

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 12-1, AS AMENDED**

**REGISTRATION STATEMENT UNDER THE SECURITIES REGULATION CODE**

1. SEC Identification Number: **PW-277**
2. **SAN MIGUEL CORPORATION**  
Exact name of registrant as specified in its charter
3. **PHILIPPINES**  
Province, country or other jurisdiction of incorporation or organization
4. **000-060-741-000**  
BIR Tax Identification Number
5. The general character of the business of the registrant is **manufacturing goods, beverage, packaging, fuel & energy, power, infrastructure, property.**  
General character of business of registrant.
6. Industry Classification Code:  (SEC Use Only)
7. **No, 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippine, 1550, FAX 6323364**  
Address, including postal code, telephone number, FAX number including area code, of registrant's principal offices
8. **N/A**  
If registrant is not resident in the Philippines, or its principal business is outside the Philippines, state name and address including postal code, telephone number and FAX number, including area code, and email address of resident agent in the Philippines.
9. Fiscal Year Ending Date (Month and Day): **December 31**

**Computation of Registration Fee**

Title of each class of bonds to be registered	Amount to be registered (Php)	Proposed Maximum offering price per unit (Php)	Proposed maximum aggregate offering price (Php)	Amount of registration fee (Php)
Fixed-Rate Bond Legal Research Fee of 1% <i>(for the entire shelf)</i>	PHP50,000,000,000.00	Face Value	PHP50,000,000,000.00	PHP13,062,500.00 130,625.00
<b>TOTAL REGISTRATION FEES</b>				PHP13,193,125.00
<b>First Tranche</b> • Filing Fees • Legal Research Fee of 1%	PHP20,000,000,000.00	Face Value	PHP20,000,000.00	PHP1,287,500.00 12,875.00
<b>TOTAL REGISTRATION FEE PAYABLE</b>				PHP1,300,375.00

Registration Statements filed pursuant to Section 12 of the Code shall be accompanied by a fee as follows:

Maximum aggregate price of securities to be offered	Amount of filing fee
Not more than P500 Million	0.10% of the maximum aggregate price of

	the securities to be offered
More than P500 Million but not more than P750 Million	P500,000 plus 0.075% of the excess over P500 Million
More than P750 Million but not more than P1 Billion	P687,500 plus 0.05% of the excess over P750 Million
More than P1 Billion	P812,500 plus 0.025% of the excess over P1 Billion

In the case of warrants which have no issue value, the filing fee shall be P50,000.

A legal research fee of 1% of the filing fee paid for filings made pursuant to SRC Rule 8.1 shall also be paid at the time of the filing.

## **PART I - INFORMATION REQUIRED IN PROSPECTUS**

**Item 1.**            Front of the Registration Statement and Outside Front Cover Page of Prospectus.

Please refer to the front page of the Prospectus and the Offer Supplement.

**Item 2.**            Inside Front Cover and First Two or More Pages of Prospectus.

Please refer to the inside front cover page and the succeeding pages of the Prospectus and the Offer Supplement.

**Item 3.**            Risk Factors and Other Information

Please refer to the "Risk Factors" section starting on page 26 of the Prospectus.

**Item 4.**            Use of Proceeds.

Please refer to the section "Use of Proceeds" starting on page 66 of the Prospectus and page 45 of the Offer Supplement.

**Item 5.**            Determination of Offering Price.

Please refer to the section on page 67 of the Prospectus.

**Item 6.**            Dilution.

Not applicable.

**Item 7.**            Selling Security Holders.

Not applicable.

**Item 8.**            Plan of Distribution.

Please refer to the section "Plan of Distribution" starting on page 68 of the Prospectus and page 47 of the Offer Supplement.

**Item 9.**            Description of Securities to Be Registered.

Please refer to the section "Description of the Offer Bonds" on page 25 of the Prospectus and section "Description of the Offer Bonds" on page 25 of the Offer Supplement.

**Item 10.**          Interests of Named Experts and Independent Counsel.

Please refer to the section "Interest of Named Experts" on page 223 of the Prospectus.

**Item 11.**          Information with Respect to the Registrant.

Furnish the following information with respect to the registrant:

- (a)    On Description of Business, please refer to the section "The Company" starting on page 69 of the Prospectus;
- (b)    On Description of Property, please refer to the section "Description of Property" starting on page 170 of the Prospectus;
- (c)    On Legal Proceedings, please refer to the section "Legal Proceedings" starting on page 171 of the Prospectus;

- (d) On Management's Discussion and Analysis or Plan of Operation, please refer to the section "Management Discussion & Analysis of Results of Operations and Financial Condition" starting on page 197 of the Prospectus;
- (e) On Changes in and Disagreements With Accountants On Accounting and Financial Disclosure, this is not applicable;
- (f) On Directors, Executive Officers, Promoters and Control Persons, please refer to the section "Management" starting on page 183 of the Prospectus;
- (g) On Executive Compensation, please refer to the section "Compensation" starting on page 191 of the Prospectus;
- (h) On Security Ownership of Certain Record and Beneficial Owners and Management , please refer to the section "Security Ownership of Directors and Officers" starting on page 173 of the Prospectus;
- (i) On Certain Relationships and Related Transactions, please refer to the section "Certain Relationships and Related Transactions" starting on page 193 of the Prospectus.

**Item 12.**      Financial Information

Please refer to the "Summary Financial Information" section on page 21 of the Prospectus and "Management Discussion & Analysis of Results of Operations and Financial Condition" section on starting on page 198 of the Prospectus, and their reference to the audited consolidated financial statements for the years ended 31 December 2020, 2019 and 2018.

**PART II - INFORMATION INCLUDED IN REGISTRATION STATEMENT  
BUT NOT REQUIRED IN PROSPECTUS**

**Item 13.**      Other Expenses of Issuance and Distribution.

Please refer to the section Use of Proceeds starting on page 66 of the Prospectus and page 44 of the Offer Supplement.

**Item 14.**      Exhibits.

Incorporated herein by reference are additional exhibits required by Part VI of "Annex C, as amended", as follows. There are no Material Contracts to disclose since the Company's last offering on November 2020.

Exhibit Number	Description
Exhibit 1	Prospectus
Exhibit 2	Offer Supplement
Exhibit 3	2020 Consolidated Audited Financial Statement
Exhibit 4	Latest Amended Articles of Incorporation
Exhibit 5	Latest Amended By-Laws
Exhibit 6	Undertaking to Publish Notice of Filing
Exhibit 7	Copy of the Board Resolution approving the securities offering and authorizing the filing of the registration statement.
Exhibit 8	Mandate Letter of Joint Lead Underwriters

Exhibit 9	Draft Underwriting Agreement
Exhibit 10	Opinion Re: Legality and re: Tax Matters
Exhibit 11	Notarized Curriculum Vitae and Recent Photographs of Officers and Directors
Exhibit 12	Latest Annual Report and Quarterly Report
Exhibit 13	Report Furnished The Security Holders
Exhibit 14	Published Report Regarding Matters Submitted To Vote Of Security Holders
Exhibit 15	Authorization to examine Issuer's bank accounts.
Exhibit 16	Secretary's Certificate re: submission of a manual of corporate governance, adoption of a fit and proper rule, and undertaking allowing SEC to resolve conflicting issues regarding the selection of independent directors
Exhibit 17	List of Subsidiaries
Exhibit 18	Certification re: Legal Proceedings
Exhibit 19	Certification re: Audited Financial Statements
Exhibit 20	Certification re: Government licenses and permits
Exhibit 21	Certificate of Awareness of Documents re: Filing of the Registration Statement
Exhibit 22	Certificate on the Conduct of Due Diligence
Exhibit 23	Instruments defining the rights of security holders
Exhibit 24	Draft PDEX Listing Application
Exhibit 25	Undertaking to Submit

**Item 15.**

Furnish any other document the omission of which will render the foregoing material facts or any other part of the Registration Statement misleading.

**[Signature page follows.]**

## SIGNATURES

Pursuant to the requirements of the Code, this registration statement is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of MANDALUYONG CITY on APR 23 2021, 2021.

**RAMON S. ANG**

Vice Chairman, President, and  
Chief Operating Officer

**FERDINAND K. CONSTANTINO**

Chief Finance Officer and Treasurer

**VIRGILIO S. JACINTO**

Senior Vice President - General  
Counsel, Compliance Officer, and  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of APR 23 2021  
2021 affiant(s) exhibiting to me their Government-issued IDs, as follows:

Name	Government-issued IDs	Date and Place of Issue
Ramon S. Ang	Passport No. P2247867B	12May 2019; DFA Manila
Ferdinand K. Constantino	Passport No. P0341304A	22 September 2016; DFA-NCR East
Virgilio S. Jacinto	Passport No. P3157226B	12 September 2019; DFA-NCR East

## Notary Public

**PAULA KATHERINA A. GAN**

Commission No. 0308-19

Notary Public for Mandaluyong City

Until June 30, 2021

(S.C. Resolution dated December 1, 2020)

SMC, 40 San Miguel Ave., Mandaluyong City

Roll No. 55988

PTR No. 4579651, 01/08/21; Mandaluyong City

IBP Lifetime Member No. 013353; 02/05/15; Quezon City

MCLE Compliance No. VI-0019930; 04/14/22; Pasig City

Doc. No.: 99  
Page No.: 21  
Book No.: VIII  
Series of 2021.

