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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*

<b>For the year ended</b>	Dec 31, 2016
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#### Description of the Disclosure

Please see attached.

#### Filed on behalf by:

<b>Name</b>	Alexandra Trillana
<b>Designation</b>	AVP & Corporate Secretary



**THE PHILIPPINE STOCK  
EXCHANGE, INC.**

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

	COMPLY	EXPLAIN
<b>Guideline No. 1:</b> <b>DEVELOPS AND EXECUTES A SOUND BUSINESS STRATEGY</b>		
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 <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 both posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
1.4 Have its board continually engaged in discussions of strategic business issues.	✓	See Company's Annual Report (glossy) and Annual Corporate Governance Report both posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
<b>Guideline No. 2:</b> <b>ESTABLISHES A WELL-STRUCTURED AND FUNCTIONING BOARD</b>		
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 both posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .

## CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY

Company Name: SAN MIGUEL PURE FOODS COMPANY INC.

Date: 15 March 2017

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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
2.5	Have Audit, Risk, Governance and Nomination & Election Committees of the board.	✓	<p>The Company currently has four committees, namely: Audit Committee, Nomination and Hearing Committee, Executive Compensation Committee and Executive Committee.</p> <p>The Risk and Governance Committee functions are subsumed in the Audit Committee.</p> <p>The Company is compliant with Article 3(K) of SEC Memorandum Circular No. 6, Series of 2009, which required the creation of an Audit Committee only.</p> <p>See Company's Manual on Corporate Governance, Audit Committee Charter, Nomination and Hearing Committee Charter, Executive Compensation Committee Charter, Annual Report (glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p> <p>However, with the issuance of SEC Memorandum Circular No. 19, Series of 2016, which supersedes</p>

		SEC Memorandum Circular No. 6, Series of 2009, in addition to its Executive Committee and Audit Committee, the Company will organize a separate Board Risk Oversight Committee, a Related Party Transactions Committee and a Corporate Governance Committee, the latter to take on the functions of the Nomination and Hearing Committee and Executive Compensation Committee, to comply with the new Code of Corporate Governance for Publicly-Listed Companies. The Company will submit a new Manual on Corporate Governance to the Commission, which will include the creation of the said new Committees, on or before May 31, 2017, in accordance with said SEC Memorandum Circular No. 19, Series of 2016.
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .  See also SEC Form 17-C dated and disclosed via the PSE EDGE Disclosure System on November 8, 2016, reporting that the Annual Stockholders' Meeting (ASM) of the Company for 2017 is scheduled on May 12, 2017, the second Friday of May, in accordance with the Company's By-laws. Stockholders who wish to propose the inclusion of additional items to the usual Agenda of the ASM and/or nominate candidates to the Board, may submit their proposals not later than January 31, 2017 to the Corporate Secretary at the 22 <sup>nd</sup> Floor,

		The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City, for the consideration of the Chairman.
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
2.9	Have a corporate secretary.	✓ See Company's Manual on Corporate Governance, Annual Report (glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
<b>Guideline No. 3:</b>  <b>MAINTAINS A ROBUST INTERNAL AUDIT AND CONTROL SYSTEM</b>		
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, Internal Audit Group Charter, Annual Report (glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
3.2	Have a comprehensive enterprise-wide compliance program that is annually reviewed.	✓ See Company's Manual on Corporate Governance, Internal Audit Group Charter, Annual Report (glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
3.3	Institutionalize quality service programs for the internal audit function.	✓ See Company's Manual on Corporate Governance, Internal Audit Group Charter, Annual Report (glossy) and Annual Corporate Governance Report 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 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 all posted in its Website www.sanmiguelpurefoods.com.
<b>Guideline No. 4:</b> <b>RECOGNIZES AND MANAGES ITS ENTERPRISE RISKS</b>		
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 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 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 Commission) I and II.	✓ See Company's Annual Report (glossy) and Annual Corporate Governance Report both posted in its Website 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

		<p>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.</p> <p>See Company's Annual Report (glossy) and Annual Corporate Governance Report both posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p>
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.	<p>✓</p> <p>See Company's Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p>
4.6	Seek external technical support in risk management when such competence is not available internally.	<p>✓</p> <p>See Company's Manual on Corporate Governance, Audit Committee Charter, and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p>
<b>Guideline No. 5:</b>  <b>ENSURES THE INTEGRITY OF FINANCIAL REPORTS AS WELL AS ITS EXTERNAL AUDITING FUNCTION</b>		
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.	<p>✓</p> <p>See Company's Manual on Corporate Governance, Audit Committee Charter, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p>
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 of such transactions.	<p>✓</p> <p>See Company's Manual on Corporate Governance, Audit Committee Charter, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p>



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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
<b>Guideline No. 6:</b>			

<b>RESPECTS AND PROTECTS THE RIGHTS OF ITS SHAREHOLDERS, PARTICULARLY THOSE THAT BELONG TO THE MINORITY OR NON-CONTROLLING GROUP</b>		
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 a special meeting.	✓ The Company discloses the date, time and venue, as well as the agenda of its annual stockholders’ 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

		<p>Form 17-C] dated March 15, 2016.</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	<p>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.</p>	<p>See Company's By-laws, Manual on Corporate Governance, Definitive Information Statement (SEC Form 20-IS), Annual Report (glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p> <p>See also SEC Form 17-C dated and disclosed via the PSE EDGE Disclosure System on November 8, 2016, reporting that the Annual Stockholders' Meeting (ASM) of the Company for 2017 is scheduled on May 12, 2017, the second Friday of May, in accordance with the Company's By-laws. Stockholders who wish to propose the inclusion of additional items to the usual Agenda of the ASM and/or nominate candidates to the Board, may submit their proposals not later than January 31, 2017 to the Corporate Secretary at the 22<sup>nd</sup> Floor, The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City, for the consideration of</p>

		the Chairman.
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
6.8	Have clearly articulated and enforceable policies with respect to treatment of minority shareholders.	✓ See Manual on Corporate Governance, Definitive Information Statement (SEC Form 20-IS), Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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

		<p>public float is now more than 10% of its total outstanding capital stock.</p> <p>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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p>
6.13	Have a transparent dividend policy.	<p>✓</p> <p>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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p>
<b>Guideline No. 7:</b>  <b>ADOPTS AND IMPLEMENTS AN INTERNATIONALLY-ACCEPTED DISCLOSURE AND TRANSPARENCY REGIME</b>		
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.	<p>✓</p> <p>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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p>
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.	<p>✓</p> <p>The Company does not have any shareholder agreements, voting trust agreements, confidentiality agreements or any other agreements that may impact on the control,</p>

		<p>ownership, and strategic direction of the Company.</p> <p>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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p>
7.3	Disclose its director and executive compensation policy.	<p>✓</p> <p>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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p>
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.	<p>✓</p> <p>See the Company's Definitive Information Statement (SEC Form 20-IS), Annual Report (SEC Form 17-A) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a>.</p>
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.	<p>✓</p> <p>The Company discloses and publishes its consolidated audited financial statements in advance of the deadline of April 15 of each year.</p> <p>The Company makes public its interim reports within 45 days from the end of the reporting period.</p> <p>The foregoing are in compliance with the issuances of the BIR, SEC and PSE relative to the filing of financial statements.</p> <p>See the Company's Manual on Corporate Governance, Quarterly Reports (SEC Form 17-Q, Annual Report (SEC Form 17-A) and Annual</p>

		Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
7.7	Publish and/or deliver to its shareholders in a timely fashion all information and materials relevant to corporate actions that require shareholder approval.	✓ 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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
<b>Guideline No. 8:</b>  <b>RESPECTS AND PROTECTS THE RIGHTS AND INTERESTS OF EMPLOYEES, COMMUNITY, ENVIRONMENT, AND OTHER STAKEHOLDERS</b>		
8.1	Establish and disclose a clear policy statement that articulates the company's	✓ See the Company's Manual on Corporate

CORPORATE GOVERNANCE GUIDELINES: DISCLOSURE SURVEY

Company Name: SAN MIGUEL PURE FOODS COMPANY INC.

Date: 15 March 2017

	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.		Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
8.2	Have in place a workplace development program.	✓	See the Company's Annual Report (glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
8.4	Have in place a community involvement program.	✓	See the Company's Annual Report (glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
8.5	Have in place an environment-related program.	✓	See the Company's Annual Report (glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
<b>Guideline No. 9:</b>  <b>DOES NOT ENGAGE IN ABUSIVE RELATED-PARTY TRANSACTIONS AND INSIDER TRADING</b>			
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 all posted in its Website



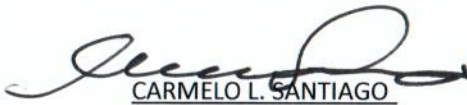
		www.sanmiguelpurefoods.com.
9.2	Clearly define the thresholds for disclosure and approval for RPTs and categorize such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPT within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	✓ See the Company's Manual on Corporate Governance, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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, Audit Committee Charter, Annual Reports (SEC Form 17-A and glossy) and Annual Corporate Governance Report all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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

		all posted in its Website <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
<b>Guideline No. 10:</b>		
<b>DEVELOPS AND NURTURES A CULTURE OF ETHICS, COMPLIANCE, AND ENFORCEMENT</b>		
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 <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .
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 <a href="http://www.sanmiguelpurefoods.com">www.sanmiguelpurefoods.com</a> .

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 16<sup>th</sup> of March 2017 in Mandaluyong City.

  
CARMELO L. SANTIAGO

Independent Director/  
Chairman of Audit Committee

  
FRANCISCO S. ALEJO III

President /Chief Executive Officer