

6 November 2024

BOARD OF DIRECTORS / KEY OFFICERS

San Miguel Food and Beverage, Inc. (SMFBI)

SUBJECT: SMFBI THIRD-PARTY BOARD EVALUATION

Dear Sirs/Madams:

Greetings.

The Good Governance Advocates and Practitioners of the Philippines (GGAPP) appreciate the opportunity to facilitate the annual board evaluation of San Miguel Food and Beverage, Inc. As a third-party facilitator, GGAPP is committed to providing your Company with an in-depth analysis of its board performance in a manner that is nonintrusive and follows the strictest standards of confidentiality and professionalism.

GGAPP representatives held a preliminary meeting with your Company's compliance/governance team, to discuss the details of this board evaluation, particularly, the timeline and scope of the evaluation, and the necessary substance of the evaluation materials. The attached questionnaire was crafted based on the discussions held during the said meeting. It will take you approximately thirty (30) minutes to accomplish the said questionnaire. For best results, it is highly recommended that you take full advantage of the comments boxes provided at the end of each sub-section.

Once you've completed the questionnaire, kindly respond to the original email and provide us with a scanned copy. GGAPP will then analyze the data extracted to generate an electronic written report based on the findings. The written report will include guidance based on prevailing best practices in corporate governance and related laws, rules and regulations.

The attached evaluation form is divided into four (4) main sections, namely, the Collective Board Rating, Board Committees, Individual Director's Self-Rating, and Key Officer Ratings. For best results, carefully read the instructions provided in each section before answering.

Should you have questions or need clarification on any item found in the form, you may contact GGAPP directly via email address administrator@goodgovernancephilippines.org.

GGAPP is an association of professionals from various publicly-listed companies, the public sector, and other like-minded organizations who have come together to promote and assist in the development of good governance practices in the country.

For more information on GGAPP, please visit our website at www.goodgovernancephilippines.org.

Sincerely,



Reginald H. Tiu

President

SAN MIGUEL FOOD AND BEVERAGE, INC.
BOARD EVALUATION

Period Covered: 2024

Name: _____

Instructions: Carefully read each item and check the corresponding box that best reflects your answer.

I. COLLECTIVE BOARD RATING

A. BOARD COMPOSITION <i>Does the Board have a suitable mix of:</i>	YES	NO
1. Balance / Diversity (i.e., gender, age, ethnicity, culture, skills, competence and knowledge)		
2. Knowledge / Competencies		
3. Qualifications / Background / Experience		

If you answered "no" to any of the items above, please explain why or suggest areas that need improvement. Other comments are also welcome.

B. BOARD EFFICIENCY AND PERFORMANCE <i>Are you satisfied with the Board's:</i>	YES	NO
1. Overall performance		
2. Oversight over Management's activities		
3. Discussions on short term goals		
4. Discussions on long term goals		
5. Discussions on business strategies and plans		
6. Discussions on risks		
7. Discussions on regulation		
8. Follow-up of business plans, strategies, objectives and budget		
9. Promotion of good corporate governance principles, policies and mechanisms		
10. Promotion of continuing education and/or training		

If you answered "no" to any of the items above, please explain why or suggest areas that need improvement. Other comments are also welcome.

C. BOARD MEETINGS AND PARTICIPATION	YES	NO
1. Board meetings are held frequently enough to ensure effective governance		
2. Board members are given the chance to fully and positively participate in discussions		
3. Board members are provided meeting agendas and supporting materials with sufficient time for advance review		
4. Board members are provided easy and timely access to information or inputs		
5. Board members make efficient use of the time allocated for each meeting		

If you answered "no" to any of the items above, please explain why or suggest areas that need improvement. Other comments are also welcome.

II. BOARD COMMITTEES		
A. INDIVIDUAL BOARD COMMITTEE PERFORMANCE <i>Did the following Committees effectively perform their responsibilities during the covered period?</i>	YES	NO
<input type="radio"/> Executive Committee		
<input type="radio"/> Audit Committee		
<input type="radio"/> Corporate Governance Committee		
<input type="radio"/> Related Party Transactions Committee		
<input type="radio"/> Board Risk Oversight and Sustainability Committee		
<i>If you answered "no" to any of the items above, please explain why or suggest areas that need improvement. Other comments are also welcome.</i>		
B. COLLECTIVE BOARD COMMITTEE RATING <i>Do you agree that:</i>	YES	NO
<input type="radio"/> Board Committees are the right size and composition relative to their specific functions.		
<input type="radio"/> Board Committees adopted are appropriate considering the size and needs of the Company.		
<input type="radio"/> Board Committee membership maximizes each directors' relevant expertise and strength/s.		
<input type="radio"/> Board Committees regularly provide reports to the Board on matters that may require Board action.		
<input type="radio"/> Board Committees meet frequently enough to be able to perform their respective functions.		
<i>If you answered "no" to any of the items above, please explain why or suggest areas that need improvement. Other comments are also welcome.</i>		
III. INDIVIDUAL DIRECTOR'S SELF-RATING		
Instructions: Carefully read each item and check the corresponding box that best reflects your answer.		
	YES	NO
1. INDEPENDENCE. Were you able to exercise independent judgment, and in effect, view each problem/situation objectively?		
2. PARTICIPATION. Were you able to actively participate in Board/Board Committee discussions, and advise, counsel and contribute to the Company's plans and strategies?		
3. EXPERTISE. Were you able to draw from knowledge and experience to advise on strategy, business plans and key issues?		
4. CHARACTER. Were you able to conduct yourself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that the office of a director is one of trust and confidence?		
5. FIDUCIARY DUTY. Were you able to consider the long-term success of the Company, its sustained competitiveness and profitability, its best interests and those of its shareholders and various stakeholders?		
<i>If you answered "no" to any of the items above, please explain why or suggest areas that need improvement. Other comments are also welcome.</i>		

IV. OFFICERS' RATING

Instructions: Carefully read each item and check the corresponding box that best reflects your answer.

CHAIRMAN OF THE BOARD	YES	NO
1. LEADERSHIP. Does the Chairman adequately lead the Board of Directors towards the attainment of its goals and strategic objectives?		
2. INTEGRITY. Does the Chairman conduct himself with utmost honesty and integrity in the discharge of his duties?		
3. DILIGENCE. Does the Chairman devote sufficient and productive time and effort to the management of the Company's Board related functions?		
4. GOOD GOVERNANCE. Does the Chairman act in the best interest of the Company, its shareholders and other stakeholders, in a manner characterized by transparency, accountability and fairness?		
5. STEWARDSHIP. Does the Chairman lead the Board of Directors to develop long-term objectives and effective business strategies; anticipate current and emerging trends; and ensures that the President/CEO manages the Company's resources well?		
<i>If you answered "no" to any of the items above, please explain why or suggest areas that need improvement. Other comments are also welcome.</i>		

CHIEF EXECUTIVE OFFICER (CEO)/PRESIDENT	YES	NO
1. LEADERSHIP. Is the CEO/President leading the Company towards the attainment of its vision and mission and strategic objectives?		
2. INTEGRITY. Does the CEO/President conduct himself with utmost honesty and integrity in the discharge of his duties?		
3. DILIGENCE. Does the CEO/President devote sufficient and productive time and effort to the management of the day-to-day affairs of the Company?		
4. GOOD GOVERNANCE. Does the CEO/President act in the best interest of the Company, its shareholders and other stakeholders, in a manner characterized by transparency, accountability and fairness?		
5. ENTREPRENEURIAL MINDSET. Does the CEO/President strive for growth and demonstrate a resilient, passionate and agile mindset in guiding the Company towards the achievement of its goals and objectives?		
<i>If you answered "no" to any of the items above, please explain why or suggest areas that need improvement. Other comments are also welcome.</i>		

<i>Did the following officers effectively perform their roles during the covered period?</i>	YES	NO
1. Chief Operating Officer for Beer – <i>Mr. Carlos Antonio M. Berba</i>		
2. Chief Operating Officer for Food – <i>Mr. Francisco S. Alejo III</i>		
3. Chief Operating Officer for Spirits – <i>Mr. Emmanuel B. Macalalag</i>		
4. Treasurer – <i>Mr. Ferdinand K. Constantino</i>		
5. Chief Finance Officer and Chief Strategy Officer – <i>Mr. Ildefonso B. Alindogan</i>		
6. Compliance Officer, Corporate Secretary and General Counsel – <i>Atty. Alexandra Victoria B. Trillana</i>		

7. Assistant Corporate Secretary – <i>Atty. Ma. Celeste L. Ramos</i>		
8. Internal Audit Head – <i>Ms. Johanna Dominique G. Esteban</i>		
9. Investor Relations Manager and Data Protection Officer – <i>Ms. Kristina Lowella I. Garcia</i>		

If you answered “no” to any of the items above, please explain why or suggest areas that need improvement. Other comments are also welcome.

V. OVERALL COMMENTS AND SUGGESTIONS

Kindly identify any areas for improvement, such as training/continuing education programs or any other forms of assistance that you may need in the performance of your duties. Other comments are also welcome.

Signature over printed name

Date