SECURITIES AND EXCHANGE COMMISSION
SEC FORM 19-1
TENDER OFFER REPORT

Check the appropriate box:

[X] Initial Filing

[ ] Amendment
Amendment No.

Items Amended by the Filing:

1. Exact Name of Subject Company as Specified in its Charter

SAN MIGUEL CORPORATION

(a). Address of Principal Offices

No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines

Postal Code: **1550**

(b) SEC Identification Number: **PW-277** (c) [ ] Industry Classification Code (SEC Use Only)

(d) BIR Tax Identification Number: **000-060-741-000**

2. Name of Bidder

SAN MIGUEL CORPORATION

(a) Address of Bidder

No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines

Postal Code: **1550**

3. Title or Class of Securities Subject to Tender Offer

Series 2-J and Series 2-K Preferred Shares

Item 1. Subject Company and Class of Security Subject to the Tender Offer

(a) The subject company is San Miguel Corporation (the "**Company**" or "**SMC**" or the "**Bidder**") a corporation organized and existing under the laws of the Republic of the Philippines, with principal office address at No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines, 1550.

(b) As of 31 August 2025, the Company has an authorized capital stock of Thirty Billion Pesos (₱30,000,000,000.00) divided into (i) Two Billion Eight Hundred Eighty Five Million Two Hundred Forty Seven Thousand Four Hundred Sixty Three (2,885,247,463) common shares with a par value of Five Pesos (₱5.00) per share (the "**Common Shares**"), and (ii) Three Billion One Hundred Fourteen Million Seven Hundred Fifty Two Thousand Five Hundred Thirty Seven (3,114,752,537) Series "2" Preferred Shares with a par value of Five Pesos (₱5.00) per share (the **"Series "2" Preferred Shares**").

Background of the Tender Offer

The Company intends to undertake an exchange offer to the holders of the 266,666,667 Subseries 2-J of the Series "2" Preferred Shares ("**Series 2-J Preferred Shares**") and 183,904,900 Subseries 2-K of the Series "2" Preferred Shares ("**Series 2-K Preferred Shares**", and together with the Series 2-J Preferred Shares collectively, the "**Exchange Shares**") through a voluntary tender offer to exchange the Exchange Shares for 450,571,567 Series "2" Preferred Shares to be re-issued from the treasury shares of the Company (the "**Offer Shares**"), at a rate of one Exchange Share to one of any of the Offer Shares, to be re-issued in up to three (3) subseries, namely Subseries 2-P, 2-Q, and 2-R (the "**Exchange Offer**"). The issue price of the Offer Shares shall be ₱75.00 per share.

Details of the Exchange Shares

On 29 October 2020 (the "**Series 2-J Issue Date**"), SMC issued 266,666,667 Series 2-J Preferred Shares at an issue price of ₱75.00 per share and with an initial dividend rate of 4.7500% (the "**Series 2-J Initial Dividend Rate**"). Under the terms of the Series 2-J Preferred Shares, unless the Series 2-J Preferred Shares are redeemed by SMC on 29 October 2025, the dividend rate of the Series 2-J Preferred Shares will be adjusted to the higher of the (a) Series 2-J Initial Dividend Rate; or (b) the simple average of the closing per annum rates of the 10-year BVAL, as shown on the PDEX page for three consecutive days ending on (and including) the fifth (5th) anniversary from the Series 2-J Issue Date, plus 5.00%. On 07 August 2025, the Board of Directors of the Company approved the redemption of the Series 2-J Preferred Shares on 29 October 2025.

On 10 December 2020 (the "**Series 2-K Issue Date**"), SMC issued 183,904,900 Series 2-K Preferred Shares at an issue price of ₱75.00 per share with an initial dividend rate of 4.5000% (the "**Series 2-K Initial Dividend Rate**"). Under the terms of the Series 2-K Preferred Shares, unless the Series 2-K Preferred Shares are redeemed by SMC on 10 December 2025, the dividend rate of the Series 2-K Preferred Shares will be adjusted to the higher of the (a) Series 2-K Initial Dividend Rate; or (b) the simple average of the closing per annum rates of the 10-year BVAL, as shown on the PDEX page for three consecutive days ending on (and including) the fifth (5th) anniversary from Series 2-K Issue Date, plus 5.00%. On 07 August 2025, the Board of Directors of the Company approved the redemption of the Series 2-K Preferred Shares on 10 December 2025.

Details of the Offer Shares

The Company intends to offer in exchange for the Exchange Shares, up to 450,571,567 Series "2" Preferred Shares which may be re-issued in up to three (3) subseries, namely: Series 2-P, Series 2-Q, and/or Series 2-R Preferred Shares. The Offer Shares will be cumulative, non-voting, non-participating, non-convertible, redeemable, re-issuable Philippine Peso-denominated perpetual Series "2" Preferred Shares. The Offer Shares will be re-issued by the Company out of the Series "2" Preferred Shares in the treasury.

The Company has applied for Confirmation of Exemption of the issuance of the Offer Shares on the basis of Section 10.1(j) of the Securities Regulation Code ("**SRC**") and the issuance of the Certificate of Filling of Enabling Resolution for the Offer Shares, which are both pending with the Securities and Exchange Commission ("**SEC**"). On 5 September 2025, the SEC confirmed that the Company may proceed with the launch of the Tender Offer on 8 September 2025.

The Offer Shares shall have an issue price of ₱75.00 per share which is the same issue price as the Exchange Shares. On 4 September 2025, the SEC confirmed that the Exchange Offer is not subject to the requirement for a confirmation of valuation under Section 61 of the Revised Corporation Code.

As and if cash dividends are declared by the Board of Directors, cash dividends on the Offer Shares shall be determined using the higher of the (a) Initial Dividend Rate; or (b) the minimum Initial Dividend Rate, in each case for the relevant subseries of Offer Shares, as follows:

Offer Shares	**Minimum Initial Dividend Rate**	**Optional Redemption Date[1]**	**Step Up Date**
Series 2-P Preferred Shares	6.7000%	3 years from Exchange Date	5 years from Exchange Date
Series 2-Q Preferred Shares	7.0000%	5 years from Exchange Date	7 years from Exchange Date
Series 2-R Preferred Shares	7.2500%	7 years from Exchange Date	10 years from Exchange Date

[1]Refers to the date when the Company may redeem the relevant subseries of the Offer Shares in whole (and not in part). Exchange Date is expected to be on 24 October 2025.

in all cases calculated for each share by reference to the issue price of ₱75.00 in respect of each Dividend Period (each, the "**Initial Dividend Rate**" for the relevant subseries). The Initial Dividend Rate will be determined after the end of the Tender Offer Period on 10 October 2025.

Please refer to **Annex A** for the detailed terms and conditions of the Offer Shares.

The Tender Offer

The Company intends to commence the Tender Offer at 9:00 a.m. on 8 September 2025 and to end at 12:00 noon on 10 October 2025, or a total of twenty five (25) business days (the "**Tender Offer Period**"). Without prejudice to the right of the Company (subject to prior approval by the SEC) to extend the Tender Offer Period, should any of the business days during the period from 8 September 2025 to 10 October 2025, be officially declared as non-working holidays after the filing of the Tender Offer Report on 8 September 2025, the Tender Offer Period shall not be extended, unless such non-working holiday will result in the Tender Offer Period being less than twenty (20) business days. For purposes hereof, a "business day" shall mean any day other than a Saturday, Sunday, or holiday on which banks are required to be open for business in Mandaluyong City, Philippines.

During the Tender Offer Period, any holder of the Exchange Shares who tenders their shares ("**Tendering Shareholder**") may offer all or a portion of their Exchange Shares for acceptance by and sale to SMC ("**Tender Offer Shares**"). Tendering Shareholders shall have the discretion to elect which among the Series 2-P, 2-Q, and 2-R Preferred Shares (or a combination thereof) will be received in exchange for their Tender Offer Shares at an exchange ratio of 1 Tender Offer Share to 1 Offer Share.

The Tendering Shareholder may tender their Series 2-J Preferred Shares and Series 2-K Preferred Shares, in whole or in part. The number of Tender Offer Shares to be exchanged for each subseries of Offer Shares must be in multiples of ten (10) shares.

For Certificated or Scrip Shareholders

Tendering Shareholders who hold stock certificates who wish to offer all or a portion of their Exchange Shares for acceptance and exchange should, within the Tender Offer Period: (i) present their original stock certificates to the Stock Transfer Agent for authentication by the Stock Transfer Agent; (ii) upon due authentication by the Stock Transfer Agent, submit their original stock certificates duly endorsed in blank and the duly accomplished Application to Tender Shares (the "**Application**"), together with all the requirements stated therein, to the Tender Offer Agent at its address as stated herein.

The certificated shares will then be converted to scripless shares.

For Non-Certificated or Scripless Shareholders

Tendering Shareholders whose shares are lodged with the Philippine Depository & Trust Corp. (**PDTC**) must instruct their brokers (**Participating Brokers**) to accomplish and submit, on their behalf, the duly accomplished Application, together with all the requirements stated therein, to the Tender Offer Agent, and instruct their Participating Broker to electronically transfer their Exchange Shares to Papa Securities Corporation ("**Crossing Broker**") prior to 12:00 noon on 10 October 2025 in order to participate in the Tender Offer.

A Participating Broker is required to comply with the Instructions to Brokers attached to the Application as Attachment 7 thereof. The terms of the Application and the Instructions to Brokers shall form integral parts of the Tender Offer Conditions.

Delivery of each required document in relation to the Tender Offer to the Tender Offer Agent shall be deemed made only upon actual receipt thereof by the Tender Offer Agent. The Bidder or the Tender Offer Agent reserves the right to require presentation or submission of any additional documents for the purpose of, among others, enabling the Bidder or the Tender Offer Agent to determine from any Tendering Shareholder (or any person acting on its behalf, including any Participating Broker) the validity, eligibility, and acceptability of any Exchange Shares in the Company tendered pursuant to the Tender Offer.

Election of Series 2-P, 2-Q, and 2-R for exchange

Tendering Shareholders must indicate in the Application which among the Series 2-P, 2-Q, and 2-R Preferred Shares (or a combination thereof) will be received in exchange for their Tender Offer Shares at an exchange ratio of 1 Tender Offer Share to 1 Offer Share.

Tendering Shareholders shall likewise be required to designate their respective Participating Broker for purposes of lodgment of the Offer Shares that will be issued to the Tendering Shareholders on Settlement Date.

The Tender Offer Shares may be withdrawn by the relevant Tendering Shareholder, in whole or in part, at any time during the Tender Offer Period, but only up to 12:00 noon of 10 October 2025, by submitting a written request for the withdrawal of the relevant Tender Offer Shares to the Tender Offer Agent, together with a copy of the Shareholder's Copy of the Application issued by the Tender Offer Agent. For a withdrawal to be effective, the written request for withdrawal must be timely received by the Tender Offer Agent at the address set forth herein.

The accepted Tender Offer Shares are intended to be crossed through the PSE on 24 October 2025 ("**Cross Date**"), subject to the approval of the PSE of a special block sale of the Tender Offer Shares.

Subject to the approval by the PSE, the Offer Shares that will be issued in exchange for the Tender Offer Shares shall be listed and lodged with the respective broker accounts of the Tendering Shareholder on 24 October 2025 ("**Settlement Date**").

Any change in the Cross Date and Settlement Date shall be announced by the Company in the following newspapers of general circulation in the Philippines, namely: The Philippine Daily Inquirer and The Philippine Star.

The obligation of the Company to exchange the Exchange Shares with the Offer Shares, through the voluntary tender offer, will be under the condition (among other conditions that the Company may prescribe) that during the voluntary tender offer, the Exchange Shares shall have been:

(1) Validly tendered by the Tendering Shareholders of the Exchange Shares;

(2) Eligible for or otherwise capable of being exchanged to the Company; and

(3) Accepted for exchange by the Company.

In the event any of the foregoing conditions are not met, the Company shall have the right to reject the exchange for the relevant Tendering Shareholder to the extent of the affected Exchange Shares.

The customary selling charges amounting 0.121% of the total transaction value (excluding broker's commission), shall be for the account of the Company, and shall include:

(1) Stock transaction tax of 0.1% of the value of the transaction;

(2) Securities Clearing Corporation of the Philippines fee of 0.01% of the value of the transaction;

(3) PSE transaction fee of 0.005% of the value of the transaction;

(4) SEC Fee of 0.005% of the value of the transaction; and

(5) Stock Investment Protection Fund fee of 0.001% of the value of the transaction.

Other fees such as lodgment fee and EQ trade transfer fee (as applicable) are also for the account of the Company. The broker's commission, including value added tax, shall be payable by the Company, as mutually agreed between the Company and the broker.

The Exchange Offer gives the existing shareholders of the Exchange Shares the opportunity to exchange their Series 2-J and/or Series 2-K Preferred Shares with another subseries of the Series "2" Preferred Shares, namely Subseries 2-P, 2-Q, or 2-R, at a fair price of ₱75 per share, higher dividend rates, and without cost on the part of the Tendering Shareholder.

The detailed terms and conditions of the voluntary tender offer as prescribed by the Company is attached as **Annex B** and made an integral part hereof.

The Tender Offer Agent

For inquiries on the Tender Offer, please contact any of the following personnel of SMC STOCK TRANSFER SERVICE CORPORATION, between 9:00 a.m. and 6:00 p.m.:

Contact Persons: Abigail S. Mungcal / Mary Clarice V. Abaño
Tel. No.: (+632) 8632-3450 to 52
Email Address: smc_stsc@sanmiguel.com.ph

Fairness Opinion

The Company has engaged FTI Consulting Philippines, Inc. ("**FTI Consulting**"), a corporate finance advisory firm that offers a wide array of services including valuation, transaction advisory, and mergers and acquisitions, to act as the independent Valuation Specialist to issue for the Board of Directors of SMC and the shareholders of the Exchange Shares a fairness opinion on whether the proposed exchange ratio/s are fair from a financial point of view. FTI Consulting was of the opinion that the exchange ratio of 1 Tender Offer Share to 1 Offer Share is fair from a financial point of view. A copy of the Fairness Opinion Report is attached as **Annex C**.

Sufficiency of Funds of SMC

Bank of Commerce, one of the financial advisors engaged for the Exchange Offer, has confirmed that SMC has sufficient resources available, to satisfy full acceptance of the Exchange Shares that may be offered under the Tender Offer. A copy of the Certification on Sufficiency is attached as **Annex D**.

Requirements for Tendering Shareholders

The procedural requirements and documentation necessary for the Tendering Shareholders to accomplish are provided in **Exhibit 1** (Application to Tender Shares) and **Exhibit 4** (Notice to Shareholders).

SMC's shares are listed and traded on the Main Board of the PSE. The high and low sales price for the Exchange Shares traded on the PSE for each quarter of 2023 and 2024 and the first and second quarter of 2025 are set out below:

		Closing Price per Series "2" Preferred Share (in ₱)			
		Subseries 2-J		**Subseries 2-K**	
		High	**Low**	**High**	**Low**
2023	1st quarter	72.95	67.00	73.90	62.00
	2nd quarter	71.90	68.10	71.80	66.00
	3rd quarter	71.50	66.00	71.20	65.30
	4th quarter	70.00	65.00	70.00	62.00
2024	1st quarter	73.90	67.00	75.00	66.00
	2nd quarter	69.95	65.05	69.95	65.00
	3rd quarter	71.00	66.55	70.00	65.35
	4th quarter	73.00	69.50	72.00	67.00
2025	1st quarter	72.00	69.75	72.00	71.95
	2nd quarter	73.00	70.80	69.55	68.50

Item 2. Identity and Background

San Miguel Corporation (the "**Company**" or "**SMC**" or the "**Bidder**") is a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines, 1550.

SMC was originally founded in 1913 as a single brewery in the Philippines and was incorporated on August 21, 1913. Since then, it is primarily formed for manufacturing food, beverage, packaging, fuel and energy, infrastructure, and property. SMC listed on the PSE on November 5, 1948.

As of 31 August 2025, the Company has an authorized capital stock of Thirty Billion Pesos (₱30,000,000,000.00) divided into: (i) Two Billion Eight Hundred Eighty Five Million Two Hundred Forty Seven Thousand Four Hundred Sixty Three (2,885,247,463) common shares with a par value of Five Pesos (₱5.00) per share (the "**Common Shares**"), and (ii) Three Billion One Hundred Fourteen Million Seven Hundred Fifty Two Thousand Five Hundred Thirty Seven (3,114,752,537) Series "2" Preferred Shares with a par value of Five Pesos (₱5.00) per share (the **"Series "2" Preferred Shares**").

(a) Persons Controlling the Bidder

SMC is a subsidiary of Top Frontier Investment Holdings Inc. (**"TFHI**"). As of 10 July 2025, TFHI holds One Billion Four Hundred Seventy-Two Million, Six Hundred Sixty Eight Thousand, Three Hundred Forty (1,472,668,340) common shares equivalent to 61.78% of the Company's total outstanding common stock. TFHI is the single-largest shareholder of SMC.

TFHI is a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at 5th Floor ENZO Bldg., 399 Sen. Gil J. Puyat Avenue, Makati City, Philippines. TFHI was incorporated on March 11, 2008 and is primarily formed to acquire by purchase, exchange, assignment, and to sell, assign, transfer, exchange, lease, develop, mortgage, pledge and deal in all kinds of properties.

(b) Members of the Board of Directors of the Bidder and the Person Controlling the Bidder

(i) The members of the board of directors of the Company are as follows:

Name	Citizenship	Position	Business Address
Ramon S. Ang	Filipino	Chairman and Chief Executive Officer	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
John Paul L. Ang	Filipino	Vice Chairman, President and Chief Operating Officer	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Cecile L. Ang	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Aurora T. Calderon	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Joselito D. Campos. Jr.	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Jose C. de Venecia, Jr.	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Ernesto M. Pernia	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Joseph N. Pineda	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Alexander J. Poblador	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines

Thomas A. Tan	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Bryan U. Villanueva	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Inigo Zobel	Filipino	Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Douglas L. LuYm	Filipino	Independent Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Felipe M. Medalla	Filipino	Independent Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Margarito B. Teves	Filipino	Lead Independent Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines

(ii) The members of the board of directors of TFHI are as follows:

Name	**Citizenship**	**Position**	**Business Address**
Iñigo U. Zobel	Filipino	Chairman	5th Floor ENZO Bldg., 399 Sen. Gil J. Puyat Avenue, Makati City, Philippines.
Ramon S. Ang	Filipino	President and Chief Executive Officer	5th Floor ENZO Bldg., 399 Sen. Gil J. Puyat Avenue, Makati City, Philippines.
John Paul L. Ang	Filipino	Director	5th Floor ENZO Bldg., 399 Sen. Gil J. Puyat Avenue, Makati City, Philippines.
Aurora T. Calderon	Filipino	Director and Treasurer	5th Floor ENZO Bldg., 399 Sen. Gil J. Puyat Avenue, Makati City, Philippines.
Consuelo M. Ynares-Santiago	Filipino	Lead Independent Director	5th Floor ENZO Bldg., 399 Sen. Gil J. Puyat Avenue, Makati City, Philippines.
Teresita J. Leonardo-De Castro	Filipino	Independent Director	5th Floor ENZO Bldg., 399 Sen. Gil J. Puyat Avenue, Makati City, Philippines.
Ricardo C. Marquez	Filipino	Independent Director	5th Floor ENZO Bldg., 399 Sen. Gil J. Puyat Avenue, Makati City, Philippines.

(c) Key Officers of the Bidder

Name	Citizenship	Position	Business Address
Ramon S. Ang	Filipino	Chairman and Chief Executive Officer	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
John Paul L. Ang	Filipino	Vice Chairman, President and Chief Operating Officer	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Joseph N. Pineda	Filipino	Treasurer	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Bryan U. Villanueva	Filipino	Chief Finance Officer	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Margarito B. Teves	Filipino	Lead Independent Director	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Virgilio S. Jacinto	Filipino	General Counsel, Corporate Secretary, and Compliance Officer	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Mary Rose S. Tan	Filipino	Assistant Corporate Secretary	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Ramon R. Bantigue	Filipino	Head – Internal Audit	No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines

(d) Involvement in Legal Proceedings

(i) During the last five (5) years, SMC has not been convicted in a criminal proceeding.

(ii) Neither the Company nor TFHI is currently involved, and in the past five (5) years have been involved, in any criminal or civil proceedings before any judicial or administrative body of competent jurisdiction, domestic or foreign, where as a result of such proceedings, the Company is or was not subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking.

(iii) To the best of the Company's knowledge, the current members of the board of directors and key officers of the Company and of TFHI are not presently involved, and during the past five (5) years have not been involved, in criminal, bankruptcy or insolvency investigations or proceedings. To the best of the Company's knowledge, these people have not been convicted by any final judgment of any offense punishable by the laws of its home country, of the Republic of the Philippines or of the laws of any other nation or country.

(iv) To the best of the Company's knowledge, the current members of the board of directors and key officers of the Company and of TFHI are not presently involved, and during the past five (5) years have not been involved, in a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding were or are subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking.

Item 3. Purpose of the Tender Offer and Plans or Proposals of the Bidder

(a) Purpose of the Tender Offer

The Company is undertaking the Exchange Offer through a voluntary tender offer as a strategic initiative to exchange its outstanding Series 2-J and Series 2-K Preferred Shares while providing an opportunity to the existing shareholders of the Series 2-J and Series 2-K Preferred Shares to reinvest their holdings in a procedurally efficient manner. The Exchange Offer through a voluntary tender offer will introduce a new investment mechanism in the Philippine capital market following the best-practices implemented in other jurisdictions where a similar process has been undertaken.

The Exchange Offer gives the existing shareholders of the Exchange Shares the opportunity to exchange their Series 2-J and/or Series 2-K Preferred Shares with another subseries of the Series "2" Preferred Shares, namely Subseries 2-P, 2-Q, or 2-R, at a fair price of ₱75 per share, higher dividend rate, and without cost on the part of the Tendering Shareholder.

(b) Plans or Proposals of the Bidder

After the completion of the Exchange Offer, the Company is considering the following plans:

i. Public Offering of Series "2" Preferred Shares

From October 13 to 17, 2025, SMC intends to undertake a public offering of ₱19,999,995,000.00 worth of 266,666,600 Series "2" Preferred Shares, with an oversubscription option of ₱10,000,005,000.00 worth of 133,333,400 Series "2" Preferred Shares at an offer price of ₱75 per share, to be issued in three (3) subseries, namely Subseries 2-S, 2-T, 2-U.

ii. Declaration of Dividends on Outstanding Series "2" Preferred Shares

The dividend periods for the outstanding Series "2" Preferred Shares are as follows:

- September 21 – December 20
- December 21 – March 20
- March 21 – June 20
- June 21 – September 20

No additional dividends for the Tendering Shareholders of the Series 2-J Preferred Shares

On November 5, 2020, the Board of Directors of the Company declared dividends for the holders of the Series "2" Preferred Shares, including the holders of the Series "2-J" Preferred Shares, for the dividend period from September 21, 2020 to December 20, 2020 with a record date of December 18, 2020, and which was paid on January 8, 2021. Since the Series "2-J" Preferred Shares were issued on October 29, 2020, under the terms and conditions of the Series "2-J" Preferred Shares, the holders thereof were entitled to dividends beginning only on the date of the said issuance until the last day of the dividend period of the then outstanding Series "2" Preferred Shares. However, instead of being paid dividends from October 29, 2020 only, the holders of the Series "2-J"

Preferred Shares were paid dividends covering the entire dividend period from September 21, 2020 to December 20, 2020 or an excess cash dividend payment equivalent to thirty eight (38) days. Thus, all cash dividends for the period from September 21, 2025 to October 24, 2025 or the estimated issue date of the Offer Shares and on which the holders of the Series "2-J" Preferred Shares will cease to be shareholders of the Company, were already paid.

Additional dividends for the Tendering Shareholders of the Series 2-K Preferred Shares

On November 13, 2025, the Company intends to declare dividends on the Series "2" Preferred Shares, covering the dividend period from September 21, 2025 to December 20, 2025, with a record date of December 19, 2025 and a payment date tentatively set on January 2, 2026. Notwithstanding that the Tendering Shareholders of the Series "2-K" Preferred Shares will already cease to be holders thereof on October 24, 2025, said holders will be included in the said dividend declaration and shall receive cash dividends for the dividend period covering September 21, 2025 to October 24, 2025, or an additional cash dividend payment equivalent to thirty-three (33) days.

Except as stated above, the Company has no present plans or proposals relating to SMC which relate to or would result in:

i. an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving SMC;

ii. a sale or transfer of a material amount of assets of SMC;

iii. any change in the present board of directors or management of SMC including, but not limited to, any plan or proposal to change the number of term of directors, to fill any existing vacancy on the board or to change any material term of the employment contract of any executive officer;

iv. any material change in the present dividend rate or policy or indebtedness or capitalization of the Company;

v. any other material change in SMC's corporate structure or business;

vi. causing any class of equity securities of SMC which is listed on an exchange to be no longer listed; or

vii. causing SMC to no longer be subject to the reporting requirements of SRC Rule 17.

Item 4. Interest in Securities of the Issuer

(a) The subject of the voluntary tender offer is the Exchange Shares of up to 266,666,667 Subseries 2-J of the Series "2" Preferred Shares (PSE: SMC2J) and up to 183,904,900 Subseries 2-K of the Series "2" Preferred Shares (PSE: SMC2K), representing approximately 11.69% of the Company's total issued and outstanding shares and 30.65% of the total issued and outstanding Series "2" Preferred Shares.

(b) To the best of its knowledge, the Company is not aware of any material transaction regarding any of the shares of stock of the Company (including the Common Shares) during the past sixty (60) days, by any of the directors or officers of the Company and/or TFHI.

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer (This information may be omitted if the tender offer is being made by the Issuer)

There are no contracts, arrangements, understandings or relationships among the Company and between such persons and any person with respect to any securities of SMC, including, but not limited to, transfer or voting of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

To the best of the knowledge of the Company, none of the preferred shares of SMC are pledged or otherwise subject to a contingency, the occurrence of which gives another person voting power or investment power over such common shares.

Other than what is disclosed in this Tender Offer Report, there are no definitive contracts, arrangements, understandings or relationships between the Company and any person regarding any securities of the Company. This includes, but is not limited to, the transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 6. Materials to be Filed as Exhibits

(a) Tender Offer Materials

Annex A	-	Terms and Conditions of the Offer Shares
Annex B	-	Terms and Conditions of the Tender Offer
Annex C	-	Fairness Opinion
Annex D	-	Certification on Sufficiency of Resources
Exhibit 1	-	Application to Tender Shares of the Company, which includes the following attachments: Attachment 1: Terms and Conditions of the Tender Offer Attachment 2: Form of Irrevocable Power of Attorney Attachment 3: Form of Secretary's Certificate Attachment 4: Form of Partnership Resolution Attachment 5: Form of Affidavit of Loss Attachment 6: Transfer of Shares from Deceased Stockholders Attachment 7: Instruction to Brokers/Letter to Tender Offer Agent
Exhibit 2	-	Announcement of Intention to Make a Tender Offer to Shareholders of the Company
Exhibit 3	-	Affidavit of Publication
Exhibit 4	-	Notice to the Shareholders of the Company (in re: Filing of a Tender Offer Report)

(b) List of the Company's Shareholders

Exhibit 5	-	List of the Company's Top 20 Shareholders as of 31 August 2025.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Mandaluyong on 8 September 2025.

SAN MIGUEL CORPORATION

By:

Joseph N. Pineda
Authorized Signatory

Virgilio S. Jacinto
Authorized Signatory

TERMS AND CONDITIONS OF THE OFFER SHARES
(Series 2-P, Series 2-Q, and Series 2-R Preferred Shares)

Issuer	San Miguel Corporation (the "**Company**" or "**SMC**", or the "**Bidder**")
Instrument	Cumulative, non-voting, non-participating, non-convertible, redeemable, re-issuable Philippine Peso-denominated perpetual Series " 2" Preferred Shares
Offer Shares	The Company intends to undertake an exchange offer to the holders of the 266,666,667 Subseries 2-J of the Series "2" Preferred Shares ("**Series 2-J Preferred Shares**") and 183,904,900 Subseries 2-K of the Series "2" Preferred Shares ("**Series 2-K Preferred Shares**", and together with the Series 2-J Preferred Shares collectively, the "**Exchange Shares**") through a voluntary tender offer to exchange the Exchange Shares for 450,571,567 Series "2" Preferred Shares (the "**Offer Shares**"), at a rate of one Exchange Share to one of any of the Offer Shares, to be re-issued in up to three (3) subseries, namely Subseries 2-P, 2-Q, and/or 2-R. The Offer Shares will be issued out of the Series "2" Preferred Shares held in treasury by the Company.
Par Value	The Offer Shares shall have a par value of ₱5.00 per share.
Issue Price	The issue price of the Offer Shares shall be ₱75.00 per share.
Listing	The Offer Shares shall be listed on the Main Board of the **PSE**, subject to compliance with PSE listing rules. Upon listing, the Series 2-P, Series 2-Q and Series 2-R Preferred Shares shall be traded under the ticker codes "**SMC2P**", "**SMC2Q**", and "**SMC2R**", respectively.
Issue Date	October 24, 2025 or such other date when the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares are listed on the Main Board of the PSE.
Dividend Rate	As and if cash dividends are declared by the Board of Directors, cash dividends on the Offer Shares shall be determined using the higher of the (a) Initial Dividend Rate; or (b) the minimum Initial Dividend Rate, in each case for the relevant subseries of Offer Shares, as follows:

Offer Shares	Minimum Initial Dividend Rate
Series 2-P Preferred Shares	6.7000%
Series 2-Q Preferred Shares	7.0000%
Series 2-R Preferred Shares	7.2500%

in all cases calculated for each share by reference to the issue price of ₱75.00 in respect of each Dividend Period (each, the "**Initial Dividend Rate**" for the relevant subseries). The Initial Dividend Rate will be determined after the end of the Tender Offer Period on 10 October 2025.

Dividend Rate means (a) from the Issue Date up to the relevant Step-Up Date, the applicable Initial Dividend Rate, and (b) from the relevant Step-

Up Date, until the date the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares are redeemed, the higher of the applicable Initial Dividend Rate and the applicable Step-Up Rate. (*Please see below relevant definitions*.)

Dividend Payment Date

Cash dividends on the Offer Shares will be payable once for every Dividend Period on such date set at the time of declaration by the Board of Directors (each a "**Dividend Payment Date**") in accordance with the terms and conditions of the Offer Shares. The Dividend Payment Date shall be any day within the period commencing on (and including) the last day of a Dividend Period and 15 calendar days from the end of the relevant Dividend Period.

If a Dividend Payment Date occurs after the end of a Dividend Period, there shall be no adjustment to the amounts of dividends to be paid.

The dividends on the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares will be calculated on a 30/360-day basis.

If the Dividend Payment Date is not a Business Day, dividends will be paid on the next succeeding Business Day, without adjustment as to the amount of dividends to be paid.

Dividends on the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares will be cumulative. If for any reason the Issuer's Board of Directors does not declare dividends on the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares for a Dividend Period, the Issuer will not pay dividends on such Dividend Payment Date for such Dividend Period. However, on any future Dividend Payment Date on which dividends are declared, holders of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares must receive the dividends due to them on such Dividend Payment Date as well as all dividends accrued and unpaid to the holders of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares prior to such Dividend Payment Date.

Dividend Period

A "**Dividend Period**" shall refer to the period commencing on the Issue Date and having a duration of three (3) months, and thereafter, each of the successive periods of three (3) months commencing on the last day of the immediately preceding Dividend Period up to, but excluding the first day of the immediately succeeding Dividend Period; provided that, the first Dividend Period of the Offer Shares shall be the period commencing on the Issue Date and ending on the last day of the then current Dividend Period for the other outstanding Series "2" Preferred Shares, and provided, further that the last Dividend Period of the Offer Shares shall be the period commencing on the first day of the then current Dividend Period and ending on the Redemption Date.

To illustrate, the current dividend periods for the outstanding Series "2" Preferred Shares are as follows:

- September 21 – December 20
- December 21 – March 20
- March 21 – June 20
- June 21 – September 20

First Dividend Period

If the Issue Date of the Offer Shares is on October 24, 2025, the first Dividend Period for the Offer Shares shall be from October 24, 2025 to December 20, 2025 or a cash dividend payment equivalent to fifty-seven (57) days.

Last Dividend Period

For example:

(i) If the Issuer will redeem the Series 2-P Preferred Shares on the third (3rd) anniversary of the Issue Date or on October 24, 2028, the last Dividend Period for the Series 2-P Preferred Shares will be from September 21, 2028 to October 24, 2028 or a cash dividend payment equivalent to thirty-three (33) days.

(ii) If the Issuer will redeem the Series 2-P Preferred Shares on the last day of any Dividend Period after the third (3rd) anniversary of the Issue Date, for instance on March 20, 2029, the last Dividend Period for the Series 2-P Preferred Shares will be from December 21, 2028 to March 20, 2029 or a cash dividend payment equivalent to eighty-nine (89) days.

(iii) If the Issuer will redeem the Series 2-P Preferred Shares on the fifth (5th) anniversary of the Issue Date or on October 24, 2030, the last Dividend Period for the Series 2-P Preferred Shares will be from September 21, 2030 to October 24, 2030 or a cash dividend payment equivalent to thirty-three (33) days.

Conditions on Declaration and Payment of Cash Dividends

The declaration of cash dividends will be subject to the discretion of the Board of Directors to the extent permitted by law.

The Board of Directors will not declare and pay cash dividends on any Dividend Payment Date where:

(a) payment of the cash dividend would cause SMC to breach any of its financial covenants; or

(b) the profits available to SMC to distribute as cash dividends are not sufficient to enable SMC to pay in full both the cash dividends on the Offer Shares and the dividends on all other classes of the shares of SMC that are scheduled to be paid on or before the same date as the cash dividends on the Offer Shares and that have an equal right to dividends as the Offer Shares.

If the profits available to distribute as dividends are, in the opinion of the Board of Directors, not sufficient to enable SMC to pay in full on the same date both cash dividends on the Offer Shares and the dividends on other shares that have an equal right to dividends as the Offer Shares, SMC is required (i) to pay in full, or to set aside an amount equal to, all dividends scheduled to be paid on or before that Dividend Payment Date on any shares with a right to dividends ranking in priority to that of the Offer Shares; and (ii) to pay cash dividends on the Offer Shares and any other shares ranking equally with the Offer Shares as to participation in profits pro rata

to the amount of the cash dividends scheduled to be paid to them. The amount scheduled to be paid will include the amount of any dividend payable on that date and any arrears on past cumulative dividends on any shares ranking equal in the right to dividends with the Offer Shares.

Any such cash dividends deferred or not declared in accordance with the above provisions shall constitute "Arrears of Dividends" which shall accrue cash dividends at the prevailing Dividend Rate. The profits available for distribution are, in general and with some adjustments, equal to the accumulated realized profits of SMC less accumulated realized loss.

Cash dividends on the Offer Shares will be cumulative. If for any reason the Board of Directors of SMC does not declare a cash dividend on the Offer Shares for a Dividend Period, SMC will not pay a cash dividend on the Dividend Payment Date for that Dividend Period. However, on any future Dividend Payment Date on which cash dividends are declared, holders of the Offer Shares will receive the accrued and unpaid cash dividends due them on such Dividend Payment Date as well as all Arrears of Dividends to the holders of the Offer Shares prior to such Dividend Payment Date.

Holders of the Offer Shares shall not be entitled to participate in any other or further dividends, cash, property or stock beyond the dividends specifically payable on the Offer Shares. SMC will covenant that, in the event:

(a) any cash dividends due with respect to any Series "2" Preferred Shares then outstanding for any period are not declared and paid in full when due;

(b) where there remains outstanding Arrears of Dividends; or

(c) any other amounts payable under the terms and conditions of the Offer Shares described in the Tender Offer materials are not paid in full when due for any reason,

then it will not declare or pay any dividends or other distributions in respect of, or repurchase or redeem, securities ranking *pari passu* with, or junior to, the Offer Shares (or contribute any moneys to a sinking fund for the redemption of any securities ranking *pari passu* with, or junior to, the Offer Shares) until any and all Arrears of Dividends and accrued but unpaid cash dividends have been paid to the holders of the Offer Shares.

Optional Redemption and Purchase

As and if approved by the Board of Directors, the Company may redeem in whole (but not in part), any subseries of the Offer Shares as follows:

(a) in respect of Series 2-P Preferred Shares, on the third (3rd) anniversary of the Issue Date or on the last day of any Dividend Period thereafter (each a "**Series 2-P Optional Redemption Date**");

(b) in respect of Series 2-Q Preferred Shares, on the fifth (5th) anniversary of the Issue Date or on the last day of any Dividend Period thereafter (each a "**Series 2-Q Optional Redemption Date**"); and

(c) in respect of Series 2-R Preferred Shares, on the seventh (7^{th}) anniversary of the Issue Date or on the last day of any Dividend Period thereafter (each a "**Series 2-R Optional Redemption Date**")

(each of the Series 2-P Optional Redemption Dates, Series 2-Q Optional Redemption Dates, and Series 2-R Optional Redemption Dates, being an "**Optional Redemption Date**"), after giving not more than sixty (60) nor less than thirty (30) days' prior written notice to the intended date of redemption, at a redemption price equal to the issue price of ₱75.00 plus all dividends due them on such Optional Redemption Date as well as all Arrears of Dividends after deduction of transfer costs customarily chargeable to stockholders, as applicable, to effect the redemption (the "**Redemption Price**"). Such notice to redeem shall be deemed irrevocable upon issuance thereof.

For the avoidance of doubt, on the applicable Optional Redemption Date, the Issuer has the option to redeem, in whole but not in part, any of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares.

In the event an Optional Redemption Date which the Issuer has chosen as the date to redeem the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares falls on a day that is not a Business Day, the redemption shall be made on the next succeeding day that is a Business Day, without adjustment as to the Redemption Price and the amount of dividends to be paid.

The Issuer may also redeem any of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares, in whole but not in part, at any time prior to any Optional Redemption Date if an Accounting Event or a Tax Event (each as defined below) has occurred and is continuing. The redemption due to an Accounting Event or a Tax Event shall be made by the Issuer at the Redemption Price, provided that if the Accounting Event or Tax Event is specific to a subseries, then the foregoing optional redemption may be exercised only with respect to such subseries.

After listing on the PSE, the Issuer reserves the right to purchase the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares at any time in the open market or by public tender or by private contract at any price through PSE without any obligation to purchase or redeem the other Series 2-P, Series 2-Q, and Series 2-R Preferred Shares. The Series 2-P, Series 2-Q, and Series 2-R Preferred Shares so purchased may either be redeemed (pursuant to their terms and conditions as set out in the Tender Offer materials) and cancelled or kept as treasury shares, as applicable.

Step-Up Dividend Rate

Unless the Offer Shares are redeemed by the Issuer, in respect of the Series 2-P Preferred Shares, five (5) years from the Issue Date (the "**Series 2-P Step-Up Date**"), in respect of the Series 2-Q Preferred Shares, seven (7) years from the Issue Date (the "**Series 2-Q Step-Up Date**"), and in respect of the Series 2-R Preferred Shares, ten (10) years from the Issue Date (the "**Series 2-R Step-Up Date**") (each of the Series 2-P Step-Up Date, the Series 2-Q Step-Up Date, and the Series 2-R Step-Up Date being a "**Step-Up Date**"), or on the next Business Day in case the relevant Step-Up Date falls on a non-Business Day, the dividends on each subseries will be adjusted as follows:

(a) for the Series 2-P Preferred Shares, the higher of the (i) applicable Initial Dividend Rate; or (ii) the 3-day simple average of the 10-year BVAL (each reference rate, a "**BVAL**") (or if the 10-year BVAL is not available or cannot be determined, any such successor rate as determined by the Bankers Association of the Philippines ("BAP") or the *Bangko Sentral ng Pilipinas* ("**BSP**")), as published on the website of the PDS or, if unavailable, the Philippine Dealing & Exchange Corp. ("**PDEx**") page of Bloomberg (or such successor website or page of the publication agent or electronic service provider) for the three (3) consecutive Business Days preceding and inclusive of the Series 2-P Step-Up Date, plus 3.00% (the "**Series 2-P Step-Up Dividend Rate**");

(b) for the Series 2-Q Preferred Shares, the higher of the (i) applicable Initial Dividend Rate; or (ii) the 3-day simple average of the interpolated 15-year BVAL (or if the interpolated 15-year BVAL is not available or cannot be determined, any such successor rate as determined by the BAP or the BSP, as published on the website of the PDS or, if unavailable, the PDEx page of Bloomberg (or such successor website or page of the publication agent or electronic service provider) for the three (3) consecutive Business Days preceding and inclusive of the Series 2-Q Step-Up Date, plus 3.00% (the "**Series 2-Q Step-Up Dividend Rate**"); and

(c) for the Series 2-R Preferred Shares, the higher of the (i) applicable Initial Dividend Rate; or (ii) the 3-day simple average of the 20-year BVAL (or if the 20-year BVAL is not available or cannot be determined, any such successor rate as determined by the BAP or the BSP, as published on the website of the PDS or, if unavailable, the PDEx page of Bloomberg (or such successor website or page of the publication agent or electronic service provider) for the three (3) consecutive Business Days preceding and inclusive of the Series 2-R Step-Up Date, plus 3.00% (the "**Series 2-R Step-Up Dividend Rate**").

Provided, that in the event the relevant Step-Up Date falls on a day that is not a Business Day:

(i) the rate setting will be done on the immediately succeeding Business Day using the average of the relevant BVAL rates for the three (3) consecutive Business Days preceding and inclusive of the said rate setting date; and

(ii) the higher of the applicable Initial Dividend Rate and the applicable Step-Up Dividend Rate will be applied commencing on the Step-Up Date (which is five (5) years from the Issue Date of the Series 2-P Preferred Shares, seven (7) years from the Issue Date of the Series 2-Q Preferred Shares, and ten (10) years from the Issue Date of the Series 2-R Preferred Shares).

(Each of the Series 2-P Step-Up Dividend Rate, Series 2-Q Step-Up Dividend Rate, and the Series 2-R Step-Up Dividend Rate being a "**Step-Up Dividend Rate**".)

Dividends on the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares will be cumulative. If for any reason the Issuer's Board of Directors does not declare dividends on the Series 2-P, Series 2-Q, and Series 2-R Preferred

	Shares for a Dividend Period, the Issuer will not pay dividends on such Dividend Payment Date for such Dividend Period. However, on any future Dividend Payment Date on which dividends are declared, holders of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares must receive the dividends due to them on such Dividend Payment Date as well as all dividends accrued and unpaid to the holders of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares prior to such Dividend Payment Date.
No Sinking Fund	The Company is not legally required, has not established, and currently has no plans to establish, a sinking fund for the redemption of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares.
Accounting Event	An accounting event shall occur if an opinion of any recognized person authorized to perform auditing services in the Government has stated that there is more than an insubstantial risk that the funds raised through the issuance of the Offer Shares may no longer be recorded as equity pursuant to the PFRS, or such other accounting standards which succeed PFRS, as adopted by the Government, applied by SMC for drawing up its consolidated financial statements for the relevant financial year and such event cannot be avoided by SMC taking reasonable measures available to it.
Tax Event	A tax event shall occur if dividend payments become subject to higher withholding tax or any new tax (including a higher rate of an existing tax) as a result of certain changes in law, rule or regulation, or in the interpretation thereof, and such tax cannot be avoided by use of reasonable measures available to SMC.
Purchase of the Offer Shares	After listing on the PSE, SMC may purchase the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares, then tradeable at that time at any time in the open market or by public tender or by private contract at any price through the PSE without any obligation to purchase or redeem the other outstanding Series 2-P, Series 2-Q, and Series 2-R Preferred Shares.
Redemption by reason of a Tax Event	In the event payments in respect of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares become subject to additional withholding or any new tax as a result of certain changes in law, rule or regulation, or in the interpretation thereof, and such tax cannot be avoided by use of reasonable measures available to the Issuer, the Issuer may redeem each of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares at any time in whole but not in part, at the Redemption Price.
Redemption by reason of an Accounting Event	In the event an opinion of a recognized accounting firm authorized to perform auditing services in the Government has been delivered to the Issuer stating that there is more than an insubstantial risk that the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares may no longer be recorded as equity in the audited consolidated financial statements of the Issuer prepared in accordance with PFRS, or such other accounting standards which succeed PFRS as adopted by the Issuer for the preparation of its audited consolidated financial statements for the relevant financial year, and such event cannot be avoided by use of reasonable measures available to the Issuer, the Issuer may redeem each of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares in whole, but not in part, at the Redemption Price.
Taxation	All payments in respect of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares are to be made free and clear of any deductions or

withholding for or on account of any present or future taxes or duties imposed by or on behalf of the Government, including but not limited to, stamp, issue, registration, documentary, value added or any similar tax or other taxes and duties, including interest and penalties. If such taxes or duties are imposed, SMC will pay additional amounts so that the holders of Series 2-P, Series 2-Q, and Series 2-R Preferred Shares will receive the full amount of the relevant payment which otherwise would have been due and payable; provided, however, that SMC shall not be liable for:

(a) any withholding tax applicable on dividends earned or on any amounts payable to the holders of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares, including any additional tax on such dividends imposed by changes in law, rule, or regulation; (b) any income tax (whether or not subject to withholding); percentage tax (such as stock transaction tax), documentary stamp tax or other applicable taxes on the redemption (or receipt of the redemption price) of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares or on the liquidating distributions as may be received by a holder of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares; (c) any expanded value added tax which may be payable by any holder of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares on any amount to be received from the Issuer under the terms and conditions of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares; (d) any withholding tax, including any additional tax imposed by change in law, rules, or regulation, on any dividend payable to any holder of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares or any entity which is a non-resident foreign corporation; and (e) any applicable taxes on any subsequent sale or transfer of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares by any holder of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares which shall be for the account of the said holder (or the buyer in case such buyer shall have agreed to be responsible for the payment of such taxes).

Form, Title and Registration of the Preferred Shares

The Series 2-P, Series 2-Q, and Series 2-R Preferred Shares will be issued in scripless form through the electronic book-entry system of SMC Stock Transfer Service Corporation as Registrar for the Offer Shares and lodged with the Philippine Depository & Trust Corporation ("**PDTC**") as Depository Agent on Issue Date through the Participating Brokers nominated by the applicants. For this purpose, applicants shall indicate in the proper space provided for in the Application to Tender Shares the name of the Participating Broker under whose name their Offer Shares will be registered. After Issue Date, shareholders may request the Registrar, through their nominated Participating Broker, to (a) open a scripless registry account and have their holdings of the Offer Shares registered under their name, or (b) issue stock certificates evidencing their investment in the Offer Shares. Any expense that will be incurred in relation to such registration or issuance shall be for the account of the requesting shareholder.

Legal title to the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares will be shown in an electronic register of shareholders (the "**Registry of Shareholders**") which shall be maintained by the Registrar. The Registrar shall send a transaction confirmation advice confirming every receipt or transfer of the Offer Shares that is effected in the Registry of Shareholders (at the cost of the requesting shareholder). The Registrar shall send (at the cost of SMC) at least once every quarter a statement of account to all shareholders named in the Registry of Shareholders, except certificated shareholders and depository participants, confirming the number of Offer

Shares held by each shareholder on record in the Registry of Shareholders. Such statement of account shall serve as evidence of ownership of the relevant shareholder as of the given date thereof. Any request by shareholders for certifications, reports or other documents from the Registrar, except as provided herein, shall be for the account of the requesting shareholder.

For scripless shares, the maintenance and custody fee payable to the PDTC shall be for the account of the shareholder.

Selling and Transfer Restrictions

After listing, the subsequent transfers of interests in the Offer Shares shall be subject to normal selling restrictions for listed securities as may prevail in the Philippines from time to time.

Governing Law

The Series 2-P, Series 2-Q, and Series 2-R Preferred Shares will be issued pursuant to the laws of the Republic of the Philippines.

Features of the Preferred Shares

The Offer Shares shall generally follow the features of the Company's outstanding Series "2" Preferred Shares.

Other Terms of the Offer

Minimum Subscription to the Preferred Shares

The number of Tendered Shares to be exchanged for each subseries of Offer Shares must be in multiples of ten (10) shares. No Application for multiples of any other number of Offer Shares will be considered.

Expected Timetable

The timetable of the Tender Offer is expected to be as follows:

Commencement of the Tender Offer	September 8, 2025
Tender Offer Period	September 8, 2025 – October 10, 2025
PSE Filing of the Listing Application	Week of September 8, 2025
Disclosure to SEC and PSE on the preliminary results of the Tender Offer	October 10, 2025
Initial Dividend Rate Setting	October 10, 2025
Initial Dividend Rate Announcement	October 10, 2025
Exchange of Series 2-J and Series 2-K Preferred Shares with the Offer Shares	October 24, 2025
Issue Date and commencement of trading on the PSE	October 24, 2025

Any change in the dates included above may be subject to approval of the SEC and the PSE, as applicable, and other conditions.

Depository Agent

Philippine Depository & Trust Corp.

Registrar/Stock Transfer Agent

SMC Stock Transfer Service Corporation

ANNEX B to the Tender Offer Report /
Attachment 1 to EXHIBIT 1 (Application to Tender Shares)

TERMS AND CONDITIONS OF THE TENDER OFFER

1	**Bidder**	**:**	**San Miguel Corporation** ("**SMC**", the "**Company**", or the "**Bidder**")
2	**Subject Company**	**:**	The subject company is San Miguel Corporation (the "**Company**" or "**SMC**") a corporation organized and existing under the laws of the Republic of the Philippines, with principal office address at No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines, 1550. As of 31 August 2025, the Company has an authorized capital stock of Thirty Billion Pesos (₱30,000,000,000.00) divided into (i) Two Billion Eight Hundred Eighty Five Million Two Hundred Forty Seven Thousand Four Hundred Sixty Three (2,885,247,463) common shares with a par value of Five Pesos (₱5.00) per share (the "**Common Shares**"), and (ii) Three Billion One Hundred Fourteen Million Seven Hundred Fifty Two Thousand Five Hundred Thirty Seven (3,114,752,537) Series "2" Preferred Shares with a par value of Five Pesos (₱5.00) per share (the **"Series "2" Preferred Shares**").
3	**Tender Offer**	**:**	The Company intends to undertake an exchange offer to the holders of the 266,666,667 Subseries 2-J of the Series "2" Preferred Shares ("**Series 2-J Preferred Shares**") and 183,904,900 Subseries 2-K of the Series "2" Preferred Shares ("**Series 2-K Preferred Shares**", and together with the Series 2-J Preferred Shares collectively, the "**Exchange Shares**") through a voluntary tender offer to exchange the Exchange Shares for 450,571,567 Series "2" Preferred Shares to be re-issued from the treasury shares of the Company (the "**Offer Shares**"), at a rate of one Exchange Share to one of any of the Offer Shares, to be re-issued in up to three (3) subseries, namely Subseries 2-P, 2-Q, and 2-R (the "**Exchange Offer**"). The issue price of the Offer Shares shall be ₱75.00 per share.
4	**Tender Offer Shares**	**:**	Up to 266,666,667 Series 2-J Preferred Shares and 183,904,900 Series 2-K Preferred Shares
5	**Offer Shares**	**:**	The Company intends to offer in exchange for the Exchange Shares, up to 450,571,567 Series "2" Preferred Shares which may be re-issued in up to three (3) subseries, namely: Series 2-P, Series 2-Q, and/or Series 2-R Preferred Shares. The Offer Shares will be cumulative, non-voting, non-participating, non-convertible, redeemable, re-issuable Philippine Peso-denominated perpetual Series "2" Preferred Shares. The Offer Shares will be issued by the Company out of the Series "2" Preferred Shares in the treasury. The Company has applied for Confirmation of Exemption of the issuance of the Offer Shares on the basis of Section 10.1(j) of the Securities Regulation Code ("**SRC**") and the issuance of the Certificate of Filling of Enabling Resolution for the Offer Shares, which are both pending with the Securities and Exchange Commission ("**SEC**"). On 5 September 2025, the SEC confirmed that the Company may proceed with the launch of the Tender Offer on 8 September 2025. The Offer Shares shall have an issue price of ₱75.00 per share which is the same issue price as the Exchange Shares. On 4 September 2025, the SEC confirmed that the Exchange Offer is not subject to the

			requirement for a confirmation of valuation under Section 61 of the Revised Corporation Code. For the terms and conditions of the Series 2-P, 2-Q, and 2-R Preferred Shares, please refer to **Annex A**.
6	**Tender Offer Period**	**:**	The Tender Offer will commence at 9:00 a.m. on 8 September 2025 and end at 12:00 noon on 10 October 2025, or a total of twenty-five (25) business days (the "**Tender Offer Period"**). Without prejudice to the right of the Bidder (subject to prior approval by the SEC) to extend the Tender Offer Period, should any of the business days during the period from 8 September 2025 to 10 October 2025, be officially declared as non-working holidays after the filing of the Tender Offer Report on 8 September 2025, the Tender Offer Period shall not be extended, unless such non-working holiday will result in the Tender Offer Period being less than twenty (20) business days. For purposes hereof, a "business day" shall mean any day other than a Saturday, Sunday, or holiday on which banks are required to be open for business in Mandaluyong City, Philippines. Tendering Shareholders are permitted to withdraw their Tender Offer Shares, in whole or in part, at any time while the Tender Offer Period is open.
7	**Cross Date and Settlement Date**	**:**	The accepted Tender Offer Shares are intended to be crossed through the PSE on 24 October 2025 ("**Cross Date**"), subject to the approval of the PSE of a special block sale of the Tender Offer Shares. Subject to the approval by the PSE, the Offer Shares that will be issued in exchange for the Tender Offer Shares shall be listed and lodged with the respective broker accounts of the Tendering Shareholder on 24 October 2025 ("**Settlement Date**"). Any change in the Cross Date and Settlement Date shall be announced by the Company in the following newspapers of general circulation in the Philippines, namely: The Philippine Daily Inquirer and The Philippine Star.
8	**Dividends for Tendered Shares**	**:**	*No additional dividends for the Tendering Shareholders of the Series 2-J Preferred Shares* On November 5, 2020, the Board of Directors of the Company declared dividends for the holders of the Series "2" Preferred Shares, including the holders of the Series "2-J" Preferred Shares, for the dividend period from September 21, 2020 to December 20, 2020 with a record date of December 18, 2020 and which was paid on January 8, 2021. Since the Series "2-J" Preferred Shares were issued on October 29, 2020, under the terms and conditions of the Series "2-J" Preferred Shares, the holders thereof were entitled to dividends beginning only on the date of the said issuance until the last day of the dividend period of the then outstanding Series "2" Preferred Shares. However, instead of being paid dividends from October 29, 2020 only, the holders of the Series "2-J" Preferred Shares were paid dividends covering the entire dividend period from September 21, 2020 to December 20, 2020 or an excess cash dividend payment equivalent to thirty eight (38) days. Thus, all cash dividends for the period from September 21, 2025 to October 24, 2025 or the estimated issue date of the Offer Shares and on which the holders of the Series "2-J" Preferred Shares will cease to be shareholders of the Company, were already paid. *Additional dividends for the Tendering Shareholders of the Series 2-K Preferred Shares*

			On November 13, 2025, the Company intends to declare dividends on the Series "2" Preferred Shares, covering the dividend period from September 21, 2025 to December 20, 2025, with a record date of December 19, 2025 and a payment date tentatively set on January 2, 2026. Notwithstanding that the holders of the Series "2-K" Preferred Shares will already cease to be holders thereof on October 24, 2025, said holders will be included in the said dividend declaration and shall receive cash dividends for the dividend period covering September 21, 2025 to October 24, 2025, or an additional cash dividend payment equivalent to thirty-three (33) days.
9	**Tender Offer Agent and Paying Agent**	**:**	**SMC Stock Transfer Service Corporation** Address: 40 San Miguel Avenue, Mandaluyong City Philippines For inquiries on the Tender Offer, please contact any of the following personnel of the Tender Offer Agent, between 9:00 a.m. and 6:00 p.m.: **Contact Persons:** Abigail S. Mungcal / Mary Clarice V. Abaño **Tel. No.:** (+632) 8632-3450 to 52 **Email Address:** smc_stsc@sanmiguel.com.ph
10	**Company's Stock Transfer Agent**		**SMC Stock Transfer Service Corporation** Address: No. 40 San Miguel Avenue, Mandaluyong City Philippines **Contact Persons:** Abigail S. Mungcal / Mary Clarice V. Abaño **Tel. No.:** (+632) 8632-3450 to 52 **Email Address:** smc_stsc@sanmiguel.com.ph
11	**Financial Advisors**		Bank of Commerce, BDO Capital & Investment Corporation, and PNB Capital and Investment Corporation have been engaged as financial advisors for the Exchange Offer.
12	**Tender Offer Process**	**:**	*The Tender Offer Shares to be Tendered* The Tendering Shareholder may tender their Series 2-J Preferred Shares and Series 2-K Preferred Shares, in whole or in part. The number of Tender Offer Shares to be exchanged for each subseries of Offer Shares must be in multiples of ten (10) shares. *For Certificated or Scrip Shareholders* Tendering Shareholders who hold stock certificates who wish to offer all or a portion of their Exchange Shares for acceptance and exchange should, within the Tender Offer Period: (i) present their original stock certificates to the Stock Transfer Agent for authentication by the Stock Transfer Agent; (ii) upon due authentication by the Stock Transfer Agent, submit their original stock certificates duly endorsed in blank and the duly accomplished Application to Tender Shares (the "**Application"**), together with all the requirements stated therein, to the Tender Offer Agent at its address as stated herein. The certificated shares will then be converted to scripless shares. *For Non-Certificated or Scripless Shareholders* Tendering Shareholders whose shares are lodged with the Philippine Depository & Trust Corp. (**PDTC**) must instruct their brokers (**Participating Brokers**) to accomplish and submit, on their behalf, the

			duly accomplished Application, together with all the requirements stated therein, to the Tender Offer Agent, and instruct their Participating Broker to electronically transfer their Exchange Shares to Papa Securities Corporation ("**Crossing Broker**") prior to 12:00 noon on 10 October 2025 in order to participate in the Tender Offer. A Participating Broker is required to comply with the Instructions to Brokers attached to the Application as Attachment 7 thereof. The terms of the Application and the Instructions to Brokers shall form integral parts of the Tender Offer Conditions. Delivery of each required document in relation to the Tender Offer to the Tender Offer Agent shall be deemed made only upon actual receipt thereof by the Tender Offer Agent. The Bidder or the Tender Offer Agent reserves the right to require presentation or submission of any additional documents for the purpose of, among others, enabling the Bidder or the Tender Offer Agent to determine from any Tendering Shareholder (or any person acting on its behalf, including any Participating Broker) the validity, eligibility, and acceptability of any Exchange Shares in the Company tendered pursuant to the Tender Offer. *Election of Series 2-P, 2-Q, and 2-R for exchange* Tendering Shareholders must indicate in the Application which among the Series 2-P, 2-Q, and 2-R Preferred Shares (or a combination thereof) will be received in exchange for their Tender Offer Shares at an exchange ratio of 1 Tender Offer Share to 1 Offer Share. Tendering Shareholders shall likewise be required to designate their respective Participating Broker for purposes of lodgment of the Offer Shares that will be issued to the Tendering Shareholders on Settlement Date.
13	**Closing Date (End of Tender Offer Period)**	**:**	12:00 noon of 10 October 2025. The Bidder reserves the right to extend the Tender Offer Period with the prior approval of the SEC and notice to the PSE.
14	**Conditions**	**:**	The obligation of the Company to exchange the Exchange Shares with the Offer Shares, through the voluntary tender offer, will be under the condition (among other conditions that the Company may prescribe) that during the voluntary tender offer, the Exchange Shares shall have been: (1) Validly tendered by the Tendering Shareholders of the Exchange Shares; (2) Eligible for or otherwise capable of being exchanged to the Company; and (3) Accepted for exchange by the Company; In the event any of the foregoing conditions are not met, the Company shall have the right to reject the exchange for the relevant Tendering Shareholder to the extent of the affected Exchange Shares. Rejected Exchange Shares shall be returned in the same form they were received to the Tendering Shareholder's broker (for scripless shares) or to the Tendering Shareholder (for certificated shares) no later than five (5) trading days from the end of the Tender Offer Period.

			If the Tender Offer Shares were rejected due to deficiencies or discrepancies in the documents submitted by the Tendering Shareholder, or if a Tendering Shareholder withdraws from the Tender Offer on their own, then the expenses relating to the return of the shares shall be shouldered by the Tendering Shareholder.
15	**Acceptance**	:	At any time before the Cross Date, the Bidder, at its sole discretion, has the right to reject an Application if such Application (i) is not completed in full; or (ii) lacks any of the required attachments, or if the Voluntary Tender Offer Condition is not met. The Tender Offer Agent will accept an Application on behalf of the Bidder on the condition that the Tendering Shareholder has been certified by the Stock Transfer Agent as a shareholder of the Exchange Shares at any time during the Tender Offer Period and that the signature/endorsement on the stock certificate(s) submitted matches the signature on file with the Stock Transfer Agent, if such is available. If a Tendering Shareholder does not have any signature card on file, or the signatures on the certificates and on the Application differ from the signature on file with the Stock Transfer Agent, the Stock Transfer Agent shall certify the same to the Bidder. The Bidder shall exercise its sole and reasonable discretion to accept or reject the Application. The Tender Offer Agent shall rely on the signature affixed on the Application and on the validated endorsement of the relevant stock certificates. Neither the Bidder nor the Tender Offer Agent shall be required (nor are they expected) to make further inquiries into the authenticity of the signature. A Tendering Shareholder shall hold the Bidder, the Tender Offer Agent, their respective officers, directors, agents, or advisers free and harmless from any and all damages that may arise or result in the Bidder's/Tender Offer Agent's acceptance of the Application. Applications must be duly received by the Tender Offer Agent not later than 12:00 noon of 10 October 2025. Applications received after the end of the Tender Offer Period shall be rejected, unless the Tender Offer Period is extended by the Bidder, upon prior approval of the SEC. Tendering Shareholders whose Applications have been rejected, in whole or in part, shall be notified of such fact by the Tender Offer Agent on or before the Settlement Date.
16	**Withdrawal**	:	The Tender Offer Shares may be withdrawn by the relevant Tendering Shareholder, in whole or in part, at any time during the Tender Offer Period, but only up to 12:00 noon of 10 October 2025, by submitting a written request for the withdrawal of the relevant Tender Offer Shares to the Tender Offer Agent, together with a copy of the Shareholder's Copy of the Application issued by the Tender Offer Agent. For a withdrawal to be effective, the written request for withdrawal must be timely received by the Tender Offer Agent at the address set forth herein. The written request for the withdrawal of any Tender Offer Shares must specify: (i) the name of the Tendering Shareholder, and (ii) the number of Tender Offer Shares to be withdrawn. If the stock certificates evidencing the Tender Offer Shares have been delivered to the Tender Offer Agent, the serial number of such certificates must likewise be indicated in the written request for withdrawal of the Tender Offer Shares. The Bidder has the right, in its sole discretion, to determine the validity of the written request.

			Any Tender Offer Shares that are withdrawn in accordance herewith shall be returned in the same form they were received to the PDTC Participant (if previously lodged with the PDTC Participant) or to the Tendering Shareholder (if previously certificated), as the case may be, within five (5) trading days from the end of the Tender Offer Period. The cost of returning the Tender Offer Shares shall be borne by the shareholder making the withdrawal.
17	**Expenses**	**:**	The customary selling charges amounting 0.121% of the total transaction value (excluding broker's commission), shall be for the account of the Company, and shall include: (1) Stock transaction tax of 0.1% of the value of the transaction; (2) Securities Clearing Corporation of the Philippines fee of 0.01% of the value of the transaction; (3) PSE transaction fee of 0.005% of the value of the transaction; (4) SEC Fee of 0.005% of the value of the transaction; and (5) Stock Investment Protection Fund fee of 0.001% of the value of the transaction. Other fees such as lodgment fee and EQ trade transfer fee (as applicable) are also for the account of the Company. The broker's commission, including value added tax, shall be payable by the Company, as mutually agreed between the Company and the broker.
18	**Representations and Warranties of Tendering Shareholder**	**:**	By accepting the Tender Offer and tendering the Exchange Shares pursuant thereto, each Tendering Shareholder is deemed to have represented and warranted to the Bidder as follows: (i) All information contained in the Application and its attachments are true and correct and that the signatures thereon are genuine, properly authorized and obtained without use of fraud, coercion or any other vice of consent. (ii) Each Tendering Shareholder is the registered and absolute legal and beneficial owner of, with good and marketable title to the Tender Offer Shares. The Tender Offer Shares have been validly issued and fully paid, and are non-assessable. (iii) Each Tendering Shareholder has obtained all the required approvals and authorizations to enable it/him/her to transfer the Tender Offer Shares to the Bidder before the expiration of the Tender Offer Period and to receive the Offer Shares on Settlement Date, and it/he/she is not aware of any objection, adverse claim, dispute, or notice concerning its/his/her right to tender and transfer the Tender Offer Shares. (iv) Upon the transfer of the Tender Offer Shares in accordance with the Tender Offer, the Bidder will obtain full and valid legal and beneficial title to and ownership of the Tender Offer Shares, free and clear from any warrants, interests, options, claims, objections, disputes, liens, or other encumbrances and will be able to freely and fully exercise

			all rights and privileges arising from ownership of such Tender Offer Shares, including but not limited to the right to vote and receive dividends thereon. (v) The tender of any or all of the Tender Offer Shares by a Tendering Shareholder and/or the transfer thereof to the Bidder and the receipt by the Tendering Shareholder of the Offer Shares in accordance with the Tender Offer does not and will not constitute a breach or other default of the Tendering Shareholder's constitutive documents (as applicable) or of any agreement or arrangement, law, order, or regulations applicable to the Tender Offer Shares, the Tendering Shareholder, or to which any of the foregoing may be bound. (vi) Each Tendering Shareholder has read and understood, and has relied solely upon the provisions of the Tender Offer Report, any and all documents and materials provided by the Bidder in connection therewith or in relation thereto, and the terms and conditions of the Tender Offer as stated therein, and unconditionally accepts such terms and conditions. The Tendering Shareholder understands that no person has been authorized to give information or to make any representation with respect to the Tender Offer other than those specified and made in the Tender Offer Report. (vii) Each Tendering Shareholder is qualified to receive the Offer Shares and have duly existing accounts with their designated Participating Broker where the Offer Shares will be lodged on Listing Date.

Share-for-Share Swap of San Miguel Corporation's Series 2-J and 2-K Preferred Shares for Series 2-P, 2-Q, and 2-R Preferred Shares

Fairness Opinion Report

FTI CONSULTING™

5 September 2025

STRICTLY PRIVATE & CONFIDENTIAL

September 5, 2025

San Miguel Corporation
40 San Miguel Avenue
Mandaluyong City, Metro Manila

Attention: Board of Directors of San Miguel Corporation

Re: Fairness Opinion Report

Ladies and Gentlemen:

FTI Consulting Philippines, Inc. ("FTI Consulting") is pleased to submit this Fairness Opinion Report ("Report") covering the share-for-share swap transaction in relation to the planned exchange by San Miguel Corporation ("SMC" or the "Client") of Series 2-J and Series 2-K Preferred Shares (the "Exchange Shares") for newly-issued cumulative, non-voting, non-participating, non-convertible, redeemable, re-issuable PHP-denominated Series 2-P, Series 2-Q, and Series 2-R Preferred Shares (the "Offered Shares" or "New Shares"). SMC intends to acquire the Exchange Shares at an exchange ratio of 1.00 New Share for every 1.00 Exchange Share tendered and accepted for payment (the "Transaction").

In this regard, FTI Consulting has been asked to render an opinion on whether the proposed exchange ratio of Exchange Shares for the Offered Shares is fair from a financial point of view.

FTI Consulting conducted a valuation study of the Exchange Shares and the Offered Shares in accordance with the International Valuation Standards ("IVS") to determine the fairness of the consideration to be transferred and consideration to be received by SMC. The following standards were used:

- IVS 101 Scope of Work
- IVS 102 Bases of Value
- IVS 103 Valuation Approaches
- IVS 104 Data and Inputs
- IVS 105 Valuation Models
- IVS 106 Documentation and Reporting
- IVS 200 Business and Business Interests

The Valuation Date is June 30, 2025, with the Philippine Peso ("PHP") as the Valuation Currency. Market Value (also referred to as "Fair Value") is the basis of value used in this engagement. Market Value is defined in the IVS as the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently, and without compulsion.

The Philippine Stock Exchange, Inc.'s ("PSE") Memorandum on Guidelines for Fairness Opinions and Valuation Reports (No. 2011-0104, amended No. 2024-0019) requires a fairness opinion covering the share-for-share swap transactions. Such fairness opinion must be supported by a valuation report.

FTI Consulting is an independent firm accredited by the PSE (PSE Accreditation CN - No. 2024-0063 released on December 13, 2024) for purposes of issuing fairness opinions and valuation reports of listed companies and prospective initial listing applicants of the Exchange in compliance with the PSE Memorandum on Guidelines for Fairness Opinions and Valuation Reports (No. 2011-0104). FTI Consulting is also accredited by the Securities and Exchange Commission (SEC Accreditation No. 032) as a Professional Services Organization (PSO) in accordance with SEC Memorandum No. 2 Series of 2014 (Guideline on Asset Valuation).

Summary of Findings

The Exchange Shares were valued using the Dividend Discount Model ("DDM") under the Income Approach, with the Volume Weighted Average Price ("VWAP") under the Market Approach used as a cross-check. The Offered Shares were valued using the DDM as the primary method, with the Comparable Public Companies Method under the Market Approach used as a cross-check. The estimated valuation ranges for the Exchange Shares and Offered Shares are presented as follows:

Exhibit 1. Valuation Summary – Exchange Shares

Exchange Shares	Series 2-J		Series 2-K	
In PHP millions, except for the per share values and number of shares	Low Est.	High Est.	Low Est.	High Est.
Primary method: Dividend Discount Model				
Preferred equity value	**19,696.35**	**19,910.45**	**13,566.51**	**13,714.03**
Number of shares	266.67	266.67	183.90	183.90
Price per share	**73.86**	**74.66**	**73.77**	**74.57**
Cross-check:				
Volume Weighted Average Price	*69.58*	*72.03*	*69.22*	*70.58*
RANGE OF MARKET VALUES	**73.86**	**74.66**	**73.77**	**74.57**

Sources: FTI Consulting Analysis

Exhibit 2. Valuation Summary – Offered Shares

Offered Shares	Series 2-P		Series 2-Q		Series 2-R	
In PHP millions, except for the per share values and number of shares	Low Est.	High Est.	Low Est.	High Est.	Low Est.	High Est.
Primary Method: Dividend Discount Model						
Preferred equity value	**18,924.18**	**21,207.52**	**6,482.94**	**7,468.63**	**6,464.71**	**7,701.25**
Number of shares	266.67	266.67	91.95	91.95	91.95	91.95
Price per share	**70.96**	**79.53**	**70.51**	**81.22**	**70.31**	**83.75**
Cross-check:						
Comparable Public Companies Method	*63.59*	*84.48*	*66.17*	*87.91*	*69.03*	*91.70*
RANGE OF MARKET VALUES	**70.96**	**79.53**	**70.51**	**81.22**	**70.31**	**83.75**

Sources: FTI Consulting Analysis

Fair Range of Exchange Ratios

Given the range of market values of the Exchange Shares and the Offered Shares, we determined the exchange ratios which are considered fair from a financial point of view. This is presented below, along with a comparison with the proposed exchange ratios by SMC's management in the Transaction.

Exhibit 3. Comparison of the Fair Range of Offered Shares to be Issued and the Proposed Exchange Ratios by SMC

Shares to be Swapped	Exchange Shares		Offered Shares		Fair Exchange Ratio		Proposed Ratio
	Low Estimate	High Estimate	Low Estimate	High Estimate	Low Estimate	High Estimate	
Series 2J and 2P	73.86	74.66	70.96	79.53	0.93	1.05	1.00
Series 2J and 2Q	73.86	74.66	70.51	81.22	0.91	1.06	1.00
Series 2J and 2R	73.86	74.66	70.31	83.75	0.88	1.06	1.00
Series 2K and 2P	73.77	74.57	70.96	79.53	0.93	1.05	1.00
Series 2K and 2Q	73.77	74.57	70.51	81.22	0.91	1.06	1.00
Series 2K and 2R	73.77	74.57	70.31	83.75	0.88	1.06	1.00

Source: FTI Consulting Analysis

Fairness Opinion

Given that the proposed ratio of Offered Shares to be issued by SMC for the Exchange Shares falls within our fair range of exchange ratios of Offered Shares that SMC can issue in exchange for the Exchange Shares, we are of the opinion that the proposed Transaction is fair from a financial point of view.

Statement of Limitations

- This Report opines solely on the fairness of the exchange ratios and the valuation of the Exchange Shares and Offered Shares. It does not opine as to the operational merits or strategic rationale of the Transaction.
- In the preparation of the valuation report, FTI Consulting relied on available information and records, including but not limited on the representation of SMC, audited financial statements, and such other relevant supporting documents.
- While our work may include an analysis of financial and accounting data, our work does not constitute an audit conducted in accordance with generally accepted auditing standards, an examination of internal controls, or other attestation or review services in accordance with standards established by the Auditing and Assurance Standards Council ("AASC"). Accordingly, we do not express an opinion or any other form of assurance on the financial statements of SMC or any financial or other information.
- With respect to prospective financial information relative to the Exchange Shares and Offered Shares referenced throughout the valuation report, we did not examine, compile, or apply agreed-upon procedures to such information in accordance with standards established by the AASC and we express no assurance of any kind on such information. There will usually be differences between estimated and actual results because events and circumstances frequently do not occur as expected, and those differences may be material. We take no responsibility for the achievability of the expected results anticipated by the Management.
- Management is responsible for any and all financial information provided to us during the course of our work.

Statement of Compliance

- The Report is not approved by an internal committee. The Report is reviewed and approved by the Senior Managing Directors of FTI Consulting.
- The Report does not express an opinion about the fairness of the compensation in the Transaction to any of SMC's directors, officers, or employees relative to the compensation to SMC's shareholders.
- FTI Consulting did not act as a financial advisor to any party to the Transaction and did not or will not receive a payment that is contingent on the successful completion of the Transaction, for rendering the fairness opinion.
- There is no material relationship between FTI Consulting and any party to the Transaction. During the prior two years, as it relates to this Transaction, FTI Consulting has not received or intends to receive compensation as a financial advisor.
- Information with respect to the Exchange Shares and Offered Shares purported to be in effect and described in our valuation report was obtained primarily through analyses provided by and discussions with SMC's management ("Management").
- FTI Consulting performed appropriate analysis to evaluate inputs and assumptions, and their appropriateness for the valuation purpose.
- Members of FTI Consulting, particularly those who are registered Certified Public Accountants and Chartered Financial Analysts, and Chartered Valuer and Appraiser, are compliant with the Code of Ethics of the Philippine Institute of Certified Public Accountants, the CFA Institute Code of Ethics, and Code for Ethical Principles for Professional Valuers.
- A brief description of FTI Consulting and the educational and professional qualification of its representatives who conducted the valuation is included in our valuation report.

Should you require clarification on any of the matters contained in this Report or any further information, we would be pleased to meet and discuss.

Yours faithfully,

FTI CONSULTING PHILIPPINES, INC.
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25 ADB Avenue, Ortigas Center
Pasig City, Philippines
PSE Accreditation CN - No. 2024-0063
Validity Date: 29 December 2024 to 28 December 2027
SEC Accreditation No. 032
Validity Date: 29 October 2020 to 28 October 2025

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Validity Date: until 27 June 2028
APO Receipt Number: 841914
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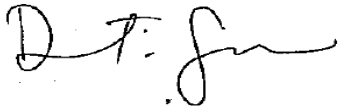
TIN: 236-703-421



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Valuation Report

Share-for-Share Swap of San Miguel Corporation's Series 2-J and 2-K Preferred Shares for Series 2-P, 2-Q, and 2-R Preferred Shares

FTI CONSULTING™

5 September 2025

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Executive Summary

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Executive Summary

- San Miguel Corporation ("SMC" or the "Company") is contemplating a potential share-for-share swap (the "Transaction"), wherein SMC intends to exchange shares of Series 2-J Preferred Shares and Series 2-K Preferred Shares (the "Exchange Shares") for newly issued cumulative, non-voting, non-participating, non-convertible, redeemable, re-issuable PHP-denominated perpetual preferred shares of SMC shares (the "Offered Shares") [the "Transaction"].
- The Exchange Shares are listed on the Philippine Stock Exchange ("PSE"). The Offered Shares will also be listed on the PSE.
- FTI Consulting Philippines, Inc. ("FTI Consulting") conducted a valuation study of both the Exchange Shares and the Offered Shares in accordance with the International Valuation Standards ("IVS") to determine the fairness of the proposed exchange ratio/s. We considered different methodologies under the Income Approach and Market Approach to value the Exchange Shares and the Offered Shares. Detailed discussion of the different valuation methodologies considered in this valuation exercise is presented in *Valuation Approach* section of this report.
- The Valuation Date is 30 June 2025, with the Philippine Peso ("PHP") as the Valuation Currency. Market Value (also referred to as "Fair Value") is the basis of value used in this engagement. Market Value is defined in the IVS as the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently, and without compulsion.

Executive Summary

Summary of Findings

The Exchange Shares were valued using the Dividend Discount Model ("DDM") under the Income Approach, with the Volume Weighted Average Price ("VWAP") under the Market Approach used as a cross-check. Based upon discussions with and representations of SMC's management, research conducted, and the valuation analyses performed and described herein, the total range of market values of the Exchange Shares was estimated within **PHP19,696.35 million to PHP19,910.45 million** or **PHP73.86 to PHP74.66** on a per share basis for the Series 2-J Preferred Shares and **PHP13,566.51 million to PHP13,714.03 million** or **PHP73.77 to PHP74.57** on a per share basis for the Series 2-K Preferred Shares as of the Valuation Date.

Exchange Shares	Series 2-J		Series 2-K	
In PHP millions, except for the per share values and number of shares	Low Est.	High Est.	Low Est.	High Est.
Dividend Discount Model	19,696.35	19,910.45	13,566.51	13,714.03
Number of shares	266.67	266.67	183.90	183.90
Price per share	**73.86**	**74.66**	**73.77**	**74.57**
Cross-check:				
Volume Weighted Average Price	*69.58*	*72.03*	*69.22*	*70.58*
RANGE OF MARKET VALUES	**73.86**	**74.66**	**73.77**	**74.57**

Sources: FTI Consulting Analysis

Executive Summary

Summary of Findings (cont'd)

The Offered Shares were valued using the DDM as the primary method. The Comparable Public Companies Method under the Market Approach was used as cross-check. Based upon discussions with and representations of SMC's management, research conducted, and the valuation analyses performed and described herein, the range of market values of the Offered Shares is within **PHP18,924.18 million to PHP21,207.52 million** or **PHP70.96 to PHP79.53** on a per share basis for the Series 2-P Preferred Shares, **PHP6,482.94 million to PHP7,468.63 million** or **PHP70.51 to PHP81.22** on a per share basis for the Series 2-Q Preferred Shares, and **PHP6,464.71 million to PHP7,701.25 million** or **PHP70.31 to PHP83.75** on a per share basis for the Series 2-R Preferred Shares.

Offered Shares	Series 2-P		Series 2-Q		Series 2-R	
In PHP millions, except for the per share values and number of shares	Low Est.	High Est.	Low Est.	High Est.	Low Est.	High Est.
Primary Method: Dividend Discount Model						
Preferred equity value	**18,924.18**	**21,207.52**	**6,482.94**	**7,468.63**	**6,464.71**	**7,701.25**
Number of shares	266.67	266.67	91.95	91.95	91.95	91.95
Price per share	**70.96**	**79.53**	**70.51**	**81.22**	**70.31**	**83.75**
Cross-check:						
Comparable Public Companies Method	*63.59*	*84.48*	*66.17*	*87.91*	*69.03*	*91.70*
RANGE OF MARKET VALUES	**70.96**	**79.53**	**70.51**	**81.22**	**70.31**	**83.75**

Sources: FTI Consulting Analysis

Market Overview

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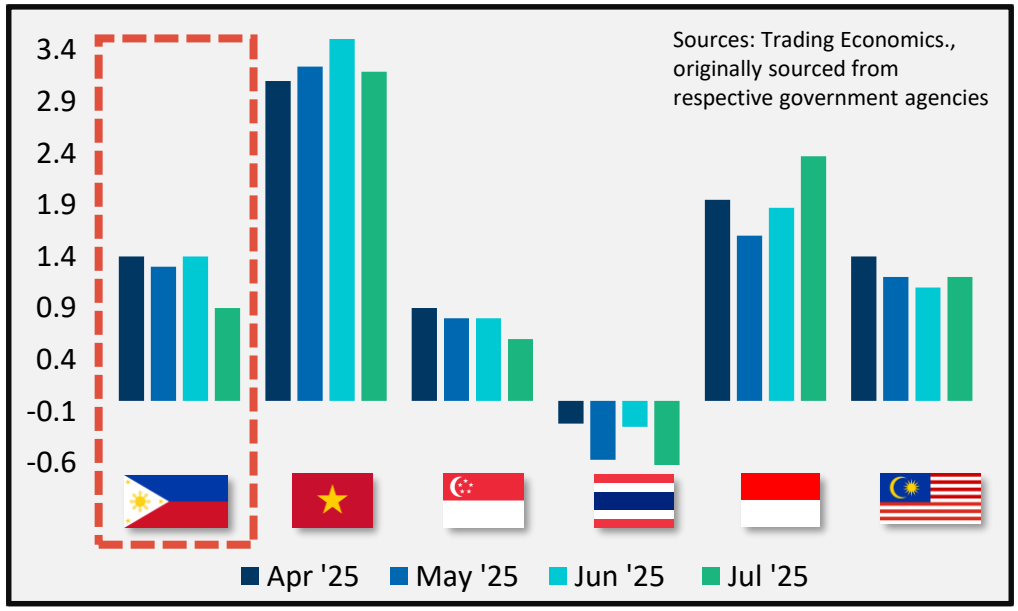
Market Overview
Philippine Economy and Fixed Income Markets

Philippine Economy

- The Philippine economy expanded by 5.4 percent in the first half of 2025, supported by robust household consumption and a rebound in government spending.
- While declining slightly from the previous year, continued steady growth in GDP demonstrates the country's relative economic resilience.

Comparative Description of Inflation Rates of Chosen Southeast Asian Countries from April to July 2025, in %



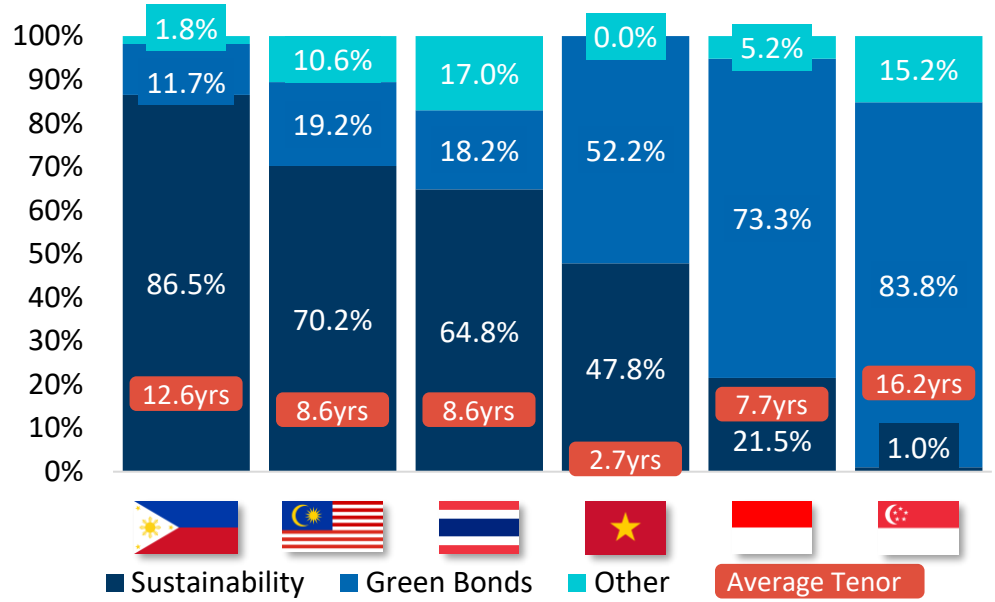
Debt Capital Market

- The inflation environment has been highly favorable of interest easing. Inflation rates declined to its near six-year low of 0.9 percent in July 2025, bringing YTD average to 1.7 percent, well below the 2 percent to 4 percent target range of Bangko Sentral ng Pilipinas ("BSP").
- The Philippines has a distinct sustainable bond market with one of the longest average tenors in the region at 12.6 years (vs. an ASEAN+3 average of 4.5 years). It is uniquely dominated by sustainability bonds (86.5 percent) rather than green bonds, suggesting a broader focus on national development projects.
- The following are key forward-looking catalysts for the Philippine debt capital market:
  - There is significant optimism for the Philippines' inclusion in the JPMorgan GBI-EM Global Diversified index in September 2025. This could result in a weighting of over 3 percent and is expected to trigger foreign fund inflows.
  - BMI forecasts the peso could appreciate to as strong as PHP55.2 against the dollar, supported by a potentially weaker US dollar as the Federal Reserve ("Fed") faces political pressure to ease its own monetary policy. A stronger peso enhances total returns for foreign investors.
  - A strong consensus from analysts (BMI, HSBC, M&G, Deutsche Bank, and Goldman Sachs) forecasts another 50 basis points to 75 basis points ("bps") of cuts by the end of 2025, projecting the rate could reach 4.5 percent by Q126.

Sources: ADB Asia Bond Monitor June 2025, BSP Monetary Policy Report June 2025, Business World, Manila Bulletin, Bloomberg LP, Trading Economics

Market Overview
Fixed Income Market

Comparative Composition of Sustainable Bond Markets and Average Tenor of Outstanding Sustainable Bonds (as of March 2025), in % and in Years

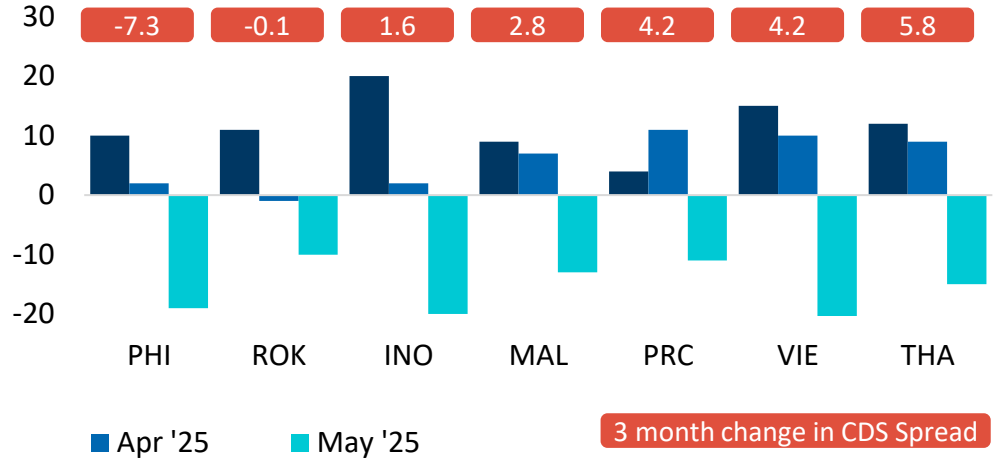


Sources: ADB Asia Bond Monitor June 2025

- Perceived risk is declining, and investor confidence is rising as the 5-year Credit Default Swap ("CDS") spread tightened by 7.3 basis points between March and May 2025, the best performance among ASEAN peers.
- Recent T-bill auctions were 4.7 times oversubscribed, a 5-year T- bond auction was 2 times oversubscribed, and the government successfully sold PHP507.2 billion in a recent retail T-bond offering, establishing demand driven by savers seeking better yields before rates fall further.

Changes in Credit Default Swap Spreads in Select Emerging East Asian Markets from March to May 2025, in basis points for senior 5-year bonds

Sources: ADB Asia Bond Monitor June 2025



Comparative Analysis of Top Preferred Stocks in the Philippines as 2024 Based on Dividend Yields, in %

Company	Ticker	Yield	Features
DoubleDragon Corporation	DDPR	10.3%	Initial dividend rate of 6.5%; features a step-up rate.
San Miguel Corporation	SMC2O	8.1%	Cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares.
Megawide Construction	MWP5	7.9%	Pays an annual dividend of PHP7.9 per share.
Cirtek Holdings Philippines	TCB2D	7.6%	Pays an annual dividend of PHP3.9 per share over four quarters.
AC Energy	ACENB	7.4%	It is the first Philippine Peso-denominated fixed-for-life equity instrument listed on the PSE.

Sources: Esquire, Company Disclosures

Sources: ADB Asia Bond Monitor June 2025, BSP Monetary Policy Report June 2025, Business World, Manila Bulletin, Bloomberg LP, Company Disclosures
PRC = People's Republic of China; INO = Indonesia; ROK = Republic of Korea; MAL = Malaysia; PHI = Philippines; THA = Thailand; VIE = Viet Nam.

Valuation Approach

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Valuation Approach

To arrive at our estimates of value, we have considered different methodologies under the Income Approach and Market Approach. The succeeding sections discuss the theoretical basis of both approaches as well as the specific methodologies relevant to the analyses performed.

Income Approach

The Income Approach is based on the premise that the value of an asset is the present value of the future earning capacity that is available for distribution to investors in the asset.

The Income Approach should be used as primary basis of valuation under the following circumstances:

- The income-producing ability of the asset is the critical element affecting value from a participant perspective; and/or
- Reasonable projections of the amount and timing of future income are available for the subject asset, but there are few, if any, comparable assets in the market.

Under the Income Approach, the Dividend Discount Model was considered in the valuation analysis.

Dividend Discount Model ("DDM")

This method involves forecasting the subject share's future dividends over an appropriate period and discounting all the future dividends back to present value using an appropriate discount rate.

This method is particularly appropriate when: 1) the company has a history of dividend payments, 2) the dividend policy is clear and related to the earnings of the firm, or 3) the ownership perspective is that of a minority shareholder or non-voting and non-participating ownership.

Discount Rate

The build-up approach was used to estimate the yield-to-maturity ("YTM") of the subject shares.

Comparable shares were identified using S&P Capital IQ. The spread between the comparable shares' coupon rates and BVAL rates at issue date was calculated.

The calculated spread from comparable shares was then added to the BVAL rate as of the Valuation Date to estimate the YTM, which served as the discount rate.

Valuation Approach

Market Approach

The Market Approach references actual transactions in the equity of the company being valued or transactions in similar companies that are traded in the public markets. Third-party transactions in the equity of a company generally represent the best estimate of fair market value if they are done at arm's length.

This approach should be used as the primary basis for valuation under the following circumstances:

- The subject company has recently been sold in a transaction appropriate for consideration under the basis of value;
- The subject company or substantially similar companies are actively publicly traded; and/or
- There are frequent and/or recent observable transactions in substantially similar companies.

Under the Market Approach, the Comparable Public Companies Method and Volume Weighted Average Price Method were considered in the valuation analysis.

Comparable Public Companies Method

This method involves identifying and selecting publicly-traded shares with characteristics similar to the subject shares being valued.

Once comparable shares are identified, valuation multiples can be derived and then applied to the subject shares' corresponding fundamental data to estimate the shares' market value.

Per IVS, this method should be used only when the subject shares are sufficiently similar to the publicly traded comparable shares to allow for meaningful comparison.

We used S&P Capital IQ in extracting comparable shares and their corresponding multiples. We also used Bloomberg to extract the comparable shares' dividend yield.

Volume Weighted Average Price ("VWAP") Method

This method involves analysis of the value of the company's shares based on its historical trading volume and price. VWAP is commonly used for subject companies that are actively traded. Given that prices may already reflect past and forward-looking available information of the subject company, this method may provide a reliable basis of market value.

Valuation Analysis – Overview

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Valuation Analysis | Overview
Company Overview

- San Miguel Corporation ("SMC") is a conglomerate with ownership and investments in diverse business segments such as food and beverage, packaging, energy, fuel and oil, infrastructure, cement, property development and leasing, car distributorship, and banking services.
- SMC is registered with the Securities and Exchange Commission on August 21, 2013. It began as a brewery in 1890 and since then has expanded into one of the largest conglomerates regionally, ranking 85th in the Time's 2025 Best 500 Companies in Asia-Pacific.
- SMC's parent company is Top Frontier Investment Holdings, Inc. ("Top Frontier"). Top Frontier is a Philippine holding company registered with the SEC on March 11, 2008.
- Subsidiaries and Holdings of SMC include the following:
  - San Miguel Food and Beverage, Inc. and subsidiaries (Food and Beverage)
  - San Miguel Yamamura Packaging Corporation and subsidiaries (Packaging)
  - San Miguel Global Power Holdings Corp. and subsidiaries (Energy)
  - Petron Corporation (Fuel and Oil)
  - San Miguel Holdings Corp. and subsidiaries (Infrastructure)
  - San Miguel Equity Investments Inc. and subsidiaries (Cement)
- SMC's common shares and various Series 2 preferred shares are listed and traded at the Philippine Stock Exchange, Inc. ("PSE").
- As of 30 June 2025, SMC reported total assets of PHP2,617.79 billion, total liabilities of PHP1,879.89 billion, and total shareholders' equity of PHP737.89 billion.
- First half revenues for the period ended 30 June 2025 is at PHP718.21 billion, while net income is at PHP66.77 billion posting a 9.30 percent net income margin.

SMC's Key Financials (in PHP billions)

Financial Position	June 2025	December 2024
Total Assets	2,617.79	2,676.93
Total Liabilities	1,879.89	2,000.49
Total Shareholders' Equity	737.89	676.44

Profit and Loss	1H2025	1H2024
Gross Revenues	718.21	789.02
Net Income	66.77	13.58
Net Margin (%)	9.30%	1.72%

Source: SMC SEC Form 17-Q, Management Information

Valuation Analysis | Overview
Series 2 Preferred Shares Overview

- **Features:** Cumulative, non-voting, non-participating, non-convertible, redeemable, Peso-denominated, and perpetual preferred shares.
- **Par Value:** PHP5.00 per share
- **Offer Price:** PHP75.00 per share
- **Ranking:** Holders rank senior to common shares in dividend distribution and in case of liquidation or dissolution, and equally with other preferred shares.
- **Dividend Payment:** Quarterly beginning after issue date and calculated on a 30/360-day year convention.
- **Dividend Step-up Rate:**
  - The dividend step-up rate will only apply five years after issue date unless redeemed for the Exchange Shares or after five, seven, or ten years for the Series 2P, Series 2Q, and Series 2R shares, respectively.
  - The rate applied will be the higher of the Initial Dividend Rate or the Step-up Rate. The Step-up Rate is as follows:
    - *Exchange Shares:* The average of the 10-year BVAL closing rates over three consecutive days plus 5.00 percent
    - *Series 2P:* The average of the 10-year BVAL closing rates over three consecutive days plus 3.00 percent
    - *Series 2Q:* The average of the 15-year BVAL closing rates over three consecutive days plus 3.00 percent
    - *Series 2R:* The average of the 20-year BVAL closing rates over three consecutive days plus 3.00 percent
- **Redemption Price:** Equal to the Offer Price plus any dividends due on the actual date of redemption, as well as any accumulated or unpaid dividends, after deduction of customary transfer costs.

- **Other Series 2 Preferred Shares (listed and outstanding shares)**

Security Name	Shares	Security Name	Shares
Series 2-F	223,333,500	**Series 2-M**	173,333,325
Series 2-I	169,333,400	**Series 2-N**	100,115,100
Series 2-L	165,358,600	**Series 2-O**	187,859,700

- **Series 2-J and 2-K ("Exchange Shares")**

	Series 2-J	Series 2-K
Outstanding Shares	266,666,667 shares	183,904,900 shares
Initial Dividend Rate	4.75% per annum	4.50% per annum
Issue Date	October 29, 2020	December 10, 2020

- **Series 2-P, 2-Q, and 2-R ("Offer Shares")**

	Series 2-P	Series 2-Q	Series 2-R
Shares	1.00 'Offer Share' for every 1.00 'Exchange Share'		
Dividend Rate	[6.980-7.280]%	[7.266-7.566]%	[7.590-7.890]%
Tenor	5-Y	7-Y	10-Y

Sources: SMC Series 2 Prospectus, Offer Supplements of Series 2J and 2K for 2020, Management Information

Valuation Analysis – Exchange Shares

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Valuation Analysis | Exchange Shares
Dividend Discount Model

Exchange Shares Overview

Up to 266.67 million Series 2-J Preferred Shares and 183.90 million Series 2-K Preferred Shares shall be exchanged by SMC in the Transaction. These shares are cumulative, non-voting, non-participating, non-convertible, redeemable, Peso-denominated, and perpetual. These shares were issued for PHP75 per share in 2020 and are publicly listed in the PSE as SMC2J and SMC2K, respectively.

Discount Rate Estimation

The rates used to discount the forecasted dividends to value the Exchange Shares as of the Valuation Date were based on the following parameters:

- The build-up approach was applied to estimate the YTMs used for the low and high estimates calculation.
  - Comparable preferred shares were identified using S&P Capital IQ.
  - The coupon rates and corresponding PHP 25-year BVAL rates at the time of issuance of the comparable preferred shares were obtained from Bloomberg and used to calculate the additional spread of the comparable preferred shares.
  - The minimum and maximum spread were then added to the PHP 6-month BVAL rate as of the Valuation Date to calculate low and high estimates for YTM for the Series 2-J and Series 2-K shares.

Yield to Maturity of Exchange Shares

As of 30 June 2025	BVAL	Spread	YTM
Low estimate	5.63%	2.48%	8.11%
High estimate	5.63%	0.15%	5.79%

Sources: Bloomberg, FTI Consulting Analysis

Valuation Analysis | Exchange Shares
Dividend Discount Model

The following are the **Key Valuation Inputs and Assumptions** used in the **Dividend Discount Model** of the **Exchange Shares**:

Forecasted Dividends

We understand that Management intends for Series 2-J and Series 2-K Preferred Shares to be fully exchanged in 4Q25, or otherwise, fully redeemed. Thus, only the dividends for the remaining two quarters along with the proposed redemption of shares were forecasted.

Coupon Rate

A 4.75 percent and 4.50 percent coupon rate for Series 2-J and Series 2-K, respectively, were used, as provided by Management in the offer supplement of the Exchange Shares.

Redemption Value

The shares are assumed to be redeemed after 4Q25. The redemption price is equal to the issue price (PHP75 per share) of the Exchange Shares plus all dividends due them on the date of redemption as well as all dividends in arrears.

There are no dividends in arrears for the Exchange Shares.

- Using the DDM method, the market value of the Exchanged Shares as of the Valuation Date was estimated within the range of **PHP19,696.35 million to PHP19,910.45 million** or **PHP73.86 to PHP74.66** on a per share basis for the Series 2-J Preferred Shares and **PHP13,566.51 million to PHP13,714.03 million** or **PHP73.77 to PHP74.57** on a per share basis for the Series 2-K Preferred Shares.

Series 2-J

Valuation Summary	Low Estimate	High Estimate
Estimated Equity Value (in PHP millions)	19,696.35	19,910.45
Outstanding Shares (in millions)	266.67	266.67
Estimated Equity Value (in PHP per share)	**73.86**	**74.66**

Source: FTI Consulting Analysis

Series 2-K

Valuation Summary	Low Estimate	High Estimate
Estimated Equity Value (in PHP millions)	13,566.51	13,714.03
Outstanding Shares (in millions)	183.90	183.90
Estimated Equity Value (in PHP per share)	**73.77**	**74.57**

Source: FTI Consulting Analysis

Valuation Analysis | Exchange Shares
Volume Weighted Average Price Method

- As a supplemental cross-check to our DDM valuation and given that the Exchange Shares are listed on the local stock exchange, we also valued the Exchange Shares using the Volume Weighted Average Price method.
- The VWAP method is computed using the following formula:

$$VWAP = \frac{\sum(Stock\ Price\ x\ Volume\ Traded)}{\sum Volume\ Traded}$$

- We considered the stock prices and trading volume of the Exchange Shares over a one-year period from the Valuation Date. Stock prices were extracted from S&P Capital IQ and were weighted by their corresponding trading volume.

VWAP Computation as of 30 June 2025

Period	Series 2-J (PHP per share)	Series 2-K (PHP per share)
365-day	69.58	69.22
180-day	71.12	69.92
90-day	71.85	70.48
30-day	72.03	70.58
VWAP as of 30 June 2025	70.80	70.11

- Using the VWAP method, the market value of the Exchange Shares as of the Valuation Date was estimated within the range of **PHP69.58** to **PHP72.03** on a per share basis for Series 2-J Preferred Shares and **PHP69.22** to **PHP70.58** on a per share basis for Series 2-K Preferred Shares.

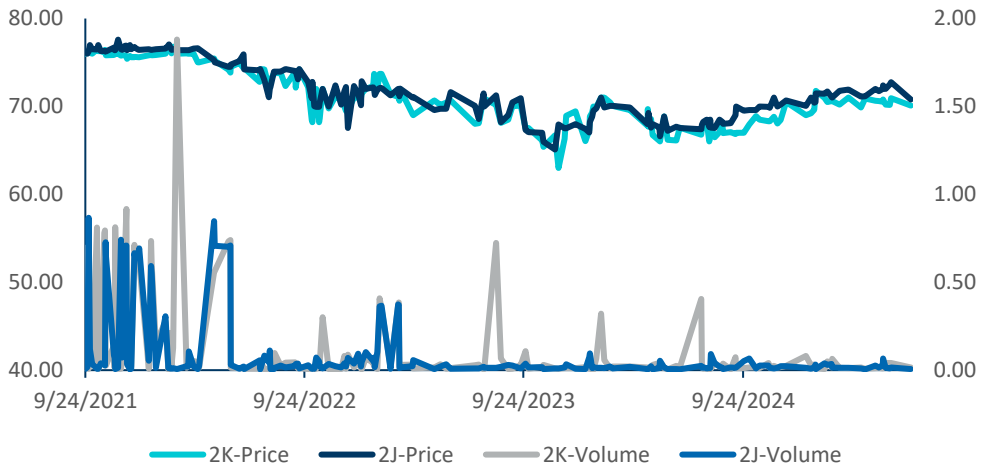
Valuation Summary	Low Estimate	High Estimate
Series 2-J Preferred Shares	365-day	30-day
VWAP (in PHP per share)	69.58	72.03
Outstanding Shares (in millions)	266.67	266.67
Estimated Equity Value (in PHP millions)	**18,555.90**	**19,208.58**

Source: FTI Consulting Analysis

Valuation Summary	Low Estimate	High Estimate
Series 2-K Preferred Shares	365-day	30-day
VWAP (in PHP per share)	69.22	70.58
Outstanding Shares (in millions)	183.90	183.90
Estimated Equity Value (in PHP millions)	**12,730.07**	**12,979.71**

Source: FTI Consulting Analysis

Price and Volume Chart



Sources: S&P Capital IQ, FTI Consulting Analysis

Valuation Analysis | Exchange Shares
Summary

Based upon discussions with and representations of SMC's management, research conducted, and the valuation analyses performed and described herein, the market value of the Exchange Shares was estimated within the range of **PHP19,696.35 million to PHP19,910.45 million** or **PHP73.86 to PHP74.66** on a per share basis for the Series 2-J Preferred Shares and **PHP13,566.51 million to PHP13,714.03 million** or **PHP73.77 to PHP74.57** on a per share basis for the Series 2-K Preferred Shares as of the Valuation Date.

Exchange Shares	Series 2-J		Series 2-K	
In PHP millions, except for the per share values and number of shares	Low Est.	High Est.	Low Est.	High Est.
Dividend Discount Model	19,696.35	19,910.45	13,566.51	13,714.03
Number of shares	266.67	266.67	183.90	183.90
Price per share	**73.86**	**74.66**	**73.77**	**74.57**
Cross-checks:				
Volume Weighted Average Price	*69.58*	*72.03*	*69.22*	*70.58*
RANGE OF MARKET VALUES	**73.86**	**74.66**	**73.77**	**74.57**

Sources: FTI Consulting Analysis

We note that the estimated market value using the DDM is higher as compared to Series 2-J's and 2-K's VWAPs. This variance can be explained by the lower trading volumes of the preferred shares and limited liquidity. In such circumstances, the VWAPs may not fully reflect the intrinsic value of the securities, which can be influenced by market sentiment-driven trades, liquidity constraints, and short-term supply-and-demand imbalances than intrinsic fundamentals.

Valuation Analysis – Offered Shares

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Valuation Analysis | Offered Shares
Dividend Discount Model

Offered Shares Overview

Up to 266.67 million Series 2-P Preferred Shares, 91.95 million Series 2-Q Preferred Shares and 91.95 million Series 2-R Preferred Shares shall be issued by SMC in the Transaction. These shares are cumulative, non-voting, non-participating, non-convertible, redeemable, Peso-denominated, and perpetual. These shares will be publicly listed in the PSE as SMC2P, SMC2Q, and SMC2R, respectively.

Discount Rate Estimation

The rates used to discount the forecasted dividends to value the Offered Shares as of the Valuation Date were based on the following parameters:

- The build-up approach was applied to estimate the YTMs used for the low and high estimates calculation.
  - Comparable preferred shares were identified using S&P Capital IQ.
  - The coupon rates and corresponding PHP 25-year BVAL rates at the time of issuance of the comparable preferred shares were obtained from Bloomberg and used to calculate the additional spread of the comparable preferred shares.
  - The minimum and maximum spread were then added to the corresponding PHP BVAL rates as of the Valuation Date to calculate low and high estimate YTMs for the Series 2-P, Series 2-Q, and Series 2-R shares.
    - Series 2-P: PHP 5Y BVAL rate
    - Series 2-Q: PHP 7Y BVAL rate
    - Series 2-R: PHP 10Y BVAL rate

Series 2-P

As of 30 June 2025	BVAL	Spread	YTM
Low estimate	5.94%	2.48%	8.42%
High estimate	5.94%	0.15%	6.09%

Sources: Bloomberg, FTI Consulting Analysis

Series 2-Q

As of 30 June 2025	BVAL	Spread	YTM
Low estimate	6.10%	2.48%	8.58%
High estimate	6.10%	0.15%	6.25%

Sources: Bloomberg, FTI Consulting Analysis

Series 2-R

As of 30 June 2025	BVAL	Spread	YTM
Low estimate	6.28%	2.48%	8.76%
High estimate	6.28%	0.15%	6.43%

Sources: Bloomberg, FTI Consulting Analysis

Valuation Analysis | Offered Shares
Dividend Discount Model

The following are the **Key Valuation Inputs and Assumptions** used in the **Dividend Discount Model** of the **Offered Shares**:

Forecasted Dividends

Dividends are forecasted to be paid on a quarterly basis, following Management representation that Offered Shares will share the same features as the Exchange Shares. We understand that Management plans to redeem these shares after a tenor of 5Y, 7Y, and 10Y, respectively.

Coupon Rate

The Offered Shares have the following coupon rates, as provided by Management.

- Series 2-P: 7.13 percent based on 5.88 percent 5Y BVAL
- Series 2-Q: 7.42 percent based on 5.97 percent 7Y BVAL
- Series 2-R: 7.74 percent based on 6.09 percent 10Y BVAL

These rates are based on three-day average BVAL as of 13 August 2025 plus the mid-point of indicative spreads provided by banks, as represented by Management.

Redemption Value

The shares are assumed to be redeemed at the end of the 5Y, 7Y, and 10Y tenor, respectively. The redemption price is equal to the offer price (PHP75 per share) of the Offered Shares plus all dividends due them on the date of redemption as well as all dividends in arrears.

All forecasted dividends are assumed to be paid on time.

- As we understand that the Offered Shares are to be issued at the end of 2025, the present value of the Offered Shares under the DDM are adjusted to account for the time value between the Valuation Date and the issuance date using the PHP 6-month BVAL rate plus spread as of the Valuation Date.
- Using the DDM method, the market value of the Offered Shares are as follows:

Valuation Summary	Low Estimate	High Estimate
Estimated Equity Value (in PHP millions)	18,924.18	21,207.52
Outstanding Shares (in millions)	266.67	266.67
Estimated Equity Value (in PHP per share)	**70.96**	**79.53**

Source: FTI Consulting Analysis

Valuation Summary	Low Estimate	High Estimate
Estimated Equity Value (in PHP millions)	6,482.94	7,468.63
Outstanding Shares (in millions)	91.95	91.95
Estimated Equity Value (in PHP per share)	**70.51**	**81.22**

Source: FTI Consulting Analysis

Valuation Summary	Low Estimate	High Estimate
Estimated Equity Value (in PHP millions)	6,464.71	7,701.25
Outstanding Shares (in millions)	91.95	91.95
Estimated Equity Value (in PHP per share)	**70.31**	**83.75**

Source: FTI Consulting Analysis

Valuation Analysis | Offered Shares
Comparable Public Companies Method

- The Comparable Public Companies Method was also used as a cross-check to estimate the market value of the Offered Shares. This method involves the identification of publicly traded shares that are reasonably comparable to the subject shares, and the analysis of the valuation indications that the multiples of comparable shares imply when applied to the subject shares.
- The following were determined as the comparable preferred shares of the Offered Shares: These consist of ACENA, ACPB3, ACPB4, CLIA2, EEIPB, MWP5, PRF3B, PRF4A, PRF4C, PRF4D, PRF4E, VLL2A, and VLL2B. Refer to Appendix B for the selection criteria of comparable preferred shares, and to Appendix C for information on each of the selected shares.
- We examined the yield to maturity and dividend yield as of the Valuation Date of the selected comparable preferred shares.
- We took the minimum and maximum of the comparable preferred shares' dividend yield gathered from Bloomberg to estimate low and high case values. The minimum and maximum dividend yield were applied to the Offered Shares' annual dividend per share to arrive at the estimated price per share.
- Using the Comparable Public Companies Method, the market value of Offered Shares as of the Valuation Date was estimated within the range of **PHP63.59** to **PHP84.48** per share for Series 2-P Preferred Shares, **PHP66.17** to **PHP87.91** per share for Series 2-Q Preferred Shares, and **PHP69.03** to **PHP91.70** per share for Series 2-R Preferred Shares.

Valuation Multiples of Comparable Public Companies

Preferred Share Listing	Company	Dividend Yield
ACENA	ACEN Corporation	6.33%
ACPB3	Ayala Corporation	6.33%
ACPB4	Ayala Corporation	6.33%
CLIA2	Cebu Landmasters, Inc.	7.24%
EEIPB	EEI Corporation	7.46%
MWP5	Megawide Construction	7.86%
PRF3B	Petron Corporation	7.21%
PRF4A	Petron Corporation	6.71%
PRF4C	Petron Corporation	7.23%
PRF4D	Petron Corporation	6.88%
PRF4E	Petron Corporation	6.98%
VLL2A	Vista Land & Landscapes, Inc.	8.41%
VLL2B	Vista Land & Landscapes, Inc.	8.36%
Minimum		**6.33%**
Maximum		**8.41%**

Valuation Summary	2-P	2-Q	2-R
Dividend per share (in PHP)	5.35	5.56	5.80
Dividend Yield			
Minimum	6.33%	6.33%	6.33%
Maximum	8.41%	8.41%	8.41%
Estimated Price per share			
Low estimate	**63.59**	**66.17**	**69.03**
High estimate	**84.48**	**87.91**	**91.70**

Sources: S&P Capital IQ, Bloomberg, FTI Consulting Analysis

Valuation Analysis | Offered Shares
Valuation Summary

Based upon discussions with and representations of SMC's management, research conducted, and the valuation analyses performed and described herein, the range of market values of the Offered Shares is within **PHP18,924.18 million to PHP21,207.52 million** or **PHP70.96 to PHP79.53** on a per share basis for the Series 2-P Preferred Shares, **PHP6,482.94 million to PHP7,468.63 million** or **PHP70.51 to PHP81.22** on a per share basis for the Series 2-Q Preferred Shares, and **PHP6,464.71 million to PHP7,701.25 million** or **PHP70.31 to PHP83.75** on a per share basis for the Series 2-R Preferred Shares.

Offered Shares	**Series 2-P**		**Series 2-Q**		**Series 2-R**	
In PHP millions, except for the per share values and number of shares	Low Est.	High Est.	Low Est.	High Est.	Low Est.	High Est.
Primary Method: Dividend Discount Model						
Preferred equity value	**18,924.18**	**21,207.52**	**6,482.94**	**7,468.63**	**6,464.71**	**7,701.25**
Number of shares	266.67	266.67	91.95	91.95	91.95	91.95
Price per share	**70.96**	**79.53**	**70.51**	**81.22**	**70.31**	**83.75**
Cross-checks:						
Comparable Public Companies Method	*63.59*	*84.48*	*66.17*	*87.91*	*69.03*	*91.70*
RANGE OF MARKET VALUES	**70.96**	**79.53**	**70.51**	**81.22**	**70.31**	**83.75**

Sources: FTI Consulting Analysis

Valuation Conclusion

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Valuation Conclusion

Based upon discussions with and representations of SMC's management, research conducted, and the valuation analyses performed and described herein, the range of market values of the Exchange Shares and Offered Shares are estimated as follows:

Shares to be Swapped	Exchange Shares		Offered Shares		Fair Exchange Ratio	
Amounts in PHP per share, except for exchange ratios	Low Estimate	High Estimate	Low Estimate	High Estimate	Low Estimate	High Estimate
Series 2J and 2P	73.86	74.66	70.96	79.53	0.93	1.05
Series 2J and 2Q	73.86	74.66	70.51	81.22	0.91	1.06
Series 2J and 2R	73.86	74.66	70.31	83.75	0.88	1.06
Series 2K and 2P	73.77	74.57	70.96	79.53	0.93	1.05
Series 2K and 2Q	73.77	74.57	70.51	81.22	0.91	1.06
Series 2K and 2R	73.77	74.57	70.31	83.75	0.88	1.06

Source: FTI Consulting Analysis

**Fair exchange ratio refers to the number of Exchanged Shares for each Offered Share*

Appendices

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Appendix A
Glossary of Terms

Term	Definition
BSP	Bangko Sentral ng Pilipinas
BVAL	Bloomberg Valuation
CDS	Credit Default Swap
Comparable companies	Publicly traded companies that are of similar characteristics (such as size, business of operations, or risks) and industry to the enterprise being valued
Comparable Public Companies Method	Valuation method that involves identification of publicly listed companies that are reasonably comparable to the subject company, and analysis of the valuation indications that the multiples of comparable companies imply when applied to the subject company
Cost of equity	The return that stockholders require for a company; also called as required rate of return on equity
DDM	Dividend Discount Model
Discount rate	A rate of return used to convert a future monetary sum or cash flow into present value
Exchange shares	Series 2-J and Series 2-K Preferred Shares
Fed	Federal Reserve
Fairness Opinion	An opinion on whether the financial terms of a proposed corporate transaction are fair to the equity holders of an entity involved
GDP	Gross Domestic Product; The total market value of the goods and services produced by a country's economy during a specified period of time
IVS	International Valuation Standards
Market Value	The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.
mn	million
Offered shares	Series 2-P, Series 2-Q, Series 2-R Preferred Shares
PHP	Philippine Peso
PSE	Philippine Stock Exchange
SMC	San Miguel Corporation

Appendix A
Glossary of Terms

Term	Definition
Valuation	The process of establishing the value of an asset or liability
Valuation approach	One of three principal ways of estimating value; each valuation approach includes different methods that may be used to apply the principles of the approach to specific asset types or situations
Valuation Date	The date on which the opinion of value applies
VWAP	Volume Weighted Average Price
VWAP Method	Valuation method that involves analysis of the value of the subject company's shares based on its historical trading volume and price
YTC	Yield to call
YTD	Year to date
YTM	Yield to maturity

Appendix B
Selection of Comparable Preferred Shares

Using the S&P Capital IQ, we obtained the population of preferred shares which are publicly-listed in the Philippine Stock Exchange. The table below presents the selection process of comparable public preferred shares, excluding listed preferred shares of San Miguel Corporation, used in the analysis.

Selection Process of Comparable Preferred Shares	Number of Comparables Filtered out	Number of Comparables Remaining
Listed in : Philippine Stock Exchange		48
Preferred Shares Features : Cumulative / non-voting / non-participating / non-convertible / redeemable / Peso-denominated / perpetual and with YTM and dividend yield information available	35	13
Final Number of Comparable Companies Used		**13**

Sources: S&P Capital IQ, FTI Consulting Analysis

Appendix C
Comparable Preferred Shares

Presented below are the selected comparable preferred shares for the valuation of the Offered Shares.

Comparable Preferred Shares	Company	Coupon Rate	BVAL	Spread	Shares Description
ACENA	Acen Corporation	7.13%	6.57%	0.56%	CD=7.133% until 9/1/2028; thereafter higher of DVD=7.133% or PDSF25YR +1.5%; Next call date at 9/1/26 @PHP 1,000, and then quarterly thereafter
ACPB3	Ayala Corporation	6.05%	5.90%	0.15%	CPN = 6.3587% until 05/29/28, threafter reset to 5Y BVAL + 1.5%, and then 05/29/33 CPN will be fixed at 25Y BVAL + 2.5%; Cumulative preferred
ACPB4	Ayala Corporation	6.29%	6.65%	*n.m.f	Next call date at 6/19/30 @ PHP 2,000
CLIA2	Cebu Landmasters, Inc.	8.25%	6.80%	1.45%	Next call date at 4/12/31 @ PHP 1,000
EEIPB	EEI Corporation	6.94%	5.08%	1.86%	Next call date at 6/23/27 @ PHP 100
MWP5	Megawide Construction Corporation	7.90%	6.44%	1.46%	CPN = 7.9042% until 4/17/26, thereafter reset to higher of 5Y BVAL or 12%; Next call date at 4/17/26 @ PHP 100
PRF3B	Petron Corporation	7.14%	5.10%	2.04%	Next call date at 6/25/26 @ PHP 1,000
PRF4A	Petron Corporation	6.71%	6.74%	*n.m.f	Next call date at 1/23/26 @ PHP 1,000
PRF4C	Petron Corporation	7.09%	6.74%	0.35%	Next call date at 7/7/28 @ PHP 1,000
PRF4D	Petron Corporation	6.84%	5.74%	1.10%	Next call date at 9/23/27 @ PHP 1,000
PRF4E	Petron Corporation	7.10%	5.74%	1.36%	Next call date at 9/23/29 @ PHP 1,000
VLL2A	Vista Land & Lifescapes, Inc.	7.99%	5.92%	2.07%	Next call date at 10/4/28 @ PHP 1,000
VLL2B	Vista Land & Lifescapes, Inc.	8.40%	5.92%	2.48%	Next call date at 10/4/31 @ PHP 1,000

**No meaningful figure*
Sources: S&P Capital IQ, Company Websites

Appendix D
DDM Summary | Series 2-J

Low Estimate

Amounts in PHP Millions (except Present Value Factors)	3Q25	4Q25
Forecasted Dividends	238	238
[+] Redemption Value		20,000
Total Cash Flows	**238**	**20,238**
Present Value Factor	0.98	0.96
Total Discounted Cash Flows	**233**	**19,463**

Market Value of the Shares	**19,696.35**

High Estimate

Amounts in PHP Millions (except Present Value Factors)	3Q25	4Q25
Forecasted Dividends	238	238
[+] Redemption Value		20,000
Total Cash Flows	**238**	**20,238**
Present Value Factor	0.99	0.97
Total Discounted Cash Flows	**234**	**19,676**

Market Value of the Shares	**19,910.45**

Sources: FTI Consulting Analysis

Appendix D
DDM Summary | Series 2-K

Low Estimate

Amounts in PHP Millions (except Present Value Factors)	3Q25	4Q25
Forecasted Dividends	155	155
[+] Redemption Value		13,793
Total Cash Flows	**155**	**13,948**
Present Value Factor	0.98	0.96
Total Discounted Cash Flows	**152**	**13,415**

Market Value of the Shares	**13,566.51**

High Estimate

Amounts in PHP Millions (except Present Value Factors)	3Q25	4Q25
Forecasted Dividends	155	155
[+] Redemption Value		13,793
Total Cash Flows	**155**	**13,948**
Present Value Factor	0.99	0.97
Total Discounted Cash Flows	**153**	**13,561**

Market Value of the Shares	**13,714.03**

Sources: FTI Consulting Analysis

Appendix D
DDM Summary | Series 2-P

Low Estimate

Amounts in PHP Millions (except Present Value Factors)	1Q26	2Q26	3Q26	4Q26	1Q27	2Q27	3Q27	4Q27	1Q28	2Q28
Forecasted Dividends	357	357	357	357	357	357	357	357	357	357
[+] Redemption Value										
Total Cash Flows	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**357**
Present Value Factor	0.94	0.92	0.90	0.89	0.87	0.85	0.83	0.82	0.80	0.78
Total Discounted Cash Flows	**336**	**329**	**322**	**316**	**309**	**303**	**297**	**291**	**285**	**280**

Amounts in PHP Millions (except Present Value Factors)	3Q28	4Q28	1Q29	2Q29	3Q29	4Q29	1Q30	2Q30	3Q30	4Q30
Forecasted Dividends	357	357	357	357	357	357	357	357	357	357
[+] Redemption Value										20,000
Total Cash Flows	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**20,357**
Present Value Factor	0.77	0.75	0.74	0.72	0.71	0.70	0.68	0.67	0.65	0.64
Total Discounted Cash Flows	**274**	**269**	**263**	**258**	**253**	**248**	**243**	**238**	**233**	**13,052**

Sum of Discounted Cash Flows	**18,399.37**
Future value factor as of Issuance Date	1.03
Market Value of the Shares	**18,924.18**

Sources: FTI Consulting Analysis

Appendix D
DDM Summary | Series 2-P

High Estimate

Amounts in PHP Millions (except Present Value Factors)	1Q26	2Q26	3Q26	4Q26	1Q27	2Q27	3Q27	4Q27	1Q28	2Q28
Forecasted Dividends	357	357	357	357	357	357	357	357	357	357
[+] Redemption Value										
Total Cash Flows	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**357**
Present Value Factor	0.96	0.94	0.93	0.92	0.90	0.89	0.88	0.86	0.85	0.84
Total Discounted Cash Flows	**341**	**336**	**331**	**326**	**321**	**317**	**312**	**308**	**303**	**299**

Amounts in PHP Millions (except Present Value Factors)	3Q28	4Q28	1Q29	2Q29	3Q29	4Q29	1Q30	2Q30	3Q30	4Q30
Forecasted Dividends	357	357	357	357	357	357	357	357	357	357
[+] Redemption Value										20,000
Total Cash Flows	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**357**	**20,357**
Present Value Factor	0.83	0.81	0.80	0.79	0.78	0.77	0.76	0.74	0.73	0.72
Total Discounted Cash Flows	**294**	**290**	**286**	**281**	**277**	**273**	**269**	**265**	**261**	**14,705**

Sum of Discounted Cash Flows	**20,396.35**
Future value factor as of Issuance Date	1.04
Market Value of the Shares	**21,207.52**

Sources: FTI Consulting Analysis

Appendix D
DDM Summary | Series 2-Q

Low Estimate

Amounts in PHP Millions (except Present Value Factors)	1Q26	2Q26	3Q26	4Q26	1Q27	2Q27	3Q27	4Q27	1Q28	2Q28	3Q28	4Q28
Forecasted Dividends	128	128	128	128	128	128	128	128	128	128	128	128
[+] Redemption Value												
Total Cash Flows	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**
Present Value Factor	0.94	0.92	0.90	0.88	0.87	0.85	0.83	0.81	0.80	0.78	0.77	0.75
Total Discounted Cash Flows	**120**	**118**	**115**	**113**	**111**	**108**	**106**	**104**	**102**	**100**	**98**	**96**

Amounts in PHP Millions	1Q29	2Q29	3Q29	4Q29	1Q30	2Q30	3Q30	4Q30	1Q31	2Q31	3Q31	4Q31
Forecasted Dividends	128	128	128	128	128	128	128	128	128	128	128	128
[+] Redemption Value												
Total Cash Flows	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**
Present Value Factor	0.73	0.72	0.70	0.69	0.68	0.66	0.65	0.64	0.62	0.61	0.60	0.59
Total Discounted Cash Flows	**94**	**92**	**90**	**88**	**86**	**85**	**83**	**81**	**80**	**78**	**76**	**75**

Amounts in PHP Millions	1Q32	2Q32	3Q32	4Q32
Forecasted Dividends	128	128	128	128
[+] Redemption Value				6,896
Total Cash Flows	**128**	**128**	**128**	**7,024**
Present Value Factor	0.57	0.56	0.55	0.54
Total Discounted Cash Flows	**73**	**72**	**70**	**3,789**

Sum of Discounted Cash Flows	**6,303.15**
Future value factor as of Issuance Date	1.03
Market Value of the Shares	**6,482.94**

Sources: FTI Consulting Analysis

Appendix D
DDM Summary | Series 2-Q

High Estimate

Amounts in PHP Millions (except Present Value Factors)	1Q26	2Q26	3Q26	4Q26	1Q27	2Q27	3Q27	4Q27	1Q28	2Q28	3Q28	4Q28
Forecasted Dividends	128	128	128	128	128	128	128	128	128	128	128	128
[+] Redemption Value												
Total Cash Flows	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**
Present Value Factor	0.96	0.94	0.93	0.91	0.90	0.89	0.87	0.86	0.85	0.83	0.82	0.81
Total Discounted Cash Flows	**122**	**120**	**118**	**117**	**115**	**113**	**111**	**110**	**108**	**107**	**105**	**103**

Amounts in PHP Millions	1Q29	2Q29	3Q29	4Q29	1Q30	2Q30	3Q30	4Q30	1Q31	2Q31	3Q31	4Q31
Forecasted Dividends	128	128	128	128	128	128	128	128	128	128	128	128
[+] Redemption Value												
Total Cash Flows	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**	**128**
Present Value Factor	0.80	0.78	0.77	0.76	0.75	0.74	0.73	0.72	0.71	0.70	0.68	0.67
Total Discounted Cash Flows	**102**	**100**	**99**	**97**	**96**	**94**	**93**	**92**	**90**	**89**	**87**	**86**

Amounts in PHP Millions	1Q32	2Q32	3Q32	4Q32
Forecasted Dividends	128	128	128	128
[+] Redemption Value				6,896
Total Cash Flows	**128**	**128**	**128**	**7,024**
Present Value Factor	0.66	0.65	0.64	0.63
Total Discounted Cash Flows	**85**	**84**	**82**	**4,458**

Sum of Discounted Cash Flows	**7,182.97**
Future value factor as of Issuance Date	1.04
Market Value of the Shares	**7,468.63**

Sources: FTI Consulting Analysis

Appendix D
DDM Summary | Series 2-R

Low Estimate

Amounts in PHP Millions (except Present Value Factors)	1Q26	2Q26	3Q26	4Q26	1Q27	2Q27	3Q27	4Q27	1Q28	2Q28	3Q28	4Q28
Forecasted Dividends	134	134	134	134	134	134	134	134	134	134	134	134
[+] Redemption Value												
Total Cash Flows	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**
Present Value Factor	0.94	0.92	0.90	0.88	0.86	0.85	0.83	0.81	0.79	0.78	0.76	0.75
Total Discounted Cash Flows	**125**	**123**	**120**	**118**	**115**	**113**	**111**	**108**	**106**	**104**	**102**	**100**

Amounts in PHP Millions	1Q29	2Q29	3Q29	4Q29	1Q30	2Q30	3Q30	4Q30	1Q31	2Q31	3Q31	4Q31
Forecasted Dividends	134	134	134	134	134	134	134	134	134	134	134	134
[+] Redemption Value												
Total Cash Flows	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**
Present Value Factor	0.73	0.71	0.70	0.69	0.67	0.66	0.64	0.63	0.62	0.60	0.59	0.58
Total Discounted Cash Flows	**97**	**95**	**93**	**92**	**90**	**88**	**86**	**84**	**82**	**81**	**79**	**77**

Amounts in PHP Millions	1Q32	2Q32	3Q32	4Q32	1Q33	2Q33	3Q33	4Q33	1Q34	2Q34	3Q34	4Q34
Forecasted Dividends	134	134	134	134	134	134	134	134	134	134	134	134
[+] Redemption Value												
Total Cash Flows	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**
Present Value Factor	0.57	0.56	0.54	0.53	0.52	0.51	0.50	0.49	0.48	0.47	0.46	0.45
Total Discounted Cash Flows	**76**	**74**	**73**	**71**	**70**	**68**	**67**	**65**	**64**	**63**	**61**	**60**

Amounts in PHP Millions	1Q35	2Q35	3Q35	4Q35
Forecasted Dividends	134	134	134	134
[+] Redemption Value				6,896
Total Cash Flows	**134**	**134**	**134**	**7,030**
Present Value Factor	0.44	0.43	0.42	0.41
Total Discounted Cash Flows	**59**	**58**	**56**	**2,912**

Sum of Discounted Cash Flows	**6,285.43**
Future value factor as of Issuance Date	1.03
Market Value of the Shares	**6,464.71**

Sources: FTI Consulting Analysis

Appendix D
DDM Summary | Series 2-R

High Estimate

Amounts in PHP Millions (except Present Value Factors)	1Q26	2Q26	3Q26	4Q26	1Q27	2Q27	3Q27	4Q27	1Q28	2Q28	3Q28	4Q28
Forecasted Dividends	134	134	134	134	134	134	134	134	134	134	134	134
[+] Redemption Value												
Total Cash Flows	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**
Present Value Factor	0.95	0.94	0.93	0.91	0.90	0.88	0.87	0.86	0.84	0.83	0.82	0.80
Total Discounted Cash Flows	**127**	**125**	**123**	**122**	**120**	**118**	**116**	**114**	**112**	**111**	**109**	**107**

Amounts in PHP Millions	1Q29	2Q29	3Q29	4Q29	1Q30	2Q30	3Q30	4Q30	1Q31	2Q31	3Q31	4Q31
Forecasted Dividends	134	134	134	134	134	134	134	134	134	134	134	134
[+] Redemption Value												
Total Cash Flows	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**
Present Value Factor	0.79	0.78	0.77	0.76	0.74	0.73	0.72	0.71	0.70	0.69	0.68	0.67
Total Discounted Cash Flows	**106**	**104**	**102**	**101**	**99**	**98**	**96**	**95**	**93**	**92**	**90**	**89**

Amounts in PHP Millions	1Q32	2Q32	3Q32	4Q32	1Q33	2Q33	3Q33	4Q33	1Q34	2Q34	3Q34	4Q34
Forecasted Dividends	134	134	134	134	134	134	134	134	134	134	134	134
[+] Redemption Value												
Total Cash Flows	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**	**134**
Present Value Factor	0.66	0.65	0.64	0.63	0.62	0.61	0.60	0.59	0.58	0.57	0.56	0.55
Total Discounted Cash Flows	**88**	**86**	**85**	**84**	**82**	**81**	**80**	**79**	**77**	**76**	**75**	**74**

Amounts in PHP Millions	1Q35	2Q35	3Q35	4Q35
Forecasted Dividends	134	134	134	134
[+] Redemption Value				6,896
Total Cash Flows	**134**	**134**	**134**	**7,030**
Present Value Factor	0.54	0.54	0.53	0.52
Total Discounted Cash Flows	**73**	**72**	**70**	**3,654**

Sum of Discounted Cash Flows	**7,406.68**
Future value factor as of Issuance Date	1.04
Market Value of the Shares	**7,701.25**

Sources: FTI Consulting Analysis

About FTI Consulting Philippines, Inc.

FTI CONSULTING

FTI Consulting Philippines at a Glance

FTI Consulting Philippines, Inc. (FTI PH) is a financial/business advisory firm assisting clients with major events that can significantly influence the reputation and valuation of their organization. We help companies **build**, **grow**, **defend**, or **repair** their businesses.

FTI PH is a 100 percent Filipino-owned company with an exclusive franchise agreement with **FTI Consulting, Inc.**, a US-based global consulting firm listed on the New York Stock Exchange (NYSE: FCN). FTI PH was incorporated in 2006.

What Makes us Unique

Definitive Expertise

FTI PH employs **highly qualified professionals** particularly, MBAs, CPAs, and CFA charterholders with extensive, practical experience in applying that expertise to generate a decisive impact.

Accredited by SEC and PSE

FTI PH is accredited by the **Securities and Exchange Commission** (SEC) for the valuation of shares of stock and intangible assets, and is also accredited by the **Philippine Stock Exchange** (PSE) to issue fairness opinions and valuation reports of listed companies of the Exchange.

A Culture that Delivers

Our culture and working style reflect a **bias for the tangible** and a **tenacity for solutions** that make a meaningful difference. Our practices, as standalone offerings and comprehensive solutions, address the many interconnected issues our clients face.

Wide Client Reach

Our clients encompass a **diverse spectrum** of global and domestic: publicly-listed companies, financial institutions, family-owned corporations, funds/investors, and government-owned and controlled corporations.

Our Services

- Lead M&A Advisory
- Infrastructure Advisory
- Corporate & Debt Restructuring
- Valuations
- Fairness Opinion
- Purchase Price Allocation
- Financial Model Preparation
- Financial Model Review
- Financial Due Diligence
- Funds Advisory
- Distressed Debt Advisory

Industry Experience

Comprehensive Services

LEAD M&A AND INFRASTRUCTURE ADVISORY

As a trusted partner to companies, boards of directors, investors, lenders, and creditors around the world, the Corporate Finance & Restructuring segment is focused on delivering **restructuring**, **business transformation**, and **transaction solutions**. Committed to our clients' success, our award-winning professionals address the full spectrum of financial, operational, and transactional risks and opportunities across diverse industries. Among our core strengths is providing expertise in guiding companies through the value-creation life cycle.

VALUATION/PURCHASE PRICE ALLOCATION

We capitalize on our technical proficiency and extensive knowledge in various industries in **valuing shares of stock** and **intangible assets**. We utilize three general approaches to valuation: income, market, and cost approaches. We also provide post-acquisition support to clients through an independent **purchase price allocation** of their acquired assets and assumed liabilities, as part of their financial reporting requirements.

FINANCIAL MODEL PREPARATION AND REVIEW

We assist clients in their financial modeling needs through either **financial model construction** or **review**. Financial model construction involves preparing a model based on the needs of the client, using the project documents and/or technical studies commissioned by a client to evaluate a project. Our expertise in building financial models allows us to conduct an effective review of the models of other parties. We provide critical feedback to clients by assessing the integrity and structure of the model, checking for calculation errors, and documenting findings for immediate and future reference.

RESTRUCTURING

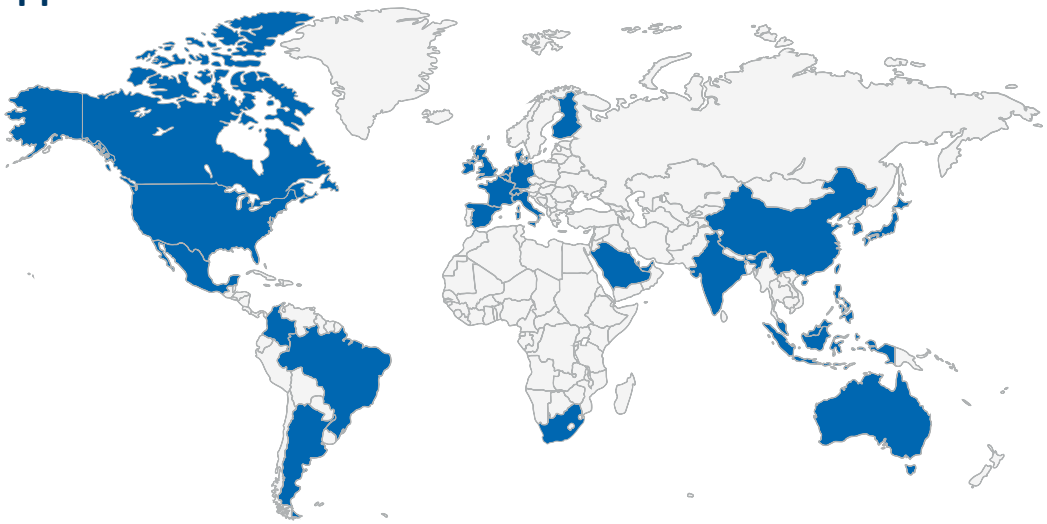
As one of the most well known names in the industry, we bring credibility and a proven track record of results to rebuild or extract value from underperforming companies. FTI PH has expertise in providing the following services: **performance improvement**, **CRO** (Chief Restructuring Officer)/**Interim Management**, **Restructuring Advisory**, and **Liquidity Management**. An objective third party specializing in rebuilding value is often the catalyst necessary to revitalize a company.

OTHER SERVICES

FTI PH's expertise extends to other services including **distressed debt advisory**, **financial due diligence**, **funds advisory**, and other transaction-related services.

Our Global Reach

With offices in every major financial center and every corner of the globe, we successfully serve our clients wherever challenges and opportunities arise.



North America

Canada
Calgary
Montreal
Toronto
Vancouver

United States
Atlanta
Bethesda
Boston
Bowie
Brentwood
Charlotte
Chicago
Columbia
Dallas
Denver
Detroit
Great Neck
Houston
Indianapolis
Irvine
Las Vegas
Los Angeles
McLean
Miami
Milwaukee
New York
Oakland
Palm Beach
Philadelphia
Pittsburgh
Portland
Redwood City
Richmond
Roseland
San Francisco
Santa Barbara
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Seattle
Walnut Creek
Washington, D.C.
Wayne

Latin America

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Caribbean
British Virgin Islands
Cayman Islands

Colombia
Bogotá

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Mexico City

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Belgium
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Ixelles

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Copenhagen

Finland
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Paris

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Netherlands
Amsterdam

Qatar
Doha

Saudi Arabia
Riyadh

South Africa
Cape Town
Johannesburg
Sandton

Spain
Barcelona
Madrid

Switzerland
Zurich

United Arab Emirates
Abu Dhabi
Dubai

United Kingdom
London
Stirling

Asia

China
Beijing
Hong Kong
Shanghai
Shenzhen

India
Mumbai
New Delhi

Indonesia
Jakarta

Japan
Tokyo

Korea
Seoul

Malaysia
Kuala Lumpur

Philippines [1]
Manila

Singapore

Australia

Brisbane
Melbourne
Perth
Sydney

1. Affiliate

Our Team

FTI CONSULTING

Dominador (“Butch”) Gregorio III

Senior Managing Director

+63 920.928.3514
butch.gregorio@fticonsulting-ph.com

Location
Manila, Philippines

Certifications
Certified Public Accountant
Licensed Real Estate Broker
Fellow - Institute of Corporate Directors (ICD)

Professional Affiliations
Finance Executives of the Philippines
Philippine Institute of Certified Public Accountants

Education
MBA – Wharton Business School
MA in International Studies – Lauder Institute of Management and International Studies, University of Pennsylvania
BS Business Administration and Accountancy, University of the Philippines

Dominador (Butch) Gregorio III is a Senior Managing Director in FTI Consulting Philippines’ Corporate Finance practice, based in Manila, Philippines. He has more than 30 years of professional experience in restructuring, transaction support, mergers and acquisitions (“M&A”), and financial advisory.

Mr. Gregorio has advised clients in healthy and distressed situations in connection with M&A, debt restructuring, corporate reorganizations, recapitalizations, funds advisory, and strategic business issues.

Mr. Gregorio’s experience covers all aspects of financial and operating transaction support, including business enterprise valuation, identifying value drivers and risk issues critical to the investment decision, structuring considerations, due diligence of the quality of earnings, cash flows, and balance sheet, fairness opinions, project finance, supporting negotiating financing covenants, advice on sale and purchase agreements, forensic investigation, business process reviews, interim management roles, and corporate directorships. He is an independent director of Sun Life Investment Management & Trust Corporation and Home Credit Philippines.

Prior to joining, Mr. Gregorio provided similar services as a partner and head of the Financial Advisory Services group for Deloitte in Almaty, Kazakhstan. From 2003 to 2007, he was the COO and Managing Director of Ernst & Young Transaction Advisory Services, Inc. in the Philippines. He was a partner in SGV & Co. and head of the Corporate Finance Division. Mr. Gregorio spent seven years with Citicorp Real Estate, Inc. (Citibank N.A.) in New York, Minneapolis, and Dallas, U.S.A. He represented a hedge fund as a member of the board of directors of a listed real estate company, which was eventually sold.

Relevant Experience

- Buy-side M&A advisory for the purchase of Wizards Group by NTT Data which included structuring, valuation, due diligence, and negotiations until financial closing
- Sell-side advisor for the successful disposition of 100 percent of Country Builders Bank, a 36-branch Metro Manila-based rural bank
- Financial advisory and due diligence on the potential acquisition of Chemphil Industries
- Sell-side advisor on the successful sale of a distributor of medical devises to a foreign buyer.
- Financial advisor to the buyers of National Life Insurance Corporation in successful bidding through the Insurance Commission
- Fairness opinion and valuation engagement for the property-for-share swap of a listed energy company for an international renewable energy portfolio
- Fairness opinion and valuation covering a property-for share swap in relation to the infusion of certain assets of Ayala Corporation to Ayala Land inc.
- Assessment of financial condition and recommendations for the debt restructuring of a listed agriculture company with its banks

John Balce

Senior Managing Director

+63 928.503.9492
john.balce@fticonsulting-ph.com

Location
Manila, Philippines

Certifications
Certified Public Accountant
Chartered Financial Analyst
AMAVI-Certified Intellectual Property Valuer

Professional Affiliations
CFA Institute
CFA Society Philippines
Philippine Institute of Certified Public Accountants
Finance Executives Institute of the Philippines

Education
Executive Masters in Business Administration, Asian Institute of Management

John Balce is a Senior Managing Director in FTI Consulting Philippines' Corporate Finance practice, based in Manila, Philippines. His industry expertise includes infrastructure, energy, mining, and financial institutions. He has more than 15 years of professional experience in financial modeling, valuation, deal advisory, project finance, and corporate restructuring.

Mr. Balce has been involved in several deals, including mergers & acquisitions ("M&A"), capital raising, debt refinancing, public-private partnerships, non-performing loan ("NPL") portfolio sales, and corporate rehabilitation. Mr. Balce has assisted in several cross-border engagements in the Philippines, China, Hong Kong, Indonesia, and Singapore.

Mr. Balce has extensive experience in building complex financial models for infrastructure and energy projects for evaluating financial viability for purposes of contractual negotiations, regulatory considerations and financing. He likewise has extensive experience in performing valuation of companies in various industries, whether public or private, including embedded intangible assets in M&A transactions.

Mr. Balce holds an executive master's degree in Business Administration, with honors, from the Asian Institute of Management. He graduated Magna Cum Laude from the University of the Philippines - Diliman with a bachelor's degree in Business Administration and Accountancy. He is a Certified Public Accountant and a Chartered Financial Analyst ("CFA") Charterholder. He is the President and Chairman of the CFA Society Philippines, a member of the CFA Institute, a member of the Philippine Institute of Certified Public Accountants, and an officer of the Finance Executives Institute of the Philippines.

Relevant Experience

- Spearheaded the team assisting a group of Philippine conglomerates that submitted an unsolicited proposal for the rehabilitation of the Ninoy Aquino International Airport
- Managed the team performing a valuation of a portfolio of onshore and offshore energy assets for purposes of two-stage property-for-share swaps
- Spearheaded the team which built financial models for several coal-fired power plants on behalf of a major power generation company
- Led the team reviewing the financial model for a biomass power plant facility which is a joint venture between MPIC and an LGU
- Spearheaded the creation of the financial model for the LRT2 O&M PPP project for the Consortium of AC Infra and MPIC
- Managed the team reviewing the financial models for several regional airports on which the Philippine government is bidding under its PPP program
- Managed the preparation of an O&M model for the AC Infra – Metro Pacific Consortium in its bid for the LRT1 extension PPP project
- Managed the reorganization and sale of the Philippines' second-largest biodiesel producer owned by a Singapore-based hedge fund

Alvin Tan

Managing Director

+63 998.844.0835
alvin.tan@fticonsulting-ph.com

Location
Manila, Philippines

Certifications
Chartered Financial Analyst
Chartered Valuer and Appraiser
Advanced Financial Modeler
Certified Financial Consultant

Professional Affiliations
CFA Institute
CFA Society Philippines
Institute of Valuers and Appraisers, Singapore
Financial Modeling Institute
Institute of Financial Consultants

Education
BS in Commerce Major in Financial Management, University of Santo Tomas – Magna Cum Laude

Alvin Tan is a Managing Director in FTI Consulting Philippines' Corporate Finance practice, based in Manila, Philippines. Mr. Tan has more than twelve years of experience in financial advisory services with a strong focus on shares and intangible assets valuations, fairness opinions, and purchase price allocation exercises.

Mr. Tan has meaningful corporate advisory and transaction support experience providing strategic advice to clients across several industry sectors, including banking & other financial institutions, real estate & REITs, power & renewable energy, infrastructure, utilities, technology, consumer, retail, healthcare, and education.

Mr. Tan has significant experience in the valuation of shares and intangible assets. He has spearheaded and performed a number of complex valuation engagements, including fairness opinions and valuations of majority and minority stakes in public and private firms both locally and internationally. He has conducted intangible asset valuations and purchase price allocation exercises for mergers and acquisitions in different industry sectors. He has also assisted engagements covering financial due diligence, fraud investigation, restructuring, and sell-side M&As in the Philippines.

Mr. Tan graduated valedictorian from the University of Santo Tomas and was awarded the most outstanding graduate. He is currently taking up Executive Master in Business Administration at the Asian Institute of Management. He is a CFA Charterholder, a CVA Charterholder, and a Certified Advanced Financial Modeler. He serves as a board of trustee and the Vice President for Academic Relations of the CFA Society Philippines.

Relevant Experience

- Managed the team performing a valuation of an investment holding company that owns a majority stake in one of the Philippines' largest publicly-listed conglomerates
- Spearheaded the fairness opinion engagement for the property-for-share swap of a publicly-listed energy company in the Philippines with an international renewable energy portfolio
- Led the fairness opinion engagement supported by a valuation exercise for a large real estate company in the Philippines regarding its property-for-share swap transaction between its parent company
- Prepared various financial models for a power generation company which were submitted to power distributors, bank lenders, and the Energy Regulatory Commission
- Managed the review of various financial models in the renewable energy space for the lenders' financing purposes
- Assisted in the successful sale of the largest rural bank in the Philippines in terms of branches in Metro Manila
- Performed financial due diligence on the potential acquisition of a publicly-listed chemicals company

Certificate of Reliance

FTI CONSULTING

Certificate of Reliance

SAN MIGUEL CORPORATION

5 September 2025

FTI Consulting Philippines Inc.
Pasig City, Philippines

Attention: John B. Balce
Senior Managing Director

Subject: Certificate of Reliance

Gentlemen:

This is to certify that to the best of our knowledge, the financial statements, dividend forecasts and supporting schedules listed in Annex A and submitted to FTI Consulting Philippines, Inc. ("FTI Consulting"), for the purpose of valuing Series 2-J Preferred Shares and Series 2-K Preferred Shares ("Exchange Shares") and Series 2-P Preferred Shares, Series 2-Q Preferred Shares, and Series 2-R Preferred Shares ("Offered Shares") represent the best estimates to the future operating performance, financial results and cashflows and are true and accurate, and free from material misstatements.

We have provided you with access to all information which we are aware are relevant to the engagement. We have no knowledge of any significant matter contrary to your findings.

We further certify that information we disclosed about the current operations, structure and organization, regulatory/legal disclosures, and other similar information relating to SMC, Exchange Shares, and Offered Shares are accurate to the best of our knowledge and belief at the time of the disclosure. Further, San Miguel Corporation shall indemnify and hold harmless FTI Consulting and its directors, officers, employees, and/or agents from any liability, loss, or damage arising out of or arising out of FTI Consulting's reliance on all information provided in performing the said valuation in accordance with clause 6 of the Terms and Conditions

Sincerely,

[redacted]

Joseph N. Pineda
SVP – Deputy CFO and Treasurer
San Miguel Corporation
40 San Miguel Avenue
Mandaluyong City, Metro Manila

[redacted]

Bella D. Navarra
SVP and Comptroller
San Miguel Corporation
40 San Miguel Avenue
Mandaluyong City, Metro Manila

40 SAN MIGUEL AVENUE, MANDALUYONG CITY, 1550 METRO MANILA, PHILIPPINES TEL. NO. (632) 632-3000

Annex A

	File Type/Nature	File Name
1	Audited Financial Statement	SMC-SEC-FORM-17-A (2024).pdf
2	Audited Financial Statement	SMC-SEC-FORM_17-A_2023_Part_2_of_3-FINAL.pdf
3	Audited Financial Statement	SMC-SEC-FORM-17-Q (2nd Quarter 2025) (08.14.2025)-FINAL.pdf
4	Series 2-J and 2-K Historical Dividends	SMC2J and 2K - historical dividend disclosures *(folder)*
5	Series 2-J Redemption	PSE-SMC Redemption of Series 2-J Preferred Shares (08.07.2025).pdf
6	Series 2-K Redemption	PSE-SMC Redemption of Series 2-K Preferred Shares (08.07.2025).pdf
7	Forecasted Dividends	Parma Divs and YTM.pdf
8	Yield-to-Maturity	Project Parma Distributions and YTM 08.13.25.pdf
9	Series 2 Prospectus	Prospectus relating to the Shelf Registration of 533,333,334 Series 2 Preferred Shares.pdf
10	Offer Supplement	Offer Supplement relating to the Offer of 133,333,400 Series 2 Preferred Shares 08October2020.pdf
11	Offer Supplement	Offer Supplement relating to the Offer of 133,333,400 Series 2 Preferred Shares 13November2020.pdf
12	Company Information	SMC CORP. STRUCTURE_30June2025.pdf
13	Transaction Overview	Project Parma and Machego.pdf
14	Information Request List	Copy of PJ Parma_IRL_28Aug2025.xlsx

Mandate Letter

FTI CONSULTING

Mandate Letter

FAIRNESS OPINION SERVICES ENGAGEMENT LETTER

STRICTLY PRIVATE & CONFIDENTIAL

July 28, 2025

San Miguel Corporation
40 San Miguel Avenue
Mandaluyong City, Metro Manila

Attention to: **Mr. Bryan U. Villanueva**
SVP – Chief Finance Officer

Mr. Joseph N. Pineda
SVP – Deputy CFO and Treasurer

Re: Fairness Opinion supported by a Valuation Report

Dear Sirs:

1. Introduction

We understand that San Miguel Corporation (SMC or the Company or the Client) is currently contemplating to exchange up to 450,571,657 shares of Series 2-J Preferred Shares and Series 2-K Preferred Shares (the "Exchange Shares") for re-issued cumulative, non-voting, non-participating, non-convertible, redeemable, re-issuable PHP-denominated perpetual preferred shares of the Company (the "Offered Shares") [the "Transaction"]. The Offered Shares shall generally follow the features of the Companies' Series [2] Preferred Shares and will be offered either as Series SMC2P with 5-year tenor, SMC2Q with 7-year tenor, and SMC2R with 10-year tenor.

Since the Transaction involves an offer by the Company to exchange the Offered Shares for the Exchange Shares, FTI Consulting Philippines, Inc. (FTI Consulting) is being requested to act as the independent Valuation Specialist to issue for the Board of Directors of SMC and the shareholders of the Exchange Shares a fairness opinion on whether the proposed exchange ratio/s are fair from a financial point of view. Such fairness opinion must be supported by a valuation report. The fairness opinion and valuation report will be submitted to the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE).

FTI Consulting Philippines Inc. (FTI CPI) is independently owned and operated.
FTI Consulting is a registered trademark of FTI Consulting, Inc. licensed for use by FTI CPI as franchisee in the Republic of the Philippines

FTI Consulting is a corporate finance advisory firm that offers a wide array of services including valuation, transaction advisory, and mergers and acquisitions. We are experienced corporate finance professionals, FTI Consulting has the requisite independence, accreditation, and skills to properly undertake this engagement.

FTI Consulting is accredited by the PSE for purposes of issuing fairness opinions and valuation reports of listed companies and prospective initial listing applicants of the Exchange (PSE Accreditation CN 2024-0063) in accordance with the PSE Memorandum on Guidelines for Fairness Opinions and Valuation Reports (No. 2011-0104), as amended. FTI Consulting is also accredited by the SEC (SEC Accreditation No. 032) as a Professional Services Organization ("PSO") in accordance with SEC Memorandum Circular No. 2, Series of 2014.

This letter of engagement (the "Engagement") and the related Terms and Conditions constitute the engagement contract (the "Engagement Contract") pursuant to which our services will be provided.

2. Scope of Services and Time Frame

FTI Consulting will provide the following services (the "Services") in relation to the Engagement:

Fairness Opinion

- On the basis of our independent valuation of the Exchange Shares and the Offered Shares, determine whether the exchange ratio/s are deemed fair from a financial point of view.

Valuation

- In support of the fairness opinion, analyze and estimate a range of market values[1] of the Exchange Shares and the Offered Shares as of the Valuation Date[2], with Philippine Peso (PHP) as the valuation currency, using the generally accepted valuation approaches, as appropriate and applicable, under the International Valuation Standards (IVS), and in accordance with the requirements of the Implementing Rules and Regulations of the Securities Regulation Code and relevant rules of the PSE:
  - **Market Approach (Volume Weighted Average Price Method):** The Volume Weighted Average Price (VWAP) Method involves analysis of the value of the company's shares based on its historical trading volume and price.
  - **Market Approach (Comparable Companies Multiples Method):** The Comparable Companies Multiples Method references publicly traded preferred shares similar to the asset being valued to estimate market value.

[1] Market value, as defined by the IVS, is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.
[2] Valuation Date is the date on which the estimation of value applies using information that is known or knowable as of that date.

Mandate Letter

- **Income Approach (Discounted Cash Flows Method / Dividend Discount Model)**: The Income Approach is based on the premise that the value of an asset is the present value of the future earning capacity that is available for distribution to investors in the asset. It involves forecasting a cash flow stream (e.g., cash flows to preferred equity, dividends, etc.) over a forecast period and then discounting it back to present using an appropriate discount rate.

The following are the activities to be performed in the valuation:

- Discuss with the Client's management to understand the Exchange Shares and the Offered Shares to be valued.
- Review the articles of incorporation, shareholder agreements, offering circular or any relevant documents governing the key terms, features, and rights of the Exchange Shares and Offered Shares.
- Review the audited and/or unaudited interim financial statements and related management reports of the Company as of the Valuation Date.
- Review the Company's three-year historical financial statements and performance data.
- Review the Client's management-prepared financial forecasts of the Exchange Shares and Offered Shares covering a reasonable forecast period and demonstrating the features of such preferred shares.
- Hold discussions and Q&A sessions with the Client's management regarding the bases of assumptions used in the financial forecasts.
- Review any other key contracts and agreements pertinent to the valuation.
- Review key financial agreements related to the tender offer, if any.
- Review publicly available industry reports for understanding of industry dynamics.
- Conduct meetings and interviews with Client's management and other company advisors (i.e., financial, legal, regulatory, tax, accounting, technical, etc.) and such other activities as may be necessary and desirable to arrive at the valuation.
- Such other activities and services as may be required in order to comply with applicable rules and regulations.

Excluded Services

- We note that our proposed scope of work does not include the appraisal of land, buildings, and equipment. The Client shall be responsible for providing current appraisals for the land, buildings, and equipment prepared by an independent accredited property appraiser, if needed.
- We are not providing financial modeling services and will not deliver a financial model to the Client.

Reporting

- Drafting of valuation study and opining on the fairness of the exchange ratio/s;
- Submission to the Client of the draft valuation and fairness opinion report for comments;

- Finalization of valuation study and fairness opinion report (the Report) suitable for submission to the PSE and/or SEC in connection with the possible tender offer for the Transaction.
- Presentation of final results to management and the Board of Directors of the Client, if necessary.

Timetable

Presented below is the proposed timetable.

Phases	***Responsibility***	***Timeframe Indicative Dates***
Provision of documents needed for confirmation of independence	FTI and Client	Jul 28 to Aug 1
Confirmation of Independence*	FTI and PSE	Aug 4 to 18
Provision of information requirements for valuation exercise	Client	Aug 19
Valuation Exercise	FTI	Aug 19 to 26
Submission and review of draft results	FTI and Client	Aug 27 to 28
Submission, review, and receipt of comments on draft report	FTI and Client	Aug 29 to Sep 3
Report finalization and submission of soft copy of the Report**	FTI	Sep 4

** Indicative duration for securing a confirmation of independence from the PSE which may extend to 3 to 4 weeks from submission of documents which is at the sole discretion of the PSE.*

***Please note that it will take 2-3 days from submission of the soft copy to deliver the hard copies of the Report.*

Please note that our timetable may be affected by the need to secure confirmation of independence from the PSE. It is a requirement by the PSE that we are independent of the Transaction and the party to the Transaction. We will submit our request for clearance of independence to the PSE as soon as we are engaged. We are not aware of any conflicts of interest in undertaking this engagement.

The proposed schedule assumes that (1) all required information and documents will be made available, on a timely basis, and (2) there will be no unexpected delays that may occur which are beyond our control. In any event, we shall exert our best efforts to ensure an efficient and concise process to meet your objectives.

3. Working Arrangements

Our performance of the Services is dependent upon the Client providing us with such information and assistance as we may reasonably require from time to time. To facilitate our work, it is understood that the Client will appoint a contact person who will be the primary point of contact for our information requirements and will coordinate meetings between our

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team and key persons such as management, technical advisors, legal advisors, accounting/tax advisors, other financial advisors.

Conference calls using the mutually preferred channel of communication shall be preferred over face-to-face meetings. We request that face-to-face meetings be limited on an as-needed basis. The Client agrees that, to expedite communication, correspondence, letters, memos, information and data requirements can be transmitted via electronic mail. We will transmit our report in soft copy format. Hard copies will be provided if requested and given an appropriate lead time so that logistics can be arranged. Billings will be sent electronically via email. We request that payment of our bills be made via wire transfer to our designated bank account.

The Client shall use reasonable skill, care and attention to ensure that all information we may reasonably require is provided on a timely basis and is accurate and complete. We will assume no responsibility and make no representations with respect to the accuracy or completeness of information provided by the Client. You shall also notify us immediately if you subsequently learn that the information provided is incorrect or inaccurate or otherwise should not be relied upon.

4. Our Responsibilities and Limitations

FTI Consulting will rely, in whole or in part, on information provided by the Client. In the course of our Engagement, we may also rely on work done by third party service providers engaged or to be engaged by the Client. We will assume no responsibility and make no representations with respect to the accuracy or completeness of information provided by the Client or the third-party service providers engaged by the Client.

Our work does not include the provision of technical, accounting, tax, legal, and regulatory advice and we make no representations regarding questions of technical, accounting, tax, legal, and regulatory interpretation. We will consult with the Client's technical, accounting, tax, legal advisor/s for any technical, accounting, tax, legal and regulatory assumptions needed in the valuation.

FTI Consulting shall be engaged by the Client to provide a fairness opinion. As such, the Client is expected to already have determined the value in which they intend to execute the Transaction. FTI Consulting is being engaged to only render an opinion on whether the exchange ratio/s are fair from a financial point of view. FTI Consulting and its individual employees will not make any management decisions for the Client.

5. Certificate of Reliance

The Scope of Services and the results will be based on information provided by the Client and publicly available information. Prior to issuing the final report, we will require that the Client's management provide us with a Certificate of Reliance, that any projected financial forecasts and other supporting schedules for the purpose of the valuation represent to the best of their knowledge the best estimates as to the future operating performance, financial results and cash flows of the Company, and that any unaudited financial statements provided are to the best of their knowledge true, accurate and free from material misstatements due to fraud or error. Further, the Client shall indemnify and hold harmless FTI Consulting and its directors, officers, employees and/or agents from any actual, reasonable, and documented liability, loss or damage relating to or arising out of FTI Consulting's reliance on all information provided in performing the said valuation. A draft Certificate of Reliance is set out in Exhibit III. The final fairness opinion and valuation report will only be released upon issuance by the Client of a Certificate of Reliance.

6. Professional Fees

For Services rendered in connection with this Engagement, we propose to charge a total fixed fee of [redacted] net of value added taxes (VAT). The fees are billable as follows:

- [redacted] net of VAT, upon signing of the Engagement Letter;
- [redacted] net of VAT, upon submission of the first draft of the Report; and
- [redacted] net of VAT, upon release of the Report.

Our proposed fees are exclusive of any applicable taxes (including, but not limited to, VAT). We shall therefore add the 12 percent VAT to our billings for professional fees as required by existing regulations unless our billing qualifies for zero-rating. We shall request the name, Tax Identification Number (TIN) and address of the Client for billing purposes. If the Client qualifies for zero-rating, we shall also request for any of the following: Certificate of Residence, Articles of Incorporation, or Certificate of Registration.

Our proposed fee is based on the proposed scope of work for this Engagement. Should you wish to amend the scope or require us to perform any additional tasks post-submission of the Report, the additional hours spent will be charged at our standard hourly rates discounted by 20 percent. Furthermore, in the event that this Engagement is discontinued as a result of your decision not to proceed with our assistance relative to this Engagement, any prior billings shall be considered as our fees for services rendered thus far. In addition, we shall bill you for actual time charges incurred in excess of such prior billings and any unbilled out-of-pocket expenses (OPEs).

After the completion of the Engagement, if there is a need for us to meet with or make presentations to the SEC or PSE or other third parties, with your approval, we will comply with these requests. We will bill you for the additional time spent in exce[redacted] for the preparation, presentation and subsequent work that may be required by the SEC, PSE or other third parties. We will apply [redacted] o our standard hourly rates. We will inform you in case we anticipate that the hours required will exceed 10 hours.

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For reference, presented below are our billing rates, net of VAT:

Staff Classification	Standard Hourly Rate (PHP)	Discounted Hourly Rate (PHP)
Senior Managing Director	[redacted]	
Managing Director		
Director		
Associate Director		
Manager		
Senior Associate II		
Senior Associate I		
Associate II		
Associate I		

Out-of-Pocket Expenses:

In addition, our fees do not yet include our disbursements for applicable OPEs including the Fee for Confirmation of Independence required by the PSE upon filing, report printing, courier service, transportation, accommodations, meals, staffs per diems, and other expenses specifically related to the Engagement. We will charge an advance OPE o[redacted] which includes the PSE fee for confirmation of independence.

Other Related Matters

Further, if FTI Consulting and/or any of its employees are required to testify or provide evidence at or in connection with any judicial or administrative proceeding relating to this Engagement, FTI Consulting will be compensated by you at its regular hourly rates and reimbursed for reasonable allocated and direct and substantiated expenses (including counsel fees) with respect thereto. For avoidance of doubt, meetings with the PSE and SEC, as may be necessary, are excluded from the coverage of this paragraph and would not require additional compensation to FTI Consulting.

Invoices for fees and expenses incurred in connection with this Engagement will be billed based on the payment milestones discussed above and are due within fifteen (15) calendar days from receipt. If we do not receive payment of any invoice within fifteen (15) calendar days of the invoice date, we shall be entitled, without prejudice to any other rights that we may have and to immediately suspend provision of the Services until all sums due are paid in full. We will also charge interest on unpaid fees and expenses at an annual rate o[redacted]

If withholding taxes are required to be deducted from the amounts payable to FTI Consulting, the Client shall pay such taxes to the appropriate tax authority. The Client shall promptly submit to FTI Consulting the Certificate of Creditable Tax Withheld at Source (BIR Form 2307) to

enable FTI Consulting to claim a tax credit. If no certificate is issued, the Client shall pay the equivalent amount withheld as if no tax has been withheld.

The Client agrees to promptly notify FTI Consulting if the Client extended an offer of employment, which was subsequently accepted, to a principal or employee of FTI Consulting involved in this Engagement and agree that FTI Consulting has earned and will be entitled to a cash fee, upon hiring, equal t[redacted]f the aggregate first year's annualized compensation, including any guaranteed or target bonus and equity award, to be paid to FTI Consulting's former principal or employee that the Client hires at any time up to one year subsequent to the date of the final invoice rendered by FTI Consulting with respect to this Engagement.

7. Terms and Conditions

The attached Terms and Conditions set forth the duties of each party with respect to the Services. Further, this letter and the Terms and Conditions attached comprise the entire Engagement Contract for the provision of the Services to the exclusion of any other express or implied terms, whether expressed orally or in writing, including any conditions, warranties and representations, and shall supersede all previous proposals, letters of engagement, undertakings, agreements, understandings, correspondence and other communications, whether written or oral, regarding the Services.

8. Relationships with Other Parties

Based on our understanding of interested parties to this Transaction (the "Potentially Interested Parties"), we have undertaken a limited review of our records to determine FTI Consulting's professional relationships with the Client. From the results of such review, we were not made aware of any conflicts of interest or additional relationships that we believe would preclude us from performing the Services. However, as you know, we are a large consulting firm with numerous offices throughout the world. We are regularly engaged by new clients, which may include one or more of the Potentially Interested Parties. We will not knowingly accept an engagement that directly conflicts with this Engagement without your prior written consent, which you agree shall not be unreasonably withheld.

9. Other Matters

Either of us may request changes to the work we will perform. Changes must be agreed upon between us and will be subject to reasonable adjustments to fees and timetables. Changes which amount to the provision of significant additional services, rather than adjustments to the services already agreed, must be agreed to in writing.

Please note that accredited PSOs of the SEC may be required to submit copies of valuation reports that they have prepared for purposes of complying with the requirements of their

Mandate Letter

accreditation. As Valuation Specialists, FTI Consulting adheres to the latest version of the International Valuation Standards. FTI Consulting confirms that this valuation exercise will be undertaken in accordance with the IVS.

This agreement is valid for 30 days from the date of this Engagement Letter. If we are engaged after the validity date, we reserve the right to adjust the proposed fees and the engagement timetable for the delivery of our service.

* * * * *

If you have any questions, please call John B. Balce, Senior Managing Director, at +63.928.503.9492. If the services outlined herein are in accordance with your requirements and if the above terms are acceptable to you, please have one copy of this letter signed in the space provided below and returned to us.

Yours sincerely,

FTI CONSULTING PHILIPPINES, INC.

By: [redacted]
Dominador T. Gregorio III
Senior Managing Director

By: [redacted]
John B. Balce
Senior Managing Director

-9-

Confirmation of Terms of Engagement

We agree to engage FTI Consulting Philippines, Inc. upon the terms set forth herein and in the attached Terms and Conditions.

By: [redacted]
Bryan U. Villanueva
SVP – Chief Finance Officer
San Miguel Corporation

Date: _____

By: [redacted]
Joseph N. Pineda
SVP – Deputy CFO and Treasurer
San Miguel Corporation

Date: _____

Scope of Work

FTI CONSULTING

Scope of Work

Fairness Opinion

- On the basis of our independent valuations of both the Exchange Shares and the Offered Shares, determine if the Transaction is fair from a financial point of view.

Valuation

- In support of the fairness opinion, analyze and estimate a range of market values of the Exchange Shares and Offered Shares as of the Valuation Date , with Philippine Peso ("PHP") as the valuation currency, using the generally accepted valuation methodologies, as appropriate and applicable, under the International Valuation Standards ("IVS"):
  - The Exchange Shares
    - Income Approach: Dividend Discount Model
    - Market Approach: Volume Weighted Average Price Method
  - The Offered Shares
    - Income Approach: Dividend Discount Model
    - Market Approach: Comparable Companies Method
- Discuss with SMC management to understand the features of Series 2 Preferred Shares;
- Review at least three-year audited financial statements and unaudited interim financial statements as of the Valuation Date of SMC;
- Review dividend forecasts of the Exchange Shares and Offered Shares;
- Conduct research on historical trading prices of the Exchange Shares and calculate VWAPs;
- Review key contracts and agreements pertinent to the valuation such as offer supplement;

Scope of Work

Valuation (cont'd)

- Review publicly available industry reports for understanding of industry dynamics;
- Conduct meetings and interviews with the Company's management, their financial advisors, and other advisors (legal, accounting, technical, etc.) and such other activities as may be necessary and desirable to arrive at the valuation.

Reporting

- Drafting of valuation studies and opinion on the fairness of the Transaction;
- Submission to the Client of the draft valuation and fairness opinion report for comments; and
- Finalization of valuation studies and fairness opinion report (the "Report").

FTI Consulting Philippines, Inc. Accreditations

FTI CONSULTING

FTI Consulting Philippines, Inc. Accreditations

Securities and Exchange Commission
PHILIPPINES

Accreditation No. 032

CERTIFICATE OF ACCREDITATION

THIS IS TO CERTIFY that

FTI CONSULTING PHILIPPINES, INC.

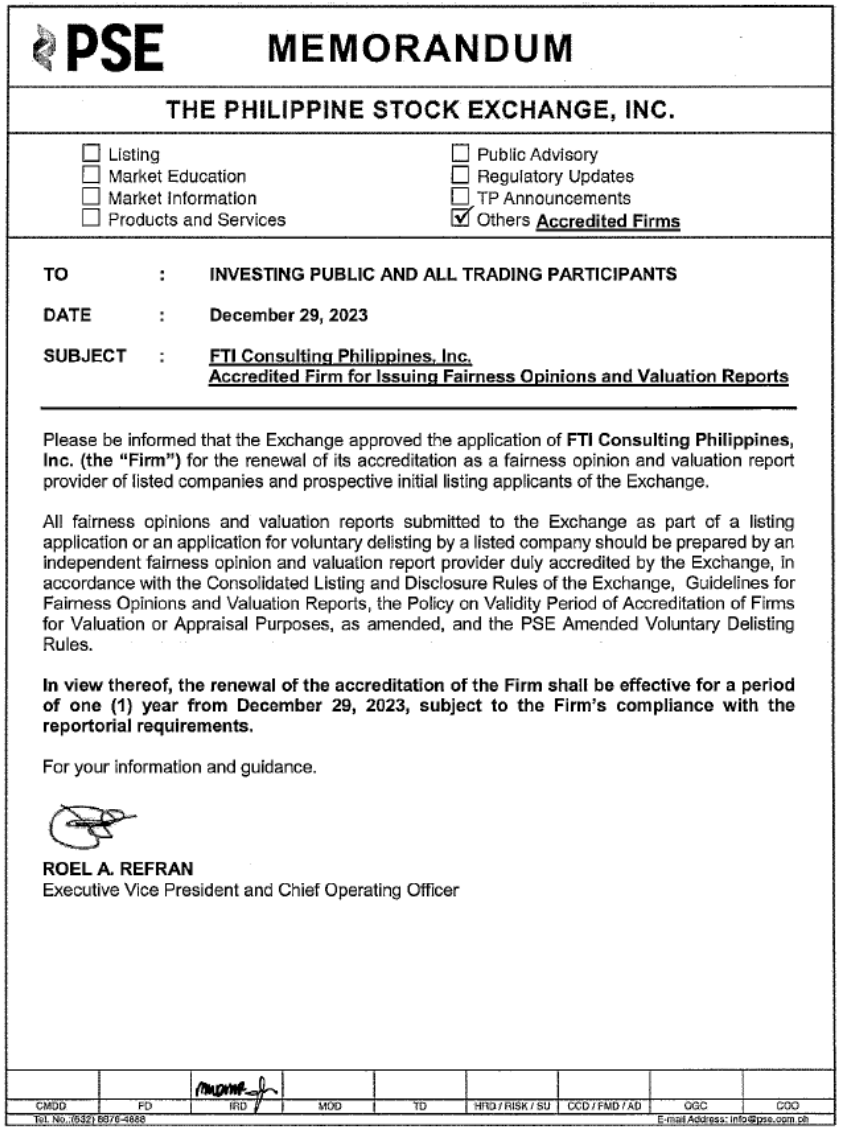
has been accredited by the Commission on **29 October 2020** as a Professional Service Organization (PSO) after its compliance with the documentary and qualification requirements of SEC Memorandum Circular No. 02, Series of 2014 (Guidelines on Asset Valuations).

The effectivity of this Certificate shall be from **October 29, 2020** to **October 28, 2025** and shall be subject to the requirements set forth under said Circular or any amendments thereto and such orders as may be issued by the Commission.

The accreditation by the Commission of the company named herein is permissive only and does not constitute a recommendation or indorsement of its engagement and practice. The review of the qualifications and sample valuation report of the company was based only on the documents submitted and the representations made therein by the company. Parties directly concerned on a report issued by the PSO are expected to conduct due diligence towards reliance of the contents thereof.

Issued at Pasay City, Philippines this 29th day of October, Two Thousand and Twenty.

EMMANUEL Y. ARTIZA
General Accountant



CN - No. 2023-0073

PSE **MEMORANDUM**

THE PHILIPPINE STOCK EXCHANGE, INC.

- ☐ Listing
- ☐ Market Education
- ☐ Market Information
- ☐ Products and Services
- ☐ Public Advisory
- ☐ Regulatory Updates
- ☐ TP Announcements
- ☑ Others **Accredited Firms**

TO : **INVESTING PUBLIC AND ALL TRADING PARTICIPANTS**

DATE : **December 29, 2023**

SUBJECT : **FTI Consulting Philippines, Inc.**
Accredited Firm for Issuing Fairness Opinions and Valuation Reports

Please be informed that the Exchange approved the application of **FTI Consulting Philippines, Inc. (the "Firm")** for the renewal of its accreditation as a fairness opinion and valuation report provider of listed companies and prospective initial listing applicants of the Exchange.

All fairness opinions and valuation reports submitted to the Exchange as part of a listing application or an application for voluntary delisting by a listed company should be prepared by an independent fairness opinion and valuation report provider duly accredited by the Exchange, in accordance with the Consolidated Listing and Disclosure Rules of the Exchange, Guidelines for Fairness Opinions and Valuation Reports, the Policy on Validity Period of Accreditation of Firms for Valuation or Appraisal Purposes, as amended, and the PSE Amended Voluntary Delisting Rules.

In view thereof, the renewal of the accreditation of the Firm shall be effective for a period of one (1) year from December 29, 2023, subject to the Firm's compliance with the reportorial requirements.

For your information and guidance.

ROEL A. REFRAN
Executive Vice President and Chief Operating Officer

CMDD	FD	IRD	MOD	TD	HRD / RISK / SU	CCD / FMD / AD	OGC	COO

Tel. No.: (632) 6876-4888 E-mail Address: info@pse.com.ph

References

FTI CONSULTING

References

- https://www.adb.org/publications/asia-bond-monitor-june-2025
- https://www.bsp.gov.ph/SitePages/PriceStability/FullReportMPR/MonetaryPolicyReport_Full_June2025.aspx
- https://www.bworldonline.com/banking-finance/2025/04/30/669208/phl-hopes-to-get-watch-status-for-jpmorgan-bond-index-re-entry
- https://www.bworldonline.com/top-stories/2025/08/22/693065/japanese-credit-rater-affirms-phl-a-rating
- https://tradingeconomics.com/country-list/inflation-rate-?continent=asia
- https://www.esquiremag.ph/money/capital/top-dividend-paying-preferred-stocks-a7445-20240604-lfrm

Experts with Impact™

FTI CONSULTING™

ANNEX D
Certification on Sufficiency of Resources

8 September 2025

SECURITIES AND EXCHANGE COMMISSION
SEC Headquarters, 7907 Makati Avenue,
Salcedo Village, Bel-Air,
Makati City, 1209

Re: Confirmation of Sufficiency of Resources for San Miguel Corporation's Tender Offer to exchange offer up to 266,666,667 Series 2J Preferred Shares and 183,904,900 Series 2K Preferred Shares

Ladies and Gentlemen:

We write in relation to the Tender Offer by San Miguel Corporation ("**SMC**") in relation to the exchange offer to the holders of the 266,666,667 Subseries 2-J of the Series "2" Preferred Shares ("**Series 2J Preferred Shares**") and 183,904,900 Subseries 2-K of the Series "2" Preferred Shares ("**Series 2K Preferred Shares**", and together with the Series 2J collectively, the "**Exchange Shares**") through a voluntary tender offer to exchange the Exchange Shares for 450,571,567 Series 2 Preferred Shares to be re-issued from the treasury shares of the Company, at a rate of one Exchange Share to one of any of the Offer Shares, to be re-issued in three (3) subseries, namely Subseries 2-P, 2-Q, 2-R (the "**Offer Shares**").

We hereby confirm that Bank of Commerce ("**BankCom**") has been engaged by SMC as financial advisor in connection with the foregoing transaction. As financial advisor, we hereby confirm that as of the date hereof, SMC has sufficient resources and funds to cover the exchange of up to 450,571,567 Offer Shares for 266,666,667 Series 2J Preferred Shares and 183,904,900 Series 2K Preferred Shares, including the customary charges related to the crossing of the Exchange Shares and the listing of the Offer Shares.

This letter does not constitute a guarantee and should not be construed as an express or implied commitment by BankCom to provide any funding in connection with the foregoing transaction. This letter is provided on the basis of information made available to BankCom, as of the date hereof. It should be understood that subsequent developments may affect the contents of this letter and BankCom does not have any obligation to update, revise, or reaffirm this letter. This letter shall not confer rights or remedies upon any shareholder, creditor, or any other person.

Very truly yours,

Bank of Commerce

By:

Luis Martin E. Villalon
Senior Vice President

Raul Antonio B. Arellano II
Senior Manager

Exhibit 1
Application to Tender Series 2-J Preferred Shares and Series 2-K Preferred Shares of San Miguel Corporation

SAN MIGUEL CORPORATION

SAN MIGUEL CORPORATION
APPLICATION TO TENDER
SERIES 2-J PREFERRED SHARES AND SERIES 2-K PREFERRED SHARES
TO EXCHANGE FOR
SERIES 2-P PREFERRED SHARES
SERIES 2-Q PREFERRED SHARES
SERIES 2-R PREFERRED SHARES

This application must be prepared in QUADRUPLICATE and completed in all parts: 1. Bidder 2. Tender Offer Agent 3. Applicant 4. Participating Broker (Lodgment) Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Tender Offer Report.	This form (the "**Application"**) is made on the terms and conditions as set out in the Terms and Conditions of the Tender Offer attached as Annex A to the Tender Offer Report (SEC Form 19-1, including all of its annexes and schedules) which forms an integral part hereof. This Application is intended **ONLY FOR HOLDERS** of Series 2-J Preferred Shares and Series 2-K Preferred Shares (the "**Shareholder**") of **San Miguel Corporation** (the **"Bidder**" the "**Company"** or "**SMC**"), who wish to tender their Series 2-J Preferred Shares or Series 2-K Preferred Shares (the **Tender Offer Shares**) to the Company in exchange for cumulative, non-voting, non-participating, non-convertible, redeemable, re-issuable Philippine Peso-denominated, perpetual Series 2 Preferred Shares, to be issued in up to three (3) subseries, namely: Series 2-P, Series 2-Q, and Series 2-R (the "**Offer Shares**"). **DO NOT COMPLETE THIS APPLICATION IF YOU ARE NOT OFFERING YOUR SERIES 2-J PREFERRED SHARES AND/OR SERIES 2-K PREFERRED SHARES FOR TRANSFER TO SMC IN EXCHANGE FOR SERIES 2-P PREFERRED SHARES, SERIES 2-Q PREFERRED SHARES AND SERIES 2-R PREFERRED SHARES.** The Bidder prepared the Tender Offer Report, which was filed with the Securities and Exchange Commission (**SEC**) and the Philippine Stock Exchange (**PSE**) on 8 September 2025 for the purpose of describing the Tender Offer in detail. Each Shareholder is advised to read and understand the provisions of the Tender Offer Report and the terms and conditions stated therein and in this Application prior to making any decision. Inquiries and requests for assistance and copies of the Tender Offer Report may be directed to SMC Stock Transfer Service Corporation (the "**Tender Offer Agent"**), whose address and telephone number appear in the Terms and Conditions of the Tender Offer (Attachment 1 to this Application), which forms an integral part of this Application. This Application, together with the required attachments set forth below, must be duly accomplished and received by the Tender Offer Agent not later than **12:00 noon of 10 OCTOBER 2025**, unless otherwise extended by the Bidder with the prior approval of the SEC. The Bidder reserves the right to accept or reject this Application (in whole or in part). This Application, after being submitted, may be withdrawn in writing in accordance with the procedure set forth in the Terms and Conditions of the Tender Offer. The notice of withdrawal, to be effective, must be received by the Tender Offer Agent before **12:00 noon** of **10 OCTOBER 2025**. **THIS APPLICATION IS TO EXCHANGE THE TENDER OFFER SHARES FOR THE OFFER SHARES. Once accepted, this Application shall constitute the duly executed agreement covering the exchange of the Tender Offer Shares to the Offer Shares so accepted by the Company and shall be valid and binding on the Company and the Applicant, notwithstanding any provision to the contrary as may be found in this Application, the Tender Offer Report, and other Tender Offer-related documents, and subject to (a) the conditions set forth herein; (b) receipt by the Company of the appropriate Tender Offer Shares in exchange for the Offer Shares; and (c) the conditions set forth in the Tender Offer Report. After the close of the Tender Offer Period, the Application may not be unilaterally withdrawn, revoked or cancelled by the Applicant. The rights and privileges pertaining to an accepted Application shall be non-transferrable.**

DO NOT PROCEED UNLESS YOU HAVE DECIDED TO TENDER YOUR SHARES TO THE BIDDER IN EXCHANGE FOR THE OFFER SHARES

REPRESENTATIONS AND WARRANTIES

By executing this Application, I/We (the **Tendering Shareholder**) represents and warrants in favor of the Bidder and the Tender Offer Agent that: (a) all information contained herein (including its tax status) and in the attached documents are true and correct and that the signatures hereon are genuine, properly authorized and obtained without use of fraud, coercion or any other vice of consent; (b) the Tendering Shareholder is the registered and absolute legal and beneficial owner of, with good and marketable titles to the Tender Offer Shares; (c) the Tender Offer Shares have been validly issued and fully paid, and are non-assessable; (d) the Tendering Shareholder has obtained all the required approvals and authorizations to enable it/him/her to transfer the Tender Offer Shares to the Bidder before the expiration of the Tender Offer Period and that it/he/she is not aware of any objection, adverse claim, dispute, or notice concerning its/his/her right to tender and transfer the Tender Offer Shares; (e) upon the transfer of the Tender Offer Shares in accordance with the Tender Offer, the Bidder will obtain full and valid legal and beneficial title to and ownership of the Tender Offer Shares, free and clear from any warrants, interests, options, claims, objections, disputes, liens, or other encumbrances and will be able to freely and fully exercise all rights and privileges arising from ownership of such Tender Offer Shares, including but not limited to the right to vote and receive dividends thereon; (f) the tender of any or all of the Series 2-J Preferred Shares and Series 2-K Preferred Shares by a Tendering Shareholder and/or the purchase or transfer thereof by the Bidder in accordance with the Tender Offer does not and will not constitute a breach or other default of the Tendering Shareholder's constitutive documents (as applicable) or of any agreement or arrangement, law, order, or regulations applicable to the Tender Offer Shares, the Tendering Shareholder, or to which any of the foregoing may be bound; (g) the Applicant agrees to immediately notify SMC and the Tender Offer Agent if anything occurs which renders or may render untrue or incorrect in any respect any of the information given herein (including information given with respect to the Applicant's tax status) or any of its representations or warranties.

The Applicant understands that the Tender Offer Agent, the Stock Transfer Agent, and SMC will rely on the Applicant's representations and warranties set forth herein including, without limit, its declaration of its tax status, including, if applicable, its tax-exempt status in processing any payments that may be due to it under the Tender Offer Shares and the Offer Shares. The Applicant agrees to indemnify and hold the Tender Offer Agent, the Stock Transfer Agent, and SMC free and harmless against any and all claims, actions, suits, damages, and liabilities including those resulting from the non-withholding of the required tax due to the representations as indicated in this Application, any misrepresentation contained herein or any reliance on the confirmations contained herein. The Applicant likewise authorizes the Stock Transfer Agent to verify the information stated in this Application from any and all sources and in any and all manner, including but not limited to, requesting information contained herein from the Applicant's Participating Broker regarding the Applicant's account/s with the said Participating Broker provided that any such verification shall not be in violation of any temporary restraining order (to the extent still currently in effect) on the application of BIR Revenue Regulations No. 1-2014, BIR Revenue Memorandum Circular No. 5-2014 and SEC Memorandum Circular No. 10, series of 2014. By giving authority to the Stock Transfer Agent and by signing this application, the Applicant hereby waives its right to privacy of information or confidentiality that may exist by law or by contract, solely and exclusively for the limited purpose of enabling the Stock Transfer Agent to update its records with respect to the information contained herein.

The undersigned Tendering Shareholder further warrants that it/he/she has read and has relied solely upon the provisions of the Tender Offer Report, any and all documents and materials provided by the Bidder in connection therewith or in relation thereto, and the terms and conditions of the Tender Offer as stated therein, and unconditionally accepts such terms and conditions. The Tendering Shareholder understands that no person has been authorized to give information or to make any representation with respect to the Tender Offer other than those specified and made in the Tender Offer Report.

In signing this Application, the Applicant hereby consents to the Company, the Tender Offer Agent, the Stock Transfer Agent, and their respective duly authorized agents and representatives and service providers and any of their respective related, associated or affiliated companies (singly or collectively, the "**Recipient**") to collect, process, retain, share, dispose and destroy information that are required to enable the Recipient to carry out their duties in connection with the Tender Offer Shares or the Offer Shares or under the relevant agreements, and information contained herein or supplied by the Applicant to the Recipient, which information shall include personal, sensitive personal, or privileged information of such Applicant (collectively, the "Information"), in accordance with the Data Privacy Act of 2012 and its Implementing Rules and Regulations (**"DPA IRR**"). In addition, by signing this application, the Applicant hereby consents to the disclosure by the Recipient of the Information to: (1) government or regulatory agencies (a) if required by applicable law or by an order of government or regulatory agency, or (b) if reasonably determined by the Recipient to be necessary in connection with the provision of any service related to the Tender Offer Shares or the Offer Shares (including the Applicant's registry account) or under the relevant agreements, or for data processing, storage, retention, collection, sharing, disposal and destruction, or for anti-money laundering monitoring, review and reporting, or for purposes of complying with any law or regulation (singly or collectively, the "**Purpose**"), or (c) for law enforcement purposes, national security or public interest; and (2) its employees, directors, officers, representatives, agents and service providers if the Recipient deems it reasonably necessary in relation to the Purpose. The Applicant acknowledges that he has rights and remedies relating to the processing of the Information under the Data Privacy Act of 2012, the DPA IRR and under applicable laws, such as, but not limited to the right to access the Information in accordance with the procedures of the Recipient, to have it corrected in accordance with the procedures of the Recipient and to file a complaint with the appropriate government agency. Please refer to the DPA, DPA IRR and the issuances of the National Privacy Commission for details of such rights and remedies. The Applicant may address any concerns or questions regarding the processing of the Information to the Company's Data Protection Officer at dpo@sanmiguel.com.ph and (+632) 8632-3007.

The Applicant represents and warrants to the Company, the Tender Offer Agent, and the Stock Transfer Agent that it has read and understood the terms and conditions of this Application and the Tender Offer, and agrees to be bound by them, and that it has independently and, without reliance on the Company, the Tender Offer Agent, or the Stock Transfer Agent, made its own credit investigation and appraisal of the financial position and affairs of the Company on the basis of such documents and information publicly available it has deemed appropriate and that it has agreed to transfer the Tender Offer Shares in exchange for the Offer Shares on the basis of such independent appraisal, and that it shall continue to make its own credit appraisal without reliance on the Company, the Tender Offer Agent, or the Stock Transfer Agent.

AUTHORIZATION

By virtue hereof, the Tendering Shareholder hereby authorizes the Tender Offer Agent: (1) to transfer its/his/her Tender Offer Shares through the PSE; (2) to lodge in the Tendering Shareholders account with the Participating Broker (Lodgment) the Offer Shares that will be issued by the Bidder in exchange for the Tender Offer Shares; (3) to process, collect, use, and/or store my personal information; (4) to disclose its/his/her personal information to the Bidder (or any person acting on its behalf), any overseas or local regulators or tax authorities or in compliance with the rules of any exchange; and (5) to do or cause to be done all such acts and things necessary or appropriate to give full effect to and implement the foregoing.

Tendering Shareholder's Full Name (in print)* (Last, First, M.I. / Business Name)	Type of Tendering Shareholder: Individual: ☐ Corporate: ☐

Tendering Shareholder's Signature	**Tax Identification No ***	**Passport No/UMID No/ Driver's License No**

* This Application shall be accomplished by the registered holder of the Tender Offer Shares or its/his/her duly authorized attorney-in-fact (for shareholders with stock certificates) or by the broker with whom the Tender Offer Shares are maintained (for shareholders without stock certificates).

APPLICATION TO TENDER

The undersigned registered shareholder of SERIES 2-J PREFERRED SHARES AND/OR SERIES 2-K PREFERRED SHARES OF **SAN MIGUEL CORPORATION** or the undersigned Participating Broker[1], as the case may be (in either case, the **Applicant**), hereby applies to tender the following shares (the "**Tender Offer Shares**"):

Tender Offer Shares	**No. of Tender Offer Shares**	**Exchange Ratio**
Series 2-J Preferred Shares		One (1) Tender Offer Share for every one (1) Offer Share
Series 2-K Preferred Shares		

The Applicant hereby accepts the exchange offer of the Bidder to exchange the Tender Offer Shares for the following number of Offer Shares, subject to the terms and conditions in this Application and the Tender Offer Report. *(Please check any or all of the subseries of the Offer Shares and indicate the number of Offer Shares to be received in exchange for the Tender Offer Shares)*

Offer Shares		**No. of Tender Offer Shares to be Exchanged for the Offer Shares**			
		Series 2-J Preferred Shares		**Series 2-K Preferred Shares**	**Total Offer Shares**
Series 2-P Preferred Shares	☐		☐		
Series 2-Q Preferred Shares	☐		☐		
Series 2-R Preferred Shares	☐		☐		
TOTAL NUMBER OF TENDER OFFER SHARES					

The Applicant may tender their Series 2-J Preferred Shares and/or Series 2-K Preferred Shares, in whole or in part. The number of Tender Offer Shares to be exchanged for each subseries of Offer Shares must be in multiples of ten (10) shares.

The exchange ratio shall be One (1) Tender Offer Share for every one (1) Offer Share. The number of Tender Offer Shares and the number of Offer Shares applied for exchange must be the same. The Tendering Shareholder is required to identify the specific subseries of the Offer Shares it elects to exchange for the Tender Offer Shares. The Tendering Shareholder may choose one or a combination of any subseries of the Offer Shares for exchange. Notwithstanding the acceptance of the Application, the Tender Offer Shares will only be transferred to the Bidder on 24 October 2025 (the "Cross Date") and the Offer Shares will be issued to the Applicant only upon listing of the Offer Shares on the PSE (the "Settlement Date").

If Tender Offer Shares are covered by stock certificates, please fill up and attach separate sheets if needed:

SMC Stock Certificate No.(s)	**No. of Tender Offer Shares Represented by Each Certificate***	**No. of Tender Offer Shares**	**Exchange Ratio** One (1) Tender Offer Share for every one (1) Offer Share

PDTC LODGMENT OF THE OFFER SHARES

All Offer Shares are required to, and shall be lodged with the Philippine Depository & Trust Corp. ("**PDTC**") as depository agent on Settlement Date through PDTC participant firms nominated by the accepted Applicants. An Applicant should indicate below the name of the PSE trading participant under whose name the Offer Shares shall be registered. It shall be the obligation and the responsibility of the Applicant to provide the correct and complete information required for PDTC lodgment. No physical certificates will be issued after lodgment on or before the Settlement Date. Subsequent to the Settlement Date, shareholders may request for the upliftment of lodged Offer Shares into stock certificates. Any upliftment fee arising from such upliftment request shall be for the sole account of the shareholder.

THE APPLICANT IS REQUIRED TO FILL OUT AND COMPLETE THE INFORMATION BELOW. THE APPLICANT'S FAILURE TO DO SO OR THE PROVISION OF INCOMPLETE OR FALSE INFORMATION AS REQUIRED HEREIN, MAY LEAD TO THE REJECTION OF THIS APPLICATION. THE COMPANY, BY ITSELF OR THROUGH THE TENDER OFFER AGENT, RESERVES THE RIGHT TO REJECT IN WHOLE OR IN PART ANY APPLICATION TO SUBSCRIBE TO THE OFFER SHARES.

Information required for PDTC-lodged Offer Shares (to be completed with the assistance of the PDTC Participant appointed by the Applicant)

PDTC Depository Participant	**PDTC Depository Participant Code**	**Sub Account Code**

We confirm that we are a PDTC Participant and that the Applicant named in this Application is our bona fide client and we have done the necessary "know your customer" procedures to verify the identity of our client.

(Authorized Signature(s) and Stamp of PDTC Participant)

Permanent Address*	
Present Mailing Address* (if different from Permanent Address)	
Telephone Number(s)	
Fax Number(s)	
E-mail Address***	
Primary Contact Person (if other than Applicant)	
Relation of Primary Contact Person to Applicant	

[1]The Participating Broker is handling the Series 2-J and the Series 2-K Preferred Shares on behalf of the beneficial owner of such shares and is acting in accordance with and within the instructions of said beneficial owner.

Date of Birth / Incorporation* (mm/dd/yy) ***(If joint account, please indicate the birthdates of both account holders)***	
Place of Birth / Incorporation*	
Nationality*	
Nature of Work or Business*	
Name of Employer / Business*	
Sources of Income*	Employment ☐ Business Income ☐ Pension / Retirement Proceeds ☐ Investment / Dividend Income ☐ Other Sources ☐
Tax Status	Resident Individual – Taxable ☐ Resident Corporate – Taxable ☐ Foreign Investor** - Taxable Resident individual alien ☐ Resident foreign corporation ☐ Non-resident alien not engaged in business in the Philippines ☐ Non-resident foreign corporation ☐ Tax Exempt Individual ☐ Tax Exempt Institution** ☐ Others (Beneficiary of Preferential Tax Rate) ☐ ** if availing of tax exemption or reduced tax rates, subject to submission of acceptable documentary proof of exemption or reduced tax rates, as applicable.
Statement, Notices & Correspondence Delivery Mode	Send to email address indicated above ☐ Delivery via courier (Metro Manila area only) or registered mail to mailing address indicated above ☐
If a Corporation, please fill up Additional Required Information: (Please use additional sheets if necessary)	
Name of Parent Company, if any	
Name of Directors	
Name of Beneficial Owners of Applicant, if any	
Name of stockholders owning at least 2% of the Authorized Capital Stock	
Address of Beneficial Owner(s)	

* Required to be filled up under Republic Act No. 9160, Republic Act No. 9194 and BSP Circular Nos. 251, 253 and 279, and all other amendatory and implementing law, regulation, jurisprudence, notice or order of any Philippine governmental body relating thereto.

*** IMPORTANT: Communications (Email Indemnity): By indicating the email address, I/we consent to receive all notices and communications via email, and such consent shall operate as a waiver of my/our right and privilege to the secrecy of bank deposits in respect of such statements or notices. I/We acknowledge that security of any statement, notice or communication sent through electronic means is not guaranteed and I/we assume all risks in relation to its transmission. I/We are responsible for keeping such email access active and existing during the term of the Offer Shares, otherwise, I/we shall be liable for any fees or charges that may be imposed or incurred in transmitting or re-transmitting such communication via electronic means.

ACKNOWLEDGEMENT

(To be accomplished by the Tender Offer Agent/Bidder)

Tender Offer Agent's Certification

We received this Application, with all the required attachments below, at _____ a.m./p.m. on _____.

Tender Offer Agent's Authorized Signatory	

Acceptance

This Application is hereby accepted, subject to the terms and conditions set forth herein and the Tender Offer Report, for the following Tender Offer Shares in exchange for the Offer Shares:

Tender Offer Shares	No. of Tender Offer Shares	Exchange Ratio
Series 2-J Preferred Shares		One (1) Tender Offer Share for every one (1) Offer Share
Series 2-K Preferred Shares		

Offer Shares	No. of Tender Offer Shares to be Exchanged for the Offer Shares		
	Series 2-J Preferred Shares	Series 2-K Preferred Shares	Total Offer Shares
Series 2-P Preferred Shares			
Series 2-Q Preferred Shares			
Series 2-R Preferred Shares			
TOTAL NUMBER OF TENDER OFFER SHARES			

Bidder's Authorized Signatory	

REQUIRED ATTACHMENTS TO THIS APPLICATION

A valid tender of the Series 2-J Preferred Shares and Series 2-K Preferred Shares shall be made by accomplishing and delivering this Application, which, along with the following attachments (applicable to scrip or certificated shareholders only), must be received by the Tender Offer Agent not later than **12:00 noon** of **10 October 2025.**

1. For Certificated or Scrip Shareholders

Tendering Shareholders who hold stock certificates who wish to offer all or a portion of their Series 2-J Preferred Shares and/or Series 2-K Preferred Shares (the, "**Exchange Shares**") for acceptance and exchange to SMC should, within the Tender Offer Period: (i) present their original stock certificates to the Stock Transfer Agent for authentication by the Stock Transfer Agent; (ii) upon due authentication by the Stock Transfer Agent, submit their original stock certificates duly endorsed in blank and the duly accomplished Application to Tender Shares (the Application), together with all the requirements stated therein, to the Tender Offer Agent at its address as stated herein.

The certificated shares will then be converted to scripless shares.

For Non-Certificated or Scripless Shareholders

Tendering Shareholders whose shares are lodged with the Philippine Depository & Trust Corp. (**PDTC**) must instruct their brokers (**Participating Brokers**) to accomplish and submit, on their behalf, the duly accomplished Application, together with all the requirements stated therein, to the Tender Offer Agent, and instruct their Participating Broker to electronically transfer their Exchange Shares to Papa Securities Corporation (the "**Crossing Broker**") prior to 12:00 noon on 10 October 2025 in order to participate in the Tender Offer.

A Participating Broker is required to comply with the Instructions to Brokers attached to the Application as Attachment 7 thereof. The terms of the Application and the Instructions to Brokers shall form integral parts of the Tender Offer Conditions.

Delivery of each required document in relation to the Tender Offer to the Tender Offer Agent shall be deemed made only upon actual receipt thereof by the Tender Offer Agent. The Bidder or the Tender Offer Agent reserves the right to require presentation or submission of any additional documents for the purpose of, among others, enabling the Bidder or the Tender Offer Agent to determine from any Tendering Shareholder (or any person acting on its behalf, including any Participating Broker) the validity, eligibility, and acceptability of any Series 2-J Preferred Shares or Series 2-K Preferred Shares in the Company tendered pursuant to the Tender Offer.

2. **Election of Series 2-P, 2-Q, and 2-R for exchange**

Tendering Shareholders must indicate in the Application which among the Series 2-P, 2-Q, and 2-R Preferred Shares (or a combination thereof) will be received in exchange for their Tender Offer Shares at an exchange ratio of 1 Tender Offer Share to 1 Offer Share.

Tendering Shareholders shall likewise be required to designate their respective Participating Broker for purposes of lodgment of the Offer Shares that will be issued to the Tendering Shareholders on Settlement Date.

3. For individual shareholders:

(i) Photocopies of two (2) valid identification cards containing the Applicant's photograph and specimen signature (*i.e.*, driver's license, tax identification card, Social Security System/Government Service Insurance System identification card, or passport).
(ii) Two (2) duly accomplished specimen signature cards containing the specimen signature of the Applicant and verified by the Applicant's broker or by an officer of the bank at which the Applicant maintains an account (the signature card must specify the name of the broker and the broker's signatory or the name of the bank and the bank's signatory, as the case may be). A copy of at least one valid ID of the bank's signatory is also required.
(iii) For shareholders acting through an attorney-in-fact, a duly notarized Irrevocable Power of Attorney (in substantially the form attached to this Application). For married individuals who are Philippine citizens, their respective spouses must sign the space provided in the Irrevocable Power of Attorney to indicate the marital consent to the transfer of their Tendered Shares.

4. For corporate shareholders:

(i) Notarized Board Resolution (in substantially the form of the Secretary's Certificate attached to this Application) authorizing the transfer of its Tendered Shares in exchange for the Offer Shares, designating signatories for the purpose and indicating the specimen signatures of those signatories.
(ii) Copy of the SEC Registration or equivalent constitutive document certified as a true copy of the original by the Corporate Secretary or equivalent person having official custody of company records.
(iii) Copies of the latest Articles of Incorporation or By-laws of the Applicant or equivalent constitutive documents certified as true copies of the original by the Corporate Secretary or equivalent person having official custody of company records.
(iv) Two (2) duly accomplished specimen signature cards containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's Corporate Secretary or equivalent person having official custody of company records.
(v) Copy of the latest General Information Sheet (GIS) filed with the SEC and certified as a true copy of the original by the Corporate Secretary or equivalent persons having official custody of company records.

5. For Partnership:

(i) Copy of SEC Registration or equivalent constitutive document certified as true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.
(ii) Copy of the latest Articles of Partnership of the Applicant or equivalent constitutive document certified as true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.
(iii) Notarized Partnership Resolution (in substantially the form of the Partners' Certificate attached to this Application) authorizing the sale of the Partnership's Tendered Shares, designating signatories for the purpose and indicating the specimen signature of the signatories.
(iv) two (2) Duly accomplished signature cards containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's Partnership Secretary or equivalent person having official custody of the partnership records.

6. For those with lost stock certificates:

(i) One (1) original of a duly notarized affidavit of loss (in substantially the form of the Affidavit of Loss attached to this Application).
(ii) Copy of the notice of loss as published in a newspaper of general circulation.
(iii) One (1) original of the Affidavit of Publication executed by the relevant publishing entity attesting that the notice of loss and the details required under the Revised Corporation Code of the Philippines have been published in a newspaper of general circulation in the place where SMC has its principal office once a week for at least three consecutive weeks.
(iv) Applicable surety bond in an amount of twice the closing price per share of the Series 2-J Preferred Shares or Series 2-K Preferred Shares as of the date of execution of the affidavit of loss, multiplied by the number of shares covered by each lost stock certificate, which bond shall run for a period of one year.

OTHER INFORMATION

Tender Offer Period

Without prejudice to the right of the Bidder (subject to prior approval by the SEC) to extend the Tender Offer Period, should any of the business days during the period from 8 September 2025 to10 October 2025, be officially declared as non-working holidays after the filing of the Tender Offer Report on 8 September 2025**,** the Tender Offer Period shall not be extended, unless such non-working holiday will result in the Tender Offer Period being less than twenty (20) business days. For purposes hereof, a "business day" shall mean any day other than a Saturday, Sunday, or holiday on which banks are required to be open for business in Mandaluyong City, Philippines.

This Application, together with all other required and applicable attachments as specified above (in form and substance as prescribed herein), must be received by SMC STOCK TRANSFER SERVICE CORPORATION (the "Tender Offer Agent") not later than 12:00 noon of 10 October 2025 at No. 40 San Miguel Avenue, Mandaluyong City Philippines, Contact Persons: Abigail S. Mungcal / Mary Clarice V. Abaño; Tel. No.: (+632) 8632-3450 to 52; Email Address: smc_stsc@sanmiguel.com.ph. Applications received after the end of the Tender Offer Period shall be rejected unless the Tender Offer Period is extended by the Bidder, upon prior approval by the SEC. Applications that are not properly completed, or lack any of the required attachments may also be rejected. If the Tender Offer Agent is unable to verify the signature on the Application or the endorsement of the relevant stock certificates, the Tender Offer Agent may also reject the Application.

Tendering Shareholders who hold stock certificates should submit within the Tender Offer Period their duly endorsed stock certificates and this duly accomplished Application together with abovementioned requirements to the Tender Offer Agent **not later than 12:00 noon of 10 October 2025 at No. 40 San Miguel Avenue, Mandaluyong City Philippines, Contact Persons:** Abigail S. Mungcal / Mary Clarice V. Abaño; **Tel. No.:** (+632) 8632-3450 to 52; **Email Address:** smc_stsc@sanmiguel.com.ph.

Scripless Shareholders should likewise submit within the Tender Offer Period this duly accomplished Application through their Participating Broker and should cause and instruct their Participating Broker to electronically transfer their Tender Offer Shares to the Crossing Broker prior to **12:00 noon of 10 October 2025.**

Withdrawal by Tendering Shareholders

The Tender Offer Shares may be withdrawn by the relevant Tendering Shareholder, in whole or in part, at any time during the Tender Offer Period, but only up to 12:00 noon of 10 October 2025, by submitting a written request for the withdrawal of the relevant Tender Offer Shares to the Tender Offer Agent, together with a copy of the Shareholder's Copy of the Application issued by the Tender Offer Agent. For a withdrawal to be effective, the written request for withdrawal must be timely received by the Tender Offer Agent at the address set forth herein.

The written request for the withdrawal of any Tender Offer Shares must specify: (i) the name of the Tendering Shareholder, and (ii) the number of Tender Offer Shares to be withdrawn. If the stock certificates evidencing the Tender Offer Shares have been delivered to the Tender Offer Agent, the serial number of such certificates must likewise be indicated in the written request for withdrawal of the Tender Offer Shares. The Bidder has the right, in its sole discretion, to determine the validity of the written request.

Any Tender Offer Shares that are withdrawn in accordance herewith shall be returned in the same form they were received to the PDTC participant (if previously lodged with the PDTC participant) or to the Tendering Shareholder (if previously certificated), as the case may be, within five (5) trading days from the end of the Tender Offer Period. The cost of returning the Tender Offer Shares shall be borne by the shareholder making the withdrawal.

Acceptance

Acceptance of the Application is subject to the terms hereof and the Tender Offer Report. The Bidder, through the Tender Offer Agent, shall have the right and sole discretion to reject or accept any Application if such Application is received after the end of the Tender Offer Period, or is not completed properly or lacks any of the required documents or if the signature affixed thereto cannot be authenticated by the Stock Transfer Agent, and accept qualified Applications at any time before the Settlement Date.

The Tender Offer Agent will accept Applications, on behalf of the Bidder, on the condition that it is able to verify the signature/endorsement on the relevant SMC stock certificates by verifying the signature on file with SMC Stock Transfer Service Corporation, the stock transfer agent of the Company, if such is available. The Tender Offer Agent will rely on the signature affixed on the Application and on the supporting identification documents or board resolution when it verifies the endorsement of the relevant SMC stock certificates. The Tender Offer Agent and the Bidder shall not be required to make further inquiries into the authenticity of the signature. If the Tender Offer Agent is unable to verify the signature on the Application or the endorsement of the SMC stock certificate, the Tender Offer Agent will also reject the Application.

Applications (a) received after the Tender Offer Period, or (b) that are not properly completed, or (c) lack any of the requirements, are *ipso facto* rejected. **Tendering Shareholders whose Applications have been rejected, in whole or in part, shall be notified of such by the Tender Offer Agent on or before 13 October 2025.**

All Applications shall be accepted only in the Philippines.

Rejected Tender Offer Shares shall be returned in the same form they were received to the Tendering Shareholder's broker (for scripless shares) or to the Tendering Shareholder (for certificated shares) no later than five (5) trading days from the end of the Tender Offer Period. If the Tender Offer Shares were rejected due to deficiencies or discrepancies in the documents submitted by the Tendering Shareholder, or if a Tendering Shareholder withdraws from the Tender Offer on their own, then the expenses relating to the return of the shares shall be shouldered by the Tendering Shareholder.

Cross Date and Settlement Date

All the Tender Offer Shares shall be transferred to the Bidder (subject to prior approval by the PSE) by way of block sale through the facilities of the PSE on 24 October 2025 (the "**Cross Date**"), unless the Tender Offer Period is extended with the prior approval of the SEC. In this case, the block sale for the Tender Offer Shares (subject to approval of the PSE) will be within 10 business days after the end of the extended Tender Offer Period.

Subject to the approval by the PSE, the Offer Shares that will be issued in exchange for the Tender Offer Shares shall be listed and lodged with the respective broker accounts of the Tendering Shareholder on 24 October 2025 ("**Settlement Date**"). All accepted Applications shall be settled only in the Philippines.

On Settlement Date, the Tender Offer agent shall lodge the Offer Shares with the designated Participating Broker of the Applicant as identified in this Application.

Any change in the Cross Date and Settlement Date shall be announced by the Company in the following newspapers of general circulation in the Philippines: Philippine Star and Philippine Daily Inquirer.

SEC Form 19-1 and other Tender Offer Documents

The terms set out in the Tender Offer Report (SEC Form 19-1) filed with the SEC on 8 September 2025 shall form integral parts of these Terms of the Tender Offer. Any Tendering Shareholder who wishes to obtain a copy of the said Tender Offer Report may do so at the office of the Tender Offer Agent. Copies of the Tender Offer Report have also been filed with the SEC and PSE.

INQUIRIES

For inquiries on the Tender Offer, please contact any of the following personnel of **SMC STOCK TRANSFER SERVICE CORPORATION**, between 9:00 a.m. and 6:00 p.m.**:**

Contact Persons: Abigail S. Mungcal / Mary Clarice V. Abaño
Tel. No.: (+632) 8632-3450 to 52
Email Address: smc_stsc@sanmiguel.com.ph

Attachment 2 to the Application:
Form of Irrevocable Power of Attorney

REPUBLIC OF THE PHILIPPINES)
_____) S.S.

IRREVOCABLE SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, [●] (the "**Shareholder"**) holds [[●] Series 2-J Preferred Shares and [●] Series 2-K Preferred Shares]] of SAN MIGUEL CORPORATION ("**SMC**" or the "**Company**");

WHEREAS, SMC intends to undertake an exchange offer to the holders of Subseries 2-J of the Series "2" Preferred Shares ("**Series 2-J Preferred Shares**") and Subseries 2-K of the Series "2" Preferred Shares ("**Series 2-K Preferred Shares**", and together with the Series 2-J Preferred Shares collectively, the "**Exchange Shares**") through a voluntary tender offer to exchange the Exchange Shares for up to 450,571,567 Series 2 Preferred Shares to be re-issued from the treasury shares of the Company (the "**Offer Shares**"), at a rate of one Exchange Share to one of any of the Offer Shares, to be re-issued in up to three (3) subseries, namely Subseries 2-P, 2-Q, and 2-R (the "**Exchange Offer**");

NOW THEREFORE, the Shareholder hereby irrevocably names, constitutes, and appoints [●] (the **Attorney-In-Fact**) as its/his/her attorney-in-fact, with full power and authority to:

(a) Tender the following shares (the "**Tender Offer Shares**"):

Tender Offer Shares	No. of Tender Offer Shares	Exchange Ratio
Series 2-J Preferred Shares		One (1) Tender Offer Share for every one (1) Offer Share
Series 2-K Preferred Shares		

that are owned by the Shareholder to SMC in response to the Tender Offer and in accordance with and subject to the terms thereof, and to sign, execute, and deliver, for and on behalf of the Shareholder, the Tender Offer Shares owned by the Shareholder as contemplated by the Tender Offer and receive in exchange the following Offer Shares:

Offer Shares	No. of Tender Offer Shares to be Exchanged for the Offer Shares		
	Series 2-J Preferred Shares	Series 2-K Preferred Shares	Total Offer Shares
Series 2-P Preferred Shares			
Series 2-Q Preferred Shares			
Series 2-R Preferred Shares			
TOTAL NUMBER OF TENDER OFFER SHARES			

(b) Give any notice, request, consent, or waiver of any right, or receive any notice or communication, or act on any request, as may be required of or permitted to be made by shareholders of the Exchange Shares under the Tender Offer and any other documents contemplated thereby;

(c) to sign, execute, and complete on behalf of the Shareholder any agreement or document required in connection with or for the purpose of the exchange of the Tender Offer Shares

and to ensure that any transfer of the same effected is in the stock and transfer book of SMC and in the system of the Philippine Depository and Trust Corporation;

(d) to do or cause to be done any and all such acts and things as shall be necessary or desirable to effect the transfer of the Tender Offer Shares including the appointment of substitute/s and/or broker(s) who will effect the sale or transfer of the Tender Offer Shares through the PSE; and

(e) to do or cause to be done any and all such acts and things as shall be necessary or desirable to effect the receipt and lodgment of the Offer Shares including the appointment of substitute/s and/or broker(s) who will effect the lodgment of the Offer Shares through the PSE.

HEREBY CONFIRMING AND RATIFYING everything which the Attorney-in-Fact or any of its duly authorized substitute/s shall do or purport to do under this Power of Attorney and hold the Attorney-in-Fact or substitute/s, free from any liability and agree to indemnify the latter from any claims, damages, or liabilities which may result, directly or indirectly, from the performance of the transactions pursuant to the terms of this Power of Attorney.

This Power of Attorney is given in consideration of the Attorney-in-Fact effecting the exchange of the Tender Offer Shares for the Offer Shares as soon as possible and in any event not later than the Cross Date and Settlement Date as defined in the Terms of the Tender Offer filed by SMC with the SEC or any extended date approved by the SEC.

This Power of Attorney shall be governed by and construed in accordance with the laws of the Republic of the Philippines.

IN WITNESS WHEREOF, the Seller has executed this Special Power of Attorney this _____ at _____.

_____
[Name of Shareholder]
Shareholder

With my marital consent:

_____
[Name of Spouse, *if applicable*]

Conforme:

_____
[Name of Seller]
Attorney-in-Fact

BEFORE ME, a Notary Public for and in the above jurisdiction, on _____, personally appeared the following:

Name	*ID No.*	*Date and Place of Issue*

known to me and by me known to be the same person who executed the foregoing special power of attorney and they acknowledged to me that the same is their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the date and in the place above written.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2025.

Attachment 3 to the Application:
Form of Board Resolution for corporate stockholders

REPUBLIC OF THE PHILIPPINES)
_____) S.S.

SECRETARY'S CERTIFICATE

I, [●], of legal age, [●] (nationality), and with business address at [●], after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of [●] (the "**Corporation**"), a corporation duly organized and existing under and by virtue of the laws of the [Republic of the Philippines], with principal office at [●];

2. As Corporate Secretary, I have in my custody the books and records and other papers of the Corporation, including but not limited to the minutes of the meetings of the Board of Directors and of the stockholders of the Corporation.

3. In the meeting of the Board of Directors of the Corporation held on [●] at [●], where a quorum was present, the Board approved the participation of the Corporation in the Tender Offer by San Miguel Corporation ("**SMC**") for Series 2-J Preferred Shares and Series 2-K Preferred Shares, to wit:

> WHEREAS, [●] (the "**Corporation"**) holds [[●] Series 2-J Preferred Shares and [●] Series 2-K Preferred Shares]] of SAN MIGUEL CORPORATION ("**SMC**");
>
> WHEREAS, SMC intends to undertake an exchange offer to the holders of Subseries 2-J of the Series "2" Preferred Shares ("**Series 2-J Preferred Shares**") and Subseries 2-K of the Series "2" Preferred Shares ("**Series 2-K Preferred Shares**", and together with the Series 2-J Preferred Shares collectively, the "**Exchange Shares**") through a voluntary tender offer to exchange the Exchange Shares for up to 450,571,567 Series 2 Preferred Shares to be re-issued from the treasury shares of SMC (the "**Offer Shares**"), at a rate of one Exchange Share to one of any of the Offer Shares, to be re-issued in up to three (3) subseries, namely Subseries 2-P, 2-Q, and 2-R (the "**Exchange Offer**");
>
> "NOW THEREFORE, RESOLVED AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation hereby authorizes the participation by the Corporation in the Tender Offer by SMC to exchange the Exchange Shares for the Offer Shares pursuant to the Terms and Conditions of the Tender Offer and, for this purpose, the Corporation is hereby authorized to tender for acceptance and transfer to SMC the following shares (the "**Tender Offer Shares**"):

Tender Offer Shares	No. of Tender Offer Shares	Exchange Ratio
Series 2-J Preferred Shares		One (1) Tender Offer Share for every one (1) Offer Share
Series 2-K Preferred Shares		

that are owned by the Corporation in response to the Tender Offer and in accordance with and subject to the terms thereof, and to sign, execute, and deliver, for and on behalf of the Corporation, the Tender Offer Shares owned by the Shareholder as contemplated by the Tender Offer and receive in exchange the following Offer Shares:

Offer Shares	No. of Tender Offer Shares to be Exchanged for the Offer Shares		
	Series 2-J Preferred Shares	Series 2-K Preferred Shares	Total Offer Shares
Series 2-P Preferred Shares			
Series 2-Q Preferred Shares			
Series 2-R Preferred Shares			
TOTAL NUMBER OF TENDER OFFER SHARES			

"RESOLVED FURTHER, that, for purposes of the Corporation's participation in said Tender Offer, the following officer/s of the Corporation, acting singly, have been constituted to be its duly authorized agents, whose respective signatures shall bind the Corporation (the "**Authorized Representatives**"), to wit:

Name	Position

"RESOLVED FURTHER, that the foregoing Authorized Representatives are hereby empowered and authorized: (a) to give any notice, request, consent, or waiver of any right, or receive any notice or communication, or act on any request, as may be required of or permitted to be made by shareholders of the Exchange Shares under the Tender Offer and any other documents contemplated thereby, (b) to sign, execute, and complete on behalf of the Corporation any agreement or document required in connection with or for the purpose of the exchange of the Tender Offer Shares and to ensure that any transfer of the same is effected is in the stock and transfer book of SMC and in the system of the Philippine Depository and Trust Corporation; (c) to do or cause to be done any and all such acts and things as shall be necessary or desirable to effect the transfer of the Tender Offer Shares including the appointment of substitute/s and/or broker(s) who will effect the sale or transfer of the Tender Offer Shares through the PSE; and (d) to do or cause to be done any and all such acts and things as shall be necessary or desirable to effect the receipt and lodgment of the Offer Shares including the appointment of substitute/s and/or broker(s) who will effect the lodgment of the Offer Shares through the PSE.

4. The specimen signatures of the foregoing signatories of the Corporation are as follows:

Name / Position	Specimen Signature

5. The above-quoted Board resolutions are in full force and effect and have not been amended, suspended, revoked nor in any manner superseded as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand on this [●] in [●], Philippines.

_____
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this [●] at [●] affiant exhibited to me his/her [●] with Number [●] issued at [●] on [●].

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2025.

Attachment 4 to the Application:
Form of Partnership Resolution for Partnership stockholders

REPUBLIC OF THE PHILIPPINES)
_____) S.S.

CERTIFICATION

I, [●], of legal age, [●] (nationality), and with business address at [●], after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Managing Partner of [●] (the "**Partnership**"), a partnership duly organized and existing under and by virtue of the laws of the [Republic of the Philippines], with principal office at [●];

2. As Managing Partner, I have in my custody the books and records and other papers of the Partnership, including but not limited to the minutes of the meetings of the Partners' meetings.

3. In the meeting of the Partners held on [●] at [●], where a quorum was present, the Partners approved the participation of the Partnership in the Tender Offer by San Miguel Corporation ("**SMC**") for Series 2-J Preferred Shares and Series 2-K Preferred Shares, to wit:

> WHEREAS, [●] (the "**Partnership"**) holds [[●] Series 2-J Preferred Shares and [●] Series 2-K Preferred Shares]] of SAN MIGUEL CORPORATION ("**SMC**");
>
> WHEREAS, SMC intends to undertake an exchange offer to the holders of Subseries 2-J of the Series "2" Preferred Shares ("**Series 2-J Preferred Shares**") and Subseries 2-K of the Series "2" Preferred Shares ("**Series 2-K Preferred Shares**", and together with the Series 2-J Preferred Shares collectively, the "**Exchange Shares**") through a voluntary tender offer to exchange the Exchange Shares for up to 450,571,567 Series 2 Preferred Shares to be re-issued from the treasury shares of SMC (the "**Offer Shares**"), at a rate of one Exchange Share to one of any of the Offer Shares, to be re-issued in up to three (3) subseries, namely Subseries 2-P, 2-Q, and 2-R (the "**Exchange Offer**");
>
> "NOW THEREFORE, RESOLVED AS IT IS HEREBY RESOLVED, that the Partners hereby authorizes the participation of the Partnership in the Tender Offer by SMC to exchange the Exchange Shares for the Offer Shares pursuant to the Terms and Conditions of the Tender Offer and, for this purpose, the Partnership is hereby authorized to tender for acceptance and transfer to SMC the following shares (the "**Tender Offer Shares**"):

Tender Offer Shares	No. of Tender Offer Shares	Exchange Ratio
Series 2-J Preferred Shares		One (1) Tender Offer Share for every one (1) Offer Share
Series 2-K Preferred Shares		

> that are owned by the Partnership in response to the Tender Offer and in accordance with and subject to the terms thereof, and to sign, execute, and deliver, for and on behalf of the Partnership, the Tender Offer Shares owned

by the Shareholder as contemplated by the Tender Offer and receive in exchange the following Offer Shares:

Offer Shares	No. of Tender Offer Shares to be Exchanged for the Offer Shares		
	Series 2-J Preferred Shares	Series 2-K Preferred Shares	Total Offer Shares
Series 2-P Preferred Shares			
Series 2-Q Preferred Shares			
Series 2-R Preferred Shares			
TOTAL NUMBER OF TENDER OFFER SHARES			

"RESOLVED FURTHER, that, for purposes of the Partnership's participation in said Tender Offer, the following, acting singly, have been constituted to be its duly authorized agents, whose respective signatures shall bind the Corporation (the "**Authorized Representatives**"), to wit:

Name	Position

"RESOLVED FURTHER, that the foregoing Authorized Representatives are hereby empowered and authorized: (a) to give any notice, request, consent, or waiver of any right, or receive any notice or communication, or act on any request, as may be required of or permitted to be made by shareholders of the Exchange Shares under the Tender Offer and any other documents contemplated thereby, (b) to sign, execute, and complete on behalf of the Partnership any agreement or document required in connection with or for the purpose of the exchange of the Tender Offer Shares and to ensure that any transfer of the same is effected in the stock and transfer book of SMC and in the system of the Philippine Depository and Trust Corporation; (c) to do or cause to be done any and all such acts and things as shall be necessary or desirable to effect the transfer of the Tender Offer Shares including the appointment of substitute/s and/or broker(s) who will effect the sale or transfer of the Tender Offer Shares through the PSE; and (d) to do or cause to be done any and all such acts and things as shall be necessary or desirable to effect the receipt and lodgment of the Offer Shares including the appointment of substitute/s and/or broker(s) who will effect the lodgment of the Offer Shares through the PSE.

4. The specimen signatures of the foregoing signatories of the Partnership are as follows:

Name / Position	Specimen Signature

5. The above-quoted Partnership resolutions are in full force and effect and have not been amended, suspended, revoked nor in any manner superseded as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand on this [●] in [●], Philippines.

_____
Managing Partner

SUBSCRIBED AND SWORN TO before me this [●] at [●] affiant exhibited to me his/her [●] with Number [●] issued at [●] on [●].

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2025.

Attachment 5 to the Application:
Form of Affidavit of Loss

REPUBLIC OF THE PHILIPPINES)
_____) S.S.

AFFIDAVIT OF LOSS

I, [●], of legal age, [●] (nationality), married / single, and a resident of [●], after having been duly sworn in accordance with law, do hereby depose and state:

That I am a stockholder of SAN MIGUEL CORPORATION ("**SMC**" or the "**Company**"), owning [●] Series [2-J / 2-K] Preferred Shares registered under the name [●], represented by the following Certificates of Stock:

Certificate No.	**Number of Shares**
[●]	[●]

That the above-mentioned certificates of stock were discovered missing and have not been found or located despite diligent search;

That the above-mentioned certificates of stock have not been sold, pledged, mortgaged, nor in any way encumbered by me, and that they are free from any lien or encumbrances;

That this affidavit has been executed for the purpose of securing new certificate/s in replacement of the certificates of stock mentioned above and to request the Company to take the necessary steps to prevent the negotiation or transfer of said lost certificate/s.

IN WITNESS WHEREOF, I have hereunto set my hand on this [●] in [●], Philippines.

_____
Affiant

SUBSCRIBED AND SWORN TO before me this [●] at [●] affiant exhibited to me his/her [●] with Number [●] issued at [●] on [●].

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of 2025.

Attachment 6 to the Application:
Transfer of Shares from Deceased Stockholders

PROCEDURES FOR THE TRANSFER OF SHARES OF STOCK FROM A DECEASED STOCKHOLDER TO HIS/HER HEIR(S)

The transfer of a deceased stockholder's shares and the issuance of new stock certificate/s to his/her heir/s may be done judicially (through court proceedings) or extra-judicially (out-of-court settlement).

A. If the estate of the deceased stockholder is settled judicially, whether testate (with a Will) or intestate (without a Will), the heirs will have to submit to SMC Stock Transfer Service Corporation (STSC) the following:

1. The original certificates of the deceased stockholder's shares of stock.

2. A copy of the Certificate of Death.

3. When there is a Will, a certified copy of the Will and the final Court Order probating the same, together with a certified copy of the Project of Partition and the final Court Order approving the same.

4. When there is no Will, a certified copy of the Project of Partition and the final Court Order approving the same.

5. Certificate Authorizing Registration (CAR) issued by the BIR attesting to the payment or exemption from payment of the estate tax and all other taxes that may be required (e.g. Documentary Stamp Taxes), in accordance with the National Internal Revenue Code unless the Court Order specifically provides that the transfer may be effected prior to the payment of the relevant taxes.

6. Duly accomplished Specimen Signature Cards (see attached) together with photocopies of two (2) current and valid Identification Documents (IDs) of each of the heirs.

7. Payment for transfer fees – ₱112.00 for every issued certificate plus ₱22.40 for every cancelled certificate.

B. If the estate is settled extra-judicially, the heir/s will have to execute a Deed of Extra-Judicial Settlement (DEED) or an Affidavit of Self-Adjudication (AFFIDAVIT), if there is only one heir.

The heirs must also have a Notice of the Estate's Settlement published in a newspaper of general circulation once a week for three (3) consecutive weeks and request for the publisher's Affidavit attesting the same.

The heirs must also file the estate tax return with the Bureau of Internal Revenue (BIR) District Office of the decedent's last known address and receive from the BIR the Certificate Authorizing Registration (CAR).

The heir/s must have the DEED or AFFIDAVIT, as the case may be, registered with the Register of Deeds of the decedent's last known residence.

The heir/s will have to submit to STSC the following:

1. The original certificate/s of the deceased stockholder's shares of stock.

2. A copy of the Certificate of Death. Upon submission of the stockholder's death certificate, STSC will issue a certification on the value of the shares at time of death. The heir/s will need to present this certification to the BIR in connection with the payment of estate taxes.

3. A copy of the Birth Certificate showing the deceased stockholder as parent if the heir is a descendant; if surviving spouse, a copy of the Marriage Contract between the deceased stockholder and his/her spouse; if brother or sister, Birth Certificate of the deceased stockholder and the heir showing a common ancestor.

4. An originally signed or certified copy of the DEED or AFFIDAVIT, as the case may be, duly annotated by the Register of Deeds.

5. Affidavit of publication by the publisher of the newspaper in which the notice of extra-judicial settlement had been published, duly notarized and with the corresponding loose documentary stamp tax affixed.

6. Certificate Authorizing Registration (CAR) issued by the BIR attesting to the payment or exemption from payment of the estate tax and all other taxes that may be required (e.g. Documentary Stamp Taxes), in accordance with the National Internal Revenue Code.

7. Duly accomplished Specimen Signature Cards (see attached) together with photocopies of two (2) current and valid Identification Documents (IDs) of each of the heirs.

8. Payment for transfer fees – ₱112.00 for every issued certificate plus ₱22.40 for every cancelled certificate.

9. Other documents to be required in accordance with the rules on succession under the New Civil Code of the Philippines.

The new stock certificate/s issued in the name of the heir/s shall be released after a period of two (2) years from the date of registration with the Register of Deeds. However, the certificate/s may be released within such two-year period, provided that the heir/s will submit a two-year heirs bond in favor of the Corporation, issued by an accredited bonding company, in an amount equivalent to the total estimated market value of the decedent's shares.

Attachment 7 to the Application:
Instructions to Brokers

INSTRUCTIONS TO BROKERS

In connection with the intention by San Miguel Corporation ("**SMC**" or the "**Company**") to undertake an exchange offer to the holders of the 266,666,667 Subseries 2-J of the Series "2" Preferred Shares ("**Series 2-J Preferred Shares**") and 183,904,900 Subseries 2-K of the Series "2" Preferred Shares ("**Series 2-K Preferred Shares**", and together with the Series 2-J Preferred Shares collectively, the "**Exchange Shares**") through a voluntary tender offer to exchange the Exchange Shares for 450,571,567 Series 2 Preferred Shares to be re-issued from the treasury shares of the Company (the "**Offer Shares**"), at a rate of one Exchange Share to one of any of the Offer Shares, to be re-issued in up to three (3) subseries, namely Subseries 2-P, 2-Q, and 2-R (the "**Exchange Offer**"), the following are the instructions for Participating Brokers whose clients are accepting said offer:

1. The Terms and Conditions of the Tender Offer (Annex B to the SEC Form 19-1 filed by SMC with the Securities and Exchange Commission) form part of these instructions.

2. Participating Brokers must submit the Application to Tender the Exchange Shares in exchange for the Offer Shares (the "**Application**"), together with all other required and applicable attachments (together with the Application shall refer to the "**Application Documents**"), to SMC Stock Transfer Service Corporation ("**STSC**" or the "**Tender Offer Agent**") no later than 12:00 noon of 10 October 2025.

3. Participating Brokers may submit scanned copies of the Application Documents to the email address of STSC no later than 12:00 noon of 10 October 2025, with the originally signed Application Documents to be submitted no later than 12:00 noon of the following business day.

4. Participating Brokers may submit only one (1) Application for all their clients who are participating in the Tender Offer, provided that each Application includes only stockholders for registration under the same PDTC sub-account code.

5. Participating Brokers are required to electronically transfer the shares being tendered by their clients (the "**Tender Offer Shares**") to Papa Securities Corporation (the "**Crossing Broker**"), with Philippine Depository and Trust Corporation ("**PDTC**") Account No. 21900000000. The Crossing Broker will act as custodian for such shares. A copy of the transfer confirmation should be delivered to STSC.

6. For each Participating Broker transacting a transfer of the shares to the Crossing Broker (EQ trade transfer), the PDTC's charges for the share transfer shall be for the account of the Company. Any charges relating to the subsequent withdrawal of the Tender Offer Shares will be for the Participating Broker's account.

7. Participating Brokers are required to electronically submit the Exchange Offer Report (Annex A) covering all Tender Offer Shares of their client to be exchanged for the Offer Shares to the Tender Offer Agent.

8. The Stock Transfer Agent will lodge the Offer Shares to the Participating Broker's PDTC Account on 24 October 2025.

Only those shares electronically transferred to the Crossing Broker as of 12:00 noon on 10 October 2025 are eligible for the Tender Offer.

For orderly transfer and accurate tracking, the Participating Broker should email and should also deliver in original, the Exchange Offer Report (Annex A) to the Tender Offer Agent with the following details:

SMC STOCK TRANSFER SERVICE CORPORATION
2nd Floor SMC Head Office Complex
No. 40 San Miguel Avenue
Mandaluyong City
Contact Persons: Abigail S. Mungcal / Mary Clarice V. Abaño
Tel. No.: (+632) 8632-3450 to 52
Email Address: smc_stsc@sanmiguel.com.ph

The Tender Offer Agent will email the Participating Broker a confirmation notice of receipt of the letter.

Annex A
Exchange Offer Report

SAN MIGUEL CORPORATION
Exchange Offer Report

NAME OF TRADING PARTICIPANT / BANK: _____

ADDRESS: _____

CONTACT NUMBER & EMAIL ADDRESS: _____

A. TENDER OFFER SHARES:

NUMBER OF SMC2J SHARES	
NUMBER OF SMC2K SHARES	

Note: Each of the number of SMC2J and SMC2K shares tendered must be in multiples of tens (10s)

B. OFFER SHARES IN EXCHANGE FOR THE TENDER OFFER SHARES

(1) SMC2P

TENDER OFFER SHARES	TYPE OF INVESTOR (Individual or Corporate)	NATIONALITY (Filipino or Non-Filipino)	NUMBER OF OFFER SHARES	PDTC BP ID (11-digits)	PDTC ACCOUNT NUMBER
	Total Number of SMC2P Shares:		0		

(2) SMC2Q

TENDERED SHARES	TYPE OF INVESTOR (Individual or Corporate)	NATIONALITY (Filipino or Non-Filipino)	NUMBER OF OFFER SHARES	PDTC BP ID (11-digits)	PDTC ACCOUNT NUMBER
	Total Number of SMC2Q Shares:		0		

(3) SMC2R

TENDERED SHARES	TYPE OF INVESTOR (Individual or Corporate)	NATIONALITY (Filipino or Non-Filipino)	NUMBER OF OFFER SHARES	PDTC BP ID (11-digits)	PDTC ACCOUNT NUMBER
	Total Number of SMC2R Shares:		0		

TOTAL NUMBER OF ALL OFFER SHARES IN EXCHANGE FOR TENDER OFFER SHARES:	
SMC2J	0
SMC2K	0

Notes:
(1) Each of the number of SMC2P, SMC2Q and SMC2R shares exchanged should be in multiples of tens (10s).
(2) The total number of all the offer shares should be equal to the number of tendered SMC2J & SMC2K shares in the table (A) above.

PREPARED BY (Name & Signature): _____

APPROVED BY (Name/s & Signature/s): _____

Signatory 1

_____

Signatory 2 *(if applicable)*

Submission Reminders:
(1) One (1) duly accomplished and signed Exchange Offer Report to be submitted to Tender Offer Agent.
(2) One (1) soft copy in MS Excel format of the Exchange Offer Report on or before the end of the Offer Period via email to smc_stsc@sanmiguel.com.ph with the Subject: "[PDTC Participant Name] - Exchange Offer Report"

Exhibit 2
Announcement of Intention to Make a
Tender Offer to Shareholders of the Company

August 15, 2025

TO SHAREHOLDERS OF SAN MIGUEL CORPORATION
SUBSERIES 2-J AND SUBSERIES 2-K OF THE SERIES 2 PREFERRED SHARES

This is to advise you that **SAN MIGUEL CORPORATION** (the "**Company**") is intending to undertake an exchange offer, to the holders of the 266,666,667 Subseries 2-J of the Series "2" Preferred Shares (PSE: SMC2J) and 183,904,900 Subseries 2-K of the Series "2" Preferred Shares (PSE: SMC2K), (collectively, the "**Exchange Shares**") through a voluntary tender offer to exchange the Exchange Shares for 450,571,567 cumulative, non-voting, non-participating, non-convertible, redeemable, re-issuable Philippine Peso-denominated perpetual Series 2 Preferred Shares to be re-issued from the treasury shares of the Company (the "**Offer Shares**"), at a rate of one Exchange Share to one of any of the Offer Shares, to be re-issued in three (3) subseries, namely Subseries 2-P, 2-Q, 2-R. The issue price of the Offer Shares shall be ₱75.00 per share.

A Tender Offer Report (in the form of SEC Form 19-1, including its annexes, exhibits and schedules) will be filed with the Securities and Exchange Commission and The Philippine Stock Exchange on the date of the commencement of the voluntary tender offer. The Company intends to commence the voluntary tender offer at 9:00am on September 8, 2025 and close at 12:00nn on October 10, 2025.

The other terms of the voluntary tender offer shall be announced on the date of the commencement of the voluntary tender offer. Copies of the Tender Offer Report and the relevant tender offer materials will be sent to each shareholder of SMC2J and SMC2K.

The foregoing announcement is made in compliance with Rule 19.5 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.

Yours truly,

SAN MIGUEL CORPORATION

Exhibit 3
Affidavit of Publication

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) s.s.

AFFIDAVIT OF PUBLICATION

I, **MARIQUITA O. ADRIANO**, of legal age, single, Filipino and with office address at c/o PhilSTAR Daily, Inc., Amvel Business Park, Dr. A. Santos Ave., Brgy. San Dionisio, Parañaque City after being duly sworn to in accordance with law depose.

That I am the **ADVERTISING MANAGER** of **The PhilSTAR Daily, Inc.** a domestic corporation duly organized and existing under by virtue of Philippine laws with office and business Amvel Business Park, Dr. A. Santos Ave., Brgy. San Dionisio, Parañaque City.

That the said corporation publishes **The Philippine STAR**, a daily broadsheet newspaper published in English and of general circulation.

That the order of SMC Stock Transfer Service Corporation

Captioned as follows: TO SHAREHOLDERS OF SAN MIGUEL CORPORATION SUBSERIES 2-J AND SUBSERIES 2-K OF THE SERIES 2 PREFERRED SHARES

(Please see attached printed text)had been published in The Philippine STAR in its issue/s of: August 15, 2025

FURTHER AFFIANT SAYETH NAUGHT.
Manila, Philippines

MARIQUITA O. ADRIANO
Affiant

SUBSCRIBED AND SWORN to before me this 15th day of August 2025 affiant exhibited to me her Driver's License ID No. N25-09-013541 and which expires on 2028/02/22.

ATTY. GARY A. SANCIO
Notary Public
Until December 31, 2026
Adm. Matter NP-103 (2025-2026)
Roll No.44261
IBP -No. 1082447 (Lifetime)/06-30-17/ Q.C.
PTR No.6991051/01-06-25/Q.C.
MCLE Compliance No. VIII-0023572/03-04-25
Unit 203, STG Bldg. 190 P. Tuazon Blvd.
Araneta City, Quezon City, 1109

Doc. No. 288
Page No. 59
Book No. V
Series of 2025

August 15, 2025

TO SHAREHOLDERS OF SAN MIGUEL CORPORATION SUBSERIES 2-J AND SUBSERIES 2-K OF THE SERIES 2 PREFERRED SHARES

This is to advise you that **SAN MIGUEL CORPORATION** (the "**Company**") is intending to undertake an exchange offer, to the holders of the 266,666,667 Subseries 2-J of the Series "2" Preferred Shares (PSE: SMC2J) and 183,904,900 Subseries 2-K of the Series "2" Preferred Shares (PSE: SMC2K), (collectively, the "**Exchange Shares**") through a voluntary tender offer to exchange the Exchange Shares for 450,571,567 cumulative, non-voting, non-participating, non-convertible, redeemable, re-issuable Philippine Peso-denominated perpetual Series 2 Preferred Shares to be re-issued from the treasury shares of the Company (the "**Offer Shares**"), at a rate of one Exchange Share to one of any of the Offer Shares, to be re-issued in three (3) subseries, namely Subseries 2-P, 2-Q, 2-R. The issue price of the Offer Shares shall be ₱75.00 per share.

A Tender Offer Report (in the form of SEC Form 19-1, including its annexes, exhibits and schedules) will be filed with the Securities and Exchange Commission and The Philippine Stock Exchange on the date of the commencement of the voluntary tender offer. The Company intends to commence the voluntary tender offer at 9:00am on September 8, 2025 and close at 12:00nn on October 10, 2025.

The other terms of the voluntary tender offer shall be announced on the date of the commencement of the voluntary tender offer. Copies of the Tender Offer Report and the relevant tender offer materials will be sent to each shareholder of SMC2J and SMC2K.

The foregoing announcement is made in compliance with Rule 19.5 of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.

Yours truly,

SAN MIGUEL CORPORATION

Exhibit 4
Notice to Shareholders of Series 2-J Preferred Shares and Series 2-K Preferred Shares of San Miguel Corporation

NOTICE TO ALL HOLDERS OF SERIES 2-J PREFERRED SHARES AND SERIES 2-K PREFERRED SHARES OF SAN MIGUEL CORPORATION

All holders of the 266,666,667 Subseries 2-J of the Series "2" Preferred Shares ("**Series 2-J Preferred Shares**") and 183,904,900 Subseries 2-K of the Series "2" Preferred Shares ("**Series 2-K Preferred Shares**", and together with the Series 2-J Preferred Shares collectively, the "**Exchange Shares**") of San Miguel Corporation ("**SMC**" or the "**Company**" or the "**Bidder**") are hereby notified that on 8 September 2025, SMC filed a Tender Offer Report (SEC Form 19-1, including all of its annexes, exhibits, and schedules) with the Securities and Exchange Commission ("**SEC**") and the Philippine Stock Exchange ("**PSE**"), and a copy of which is posted on SMC's website (http://www.sanmiguel.com.ph).

SMC shall undertake a voluntary tender offer to exchange the Exchange Shares for 450,571,567 Series "2" Preferred Shares to be re-issued from the treasury shares of the Company (the "**Offer Shares**"), at a rate of one Exchange Share to one of any of the Offer Shares, to be re-issued in up to three (3) subseries, namely Subseries 2-P, 2-Q, and 2-R (the "**Exchange Offer**"). The issue price of the Offer Shares shall be ₱75.00 per share.

Details of the Exchange Shares

On 29 October 2020 (the "**Series 2-J Issue Date**"), SMC issued 266,666,667 Series 2-J Preferred Shares at an issue price of ₱75.00 per share and with an initial dividend rate of 4.7500% (the "**Series 2-J Initial Dividend Rate**"). Under the terms of the Series 2-J Preferred Shares, unless the Series 2-J Preferred Shares are redeemed by SMC on 29 October 2025, the dividend rate of the Series 2-J Preferred Shares will be adjusted to the higher of the (a) Series 2-J Initial Dividend Rate; or (b) the simple average of the closing per annum rates of the 10-year BVAL, as shown on the PDEX page for three consecutive days ending on (and including) the fifth (5th) anniversary from the Series 2-J Issue Date, plus 5.00%. On 07 August 2025, the Board of Directors of the Company approved the redemption of the Series 2-J Preferred Shares on 29 October 2025.

On 10 December 2020 (the "**Series 2-K Issue Date**"), SMC issued 183,904,900 Series 2-K Preferred Shares at an issue price of ₱75.00 per share with an initial dividend rate of 4.5000% (the "**Series 2-K Initial Dividend Rate**"). Under the terms of the Series 2-K Preferred Shares, unless the Series 2-K Preferred Shares are redeemed by SMC on 10 December 2025, the dividend rate of the Series 2-K Preferred Shares will be adjusted to the higher of the (a) Series 2-K Initial Dividend Rate; or (b) the simple average of the closing per annum rates of the 10-year BVAL, as shown on the PDEX page for three consecutive days ending on (and including) the fifth (5th) anniversary from the Series 2-K Issue Date, plus 5.00%. On 07 August 2025, the Board of Directors of the Company approved the redemption of the Series 2-K Preferred Shares on 10 December 2025.

Details of the Offer Shares

The Company intends to offer in exchange for the Exchange Shares, up to 450,571,567 Series "2" Preferred Shares which may be re-issued in up to three subseries namely, Series 2-P, Series 2-Q, and/or Series 2-R Preferred Shares. The Offer Shares will be cumulative, non-voting, non-participating, non-convertible, redeemable, re-issuable Philippine Peso-denominated perpetual Series "2" Preferred Shares. The Offer Shares will be re-issued by the Company out of the Series "2" Preferred Shares in the treasury.

The Company has applied for Confirmation of Exemption of the issuance of the Offer Shares on the basis of Section 10.1(j) of the Securities Regulation Code ("SRC") and the issuance of the Certificate of Filing Enabling Resolution for the Offer Shares, which are both pending with the Securities and Exchange Commission ("**SEC**"). On 5 September 2025, the SEC confirmed that the Company may proceed with the launch of the Tender Offer on 8 September 2025.

The Offer Shares shall have an issue price of ₱75.00 per share which is the same issue price as the Exchange Shares. On 4 September 2025, the SEC confirmed that the Exchange Offer is not subject to the requirement for a confirmation of valuation under Section 61 of the Revised Corporation Code.

As and if cash dividends are declared by the Board of Directors, cash dividends on the Offer Shares shall be determined using the higher of the (a) Initial Dividend Rate; or (b) the minimum Initial Dividend Rate, in each case for the relevant subseries of Offer Shares, as follows:

Offer Shares	**Minimum Initial Dividend Rate**	**Optional Redemption Date**[1]	**Step Up Date**
Series 2-P Preferred Shares	6.7000%	3 years from Exchange Date	5 years from Exchange Date
Series 2-Q Preferred Shares	7.0000%	5 years from Exchange Date	7 years from Exchange Date
Series 2-R Preferred Shares	7.2500%	7 years from Exchange Date	10 years from Exchange Date

[1]*Refers to the date when the Company may redeem the relevant subseries of the Offer Shares in whole (and not in part). Exchange Date is expected to be on 24 October 2025.*

in all cases calculated for each share by reference to the issue price of ₱75.00 in respect of each Dividend Period (each, the "**Initial Dividend Rate**" for the relevant subseries). The Initial Dividend Rate will be determined after the end of the Tender Offer Period on 10 October 2025.

Dividend Rate means (a) from the Issue Date up to the relevant Step-Up Date, the applicable Initial Dividend Rate, and (b) from the relevant Step-Up Date, until the date the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares are redeemed, the higher of the applicable Initial Dividend Rate and the applicable Step-Up Rate.

Cash dividends on the Offer Shares will be payable once for every Dividend Period on such date set at the time of declaration by the Board of Directors (each a "**Dividend Payment Date**") in accordance with the terms and conditions of the Offer Shares. The Dividend Payment Date shall be any day within the period commencing on (and including) the last day of a Dividend Period and 15 calendar days from the end of the relevant Dividend Period.

If a Dividend Payment Date occurs after the end of a Dividend Period, there shall be no adjustment to the amounts of dividends to be paid.

The dividends on the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares will be calculated on a 30/360-day basis.

If the Dividend Payment Date is not a Business Day, dividends will be paid on the next succeeding Business Day, without adjustment as to the amount of dividends to be paid.

Dividends on the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares will be cumulative. If for any reason the Company's Board of Directors does not declare dividends on the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares for a Dividend Period, the Company will not pay dividends on such Dividend Payment Date for such Dividend Period. However, on any future Dividend Payment Date on which dividends are declared, holders of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares must receive the dividends due to them on such Dividend Payment Date as well as all dividends accrued and unpaid to the holders of the Series 2-P, Series 2-Q, and Series 2-R Preferred Shares prior to such Dividend Payment Date.

The detailed terms and conditions of the Offer Shares are provided in **Annex A** of the Tender Offer Report.

The Tender Offer

The Company intends to commence the Tender Offer at 9:00 a.m. on 8 September 2025 and to end at 12:00 noon on 10 October 2025, or a total of twenty five (25) business days (the "**Tender Offer Period**"). Without prejudice to the right of the Company (subject to prior approval by the SEC) to extend the Tender Offer Period, should any of the business days during the period from 8 September 2025 to 10 October 2025, be officially declared as non-working holidays after the filing of the Tender Offer Report on 8 September 2025, the Tender Offer Period shall not be extended, unless such non-working holiday will result in the Tender Offer Period being less than twenty (20) business days. For purposes hereof, a "business day" shall mean any day other than a Saturday, Sunday, or holiday on which banks are required to be open for business in Mandaluyong City, Philippines.

During the Tender Offer Period, any holder of the Exchange Shares who tenders their shares ("**Tendering Shareholder**") may offer all or a portion of their Exchange Shares for acceptance by, and sale to SMC ("**Tender Offer Shares**"). Tendering Shareholders shall have the discretion to elect which among the Series 2-P, 2-Q, and 2-R Preferred Shares (or a combination thereof) will be received in exchange for their Tender Offer Shares at an exchange ratio of 1 Tender Offer Share to 1 Offer Share.

The Tendering Shareholder may tender their Series 2-J Preferred Shares and Series 2-K Preferred Shares, in whole or in part. The number of Tender Offer Shares to be exchanged for each subseries of Offer Shares must be in multiples of ten (10) shares.

The obligation of the Company to exchange the Exchange Shares with the Offer Shares, through the voluntary tender offer, will be under the condition (among other conditions that the Company may prescribe) that during the voluntary tender offer, the Exchange Shares shall have been:

(1) Validly tendered by the Tendering Shareholders of the Exchange Shares;

(2) Eligible for or otherwise capable of being exchanged to the Company; and

(3) Accepted for exchange by the Company.

In the event any of the foregoing conditions are not met, the Company shall have the right to reject the exchange for the relevant Tendering Shareholder to the extent of the affected Exchange Shares.

The customary selling charges amounting 0.121% of the total transaction value (excluding broker's commission), shall be for the account of the Company, and shall include:

(1) Stock transaction tax of 0.1% of the value of the transaction;

(2) Securities Clearing Corporation of the Philippines fee of 0.01% of the value of the transaction;

(3) PSE transaction fee of 0.005% of the value of the transaction;

(4) SEC Fee of 0.005% of the value of the transaction; and

(5) Stock Investment Protection Fund fee of 0.001% of the value of the transaction.

Other fees such as lodgment fee and EQ trade transfer fee (as applicable) are also for the account of the Company. The broker's commission, including value added tax, shall be payable by the Company, as mutually agreed between the Company and the broker.

The Exchange Offer gives the existing shareholders of the Exchange Shares the opportunity to exchange their Series 2-J and/or Series 2-K Preferred Shares with another subseries of the Series "2" Preferred Shares, namely Subseries 2-P, 2-Q, or 2-R, at a fair price of ₱75 per share, higher dividend rate, and without cost on the part of the Tendering Shareholder.

The detailed terms and conditions of the voluntary tender offer as prescribed by the Company is provided in **Annex B** of the Tender Offer Report.

Fairness Opinion

The Company has engaged FTI Consulting Philippines, Inc. ("**FTI Consulting**"), a corporate finance advisory firm that offers a wide array of services including valuation, transaction advisory, and mergers and acquisitions, to act as the independent Valuation Specialist to issue for the Board of Directors of SMC and the shareholders of the Exchange Shares a fairness opinion on whether the proposed exchange ratio/s are fair from a financial point of view. FTI Consulting was of the opinion that the exchange ratio of 1 Tender Offer Share to 1 Offer Share is fair from a financial point of view. A copy of the Fairness Opinion Report is attached as **Annex C** in the Tender Offer Report.

Sufficiency of Funds of SMC

Bank of Commerce, one of the financial advisors engaged for the Exchange Offer, has confirmed that SMC has sufficient resources available, to satisfy full acceptance of the Exchange Shares that may be offered under the Tender Offer. A copy of the Certification on Sufficiency is provided as **Annex D** in the Tender Offer Report.

Requirements for Tendering Shareholders

A valid tender of the Series 2-J Preferred Shares and Series 2-K Preferred Shares shall be made by accomplishing and delivering the Application provided in the Tender Offer Report, which, along with the following attachments (applicable to scrip or certificated shareholders only), must be received by the Tender Offer Agent not later than **12:00 noon** of **10 October 2025.**

1. *For Certificated or Scrip Shareholders*

   Tendering Shareholders who hold stock certificates who wish to offer all or a portion of their Exchange Shares for acceptance and exchange should, within the Tender Offer Period: (i) present their original stock certificates to the Stock Transfer Agent for authentication by the Stock Transfer Agent; (ii) upon due authentication by the Stock Transfer Agent, submit their original stock certificates duly endorsed in blank and the duly accomplished Application to Tender Shares (the "**Application**"), together with all the requirements stated therein, to the Tender Offer Agent at its address as stated herein.

   The certificated shares will then be converted to scripless shares.

   For Non-Certificated or Scripless Shareholders

   Tendering Shareholders whose shares are lodged with the Philippine Depository & Trust Corp. (**PDTC**) must instruct their brokers (**Participating Brokers**) to accomplish and submit, on their behalf, the duly accomplished Application, together with all the requirements stated therein, to the Tender Offer Agent, and instruct their Participating Broker to electronically transfer their Exchange Shares to **Papa Securities Corporation** (the "**Crossing Broker**") prior to 12:00 noon on 10 October 2025 in order to participate in the Tender Offer.

   A Participating Broker is required to comply with the Instructions to Brokers attached to the Application as Attachment 7 thereof. The terms of the Application and the Instructions to Brokers shall form integral parts of the Tender Offer Conditions.

   Delivery of each required document in relation to the Tender Offer to the Tender Offer Agent shall be deemed made only upon actual receipt thereof by the Tender Offer Agent. The Bidder or the Tender Offer Agent reserves the right to require presentation or submission of any additional documents for the purpose of, among others, enabling the Bidder or the Tender Offer Agent to determine from any Tendering Shareholder (or any person acting on its behalf, including any Participating Broker) the validity, eligibility, and acceptability of any Series 2-J Preferred Shares or Series 2-K Preferred Shares in the Company tendered pursuant to the Tender Offer.

2. *Election of Series 2P, 2Q, and 2R for exchange*

   Tendering Shareholders must indicate in the Application which among the Series 2-P, 2-Q, and 2-R Preferred Shares (or a combination thereof) will be received in exchange for their Tender Offer Shares at an exchange ratio of 1 Tender Offer Share to 1 Offer Share.

   Tendering Shareholders shall likewise be required to designate their respective Participating Broker for purposes of lodgment of the Offer Shares that will be issued to the Tendering Shareholders on Settlement Date.

3. *For individual shareholders:*

   (i) Photocopies of two (2) valid identification cards containing the Applicant's photograph and specimen signature (*i.e.*, driver's license, tax identification card, Social Security System/Government Service Insurance System identification card, or passport).
   (ii) Two (2) duly accomplished specimen signature cards containing the specimen signature of the Applicant and verified by the Applicant's broker or by an officer of the bank at which the Applicant maintains an account (the signature card must specify the name of the broker and the broker's signatory or the name of the bank and the bank's signatory, as the case may be). A copy of at least one valid ID of the bank's signatory is also required.
   (iii) For shareholders acting through an attorney-in-fact, a duly notarized Irrevocable Power of Attorney (in substantially the form attached to the Application). For married individuals who are Philippine citizens, their respective spouses must sign the space provided in the Irrevocable Power of Attorney to indicate the marital consent to the transfer of their Tendered Shares.

4. *For corporate shareholders:*
   (i) Notarized Board Resolution (in substantially the form of the Secretary's Certificate attached to the Application) authorizing the transfer of its Tendered Shares in exchange for the Offer Shares, designating signatories for the purpose and indicating the specimen signatures of those signatories.
   (ii) Copy of the SEC Registration or equivalent constitutive document certified as a true copy of the original by the Corporate Secretary or equivalent person having official custody of company records.
   (iii) Copies of the latest Articles of Incorporation or By-laws of the Applicant or equivalent constitutive documents certified as true copies of the original by the Corporate Secretary or equivalent person having official custody of company records.
   (iv) Two (2) duly accomplished specimen signature cards containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's Corporate Secretary or equivalent person having official custody of company records.
   (v) Copy of the latest General Information Sheet (GIS) filed with the SEC and certified as a true copy of the original by the Corporate Secretary or equivalent persons having official custody of company records.

5. *For Partnership:*
   (i) Copy of SEC Registration or equivalent constitutive document certified as true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.
   (ii) Copy of the latest Articles of Partnership of the Applicant or equivalent constitutive document certified as true copy of the original by the Partnership Secretary or equivalent person having official custody of the partnership records.
   (iii) Notarized Partnership Resolution (in substantially the form of the Partners' Certificate attached to the Application) authorizing the sale of the Partnership's Tendered Shares, designating signatories for the purpose and indicating the specimen signature of the signatories.
   (iv) two (2) Duly accomplished signature cards containing the specimen signature of the Applicant's designated authorized signatories and verified by the Applicant's Partnership Secretary or equivalent person having official custody of the partnership records.

6. *For those with lost stock certificates:*
   (i) One (1) original of a duly notarized affidavit of loss (in substantially the form of the Affidavit of Loss attached to the Application).
   (ii) Copy of the notice of loss as published in a newspaper of general circulation.
   (iii) One (1) original of the Affidavit of Publication executed by the relevant publishing entity attesting that the notice of loss and the details required under the Revised Corporation Code of the Philippines have been published in a newspaper of general circulation in the place where SMC has its principal office once a week for at least three consecutive weeks.
   (iv) Applicable surety bond in an amount of twice the closing price per share of the Series 2-J Preferred Shares or Series 2-K Preferred Shares as of the date of execution of the affidavit of loss, multiplied by the number of shares covered by each lost stock certificate, which bond shall run for a period of one year.

Withdrawal by Tendering Shareholders

The Tender Offer Shares may be withdrawn by the relevant Tendering Shareholder, in whole or in part, at any time during the Tender Offer Period, but only up to 12:00 noon of 10 October 2025, by submitting a written request for the withdrawal of the relevant Tender Offer Shares to the Tender Offer Agent, together with a copy of the Shareholder's Copy of the Application issued by the Tender Offer Agent. For a withdrawal to be effective, the written request for withdrawal must be timely received by the Tender Offer Agent at the address set forth herein.

The written request for the withdrawal of any Tender Offer Shares must specify: (i) the name of the Tendering Shareholder, and (ii) the number of Tender Offer Shares to be withdrawn. If the stock certificates evidencing the Tender Offer Shares have been delivered to the Tender Offer Agent, the serial number of such certificates must likewise be indicated in the written request for withdrawal of the Tender Offer Shares. The Bidder has the right, in its sole discretion, to determine the validity of the written request.

Any Tender Offer Shares that are withdrawn in accordance herewith shall be returned in the same form they were received to the PDTC participant (if previously lodged with the PDTC participant) or to the Tendering Shareholder (if previously certificated), as the case may be, within five (5) trading days from the end of the Tender Offer Period. The cost of returning the Tender Offer Shares shall be borne by the shareholder making the withdrawal.

Acceptance

Acceptance of the Application is subject to the terms thereof and the Tender Offer Report. The Bidder, through the Tender Offer Agent, shall have the right and sole discretion to reject or accept any Application if such Application is received after the end of the Tender Offer Period, or is not completed properly or lacks any of the required documents or if the signature affixed thereto cannot be authenticated by the Stock Transfer Agent, and accept qualified Applications at any time before the Settlement Date.

The Tender Offer Agent will accept Applications, on behalf of the Bidder, on the condition that it is able to verify the signature/endorsement on the relevant SMC stock certificates by verifying the signature on file with **SMC Stock Transfer Service Corporation**, the stock transfer agent of the Company, if such is available. The Tender Offer Agent will rely on the signature affixed on the Application and on the supporting identification documents or board resolution when it verifies the endorsement of the relevant SMC stock certificates. The Tender Offer Agent and the Bidder shall not be required to make further inquiries into the authenticity of the signature. If the Tender Offer Agent is unable to verify the signature on the Application or the endorsement of the SMC stock certificate, the Tender Offer Agent will also reject the Application.

Applications (a) received after the Tender Offer Period, or (b) that are not properly completed, or (c) lack any of the requirements, are *ipso facto* rejected. **Tendering Shareholders whose Applications have been rejected, in whole or in part, shall be notified of such by the Tender Offer Agent on or before 13 October 2025.**

All Applications shall be accepted only in the Philippines.

Rejected Tender Offer Shares shall be returned in the same form they were received to the Tendering Shareholder's broker (for scripless shares) or to the Tendering Shareholder (for certificated shares) no later than five (5) trading days from the end of the Tender Offer Period. If the Tender Offer Shares were rejected due to deficiencies or discrepancies in the documents submitted by the Tendering Shareholder, or if a Tendering Shareholder withdraws from the Tender Offer on their own, then the expenses relating to the return of the shares shall be shouldered by the Tendering Shareholder.

Cross Date and Settlement Date

All the Tender Offer Shares shall be transferred to the Bidder (subject to prior approval by the PSE) by way of block sale through the facilities of the PSE on 24 October 2025 (the "**Cross Date"**), unless the Tender Offer Period is extended with the prior approval of the SEC. In this case, the block sale for the Tender Offer Shares (subject to approval of the PSE) will be within 10 business days after the end of the extended Tender Offer Period.

Subject to the approval by the PSE, the Offer Shares that will be issued in exchange for the Tender Offer Shares shall be listed and lodged with the respective broker accounts of the Tendering Shareholder on 24 October 2025 ("**Settlement Date**"). All accepted Applications shall be settled only in the Philippines.

On Settlement Date, the Tender Offer agent shall lodge the Offer Shares with the designated Participating Broker of the Applicant as identified in the Application.

Any change in the Cross Date and Settlement Date shall be announced by the Company in the following newspapers of general circulation in the Philippines: Philippine Star and Philippine Daily Inquirer.

SEC Form 19-1 and other Tender Offer Documents

The terms set out in the Tender Offer Report (SEC Form 19-1) filed with the SEC on 8 September 2025 shall form integral parts of the Terms of the Tender Offer. Any Tendering Shareholder who wishes to obtain a copy of the said Tender Offer Report may do so at the office of the Tender Offer Agent. Copies of the Tender Offer Report have also been filed with the SEC and PSE.

INQUIRIES

For inquiries on the Tender Offer, please contact any of the following personnel of **SMC STOCK TRANSFER SERVICE CORPORATION**, between 9:00 a.m. and 6:00 p.m.**:**

Contact Persons: Abigail S. Mungcal / Mary Clarice V. Abaño
Tel. No.: (+632) 8632-3450 to 52
Email Address: smc_stsc@sanmiguel.com.ph

Tendering Shareholders are advised to read the Application Form, the Tender Offer Report (including in particular the Terms and Conditions of the Tender Offer appended as Annex B thereof) as filed by SMC with the SEC and PSE. For queries, please contact the Tender Offer Agent.

Yours truly,

SAN MIGUEL CORPORATION

San Miguel Corporation
STOCK TRANSFER MODULE
List of Stockholders
As of Aug 31, 2025

Exhibit 5
List of the Company's Top 20 Stockholders as of 31 August 2025

RANK	STOCKHOLDER NAME	Common	TOTAL SHARES	% OF O/S
1	TOP FRONTIER INVESTMENT HOLDINGS, INC.	1,424,111,661	1,424,111,661	59.738819 %
2	PRIVADO HOLDINGS, CORP.	368,140,516	368,140,516	15.442806 %
3	PCD NOMINEE CORPORATION (FILIPINO)	311,408,199	311,408,199	13.062991 %
4	PCD NOMINEE CORPORATION (NON-FILIPINO)	100,603,711	100,603,711	4.220137 %
5	REPUBLIC OF THE PHILIPPINES	27,636,339	27,636,339	1.159293 %
6	PETRON CORPORATION EMPLOYEES' RETIREMENT PLAN	14,250,900	14,250,900	0.597799 %
7	MILLENNIUM ENERGY, INC.	10,807,380	10,807,380	0.453349 %
8	SYSMART CORPORATION	5,105,607	5,105,607	0.214171 %
9	SOLEDAD O. COJUANGCO	2,297,222	2,297,222	0.096364 %
10	MARINE SHORE INVESTMENT HOLDINGS, INC.	2,089,660	2,089,660	0.087657 %
11	EVERETT STEAMSHIP CORPORATION	1,903,330	1,903,330	0.079841 %
12	SGOC HOLDINGS CORPORATION	1,512,895	1,512,895	0.063463 %
13	RAMON S. ANG	1,345,429	1,345,429	0.056438 %
14	MACRINA LEYSON	1,144,752	1,144,752	0.048020 %
15	CARMEL OF THE DIVINE INFANT JESUS OF PRAGUE INC. A/C NO 2	957,516	957,516	0.040166 %
16	PAC RIM REALTY & DEVELOPMENT CORP.	912,050	912,050	0.038259 %
17	REAL MONASTERIO DE LA PURISIMA CONCEPCION DE NUESTRA MADRE SANTA CLARA DE MANILA	810,282	810,282	0.033990 %
18	CHENG SIOK TUAN	689,113	689,113	0.028907 %
19	JAIME DEE	624,544	624,544	0.026198 %
20	A M T DEVELOPMENT CORPORATION	603,991	603,991	0.025336 %
		2,276,955,097	2,276,955,097	95.514005 %

TOTAL NO. OF OUTSTANDING SHARES : 2,383,896,588
TOTAL NO. OF DISTINCT STOCKHOLDERS : 33,055
TOTAL NO. OF ACCOUNTS : 33,070

RANK	STOCKHOLDER NAME	Preferred 2-F	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	194,604,894	194,604,894	87.136455 %
2	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	8,000,000	8,000,000	3.582087 %
3	SOCIAL SECURITY SYSTEM	7,328,500	7,328,500	3.281415 %
4	SAN MIGUEL CORP. RETIREMENT PLAN FIP	5,333,400	5,333,400	2.388088 %
5	PCD NOMINEE CORPORATION (NON-FILIPINO)	1,356,190	1,356,190	0.607249 %
6	DIVERSIFIED AGROCHEMICALS TRADING CORPORATION	1,000,000	1,000,000	0.447761 %
7	T. D. MAKAO INC.	707,000	707,000	0.316567 %
8	GATELUCK CORPORATION	667,000	667,000	0.298656 %
9	FIRST LIFE FINANCIAL CO., INC.	533,500	533,500	0.238880 %
10	BEN TIUK SY OR JUDY YU SY	335,000	335,000	0.150000 %
11	AUGUSTO MANUEL A. AGUSTIN &/OR DORIS NUBLA AGUSTIN	320,000	320,000	0.143283 %
12	MICHAEL A. CASTRO OR TRICIA C. ODEJAR	280,000	280,000	0.125373 %
13	BAGUIO GAS CORPORATION	200,000	200,000	0.089552 %
14	NCC RETIREMENT PLAN	153,030	153,030	0.068521 %
15	SAN MIGUEL MILLS, INC. RETIREMENT PLAN	144,000	144,000	0.064478 %
16	ANTONIO G. TINSAY &/OR IRENE C. TINSAY &/OR JOIE C. TINSAY	118,000	118,000	0.052836 %
17	JOSELITO PULMANO OBAR OR MA. ZORAIDA CUACHON OBAR	112,000	112,000	0.050149 %
18	CHEMSON Y. LEE OR DIANA O. LEE	106,700	106,700	0.047776 %
19	CATHRINE DIANNE D. BRIONES OR DENNIES CARLO D. BRIONES OR MARION KEMUEL V. BRIONES	100,000	100,000	0.044776 %
20	DEWEY T. TAN	100,000	100,000	0.044776 %
		221,499,214	221,499,214	99.178679 %

TOTAL NO. OF OUTSTANDING SHARES : 223,333,500
TOTAL NO. OF DISTINCT STOCKHOLDERS : 128
TOTAL NO. OF ACCOUNTS : 128

RANK	STOCKHOLDER NAME	Preferred 2-I	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	150,199,910	150,199,910	88.700699 %
2	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	6,153,600	6,153,600	3.634014 %
3	SGOC HOLDINGS CORPORATION	3,150,000	3,150,000	1.860235 %
4	SAN MIGUEL CORP. RETIREMENT PLAN FIP	2,900,000	2,900,000	1.712598 %
5	PCD NOMINEE CORPORATION (NON-FILIPINO)	1,396,770	1,396,770	0.824864 %
6	SAN MIGUEL CORPORATION RETIREMENT PLAN - STP	900,000	900,000	0.531496 %
7	FIRST LIFE FINANCIAL CO., INC.	400,000	400,000	0.236220 %
8	GREATER REUNION HOLDINGS INC.	382,500	382,500	0.225886 %
9	CHIONG PING G. CHING AND/OR MARIA GRACIA J. TAN	238,700	238,700	0.140965 %
10	CHING HUAY LO SY OR JAMIE BERNADETTE ANG SY OR JUSTIN AARON ANG SY	216,800	216,800	0.128031 %
11	ANTONIO G. TINSAY &/OR JOIE C. TINSAY &/OR IRENE C. TINSAY	200,000	200,000	0.118110 %
12	JOHNSON CHEONG GO OR JOVENTINO CHEONG GO	133,500	133,500	0.078839 %
13	JOHNSON CHEONG GO OR MARY ONG GO	133,500	133,500	0.078839 %
14	KNIGHTS OF COLUMBUS FRATERNAL ASSOCIATION OF THE PHILS., INC.	133,200	133,200	0.078661 %
15	DAVID GO CHIONG OR MARIA VILMA YU CHIONG OR DELWYN VINCE YU CHIONG	126,700	126,700	0.074823 %
16	EDSEL U. LIM OR RUTH KATHERINE K. LIM	120,100	120,100	0.070925 %
17	KAY MITOY HOLDINGS INCORPORATED	112,500	112,500	0.066437 %
18	LLIS HOLDINGS INC.	112,500	112,500	0.066437 %
19	MAKHIA HOLDINGS INC.	112,500	112,500	0.066437 %
20	SANTA LAKAN HOLDINGS INC.	112,500	112,500	0.066437 %
		167,235,280	167,235,280	98.760953 %

TOTAL NO. OF OUTSTANDING SHARES : 169,333,400
TOTAL NO. OF DISTINCT STOCKHOLDERS : 101
TOTAL NO. OF ACCOUNTS : 101

RANK	STOCKHOLDER NAME	Preferred 2-J	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	128,907,217	128,907,217	48.340206 %
2	SGOC HOLDINGS CORPORATION	22,805,500	22,805,500	8.552062 %
3	CCJ HOLDINGS CORPORATION	17,774,875	17,774,875	6.665578 %
4	LOCC HOLDINGS CORPORATION	17,774,875	17,774,875	6.665578 %
5	SAINT BRUNO HOLDINGS CORPORATION	17,774,875	17,774,875	6.665578 %
6	TINCOBAR HOLDINGS CORPORATION	17,774,875	17,774,875	6.665578 %
7	GREATER REUNION HOLDINGS INC.	11,402,750	11,402,750	4.276031 %
8	KAY MITOY HOLDINGS INCORPORATED	3,353,750	3,353,750	1.257656 %
9	LLIS HOLDINGS INC.	3,353,750	3,353,750	1.257656 %
10	MAKHIA HOLDINGS INC.	3,353,750	3,353,750	1.257656 %
11	SANTA LAKAN HOLDINGS INC.	3,353,750	3,353,750	1.257656 %
12	BELLBRIE HOLDINGS, INC.	2,683,000	2,683,000	1.006125 %
13	HAVACHLO HOLDINGS INC.	2,683,000	2,683,000	1.006125 %
14	JONIMER HOLDINGS CORP.	2,683,000	2,683,000	1.006125 %
15	SAMIED HOLDINGS CORPORATION	2,683,000	2,683,000	1.006125 %
16	SOMALET HOLDINGS CORP.	2,683,000	2,683,000	1.006125 %
17	FORT BASSETT HOLDINGS INC.	2,012,250	2,012,250	0.754594 %
18	VIDA Y AMORE HOLDINGS CORPORATION	867,000	867,000	0.325125 %
19	PCD NOMINEE CORPORATION (NON-FILIPINO)	791,980	791,980	0.296992 %
20	KNIGHTS OF COLUMBUS FRATERNAL ASSOCIATION OF THE PHILS., INC.	548,850	548,850	0.205819 %
		265,265,047	265,265,047	99.474393 %

TOTAL NO. OF OUTSTANDING SHARES : 266,666,667
TOTAL NO. OF DISTINCT STOCKHOLDERS : 49
TOTAL NO. OF ACCOUNTS : 49

RANK	STOCKHOLDER NAME	Preferred 2-K	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	180,799,115	180,799,115	98.311201 %
2	PCD NOMINEE CORPORATION (NON-FILIPINO)	2,164,735	2,164,735	1.177095 %
3	KNIGHTS OF COLUMBUS FRATERNAL ASSOCIATION OF THE PHILS., INC.	445,800	445,800	0.242408 %
4	SAN MIGUEL MILLS, INC. RETIREMENT PLAN	147,000	147,000	0.079933 %
5	MARY OH TAN OR JAYSON TAN DY	100,000	100,000	0.054376 %
6	VIDA Y AMORE HOLDINGS CORPORATION	83,000	83,000	0.045132 %
7	G.D. TAN & CO., INC.	60,000	60,000	0.032626 %
8	ANCHOR INSURANCE BROKERAGE CORPORATION RETIREMENT PLAN	40,000	40,000	0.021750 %
9	ANTONIO T. CHUA	30,000	30,000	0.016313 %
10	SMHC MULTI-EMPLOYER RETIREMENT PLAN	13,950	13,950	0.007585 %
11	KNIGHTS OF COLUMBUS FR. GEORGE J. WILLMANN CHARITIES INC.	7,600	7,600	0.004133 %
12	LUIS MA. GIL L. GANA OR GWENDOLYN PETRECIA LL PIMENTEL-GANA	4,000	4,000	0.002175 %
13	KC PHILIPPINES FOUNDATION, INC.	3,400	3,400	0.001849 %
14	SANDRA MARIE L. JAVELLANA	1,600	1,600	0.000870 %
15	DOMINIQUE MARIE AKIO THERESE P. GANA OR JONATHAN A. PABILLORE	1,400	1,400	0.000761 %
16	EDUARDO B. GUTIERREZ	1,000	1,000	0.000544 %
17	JUSTIN MARIO L. JAVELLANA	800	800	0.000435 %
18	MICHELLE DENISE J. LESACA	800	800	0.000435 %
19	PETRINA MARIA LOUISE P. GANA	700	700	0.000381 %
		183,904,900	183,904,900	100.000000 %

TOTAL NO. OF OUTSTANDING SHARES : 183,904,900
TOTAL NO. OF DISTINCT STOCKHOLDERS : 19
TOTAL NO. OF ACCOUNTS : 19

RANK	STOCKHOLDER NAME	Preferred 2-L	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	160,788,360	160,788,360	97.236164 %
2	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	1,333,400	1,333,400	0.806369 %
3	PCD NOMINEE CORPORATION (NON-FILIPINO)	1,280,640	1,280,640	0.774462 %
4	SAN MIGUEL FOODS INC. RETIREMENT PLAN	400,100	400,100	0.241959 %
5	SAN MIGUEL YAMAMURA PACKAGING CORP. RETIREMENT PLAN	333,400	333,400	0.201622 %
6	NCC RETIREMENT PLAN	240,300	240,300	0.145321 %
7	DEWEY T. TAN OR ZENAIDA U. TAN	150,000	150,000	0.090712 %
8	GINEBRA SAN MIGUEL INC. RETIREMENT PLAN	133,400	133,400	0.080673 %
9	THE PUREFOODS HORMEL CO., INC. EMPLOYEES RETIREMENT PLAN	133,400	133,400	0.080673 %
10	SMHC MULTI-EMPLOYER RETIREMENT PLAN	80,000	80,000	0.048380 %
11	MAGNOLIA INC. RETIREMENT PLAN	66,700	66,700	0.040337 %
12	SAN MIGUEL MILLS, INC. RETIREMENT PLAN	66,700	66,700	0.040337 %
13	SMITS, INC. RETIREMENT PLAN	66,700	66,700	0.040337 %
14	JOHN BALDWIN TAN	60,000	60,000	0.036285 %
15	ANTONIO T. CHUA	40,000	40,000	0.024190 %
16	G.D. TAN & CO., INC.	38,000	38,000	0.022980 %
17	SAN MIGUEL EQUITY INVESTMENTS INC. RETIREMENT PLAN	33,400	33,400	0.020199 %
18	DISTILERIA BAGO, INC. RETIREMENT PLAN	26,700	26,700	0.016147 %
19	ARCHEN TECHNOLOGIES, INC. RETIREMENT PLAN	20,000	20,000	0.012095 %
20	SMCGP MULTI-EMPLOYER RETIREMENT PLAN	20,000	20,000	0.012095 %
		165,311,200	165,311,200	99.971335 %

TOTAL NO. OF OUTSTANDING SHARES : 165,358,600
TOTAL NO. OF DISTINCT STOCKHOLDERS : 28
TOTAL NO. OF ACCOUNTS : 28

RANK	STOCKHOLDER NAME	Preferred 2-M	TOTAL SHARES	% OF O/S
1	GOVERNMENT SERVICE INSURANCE SYSTEM	133,333,330	133,333,330	76.923079 %
2	SOCIAL SECURITY SYSTEM	17,333,333	17,333,333	10.000000 %
3	THE INSULAR LIFE ASSURANCE COMPANY LTD.	13,333,330	13,333,330	7.692306 %
4	SOCIAL SECURITY SYSTEM ASSIGNED TO MANDATORY PROVIDENT FUND	7,999,999	7,999,999	4.615384 %
5	SOCIAL SECURITY SYSTEM ASSIGNED TO EMPLOYEES' COMPENSATION COMMISSION FUND	1,333,333	1,333,333	0.769231 %
		173,333,325	173,333,325	100.000000 %

TOTAL NO. OF OUTSTANDING SHARES : 173,333,325
TOTAL NO. OF DISTINCT STOCKHOLDERS : 5
TOTAL NO. OF ACCOUNTS : 5

RANK	STOCKHOLDER NAME	Preferred 2-N	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	90,743,340	90,743,340	90.639014 %
2	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	2,666,700	2,666,700	2.663634 %
3	PCD NOMINEE CORPORATION (NON-FILIPINO)	1,624,860	1,624,860	1.622992 %
4	SAN MIGUEL FOODS INC. RETIREMENT PLAN	1,333,400	1,333,400	1.331867 %
5	SAN MIGUEL YAMAMURA PACKAGING CORP. RETIREMENT PLAN	1,333,400	1,333,400	1.331867 %
6	GINEBRA SAN MIGUEL INC. RETIREMENT PLAN	600,000	600,000	0.599310 %
7	THE PUREFOODS HORMEL CO., INC. EMPLOYEES RETIREMENT PLAN	266,700	266,700	0.266393 %
8	MAGNOLIA INC. RETIREMENT PLAN	200,000	200,000	0.199770 %
9	SMITS, INC. RETIREMENT PLAN	200,000	200,000	0.199770 %
10	SMHC MULTI-EMPLOYER RETIREMENT PLAN	186,700	186,700	0.186485 %
11	SAN MIGUEL MILLS, INC. RETIREMENT PLAN	160,000	160,000	0.159816 %
12	DISTILERIA BAGO, INC. RETIREMENT PLAN	80,000	80,000	0.079908 %
13	NCC RETIREMENT PLAN	66,700	66,700	0.066623 %
14	JIMMY SANTOS ONG	57,000	57,000	0.056934 %
15	ENRIQUE LL. YUSINGCO	55,000	55,000	0.054937 %
16	SAN MIGUEL PROPERTIES, INC. RETIREMENT PLAN	53,400	53,400	0.053339 %
17	SMC SHIPPING AND LIGHTERAGE CORPORATION RETIREMENT PLAN	53,400	53,400	0.053339 %
18	G.D. TAN & CO., INC.	53,000	53,000	0.052939 %
19	RUBEN S. ONG OR RICHARD AUSTIN ONG	47,500	47,500	0.047445 %
20	ANCHOR INSURANCE BROKERAGE CORPORATION RETIREMENT PLAN	40,000	40,000	0.039954 %
		99,821,100	99,821,100	99.706338 %

TOTAL NO. OF OUTSTANDING SHARES : 100,115,100
TOTAL NO. OF DISTINCT STOCKHOLDERS : 39
TOTAL NO. OF ACCOUNTS : 39

RANK	STOCKHOLDER NAME	Preferred 2-O	TOTAL SHARES	% OF O/S
1	PCD NOMINEE CORPORATION (FILIPINO)	142,699,280	142,699,280	75.960560 %
2	SOCIAL SECURITY SYSTEM	27,800,000	27,800,000	14.798278 %
3	SOCIAL SECURITY SYSTEM ASSIGNED TO MANDATORY PROVIDENT FUND	10,000,000	10,000,000	5.323121 %
4	SAN MIGUEL BREWERY INC. RETIREMENT PLAN	2,000,000	2,000,000	1.064624 %
5	SOCIAL SECURITY SYSTEM ASSIGNED TO EMPLOYEES' COMPENSATION COMMISSION FUND	2,000,000	2,000,000	1.064624 %
6	PCD NOMINEE CORPORATION (NON-FILIPINO)	510,070	510,070	0.271516 %
7	SAN MIGUEL FOODS INC. RETIREMENT PLAN	333,400	333,400	0.177473 %
8	SAN MIGUEL YAMAMURA PACKAGING CORP. RETIREMENT PLAN	333,400	333,400	0.177473 %
9	GENTEEL HOLDINGS, INC.	270,000	270,000	0.143724 %
10	GINEBRA SAN MIGUEL INC. RETIREMENT PLAN	266,700	266,700	0.141968 %
11	SOCIAL SECURITY SYSTEM ASSIGNED TO NEW VOLUNTARY PROVIDENT FUND	200,000	200,000	0.106462 %
12	THE PUREFOODS HORMEL CO., INC. EMPLOYEES RETIREMENT PLAN	200,000	200,000	0.106462 %
13	MAPRAZ HOLDINGS, INC.	135,000	135,000	0.071862 %
14	SPAGNOLO HOLDINGS, INC.	135,000	135,000	0.071862 %
15	MAGNOLIA INC. RETIREMENT PLAN	133,400	133,400	0.071010 %
16	SMHC MULTI-EMPLOYER RETIREMENT PLAN	133,400	133,400	0.071010 %
17	SMITS, INC. RETIREMENT PLAN	133,400	133,400	0.071010 %
18	SAN MIGUEL MILLS, INC. RETIREMENT PLAN	106,700	106,700	0.056798 %
19	CAROUSEL HOLDINGS, INC.	100,000	100,000	0.053231 %
20	MONACO HOLDINGS, INC.	100,000	100,000	0.053231 %
		187,589,750	187,589,750	99.856302 %

TOTAL NO. OF OUTSTANDING SHARES : 187,859,700
TOTAL NO. OF DISTINCT STOCKHOLDERS : 39
TOTAL NO. OF ACCOUNTS : 39