

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b)
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

☐ Preliminary Information Statement

☒ Definitive Information Statement

2. Name of Registrant as specified in its charter
SAN MIGUEL FOOD AND BEVERAGE, INC.

3. Province, country or other jurisdiction of incorporation or organization
Philippines

4. SEC Identification Number
11840

5. BIR Tax Identification Code
000-100-341-000

6. Address of principal office
100 E. Rodriguez Jr. Avenue (C-5 Road), Barangay Ugong, Pasig City, Metro Manila
Postal Code
1604

7. Registrant's telephone number, including area code
(632) 5317-5000

8. Date, time and place of the meeting of security holders
N/A (Written assent of stockholders)

9. Approximate date on which the Information Statement is first to be sent or given to security holders
Oct 15, 2024

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor
N/A

Address and Telephone No.
N/A

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

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 30Jun24 (IN MIL PESO - CONSO)	188,888

13. Are any or all of registrant's securities listed on a Stock Exchange?

☒ Yes ☐ No

If yes, state the name of such stock exchange and the classes of securities listed therein:
PHILIPPINE STOCK EXCHANGE, INC. – COMMON SHARES PHILIPPINE DEALING & EXCHANGE CORP. – SERIES A BONDS DUE 2025; SERIES B BONDS DUE 2027

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 17-5 - Information Statement for Annual or
Special Stockholders' Meeting**
References: SRC Rule 20 and
Section 17.10 of the Revised Disclosure Rules

Date of Stockholders' Meeting	N/A
Type (Annual or Special)	N/A
Time	N/A
Venue	N/A
Record Date	Sep 2, 2024

Inclusive Dates of Closing of Stock Transfer Books

Start Date	Sep 2, 2024
End date	Sep 9, 2024

Other Relevant Information
Please see attached Definitive Information Statement of the Company requesting the written assent of the stockholders as of record date to the proposed amendment of the Company's principal address in its Articles of Incorporation, filed with the Securities and Exchange Commission and emailed at msrds submission@sec.gov.ph and ictdsubmission@sec.gov.ph on September 4, 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

Definitive Information Statement

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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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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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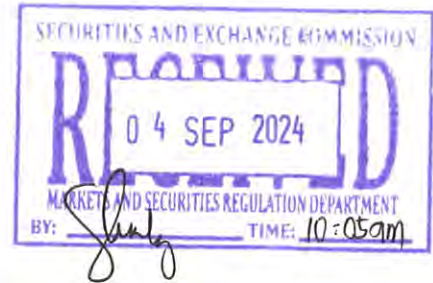
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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE



1. Check the appropriate box:

☐ Preliminary Information Statement
☒ Definitive Information Statement

2. Name of Registrant as specified in its charter:

SAN MIGUEL FOOD AND BEVERAGE, INC.

3. Province, country and other jurisdiction of incorporation or organization:

Metro Manila, Philippines

4. SEC Identification Number: **11840**

5. BIR Tax Identification Code: **000-100-341-000**

6. Address of principal office Postal code

**100 E. Rodriguez Jr. Avenue (C-5 Road)
Barangay Ugong, Pasig City
Metro Manila** **1604**

7. Registrant's telephone number, including area code: **(632) 5317-5000**

8. Date, time and place of the meeting of security holders:

Not applicable

9. Approximate date at which the Information Statement is to be first sent or given to security holders:

October 15, 2024

10. Name of Person Filing the Statement: **San Miguel Food and Beverage, Inc.**
Address: **100 E. Rodriguez Jr. Avenue (C-5 Road)
Barangay Ugong, Pasig City 1604**
Telephone Number: **(02) 5317-5000**

11. Securities registered pursuant to Sections 8 and 12 of the SRC:

<u>Title of Each Class</u> (As of July 31, 2024)	<u>Issued and Outstanding</u>
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Common shares	5,909,220,090 shares
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Series A Bonds due 2025	P8,000,000,000.00
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Series B Bonds due 2027	P7,000,000,000.00
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Total Liabilities as of June 30, 2024 (in '000,000)	P188,888
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12. Are any or all of Registrant's securities listed on a Stock Exchange?

✓ Yes No

If yes, disclose the name of such Stock Exchange and the class of securities listed thereon:

Philippine Stock Exchange, Inc.	-	Common shares
Philippine Dealing & Exchange Corp.	-	Series A Bonds due 2025
		Series B Bonds due 2027

INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Written Assent of Shareholders

San Miguel Food and Beverage, Inc. (the “Company”) is soliciting the written assent of shareholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company, to amend the Third Article (Principal Office) of the Articles of Incorporation to reflect the change in the Company’s principal office address, to 40 San Miguel Avenue, Mandaluyong City, Metro Manila (the “Proposed Amendment”), in accordance with Section 15 of the Revised Corporation Code of the Philippines (the “Revised Corporation Code”). No meeting of shareholders, whether physical or virtual, will be held for the purpose of approving the Proposed Amendment.

The Company’s shareholders are requested to signify their vote on the Proposed Amendment by filling up and returning the attached written assent form (the “Written Assent Form”) by mail or email (scanned copy) to:

SAN MIGUEL FOOD AND BEVERAGE, INC.

Attention: The Corporate Secretary
4th Floor, Main Building
100 E. Rodriguez Jr. Avenue (C-5 Road),
Barangay Ugong, Pasig City 1604
Metro Manila, Philippines
Facsimile (Fax) No.: (632) 5317-5450
Email: smfbcorpsec@sanmiguel.com.ph

This Information Statement and Written Assent Form shall be sent as soon as practicable after the approval hereof by the Securities and Exchange Commission (SEC) to all shareholders of record as of **September 2, 2024**.

Item 2. Dissenters’ Right of Appraisal

The Proposed Amendment to the Articles of Incorporation of the Company will not entitle shareholders to exercise their right of appraisal as provided under Section 80, Title X of the Revised Corporation Code.

Item 3. Interest of Certain Persons in Matters to be Acted Upon

No director, nominee for election as director, associate of the nominee or executive officer of the Company at any time since the beginning of the last fiscal year has had any substantial interest, direct or indirect, by security holdings or otherwise, in the Proposed Amendment.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities (including their voting rights) and Principal Holders Thereof

As of July 31, 2024, the Company had 5,909,220,090 issued and outstanding common shares.

All stockholders of record as of **September 2, 2024**, are entitled to vote by written assent on the Proposed Amendment. Each common share in the name of the stockholder entitles such stockholder to one vote.

Pursuant to Section 15 of the Revised Corporation Code, unless otherwise prescribed by the Revised Corporation Code or by special law, any provision or matter stated in the Articles of Incorporation of the Company may be amended by a majority vote of the board of directors and the vote or written assent by shareholders representing at least two-thirds of the outstanding capital stock of the Company.

Security Ownership of Certain Record and Beneficial Owners

The owners of record of more than 5% of Company's voting securities as of July 31, 2024, are as follows:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent Ownership to Capital Stock
Common	San Miguel Corporation (SMC) ¹ SMC Head Office Complex 40 San Miguel Avenue, Mandaluyong City 1550, intermediate parent company of issuer	San Miguel Corporation	Filipino	5,245,082,440	88.7610%
Common	PCD Nominee Corporation ² 37th Floor, Tower One, Enterprise Center Ayala Ave. corner Paseo de Roxas Ave., Makati City, no relation to issuer	Various ³	Non-Filipino	380,259,190	6.4350%

¹ The Board of Directors of SMC authorizes any one Group A signatory or any two Group B signatories to act and vote in person or by proxy, shares held by SMC in other corporations. The Group A signatories of SMC are Ramon S. Ang, John Paul L. Ang, Ferdinand K. Constantino, Aurora T. Calderon, Virgilio S. Jacinto, Joseph N. Pineda, Bella O. Navarra, Monica L. Ang, Susan Y. Yu, and Bryan U. Villanueva. The Group B signatories of SMC are Cecile Caroline U. de Ocampo, Lorenzo G. Formoso III, Almira C. Dalusung, Maria Raquel Paula G. Lichauco, Joseph Francis M. Cruz, Ildefonso B. Alindogan, and Nina Frances Therese B. Tenorio.

² Registered owner of shares held by participants in the Philippine Central Depository, Inc., a private company organized to implement an automated book entry of handling securities in the Philippines.

³ None of the holders of the Company's common shares registered under the name of PCD Nominee Corporation owns more than 5% of the Company's shares.

The following are the number of shares of the Company's capital stock, all of which are voting shares, owned of record by the Chief Executive Officer, key officers, and directors of the Company as of July 31, 2024:

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

The aggregate number of shares owned of record by the Chief Executive Officer, key officers, and directors as a group as of July 31, 2024, is 233,150 shares or approximately 0.0039% of the Company's outstanding capital stock.

The aggregate number of shares owned of record by all officers and directors as a group as of July 31, 2024, is 243,150 shares or approximately 0.0041% of the Company's outstanding capital stock.

The foregoing beneficial or record owners have no right to acquire additional shares within thirty (30) days, from options, warrants, conversion privileges or similar obligations or otherwise.

Voting Trust

There is no person holding more than 5% of the Company's voting securities under a voting trust or similar agreement.

Change in Control

The Company is not aware of any change in control or arrangement that may result in a change in control of the Company since the beginning of its last fiscal year.

Market Price of and Dividends on the Company's Common Equity and Related Stockholder Matters

Market Price

The Company's common equity is traded in the Philippine Stock Exchange, Inc. ("PSE").

The Company's high and low prices for each quarter of the last two (2) fiscal years, as well as the first quarter of 2024, are as follows (in Philippine Pesos):

Quarter	2023		2022	
	Common		Common	
	High	Low	High	Low
1 st	54.95	38.10	71.35	61.10
2 nd	50.00	44.00	63.80	45.00
3 rd	53.25	44.50	48.75	38.00
4 th	53.20	46.05	41.20	34.10

Quarter	2024	
	Common	
	High	Low
1 st	52.90	47.60
2 nd	50.10	43.00

The closing price as of the latest practicable trading date is:

Common shares P 47.00 August 8, 2024

Common Equity and Related Stockholders' Matters

The approximate number of shareholders of the Company as of July 31, 2024, is as follows:

Common shareholders 179

The Company's top 20 stockholders of record⁴ as of July 31, 2024, are as follows:

Rank	Stockholder Name	Total Common Shares	% of Outstanding Common Shares
1	San Miguel Corporation	5,245,082,440	88.760993%
2	PCD Nominee Corporation (Non-Filipino)	380,259,190	6.435015%
3	PCD Nominee Corporation (Filipino)	261,898,554	4.432032%
4	Q – Tech Alliance Holdings, Inc.	20,511,400	0.347108%
5	PFC ESOP/ESOWN Account	271,030	0.004587%
6	Cecille Y. Ortigas	228,610	0.003869%
7	Majent Management and Development Corporation	203,700	0.003447%
8	Monaco Holdings, Inc.	100,000	0.001692%
9	Xing Ye	85,200	0.001442%
10	Ramon L. Chua	77,140	0.001305%
11	Ana Maria De Olondriz Ortigas	55,310	0.000936%
12	Pacifico de Ocampo	43,240	0.000732%
13	Fan Yang	41,540	0.000703%
14	William Pendarvis	29,370	0.000497%

⁴ Excluding the beneficial shares held by Company's key officers lodged with PCD Nominee Corporation (Filipino).

15	Hui He	27,400	0.000464%
16	Jinzhan Hong	26,000	0.000440%
17	William White Schwartz	22,300	0.000377%
18	Teodoro Quijano	14,130	0.000239%
19	Principe P. Reyes	14,130	0.000239%
20	Maxima A. Senga	13,050	0.000221%

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 11. Financial and Other Information

The Audited Consolidated Financial Statements of the Company as of December 31, 2023, and the Company's interim and unaudited financial statements for the quarter ending June 30, 2024, which were submitted to the SEC, are incorporated herein by reference. They are likewise available at the Company's website, www.smfb.com.ph, particularly at <https://www.smfb.com.ph/disclosures>.

D. OTHER MATTERS

Item 17. Amendment of Charter, By-laws or Other Documents

Principal Office of the Company

The Third Article of the Articles of Incorporation of the Company states 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.

At the annual stockholders' meeting on June 5, 2024, the stockholders approved the amendment to the said Third Article to reflect the Company's current C5, Pasig City office address. The change was previously approved by the Board of Directors at its regular meeting on March 6, 2024, as earlier reported.

Since then, however, the SMC Group has been revisiting and rationalizing the office spaces of its many subsidiaries, considering the growth of its diverse new businesses and interests. In this regard, higher management has deemed it more efficient to transfer the principal office of the Company to the SMC Head Office at 40 San Miguel Avenue, Mandaluyong City, instead, as all the other listed subsidiaries of SMC hold office at the said Head Office or in the immediate vicinity thereof.

In this regard, the Third Article of the Articles of Incorporation of the Company was proposed to be worded as follows:

THIRD: - That the place where the principal office of the Corporation is to be located or established is at **40 San Miguel Avenue, Mandaluyong City**, Metro Manila, Philippines. Branch offices may be established anywhere in the Philippines or abroad.

The change of office, together with the foregoing amendment in boldface and underscored, was unanimously approved by the Board of Directors at its regular meeting on August 7, 2024.

The current business, operations and capital structure of the Company will not be affected by the amendment. There will be no change in the rights of stockholders of the Company as an effect of the approval of the proposal.

That said, following the approval by the stockholders and the SEC of the Proposed Amendment, the Company will proceed to retire its Pasig City business permit and apply for a Mandaluyong City business permit, then amend its registrations and records with other government and regulatory authorities.

Item 18. Other Proposed Action

Not applicable.

Item 19. Voting and Vote Tabulation Procedures

The affirmative vote of stockholders holding at least two-thirds (2/3) of the outstanding capital stock is necessary for the approval of the Proposed Amendment.

Shareholders of record as of **September 2, 2024**, shall be entitled to one (1) vote for each share of stock recorded in their names in the books of the Company.

In accordance with Section 15 of the Revised Corporation Code, votes shall be taken by means of written assent, which shall be evidenced by the Written Assent Form attached to this Information Statement prepared and completed in all parts and duly received by the Corporate Secretary of the Company by mail or email (scanned copy) at the address below:

SAN MIGUEL FOOD AND BEVERAGE, INC.

Attention: The Corporate Secretary
4th Floor, Main Building
100 E. Rodriguez Jr. Avenue (C-5 Road),
Barangay Ugong, Pasig City 1604
Metro Manila, Philippines
Facsimile (Fax) No.: (632) 5317-5450
Email: smfbcorpsec@sanmiguel.com.ph

The Written Assent Form must be signed by the shareholder of record in the books of the Company as of the record date above or by his/her duly authorized representative or proxy. The vote is considered cast for all the shareholder's shares registered in his/her name in the books of the Company, unless the shareholder indicates in the Written Assent Form such number of shares which is less than the total number of shares registered in the said shareholder's name in the books of the Company as of the above record date. In such an event, the vote is considered cast for such number of shares indicated in the Written Assent Form. If voting by proxy, the Written Assent Form must be submitted together with a proxy instrument/form duly executed by the shareholder of record in favor of its proxy. Please submit with the Written Assent Form a valid government-issued ID with a photo (for individuals) and corporate/partnership secretary's certification (for corporations and partnerships) setting out the authority of the proxy and/or signatories to the Written Assent Form. The Company reserves the right to request additional information for the validation of the Written Assent Form and the original signed copies of the documents submitted, including the Written Assent Form.

Method of Counting Votes

Counting of votes based on the number of shares entitled to vote, held by the shareholders that have submitted duly accomplished and completed Written Assent Forms will be done by the Corporate Secretary or Assistant Corporate Secretary with the assistance of the Company's stock transfer agent, SMC Stock Transfer Service Corporation. As soon as affirmative votes reach at least two thirds (2/3) of the outstanding capital stock of the Company, the Proposed Amendment to the Articles of Incorporation of the Company will be considered approved by the shareholders.

UNDERTAKING

The Company will post the full version of this SEC Form 20-IS (Definitive Information Statement), together with the Written Assent Form, on its corporate website at the link: <http://www.smfb.com.ph/disclosures/I/information-statements--sec-form-20-is-> upon its submission to the SEC.

Upon the written request of a stockholder and when circumstances permit, the Company undertakes to furnish such stockholder with a copy of the Company's SEC Form 17-Q for the period ended June 30, 2024, free of charge, except for the exhibits attached thereto which shall be charged at cost. Such written request shall be directed to:

SMC Stock Transfer Service Corporation
2/F, San Miguel Corporation
No. 40 San Miguel Avenue, Mandaluyong City 1550
Metro Manila, Philippines

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 Pasig on September 3, 2024.

SAN MIGUEL FOOD AND BEVERAGE, INC.

By:


ALEXANDRA VICTORIA B. TRILLANA
Corporate Secretary

September 3, 2024



Dear Stockholder,

At its regular meeting on August 7, 2024, the Board of Directors of **San Miguel Food and Beverage, Inc.** ("Company") resolved to change the principal office of the Company as reflected in its Articles of Incorporation, to 40 San Miguel Avenue, Mandaluyong City. The Third Article of the Articles of Incorporation of the Company is thus proposed to be worded as follows (the "Proposed Amendment"):

THIRD: - That the place where the principal office of the Corporation is to be located or established is at **40 San Miguel Avenue, Mandaluyong City**, Metro Manila, Philippines. Branch offices may be established anywhere in the Philippines or abroad.

In accordance with Section 15 of the Revised Corporation Code of the Philippines, the Company is submitting the Proposed Amendment to the Articles of Incorporation for the approval of its shareholders of record as of September 2, 2024, through written assent. Enclosed is the Written Assent Form on which you may indicate your vote on the Proposed Amendment. The Written Assent Form may also be downloaded at the Company's website, www.smfb.com.ph. Please accomplish and sign the form and return the same by mail or email (scanned copy) to the following soonest:

SAN MIGUEL FOOD AND BEVERAGE, INC.

Attention: The Corporate Secretary
4th Floor, Main Building
100 E. Rodriguez Jr. Avenue (C-5 Road),
Barangay Ugong, Pasig City 1604
Metro Manila, Philippines

Facsimile (Fax) No.: (632) 5317-5450

Email: smfbcorpsec@sanmiguel.com.ph

Thank you very much.

Very truly yours,

Alexandra Victoria B. Trillana
Corporate Secretary and Compliance Officer



WRITTEN ASSENT FORM

In accordance with Section 15 of the Revised Corporation Code of the Philippines, and in connection with the proposed change of principal office of San Miguel Food and Beverage, Inc. (“SMFB” or the “Company”) to 40 San Miguel Avenue, Mandaluyong City, and the amendment of the Third Article of the Company’s Articles of Incorporation accordingly, as set out in the SMFB Information Statement dated September 3, 2024, undersigned shareholder hereby votes as follows, which has been expressly indicated with a check mark (✓) below:

_____ In favor of the amendment

_____ Against the amendment

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER/
AUTHORIZED SIGNATORY

Number of shares held: _____

Date: _____

THIS WRITTEN ASSENT FORM MUST BE ACCOMPANIED BY A VALID GOVERNMENT-ISSUED ID WITH A PHOTO (FOR INDIVIDUALS) AND CORPORATE/PARTNERSHIP SECRETARY’S CERTIFICATION SETTING OUT THE SIGNATORY’S AUTHORITY TO SIGN THIS WRITTEN ASSENT FORM FOR, OR ON BEHALF OF, THE CORPORATION/PARTNERSHIP (FOR CORPORATIONS/PARTNERSHIPS).

SHAREHOLDERS WHO PROVIDE THEIR PERSONAL INFORMATION SHALL BE DEEMED TO AGREE TO THE COLLECTION AND PROCESSING OF THEIR PERSONAL INFORMATION FOR PURPOSES OF THE COMPANY’S SOLICITATION OF THE APPROVAL OF ITS SHAREHOLDERS BY WRITTEN ASSENT TO THE PROPOSED AMENDMENT TO ITS ARTICLES OF INCORPORATION AND IN ACCORDANCE WITH THE COMPANY’S PRIVACY STATEMENT FOR SUCH SOLICITATION ON ITS WEBSITE, WWW.SMFB.COM.PH.