

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills,
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS200711828

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

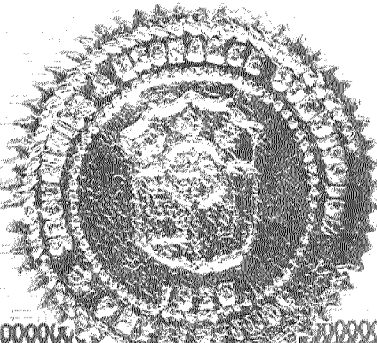
This is to certify that the amended articles of incorporation of the

SAN MIGUEL BREWERY INC.
(Amending Article II primary purpose thereof)

copy annexed, adopted on December 05, 2014 by majority vote of the Board of Directors and on February 20, 2015 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 11th day of March, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

AMENDED
ARTICLES OF INCORPORATION
OF
SAN MIGUEL BREWERY INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST:

That the name of this Corporation shall be "**SAN MIGUEL BREWERY INC.**"

SECOND:

A. That the primary purpose of this Corporation is to engage in and carry out the business of (i) manufacturing fermented and malt-based beverages, particularly, beer of all kinds and classes, beer yeast (cerevicina), malt extract and carbonic gas, (ii) manufacturing, importing, distributing, selling, and/or dealing in, water and water-based beverages, and non-alcoholic beverages, of all kinds and classes, and (iii) the preparation, purchase and sale of malt, barley and other cereals, flour, yeast and other products which might be used in connection with the said business or manufacture. (As amended by the written assent of stockholders submitted to the Corporation as of February 20, 2015 and the Board of Directors on December 5, 2014).

B. That the secondary purpose of the Corporation is to carry on any other activities which the directors of the Corporation may deem capable of being conveniently and reasonably carried on either in connection with or as a subsidiary to any of the foregoing businesses or objects or independently thereof or which may enhance directly or indirectly the value or utility of or render more profitable any of the property or rights of the Corporation, within the limits provided by law.

C. That in furtherance of any of the aforesaid purposes, the Corporation shall have the following incidental powers:

(1) To construct, buy, own, pledge, mortgage, sell, lease, give in lease, equip, maintain, operate or acquire, use and dispose of in whatsoever form within and without the Philippines, plants, breweries, ships, boats, barges, and other vessels for use in the high-seas, inter-island, coastwise, or fluvial in connection with the purposes of the Corporation, wharves, warehouses, hotels, restaurants, bars and other establishments, and constructions or buildings of all classes; and to buy, acquire, or sell all materials, apparatuses, utensils, equipments and machines in

whatsoever form, and whatever is related to and is necessary or convenient to carry out the purpose of the Corporation.

(2) To act as agents or representatives of persons, partnerships and corporations; and to engage in the business of commission agents or representatives in connection with the import, export, and sale of products as wholesale and retail, and for this purpose to enter into contracts, agreements and commitments, in its own name or in the name of the person, partnership or corporation it represents, in connection with the said products or with any other kind of personal or real properties.

(3) To solicit, acquire, buy, sell, transfer, lease, pledge, mortgage, and dispose of real and personal property, including rights and shares, franchises, privileges, industrial, commercial or agricultural processes, patents, trademarks, trade names, registered or pending registration, or any other intellectual property right, paying for them in cash or in shares, bonds, obligations, or other securities and properties of the Corporation.

(4) To loan or borrow money and issue promissory notes, letters of credit, bonds, or undertake obligations of whatsoever kind, guaranteeing them with pledge or mortgage over any of its real or personal properties.

(5) To acquire, buy, withhold, own, or in any other way deal, in shares, bonds, mortgages, obligations, promissory notes, contracts or credits of any corporation legally constituted within or without the Philippines, to issue bonds or other obligations for the payment of articles or properties acquired or which may be later acquired by the Corporation; to sell, cede, barter, alienate, mortgage or pledge real or personal property of the Corporation or to guarantee whatsoever obligation it may incur because of the payment of dividends, bonds, contracts; or for other causes, to enter into and execute contracts or cede them and in payment of obligations due to the Corporation; and to receive money, shares, bonds or other securities from any person or entity as well as properties of any kind.

(6) To acquire by purchase, lease, or otherwise, lands and interest in lands, and to erect or cause to be erected on any lands (whether owned, held or occupied by the Corporation) buildings, and other structures with their appurtenances, and sell, lease, or otherwise dispose of any lands or interest in lands, buildings, houses and other structures, and any other improvement or improvements at any time owned and controlled by the Corporation.

(7) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; provided the same be not inconsistent with the laws under which this Corporation is organized.

THIRD:

That the place where the principal office of the Corporation is to be established is at 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines.

FOURTH:

That the term for which the Corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

FIFTH:

That the names, nationalities, and residences of the incorporators are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Ramon S. Ang	Filipino	780 Harvard St., Wack-Wack Subdivision, Mandaluyong City
Ferdinand K. Constantino	Filipino	95 Celery Drive, Valle Verde V, Pasig City
Francis H. Jardeleza	Filipino	127 Sct. Gandia St., Quezon City
Virgilio S. Jacinto	Filipino	51 Cauliflower St, Valle Verde V Pasig City
Joseph N. Pineda	Filipino	541 Ma. Cristina St., Ayala Alabang Village, Muntinlupa City

SIXTH:

That the number of directors of the Corporation shall be eleven (11) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows (As amended by the stockholders on May 18, 2010 and the Board of Directors on December 18, 2009):

<u>Name</u>	<u>Nationality</u>	<u>Address</u>
Ramon S. Ang	Filipino	780 Harvard St., Wack-Wack Subdivision, Mandaluyong City
Ferdinand K. Constantino	Filipino	95 Celery Drive, Valle Verde V, Pasig City
Francis H. Jardeleza	Filipino	127 Sct. Gandia St., Quezon City
Virgilio S. Jacinto	Filipino	51 Cauliflower St, Valle Verde V Pasig City
Joseph N. Pineda	Filipino	541 Ma. Cristina St., Ayala Alabang Village, Muntinlupa City

SEVENTH:

That the authorized capital stock of the Corporation is Twenty Five Billion Pesos (P25,000,000,000.00) in lawful money of the Philippines divided into Twenty Five Billion (25,000,000,000) shares with a par value of One Peso (P1.00) per share.

There shall be no pre-emptive rights to the issuance of any shares (As amended by the stockholders and the Board of Directors on August 9, 2007, and further amended by the stockholders and the Board of Directors on September 7, 2007).

EIGHTH:

That twenty-five (25%) of the authorized capital stock has been subscribed and paid-up as follows:

<u>Name</u>	<u>Citizen</u>	<u>Number of Shares</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
San Miguel Corporation	Filipino	249,500	P24,950,000.00	P6,200,000.00
Ramon S. Ang	Filipino	100	10,000.00	10,000.00
Ferdinand K. Constantino	Filipino	100	10,000.00	10,000.00
Francis H. Jardeleza	Filipino	100	10,000.00	10,000.00
Virgilio S. Jacinto	Filipino	100	10,000.00	10,000.00
Joseph N. Pineda	Filipino	100	10,000.00	10,000.00
	Total:	250,000	P25,000,000.00	P6,250,000.00

NINTH:

That no transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of the capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of the Corporation and that this restriction shall be indicated in the stock certificates issued by the Corporation.

TENTH:

That Eleanor P. Blomdahl has been elected by the subscribers as treasurer of the Corporation to act as such until her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, she has been authorized to receive, for and in the name and for the benefit of the Corporation, all subscriptions paid by the subscribers.

ELEVENTH:

That the Corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

IN WITNESS WHEREOF, we have set our hands this 24th day of July 2007
at Mandaluyong City.

(Original signed)
RAMON S. ANG
TIN 118-247-725

(Original signed)
FERDINAND K. CONSTANTINO
TIN 119-123-901

(Original signed)
FRANCIS H. JARDELEZA
TIN 103-567-839

(Original signed)
VIRGILIO S. JACINTO
TIN 106-914-180

(Original signed)
JOSEPH N. PINEDA
TIN 106-905-782

WITNESSES:

(Original Signed)
ROSABEL T. BALAN

(Original Signed)
JHOANNA JASMINE M. JAVIER-ELACIO

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES) S.S.
Mandaluyong City)

BEFORE ME, a Notary Public in and for Mandaluyong City, this 24th day of July 2007 personally appeared:

<u>Name</u>	<u>Passport/Community Tax Certificate No.</u>	<u>Date and Place Issued</u>
Ramon S. Ang	05863140	January 29, 2007/Mandaluyong
Ferdinand K. Constantino	18189536	February 23, 2007/Pasig City
Joseph N. Pineda	12315615	January 12, 2007/Mandaluyong
Francis H. Jardeleza	20064626	January 16, 2007/QuezonCity
Virgilio S. Jacinto	04188572	January 4, 2007/Baliuag, Bulacan

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

NOTARY PUBLIC
MA. CELESTE J. LEGASPI
Commission No.0260
Notary Public for Mandaluyong City
Until Dec. 31, 2007
SMC, 40 San Miguel Ave., Mandaluyong City
Roll No. 47611
PTR No. 1191234; 01/08/07; Mandaluyong
City
IBP No. 694890; 12/19/06; Kalookan City

Doc. No. 254;
Page No. 52;
Book No. VII;
Series of 2007.