



SAN MIGUEL CORPORATION

January 2, 2013

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



101022013000252

**SECURITIES AND EXCHANGE COMMISSION**

SECBuilding,EDSA,Greenhills,MandaluyongCity,MetroManila,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 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

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

S T A M P S

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 2012, 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 JAN 2 - 2013 day of January 2013.


Virgilio S. Jacinto
Compliance Officer

Countersigned by:


RAMON S. ANG
Vice Chairman President
and Chief Operating Officer

SUBSCRIBED AND SWORN to before me this JAN 2 - 2013 day of January 2013, affiants exhibiting to me their Passport Numbers, as follows:

	<u>Passport No.</u>	<u>Date/Place Issued</u>
Virgilio S. Jacinto	EB0971552	September 17, 2010; Manila
Ramon S. Ang	XX0748364	June 11, 2011; Manila

Doc. No. 397;
Page No. 81;
Book No. II;
Series of 2013.


CARLOS E. CORTA, JR.
Notary Public, No. 412
Notary Public for Mandaluyong City
Valid until Dec. 31, 2013
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 57032
PTR No. 1972881; 02/03/12; Mandaluyong City
IBP Lifetime Member No. 010580; 02/09/12; Makati City