

CR01869-2016

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**San Miguel Pure Foods Company, Inc.
PF**

PSE Disclosure Form CGR-1 - Compliance Report on Corporate Governance
Reference: Corporate Governance Guidelines for Companies Listed on the Philippine
Stock Exchange

For the year ended	Dec 31, 2015
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Description of the Disclosure

Please see attached.

Filed on behalf by:

Name	Zenaida Postrado
Designation	VP & Chief Finance Officer



**THE PHILIPPINE STOCK
EXCHANGE, INC.**

**Corporate Governance Guidelines
for
Listed Companies
Disclosure Template**

	COMPLY	EXPLAIN
Guideline No. 1: DEVELOPS AND EXECUTES A SOUND BUSINESS STRATEGY		
1.1 Have a clearly defined vision, mission and core values.	✓	See Company's Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) both posted in its Website www.sanmiguelpurefoods.com .
1.2 Have a well developed business strategy.	✓	See Company's Final Prospectus dated February 11, 2015 for its perpetual Series 2 preferred shares offer, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
1.3 Have a strategy execution process that facilitates effective performance management, and is attuned to the company's business environment, management style and culture.	✓	See Company's Final Prospectus dated February 11, 2015 for its perpetual Series 2 preferred shares offer, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) both posted in its Website www.sanmiguelpurefoods.com .
1.4 Have its board continually engaged in discussions of strategic business issues.	✓	See Company's Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) both posted in its Website www.sanmiguelpurefoods.com .
Guideline No. 2: ESTABLISHES A WELL-STRUCTURED AND FUNCTIONING BOARD		
2.1. Have a board composed of directors of proven competence and integrity.	✓	See Company's Annual Report (SEC Form 17-A) and Annual Corporate Governance Report (SEC

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		Form-ACGR) both posted in its Website www.sanmiguelpurefoods.com .
2.2.	Be led by a chairman who shall ensure that the board functions in an effective and collegial manner.	✓ See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
2.3	Have at least three (3) or thirty percent (30%) of its directors as independent directors.	✓ See Company's Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
2.4	Have in place written manuals, guidelines and issuances that outline procedures and processes.	✓ See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
2.5	Have Audit, Risk, Governance and Nomination & Election Committees of the board.	✓ The Company has four (4) committees, namely: Audit Committee, Nomination and Hearing Committee, Executive Compensation Committee and Executive Committee. The Risk Committee function is subsumed in the Audit Committee. The Company is compliant with Article 3(K) of SEC Memorandum Circular No. 6, Series of 2009, which requires the creation of an Audit Committee only. See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .

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2.6	Have its Chairman and CEO positions held separately by individuals who are not related to each other.	✓	See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
2.7	Have a director nomination and election process that ensures that all shareholders are given the opportunity to nominate and elect directors individually based on the number of shares voted.	✓	See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
2.8	Have in place a formal board and director development program.	✓	See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
2.9	Have a corporate secretary.	✓	See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
2.10	Have no shareholder agreements, by-laws provisions, or other arrangements that constrains the directors' ability to vote independently.	✓	See Company's Annual Corporate Governance Report (SEC Form-ACGR) posted in its Website www.sanmiguelpurefoods.com .
Guideline No. 3:			
MAINTAINS A ROBUST INTERNAL AUDIT AND CONTROL SYSTEM			
3.1	Establish the internal audit function as a separate unit in the company which would be overseen at the Board level.	✓	See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
3.2	Have a comprehensive enterprise-wide compliance program that is annually reviewed.	✓	See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .

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3.3	Institutionalize quality service programs for the internal audit function.	✓	See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
3.4	Have in place a mechanism that allows employees, suppliers and other stakeholders to raise valid issues.	✓	See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
3.5	Have the Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	✓	The Chief Executive Officer, who is the President in the case of the Company, the Chairman of the Audit Committee and the Compliance Officer, all attest in writing that a sound internal audit, control and compliance system is in place and working effectively. See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
Guideline No. 4:			
RECOGNIZES AND MANAGES ITS ENTERPRISE RISKS			
4.1	Have its board oversee the company's risk management function.	✓	See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
4.2	Have a formal risk management policy that guides the company's risk management and compliance processes and procedures.	✓	See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
4.3	Design and undertake its Enterprise Risk Management (ERM) activities on the basis of, or in accordance with, internationally recognized frameworks such as but not limited to, COSO (The Committee of Sponsoring Organizations of the Treadway	✓	See Company's Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) both posted in its Website

Commission) I and II.		www.sanmiguelpurefoods.com .
4.4 Have a unit at the management level, headed by a Risk Management Officer (RMO).	✓	Risk management functions are performed at the management committee level of each operating subsidiary of the Company, as well as assumed by the Presidents of each business cluster and heads of certain corporate service units of the Company, i.e., Division Purchasing Group and Division Finance. See Company's Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) both posted in its Website www.sanmiguelpurefoods.com .
4.5 Disclose sufficient information about its risk management procedures and processes as well as the key risks the company is currently facing including how these are being managed.	✓	See Company's Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
4.6 Seek external technical support in risk management when such competence is not available internally.	✓	See Company's Manual on Corporate Governance, Audit Committee Charter, and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
Guideline No. 5: ENSURES THE INTEGRITY OF FINANCIAL REPORTS AS WELL AS ITS EXTERNAL AUDITING FUNCTION		
5.1 Have the board Audit Committee approve all non-audit services conducted by the external auditor. The Committee should ensure that the non-audit fees do not outweigh the fees earned from the external audit.	✓	See Company's Manual on Corporate Governance, Audit Committee Charter, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
5.2 Ensure that the external auditor is credible, competent, and should have the ability to understand complex related party transactions, its counterparties, and valuations	✓	See Company's Manual on Corporate Governance, Audit Committee Charter, Annual Reports (SEC

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	of such transactions.		Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
5.3	Ensure that the external auditor has adequate quality control procedures.	✓	See Company's Manual on Corporate Governance, Audit Committee Charter, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
5.4	Disclose relevant information on the external auditors.	✓	See Company's Manual on Corporate Governance, Audit Committee Charter, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
5.5	Ensures that the external audit firm is selected on the basis of a fair and transparent tender process.	✓	See Company's Manual on Corporate Governance, Audit Committee Charter, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
5.6	Have its audit committee conduct regular meetings and dialogues with the external audit team without anyone from management present.	✓	See Company's Manual on Corporate Governance, Audit Committee Charter, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
5.7	Have the financial reports attested to by the Chief Executive Officer and Chief Financial Officer.	✓	See Company's Manual on Corporate Governance, Audit Committee Charter, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
5.8	Have a policy of rotating the lead audit partner every five years.	✓	See Company's Manual on Corporate Governance, Audit Committee Charter, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in

		its Website www.sanmiguelpurefoods.com .
Guideline No. 6:		
RESPECTS AND PROTECTS THE RIGHTS OF ITS SHAREHOLDERS, PARTICULARLY THOSE THAT BELONG TO THE MINORITY OR NON-CONTROLLING GROUP		
6.1 Adopt the principle of “one share, one vote.”	✓	See Company’s By-laws, Definitive Information Statement (SEC Form 20-IS), Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
6.2 Ensure that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	✓	See Company’s Articles of Incorporation, By-laws, Definitive Information Statement (SEC Form 20-IS), Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
6.3 Have an effective, secure and efficient voting system.	✓	See Company’s Articles of Incorporation, By-laws, Definitive Information Statement (SEC Form 20-IS), Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
6.4 Have effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	✓	The Company complies with existing laws and regulations pertaining to the voting rights of shareholders. See Company’s Articles of Incorporation, By-laws, Definitive Information Statement (SEC Form 20-IS), Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
6.5 Provide all shareholders with the notice and agenda of the annual general meeting (AGM) at least thirty (30) days before a regular meeting and twenty (20) days before	✓	The Company discloses the date, time and venue, as well as the agenda of its annual stockholders’

a special meeting.		<p>meeting, more than 30 days prior to the meeting. See Company's disclosure to the PSE (PSE EDGE Form 7-1 [Notice of Annual or Special Stockholders' Meeting]) and Current Report [SEC Form 17-C] dated March 20, 2015.</p> <p>The Company further distributes a Definitive Information Statement (SEC Form 20-IS) containing the notice and agenda of the shareholders' meeting at least 15 business days before such meeting is held, in compliance with SRC Rule 20.</p> <p>The foregoing is also compliant with (i) Section 50 of the Corporation Code, which requires notice to be sent to all stockholders of record entitled to vote at the meeting, at least two weeks prior to regular meetings and at least one week prior to special meetings, and (ii) Article I of the Company's Amended By-laws, which requires notice to be sent at least 15 days before the date of the stockholders' meeting.</p>
6.6 Allow shareholders to call a special shareholders meeting, submit a proposal for consideration at the AGM or the special meeting, and ensure the attendance of the external auditor and other relevant individuals to answer shareholder questions in such meetings.	✓	See Company's By-laws, Manual on Corporate Governance, Definitive Information Statement (SEC Form 20-IS), Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
6.7 Ensure that all relevant questions during the AGM are answered.	✓	See Company's Definitive Information Statement (SEC Form 20-IS), Minutes of AGM, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
6.8 Have clearly articulated and enforceable policies with respect to treatment of	✓	See Manual on Corporate Governance, Definitive Information Statement (SEC Form 20-IS), Annual

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minority shareholders.		Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
6.9 Avoid anti-takeover measures or similar devices that may entrench management or the existing controlling shareholder group.	✓	See Company's By-laws, Manual on Corporate Governance, Definitive Information Statement (SEC Form 20-IS), Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
6.10 Provide all shareholders with accurate and timely information regarding the number of shares of all classes held by controlling shareholders and their affiliates.	✓	See the Company's Public Ownership Reports, Lists of Top 100 Stockholders and other disclosures on the shareholders of the Company, Definitive Information Statement (SEC Form 20-IS), General Information Sheets, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
6.11 Have a communications strategy to promote effective communication with shareholders.	✓	See Company's Definitive Information Statement (SEC Form 20-IS), Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
6.12 Have at least thirty percent (30%) public float to increase liquidity in the market.		In compliance with the Rule on Minimum Public Ownership under PSE Memorandum No. 2010-0505 dated October 28, 2010, the Company's public float is now more than 10% of its total outstanding capital stock. See the Company's Public Ownership Report, List of Top 100 Stockholders and other disclosures on the shareholders of the Company, Definitive Information Statement (SEC Form 20-IS), General Information Sheets, Annual Reports (SEC Form 17-

		A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
6.13	Have a transparent dividend policy.	✓ See the Company's Final Prospectus dated February 11, 2015 for its perpetual Series 2 preferred shares offer, Articles of Incorporation, By-laws, Manual on Corporate Governance, Definitive Information Statement (SEC Form 20-IS), Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
Guideline No. 7:		
ADOPTS AND IMPLEMENTS AN INTERNATIONALLY-ACCEPTED DISCLOSURE AND TRANSPARENCY REGIME		
7.1	Have written policies and procedures designed to ensure compliance with the PSE and SEC disclosure rules, as well as other disclosure requirements under existing laws and regulations.	✓ See the Company's Manual on Corporate Governance, Definitive Information Statement (SEC Form 20-IS), Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
7.2	Disclose the existence, justification, and details on shareholders agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company, if any.	✓ The Company does not have any shareholder agreements, voting trust agreements, confidentiality agreements or any other agreements that may impact on the control, ownership, and strategic direction of the Company. See the Company's Manual on Corporate Governance, Definitive Information Statement (SEC Form 20-IS), Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .

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		www.sanmiguelpurefoods.com .
7.3	Disclose its director and executive compensation policy.	✓ See the Company's By-laws, Manual on Corporate Governance, Definitive Information Statement (SEC Form 20-IS), Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
7.4	Disclose names of groups or individuals who hold 5% or more ownership interest in the company, significant cross-shareholding relationship and cross guarantees, as well as the nature of the company's other companies if it belongs to a corporate group.	✓ See the Company's Definitive Information Statement (SEC Form 20-IS), Annual Report (SEC Form 17-A) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
7.5	Disclose annual and quarterly consolidated reports, cash flow statements and special audit revisions. Consolidated financial statements shall be published within 90 days from the end of the financial year, while interim reports shall be published within 45 days from the end of the reporting period.	✓ The Company discloses and publishes its consolidated audited financial statements in advance of the deadline of April 15 of each year. The Company makes public its interim reports within 45 days from the end of the reporting period. The foregoing are in compliance with the issuances of the BIR, SEC and PSE relative to the filing of financial statements. See the Company's Manual on Corporate Governance, Quarterly Reports (SEC Form 17-Q, Annual Report (SEC Form 17-A) and Annual Corporate Governance Report (SEC Form-ACGR).
7.6	Disclose to shareholders and the Exchange any changes to its corporate governance manual and practices, and the extent to which such practices conform to the SEC and PSE CG Guidelines.	✓ See the Company's Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR).
7.7	Publish and/or deliver to its shareholders in a timely fashion all information and	✓ See the Company's Manual on Corporate

	materials relevant to corporate actions that require shareholder approval.		Governance, Definitive Information Statement (SEC Form 20-IS), Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
7.8	Disclose the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This shall also include the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	✓	See the Company's Manual on Corporate Governance, Initial Statement of Beneficial Ownership of Securities (SEC Form 23-A), Statement of Changes in the Beneficial Ownership of Securities (SEC Form 23-B), Definitive Information Statement (SEC Form 20-IS), Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
7.9	Disclose in its annual report the principal risks to minority shareholders associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	✓	See the Company's Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
Guideline No. 8:			
RESPECTS AND PROTECTS THE RIGHTS AND INTERESTS OF EMPLOYEES, COMMUNITY, ENVIRONMENT, AND OTHER STAKEHOLDERS			
8.1	Establish and disclose a clear policy statement that articulates the company's recognition and protection of the rights and interests of key stakeholders specifically its employees, suppliers and customers, creditors, as well the community, environment and other key stakeholder groups.	✓	See the Company's Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
8.2	Have in place a workplace development program.	✓	See the Company's Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website

		www.sanmiguelpurefoods.com.
8.3	Have in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	✓ See the Company's Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com.
8.4	Have in place a community involvement program.	✓ See the Company's Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com.
8.5	Have in place an environment-related program.	✓ See the Company's Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com.
8.6	Have clear policies that guide the company in its dealing with its suppliers, customers, creditors, analysts, market intermediaries and other market participants.	✓ See the Company's Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com.
Guideline No. 9:		
DOES NOT ENGAGE IN ABUSIVE RELATED-PARTY TRANSACTIONS AND INSIDER TRADING		
9.1	Develop and disclose a policy governing the company's transactions with related parties.	✓ See the Company's Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com.
9.2	Clearly define the thresholds for disclosure and approval for RPTs and categorize such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPT within any twelve (12) month period should be considered for purposes of applying the	✓ See the Company's Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website

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	thresholds for disclosure and approval.		www.sanmiguelpurefoods.com.
9.3	Establish a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions in shareholders meetings.	✓	The Company complies with existing laws and regulations pertaining to the voting rights of shareholders. See the Company's Annual Corporate Governance Report (SEC Form-ACGR) posted in its Website www.sanmiguelpurefoods.com .
9.4	Have its independent directors or audit committee play an important role in reviewing significant RPTs.	✓	See the Company's Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
9.5	Be transparent and consistent in reporting its RPTs. A summary of such transactions shall be published in the company's annual report.	✓	See the Company's Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
9.6	Have a clear policy in dealing with material non-public information by company insiders.	✓	See the Company's Securities Dealing Policy, Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
9.7	Have a clear policy and practice of full and timely disclosure to shareholders of all material transactions with affiliates of the controlling shareholders, directors or management.	✓	See the Company's Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
Guideline No. 10:			
DEVELOPS AND NURTURES A CULTURE OF ETHICS, COMPLIANCE, &			

ENFORCEMENT		
10.1	Formally adopt a code of ethics and proper conduct that guides individual behavior and decision making, clarify responsibilities, and inform other stakeholders on the conduct expected from company personnel.	✓ See the Company's Code of Ethics, Securities Dealing Policy, Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
10.2	Have a formal comprehensive compliance program covering compliance with laws and relevant regulations. The program should include appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	✓ See the Company's Code of Ethics, Securities Dealing Policy, Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
10.3	Not seek exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. Should it do so, it has to disclose the reason for such action as well present the specific steps being taken to finally comply with the applicable law, rule or regulation.	✓ See the Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
10.4	Have clear and stringent policies and procedures on curbing and penalizing company or employee involvement in offering, paying and receiving bribes.	✓ See the Company's Code of Ethics, Whistleblowing Policy, Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
10.5	Have a designated officer responsible for ensuring compliance with all relevant laws, rules, and regulation, as well as all regulatory requirements.	✓ See the Company's Code of Ethics, Whistleblowing Policy, Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .
10.6	Respect intellectual property rights.	✓ See the Company's Code of Ethics, Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website

		www.sanmiguelpurefoods.com .
10.7	Establish and commit itself to an alternative dispute resolution system so that conflicts and difference with counterparties, particularly with shareholders and other key stakeholders, would be settled in a fair and expeditious manner.	✓ See the Company's Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report (SEC Form-ACGR) all posted in its Website www.sanmiguelpurefoods.com .

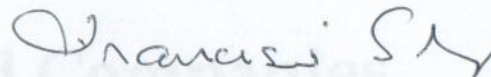
This is to certify that the undersigned reviewed the contents of this document and to the best of my knowledge and belief, the information contained set forth in this document is true, complete and correct.

Done this 15th day of March 2016 in Mandaluyong City.



CARMELO L. SANTIAGO

Independent Director/
Chairman of Audit Committee



FRANCISCO S. ALEJO III

President /Chief Executive Officer