



July 9, 2024

Philippine Dealing & Exchange Corp.
29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City 1226

Attention: Atty. Suzy Claire R. Selleza
Head – Issuer Compliance and Disclosure Department
Philippine Dealing & Exchange Corp.

Gentlemen:

Please see attached disclosure of the Company.

Very truly yours,



MARY ROSE S. TAN
Assistant Corporate Secretary

COVER SHEET

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S. E. C. Registration Number

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(Company's Full Name)

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M	A	N	D	A	L	U	Y	O	N	G		C	I	T	Y				
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M	E	T	R	O		M	A	N	I	L	A								
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(Business Address: No. Street City/Town/Province)

Atty. Mary Rose S. Tan

Contact Person

(632) 8 632-3000

Company Telephone Number

1	2
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Month

3	1
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Day

SEC FORM

17- C

FORM TYPE

2nd Tuesday of June

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Month

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Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I. D.

Cashier

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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. **July 9, 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification No. **PW 00000277**
3. BIR Tax Identification No. **000-060-741-000**
4. **SAN MIGUEL CORPORATION**
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
7. **No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila**
(Address of principal office)
- 1550**
(Postal Code)
8. **(632) 8632-3000**
(Registrant's telephone number, including area code)
9. **N/A**
(Former name or former address, if change since last report)
The Registrant has not changed its address since its last report to this Honorable
Commission.
10. Securities registered pursuant to Sections 8 and 12 of SRC

Title of Each Class	Number of Outstanding Common and Preferred Shares as of June 30, 2024
Common Shares	2,383,896,588
Series "2" Preferred Shares	
Subseries F	223,333,500
Subseries I	169,333,400
Subseries J	266,666,667
Subseries K	183,904,900
Subseries L	165,358,600
Subseries M	173,333,325
Subseries N	100,115,100
Subseries O	187,859,700
TOTAL	3,853,801,780

11. Indicate the item numbers reported herein: **Item 9**

We submit herewith the updated disclosure on the Amendment to the Articles of Incorporation.

[End]

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 CORPORATION

By:


Mary Rose S. Tan
Assistant Corporate Secretary

July 9, 2024

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)
Jul 9, 2024
2. SEC Identification Number
PW-277
3. BIR Tax Identification No.
000-060-741-000
4. Exact name of issuer as specified in its charter
SAN MIGUEL CORPORATION
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines
Postal Code
1550
8. Issuer's telephone number, including area code
(632) 8 632-3000
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	
SMC	2,383,896,588	
SMC2F	223,333,500	
SMC2I	169,333,400	
SMC2J	266,666,667	
SMC2K	183,904,900	
SMC2L	165,358,600	
SMC2M	173,333,325	
SMC2N	100,115,100	
SMC2O	187,859,700	

11. Indicate the item numbers reported herein

Item 9

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 Corporation SMC

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation

*References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendment to Articles of Incorporation to reclassify 300,000,000 Series 1 Preferred Shares to Series 2 Preferred Shares.

Background/Description of the Disclosure

The Board of Directors of the Corporation, on June 11, 2024 approved the amendment of the Article VII of the Articles of Incorporation of the Company to reclassify 300,000,000 Series "1" Preferred Shares to Series "2" Preferred Shares. With the proposed reclassification, the resulting distribution of the preferred shares of the Company will be as follows:

Series "1" Preferred Shares 0
Series "2" Preferred Shares 2,210,000,000
TOTAL 2,210,000,000

The issuance of the Series "2" Preferred Shares on such terms and conditions as may be deemed by Management to be favourable to Company, subject to the approval by the Board of Directors of Enabling Resolutions to set forth the details of the terms and conditions of the issuance.

Date of Approval by Board of Directors	Jun 11, 2024
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	N/A

Date of Approval by Relevant Regulatory Agency, if applicable	TBA
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article No.	From	To
Article VII	Reclassification of 300,000,000 Series 1 Preferred Shares	Reclassification to 300,000,000 Series 2 Preferred Shares

Rationale for the amendment(s)

On June 8, 2024, the Board of Directors of the Company approved the amendment of the Articles of Incorporation of the Company to reclassify 300,000,000 Series “1” Preferred Shares to Series “2” Preferred Shares. The purpose of the reclassification is to allow the Company to issue additional preferred shares as a new subseries of Series “2” Preferred Shares.

As of June 30, 2024, the Company has 300,000,000 Series “1” Preferred Shares of which 279,406,667 are treasury shares, and 20,593,333 are unissued. As stated in the Amended Articles of Incorporation of the Company, the Series “1” Preferred Shares may be issued at a dividend rate based on a specific formula, shall have a maturity of five (5) years, with an early redemption option of three (3) years. On the other hand, the Series “2” Preferred Shares allow for more flexibility for the Company, through the approval of the Board of Directors of Enabling Resolutions, to determine the terms and conditions of the issuance based on prevailing market condition.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	Aug 15, 2024
Expected date of SEC approval of the Amended Articles of Incorporation	Sep 15, 2024

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None

Other Relevant Information

N/A

Filed on behalf by:

Name	Mary Rose Tan
Designation	Associate General Counsel and Assistant Corporate Secretary