

## 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)

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 31MAR23 (IN MIL PESO – CON)	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.*



**SAN MIGUEL**  
FOOD AND BEVERAGE, INC.

## San Miguel Food and Beverage, Inc. FB

### PSE Disclosure Form 4-25 - Results of Organizational Meeting References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

#### Subject of the Disclosure

Results of the Organizational Meeting of the Board of Directors of the Company.

#### Background/Description of the Disclosure

SMFB Organizational Meeting of the Board of Directors held on June 7, 2023, immediately after adjournment of the Annual Stockholders' Meeting, via video conference.

#### List of elected officers for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	Position/Designation	Shareholdings in the Listed Company		Nature of Indirect Ownership
		Direct	Indirect	
Ramon S. Ang	Vice Chairman, President and Chief Executive Officer	10	0	N/A
Francisco S. Alejo III	Chief Operating Officer – Food	10	230,000	Lodged through PDTC
Roberto N. Huang	Chief Operating Officer – Beer	10	0	N/A
Emmanuel B. Macalalag	Chief Operating Officer – Spirits	10	0	N/A
Ferdinand K. Constantino	Treasurer	10	0	N/A
Ildfonso B. Alindogan	Vice President, Chief Finance Officer and Chief Strategy Officer	0	0	N/A
Johanna Dominique G. Esteban	Internal Audit Head of the Company and its Food Division	0	0	N/A
Alexandra B. Trillana	Compliance Officer, Corporate Secretary and General Counsel of the Company and its Food Division	0	0	N/A
Ma. Celeste L. Ramos	Assistant Corporate Secretary	0	0	N/A
Kristina Lowella I. Garcia	Assistant Vice President, Investor Relations Manager and Data Protection Officer	0	10,000	Lodged through PDTC

#### List of Committees and Membership

Name of Committees	Members	Position/Designation in Committee
Executive Committee	Ramon S. Ang	Chairperson
Executive Committee	Francisco S. Alejo III	Member
Executive Committee	Roberto N. Huang	Member
Executive Committee	Emmanuel B. Macalalag	Member
Audit Committee	Cirilo P. Noel	Chairperson / Independent Director
Audit Committee	Ricardo C. Marquez	Member / Independent Director
Audit Committee	Winston A. Chan	Member / Independent Director

Audit Committee	Aurora T. Calderon	Member
Audit Committee	Ferdinand K. Constantino	Member
Related Party Transactions Committee	Estela M. Perlas-Bernabe	Chairperson / Independent Director
Related Party Transactions Committee	Cirilo P. Noel	Member / Independent Director
Related Party Transactions Committee	Aurora S. Lagman	Member / Independent Director
Related Party Transactions Committee	Ferdinand K. Constantino	Member
Board Risk Oversight Committee	Ricardo C. Marquez	Chairperson / Independent Director
Board Risk Oversight Committee	Winston A. Chan	Member / Independent Director
Board Risk Oversight Committee	Aurora S. Lagman	Member / Independent Director
Board Risk Oversight Committee	Menardo R. Jimenez	Member
Board Risk Oversight Committee	Ferdinand K. Constantino	Member
Corporate Governance Committee	Aurora S. Lagman	Chairperson / Independent Director
Corporate Governance Committee	Estela M. Perlas-Bernabe	Member / Independent Director
Corporate Governance Committee	Ricardo C. Marquez	Member / Independent Director
Corporate Governance Committee	Menardo R. Jimenez	Member
Corporate Governance Committee	Virgilio S. Jacinto	Advisor

**List of other material resolutions, transactions and corporate actions approved by the Board of Directors**

The Board appointed Mr. Cirilo P. Noel as Lead Independent Director of the Company, as well as approved the depository banks, signing authorities and limits for corporate transactions of the Company.

**Other Relevant Information**

Please see attached SEC Form 17-C.

**Filed on behalf by:**

<b>Name</b>	Alexandra Trillana
<b>Designation</b>	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

Total Amount of Borrowings

Domestic

Domestic

Foreign

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

LCU

Document I. D.

Document I. D.

Cashier

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. **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
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

<b>Title of Each Class</b>	<b>Outstanding as of March 31, 2023</b>
<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 March 31, 2023 (In Mil Peso – Conso)</b>	<b>180,405</b>

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:

<b>Name of Owner</b>	<b>Title of Class</b>	<b>Amount and Nature of Ownership</b>	<b>Total No. of Shares</b>
Ramon S. Ang	Common	10 (Direct)	10 (0.00%)
Francisco S. Alejo III	Common	10 (Direct)	230,010 (0.00%)
		230,000 (Beneficial)	
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 (0.00%)
		3,000 (Beneficial)	

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**

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

### **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) - Chairperson  
Estela M. Perlas-Bernabe (Independent)  
Ricardo C. Marquez (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 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.

###

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.