



SAN MIGUEL BREWERY INC.

A subsidiary of San Miguel Corporation

March 5, 2024

PHILIPPINE DEALING & EXCHANGE CORP.

29/F, BDO Equitable Tower
8751 Paseo de Roxas
Makati City

Attention: **MR. ANTONINO A. NAKPIL**
President & CEO, Philippine Dealing & Exchange Corp.

Subject: San Miguel Brewery Inc. SEC Form 17-C
Change in Directors and Executive Vice President
Change in Board Committee Members
Schedule and Agenda of 2024 Annual Stockholders' Meeting

Gentlemen:

Attached is the Company's SEC Form 17-C on the Resignation and Appointment of Directors and Executive Vice President, Changes in Board Committee Members, and Schedule and Agenda of the 2024 Annual Stockholders' Meeting, which was filed with the Securities and Exchange Commission today.

Very truly yours,


ROSABEL T. BALAN

Vice President, General Counsel,
Corporate Secretary and Compliance Officer

COVER SHEET

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S. E. C. Registration Number

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(Company's Full Name)

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

ROSABEL SOCORRO T. BALAN

Contact Person

8632-3000

Company Telephone Number

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17-C (Resignation and Appointment of Directors and Executive Vice President, Changes in Board Committee Members, and Schedule and Agenda of 2024 Annual Stockholders' Meeting)

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Month

Day

FORM TYPE

Month

Day
Annual Meeting

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

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I. D.

Cashier

STAMPS

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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. **March 5, 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification No. **CS-200711828**
3. BIR Tax Identification No. **006-807-251-000**
4. **SAN MIGUEL BREWERY 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
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
(outstanding as of December 31, 2023)
Common Shares **15,359,053,161¹**
Peso-denominated Series H fixed-rate bonds **P2.54 billion**

¹ Excludes the 51,425,799 common shares tendered and accepted by the Company in its tender offer. As of December 31, 2023, the Company has secured Certificates Authorizing Registration for 48,777,899 common shares of the 51,425,799 common shares tendered and accepted by the Company in its tender offer.

11. Indicate the item numbers reported herein:

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

Resignation and Election of non-executive Directors

The Board of Directors, in its meeting today, March 5, 2024, accepted the resignation of **Mr. Keisuke Nishimura** and **Mr. Toshiya Miyoshi** as Directors of the Company effective March 28, 2024 in view of their retirement from the Kirin group. In their place, the Board elected **Mr. Kazufumi Nagashima** and **Mr. Hideki Mitsuhashi** as Directors of the Company, effective March 28, 2024.

Mr. Nagashima, Japanese, aged 57, is the Senior Executive Officer and General Manager of the Quality Assurance Department of Kirin Holdings Company, Limited, and Director of Kyowa Hakko Bio Company, Limited. Mr. Nagashima also held the following positions in the last five years: Executive Officer, General Manager of the Institute for Future Beverages, Kirin Holdings Company, Limited (2020-2022); Director, Myanmar Brewery Limited (2018-2020); Director, Mandalay Brewery Limited (2018-2020); and General Manager of the Institute for Packaging Technology, Kirin Company, Limited (2015-2018). He graduated with a Master of Science degree in Food and Chemical Engineering from the Faculty of Agriculture, Kyushu University (1991).

Mr. Mitsuhashi, Japanese, aged 55, is the Senior Executive Officer of Kirin Holdings Company, Limited and Director of Lion Pty Ltd. Mr. Mitsuhashi also held the following positions in the last five years: Senior Executive Vice President, Kyowa Hakko Bio Company, Limited (2023-2024); General Manager of Corporate Strategy Department, Kirin Holdings Company, Limited (2022-2023); Director, Myanmar Brewery Limited (2018-2022); and Chairman and Chief Executive Officer, Taiwan Kirin Company, Limited (2015-2018). He graduated with Bachelor of Arts degree in Social Science from the Faculty of Education, Waseda University (1991).

Mr. Nagashima and Mr. Mitsuhashi each has 5,000 shares of the Company in their respective names which each of them holds as a nominee of Kirin Holdings Company, Limited (beneficial ownership of which remain with Kirin Holdings Company, Limited).

Resignation and Election of Director and Executive Vice President and Changes in Board Committees

The Board also accepted today the resignation of **Mr. Yoshinori Tsuchiya** as Director, Executive Vice President, and member of the Executive, Audit and Executive Compensation Committees of the Company, effective March 28, 2024 in view of his new assignment in Kyowa Hakko Bio Company, Limited. In his place, the Board elected **Mr. Fumiaki Ozawa** as Director, Executive Vice President and member of the Executive, Audit and Executive Compensation Committees of the Company, effective March 28, 2024.

Mr. Ozawa, aged 54, is a Director and the Executive Vice President of San Miguel Brewing International Limited. He also holds the following positions: Director of San Miguel Brewery Hong Kong Limited, San Miguel Holdings (Thailand) Limited, San Miguel Beer (Thailand) Limited and San Miguel Marketing (Thailand) Limited; and a Commissioner of PT Delta Jakarta Tbk. Mr. Ozawa is a former Director and Executive Financial Advisor of the Company (April-October 2017) and Senior Manager of Corporate Strategy Department of Kirin Holdings Company, Limited and Senior Manager of Management Planning Department, Kirin Company, Limited (2015). Mr. Ozawa graduated with a Bachelor of Arts degree in Economics from the Faculty of Political Science and Economics, Waseda University.

Mr. Ozawa has 5,000 shares of the Company in his name which he holds as a nominee of Kirin Holdings Company, Limited (beneficial ownership of which remain with Kirin Holdings Company, Limited).

Item 9. Other Items:

Schedule and Agenda of 2024 Annual Stockholders' Meeting

The Board of Directors of the Company approved, in its meeting today, the following schedule of the 2024 Annual Stockholders' Meeting of the Company:

Date of Annual Stockholders Meeting: May 28, 2024, Tuesday
Time: 2:00 p.m.
The 2024 annual stockholders' meeting will be held via remote communication and there will be no physical meeting)

In this connection: -

- (a) the record date for stockholders entitled to vote at the said meeting is on April 15, 2024;
- (b) the stock and transfer books will be closed from April 16, 2024 to April 22, 2024;
- (c) the deadline for submission of proxies is on May 17, 2024; and
- (d) the validation of proxies is on May 23, 2024.

The agenda of the meeting is as follows: -

- 1. Certification of Notice and Quorum
- 2. Approval of the Minutes of the Annual Stockholders' Meeting held on May 30, 2023
- 3. Presentation of the Annual Report
- 4. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
- 5. Appointment of External Auditors and Ratification of External Auditors Fees
- 6. Election of the Board of Directors
- 7. Other Matters
- 8. Adjournment

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 BREWERY INC.

By:


ROSABEL SOCORRO T. BALAN

Vice President, General Counsel,
Corporate Secretary and Compliance Officer

March 5, 2024