

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Jun 23, 2020
2. SEC Identification Number  
142312
3. BIR Tax Identification No.  
000-083-856-000
4. Exact name of issuer as specified in its charter  
GINEBRA SAN MIGUEL INC.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
3rd and 6th Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center,  
Mandaluyong City  
Postal Code  
1550
8. Issuer's telephone number, including area code  
(632) 8841-5100
9. Former name or former address, if changed since last report  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON STOCK	286,327,841
PREFERRED STOCK	32,786,885

11. Indicate the item numbers reported herein  
Item 9. Other Events

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



## Ginebra San Miguel, Inc. GSMI

### PSE Disclosure Form 4-25 - Results of Organizational Meeting *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

#### Subject of the Disclosure

Results of the Organizational Meeting of the Board of Directors of Ginebra San Miguel Inc. held on June 23, 2020

#### Background/Description of the Disclosure

Disclosure on matters approved during the Organizational Meeting of the Board of Directors

#### List of elected officers for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	Position/Designation	Shareholdings in the Listed Company		Nature of Indirect Ownership
		Direct	Indirect	
Ramon S. Ang	President	5,000	0	N/A
Emmanuel B. Macalalag	General Manager	46,500	0	N/A
Virgilio S. Jacinto	Corporate Secretary and Compliance Officer	0	0	N/A
Cynthia M. Baroy	Treasurer / Chief Finance Officer	30,000	0	N/A
Conchita P. Jamora	Assistant Corporate Secretary	15,000	0	N/A
Isadora A. Papica	Internal Audit Group Head/Chief Audit Executive	15,000	0	N/A

#### List of Committees and Membership

Name of Committees	Members	Position/Designation in Committee
Executive Committee	Ramon S. Ang	Member
Executive Committee	Francisco S. Alejo III	Member
Executive Committee	Aurora T. Calderon	Member
Executive Committee	Ferdinand K. Constantino	Non-Director Member
Audit and Risk Oversight Committee	Minita V. Chico-Nazario	Chairman
Audit and Risk Oversight Committee	Francisco S. Alejo III	Member
Audit and Risk Oversight Committee	Leo S. Alvez	Member

Audit and Risk Oversight Committee	Aurora S. Lagman	Member	
Audit and Risk Oversight Committee	Ferdinand K. Constantino	Advisor	
Executive Compensation Committee	Ramon S. Ang	Chairman	
Executive Compensation Committee	Aurora T. Calderon	Member	
Executive Compensation Committee	Leo S. Alvez	Member	
Executive Compensation Committee	Minita V. Chico-Nazario	Member	
Executive Compensation Committee	Ferdinand K. Constantino	Non-Director Member	
Corporate Governance Committee	Aurora S. Lagman	Chairman	
Corporate Governance Committee	Aurora T. Calderon	Member	
Corporate Governance Committee	Leo S. Alvez	Member	
Corporate Governance Committee	Gabriel S. Claudio	Member	
Corporate Governance Committee	Mario K. Surio	Member	
Corporate Governance Committee	Minita V. Chico-Nazario	Member	
Corporate Governance Committee	Joseph Francis M. Cruz	Ex Officio Member	

#### List of other material resolutions, transactions and corporate actions approved by the Board of Directors

Election of Justice Minita V. Chico-Nazario (Ret.) as Lead Independent Director of the Company and Approval of the Designation of Depository Banks, Approval of Authorized Signatories and Limits for Corporate Transactions of the Company.

#### Other Relevant Information

Please see attached SEC Form 17-C. The filing by uploading of the aforementioned Report with the PSE EDGE shall be considered as having been filed with the Securities and Exchange Commission ("SEC"), in accordance with the Notice of the Markets and Securities Regulation Department of the SEC issued on March 17, 2020.

#### Filed on behalf by:

<b>Name</b>	Conchita Jamora
<b>Designation</b>	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)

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  
P R O P E R T I E S C E N T R E ,  
S T . F R A N C I S S T R E E T ,  
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 3 1  
Month Day  
SEC Form 17-C  
FORM TYPE  
Month Day  
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.  
Amended Articles Number/Section  
Total Amount of Borrowings  
Total No. of Stockholders  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number  
Document I. D.  
LCU  
Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE (SRC)  
AND SRC RULE 17(b)(3) THEREUNDER

1. **June 23, 2020**  
Date of Report (Date of earliest event reported)
2. SEC Identification No. **142312**
3. BIR Tax Identification No. **TIN 000-083-856-000**
4. **GINEBRA SAN MIGUEL INC.**  
Exact name of registrant as specified in its charter
5. **Philippines**  
(Province, country or other jurisdiction of  
Incorporation)
6. (SEC Use Only)  
Industry Classification Code
7. **3<sup>rd</sup> and 6<sup>th</sup> Floors, San Miguel Properties Centre, St. Francis Street,  
Ortigas Center, Mandaluyong City, Philippines**  
(Address of principal office)
8. **(+632) 8841-5100**  
(Registrant's telephone number, including area code)
9. **N/A**  
(Former name or former address, if change since last report)  
The Registrant has not changed its address since its last report to this Honorable  
Commission.
10. Securities registered pursuant to Sections 8 and 12 of SRC

Title of each Class	Outstanding Capital Stock as of May 31, 2020
COMMON STOCK	286,327,841
PREFERRED STOCK	32,786,885



11. Indicate the item numbers reported herein:

We disclose that today, June 23, 2020, the following meetings of Ginebra San Miguel Inc. (the "Company") were held: Regular Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors ("Board").

### **Regular Annual Stockholders' Meeting**

#### Item 4. Resignation, Removal or Election of Registrant's Directors or Officers

1. The following directors were elected:

Ramon S. Ang  
 Francisco S. Alejo III  
 Aurora T. Calderon  
 Leo S. Alvez  
 Gabriel S. Claudio  
 Mario K. Surio  
 Minita V. Chico-Nazario - Independent Director  
 Aurora S. Lagman - Independent Director

The foregoing directors currently have 5,000 shares each in the Company.

#### Item 9. Other Events.

2. The Minutes of the Regular Stockholders' Meeting held on May 30, 2019 was approved.
3. All acts, resolutions and proceedings of the Board and corporate officers of the Company since the Regular Stockholders' Meeting held on May 30, 2019 until June 23, 2020, the date of this year's meeting, as reflected in the minutes of the meetings of the Board, as well as financial statements and records of the Company were approved, confirmed and ratified.
4. Upon favorable recommendation of the Audit and Risk Oversight Committee, the auditing firm of R. G. Manabat & Co. was appointed as External Auditor of the Company for the fiscal year 2020.

## Organizational Meeting of the Board of Directors

### Item 4. Resignation, Removal or Election of Registrant's Directors or Officers

1. At the Organizational Meeting of the Board, the following Officers and Lead Independent Director were elected.

Ramon S. Ang	: President
Emmanuel B. Macalalag	: General Manager
Virgilio S. Jacinto	: Corporate Secretary and Compliance Officer
Cynthia M. Baroy	: Treasurer/Chief Finance Officer
Conchita P. Jamora	: Assistant Corporate Secretary
Isadora A. Papica	: Internal Audit Group Head/Chief Audit Executive

Director Chico-Nazario was also elected as Lead Independent Director of the Company, in compliance with the Code of Corporate Governance for Publicly-Listed Companies and the Company's Manual on Corporate Governance.

Of the aforementioned officers, Mr. Macalalag has 46,500 shares, Ms. Baroy has 30,000 shares, and Atty. Jamora and Ms. Papica have 15,000 shares each in the Company. On the other hand, Atty. Jacinto do not own shares in the Company.

In the same meeting, the following were elected as Chairpersons and members of the following Board Committees:

#### **Executive Committee**

1. Ramon S. Ang
2. Francisco S. Alejo III
3. Aurora T. Calderon
4. Ferdinand K. Constantino – Non-Director Member

#### **Audit and Risk Oversight Committee**

1. Minita V. Chico-Nazario – Chairman
2. Francisco S. Alejo III
3. Leo S. Alvez
4. Aurora S. Lagman

Ferdinand K. Constantino – Advisor

#### **Executive Compensation Committee**

1. Ramon S. Ang – Chairman
2. Aurora T. Calderon
3. Leo S. Alvez
4. Minita V. Chico-Nazario
5. Ferdinand K. Constantino – Non-Director Member

**Corporate Governance Committee**

1. Aurora S. Lagman – Chairman
2. Aurora T. Calderon
3. Leo S. Alvez
4. Gabriel S. Claudio
5. Mario K. Surio
6. Minita V. Chico-Nazario
7. Joseph Francis M. Cruz – Ex Officio Member

**Item 9. Other Events.**

2. The Board also approved the designation of depository banks, approval of authorized signatories and limits for corporate transactions of the Company.

Pursuant to the requirements of the Securities Regulation Code, the registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GINEBRA SAN MIGUEL INC.**

By:



**Virgilio S. Jacinto**  
Corporate Secretary and  
Compliance Officer

June 23, 2020.