

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, 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



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*

Subject of the Disclosure

This is to amend the Company's previous disclosure dated March 6, 2024 to report the approval by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation present in person or by proxy at the Annual Stockholders Meeting held on June 5, 2024, of the amendments to the Articles of Incorporation of the Company.

Background/Description of the Disclosure

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.

Date of Approval by Board of Directors	Mar 6, 2024
Date of Approval by Stockholders	Jun 5, 2024
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	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

Please see attached SEC Form 17-C dated June 5, 2024.

Filed on behalf by:

Name	Alexandra Trillana
Designation	Corporate Secretary and Compliance Officer

COVER SHEET

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S. E. C. Registration Number

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(Company's Full Name)

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

ALEXANDRA VICTORIA B. TRILLANA

Contact Person

(632) 5317-5450

Company Telephone Number

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Month

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Day

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SEC Form

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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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I. D.

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STAMPS

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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, 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 March 31, 2024
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 March 31, 2024 (In Mil Peso – Conso)	188,808

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 "BOD") of San Miguel Food and Beverage, Inc. (the "Corporation") both held on June 5, 2024:

1. Upon the favorable endorsement of the Corporate Governance Committee, the following directors were duly elected by the stockholders at the ASM, with the respective number of shares held by each in the Corporation as of June 5, 2024:

Name of Owner	Title of Class	Amount and Nature of Ownership	Total No. of Shares
Ramon S. Ang	Common	10 (Direct)	10 (0.00%)
John Paul L. Ang	Common	10 (Direct)	10 (0.00%)
Francisco S. Alejo III	Common	10 (Direct)	230,010 (0.00%)
		230,000 (Beneficial)	
Carlos Antonio M. Berba	Common	10 (Direct)	10 (0.00%)
Emmanuel B. Macalalag	Common	10 (Direct)	10 (0.00%)
Ferdinand K. Constantino	Common	10 (Direct)	10 (0.00%)
Aurora T. Calderon	Common	10 (Direct)	10 (0.00%)
Menardo R. Jimenez	Common	10 (Direct)	10 (0.00%)
Francis H. Jardeleza	Common	10 (Direct)	10 (0.00%)
Monica L. Ang-Mercado	Common	10 (Direct)	10 (0.00%)
Ricardo C. Marquez	Common	10 (Direct)	10 (0.00%)
Cirilo P. Noel	Common	10 (Direct)	10 (0.00%)
Aurora S. Lagman	Common	10 (Direct)	10 (0.00%)
Estela M. Perlas-Bernabe	Common	10 (Direct)	3,010 (0.00%)
		3,000 (Beneficial)	
Antonio S. Abacan, Jr.	Common	10 (Direct)	10 (0.00%)

2. Stockholders representing at least majority of the outstanding common shares of the Corporation present in person or by proxy at the ASM, ratified the 2023 audit fees paid to the external auditor as negotiated and agreed by management with the authority of the BOD.

3. 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 KPMG R. G. Manabat & Co. as external auditor of the Corporation for the year 2024.

4. Stockholders representing at least 2/3 of the outstanding capital stock of the Corporation present in person or by proxy at the ASM, separately approved the following amendments to the Articles of Incorporation:

(a) 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

(b) 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.

5. The following key officers were duly elected by the BOD at the Organizational Meeting:

Ramon S. Ang	Chairman
John Paul L. Ang	President and Chief Executive Officer
Francisco S. Alejo III	Chief Operating Officer – Food
Carlos Antonio M. Berba	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
Johanna Dominique G. Esteban	Internal Audit Head
Alexandra Victoria B. Trillana	Compliance Officer, Corporate Secretary and General Counsel
Ma. Celeste L. Ramos	Assistant Corporate Secretary
Kristina Lowella I. Garcia	Assistant Vice President, Investor Relations Manager and Data Protection Officer

Of such officers, the shareholdings in the Corporation of Messrs. RS Ang, JP Ang, FS Alejo, CM Berba, EB Macalalag and FK Constantino are mentioned above. The shareholdings of the other named officers as of June 5, 2024, 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
Johanna Dominique G. Esteban	N/A	N/A	0
Alexandra Victoria B. Trillana	N/A	N/A	0
Ma. Celeste L. Ramos	N/A	N/A	0
Kristina Lowella I. Garcia	Common	10,000 (Beneficial)	10,000

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

EXECUTIVE COMMITTEE

Ramon S. Ang - Chairperson
John Paul L. Ang
Francisco S. Alejo III
Carlos Antonio M. Berba
Emmanuel B. Macalalag

AUDIT COMMITTEE

Cirilo P. Noel (Independent) - Chairperson
Ricardo C. Marquez (Independent)
Antonio S. Abacan, Jr. (Independent)
Aurora T. Calderon
Ferdinand K. Constantino

RELATED PARTY TRANSACTIONS COMMITTEE

Estela M. Perlas-Bernabe (Independent) - Chairperson
Cirilo P. Noel (Independent)
Aurora S. Lagman (Independent)
Ferdinand K. Constantino

BOARD RISK OVERSIGHT AND SUSTAINABILITY COMMITTEE

Ricardo C. Marquez (Independent) - Chairperson
Aurora S. Lagman (Independent)
Estela M. Perlas-Bernabe (Independent)
Antonio S. Abacan, Jr. (Independent)
Menardo R. Jimenez
Ferdinand K. Constantino
Aurora T. Calderon

CORPORATE GOVERNANCE COMMITTEE

Aurora S. Lagman (Independent) - Chairperson
Ricardo C. Marquez (Independent)
Estela M. Perlas-Bernabe (Independent)
Menardo R. Jimenez
Virgilio S. Jacinto - Advisor

Also in the same meeting, Mr. Cirilo P. Noel 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 BOD were reminded of their fiduciary duty to notify the BOD where he or she is an incumbent director before accepting a directorship in another company.

Furthermore, the BOD 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 BOD meetings.

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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 VICTORIA B. TRILLANA
Corporate Secretary and Compliance Officer

June 5, 2024.