

C05402-2018

Ex-Date : Aug 17, 2018

**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)  
Aug 8, 2018
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  
23/F The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City, Metro  
Manila  
Postal Code  
1605
8. Issuer's telephone number, including area code  
(632) 317-5000
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 (FB)	5,909,220,090

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. FB

**PSE Disclosure Form 6-1 - Declaration of Cash Dividends**  
*References: SRC Rule 17 (SEC Form 17-C) and Sections 6 and 4.4 of the Revised Disclosure Rules*

**Subject of the Disclosure**

Declaration of Cash Dividends for Common Shares.

**Background/Description of the Disclosure**

Please be informed that at the meeting of the Board of Directors of San Miguel Food and Beverage, Inc. (respectively, the "Board" and the "Company") held on August 8, 2018, the Board approved the declaration of cash dividends for common and preferred shareholders of the Company as of record date of August 23, 2018 at P0.40 and P14.14225 per share, respectively. Payment date is September 6, 2018 for the common shares and September 12, 2018 for the series 2 preferred shares.

**Type of Securities**

- Common
- Preferred    N/A
- Others        N/A

**Cash Dividend**

<b>Date of Approval by Board of Directors</b>	Aug 8, 2018
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Type (Regular or Special)</b>	Regular
<b>Amount of Cash Dividend Per Share</b>	Common at P0.40 per share
<b>Record Date</b>	Aug 23, 2018
<b>Payment Date</b>	Sep 6, 2018

**Source of Dividend Payment**

Retained Earnings as of December 31, 2017.

**Other Relevant Information**

None.

**Filed on behalf by:**

<b>Name</b>	Alexandra Trillana
<b>Designation</b>	Corporate Secretary and Compliance Officer

C05403-2018

Ex-Date : Aug 17, 2018

**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)  
Aug 8, 2018
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  
23/F The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City, Metro Manila  
Postal Code  
1605
8. Issuer's telephone number, including area code  
(632) 317-5000
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
PREFERRED (FBP2)	15,000,000

11. Indicate the item numbers reported herein  
Item 9. Other Events

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## San Miguel Food and Beverage, Inc. FB

### PSE Disclosure Form 6-1 - Declaration of Cash Dividends References: SRC Rule 17 (SEC Form 17-C) and Sections 6 and 4.4 of the Revised Disclosure Rules

#### Subject of the Disclosure

Declaration of Cash Dividends for Series 2 Preferred Shares.

#### Background/Description of the Disclosure

Please be informed that at the meeting of the Board of Directors of San Miguel Food and Beverage, Inc. (respectively, the "Board" and the "Company") held on August 8, 2018, the Board approved the declaration of cash dividends for common and preferred shareholders of the Company as of record date of August 23, 2018 at P0.40 and P14.14225 per share, respectively. Payment date is September 6, 2018 for the common shares and September 12, 2018 for the series 2 preferred shares.

#### Type of Securities

- Common  
 Preferred    FBP2  
 Others        N/A

#### Cash Dividend

Date of Approval by Board of Directors	Aug 8, 2018
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Type (Regular or Special)	Regular
Amount of Cash Dividend Per Share	Preferred at P14.14225 per share
Record Date	Aug 23, 2018
Payment Date	Sep 12, 2018

#### Source of Dividend Payment

Retained Earnings as of December 31, 2017.

#### Other Relevant Information

None.

**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)

23 r d F I r. J M T B I d g. A D B

A v e. P a s i g C i t y

(Business Address: No. Street City/Town/Province)

ALEXANDRA B. TRILLANA

Contact Person

(632) 317-5450

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

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

Document I. D.

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. **August 8, 2018**  
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. **23/F The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City**  
**1605**  
(Address of principal office) (Postal Code)
7. **(632) 317-5000** (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	Issued and Outstanding as of June 30, 2018
<b>Common</b>	<b>5,909,220,090</b>
<b>Preferred</b>	<b>15,000,000</b>
	<b>5,924,220,090</b>



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 August 8, 2018:

1. The Board approved the declaration of cash dividends to shareholders of the Company as follows:

Preferred Shares (FBP2)

Amount:	P14.14225 per share
Record Date:	August 23, 2018
Closing of Books:	August 24 to August 30, 2018
Payment Date:	September 12, 2018

Common Shares (FB)

Amount:	P0.40 per share
Record Date:	August 23, 2018
Closing of Books:	August 24 to August 30, 2018
Payment Date:	September 6, 2018

2. Upon the endorsement of the Audit Committee, the Board approved the submission to the SEC and PSE of the Quarterly Report of the Company (or SEC Form 17-Q), including financial statements as at and for the period ended June 30, 2018.

3. Upon the endorsement of the Audit Committee, the Board approved the Audit Plan as at and for the year ending December 31, 2018, for the Company and its subsidiaries, including engagement deliverables, key risk areas and audit considerations, as well as agreed audit timetable, as presented by external auditor R.G. Manabat & Co. to the Audit Committee. Further, the Board authorized management to negotiate and agree on the audit fees payable to the external auditor based on the approved Audit Plan.

4. The Board approved and authorized (a) the public offer of up to 1.2 billion issued and listed common shares of the Company (the "Offer Shares") belonging to San Miguel Corporation (SMC), equivalent to approximately 20% of the outstanding common shares of the Company (the "Offer") at the issue price and subject to the terms determined by management and agreed with SMC; (b) the registration of the Offer Shares with the SEC, including the signing, execution and delivery of the Registration Statement and Prospectus for the Offer, as well as any other required documents, contracts, certifications, disclosures and revisions to the Prospectus, as may be necessary or appropriate for the Offer and for the registration of the Offer Shares; and (c) the engagement of such underwriters, legal counsel, financial and other advisers, agents and other relevant parties under such terms as management may deem advantageous to the Company in connection with the Offer.

5. Upon the endorsement of the Audit Committee, the Board resolved that the cash dividend policy of the Company will entitle holders of its common shares to receive annual cash dividends of up to 60% of the prior year's recurring net income, which is net income calculated without respect to extraordinary events that are not expected to recur, subject to applicable laws and regulations and based on the recommendation of the Board of Directors. Such recommendation will take into consideration factors such as the implementation of business plans, debt service requirements, debt covenant restrictions, funding for new investments, major capital expenditure requirements, appropriate reserves and working capital, among others. This cash dividend policy may be modified by the Company's Board of Directors at any time.

6. Upon the endorsement of the Related Party Transactions Committee, the Board approved the assignment by the Company of its entire shareholding in its non-operating 100%-owned subsidiary RealSnacks Mfg. Corp. (RMC), to San Miguel Foods, Inc. (SMFI), a 99.99%-owned subsidiary of the Company, for the consideration of Two Hundred Fifty Thousand Pesos (P250,000.00). RMC will remain to be a subsidiary consolidated into the Company, through SMFI, as a result of the transaction. The transaction is intended to reorganize the direct subsidiaries of the Company following the consolidation of the food and beverage businesses of SMC under the Company, so that all direct domestic subsidiaries of the Company will be operating companies.

7. Upon the endorsement of the Corporate Governance Committee, the Board resolved to amend the notice and agenda of the special stockholders' meeting of the Company scheduled on September 12, 2018 (the "SSM") to include the election of directors to occupy five (5) out of six (6) new Board seats. (The other Board seat will be left vacant and filled at a later time in accordance with applicable law and regulations.) The SSM is the same meeting at which the increase in the number of directors of the Company from nine (9) to fifteen (15) previously approved by the Board, is proposed to be approved by the shareholders. The election of the five (5) new directors to fill in the vacancies in the Board as a result of the increase in Board seats, shall be subject to the approval by the SEC of the amendment of the Articles of Incorporation to reflect such increase (the "AOI Amendment").

In this regard, Mr. Roberto N. Huang, Mr. Emmanuel B. Macalalag, Mr. Ferdinand K. Constantino, Ms. Aurora T. Calderon, and Mr. Cirilo P. Noel (Independent) have been nominated for election at the SSM to occupy the five (5) new Board seats, subject to the approval by the SEC of the AOI Amendment. All nominees have been determined by the Corporate Governance Committee to have all the qualifications and none of the disqualifications for director or independent director, as the case may be, as set forth in the By-laws and Manual on Corporate Governance of the Company. Their respective ages, qualifications, directorships in other reporting companies and positions held in the last five (5) years shall be set forth in the supplemented Definitive Information Statement submitted by the Company to the regulators and distributed to the shareholders prior to the SSM.

Further to the foregoing, the Board approved the reorganization of the Board Committees of the Company as follows, the new members of which Committees are highlighted below, nominated for election by the Board at a subsequent meeting duly called for the purpose:

**EXECUTIVE COMMITTEE**

Eduardo M. Cojuangco, Jr. - Chairman  
 Ramon S. Ang  
 Francisco S. Alejo III  
**Roberto N. Huang**

**AUDIT COMMITTEE**

**Cirilo P. Noel** (Independent) - Chairman  
 Ricardo C. Marquez (Independent)  
**Aurora T. Calderon**

**RELATED PARTY TRANSACTIONS COMMITTEE**

**Carmelo L. Santiago** (Independent) - Chairman  
**Cirilo P. Noel** (Independent)  
**Minita V. Chico-Nazario** (Independent)

**BOARD RISK OVERSIGHT COMMITTEE**

Ricardo C. Marquez (Independent) - Chairman  
 Carmelo L. Santiago (Independent)  
**Minita V. Chico-Nazario** (Independent)  
 Menardo R. Jimenez  
**Ferdinand K. Constantino**

**CORPORATE GOVERNANCE COMMITTEE**

Minita V. Chico-Nazario (Independent) - Chairman  
 Carmelo L. Santiago (Independent)  
 Ricardo C. Marquez (Independent)  
**Menardo R. Jimenez**  
**Virgilio S. Jacinto** - Advisor

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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

August 8, 2018.