

**MINUTES OF THE REGULAR MEETING OF
THE STOCKHOLDERS OF**

SAN MIGUEL BREWERY INC.

Held on May 18, 2010
at the Garden Ballroom 1 and 2, 2/F Garden Wing
Edsa Shangri-la Manila Hotel, 1 Garden Way
Ortigas Center, Mandaluyong City

PRESENT:

Stockholders

Please refer to the Record of Attendance of Shareholders attached hereto as Annex "A."

Directors

Ramon S. Ang (Chairman)

Roberto N. Huang (President)

Ferdinand K. Constantino (Chairman, Executive Compensation Committee
Member, Audit Committee)

Francis H. Jardeleza (Corporate Secretary
Member, Nominations & Hearing Committee)

Keisuke Nishimura (Member, Executive Compensation Committee)

Motoyasu Ishihara (Member, Audit Committee)

Carmelo L. Santiago (Chairman, Audit Committee)

I. CALL TO ORDER

The meeting was called to order at 2:30 p.m. The Chairman, Mr. Ramon S. Ang presided over the meeting.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary, Atty. Francis H. Jardeleza, certified that notices were duly sent. He further certified that there are present in person or by proxy, stockholders representing approximately 99.41% of the outstanding capital stock of the Company.

Atty. Jardeleza also informed the stockholders of the procedures to be observed during the open forum after the President's report. He advised the stockholders that questions in writing submitted in advance will be given priority in order to give more stockholders the opportunity to ask questions.

The Chairman informed the stockholders that he is holding proxies for approximately 99.39% of the outstanding capital stock of the Company and that he will be voting in favor of all corporate actions.

III. APPROVAL OF THE MINUTES OF THE REGULAR STOCKHOLDERS' MEETING HELD ON JULY 14, 2009

The Chairman referred to the minutes of the regular stockholders' meeting held on July 14, 2009 for approval. A copy of the minutes has been posted in the registration area.

On motion duly made and seconded, the stockholders approved the minutes of the regular stockholders' meeting held on July 14, 2009.

IV. PRESENTATION OF THE ANNUAL REPORT

The President, Mr. Roberto N. Huang, delivered the report on the business highlights of the Company for the year ended December 31, 2009 and its 2010 major plans and programs aimed at growing the market for beer to the stockholders. A copy of the report is attached hereto as Annex "B".

The Chairman thereafter declared an open forum and, together with the President, Chief Finance Officer and Corporate Secretary, entertained questions from the floor.

A stockholder from Quezon City inquired as to the outlook of the Company for the rest of the year. The Chairman replied that the 2010 performance of the Company will surpass what it has achieved in 2009. Profitability-wise, the Company is tracking double-digit growth and with more cost-efficient production and distribution, the Company will have an even better 2010.

A stockholder from San Juan asked if there are new products in the pipeline. The Chairman replied that the Company is currently studying if it will introduce more new products for this year. A year ago, it launched San Miguel Premium All-Malt in the market which is now doing very well. The Company hopes to launch one or two more new products in 2010.

There being no more questions, a stockholder moved to close the open forum and to approve and ratify the annual report as presented. The motion was duly seconded. There being no objection to the motion, the annual report was approved and ratified as presented.

V. RATIFICATION OF ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS

The Chairman proceeded to the next item on the agenda which is the ratification of all acts and proceedings of the Board of Directors and corporate officers since the date of the last stockholders' meeting.

Upon motion duly made and seconded, the following resolution was approved:

“RESOLVED, that all acts, resolutions and proceedings of the Board of Directors and corporate officers of the Company since the Regular Meeting of the Stockholders on July 14, 2009 as set forth in the minutes of the meetings of the Board of Directors be approved, confirmed and ratified.”

VI. AMENDMENT TO ARTICLE VI OF THE AMENDED ARTICLES OF INCORPORATION OF THE COMPANY TO INCREASE THE NUMBER OF DIRECTORS FROM NINE TO ELEVEN

The Chairman proceeded to the next item on the agenda which is the proposed amendment of Article VI of the Amended Articles of Incorporation of the Company on the number of directors.

The Chairman informed the stockholders that on December 18, 2009, the Board approved to increase the number of directors from nine to eleven and to amend Article VI of the Amended Articles of Incorporation of the Company to reflect such increase. He stated that the proposed amendment will allow representation for the Management of the Company's international subsidiaries in the Board following the Company's acquisition of the international beer business of San Miguel Corporation.

A stockholder moved for the approval of the amendment to Article VI of the Amended Articles of Incorporation of the Company to increase the number of directors from nine to eleven. The motion was duly seconded.

The Chairman put the motion to a vote by raising of hands. With the Chairman holding proxies for 99.39% of the outstanding capital stock of the Company, the proposed amendment was approved by stockholders representing at least two-thirds of the outstanding capital stock of the Company.

There being at least two-thirds of the outstanding capital stock voting in favor, the Chairman declared the amendments as presented duly approved and ratified.

VII. AMENDMENT TO ARTICLE II OF THE AMENDED BY-LAWS OF THE COMPANY TO CHANGE THE DATE OF THE REGULAR MEETINGS OF STOCKHOLDERS FROM FIRST TUESDAY OF MAY TO LAST TUESDAY OF MAY OF EACH YEAR

The Chairman proceeded to the next item on the agenda which is the proposed amendment of Article II, Section 1 of the Amended By-Laws

of the Company to change the date of the regular meetings of stockholders.

He informed the stockholders that on December 18, 2009 and February 25, 2010, the Board approved the change in the date of the regular meeting of the stockholders from first Tuesday of May to last Tuesday of May of each year, and to amend Article II, Section 1 of the Amended By-Laws of the Company to reflect such change. The new date of the regular stockholders' meeting will provide the Company sufficient time to align its reportorial and regulatory requirements with those of its international subsidiaries to comply with applicable laws, rules and regulations.

The Chairman put the motion to a vote by raising of hands. A stockholder moved for the approval of the amendment to Article II, Section 1 of the Amended By-Laws of the Company to change the date of the regular meeting of the stockholders of the Company from first Tuesday of May to last Tuesday of May of each year. The motion was duly seconded.

With the Chairman holding proxies for 99.39% of the outstanding capital stock of the Company, the proposed amendment was approved by stockholders representing at least a majority of the outstanding capital stock of the Company.

There being at least two-thirds of the outstanding capital stock voting in favor, the Chairman declared the amendments as presented duly approved and ratified.

VIII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman proceeded to the next item on the agenda which is the appointment of external auditor.

A stockholder moved for the appointment of the accounting firm of Manabat Sanagustin & Co., CPAs as the external auditors of the Company for fiscal year 2010. The motion was duly seconded. There being no objection to the motion, the Chairman declared the motion carried.

IX. ELECTION OF THE BOARD OF DIRECTORS

The Chairman then proceeded to the election of directors. He asked the Corporate Secretary to inform the assembly of the nominees for election to the Board of Directors.

The Corporate Secretary read the names of the following qualified nominees:

1. Ramon S. Ang
2. Roberto N. Huang

3. Ferdinand K. Constantino
4. Francis H. Jardeleza
5. Keisuke Nishimura
6. Motoyasu Ishihara
7. Yuji Owada
8. Alonzo Q. Ancheta
9. Carmelo L. Santiago

The Chairman informed the stockholders that Directors Alonzo Q. Ancheta and Carmelo L. Santiago have been identified as nominees for election as independent directors of the Company in the Information Statement circulated to the stockholders in accordance with the requirements of the Securities and Exchange Commission.

A stockholder then moved to dispense with the balloting for the election of directors considering that there are nine nominees and there are only nine seats in the Board, and to consider all the nine nominees as duly elected members of the Board. The motion was seconded. There being no objection, the motion was carried and the Chairman declared the nominees as duly elected members of the Board of Directors.

The Chairman, on behalf of management, welcomed the newly-elected Board of Directors and thanked the stockholders for their vote of confidence.

X. ADJOURNMENT

The Chairman asked if there are any other matters that the stockholders wish to present. There being none, the Chairman entertained a motion for adjournment.

Upon motion duly made and seconded, the Chairman adjourned the meeting and thanked all stockholders for attending.

ATTESTED BY:



RAMON S. ANG
Chairman



FRANCIS H. JARDELEZA
Corporate Secretary

SAN MIGUEL BREWERY INC.
STOCKHOLDER'S MEETING: May 18, 2010
Record Date : March 26, 2010

PERCENTAGE **99.41%**
Attendees **63**

Stockholder Name	Common Shares	% of O/S	Attendance	
1 SAN MIGUEL CORPORATION	7,859,324,270	50.99987%	7,859,324,270	
1 KIRIN HOLDINGS COMPANY, LIMITED	7,456,864,880	48.38827%	7,456,864,880	
1 MARIVIC L. ALMEDA	62,000	0.00040%	62,000	
1 DOMINGO C. GUZMAN	30,000	0.00019%	30,000	
1 ALEXANDER D. DE LA PAZ &/OR ROSANNA C. RABANG	30,000	0.00019%	30,000	
1 IVY Y. SUA	27,000	0.00018%	27,000	
1 DOMINGO SUA PINPIN	20,000	0.00013%	20,000	
1 ALEXANDER D. L. S. DE LA PAZ &/OR ROSSANA C. RABANG	20,000	0.00013%	20,000	
1 ATTY. PACIFICO B. TACUB	15,000	0.00010%	15,000	
1 RENE Y. SUA	12,000	0.00008%	12,000	
1 LILIA Y. SUA	6,000	0.00004%	6,000	
1 RAMON S. ANG	5,000	0.00003%	5,000	
1 FERDINAND K. CONSTANTINO	5,000	0.00003%	5,000	
1 FRANCIS H. JARDELEZA	5,000	0.00003%	5,000	
1 ROBERTO N. HUANG	5,000	0.00003%	5,000	
1 INIGO ZOBEL	5,000	0.00003%	5,000	
1 CARMELO L. SANTIAGO	5,000	0.00003%	5,000	
1 YUJI OWADA	5,000	0.00003%	5,000	
1 HIPOLITO C. ROSEL	3,000	0.00002%	3,000	
1 JOSE A. ARRIOLA	3,000	0.00002%	3,000	
1 AMELIA R. VALTE OR JOSE MARI VALTE	3,000	0.00002%	3,000	
1 HENRY P. YUSINGCO IV	3,000	0.00002%	3,000	
1 ENRICO LL. YUSINGCO	3,000	0.00002%	3,000	
1 MIGUELA LL. YUSINGCO	3,000	0.00002%	3,000	
1 MA. TERESA L. YUSINGCO	3,000	0.00002%	3,000	
1 ROSEMICHAEL LL. YUSINGCO	3,000	0.00002%	3,000	
1 JOVIMA D. ALVAREZ	3,000	0.00002%	3,000	
1 XAVIER DOMINIC DL ARROYO	3,000	0.00002%	3,000	
1 DANILO H. ARROYO	3,000	0.00002%	3,000	
1 MA. TRINITAS P. MONTINO	3,000	0.00002%	3,000	
1 RENE C. MANALO	3,000	0.00002%	3,000	
1 ROSEMARIE R. PATALINGHUG	3,000	0.00002%	3,000	
1 LEONARDO M. ALVARADO	3,000	0.00002%	3,000	
1 VERONICA M. ABALOS	3,000	0.00002%	3,000	
1 VALESKA MINA S. MACAIBAY	3,000	0.00002%	3,000	
1 ALETA CHERUBIM P. MARZONA	3,000	0.00002%	3,000	
1 ANGELINA M. NAVARRO	3,000	0.00002%	3,000	
1 TORIBIO F. NAVARRO, JR.	3,000	0.00002%	3,000	
1 MONICO C. REGALA	3,000	0.00002%	3,000	
1 MARCIANO B. REQUILME, JR.	3,000	0.00002%	3,000	
1 FE A. ESTROPIA	3,000	0.00002%	3,000	
1 JOSEPH S. PINLAC	3,000	0.00002%	3,000	
1 MARIA LUZ S. RAIRATA	3,000	0.00002%	3,000	
1 MICHAEL FERDINAND L. TOTANES	3,000	0.00002%	3,000	
1 ATILANO A. JACULBE, JR.	3,000	0.00002%	3,000	
1 CELINA F. LUCERO	3,000	0.00002%	3,000	
1 ROY EDUARDO T. LUCERO	3,000	0.00002%	3,000	
1 MILAGROS I. DUCENAS	3,000	0.00002%	3,000	
1 THELMA T. FADERON	3,000	0.00002%	3,000	
1 MARIANO D. FARRALES	3,000	0.00002%	3,000	
1 EVANGELINA C. SOUZA	3,000	0.00002%	3,000	
1 MILAGROS S. FARRALES	2,000	0.00001%	2,000	
1 RONALD A. AMBAL &/OR EMILY R. AMBAL	1,000	0.00001%	1,000	
1 MARICRIS R. ROCERO	1,000	0.00001%	1,000	
1 ALLAN T. ANG	1,000	0.00001%	1,000	
1 CHRISTINE M. AQUINO	1,000	0.00001%	1,000	
1 VICENTE L. PANG	1,000	0.00001%	1,000	
1 RUDOLPH O. EUGENIO &/OR CHRISTIAN MELCHOR E. DEL MAR	1,000	0.00001%	1,000	
1 M. J. SORIANO TRADING, INC.	1,000	0.00001%	1,000	
1 VICTOR MARTIN J. SORIANO OR ELMER A. BORDONES	1,000	0.00001%	1,000	
1 JERRY TEO CHUA OR BONIFACIO T. CHUA ENG GEE	1,000	0.00001%	1,000	
61	Total	15,410,478,960	100.00000%	15,320,214,150

ATTENDING PERCENTAGE 99.41426%

Lodged with PCD Nominee Corporation:

1 HSBC Custody and Clearing Department	529,000	0.00343%	529,000
1 San Miguel Corporation Retirement Plan	3,129,000	0.02030%	3,129,000