



SAN MIGUEL CORPORATION

January 5, 2012

The Philippine Stock Exchange, Inc.
Disclosure Department
3rd Floor, Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Ms. Janet A. Encarnacion**
Head - Disclosure Department

Gentlemen:

In compliance with the Securities and Exchange Commission ("SEC") Memorandum Circular No. 6, Series of 2009, please find attached a copy of San Miguel Corporation's Certificate of Compliance with the Manual on Corporate Governance, which we filed with the SEC today.

Very truly yours,


MARY ROSE S. TAN
Assistant Corporate Secretary



101052012000755



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Information

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Company Name SAN MIGUEL CORP.

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Company Type Stock Corporation

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S. E. C. Registration Number

S A N

M I G U E L

C O R P O R A T I O N

(Company's Full Name)

N o. 4 0 S a n M i g u e l A v e.

M a n d a l u y o n g C i t y

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

Atty. Mary Rose S. Tan

Contact Person

(632) 632-3000

Company Telephone Number

Certificate of Compliance with the Code of Corporate Governance

1 2

Month

3 1

Day

1 7 - C

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

CERTIFICATION

I, Virgilio S. Jacinto, of legal age and with office address at 40 San Miguel Avenue, Mandaluyong City, after being sworn to in accordance with law, depose and state that:

1. I am the Corporate Secretary and Compliance Officer of San Miguel Corporation (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at 40 San Miguel Avenue, Mandaluyong City;

2. In 2011, the Company substantially adopted all the provisions of the Manual on Corporate Governance as prescribed by SEC Memorandum Circular No. 6, Series of 2009 (the "Manual"); and

3. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting of the Company's compliance with the Manual.

IN WITNESS WHEREOF, I have signed this Certificate this 4th day of January 2012.


Virgilio S. Jacinto
Compliance Officer

Countersigned by:


RAMON S. ANG
Vice Chairman President
and Chief Operating Officer

SUBSCRIBED AND SWORN to before me this 4th day of January 2012, affiants exhibiting to me their Passport Nos. as follows:

	<u>Passport No.</u>	<u>Date/Place Issued</u>
Virgilio S. Jacinto	EB0971552	September 17, 2010; Manila
Ramon S. Ang	XX4227006	July 27, 2009; Manila

Doc. No. 212;
Page No. 45;
Book No. 12;
Series of 2012.


MARY ROSE S. TAN
Commission No. 0252-11
Notary Public for Mandaluyong City
Until Dec. 31, 2012
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 47144
PTR No. 0980247; 01/03/11, Mandaluyong City
Lifetime Member No. 09449; 01/04/11, Makati City