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Ginebra San Miguel, Inc.
GSMI

PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

Form/Report Type	Advisement Report on Material Related Party Transactions
Report Period/Report Date	Jul 15, 2022

Description of the Disclosure

Please see attached Advisement Report on the Material Related Party Transactions of the Company with San Miguel Yamamura Packaging Corporation, as well as the corresponding Secretary's Certificates, which was filed with the Securities and Exchange Commission today, 15 July 2022, through e-mail.

Filed on behalf by:

Name	Francis Joseph Cruz
Designation	General Counsel and Assistant Corporate Secretary

COVER SHEET

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S. E. C. Registration Number

G	I	N	E	B	R	A														
S	A	N		M	I	G	U	E	L											
I	N	C	.																	

(Company's Full Name)

3 RD		A	N	D		6 TH		F	L	O	O	R	S								
S	A	N		M	I	G	U	E	L												
P	R	O	P	E	R	T	I	E	S		C	E	N	T	R	E					
S	T	.		F	R	A	N	C	I	S		S	T	R	E	E	T				
O	R	T	I	G	A	S		C	E	N	T	E									
M	A	N	D	A	L	U	Y	O	N	G		C	I	T	Y						

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

FRANCIS JOSEPH A. CRUZ

Contact Person

8841-5100

Company Telephone Number

1	2
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Month

3	1
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Day

Advisement Report on Material Related Party Transactions with Secretary's Certificates FORM TYPE

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Month

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Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

_____ LCU

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Document I. D.

_____ Cashier

STAMPS

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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: San Miguel Yamamura Packaging Corporation ("SMYPC") Execution Date of Transaction: July 15, 2022¹

Relationship between the Parties including financial/non-financial interest: Both parties are either owned directly or indirectly by San Miguel Corporation

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets ² 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 ³
Supply of Brand-New Bottles	Contract was signed and executed on July 15, 2022. Supply duration per the Contract is from July to December 2022. Supply of brand-new bottles used for the manufacture and	To ensure regular supply of brand-new bottles which are essential to the packaging of GSMI products.	Php 18,397,010,507.00	Php1,423,664,926 <u>*This amount is only based on forecast usage and estimated volume until December 31, 2022. This value may vary depending on the actual orders, as orders</u>	7.74%	N/A	Unanimously approved by the Board of Directors (hereinafter, the "Board") in its meeting held on March 9, 2022.

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

² Based on the 2021 total consolidated assets of Ginebra San Miguel Inc.

³ The material related party transactions between GSMI and SMYPC 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>sale of GSMI products.</p> <p>No fixed number of second-hand bottles to be ordered per transaction, GSMI will order bottles from SMYPC on “as needed” basis</p>			are made on “as needed” basis.			
Supply of Brand New Bottles	<p>Supply duration per the Contract is from January 2022 to June 2022.</p> <p>Supply of brand-new 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 SMYPC on “as needed” basis</p>	To ensure regular supply of brand-new bottles which are essential to the packaging of GSMI products.	-same-	Php683,951,249	3.72%	N/A	-same-
Pallet Rental Agreement	<p>Contract duration is from January 1, 2022 to December 31, 2022</p>	To ensure availability of plastic pallets which are essential for the production,	-same-	Php 31,050,00.00	0.17%	N/A	-same-

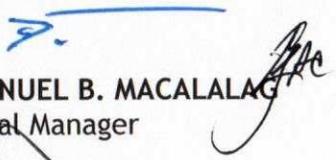
	Lease of plastic pallets for use in the production, storage, handling and transportation of GSMI products.	storage, handling and transportation of GSMI products.					
Supply of Pallets and Crates	Contract duration is from December 31, 2021 to December 31, 2022	To ensure availability of tool trades - plastic pallets and crates which are essential for the production, storage, handling and transportation of GSMI products.	-same-	Php43,541,100.00	0.24%	N/A	-same-

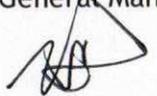
SIGNATURES

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.

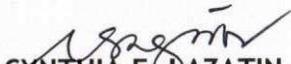
By:


EMMANUEL B. MACALALAG
General Manager


VIRGILIO S. JACINTO
Corporate Secretary and
Compliance Officer

SAN MIGUEL YAMAMURA PACKAGING CORPORATION

By:


CYNTHIA E. LAZATIN
Vice President and Division Finance Manager





SECRETARY'S CERTIFICATE

I, **Francis Joseph A. Cruz**, of legal age, single, Filipino, with office address at San Miguel Corporation, No. 40, San Miguel Avenue, Mandaluyong City, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the Assistant Corporate Secretary of **GINEBRA SAN MIGUEL INC.** (the "Corporation"), a corporation duly organized and registered in accordance with the laws of the Republic of the Philippines with principal office at 3rd and 6th Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center, Mandaluyong City;

2. As Assistant Corporate Secretary of the Corporation, I have under my supervision and control the Minutes Book wherein all the minutes of the meetings of the Board of Directors (the "Board") are recorded;

3. At the Organizational Meeting of the Board on **May 26, 2022**, the following resolutions were unanimously passed and approved:

"x x x

XXIII. AUTHORITY TO SIGN ALL REPORTORIAL REQUIREMENTS

"RESOLVED, that any one Group A, B, C, D, or F signatory be, as each one of them is hereby, authorized and empowered to sign all reportorial requirements of the Securities and Exchange Commission and The Philippine Stock Exchange, Inc. under the Securities Regulation Code and any amendments thereto including, but not limited to, SEC Form 12-1, 17-A, 17-Q, 17-C and 20-IS.

x x x

XXIV. DESIGNATION OF OFFICERS AND PERSONS WITH SIGNING AUTHORITIES

"RESOLVED, that for purposes of the implementation of the foregoing resolutions, the following officers and persons are hereby appointed as signatories under the Group appearing before their names:

<u>GROUP</u>	<u>NAME</u>
A	Virgilio S. Jacinto
	Emmanuel B. Macalalag

x x x

x x x"

4. I certify that **Atty. Virgilio S. Jacinto** and **Mr. Emmanuel B. Macalalag** are both Group A signatories, who are authorized and empowered to sign all reportorial requirements of the Securities and Exchange Commission, including the Advisement Report on Material Party Transactions of the Corporation.

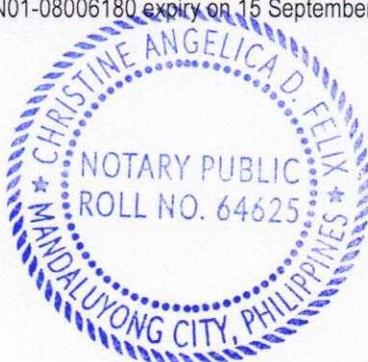
5. There is no provision in the Articles of Incorporation (the "Articles") or By-Laws of the Corporation limiting the power of the Board to pass the foregoing resolution, and that the same is in conformity with the provisions of said Articles and By-Laws.

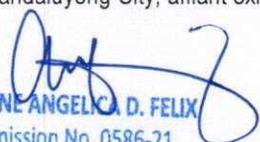
IN WITNESS WHEREOF, I have hereunto signed these presents this 15th day of July 2022 at Mandaluyong City.


Francis Joseph A. Cruz
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 15th day of July 2022 at Mandaluyong City, affiant exhibiting to me his Driver's License No. N01-08006180 expiry on 15 September 2024.

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CHRISTINE ANGELICA D. FELIX
Commission No. 0586-21
Notary Public for Mandaluyong City
Until December 31, 2022
GSMI, 6th Floor, San Miguel Properties Centre,
St. Francis Street, Mandaluyong City
Roll No. 64625
PTR No. 4877816; 01/20/2022; Mandaluyong City
IBP Lifetime Member No. 013708; 04/13/2015; RSM

SECRETARY'S CERTIFICATE

I, **DANTE MIGUEL V. CADIZ**, of legal age, Filipino, with office address at the 8th Floor, San Miguel Properties Centre, No. 7 St. Francis Street, Mandaluyong City, after having been duly sworn in accordance with law, do hereby depose, state and certify that:

1. I am the Corporate Secretary of **SAN MIGUEL YAMAMURA PACKAGING CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines.

2. As Corporate Secretary of the Corporation, I have in my custody the corporate records of the Corporation, including the minutes of meetings of the Board of Directors.

3. At the Organizational Meeting of the Board of Directors of the Corporation held at the Board Room, 8th Floor, San Miguel Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong on March 03, 2022, where a quorum was present for valid transaction of business, the Board passed and approved the update in depository banks and authorized signatories, as follows:

Authority to Sign all Reportorial Requirements

"**RESOLVED**, that any one Group A, B, C, D or F signatory be, as each of them is hereby, authorized and empowered to sign all reportorial requirements of the Securities and Exchange Commission and Philippine Stock Exchange under the new Full Disclosure Rules and any amendments thereto including, but not limited to, SEC Form 12-1, 17-A, 17-Q and 17-C,"

[...]

Designation of Officers and Persons with Signing Authority

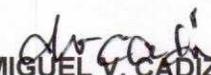
"**RESOLVED**, as it is hereby resolved, that the following officers and persons hereby appointed as signatories under the Group appearing before their names:

<u>GROUP</u>	<u>NAME</u>
[...]	
B	Cynthia E. Lazatin
[...]	

4. Ms. Cynthia E. Lazatin, as a Group B signatory of the Corporation, signing singly, is authorized and empowered to sign all reportorial requirements of the Securities and Exchange Commission.

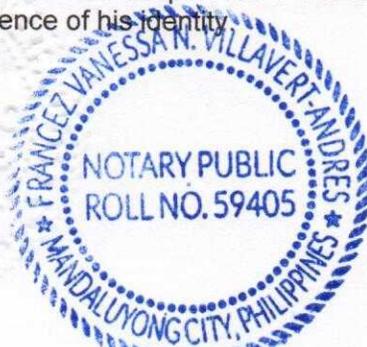
5. The foregoing is in accordance with the records of the Corporation.

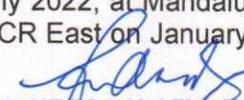
IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of July 2022 at Mandaluyong City.


DANTE MIGUEL V. CADIZ
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 12th day of July 2022, at Mandaluyong City, affiant exhibiting to me his Passport No. P4481357B issued at DFA NCR East on January 21, 2020, as competent evidence of his identity

Doc. No.: 247 ;
Page No.: 51 ;
Book No. F ;
Series of 2022.




FRANCEZ VANESSA N. VILLAVERT-ANDRES
Commission No. 0593-21
Notary Public for Mandaluyong City
Until December 31 2022

SMYPC 8th Floor, San Miguel Properties Centre
No. 7 St. Francis Street, Mandaluyong City
Roll No. 59405

PTR No. 4901492; 02/07/22; Mandaluyong City
IBP Member No. 177502; 02/08/2022; RSM
MCLE Compliance No. VI-0014761; April 14, 2022; Pasig City