

# 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)  
Mar 6, 2024
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  
100 E. Rodriguez Jr. Avenue (C-5 Road), Barangay Ugong, Pasig City, Metro Manila  
Postal Code  
1604
8. Issuer's telephone number, including area code  
(632) 5317-5000
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 SHARES (FB)	5,909,220,090
SERIES A BONDS DUE MARCH 2025 (IN PESO)	8,000,000,000.00
SERIES B BONDS DUE MARCH 2027 (IN PESO)	7,000,000,000.00
TOTAL DEBT AS OF 30SEP23 (IN MIL PESO-CONSO)	173,643

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.

**San Miguel Food and Beverage, Inc.**  
**FB**

**PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Section 4.4 of the Revised Disclosure Rules**

<b>Subject of the Disclosure</b>
Approval by the Board of Directors of the amendments to the Articles of Incorporation of the Company.
<b>Background/Description of the Disclosure</b>
Amendments to the Articles of Incorporation of the Company to clarify (1) the primary purpose of the Company as it relates to the assets it owns, in the Second Article, and (2) the Pasig City principal office address of the Company, in the Third Article.

<b>Date of Approval by Board of Directors</b>	Mar 6, 2024
<b>Date of Approval by Stockholders</b>	TBA
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	TBA

**Amendment(s)**

Article No.	From	To
Second Article	SECOND: That the purpose for which such corporation is formed, is as follows, to wit: PRIMARY PURPOSE Xxx; 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. Xxx	SECOND: That the purpose for which such corporation is formed, is as follows, to wit: PRIMARY PURPOSE Xxx; to own, acquire, pledge, buy, sell, convey, lease, license, assign and transfer, as the case may be, 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 whether tangible or intangible such as trademarks and other intellectual property rights, which may be incidental in carrying out the business of the corporation. Xxx

Third Article	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.	THIRD: - That the place where the principal office of the Corporation is to be located or established is at 100 E. Rodriguez Jr. Avenue (C5 Road), Barangay Ugong, Pasig City, Metro Manila, Philippines. Branch offices may be established anywhere in the Philippines or abroad.
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#### Rationale for the amendment(s)

Second Article: Considering that the Company also owns trademarks and other intellectual property rights, which are intangible personal property, in addition to its real property and other assets so enumerated in the last part of the primary purpose, there is a need to amend the Second Article to clarify the primary purpose of the Company as it relates to the kind of assets it owns, particularly, the lease and license, as the case may be, of real and personal property of every kind and description whether tangible or intangible such as trademarks and other intellectual property rights.

Third Article: Considering that the registered principal office address of the Company in its records and filings with the SEC and other government and regulatory authorities is at 100 E. Rodriguez Jr. Avenue (C5 Road), Barangay Ugong, Pasig City, which change of address within the same city was approved by the Board of Directors on March 13, 2019, the Company would now like to amend its Pasig City principal office address as reflected in the Third Article of its Articles of Incorporation, to align with its said records and legal reports.

#### The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	TBA
Expected date of SEC approval of the Amended Articles of Incorporation	TBA

#### Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

The current business, operations and capital structure of the Company will not be affected by the amendments, which are intended for clarificatory/alignment purposes as explained above.

#### Other Relevant Information

None.

#### Filed on behalf by:

Name	Alexandra Trillana
Designation	Corporate Secretary and Compliance Officer

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)

1 0 0 E . R O D R I G U E Z J R .

A V E N U E C - 5 R O A D ,

B A R A N G A Y U G O N G

P A S I G C I T Y 1 6 0 4

M E T R O M A N I L A

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

ALEXANDRA B. TRILLANA

Contact Person

(632) 5317-5450

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

Document I. D.

Document I. D.

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. **March 6, 2024**  
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. **100 E. Rodriguez Jr. Avenue (C-5 Road), Barangay Ugong, Pasig City**  
**1604**  
(Address of principal office) (Postal Code)
7. **(632) 5317-5000** (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 September 30, 2023
<b>Common Shares (FB)</b>	<b>5,909,220,090</b>
<b>Series A Bonds Due March 2025 (In Peso)</b>	<b>8,000,000,000.00</b>
<b>Series B Bonds Due March 2027 (In Peso)</b>	<b>7,000,000,000.00</b>
<b>Total Debt as of Sept. 30, 2023 (In Mil Peso – Conso)</b>	<b>173,643</b>

10. Indicate the item numbers reported herein:

Item 9. Other Events

At the meeting of the Board of Directors of San Miguel Food and Beverage, Inc. (respectively, the "Board" and the "Company") held on March 6, 2024 via video conference:

- A. Upon the endorsement of the Audit Committee, the Board approved the following:
1. The audited consolidated financial statements of the Company as at and for the year ended December 31, 2023 (the "2023 Audited Financial Statements"), and the submission to the SEC, the PSE and the PDEX of the Annual Report of the Company (or SEC Form 17-A), including the 2023 Audited Financial Statements and the 2023 Sustainability Report. The Company posted consolidated revenues of P379.8 billion, consolidated EBITDA of P66.8 billion, consolidated income from operations of P48.4 billion, and consolidated net income of P38.1 billion;
  2. The Company's 2024 Consolidated Internal Audit Plan and Consolidated Outsourcing Plan of the Internal Audit Group; and
  3. The submission to the stockholders for ratification or approval at the 2024 Annual Stockholders' Meeting, as the case may be, the fees billed for services rendered by the external auditor to the Company in connection with the Company's 2023 financial statements and the re-appointment of KPMG/R.G. Manabat & Co. as external auditor of the Company for fiscal year 2024.
- B. The Board approved the following amendments to the Articles of Incorporation of the Company, subject to further stockholder approval:
1. In the Second Article, the clarification of the primary purpose of the Company to expressly capture the lease and licensing of real and personal property of every kind or description whether tangible or intangible such as trademarks and other intellectual property rights; and
  2. In the Third Article, the update of its Pasig City principal office to its current address at 100 E. Rodriguez Jr. Avenue (C5 Road), Barangay Ugong, Pasig City.
- C. The Board reviewed the vision and core purpose of the Food, Beer and Spirits Divisions of the Company.
- D. The Board approved the virtual holding of the Annual Stockholders' Meeting of the Company on June 5, 2024, Wednesday, 2:00 p.m., where stockholders may attend and vote through remote communication. Management was authorized to determine the mechanics to implement such mode of voting, in accordance with any rules the SEC and PSE may issue on this subject.

In this connection:

1. The record date for the stockholders entitled to vote at the said meeting is May 6, 2024;
2. The stock and transfer books will be closed from May 7 to 14, 2024;
3. The deadline for submission of proxies is on May 22, 2024; and
4. The validation of proxies will be on May 29, 2024.

E. The Agenda of the Annual Stockholders' Meeting, as approved by the Board, is as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the 2023 Annual Stockholders' Meeting
4. Presentation of the Annual Report and Approval of the 2023 Audited Financial Statements
5. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
6. Approval of the following Amendments to the Articles of Incorporation to clarify:
  - (a) The primary purpose of Company as it relates to the assets it owns, in the Second Article; and
  - (b) The Pasig City principal office address of Company, in the Third Article
7. Appointment of External Auditor and Ratification of External Auditor Fees
8. Election of the Board of Directors
9. Other Matters
10. Adjournment

###

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 VICTORIA B. TRILLANA**  
Corporate Secretary and Compliance Officer

March 6, 2024.