

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Mar 9, 2022
2. SEC Identification Number  
142312
3. BIR Tax Identification No.  
000-083-856-000
4. Exact name of issuer as specified in its charter  
GINEBRA SAN MIGUEL INC.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
3rd and 6th Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center,  
Mandaluyong City  
Postal Code  
1550
8. Issuer's telephone number, including area code  
(+632) 8841-5100
9. Former name or former address, if changed since last report  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON STOCK	286,327,841

11. Indicate the item numbers reported herein  
Item 4. Resignation, Removal or Election of Registrant's Directors or Officers & Item 9.  
Other Events

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



**Ginebra San Miguel, Inc.**  
**GSMI**

**PSE Disclosure Form 4-30 - Material Information/Transactions**  
*References: SRC Rule 17 (SEC Form 17-C) and Sections 4.1 and 4.4 of the Revised Disclosure Rules*

**Subject of the Disclosure**

Matters approved during the Regular Meeting of the Board of Directors held on March 9, 2022.

**Background/Description of the Disclosure**

The Board of Directors approved the following:

1. Election of Justice Martin S. Villarama, Jr. (Ret.) as Independent Director of the Company;
2. Audited separate and consolidated financial statements of the Company as at and for the year ended December 31, 2021 and submission thereof to the SEC, PSE & BIR;
3. Schedule, venue and agenda of the 2022 Regular Stockholders' Meeting and the grant of authority to the stockholders to participate and vote via remote communication or in absentia, as the circumstances may warrant, subject to compliance with applicable laws;
4. Declaration and payment of cash dividends for common shares;
5. Recommendation to re-appoint the External Auditor of the Company for the fiscal year 2022; and
6. Approval of the 2022 Material Related Party Transactions of the Company

**Other Relevant Information**

Please see attached SEC Form 17-C which was filed with the Securities and Exchange Commission today, March 9, 2022, through e-mail.

**Filed on behalf by:**

<b>Name</b>	Francis Joseph Cruz
<b>Designation</b>	General Counsel and Assistant Corporate Secretary



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE (SRC)  
AND SRC RULE 17(b)(3) THEREUNDER

1. **March 9, 2022**  
Date of Report (Date of earliest event reported)
2. SEC Identification No. **142312**
3. BIR Tax Identification No. **TIN 000-083-856-000**
4. **GINEBRA SAN MIGUEL INC.**  
Exact name of registrant as specified in its charter
5. **Philippines**  
(Province, country or other jurisdiction of  
Incorporation)
6. (SEC Use Only)  
Industry Classification Code
7. **3<sup>rd</sup> and 6<sup>th</sup> Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center,  
Mandaluyong City**  
(Address of principal office)
8. **(+632) 8841-5100**  
(Registrant's telephone number, including area code)
9. **N/A**  
(Former name or former address, if change since last report)  
The Registrant has not changed its address since its last report to this Honorable  
Commission.
10. Securities registered pursuant to Sections 8 and 12 of SRC

Title of each Class	Outstanding Capital Stock as of February 28, 2022
<b>COMMON STOCK</b>	<b>286,327,841</b>

11. Indicate the item numbers reported herein:

We disclose that in the meeting of the Board of Directors of Ginebra San Miguel Inc. (respectively, the "Board" and the "Company") held on March 9, 2022:

Item 4. Resignation, Removal or Election of Registrant's Directors or Officers

The Board, upon the recommendation of the Corporate Governance Committee, elected Justice Martin S. Villarama, Jr. (Ret.) as Independent Director of the Company to fill the vacancy in the Board left by the demise of Justice Minita V. Chico-Nazario (Ret.), who passed away on February 16, 2022. Justice Chico-Nazario's demise was disclosed by the Company to this Commission and The Philippine Stock Exchange, Inc. through SEC form 17-C on February 17, 2022.

Justice Villarama previously held the following positions: Associate Justice, Supreme Court (November 3, 2009 – January 16, 2016); Justice, Court of Appeals (March 11, 1998 – November 2, 2009); and Judge, Regional Trial Court-Pasig City (1986-1998). He currently serves as an Independent Director for the following Companies: SMC Tollways Corporation (2021-present); SMC SLEX Inc. (2021-present); and Eagle Cement Corporation (2017-present). He is also a Court Appointed Liquidator for Uniwid Group of Companies (2018-present). He obtained his degree in Bachelor of Science in Business Administration at the De La Salle University and his Bachelor of Laws degree at the Manuel L. Quezon University.

Justice Villarama will serve as the Chairman of the Audit and Risk Oversight Committee and will be a member of the Executive Compensation Committee and Corporate Governance Committee.

Justice Villarama owns 5,000 shares in the Company.

Item 9. Other Events

1. With the favorable endorsement of the Audit and Risk Oversight Committee, the Board approved the audited separate and consolidated financial statements of the Company as at and for the year ended December 31, 2021 and the submission thereof to the Securities and Exchange Commission, The Philippine Stock Exchange, Inc. and Bureau of Internal Revenue.

2. The Board approved the schedule, venue and agenda of the 2022 Regular Stockholders' Meeting, as follows:

a. Schedule

Date and time of the 2022 Regular Stockholders' Meeting: May 26, 2022 at 2:00 P.M.

Record date of stockholders entitled to vote at the said meeting: April 21, 2022

Closing of stock and transfer books: April 22 to 26, 2022

Deadline for the submission of proxies: May 12, 2022

Validation of proxies: May 19, 2022

b. Venue

Via remote communication and livestreamed at the Company's website, <http://www.ginebrasanmiguel.com>.

## c. Agenda

1. Call to Order/Certification of Notice and Quorum
2. Approval of the Minutes of the Regular Stockholders' Meeting held on May 27, 2021
3. Presentation of the 2021 Annual Report
4. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
5. Election of Directors
6. Appointment of External Auditor
7. Other Matters
8. Adjournment

The Board also approved the grant of authority to the stockholders to participate and vote in the Regular Stockholders Meeting through remote communication or in absentia, as circumstances may warrant, subject to the rules and regulations provided under SEC Memorandum Circular 6, Series of 2020, the Revised Corporation Code, and other applicable laws and regulations, in the light of the on-going public health concern relating to the COVID-19 pandemic.

3. The Board approved the declaration of cash dividends to holders of common shares as follows:

- a) First Quarter regular dividend in the amount of Php0.375 per common share; and
- b) Special dividend in the amount of Php 1.00 per common share.

The foregoing cash dividends shall be paid on April 8, 2022, to all holders of common shares of record as of March 25, 2022. The stock and transfer book of the Company will be closed from March 26 to 30, 2022.

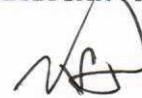
4. The Board also approved the recommendation of the Audit and Risk Oversight Committee to re-appoint R.G. Manabat & Co. as External Auditor of the Company for fiscal year 2022 during the Regular Stockholders' Meeting scheduled on May 26, 2022.

5. Lastly, the Board likewise approved the 2022 Material Related Party Transactions of the Company with San Miguel Yamamura Corporation and SMC Shipping and Lighterage Corporation.

Pursuant to the requirements of the Securities Regulation Code, the registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GINEBRA SAN MIGUEL INC.**

By:



**Virgilio S. Jacinto**  
Corporate Secretary  
and Compliance Officer

March 9, 2022.