



SAN MIGUEL CORPORATION

May 6, 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:

We attach for your reference a copy of the SEC Form 10.1 (Notice of Exempt Transaction), as filed with the Securities and Exchange Commission today, in connection with the issuance by the Company of US\$800 million bonds on April 26, 2013.

Very truly yours,

MARY ROSE S. TAN
Assistant Corporate Secretary

COVER SHEET

P W - 2 7 7

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

Notice of/Application for Confirmation Exempt Transaction

(SEC FORM 10.1)

2nd Tuesday of June

1 2
Month

3 1
Day

S E C - F O R M
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

STAMPS

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 10.1

NOTICE OF/APPLICATION FOR CONFIRMATION EXEMPT TRANSACTION

Check Applicable Box:

☐ Application for Commission's confirmation of availability of exemption☒ Notice of Exempt Transaction

1. State the provision of Section 10.1 of the Code under which exemption is based:

The offer or sale of securities in the Philippines to (a) "primary institutional lenders" pursuant to Rule 9.2(2) B of the amended implementing rules of the SRC, or (b) persons who are "qualified buyers" pursuant to Section 10.1(l) of the SRC, or (c) not more than nineteen (19) persons who are not "qualified buyers" during any twelve-month period pursuant to Section 10.1(k) of the SRC

2. Information about the securities for which this Notice/Application has been filed:

(a) Title of class of securities being offered for sale/sold	US\$800,000,000.00 Notes due 2023 under US\$2,000,000,000 Medium Term Note Programme of San Miguel Corporation
(b) Form of payment	Cash (United States Dollars)
(c) Number and price/value of the securities being offered for sale/sold	US\$800,000,000.00 Notes due 2023 of which US\$[•] have been issued to various entities within the Philippines under exempt transactions.
(d) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	Yes. Common shares. Closing price was P122.60 as of April 26, 2013. Series "2-A" preferred shares. Closing price was P80.00 as of April 26, 2013. Series "2-B" preferred shares. Closing price was P81.00 as of April 26, 2013. Series "2-C" preferred shares. Closing price was P82.60 as of April 26, 2013.
(e) Are the securities traded on any other trading market and, if so, disclose latest trading price	US\$600 million exchangeable bonds due 2014 listed at the SGT-X. Closing price was [•] as of April 26, 2013.
(f) Capital structure as of the date prior to this issuance:	Authorized Capital Stock: P30,000,000,000 3,790,000,000 common shares 2,210,000,000 preferred shares All with a par value of P5.00 per share
1) Authorized capital stock, par value, number of shares and amount	
2) Subscribed capital stock, number of shares and amount	As of March 31, 2013 Common shares: 2,379,559,545. Subscribed amount P11,897,797,725.00. Series "2-A" preferred shares: 721,012,400. Subscribed amount P3,605,062,000.00 Series "2-B" preferred shares: 90,428,200. Subscribed amount P452,141,000.00. Series "2-C" preferred shares: 255,559,400. Subscribed amount P1,277,797,000.00.
3) Unissued shares	As of March 31, 2013 3,281,991,195 issued common shares. 508,008,805 unissued common shares. 2,037,506,353 issued preferred shares. 172,493,647 unissued preferred shares.

SEC Form 10-1

Date April 26, 2013

3. Additional information about the securities where this Notice/Application is filed by the issuer thereof:

(a) Exact name of issuer as specified in its charter	San Miguel Corporation
(b) Place (province, country or other jurisdiction of incorporation) and date thereof	Metro Manila, August 21, 1913
(c) SEC Identification Number	PW-227
(d) BIR Tax Identification Number	000-060-741
(e) Address of principal office	40 San Miguel Avenue, Mandaluyong City
(f) Issuer's telephone number, including area code	(02) 632-3000
(g) Former name or former address, if any, since filing of last report with the SEC	N/A
(h) Are any of the issuer's securities listed on the Philippine Stock Exchange and, if so, describe which class is listed and latest trading price.	Yes. Common shares. Closing price was P122.60 as of April 26, 2013 Series "2-A" preferred shares. Closing price was P80.00 as of April 26, 2013 Series "2-B" preferred shares. Closing price was P81.00 as of April 26, 2013 Series "2-C" preferred shares. Closing price was P82.60 as of April 26, 2013
(i) Other securities registered with the Commission under the Revised Securities Act or the Securities Regulation Code (title of each class, number of shares)	None.
(j) Describe any other offer for sale/sale of securities by the issuer for the last 12 months for which exemptive relief from registration was claimed under RSA or Section 10.1 of the Code. This should include the basis of exemption, class of securities, amount and number of investors.	N/A
(k) Name of underwriter or selling agent involved in the sale	

4. If securities are being sold by the owner thereof, please disclose:

(a) Name of Selling Owner or Owner's Representative	N/A
(b) Date of acquisition and from whom (issuer, another person)	
(c) Price of securities when acquired	

5. Terms and Conditions of the Sale:

(a) Date and place of initiation of selling efforts (or proposed date and place of sale if prior confirmation is requested)	April 26, 2013
(b) Unless being sold by the issuer or the owner, please disclose name of person selling the securities and his authority	N/A
(c) Lock-Up Period	N/A
(d) Summary of other terms and conditions of the sale.	Please see attached terms and conditions of the Notes

6. Information about purchasers

For Applications for Confirmation:

- ☐ Check if purchasers are **existing** stockholders and indicate the **number** of existing stockholder/s ____.
- ☐ Check if purchasers are **new** investors not exceeding 19 and indicate the **number** of new investor/s ____.

(Note: A list containing the information required under this item shall be filed within 30 days from receipt of confirmation of exemption.)

For Notice of Exemption (Provide the following information:)

(a) Name, address and legal residence of each purchaser, and indicate whether each purchaser is a "qualified buyer" under Section 10.1(1) of the Code.	Please see attached list of purchasers.
(b) Number of shares which shall be purchased/ purchased by each purchaser	N/A
(c) For each purchaser, indicate whether such person is an officer, director or holder of at least 5% of any class of equity shares of the issuer	N/A
(d) Indicate the class, number, and percentage of all shares of the issuer already owned by each purchaser	N/A

7. Exhibits

In addition to the above information, the applicant hereby submits with this Notice/Application the following documents:

- (a) Written Disclosure to Investors containing the required information under Paragraphs (1) and (iii)(d) *(in case of private placements only)* of SRC Rule 10.1; and
- (b) Copy of other materials to be used/used in connection with the offering for sale or sale.
- (c) If the consideration is other than cash, documents supporting the proper valuation of the payment to be received in exchange of the securities to be issued.

8. Filing Fees

This notice with an application for confirmation of availability of an exemption under SRC Rule 10.1 of the Code has been submitted along with the payment of the prescribed fee in the amount of _____ under O.R. No. _____. *(Fill this up if applicable only)*

Signatures

The undersigned hereby certifies that the exemption applied for hereunder is available and all requirements set forth in SRC Rule 10.1 have been complied with.

Pursuant to the requirements of the Code and SRC Rule 10.1 thereunder San Miguel Corporation

(Name of Seller)

has caused this certification to be signed on its behalf by a duly authorized person who, in case of a juridical person, shall be the President thereof.

Date: May 6, 2013

By: _____

Ramon S. Ang
President

Instruction

The applicant shall file with the Commission five (5) copies of this SEC Form 10.1, one of which shall be manually signed by a duly authorized person who, in case of a juridical person, shall be the President.

LIST OF PURCHASERS

Investor Name	Residence	Status	Address
Security Bank Corporation	PH	QB-Bank	Security Bank Centre, 6776 Ayala Avenue, Makati City,
Beneficial PNB Life Insurance Co. Inc.	PH	QB-Insurance	10th Floor, Allied Bank Center, 6754 Ayala Avenue corner Legaspi Street, Makati City
Land Bank of Philippines	PH	QB-Bank	Land Bank Plaza, 1598 M.H del Pilar cor. Dr. J. Quintos Sts., 1004 Malate, Manila,
Phil Trust Bank Philippine Trust Company	PH	QB-Bank	Philtrust Building, U.N. Avenue corner San Marcelino, Metro Manila , Philippines, Philippines
United Coconut Planters Bank	PH	QB-Bank	UCPB Corporate Offices 7907 Makati Avenue, Makati City, Philippines
BDO Private Bank Inc.	PH	QB-Private Bank	BDO Equitable Tower, 8751 Paseo de Roxas, Makati City
Metropolitan Bank and Trust Company	PH	QB-Bank	Head Office Metrobank Plaza Sen. Gil J. Puyat Avenue, Makati City, 1200 Philippines
Robinsons Bank Corporation	PH	QB-Bank	Ground Floor Galleria Corporate Center Edsa Corner Ortigas Avenue Quezon City
Sterling Bank of Asia	PH	QB-Bank	Sterling Bank Corporate Center, Ortigas Avenue, Greenhills, San Juan City, Philippines
Philippines National Bank Trust	PH	QB-Asset Manager	Philippine National Bank Financial Center Pres. Diosdado Macapagal Boulevard, Pasay City Philippines 1300
ATR Kim Eng	PH	QB-Broker	17th Floor, Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City
China Banking Corporation	PH	QB-Bank	Paseo de Roxas, Makati City
Rizal Commercial Banking Corporation	PH	QB-Bank	Yuchengco Tower, RCBC Plaza 6819 Ayala Avenue, Makati City 0727 Philippines
UnionBank of The Philippines	PH	QB-Bank	UnionBank Plaza, Meralco Avenue cor. Onyx & Sapphire Sts. Ortigas Center, Pasig City