



SAN MIGUEL
FOOD AND BEVERAGE, INC.

August 8, 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.

Subject: **Amendment to Articles of Incorporation**

Gentlemen:

Please be informed that the disclosure sent herewith was submitted by San Miguel Food and Beverage, Inc. to the Philippine Stock Exchange, Inc. on August 7, 2024.

Very truly yours,

ALEXANDRA VICTORIA B. TRILLANA
Corporate Secretary and Compliance Officer

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 7, 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



SAN MIGUEL
FOOD AND BEVERAGE, INC.

San Miguel Food and Beverage, Inc. FB

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	
This is to amend the Company's previous disclosure dated June 5, 2024 to report the approval of the Board of the amendment to the Third Article of the Articles of Incorporation of the Company.	
Background/Description of the Disclosure	
Amendment to the Third Article of the Articles of Incorporation of the Company to reflect the transfer of the principal office of the Company to 40 San Miguel Avenue, Mandaluyong City.	
Date of Approval by Board of Directors	Aug 7, 2024
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article No.	From	To
Second Article	SECOND: That the purpose for which such corporation is formed, is as follows, to wit: PRIMARY PURPOSE Xxx; to own, acquire, pledge, buy, sell, convey, assign and transfer meats, fish, fruits, cereals, grains, foods, and vegetables and their by-products, alcoholic and non-alcoholic beverages, goods and merchandise, real and personal property of every kind or description which may be incidental in carrying out the business of the corporation. Xxx	SECOND: That the purpose for which such corporation is formed, is as follows, to wit: PRIMARY PURPOSE Xxx; to own, acquire, pledge, buy, sell, convey, lease, license, assign and transfer, as the case may be, meats, fish, fruits, cereals, grains, foods, and vegetables and their by-products, alcoholic and non-alcoholic beverages, goods and merchandise, real and personal property of every kind or description whether tangible or intangible such as trademarks and other intellectual property rights, which may be incidental in carrying out the business of the corporation. Xxx

Third Article	THIRD: - That the place where the principal office of the Corporation is to be located or established is at the 23rd Floor, The JMT Corporate Condominium, ADB Avenue, Ortigas Center, Pasig City, Metro Manila, Philippines. Branch offices may be established anywhere in the Philippines or abroad.	THIRD: - That the place where the principal office of the Corporation is to be located or established is at 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines. Branch offices may be established anywhere in the Philippines or abroad.
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Rationale for the amendment(s)

Second Article: Considering that the Company also owns trademarks and other intellectual property rights, which are intangible personal property, in addition to its real property and other assets so enumerated in the last part of the primary purpose, there is a need to amend the Second Article to clarify the primary purpose of the Company as it relates to the kind of assets it owns, particularly, the lease and license, as the case may be, of real and personal property of every kind and description whether tangible or intangible such as trademarks and other intellectual property rights.

Third Article: The SMC Group has been revisiting and rationalizing the office spaces of its many subsidiaries, considering the growth of its diverse new businesses and interests. In this regard, higher management has deemed it more efficient to transfer the principal office of the Company to the SMC Head Office at 40 San Miguel Avenue, Mandaluyong City, as all the other listed subsidiaries of SMC hold office at the said Head Office or in the immediate vicinity thereof.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	TBA
Expected date of SEC approval of the Amended Articles of Incorporation	TBA

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

The current business, operations and capital structure of the Company will not be affected by the amendments, which are intended for clarificatory/alignment purposes as explained above.

For the Third Article, after obtaining the written assent of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company to the amendment and approval by the SEC, the Company will proceed to retire its Pasig City business permit and apply for a Mandaluyong City business permit, then amend its registrations and records with all other government and regulatory authorities accordingly.

Other Relevant Information

The following are the changes made:

1. Amendment of the previous disclosures dated March 6, 2024 (Board approval) and June 5, 2024 (Stockholders approval) of the amendments to the Second and Third Articles of Company's Articles of Incorporation.
2. Date of Board approval, August 7, 2024 on the amendment of Third Article.
3. Date of Approval by Stockholders to be announced.
4. Rationale and Effect of amendment for the Third Article.

Please see attached SEC Form 17-C dated August 7, 2024.

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

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

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 7, 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

At the meeting of the Board of Directors of San Miguel Food and Beverage, Inc. (respectively, the "Board" and the "Company") held on August 7, 2024:

1. Upon the endorsement of the Audit Committee, the Board approved the submission to the SEC, the PSE and the PDEX of the Quarterly Report of the Company (or SEC Form 17-Q), including financial statements as at and for the period ended June 30, 2024. For the first half of 2024, the Company posted consolidated revenues of P192.9 billion, consolidated EBITDA of P33.9 billion, consolidated income from operations of P26.6 billion, and consolidated net income of P20 billion.

2. Upon the endorsement of the Audit Committee, the Board approved the Audit Plan for the year ending December 31, 2024, for the audit of the separate and consolidated financial statements of the Company and its subsidiaries, including audit strategies and approach, scope of work, audit focus areas and key audit matters, as presented by external auditor R.G. Manabat & Co. KPMG 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.

3. The Board approved the declaration of regular and special cash dividends on the outstanding common shares (FB) of the Company as follows:

Amount:	P0.45 per share regular cash dividend P0.45 per share special cash dividend
Record Date:	August 22, 2024
Closing of Books:	August 23 to 28, 2024
Payment Date:	September 6, 2024

4. Upon further review and recommendation by management, taking into consideration that all other listed subsidiaries of San Miguel Corporation hold office at the SMC Head Office at 40 San Miguel Avenue, Mandaluyong City or in the immediate vicinity thereof, the Board approved the transfer of the principal office of the Company to 40 San Miguel Avenue, Mandaluyong City, and the amendment to the Third Article of the Articles of Incorporation of the Company accordingly. The amendment shall be subject to the written assent of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company.

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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 VICTORIA B. TRILLANA
Corporate Secretary and Compliance Officer

August 7, 2024.