

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 4-30 - 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

Matters taken up and/or approved by the Board of Directors of the Company at the meeting held on March 6, 2024.

Background/Description of the Disclosure

Board approval of 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. Amendments to the Articles of Incorporation of the Company, subject to further stockholder approval.
3. 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.

Other Relevant Information

Please see attached SEC Form 17-C.

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

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

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

LCU

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Cashier

Cashier

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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. **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
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 Sept. 30, 2023 (In Mil Peso – Conso)	173,643

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

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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

March 6, 2024.