C04499-2023

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 7, 2023
- 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)
- 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

Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
5,909,220,090
8,000,000,000.00
7,000,000,000.00
180,405

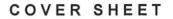
11. Indicate the item numbers reported herein

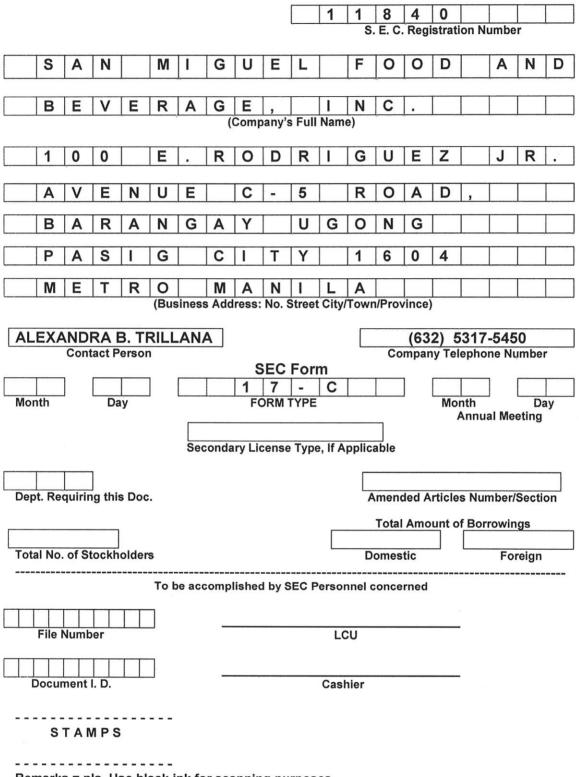
ITEM 9. OTHER EVENTS

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.



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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 7, 2023** 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
- 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, 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 March 31, 2023 (In Mil Peso – Conso)	180,405

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 "Board") of San Miguel Food and Beverage, Inc. (the "Corporation") both held on June 7, 2023:

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 7, 2023:

Name of Owner	Title of Class	Amount and Nature of Ownership	Total No. of Shares
Ramon S. Ang	Common	10 (Direct)	10 (0.00%)
Francisco S. Alejo III	Common	10 (Direct)	230,010
		230,000 (Beneficial)	(0.00%)
Roberto N. Huang	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%)
Ma. Romela M. Bengzon	Common	10 (Direct)	10 (0.00%)
Francis H. Jardeleza	Common	10 (Direct)	10 (0.00%)
John Paul L. Ang	Common	10 (Direct)	10 (0.00%)
Ricardo C. Marquez	Common	10 (Direct)	10 (0.00%)
Cirilo P. Noel	Common	10 (Direct)	10 (0.00%)
Winston A. Chan	Common	10 (Direct)	10 (0.00%)
Aurora S. Lagman	Common	10 (Direct)	10 (0.00%)
Estela M. Perlas-Bernabe	Common	10 (Direct)	3,010
		3,000 (Beneficial)	(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 2022 audit fees paid to the external auditor as negotiated and agreed by management with the authority of the Board.

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 R. G. Manabat & Co. as external auditor of the Corporation for the year 2023.

4. The following key officers were duly elected by the Board at the Organizational Meeting:

Ramon S. Ang	Vice Chairperson, President and Chief Executive Officer
Francisco S. Alejo III	Chief Operating Officer – Food
Roberto N. Huang	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 of the Company and its Food Division
Alexandra B. Trillana	Compliance Officer, Corporate Secretary and General Counsel of the Company and its Food Division
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 of Messrs. Ang, Alejo, Huang, Macalalag and Constantino in the Corporation are mentioned above. The shareholdings of the other named officers as of June 7, 2023, 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 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 Board to the Board Committees of the Corporation:

EXECUTIVE COMMITTEE

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Ramon S. Ang Francisco S. Alejo III Roberto N. Huang Emmanuel B. Macalalag

Chairperson

3

AUDIT COMMITTEE

Cirilo P. Noel (Independent) - Chairperson Ricardo C. Marquez (Independent) Winston A. Chan (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 COMMITTEE

Ricardo C. Marquez (Independent) - Chairperson Winston A. Chan (Independent) Aurora S. Lagman (Independent) Menardo R. Jimenez Ferdinand K. Constantino

CORPORATE GOVERNANCE COMMITTEE

Aurora S. Lagman (Independent)-ChairpersonEstela M. Perlas-Bernabe (Independent)Ricardo C. Marquez (Independent)-Menardo R. Jimenez-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 Board were reminded of their fiduciary duty to notify the Board where he or she is an incumbent director before accepting a directorship in another company.

Furthermore, the Board 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 Board 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 BENGSON TRILLANA Corporate Secretary and Compliance Officer

June 7, 2023.