



November 6, 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 be informed that the disclosure sent herewith was submitted by San Miguel Food and Beverage, Inc. to the Philippine Stock Exchange, Inc. on November 6, 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)
Nov 6, 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 30JUN24 (in MIL PESO-CONSO)	188,888

11. Indicate the item numbers reported herein

Item 4. Resignation, Removal or Election of Registrant's Directors or Officers

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

Cessation and Appointment of Company Officers.

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
Emmanuel B. Macalalag	Chief Operating Officer – Spirits	Nov/06/2024	Transfer to San Miguel Foods, Inc.

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	
Cynthia M. Baroy	Chief Operating Officer – Spirits	Nov/06/2024	Nov/06/2024	-	-	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

Mr. Emmanuel B. Macalalag will continue to be a Director of the Company.

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 VICTORIA B. TRILLANA

Contact Person

(632) 5317-5450

Company Telephone Number

Month

Day

SEC Form 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

LCU

Document I. D.

Document I. D.

Cashier

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. **November 6, 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 June 30, 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 June 30, 2024 (In Mil Peso – Conso)	188,888

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 November 6, 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 September 30, 2024. For the first nine months of 2024, the Company posted consolidated revenues of P291.1 billion, consolidated income from operations of P39.9 billion, and consolidated net income of P30.4 billion.

2. Upon the endorsement of the Corporate Governance Committee, the Board appointed Ms. Cynthia M. Baroy as Chief Operating Officer (COO) of the Company's Spirits Division effective today, November 6, 2024, in place of Mr. Emmanuel B. Macalalag. As previously disclosed by Ginebra San Miguel Inc. (GSMI), Mr. Macalalag was appointed Group General Manager of subsidiary San Miguel Foods, Inc. and Ms. Baroy was appointed Officer-in-Charge (OIC) General Manager of subsidiary GSMI, both effective November 1, 2024. Ms. Baroy will serve as COO of the Company's Spirits Division for the unexpired term of Mr. Macalalag. She does not hold any shares of stock in the Company.

Aside from being the OIC General Manager of GSMI, Ms. Cynthia M. Baroy, 60, is a Vice President of GSMI. She is also a Director and Treasurer of Distileria Bago, Inc. (DBI), East Pacific Star Bottlers Phils Inc., Agricrops Industries Inc., Crown Royal Distillers, Inc. and Healthy Condiments, Inc. Ms. Baroy is likewise a Director of GSM International Holdings Limited, Siam Holdings Limited, Global Beverage Holdings Limited, Siam Wine and Liquor Limited, and Thai Ginebra Trading Company Limited. She is a Member of the Board of Trustees of the Retirement Plan of GSMI and DBI. Ms. Baroy obtained her B.S. Commerce major in Accounting from the University of Sto. Tomas where she graduated Cum Laude. She is a Certified Public Accountant.

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

Amount:	P0.45 per share regular cash dividend P1.00 per share special cash dividend
Record Date:	November 20, 2024
Closing of Books:	November 21 to 25, 2024
Payment Date:	December 6, 2024

4. The Board approved the Company's subscription of 60,000,000 unissued common shares in the capital stock of Nine Dots Media Consulting Corporation (NDMCC), an advertising agency specializing in digital marketing strategy, brand management, and content creation for clients, including the Company's Beer, Food and Spirits Divisions. This investment is intended to leverage synergies across the Company's divisions, strengthen brand consistency, and increase flexibility in advertising operations. Twenty-five (25%) of this subscription will be paid in cash at Php1.00 par value per share. Upon subscription, the Company will own 55% of NDMCC, with the remaining 45% held by its current individual stockholders.

5. The Compliance Officer reported that the Company engaged Good Governance Advocates and Practitioners of the Philippines (GGAPP), an organization of governance, ethics and compliance professionals, to conduct the 2024 performance assessment of the Board of Directors and key officers of the Company. GGAPP will be sending the directors a Board Evaluation Form, which is divided into four (4) main sections/criteria, namely, the Collective Board Rating, Board Committees, Individual Director's Self-Rating, and Officers' Rating, with an explanation of the rating process. A copy of the form will be available on the Corporate Governance page of the Company's website, for reference.

Moreover, the Office of the Compliance Officer will be sending the 2024 Self-Assessment Worksheets for the members of the Audit Committee, Board Risk Oversight and Sustainability Committee, Corporate Governance Committee and Related Party Transactions Committee to accomplish pursuant to their respective Charters. Copies of the worksheets will be available in the Corporate Governance page of the Company's website, for reference.

The directors and Committee members were requested to return the accomplished forms and worksheets to GGAPP and the Office of the Compliance Officer, as the case may be, on or before December 6, 2024.

6. The Board approved the dates for the 2025 Board of Directors' and Committee meetings, as well as the Annual Stockholders' Meeting (ASM) of the Company. The ASM is scheduled for June 4, 2025, the first Wednesday of June, in accordance with the Company's By-laws. Stockholders who wish to propose the inclusion of additional items to the usual Agenda of the ASM and/or nominate candidates to the Board, may submit their proposals not later than January 31, 2025 to the Corporate Secretary at the 4th Floor, 100 E. Rodriguez Jr. Avenue (C-5 Road), Barangay Ugong, Pasig City 1604, Metro Manila, for the consideration of the Chairman and the appropriate Board Committees.

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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

November 6, 2024.