

REPORT OF THE AUDIT COMMITTEE

For the year ended December 31, 2021

The undersigned Audit Committee assists the Board of Directors of San Miguel Food and Beverage, Inc. (the "Company") in its corporate governance and oversight responsibilities in relation to financial reporting, risk management, internal controls and internal and external audit processes and methodologies.

In fulfillment of these responsibilities, the Audit Committee performed the following in 2021:

- We endorsed for approval by the stockholders, and the stockholders approved the appointment of R.G. Manabat & Co. as the Company's independent external auditor for 2021;
- We reviewed and approved the terms of engagement of the external auditor, including the audit, audit-related and any non-audit services provided by the external auditor to the Company and the fees for such services, and ensured that the same did not impair the external auditor's independence and objectivity;
- We endorsed for approval by the Board of Directors, and the Board approved, the appointment of Ms. Ophelia L. Fernandez, head of the internal audit group of the Company and its food subsidiaries;
- We reviewed and approved the scope of the audit and audit programs of the external auditor, as well as the Company's internal audit group, and have discussed the results of their audit processes and their findings and assessment of the Company's internal controls and financial reporting systems;
- We reviewed, discussed and recommended for approval of the Board of Directors the Company's annual and quarterly consolidated financial statements, and the reports required to be submitted to regulatory agencies in connection with such consolidated financial statements, to ensure that the information contained in such statements and reports presents a true and balanced assessment of the Company's position and condition and comply with the regulatory requirements of the Securities and Exchange Commission (SEC) and applicable laws;
- We reviewed the effectiveness and sufficiency of the Company's financial and internal controls, risk management systems, and control and governance processes, confirm that these are adequate, and ensured that, where applicable, necessary measures are taken to address any concern or issue arising therefrom; and
- We reported compliance to the SEC on the results of the accomplishment by the members of the Audit Committee Self-Rating Form in accordance with the Audit Committee Charter and in compliance with the requirements of the SEC Memorandum Circular No. 4, Series of 2012.

All members of the Audit Committee, majority of whom are independent directors, are satisfied with the scope and appropriateness of the Committee's mandate and that the Committee substantially met its mandate in 2021.



CIRILO P. NOEL

Chairman (Independent Director)



RICARDO C. MARQUEZ

Member (Independent Director)



AURORA T. CALDERON

Member



WINSTON A. CHAN

Member (Independent Director)



FERDINAND K. CONSTANTINO

Member