

C04641-2018

**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)
Jul 5, 2018
 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
23/F, THE JMT CORPORATE CONDOMINIUM, ADB AVE., 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
SAN MIGUEL PURE FOODS COMPANY INC.
 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) | 1,666,670,960 |
| 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 4-30 - Material Information/Transactions

**References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Approval of the Company's Application for Increase in
Authorized Capital Stock.

Background/Description of the Disclosure

Please see
attached.

Other Relevant Information

None.

Filed on behalf by:

Name	Alexandra Trillana
Designation	AVP & Corporate Secretary

COVER SHEET

1 1 8 4 0

S. E. C. Registration Number

S A N M I G U E L F O O D A N D

B E V E R A G E , I N C .

(Company's Full Name)

23 r d F i r. J M T B l d g. A D B

A v e. P a s i g C i t y

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

ALEXANDRA B. TRILLANA

Contact Person

(632) 317-5450

Company Telephone Number

SEC Form

Month

Day

1 7 - C

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Dept. Requiring this Doc.

Amended Articles Number/Section

Amended Articles Number/Section

Total No. of Stockholders

Total No. of Stockholders

Domestic

Domestic

Foreign

Foreign

Total Amount of Borrowings

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

LCU

Document I. D.

Document I. D.

Cashier

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

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. **July 5, 2018**
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, 2018
Common	1,666,670,960
Preferred	<u>15,000,000</u>
	<u>1,681,670,960</u>

10. Indicate the item numbers reported herein:

Item 9. Other Events

We wish to advise that on July 5, 2018, San Miguel Food and Beverage, Inc. (the "Company") received the Commission's approval of the increase in authorized capital stock of the Company from Php2,460,000,000.00, divided into 2,060,000,000 common shares with par value of Php1.00 per share and 40,000,000 preferred shares with par value of Php10.00 per share, to Php12,000,000,000.00 divided into 11,600,000,000 common shares with par value of Php1.00 per share and 40,000,000 preferred shares with par value of Php10.00 per share (the "Capital Increase"), by virtue of the Certificate of Approval of Increase of Capital Stock and Certificate of Filing of Amended Articles of Incorporation (amending Article VII thereof), both issued by the Company Registration and Monitoring Department on June 29, 2018. Copies of these Certificates, with the Amended Articles of Incorporation of the Company, are attached hereto.

By virtue of the said approval of the Capital Increase, the share swap transaction under the Deed of Exchange of Shares between San Miguel Corporation (SMC) and the Company dated April 5, 2018, pursuant to which SMC shall transfer to the Company, SMC's 7,859,319,270 common shares of the capital stock of San Miguel Brewery Inc. and 216,972,000 common shares of the capital stock of Ginebra San Miguel Inc. (collectively, the "Exchange Shares"), in consideration for 4,242,549,130 new common shares of the capital stock of the Company to be taken out of the Capital Increase (the "New Shares"), has been completed. The issuance of the New Shares to SMC and the transfer of the Exchange Shares to the Company, has been effected as of June 29, 2018, the same date of effectivity of the Capital Increase.

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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

July 5, 2018.



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. 11840

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

SAN MIGUEL FOOD AND BEVERAGE, INC.

from P2,460,000,000.00 divided into 2,060,000,000 common shares of the par value of P1.00 each and 40,000,000 preferred shares of the par value of P10.00 each, to P12,000,000,000.00 divided into 11,600,000,000 common shares of the par value of P1.00 each and 40,000,000 preferred shares of the par value of P10.00 each, approved by majority of the Board of Directors on November 3, 2017 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on January 18, 2018 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 38 of the Corporation Code of the Philippines (Batas Pambansa Blg. 68), approved on May 1, 1980. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 29th day of June, Twenty Eighteen.


FERDINAND B. SALES

Director

Company Registration and Monitoring Department

**CERTIFICATE OF INCREASE
OF THE AUTHORIZED CAPITAL STOCK OF**

**SAN MIGUEL FOOD AND BEVERAGE, INC.
(formerly San Miguel Pure Foods Company Inc.)**



We, the undersigned, constituting at least a majority of the members of the Board of Directors of SAN MIGUEL FOOD AND BEVERAGE, INC. (formerly San Miguel Pure Foods Company Inc., the "Corporation"), together with the Corporate Secretary thereof, do hereby certify that:

I. INCREASE OF AUTHORIZED CAPITAL STOCK

The Corporation, by the affirmative vote of its stockholders owning at least two-thirds of the outstanding capital stock of the Corporation and the affirmative vote of at least a majority of the members of its Board of Directors, has approved the increase in the authorized capital stock of the Corporation *from* from Two Billion Four Hundred Sixty Million Pesos (P2,460,000,000.00) divided into Two Billion Sixty Million (2,060,000,000) common shares with a par value of One Peso (P1.00) per share and Forty Million (40,000,000) preferred shares with a par value of Ten Pesos (P10.00) per share, *to* Twelve Billion Pesos (P12,000,000,000.00) divided into Eleven Billion Six Hundred Million (11,600,000,000) common shares with a par value of One Peso (P1.00) per share and Forty Million (40,000,000) preferred shares with a par value of Ten Pesos (P10.00) per share.

II. COMPLIANCE WITH LAW

At the special meeting of the stockholders of the Corporation held on 18 January 2018 at the Executive Dining Room, 2nd Floor SMC Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, the foregoing increase in the authorized capital stock of the Corporation was approved by the affirmative vote of stockholders representing at least two-thirds of the outstanding capital stock of the Corporation. The increase in authorized capital stock was approved by at least majority of the members of the Board of Directors in their special meeting held on 3 November 2017.

Thus, the requirements of Section 38 of the Corporation Code of the Philippines have been complied with.

III. AMOUNT OF CAPITAL INCREASE

The amount of increase in the authorized capital stock of the Corporation is Nine Billion Five Hundred Forty Million Pesos (P9,540,000,000.00) consisting of Nine Billion Five Hundred Forty Million (9,540,000,000) common shares with a par value of One Peso (P1.00) per share.

IV. SUBSCRIPTIONS TO AND PAYMENT OF THE CAPITAL INCREASE

Out of the increase in the authorized capital stock of the Corporation of Nine Billion Five Hundred Forty Million (9,540,000,000) common shares, Four Billion Two Hundred Forty Two Million Five Hundred Forty Nine Thousand One Hundred Thirty (4,242,549,130) common shares have been subscribed by San Miguel Corporation (SMC) and the subscription payment therefor paid in full for the benefit and to the credit of the Corporation in personal property, i.e., common shares in San Miguel Brewery Inc. and in Ginebra San Miguel Inc. owned by SMC collectively valued at Three Hundred Thirty Six Billion Three Hundred Forty Nine Million Two Hundred Ninety Four Thousand Nine Hundred Ninety Two Pesos and 60/100 (P336,349,294,992.60), pursuant to that Deed of Exchange dated April 5, 2018 between the Corporation and SMC.

At least twenty five percent (25%) of the increase in the authorized capital stock of the Corporation has been subscribed and twenty five percent (25%) of said subscription has been paid.

V. BONDED INDEBTEDNESS

No bonded indebtedness has been incurred, created or increased by the Corporation.

VI. ACTUAL INDEBTEDNESS

As of 31 December 2016, the actual indebtedness of the Corporation is as follows:

Notes Payable	PhP	5,125,851,038.28
Trade Payables and Other Current Liabilities		17,010,585,282
Taxes Payable*		1,476,517,404
Total indebtedness	PhP	23,612,953,724.82

*includes income and other taxes payable

2016 restated, as presented in 2017 AFS:

Notes Payable	PhP	5,125,851,038
Trade Payables and Other Current Liabilities		16,939,528,388
Taxes Payable*		1,476,517,404
Total indebtedness	PhP	23,541,896,830

As of 31 December 2017, the actual indebtedness of the Corporation is as follows:

Notes Payable	PhP	8,406,923,800
Trade Payables and Other Current Liabilities		22,643,017,049
Taxes Payable*		1,939,308,557
Total indebtedness	PhP	32,989,249,406

*includes income and other taxes payable


VII. SHARES REPRESENTED AT THE MEETING

Stockholders owning at least two-thirds of the outstanding capital stock of the Corporation were present or represented at the special meeting of the stockholders held on 18 January 2018 at the Executive Dining Room, 2nd Floor SMC Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City.

VIII. STOCKHOLDERS' VOTE

99.98% of such stockholders present at the meeting in person or by proxy voted in favor of the said increase in the authorized capital stock of the Corporation.

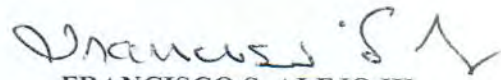
IN WITNESS WHEREOF, we have hereunto signed this Certificate this April 5, 2018 at Pasig City.



EDUARDO M. COJUANGCO, JR.
Chairman and Director
Chairman of the Board of Directors' Meeting
TIN 104-095-966

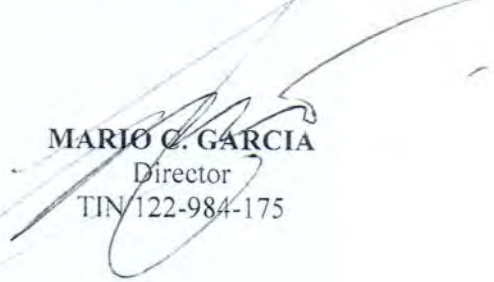


RAMON S. ANG
Director
TIN 118-247-725

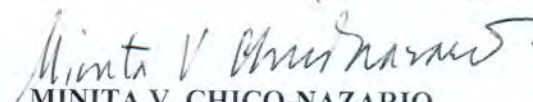


FRANCISCO S. ALEJO III
Director
TIN 111-770-011

MENARDO R. JIMENEZ
Director
TIN 108-151-393

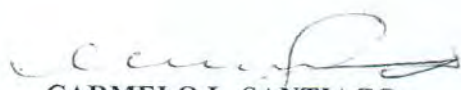


MARIO C. GARCIA
Director
TIN 122-984-175

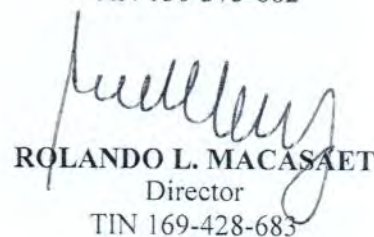


MINITA V. CHICO-NAZARIO
Director
TIN 146-148-455

RICARDO C. MARQUEZ
Director
TIN 150-375-662

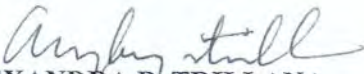


CARMELO L. SANTIAGO
Director
TIN 132-008-927



ROLANDO L. MACASAET
Director
TIN 169-428-683

ATTESTED:



ALEXANDRA B. TRILLANA

Corporate Secretary
Secretary of the Board of Directors' Meeting
TIN 189-741-659

SUBSCRIBED AND SWORN TO before me on ~~APR 05~~ 2018, at Pasig City, affiants exhibiting to me their competent evidence of identity:

Eduardo M. Cojuangco, Jr.	Passport No. Expiry Date Place Issued	: XX3542719 : February 26, 2020 : Manila
Ramon S. Ang	Passport No. Expiry Date Place Issued	: XX3542718 : February 26, 2020 : Manila
Francisco S. Alejo III	Passport No. Expiry Date Place Issued	: P1657246A : January 17, 2022 : Manila
Menardo R. Jimenez	Passport No. Expiry Date Place Issued	: EB7993512 : April 26, 2018 : Manila
Carmelo L. Santiago	Passport No. Expiry Date Place Issued	: EB7866633 : April 12, 2018 : Manila
Mario C. Garcia	Driver's License No. Expiry Date Place Issued	: C0780024029 : July 2, 2019 : Manila
Minita V. Chico-Nazario	Passport No. Expiry Date Place Issued	: EC3431212 : February 10, 2020 : Manila
Rolando L. Macasaet	Passport No. Expiry Date Place Issued	: EC1626570 : July 13, 2019 : Manila
Ricardo C. Marquez	Passport No. Expiry Date	: P1277739A : December 16, 2021
Alexandra B. Trillana	Passport No. Expiry Date Place Issued	: EC0224777 : 05 February 2019 : Manila

Doc. No. 129 ;
Page No. 28 ;
Book No. 15 ;
Series of 2018.


MA. CELESTE J. LEGASPI
Notary Public for Pasig City
Commission until 31 December 2018
22nd Floor, JMT Corporate Condominium,
ADB Ave., Ortigas Center, Pasig City
APPT No. 63 (2017-2018)/Roll No. 47611
IBP No. 024945; 1/9/2018; RSM
PTR No. 3867078; 1/10/2018; Pasig City
MCLE Compliance No. V-0024162; 10/25/2016



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City of Pasay, Metro Manila

COMPANY REG. NO. 11840

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

SAN MIGUEL FOOD AND BEVERAGE, INC.
(Amending Article VII thereof)

copy annexed, adopted on November 3, 2017 by a majority vote of the Board of Directors and on January 18, 2018 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 29th day of June, Twenty Eighteen.


FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

For Applications at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

S. E. C. Registration Number

Amended AOI
(Increase in Authorized Capital Stock)

1 1 8 4 0

Former Company Name

S A N M I G U E L P U R E F O O D S
C O M P A N Y I N C

AMENDED TO:

New Company Name

S A N M I G U E L F O O D A N D
B E V E R A G E , I N C .

Principal Office (No. Street City/Town/Province)

23 r d F i r . T h e J M T
C o r p o r a t e C o n d o m i n i u m ,
A D B A v e . O r t i g a s C e n t e r
P a s i g C i t y

Company Telephone Number

(632) 317-5450

Contact Person

ALEXANDRA B. TRILLANA

Contact Person's Telephone Number

(632) 317-59-59

Contact Person's Address

22F, The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City 1605

To be accomplished by CRMD Personnel

Assigned Processor _____ Date _____ Signature _____

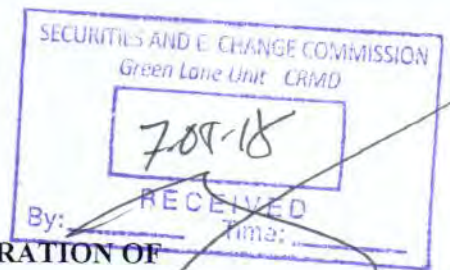
Document I.D.

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Received by Corporate Filing and Records Division (CFRD) _____

Forwarded to:

- Corporate and Partnership Registration Division _____
- Green Lane Unit _____
- Financial Analysis and Audit Division _____
- Licensing Unit _____
- Compliance Monitoring Division _____



**DIRECTORS' CERTIFICATE OF
AMENDMENT OF THE ARTICLES OF INCORPORATION OF**

**SAN MIGUEL FOOD AND BEVERAGE, INC.
(formerly San Miguel Pure Foods Company Inc.)**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being at least a majority of the members of the Board of Directors and the Chairman and Corporate Secretary of SAN MIGUEL FOOD AND BEVERAGE, INC. (formerly San Miguel Pure Foods Company Inc.) (the "Corporation" or the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at the 23rd Floor, The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City, do hereby certify that:

1. At the special meeting of the Board of Directors of the Corporation held on November 3, 2017 at the Board Room, 8th Floor, San Miguel Head Office Complex, 40 San Miguel Avenue, Mandaluyong City, at which meeting a quorum was present and acting throughout, the Board, by unanimous vote, approved the following resolutions:

Resolution No. 2017-11-03-04

"RESOLVED, AS IT IS HEREBY RESOLVED, That the Board of Directors approve the increase in the authorized capital stock of the Company by Nine Billion Five Hundred Forty Million Pesos (P9,540,000,000.00) divided into Nine Billion Five Hundred Forty Million (9,540,000,000) common shares with a par value of One Peso (P1.00) per share, from Two Billion Four Hundred Sixty Million Pesos (P2,460,000,000.00) divided into Two Billion Sixty Million (2,060,000,000) common shares with a par value of One Peso (P1.00) per share and Forty Million (40,000,000) preferred shares with a par value of Ten Pesos (P10.00) per share;

RESOLVED, FURTHER, That of the increase in authorized capital stock, Four Billion Two Hundred Forty Two Million Five Hundred Forty Nine Thousand One Hundred Thirty (4,242,549,130) or such number of common shares with a par value of P1.00 per share determined by management, be subscribed and be deemed paid in full by intermediate parent San Miguel Corporation;

RESOLVED, FURTHER, That Article Seventh of the Articles of Incorporation of the Company be amended to read as follows:

"SEVENTH: - That the amount of capital stock of said corporation is TWELVE BILLION PESOS

(P12,000,000,000.00), Philippine Currency, and said capital stock is divided into ELEVEN BILLION SIX HUNDRED MILLION (11,600,000,000) common shares with a par value of ONE PESO (P1.00) each, and FORTY MILLION (40,000,000) preferred shares with a par value of TEN PESOS (P10.00) per share.

xxx”

RESOLVED, FURTHER, That the increase in authorized capital stock and amendment to the Articles of Incorporation as aforesaid, be presented for approval of the stockholders of the Company at a meeting called for the purpose;

RESOLVED, FINALLY, That any officer or authorized representative of the Company be, as he or she is hereby, authorized and directed to sign, execute and file any and all required certificates and other documents with the Securities and Exchange Commission and other government agencies, as well as do all things necessary or appropriate to effect the foregoing resolutions.”

2. At the special stockholders’ meeting of the Corporation held on January 18, 2018 at the Executive Dining Room, 2nd Floor, San Miguel Head Office Complex, 40 San Miguel Avenue, Mandaluyong City, at which meeting stockholders owning more than 2/3 of the outstanding capital stock of the Corporation were present in person or by proxy, 99.98% of such stockholders present at the meeting approved the amendment to the SEVENTH Article of the Corporation’s Articles of Incorporation as aforesaid.

3. The attached is a true and correct copy of the further Amended Articles of Incorporation of the Corporation.

MAR 27 2018 IN WITNESS WHEREOF, we have signed this Certificate on this ____ day of _____ at Pasig City.

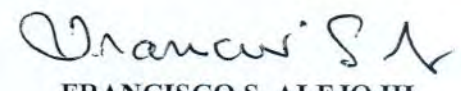
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EDUARDO M. COJUANGCO, JR.
Chairman and Director
Chairman of the Board of Directors' Meeting
TIN 104-095-966

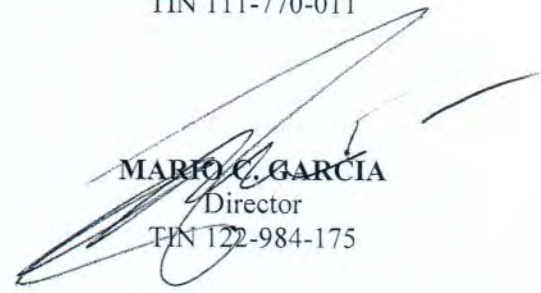


RAMON S. ANG
Director
TIN 118-247-725

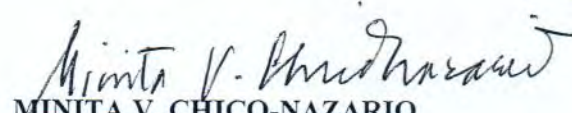


FRANCISCO S. ALEJO III
Director
TIN 111-770-011

MENARDO R. JIMENEZ
Director
TIN 108-151-393

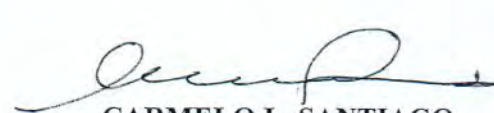


MARIO C. GARCIA
Director
TIN 122-984-175

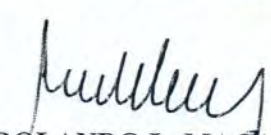


MINITA V. CHICO-NAZARIO
Director
TIN 146-148-455

RICARDO C. MARQUEZ
Director
TIN 150-375-662

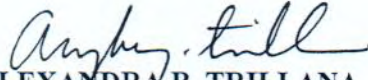


CARMELO L. SANTIAGO
Director
TIN 132-008-927



ROLANDO L. MACASAET
Director
TIN 169-428-683

ATTESTED:

A handwritten signature in black ink, appearing to read "Alexandra B. Trillana". The signature is fluid and cursive, with the first name being the most prominent.

ALEXANDRA B. TRILLANA

Corporate Secretary

Secretary of the Board of Directors' Meeting

TIN 189-741-659

SUBSCRIBED AND SWORN TO before me on MAR 27 2018, at Pasig City, affiants exhibiting to me their competent evidence of identity:

Eduardo M. Cojuangco, Jr.	Passport No.	: XX3542719
	Expiry Date	: February 26, 2020
	Place Issued	: Manila
Ramon S. Ang	Passport No.	: XX3542718
	Expiry Date	: February 26, 2020
	Place Issued	: Manila
Francisco S. Alejo III	Passport No.	: P1657246A
	Expiry Date	: January 17, 2022
	Place Issued	: Manila
Menardo R. Jimenez	Passport No.	: EB7993512
	Expiry Date	: April 26, 2018
	Place Issued	: Manila
Carmelo L. Santiago	Passport No.	: EB7866633
	Expiry Date	: April 12, 2018
	Place Issued	: Manila
Mario C. Garcia	Driver's License No.	: C0780024029
	Expiry Date	: July 2, 2019
	Place Issued	: Manila
Minita V. Chico-Nazario	Passport No.	: EC3431212
	Expiry Date	: February 10, 2020
	Place Issued	: Manila
Rolando L. Macasaet	Passport No.	: EC1626570
	Expiry Date	: July 13, 2019
	Place Issued	: Manila
Ricardo C. Marquez	Passport No.	: P1277739A
	Expiry Date	: December 16, 2021
Alexandra B. Trillana	Passport No.	: EC0224777
	Expiry Date	: 05 February 2019
	Place Issued	: Manila

Doc. No. 218 ;
 Page No. 45 ;
 Book No. 15 ;
 Series of 2018.

MA. FRANCISCA Q. BALTAZAR
MA. FRANCISCA Q. BALTAZAR
 Notary Public for Pasig City
 Commission until 31 December 2018
 22nd Floor, JMT Corporate Condominium,
 ADB Ave., Ortigas Center, Pasig City
 APPT No. 64 (2017-2018)/Roll No. 57174
 IBP No. 024946; 1/9/2018; Makati City
 PTR No. 3867077; 1/10/2018; Pasig City
 MCLE Compliance No. V-0012795; 12/9/2015

AMENDED
ARTICLES OF INCORPORATION
OF THE
SAN MIGUEL FOOD AND BEVERAGE, INC.

(formerly SAN MIGUEL PURE FOODS COMPANY INC.)

(As amended on January 18, 2018.)

(formerly "PURE FOODS CORPORATION")

(As amended on February 19, 2002.)

KNOW ALL MEN BY THESE PRESENTS:

That we, a majority of whom are residents of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: - That the name of the said corporation shall be the **SAN MIGUEL FOOD AND BEVERAGE, INC.** (formerly SAN MIGUEL PURE FOODS COMPANY INC.) (formerly PURE FOODS CORPORATION). (As amended on February 19, 2002; January 18, 2018.)

SECOND: - That the purpose for which such corporation is formed, is as follows, to wit:

PRIMARY PURPOSE

To can, preserve, prepare, process, manufacture, pack, repack, market, distribute, ship and sell meats, fish, fruits, vegetables, cereals, and their by-products; to buy or otherwise acquire, can, preserve, process, manufacture, market, prepare for market, sell, deal in, deal with, import and export food and food products of every class and description, fresh, canned or preserved or otherwise, and all food and other preparations;

to manufacture fermented and malt-based beverages, particularly beer of all kinds and classes, beer yeast (cerevicina), malt extract and carbonic gas, as well as to distill, rectify, manufacture and bottle wines, spirits, essences, whiskeys, gins, liquors and other alcoholic drinks, alcohol and alcohol-based, alcohol related or allied products, water and water-based beverages, and other non-alcoholic beverages, of all kinds and classes, prepare, purchase and sell malt, barley and other cereals, flour, yeast and other products which might be used in connection with the said business or manufacture; to buy, import, sell, export, and trade in such food and beverage products, including raw materials therefor; to own, acquire, pledge, buy, sell, convey, assign and transfer meats, fish, fruits, cereals, grains, foods, and vegetables and their by-products, alcoholic and non-alcoholic beverages, goods and merchandise, real and personal property of every kind or description which may be incidental in carrying out the business of the corporation. (As amended on January 18, 2018.)

SECONDARY PURPOSE

1. To purchase, own, and maintain a farm or farms for the purpose of carrying on and operating on and operating a general farm business including aquatic farm and the business of breeding, raising, owing, developing, importing, exporting, selling, transporting, handling and otherwise dealing in cattle, hogs, poultry and livestock, fish, shrimps and other marine and aquatic products, cereals, grains, fruits, vegetables of all kinds, with power to do all things necessary to establish and operate the business of the corporation. (As amended on April 29, 1986.)

2. To buy, sell, raise, produce and generally deal in and with poultry, chickens, eggs, fruits, vegetables, hogs, cattle, fish, shrimps and other marine and aquatic products, milk, butter and all other milk products, and all farm stock and produce and food products and by-products. (As amended on April 29, 1986.)

3. To the extent permitted by law, to purchase, acquire, hold, sell, convey, lease, let, mortgage, encumber and otherwise deal with such property, real, personal or mixed,

in any part of the Philippines or any other country, as the purpose for which the corporation is formed may permit, and as may be reasonable and necessarily required for the transaction of the lawful business of the corporation.

4. To engage the services of technicians, counselors, professionals, employees, workers or agents as may be desired or needed in the conduct of the work of the corporation.

5. As may be necessary or incidental to the purpose for which this corporation is organized, to advance money or give credit to such persons, firms and companies under such terms as may be thought fit and, in particular, to customers, persons, firms and companies dealing with the corporation, and to give guaranty or become surety for any such persons, firms or companies, without necessarily engaging in surety business.

6. To borrow or raise money in such manner as the corporation shall think fit, and to secure the repayment of any moneys borrowed or raised or owing by the corporation by mortgage, pledge, deed of trust, charge or lien upon the whole or any part of the corporation's properties or assets (whether present or future), and also by similar mortgage, pledge, deed of trust, charge or lien, to secure and guarantee the performance by the corporation of any obligation or liability it may undertake for itself or for other companies in which it may be interested.

7. Subject to the provisions of any applicable law or laws, to acquire, buy, own, hold, invest funds in, deal in, or in any other way become interested in, shares, bonds, mortgages, obligations, promissory notes, contracts or credits of any corporation legally constituted within or without the Philippines, and to acquire, purchase, sell or otherwise dispose of and to reissue the shares of its own capital stock or any securities or other obligations of the corporation.

8. Within the limits allowed by law, to purchase, hold, accept, or otherwise acquire, by merger, consolidation or other methods of combination, the whole or any part

of the property, assets, business, goodwill, rights, privileges and franchises of all kinds, and to undertake or assume the whole or any part of the liabilities and obligations, of any person, firm, association or corporation, and to pay for the same or any part of combination thereof in cash, stocks, bonds, debentures, notes or other securities of this corporation or otherwise, or by undertaking and assuming the whole or any part of the liabilities or obligations of the transferor; and to hold or in any manner dispose of the whole or any part of the property and assets so acquired, accepted or purchased, and to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management and carrying of such business.

9. To act as collection agent and to enter into, make, perform, carry on contracts of every kind of this corporation with any person, natural or juridical, to borrow money, and without limits as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange warrants, bonds, debentures, and other negotiable instrument and evidence of indebtedness, whether the same is secured by mortgage or otherwise as may be necessary for the conduct of business of the corporation and so far as may be permitted by law.

10. To engage in the business of warehousing and act as general warehouseman, and operate bonded warehouse in accordance with law.

11. To acquire by purchase, donation, exchange or other means or modes, and to hold, own, control, construct, manage, maintain, operate, lease, convey, use and otherwise alienate or dispose of lands, buildings, plants, machinery and equipment, instruments, shops, laboratories, store, transport facilities and other such real or personal properties as may be needed to implement the objects of said corporation.

12. To the extent permitted by law and as may be necessary or incidental to the purpose for which the corporation is organized, to engage in export trading of any product manufactured or processed in the Philippines. (As amended on April 29, 1986.)

Generally, to perform all and everything proper, necessary or incidental to and for the attainment of the purposes, or furtherance of any of the powers above set forth, either alone or in association with other natural or juridical persons or entities, provided, the same be not in conflict with law. (Amended on September 29, 1981.)

THIRD: - That the place where the principal office of the Corporation is to be located or established is at the 23rd Floor, The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City, Metro Manila, Philippines. Branch offices may be established anywhere in the Philippines or abroad. (As amended on April 11, 1996; April 24, 1984; August 22, 1985; May 9, 2014.)

FOURTH: - The term for which said corporation is to exist for another fifty years from October 30, 2006 or until October 30, 2056. (As amended on August 8, 2006.)

That the dissolution of the corporation or the shortening of its corporate life cannot be effected, unless the same has been approved by the affirmative vote of two-thirds (2/3) of all the subscribed and/or outstanding capital stock, entitled to vote at a regular or special meeting of stockholders called for the said purpose.

FIFTH: - That the names, nationalities and residences of the incorporators of said corporation are as follows:

ISMAEL MATHAY, JR.	Filipino	123 N. Domingo, Cubao, Q.C.
GREGORIO TUNG	Chinese	71 Apo St., Quezon City
PABLO COTAUCO	Chinese	564 Sto. Cristo, Manila
LEE NGAN	Chinese	492 Herran St., Ermita, Manila
NG PENG KUY	Chinese	435 Isaac Peral St., Ermita, Manila

SIXTH: - That the number of directors of said Corporation shall be nine (9) and that the names and residences of said directors who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows, to wit: (Amended on September 29, 1981.)

<u>Name</u>	<u>Residence</u>
1. ISMAEL MATHAY, JR.	123 N. Domingo, Cubao, Q.C.
2. GREGORIO TUNG	71 Apo St., Quezon City
3. PABLO COTAUCO	564 Sto. Cristo, Manila
4. LEE NGAN	492 Herran St., Ermita, Manila
5. NG PENG KUY	435 Isaac Peral St., Ermita, Manila

SEVENTH: - That the amount of capital stock of said corporation is **TWELVE BILLION PESOS (P12,000,000,000.00)**, Philippine Currency, and said capital stock is divided into **ELEVEN BILLION SIX HUNDRED MILLION (11,600,000,000)** common shares with a par value of ONE PESO (P1.00) each, and FORTY MILLION (40,000,000) preferred shares with a par value of TEN PESOS (P10.00) per share. *(As amended on January 18, 2018.)*

The preferred shares shall have the following terms and features:

1. The preferred shares shall be issued at par or at such higher price and on such payment terms as the Board of Directors shall, at its discretion, determine and provide for in the resolution authorizing each particular issue of preferred shares (the "Enabling Resolutions").
2. The holders of preferred shares shall be entitled to receive cash dividends upon declaration made at the sole option of the Board of Directors. The rate and payment terms of said cash dividend shall be determined by the Board of Directors and provided in the corresponding Enabling Resolutions.
3. Unless the preferred shares are redeemed at the end of the fifth (5th) year from the issue date thereof ("Issue Date"), the dividend rate shall be subject to an upward adjustment as may be determined by the Board of Directors and provided in the corresponding Enabling Resolutions.

4. The dividends on the preferred shares shall be cumulative. No dividend shall be declared and paid on the common shares unless cash dividends shall have been declared and paid to all holders of the preferred shares. The holders of preferred shares shall not be entitled to any participation or share in the retained earnings remaining after dividend payment shall have been made thereon.
5. The preferred shares are redeemable in whole or in part, in cash, at the sole option of the Corporation, at the end of the fifth (5th) year from the Issue Date (the "Optional Redemption Date") or on any dividend payment date thereafter, at the price equal to the issue price plus any accumulated and unpaid cash dividends (the "Redemption Price").
6. Notwithstanding the foregoing, the preferred shares shall be redeemable in whole but not in part, in cash, as and if declared by the Board, on the third anniversary from the Issue Date or on any dividend payment date thereafter, at the Redemption Price.
7. The Corporation may also redeem the preferred shares in whole but not in part, at any time prior to the Optional Redemption Date, if an Accounting Event, Tax Event or a Change of Control has occurred and is continuing, in each case at the Redemption Price.

For this purpose:

(a) An "Accounting Event" shall occur if an opinion of a recognised person authorised to provide auditing services in the Republic of the Philippines has stated that there is more than an insubstantial risk that the funds raised through the issuance of the preferred shares may no longer be recorded as "equity" pursuant to the Philippine Financial Reporting Standards (PFRS), or such other accounting standards which succeed PFRS, as adopted by the Republic of the Philippines, applied by the Corporation for drawing up its consolidated financial statements for the relevant financial year;

(b) A "Tax Event" shall occur if dividend payments become subject to 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 Corporation;

(c) A "Change of Control" shall be deemed to have occurred if any person or persons acting in concert or any third person or

persons acting on behalf of such person(s) at any time acquire(s) directly or indirectly a controlling participation in the Corporation pursuant to the Philippine laws. (As amended on May 13, 2011.)

8. The preferred shares, when redeemed, shall not be considered retired and may be re-issued by the Corporation at a price to be determined by the Board of Directors.
9. In the event of liquidation, dissolution, bankruptcy, or winding up of the affairs of the Corporation, the holders of the preferred shares shall enjoy preference in the payment, in full or, if the remaining assets of the Corporation are insufficient, on a pro-rata basis as among all holders of outstanding preferred shares, of the issue price of their shares plus any previously declared and unpaid dividends, before any asset of the Corporation is paid or distributed to the holders of common shares.
10. The holders of the preferred shares shall not be entitled to vote except in those cases expressly provided by law.
11. The holders of the preferred shares shall have no pre-emptive right to any issue or disposition of any share of any class of the Corporation.
12. The preferred shares shall not be convertible to common shares of the Corporation.
13. The aforementioned terms and conditions of the preferred shares shall be stated in the certificates of stock representing said shares. (As amended on November 3, 2010.)

No transfer of stock or interest which will reduce the ownership and voting equity of Philippine nationals to less than the required percentage of the capital stock shall be allowed or permitted to be recorded on the books of the Corporation. (As amended on October 31, 1991.)

The foregoing restrictions shall be indicated on the face of the certificate of stock of the Corporation. (As amended on April 24, 1984; August 22, 1985; September 19, 1989.)

There shall be no pre-emptive rights to the issuance of any and all of the preferred shares. (As amended on November 3, 2010.)

There shall be no pre-emptive rights for issuances or dispositions of any and all of the common shares. (As amended on January 18, 2018.)

EIGHTH: - That the amount of the capital stock which has been actually subscribed is NINETY THOUSAND PESOS (P90,000.00) and the following persons have subscribed for the number of shares and amount of capital stock set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>Amount of Capital Stock Subscribed</u>
1. ISMAEL MATHAY. JR.	123 N. Domingo, Cubao, Q.C.	1,000	P10,000.00
2. GREGORIO TUNG	71 Apo St., Quezon City	2,000	20,000.00
3. PABLO COTAUCO	564 Sto. Cristo, Manila	2,000	20,000.00
4. LEE NGAN	492 Herran St., Ermita, Manila	2,000	20,000.00
5. NG PENG KUY	435 Isaac Peral St., Ermita, Manila	2,000	20,000.00

(As amended on May 9, 2014.)

NINTH: - That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out after their respective names:

<u>Name</u>	<u>Residence</u>	<u>Amount Paid on Subscription</u>
1. ISMAEL MATHAY. JR.	123 N. Domingo, Cubao, Q.C.	P5,000.00
2. GREGORIO TUNG	71 Apo St., Quezon City	5,000.00
3. PABLO COTAUCO	564 Sto. Cristo, Manila	5,000.00
4. LEE NGAN	492 Herran St., Ermita, Manila	5,000.00
5. NG PENG KUY	435 Isaac Peral St., Ermita, Manila	5,000.00

TENTH: - That NG PENG KUY has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in

accordance with the By-Laws, and that as such Treasurer, he has been authorized to receive for the corporation and to receipt in its name for all subscriptions paid in by the said subscribers.

ELEVENTH: -. That unless otherwise prescribed by the Corporation Code or by special law, and for legitimate purposes, the stockholders may by the affirmative vote or written assent of two-thirds (2/3) of all the subscribed capital stock, amend any of the provisions of the Articles of Incorporation. (As amended on April 14, 1972; May 9, 2014.)

IN WITNESS WHEREOF we have hereunto set our hands on 30th day of October 1956, in the City of Manila, Philippines.

(Sgd.) ISMAEL MATHAY, JR.

(Sgd.) GREGORIO TUNG

(Sgd.) PABLO COTAUCO

(Sgd.) LEE NGAN

(Sgd.) NG PENG KUY

Signed in the presence of:

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

On this 30th day of October 1956, in the said City of Manila, Philippines, before Felix P. Wijangco, a Notary Public in and for the City of Manila personally appeared:

Ismael Mathay, Jr., with Residence Certificate No. A4314345 issued at Manila, Philippines, on February 22, 1956;

Gregorio Tung with Residence Certificate No. A132552 issued at Quezon City, Philippines, on January 16, 1956, ACR No. A-45023, issued at Manila, Philippines, on July 17, 1950;

Pablo Cotauco with Residence Certificate No. A23232, issued at Manila, Philippines on February 13, 1956;

Lee Ngan with Residence Certificate No. 0128123, issued at Manila, Philippines, on January 16, 1956 and ACR No. 94856, issued at Manila, Philippines, on July 25, 1950;

known to me and to me known to be the same persons whose names are subscribed and who executed the foregoing Articles of Incorporation, and each of them acknowledged to me that he freely and voluntarily executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Manila, Philippines, on this 30th day of October 1956.

(Sgd.) FELIX P. WIJANGCO
Notary Public
My Commission Expires on Dec. 31, 1956

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