

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF**

SAN MIGUEL FOOD AND BEVERAGE, INC.

**Held on 5 June 2019
Canteen, Podium Level, SMC Head Office Complex,
40 San Miguel Avenue,
Mandaluyong City, Metro Manila**

SHAREHOLDERS PRESENT:

See List of Stockholder Attendees attached as **Annex "A"** to these minutes.

DIRECTORS PRESENT:

MR. EDUARDO M. COJUANGCO, JR. – Chairman
MR. RAMON S. ANG – Vice Chairman, President and Chief Executive Officer
MR. FRANCISCO S. ALEJO III – Chief Operating Officer, Food Division
MR. ROBERTO N. HUANG – Chief Operating Officer, Beer Division
MR. EMMANUEL B. MACALALAG – Chief Operating Officer, Spirits Division
MR. FERDINAND K. CONSTANTINO
MS. AURORA T. CALDERON
MR. MENARDO R. JIMENEZ
MS. MA. ROMELA M. BENGZON
MR. CARMELO L. SANTIAGO
(also Chairman of Related Party Transactions Committee)
MS. MINITA V. CHICO-NAZARIO
(also Chairman of Corporate Governance Committee)
MR. RICARDO C. MARQUEZ
(also Chairman of Board Risk Oversight Committee)
MR. CIRILO P. NOEL
(also Chairman of Audit Committee)
MR. WINSTON A. CHAN

IN ATTENDANCE:

MR. JOSEPH N. PINEDA (Nominee for Director)
ATTY. VIRGILIO S. JACINTO (Advisor, Corporate Governance Committee)
MR. ILDEFONSO B. ALINDOGAN
MS. KRISTINA LOWELLA I. GARCIA
MS. OPHELIA L. FERNANDEZ
ATTY. ALEXANDRA B. TRILLANA
ATTY. MA. CELESTE L. RAMOS

I. CALL TO ORDER/CERTIFICATION OF NOTICE AND QUORUM

After the national anthem and invocation, the Chairman, Mr. Eduardo M. Cojuangco, Jr., called the meeting to order at 2:00 p.m. and presided over the proceedings.

The Corporate Secretary, Atty. Alexandra B. Trillana, certified that notice of the meeting was sent to each stockholder of record as of May 3, 2019 in accordance with the By-laws and applicable rules. The date of the meeting was disclosed as early as March 13, 2019 via the Philippine Stock Exchange (PSE) website. The definitive information statement (DIS) together with the Agenda and rationale/explanation of each item for approval in the Agenda was posted in the Company's website as early as April 26, 2019, which was also the date of first distribution of the DIS to the stockholders.

Atty. Trillana next certified that there was a quorum for the meeting. There was present in person or by proxy, 89.44% of the outstanding common shares and 2.81% of the outstanding series 2 preferred shares, for a total of about 89.22% of the outstanding capital stock of San Miguel Food and Beverage, Inc. (the "Company"), comprising both common and preferred shares. The Corporate Secretary informed the assembly that the Chairman held proxy for at least 89.22% of the outstanding common and preferred shares of the Company and that he was voting in favor of all corporate actions in the Agenda submitted for approval in the meeting.

The Corporate Secretary further noted that as stated in the DIS distributed to the stockholders prior to the meeting, the method of voting for all matters submitted to a vote at the meeting is by poll. Ballots were available at the registration area, which ballot enabled stockholders to vote in writing on each item or proposal in the Agenda.

Each stockholder will be allowed one vote per share and the election of the Board of Directors will be by cumulative voting by the common shareholders. In this regard, stockholders entitled to vote may elect directors individually. The affirmative vote of stockholders holding majority of the common shares present or represented by proxy at the meeting is necessary for the approval of the items in the Agenda. For the election of directors, the 15 nominees with the greatest number of votes will be elected directors.

Each proposed resolution for consideration by the stockholders was presented on the screens around the room as it was taken up.

The Corporate Secretary then mentioned that the ballot box where stockholders may cast their ballots, had been prominently placed by the entrance of the venue for the convenience of the stockholders, who may cast their ballots anytime. The Company's independent stock transfer agent will canvass the votes with the assistance of the Office of the Corporate Secretary. The external auditor of the Company was likewise present at the meeting to validate the results of the voting, if necessary.

II. APPROVAL OF THE MINUTES OF PREVIOUS MEETINGS OF STOCKHOLDERS

The Chairman referred to the next item on the Agenda, which is the approval of the minutes of the annual meeting of the stockholders held on May 11, 2018 and special meeting of the stockholders held on September 12, 2018, copies of which were available for viewing at the registration area and also posted on the Company's website.

Upon motion duly made and seconded by separate stockholders, and there being no objection, the Chairman voted in favor of the following resolution shown on the screens:

Resolution No. 2019-06-05-01

"RESOLVED, That the minutes of the Annual Stockholders' Meeting of the Company held on May 11, 2018 and the Special Stockholders' Meeting of the Company held on September 12, 2018, be approved."

With the vote of the Chairman, majority of the outstanding common shares represented at the meeting had voted in favor of the proposal. The Corporate Secretary said that the exact number of votes will be announced soon after the ballots are canvassed.

III. PRESENTATION OF ANNUAL REPORT AND APPROVAL OF 2018 FINANCIAL STATEMENTS

Before the Annual Report for 2018 was presented to the stockholders, the Corporate Secretary said that the audited consolidated financial statements of the Company as at and for the year ended December 31, 2018 had been provided to the stockholders together with the DIS for the meeting, and have likewise been posted on the Company's website. The Chairman then requested the Vice President and Chief Finance and Chief Strategy Officer, Mr. Ildefonso B. Alindogan, to deliver the Annual Report for 2018. A copy of the Annual Report is attached to these minutes as **Annex "B"**.

An open forum followed the report, wherein the stockholders were given the opportunity to ask questions and/or raise issues.

The following questions were asked and answered:

- (a) **Are there plans for a follow-on offering to increase the free float to 15%?**

Mr. Alindogan responded that there are no concrete plans for now. Any plans to increase the free float will continue to be dependent on market conditions and pricing.

- (b) ***Sa inyong palagay, magpapatuloy pa ba ang lakas ng volume ng San Miguel Brewery at Ginebra San Miguel? (In your opinion, will the strong sales volume of San Miguel Brewery and Ginebra San Miguel continue?)***

Mr. Roberto N. Huang, Chief Operating Officer for the Beer Division, replied that the increase in volume of beer will continue due to the strong economic growth. Also, per capita consumption of beer is still the lowest in the region compared to Thailand and Vietnam.

Mr. Emmanuel B. Macalalag, Chief Operating Officer for the Spirits Division, added that based on the first quarter performance and the different projects lined-up, volume growth for the Spirits Division is projected.

- (c) *Nabasa namin sa mga pahayagan na maraming proyekto ang San Miguel Corporation. Kasama ba ang San Miguel Food and Beverage dito? (We read in the newspapers that San Miguel Corporation has a lot of projects. Is San Miguel Food and Beverage included in these projects?)***

Mr. Ramon S. Ang, President and Chief Executive Officer, replied that there are numerous expansion projects lined-up for the Company. For the Beer Division, the plan is to build ten breweries. San Miguel Brewery Inc. is also studying to build breweries in the United States and Vietnam. The Spirits Division is planning on building three new plants. The Food Division is on expansion mode with the ongoing construction of feed mills, processed meat plants, and a flourmill and ready-to-eat plant.

- (d) *Is there a plan to merge San Miguel Brewery to San Miguel Food and Beverage?***

Mr. Ang replied that San Miguel Food and Beverage Inc. is the parent company of San Miguel Brewery Inc. (SMB), Ginebra San Miguel Inc. and the Food Division subsidiaries. Thus, SMB is already consolidated financially into the Company but it is independent in terms of operation.

- (e) *What is the current condition of the poultry industry? Do you think this will improve in the second half of the year?***

Mr. Francisco S. Alejo III, Chief Operating Officer for the Food Division, replied that the poultry industry was badly hit by over importation in the last quarter of 2018 as a result of the lifting of special safeguard duties to temper inflation. This caused a huge over supply, which pushed down chicken prices. To date, the inventory levels have dropped, but are still higher compared to the same period last year. However, the Company is hopeful that the situation will improve in the second half of the year. In the meantime, management has created initiatives to help stabilize the Company's inventory levels. Sales to lechon manok outlets are also being supported. In fact, the Company started its own Chick 'n Juicy operations, of which there are now over 30 stores in certain areas of Metro Manila, Batangas, and Laguna.

- (f) *The increase in excise tax on tobacco products has been certified as urgent. Do you think the increase in excise tax for alcohol will happen soon?***

Mr. Ramon S. Ang replied that there is still no visibility on when the new excise tax laws for alcohol products will come. Nonetheless, the Company is always prepared to manage increases in excise tax. Sales volume may be affected in the short term, but the Company will eventually recover.

- (g) Can we have retail outlets in the head office exclusively for stockholders with 50% discount during stockholders' meetings?**

Mr. Ang thanked the stockholder for the suggestion and replied that the Company will study the proposal.

- (h) Please list the other subsidiaries of San Miguel Corporation (SMC), like Bank of Commerce and San Miguel Properties, Inc., among others, so that we will have other companies in which to invest.**

Mr. Ang thanked the stockholder for the suggestion and replied that SMC will study the proposal.

- (i) A stockholder requested clarification on the amount of the Company's Earnings Per Share (EPS).**

Mr. Ildefonso B. Alindogan replied that as of 2018, the Company's EPS is P2.94.

There being no other questions or comments, upon motion duly made and seconded by separate stockholders, and there being no objection, the Chairman voted in favor of the following resolution shown on the screens:

Resolution No. 2019-06-05-02

"RESOLVED, That the open forum of stockholders be closed, and that the Annual Report of the Company for 2018 as presented, including the 2018 Audited Consolidated Financial Statements of the Company and its subsidiaries, be approved and ratified."

With the vote of the Chairman, majority of the outstanding common shares represented at the meeting had voted in favor of the proposal. The Corporate Secretary said that the exact number of votes will be announced soon after the ballots are canvassed.

IV. RATIFICATION OF ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS

The Chairman proceeded to the next item on the Agenda, which is the ratification of all acts and proceedings of the Board of Directors and corporate officers since May 11, 2018 until June 5, 2019.

The Corporate Secretary explained that the ratification by the stockholders is sought for the acts and resolutions of the Board of Directors, its Committees, as well as acts of officers of the Company taken or adopted since the annual stockholders' meeting on May 11, 2018 until the date of this meeting, June 5, 2019, as approved by the Board during its meetings and/or covered by disclosures to the SEC and PSE and posted on the Company's website. The acts of management at the direction of the Company's Board of Directors and officers are those undertaken to implement the resolutions of the Board or its committees, or conducted in the regular course of business. A summary of these acts and resolutions are set out in the DIS for this meeting, and presented on the screens around the room for reference.

Upon motion duly made and seconded by separate stockholders, and there being no objection, the Chairman voted in favor of the following resolution shown on the screens:

Resolution No. 2019-06-05-03

“RESOLVED, That all acts, resolutions and proceedings of the Board of Directors and Corporate Officers of the Company since the Annual Meeting of the Stockholders on May 11, 2018 until today, June 5, 2019, as set forth in the minutes of the meetings of the Board of Directors, as well as the financial statements and records of the Company, be approved, confirmed and ratified.”

With the vote of the Chairman, majority of the outstanding common shares represented at the meeting had voted in favor of the proposal. The Corporate Secretary said that the exact number of votes will be announced soon after the ballots are canvassed.

V. APPOINTMENT OF EXTERNAL AUDITOR FOR 2019

The stockholders proceeded to consider the nomination for the position of external auditor of the Company.

The Chairman of the Audit Committee, Independent Director Cirilo P. Noel, informed the assembly that after evaluation, the Audit Committee recommends the appointment of the accounting firm R.G. Manabat & Co., as the external auditor of the Company for fiscal year 2019. The audit plan for 2019 shall be presented to the Audit Committee for approval, while the fees payable to the auditor shall, with the authority of the Audit Committee, be negotiated by management to be in the best interest of the Company.

Upon motion duly made and seconded by separate stockholders, and there being no objection, the Chairman voted in favor of the following resolution shown on the screens:

Resolution No. 2019-06-05-04

“RESOLVED, That the accounting firm of R.G. Manabat & Co. be appointed as external auditor of the Company for fiscal year 2019.”

With the vote of the Chairman, majority of the outstanding common shares represented at the meeting had voted in favor of the proposal. The Corporate Secretary said that the exact number of votes will be announced soon after the ballots are canvassed.

VI. ELECTION OF BOARD OF DIRECTORS

The next item on the Agenda is the election of the members of the Board of Directors of the Company.

The Chairperson of the Corporate Governance Committee, Independent Director Minita V. Chico-Nazario, informed the assembly that in accordance with the By-laws, Manual on Corporate Governance and rules of the SEC, any stockholder, including minority stockholders, may submit nominations to the Board of Directors of the Company. The Corporate Governance Committee will determine whether the nominees for directors, including nominees for independent directors, have all the qualifications and none of the disqualifications to serve as members of the Board before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board are provided in the DIS for this meeting, for consideration by the stockholders.

The Corporate Secretary then read the names of the nominees to the Company’s Board of Directors as endorsed by the Corporate Governance Committee, all of whom were determined to possess the qualifications and none of the disqualifications under the Company’s By-laws and Manual on Corporate Governance.

They are:

Eduardo M. Cojuangco, Jr.
Ramon S. Ang
Francisco S. Alejo III
Roberto N. Huang
Emmanuel B. Macalalag
Ferdinand K. Constantino
Aurora T. Calderon
Joseph N. Pineda
Menardo R. Jimenez
Ma. Romela M. Bengzon
Carmelo L. Santiago
Minita V. Chico-Nazario
Ricardo C. Marquez
Cirilo P. Noel
Winston A. Chan

The Corporate Secretary said that the nominees for independent directors as identified in the DIS for the meeting, are Mr. Carmelo L. Santiago, Ms. Minita V. Chico-Nazario, Mr. Ricardo C. Marquez, Mr.

Cirilo P. Noel and Mr. Winston A. Chan. This is in accordance with the mandatory requirement by the SEC of electing independent directors.

A stockholder said that considering that there were only 15 nominees, he moves that the balloting be dispensed with and all 15 nominees be unanimously elected as Directors of the Company. The motion was duly seconded by another stockholder. For the record, the Chairman informed the stockholders that he was distributing his votes equally for all candidates, unless otherwise instructed in the proxies held by him.

There being no objection to the motion, the Chairman voted in favor of the following resolution shown on the screens:

Resolution No. 2019-06-05-05

“RESOLVED, That the following be elected as members of the Board of Directors of the Company, to serve as such beginning June 5, 2019 and until their successors are elected and qualified:

Mr. Eduardo M. Cojuangco, Jr.
 Mr. Ramon S. Ang
 Mr. Francisco S. Alejo III
 Mr. Roberto N. Huang
 Mr. Emmanuel B. Macalalag
 Mr. Ferdinand K. Constantino
 Ms. Aurora T. Calderon
 Mr. Joseph N. Pineda
 Mr. Menardo R. Jimenez
 Ms. Ma. Romela M. Bengzon
 Mr. Carmelo L. Santiago (Independent)
 Ms. Minita V. Chico-Nazario (Independent)
 Mr. Ricardo C. Marquez (Independent)
 Mr. Cirilo P. Noel (Independent)
 Mr. Winston A. Chan (Independent).”

Accordingly, the Chairman declared the 15 nominees as duly elected members of the Board of Directors of the Company. On behalf of management, the Chairman welcomed the newly elected Board of Directors and thanked the stockholders for their vote of confidence.

The Chairman then called on the Corporate Secretary to explain again the procedure for voting by poll.

As mentioned at the start of the meeting, Atty. Trillana said that the ballot box, where the stockholders may cast their ballots, is located by the entrance to the venue. A last call was made for those who wished to cast their ballots. The independent stock transfer agent will then canvass the ballots. Upon completion of the canvassing of the ballots, the results will be announced by means of immediately posting the Vote Canvassing Results in the Company’s website, for the information of the stockholders.

VII. ANNOUNCEMENT OF RESULTS

The Corporate Secretary informed the assembly that considering that the Chairman holds proxies for a majority of the outstanding common shares of the Company authorizing him to vote for the approval of all corporate actions proposed in the Agenda, and the Chairman has voted in favor of all said corporate actions, these corporate actions are approved and ratified.

The Vote Canvassing Results, including the number of votes against the relevant items in the Agenda, as well as those that abstained from voting (as earlier posted in the Company's website), is attached to these minutes as **Annex "C"**.

VIII. ADJOURNMENT

The Chairman asked if there were any other matters that any stockholder wished to bring up to the assembly.

There being no other matters, the Chairman entertained a motion for adjournment. A stockholder moved to adjourn the meeting, which motion was duly seconded by another stockholder. No objection being made, the Chairman adjourned the meeting and thanked all stockholders for their attendance and participation.

ATTESTED BY:

EDUARDO M. COJUANGCO, JR.
Chairman

Certified Correct:


ALEXANDRA BENGSON TRILLANA
Corporate Secretary

BALLOT NUMBER	ATTENDEE NAME	SHARES
	JUSTINIANO, CELINE (UCPB SECURITIES, INC.)*	0
	GOMEZ, JOHN MELVIN D. OR GOMEZ, MARIA OLIVA L. (PAPA SECURITIES CORPORATION)*	0
	BALINGIT, MAE RIA LIEZEL V. (UCPB SECURITIES, INC.)*	0
	HOLMES, A. TERESA D.	300
	LAO*JOHN T.	12,000
	LOPEZ, ESPERANZA S. AND OR CATOLICO, FILIPINAS (PHILSTOCKS FINANCIAL INC)*	0
	PAGAL, EDWIN MACAILAO	750
	PAGAL*MARIA CAROLINA VIDUYA	750
	DELA CRUZ, YOLANDA M. OR DELA CRUZ, EMILIO M. (COL FINANCIAL GROUP, INC.)*	20
	DELA CRUZ, KING RICHARD M. OR DELA CRUZ, EMILIO M. (COL FINANCIAL GROUP, INC.)	1
	DELA CRUZ, PRINCESS GRACE M. ITF ARROYO, JHUDIEL ANNE SEAN HOSANNA D. (COL FINANCIAL GROUP, INC.)	10
	DELA CRUZ, PRINCESS GRACE M. OR DELA CRUZ, EMILIO M. (COL FINANCIAL GROUP, INC.)	10
	R - GARCIA, VICTOR Q. (BPI SECURITIES CORPORATION)*	0
	BLANCO, JANNA MERRIEL T. (COL FINANCIAL GROUP, INC.)*	0
	R: MARISSA BAQUIR (PNB SECURITIES, INC.)*	0
	DELA CRUZ, EMILIO M. OR DELA CRUZ, QUEEN JEANETTE M. (COL FINANCIAL GROUP, INC.)	100
	DELA CRUZ, MICHAEL JOHN M. OR DELA CRUZ, EMILIO M. (COL FINANCIAL GROUP, INC.)	1
	DELA CRUZ, PAUL JOSEPH M. OR DELA CRUZ, EMILIO M. R:DELA CRUZ, STEPHANIE (COL FINANCIAL GROUP, INC.)	100
	DELA CRUZ, EMILIO M. OR DELA CRUZ, JESUS JOSE MARIA M. (COL FINANCIAL GROUP, INC.)- R- BRENDA DELA CRUZ AND SNOW EZRA DELA CRUZ	10
	DIMAYA, HILDA (UCPB SECURITIES, INC.)*	0
	VEGA, MARIA DIVINA (UCPB SECURITIES, INC.)*	0
	DACANAY, MARIVIC (COL FINANCIAL GROUP, INC.)*	0
	BALMES, ANTHONY (UCPB SECURITIES, INC.)*	0
	YUSINGCO*ENRIQUE LL	5,250
	YUSINGCO*ENRIQUE MIGUEL L	2,000
	YUSINGCO*ENRIQUE MIGUEL L	2,000
	YUSINGCO*ENRIQUE NOEL L	2,000
	YUSINGCO*ENRIQUE NOEL L	2,000
	YUSINGCO*MA. TERESA L*OR ENRIQUE LL. YUSINGCO	3,000
	YUSINGCO*MA. TERESA L.	2,100
	DELA CRUZ, JAMES MELQUISEDEC M. OR DELA CRUZ, EMILIO M. R: DELA CRUZ, SERGIO AND JULIANO, MARILYN (COL FINANCIAL GROUP, INC.)	2
	VALDE, EUGENE (TANSENGCO & CO., INC.)*	0
	NGO, EDGAR K. (TANSENGCO & CO., INC.)*	0
	ALDAY, RUDOLFO G. OR ALDAY, ROWEL G. (COL FINANCIAL GROUP, INC.)	10
	DELA CRUZ, ALEXANDER M. OR DELA CRUZ, EMILIO M. G: JULIANO, MARILYN (COL FINANCIAL GROUP, INC.)	10
	LONDRES, EDMUNDO CHAVEZ (PNB SECURITIES, INC.)*	0
	ONG JR., JOSE L. (COL FINANCIAL GROUP, INC.)	10
	NGO, TERESITA TAN R: NO, EDGAR K. (TANSENGCO & CO., INC.)*	0
	ONG JR, JOSE L. (PNB SECURITIES, INC.)*	0

BALLOT NUMBER	ATTENDEE NAME	SHARES
	MERIN, DAN (BELSON SECURITIES, INC.) G: MITRA, RACHELLE B.**	0
	TAN, PHILIP L. (COL FINANCIAL GROUP, INC.)	52,670
	VILLANUEVA*FRANK CHUA	100
	TING, EDGARDO C. ITF TING, JANELLE BIANCA D. (COL FINANCIAL GROUP, INC.)	20
	MENDOZA, MARIA CECILIA C. UCPB SECURITIES, INC.)*	0
	ESLAVA, GILBERT E. (COL FINANCIAL GROUP, INC.)	1,140
	CHUPUNGCO*MARY GENEVIEVE R.A.	1,000
	TING, EDGARDO C. OR TING, LUZONIA C. (COL FINANCIAL GROUP, INC.)	210
	RAMIREZ, LEAH(UCPB SECURITIES, INC.)*	0
	DULALIA*ELIAS B. R: DEATO, ARNOLD DULALIA	90
	TING, JOHN BRIAN D. (COL FINANCIAL GROUP, INC.)	20
	CHUA, JACKIE LYN O.(UCPB SECURITIES, INC.)*	0
	OTEYZA, DONNA E.(UCPB SECURITIES, INC.)*	0
	VALENCIA*JESUS SAN LUIS	100
	ALIGNAY, DANTE A. OR ALIGNAY, TERESITA P. (COL FINANCIAL GROUP, INC.)	90
	ALIGNAY, TERESITA P. (COL FINANCIAL GROUP, INC.)	50
	ALIGNAY, CUSTER P. ITF ALIGNAY, MIKAELA ISABEL S. (COL FINANCIAL GROUP, INC.)	30
	RUYERAS, FELIPE C. (COL FINANCIAL GROUP, INC.)	100
	SAN MIGUEL CORPORATION RETIREMENT PLAN-FIP	200,000
	SAN MIGUEL CORPORATION RETIREMENT PLAN-FIP	158,650
	MONTE, LOLITA T. OR MONTE, LOIS TRISHA T. (COL FINANCIAL GROUP, INC.)	200
	ALIGNAY, DANTE A. AND OR ALIGNAY, TERESITA P. (PHILSTOCKS FINANCIAL INC)*	0
	SAN MIGUEL CORPORATION RETIREMENT PLAN-STP	21,500
	SAN MIGUEL CORPORATION RETIREMENT PLAN-STP	1,610
	TEJANO, STELLA (BPI SECURITIES CORPORATION)*	0
	MONTE, DANILO L. OR MONTE, LOLITA T. (COL FINANCIAL GROUP, INC.)	200
	ALIGNAY, DANTE ALINSOD (BDO NOMURA SECURITIES INC)*	0
	PLANTILLA III, VALERIANO PEDRO O. OR PLANTILLA, FELICITAS O. (COL FINANCIAL GROUP, INC.)	5
	BALUGO, EMELITA A. OR HASELMANN, SEVERIN S. (COL FINANCIAL GROUP, INC.)	11,000
	CO, ALIAN & CO, VICTOR (ANSALDO, GODINEZ & CO., INC.)*	0
	SWANN*JOSE DOMINGO P.	600
	HASELMANN, ANDREAS G. OR HASELMANN, SEVERIN S. (COL FINANCIAL GROUP, INC.)	200
	PLANTILLA III, VALERIANO PEDRO O. (COL FINANCIAL GROUP, INC.)	9
	BALOGO, EMILY A. ITF DOLORES, XYRAH B. R: (COL FINANCIAL GROUP, INC.)	10
	CALIXTO, SOCORRO MARIA I. (COL FINANCIAL GROUP, INC.)	120
	SY, ABIGAIL C. (COL FINANCIAL GROUP, INC.)	10
	CO KIAN CHAY AND JAICELYNE G. CO ANSALDO, GODINEZ & CO., INC.)G - LUISA CO **	0
	CALIXTO, GREGORIO I. (COL FINANCIAL GROUP, INC.) R: CALIXTO, SOCORRO MARIA I.	50
	MONTE, LOLITA TEODORO(UCPB SECURITIES, INC.)*	0
	ONG, MARITES T. (COL FINANCIAL GROUP, INC.)	40
	TAN TOK SUY & TAN TERESITA Q. (ABACUS SECURITIES CORPORATION)*	0

BALLOT NUMBER	ATTENDEE NAME	SHARES
	CO, JACINTO GAN (ANSALDO, GODINEZ & CO., INC.)*	0
	QUIAMBAO, LILIBETH (VENTURE SECURITIES, INC.)*	0
	DELA CRUZ, JENNIFER (VENTURE SECURITIES, INC.)*	0
	CHUA, JERRY TEO (BDO SECURITIES CORPORATION)*	0
	CALIXTO, SOCORRO MARIA (BPI SECURITIES CORPORATION)*	0
	SONGCO, ROMMEL V. (COL FINANCIAL GROUP, INC.)	100
	EBALO, FRANCISCO E. (BDO SECURITIES CORPORATION)*	0
	CO, KELVIN AND CO, KIAN CHAY (ANSALDO, GODINEZ & CO., INC.)*	0
	PANGAN, JASPER KRISTIAN P. R: PANGAN, EMELINDA (COL FINANCIAL GROUP, INC.)	20
	PANGAN, EMELINDA P. (COL FINANCIAL GROUP, INC.)	20
	PANGAN, JOY KRISTINE P. (COL FINANCIAL GROUP, INC.)	20
	RUYERAS, FELIPE C. (COL FINANCIAL GROUP, INC.)	20
	MATEO*DEMETRIO DURLAO	200
	CHENG, BOTSCHAFT N. OR SEVILA NGO (ABSENT) (FIRST METRO SECURITIES BROKERAGE CORP.)*	0
	CHUA, JERRY TEO OR CHUA ENG, BONIFACIO T. (BDO SECURITIES CORPORATION)*	0
	MATEO*MADELAINA BINARAO	60
	EUGENIO, RUDOLPH (ABACUS SECURITIES CORPORATION)G - FELIPE RUYERAS **	0
	MATEO*MAXIMA BINARAO	60
	NONATO, MA. CARINA SI. OR NONATO, RAMONCITO SI. (COL FINANCIAL GROUP, INC.)	10
	MONTE, LISETTE IYESA T. (COL FINANCIAL GROUP, INC.)	10
	CAW, ELENA (PAN ASIA SECURITIES CORP.)*	0
	CAW, JERRY (PAN ASIA SECURITIES CORP.)R - GO, ZENAIDA **	0
	TY, TERESITA (PAN ASIA SECURITIES CORP.)*	0
	VILLANUEVA*MYRNA P.	200
	DY, MYLA (UCPB SECURITIES, INC.)*	0
	VILLANUEVA*MILAGROS P.	200
	AMBAL, RONALD AND OR AMBAL, EMILY ROSS (PHILSTOCKS FINANCIAL INC)*	0
	TIANCO, RODOLFO JR. (BPI SECURITIES CORPORATION)*	0
	MATEO*MADERIC BINARAO R:MATEO, MAXIMA BINARAO	60
	MONTE, LAIZA EUNICE T. R: MONTE, DANILO (COL FINANCIAL GROUP, INC.)	10
	RAMOS, JOSEPHINE R. (PHILSTOCKS FINANCIAL INC)*	0
	GILI, JR.*GUILLERMO F. R: FUSTER, JOHN PAUL	100
	MATEO*MADEMIL BINARAO	60
	CHUA, CONSTANTINO WY (TANSENGCO & CO., INC.)*	0
	CHUA, GEORGE WY (TANSENGCO & CO., INC.)*	0
	RONQUILLO, NOEMI (UCPB SECURITIES, INC.)*	0
	CHUA, WILLINGTON WY (TANSENGCO & CO., INC.)*	0
	ACOSTA, MADEL (TANSENGCO & CO., INC.)G: DEATO ARNOLD DULALIA**	0
	RODRIGUEZ, LIBERTINE ANTOINETTE (COL FINANCIAL GROUP, INC.)*	0
	CRUZ*MARIA GEMMA B.	1,000
	JOVEN, MA. VICTORIA G: CU, MARVIN (PHILSTOCKS FINANCIAL INC)**	0
	VILLALUZ, GENESIS CARLO NINO ENER R. (PHILSTOCKS FINANCIAL INC)*	0
	LAZATIN, CYNTHIA E. (UCPB SECURITIES, INC.)*	0
	ABUEG, ALFREDO JR. D. OR ABUEG, MA. TERESA T. (COL FINANCIAL GROUP, INC.)	200

BALLOT NUMBER	ATTENDEE NAME	SHARES
	HORCA, EDERLYN JOY A. (COL FINANCIAL GROUP, INC.)R - FLOR MAGDALENA A. HORCA	70
	ABUEG, ALFREDO JR. 2 D. (COL FINANCIAL GROUP, INC.)	200
	HORCA, EDMUND A. (COL FINANCIAL GROUP, INC.)	100
	ABUEG, PUNYAGI T. R: ABUEG, TERESA (COL FINANCIAL GROUP, INC.)	100
	CLIENT 1C (WEALTH SECURITIES, INC.) G: MALLARE, VICTOR B.**	0
	ABIERA, AINE GABRIELLE L. (COL FINANCIAL GROUP, INC.)R - ABIERA, FELY	10
	ABIERA, ANSELM DIRK K. (COL FINANCIAL GROUP, INC.)	20
	LIM, NESTOR G: ESPULGAR, ERICA (FIRST METRO SECURITIES BROKERAGE CORP.)*	0
	VILLANUEVA*MYRA P.	1,000
	DIMAPILIS*MADELYN MATEO G: DIMAPILIS, LOWEL REOSAR	60
	TAN, ALVIN B. (COL FINANCIAL GROUP, INC.)	100
	DEQUITO, RESI(COL FINANCIAL GROUP, INC.)**	0
	SAN AGUSTIN, RITZ KEVIN JOAQUINO BDO NOMURA SECURITIES INC)*	0
	G: BAROY, CYNTHIA (COL FINANCIAL GROUP, INC.)*	0
	NONATO, RAMONCITO S. OR NONATO, RAMON B. (COL FINANCIAL GROUP, INC.)R - MANUEL ULANDAY AND CLEMENTE, CONSOLACION	10
	DAVID, WILLIE B. (PHILSTOCKS FINANCIAL INC)*	0
	YAO, NATALIA C. (AB CAPITAL SECURITIES, INC.)*	0
	YU, BALDWIN H. OR HAM, SOY HENG H. (COL FINANCIAL GROUP, INC.)	806
	CHEUNG, CRISTINA Y. (PHILSTOCKS FINANCIAL INC)R: LERIAS, TEODORO A. **	0
	CHUA*JUDY Y.*OR GISELLE Y. CHUA OR GAY MARIE Y. CHUA	2,000
	TAN*DEANNA E.*OR AMABEL E. TAN	1,500
	EVANGELISTA, KEVIN NEIL S. OR EVANGELISTA, PERICLES P. G: EVANGELISTA, ROSITA(COL FINANCIAL GROUP, INC.)	10
	BARREDO, ROMAN CARLOS C.(UCPB SECURITIES, INC.)*	0
	CASTILLO, ASUNCION B. (VENTURE SECURITIES, INC.) - PASTRANA, MAXIMINO	100
	BUENCONSEJO, LILIBETH (COL FINANCIAL GROUP, INC.)*	0
	SESE, AIRA MERIZ PUA (HDI SECURITIES, INC.)*	0
TOTAL NO. OF ATTENDEES	:	150
TOTAL NO. OF SHARES WITH BALLOT	:	0
TOTAL NO. OF SHARES W/OUT BALLOT	:	490,694
TOTAL NO. OF SHARES	:	490,694

NOTES ON ZERO (0) SHARES:

* - STOCKHOLDERS WHOSE SHARES ARE LODGED WITH THEIR STOCKBROKERS, BUT WHOSE STOCKBROKERS DID NOT PREVIOUSLY ADVISE THE STOCKHOLDERS' ATTENDANCE TO THE ANNUAL STOCKHOLDERS' MEETING

** - GUESTS AND REPRESENTATIVES OF NOTE (*) ABOVE

*** END OF REPORT ***

San Miguel Food and Beverage, Inc.
Message to the Stockholders
June 5, 2019

Mr. Chairman, members of the Board, fellow stockholders, friends from the media, guests, good afternoon

Our first year as San Miguel Food and Beverage was a period of transition for each of our operating businesses—San Miguel Brewery Inc., San Miguel Pure Foods, and Ginebra San Miguel Inc. Those familiar with the transformation of our parent, San Miguel Corporation, might recognize in our Company, the original core San Miguel business—a quality food and beverage company and owner of iconic brands, many of which have become household favorites for generations. In fact, we may be the only company that has its brands present on every table in every home in the Philippines.

By consolidating all three businesses into one company, we broaden our category reach to capitalize on synergies, strengthen our business, particularly as the competitive environment for food and beverage companies continues to be tough. Today, our Company is positioned for continued growth and shareholder value creation.

As one company, we are leveraging on our combined strength, scale, and capabilities to make the most of the growth opportunities that we are seeing in our primary markets. With an extensive and efficient distribution network, as well as a financial profile that includes consolidated total assets of P238.5 billion, we have transformed into a substantially stronger, world class company capable of delivering strong and stable growth for the long term.

We have a comprehensive product portfolio of category-leading powerhouse brands that fulfills a broad range of consumer needs—we quench thirst, provide refreshment and nourishment.

Our brands are integrated into the everyday lives of consumers. Our unique insight and familiarity with what the Filipino consumer wants help us come up with exciting product innovations and promotions that serve to further drive loyalty and demand for our brands.

Our facilities are among the most modern in the world, highly automated and efficient. Our operations are tightly integrated across the value chain for profitability and efficiency. Looking forward, we are very bullish about the Filipino consumer and our business prospects. In this light, we are investing heavily in new, strategically located facilities. We are moving closer to growing markets. This will allow us to deliver our products to our consumers fresh and at a lower cost.

For our beer business, we completed an additional bottling line in Sta. Rosa, Laguna, which will also become a full-fledged brewery by 2020. We are also building a new brewery in Tagoloan, Misamis Oriental and this will better enable us to serve Northern Mindanao's and Visayas' growing markets. For our food business, we are building new facilities across poultry and fresh meats processing, feed milling and flour milling. We are also increasing the capacity of our value added meats, dairy, spreads, biscuits as well as putting up a brand-new Ready-to-Eat facility.

We serve a broad spectrum of needs of consumers, both in the Philippines and overseas, managing an extensive distribution and logistics network that is unparalleled in the Philippines. Our products reach customers throughout the archipelago through over 400,000 beer outlets, 140,000 spirits outlets, and 130,000 points of sale for our food products. We will continue to leverage on this network moving forward.

We are also pleased to report that the Company sustained strong operational and financial performance despite the challenging macroeconomic environment.

Our Beer business delivered another outstanding performance in 2018 with record high consolidated beer volumes of over 284 million cases. This is the third straight year of strong volume growth across the country with San Miguel Pale Pilsen, Red Horse Beer, San Mig Light are SMB's top-selling brands. Fresh and engaging campaigns targeted at generating loyalty among drinkers and growing the consumer base, aggressive defense programs, better sales and distribution execution, and a favorable operating environment all resulted to SMB's record-breaking year.

In our Spirits business, flagship brand Ginebra San Miguel benefited from the impact of the thematic campaign "Ginebra Ako" and delivered 27.3 million cases for a 13% growth from prior year, the highest volume for the brand since 2008. Sales of Vino Kulafu also improved 6%, for a total volume of 3.2 million cases in 2018.

There was also a concerted effort in 2018 to contain cost and improve profitability. For alcohol, a broader supplier base allowed the company to avoid the effect of mounting prices on local molasses.

For our Food business, most segments registered double-digit revenue increases driven by higher volumes. Volumes rose on the back of intensified sales and distribution efforts as we have been beefing up our sales and logistics manpower and reinforcing our fleet. Our strategy of directly servicing our wet market dealers and growing presence in Visayas and Mindanao has also been paying off.

In 2018, Animal Nutrition and Health, Prepared and Packaged Food and the Flour Milling segments initiated selling price hikes in response to rising cost of major raw materials as global commodity prices rose amidst limited supply. For most part of 2018, the Protein segment benefitted from favorable chicken and hog prices. Unfortunately, in the later part of the fourth quarter, chicken prices dropped due to industry oversupply.

Initiatives to grow our topline resulted in continued market share growth, sustaining our market leadership in most of the categories we are in.

As a result consolidated revenues are up 14% to P286.4 billion. Consolidated operating income and net income grew by 8% to P46.0 billion and P30.5 billion, respectively.

The Company continues its strong financial result in the first quarter of 2019.

SMFB's consolidated revenues amounted to P75.7 billion which is 14% higher compared to the same period last year. This resulted due to strong sales volume growth across the various businesses. Consolidated income from operations reached Php10.8Bn while consolidated net income is at P7.4 billion.

Moving forward, we are confident that the benefits of our strategies, scale, and structure—advantages that resulted in success for us in the past—will serve us well in the coming years.

We are the largest and most formidable food and beverage company in the Philippines, uniquely positioned to capture the opportunities afforded by our growing economy.

With your support, we look forward to driving continued growth, further strengthening our reputation, and living out our core purpose of celebrating life with our consumers in every occasion.

That ends my report. Thank you very much.

NOM. NO.	NOMINEE	VOTES
1	EDUARDO M. COJUANGCO, JR.	5,282,347,286
2	RAMON S. ANG	5,283,104,598
3	FRANCISCO S. ALEJO III	5,284,468,042
4	ROBERTO N. HUANG	5,284,468,042
5	EMMANUEL B. MACALALAG	5,284,468,042
6	FERDINAND K. CONSTANTINO	5,282,480,936
7	AURORA T. CALDERON	5,282,406,616
8	JOSEPH N. PINEDA	5,284,430,372
9	MENARDO R. JIMENEZ	5,284,430,372
10	MA. ROMELA M. BENGZON	5,284,430,372
11	CARMELO L. SANTIAGO	5,285,378,649
12	MINITA V. CHICO-NAZARIO	5,285,378,649
13	RICARDO C. MARQUEZ	5,285,378,649
14	CIRILO P. NOEL	5,283,818,385
15	WINSTON A. CHAN	5,285,378,649
Total votes registered		79,280,679,735
Total votes counted for election of board nominees		79,262,367,659
Total uncast votes for election of board nominees		18,312,076

RES. NO.	RESOLUTION	SHARES VOTED	% TO TOTAL O.S.
2	Approval of the Minutes of the Annual Stockholders' Meeting on May 11, 2018 and Special Stockholders' Meeting on September 12, 2018	5,285,378,649	89.443%
	For	5,285,378,649	89.443%
	Against	0	0.000%
	Abstain	0	0.000%
3	Approval of the 2018 Annual Report and Audited Consolidated Financial Statements as of December 31, 2018	5,285,378,649	89.443%
	For	5,285,001,969	89.437%
	Against	0	0.000%
	Abstain	376,680	0.006%
4	Ratification of all the acts of the Board of Directors and Officers since the 2018 Annual Stockholders' Meeting	5,285,378,649	89.443%
	For	5,285,001,969	89.437%
	Against	0	0.000%
	Abstain	376,680	0.006%

PROXY VOTING MODULE

Stockholders' Meeting Vote Canvassing Results

5 Appointment of R.G. Manabat & Co. as external auditor of the Company for fiscal year 2019	5,285,378,649	89.443%
For	5,285,378,649 -	89.443%
Against	0 -	0.000%
Abstain	0 -	0.000%

SUMMARY REPORT

% TO
TOTAL O.S.

OUTSTANDING COMMON SHARES	5,909,220,090	
OUTSTANDING PREFERRED SHARES	15,000,000	
TOTAL OUTSTANDING SHARES AS OF RECORD DATE	5,924,220,090	
TOTAL SHARES IN ATTENDANCE :		
Attending proxy assignees	5,285,378,649	
Attending stockholders	0	
LESS :	5,285,378,649	89.216%
Invalidated / knocked-off / Uncast shares - Proxy Assignees	0	
Knock-off by attending stockholder	0	
Invalidated shares - Stockholders	0	
Uncast shares of stockholders	0	
TOTAL SHARES/VOTES COUNTED	5,285,378,649	89.443%

*** END OF REPORT ***