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

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

<b>Form/Report Type</b>	Advisement Report on Material Related Party Transactions
<b>Report Period/Report Date</b>	Sep 17, 2021

**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, 17 September 2021, through e-mail at [ictdsubmission@sec.gov.ph](mailto:ictdsubmission@sec.gov.ph) and [cgfd@sec.gov.ph](mailto:cgfd@sec.gov.ph).

**Filed on behalf by:**

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





**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: 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 <sup>1</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>2</sup>
Supply of Brand New Bottles	<p>Purchase Orders were issued from January 1, 2021 to September 16, 2021.</p> <p>Supply of packaging materials used for the manufacture and sale of GSMI products.</p> <p>Transactions are not governed by a single</p>	To ensure regular supply of brand new bottles which are essential to the packaging of GSMI products.	Php 16.1 Billion	<p>Php1,604,958,833.00</p> <p><u>*Of this amount, only Php132,089,262.00 worth of bottles have been delivered as of September 16, 2021.</u></p> <p>Purchase Orders are deemed executed and binding upon confirmation and</p>	10.00%	N/A	Unanimously approved by the Board of Directors (hereinafter, the “Board”) during its meeting held on March 10, 2021.

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

<sup>2</sup> All the directors of GSMI were present and voted for the approval of the material related party transactions between GSMI and SMYPC: 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, Ms. Minita V. Chico-Nazario (lead independent) and Ms. Aurora S. Lagman (independent).

	contract but through the issuance of purchase orders on "as needed" basis.			delivery of the bottles by SMYPC.			
Pallet Rental Agreement	<p>Contract duration is from October 1, 2020 to December 31, 2021</p> <p>Lease of plastic pallets for use in the production, storage, handling and transportation of GSMI products.</p>	To ensure availability of plastic pallets which are essential for the production, storage, handling and transportation of GSMI products.	Php 16.1 Billion	Php 31,050,000.00	0.19%	N/A	Same
Toll Manufacturing Agreement	<p>Contract duration is from October 1, 2020 to May 31, 2021</p> <p>Toll - manufacturing (i.e. processing and packaging) of GSMI products in accordance with the specifications provided by GSMI.</p> <p>*Expired on May 31, 2021.</p>	To ensure performance of the required services needed for business operations.	Php 16.1 Billion	Php 8,448,000.00	0.05%	N/A	Same

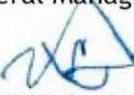
**SIGNATURES**

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.**

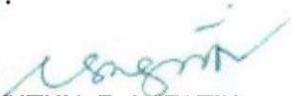
By:

  
**EMMANUEL B. MACALALAG**  
General Manager

  
**VIRGILIO S. JACINTO**  
Corporate Secretary and  
Compliance Officer

**SAN MIGUEL YAMAMURA PACKAGING CORPORATION**

By:

  
**CYNTHIA E. LAZATIN**  
Assistant Vice President and Division Finance Manager

*BVB*

**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 3<sup>rd</sup> and 6<sup>th</sup> 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 of Directors of the Corporation on **May 27, 2021**, the following resolutions were 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:

<u>GROUP</u>	<u>NAME</u>
A	Virgilio S. Jacinto

x x x

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.

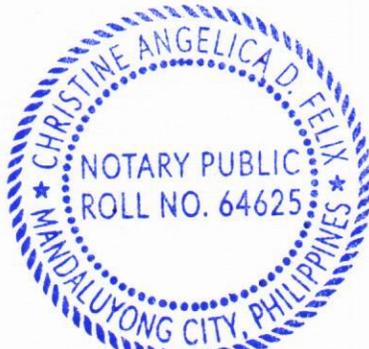
5. There is no provision in the Articles of Incorporation (the "Articles") or By-Laws of the Corporation limiting the power of the Board to pass the foregoing resolution, and that the same is in conformity with the provisions of said Articles and By-Laws.

**IN WITNESS WHEREOF**, I have hereunto signed these presents this 17<sup>th</sup> day of September 2021 at Mandaluyong City.

**Francis Joseph A. Cruz**  
Assistant Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this 17<sup>th</sup> day of September 2021 at Mandaluyong City, affiant exhibiting to me his Driver's License No. N01-08006180 expiry on 15 September 2024.

Doc. No. 98;  
Page No. 41;  
Book No. 1;  
Series of 2021.



**CHRISTINE ANGELICA D. FELIX**  
Commission No. 0586-21  
Notary Public for Mandaluyong City  
Until December 31, 2022  
35MI, 6th Floor, San Miguel Properties Centre,  
St. Francis Street, Mandaluyong City  
Roll No. 64625  
PTR No. 4583178; 01/05/2021; Mandaluyong City  
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 8<sup>th</sup> 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, 8<sup>th</sup> Floor, San Miguel Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong on March 04, 2021, where a quorum was present for valid transaction of business, the Board unanimously passed and approved the following resolutions:

**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 [...];

[...]

**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>
	[...]
C	Cynthia E. Lazatin
	[...]

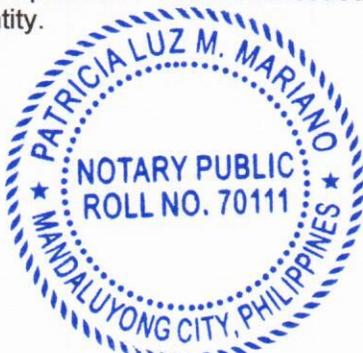
4. The foregoing is in accordance with the records of the Corporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 13<sup>th</sup> day of September 2021 at Mandaluyong City.

*Dante Miguel V. Cadiz*  
**DANTE MIGUEL V. CADIZ**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this 13<sup>th</sup> day of September 2021, at Mandaluyong City, affiant exhibiting to me his Passport No. P4481357B issued at DFA NCR East on January 20, 2020, as competent evidence of his identity.

Doc. No.: 170 :  
Page No.: 3 :  
Book No.: II :  
Series of 2021.



*Patricia Luz M. Mariano*  
**PATRICIA LUZ M. MARIANO**  
Commission No. 0508-20  
Notary Public for Mandaluyong City  
Until December 31, 2021  
SMYPC, 8<sup>th</sup> Floor, San Miguel Properties Centre,  
No. 7 St. Francis Street, Mandaluyong City  
Roll No. 70111  
PTR No. 4579428; 01/07/21; Mandaluyong City  
IBP Lifetime Member No. 016883; Makati Chapter