

**MINUTES OF THE  
REGULAR STOCKHOLDERS' MEETING  
OF GINEBRA SAN MIGUEL INC.  
May 27, 2021 | Thursday | 2:00 P.M.**

The Regular Stockholders' Meeting of the Company ("Meeting") was conducted via remote communication and livestreamed at the Company's website: <http://www.ginebrasanmiguel.com>. Stockholders of record at the close of business hours on April 19, 2021 were entitled to vote at this Meeting and validated ballots and proxies were considered for purposes of determining the quorum and voting results. These are in accordance with the Notice of the Meeting and the Information Statement of the Company that were distributed to the stockholders and posted in the Company's website and in the PSE Edge.

**Directors Present:**

Ramon S. Ang – Chairman of the Meeting  
Francisco S. Alejo III  
Aurora T. Calderon  
Leo S. Alvez  
Gabriel S. Claudio  
Mario K. Surio  
Francis H. Jardeleza  
Minita V. Chico-Nazario – Independent Director  
Aurora S. Lagman – Independent Director

**In attendance:**

Ferdinand K. Constantino, SMC Senior Vice President  
and Chief Finance Officer  
Virgilio S. Jacinto, GSMI Corporate Secretary  
and Compliance Officer  
Emmanuel B. Macalalag, GSMI General Manager  
Cynthia M. Baroy, GSMI Chief Finance Officer  
Conchita P. Jamora, GSMI General Counsel  
and Assistant Corporate Secretary  
Francis Joseph A. Cruz, GSMI Senior Associate Legal Counsel  
Christine Angelica D. Felix, GSMI Associate Legal Counsel  
Reyna-Beth D. De Guzman, Investor Relations Officer  
Noel A. Baladiang, Partner, R.G. Manabat & Co.

Management Committee Members:

Noel T. Callanta  
Teodorico T. Lasin  
Jaime P. Factor  
Allan P. Mercado  
Eileen C. Miranda  
Ronald Rudolf C. Molina  
Isadora A. Papica  
Saturnino G. Pajarillo, Jr.  
Jennifer T. Tan  
Ariel I. Victoria

**I. NATIONAL ANTHEM AND INVOCATION**

The Corporate Secretary, Atty. Virgilio S. Jacinto, requested everyone to rise for the singing of the National Anthem and to remain standing for the



Invocation led by Ms. Cynthia M. Baroy, Chief Finance Officer of the Company. Ms. Baroy delivered the invocation.

## **II. CALL TO ORDER/CERTIFICATION OF NOTICE AND QUORUM**

The President, Mr. Ramon S. Ang, acting as Chairman of the Meeting, presided and called the Meeting to order. Atty. Jacinto recorded the minutes of the proceedings.

Atty. Jacinto confirmed that notices were duly sent to the stockholders of record of the Company and that there was a quorum for the meeting.

He notified the assembly that there were present in the Meeting, in person or by proxy, which was validated with the assistance of the Company's stock transfer agent, SMC Stock Transfer Service Corporation, about 83.53% of the outstanding capital stock of the Company. Atty. Jacinto confirmed, for the record, proxies for 83.23% of the outstanding capital stock of the Company were issued in favor of and held by the Chairman, Ramon S. Ang, authorizing him to vote for the election of directors and the approval of all corporate acts that required the conformity of the stockholders as provided in the Agenda of the Meeting. Finally, he stated that voting shall be made in accordance with the procedure set forth in the Information Statement that has been made available in the Company's website and in the PSE Edge.

Atty. Jacinto acknowledged the attendance of the following directors, namely:

1. Francisco S. Alejo III
2. Aurora T. Calderon
3. Leo S. Alvez
4. Gabriel S. Claudio
5. Mario K. Surio
6. Francis H. Jardeleza
7. Minita V. Chico-Nazario – Independent Director
8. Aurora S. Lagman – Independent Director

He also acknowledged the attendance of the Company's officers led by its General Manager, Mr. Emmanuel B. Macalalag. The presence of the representative of R.G. Manabat & Co., the Company's external auditor for 2020, was also acknowledged.

Atty. Jacinto advised the stockholders that an open forum will follow the presentation of the Annual Report for 2020. He also informed the assembly that questions sent to the Company's dedicated email address for the Meeting will be entertained.

Finally, Atty. Jacinto presented the full Agenda of the Meeting and informed the stockholders that the rationale for each agenda item could be found in the Information Statement.

## **III. APPROVAL OF THE MINUTES OF THE REGULAR STOCKHOLDERS' MEETING HELD ON JUNE 23, 2020**

The Chairman presented the first item in the Agenda which was the approval of the Minutes of the Regular Stockholders' Meeting held on June 23, 2020. He informed the stockholders that a copy of the draft Minutes is attached to the Information Statement and posted in the Company's website.

On motion duly made and seconded and there being no objection, the following resolution was approved by the stockholders present and/or represented:



**Resolution No. 2021-05-27-01**

“RESOLVED, that the Minutes of the Regular Stockholders’ Meeting of Ginebra San Miguel Inc. held on June 23, 2020, be approved.”

**IV. PRESENTATION OF THE 2020 ANNUAL REPORT**

The Chairman proceeded to the next item in the Agenda. He requested the General Manager of the Company, Mr. Emmanuel B. Macalalag, to present the Annual Report for 2020.

Mr. Macalalag presented to the stockholders the Company’s Annual Report for 2020. A copy of his report is attached as Annex “A”.

During the open forum, the question below was raised and answered by the Chairman:

*From Mr. Victor Cusi of Quezon City  
In the past year's report, GSMI reported a PHP 2 billion+ net income after taxes. What does the company plan to do with this for the coming year/s?*

Mr. Ang replied that net income for last year was not Php 2 Billion but Php2.76 Billion. He said that such amount shall be earmarked and used for the payment of cash dividends to all shareholders and for the construction of three (3) new and additional plant facilities in the Ilocos Region, Quezon Province and Pagadian City, respectively. He also said that the Company will invest in logistics to ensure the products of the Company will have a greater reach.

As there were no other questions, a stockholder moved to close the open forum, and to approve and ratify the Annual Report for 2020, as presented.

On motion duly made and seconded, and there being no objection, the following resolution was approved by the stockholders present and/or represented:

**Resolution No. 2021-05-27-02**

“RESOLVED, that the open forum of stockholders be closed and that the Annual Report for 2020, as presented, be approved.”

**V. RATIFICATION OF ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND THE CORPORATE OFFICERS**

The Chairman proceeded to the next item in the Agenda, which was the ratification of all acts and proceedings of the Board of Directors and Corporate Officers since the Regular Stockholders’ Meeting held on June 23, 2020 until the date of this Meeting. He informed the assembly that the list of the acts and proceedings for ratification was shown on the screen for reference.

A copy of the list of the acts and proceedings is attached as Annex “B”.

On motion duly made and seconded, and there being no objection, the following resolution was approved by the stockholders present and/or represented:



**Resolution No. 2021-05-27-03**

“RESOLVED, that all acts, resolutions, and proceedings of the Board of Directors and Corporate Officers of the Company since the Regular Stockholders’ Meeting held on June 23, 2020 until the date of this meeting, as reflected in the minutes of the meetings of the Board of Directors, as well as financial statements and records of the Company be approved, confirmed and ratified.”

**VI. ELECTION OF DIRECTORS**

The Chairman requested Atty. Jacinto to read the names of the nominees for election to the Board of Directors of the Company for 2021.

Atty. Jacinto informed the assembly that the qualifications of the nominees were evaluated and favorably recommended to the Board by the Corporate Governance Committee during its meeting held on March 10, 2021. He added that the names of the nominees were included in the Information Statement and presented on the screen. The nominees are as follows, namely:

1. Mr. Ramon S. Ang
2. Mr. Francisco S. Alejo III
3. Ms. Aurora T. Calderon
4. Mr. Leo S. Alvez
5. Mr. Gabriel S. Claudio
6. Mr. Mario K. Surio
7. Mr. Francis H. Jardeleza
8. Ms. Minita V. Chico-Nazario – Independent Director
9. Ms. Aurora S. Lagman – Independent Director

The Chairman also informed the stockholders that in compliance with the mandatory requirement of the Securities and Exchange Commission in electing Independent Directors, the nominees for election as Independent Directors, who are Minita V. Chico-Nazario and Aurora S. Lagman, were disclosed in the Information Statement of the Company.

As for Minita V. Chico-Nazario, who has served as Independent Director for nine (9) years, Atty. Jacinto informed the stockholders that in the meeting held on March 10, 2021, the Board of Directors approved and endorsed for the vote of the stockholders of the Company the re-election of Minita V. Chico-Nazario as an Independent Director. Atty. Jacinto stated that Minita V. Chico-Nazario has brought high standards of corporate governance to the Company and that the Board of Directors expressed full confidence that Minita V. Chico-Nazario will continue acting as an Independent Director with the same zeal, diligence and vigor as when first elected

A stockholder moved that balloting be dispensed with and that all the nominees be considered unanimously elected as Directors of the Company. The motion having been duly made and seconded, and there being no objection, the following resolution was approved by the stockholders present and/or presented:

**Resolution No. 2021-05-27-04**

“RESOLVED, that balloting be dispensed with and the nominees presented earlier be considered unanimously elected as Directors of the Company;

RESOLVED, FURTHER, that Minita V. Chico-Nazario be re-elected as Independent Director of the Company.”



The Chairman, on behalf of Management, welcomed the newly-elected Directors of the Company. He also thanked the stockholders for their trust and confidence.

**VII. APPOINTMENT OF EXTERNAL AUDITOR**

The Chairman proceeded to the next item in the agenda, which was the appointment of External Auditor and requested Director Minita V. Chico-Nazario, Independent Director and Chairman of the Audit and Risk Oversight Committee, to present the recommendation of the said Committee on the matter.

Director Chico-Nazario informed the stockholders that after deliberation and evaluation of the Audit and Risk Committee during its meeting on March 10, 2021, the Committee favorably recommends the reappointment of the auditing firm of R.G Manabat & Co. as the External Auditor of the Company for the fiscal year 2021.

On motion duly made and seconded, and there being no objection, the following resolution was approved by the stockholders present and/or represented:

**Resolution No. 2021-05-27-05**

“RESOLVED, that the auditing firm of R.G. Manabat & Co. be designated as External Auditor of the Company for the fiscal year 2021.”

**VIII. ADJOURNMENT**

The Chairman asked if there were any other matters or business that the stockholders intend to present to the assembly.

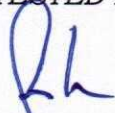
On motion duly made and seconded and there being no objection, the following resolution was approved by the stockholders present and/or represented:

**Resolution No. 2021-05-27-06**

“RESOLVED, that the 2021 Regular Stockholders’ Meeting of the Company be adjourned.”

A copy of the voting results is attached as Annex “C”.

ATTESTED BY:



**RAMON S. ANG**  
President and  
Chairman of the Meeting



**VIRGILIO S. JACINTO**  
Corporate Secretary



## **2020 ANNUAL REPORT TO THE STOCKHOLDERS**

Fellow stockholders, ladies and gentlemen, good afternoon.

Like many companies, Ginebra San Miguel Inc. felt the wide-ranging effects of the global COVID-19 pandemic. We contended with restrictions on mobility and the transport of goods; bans on liquor products, which were enforced alongside stricter quarantine measures; and disruptions and limitations to our selling activities. On several occasions, we've had to stop production at our facilities altogether.

And yet, our agility and ability to adjust to these conditions enabled us to record a banner year for our business--and at the same time provide meaningful help to our parent company's pandemic response efforts.

Recognizing early on that continuous and quick adaptation was key to outpacing rapid changes in our business environment, we constantly revised our plans, maintained close coordination with our trade partners, and worked to quickly return to trade whenever cities and provinces eased their quarantine restrictions.

As a result, we registered our highest volumes in the last decade, at 38.6 million cases.

However, returning to trade quickly was just one part of the strategy. Sustaining the strength of our brands and maintaining their relevance to consumers, as well as broadening our distribution coverage, became even more vital to driving growth.

In light of the crisis, we recast our flagship Ginebra San Miguel brand's "One Ginebra Nation" campaign, giving emphasis to unity, resilience, and hope. We also strived to do more than inspire Filipinos through messaging. With disinfectant alcohol becoming an indispensable tool in helping stop the spread of the COVID-19 virus, we reconfigured our operations to produce 70% ethyl alcohol, which we distributed to hospitals and critical facilities nationwide.

By the end of the year, our alcohol donation totaled 1.3 million liters and reached 3,700 recipient facilities and organizations nationwide. Through this effort, we were able to support our parent San Miguel Corporation's unprecedented response to the pandemic, and show our solidarity with our countrymen in this time of great difficulty.

As for our main brand in the VisMin region-- VINO Kulafu's thematic campaign "Lakas sa Magandang Bukas" further intensified brand affinity among its core drinkers. This, in turn, raised brand awareness and helped the brand post a 5% increase in volume from the previous year.

GSM Blue meanwhile continued to be a steady source of growth, with volumes rising 12% from the prior year. To keep the brand relevant, an updated ad campaign was released to show how our products can be enjoyed with friends even while in quarantine.

Along with our efforts to sustain brand relevance, we also pushed relentlessly to expand our distribution reach. Additional routes, trade partners, and warehouses broadened our selling network, enabling us to bring our products closer to more consumers.

All these initiatives allowed us to register a record performance in 2020. Our total revenues of Php 36.2 billion was 25% higher than the previous year.



Operating income of Php 3.8 billion, was 32% better. Consequently, our net income rose 65% to Php 2.76 billion--our highest profit level to date.

This year, even as the pandemic remains a major concern for our country, we will strive to do our very best to sustain our momentum, and support the San Miguel Group's overall goal of helping boost our economy.

Thus far, with our programs being more attuned to current conditions, our first quarter results show that we are off to a strong start. Sales volumes are up 29% to 11.5 million cases. Revenues for the first three months amounting to Php 11.3 billion, and operating income at Php 1.3 billion, are 52% and 88% higher, respectively. Our net income of Php 1.0 billion is more than double of what we reported in the same period last year.

On behalf of the members of the Board, we extend our gratitude to our employees for their steadfast dedication and "malasakit" to our company, partners, and customers. And we thank you, our stockholders for your continued trust and unwavering support.

Maraming salamat po at isang magandang hapon po sa inyong lahat.

**Acts and Proceedings of the Board of Directors and Corporate Officers for Ratification by the Stockholders:**

1. Election of officers, chairpersons and members of the Board Committees and Lead Independent Director;
2. Designation of depository banks, approval of authorized signatories and limits for corporate transactions of the Company;
3. Approval of the material related party transactions of the Company;
4. Election of Justice Francis H. Jardeleza (Ret.) as Director;
5. Redemption of preferred shares held by San Miguel Corporation;
6. Approval of the authority of the Corporate Secretary and/or his authorized representative to comply with SEC Memorandum Circular No. 28, Series Of 2020;
7. Approval of the Amendments to the General Board Resolution;
8. Declaration of dividends which includes the quarterly dividends, dividends to the preferred shares on December 1, 2020 and special dividends to the common shares on May 5, 2021;
9. Approval of the 2020 SEC Form 17-Q (Quarterly Reports);
10. Approval of the 2021 Budget;
11. Approval of the 2020 SEC Form 17-A (Audited separate and consolidated financial statements of the Company);
12. Approval of the representatives of the Company for the Securities and Exchange Commission – Online Submission Tool;
13. Approval of the recommendation of the Audit and Risk Oversight Committee to appoint R. G. Manabat & Co. as External Auditor of the Company for fiscal Year 2021;
14. Approval of the Recommendation of the Corporate Governance Committee to re-elect the incumbent Directors of the Company during the Regular Stockholders' Meeting to be held on May 27, 2021;
15. Approval of the grant of authority to the Compliance Officer to accomplish and submit the Company's 2020 SEC Form I-ACGR;
16. Approval of the Schedule and Agenda of the 2021 Regular Stockholders' Meeting; and
17. Approval of SEC Form 17-Q for the 1<sup>st</sup> Quarter of 2021



## Annex "C"

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Ginebra San Miguel Inc.  
PROXY VOTING MODULE  
Stockholders' Meeting Vote Canvassing Results

PAGE

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| NOM. NO.   | NOMINEE                 | VOTES         |
|--|-------------------------|---------------|
| 1  | RAMON S. ANG            | 238,716,156   |
| 2  | FRANCISCO S. ALEJO III  | 238,361,915   |
| 3  | LEO S. ALVEZ            | 238,366,032   |
| 4  | AURORA T. CALDERON      | 238,361,915   |
| 5  | GABRIEL S. CLAUDIO      | 238,361,915   |
| 6  | MARIO K. SURIO          | 238,366,032   |
| 7  | FRANCIS H. JARDELEZA    | 238,384,727   |
| 8  | MINITA V. CHICO-NAZARIO | 239,037,636   |
| 9  | AURORA S. LAGMAN        | 239,037,636   |
| Total votes registered                             |                         | 2,151,861,102 |
| Total votes counted for election of board nominees |                         | 2,146,993,964 |
| Total uncast votes for election of board nominees  |                         | 4,867,138     |

| RES. NO. | RESOLUTION  | SHARES VOTED  | % TO TOTAL O.S. |
|----------|---|---------------|-----------------|
| 2        | Approval of the Minutes of the Regular Stockholders' Meeting held on June 23, 2020    | 239,095,678   | 83.504%         |
|          | For   | 239,095,678 - | 83.504%         |
|          | Against   | 0 -           | 0.000%          |
|          | Abstain   | 0 -           | 0.000%          |
| 3        | Presentation of the Annual Report of the Company for the year ended December 31, 2020 | 239,095,678   | 83.504%         |
|          | For   | 239,095,678 - | 83.504%         |
|          | Against   | 0 -           | 0.000%          |
|          | Abstain   | 0 -           | 0.000%          |
| 4        | Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers | 239,095,678   | 83.504%         |
|          | For   | 239,060,448 - | 83.492%         |
|          | Against   | 0 -           | 0.000%          |
|          | Abstain   | 35,230 -      | 0.012%          |
| 5        | Appointment of R.G. Manabat & Co. as External Auditor of the Company for 2021         | 239,095,678   | 83.504%         |
|          | For   | 239,095,678 - | 83.504%         |
|          | Against   | 0 -           | 0.000%          |
|          | Abstain   | 0 -           | 0.000%          |



| SUMMARY REPORT  |             | % TO       |
|---|-------------|------------|
|   |             | TOTAL O.S. |
| OUTSTANDING COMMON SHARES                                   | 286,327,841 |            |
| OUTSTANDING PREFERRED SHARES                                | 0           |            |
| TOTAL OUTSTANDING SHARES AS OF RECORD DATE                  | 286,327,841 |            |
| TOTAL SHARES IN ATTENDANCE :                                |             |            |
| Attending proxy assignees                                   | 238,316,329 |            |
| Attending stockholders                                      | 842,319     |            |
|   | 239,158,648 | 83.526%    |
| LESS :  |             |            |
| Invalidated / knocked-off / Uncast shares - Proxy Assignees | 0           |            |
| Knock-off by attending stockholder                          | 0           |            |
| Invalidated shares - Stockholders                           | 0           |            |
| Uncast shares of stockholders                               | 62,970      |            |
| TOTAL SHARES/VOTES COUNTED                                  | 239,095,678 | 83.504%    |
| NOTE:   |             |            |
| Total no. of stockholders in attendance                     |             | 15         |
| Total no. of stockholder with ballots                       |             | 4          |

\*\*\* END OF REPORT \*\*\*