

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
M E T R O M A N I L A
P H I L I P P I N E S

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

Atty. Mary Rose S. Tan

Contact Person

(632) 632-3000

Company Telephone Number

Notice of Exempt Transaction SEC FORM

2nd Tuesday of June

1 2
Month

3 1
Day

1 0 . 1
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

SAN MIGUEL CORPORATION

Name of issuer whose securities are being offered for sale or sold

14 April 2015

Date

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:

Section 10.1 (k) – sale to fewer than twenty (20) persons



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

(a) Title of class of securities being offered for sale/sold	Series "1" Preferred Shares																																							
(b) Form of payment	Cash																																							
(c) Number and price/value of the securities being offered for sale/sold	Total of 279,406,667 Series "1" Preferred Shares to be re-issued from treasury at an Issue Price of Php75.00 per share																																							
(d) Are any of the issuer's securities listed on the Philippine Stock Exchange (PSE) and, if so, describe which class is listed and latest trading price.	<p>Yes. The following are the Issuer's securities listed on the PSE and their respective latest trading prices:</p> <table border="1"> <thead> <tr> <th>Class</th> <th>Latest Trading Price (10 April 2015)</th> </tr> </thead> <tbody> <tr> <td>Common</td> <td>P67.70</td> </tr> <tr> <td>Series "2-A"</td> <td>P75.95</td> </tr> <tr> <td>Series "2-B"</td> <td>P80.55 (as of latest trading on 7 April 2015)</td> </tr> <tr> <td>Series "2-C"</td> <td>P84.75</td> </tr> </tbody> </table>	Class	Latest Trading Price (10 April 2015)	Common	P67.70	Series "2-A"	P75.95	Series "2-B"	P80.55 (as of latest trading on 7 April 2015)	Series "2-C"	P84.75																													
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(e) Are the securities traded on any other trading market and, if so, disclose latest trading price	No.																																							
(f) Capital structure as of the date prior to this issuance: 1) Authorized capital stock, par value, number of shares and amount	<p>The capital structure of the Issuer as of 31 March 2015 is as follows:</p> <p>1) Authorized Capital Stock- Php30,000,000,000.00, divided into:</p> <p>a) 3,790,000,000 Common Shares with par value of Php5.00 per share; and</p> <p>b) 2,210,000,000 Preferred Shares with par value of Php 5.00 per share, consisting of:</p> <p>(i) 1,110,000,000 Series "1" Preferred Shares</p> <p>(ii) 1,100,000,000 Series "2" Preferred Shares</p>																																							
2) Subscribed capital stock, number of shares and amount	<p>2) Subscribed Capital Stock – Php26,603,841,855.00, comprising of the following:</p> <table border="1"> <thead> <tr> <th rowspan="2">Class of Shares</th> <th colspan="2">No. of Shares</th> <th colspan="2">Amount</th> </tr> <tr> <th>Issued</th> <th>Outstanding</th> <th>Issued</th> <th>Outstanding</th> </tr> </thead> <tbody> <tr> <td>Common</td> <td>3,283,262,018</td> <td>2,378,509,481</td> <td>P16,416,310,090.00</td> <td>P11,892,547,405.00</td> </tr> <tr> <td>SMCP1</td> <td>970,506,353</td> <td>0</td> <td>P4,852,531,765.00</td> <td>P0.00</td> </tr> <tr> <td>SMC2A</td> <td>721,012,400</td> <td>721,012,400</td> <td>P3,605,062,000.00</td> <td>P3,605,062,000.00</td> </tr> <tr> <td>SMC2B</td> <td>90,428,200</td> <td>90,428,200</td> <td>P452,141,000.00</td> <td>P452,141,000.00</td> </tr> <tr> <td>SMC2C</td> <td>255,559,400</td> <td>255,559,400</td> <td>P1,277,797,000.00</td> <td>P1,277,797,000.00</td> </tr> <tr> <td></td> <td></td> <td></td> <td>P26,603,841,855.00</td> <td>P17,227,547,405.00</td> </tr> </tbody> </table>	Class of Shares	No. of Shares		Amount		Issued	Outstanding	Issued	Outstanding	Common	3,283,262,018	2,378,509,481	P16,416,310,090.00	P11,892,547,405.00	SMCP1	970,506,353	0	P4,852,531,765.00	P0.00	SMC2A	721,012,400	721,012,400	P3,605,062,000.00	P3,605,062,000.00	SMC2B	90,428,200	90,428,200	P452,141,000.00	P452,141,000.00	SMC2C	255,559,400	255,559,400	P1,277,797,000.00	P1,277,797,000.00				P26,603,841,855.00	P17,227,547,405.00
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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	Place incorporated: Philippines Date incorporated: 21 August 1913														
(c) SEC Identification Number	PW000277														
(d) BIR Tax Identification Number	000-060-741-000														
(e) Address of principal office	No. 40 San Miguel Avenue, Mandaluyong City 1550														
(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. The following are the Issuer's securities listed on the PSE and their respective latest trading prices: <table> <tr> <td><u>Class</u></td><td><u>Latest Trading Price (10 April 2015)</u></td></tr> <tr> <td>Common</td><td>P67.70</td></tr> <tr> <td>SMC2A</td><td>P75.95</td></tr> <tr> <td>SMC2B</td><td>P80.55 (as of latest trading on 7 April 2015)</td></tr> <tr> <td>SMC2C</td><td>P84.75</td></tr> </table>	<u>Class</u>	<u>Latest Trading Price (10 April 2015)</u>	Common	P67.70	SMC2A	P75.95	SMC2B	P80.55 (as of latest trading on 7 April 2015)	SMC2C	P84.75				
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(i) Other securities registered with the Commission under the Revised Securities Act or the Securities Regulation Code (title of each class, number of shares)	<table> <tr> <td><u>Title of Each Class Registered</u></td><td><u>Number of Issued Shares</u></td></tr> <tr> <td colspan="2"><u>(as of 31 March 2015)</u></td></tr> <tr> <td>Common</td><td>3,283,262,018</td></tr> <tr> <td>Series "1"</td><td>970,506,353</td></tr> <tr> <td>Series "2-A"</td><td>721,012,400</td></tr> <tr> <td>Series "2-B"</td><td>90,428,200</td></tr> <tr> <td>Series "2-C"</td><td>255,559,400</td></tr> </table>	<u>Title of Each Class Registered</u>	<u>Number of Issued Shares</u>	<u>(as of 31 March 2015)</u>		Common	3,283,262,018	Series "1"	970,506,353	Series "2-A"	721,012,400	Series "2-B"	90,428,200	Series "2-C"	255,559,400
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(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.	None														
(k) Name of underwriter or selling agent involved in the sale	None														

4. If securities are being sold by the owner thereof, please disclose: (N/A)

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

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)	Subscription Date: 14 April 2015 Place: Metro Manila
(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 refer to the attached Exhibit.

6. Information about purchasers

For Applications for Confirmation: (N/A)

- ☐ 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.	<p>Gingog Holdings Corporation 5th Floor, Universal Reinsurance Building, No. 106, Paseo de Roxas, Legaspi Village, Makati City</p> <p>Lucena Holdings Corporation 5th Floor, Universal Reinsurance Building, No. 106, Paseo de Roxas, Legaspi Village, Makati City</p> <p>Metroplex Holdings Corporation 5th Floor, Universal Reinsurance Building, No. 106, Paseo de Roxas, Legaspi Village, Makati City</p> <p>None of the purchasers are qualified buyers.</p>								
(b) Number of shares which shall be purchased/ purchased by each purchaser	<p><i>Number of Series "1"</i> <u>Preferred Shares</u></p> <table> <tr> <td>Gingog Holdings Corporation</td> <td>83,822,000</td> </tr> <tr> <td>Lucena Holdings Corporation</td> <td>89,410,133</td> </tr> <tr> <td>Metroplex Holdings Corporation</td> <td><u>106,174,534</u></td> </tr> <tr> <td>Total</td> <td>279,406,667</td> </tr> </table>	Gingog Holdings Corporation	83,822,000	Lucena Holdings Corporation	89,410,133	Metroplex Holdings Corporation	<u>106,174,534</u>	Total	279,406,667
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Lucena Holdings Corporation	89,410,133								
Metroplex Holdings Corporation	<u>106,174,534</u>								
Total	279,406,667								
(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	None of the purchasers are holders of at least 5% of any class of equity shares of the Issuer.								
(d) Indicate the class, number, and percentage of all shares of the issuer already owned by each purchaser	<p><i>Number & Class of Shares Already Owned and % Ownership.</i></p> <p><u>Gingog Holdings Corporation</u> Common: 1,830,082 0.053115% SMC2A: 1,000,000 0.029023% Total: 2,830,082 0.082138%</p> <p><u>Lucena Holdings Corporation</u> SMC2A: 450,000 0.013060%</p> <p><u>Metroplex Holdings Corporation</u> SMC2A: 650,000 0.018865%</p>								

7. Exhibits

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

- 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(Please refer to the attached Exhibit); and
- Copy of other materials to be used/used in connection with the offering for sale or sale. (N/A)
- 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. (N/A)

8. Filing Fees (N/A)

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: **14 April 2015**

By:



RAMON S. ANG

President and Chief Operating Officer
San Miguel Corporation

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.

EXHIBIT A

SAN MIGUEL CORPORATION

SUBSCRIPTION OF UP TO 300,000,000 SERIES "1" PREFERRED SHARES

SUMMARY OF TERMS AND CONDITIONS	
Issuer	: San Miguel Corporation (the "Company")
Subscribed Shares	: Up to 300,000,000 Series "1" Preferred Shares (the "Subscribed Shares")
Issue Price	: The Subscribed Shares will be issued at Seventy Five Pesos (P75.00) per share
Manner of Offer	: To be offered as an exempt transaction under the Securities Regulation Code ("SRC") and its implementing rules and regulations (the "SRC Rules"), more specifically as a private placement to not more than nineteen (19) non-Qualified Buyers under Section 10.1(k) of the SRC
Listing	: The Subscribed Shares are listed on the Philippine Stock Exchange ("PSE") but currently suspended for trading by reason that the same were held in treasury prior to the re-issuance thereof. The application for the lifting of the trading suspension shall be made after Subscription Date.
Governing Law	: The Subscribed Shares will be issued pursuant to the laws of the Republic of the Philippines
General	: The Company will re-issue the Subscribed Shares on the terms set forth in its Amended Articles of Incorporation
Registration with the SEC	<p>: The offer of the Subscribed Shares is an exempt transaction under Section 10.1 (k) of the SRC. ACCORDINGLY, THE SUBSCRIBED SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SRC. ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO THE REGISTRATION REQUIREMENTS UNDER THE SRC, UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.</p> <p>Only a notice of exemption shall be filed with the SEC that the issuance of the Subscribed Shares qualifies as an exempt transaction under Section 10.1 (k) of the SRC as a sale of securities to less than twenty (20) persons.</p>
Taxation on the Subscription of the Subscribed Shares	: Documentary stamp tax ("DST") on the re-issuance of the Subscribed Shares shall be for the Company's account.
FEATURES OF THE SERIES "1" PREFERRED SHARES	
Dividend Rate	: As and if dividends are declared by the Company's Board of Directors (the "Board"), dividends on the Subscribed Shares shall be at a fixed rate of 5.635% per annum calculated in respect of each Subscribed Shares by reference to the Issue Price thereof in respect of each dividend period (the "Dividend Rate")
Dividend Rate Step Up	<p>: Unless the Subscribed Shares are redeemed by the Company, the Dividend Rate shall be adjusted at the end of the fifth year after the Subscription Date to the higher of:</p> <ol style="list-style-type: none">1. the Dividend Rate, or2. the relevant rate determined by the Board of Directors in accordance with the provisions of the Amended Articles of Incorporation of the Company. <p>The holders of the Subscribed Shares shall not be entitled to any participation or share in the retained earnings remaining after dividend payment shall have been made on the said Subscribed Shares.</p>

Payment of Dividends	<p>: Subject to the limitations described herein, dividends on the Subscribed Shares will be payable quarterly, beginning on the end of the third month after the Subscription Date and every three (3) months thereafter (each, a "Dividend Payment Date").</p> <p>As and if declared by the Board, the dividend on the Subscribed Shares will be calculated on a 30/360-day basis from and after the Subscription Date and will be paid quarterly in arrears on the last day of each three-month dividend period, as and if declared by the Board. If the Dividend Payment Date is not a Banking Day, dividends will be paid on the next succeeding Banking Day, without adjustment as to the amount of dividends to be paid.</p>
Conditions on the Payment of Dividends	<p>: The declaration and payment of dividends on the Subscribed Shares will be subject to the sole and absolute discretion of the Board, to the extent permitted by law.</p> <p>The Board will not declare and pay dividends on any Dividend Payment Date where (a) payment of the dividend would cause the Company to breach any of its financial covenants, or (b) the profits available to the Company to distribute as dividends are not sufficient to enable the Company to pay in full both the dividends on the Subscribed Shares and the dividends on all other classes of the Company's shares that are scheduled to be paid on or before the same date as the dividends on the Subscribed Shares and that have an equal right to dividends as the Subscribed Shares.</p> <p>If the profits available to distribute as dividends are, in the Board's opinion, not sufficient to enable the Company to pay in full on the same date both dividends on the Subscribed Shares and the dividends on the other shares that have an equal right to dividends as the Subscribed Shares, the Company is required first, to pay in full, or to set aside an amount equal to, all dividends scheduled to be paid on or before that Dividend Payment Date on any shares with a right to dividends ranking in priority to that of the Subscribed Shares; and second, to pay dividends on the Subscribed Shares and any other shares ranking equally with the Subscribed Shares as to participation in profits pro rata to the amount of the cash dividends scheduled to be paid to them. The amount scheduled to be paid will include the amount of any dividend payable on that date and any arrears on past cumulative dividends on any shares ranking equal in the right to dividends with the Subscribed Shares.</p> <p>The profits available for distribution are, in general and with some adjustments, equal to the Company's accumulated, realized profits less accumulated, realized losses.</p> <p>Dividends on the Subscribed Shares will be cumulative.</p> <p>Holders of Subscribed Shares shall not be entitled to participate in any other or future dividends beyond the dividends specifically payable on the Subscribed Shares.</p>
Optional Redemption Date	<p>: As and if declared by the Board, the Company may redeem the Subscribed Shares on the third anniversary from the Subscription Date (the "Optional Redemption Date") or any Dividend Payment Date thereafter, in whole or in part, at a redemption price equal to the Issue Price of the Subscribed Shares plus accrued and unpaid dividends, whether declared or undeclared, for all dividend periods up to the date of actual redemption by the Company. The redeemed Subscribed Shares shall not be considered retired and may be re-issued by the Company at a price to be determined by the Board.</p>
No Sinking Fund	<p>: The Company has not established, and currently has no plans to establish, a sinking fund for the redemption of the Subscribed Shares.</p>
Taxation	<p>: All payments in respect of the Subscribed Shares are to be made free and clear of any deductions or withholding for or on account of any present or future taxes or duties imposed by or on behalf of the Republic of the Philippines, including but not limited to, stamp, issue, registration, documentary, value added or any similar tax or other taxes and duties, including interest and penalties. If such taxes or duties are imposed, the Company will pay additional amounts so that holders of the Subscribed Shares will receive the full amount of the relevant payment which otherwise would have been due and payable. Provided, however, that the Company shall not be liable for:</p> <ol style="list-style-type: none"> 1. the ten percent (10%) final withholding tax applicable on dividends earned on the Subscribed Shares prescribed under the National Internal Revenue Code of 1997; 2. expanded value added tax which may be payable by any holder of the Subscribed Shares on any amount to be received from the Company under the offer; and 3. any withholding tax on any amount payable to any holder of the Subscribed

Shares.	
The standard taxes applicable to the subsequent sale or other disposition of the Subscribed Shares by any holder of the Subscribed Shares, which are the same taxes for any sale or disposition of the common shares, shall be for the account of the said holder.	
Liquidation Rights	<p>: In the event of liquidation, dissolution, bankruptcy or winding up of the Company, the Subscribed Shares shall have preference in payment, in full or, if the remaining assets of the Company are insufficient, on a pro rata basis as among holders of the Subscribed Shares, of the Issue Price of their shares plus any previously declared and unpaid dividends, before any asset of the Company is paid or distributed to holders of the common shares of the Company.</p> <p>After payment of the full amount of the liquidating distribution to which they are entitled, the holders of the Subscribed Shares will have no right or claim to any of the Company's remaining assets and will not be entitled to any further participation or return of capital in a winding up, liquidation, dissolution or bankruptcy.</p>
Voting Rights	: Except as specifically set forth in the Company's Amended Articles of Incorporation and as provided by Philippine law, holders of the Subscribed Shares will not be entitled to vote at any shareholders' meeting of the Company or to participate in or elect the directors of the Company, except in those cases expressly provided by law.
Pre-Emptive Rights	: Holders of the Subscribed Shares shall have no pre-emptive right to any issue or disposition of any share of any class of the Company.
Form, Title and Transfer	<p>: The Subscribed Shares will be re-issued in certificated form.</p> <p>Prior to the lifting of the trading suspension of the Subscribed Shares on the PSE, legal title to the Subscribed Shares shall pass by private sale transacted with any third party outside the facilities of the PSE. In such case, the capital gains tax and DST applicable to shares of stock transacted outside the PSE shall apply.</p> <p>After the lifting of the trading suspension of the Subscribed Shares on the PSE, legal title to the said shares may be transferred through the facilities of the PSE and settlement of the Subscribed Shares in respect of such transfer or change of title, including the settlement of DST and stock transaction tax, if any, arising from subsequent transfers, shall be similar to the transfer of title and settlement procedures for other securities listed on the PSE.</p> <p>Title to the Subscribed Shares shall pass by endorsement and delivery to the transferee and registration in the Registry of Shareholders/Stock Transfer Books maintained by the Company's Stock Transfer Agent, SMC Stock Transfer Service Corporation.</p> <p>No transfer of the Subscribed Shares shall be registered under the Registry of Shareholders/Stock Transfer Books in violation of the Selling and Transfer Restrictions as provided below.</p>
Selling and Transfer Restrictions	<p>: There shall be no sale, transfer or assignment of the Subscribed Shares if such transfer or assignment will result in the Subscribed Shares being held by more than nineteen (19) Non-Qualified Buyers at any one time.</p> <p>Any transfer or assignment of the Subscribed Shares in violation of the foregoing conditions shall be void, shall not be permitted and registered in the books and records of, and shall not be binding on, the Company.</p>
Banking Day	: For purposes hereof, the term "Banking Day" shall mean any day in a week, other than Saturday or Sunday, when banks are not required or authorized to close in Mandaluyong City, Philippines.

INFORMATION DISCLOSURE

In compliance with Rule 10.1 of the SRC Rules, the following disclosures are made by the Company:

Exact name of the Issuer and its predecessor (if any)	: San Miguel Corporation																																								
Address of its principal executive office	: SMC Head Office Complex, 40 San Miguel Avenue, 1550 Mandaluyong City, Philippines																																								
Place of incorporation	: Philippines																																								
Exact title and class of security	: Series "1" Preferred Shares																																								
Par or issue value of the security	: Par value of Five Pesos (P5.00) per share, to be issued at the Subscription Price of Seventy Five Pesos (P75.00) per share.																																								
Number of shares or total number of securities outstanding	: As of March 25, 2015, the following is the capital structure of the Company: <table><tr><td></td><td><u>Class of Shares</u></td><td><u>Issued</u></td><td><u>Outstanding</u></td><td><u>Treasury</u></td></tr><tr><td></td><td>Common Shares</td><td>3,283,262,018</td><td>2,378,509,481</td><td>904,752,537</td></tr><tr><td></td><td>Preferred Shares</td><td></td><td></td><td></td></tr><tr><td></td><td>Series "1"</td><td>970,506,353</td><td>0</td><td>970,506,353</td></tr><tr><td></td><td>Series "2-A"</td><td>721,012,400</td><td>721,012,400</td><td>0</td></tr><tr><td></td><td>Series "2-B"</td><td>90,428,200</td><td>90,428,200</td><td>0</td></tr><tr><td></td><td>Series "2-C"</td><td><u>255,559,400</u></td><td><u>255,559,400</u></td><td><u>0</u></td></tr><tr><td></td><td>TOTAL</td><td>5,320,768,371</td><td>3,445,509,481</td><td>1,875,258,890</td></tr></table>		<u>Class of Shares</u>	<u>Issued</u>	<u>Outstanding</u>	<u>Treasury</u>		Common Shares	3,283,262,018	2,378,509,481	904,752,537		Preferred Shares					Series "1"	970,506,353	0	970,506,353		Series "2-A"	721,012,400	721,012,400	0		Series "2-B"	90,428,200	90,428,200	0		Series "2-C"	<u>255,559,400</u>	<u>255,559,400</u>	<u>0</u>		TOTAL	5,320,768,371	3,445,509,481	1,875,258,890
	<u>Class of Shares</u>	<u>Issued</u>	<u>Outstanding</u>	<u>Treasury</u>																																					
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	TOTAL	5,320,768,371	3,445,509,481	1,875,258,890																																					
Name and address of the Stock Transfer Agent	: SMC Stock Transfer Service Corporation Podium Level, SMC Head Office Complex, 40 San Miguel Avenue, Mandaluyong City, Philippines																																								
Nature of the Issuer's business	: The Company, together with its subsidiaries, is the largest publicly listed food, beverage and packaging company in Southeast Asia. The Company is also authorized to invest corporate funds and/or engage in power generation / transmission, water and other utilities, mining and infrastructure business.																																								
Nature of products or services offered; nature and extent of the issuer's facilities; Issuer's most recent financial statements for each of the two preceding fiscal years	: Please refer to the Company's 2013 Annual Report.																																								
Name of the chief executive officers and members of the board of directors	: Following are the members of the Company's Board of Directors as of March 31, 2015: <ul style="list-style-type: none">• Eduardo M. Cojuangco, Jr.• Ramon S. Ang• Leo S. Alvez• Aurora T. Calderon• Joselito D. Campos• Ferdinand K. Constantino• Winston F. Garcia – Independent Director• Menardo R. Jimenez• Estelito P. Mendoza• Alexander J. Poblador• Reynato S. Puno – Independent Director• Horacio G. Ramos, Jr.• Thomas A. Tan																																								

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- Margarito B. Teves – Independent Director
 - Iñigo Zobel

As of March 31, 2015, the Company's chief executive officers under its By-laws are as follows:

- Chairman and Chief Executive Officer – Eduardo M. Cojuangco, Jr.
- Vice Chairman, President and Chief Operating Officer – Ramon S. Ang
- SVP and Chief Finance Officer / Treasurer – Ferdinand K. Constantino
- SVP and General Counsel / Corporate Secretary – Virgilio S. Jacinto
- SVP and Deputy Chief Finance Office – Joseph N. Pineda
- SVP and Senior Executive Assistant to the Office of the President and Chief Operating Officer – Aurora T. Calderon
- SVP and Head of Treasury – Sergio G. Edeza
- Assistant Corporate Secretary – Lorenzo G. Timbol; Mary Rose S. Tan

Please refer to the Company's 2013 Annual Report for the other chief executive officers of the Company and its subsidiaries.

Whether the person offering or selling the securities is affiliated directly or indirectly, with the Issuer	:	Not applicable
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Whether the offering is being made directly or indirectly on behalf of the issuer, or any director, officer or person who owns directly or indirectly more than ten percent (10%) of the outstanding shares of any equity security of the issuer and, if so, the name of such person	:	Not applicable
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