

# 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 5, 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 31Mar24 (In Mil Peso-Conso)	188,808

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 4-24 - Results of Annual or Special Stockholders' 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 Annual Stockholders' Meeting of the Company.

**Background/Description of the Disclosure**

SMFB Annual Stockholders' Meeting held on June 5, 2024, Wednesday, 2:00 P.M., Via Livestream at [https://www.smfb.com.ph/stockholdersmeeting\\_2024](https://www.smfb.com.ph/stockholdersmeeting_2024) with directors and officers attending in person at the 2nd Floor, Executive Dining Room, San Miguel Corporation Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila.

**List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer**

Name of Person	Shareholdings in the Listed Company		Nature of Indirect Ownership
	Direct	Indirect	
Ramon S. Ang	10	0	N/A
John Paul L. Ang	10	0	N/A
Francisco S. Alejo III	10	230,000	Lodged through PDTC
Carlos Antonio M. Berba	10	0	N/A
Emmanuel B. Macalalag	10	0	N/A
Ferdinand K. Constantino	10	0	N/A
Aurora T. Calderon	10	0	N/A
Menardo R. Jimenez	10	0	N/A
Francis H. Jardeleza	10	0	N/A
Monica L. Ang-Mercado	10	0	N/A
Ricardo C. Marquez (Independent)	10	0	N/A
Cirilo P. Noel (Independent)	10	0	N/A
Aurora S. Lagman (Independent)	10	0	N/A
Estela M. Perlas-Bernabe (Independent)	10	3,000	Lodged through PDTC
Antonio S. Abacan, Jr. (Independent)	10	0	N/A

**External auditor** R. G. Manabat & Co.

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

The list of other material resolutions, transactions, and corporate actions approved by the stockholders are as follows:

1. Election of the Board of Directors, key officers, members of the Board Committees, and lead independent director of the Company.
2. Approval of the amendments to the Articles of Incorporation.
3. Ratification of 2023 audit fees paid to the external auditor.
4. Appointment of R.G. Manabat & Co. as external auditor of the Company for the year 2024.

The matters approved during the Annual Stockholders' Meeting of the Company held on June 5, 2024 are set forth in the attached SEC Form 17-C.

**Other Relevant Information**

This is to amend our previous disclosure to correct the nature of ownership of the 3,000 indirect shares of Justice Estela M. Perlas-Bernabe.

**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 VICTORIA 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

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. **June 5, 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 March 31, 2024
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, 2024 (In Mil Peso – Conso)	188,808

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 "BOD") of San Miguel Food and Beverage, Inc. (the "Corporation") both held on June 5, 2024:

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 5, 2024:

Name of Owner	Title of Class	Amount and Nature of Ownership	Total No. of Shares
Ramon S. Ang	Common	10 (Direct)	10 (0.00%)
John Paul L. Ang	Common	10 (Direct)	10 (0.00%)
Francisco S. Alejo III	Common	10 (Direct)	230,010 (0.00%)
		230,000 (Beneficial)	
Carlos Antonio M. Berba	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%)
Francis H. Jardeleza	Common	10 (Direct)	10 (0.00%)
Monica L. Ang-Mercado	Common	10 (Direct)	10 (0.00%)
Ricardo C. Marquez	Common	10 (Direct)	10 (0.00%)
Cirilo P. Noel	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)	
Antonio S. Abacan, Jr.	Common	10 (Direct)	10 (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 2023 audit fees paid to the external auditor as negotiated and agreed by management with the authority of the BOD.

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 KPMG R. G. Manabat & Co. as external auditor of the Corporation for the year 2024.



4. Stockholders representing at least 2/3 of the outstanding capital stock of the Corporation present in person or by proxy at the ASM, separately approved the following amendments to the Articles of Incorporation:

(a) 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

(b) 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.

5. The following key officers were duly elected by the BOD at the Organizational Meeting:

Ramon S. Ang	Chairman
John Paul L. Ang	President and Chief Executive Officer
Francisco S. Alejo III	Chief Operating Officer – Food
Carlos Antonio M. Berba	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
Alexandra Victoria B. Trillana	Compliance Officer, Corporate Secretary and General Counsel
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 in the Corporation of Messrs. RS Ang, JP Ang, FS Alejo, CM Berba, EB Macalalag and FK Constantino are mentioned above. The shareholdings of the other named officers as of June 5, 2024, 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 Victoria 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 BOD to the Board Committees of the Corporation:

### **EXECUTIVE COMMITTEE**

Ramon S. Ang - Chairperson  
John Paul L. Ang  
Francisco S. Alejo III  
Carlos Antonio M. Berba  
Emmanuel B. Macalalag

### **AUDIT COMMITTEE**

Cirilo P. Noel (Independent) - Chairperson  
Ricardo C. Marquez (Independent)  
Antonio S. Abacan, Jr. (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 AND SUSTAINABILITY COMMITTEE**

Ricardo C. Marquez (Independent) - Chairperson  
Aurora S. Lagman (Independent)  
Estela M. Perlas-Bernabe (Independent)  
Antonio S. Abacan, Jr. (Independent)  
Menardo R. Jimenez  
Ferdinand K. Constantino  
Aurora T. Calderon

### **CORPORATE GOVERNANCE COMMITTEE**

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



Furthermore, the BOD 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 BOD 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 VICTORIA B. TRILLANA**  
Corporate Secretary and Compliance Officer

June 5, 2024.