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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	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 and cgfd@sec.gov.ph.

Filed on behalf by:

Name	Francis Joseph Cruz
Designation	General Counsel and Assistant Corporate Secretary

COVER SHEET

1	4	2	3	1	2
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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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
Month	

3	1
Day	

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

Month	

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

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Domestic

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Foreign

Total Amount of Borrowings

To be accomplished by SEC Personnel concerned

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File Number

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Document I. D.

Cashier

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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: 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 ²
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.

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

² 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 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 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:

GROUP

NAME

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 17th day of September 2021 at Mandaluyong City.

Francis Joseph A. Cruz
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 17th 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
3SMI, 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; RSA'

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 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:

GROUP

NAME

[...]

C

Cynthia E. Lazatin

[...]

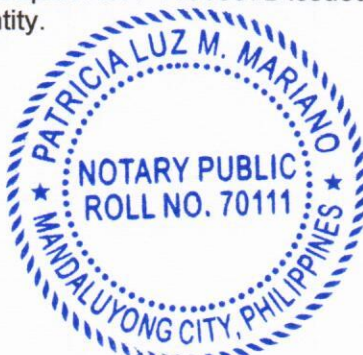
4. The foregoing is in accordance with the records of the Corporation.

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

DANTE MIGUEL V. CADIZ
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 13th 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
Commission No. 0508-20
Notary Public for Mandaluyong City
Until December 31, 2021
SMYPC, 8th 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