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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>	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:

<b>Name</b>	Francis Joseph Cruz
<b>Designation</b>	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 <sup>RD</sup>	A	N	D	6 <sup>TH</sup>	F	L	O	O	R	S	,								
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)

<b>FRANCIS JOSEPH A. CRUZ</b>
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Contact Person

<b>8841-5100</b>
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Company Telephone Number

1	2
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Month

3	1
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Day

<b>Advisement Report on Material Related Party Transactions with Secretary's Certificates</b>
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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

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Domestic

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Foreign

Total Amount of Borrowings

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To be accomplished by SEC Personnel concerned

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File Number

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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, 2022<sup>1</sup>

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>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 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  *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	7.74%	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 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-



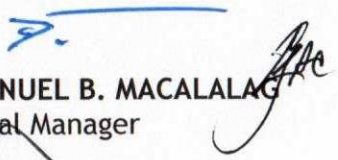
	Lease of plastic pallets for use in the production, storage, handling and transportation of GSMI products.	storage, handling and transportation of GSMI products.					
Supply of Pallets and Crates	Contract duration is from December 31, 2021 to December 31, 2022	To ensure availability of tool trades - 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-

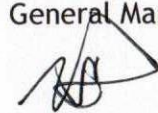
## SIGNATURES

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 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 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 15<sup>th</sup> day of July 2022 at Mandaluyong City.

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

SUBSCRIBED AND SWORN to before me this 15<sup>th</sup> 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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Series of 2022.



  
**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 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 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:

GROUP	NAME
[...]	
B	Cynthia E. Lazatin
[...]	

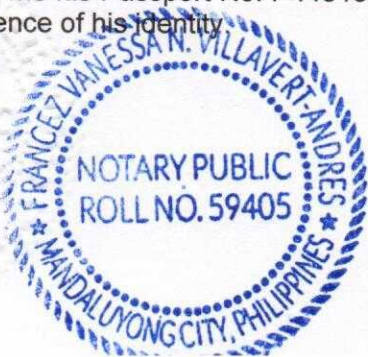
4. Ms. Cynthia E. Lazatin, as a Group B signatory of the Corporation, signing singly, is authorized and empowered to sign all reportorial requirements of the Securities and Exchange Commission.
5. The foregoing is in accordance with the records of the Corporation.

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

DANTE MIGUEL V. CADIZ  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 12<sup>th</sup> 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

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Book No. I ;  
Series of 2022.



FRANCEZ VANESSA N. VILLAVERTE-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