

# COVER SHEET

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S. E. C. Registration Number

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(Company's Full Name)

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## ADVISEMENT REPORT ON MATERIAL RELATED PARTY TRANSACTIONS

Reporting PLC: Ginebra San Miguel Inc. (“GSMI”)

SEC Identification Number: 142312

Name of Related Party: SMC Shipping & Lighterage Corporation (“SMC-SLC”)

Execution Date of Transaction: May 2, 2022<sup>1</sup>

Relationship between the Parties including financial/non-financial interest: SMC-SLC and GSMI are owned directly and indirectly, respectively, by San Miguel Corporation

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets <sup>2</sup> of Reporting PLC	Amount/ Contract Price	Percentage of the Contract Price to the Total Assets of the Reporting PLC	Carrying Amount of Collateral, if any	Approving Authority <sup>3</sup>
Supply of Second-Hand Bottles	Contract was signed and executed on May 2, 2022 covering supply of second-hand bottles for 2022 until December 31, 2023.	To ensure regular supply of second-hand bottles which are essential to the packaging of GSMI products.	Php 18,397,010,507.00	Estimated Amount: Php 4,224,134,397.00 <u>*This amount is only based on forecast usage and estimated volume until December 31, 2023. This value may vary depending on the</u>	Estimated Percentage: 22.96% <u>*Percentage is only based on forecast usage and estimated volume until</u>	N/A	Unanimously approved by the Board of Directors (hereinafter, the “Board”) in its meeting held on March 9, 2022.

<sup>1</sup> Date of signing and execution of the contract which resulted to meeting the materiality threshold of 10%.

<sup>2</sup> Based on the 2021 total consolidated assets of Ginebra San Miguel Inc.

<sup>3</sup> The material related party transactions between GSMI and SMC-SLC were approved by the following directors who were all present during the meeting: Mr. Ramon S. Ang, Mr. Francisco S. Alejo III, Mr. Leo S. Alvez, Ms. Aurora T. Calderon, Mr. Gabriel S. Claudio, Mr. Mario K. Surio, Mr. Francis H. Jardeleza, and Ms. Aurora S. Lagman (independent).

	<p>Supply of second-hand bottles used for the manufacture and sale of GSMI products.</p> <p>No fixed number of second-hand bottles to be ordered per transaction, GSMI will order bottles from SMC-SLC on "as needed" basis.</p>			<p>actual orders, as orders are made on "as needed" basis.</p>	<p>December 31, 2023. This value may vary depending on the actual orders, as orders are made on "as needed" basis.</p>		
Warehouse Rental & Forklift Services - (Cebu)	<p>Contract Duration is from January 1, 2022 to December 31, 2023.</p> <p>Storage of GSMI's products, promotional materials, second-hand bottles and other materials.</p>	To ensure the availability of storage area for GSMI's products and materials	-same-	Php11,108,228.00	0.06%	N/A	Unanimously approved by the Board in its meeting held on March 9, 2022.
Agreement for the Transport of Alcohol (Barging Services)	<p>Contract Duration is from July 01, 2017 to June 30, 2022.</p> <p>Transport and handling of GSMI's raw material used in the</p>	To ensure that performance of the required services, needed for business operations.	-same-	Php849,978,160.00	4.62%	N/A	Unanimously approved by the Board in its

	manufacture of its products.						meeting held on March 9, 2022. <sup>4</sup>
Storage Agreement (Renewal of Damortis Tanks 1 & 2)	Contract Duration is from November 1, 2020 to October 31, 2022.  Storage of GSMI's alcohol, which is the raw material used in the manufacture of its products.	To ensure availability of storage area for GSMI's alcohol, needed to for business operations	-same-	Php13,071,429.00	0.07%	N/A	Unanimously approved by the Board in its meeting held on March 9, 2022. <sup>5</sup>
Forklift and Materials Handling Agreement (Cabuyao Plant)	Contract Duration is from September 1, 2020 to August 31, 2022.  Transport from one area to another and handling of GSMI's materials	To ensure the performance of the required services, needed for business operations	-same-	Php11,807,000.00	0.06%	N/A	Unanimously approved by the Board in its meeting held on March 9, 2022. <sup>6</sup>

<sup>4</sup> Initially approved by the Board in its meeting on November 15, 2019 and previously disclosed in the Advisement Report filed on 19 November 2019, September 1, 2020 and April 15, 2021.

<sup>5</sup> Initially approved by the Board in its meeting on August 5, 2020 and previously disclosed in the Advisement Report filed on April 15, 2021.

<sup>6</sup> Initially approved by the Board in its meeting on March 10, 2021 and previously disclosed in the Advisement Report filed on April 15, 2021.

	such as empties and full goods.						
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**SIGNATURES**

Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

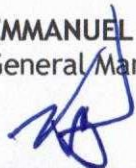
**GINEBRA SAN MIGUEL INC.**

**SMC SHIPPING & LIGHTERAGE CORPORATION**

By:

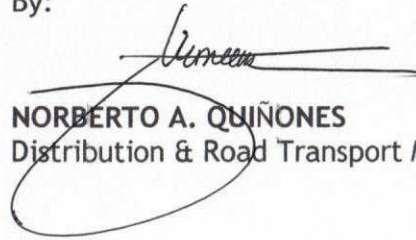


**EMMANUEL B. MACALALAG**  
General Manager



**VIRGILIO S. JACINTO**  
Corporate Secretary

By:



**NORBERTO A. QUIÑONES**  
Distribution & Road Transport Manager