



# SAN MIGUEL BREWERY INC.

A subsidiary of San Miguel Corporation

January 27, 2012

**The Philippine Stock Exchange Inc.**

Disclosure Department  
3<sup>rd</sup> Floor, Philippine Stock Exchange Center  
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 copy of the Certification on Compliance with the Manual on Corporate Governance which we filed with the SEC today.

Very truly yours,

  
**ROSABEL T. BALAN**  
Corporate Secretary

**COVER SHEET**

C S 2 0 0 7 1 1 8 2 8

S. E. C. Registration Number

S A N M I G U E L

B R E W E R Y

I N C .

(Company's Full Name)

N o . 4 0 S a n M i g u e l

A v e n u e , M a n d a l u y o n g

C i t y

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

**ATTY. ROSABEL T. BALAN**

Contact Person

632-3000

Company Telephone Number

**Certification on Compliance with Manual**

Month

Day

on Corporate Governance

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

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To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

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**STAMPS**  
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Remarks = pls. Use black ink for scanning purposes



# SAN MIGUEL BREWERY INC.

A subsidiary of San Miguel Corporation

## CERTIFICATION

I, **Rosabel T. Balan**, 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 incumbent Compliance Officer of **San Miguel Brewery Inc.** (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 2011, the Company substantially adopted all the provisions of the Manual on Corporate Governance as prescribed by SEC Memorandum Circular No. 2, Series of 2002 as amended 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 Certification this JAN 27 2012 day of January, 2012.

  
**ROSABEL T. BALAN**  
Compliance Officer


Countersigned by:

  
**ROBERTO N. HUANG**  
President

**SUBSCRIBED AND SWORN** to before me this JAN 27 2012 day of January 2012, the following having exhibited to me their respective passports as follows:

	<u>Passport No.</u>	<u>Date of Expiry/Place Issued</u>
Roberto N. Huang	XX0632204	February 27, 2013/Manila
Rosabel T. Balan	XX0720743	March 11, 2013/Manila

Doc No. 446 ;  
Page No. 91 ;  
Book No. II ;  
Series of 2012.

  
JESSICA L. ABRENICA  
Commission No. 0238-11  
Notary Public for Mandaluyong City  
Until Dec. 31, 2012  
SMBI, 40 San Miguel Ave., Mandaluyong City  
Roll No. 47590  
PTR No. 0980258; 01/03/11; Mandaluyong City  
Lifetime Member No. 09484; 01/05/11; Makati City