

C03972-2019

## SECURITIES AND EXCHANGE COMMISSION

### SEC FORM 17-C

#### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Jun 5, 2019
2. SEC Identification Number  
11840
3. BIR Tax Identification No.  
000-100-341-000
4. Exact name of issuer as specified in its charter  
SAN MIGUEL FOOD AND BEVERAGE, INC.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
23F The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City, Metro Manila  
Postal Code  
1605
8. Issuer's telephone number, including area code  
(632) 317-5000
9. Former name or former address, if changed since last report  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON (FB)	5,909,220,090
PREFERRED (FBP2)	15,000,000

11. Indicate the item numbers reported herein  
ITEM 9. OTHER EVENTS

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*





## San Miguel Food and Beverage, Inc. FB

### PSE Disclosure Form 4-25 - Results of Organizational Meeting *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

#### Subject of the Disclosure

Results of the Organizational Meeting of the Board of Directors of the Company.

#### Background/Description of the Disclosure

SMFB Organizational Meeting of the Board of Directors held on June 5, 2019, immediately following the Annual Stockholders' Meeting, at the ECJ Conference Room, 2nd Floor, Executive Dining Room, San Miguel Corporation Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila.

#### List of elected officers for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	Position/Designation	Shareholdings in the Listed Company		Nature of Indirect Ownership
		Direct	Indirect	
Eduardo M. Cojuangco, Jr.	Chairman	10	0	N/A
Ramon S. Ang	Vice Chairman, President and Chief Executive Officer	10	0	N/A
Francisco S. Alejo III	Chief Operating Officer – Food	10	240,000	Lodged through PCD
Roberto N. Huang	Chief Operating Officer – Beer	10	3,500	Lodged through PCD
Emmanuel B. Macalalag	Chief Operating Officer – Spirits	10	0	N/A
Ferdinand K. Constantino	Treasurer	10	8,100	Lodged through PCD
Idefonso B. Alindogan	Vice President, Chief Finance Officer and Chief Strategy Officer	0	0	N/A
Ophelia L. Fernandez	Internal Audit Head of the Company and its Food Division	0	500	Lodged through PCD
Alexandra B. Trillana	Compliance Officer, Corporate Secretary and General Counsel of Company and its Food Division	0	1,000	Lodged through PCD
Ma. Celeste L. Ramos	Assistant Corporate Secretary	0	300	Lodged through PCD
Kristina Lowella I. Garcia	Assistant Vice President, Investor Relations Manager	0	0	N/A

#### List of Committees and Membership

Name of Committees	Members	Position/Designation in Committee
Executive Committee	Eduardo M. Cojuangco, Jr.	Chairman
Executive Committee	Ramon S. Ang	Member

Executive Committee	Francisco S. Alejo III	Member
Executive Committee	Roberto N. Huang	Member
Audit Committee	Cirilo P. Noel	Chairman/Independent Director
Audit Committee	Ricardo C. Marquez	Member/Independent Director
Audit Committee	Winston A. Chan	Member/Independent Director
Audit Committee	Aurora T. Calderon	Member
Audit Committee	Ferdinand K. Constantino	Advisor
Related Party Transactions Committee	Carmelo L. Santiago	Chairman/Independent Director
Related Party Transactions Committee	Cirilo P. Noel	Member/Independent Director
Related Party Transactions Committee	Minita V. Chico-Nazario	Member/Independent Director
Related Party Transactions Committee	Winston A. Chan	Member/Independent Director
Board Risk Oversight Committee	Ricardo C. Marquez	Chairman/Independent Director
Board Risk Oversight Committee	Carmelo L. Santiago	Member/Independent Director
Board Risk Oversight Committee	Minita V. Chico-Nazario	Member/Independent Director
Board Risk Oversight Committee	Menardo R. Jimenez	Member
Board Risk Oversight Committee	Ferdinand K. Constantino	Member
Corporate Governance Committee	Minita V. Chico-Nazario	Chairman/Independent Director
Corporate Governance Committee	Carmelo L. Santiago	Member/Independent Director
Corporate Governance Committee	Ricardo C. Marquez	Member/Independent Director
Corporate Governance Committee	Menardo R. Jimenez	Member
Corporate Governance Committee	Virgilio S. Jacinto	Advisor

**List of other material resolutions, transactions and corporate actions approved by the Board of Directors**

The Board appointed Ms. Minita V. Chico-Nazario as Lead Independent Director of the Company, as well as approved the depository banks, signing authorities and limits for corporate transactions of the Company, subject to amendments as the need arises, for approval at subsequent Board meetings.

**Other Relevant Information**

This is to amend the previous disclosure to correct the name of Ms. Kristina Lowella I. Garcia, the Company's AVP and Investor Relations Manager in the list of directors officers portion of the Edge Form and in the attached SEC Form 17-C to be filed with the SEC on June 6, 2019. To clarify, all the Preferred Series 2 shares of the officers named therein, are lodged through PCD.

**Filed on behalf by:**

<b>Name</b>	Alexandra Trillana
<b>Designation</b>	Corporate Secretary and Compliance Officer

COVER SHEET

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S. E. C. Registration Number

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B	E	V	E	R	A	G	E	,		I	N	C	.					
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(Company's Full Name)

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(Business Address: No. Street City/Town/Province)

ALEXANDRA B. TRILLANA

Contact Person

(632) 317-5450

Company Telephone Number

SEC Form

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Month

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Day

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FORM TYPE

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Month

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Day

Annual Meeting

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Secondary License Type, If Applicable

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Amended Articles Number/Section

Total Amount of Borrowings

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Total No. of Stockholders

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Domestic

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Foreign

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File Number

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE (SRC)  
AND SRC RULE 17(b)(3) THEREUNDER

1. **June 5, 2019**  
Date of Report (Date of earliest event reported)
2. SEC Identification No. **11840**
3. BIR Tax Identification No. **000-100-341-000**
4. **SAN MIGUEL FOOD AND BEVERAGE, INC.**  
Exact name of registrant as specified in its charter
5. **Philippines**  
(Province, country or other jurisdiction of Incorporation)
6. (SEC Use Only)  
Industry Classification Code
6. **23/F The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City**  
**1605**  
(Address of principal office) (Postal Code)
7. **(632) 317-5000** (Registrant's telephone number, including area code)
8. **Registrant has not changed address since its last report to this Honorable Commission**  
(Former name or former address, if changed since last report)
9. Securities registered pursuant to Sections 8 and 12 of SRC

Title of Each Class	Outstanding as of March 31, 2019
Common	5,909,220,090
Preferred	<u>15,000,000</u>
	5,924,220,090

10. Indicate the item numbers reported herein:

Item 9. Other Events

Please be informed that at the Annual Meeting of Shareholders (the “ASM”) and Organizational Meeting of the Board of Directors (the “Board”) of San Miguel Food and Beverage, Inc. (the “Corporation”) both held on June 5, 2019:

1. Upon the favorable endorsement of the Corporate Governance Committee, the following directors were duly elected at the ASM, with the respective number of shares held by each in the Corporation as of June 5, 2019:

Name of Owner	Title of Class	Amount and Nature of Ownership	Total No. of Shares
Eduardo M. Cojuangco, Jr.	Common	10 (Direct)	10 (0.00%)
Ramon S. Ang	Common	10 (Direct)	10 (0.00%)
Francisco S. Alejo III	Common	10 (Direct)	240,010 (0.00%)
		230,000 (Beneficial)	
	Preferred Series 2	10,000 (Beneficial)	
Roberto N. Huang	Common	10 (Direct)	3,510 (0.00%)
	Preferred Series 2	3,500 (Beneficial)	
Emmanuel B. Macalalag	Common	10 (Direct)	10 (0.00%)
Ferdinand K. Constantino	Common	10 (Direct)	8,110 (0.00%)
	Preferred Series 2	8,100 (Beneficial)	
Aurora T. Calderon	Common	10 (Direct)	10 (0.00%)
Joseph N. Pineda	Common	10 (Direct)	10 (0.00%)
Menardo R. Jimenez	Common	10 (Direct)	10 (0.00%)
Ma. Romela M. Bengzon	Common	10 (Direct)	10 (0.00%)
Carmelo L. Santiago	Common	10 (Direct)	10 (0.00%)
Minita V. Chico-Nazario	Common	10 (Direct)	10 (0.00%)
Ricardo C. Marquez	Common	10 (Direct)	10 (0.00%)
Cirilo P. Noel	Common	10 (Direct)	10 (0.00%)
Winston A. Chan	Common	10 (Direct)	10 (0.00%)

2. Upon the favorable endorsement of the Audit Committee, stockholders representing at least majority of the outstanding common shares of the Corporation present in person or by proxy at the ASM, appointed R. G. Manabat & Co. as external auditor of the Corporation for the year 2019.

3. The following key officers were duly elected at the Organizational Meeting of the Board:

Eduardo M. Cojuangco, Jr.	Chairman
Ramon S. Ang	Vice Chairman, President and Chief Executive Officer

Francisco S. Alejo III	Chief Operating Officer – Food
Roberto N. Huang	Chief Operating Officer – Beer
Emmanuel B. Macalalag	Chief Operating Officer – Spirits
Ferdinand K. Constantino	Treasurer
Ildefonso B. Alindogan	Vice President, Chief Finance Officer and Chief Strategy Officer
Ophelia L. Fernandez	Internal Audit Head of the Company and its Food Division
Alexandra B. Trillana	Compliance Officer, Corporate Secretary and General Counsel of the Company and its Food Division
Ma. Celeste L. Ramos	Assistant Corporate Secretary
Kristina Lowella I. Garcia	Assistant Vice President, Investor Relations Manager

Of such officers, the shareholdings of Messrs. Cojuangco, Ang, Alejo, Huang, Macalalag and Constantino in the Corporation are mentioned above. The shareholdings of the other named officers as of June 5, 2019, are as below provided:

Name of Owner	Title of Class	Amount and Nature of Ownership	Total No. of Shares
Ildefonso B. Alindogan	N/A	N/A	0
Ophelia L. Fernandez	Common	500 (Beneficial)	500
Alexandra B. Trillana	Preferred Series 2	1,000 (Beneficial)	1,000
Ma. Celeste L. Ramos	Preferred Series 2	300 (Beneficial)	300
Kristina Lowella I. Garcia	N/A	N/A	0

In the same meeting, the following were elected to the Board Committees of the Corporation:

#### **EXECUTIVE COMMITTEE**

Eduardo M. Cojuangco, Jr.	-	Chairman
Ramon S. Ang		
Francisco S. Alejo III		
Roberto N. Huang		

#### **AUDIT COMMITTEE**

Cirilo P. Noel (Independent)	-	Chairman
Ricardo C. Marquez (Independent)		
Winston A. Chan (Independent)		
Aurora T. Calderon		
Ferdinand K. Constantino	-	Advisor

#### **RELATED PARTY TRANSACTIONS COMMITTEE**

Carmelo L. Santiago (Independent)	-	Chairman
Cirilo P. Noel (Independent)		
Minita V. Chico-Nazario (Independent)		
Winston A. Chan (Independent)		



**BOARD RISK OVERSIGHT COMMITTEE**

Ricardo C. Marquez (Independent)	-	Chairman
Carmelo L. Santiago (Independent)		
Minita V. Chico-Nazario (Independent)		
Menardo R. Jimenez		
Ferdinand K. Constantino		

**CORPORATE GOVERNANCE COMMITTEE**

Minita V. Chico-Nazario (Independent)	-	Chairman
Carmelo L. Santiago (Independent)		
Ricardo C. Marquez (Independent)		
Menardo R. Jimenez		
Virgilio S. Jacinto	-	Advisor

Also in the same meeting, Justice Minita V. Chico-Nazario was appointed as the Lead Independent Director of the Corporation, in compliance with the new Code of Corporate Governance for Publicly-Listed Companies (the "CG Code").

Likewise in compliance with the CG Code and the Corporation's Policy on Multiple Board Seats as reflected in its Manual on Corporate Governance, the members of the Board were reminded of their fiduciary duty to notify the Board where he or she is an incumbent director before accepting a directorship in another company.

Furthermore, the Board approved the depository banks, signing authorities and limits for corporate transactions of the Corporation, subject to amendment as the need arises, for approval at subsequent Board meetings.

###

Pursuant to the requirements of the Securities Regulation Code, the registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SAN MIGUEL FOOD AND BEVERAGE, INC.**

**By:**

  
**ALEXANDRA BENGSON TRILLANA**  
 Corporate Secretary and Compliance Officer

June 5, 2019.