



SAN MIGUEL BREWERY INC.

A subsidiary of San Miguel Corporation

January 25, 2013

The Philippine Stock Exchange Inc.

Disclosure Department
3rd 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 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 632-3000
Contact Person 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

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 BREWERY INC.

A subsidiary of San Miguel Corporation

CERTIFICATION

I, **ROSABEL SOCORRO 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 2012, 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 25 2013.


ROSABEL SOCORRO T. BALAN
Compliance Officer

Countersigned by:

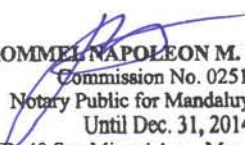

ROBERTO N. HUANG
President

REPUBLIC OF THE PHILIPPINES)
MANDALUYONG CITY)S.S.

SUBSCRIBED AND SWORN to before me this JAN 25 2013 day of January 2013, the following having exhibited to me their respective passports as follows:

	<u>Passport No.</u>	<u>Date of Issuance/Place Issued</u>
Roberto N. Huang	EB5630774	June 13, 2012/Manila
Rosabel Socorro T. Balan	EB6304881	September 10, 2012/Manila

Doc No. 67 ;
Page No. 15 ;
Book No. VI ;
Series of 2013.


ROMMEL NAPOLEON M. LUMIBAO
Commission No. 0251-13
Notary Public for Mandaluyong City
Until Dec. 31, 2014
SMB, 40 San Miguel Ave., Mandaluyong City
Roll No. 45954
PTR No. 1617589; 01/04/13; Mandaluyong
Lifetime Member No. 09448; 01/04/11; Quezon City