



BOARD DIVERSITY POLICY

Purpose

This Policy aims to promote diversity in the Board of Directors (the “Board”) of San Miguel Food and Beverage, Inc. (the “Company”).

Policy Statement

1. The Company recognizes the benefits of embracing diversity in the Board. Diversity promotes the inclusion of a wide range of perspectives and ideas that can inspire creativity and drive innovation, mitigate groupthink, enhance risk oversight, and improve decision-making and corporate governance. It is an essential component in maintaining competitive advantage and improving the overall performance of the Company.
2. In determining the structure and composition of the Board, diversity will be considered from varied aspects, including but not limited to, gender, age, ethnicity, religion, culture, skills, competencies, knowledge, experience, length of service of directors, and other regulatory rules and regulations. The Board will likewise strive to maintain a balanced mix of executive, non-executive and independent directors, having due regard to the requirements of the Company and the Board.

Scope and Coverage

This Policy applies to the Board. It shall not apply to employees of the Company.

Measurable Objectives

The selection process of candidates for director shall be based on merit and an objective criteria that is aligned with the strategic objectives and requirements of the Company and the Board, absence of conflict of interest, and commitment to faithfully fulfill the duties of a director. In the nomination and election process of directors, due regard must be given to the benefits of diversity and the needs of the Board. Competent and qualified nominee directors shall not be discriminated against by reason of gender, age, religion, cultural and educational background, or ethnicity.

Monitoring and Reporting

The Corporate Governance Committee (the “CG Committee”) shall be responsible for: (a) determining the nomination and election process for directors; (b) defining the general profile of Board members that the Company may need; (c) reviewing and assessing the size and composition of the Board; (d) identifying suitable candidates for appointment to the Board; (e) ensuring that the Board has the appropriate balance of skills, experience, background and knowledge, among others; and (f) ensuring that the Company shall have the required number of non-executive and/or independent directors with the qualifications and none of the disqualifications as provided in applicable laws, regulations and listing and other rules.

The Board composition, as well as the process used in relation to Board appointments, shall be reported annually in the Company’s Corporate Governance Report.

Review of the Policy

The CG Committee shall review this Policy annually, or as it deems necessary, to assess its effectiveness. The CG Committee shall discuss proposed amendments to this Policy, and shall recommend such amendments to the Board for consideration and approval.

Disclosure

This Policy shall be published at the Corporate Governance section of the Company’s website.

Effectivity

This Policy shall be effective upon endorsement of the CG Committee and approval by the Board on March 9, 2022.