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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	Apr 14, 2021

Description of the Disclosure

Please see attached Advisement Report on the Material Related Party Transactions of the Company with SMC Shipping and Lighterage Corporation, as well as the corresponding Secretary's Certificates, which was filed with the Securities and Exchange Commission today, 14 April 2021, through e-mail and SENS.

Filed on behalf by:

Name	Conchita Jamora
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)

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S	A	N		M	I	G	U	E	L									
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O	R	T	I	G	A	S		C	E	N	T	E	R	,				
M	A	N	D	A	L	U	Y	O	N	G		C	I	T	Y			

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

CONCHITA P. JAMORA

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 Certificate

FORM TYPE

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Month
Annual Meeting

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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

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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: SMC Shipping and Lighterage Corporation ("SMC-SL")

Execution Date of Transaction: As indicated below

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 ¹ 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
Agreement for the Transport of Alcohol (Barging Services)	Contract Duration is from July 01, 2017 to June 30, 2022. Transport and handling of GSMI's raw material used in the manufacture of its products.	To ensure that performance of the required services, needed for business operations.	Php16.1 Billion	Php849,978,160.00	5.29%	N/A	Unanimously approved by the Board of Directors (hereinafter, the "Board") during the Board meeting held on March 10, 2021. ²

¹ Based on the 2020 total consolidated assets of Ginebra San Miguel Inc. The exact amount is Php 16,054,046,000.00

² Initially approved by the Board in its meeting on November 15, 2019 and previously disclosed in the Advise ment Report filed on 19 November 2019 and September 1, 2020.

Warehouse Rental & Forklift Services - (Cebu)	Contract Duration is from December 16, 2020 to December 31, 2021 Storage of GSMI's products, promotional materials, second-hand bottles and other materials.	To ensure the availability of storage area for GSMI's products and materials.	-same-	Php9,727,719.00	0.06%	N/A	Unanimously approved by the Board during the Board meeting held on March 10, 2021.
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 for business operations.	-same-	Php13,071,429.00	0.08%	N/A	Unanimously approved by the Board during the Board meeting held on March 10, 2021.
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	To ensure the performance of the required services, needed for business operations.	-same-	Php11,807,000.00	0.07%	N/A	Unanimously approved by the Board during the Board meeting held on March 10, 2021.

	GSMI's materials such as empties and full goods.						
Freight Forwarding	November 1, 2019 to October 31, 2021 Door-to-door & Port-to-port	To ensure the performance of the required services, needed for business operations.	-same-	Php71,596,170.00	0.45%	N/A	Unanimously approved by the Board during the Board meeting held on March 10, 2021. ³
Supply of Second-Hand Bottles	Purchase Orders were issued from January 1, 2021 to March 31, 2021 Supply of packaging material used for the manufacture and sale of GSKI products.	To ensure regular supply of second-hand bottles which are essential to the packaging of GSKI products.	-same-	Php1,169,733,828.00 <u>*Of this amount, only Php461,105,201.00 worth of bottles have been delivered as of April 12, 2021</u>	7.29%	N/A	Unanimously approved by the Board during the Board meeting held on March 10, 2021.

³ Initially approved by the Board in its meeting on November 15, 2019 and previously disclosed in the Advisement Report filed on 19 November 2019 and September 1, 2020.

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:



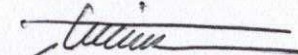
EMMANUEL B. MACALALAG
General Manager



VIRGILIO S. JACINTO
Corporate Secretary

SMC SHIPPING AND LIGHTERAGE CORPORATION

By:



NORBERTO A. QUIÑONES
Distribution & Road Transport Manager

SECRETARY'S CERTIFICATE

I, **Virgilio S. Jacinto**, of legal age, married, 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 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 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 **June 23, 2020**, as amended in the special meeting of the Board on **December 1, 2020** and further amended in the regular meeting of the Board on **March 10, 2021**, the resolution below was unanimously passed and approved:

"x x x

XXIV. 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

XXV. 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:

GROUP

NAME

A

Virgilio S. Jacinto

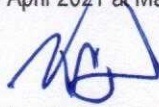
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Emmanuel B. Macalalag

x x x"

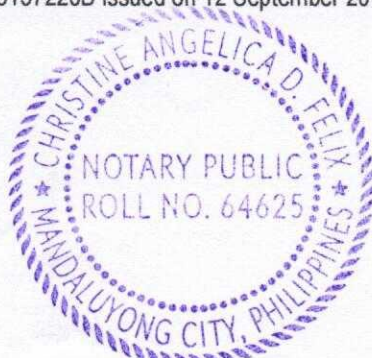
4. I certify that **Atty. Virgilio S. Jacinto** and **Mr. Emmanuel B. Macalalag** are both Group A signatories, who are authorized and empowered to sign all reportorial requirements of the Securities and Exchange Commission, including the Advisement Report on Material Party Transactions of the Corporation.
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 14 day of April 2021 at Mandaluyong City.


Virgilio S. Jacinto
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 14 day of April 2021 at Mandaluyong City, affiant exhibiting to me his Passport No. P3157226B issued on 12 September 2019 at DFA NCR East.

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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. 4583178; 01/05/2021; Mandaluyong City
BP Lifetime Member No. 013708 /1, 2015 RSM

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

SECRETARY'S CERTIFICATE

I, **MAJALLA S. BAUN**, of legal age, Filipino, with office address at San Miguel Corporation, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the Corporate Secretary of **SMC SHIPPING AND LIGHTERAGE CORPORATION** (the "Corporation"), a corporation duly organized and registered in accordance with the laws of the Republic of the Philippines.

2. As Corporate Secretary of said 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 on **29 May 2020**, the following resolutions were unanimously passed and approved by the Board of Directors of the Corporation:

"xxx

XXII. AUTHORITY TO SIGN ALL REPORTORIAL REQUIREMENTS

"RESOLVED, that any one Group A, B, C, D, 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 Philippine Stock Exchange under the Securities Regulation Code and any amendments thereto including, but not limited to, SEC Form 12-1, 17-A, 17-Q and 17-C, 20-IS.

xxx

XXIII. 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>
xxx	xxx
C	xxx Norberto A. Quiñones

RESOLVED, FINALLY, that these resolutions cancel and supersede, as they hereby cancel and supersede, all previous resolutions."

4. I further certify that the foregoing resolutions cover the authority of Mr. Norberto A. Quiñones, a Group C signatory of the Corporation, to sign the Advisement Report on Material Related Party Transactions to be filed with the Securities and Exchange Commission and Philippine Stock Exchange in relation to the Corporation's transactions with Ginebra San Miguel, Inc, and such other documents related to or necessary in relation such Advisement Report.

5. The foregoing resolutions have not been revoked, amended, or in any manner modified, and accordingly, the same may be relied upon until written notice to the contrary is issued by the Corporation.

6. The foregoing matters are in accordance with the records of the Corporation.

IN WITNESS WHEREOF, I have hereunto signed these presents this 12 April 2021 at Mandaluyong City.


MAJALLA S. BAUN
 Corporate Secretary

14 APR 2021

SUBSCRIBED AND SWORN TO before me this 14 April 2021, affiant exhibiting to me her Philippine Passport with No. P9229054A issued on 19 October 2018, at DFA NCR East.

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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. 4583178; 01/05/2021; Mandaluyong City
 BP Lifetime Member No. 013708; 04/13/2015; RSM