

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 9, 2022
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 Sep. 30, 2021 (in MIL PESO-CONSO)	145,491

11. Indicate the item numbers reported herein
ITEM 4. Election of Director

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 4-8 - Change in Directors and/or Officers (Resignation/Removal or Appointment/Election) References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Election of Justice Aurora S. Lagman as Independent Director of the Company.

Background/Description of the Disclosure

Please see attached SEC Form 17-C.

Resignation/Removal or Replacement

Name of Person	Position/Designation	Effective Date of Resignation/Cessation of term (mmm/dd/yyyy)	Reason(s) for Resignation/Cessation
-	-	-	-

Election or Appointment

Name of Person	Position/Designation	Date of Appointment/Election (mmm/dd/yyyy)	Effective Date of Appointment Election (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
				Direct	Indirect	
Aurora S. Lagman	Independent Director	Mar./09/2022	Mar./09/2022	10	-	N/A

Promotion or Change in Designation

Name of Person	Position/Designation		Date of Approval (mmm/dd/yyyy)	Effective Date of Change (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
	From	To			Direct	Indirect	
-	-	-	-	-	-	-	-

Other Relevant Information

Justice Aurora S. Lagman was also elected as Chairperson of the Corporate Governance Committee and Member of the Related Party Transactions Committee and Board Risk Oversight Committee, to fill-in the vacancies in the Board of Directors and said Committees, to serve as such effective immediately and until her successor is elected and qualified.

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.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

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. **March 9, 2022**
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, 2021
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, 2021 (In Mil Peso – Conso)	145,491

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 9, 2022 via video conference:

- A. Upon the endorsement of the Corporate Governance Committee, the Board elected retired Court of Appeals Justice Aurora S. Lagman as Independent Director, Chairperson of the Corporate Governance Committee and Member of the Related Party Transactions Committee and Board Risk Oversight Committee, to fill-in the vacancies in the Board of Directors and said Committees, to serve as such effective immediately and until her successor is elected and qualified. Justice Lagman holds ten (10) common shares of the outstanding capital stock of the Company.

Justice Aurora S. Lagman, 83, is a retired Associate Justice of the Court of Appeals of the Philippines (from February 2004 to January 2008). She also served as Member of the Judicial and Bar Council (from October 2008 to July 2016). She is currently an Independent Director of Ginebra San Miguel, Inc. and is the Chairperson of the Corporate Governance Committee and a Member of the Audit and Risk Oversight Committee of said company. She is a part-time faculty member of the College of Law, Bulacan State University (currently on leave), Member of the Board of Trustees of Society for Judicial Excellence, and Adviser of RTC Judges Association of Bulacan, Inc. She obtained her law degree at the College of Law of Lyceum of the Philippines and attended special studies and short courses abroad such as Program of Instruction for Lawyers, Harvard Law School, Cambridge, Massachusetts, U.S.A. and Special Course on Evidence, National Judicial College, University of Nevada, Reno, U.S.A.

- B. Upon the endorsement of the Audit Committee, the Board approved (1) the audited consolidated financial statements of the Company as at and for the year ended December 31, 2021 (the "2021 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 2021 Audited Financial Statements and the 2021 Sustainability Report; (2) the Company's 2022 Consolidated Internal Audit Plan; and (3) the Company's 2022 Consolidated Outsourcing Plan of the Internal Audit Group.
- C. Upon the endorsement of the Corporate Governance Committee, the Board approved (1) the Charter of the Executive Committee of the Company, which sets out the purpose, membership and qualifications, authority, duties and responsibilities of the Committee, and the procedures that will guide the conduct of its functions; and (2) the Board Diversity Policy, which aims to promote diversity in the Board of Directors of the Company in line with Principle 1 of the SEC Code of Corporate Governance for Publicly-listed Companies, on establishing a competent Board of Directors.
- D. The Board approved the virtual holding of the Annual Stockholders' Meeting of the Company on June 1, 2022, 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:

- (i) The record date for the stockholders entitled to vote at the said meeting is May 2, 2022;
- (ii) The stock and transfer books will be closed from May 3 to 10, 2022;
- (iii) The deadline for submission of proxies is on May 18, 2022; and
- (iv) The validation of proxies will be on May 25, 2022.

E. The Agenda of the Annual Stockholders' Meeting shall be as follows:


- 1. Certification of Notice and Quorum
- 2. Approval of the Minutes of the Annual Stockholders' Meeting held on June 2, 2021
- 3. Presentation of the Annual Report and Approval of the 2021 Audited Financial Statements
- 4. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
- 5. Appointment of External Auditor for 2022
- 6. Election of the Board of Directors
- 7. Other Matters
- 8. 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 BENGSON TRILLANA
Corporate Secretary and Compliance Officer

March 9, 2022.