

GINEBRA SAN MIGUEL INC.
NOTICE OF THE REGULAR STOCKHOLDERS' MEETING
May 27, 2021

NOTICE is hereby given that the Regular Stockholders' Meeting ("RSM") of Ginebra San Miguel Inc. (the "Company") will be held on **Thursday, May 27, 2021, at 2:00 P.M.**, via remote communication and livestreamed at the Company's website: <http://www.ginebrasanmiguel.com>. Only stockholders of record at the close of business hours on April 19, 2021 are entitled to vote at this meeting.

The Agenda of the Meeting is as follows:

1. Certification of Notice and Quorum
2. Approval of the Minutes of the Regular Stockholders' Meeting held on June 23, 2020
3. Presentation of the 2020 Annual Report
4. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
5. Election of Directors
6. Appointment of External Auditor
7. Other Matters
8. Adjournment

An explanation for each agenda item is shown in Appendix 1.

The current COVID-19 global pandemic has brought about health and safety concerns, prompting the Company not to hold a physical meeting. As such, attendance to the meeting will be via remote communication and questions will be sent only through a dedicated email address. Stockholders should access the Company's website to access the link to view the livestream of the meeting which will be available on the day of the meeting. The procedure and further details for attending the meeting through remote communication are set forth in Appendix 2.

Votes will be cast only through ballots or proxies. Ballots and proxies may be submitted to the Corporate Secretary through email at gsmirsm@ginebra.sanmiguel.com.ph, which shall be acknowledged and validated with the assistance of the Company's stock transfer agent, SMC Stock Transfer Service Corporation. Validated ballots and proxies will be considered for purposes of determining quorum and voting results. For your convenience, a sample of a ballot/proxy is attached as Appendix 3. For an individual, his ballot or proxy must be accompanied by a valid government-issued identification card with a photo. For a corporation, its proxy must be accompanied by a Secretary's Certificate stating the representative's authority to represent the corporation in the meeting. In the event that the community quarantine or any of its forms which restricts the movement of persons remains, and makes it difficult to obtain notarization of the said certificate at the time of submission, the same may be submitted unnotarized. Proxies need not be notarized. Kindly submit hard copies of the ballots and proxies and notarized Secretary's Certificates within a reasonable time upon resumption of normal business operations. Stockholders who provide their personal information shall be deemed to agree to the collection and processing of their personal information in accordance with the Company's privacy statement for its Regular Stockholders' Meeting posted on its website.

The deadline for the submission of ballots and proxies is on May 10, 2021. Validation of ballots and proxies will be on May 14, 2021 at 10:00 a.m. at the SMC Stock Transfer Service Corporation Office, 2nd Floor, SMC Head Office Complex, No. 40 San Miguel Ave., Mandaluyong City, Philippines.



Virgilio S. Jacinto
Corporate Secretary

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

Approval of the Minutes of the Regular Stockholders' Meeting held on June 23, 2020

A copy of the draft Minutes of the 2020 Regular Stockholders' Meeting ("Minutes") of Ginebra San Miguel Inc. (the "Company") was uploaded in the Company's website, <http://www.ginebrasanmiguel.com>, within five (5) days from the said meeting and may be accessed therein. A copy of the Minutes is also attached to this Information Statement.

Presentation of the 2020 Annual Report

A report on the performance of the Company in 2020 (the "Annual Report") will be presented to the stockholders including the financial results and position of the Company. After the presentation of the Annual Report, the Company shall entertain questions and comments from the stockholders. Questions and comments must be submitted either in advance or during the meeting by email to gsmirsm@ginebra.sanmiguel.com.ph. Questions which were not answered during the meeting shall be forwarded to the Office of the Corporate Secretary for appropriate responses.

Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers

Ratification by the stockholders will be obtained for all acts, resolutions and proceedings of the Board of Directors (the "Board") and corporate officers of the Company since the Regular Stockholders' Meeting held on June 23, 2020 until May 27, 2021 as reflected in the minutes of the meetings of the Board, financial statements, records, reports and disclosures of the Company.

Election of Directors

The profiles of all the nine (9) nominees for election as directors of the Company are included in this Information Statement.

As for Minita V. Chico-Nazario, she has been serving the Company as an Independent Director for more than nine (9) years. The Company's Corporate Governance Committee evaluated the independence of Director Chico-Nazario and determined that she possesses all the qualifications and none of the disqualifications to act as Independent Director of the Company, in accordance with Section 2.2.1.6.1 of the GSMI Manual on Corporate Governance, as amended and approved on May 25, 2017 (the "CG Manual"), which adopted Recommendation 5.2 of the Code of Corporate Governance for Publicly Listed Companies (SEC Memorandum Circular No. 19, Series of 2016).¹

In its meeting held on March 10, 2021, the Board, as favorably endorsed and recommended by the Company's Corporate Governance Committee, has agreed to approve and endorse for the vote of the stockholders of the Company the re-election of Director Chico-Nazario as an Independent Director. In serving as an Independent Director of the Company, Director Chico-Nazario has brought high standards of corporate governance to the Company and she objectively contributed thereto by providing her insights to the committees where she either chairs or is a member of, and to the Board, based on her years of experience and expertise in the legal profession and in finance.

¹ Section 2.2.1.6.2 of the GSMI Manual on Corporate Governance provides that: "The Board's Independent Directors shall serve for a maximum cumulative term of nine (9) years. Upon reaching this limit, an Independent Director should be perpetually barred from re-election as such in the Corporation, but may continue to qualify for nomination and election as a non-independent director. In the instance that the Corporation needs to retain an Independent Director who has served for nine (9) years, the Board shall provide meritorious justifications and seek shareholders' approval during the regular stockholders' meeting."

Being familiar with the mission, vision and corporate values of the Company, the presence of Director Chico-Nazario has enhanced these values by her sustained advisory relationship with the Company, especially with respect to the protection of the interest of its minority stockholders and other stakeholders.

On the basis of the foregoing, the Board found that the independence of Director Chico-Nazario has not been diminished or impaired by her long service as a member of the Board. The Board has full confidence that Director Chico-Nazario will continue acting as an Independent Director with the same zeal, diligence and vigor as when first elected.

Accordingly, the Corporate Governance Committee has determined, during its meeting held on March 10, 2021, that all the nominees are qualified for election by the stockholders during the 2021 Regular Stockholders' Meeting ("2021 RSM") scheduled on May 27, 2021.

Every stockholder entitled to vote shall be entitled to one (1) vote for each share of stock in his name in the books of the Company. However, in electing directors, every stockholder is entitled to cumulate his votes in accordance with the provisions of law.

Appointment of External Auditor

R.G. Manabat & Co. is nominated as the Company's external auditor for 2021. On March 10, 2021, upon the favorable endorsement of the Audit and Risk Oversight Committee, the Board approved the nomination of the said external auditor for approval of the stockholders during the 2021 RSM. A more detailed information about the nominated external auditor may be found in <https://home.kpmg/ph/en/home/about/overview.html>.

Other Matters

Stockholders who, alone or together with other shareholders, hold at least five percent (5%) of the outstanding capital stock of the Company shall have the right to include items on the agenda prior to the 2021 RSM, in accordance with SEC Memorandum Circular No. 14, Series of 2020.

PROCEDURE FOR ATTENDING THE MEETING THROUGH REMOTE COMMUNICATION

1. Stockholders of record as of April 19, 2021, who intend to attend the meeting are requested to register by notifying the Company through email at **gsmirsm@ginebra.sanmiguel.com.ph**, not later than May 10, 2021. Intention to attend the meeting may be signified together with the submission of the Ballot and Proxies.
2. For validation purposes, the email should contain the following information: (i) name; (ii) address; (iii) telephone number; and (iv) email address, and a scanned copy of any valid government-issued identification card (“ID”) with photo of the stockholder.
3. Only the stockholders who have notified the Company of their intention to participate as above-described and have been validated to be stockholders of record of the Company will be considered in computing stockholder attendance and quorum at the meeting, together with the stockholders attending through proxies.
4. Stockholders who failed to register may still attend the meeting by accessing the livestreaming link at the Company’s website, <http://www.ginebrasanmiguel.com>.
5. Shareholders may send their questions and/or comments prior to or during the meeting to **gsmirsm@ginebra.sanmiguel.com.ph**.
6. There will be a visual and audio recording of the meeting.

Should you have questions or requests for clarification on the procedure for attending the Regular Stockholders’ Meeting through remote communication, please email them to **gsmirsm@ginebra.sanmiguel.com.ph**.

SAMPLE BALLOT/PROXY

Please mark the appropriate box:

Vote by ballot: The undersigned stockholder of GINEBRA SAN MIGUEL INC. (the “Company” or “GSMI”) casts his vote on the agenda items for the 2021 Regular Stockholders’ Meeting of GSMI (the “2021 RSM”), as expressly indicated with “X” below in this ballot.

Vote by proxy: The undersigned stockholder of the Company hereby appoints _____ or, in his absence, the Chairman of the meeting, as attorney and proxy, to represent and vote all the shares registered in his name at the 2021 RSM and any of its adjournment(s), as fully as the undersigned can do if present and voting in person, ratifying all action taken on matters that may properly come before such meeting or its adjournment(s). The undersigned directs the proxy to vote on the agenda

PROPOSAL	ACTION			
	FOR ALL	WITHHOLD FOR ALL	EXCEPTION	FULL DESCRIPTION PROXY
1. Election of Directors for 2021				
The following are the nominees: Ramon S. Ang Francisco S. Alejo III Leo S. Alvez Aurora T. Calderon Gabriel S. Claudio Mario K. Surio Francis H. Jardeleza Minita V. Chico-Nazario-Independent Director Aurora S. Lagman-Independent Director INSTRUCTIONS: <i>To withhold authority to vote for any individual nominee(s), please mark Exception box and list the name(s) under.</i>				
	FOR	AGAINST	ABSTAIN	
2. Approval of the Minutes of the Regular Stockholders’ Meeting held on June 23, 2020				
3. Presentation of the Annual Report of the Company for the year ended December 31, 2020				
4. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers				
5. Appointment of R.G. Manabat and Co. as External Auditor of the Company for 2021				

items which have been expressly indicated with “X” below.

Signed this ____ day of _____, 2021 at _____.

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER/ NAME AND SIGNATURE OF AUTHORIZED SIGNATORY

THIS PROXY/BALLOT SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE **May 10, 2021**. FOR STOCKHOLDERS, THAT ARE PARTNERSHIPS, CORPORATIONS OR ASSOCIATIONS, THE PROXY MUST BE ACCOMPANIED BY A SECRETARY’S CERTIFICATE SETTING OUT THE AUTHORITY OF THEIR DESIGNATED PROXIES. THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS. A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. NOTARIZATION OF THE PROXY IS NOT REQUIRED.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of Registrant as specified in its Charter:

GINEBRA SAN MIGUEL INC.

3. Province, country and other jurisdiction of incorporation or organization:

Metro Manila, Philippines

4. SEC Identification Number: **142312**

5. BIR Tax Identification Code: **000-083-856-000**

6. Address of principal office:
**3rd and 6th Floors, San Miguel Properties Centre,
St. Francis Street, Ortigas Center,
Mandaluyong City, Philippines**

Postal Code:
1550

7. Registrant's telephone number, including area code: **(632) 8841-5100**

8. Date, time and place of the meeting of stockholders:

Date: **May 27, 2021, Thursday**

Time: **2:00 P.M.**

Livestream via <http://www.ginebrasanmiguel.com>

9. Approximate date of which the Information Statement is to be first sent or given to security holders:

May 5, 2021

10. Securities registered pursuant to Sections 8 and 12 of the SRC:

<u>Title of Each Class</u>	<u>Authorized</u>	<u>Outstanding</u>
(As of March 31, 2021)		
Common	460,000,000	286,327,841
Preferred	<u>100,000,000</u>	<u>0</u>
	560,000,000	286,327,841

11. Are any or all the registrant's securities listed on a Stock Exchange?

Yes

No

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

The Philippine Stock Exchange, Inc. - **Common Shares**

INFORMATION STATEMENT

GENERAL INFORMATION

Date, Time and Place of Regular Meeting

Date: **May 27, 2021, Thursday**

Time: **2:00 P.M.**

Venue: **Livestream via <http://www.ginebrasanmiguel.com>**

The principal office of the Registrant is at 3rd and 6th Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center, Mandaluyong City, Philippines.

The Information Statement is to be first sent to security holders approximately on **May 5, 2021**.

WE ARE NOT ASKING YOU FOR A PROXY AND WE REQUEST THAT YOU REFRAIN FROM SENDING US A PROXY.

As attendance to the meeting will only be via remote communication, votes will be cast only through ballots or proxies. Ballots and proxies may be submitted to the Corporate Secretary through email at gsmirsm@ginebra.sanmiguel.com.ph, which shall be acknowledged and validated with the assistance of the Company's stock transfer agent, SMC Stock Transfer Service Corporation. Validated ballots and proxies will be considered for purposes of determining quorum and voting results. For your convenience, a sample of a ballot/proxy is attached as Appendix 3. For an individual, his ballot or proxy must be accompanied by a valid government-issued identification card with a photo. For a corporation, its proxy must be accompanied by a Secretary's Certificate stating the representative's authority to represent the corporation in the meeting. In the event that the community quarantine or any of its forms which restricts the movement of persons remains, and makes it difficult to obtain notarization of the said certificate at the time of submission, the same may be submitted unnotarized. Proxies need not be notarized. Kindly submit hard copies of the ballots and proxies and notarized Secretary's Certificates within a reasonable time upon resumption of normal business operations. Stockholders who provide their personal information shall be deemed to agree to the collection and processing of their personal information in accordance with the Company's privacy statement for its Regular Stockholders' Meeting posted on its website.

The deadline for the submission of ballots and proxies is on May 10, 2021. Validation of ballots and proxies will be on May 14, 2021 at 10:00 a.m. at the SMC Stock Transfer Service Corporation Office, 2nd Floor, SMC Head Office Complex, No. 40 San Miguel Ave., Mandaluyong City, Philippines.

Dissenters' Right of Appraisal

Any stockholder shall have the right to dissent and demand payment of the fair value of the shares in the following instances: amendment to the corporation's articles of incorporation which has the effect of changing and restricting the rights of any shareholder or class of shares; or of authorizing preferences in any respect superior to those of outstanding shares of any class; or of extending or shortening the term of corporate existence; sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets; merger or consolidation; and investment of corporate funds in another corporation or business for any purpose other than its primary purpose. The stockholders' right of appraisal may be exercised within a period of thirty (30) days from the date on which the vote on the corporate action was taken.²

² As provided in Sections 80 and 81 of the Revised Corporation Code of the Philippines (the "RCCP").

For the 2021 Regular Stockholders' Meeting (the "RSM") of Ginebra San Miguel Inc. (the "Company" or "GSMI"), there are no corporate matters or actions that will entitle dissenting stockholders to exercise their right of appraisal as provided in the Revised Corporation Code of the Philippines (the "RCCP").³

Interest of Certain Persons in Matters to be Acted Upon

No director, nominee for election as director, associate of the nominee or executive officer of the Company at any time since the beginning of the last fiscal year has had any substantial interest, direct or indirect, by security holdings or otherwise, in any of the matters to be acted upon in the meeting, other than election to office.

None of the incumbent directors has informed the Company in writing of an intention to oppose any action to be taken by the Company at the meeting.

CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

Number of shares outstanding as of March 31, 2021:

Common Shares:	286,327,841
Total shares issued and outstanding:	286,327,841

All stockholders as of April 19, 2021 are entitled to vote at the 2021 RSM of the Company.

Every stockholder entitled to vote shall be entitled to one (1) vote for each share of stock in his name in the books of the Company. However, in electing members to the Board of Directors (the "Board"), every stockholder is entitled to cumulate his votes in accordance with the provisions of the RCCP.⁴

Security Ownership of Certain Record and Beneficial Owners

Owners of record of more than 5% of the Company's voting securities as of March 31, 2021 are as follows:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	San Miguel Food and Beverage, Inc., ⁵ No. 40 San Miguel Avenue,	San Miguel Corporation	Filipino	216,972,000	75.78%

³ *Id.*

⁴ In accordance with Section 23 of the RCCP, a stockholder may; (a) vote such number of shares for as many persons as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of the shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit: Provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholders as shown in the books of the corporation multiplied by the whole number of directors to be elected.

⁵ The Board of Directors of San Miguel Food and Beverage, Inc. ("SMFB") authorizes any one Group A signatory, or any two Group B signatories to act and vote in person or by proxy, shares held by SMFB in other corporations. The Group A signatories of SMFB are Ramon S. Ang, Ferdinand K. Constantino, Francisco S. Alejo III, Joseph N. Pineda, Virgilio S. Jacinto, Aurora T. Calderon, Sergio G. Edeza, Roberto N. Huang, Emmanuel B. Macalalag and Elizabeth R. Bay. The Group B signatories of SMFB are Bella O. Navarra, Almira C. Dalusung, Eileen P. Ratilla, Ildefonso B. Alindogan, Daniel T. De Castro, Jr., Rita Imelda B. Palabyab, Joseph Francis M. Cruz and Florence P. Pavon.

	Mandaluyong City, parent company of the issuer.				
Common	PCD Nominee Corporation ⁶ (Filipino), Ground Floor, Makati Stock Exchange Ayala, Ave., Makati City	Various	Filipino	46,270,681	16.16%
Common	PCD Nominee Corporation ⁷ (Non- Filipino), Ground Floor, Makati Stock Exchange Ayala, Ave., Makati City	Various	Non-Filipino	20,810,129	7.27%

As of March 31, 2021, there are 20,834,930 foreign-owned common shares, which accounts for 7.28% of the Company's total outstanding shares.

The following are the number of shares of the Company's capital stock (all of which are voting shares) owned of record by the directors of the Company as of March 31, 2021:

(1) Title of Class	(2) Name of Record Owner	(3) Amount and Nature of Ownership	(4) Citizenship	(5) Percent of Class
Common	Ramon S. Ang	5,000 (r)	Filipino	0.00%
Common	Francisco S. Alejo III	5,000 (r)	Filipino	0.00%
Common	Gabriel S. Claudio	5,000 (r)	Filipino	0.00%
Common	Aurora T. Calderon	5,000 (r)	Filipino	0.00%
Common	Leo S. Alvez	5,000 (r)	Filipino	0.00%
Common	Minita V. Chico-Nazario	5,000 (r)	Filipino	0.00%
Common	Francis H. Jardeleza	5,000 (r)	Filipino	0.00%
Common	Aurora S. Lagman	5,000 (r)	Filipino	0.00%
Common	Mario K. Surio	5,000 (r)	Filipino	0.00%

The aggregate number of shares owned of record by the directors of the Company, as a group, as of March 31, 2021, is 45,000 shares or approximately 0.0157% of the Company's outstanding capital stock.

The aggregate number of shares owned of record by all officers and directors (as a group) of the Company as of March 31, 2021 is 239,500 shares or approximately 0.0836% of the Company's outstanding capital stock.

The foregoing beneficial or record owners have no right to acquire additional shares within thirty (30) days from options, warrants, conversion privileges or similar obligations or otherwise.

⁶ Registered owner of shares held by participants in the Philippine Depository & Trust Corp., a private company organized to implement an automated book entry of handling securities in the Philippines. PCD Nominee Corporation is not related to the Company. The beneficial owners of the shares held through a PCD participant are the beneficial owners thereof to the extent of the number of shares registered under the respective accounts with the PCD participant. The Company has no record relating to the power to decide how the shares held by PCD are to be voted. As advised to the Company, none of the beneficial owners under a PCD participant owns more than 5% of the 5% of the Company's common shares.

⁷ Id.

DIRECTORS AND EXECUTIVE OFFICERS

Directors, Including Independent Directors and Nominees, and Executive Officers

The names of the incumbent directors and nominees for election as directors for 2021, as well as the incumbent executive officers of the Company, who are all Filipinos, and their respective ages, periods of service, education and directorships in other companies and positions in the last five (5) years, are as follows:

Ramon S. Ang, 67, is the President of the Company and has been a Director thereof since April 4, 2000. He is the Chairman of the Executive Compensation Committee and a member of the Executive Committee of the Company. He currently holds the following positions in various subsidiaries and affiliates of the Company: Chairman and President of Distileria Bago, Inc.; Chairman of Ginebra San Miguel International Ltd. and GSM International Holdings Limited; and Director of Thai San Miguel Liquor Company Limited. He also holds positions in the following PSE-listed companies: President and Chief Executive Officer of San Miguel Food and Beverage, Inc.; President, Vice Chairman and Chief Operating Officer of San Miguel Corporation; Chief Executive Officer and President of Petron Corporation, Integrated Geo Solutions, Inc., Northern Cement Corporation and Top Frontier Investment Holdings, Inc.; Chairman of Eagle Cement Corporation; and Petron Malaysia Refining and Marketing Bhd (a company publicly listed in Malaysia). His other current positions, include, among others, the following: Chairman, Chief Executive Officer, President and Chief Operating Officer of SMC Global Power Holdings, Corp.; Chairman and President of San Miguel Properties, Inc., San Miguel Consolidated Power Corporation, San Miguel Infrastructure Corporation, and Trans Aire Development Holdings Corp.; Chairman and Chief Executive Officer of SMC Asia Cars Distributors Corp.; Chairman of San Miguel Brewery Inc., San Miguel Brewery Hong Kong Limited (listed in the Hong Kong Stock Exchange); San Miguel Foods, Inc., The Pure Foods Hormel Company, Inc., San Miguel Yamamura Packaging Corporation, South Luzon Tollway Corporation, Anchor Insurance Brokerage Corp., Sea Refinery Corporation, Philippine Diamond Hotel & Resort Inc. and Manila North Harbour Port, Inc. Mr. Ang was previously the President and Chief Operating Officer of PAL Holdings, Inc. and Philippine Airlines, Inc., Director of Air Philippines Corporation, and Vice Chairman of Manila Electric Company. He has held directorships in various companies, including domestic and international subsidiaries of San Miguel Corporation in the last five years. He has a Bachelor of Science degree in Mechanical Engineering from Far Eastern University.

Francisco S. Alejo III, 72, is a Director of the Company since May 28, 2015 and is a member of the Company's Executive Committee and Audit and Risk Oversight Committee. He is also the Director and Chief Operating Officer – Food of the San Miguel Food and Beverage, Inc., a company listed with the PSE. He also holds the following positions: President of Magnolia Inc., The Purefoods-Hormel Company Inc., San Miguel Foods, Inc. and San Miguel Mills, Inc.; Chairman of San Miguel Purefoods (Vn) Co. Ltd., Golden Food & Dairy Creamery Corporation, Golden Bay Grain Terminal Corporation, Golden Avenue Corp. and San Miguel Foods International Limited; and Director of the following private companies: San Miguel Super Coffeemix Co., Inc., San Miguel Foods & Beverage International Limited (BVI) and San Miguel Pure Foods Investment (BVI) Ltd. He is also the President Commissioner of PT San Miguel Purefoods (VN) Co., Ltd. He is also a Board Member of San Miguel Foundation, Inc. He was previously the President of San Miguel Pure Foods Company, Inc. Mr. Alejo holds a Bachelor's Degree in Business Administration from De La Salle University, and is a graduate of the Advanced Management Program of Harvard Business School.

Aurora T. Calderon, 66, is a Director of the Company since November 9, 2017 and is a member of the Company's Executive Committee, Executive Compensation Committee, Corporate Governance Committee and the Company's Retirement Plan - Board of Trustees. She currently holds the following positions in various subsidiaries and affiliates of the Company: Chairman and President of East Pacific Star Bottler Phils Inc., Agricrops Industries Inc., Crown Royal Distillers, Inc. and Healthy Condiments, Inc.; Chairman of Global Beverage Holdings Limited and Siam Holdings Limited; and Director of Distileria Bago, Inc., Thai San Miguel Liquor Company Limited, Siam Wine and Liquor Limited, Ginebra San Miguel International Ltd. and GSM International Holdings Limited.

She is a Director and Senior Vice President - Senior Executive Assistant to the President and Chief Operating Officer of San Miguel Corporation. She is also a Director of the following PSE-listed companies: San Miguel Food and Beverage, Inc., Top Frontier Investment Holdings, Inc. and Petron Corporation. Her other current positions, include, among others, the following: Director of SMITS, Inc., Bank of Commerce, San Miguel Yamamura Packaging Corp., San Miguel Consolidated Power Corporation, San Miguel Infrastructure Corporation and Trans Aire Development Holdings Corp. She was formerly a director of Philippine Holdings, Inc., Philippine Airlines, Inc. and Manila Electric Company, to name a few. Ms. Calderon is a Certified Public Accountant who graduated *Magna Cum Laude* from the University of the East with a degree in Business Administration major in Accounting. She is a member of the Financial Executives and the Philippine Institute of Certified Public Accountants.

Leo S. Alvez, 78, has been a Director of the Company since April 24, 2002. He is also a member of the Audit and Risk Oversight Committee, Executive Compensation Committee and Corporate Governance Committee of the Company. He was previously the Chairman of the Company's Nominations and Hearing Committee. He is also an incumbent Director of San Miguel Corporation, a company listed with the PSE. Retired Major General Alvez, a former director of San Miguel Purefoods Company, Inc., has also held various positions in the government. He earned his Bachelor of Science Degree from the Philippine Military Academy and Masters in Business Administration from the University of the Philippines. He also attended various military education courses.

Gabriel S. Claudio, 66, has been a Director of the Company since November 11, 2010 and a Member of the Company's Corporate Governance Committee. He is presently the Vice Chairman of Risks and Opportunities Assessment Management, Inc.; Director of Philippine Amusement and Gaming Corporation and Rizal Commercial Banking Corporation; and a Member of the Board of Trustees of Conflict Resolution Group Foundation, Inc., and TOBY's Sports and Youth Foundation, Inc. He was Chairman of the Board of Trustees of Metropolitan Waterworks and Sewerage System and Conflict Resolution Group Foundation, Inc.; Director of the Development Bank of the Philippines and Member of the Board of Directors of the Philippine Charity Sweepstakes Office. He also occupied several cabinet positions: Presidential Political Adviser to Presidents Fidel V. Ramos and Gloria Macapagal Arroyo, Presidential Legislative Adviser, Chief of the Presidential Legislative Liaison Office, Cabinet Officer for Regional Development (CORD) for Eastern Visayas and Acting Executive Secretary. He obtained his degree in AB Communication Arts from the Ateneo de Manila University and is a recipient of the Most Outstanding Graduating Communications Arts Major award.

Mario K. Surio, 74, has been a Director of the Company since May 28, 2015 and a member of the Company's Corporate Governance Committee. He is currently a Technical Consultant of San Miguel Corporation. His other current positions, include, among others, the following: President of Daguma Agro Minerals Inc., Sultan Energy Philippines Corp. and Bonanza Energy Resources Inc.; Director of Eagle Cement Corporation, South Luzon Tollways Corp. (SLEX) and San Miguel Yamamura Packaging Corporation. He is also the Vice Chairman and Director of Private Infra Development Corp. (TPLEX). He was previously the President of CEMA Consultancy Services, Inc., Phil Technologies Inc., Cement Management Corporation and Centech International, Inc. He also previously held the positions of Quality Control Head, Production Manager and Plant Manager of Northern Cement Corporation and President of Cema Consultancy Services, Inc. Mr. Surio is a licensed Chemical Engineer having obtained his degree from the University of Sto. Tomas. He is an incumbent member of the Philippine Institute of Chemical Engineers.

Francis H. Jardeleza, 71 is a Director of the Company since August 5, 2020. He is currently a director of San Miguel Food and Beverage, Inc., and Petron Corporation, which are both listed with the PSE. He is also currently a professorial lecturer at the University of the Philippines College of Law. He has previously held the following positions in the government: Associate Justice of the Supreme Court and Solicitor General and Deputy Ombudsman for Luzon. He was the former Senior Vice President and General Counsel of San Miguel Corporation and has been a partner in several law firms including the law firm of Angara Abello Concepcion Regala and Cruz. He obtained his law

degree from the University of the Philippines where he was class salutatorian, graduated *Cum Laude* and placed third in the 1974 Bar Examinations. He holds a Master of Laws degree from Harvard University.

Minita V. Chico-Nazario, 81, is an Independent Director of the Company since March 9, 2012, Chairperson of the Company's Audit and Risk Oversight Committee and member of the Company's Executive Compensation Committee and Corporate Governance Committee. She is also an Independent Director of PSE-listed companies, Top Frontier Investment Holdings, Inc. and San Miguel Food and Beverage, Inc., and private company, San Miguel Properties, Inc. Her other current positions, include, among others, the following: Chairman of Philippine Grains International Corporation and Director of Mariveles Grain Corporation; Consultant of United Coconut Planters Bank; Of Counsel of Tan, Acut, Lopez and Pison Law Offices. She has previously held the following positions: Dean of the College of Law of the University of Perpetual Help System DALTA in Las Piñas City, Legal Consultant of Philippine Amusement and Gaming Corporation and Metro Manila Development Authority; and Director of PNOC Exploration Corporation. She has served the judiciary in various capacities for forty-seven (47) years, as Presiding Justice of the Sandiganbayan and Associate Justice of the Supreme Court, among others. She obtained her law degree from the University of the Philippines and is a member of the New York State Bar.

Aurora S. Lagman, 82, is an Independent Director of the Company since March 15, 2017 and is the Chairperson of the Corporate Governance Committee and a member of the Audit and Risk Oversight Committee of the Company. She is a part-time faculty member of the College of Law, Bulacan State University (currently on leave), member of the Board of Trustees of Society for Judicial Excellence, and adviser of RTC Judges Association of Bulacan, Inc. Among others, she previously held the following positions: Member, Judicial and Bar Council; Associate Justice, Court of Appeals; and Judge, Regional Trial Court, Branch 77, Malolos, Bulacan. She obtained her law degree at the College of Law of Lyceum of the Philippines and attended special studies and short courses abroad such as Program of Instruction for Lawyers, Harvard Law School, Cambridge, Massachusetts, U.S.A. and Special Course on Evidence, National Judicial College, University of Nevada, Reno, U.S.A. She also attended various domestic and foreign trainings, seminars and conferences.

Virgilio S. Jacinto, 64, is the Company's Corporate Secretary and Compliance Officer since November 11, 2010. He also holds, among others, the following positions in the following PSE-listed companies: Senior Vice-President, General Counsel, Corporate Secretary and Compliance Officer of San Miguel Corporation; Corporate Secretary and Compliance Officer of Top Frontier Investment Holdings, Inc., and Director of Petron Corporation. He is also a Director and Corporate Secretary of various domestic and international subsidiaries of the San Miguel Corporation group. He has served as a Director and Corporate Secretary of United Coconut Planters Bank, Director of San Miguel Brewery Inc. and a Partner of Villareal Law Offices, to name a few. He is an Associate Professor VII at the University of the Philippines, College of Law. Atty. Jacinto obtained his law degree from the University of the Philippines where he was class salutatorian and placed sixth in the 1981 Bar Examinations. He holds a Master of Laws degree from Harvard University and a member of the International Honor Society of the PHI KAPPA PHI and Harvard Club (Philippines).

Emmanuel B. Macalalag, 55, is the Vice President and General Manager of the Company. He currently holds the following positions in the various subsidiaries and affiliates of the Company: Director and General Manager of Distileria Bago, Inc. and East Pacific Star Bottlers Phils Inc; and Director of Agricrops Industries Inc., Crown Royal Distillers, Inc., Healthy Condiments, Inc., Thai San Miguel Liquor Company Limited, and GSM International Holdings Limited. He is also a Director and Chief Operating Officer – Liquor of San Miguel Food and Beverage, Inc., a PSE-listed company. He previously held the following positions in the Company: Manufacturing Group Manager, Manufacturing Operations Group, Planning and Management Services Manager, Business Planning and Development Manager and Business Planning and Investor Relations Manager. Mr. Macalalag obtained his Bachelor's Degree in Science, Major in Mathematics from De La Salle University (DLSU), Manila where he graduated *Cum Laude*. He also holds a Master's degree in Mathematics from DLSU and PhD degree in Operations Research from the University of Melbourne, Australia.

Cynthia M. Baroy, 57, is the Vice President and Chief Finance Officer/Treasurer of the Company. She is also a Director and Treasurer of all the wholly-owned domestic subsidiaries of the Company, which are Distileria Bago, Inc. (“DBI”), East Pacific Star Bottlers Phils Inc., Agricrops Industries Inc., Crown Royal Distillers, Inc. and Healthy Condiments, Inc. She is also an incumbent Director of the following foreign subsidiaries and affiliates of the Company: GSM International Holdings Limited, Siam Holdings Limited, Global Beverage Holdings Limited, Siam Wine and Liquor Limited, and Thai Ginebra Trading Company Limited. She is also a Member of the Board of Trustees of the Retirement Plan of the Company and DBI. She previously held the following positions: Financial Planning and Analysis Manager of San Miguel Yamamura Packaging Corporation; Finance Manager of Metal Closures & Lithography Business; and, Finance Manager of San Miguel Rengo Packaging Corporation. Ms. Baroy obtained her B.S. Commerce major in Accounting from the University of Sto. Tomas where she graduated *Cum Laude*. She is a Certified Public Accountant.

Allan P. Mercado, 55, is the Vice President and Sales and Marketing Manager of the Company. He is also a Director of Siam Holdings Limited, Agricrops Industries Inc., Crown Royal Distillers, Inc. and Healthy Condiments, Inc. He previously held the following positions National Sales Manager and Sales and Marketing Support Group Manager of the Company, National Sales Manager of San Miguel Beverages, Inc. and Selling Systems and Training Manager of Coca-Cola Bottlers Phils., Inc. He obtained his Bachelor of Science Degree in Management and Industrial Engineering at the Mapua Institute of Technology.

Ronald Rudolf C. Molina, 52, is the Assistant Vice President and Marketing Manager of the Company. Previously, he was the Senior Manager and Head of the Marketing for Digital Innovations and Value-Added Services, Postpaid Broadband Business and Brand Equity Management at Smart Communications. Prior to that, he was a Senior Marketing Manager at the Coca-Cola Export Corporation- Philippines Division, where he was in charge of the business in the Visayas, Mindanao and South GMA Regions. He obtained his Bachelor of Arts Degree in Communication Arts at the Ateneo De Manila University.

Term of Office

The members of the Board are elected at the regular meeting of the stockholders by the stockholders entitled to vote and they hold office until their successors are elected and qualified.

The nominees for election to the Board on May 27, 2021 are the following:

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

Article II, Section 4.1 of the Company’s Amended By-Laws (the “By-Laws”) provides that all nominations for the election of directors by the stockholders shall be submitted in writing to the Board through the Corporate Secretary on or before January 20 or at such earlier or later date that the Board may fix.

Article II, Section 3 of the By-Laws also provides that any stockholder having at least five thousand (5,000) shares registered in his name may be elected director, provided, however, that no

person shall qualify or be eligible for nomination or election to the Board if he is engaged in any business which competes with or is antagonistic to that of the Company.

The Corporate Governance Committee, during its meeting on March 10, 2021, pre-screened and shortlisted all the nine (9) candidates nominated to become members of the Board, and determined that all the nominees have all the qualifications and none of the disqualifications set forth in the Company’s Amended By-Laws, CG Manual and other applicable laws, circulars, rules and regulations, including the issuances of the SEC and are qualified for election as directors during the 2021 RSM of the Company. This is in accordance with the Company’s CG Manual and the Corporate Governance Committee Charter.

Independent Directors

The Company has two (2) Independent Directors who, apart from their fees and shareholdings, have no business or relationship with the Company, which could or could reasonably be perceived to materially interfere with the exercise of their independent judgment in carrying out their responsibilities as directors.

The following are the incumbent Independent Directors of the Company, who are also nominated for re-election on May 27, 2021:

Nominee for Independent Director (a)	Person/Group recommending nomination (b)	Relation of (a) and (b)
Minita V. Chico-Nazario	Ramon S. Ang	None
Aurora S. Lagman	Ramon S. Ang	None

In approving the nomination for Independent Directors, the Corporate Governance Committee considered the guidelines on the nomination of Independent Directors prescribed in Rule 38 of the Securities Regulation Code (“SRC”), its Implementing Rules and Regulations, applicable issuances of the SEC and the Company’s By-Laws and CG Manual.

As for Director Minita V. Chico-Nazario, she has been serving the Company as an Independent Director for more than nine (9) years. The Company’s Corporate Governance Committee evaluated the independence of Director Nazario and determined that she possesses all the qualifications and none of the disqualifications to act as Independent Director of the Company, in accordance with Section 2.2.1.6.1 of the CG Manual which adopted Recommendation 5.2 of the Code of Corporate Governance for Publicly Listed Companies (SEC Memorandum Circular No. 19, Series of 2016.)⁸

In its meeting held on March 10, 2021, the Board of the Company, as favorably endorsed and recommended by the Company’s Corporate Governance Committee, has agreed to approve and endorse for the vote of the stockholders of the Company the re-election of Director Nazario as an Independent Director pursuant to Section 2.2.1.6.1 of the CG Manual.

In serving as an Independent Director of the Company, Director Chico-Nazario has brought high standards of corporate governance to the Company and she objectively contributed thereto by providing her insights to the committees where she either chairs or is a member of, and to the Board, based on her years of experience and expertise in the legal profession and in finance.

⁸ Section 2.2.1.6.2 of the GSMI Manual on Corporate Governance provides that: “The Board’s Independent Directors shall serve for a maximum cumulative term of nine (9) years. Upon reaching this limit, an Independent Director should be perpetually barred from re-election as such in the Corporation, but may continue to qualify for nomination and election as a non-independent director. In the instance that the Corporation needs to retain an Independent Director who has served for nine (9) years, the Board shall provide meritorious justifications and seek shareholders’ approval during the regular stockholders’ meeting.”

Being familiar with the mission, vision and corporate values of the Company, the presence of Director Chico-Nazario has enhanced these values by her sustained advisory relationship with the Company, especially with respect to the protection of the interest of its minority stockholders and other stakeholders.

On the basis of the foregoing, the Board found that the independence of Director Chico-Nazario has not been diminished or impaired by her long service as a member of the Board. The Board has full confidence that Director Chico-Nazario will continue acting as an Independent Director with the same zeal, diligence and vigor as when first elected.

The foregoing Independent Directors have certified that they possess all the qualifications and none of the disqualifications provided for in the SRC. The respective Certificates of Qualification⁹ of the said directors are attached hereto as Annexes “A-1” and “A-2”, respectively.

Significant Employees

The Company has no employee who is not an executive officer but who is expected to make a significant contribution to the business.

Family Relationships

There are no family relationships up to the fourth (4th) civil degree, either by consanguinity or affinity, among the directors, executive officers, or nominees for election as directors.

Certain Relationships and Related Transactions

There were no transactions with directors, officers or any principal stockholders (owning at least 10% of the total outstanding shares of the Company) that were not in the ordinary course of business. The Company observes an arm’s length policy in its dealings with related parties. The Company is also guided by the Material Related Party Transactions Policy of the Company, which was approved by the Board on August 7, 2019.

No director of the Company was involved in self-dealing or related party transactions.

Parent Company

As of March 31, 2021, San Miguel Food and Beverage, Inc. (“SMFB”) owns 75.78% of the shares of the Company.

Involvement in Certain Legal Proceedings

None of the directors, nominees for election as director, executive officers or control persons of the Company have been involved in the following legal proceedings, including being the subject of any (a) bankruptcy petition, (b) conviction by final judgment in a criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses, (c) order, judgment or decree of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities, which is not subsequently reversed, suspended or vacated, or (d) judgment of violation of a securities or commodities law or regulation by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, which has not been reversed, suspended or vacated, for the past five (5) years up to the latest date that is material to the evaluation of his/her ability or integrity to hold the relevant position in the Company.

⁹ The attached Certificates of Qualification are compliant with the form prescribed in SEC Memorandum Circular No. 5, Series of 2017 dated 07 March 2017.

Trainings and Continuing Education Program for the Directors and Key Officers

The Directors and the key officers keep themselves abreast with industry developments and business trends. Moreover, the Company's Compliance Officer regularly apprise the directors during Board meetings, on pertinent and current laws, regulations and government issuances, and advises the Board on all relevant issues as they arise.

The Directors also regularly attend a training or program on corporate governance at least once a year. In 2020, all incumbent directors and officers of the Company, including the Internal Audit Group Head, attended a Corporate Governance Seminar conducted by SEC-accredited providers: R.G. Manabat & Co (KPMG), Risk, Opportunities, Assessment and Management (ROAM), Inc., SGV & Co. and Center for Global Best Practices, in compliance with the requirement of the SEC. The seminars were conducted via videoconferencing in view of the current Covid-19 pandemic. Below are the Corporate Governance Trainings attended by the members of the Board and senior executive officers:

DATE	PROVIDER	ATTENDEES
September 9, 2020	SGV & Co.	Aurora T. Claderon Francis H. Jardeleza Virgilio S. Jacinto
September 25, 2020	SGV & Co.	Francisco S. Alejo III Minita V. Chico-Nazario
December 1, 2020	R.G. Manabat & Co (KPMG)	Leo S. Alvez Mario K. Surio Aurora S. Lagman Emmanuel B. Macalalag Cynthia M. Baroy Allan P. Mercado Ronald Rudolf C. Molina
December 3, 2020	Center for Global Best Practices	Ramon S. Ang
December 16, 2020	Risk, Opportunities, Assessment and Management (ROAM)	Gabriel S. Claudio

COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

The following table summarizes the aggregate compensation (in Millions) paid or incurred during the last two (2) fiscal years and estimated to be paid in the ensuing fiscal year to the Company's General Manager and senior executive officers:

NAME	YEAR	SALARY	BONUS	OTHERS	TOTAL
Total Compensation of the General Manager and Senior Executive Officers ¹⁰	2021 (estimated)	P35.9	P8.9	P9.8	P54.6
	2020	P33.0	P12.6	P9.4	P55.0
	2019	P31.8	P18.7	P8.9	P59.4

¹⁰ For 2019 to present, the General Manager of the Company is Mr. Emmanuel B. Macalalag and the senior officers are, Ms., Cynthia M. Baroy, Allan P. Mercado, Monina N. Cortez and Ronald Molina. Mr. Ramon S. Ang, the President of the Company, does not receive compensation from the Company other than the per diem for attendance in Board meetings.

All other officers and directors as a group unnamed ¹¹	2021 (estimated) 2020 2019	P30.4 P33.4 P31.8	P7.5 P10.6 P17.0	P10.3 P11.4 P10.7	P48.2 P55.4 P59.5
TOTAL	2021 (estimated) 2020 2019	P66.3 P66.4 P63.6	P16.4 P23.2 P35.7	P20.1 P20.8 P19.6	P102.8 P110.4 P118.9

The By-Laws of the Company provides that the members of the Board shall receive such compensation as may be approved by a majority vote of the stockholders at a regular or special meeting duly called, subject to such limitations as may be imposed by law.

The Directors do not receive compensation from the Company but only per diem for attendance in Board and Board Committee meetings in accordance with Section 29 of the RCCP.¹² In 2020, each director received a per diem of Ten Thousand Pesos (P10,000.00) per attendance at Board and Board Committee meetings of the Company.

There were six (6) Board, five (5) Audit and Risk Oversight Committee, and two (2) Corporate Governance Committee meetings held in 2020. In view of the Covid-19 pandemic, all these meetings, except the March 11, 2020 Board and Audit and Risk and Oversight Committee meetings, were held via videoconference. Details of the directors' attendance in the said meetings are set forth hereunder:

2020 BOARD MEETING ATTENDANCE

BOARD OF DIRECTORS	DESIGNATION	June 23, 2020		BOARD MEETING ATTENDANCE
		REGULAR STOCKHOLDERS MEETING (RSM)	ORGANIZATIONAL MEETING	
Ramon S. Ang	President	Present	Present	6/6
Francisco S. Alejo III	Director	Present	Present	6/6
Aurora T. Calderon	Director	Present	Present	6/6
Leo S. Alvez	Director	Present	Present	6/6
Gabriel S. Claudio	Director	Present	Present	6/6
Mario K. Surio	Director	Present	Present	6/6
Francis H. Jardeleza ¹³	Director	n/a	n/a	2/6
Minita V. Chico-Nazario	Lead Independent Director	Present	Present	6/6
Aurora S. Lagman	Independent Director	Present	Present	6/6

¹¹ The Directors do not receive compensation from the Company but only per diem for attendance in Board and Board Committee meetings.

¹² In accordance with Section 29 of the RCCP, Compensation of Directors or Trustees. - In the absence of any provision in the bylaws fixing their compensation, the directors or trustees shall not receive any compensation in their capacity as such, except for reasonable per diems: Provided, however, That the stockholders representing at least a majority of the outstanding capital stock or majority of the members may grant directors or trustees with compensation and approve the amount thereof at a regular or special meeting. In no case shall the total yearly compensation of directors exceed ten percent (10%) of the net income before income tax of the corporation during the preceding year Directors or trustees shall not participate in the determination of their own per diems or compensation. Corporations vested with public interest shall submit to their shareholders and the Commission, an annual report of the total compensation of each of their directors or trustees.

¹³ Justice Francis H. Jardeleza (Ret.) was elected as Director on August 5, 2020.

2020 BOARD COMMITTEE MEETING ATTENDANCE¹⁴

MEMBER	AUDIT AND RISK OVERSIGHT	CORPORATE GOVERNANCE
Ramon S. Ang	n/a	n/a
Francisco S. Alejo III	5/5	n/a
Aurora T. Calderon	n/a	2/2
Leo S. Alvez	5/5	2/2
Gabriel S. Claudio	n/a	2/2
Mario K. Surio	n/a	2/2
Francis H. Jardeleza	n/a	n/a
Minita V. Chico-Nazario	5/5 (Chairman)	2/2
Aurora S. Lagman	5/5	2/2 (Chairman)

There were no other arrangements pursuant to which any of the directors was compensated or is to be compensated, directly or indirectly, during the last fiscal year, and the ensuing fiscal year.

The executive officers of the Company, just like other full-time and permanent employees of the Company, subject to certain requirements,¹⁵ are eligible to subscribe to Company shares under the SEC-approved Company's Employees Stock Purchase Plan (the "Plan"). However, the shares covered by the Plan are no longer available for subscription as the offering period provided under the Plan officially ended on January 21, 2013.

There were no employment contracts between the Company and its executive officers.

There were neither compensatory plans nor arrangements with respect to its executive officers.

ACTION WITH RESPECT TO REPORTS

The approval of the following will be considered and acted upon at the 2021 RSM:

1. Minutes of the 2020 Regular Stockholders' Meeting held on June 23, 2020 ("2020 Minutes") with the following agenda:
 - a) Approval of the Minutes of the Regular Stockholders' Meeting held on May 31, 2019
 - b) Presentation of the Annual Report
 - c) Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
 - d) Election of Directors
 - e) Appointment of External Auditor

A copy of the draft of the 2020 Minutes may be accessed through the Company's website, <http://www.ginebrasanmiguel.com>, which was uploaded in the website within five (5) days from the said meeting. A copy of the same is also attached hereto as **Annex "D"**.

The 2020 Minutes, among others, contain the following information:

1. Voting and vote tabulation procedures used in the 2020 meeting (page 2 and Annex B);
2. The matters discussed and resolutions approved (pages 2 to 5);

¹⁴ All the Board Committees, with the exception of the Executive Committee and Executive Compensation Committee held meetings in 2020.

¹⁵ All full-time and permanent employees of the Company and its subsidiaries, who have rendered at least one (1) year of continuous service on a regular status (one year after regularization) at the Exercise Date (defined under the Plan), are entitled to subscribe to shares of the capital stock of the Company under the Plan, subject to the terms and conditions provided therein, which subscription shall be subject to the employees' credit profile. Members of the Board who are not employees of the Company or its subsidiaries are not eligible to participate in the Plan. The named incumbent General Manager and senior officers of the Company, as of December 31, 2019, have an aggregate subscription of 106,500 common shares under the Plan.

3. A record of the voting results for each agenda item (Annex B);
 4. A list of the directors or trustees, officers and stockholders or members who attended the meeting (page 1);
2. Annual Report of the Company for the year ended December 31, 2020.
 3. Ratification of all acts of the Board of Directors and Officers since the 2020 Regular Stockholders' Meeting, adopted in the ordinary course of business, including those matters taken up during Board meetings, as well as those disclosed with the SEC and the PSE and which were uploaded in the Company's website.¹⁶ Such acts, include among others, the following:
 - a) Approval of the audited separate and consolidated financial statements of the Company;¹⁷
 - b) Election of officers, chairpersons and members of the Board Committees and Lead Independent Director;¹⁸
 - c) Designation of depository banks, approval of authorized signatories and limits for corporate transactions of the Company;¹⁹
 - d) Election of Francis H. Jardeleza as Director;²⁰
 - e) Declaration of Dividends;²¹
 - f) Approval of the material related party transactions of the Company;²² and
 - g) Redemption of Preferred Shares held by San Miguel Corporation.²³
 4. Election of Directors inclusive of Minita V. Chico-Nazario as Independent Director.
 5. Appointment of External Auditor.²⁴

VOTING PROCEDURES

All stockholders as of April 19, 2021 shall have the right to vote during the 2021 RSM. Each of the said stockholders shall be entitled to one (1) vote for each share of stock (whether common or preferred) in his name in the books of the Company. However, in the election of directors, the nine (9) nominees with the greatest number of votes will be elected directors. A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Company multiplied by the whole number of directors to be elected.

The approval of proposals or matters submitted to a vote will require an affirmative vote of the stockholders representing the majority of the shares of stock present or represented by proxy at the meeting.

¹⁶ Copies of SEC Form 17-C (Current Reports) and other reports filed by the Company with the SEC and PSE in 2020 are made available in the Company's website at the following link: <http://ginebrasanmiguel.com/company-disclosures>.

¹⁷ This was disclosed by the Company in its SEC Form 17-C dated March 10, 2021.

¹⁸ The Board, during its organizational meeting on June 23, 2020, elected the Company's President, General Manager, Corporate Secretary and Compliance Officer, Treasurer/Chief Finance Officer, Assistant Corporate Secretary and Lead Independent Director. During the said meeting the Chairman and members of the Executive Committee, Audit and Risk Oversight Committee, Executive Compensation Committee and Corporate Governance Committee were also elected.

¹⁹ This was disclosed by the Company in its SEC Form 17-C dated June 23, 2020.

²⁰ This was disclosed by the Company in its SEC Form 17-C dated August 5, 2020.

²¹ The Board approved the declaration of cash dividends to stockholders in the amount of Php0.25 per common share and Php0.375 per preferred share on March 11, May 27, August 5 and November 4, 2020. In addition, on December 1, 2020, the Board approved the declaration of cash dividends to holders of preferred shares in the amount of Php 0.375 per preferred share conformably with the Enabling Resolution of the Board and pursuant to the authority granted to it under the AOI. All the aforementioned declarations were disclosed in the Company's SEC Form 17-C filed on even dates.

²² The Board during its meeting on August 5, 2020 approved the material related party transactions of the Company as disclosed in the Advisement Reports that were submitted to the SEC on September 1, 2020.

²³ This was disclosed by the Company in its SEC Form 17-C dated December 1, 2020 and January 4, 2021.

²⁴ This was disclosed by the Company in its SEC Form 17-C dated March 10, 2021.

Counting of the proxy and ballots will be the method by which votes will be counted. The Corporate Secretary, with the assistance of the Company's stock transfer agent, SMC Stock Transfer Service Corporation, is authorized to count any votes cast for the said meeting.

FINANCIAL AND OTHER INFORMATION

Brief Description of the General Nature and Business of the Company

Ginebra San Miguel Inc. (the "Company" or "GSMI") was formed on July 10, 1987 as the legal entity for the acquisition by San Miguel Corporation ("SMC") of the production assets of a liquor company that has been in operation since 1902. The Company now operates three (3) liquor bottling facilities located in the following areas: (1) Mandaue City, Cebu; (2) Sta. Barbara, Pangasinan; and (3) Cabuyao, Laguna.

The Company is a public company under Section 17.2 of the Securities Regulation Code and its common shares are listed with the Philippine Stock Exchange ("PSE").

The Company, previously a majority-owned direct subsidiary of SMC, whose ultimate parent company is Top Frontier Investment Holdings, Inc. ("Top Frontier"), is principally engaged in the manufacture and sale of liquor products. The Company by itself, or through its subsidiary, also toll-manufactures for third parties for the production of the latter's alcoholic and non-alcoholic beverages.

In order to rationalize its businesses, SMC consolidated its food and beverage business under San Miguel Food and Beverage, Inc. ("SFMB", formerly San Miguel Pure Foods Company, Inc.) through the execution of a Deed of Exchange dated April 5, 2018 executed between SMC and SMFB whereby SMC agreed to convey and transfer to SMFB 216,972,000 common shares held by SMC in the Company and 7,859,319,270 common shares in San Miguel Brewery Inc. In consideration of the said transfer and upon compliance with government requirements, SMFB issued 4,242,549,130 common shares in favor of SMC. Consequently, the ownership by SMFB of the common shares previously held by SMC in the Company has been registered in the books of the Company on November 5, 2018. Thus, the Company is now a majority-owned subsidiary of SMFB.

Domestic Subsidiaries and Operations

The Company has five (5) domestic subsidiaries, namely: Distileria Bago, Inc. ("DBI"), East Pacific Star Bottlers Phils Inc. ("EPSBPI"), Agricrops Industries Inc. ("AII"), Healthy Condiments, Inc. ("HCI") and Crown Royal Distillers, Inc. ("CRDI"). DBI, EPSBPI and AII are operating subsidiaries, hereinafter collectively referred to as the "Domestic Operating Subsidiaries", while HCI and CRDI are non-operating companies.

DBI became a wholly-owned subsidiary of the Company in 1996. On August 14, 2009, DBI amended its Articles of Incorporation to include in its primary purposes, the manufacture, production and tolling of not only distilled alcohol but also other types of alcohol and their by-products. It owns a distillery located in Bago City, Negros Occidental, that converts sugar cane molasses into alcohol.

EPSBPI, on the other hand, is principally engaged in the toll-manufacture and bottling of alcoholic and non-alcoholic beverages. It was purchased by the Company on January 27, 2012. The acquisition forged synergies with the Company's on-going operations and provided additional capacity for the expansion plans of the Company. EPSBPI owns bottling facilities in Cauayan, Isabela and in Ligao City, Albay, which are currently being used principally for the Company's liquor business.

AII was incorporated on September 14, 2000. It is currently engaged in the manufacture, sale and distribution of organic fertilizer from various agro-industrial wastes.

International Subsidiaries/Affiliates and Operations

To fast-track entry into regional markets, the Company in November 2004 entered into a Share Purchase Agreement (“SPA”) with Thai Life Group of Companies (the “Thai Life”) for the purchase of 40% ownership of the outstanding shares of C.N.T. Wine and Liquor Company Limited (“CNT”), a limited company organized under the laws of Thailand. CNT possesses a license in Thailand to engage in the business of manufacturing alcohol and manufacturing, selling and distributing brandy, wine and distilled spirits products both for domestic and export markets. Also, on the same date, the Company and Thai Life entered into a Joint Venture Agreement (“JVA”). The JVA established the terms and conditions regarding the ownership and operation of CNT and the joint control rights, obligations and responsibilities of the Company and Thai Life, as stockholders. The Company likewise incorporated Ginebra San Miguel International Ltd. (“GSMIL”) and subsequently assigned its rights and obligations under the SPA and the JVA to GSMIL, including its right to purchase 40% ownership of the outstanding shares of CNT. The acquisition of CNT was completed in December of the same year. CNT was later renamed Thai San Miguel Liquor Company Limited (“TSML”).

On June 29, 2007, the Company incorporated GSM International Holdings Limited (“GSMIHL”), a wholly-owned subsidiary in Thailand. GSMIHL holds 40% of the shares of Thai Ginebra Trading Company Limited (“TGT”), another joint venture company formed with Thai Life. TGT is the selling and distribution arm of TSML.

On August 27, 2008 and September 11, 2008, the Company incorporated Global Beverages Holdings Limited (“GBHL”) and Siam Holdings Limited (“SHL”), respectively, as its wholly-owned subsidiaries. Both are entities established as holding companies for the acquisition of additional investment in TSML and TGT.

On October 14, 2008, SHL acquired 49% ownership of the outstanding shares of Siam Wine and Liquor Limited (“SWL”), a limited company organized under the laws of Thailand. On the same date, SWL acquired 10% ownership of the outstanding capital stock of TSML and TGT. Accordingly, the share in TSML and TGT of the Company and its subsidiaries was increased from 40% to 44.9%.

The Company and its subsidiaries, domestic and otherwise, and their respective interests in joint ventures shall be collectively referred to as the “Group”. Interest in joint venture is limited to the amount of investment and equity in net earnings only.

Other than the foregoing, there was no bankruptcy, receivership or similar proceeding or material reclassification, merger, consolidation, purchase or sale of a significant amount of assets by the Group which was not in the ordinary course of business during the past three (3) years. Other developments are also discussed in the Management Discussion and Analysis attached hereto as **Annex “C”**.

Financial Statements

The audited Consolidated Financial Statements of the Company as of December 31, 2020 with Auditor’s Report and Statement of Management’s Responsibility are attached hereto as **Annex “B”**.

Management’s Discussion and Analysis or Plan of Operation

The Management’s Discussion and Analysis or Plan of Operation of the Company as of December 31, 2020 is attached hereto as **Annex “C”**

Financial Statements as required by Part II (5)(C) of SRC Rule 68, as amended

Considering that the 2021 RSM of the Company will be held beyond one hundred thirty-five (135) days from the Company’s fiscal year end, the following documents as of March 31, 2021 are attached and collectively marked as **Annex “E”**: (1) Interim Unaudited Balance Sheet or Statement of Financial Position; (2) Statement of Comprehensive Income; (3) Statement of Cash Flows; and (4) Statement of Changes in Equity.

The foregoing documents including the Management’s Discussion and Analysis or Plan of Operation of the Company for March 31, 2021 will form part of the Company’s SEC Form 17-Q for the 1st quarter of 2021 (the “1st Quarter 2021 SEC Form 17-Q”), which will be filed with SEC on or before May 15, 2021 unless filing of the same will be extended by the SEC on a later date, but not later than five (5) days before the 2021 RSM. The Company will upload the 1st Quarter 2021 SEC Form 17-Q in its website as soon as the same is filed with the SEC, for ease of access by the stockholders.

Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

There are no disagreements with accountants on accounting and financial disclosures.

Market Price of and Dividends on the Company’s Common Equity and Related Stockholder Matters

Market Price

The Company’s common equity is traded in the PSE. The Company’s high and low closing prices for each quarter of the last three (2) fiscal years are as follows:

Quarter	2021		2020		2019	
	High	Low	High	Low	High	Low
1 st	62.00	48.05	38.80	25.00	29.05	25.00
2 nd	-	-	37.00	29.00	64.00	28.00
3 rd	-	-	51.90	30.20	69.80	45.60
4 th	-	-	59.00	44.80	52.00	37.00

The closing price of the Company’s common shares as of March 31, 2021, the latest practicable date, is P50.95 per share.

Dividend Policy and Dividend Declarations

The Company’s Articles of Incorporation (“AOI”) provides for the right of shareholders to dividends, as and when declared by the Board at such rate or amount and period, as may be fixed by the Board. The AOI also provides that holders of preferred shares are entitled to receive, to the fullest extent allowable under the law, dividends at the rate of P1.50 per annum per preferred share, subject to certain adjustment. It shall be paid in priority to any dividend or distribution in favor of holders of common shares. Dividends on the preferred shares shall be fully cumulative.

On August 8, 2018, the Board passed and approved a Dividend Policy, which is quoted hereunder:

“Subject to the relevant provisions of applicable laws and regulations, holders of common shares shall be entitled to receive annual cash dividends at such amounts up to 50% of the prior year’s recurring net income starting 2019, as may be determined by the Company’s Board of Directors (“Board”). “Recurring net income” shall mean net income calculated without respect to extraordinary events

that are not expected to recur. Any dividend declaration and distribution may be made over the four (4) quarters of the year.

In considering dividend declarations, the Board shall, in the exercise of its discretion and authority, take into consideration dividend payments on the preferred shares, debt covenant and restrictions, debt servicing requirements, implementation of business plans, operating expenses, budgets, appropriate reserves and working capital, major capital expenditure requirements, and funding of new investments.

This policy may be amended or modified by the GSMI’s Board at any time.”

Considering the financial condition and operational requirements of the Company, the Board did not declare dividends in 2018. In 2019, the Board approved the declaration of cash dividends to stockholders in the amount of Php 0.25 per common share and Php 0.375 per preferred on March 13, May 8, August 7 and November 6, 2019. In the same year, the Company also declared cash dividends in arrears of seven (7) years (from 2012 to 2018) and one (1) quarter in 2002 at Php 0.375 per preferred share to holders thereof on March 13, 2019, conformably with the Enabling Resolution of the Board pursuant to the authority granted to it under the AOI. Meanwhile in 2020, the Board also approved the declaration of cash dividends to stockholders in the amount of Php 0.25 per common share and Php 0.375 per preferred share on March 11, May 27, August 5 and November 4, 2020. In addition, on December 1, 2020, the Board approved the declaration of cash dividends to holders of preferred shares in the amount of Php 0.375 per preferred share conformably with the Enabling Resolution of the Board pursuant to the authority granted to it under the AOI.

Common Equity and Related Stockholders’ Matter

The approximate number of shareholders of common shares as of March 31, 2021 is six hundred forty-one (641).

The Company has not sold any unregistered securities or exempt securities, including issuance of securities constituting an exempt transaction, within the past three (3) fiscal years. Common shares were previously issued by the Company under its Employee Stock Purchase Plan (the “Plan”), which as confirmed by the SEC in its Resolution dated January 21, 2008, were exempted from the registration requirement of the SRC. The shares covered by the Plan are no longer available for subscription as the offering period provided therein expired on January 21, 2013.

The top twenty (20) stockholders of the Company as of March 31, 2021 are as follows:

Rank	Name of Stockholders	Common	Preferred	Total No. of Shares	% of Total O/S
1	San Miguel Food and Beverage, Inc.	216,972,000	0	216,972,000	75.78%
2	PCD Nominee Corporation (Filipino)	46,270,681	0	46,270,681	16.16%
3	PCD Nominee Corporation (Non-Filipino)	20,810,129	0	20,810,129	7.27%
4	La Suerte Cigar & Cigarette Factory	200,000	0	200,000	0.07%
5	Lim Tay	80,000	0	80,000	0.03%
6	Rosalina A. Lioanag	51,500	0	51,500	0.02%
7	Roman T. Yap	50,000	0	50,000	0.02%
8	Emmanuel B. Macalalag	46,500	0	46,500	0.02%
9	Isabel C. Suntay	31,000	0	31,000	0.01%
10	Monina N. Cortez	30,000	0	30,000	0.01%
11	Lucia C. Unsay	30,000	0	30,000	0.01%

12	FMF Development Corporation	30,000	0	30,000	0.01%
13	Cynthia M. Baroy	30,000	0	30,000	0.01%
14	Estrella M. Tamayo	30,000	0	30,000	0.01%
15	Romulo G. Quinto	30,000	0	30,000	0.01%
16	Ma. Consuelo A. Cordero	27,000	0	27,000	0.01%
17	Edan Corporation	26,100	0	26,100	0.01%
18	Rolando B. Bisana	25,000	0	25,000	0.01%
19	Luzviminda C. Santos &/or Cynthia C. Santos	21,000	0	21,000	0.01%
20	Felicitas Yap Chua	20,000	0	20,000	0.01%

Independent Public Accountants

R.G. Manabat & Co. (formerly Manabat Sanagustin & Co., CPAs) has been the Company's external auditor since 2006. Compliant with Part I (3) (b) (ix) of SRC Rule 68, as amended, with respect to the re-engagement of the said audit firm, the Company consistently observes the rule on rotation for the signing partner every after five (5) years.

Fees for the services rendered by the external auditor to the Company and its subsidiaries in connection with the Company's annual financial statements and other statutory and regulatory filings (inclusive of retainer fees and out-of-pocket expenses) amounted to P8.0 million, P8.1 million, and P7.7 million in 2020, 2019 and 2018, respectively. For non-audit fees, the same amounted to P0.855 million in 2018.

The Company's Audit and Risk Oversight Committee, pursuant to its Duties and Responsibilities as set forth in its Charter and the Company's Manual, recommends to the Board the appointment of the Company's external auditor. The said Committee also reviews the terms of engagement and scope of services of the external auditor and endorses the same for the approval of the Board. It also exercises effective oversight to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.

On March 10, 2021, the Board, upon endorsement of the Audit and Risk Oversight Committee, nominated R.G. Manabat & Co. as the Company's external auditor for 2021. The said nomination shall be recommended for approval of the stockholders during the 2021 RSM that will be held on May 27, 2021. The representatives of the said professional firm are expected to participate, virtually attend the said meeting and will be available to respond to appropriate questions, if necessary. They will also have the opportunity to make a statement, if they so desire.

Compliance with Leading Practice on Corporate Governance

The Company, its Board, Management, Officers and employees firmly believe that corporate governance is a necessary component of what constitutes sound strategic business management and the vital role it plays in attaining corporate goals and creating and sustaining shareholder value.

On August 6, 2002, the Company, through its Board institutionalized the principles of good corporate governance in the entire organization by establishing and implementing the Company's Manual on Corporate Governance (the "CG Manual"). Since its adoption, the CG Manual has been amended several times in order to align the provisions thereof with the prevailing issuances, rules and circulars of the Securities and Exchange Commission (the "SEC"), the most recent of which is the Memorandum Circular No. 19, Series of 2016 (the "Circular") on the Code of Corporate Governance for Publicly-Listed Companies that took effect on January 1, 2017. Conformably with the Circular, the Company formally approved and adopted an amended or new CG Manual on May 9, 2017.

The Board, conformably with the amended or new CG Manual and considering the Company's size, risk profile and operations, apart from the Executive Committee, established the following three (3) committees:

(1) Audit and Risk Oversight Committee (formerly known as the Audit Committee) is tasked to perform the functions of the Audit, Board Risk Oversight and Related Party Transactions Committees.

(2) Corporate Governance Committee (which took over the functions of the Nomination and Hearing Committee) is mandated to assist the Board in the performance of its corporate governance responsibilities, including, among others, the duty to pre-screen and shortlist all candidates nominated to become a member of the Board.

(3) Executive Compensation Committee, which is tasked among others to establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing remuneration packages of corporate officers and directors.

As for the Company's Integrated Annual Corporate Governance Report ('I-ACGR'), which is a tool to disclose publicly-listed companies' compliance/noncompliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the "comply or explain" approach, and for harmonizing the corporate governance reportorial requirements of the SEC and PSE, the Company complies with the requirements set forth in SEC Memorandum Circular No. 15, Series of 2017. The Company submitted its 2019 I-ACGR to SEC on August 20, 2020. For its 2020 I-ACGR, it will be submitted to the SEC not later than May 31, 2021, and shall be made available at its website.

All incumbent directors and officers of the Company, including the Internal Audit Group Head, attended a Corporate Governance Seminar conducted by SEC-accredited providers: R.G. Manabat & Co (KPMG), Risk, Opportunities, Assessment and Management (ROAM), Inc., SGV & Co. and Center for Global Best Practices, in compliance with the requirement of the SEC. The seminars were conducted via videoconferencing in view of the current Covid-19 pandemic.

The members of the Board also accomplished an Internal Self-Rating Form (the "Form") for the purpose of evaluating the Board's performance for 2020. The Form covers four (4) broad areas of Board Performance: (1) Fulfillment of the Board's Key Responsibilities; (2) Board-Management Relationship; (3) Effectiveness of Board Processes and Meetings; and (4) Individual Performance of Board Members. The Form requires the Board members to read each statement and rank their response on the 5-point scale directly below each statement with "1" indicating that they strongly disagree with the statement and "5" indicating that they strongly agree with the statement. Additional space is also provided for their comments. Based on the accomplished Form, the Board has substantially met its mandate.

The members of the Audit and Risk Oversight Committee also accomplished an Internal Self-Rating form for the purpose of evaluating the said Committee's performance for 2020. The Form covers the following areas: (1) Structure, Operation and Reporting Process; (2) Oversight on Financial Statements and Financial Reporting; (3) Oversight on Internal Controls and Risk Management; (4) Oversight on Internal Audit; (5) Oversight on External Audit; and (6) Compliance with Legal and Regulatory Requirements. The Form requires the said Committee members to read each statement and rank their response on the 5-point scale directly below each statement with "1" indicating that they strongly disagree with the statement and "5" indicating that they strongly agree with the statement. Additional space is also provided for their comments. Based on the accomplished Forms, the said Committee has also substantially met its mandate.

UNDERTAKING

The Company will post the full version of its SEC Form 20-IS or the Definitive Information Statement (the “DIS”) together with all its annexes, including the 2020 Audited Consolidated Financial Statements, upon its approval by the SEC, as well as its SEC Form 17-A, in the Company’s website and in the PSE Edge.

The Company will likewise post a copy of the Interim Unaudited Financial Statements with Management Discussion & Analysis for the 1st Quarter of 2021 (the “Reports”) or the Company’s SEC Form 17-Q for the 1st Quarter of 2021 in the Company’s website on or before May 15, 2021, unless submission of the same will be extended by the SEC on a later date, but not later than five (5) calendar days before the meeting. The Company shall also immediately cause the publication once in two (2) newspapers of general circulation of a notice about the Reports or the Company’s SEC Form 17-Q.

The foregoing documents may be accessed by the stockholders specifically through the link <http://ginebrasanmiguel.com/company-disclosures/>.

Upon the written request of a stockholder, and when circumstances permit, the Company undertakes to furnish the stockholder a copy of the full version of the DIS and/or its SEC Form 17-A and/or the Reports or SEC Form 17-Q. Any of the foregoing requests, which shall be provided by the Company free of charge, should be in writing and addressed to:

**SMC Stock Transfer Service Corporation
2nd Floor, San Miguel Corporation
No. 40 San Miguel Avenue, Mandaluyong City,
1550 Metro Manila, Philippines**

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Mandaluyong on April 28, 2021.

GINEBRA SAN MIGUEL INC.

By:



Virgilio S. Jacinto
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 rd	&	6 th		F	L	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
---	---

Month

3	1
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Day

CERTIFICATE OF INDEPENDENT DIRECTOR

FORM TYPE

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Month

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Day

Annual Meeting

--

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

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

_____ LCU

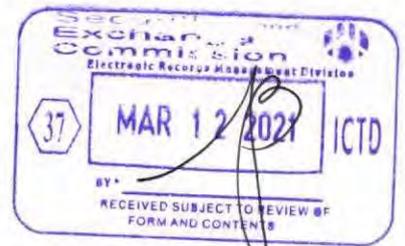
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CERTIFICATION OF INDEPENDENT DIRECTOR

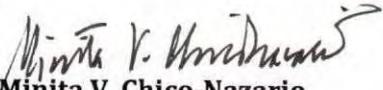
I, **Minita V. Chico-Nazario**, Filipino, of legal age and a resident of 299 Governor A. Santos, BF Homes, Parañaque City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of Ginebra San Miguel Inc. ("GSMI") and have been its Independent Director since March 9, 2012.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
	(Please refer to attached "Annex A")	

3. I have served as Independent Director for nine (9) years and have been nominated by the Board of Directors in accordance with GSMI's Amended Manual on Corporate Governance, as approved on May 25, 2017, which adopted the following: (i) Recommendation 5.2 of the Code of Corporate Governance for Publicly Listed Companies or SEC Memorandum Circular No. 19, Series of 2016 and (ii) Memorandum Circular 4, Series of 2017 (hereinafter, "Relevant Rules").
4. I understand that since I already reached the term limit of (9) years pursuant to the Relevant Rules, my nomination and election as a member of the Board of Directors of GSMI shall be subject to: (i) the presentation of meritorious justifications by the Board of Directors; and (ii) the approval by the stockholders of GSMI during the Regular Stockholders' Meeting.
5. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of GSMI, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
6. I am not in any way related to any director/officer/substantial shareholder of GSMI and its subsidiaries and affiliates.
7. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
8. I am not in government service/affiliated with a government agency or GOCC.
9. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
10. I shall inform the Corporate Secretary of GSMI of any changes in the abovementioned information within five days from its occurrence.

Done, this 10th day of March, 2021 at Mandaluyong City.


Minita V. Chico-Nazario

SUBSCRIBED AND SWORN to before me this 10th day of March, 2021 at Mandaluyong City, affiant personally appeared before me and exhibited to me her Senior ID No. 02588 issued on January 20, 2005.

Doc. No. 23 ;
Page No. 6 ;
Book No. I ;
Series of 2021.




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. 4583178; 01/05/2021; Mandaluyong City
IBP Lifetime Member No. 013708; 04/13/2015; RSM

ANNEX "A"

AFFILIATIONS

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Philippine Grains International Corporation	Chairman	January 2011 to present
Mariveles Grain Corporation	Director	January 2011 to present
San Miguel Food and Beverage, Inc.	Independent Director	May 8, 2015 to present
Top Frontier Investment Holdings, Inc.	Independent Director	January 2, 2014 to present
San Miguel Properties, Inc.	Independent Director	May 9, 2012 to present
Tan Acut Lopez & Pison Law Offices	Of Counsel	November 2016 to present
United Coconut Planters Bank	Consultant	Up to Present
Integrated Bar of the Philippines, Manila IV	Member	Up to present
Women Lawyers Association of the Philippines	Member	Up to present
U.P. Women's Club	Member	Up to present
U.P. Women Lawyers' Circle	Member	Up to present

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 rd	&	6 th		F	L	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
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Month

3	1
---	---

Day

CERTIFICATE OF INDEPENDENT DIRECTOR
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FORM TYPE

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Month

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Day

Annual Meeting

--

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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Total Amount of Borrowings

Domestic Foreign

To be accomplished by SEC Personnel concerned

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File Number

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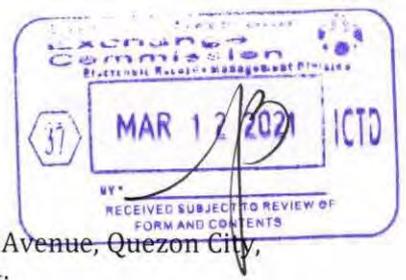
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Cashier

STAMPS

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CERTIFICATION OF INDEPENDENT DIRECTOR



I, **Aurora S. Lagman**, Filipino, of legal age and a resident of 38 Samar Avenue, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of Ginebra San Miguel Inc. ("GSMI") and have been its Independent Director since March 15, 2017.
2. I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
	(Please refer to attached "Annex A")	

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of GSMI, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not in any way related to any director/officer/substantial shareholder of GSMI and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I have the required written permission from the Dean of the College of Law of Bulacan State University to be an Independent Director in GSMI, pursuant to the Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules. Please refer to attached Annex "B".
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of GSMI of any changes in the abovementioned information within five days from its occurrence.

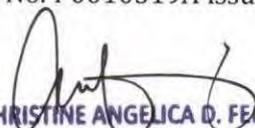
Done, this 10th day of March, 2021 at Mandaluyong City.


Aurora S. Lagman

SUBSCRIBED AND SWORN to before me this 10th day of March, 2021 at Mandaluyong City, affiant personally appeared before me and exhibited to me her Passport No. P0010519A issued on August 20, 2016 at DFA NCR Northeast.

Doc. No. 22 ;
 Page No. 6 ;
 Book No. 1 ;
 Series of 2021.




CHRISTINE ANGELICA D. FELIA
 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. 4583178; 01/05/2021; Mandaluyong City
 'BP Lifetime Member No. 013708; 04/13/2015; RSM

ANNEX "A"

AFFILIATIONS

COMPANY/ORGANIZATION	POSITION / RELATIONSHIP	PERIOD OF SERVICE
College of Law Bulacan State University	Faculty Member (Part-time)	From July 2016; currently on leave
Judicial and Bar Council	Member	October 13, 2008 - July 9, 2016
Court of Appeals	Associate Justice	February 4, 2004 - January 15, 2008
Regional Trial Court, Branch 77, Malolos, Bulacan	Judge	May 11, 1994 - February 3, 2004
Kababaihang Manananggol ng Bulacan	Founding President	2003 - present
RTC Judges Association of Bulacan, Inc.	Adviser	2004 - present
Integrated Bar of the Philippines	Member	1978 - present
Society for Judicial Excellence	Member Bd. Of Trustees	2015 - present



Republic of the Philippines
BULACAN STATE UNIVERSITY
COLLEGE OF LAW
City of Malolos, Bulacan
Tel. No. 919-7800 loc. 1083



CERTIFICATION

This is to certify that **Justice AURORA S. LAGMAN, (Ret.)** is a part-time member of the faculty of College of Law, Bulacan State University and is allowed to engage directly in any private business, vocation or profession.

This certification is issued upon the request of Justice Lagman for whatever legal purpose it may serve her.

Done this 15th day of March 2017 at Malolos City, Province of Bulacan.

A handwritten signature in black ink, appearing to read "Nenita DC. Tuazon".

DR. NENITA DC. TUAZON, LLM, DCL
Dean, College of Law

Annex “B”

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2020, 2019 and 2018

With Independent Auditors' Report



**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR CONSOLIDATED FINANCIAL STATEMENTS**

The management of Ginebra San Miguel Inc. (the Company) is responsible for the preparation and fair presentation of the consolidated financial statements, including the additional components attached therein, for the years ended December 31, 2020, 2019 and 2018, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the consolidated financial statements including the schedules attached therein, and submits the same to the stockholders.

R.G. Manabat & Co., the independent auditors appointed by the stockholders, has audited the consolidated financial statements of the Company in accordance with Philippine Standards on Auditing, and in their reports to the stockholders, has expressed their opinion on the fairness of presentation upon completion of such audit.


CYNTHIA M. BAROY
Chief Finance Officer

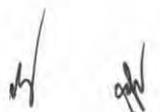

RAMON S. ANG
President

Signed this 10th day of March 2021

GINEBRA SAN MIGUEL, INC.

3rd and 6th Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center, Mandaluyong City, Metro Manila, Philippines 1550 · Telephone: +632 8841-5100 · TeleFax: +632 8841-5240

A Subsidiary of  **SAN MIGUEL CORPORATION**



08 APR 2021

SUBSCRIBED AND SWORN to before me this _____, affiant exhibiting to me their Passport, as follow:

<u>NAME</u>	<u>PASSPORT NO.</u>	<u>DATE OF ISSUE</u>	<u>PLACE OF ISSUE</u>
Ramon S. Ang	P2247867B	May 22, 2019	DFA Manila
Cynthia M. Baroy	P5612173A	January 13, 2018	DFA NCR East

Doc. No. 33 ;
Page No. 9 ;
Book No. 1 ;
Series of 2021.




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. 4583178; 01/05/2021; Mandaluyong City
ISP Lifetime Member No. 013708; 04/13/2015; RSM



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REPORT OF INDEPENDENT AUDITORS

The Board of Directors and Stockholders
Ginebra San Miguel Inc.
3rd and 6th Floor, San Miguel Properties Centre
St. Francis Street, Ortigas Center
Mandaluyong City

Opinion

We have audited the consolidated financial statements of Ginebra San Miguel Inc. and its Subsidiaries (the "Group"), which comprise the consolidated statements of financial position as at December 31, 2020 and 2019, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2020, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2020, in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audits of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Firm Regulatory Registration & Accreditation:

PRC-BOA Registration No. 0003, valid until November 21, 2023

SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)

IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)

BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)



Key Audit Matter

Key audit matter is a matter that, in our professional judgment, is of most significance in our audit of the consolidated financial statements of the current period. This matter is addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

Revenue Recognition (P36,202 million)

Refer to Note 3, *Significant Accounting Policies* to the consolidated financial statements.

The risk

Revenue is an important measure used to evaluate the performance of the Group. It is accounted for when control of the goods or services is transferred to the customer over time or at a point in time, at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. While revenue recognition and measurement is not complex for the Group, revenue may be inappropriately recognized in order to improve business results and achieve revenue growth in line with the objectives of the Group, thus increasing the risk of material misstatement.

Our response

We performed the following audit procedures, among others, on revenue recognition:

- We evaluated and assessed the revenue recognition policies of the Group in accordance with PFRS 15, *Revenue from Contracts with Customers*.
- We evaluated and assessed the design and operating effectiveness of the key controls over the revenue process.
- We involved our information technology specialists, as applicable, to assist in the audit of automated controls, including interface controls among different information technology applications for the evaluation of the design and operating effectiveness of controls over the recording of revenue transactions.
- We vouched, on a sampling basis, sales transactions to supporting documentation such as sales invoices and delivery documents to ascertain that revenue recognition criteria is met.
- We tested, on a sampling basis, sales transactions for the last month of the reporting period and also the first month of the following reporting period to supporting documentation such as sales invoices and delivery documents to assess whether these transactions are recorded in the appropriate reporting period.
- We tested, on a sampling basis, journal entries posted to revenue accounts to identify unusual or irregular items.
- We tested, on a sampling basis, credit notes issued after the reporting period, to identify and assess any credit notes that relate to sales transactions recognized during the reporting period.



Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2020 but does not include the consolidated financial statements and our auditors' report thereon. The SEC Form 20-IS, SEC Form 17-A and Annual Report for the year ended December 31, 2020 are expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



The engagement partner on the audit resulting in this independent auditors' report is Darwin P. Virocel.

R.G. MANABAT & CO.

DARWIN P. VIROCEL

Partner

CPA License No. 0094495

SEC Accreditation No. 94495-SEC, Group A, valid for five (5) years
covering the audit of 2019 to 2023 financial statements

Tax Identification No. 912-535-864

BIR Accreditation No. 08-001987-031-2019

Issued August 7, 2019; valid until August 6, 2022

PTR No. MKT 8533922

Issued January 4, 2021 at Makati City

March 18, 2021

Makati City, Metro Manila



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**REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY SUPPLEMENTARY INFORMATION FOR FILING
WITH THE SECURITIES AND EXCHANGE COMMISSION**

The Board of Directors and Stockholders
Ginebra San Miguel Inc.
3rd and 6th Floor, San Miguel Properties Centre
St. Francis Street, Ortigas Center
Mandaluyong City

We have audited, in accordance with Philippine Standards on Auditing, the separate financial statements of Ginebra San Miguel Inc. (the "Company"), as at and for the year ended December 31, 2020, on which we have rendered our report dated March 18, 2021.

Our audit was made for the purpose of forming an opinion on the separate financial statements of the Company taken as a whole. The supplementary information in the Reconciliation of Retained Earnings Available for Dividend Declaration is the responsibility of the Company's management.

Firm Regulatory Registration & Accreditation:

PRC-BOA Registration No. 0003, valid until November 21, 2023

SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)

IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)

BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024

financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)



This supplementary information is presented for purposes of complying with the Revised Securities Regulation Code Rule 68 and is not a required part of the separate financial statements. Such supplementary information has been subjected to the auditing procedures applied in the audit of the separate financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the separate financial statements taken as a whole.

R.G. MANABAT & CO.

DARWIN P. VIROCEL

Partner

CPA License No. 0094495

SEC Accreditation No. 94495-SEC, Group A, valid for five (5) years
covering the audit of 2019 to 2023 financial statements

Tax Identification No. 912-535-864

BIR Accreditation No. 08-001987-031-2019

Issued August 7, 2019; valid until August 6, 2022

PTR No. MKT 8533922

Issued January 4, 2021 at Makati City

March 18, 2021

Makati City, Metro Manila

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
DECEMBER 31, 2020 AND 2019
(In Thousands)

	Note	2020	2019
ASSETS			
Current Assets			
Cash and cash equivalents	4, 5, 30, 31	P2,819,574	P354,131
Trade and other receivables - net	4, 6, 26, 30, 31	953,698	1,551,469
Inventories	4, 7	5,946,809	6,113,043
Prepaid expenses and other current assets	8, 26, 30, 31	1,154,046	1,080,723
Total Current Assets		10,874,127	9,099,366
Noncurrent Assets			
Investments in joint ventures	4, 9	4,451	57,963
Property, plant and equipment - net	4, 10	4,221,595	4,441,137
Right-of-use assets - net	4, 11, 26, 27	156,597	196,218
Goodwill - net	4, 12	126,863	126,863
Deferred tax assets - net	4, 17	582,807	567,944
Other noncurrent assets - net	4, 13, 26, 30, 31	87,606	169,731
Total Noncurrent Assets		5,179,919	5,559,856
		P16,054,046	P14,659,222
LIABILITIES AND EQUITY			
Current Liabilities			
Notes payable	14, 26, 30, 31	P -	P1,519,000
Accounts payable and accrued expenses	15, 26, 30, 31	5,146,148	4,208,502
Lease liabilities - current portion	26, 27, 30, 31	31,724	67,980
Income and other taxes payable		377,018	346,417
Current maturities of long-term debt - net of debt issue costs	16, 24, 30, 31	165,417	233,791
Total Current Liabilities		5,720,307	6,375,690
Noncurrent Liabilities			
Retirement liabilities	4, 28	404,797	363,083
Long-term debt - net of current maturities and debt issue costs	16, 30, 31	330,847	642,964
Lease liabilities - net of current portion	26, 27, 30, 31	146,036	157,684
Total Noncurrent Liabilities		881,680	1,163,731
Total Liabilities		6,601,987	7,539,421
Equity			
	18		
Capital stock		399,063	399,063
Additional paid-in capital		2,539,454	2,539,454
Equity reserves		(400,215)	(311,470)
Retained earnings:			
Appropriated		2,500,000	2,500,000
Unappropriated		7,083,730	4,662,727
Treasury stock		(2,669,973)	(2,669,973)
Total Equity		9,452,059	7,119,801
		P16,054,046	P14,659,222

See Notes to the Consolidated Financial Statements.

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2020, 2019 AND 2018
(In Thousands, Except Per Share Data)

	<i>Note</i>	2020	2019	2018
SALES	26	P36,201,782	P29,063,235	P24,834,987
COST OF SALES	19	26,993,100	21,127,308	18,359,888
GROSS PROFIT		9,208,682	7,935,927	6,475,099
SELLING AND MARKETING EXPENSES	20	(2,836,732)	(2,771,512)	(2,560,340)
GENERAL AND ADMINISTRATIVE EXPENSES	21	(2,565,925)	(2,286,235)	(2,083,051)
INTEREST EXPENSE AND OTHER FINANCING CHARGES	10, 14, 16, 24, 27, 28	(122,330)	(169,601)	(220,658)
EQUITY IN NET LOSSES OF JOINT VENTURES	9	-	(238,125)	(82,822)
INTEREST INCOME	5, 26	32,656	31,594	24,681
GAIN (LOSS) ON DISPOSAL/RETIREMENT OF NONCURRENT ASSETS - Net	10,13	(14,891)	1,532	622
OTHER INCOME - Net	25	302,353	117,762	10,227
INCOME BEFORE INCOME TAXES		4,003,813	2,621,342	1,563,758
INCOME TAX EXPENSE - Net	17	1,247,302	949,554	510,719
NET INCOME		P2,756,511	P1,671,788	P1,053,039
Basic and Diluted Earnings Per Share	29	P9.46	P5.67	P3.51

See Notes to the Consolidated Financial Statements.

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2020, 2019 AND 2018
(In Thousands)

	<i>Note</i>	2020	2019	2018
NET INCOME		P2,756,511	P1,671,788	P1,053,039
OTHER COMPREHENSIVE INCOME (LOSS)				
Item that may be reclassified to profit or loss				
Share in other comprehensive income (loss) of joint ventures	9	(53,512)	15,677	16,943
Items that will not be reclassified to profit or loss				
Equity reserve for retirement plan	28	(50,333)	(182,785)	256,944
Income tax benefit (expense)	17	15,100	54,835	(77,083)
OTHER COMPREHENSIVE INCOME (LOSS) - Net of tax		(88,745)	(112,273)	196,804
TOTAL COMPREHENSIVE INCOME - Net of tax		P2,667,766	P1,559,515	P1,249,843

See Notes to the Consolidated Financial Statements.

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2020, 2019 AND 2018
(In Thousands)

	Note	Capital Stock		Additional Paid-in Capital	Equity Reserves		Retained Earnings		Treasury Stock		Total
		Common	Preferred		Reserve for Retirement Plan	Cumulative Translation Adjustments	Appropriated	Unappropriated	Common	Preferred	
As at January 1, 2020		P345,625	P53,438	P2,539,454	P57,963	(P369,433)	P2,500,000	P4,662,727	(P1,947,198)	(P722,775)	P7,119,801
Share in other comprehensive loss of joint ventures	9	-	-	-	(53,512)	-	-	-	-	-	(53,512)
Equity reserve for retirement plan	28	-	-	-	(35,233)	-	-	-	-	-	(35,233)
Other comprehensive loss		-	-	-	(53,512)	-	-	2,756,511	-	-	(88,745)
Net income		-	-	-	-	-	-	-	-	-	2,756,511
Total comprehensive income		-	-	-	(53,512)	(35,233)	-	2,756,511	-	-	2,667,766
Cash dividends and distribution:		-	-	-	-	-	-	(286,328)	-	-	(286,328)
Common		-	-	-	-	-	-	(49,180)	-	-	(49,180)
Preferred		-	-	-	-	-	-	(335,508)	-	-	(335,508)
Total cash dividends and distributions	18	-	-	-	-	-	-	(335,508)	-	-	(335,508)
As at December 31, 2020	18	P345,625	P53,438	P2,539,454	P4,451	(P404,666)	P2,500,000	P7,083,730	(P1,947,198)	(P722,775)	P9,452,059

Forward

	Note	Capital Stock		Additional Paid-in Capital	Reserve for Retirement Plan		Equity Reserves		Retained Earnings		Treasury Stock		Total
		Common	Preferred		Plan	Adjustments	Appropriated	Unappropriated	Common	Preferred			
As at January 1, 2019 as previously reported (Audited)		P345,625	P53,438	P2,539,454	(P241,483)	P42,286	P2,500,000	P3,694,429	(P1,947,198)	(P722,775)		P6,263,776	
Adjustments due to Philippine Financial Reporting Standards (PFRS) 16	3	-	-	-	-	-	(11,420)	-	-	-	-	(11,420)	
As at January 1, 2019, as adjusted		345,625	53,438	2,539,454	(241,483)	42,286	2,500,000	3,683,009	(1,947,198)	(722,775)		6,252,356	
Share in other comprehensive income of joint ventures	9	-	-	-	-	15,677	-	-	-	-	-	15,677	
Equity reserve for retirement plan	28	-	-	-	(127,950)	-	-	-	-	-	-	(127,950)	
Other comprehensive income (loss)		-	-	-	(127,950)	15,677	-	-	-	-	-	(112,273)	
Net income		-	-	-	-	-	-	1,671,788	-	-	-	1,671,788	
Total comprehensive income		-	-	-	(127,950)	15,677	-	1,671,788	-	-	-	1,559,515	
Cash dividends and distribution:													
Common		-	-	-	-	-	-	(286,332)	-	-	-	(286,332)	
Preferred		-	-	-	-	-	-	(405,738)	-	-	-	(405,738)	
Total cash dividends and distributions	18	-	-	-	-	-	-	(692,070)	-	-	-	(692,070)	
As at December 31, 2019	18	P345,625	P53,438	P2,539,454	(P369,433)	P57,963	P2,500,000	P4,662,727	(P1,947,198)	(P722,775)		P7,119,801	
As at January 1, 2018		P345,625	P53,438	P2,539,454	(P421,344)	P25,343	P2,500,000	P2,641,390	(P1,947,198)	(P722,775)		P5,013,933	
Share in other comprehensive income of joint ventures	9	-	-	-	-	16,943	-	-	-	-	-	16,943	
Equity reserve for retirement plan	28	-	-	-	179,861	-	-	-	-	-	-	179,861	
Other comprehensive income		-	-	-	179,861	16,943	-	1,053,039	-	-	-	196,804	
Net income		-	-	-	-	-	-	-	-	-	-	1,053,039	
Total comprehensive income		-	-	-	179,861	16,943	-	1,053,039	-	-	-	1,249,843	
As at December 31, 2018	18	P345,625	P53,438	P2,539,454	(P241,483)	P42,286	P2,500,000	P3,694,429	(P1,947,198)	(P722,775)		P6,263,776	

See Notes to the Consolidated Financial Statements.

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2020, 2019 AND 2018
(In Thousands)

	<i>Note</i>	2020	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		P4,003,813	P2,621,342	P1,563,758
Adjustments for:				
Depreciation and amortization	10, 11, 13, 22	746,791	723,218	671,440
Equity in net losses of joint ventures	9	-	238,125	82,822
Interest expense and other financing charges	10, 14, 16, 24, 27, 28	122,330	169,601	220,658
Provision for impairment losses	6, 13, 21, 25	544,417	112,804	112,106
Retirement expense	23, 28	79,318	60,738	102,741
Net unrealized foreign exchange loss	25, 30	1,860	806	525
Write-down of inventories to net realizable value	7, 19	-	-	25,500
Loss (gain) on disposal/retirement of noncurrent assets - net	10, 13	14,891	(1,532)	(622)
Interest Income	5, 26	(32,656)	(31,594)	(24,681)
Net derivative (gain) loss	25, 31	(88,294)	(33,221)	10,250
Operating income before working capital changes		5,392,470	3,860,287	2,764,497
Decrease (increase) in:				
Trade and other receivables		44,493	198,712	(28,858)
Inventories		237,535	(2,187,938)	(611,764)
Prepaid expenses and other current assets		(410,393)	(169,759)	122,475
Increase (decrease) in:				
Accounts payable and accrued expenses		932,089	1,502,775	702,822
Income and other taxes payable		(86,554)	(118,750)	26,433
Cash generated from operations		6,109,640	3,085,327	2,975,605
Interest received		41,515	22,647	24,425
Contribution to retirement plan	28	(105,892)	(137,105)	(139,731)
Interest and other financing charges paid		(94,580)	(142,958)	(227,132)
Taxes paid		(772,019)	(502,889)	(131,077)
Net cash flows provided by operating activities		5,178,664	2,325,022	2,502,090

Forward

	<i>Note</i>	2020	2019	2018
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to property, plant and equipment	10	(P403,149)	(P386,631)	(P273,802)
Decrease (increase) in other noncurrent assets		12,781	31,562	(29,184)
Proceeds from disposal of property and equipment	10	2,329	1,846	3,205
Net cash flows used in investing activities		(388,039)	(353,223)	(299,781)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from:				
Short-term borrowings	14	1,664,200	7,714,000	38,230,380
Long-term borrowings	16	496,250	-	992,500
Payments of:				
Lease liabilities	27	(87,249)	(79,665)	-
Long-term borrowings	16	(882,353)	(117,647)	(114,285)
Cash dividends		(329,330)	(686,960)	(4)
Short-term borrowings	14	(3,183,200)	(8,671,100)	(41,286,620)
Net cash flows used in financing activities		(2,321,682)	(1,841,372)	(2,178,029)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS				
		(3,500)	(771)	1,428
NET INCREASE IN CASH AND CASH EQUIVALENTS				
		2,465,443	129,656	25,708
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR				
	5	354,131	224,475	198,767
CASH AND CASH EQUIVALENTS AT END OF YEAR				
	5	P2,819,574	P354,131	P224,475

See Notes to the Consolidated Financial Statements.

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Amounts in Thousands, Except Per Share Data and Number of Shares)

1. Reporting Entity

Ginebra San Miguel Inc. (GSMI or the Company), a subsidiary of San Miguel Food and Beverage, Inc. (SMFB or Parent Company), was incorporated in the Philippines on July 10, 1987. SMFB is a subsidiary of San Miguel Corporation (SMC or Intermediate Parent Company). Top Frontier Investment Holdings, Inc. (Top Frontier) is the ultimate parent company of GSMI.

GSMI is primarily engaged in the manufacture and sale of alcoholic beverages.

The accompanying consolidated financial statements comprise the financial statements of the Company and its Subsidiaries and the Group's interests in joint ventures (collectively referred to as the "Group").

The Company is a public company under Section 17.2 of the Securities Regulation Code and its common shares are listed on The Philippine Stock Exchange, Inc.

The corporations comprising the Group have a corporate life of 50 years pursuant to their Articles of Incorporation. However, under the Revised Corporation Code of the Philippines which took effect on February 23, 2019, existing and future corporations have been granted perpetual corporate life. Thus, the corporations comprising the Group shall have a perpetual corporate life.

The registered office address of the Company is 3rd and 6th Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center, Mandaluyong City.

2. Basis of Preparation

Statement of Compliance

The accompanying consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS are based on International Financial Reporting Standards issued by the International Accounting Standards Board (IASB). PFRS consist of PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations issued by the Philippine Financial Reporting Standards Council (FRSC).

The consolidated financial statements were approved and authorized for issue in accordance with a resolution by the Board of Directors (BOD) on March 10, 2021.

Basis of Measurement

The consolidated financial statements of the Group have been prepared on a historical cost basis except for the following items which are measured on an alternative basis on each reporting date:

<u>Items</u>	<u>Measurement Basis</u>
Financial assets at fair value through profit or loss (FVPL)	Fair value
Defined benefit retirement asset (liability)	Fair value of the plan assets less the present value of the defined benefit retirement obligation

Functional and Presentation Currency

The consolidated financial statements are presented in Philippine peso, which is the functional currency of the Company. All financial information are rounded off to the nearest thousand (000), except when otherwise indicated.

Basis of Consolidation

The consolidated financial statements include the accounts of the Group and the following wholly-owned subsidiaries:

<u>Name of Subsidiary</u>	<u>Country of Incorporation</u>
Distileria Bago, Inc. (DBI)	Philippines
East Pacific Star Bottlers Phils Inc. (EPSBPI)	Philippines
Agricrops Industries Inc. (AII)	Philippines
Healthy Condiments, Inc. (HCI)	Philippines
Crown Royal Distillers, Inc. (CRDI)	Philippines
Ginebra San Miguel International Ltd. (GSMIL)	British Virgin Islands (BVI)
GSM International Holdings Limited (GSMIHL)	BVI
Global Beverages Holdings Limited (GBHL)	BVI
Siam Holdings Limited (SHL)	BVI

A subsidiary is an entity controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

When the Group has less than majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including the contractual arrangement with the other vote holders of the investee, rights arising from other contractual arrangements and the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are included in the consolidated financial statements from the date when the Group obtains control, and continue to be consolidated until the date when such control ceases.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using uniform accounting policies for like transactions and other events in similar circumstances. Intergroup balances and transactions, including intergroup unrealized profits and losses, are eliminated in preparing the consolidated financial statements.

A change in the ownership interest in a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, the Group: (i) derecognizes the assets (including goodwill) and liabilities of the subsidiary and the cumulative translation differences recorded in equity; (ii) recognizes the fair value of the consideration received, the fair value of any investment retained and any surplus or deficit in the consolidated statements of income; and (iii) reclassify the Company's share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements, except for the changes in accounting policies as explained below.

Adoption of Amended Standards and Framework

The FRSC approved the adoption of a number of amended standards and framework as part of PFRS.

The Group has adopted the following PFRS effective January 1, 2020 and accordingly, changed its accounting policies in the following areas:

- Amendments to References to Conceptual Framework in PFRS sets out amendments to PFRS, their accompanying documents and PFRS practice statements to reflect the issuance of the revised Conceptual Framework for Financial Reporting in 2018 (2018 Conceptual Framework). The 2018 Conceptual Framework includes: (a) a new chapter on measurement; (b) guidance on reporting financial performance; (c) improved definitions of an asset and a liability, and guidance supporting these definitions; and (d) clarifications in important areas, such as the roles of stewardship, prudence and measurement uncertainty in financial reporting.

Some standards, their accompanying documents and PFRS practice statements contain references to, or quotations from, the International Accounting Standards Committee's Framework for the Preparation and Presentation of Financial Statements adopted by the IASB in 2001 or the Conceptual Framework for Financial Reporting issued in 2010. The amendments update some of those references and quotations so that they refer to the 2018 Conceptual Framework and make other amendments to clarify which version of the Conceptual Framework is referred to in particular documents.

- Definition of a Business (Amendments to PFRS 3, *Business Combinations*). The amendments narrowed and clarified the definition of a business. The amendments also permit a simplified assessment of whether an acquired set of activities and assets is a group of assets rather than a business. The amendments: (a) confirmed that a business must include inputs and a process, and clarified that the process must be substantive and the inputs and process must together significantly contribute to creating outputs; (b) narrowed the definition of a business by focusing the definition of outputs on goods and services provided to customers and other income from ordinary activities, rather than on providing dividends or other economic benefits directly to investors or lowering costs; and (c) added a test that makes it easier to conclude that a company has acquired a group of assets, rather than a business, if the value of the assets acquired is substantially all concentrated in a single asset or group of similar assets.

- Definition of Material (Amendments to PAS 1, *Presentation of Financial Statements* and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*). The amendments refine the definition of material. The amended definition of material states that such information is material if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity. The amendments clarify the definition of what is considered material and its application by: (a) raising the threshold at which information becomes material by replacing the term 'could influence' with 'could reasonably be expected to influence'; (b) including the concept of 'obscuring information' alongside the concept of 'omitting' and 'misstating' information in the definition; (c) clarifying that the users to which the definition refers are the primary users of general purpose financial statements referred to in the Conceptual Framework; (d) clarifying the explanatory paragraphs accompanying the definition; and (e) aligning the wording of the definition of what is considered material across PFRS and other publications. The amendments are expected to help entities make better materiality judgments without substantively changing existing requirements.

- Interest Rate Benchmark Reform (Amendments to PFRS 9, *Financial Instruments*, PAS 39, *Financial Instruments: Recognition and Measurement* and PFRS 7, *Financial Instruments: Disclosures*). The amendments provide temporary exceptions to all hedging relationships directly affected by interest rate benchmark reform - the market-wide reform of an interest rate benchmark, including the replacement of an interest rate benchmark with an alternative benchmark rate such as that resulting from the recommendations set out in the Financial Stability Board's July 2014 report 'Reforming Major Interest Rate Benchmarks'. The exceptions relate to the following requirements:
 - *The Highly Probable Requirement*. When determining whether a forecast transaction is highly probable, an entity shall assume that the interest rate benchmark on which the hedged cash flows are based is not altered as a result of the reform.
 - *Prospective Assessments*. When performing prospective assessments, a company shall assume that the interest rate benchmark on which the hedged item, hedged risk and/or hedging instrument are based is not altered as a result of the interest rate benchmark reform.

- *PAS 39 Retrospective Assessment.* An entity is not required to undertake the PAS 39 retrospective assessment for hedging relationships directly affected by the reform. However, the entity must comply with all other PAS 39 hedge accounting requirements, including the prospective assessment.
- *Separately Identifiable Risk Components.* For hedges of a non-contractually specified benchmark component of interest rate risk, an entity shall apply the separately identifiable requirement only at the inception of such hedging relationships.

An entity shall cease applying the exceptions when the uncertainty arising from interest rate benchmark reform is no longer present with respect to the timing and the amount of the interest rate benchmark-based cash flows or the hedging relationship is discontinued. End of application does not apply to the test for separately identifiable risk components.

Specific disclosure requirements apply to hedging relationships affected by the amendments including information about the significant interest rate benchmarks, extent of risk exposure directly affected by the reform, how the entity manages the process to transition to alternative benchmark rates, significant assumptions and judgements made in applying the exceptions, and the nominal amount of the hedging instruments in those hedging relationships.

The Group has early adopted the below PFRS effective June 1, 2020 and accordingly, changed its accounting policy:

- Coronavirus Disease 2019 (COVID-19) - Related Rent Concessions (Amendments to PFRS 16, *Leases*). The amendments introduce an optional practical expedient that simplifies how a lessee accounts for rent concessions that are a direct consequence of COVID-19. A lessee that applies the practical expedient is not required to assess whether eligible rent concessions are lease modifications, and accounts for them in accordance with other applicable guidance. The practical expedient applies if:
 - the revised consideration is substantially the same or less than the original consideration;
 - the reduction in lease payments relates to payments due on or before June 30, 2021; and
 - no other substantive changes have been made to the terms of the lease.

The Group has applied the amendment retrospectively.

The adoption of the amended standards and framework did not have a material effect on the consolidated financial statements.

Standards Issued But Not Yet Adopted

A number of new and amended standards are effective for annual periods beginning after January 1, 2020 and have not been applied in preparing the consolidated financial statements. Unless otherwise indicated, none of these is expected to have a significant effect on the consolidated financial statements.

The Group will adopt the following new and amended standards on the respective effective dates:

- Interest Rate Benchmark Reform - Phase 2 (Amendments to PFRS 9, PAS 39, PFRS 7, PFRS 4, *Insurance Contracts* and PFRS 16). To ensure that financial statements best reflect the economic effects of interest rate benchmark reforms, the Phase 2 amendments were issued and focus on the accounting once a new benchmark rate is in place. The reliefs allow companies not to recognize significant modification gains or losses on financial instruments and mitigate the risk of discontinuations of existing hedging relationships because of changes required by reforms. The amendments address issues that might affect financial reporting during the reform in the following key areas:
 - *Practical expedient for particular changes to contractual cash flows.* As a practical expedient, a company will account for a change in the basis for determining the contractual cash flows that is required by the reform by updating the effective interest rate of the financial instrument. If there are other changes to the basis for determining the contractual cash flows, then a company first applies the practical expedient to the changes required by the reform and then applies other applicable requirements of PFRS 9 to other changes. A similar practical expedient applies to insurers applying PAS 39 and lessees for lease modifications required by a reform.
 - *Relief from specific hedge accounting requirements.* The amendments enable and require companies to continue hedge accounting in circumstances when changes to hedged items and hedging instruments arise as a result of changes required by the reform. A company is required to amend the formal designation of hedging relationships to reflect the changes required by the reform. Reliefs are also provided for amounts accumulated in the cash flow hedge reserve, the separately identifiable requirement, groups of items designated as hedged items and retrospective effectiveness assessment under PAS 39.
 - *Disclosure requirements.* To enable users of financial statements to understand the effect of reforms on a company's financial instruments and risk management strategy, additional disclosures are required on how transition to alternative benchmark rates are being managed, quantitative information about financial instruments indexed to rates yet to transition due to benchmark reform at the end of the reporting period, and the extent to which changes to the risk management strategy have occurred due to the risks identified in the transition.

The amendments are effective for annual reporting periods beginning on or after January 1, 2021. Earlier application is permitted. The amendments retrospectively, but restatement of comparative information is not required. Reinstatement of a discontinued hedging relationship is required if the hedging relationship was discontinued solely because of changes required by the reform, and that discontinued hedging relationship meets all qualifying criteria for hedge accounting at the date of initial application.

The amendments are still subject to the approval by the FRSC.

- Property, Plant and Equipment - Proceeds before Intended Use (Amendments to PAS 16, *Property, Plant and Equipment*). The amendments prohibit an entity from deducting from the cost of an item of property, plant and equipment the proceeds from selling items produced before that asset is available for use. The proceeds before intended use should be recognized in profit or loss, together with the costs of producing those items which are identified and measured in accordance with PAS 2, *Inventories*.

The amendments also clarify that testing whether an item of property, plant and equipment is functioning properly means assessing its technical and physical performance rather than assessing its financial performance.

For the sale of items that are not part of a company's ordinary activities, the amendments require the company to disclose separately the sales proceeds and related production cost recognized in profit or loss and specify the line items in which such proceeds and costs are included in the statements of comprehensive income. This disclosure is not required if such proceeds and cost are presented separately in the statements of comprehensive income.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted. The amendments apply retrospectively, but only to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented in the financial statements in which the company first applies the amendments.

- Onerous Contracts - Cost of Fulfilling a Contract (Amendment to PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*). The amendments clarify that the cost of fulfilling a contract when assessing whether a contract is onerous includes all costs that relate directly to a contract - i.e. it comprise both incremental costs and an allocation of other direct costs.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 to contracts existing at the date when the amendments are first applied. At the date of initial application, the cumulative effect of applying the amendments is recognized as an opening balance adjustment to retained earnings or other component of equity, as appropriate. The comparatives are not restated. Earlier application is permitted.

- Annual Improvements to PFRS Standards 2018-2020. This cycle of improvements contains amendments to four standards of which the following are applicable to the Group:
 - Fees in the '10 per cent' Test for Derecognition of Financial Liabilities (Amendment to PFRS 9). The amendment clarifies that for the purpose of performing the '10 per cent' test for derecognition of financial liabilities, the fees paid net of fees received included in the discounted cash flows include only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.
 - Lease Incentives (Amendment to Illustrative Examples accompanying PFRS 16). The amendment deletes from the Illustrative Example 13 the reimbursement relating to leasehold improvements to remove the potential for confusion because the example had not explained clearly enough the conclusion as to whether the reimbursement would meet the definition of a lease incentive in PFRS 16.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted.

- Reference to the Conceptual Framework (Amendment to PFRS 3). The amendments:
 - updated PFRS 3 so that it now refers to the 2018 Conceptual Framework;
 - added a requirement that, for transactions and other events within the scope of PAS 37 or IFRIC 21 *Levies*, an acquirer applies PAS 37 or IFRIC 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination; and
 - added an explicit statement that an acquirer does not recognize contingent assets acquired in a business combination.

The amendments are effective for business combinations occurring in reporting periods starting on or after January 1, 2022. Earlier application is permitted.

- Classification of Liabilities as Current or Noncurrent (Amendments to PAS 1). To promote consistency in application and clarify the requirements on determining whether a liability is current or noncurrent, the amendments:
 - removed the requirement for a right to defer settlement of a liability for at least 12 months after the reporting period to be unconditional and instead requires that the right must have substance and exist at the end of the reporting period;
 - clarified that a right to defer settlement exists only if the company complies with conditions specified in the loan agreement at the end of the reporting period, even if the lender does not test compliance until a later date; and
 - clarified that settlement of a liability includes transferring a company's own equity instruments to the counterparty, but conversion options that are classified as equity do not affect classification of the liability as current or noncurrent.

The amendments apply retrospectively for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted.

Deferral of the local implementation of Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*.

- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to PFRS 10 and PAS 28). The amendments address an inconsistency in the requirements in PFRS 10 and PAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require that a full gain or loss is recognized when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognized when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.

Originally, the amendments apply prospectively for annual periods beginning on or after January 1, 2016, with early adoption permitted. However, on January 13, 2016, the FRSC decided to postpone the effective date until the IASB has completed its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Current versus Noncurrent Classification

The Group presents assets and liabilities in the consolidated statements of financial position based on current and noncurrent classification. An asset is current when it is: (a) expected to be realized or intended to be sold or consumed in the normal operating cycle; (b) held primarily for the purpose of trading; (c) expected to be realized within 12 months after the reporting period; or (d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

A liability is current when: (a) it is expected to be settled in the normal operating cycle; (b) it is held primarily for trading; (c) it is due to be settled within 12 months after the reporting period; or (d) there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

The Group classifies all other assets and liabilities as noncurrent. Deferred tax assets and liabilities are classified as noncurrent.

Financial Instruments

Recognition and Initial Measurement. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

The Group recognizes a financial asset or a financial liability in the consolidated statements of financial position when it becomes a party to the contractual provisions of the instrument.

A financial asset (unless a trade receivable without a significant financing component) or financial liability is initially measured at the fair value of the consideration given or received. The initial measurement of financial instruments, except for those designated as at FVPL, includes transaction costs. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial Assets

The Group classifies its financial assets, at initial recognition, as subsequently measured at amortized cost, FVOCI and FVPL. The classification depends on the contractual cash flow characteristics of the financial assets and the business model of the Group for managing the financial assets.

Subsequent to initial recognition, financial assets are not reclassified unless the Group changes the business model for managing financial assets. All affected financial assets are reclassified on the first day of the reporting period following the change in the business model.

The business model refers to how the Group manages the financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. The Group considers the following information in assessing the objective of the business model in which a financial asset is held at a portfolio level, which reflects the way the business is managed and information is provided to management:

- the stated policies and objectives for the portfolio and the operation of those policies in practice;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how employees of the business are compensated; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

The Group considers the contractual terms of the instrument in assessing whether the contractual cash flows are solely payments of principal and interest. For purposes of this assessment, "principal" is defined as the fair value of the financial asset on initial recognition. "Interest" is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g., liquidity risk and administrative costs), as well as profit margin. The assessment includes whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. The Group considers the following in making the assessment:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets.

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

For purposes of subsequent measurement, financial assets are classified in the following categories: financial assets at amortized cost, financial assets at FVOCI (with or without recycling of cumulative gains and losses) and financial assets at FVPL.

The Group has no financial assets at FVOCI as at December 31, 2020 and 2019.

Financial Assets at Amortized Cost. A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVPL:

- it is held within a business model with the objective of holding financial assets to collect contractual cash flows; and
- its contractual terms give rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in the consolidated statements of income when the financial asset is derecognized, modified or impaired.

The Group's cash and cash equivalents, trade and other receivables and noncurrent receivables and deposits are included under this category (Notes 5, 6, 13, 30 and 31).

Cash includes cash on hand and in banks which are stated at face value. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

Financial Assets at FVPL. All financial assets not classified as measured at amortized cost or FVOCI are measured at FVPL. This includes derivative financial assets that are not designated as cash flow hedge. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVPL.

At initial recognition, the Group may irrevocably designate a financial asset as at FVPL if the designation eliminates or significantly reduces an accounting mismatch that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on different bases.

The Group carries financial assets at FVPL using their fair values. Attributable transaction costs are recognized in the consolidated statements of income as incurred. Changes in fair value and realized gains or losses are recognized in the consolidated statements of income.

The Group's derivative assets that are not designated as cash flow hedge are classified under this category (Notes 8, 30 and 31).

Financial Liabilities

The Group determines the classification of its financial liabilities, at initial recognition, in the following categories: financial liabilities at FVPL and other financial liabilities. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

Financial Liabilities at FVPL. Financial liabilities are classified under this category through the fair value option. Derivative instruments (including embedded derivatives) with negative fair values, except those covered by hedge accounting relationships, are also classified under this category.

The Group carries financial liabilities at FVPL using their fair values and reports fair value changes in the consolidated statements of income. Fair value changes from derivatives accounted for as part of an effective accounting hedge are recognized in other comprehensive income and presented in the consolidated statements of changes in equity. Any interest expense incurred is recognized as part of "Interest expense and other financing charges" account in the consolidated statements of income.

The Group's derivative liabilities that are not designated as cash flow hedge are classified under this category (Notes 15, 30 and 31).

Other Financial Liabilities. This category pertains to financial liabilities that are not designated or classified as at FVPL. After initial measurement, other financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any premium or discount and any directly attributable transaction costs that are considered an integral part of the effective interest rate of the liability. The effective interest rate amortization is included in "Interest expense and other financing charges" account in the consolidated statements of income. Gains and losses are recognized in the consolidated statements of income when the liabilities are derecognized as well as through the amortization process.

Debt issue costs are considered as an adjustment to the effective yield of the related debt and are deferred and amortized using the effective interest method. When a loan is paid, the related unamortized debt issue costs at the date of repayment are recognized in the consolidated statements of income.

The Group's liabilities arising from its trade or borrowings such as notes payable, accounts payable and accrued expenses, long-term debt and lease liabilities are included under this category (Notes 14, 15, 16, 27, 30 and 31).

Derecognition of Financial Assets and Financial Liabilities

Financial Assets. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; and either: (a) has transferred substantially all the risks and rewards of the asset; or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes the associated liability. The transferred asset and the associated liability are measured on the basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group is required to repay.

Financial Liabilities. A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statements of income.

Impairment of Financial Assets

The Group recognizes allowance for expected credit loss (ECL) on financial assets at amortized cost.

ECLs are probability-weighted estimates of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e., the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive), discounted at the effective interest rate of the financial asset, and reflects reasonable and supportable information that is available without undue cost or effort about past events, current conditions and forecasts of future economic conditions.

The Group recognizes an allowance for impairment based on either 12-month or lifetime ECLs, depending on whether there has been a significant increase in credit risk since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group recognizes lifetime ECLs for receivables that do not contain significant financing component. The Group uses provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the borrowers and the economic environment.

At each reporting date, the Group assesses whether these financial assets at amortized cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the restructuring of a financial asset by the Group on terms that the Group would not consider otherwise;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

The Group considers a financial asset to be in default when a counterparty fails to pay its contractual obligations, or there is a breach of other contractual terms, such as covenants.

The Group directly reduces the gross carrying amount of a financial asset when there is no reasonable expectation of recovering the contractual cash flows on a financial asset, either partially or in full. This is generally the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

The ECLs on financial assets at amortized cost are recognized as allowance for impairment losses against the gross carrying amount of the financial asset, with the resulting impairment losses (or reversals) recognized in the consolidated statements of income.

Classification of Financial Instruments between Liability and Equity

Financial instruments are classified as liability or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument or a component that is a financial liability, are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity, net of any related income tax benefits.

A financial instrument is classified as liability if it provides for a contractual obligation to:

- deliver cash or another financial asset to another entity;
- exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or
- satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Group does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

The components of issued financial instruments that contain both liability and equity elements are accounted for separately, with the equity component being assigned the residual amount after deducting from the instrument as a whole or in part, the amount separately determined as the fair value of the liability component on the date of issue.

Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Derivative Financial Instrument

Derivative financial instruments are initially recognized at fair value on the date the derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Changes in the fair value of derivatives that are not designated as hedging instruments are recognized in the consolidated statements of income.

Embedded Derivatives

The Group assesses whether embedded derivatives are required to be separated from the host contracts when the Group becomes a party to the contract.

An embedded derivative is separated from the host contract and accounted for as a derivative if all of the following conditions are met:

- (a) the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract;
- (b) a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and
- (c) the hybrid or combined instrument is not recognized as at FVPL.

However, an embedded derivative is not separated if the host contract is a financial asset.

Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

Embedded derivatives that are bifurcated from the host contracts are accounted for either as financial assets or financial liabilities at FVPL.

The Group has embedded derivatives as at December 31, 2020 and 2019 (Notes 8, 15, 30 and 31).

Inventories

Finished goods and materials and supplies are valued at the lower of cost and net realizable value.

Costs incurred in bringing each inventory to its present location and condition are accounted for as follows:

Finished goods	-	at cost, which includes direct materials and labor and a proportion of manufacturing overhead costs based on normal operating capacity but excluding borrowing costs; costs are determined using the moving-average method.
Materials and supplies	-	at cost, using the moving-average method.

Finished Goods. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

Materials and Supplies. Net realizable value is the current replacement cost.

Any write-down of inventories to net realizable value and all losses of inventories are recognized as expense in the year of write-down or loss occurrence. The amount of reversals, if any, of write-down of inventories arising from an increase in net realizable value are recognized as reduction in the amount of inventories recognized as expense in the year in which the reversal occurs.

Prepaid Expenses and Other Current Assets

Prepaid expenses represent expenses not yet incurred but already paid in cash. These are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are recognized in consolidated statements of income as they are consumed or expire with the passage of time.

Other current assets pertain to assets which are expected to be realized within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

Business Combination

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included as part of "General and administrative expenses" account in the consolidated statements of income.

When the Group acquires a business, it assesses the financial assets and financial liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured at the acquisition date fair value and any resulting gain or loss is recognized in the consolidated statements of income.

The Group measures goodwill at the acquisition date as: a) the fair value of the consideration transferred; plus b) the recognized amount of any non-controlling interests in the acquiree; plus c) if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less d) the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed. When the excess is negative, a bargain purchase gain is recognized immediately in the consolidated statements of income. Subsequently, goodwill is measured at cost less any accumulated impairment in value. Goodwill is reviewed for impairment, annually or more frequently, if events or changes in circumstances indicate that the carrying amount may be impaired.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognized in the consolidated statements of income. Costs related to the acquisition, other than those associated with the issuance of debt or equity securities that the Group incurs in connection with a business combination, are expensed as incurred. Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognized in the consolidated statements of income.

Goodwill in a Business Combination

Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units, or groups of cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities are assigned to those units or groups of units.

Each unit or group of units to which the goodwill is allocated:

- represents the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- is not larger than an operating segment determined in accordance with PFRS 8, *Operating Segments*.

Impairment is determined by assessing the recoverable amount of the cash-generating unit or group of cash-generating units, to which the goodwill relates. Where the recoverable amount of the cash-generating unit or group of cash-generating units is less than the carrying amount, an impairment loss is recognized. Where goodwill forms part of a cash-generating unit or group of cash-generating units and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained. An impairment loss with respect to goodwill is not reversed.

Investments in Joint Ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The considerations made in determining joint control is similar to those necessary to determine control over subsidiaries.

The Group's investments in joint ventures are accounted for using the equity method.

Under the equity method, the investment in joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize the changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The Group's share in profit or loss of joint venture is recognized as "Equity in net losses of joint ventures" account in the consolidated statements of income. Adjustments to the carrying amount may also be necessary for changes in the Group's proportionate interest in the joint venture arising from changes in the joint venture's other comprehensive income. The Group's share on these changes is recognized as "Share in other comprehensive income of joint ventures" account in the consolidated statements of comprehensive income. Unrealized gains and losses resulting from transactions between the Group and the joint venture are eliminated to the extent of the interest in the joint venture.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount and carrying amount of the investment in joint venture and then recognizes the loss as part of "Equity in net losses of joint ventures" account in the consolidated statements of income.

Upon loss of joint control over the joint venture, the Group measures and recognizes any retained investment at fair value. Any difference between the carrying amount of the investment in joint venture upon loss of joint control, and the fair value of the retained investment and proceeds from disposal is recognized in the consolidated statements of income.

The financial statements of the joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Property, Plant and Equipment

Property, plant and equipment, except for land, are stated at cost less accumulated depreciation and amortization and any accumulated impairment in value. Such cost includes the cost of replacing part of the property, plant and equipment at the time the cost is incurred, if the recognition criteria are met, and excludes the costs of day-to-day servicing. Land is stated at cost less impairment in value, if any.

The initial cost of property, plant and equipment comprises its construction cost or purchase price, including import duties, taxes and any directly attributable costs in bringing the asset to its working condition and location for its intended use. Cost also includes related asset retirement obligation (ARO), if any. Expenditures incurred after the asset has been put into operation, such as repairs, maintenance and overhaul costs, are normally recognized as expense in the period the costs are incurred. Major repairs are capitalized as part of property, plant and equipment only when it is probable that future economic benefits associated with the items will flow to the Group and the cost of the items can be measured reliably.

Capital projects in progress (CPIP) represents the amount of accumulated expenditures on unfinished and/or ongoing projects. This includes the costs of construction and other direct costs. Borrowing costs that are directly attributable to the construction of plant and equipment are capitalized during the construction period. CPIP is not depreciated until such time that the relevant assets are ready for use.

Depreciation and amortization, which commence when the assets are available for their intended use, are computed using the straight-line method over the following estimated useful lives of the assets:

	<u>Number of Years</u>
Land improvements	5 - 10
Buildings and improvements	20 - 50
Transportation equipment	5
Machinery and equipment	3 - 40
Furniture, fixtures and other equipment	2 - 5
Leasehold improvements	10 - 30
	or term of the lease, whichever is shorter

The remaining useful lives, residual values, and depreciation and amortization methods are reviewed and adjusted periodically, if appropriate, to ensure that such periods and methods of depreciation and amortization are consistent with the expected pattern of economic benefits from the items of property, plant and equipment.

The carrying amounts of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amounts may not be recoverable.

Fully depreciated assets are retained in the accounts until they are no longer in use.

An item of property, plant and equipment is derecognized when either it has been disposed of or when it is permanently withdrawn from use and no future economic benefits are expected from its use or disposal. Any gain or loss arising from the retirement and disposal of an item of property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the consolidated statements of income in the period of retirement and disposal.

Leases

Policy Applicable from January 1, 2019

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset for a period of time, the Group assesses whether, throughout the period of use:

- the Group has the right to obtain substantially all the economic benefits from use of the identified asset; and
- the Group has the right to direct the use of the identified asset.

Group as Lessee

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date (i.e., the date the underlying asset is available for use). The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term, as follows:

	Number of Years
Land	9.5 - 15
Building and improvements	2 - 15

In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise of the following:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. The carrying amount of the lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or a change in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recognized in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group has elected not to recognize right-of use assets and lease liabilities for short-term leases (i.e., leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low-value assets (i.e., office equipment). The Group recognizes the lease payments associated with these leases as expense on a straight-line basis over the lease term.

The Group has applied COVID-19-Related Rent Concessions. The Group applies the practical expedient allowing it not to assess whether eligible rent concessions that are a direct consequence of the COVID-19 pandemic are lease modifications. The Group applies the practical expedient consistently to contracts with similar characteristics and in similar circumstances. For rent concessions in leases to which the Group chooses not to apply the practical expedient, or that do not qualify for the practical expedient, the Group assesses whether there is a lease modification.

Group as Lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, the lease is classified as a finance lease; if not, it is classified as an operating lease. As part of the assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for the head lease and the sublease separately. It assesses the lease classification of a sublease with reference to the right-of-use asset arising from the head lease. If a head lease is a short-term lease to which the Group applies the recognition exemption, it classifies the sublease as an operating lease.

If an arrangement contains lease and non-lease components, the Group applies PFRS 15 to allocate the consideration in the contract.

The Group recognizes lease payments received under operating leases as rent income on a straight-line basis over the lease term.

Policy Applicable before January 1, 2019

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset. A reassessment is made after the inception of the lease only if one of the following applies:

- (a) there is a change in contractual terms, other than a renewal or extension of the arrangement;
- (b) a renewal option is exercised or an extension is granted, unless the term of the renewal or extension was initially included in the lease term;
- (c) there is a change in the determination of whether fulfillment is dependent on a specific asset; or
- (d) there is a substantial change to the asset.

Where a reassessment is made, lease accounting shall commence or cease from the date when the change in circumstances gives rise to the reassessment for scenarios (a), (c) or (d), and at the date of renewal or extension period for scenario (b) above.

Operating Lease

Group as Lessee. Leases which do not transfer to the Group substantially all the risks and rewards of ownership of the asset are classified as operating leases. Operating lease payments are recognized as an expense in the consolidated statements of income on a straight-line basis over the lease term. Associated costs such as maintenance and insurance are expensed as incurred.

Group as Lessor. Leases where the Group does not transfer substantially all the risks and rewards of ownership of the assets are classified as operating leases. Rent income from operating leases is recognized as income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized as an expense over the lease term on the same basis as rent income. Contingent rents are recognized as income in the period in which they are earned.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Subsequently, intangible assets are carried at cost less accumulated amortization and any accumulated impairment losses. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditures are recognized in the consolidated statements of income in the year in which the related expenditures are incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortization period and the amortization method used for an intangible asset with a finite useful life are reviewed at least at each reporting date. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimate. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of income consistent with the function of the intangible asset.

Amortization of computer software is computed using the straight-line method over the estimated useful life of four to ten years.

Gains or losses arising from the disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the consolidated statements of income when the asset is derecognized.

Deferred Containers

Deferred containers (shells and pallets) are stated at cost and are amortized over the estimated useful life of ten years. These are presented under "Other noncurrent assets - net" account in the consolidated statements of financial position. Amortization of deferred containers is included under "General and administrative expenses" account in the consolidated statements of income.

Impairment of Non-financial Assets

The carrying amounts of investments in joint ventures, property, plant and equipment, right-of-use assets, intangible assets, deferred containers and idle assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. Goodwill is tested for impairment annually either individually or at the cash-generating unit level. If any such indication exists, and if the carrying amount exceeds the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of the asset is the greater of fair value less costs to sell and value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less costs of disposal. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in the consolidated statements of income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statements of income. After such a reversal, the depreciation and amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. An impairment loss with respect to goodwill is not reversed.

Fair Value Measurements

The Group measures financial and non-financial assets and liabilities at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: (a) in the principal market for the asset or liability; or (b) in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or most advantageous market must be accessible to the Group.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for the asset or liability that are not based on observable market data.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing the categorization at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

Provisions

Provisions are recognized when: (a) the Group has a present obligation (legal or constructive) as a result of past events; (b) it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate of the amount of the obligation can be made. Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, the reimbursement is recognized as a separate asset only when it is virtually certain that reimbursement will be received. The amount recognized for the reimbursement shall not exceed the amount of the provision. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense.

Capital Stock and Additional Paid-in Capital

Common Shares

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Preferred Shares

Preferred shares are classified as equity if they are non-redeemable, or redeemable only at the option of the Company, and any dividends thereon are discretionary. Dividends thereon are recognized as distributions within equity upon approval by the BOD of the Company.

Preferred shares are classified as a liability if they are redeemable on a specific date or at the option of the shareholders, or if dividend payments are not discretionary. Dividends thereon are recognized as interest expense in the consolidated statements of income as accrued.

Additional Paid-in Capital

When the shares are sold at premium, the difference between the proceeds and the par value is credited to the "Additional paid-in capital" account. When shares are issued for a consideration other than cash, the proceeds are measured by the fair value of the consideration received. In case the shares are issued to extinguish or settle the liability of the Company, the shares are measured either at the fair value of the shares issued or fair value of the liability settled, whichever is more reliably determinable.

Retained Earnings

Retained earnings represent the accumulated net income or losses, net of any dividend distributions and other capital adjustments. Appropriated retained earnings represent that portion which is restricted and therefore not available for any dividend declaration.

Treasury Shares

Own equity instruments which are reacquired are carried at cost and deducted from equity. No gain or loss is recognized on the purchase, sale, reissuance or cancellation of the Company's own equity instruments. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital to the extent of the specific or average additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

Revenue

The Group recognizes revenue from contracts with customers when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding amounts collected on behalf of third parties.

The transfer of control can occur over time or at a point in time. Revenue is recognized at a point in time unless one of the following criteria is met, in which case it is recognized over time: (a) the customer simultaneously receives and consumes the benefits as the Group performs its obligations; (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

The Group assesses its revenue arrangements to determine if it is acting as principal or agent. The Group has concluded that it acts as a principal as it controls the goods or services before transferring to the customer.

The following specific recognition criteria must also be met before revenue is recognized:

Revenue from Sale of Goods

Revenue from sale of goods is recognized at the point in time when control of the goods is transferred to the customer, which is normally upon delivery of the goods. Trade discounts are determined at inception of the contract and is not subject to variability. Volume rebates and returns do not result to significant variable consideration. The general payment terms with customers are cash-on-delivery and credit terms which are generally 30 to 60 days from invoice date.

Revenue from Services

Revenue from services is recognized when the performance of contractually agreed task has been rendered and control over the service has been transferred to the customer. General payment terms is on an average of 30 days from invoice date.

Revenue from Other Sources

Interest Income. Interest income is recognized using the effective interest method. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset.

Dividend Income. Dividend income is recognized when the Group's right to receive the payment is established.

Rent Income. Rent income from operating lease is recognized on a straight-line basis over the related lease terms. Lease incentives granted are recognized as an integral part of the total rent income over the term of the lease.

Others. Other income is recognized when earned.

Costs and Expenses

Costs and expenses are decreases in economic benefits during the reporting period in the form of outflows or decrease of assets or incurrence of liabilities that result in decreases in equity, other than those relating to distributions to equity participants. Expenses are recognized when incurred.

Borrowing Costs

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective assets. All other borrowing costs are expensed in the period they occur. Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Borrowing costs are capitalized until the assets are substantially ready for their intended use.

Research Costs

Research costs are expensed as incurred.

Employee Benefits

Short-term Employee Benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Retirement Costs

The net defined benefit retirement liability or asset is the aggregate of the present value of the amount of future benefit that employees have earned in return for their service in the current and prior periods, reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of economic benefits available in the form of reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit retirement plan is actuarially determined using the projected unit credit method. Projected unit credit method reflects services rendered by employees to the date of valuation and incorporates assumptions concerning projected salaries of employees. Actuarial gains and losses are recognized in full in the period in which they occur in other comprehensive income. Such actuarial gains and losses are also immediately recognized in equity and are not reclassified to profit or loss in subsequent period.

Defined benefit costs comprise the following:

- Service costs;
- Net interest on the defined benefit retirement liability or asset; and
- Remeasurements of defined benefit retirement liability or asset.

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in the consolidated statements of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuary.

Net interest on the net defined benefit retirement liability or asset is the change during the period as a result of contributions and benefit payments, which is determined by applying the discount rate based on the government bonds to the net defined benefit retirement liability or asset. Net interest on the net defined benefit retirement liability or asset is recognized as expense or income in the consolidated statements of income.

Remeasurements of net defined benefit retirement liability or asset comprising actuarial gains and losses, return on plan assets, and any change in the effect of the asset ceiling (excluding net interest) are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to consolidated statements of income in subsequent periods.

When the benefits of a plan are changed, or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in the consolidated statements of income. The Group recognizes gains and losses on the settlement of a defined benefit retirement plan when the settlement occurs.

Foreign Currency

Foreign Currency Translations

Transactions in foreign currencies are initially recorded in the respective functional currencies of the Group entities at exchange rates at the dates of the transactions.

Monetary assets and monetary liabilities denominated in foreign currencies are translated to the functional currency at exchange rate at the reporting date.

Non-monetary assets and non-monetary liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate when the fair value was determined. Non-monetary items denominated in foreign currencies that are measured based on historical cost are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising on translation are recognized in the consolidated statements of income, except for differences arising on the translation of monetary items that in substance form part of a net investment in a foreign operation and hedging instruments in a qualifying cash flow hedge or hedge of a net investment in a foreign operation which are recognized in other comprehensive income.

Foreign Operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Philippine peso at exchange rates at the reporting date. The income and expenses of foreign operations are translated to Philippine peso at average exchange rates for the period.

Foreign currency differences are recognized in other comprehensive income and presented in the "Cumulative translation adjustments" account in the consolidated statements of changes in equity. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the cumulative translation adjustments related to that foreign operation is reclassified to the profit or loss as part of the gain or loss on disposal.

When the Group disposes of only part of its investment in joint venture that includes a foreign operation while retaining joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognized in other comprehensive income and presented in the "Cumulative translation adjustments" account in the consolidated statements of changes in equity.

The functional currency of GSMIL, GSMIHL, GBHL and SHL is the Philippine peso, while that of Thai San Miguel Liquor Co. Limited (TSML) and Thai Ginebra Trading (TGT) is the Thailand Baht (THB). The assets and liabilities of TSML and TGT are translated into the presentation currency of the Group at the rate of exchange ruling at the reporting date and their income and expenses are translated at the average exchange rates for the year.

Taxes

Current Tax. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Current tax relating to items recognized directly in equity is recognized in equity and not in profit or loss. The Group periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and establishes provisions where appropriate.

Deferred Tax. Deferred tax is recognized using the liability method in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- with respect to taxable temporary differences associated with investments in shares of stock of subsidiaries and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of unused tax credits - Minimum Corporate Income Tax (MCIT) and unused tax losses - Net Operating Loss Carry Over (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward benefits of MCIT and NOLCO can be utilized, except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- with respect to deductible temporary differences associated with investments in shares of stock of subsidiaries and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current tax and deferred tax are recognized in the consolidated statements of income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Value-added Tax (VAT). Revenues, expenses and assets are recognized net of the amount of VAT, except:

- where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of "Prepaid expenses and other current assets" or "Income and other taxes payable" accounts in the consolidated statements of financial position.

Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control and significant influence. Related parties may be individuals or corporate entities.

Basic and Diluted Earnings Per Common Share (EPS)

Basic EPS is computed by dividing the net income for the period attributable to equity holders of the Group, net of dividends on preferred shares, by the weighted average number of issued and outstanding common shares during the period, with retroactive adjustment for any stock dividends declared.

Diluted EPS is computed in the same manner, adjusted for the effect of all potential dilutive debt or equity instruments.

Operating Segment

The reporting format of the Group's operating segment is determined based on the Group's risks and rates of return which are affected predominantly by differences in the products and services produced. The Group has a single segment which is the alcoholic beverages segment.

Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed in the notes to the consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable.

Events After the Reporting Date

Post year-end events that provide additional information about the Group's financial position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. Use of Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with PFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the amounts of assets, liabilities, income and expenses reported in the consolidated financial statements at the reporting date. However, uncertainty about these judgments, estimates and assumptions could result in an outcome that could require a material adjustment to the carrying amount of the affected asset or liability in the future.

Judgments and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions are recognized in the period in which the judgments and estimates are revised and in any future period affected.

Judgments

In the process of applying the accounting policies, the Group has made the following judgments, apart from those involving estimations, which have an effect on the amounts recognized in the consolidated financial statements:

Determining whether a Contract Contains a Lease (Upon the Adoption of PFRS 16). The Group uses its judgment in determining whether a contract contains a lease. At inception of a contract, the Group makes an assessment whether it has the right to obtain substantially all the economic benefits from the use of the identified asset and the right to direct the use of the identified asset.

Determining whether an Arrangement Contains a Lease (Prior to the adoption of PFRS 16). The Group uses its judgment in determining whether an arrangement contains a lease, based on the substance of the arrangement at inception date and makes assessment of whether the arrangement is dependent on the use of a specific asset or assets, the arrangement conveys a right to use the asset and the arrangement transfers substantially all the risks and rewards incidental to ownership to the customers.

Operating Lease Commitments - Group as Lessee (Prior to the Adoption of PFRS 16). The Group has entered into various lease agreements as a lessee. The Group had determined that the significant risks and rewards of property leased from third parties are retained by the lessors.

Rent expense recognized in the consolidated statements of income amounted to P125,692 in 2018 (Notes 19, 20, 21 and 27).

Operating Lease Commitments - Group as Lessor. The Group has entered into various lease agreements as a lessor. The Group had determined that it retains all significant risks and rewards of ownership of the property leased out on operating leases.

Rent income recognized as part of "Other income - net" account in the consolidated statements of income, amounted to P181, P444 and P186 in 2020, 2019 and 2018, respectively (Notes 25, 26 and 27).

Determining the Lease Term of Contracts with Renewal Options - Group as Lessee (Upon the Adoption of PFRS 16). The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised.

The Group has several lease contracts that include extension options. At lease commencement date, the Group applies judgment in evaluating whether it is reasonably certain to exercise the option to renew the lease by considering all relevant factors that create an economic incentive for it to exercise the renewal option. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or change in circumstances within its control.

Estimating the Incremental Borrowing Rate (Upon the Adoption of PFRS 16). The Group cannot readily determine the interest rate implicit in the leases. Therefore, it uses its relevant incremental borrowing rate to measure lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The incremental borrowing rate, therefore, reflects what the Group would have to pay, which requires estimation when no observable rates are available and to make adjustments to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs (such as market interest rates) when available and is required to consider certain contract and entity-specific estimates.

The Group's lease liabilities amounted to P177,760 and P225,664 as at December 31, 2020 and 2019, respectively (Notes 26, 27, 30 and 31).

Classification of Joint Arrangements. The Group has determined that it has rights only to the net assets of the joint arrangements based on the structure, legal form, contractual terms and other facts and circumstances of the arrangement. As such, the Group classified its joint arrangements in TSML and TGT as joint ventures (Note 9).

Adequacy of Tax Liabilities. The Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretation of tax laws and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Group to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Classification of Financial Instruments. The Group exercises judgments in classifying financial instrument, or its component parts, on initial recognition as a financial asset, a financial liability, or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial asset, a financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the consolidated statements of financial position.

The Group uses its judgment in determining the classification of financial assets based on its business model in which assets are managed and their cash flow characteristics. The classification and fair values of financial assets and financial liabilities are presented in Note 31.

Contingencies. The Group is currently involved in various pending claims and lawsuits which could be decided in favor of or against the Group. The Group's estimate of the probable costs for the resolution of these pending claims and lawsuits has been developed in consultation with in-house as well as outside legal counsel handling the prosecution and defense of these matters and is based on an analysis of potential results. The Group currently does not believe that these pending claims and lawsuits will have a material adverse effect on its financial position and financial performance. It is possible, however, that future financial performance could be materially affected by the changes in the estimates or in the effectiveness of strategies relating to these proceedings (Note 33).

Estimates and Assumptions

The key estimates and assumptions used in the consolidated financial statements are based upon the Group's evaluation of relevant facts and circumstances as at the date of the consolidated financial statements. Actual results could differ from such estimates.

Assessment of ECL on Trade Receivables. The Group, in applying the simplified approach in the computation of ECL, initially uses a provision matrix based on historical default rates for trade receivables for at least two years. The Group also uses appropriate groupings if its historical credit loss experience shows significantly different loss patterns for different customers. The Group then adjusts the historical credit loss experience with forward-looking information on the basis of current observable data affecting each customer to reflect the effects of current and forecasted economic conditions.

The Group has assessed that the forward-looking default rate component of its ECL on trade receivables is not material because substantial amount of trade receivables are normally collected within one year. Moreover, based on management's assessment, current conditions and forward-looking information does not indicate a significant increase in credit risk exposure of the Group from its trade receivables.

Trade receivables written-off amounted to P212,196 and P131,231 in 2020 and 2019. The allowance for impairment losses on trade receivables amounted to P7,929 and P217,100 as at December 31, 2020 and 2019, respectively (Notes 6 and 13). The carrying amount of trade receivables amounted to P646,880 and P617,740 as at December 31, 2020 and 2019, respectively (Notes 6, 13, 30 and 31).

Assessment of ECL on Other Financial Assets at Amortized Cost. The Group determines the allowance for ECL using general approach based on the probability-weighted estimate of the present value of all cash shortfalls over the expected life of financial assets at amortized cost. ECL is provided for credit losses that result from possible default events within the next 12 months unless there has been a significant increase in credit risk since initial recognition in which case ECL is provided based on lifetime ECL.

When determining if there has been a significant increase in credit risk, the Group considers reasonable and supportable information that is available without undue cost or effort and that is relevant for the particular financial instrument being assessed such as, but not limited to, the following factors:

- actual or expected external and internal credit rating downgrade;
- existing or forecasted adverse changes in business, financial or economic conditions; and
- actual or expected significant adverse changes in the operating results of the borrower.

The Group also considers financial assets at day one to be the latest point at which lifetime ECL should be recognized unless it can demonstrate that this does not represent a significant risk in credit risk such as when non-payment was an administrative oversight rather than resulting from financial difficulty of the borrower.

The Group has assessed that the forward-looking default rate component of its ECL on other financial assets at amortized cost is not material because the transactions with respect to these financial assets were entered into by the Group only with reputable banks and companies with good credit standing and relatively low risk of defaults. Moreover, based on management's assessment, current conditions and forward-looking information does not indicate a significant increase in credit risk exposure of the Group from its other financial assets at amortized cost.

The carrying amounts of other financial assets at amortized cost are as follows:

	Note	2020	2019
Other Financial Assets at Amortized Cost			
Cash and cash equivalents	5	P2,819,574	P354,131
Non-trade receivables - net of allowance for impairment losses* (included under "Trade and other receivables - net" account)	6	306,818	933,729
Noncurrent receivables and deposits - net of allowance for impairment losses** (included under "Other noncurrent assets - net" account)	13	493	493

*Allowance for impairment losses on non-trade receivables amounted to P682,607 and P142,150 as at December 31, 2020 and 2019, respectively.

**Allowance for impairment losses on noncurrent receivables and deposits amounted to P41,743 and P149,248 as at December 31, 2020 and 2019, respectively.

Variable Consideration under Revenue. Revenue from sales is recognized based on the price specified in the contract, net of the estimated volume discounts and returns. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur. A provision for sales discount is recognized for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are made through cash on delivery or with credit terms of 30 to 60 days, which is consistent with market practice.

It is the Group's policy to sell its products to the customer with a right of return. Accumulated experience is used to estimate such returns at the time of sale at a portfolio level (expected value method). Because the number of products returned has been steady for years, it is highly probable that a significant reversal in the cumulative revenue recognized will not occur. The validity of this assumption and the estimated amount of returns are reassessed at each reporting date.

Fair Value Measurements. A number of the Group's accounting policies and disclosures require the measurement of fair values for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has the overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values. The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the valuation team assesses the evidence obtained to support the conclusion that such valuations meet the requirements of PFRS, including the level in the fair value hierarchy in which such valuations should be classified.

The Group uses market observable data when measuring the fair value of an asset or liability. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques (Note 3).

If the inputs used to measure the fair value of an asset or a liability can be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy based on the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

The methods and assumptions used to estimate the fair values for both financial and non-financial assets and liabilities are discussed in Notes 8, 9, 10, 11, 12, 15, 28, 30 and 31.

Write-down of Inventory. The Group writes-down the cost of inventory to net realizable value whenever net realizable value becomes lower than cost due to damage, physical deterioration, obsolescence, changes in price levels or other causes.

Estimates of net realizable value are based on the most reliable evidence available at the time the estimates are made of the amount the inventories are expected to be realized. These estimates take into consideration fluctuations of price or cost directly relating to events occurring after the reporting date to the extent that such events confirm conditions existing at the reporting date.

The write-down of inventories amounted to P227,468 and P398,288 as at December 31, 2020 and 2019, respectively (Note 7).

The carrying amount of inventories amounted to P5,946,809 and P6,113,043 as at December 31, 2020 and 2019 respectively (Note 7).

Estimated Useful Lives of Property, Plant and Equipment, Right-of-Use Assets and Deferred Containers. The Group estimates the useful lives of property, plant and equipment, right-of-use assets and deferred containers based on the period over which the assets are expected to be available for use. The estimated useful lives of property, plant and equipment, right-of-use assets and deferred containers are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

In addition, estimation of the useful lives of property, plant and equipment, right-of-use assets and deferred containers is based on collective assessment of industry practice, internal technical evaluation and experience with similar assets. It is possible, however, that future financial performance could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. A reduction in the estimated useful lives of property, plant and equipment, right-of-use assets and deferred containers would increase the recorded cost of sales and selling and administrative expenses and decrease noncurrent assets.

There are no changes in the estimated useful lives of property, plant and equipment and deferred containers as at December 31, 2020 and 2019.

Property, plant and equipment, net of accumulated depreciation and amortization amounted to P4,529,195 and P4,748,737 as at December 31, 2020 and 2019, respectively. Accumulated depreciation and amortization of property, plant and equipment amounted to P8,420,190 and P8,316,621 as at December 31, 2020 and 2019, respectively (Note 10).

Right-of-use assets, net of accumulated depreciation and amortization amounted to P156,597 and P196,218 as at December 31, 2020 and 2019, respectively. Accumulated depreciation and amortization of right-of-use assets amounted to P118,202 and P55,066 as at December 31, 2020 and 2019, respectively (Note 11).

Deferred containers, net of accumulated amortization, included as part of "Other noncurrent assets - net" account in the consolidated statements of financial position amounted to P60,134 and P113,776 as at December 31, 2020 and 2019, respectively. Accumulated amortization of deferred containers amounted to P314,875 and P312,268 as at December 31, 2020 and 2019, respectively (Note 13).

Estimated Useful Lives of Intangible Assets. The useful lives of intangible assets are assessed at the individual asset level as having either a finite or indefinite life. Intangible assets are regarded to have an indefinite useful life when, based on analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the Group.

There are no changes in the useful lives of computer software as at December 31, 2020 and 2019.

Intangible assets, net of accumulated amortization, included as part of "Other noncurrent assets" account in the consolidated statements of financial position amounted to P9,739 and P18,313 as at December 31, 2020 and 2019, respectively. Accumulated amortization of intangible assets amounted to P85,864 and P73,749 as at December 31, 2020 and 2019, respectively (Note 13).

Impairment of Goodwill. The Group determines whether goodwill is impaired at least annually. This requires the estimation of value in use of the cash-generating units to which the goodwill is allocated. Estimating value in use requires management to make an estimate of the expected future cash flows from the cash-generating unit and to choose a suitable discount rate to calculate the present value of those cash flows.

The carrying amount of goodwill amounted to P126,863 as at December 31, 2020 and 2019 (Note 12).

Realizability of Deferred Tax Assets. The Group reviews its deferred tax assets at each reporting date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. The Group's assessment on the recognition of deferred tax assets on deductible temporary differences and carryforward benefits of MCIT and NOLCO is based on the projected taxable income in the following periods.

Deferred tax assets amounted to P582,807 and P567,944 as at December 31, 2020 and 2019, respectively (Note 17).

Impairment of Non-financial Assets. PFRS requires that an impairment review be performed on investments in joint ventures, property, plant and equipment, intangible assets with finite useful lives, deferred containers, idle assets and right-of-use assets when events or changes in circumstances indicate that the carrying amount may not be recoverable. Determining the recoverable amounts of these assets requires the estimation of cash flows expected to be generated from the continued use and ultimate disposition of such assets. While it is believed that the assumptions used in the estimation of fair values reflected in the consolidated financial statements are appropriate and reasonable, significant changes in these assumptions may materially affect the assessment of recoverable amounts and any resulting impairment loss could have a material adverse impact on the financial performance.

Accumulated impairment losses on investments in joint ventures, property, plant and equipment and idle assets amounted to P773,545 as at December 31, 2020 and 2019, respectively (Notes 9, 10 and 13).

The combined carrying amounts of investments in joint ventures, property, plant and equipment, right-of-use assets, deferred containers, intangible assets with finite useful lives and idle assets amounted to P4,452,516 and P4,827,407 as at December 31, 2020 and 2019 respectively (Notes 9, 10, 11 and 13).

Present Value of Defined Benefit Retirement Obligation. The present value of the defined benefit retirement obligation depends on a number of factors that are determined on an actuarial basis using a number of assumptions. These assumptions are described in Note 28 to the consolidated financial statements and include discount rate and salary increase rate.

The Group determines the appropriate discount rate at the end of each reporting period. It is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the retirement obligations. In determining the appropriate discount rate, the Group considers the interest rates on government bonds that are denominated in the currency in which the benefits will be paid. The terms to maturity of these bonds should approximate the terms of the related retirement obligation.

Other key assumptions for the defined benefit retirement obligation are based in part on current market conditions.

While it is believed that the assumptions of the Group are reasonable and appropriate, significant differences in actual experience or significant changes in assumptions may materially affect the defined benefit retirement obligation of the Group.

The present value of defined benefit retirement obligation amounted to P1,431,055 and P1,313,543 as at December 31, 2020 and 2019, respectively (Note 28).

Asset Retirement Obligation. Determining ARO requires estimation of the costs of dismantling, installing and restoring leased properties to their original condition. The Group determined that there are no significant ARO as at December 31, 2020 and 2019.

5. Cash and Cash Equivalents

Cash and cash equivalents consist of:

	<i>Note</i>	2020	2019
Cash in banks and on hand		P308,174	P234,631
Short-term investments		2,511,400	119,500
	<i>30, 31</i>	P2,819,574	P354,131

Cash in banks earn interest at bank deposit rates. Short-term investments include demand deposits which can be withdrawn at any time depending on the immediate cash requirements of the Group and earn interest at short-term investment rates.

Interest income earned from cash in banks and short-term investments amounted to P32,656, P12,214 and P3,978 in 2020, 2019 and 2018, respectively.

6. Trade and Other Receivables

Trade and other receivables consist of:

	<i>Note</i>	2020	2019
Trade:			
Third parties		P640,242	P725,394
Related parties	26	14,567	1,941
Non-trade:			
Third parties		291,276	284,029
Related parties	26	698,149	791,850
		1,644,234	1,803,214
Less allowance for impairment losses		690,536	251,745
	<i>30, 31</i>	P953,698	P1,551,469

Trade receivables are non-interest bearing and are generally on a 30 to 60-day term. Allowance for impairment losses pertaining to trade receivables amounted to P7,929 and P109,595 as at December 31, 2020 and 2019, respectively.

Non-trade receivables from third parties consist of the following: (i) receivable from employees amounting to P26,810 and P18,439 as at December 31, 2020 and 2019, respectively; (ii) sale of raw materials amounting to P88,643 as at December 31, 2020 and 2019; (iii) tax certificate receivables amounting to P60,028 and P39,500 as at December 31, 2020 and 2019, respectively; (iv) insurance claims amounting to P29,560 and P29,304 as at December 31, 2020 and 2019, respectively; and (v) miscellaneous receivables amounting to P86,235 and P108,143 as at December 31, 2020 and 2019, respectively. These are generally collectible on demand. Allowance for impairment losses pertaining to non-trade receivables amounted to P682,607 and P142,150 as at December 31, 2020 and 2019, respectively.

The movements in allowance for impairment losses for trade and other receivables are as follows:

	<i>Note</i>	2020	2019
Balance at beginning of year		P251,745	P388,590
Charges for the year	21	544,417	1,764
Amounts written off	30	(105,626)	(131,231)
Reclassification to noncurrent receivables	13	-	(7,114)
Reversal of impairment loss	25	-	(264)
Balance at end of year	4	P690,536	P251,745

The reversal of impairment loss amounting to P264 is included as part of "Others" under "Other Income" account in the consolidated statements of income in 2019.

7. Inventories

Inventories consist of:

	2020	2019
At net realizable value:		
Finished goods	P3,117,199	P3,924,864
Materials and supplies	2,829,610	2,188,179
	P5,946,809	P6,113,043

The cost of finished goods amounted to P3,127,687 and P4,008,364 as at December 31, 2020 and 2019, respectively.

The cost of materials and supplies amounted to P3,046,590 and P2,502,967 as at December 31, 2020 and 2019, respectively.

The amount of inventories recognized as expense amounted to P12,317,181, P10,579,541 and P9,120,229 in 2020, 2019 and 2018, respectively (Note 19).

No write-down of inventories to net realizable value in 2020 and 2019. The Group has written off inventories amounting to P170,820 and P90,285 in 2020 and 2019, respectively.

The accumulated amount of write-down of inventories amounted to P227,468 and P398,288 as at December 31, 2020 and 2019, respectively (Note 4).

8. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of:

	<i>Note</i>	2020	2019
Prepaid taxes		P1,070,202	P1,040,221
Derivative assets	30, 31	26,404	7,373
Others	26	57,440	33,129
		P1,154,046	P1,080,723

Prepaid taxes represent prepayments of excise taxes on alcohol and income taxes.

Others include amounts owed by a related party amounting to P330 as at December 31, 2019. (Note 26).

The methods and assumptions used to estimate the fair value of derivative assets are discussed in Note 31.

9. Investments in Joint Ventures

a. TSML

GSMI, through GSMIL, has an existing joint venture with Thai Life Group of Companies (Thai Life) covering the ownership and operations of TSML. TSML is a limited company organized under the laws of Thailand in which the Group owns 44.9% effective ownership interest. TSML holds a license in Thailand to engage in the business of manufacturing alcohol and manufacturing, selling and distributing brandy, wine and distilled spirits products both for domestic and export markets.

b. TGT

The Group also has an existing 44.9% effective ownership interest in TGT, which was formed as another joint venture with Thai Life. TGT functions as the selling and distribution arm of TSML.

The details of the Group's investments in joint ventures which are accounted for using the equity method are as follows:

TSML	2020	2019	2018
Current assets (including cash and cash equivalents - 2020: P220,999; 2019: P285,214 and 2018: P252,313)	P942,332	P986,335	P866,695
Noncurrent assets	988,548	1,179,087	1,253,049
Current liabilities (including financial liabilities - 2020: P1,267,081; 2019: P1,342,289; and 2018: P1,274,586)	(1,377,984)	(1,492,064)	(1,324,596)
Noncurrent liabilities (including financial liabilities)	-	(1,283)	(394)
Net assets	552,896	672,075	794,754
Percentage of ownership	44.9%	44.9%	44.9%
Amount of investment in joint venture	P248,250	P301,762	P356,845
Carrying amount of investment in joint venture - net	P4,451	P57,963	P280,413

TSML	2020	2019	2018
Sales	P1,375,440	P1,341,509	P1,412,831
Cost of sales (including depreciation - 2020: P135,827; 2019: P141,420 and 2018: P134,361)	(1,337,290)	(1,346,731)	(1,295,908)
Operating expenses (including depreciation - 2020: P4,080; 2019: P5,450 and 2018: P5,274)	(102,108)	(95,723)	(83,877)
Other charges (including interest expense - 2020: P31,562; 2019: P45,628 and 2018: P48,157)	(21,048)	(56,645)	(47,274)
Net loss	(85,006)	(157,590)	(14,228)
Percentage of ownership	44.9%	44.9%	44.9%
Share in net loss	(38,168)	(70,758)	(6,388)
Share in other comprehensive income (loss)	(53,512)	15,677	16,943
Total comprehensive income (loss)	(P91,680)	(P55,081)	P10,555

TGT	2020	2019	2018
Current assets (including cash and cash equivalents - 2020: P11,316; 2019: P7,316 and 2018: P11,899)	P27,972	P22,651	P26,814
Noncurrent assets	934	1,218	143
Current liabilities	(973,744)	(1,011,184)	(956,565)
Noncurrent liabilities	-	(1,215)	(813)
Net liabilities	(944,838)	(988,530)	(930,421)
Percentage of ownership	44.9%	44.9%	44.9%
Carrying amount of investment in joint venture	(P424,232)	(P443,850)	(P417,759)

TGT	2020	2019	2018
Sales	P50,405	P82,353	P89,643
Cost of sales	(41,981)	(69,426)	(77,205)
Operating expenses (including depreciation - 2020: P203; 2019: P3 and 2018: P1)	(20,249)	(21,686)	(17,100)
Other income	256	211	43
Net loss	(11,569)	(8,548)	(4,619)
Percentage of ownership	44.9%	44.9%	44.9%
Share in net loss	(5,194)	(3,838)	(2,074)
Share in other comprehensive loss	(19,620)	(17,392)	(22,657)
Total comprehensive loss	(P24,814)	(P21,230)	(P24,731)

The recoverable amount of investment in TSML has been determined based on a valuation using cash flow projections covering a five-year period based on long range plans approved by management. Cash flows beyond the five-year period are extrapolated using a constant growth rate determined per individual cash-generating unit. The determined growth rate is 2%. This growth rate is consistent with the long-term average growth rate for the industry. The discount rates applied to after tax cash flow projections is 9% in 2020 and 2019. The discount rate also imputes the risk of the cash-generating units compared to the respective risk of the overall market and equity risk premium. The Group assessed that its investment in TSML is fully impaired in 2019, resulting in the recognition of impairment loss amounting to P167,367 in 2019 included as part of "Equity in net losses of joint ventures" account, in the consolidated statements of income. Accumulated impairment losses amounted to P243,799 as at December 31, 2020 and 2019.

The Group discontinued recognizing its share in the net losses of TSML since the cumulative losses already exceeded the cost of investment. If TSML reports profits subsequently, the Group resumes recognizing its share of those profits after its share of the profits equals the share of net losses not recognized. Unrecognized share in net losses amounted to P38,168 as at December 31, 2020.

The recoverable amount of investment in TSML has been categorized as Level 3 in the fair value hierarchy based on the inputs used in the valuation technique (Note 4).

The Group discontinued recognizing its share in the net liabilities of TGT since the cumulative losses including the share in other comprehensive loss already exceeded the cost of investment. If TGT reports profits subsequently, the Group resumes recognizing its share of those profits after its share of the profits equals the share of net losses not recognized. Unrecognized share in net liabilities amounted to P424,232 and P443,850 as at December 31, 2020 and 2019, respectively.

10. Property, Plant and Equipment

Property, plant and equipment consist of:

Cost	Land and Land Improvements	Buildings and Improvements	Transportation Equipment	Machinery and Equipment	Furniture, Fixtures and Other Equipment	Leasehold Improvements	Capital Projects in Progress	Total
January 1, 2019	P789,149	P2,139,487	P309,896	P8,406,120	P919,620	P156,839	P65,037	P12,786,148
Additions	1,325	38,646	59,386	87,117	46,451	7,857	145,849	386,631
Disposals/retirement	-	-	(16,161)	(62,740)	(32,354)	-	-	(111,255)
Reclassifications	1,976	(4,103)	1,092	45,576	3,417	(418)	(43,706)	3,834
December 31, 2019	792,450	2,174,030	354,213	8,476,073	937,134	164,278	167,180	13,065,358
Additions	120,000	30,164	26,837	46,753	47,137	15,164	125,095	411,150
Disposals/retirement	(2,937)	(9,496)	(17,486)	(38,098)	(463,522)	(10)	-	(531,549)
Reclassifications	80,768	65,919	3,298	45,736	3,258	(71,023)	(123,530)	4,426
December 31, 2020	990,281	2,260,617	366,862	8,530,464	524,007	108,409	168,745	12,949,385
Accumulated Depreciation and Amortization								
January 1, 2019	198,934	1,111,479	210,213	5,482,011	764,094	50,413	-	7,817,144
Depreciation and amortization	11,117	75,146	31,610	418,266	67,573	6,706	-	610,418
Disposals/retirement	-	-	(15,881)	(62,707)	(32,353)	-	-	(110,941)
Reclassifications	757	(3,331)	-	2,861	(480)	193	-	-
December 31, 2019	210,808	1,183,294	225,942	5,840,431	798,834	57,312	-	8,316,621
Depreciation and amortization	8,663	83,423	40,420	415,989	72,001	9,032	-	629,528
Disposals/retirement	(2,937)	(7,530)	(15,995)	(35,967)	(463,520)	(10)	-	(525,959)
Reclassifications	(31,798)	393	-	-	(5)	31,410	-	-
December 31, 2020	184,736	1,259,580	250,367	6,220,453	407,310	97,744	-	8,420,190
Accumulated Impairment Losses								
December 31, 2019 and 2020	-	-	-	307,600	-	-	-	307,600
Carrying Amount								
December 31, 2019	P581,642	P990,736	P128,271	P2,328,042	P138,300	P106,966	P167,180	P4,441,137
December 31, 2020	P805,545	P1,001,037	P116,495	P2,002,411	P116,697	P10,665	P168,745	P4,221,595

The recoverable amount of unutilized machinery and equipment was determined by an independent property appraiser having appropriate recognized professional qualifications and recent experience in the category of the property being valued. The fair value of the property being appraised was determined using the replacement cost model. This approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices of materials, labor, contractor's overhead, profit and fees, and all other attendant's costs associated with its acquisition and installation in place. Adjustment is then made for accrued depreciation as evidenced by the observed condition and present and prospective serviceability in comparison with the new similar units. The accumulated impairment losses of unutilized machinery and equipment amounted to P307,600 as at December 31, 2020 and 2019.

The fair value of the distillation equipment has been categorized as Level 3 in the fair value hierarchy based on the inputs used in the valuation techniques (Note 4).

The Group has fully-depreciated assets with cost amounting to P2,459,743 and P2,168,072 as at December 31, 2020 and 2019, respectively, which are still used in operations.

The Group sold transportation equipment for P2,329, P1,846, and P3,205 in 2020, 2019 and 2018, respectively. Accordingly, the Group recognized gains amounting to P1,593, P1,564 and P625, included as part of "Gain (loss) on disposal/retirement of noncurrent assets - net" account in the consolidated statements of income in 2020, 2019, and 2018, respectively.

The carrying amount of certain property and equipment retired from use amounted to P4,854, P32 and P3 as at December 31, 2020, 2019, and 2018, respectively, and accordingly recognized a loss for the same amount, included as part of "Gain (loss) on disposal/retirement of noncurrent assets - net" account in the consolidated statements of income.

Total depreciation and amortization recognized in the consolidated statements of income amounted to P629,528, P610,418 and P611,263 in 2020, 2019 and 2018, respectively (Notes 19, 20, 21 and 22). These amounts include annual amortization of capitalized interest amounting to P6,763, P7,223 and P12,950 in 2020, 2019 and 2018, respectively.

The Group has interest amounting to P4,426, P3,834 and P3,932 which was capitalized to machinery and equipment in 2020, 2019 and 2018, respectively (Note 24). The capitalization rates used to determine the amount of interest eligible for capitalization were 9.13%, 7.50% and 5.16% in 2020, 2019 and 2018 respectively. The unamortized capitalized borrowing costs amounted to P20,071 and P22,408 as at December 31, 2020 and 2019, respectively.

11. Right-of-Use Assets

The movement in right-of-use assets are as follows:

	Note	Land and Land Improvements	Buildings and Improvements	Total
Cost				
January 1, 2019		P54,687	P170,752	P225,439
Additions	27	-	25,845	25,845
December 31, 2019		54,687	196,597	251,284
Additions	27	-	23,515	23,515
December 31, 2020		54,687	220,112	274,799
Accumulated Depreciation and Amortization				
January 1, 2019		-	-	-
Depreciation and amortization	22	14,894	40,172	55,066
December 31, 2019		14,894	40,172	55,066
Depreciation	22	14,894	48,242	63,136
December 31, 2020		29,788	88,414	118,202
Carrying Amount				
December 31, 2019		P39,793	P156,425	P196,218
December 31, 2020		P24,899	P131,698	P156,597

The Group recognized right-of-use assets for leases of office space, warehouse, factory facilities and parcels of land. The leases typically run for a period of 2 to 15 years. Some leases contain an option to renew the lease at the end of the lease term and are being subjected to reviews to reflect current market rentals. The renewal option provides operational flexibility in managing the leased asset portfolio and aligns the business needs of the Group (Notes 26 and 27).

12. Goodwill

GSMI acquired 100% of the outstanding capital stock of EPSBPI in 2012. EPSBPI, which is considered a cash-generating unit, is a company primarily engaged in the manufacturing and bottling of alcoholic and non-alcoholic beverages. The acquisition resulted in the recognition of goodwill amounting to P226,863.

The recoverable amount of goodwill has been determined based on a valuation using cash flow projections covering a five-year period based on long range plans approved by management. Cash flows beyond the five-year period are extrapolated using a constant growth rate determined per individual cash-generating unit. The determined growth rate is 6%. This growth rate is consistent with the long-term average growth rate for the industry. The discount rates applied to after tax cash flow projections is 9% in 2020 and 2019. The discount rate also imputes the risk of the cash-generating units compared to the respective risk of the overall market and equity risk premium. As a result of decline in operations resulting in lower sales forecast compared with previous years, the Group recognized impairment loss amounting to P100,000 in 2015. Improvement in operations of EPSBPI was noted starting 2016.

The revenues generated by EPSBPI is heavily dependent on the volume requirements of GSMI in which it has significantly recovered in the second half of 2020 after the liquor ban imposed by the local and national government due to the spread of Coronavirus Disease 2019 (COVID-19) pandemic was lifted on selected locations and key areas in the country. Based on management's assumptions, the COVID-19 pandemic does not have a significant impact in the cash flow projections of EPSBPI.

Due to improvement in the operations of EPSBPI starting 2016 and the growth in volume requirements of GSMI, no additional impairment was recognized.

The recoverable amount of goodwill has been categorized as Level 3 in the fair value hierarchy based on the inputs used in the valuation technique (Note 4).

The calculations of value in use are most sensitive to the following assumptions:

- *Gross Margins.* Gross margins are based on average values achieved in the period immediately before the budget period. These are increases over the budget period for anticipated efficiency improvements. Values assigned to key assumptions reflect past experience, except for efficiency improvement.
- *Discount Rates.* The Group uses the weighted-average cost of capital as the discount rate, which reflects management's estimate of the risk specific to each unit. This is the benchmark used by management to assess operating performance and to evaluate future investments proposals.
- *Raw Material Price Inflation.* Consumer price forecast is obtained from indices during the budget period from which raw materials are purchased. Values assigned to key assumptions are consistent with external sources of information.

13. Other Noncurrent Assets

Other noncurrent assets consist of:

	<i>Note</i>	2020	2019
Deferred containers - net		P60,134	P113,776
Intangible assets - net		9,739	18,313
Noncurrent receivables and deposits - net	26, 30, 31	493	493
Others		17,240	37,149
		P87,606	P169,731

The movements in deferred containers are as follows:

	Note	2020	2019
Cost			
Balance at beginning of year		P426,044	P426,044
Retirement		(51,035)	-
Balance at end of year		375,009	426,044
Accumulated Amortization			
Balance at beginning of year		312,268	270,358
Amortization	22	42,012	41,910
Retirement		(39,405)	-
Balance at end of year		314,875	312,268
Carrying Amount		P60,134	P113,776

Amortization of deferred containers, included as part of "Cost of Sales" and "General and administrative expenses" account in the consolidated statements of income, amounted to P42,012, and P41,910 and P41,910 in 2020, 2019 and 2018, respectively (Notes 21 and 22).

The cost of deferred containers retired from future use amounted to P51,035. The Group recognized loss on retirement on deferred containers amounting to P11,630 included as part of "Gain (loss) on disposal/retirement of noncurrent assets - net" account in the consolidated statements of income in 2020.

The movements in intangible assets pertaining to computer software are as follows:

	Note	2020	2019
Cost			
Balance at beginning of year		P92,062	P132,608
Additions		3,541	1,504
Retirement		-	(42,050)
Balance at end of year		95,603	92,062
Accumulated Amortization			
Balance at beginning of year		73,749	99,975
Amortization	22	12,115	15,824
Retirement		-	(42,050)
Balance at end of year		85,864	73,749
Carrying Amount		P9,739	P18,313

Amortization expense, included as part of "General and administrative expenses" account in the consolidated statements of income, amounted to P12,115, P15,824, and P18,267 in 2020, 2019 and 2018, respectively (Notes 21 and 22).

The cost of computer software fully-amortized and retired from use amounted to P42,050 as at December 31, 2019.

Noncurrent receivables and deposits - net includes: (i) security deposits amounting to P493 as at December 31, 2020 and 2019, respectively (Note 26); (ii) trade receivables referred to legal and receivables from terminated dealers amounting to nil and P107,505 as at December 31, 2020 and 2019, respectively; and (iii) non-trade receivables amounting to P41,743 as at December 31, 2020 and 2019. Allowance for impairment losses pertaining to these items amounted to P41,743 and P149,248 as at December 31, 2020 and 2019, respectively.

The movements in allowance for impairment losses are as follows:

	Note	2020	2019
Balance at beginning of year		P149,248	P163,645
Reversals	25	(935)	(21,511)
Amounts written off	30	(106,570)	-
Reclassification from current receivables	6	-	7,114
Balance at end of year		P41,743	P149,248

"Others" is composed of: (i) input taxes on the acquisition of capitalizable assets amounting to P2,848 and P6,421 as at December 31, 2020 and 2019, respectively; (ii) advances to suppliers amounting to P14,169 and P30,515 as at December 31, 2020 and 2019, respectively; and (iii) others amounting to P223 and P213 as at December 31, 2020 and 2019, respectively.

The Group has advances for a project pertaining to unassembled vacuum distillation equipment that is temporarily put on hold. The recoverable amount of the unassembled vacuum distillation equipment was determined by an independent property appraiser having appropriate recognized professional qualifications and recent experience in the category of the property being valued. The fair value of the equipment being appraised was determined using the replacement cost model. This approach considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices of materials, labor, contractor's overhead, profit and fees, and all other attendant's costs associated with its acquisition and installation in place. The recoverable amount of such advances amounted to nil as at December 31, 2020 and 2019, net of accumulated allowance for impairment losses amounting to P222,146 as at December 31, 2020 and 2019.

14. Notes Payable

This account consists of unsecured short-term peso-denominated borrowings obtained from local banks for working capital requirements. These loans mature in three months or less and bear annual interest rates ranging from 4.25% to 6.00% and 4.75% to 6.88% in 2020 and 2019, respectively.

Changes in liabilities arising from financing activities are as follows:

	2020	2019
Balance at beginning of year	P1,519,000	P2,476,100
Changes from Financing Cash Flows		
Proceeds from borrowings	1,664,200	7,714,000
Payments of borrowings	(3,183,200)	(8,671,100)
Total Changes from Financing Cash Flows	1,519,000	(957,100)
Balance at end of year	P -	P1,519,000

Notes payable include interest-bearing amounts payable to a related party amounting to nil and P857,000 as at December 31, 2020 and 2019, respectively (Note 26).

Interest expense on notes payable to related parties amounted to P8,025, P1,831 and P639 in 2020, 2019 and 2018, respectively (Note 26).

Interest expense on notes payable recognized in the consolidated statements of income amounted to P26,124, P49,435 and P169,771 in 2020, 2019 and 2018, respectively (Note 24).

The Group's exposure to interest rate and liquidity risks are discussed in Note 30.

15. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consist of:

	<i>Note</i>	2020	2019
Trade:			
Third parties		P3,652,295	P2,963,602
Related parties	26	1,365,235	1,171,683
Non-trade:			
Third parties		127,508	72,178
Related parties	26	892	879
Derivative liabilities	30, 31	218	160
	30, 31	P5,146,148	P4,208,502

Trade payables are non-interest bearing and are generally on a 30 to 45-day term.

Non-trade payables to third parties consist of accrued vacation and sick leave, payroll, interest and dividends.

The methods and assumptions used to estimate the fair value of derivative liabilities are discussed in Note 31.

16. Long-term Debt

Long-term debt consists of:

	<i>Note</i>	2020	2019
Fixed interest rate of 4.2105% with maturities up to 2023 (a)		P496,264	P -
Fixed interest rate of 8.3480% with maturities up to 2023 (b)		-	876,755
Less current maturities		165,417	233,791
	30, 31	P330,847	P642,964

- a. The amount represents drawdown by GSMI on December 28, 2020 from its three-year credit facility with a local bank amounting to P500,000. The loan is carried at amortized cost and payable semi-annually commencing in June 2021. The proceeds were used for general corporate requirements.

Unamortized debt issue costs amounted to P3,736 as at December 31, 2020.

The Company is in compliance with the covenants of the debt agreement as at December 31, 2020 (Note 30).

- b. The amount represents drawdown by GSMI on September 24, 2018 from its five-year credit facility with a local bank dated August 13, 2018 amounting to P1,000,000. The loan is carried at amortized cost and payable in equal quarterly installments commencing in September 2019. The proceeds were used to refinance existing short-term obligations.

Unamortized debt issue costs amounted to nil and P5,598 as at December 31, 2020 and 2019, respectively.

GSMI settled the loan on September 24, 2020.

The Company is in compliance with the covenants of the debt agreement as at settlement date and as at December 31, 2019 (Note 30).

Changes in liabilities arising from financing activities and amortization of debt issue cost are as follows:

	2020	2019
Balance at beginning of year	P876,755	P992,903
Changes from Financing Cash Flows		
Proceeds from borrowings	496,250	-
Payments of borrowings	(882,353)	(117,647)
Total Changes from Financing Cash Flows	(386,103)	(117,647)
Amortization of debt issue cost	5,612	1,499
Balance at end of year	P496,264	P876,755

The movement in debt issue costs are as follows:

	2020	2019
Balance at beginning of year	P5,598	P7,097
Additions	3,750	-
Amortization	(5,612)	(1,499)
Balance at end of year	P3,736	P5,598

Repayment Schedule

The annual maturities of long-term debt are as follows:

Year	Gross Amount	Debt Issue Costs	Net
2021	P166,667	P1,250	P165,417
2022	166,667	1,250	165,417
2023	166,666	1,236	165,430
Total	P500,000	P3,736	P496,264

Interest expense on existing and settled long-term debt amounted to P50,546, P82,067 and P24,634 in 2020, 2019 and 2018, respectively (Note 24).

Contractual terms of the Group's interest-bearing loans and exposure to interest rate and liquidity risks are discussed in Note 30.

17. Income Taxes

The components of income tax expense are shown below:

	2020	2019	2018
Current	P1,247,065	P828,367	P520,669
Deferred	237	121,187	(9,950)
	P1,247,302	P949,554	P510,719

The movements of deferred tax assets are accounted for as follows:

2020	Balance at January 1	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Balance at December 31
NOLCO	P826	(P352)	P -	P474
MCIT	54	68	-	122
Provision for impairment losses	222,425	55,616	-	278,041
Equity reserve for retirement plan	158,328	-	15,100	173,428
Allowance for write-down of inventories	119,487	(51,247)	-	68,240
Past service costs	70,487	(2,461)	-	68,026
Leases	34,800	3,601	-	38,401
Various accruals	19,583	1,800	-	21,383
Unrealized foreign exchange loss - net	242	316	-	558
Derivative liabilities - net	(2,163)	(5,693)	-	(7,856)
Unamortized capitalized borrowing costs	(6,722)	701	-	(6,021)
Net defined benefit retirement surplus	(49,403)	(2,586)	-	(51,989)
	P567,944	(P237)	P15,100	P582,807

2019	Balance at January 1	Adjustment Due to Adoption of PFRS 16	Recognized in Profit or Loss	Recognized in Other Comprehensive Income	Balance at December 31
NOLCO	P441	P -	P385	P -	P826
MCIT	45	-	9	-	54
Provision for impairment losses	317,732	-	(95,307)	-	222,425
Equity reserve for retirement plan	103,493	-	-	54,835	158,328
Allowance for write-down of inventories	146,572	-	(27,085)	-	119,487
Past service costs	57,974	-	12,513	-	70,487
Leases	-	28,291	6,509	-	34,800
Various accruals	18,259	-	1,324	-	19,583
Unrealized foreign exchange loss - net	157	-	85	-	242
Derivative liabilities - net	(347)	-	(1,816)	-	(2,163)
Unamortized capitalized borrowing costs	(7,739)	-	1,017	-	(6,722)
Net defined benefit retirement surplus	(30,582)	-	(18,821)	-	(49,403)
	P606,005	P28,291	(P121,187)	P54,835	P567,944

The movements of the net deferred tax assets are accounted for as follows:

	2020	2019
Adjustment due to adoption of PFRS 16	P -	P28,291
Amount charged to profit or loss	(237)	(121,187)
Amount charged to other comprehensive income	15,100	54,835
	P14,863	(P38,061)

As at December 31, 2020, the NOLCO of the Group that can be claimed as deduction from future taxable income are as follows:

Year Incurred	NOLCO	Expired	Utilized	Balance	Expiry Year
2018	P1,470	P -	(P1,173)	P297	2021
2019	1,283	-	-	1,283	2022
	P2,753	P -	(P1,173)	P1,580	

As at December 31, 2020, the MCIT of the Group that can be claimed as deduction from corporate income tax due are as follows:

Year Incurred	MCIT	Expired	Utilized	Balance	Expiry Year
2017	P21	(P21)	P -	P -	2020
2018	24	-	-	24	2021
2019	9	-	-	9	2022
2020	89	-	-	89	2023
	P143	(P21)	P -	P122	

On September 30, 2020, the Bureau of Internal Revenue (BIR) issued Revenue Regulation (RR) No. 25-2020 to implement Section 4 (bbbb) of Republic Act No. 11494, otherwise known as the Bayanihan to Recover as One Act, relative to NOLCO which provides that the net operating losses of a business or enterprise incurred for taxable years 2020 and 2021 shall be carried over as a deduction from gross income for the next five consecutive taxable years immediately following the year of such loss.

The net operating loss for the said taxable years may be carried over as a deduction even after the expiration of RA No. 11494, provided that the same is claimed within the next five consecutive taxable years following the year such loss was incurred.

The reconciliation between the statutory income tax rate on income before income tax and the Group's effective income tax rate is as follows:

	2020	2019	2018
Statutory income tax rate	30.00%	30.00%	30.00%
Increase (decrease) in income tax rate resulting from:			
Interest income subject to final tax	(0.08%)	(0.05%)	(0.03%)
Others	1.23%	6.27%	2.69%
Effective income tax rate	31.15%	36.22%	32.66%

Corporate Recovery and Tax Incentives for Enterprises Act (CREATE) Bill

On November 26, 2020, the Senate approved on third and final reading Senate Bill No. 1357, otherwise known as the Corporate Recovery and Tax Incentives for Enterprises Act or CREATE, which seeks to reduce the corporate income tax (CIT) rates and to rationalize the current fiscal incentives by making it time-bound, targeted, and performance-based.

The bill requires the approval of the Congress and by the President of the Philippines to be enacted as a law. As at December 31, 2020, the bill is still pending with the bicameral committee of Congress and consequently was not yet submitted to the President of the Philippines. Upon submission to the President of the Philippines, he may either approve it or exercise his veto to stop the enactment of the bill.

Since the bill is not considered substantively enacted, the current and deferred taxes are measured using the applicable income tax rates as at December 31, 2020.

The bicameral committee approved the bill on February 1, 2021. As at March 10, 2021, the bill is yet to be approved by the President of the Philippines.

Current and deferred taxes are measured using the applicable income tax rates as at December 31, 2020.

Once the CREATE bill is signed into law, the estimated impact on the Group's consolidated financial statements based on balances as at and for the year ended December 31, 2020, are as follows:

ASSET	
Deferred tax asset	(P97,303)
	(P97,303)
LIABILITY AND EQUITY	
Income and other taxes payable	(P103,324)
Retained earnings	6,021
	(P97,303)

Impact on provision for income tax is as follows:

Current	(P103,324)
Deferred	(87)
	(P103,411)

18. Equity

a. Capital Stock

Common Shares

The Company has 460,000,000 authorized common shares with par value of P1.00 per share.

The holders of common shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

The Company has a total of 645 stockholders as at December 31, 2020 and 2019.

The number of issued and outstanding shares of common stock are as follows:

	2020	2019
Issued shares	345,625,332	345,625,332
Less treasury shares	59,297,491	59,297,491
Outstanding shares	286,327,841	286,327,841

Preferred Shares

The Company has 100,000,000 authorized preferred shares with par value of P1.00 per share.

The holders of preferred shares are entitled to participate and receive annual dividends of P1.50 per share which may be cumulative and payable in arrears on December 31 of each year. In addition, the holders of preferred shares may receive a special annual dividend equal to the excess of the aggregate dividends paid or to be paid to common shareholders over P1.50 per preferred share per annum. The holders of preferred shares are entitled to vote in the same manner as the holders of common shares.

The number of issued and outstanding shares of preferred stock are as follows:

	2020	2019
Issued shares	53,437,585	53,437,585
Less treasury shares	20,650,700	20,650,700
Outstanding shares	32,786,885	32,786,885

b. Treasury Shares

Treasury shares consist of:

	2020	2019	2018
Common	59,297,491	59,297,491	59,297,491
Preferred	20,650,700	20,650,700	20,650,700
	79,948,191	79,948,191	79,948,191

There were no movements in the number of shares held in treasury in 2020, 2019 and 2018.

c. *Unappropriated Retained Earnings*

The unappropriated retained earnings of the Group includes the accumulated earnings in subsidiaries and equity in net losses of joint ventures amounting to P178,889, P471,609, and P90,426 in 2020, 2019 and 2018, respectively. Such amounts are not available for declaration as dividends until declared by the respective investees.

The unappropriated retained earnings of the Group is restricted in the amount of P2,669,973 in 2020, 2019 and 2018, representing the cost of common and preferred shares held in treasury.

d. *Appropriated Retained Earnings*

As at December 31, 2020 and 2019, the Company's BOD approved the appropriation of retained earnings amounting to P2,500,000 for the purpose of capital investment for the expansion of the plant facilities, including but not limited to equipment rehabilitation, to accommodate new product line and the increase in volume requirements until 2021.

e. *Dividend Declaration*

The BOD of the Group approved the declaration and payment of the following cash dividends to common and preferred stockholders as follows:

2020

Class of Shares	Date of Declaration	Date of Record	Date of Payment	Dividend Per Share
Common	March 11, 2020	March 27, 2020	April 15, 2020	P0.250
	May 27, 2020	June 15, 2020	June 25, 2020	0.250
	August 5, 2020	August 24, 2020	September 3, 2020	0.250
	November 4, 2020	November 19, 2020	December 3, 2020	0.250
Preferred	March 11, 2020	March 27, 2020	April 15, 2020	0.375
	May 27, 2020	June 15, 2020	June 25, 2020	0.375
	August 5, 2020	August 24, 2020	September 3, 2020	0.375
	November 4, 2020	November 19, 2020	December 3, 2020	0.375

2019

Class of Shares	Date of Declaration	Date of Record	Date of Payment	Dividend Per Share
Common	March 13, 2019	March 28, 2019	April 15, 2019	P0.250
	May 8, 2019	May 24, 2019	June 14, 2019	0.250
	August 7, 2019	August 30, 2019	September 16, 2019	0.250
	November 6, 2019	November 22, 2019	December 16, 2019	0.250
Preferred	March 13, 2019	March 28, 2019	April 15, 2019	0.375
	May 8, 2019	May 24, 2019	June 14, 2019	0.375
	August 7, 2019	August 30, 2019	September 16, 2019	0.375
	November 6, 2019	November 22, 2019	December 16, 2019	0.375

On December 1, 2020, the BOD declared cash dividends to all preferred shareholders of record as of December 18, 2020 amounting to P0.375 per preferred share. Cash dividends paid on January 4, 2021 are pro-rated.

In addition, on March 13, 2019, the BOD approved the declaration and payment of cash dividends in arrears of seven years (from 2012 to 2018) and one quarter in 2002 amounting to P356,557, paid on April 15, 2019 to the holders of preferred shares as of record date, March 28, 2019.

19. Cost of Sales

Cost of sales consist of:

	<i>Note</i>	2020	2019	2018
Taxes and licenses		P13,021,144	P8,878,545	P7,547,596
Inventories	7	12,317,181	10,579,541	9,120,229
Utilities and supplies		525,017	480,924	526,945
Depreciation and amortization	10, 11, 13, 22	334,552	341,127	347,658
Personnel	23, 28	318,061	318,459	289,939
Repairs and maintenance		171,945	299,408	248,731
Outside services		145,283	119,830	109,399
Tolling fees		106,259	57,958	72,624
Freight, trucking and handling		24,427	9,574	462
Insurance		10,652	4,127	2,249
Rent	27	1,002	14,425	43,730
Write-down of inventories to net realizable value	7	-	-	25,500
Others		17,577	23,390	24,826
		P26,993,100	P21,127,308	P18,359,888

20. Selling and Marketing Expenses

Selling and marketing expenses consist of:

	<i>Note</i>	2020	2019	2018
Advertising and promotions		P1,410,421	P1,382,550	P1,384,984
Delivery and marketing		693,151	652,424	602,425
Personnel	23, 28	396,246	345,484	281,217
Rent	27	68,572	46,730	39,817
Depreciation and amortization	10, 11, 22	59,302	45,900	32,013
Outside services		57,813	85,688	73,082
Utilities and supplies		37,548	50,298	49,380
Repairs and maintenance		32,313	38,892	29,726
Insurance		24,059	4,752	4,783
Research		21,661	40,145	287
Travel and transportation		19,193	47,317	37,199
Corporate special program		10,547	23,776	19,920
Others		5,906	7,556	5,507
		P2,836,732	P2,771,512	P2,560,340

21. General and Administrative Expenses

General and administrative expenses consist of:

	<i>Note</i>	2020	2019	2018
Personnel	23, 28	P815,462	P931,314	P913,723
Provision for impairment losses	6	544,417	1,764	1,000
Depreciation and amortization	10, 11, 13, 22	352,937	336,191	291,769
Outside services	26	331,040	302,293	299,144
Taxes and licenses		190,005	250,056	177,229
Corporate special program		117,829	69,493	45,051
Repairs and maintenance		65,636	148,773	109,915
Insurance		65,258	120,029	62,310
Utilities and supplies		40,596	44,713	45,568
Rent	27	17,150	16,282	42,145
Travel and transportation		12,420	36,007	39,190
Research		11,793	27,794	47,813
Others		1,382	1,526	8,194
		P2,565,925	P2,286,235	P2,083,051

22. Depreciation and Amortization

Depreciation and amortization consist of:

	<i>Note</i>	2020	2019	2018
Property, plant and equipment	10	P629,528	P610,418	P611,263
Right-of-use assets	11	63,136	55,066	-
Deferred containers	13	42,012	41,910	41,910
Intangible assets	13	12,115	15,824	18,267
		P746,791	P723,218	P671,440

Depreciation and amortization are distributed as follows:

	<i>Note</i>	2020	2019	2018
Cost of sales	19	P334,552	P341,127	P347,658
Selling and marketing expenses	20	59,302	45,900	32,013
General and administrative expenses	21	352,937	336,191	291,769
		P746,791	P723,218	P671,440

23. Personnel Expenses

Personnel expenses consist of:

	<i>Note</i>	2020	2019	2018
Salaries and wages		P931,597	P945,536	P808,853
Other employee benefits		518,854	588,983	573,285
Retirement costs	28	79,318	60,738	102,741
		P1,529,769	P1,595,257	P1,484,879

Personnel expenses are distributed as follows:

	<i>Note</i>	2020	2019	2018
Cost of sales	19	P318,061	P318,459	P289,939
Selling and marketing expenses	20	396,246	345,484	281,217
General and administrative expenses	21	815,462	931,314	913,723
		P1,529,769	P1,595,257	P1,484,879

24. Interest Expense and Other Financing Charges

Interest expense and other financing charges consist of:

	<i>Note</i>	2020	2019	2018
Interest on long-term debt	16	P50,546	P82,067	P24,634
Interest on notes payable	14	26,124	49,435	169,771
Interest on defined benefit obligation - net	28	17,955	13,629	-
Interest on lease liabilities	27	15,844	20,591	-
Other financing charges	16	16,287	7,713	30,185
Capitalized borrowing costs	10	(4,426)	(3,834)	(3,932)
		P122,330	P169,601	P220,658

Interest on long-term debt includes interest on unsecured, long-term interest-bearing loan of EPSBPI amounting to P2,221 in 2018. EPSBPI settled the loan on September 28, 2018.

Amortization of debt issue costs included in "Other financing charges" amounted to P5,612, P1,499 and P403 in 2020, 2019 and 2018, respectively (Note 16).

25. Other Income (Charges)

Other income (charges) consist of:

	Note	2020	2019	2018
Tolling fees		P170,899	P130,796	P95,386
Net derivative gain (loss)	31	88,294	33,221	(10,250)
Sale of scrap materials		42,925	38,160	28,234
Gain on miscellaneous items	13	935	21,511	-
Rent income	27	181	444	186
Provision for impairment losses	13	-	(111,040)	(111,106)
Net unrealized foreign exchange losses	30	(1,860)	(806)	(525)
Others		979	5,476	8,302
		P302,353	P117,762	P10,227

Tolling fees are net of cost amounting to P66,050, P92,708 and P56,659 in 2020, 2019 and 2018, respectively.

Provision for impairment loss pertains to impairment of unassembled vacuum distillation equipment that is temporarily put on hold (Note 13).

Gain on miscellaneous items pertains to collection of long-term receivables previously provided amounting to P935 and P21,511 in 2020 and 2019, respectively.

26. Related Party Disclosures

The Group, certain subsidiaries, joint ventures and entities under common control purchase products and services from one another in the normal course of business. Amounts owed by/owed to related parties are collectible/will be settled in cash. An assessment is undertaken at each reporting period by examining the financial position of the related party and the market in which the related party operates.

The following are the transactions with related parties and the outstanding balances as at December 31:

	Year	Revenue from Related Parties	Purchases from Related Parties	Amounts Owed by Related Parties	Amounts Owed to Related Parties	Terms	Conditions
Ultimate Parent Company	2020	P -	P -	P6	P -	On demand; non-interest bearing	Unsecured; no impairment
	2019	-	-	6	-		
	2018	5	-	5	-		
Intermediate Parent Company	2020	6,255	477,748	4,699	48,066	On demand; non-interest bearing	Unsecured; no impairment
	2019	109,642	255,044	5,746	69,005		
	2018	20,960	235,913	5,396	7,565		
Parent Company	2020	150	-	5	-	On demand; non-interest bearing	Unsecured; no impairment
	2019	55	-	5	-		
	2018	6	-	6	-		
Under Common Control	2020	387,786	6,038,212	83,476	1,386,739	On demand; non-interest bearing	Unsecured; no impairment
	2019	461,483	6,119,006	156,299	1,197,133		
	2018	474,674	4,893,263	229,841	554,213		
Joint Venture	2020	-	496,873	622,953	75,632	On demand; Interest bearing	Unsecured; with impairment
	2019	19,432	595,431	632,732	39,136		
	2018	20,703	1,036,147	623,649	64,337		
Associate of the Intermediate Parent Company	2020	644	-	721	-	On demand; non-interest bearing	Unsecured; no impairment
	2019	-	-	-	857,000		
	2018	-	-	-	522,100		
Others	2020	899	-	1,565	-	On demand; non-interest bearing	Unsecured; no impairment
	2019	-	-	-	-		
	2018	-	-	-	-		
Total	2020	P395,734	P7,012,833	P713,425	P1,510,437		
Total	2019	P590,612	P6,969,481	P794,788	P2,162,274		
Total	2018	P516,348	P6,165,323	P858,897	P1,148,215		

- The Group, in the normal course of business, has significant transactions with related parties pertaining to purchases of containers and other packaging materials and sale of liquor and by-products. The sales to and purchases from related parties are made at normal market prices. There have been no guarantees provided or received for any amounts owed by and owed to related parties.
- The Group has entered into various lease agreements with related parties as a lessor and lessee (Notes 11 and 27).

Right-of-use assets and lease liabilities to related parties amounted to P121,879 and P144,310, respectively, as at December 31, 2020. Rent expense to and rent income from related parties for short-term leases and leases of low-value assets recognized in the consolidated statements of income amounted to P10,671 and nil, respectively, in 2020. Amounts owed to related parties pertaining to these leases amounted to P145,202 as at December 31, 2020.

Upon adoption of PFRS 16 on January 1, 2019, the Group recognized right-of-use assets and lease liabilities to related parties amounted to P124,511 and P137,442, respectively. Right-of-use assets and lease liabilities to related parties amounted to P114,775 and P132,712, respectively, as at December 31, 2019. Rent expense to and rent income from related parties for short-term leases and leases of low-value assets recognized in the consolidated statements of income amounted to P5,774 and P41, respectively, in 2019. Amounts owed to and from related parties pertaining to these leases amounted to P132,712 and P174, respectively, as at December 31, 2019.

Prior to adoption of PFRS 16, the Group recognized rent expense to related parties in the consolidated statements of income amounting to P13,380 in 2018. Rent income from related parties recognized in the consolidated statements of income amounted to P186 in 2018. Amounts owed to and from related parties pertaining to these leases amounted to P1,155 and P1,150, respectively, as at December 31, 2018.

- c. Management fees paid to SMC amounting to P192,174, P186,146 and P180,942 in 2020, 2019 and 2018, respectively, are included in "Outside services" account under "General and administrative expenses" (Note 21).
- d. Security deposits with related parties under common control amounted to P493 as at December 31, 2020 and 2019, respectively, included as part of "Noncurrent receivables and deposits-net" under "Other noncurrent assets" account in the consolidated statements of financial position (Note 13).
- e. Advance rentals with related parties under common control amounted to P148 as at December 31, 2018 (Note 13).
- f. TSML executed various promissory notes in favor of the Company. The details of which are as follows:
 - o Principal sum of THB250,000 together with interest of 5.5% per annum, which interest shall accrue on March 13, 2014.
 - o Principal sum of THB50,000 together with interest of 5.0% per annum, which interest shall accrue on September 2, 2013.
 - o Principal sum of THB25,000 together with interest of 5.0% per annum, which interest shall accrue on June 14, 2013.
 - o Principal sum of THB75,000 together with interest of 3.0% per annum, which interest shall accrue on September 6, 2011.
 - o Principal sum of THB75,000 together with interest of 3.0% per annum, which interest shall accrue on April 7, 2011.

The principal sum is due and payable in full on demand of the Company and the stipulated interest shall be payable every three months.

The receivables from TSML are included as part of "Non-trade receivables from related parties" under "Trade and other receivables" account in the consolidated statements of financial position (Note 6). Allowance for impairment losses pertaining to these receivables amounted to P540,216 as at December 31, 2020.

Interest income from amounts owed by TSML, recognized in the consolidated statements of income, amounted to nil, P19,380 and P20,703 in 2020, 2019 and 2018, respectively.

- g. Receivables from Bank of Commerce from sale of goods are included as "Non-trade receivables from related parties" under "Trade and other receivables" account in the consolidated statements of financial position as at December 31, 2020. Amounts owed to Bank of Commerce are included in "Notes payable" account in the consolidated statements of financial position (Note 14) which was settled in 2020.

Interest expense on notes payable to Bank of Commerce amounted to P8,025, P1,831 and P639 in 2020, 2019 and 2018, respectively (Note 14).

- h. The compensation of key management personnel of the Group, by benefit type, follows:

	<i>Note</i>	2020	2019	2018
Short-term employee benefits		P47,713	P51,518	P40,885
Retirement costs	28	10,608	8,417	12,331
		P58,321	P59,935	P53,216

27. Leasing Agreements

Group as Lessee under PFRS 16

The Group has the following lease agreements:

- a. The Company leases various warehouse facilities and office spaces under operating leases. These leases typically run for a period of 2 to 15 years. The Company has the option to renew the lease after the expiration of the lease term.
- b. EPSBPI has various lease agreements with related parties for the lease of parcels of land located in Ligao City, Albay and Cauayan, Isabela for a period ranging from 3 to 10 years and renewable upon mutual agreement of both parties. Rental fees are payable monthly and subject to 5% escalation every year. On December 18, 2019, EPSBPI has expressed its interest to acquire the leased land in Cauayan, Isabela in which a 20% down payment was paid on January 2020. The remaining balance shall be paid by EPSBPI in 12 equal monthly amortizations which was fully paid as of January 31, 2021.
- c. In 2011, EPSBPI entered into lease agreements to use various equipment for a period of three years with the option to renew after expiration of the lease term. Rental fees are payable on a monthly basis. In 2016, the lease agreements were extended for periods ranging from nine months to two years.

The future minimum lease payments under non-cancellable leases are as follows:

	December 31, 2020		
	Future Minimum Lease Payments	Interest	Present Value of Minimum Lease Payments
Within one year	P44,054	P12,330	P31,724
After one year but not more than five years	84,513	38,393	46,120
More than five years	129,600	29,684	99,916
	P258,167	P80,407	P177,760

	December 31, 2019		
	Future Minimum Lease Payments	Interest	Present Value of Minimum Lease Payments
Within one year	P84,048	P16,068	P67,980
After one year but not more than five years	100,946	40,736	60,210
More than five years	134,169	36,695	97,474
	P319,163	P93,499	P225,664

The Group recognized interest expense related to these leases amounting to P15,844 and P20,591 in 2020 and 2019 (Note 24).

Changes in liabilities are as follows:

	2020	2019
Balance at beginning of year	P225,664	P258,893
Changes from Financing Cash Flows		
Payments of lease liabilities	(71,419)	(59,074)
Other Changes		
Additions during the year	23,515	25,845
Balance at end of year	P177,760	P225,664

The Group also has certain leases of property and equipment with lease terms of 12 months or less and leases of equipment with low value. The Group has elected not to recognize right-of-use assets and lease liabilities for these leases.

The expenses relating to short-term leases and leases of low-value assets amounted to P86,640 and P84 in 2020, respectively, and P77,427 and P10 in 2019, respectively (Notes 19, 20 and 21).

The Group had total cash outflows for leases of P158,143 and P136,511 in 2020 and 2019, respectively.

Rent expense is recognized in the following line items in the consolidated statements of income:

	<i>Note</i>	2020	2019
Cost of sales	19	P1,002	P14,425
Selling and marketing expenses	20	68,572	46,730
General and administrative expenses	21	17,150	16,282
		P86,724	P77,437

Group as Lessee under PAS 17

- a. The Company leases various warehouse facilities under operating leases. These leases typically run for a period of one year. The Company has the option to renew the lease after the expiration of the lease term.
- b. EPSBPI has various lease agreements with related parties for the lease of parcels of land located in Ligao City, Albay and Cauayan, Isabela for a period ranging from 2 to 10 years and renewable upon mutual agreement of both parties. Rental fees are payable monthly and subject to 5% escalation every year.
- c. In 2016, the Company renewed various agreements with EPSBPI for the lease of warehouses and performance of warehousing services for a period of two years. (Notes 20 and 26)

Rent expense is recognized in the following line items in the consolidated statements of income:

	<i>Note</i>	2018
Cost of sales	19	P43,730
Selling and marketing expenses	20	39,817
General and administrative expenses	21	42,145
		P125,692

Group as Lessor

- a. DBI has a lease agreement with a related party for the lease of land in Taloc, Bago City, Negros Occidental for a period of fifteen years from September 4, 2017 to September 3, 2032. Rental fee amounted to P12 and P10 per month in 2020 and 2019, respectively.

The future minimum lease receipts under non-cancellable operating leases are as follows:

	2020	2019
Within one year	P145	P130
After one year but not more than five years	656	625
After five years	1,422	1,598
	P2,223	P2,353

Rent income recognized in the consolidated statements of income amounted to P181, P444 and P186 in 2020, 2019 and 2018, respectively (Note 25).

28. Retirement Plans

The Company and DBI have funded, noncontributory, defined benefit retirement plans (collectively, the Retirement Plans) covering all of their permanent employees. The Retirement Plans of the Group pay out benefits based on final pay. Contributions and costs are determined in accordance with the actuarial studies made for the Retirement Plans. Annual cost is determined using the projected unit credit method. The Group's latest actuarial valuation date is December 31, 2020. Valuations are obtained on a periodic basis.

The Retirement Plans of the Company and DBI are registered with the Bureau of Internal Revenue (BIR) as tax-qualified plans under Republic Act No. 4917, as amended. The control and administration of the Group's Retirement Plans are vested in the Board of Trustees of each Retirement Plan. One of the members of the Board of Trustees of the Group's Retirement Plan who exercises voting rights over the shares and approve material transactions is an employee and officer of the Group. The Retirement Plans' accounting and administrative functions are undertaken by the Retirement Funds Office of the Group.

EPSBPI does not have an established retirement plan and only conforms to the minimum regulatory benefit under the Retirement Pay Law (Republic Act No. 7641).

The following table shows a reconciliation of the net defined benefit retirement liability and its components:

	Fair Value of Plan Assets		Present Value of Defined Benefit Retirement Obligation		Net Defined Benefit Retirement Liability	
	2020	2019	2020	2019	2020	2019
Balance at beginning of year	P950,460	P720,431	(P1,313,543)	(P963,467)	(P363,083)	(P243,036)
Recognized in Profit or Loss						
Service costs	-	-	(79,318)	(60,738)	(79,318)	(60,738)
Interest expense	-	-	(68,917)	(72,006)	(68,917)	(72,006)
Interest income	50,962	58,377	-	-	50,962	58,377
	50,962	58,377	(148,235)	(132,744)	(97,273)	(74,367)
Recognized in Other Comprehensive Income						
Remeasurements						
Actuarial gains (losses) arising from:						
Experience adjustments	-	-	21,321	(212,651)	21,321	(212,651)
Changes in financial assumptions	-	-	(44,118)	(27,018)	(44,118)	(27,018)
Changes in demographic assumptions	-	-	(4,233)	9,328	(4,233)	9,328
Return on plan assets excluding interest income	(23,303)	47,556	-	-	(23,303)	47,556
	(23,303)	47,556	(27,030)	(230,341)	(50,333)	(182,785)
Others						
Contributions	105,892	137,105	-	-	105,892	137,105
Benefits paid	(57,753)	(13,009)	57,753	13,009	-	-
	48,139	124,096	57,753	13,009	105,892	137,105
Balance at end of year	P1,026,258	P950,460	(P1,431,055)	(P1,313,543)	(P404,797)	(P363,083)

The Group's annual contribution to the Retirement Plans consists of payments covering the current service cost plus amortization of unfunded past service liability.

Retirement costs recognized in the consolidated statements of income by GSMI amounted to P67,524, P52,925 and P94,979 in 2020, 2019 and 2018, respectively, while those charged by DBI amounted to P6,800, P5,856 and P7,762 in 2020, 2019 and 2018, respectively and for EPSBPI amounted to P4,994 and P1,957 in 2020 and 2019, respectively (Note 23).

The retirement costs are recognized in the following line items:

	Note	2020	2019	2018
Cost of sales	19	P14,830	P15,457	P15,393
Selling and marketing expenses	20	15,395	15,202	14,039
General and administrative expenses	21	49,093	30,079	73,309
	23	P79,318	P60,738	P102,741

Retirement liabilities recognized by GSMI amounted to P364,739 and P332,160 as at December 31, 2020 and 2019, respectively, while those recognized by DBI amounted to P29,580 and P27,578 as at December 31, 2020 and 2019, respectively and by EPSBPI amounted to P10,478 and P3,345 as at December 31, 2020 and 2019, respectively.

The carrying amounts of the Group's retirement plan approximate fair values as at December 31, 2020 and 2019.

The Group's plan assets consist of the following:

	In Percentages	
	2020	2019
Investments in marketable securities	53.77	40.45
Investments in pooled funds:		
Fixed income portfolio	17.63	29.73
Stock trading portfolio	-	7.81
Others	28.60	22.01
	100.00	100.00

Investments in Marketable Securities

The plan assets include 9,943,285 common shares of the Group with fair market value per share of P26.75 as at December 31, 2018. All shares were disposed in 2019.

The fair market value per share of the above marketable securities is determined based on quoted market prices in active markets as at the reporting date (Note 4).

The Group's Retirement Plans recognized loss on the investment in marketable securities of SMC and its subsidiaries amounting to P27,041 and P21,821 in 2020 and 2019, respectively.

Dividend income from the investment in marketable securities amounted to P11,716 and P9,716 in 2020 and 2019, respectively.

Interest income from the investment in marketable securities amounted to P4,417, P2,541 and P1,038 in 2020, 2019 and 2018, respectively.

Investments in Pooled Funds

Investments in pooled funds were established mainly to put together a portion of the funds of the Retirement Plans of the Group to be able to draw, negotiate and obtain the best terms and financial deals for the investments resulting from big volume transactions.

The Board of Trustees approved the percentage of asset to be allocated to fixed income instruments and equities. The Retirement Plans have set maximum exposure limits for each type of permissible investments in marketable securities and deposit instruments. The Board of Trustees may, from time to time, in the exercise of its reasonable discretion and taking into account existing investment opportunities, review and revise such allocation and limits.

No investments in pooled funds in stock trading portfolio were investments in shares of stock of SMC and its subsidiaries in 2020.

Approximately 13.06% of the Retirement Plans' investments in pooled funds in stock trading portfolio include investments in shares of stock of SMC and its subsidiaries as at December 31, 2019.

Approximately 9.85% and 13.35% of the Retirement Plans' investments in pooled funds in fixed income portfolio include investments in shares of stock of SMC and its subsidiaries as at December 31, 2020 and 2019, respectively.

Others

Others include the Retirement Plans' cash and cash equivalents and receivables which earn interest.

The Group is not required to pre-fund the future defined benefits payable under the Retirement Plans before they become due. For this reason, the amount and timing of contributions to the Retirement Plans are at the Group's discretion. However, in the event a benefit claim arises and the Retirement Plans are insufficient to pay the claim, the shortfall will then be due and payable from the Group to the Retirement Plans.

The Board of Trustees reviews the level of funding required for the retirement fund. Such a review includes the asset-liability matching (ALM) strategy and investment risk management policy. The Group's ALM objective is to match maturities of the plan assets to the defined benefit retirement obligation as they fall due. The Group monitors how the duration and expected yield of the investments are matching the expected cash outflows arising from the retirement benefit obligation. The Group is expected to contribute P122,639 to the Retirement Plans in 2021.

The Retirement Plans expose the Group to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk as follows:

Investment and Interest Rate Risks. The present value of the defined benefit retirement obligation is calculated using a discount rate determined by reference to market yields to government bonds. Generally, a decrease in the interest rate of a reference government bond will increase the defined benefit retirement obligation. However, this will be partially offset by an increase in the return on the Retirement Plans' investments and if the return on plan asset falls below this rate, it will create a deficit in the Retirement Plans. Due to the long-term nature of the defined benefit retirement obligation, a level of continuing equity investments is an appropriate element of the long-term strategy of the Group to manage the Retirement Plans efficiently.

Longevity and Salary Risks. The present value of the defined benefit retirement obligation is calculated by reference to the best estimates of: (1) the mortality of the plan participants, and (2) to the future salaries of the plan participants. Consequently, increases in the life expectancy and salary of the plan participants will result in an increase in the defined benefit retirement obligation.

The overall expected rate of return is determined based on historical performance of the investments.

The principal actuarial assumptions used to determine retirement benefits are as follows:

	In Percentages	
	2020	2019
Discount rate	3.82 - 3.88	5.12 - 5.24
Salary increase rate	4.00	5.00

Assumptions for mortality and disability rates are based on published statistics and mortality and disability tables.

The weighted average duration of defined benefit retirement obligation is 12.87 years and 13.27 years as at December 31, 2020 and 2019, respectively.

As at December 31, 2020 and 2019, the reasonably possible changes to one of the relevant actuarial assumptions, while holding all other assumptions constant, would have affected the defined benefit retirement obligation by the amounts below, respectively:

	Defined Benefit Retirement Obligation			
	2020		2019	
	1 Percent Increase	1 Percent Decrease	1 Percent Increase	1 Percent Decrease
Discount rate	(P119,526)	P139,386	(P109,319)	P126,796
Salary increase rate	137,772	(118,874)	125,801	(110,518)

In 2020 and 2019, the Group's transaction relating to the Retirement Plans pertain to the contributions for the period. The Group has no outstanding payables with the plan assets as at December 31, 2020 and 2019.

29. Basic and Diluted Earnings Per Share

Basic and Diluted Earnings Per Share is computed as follows:

	2020	2019	2018
Net income	P2,756,511	P1,671,788	P1,053,039
Less: Dividends on preferred shares	49,180	49,180	49,180
Net income available to common shares (a)	P2,707,331	P1,622,608	P1,003,859
Weighted average number of common shares outstanding (in thousands) - basic and diluted (b)	286,328	286,328	286,328
Basic and Diluted Earnings Per Share (a/b)	P9.46	P5.67	P3.51

30. Financial Risk and Capital Management Objectives and Policies

Objectives and Policies

The Group has significant exposure to the following financial risks primarily from its use of financial instruments:

- Interest Rate Risk
- Foreign Currency Risk
- Commodity Price Risk
- Liquidity Risk
- Credit Risk

This note presents information about the exposure to each of the foregoing risks, the objectives, policies and processes for measuring and managing these risks, and for management of capital.

The principal non-trade related financial instruments of the Group include cash and cash equivalents, short-term and long-term loans and derivative instruments. These financial instruments, except derivative instruments, are used mainly for working capital management purposes. The trade-related financial assets and financial liabilities of the Group such as trade and other receivables, noncurrent receivables and deposits and accounts payable and accrued expenses arise directly from and are used to facilitate its daily operations.

The accounting policies in relation to derivatives are set out in Note 3 to the consolidated financial statements.

The BOD oversees that a sound enterprise risk management framework is in place to effectively identify, monitor, assess and manage key business risks, which will guide the BOD in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.

The risk management policies of the Group are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The BOD constituted the Audit and Risk Oversight Committee (the "Committee") to, among others, enhance its oversight capability over the Group's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations; and be responsible for the oversight of the Group's enterprise risk management system to ensure its functionality and effectiveness.

The Committee also has the responsibility to assist the BOD in ensuring that there is an effective and integrated risk management process in place to guide the BOD in arriving at well-informed decisions, having taken into consideration risks related to significant business activities, plans and opportunities. In relation to this, the Committee has the following duties and responsibilities, among others: a.) develop a formal enterprise risk management plan which contains common language or register of risks, well-defined risk management goals, objectives and oversight, uniform processes of assessing risks and developing strategies to manage prioritized risks, designing and implementing risk management strategies, and continuing assessments to improve risk strategies, processes and measures; b.) oversee the implementation of the enterprise risk management plan; c.) evaluate the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness; d.) advise the BOD on its risk appetite levels and risk tolerance limits; and e.) review at least annually the Group's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Group.

The Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Committee.

Interest Rate Risk

Interest rate risk is the risk that future cash flows from a financial instrument (cash flow interest rate risk) or its fair value (fair value interest rate risk) will fluctuate because of changes in market interest rates. The Group's exposure to changes in interest rates relates primarily to the long-term borrowings. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. On the other hand, borrowings issued at variable rates expose the Group to cash flow interest rate risk.

The Group manages its interest cost by using an optimal combination of fixed and variable rate debt instruments. The management is responsible for monitoring the prevailing market-based interest rate and ensures that the mark-up rates charged on its borrowings are optimal and benchmarked against the rates charged by other creditor banks.

In managing interest rate risk, the Group aims to reduce the impact of short-term fluctuations on the earnings. Over the longer term, however, permanent changes in interest rates would have an impact on profit or loss.

The management of interest rate risk is also supplemented by monitoring the sensitivity of the Group's financial instruments to various standard and non-standard interest rate scenarios.

Interest Rate Risk Table

The terms and maturity profile of the interest-bearing financial instruments, together with its gross amounts, are shown in the following tables:

December 31, 2020	<1 Year	1 - 2 Years	>2 - 3 Years	>3 - 4 Years	>4 - 5 Years	Total
Fixed Rate						
Philippine peso-denominated	P166,667	P166,667	P166,666	P -	P -	P500,000
Interest rate	4.2105%	4.2105%	4.2105%	-	-	-
	P166,667	P166,667	P166,666	P -	P -	P500,000

December 31, 2019	<1 Year	1 - 2 Years	>2 - 3 Years	>3 - 4 Years	>4 - 5 Years	Total
Fixed Rate						
Philippine peso-denominated	P235,294	P235,294	P235,294	P176,471	P -	P882,353
Interest rate	8.3480%	8.3480%	8.3480%	8.3480%	-	-
	P235,294	P235,294	P235,294	P176,471	P -	P882,353

Foreign Currency Risk

The functional currency is the Philippine peso, which is the denomination of the bulk of the Group's revenues. The exposure to foreign currency risk results from significant movements in foreign exchange rates that adversely affect the foreign currency-denominated transactions of the Group. The risk management objective with respect to foreign currency risk is to reduce or eliminate earnings volatility and any adverse impact on equity.

Information on the Group's foreign currency-denominated monetary assets and their Philippine peso equivalents is as follows:

	December 31, 2020		December 31, 2019	
	US Dollar	Peso Equivalent	US Dollar	Peso Equivalent
Assets				
Cash and cash equivalents	US\$178	P8,557	US\$26	P1,336
Trade and other receivables	24	1,176	27	1,370
Foreign currency-denominated monetary assets	US\$202	P9,733	US\$53	P2,706

The Group reported net losses on foreign exchange amounting to P1,860, P806, and P525 in 2020, 2019 and 2018, respectively, with the translation of its foreign currency-denominated assets (Note 25). These mainly resulted from the movements of the Philippine peso against the US dollar as shown in the following table:

	US Dollar to Philippine Peso
December 31, 2020	48.02
December 31, 2019	50.64
December 31, 2018	52.58

The management of foreign currency risk is also supplemented by monitoring the sensitivity of the Group's financial instruments to various foreign currency exchange rate scenarios.

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets) and the Group's equity:

December 31, 2020	P1 Decrease in the US Dollar Exchange Rate		P1 Increase in the US Dollar Exchange Rate	
	Effect on Income before Income Tax	Effect on Equity	Effect on Income before Income Tax	Effect on Equity
Cash and cash equivalents	(P178)	(P125)	P178	P125
Trade and other receivables	(24)	(17)	24	17
	(P202)	(P142)	P202	P142

December 31, 2019	P1 Decrease in the US Dollar Exchange Rate		P1 Increase in the US Dollar Exchange Rate	
	Effect on Income before Income Tax	Effect on Equity	Effect on Income before Income Tax	Effect on Equity
Cash and cash equivalents	(P26)	(P18)	P26	P18
Trade and other receivables	(27)	(19)	27	19
	(P53)	(P37)	P53	P37

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's foreign currency risk.

Commodity Price Risk

Commodity price risk is the risk that future cash flows from a financial instrument will fluctuate because of changes in commodity prices.

The Group, through SMC, enters into various commodity derivatives to manage its price risks on strategic commodities. Commodity hedging allows stability in prices, thus offsetting the risk of volatile market fluctuations. Through hedging, prices of commodities are fixed at levels acceptable to the Group, thus protecting raw material cost and preserving margins. For hedging transactions, if prices go down, hedge positions may show marked-to-market losses; however, any loss in the marked-to-market position is offset by the resulting lower physical raw material cost.

SMC enters into commodity derivative transactions on behalf of the Group to reduce cost by optimizing purchasing synergies within the SMC Group and managing inventory levels of common materials.

Commodity Forwards. The Group enters into forward purchases of various commodities. The prices of the commodity forwards are fixed either through direct agreement with suppliers or by reference to a relevant commodity price index.

Liquidity Risk

Liquidity risk pertains to the risk that the Group will encounter difficulty to meet payment obligations when they fall due under normal and stress circumstances.

The Group's objectives to manage its liquidity risk are as follows: a) to ensure that adequate funding is available at all times; b) to meet commitments as they arise without incurring unnecessary costs; c) to be able to access funding when needed at the least possible cost; and d) to maintain an adequate time spread of refinancing maturities.

The Group constantly monitors and manages its liquidity position, liquidity gaps and surplus on a daily basis. A committed stand-by credit facility from several local banks is also available to ensure availability of funds when necessary.

The table below summarizes the maturity profile of the Group's financial assets and financial liabilities based on contractual undiscounted receipts and payments used for liquidity management.

December 31, 2020	Carrying Amount	Contractual Cash Flow	1 Year or Less	> 1 Year - 2 Years	> 2 Years - 5 Years	Over 5 Years
Financial Assets						
Cash and cash equivalents	P2,819,574	P2,819,574	P2,819,574	P -	P -	P -
Trade and other receivables - net	953,698	953,698	953,698	-	-	-
Derivative assets (included under "Prepaid expenses and other current assets" account)	26,404	26,404	26,404	-	-	-
Noncurrent receivables and deposits - net (included under "Other noncurrent assets - net" account)	493	493	-	493	-	-
Financial Liabilities						
Accounts payable and accrued expenses (excluding derivative liabilities* and deferred rent income**)	5,145,038	5,145,038	5,145,038	-	-	-
Derivative liabilities (included under "Accounts payable and accrued expenses" account)	218	218	218	-	-	-
Long-term debt (including current maturities)	496,264	537,154	186,169	179,055	171,930	-
Lease Liabilities (including current portion)	177,760	258,167	44,054	28,725	55,788	129,600

*Derivative liabilities amounted to P218 as at December 31, 2020.

**Deferred rent income amounted to P892 as at December 31, 2020.

December 31, 2019	Carrying Amount	Contractual Cash Flow	1 Year or Less	> 1 Year - 2 Years	> 2 Years - 5 Years	Over 5 Years
Financial Assets						
Cash and cash equivalents	P354,131	P354,131	P354,131	P -	P -	P -
Trade and other receivables - net	1,551,469	1,551,469	1,551,469	-	-	-
Derivative assets (included under "Prepaid expenses and other current assets" account)	7,373	7,373	7,373	-	-	-
Noncurrent receivables and deposits - net (included under "Other noncurrent assets - net" account)	493	493	-	493	-	-
Financial Liabilities						
Notes payable	1,519,000	1,526,317	1,526,317	-	-	-
Accounts payable and accrued expenses (excluding derivative liabilities* and deferred rent income**)	4,207,463	4,207,463	4,207,463	-	-	-
Derivative liabilities (included under "Accounts payable and accrued expenses" account)	160	160	160	-	-	-
Long-term debt (including current maturities)	876,755	1,028,177	301,338	281,494	445,345	-
Lease Liabilities (including current portion)	225,664	319,163	84,879	44,712	62,958	126,614

*Derivative liabilities amounted to P160 as at December 31, 2019.

**Deferred rent income amounted to P879 as at December 31, 2019.

Credit Risk

Credit risk is the risk of financial loss to the Group when a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from trade and other receivables. The Group manages its credit risk mainly through the application of transaction limits and close risk monitoring. It is the Group's policy to enter into transactions with a wide diversity of creditworthy counterparties to mitigate any significant concentration of credit risk.

The Group has regular internal control reviews to monitor the granting of credit and management of credit exposures.

Trade and Other Receivables and Noncurrent Receivables

The exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of the Group's customer base.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the standard payment and delivery terms and conditions are offered. The Group ensures that sales on account are made to customers with appropriate credit history. The Group has detailed credit criteria and several layers of credit approval requirements before engaging a particular customer or counterparty. The review includes external ratings, when available, and in some cases bank references. Purchase limits are established for each customer and are reviewed on a regular basis. Customers that fail to meet the benchmark creditworthiness may transact with the Group only on a prepayment basis.

Credit Quality

In monitoring and controlling credit extended to counterparty, the Group adopts a comprehensive credit rating system based on financial and non-financial assessments of its customers. Financial factors being considered comprised of the financial standing of the customer while the non-financial aspects include but are not limited to the assessment of the customer's nature of business, management profile, industry background, payment habit and both present and potential business dealings with the Group.

The credit quality of financial assets is being managed by the Group using internal credit ratings. Credit quality of the financial assets were determined as follows:

- High grade includes deposits or placements to reputable banks and companies with good credit standing. High grade financial assets include cash and cash equivalents and derivative assets.
- Standard grade pertains to receivables from counterparties with satisfactory financial capability and credit standing based on historical data, current conditions and the Group's view of forward-looking information over the expected lives of the receivables. Standard grade financial assets include trade and other receivables and non-current receivables and deposits.

Receivables with high probability of delinquency and default were fully provided with allowance for impairment losses.

Financial information on the Group's maximum exposure to credit risk, without considering the effects of collaterals and other risk mitigation techniques, is presented below.

	Note	2020	2019
Cash and cash equivalents (excluding cash on hand)	5	P2,818,041	P352,261
Trade and other receivables - net	6	953,698	1,551,469
Derivative assets	8	26,404	7,373
Noncurrent receivables and deposits - net	13	493	493
		P3,798,636	P1,911,596

The table below presents the Group's exposure to credit risk and shows the credit quality of the financial assets by indicating whether the financial assets are subjected to 12-month ECL or lifetime ECL. Assets that are credit-impaired are separately presented.

	2020				Total
	Financial Assets at Amortized Cost			Financial Assets at FVPL	
	12-month ECL	Lifetime ECL not Credit Impaired	Lifetime ECL Credit Impaired		
Cash and cash equivalents (excluding cash on hand)	P2,818,041	P -	P -	P -	P2,818,041
Trade and other receivables	953,698	-	690,536	-	1,644,234
Derivative assets	-	-	-	26,404	26,404
Noncurrent receivables and deposits	-	493	-	-	493

	2019				Total
	Financial Assets at Amortized Cost			Financial Assets at FVPL	
	12-month ECL	Lifetime ECL not Credit Impaired	Lifetime ECL Credit Impaired		
Cash and cash equivalents (excluding cash on hand)	P352,261	P -	P -	P -	P352,261
Trade and other receivables	1,551,469	-	251,745	-	1,803,214
Derivative assets	-	-	-	7,373	7,373
Noncurrent receivables and deposits	-	493	149,248	-	149,741

The aging of receivables is as follows:

December 31, 2020	Amounts Owed by Related Parties			Total
	Trade	Non-trade		
Current	P569,555	P58,258	P36,655	P664,468
Past due:				
1 - 30 days	60,128	13,531	7,428	81,087
31 - 60 days	266	29,855	1,396	31,517
61 - 90 days	730	5,400	1,385	7,515
Over 90 days	9,563	184,232	665,852	859,647
	P640,242	P291,276	P712,716	P1,644,234

December 31, 2019	Trade	Non-trade	Amounts Owed by Related Parties	Total
Current	P440,172	P40,333	P83,522	P564,027
Past due:				
1 - 30 days	170,483	19,864	22,730	213,077
31 - 60 days	210	29,649	15,734	45,593
61 - 90 days	3,640	25,277	290	29,207
Over 90 days	110,889	168,906	671,515	951,310
	P725,394	P284,029	P793,791	P1,803,214

Various collaterals for trade receivables such as bank guarantees, cash bond, time deposit and real estate mortgages are held by the Group for certain credit limits.

The Group believes that the unimpaired amounts that are past due by more than 30 days are still collectible based on historical payment behavior and analyses of the underlying customer credit ratings. There are no significant changes in their credit quality.

The Group computes impairment loss on receivables based on past collection experience, current circumstances and the impact of future economic conditions, if any, available at the reporting period (Note 4). There are no significant changes in the credit quality of the counterparties during the year.

Receivables written-off amounted to P212,196 and P131,231 in 2020 and 2019, respectively (Notes 6 and 13).

The Group's cash and cash equivalents and derivative assets are placed with reputable entities with high quality external credit ratings.

The Group's exposure to credit risk arises from default of counterparty. Generally, the maximum credit risk exposure of trade and other receivables and noncurrent receivables and deposits is its carrying amount without considering collaterals or credit enhancements, if any. The Group has no significant concentration of credit risk since the Group deals with a large number of homogenous counterparties.

The Group does not execute any credit guarantee in favor of any counterparty.

Capital Management

The Group maintains a sound capital base to ensure its ability to continue as a going concern, thereby continue to provide returns to stockholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The Group manages its capital structure and makes adjustments in the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, pay-off existing debts, return capital to shareholders or issue new shares.

The Group defines capital as paid-in capital stock, additional paid-in capital and retained earnings, both appropriated and unappropriated. Other components of equity such as treasury stock and equity reserves are excluded from capital for purposes of capital management.

The Group monitors capital on the basis of debt-to-equity ratio, which is calculated as total debt divided by total equity.

The BOD has overall responsibility for monitoring capital in proportion to risk. Profiles for capital ratios are set in the light of changes in the external environment and the risks underlying the Group's business, operation and industry.

The Parent Company is required to comply with the capital requirements under the interest-bearing loan drawn from a local bank starting 2018 (Note 16). The Parent Company has to ensure that its debt-to-equity ratio will not exceed 5.0 times and debt service cover ratio will not fall below 1.25 times. This loan defined total debt as total current liabilities and total noncurrent liabilities, while equity is total equity as shown in the consolidated statements of financial position. Following the above requirements, debt-to-equity ratio and debt service cover ratio are calculated as 1.00 and 9.49, respectively, as at December 31, 2019. The Parent Company complied with the above requirements until the settlement of such loan in 2020.

Moreover, the Parent Company is also required to comply with the capital requirements under the interest-bearing loan drawn from a local bank on December 28, 2020 (Note 16). The Parent Company has to ensure that its debt-to-equity ratio will not exceed 3.5 times and earnings before income taxes, depreciation, and amortization (EBITDA) to interest coverage ratio will not fall below 2.0 times. This loan defined total debt as all obligations evidenced by bonds, debentures, notes or other similar instruments while equity is total equity as shown in the consolidated statements of financial position. The Parent Company complied with the above requirements in 2020 with a debt-to-equity ratio of 0.55 as at December 31, 2020, and EBITDA to interest coverage ratio of 68.67 as at December 31, 2020.

The Parent Company is also required to comply with non-financial covenants under the said interest-bearing loan in which the Parent Company complied with in 2020.

31. Financial Assets and Financial Liabilities

The table below presents a comparison by category of the carrying amounts and fair values of the Group's financial instruments:

	December 31, 2020		December 31, 2019	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Cash and cash equivalents	P2,819,574	P2,819,574	P354,131	P354,131
Trade and other receivables - net	953,698	953,698	1,551,469	1,551,469
Derivative assets (included under "Prepaid expenses and other current assets" account)	26,404	26,404	7,373	7,373
Noncurrent receivables and deposits - net (included under "Other noncurrent assets" account)	493	493	493	493
Financial Liabilities				
Notes payable	-	-	1,519,000	1,519,000
Accounts payable and accrued expenses (excluding derivative liabilities* and deferred rent income**)	5,145,038	5,145,038	4,207,463	4,207,463
Derivative liabilities (included under "Accounts payable and accrued expenses" account)	218	218	160	160
Long-term debt (including current maturities)	496,264	519,912	876,755	957,352
Lease liabilities (including current portion)	177,760	177,760	225,664	225,664

*Derivative liabilities amounted to P218 and P160 as at December 31, 2020 and 2019, respectively.

**Deferred rent income amounted to P892 as at December 31, 2020.

The following methods and assumptions are used to estimate the fair value of each class of financial instruments:

Cash and Cash Equivalents, Trade and Other Receivables and Noncurrent Receivables and Deposits. The carrying amount of cash and cash equivalents and trade and other receivables approximates fair value primarily due to the relatively short-term maturities of these financial instruments. In the case of noncurrent receivables and deposits, the fair value is based on the present value of expected future cash flows using the applicable discount rates based on current market rates of identical or similar quoted instruments.

Derivatives. The fair values of forward exchange contracts are calculated by reference to current forward exchange rates. Fair values for embedded derivatives are based on valuation models used for similar instruments using both observable and non-observable inputs.

Notes Payable and Accounts Payable and Accrued Expenses. The carrying amount of notes payable and accounts payable and accrued expenses approximates fair value due to the relatively short-term maturities of these financial instruments.

Long-term Debt and Lease Liabilities. The fair value of interest-bearing fixed-rate loans is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as of reporting date. Discount rate used for Philippine peso-denominated loans ranges from 1.11% to 2.08% and 3.20% to 3.92% as at December 31, 2020 and 2019, respectively. The carrying amounts of fixed rate approximate their fair values.

The fair value of lease liabilities have been categorized as Level 2 in the fair value hierarchy.

Derivative Financial Instruments

The Group's derivative financial instruments according to the type of financial risk being managed and the details of embedded derivative financial instruments are discussed below.

Derivative Instruments Not Designated as Hedges

The Group enters into certain derivatives as economic hedges of certain underlying exposures. These include embedded derivatives found in host contracts, which are not designated as accounting hedges. Changes in fair value of these instruments are accounted for directly in the consolidated statements of income. Details are as follows:

Embedded Currency Forwards

The total outstanding notional amount of currency forwards embedded in non-financial contracts amounted to US\$29,664 and US\$10,174 as at December 31, 2020 and 2019, respectively. These non-financial contracts consist mainly of foreign currency-denominated purchase orders and sales agreements. The embedded forwards are not clearly and closely related to their respective host contracts. The net fair value of these embedded currency forwards amounted to P26,186 and P7,213 as at December 31, 2020 and 2019, respectively.

The Group recognized marked-to-market gains (losses) from embedded derivatives amounting to P88,294, P33,221, and (P10,250) in 2020, 2019 and 2018, respectively (Note 25).

Fair Value Changes on Derivatives

The net movements in fair value of all derivative instruments are as follows:

	2020	2019
Balance at beginning of year	P7,213	P1,158
Net change in fair value of non-accounting hedges	88,294	33,221
	95,507	34,379
Less fair value of settled instruments	69,321	27,166
Balance at end of year	P26,186	P7,213

Fair Value Hierarchy

Financial assets and financial liabilities measured at fair value in the consolidated statements of financial position are categorized in accordance with the fair value hierarchy. This hierarchy groups financial assets and financial liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and financial liabilities (Note 3).

The table below analyzes financial instruments carried at fair value, by valuation method:

	December 31, 2020			December 31, 2019		
	Level 1	Level 2	Total	Level 1	Level 2	Total
Financial Assets						
Derivative assets	P -	P26,404	P26,404	P -	P7,373	P7,373
Financial Liabilities						
Derivative liabilities	-	218	218	-	160	160

The Group has no financial instruments valued based on Level 1 and Level 3 as at December 31, 2020 and 2019. In 2020 and 2019, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurement.

32. Events After the Reporting Date

a. Redemption of Preferred Shares

As approved by the BOD of GSMI on December 1, 2020, GSMI redeemed all 32,786,885 preferred shares held by SMC at a redemption price of P30.50 per share, plus all accumulated unpaid cash dividends, on January 4, 2021. The said preferred shares were not listed in the Philippine Stock Exchange.

b. Declaration of Cash Dividends

On March 10, 2021, the BOD declared cash dividends to all common shareholders of record as of March 25, 2021 amounting to P0.25 per common share. Cash dividends for common shares are payable on April 8, 2021.

33. Other Matters

a. Contingencies

The Group is a party to certain lawsuits or claims (mostly labor related cases) filed by third parties which are either pending decision by the courts or are subject to settlement agreements. The outcome of these lawsuits or claims cannot be presently determined. In the opinion of management and its legal counsel, the eventual liability from these lawsuits or claims, if any, will not have a material effect on the consolidated financial statements of the Group. No provision was recognized in 2020, 2019, and 2018.

The following are the material pending legal proceedings to which the Company is a party to:

- Case Pending with the SEC

Josefina Multi-Ventures Corporation vs. San Miguel Corporation, San Miguel Food and Beverage, Inc. and Ginebra San Miguel Inc. SEC Case No. 05-18-468

Josefina Multi-Ventures Corporation (the "Petitioner"), one of the stockholders of GSMI, filed a petition against SMC, SMFB and GSMI, docketed as SEC Case No. 05-18-468 (the "Petition"), questioning the share swap transaction between SMFB and SMC relative, among others to, the transfer of SMC's common shares in GSMI in exchange of SMFB's common shares.

The Petition sought (i) to declare null and void: (a) the share swap transaction between SMFB and SMC involving the transfer of SMC's common shares in SMB and GSMI and in consideration therefore, the issuance of new SMFB common shares from the increase in SMFB's capital stock; and, (b) SMFB's Certificate of Approval of Increase of Capital Stock and Certificate of Filing of Amended Articles of Incorporation (amending Article VII thereof) issued by the SEC on June 29, 2018; or (ii) in the alternative, for SMFB to be directed to conduct a mandatory tender offer under Section 19 of the Securities Regulation Code for the benefit of the remaining shareholders of GSMI.

In a decision dated February 19, 2019, the SEC dismissed the Petition and ruled, among others, that the share swap transaction is not subject to the mandatory tender offer rule since there was no acquisition of control between SMC and its subsidiaries SMB and GSMI. The Petitioner filed a Motion for Reconsideration of the said decision, which was denied on May 30, 2019.

The Petitioner filed an Appeal Memorandum dated June 18, 2019 with the SEC En Banc.

In a decision dated September 14, 2020, the SEC En Banc denied the Appeal Memorandum filed by Josefina for lack of merit.

- Tax Cases Pending with the Court of Tax Appeals (CTA)

Ginebra San Miguel Inc. vs. Commissioner of Internal Revenue
CTA Case Nos. 8953 and 8954 (Consolidated)
CTA - Third Division

These cases pertain to GSMI's Claims for Refund with the BIR, in the amounts of P581,708 in Case No. 8953, and P133,551 in Case No. 8954, or in the total amount of P715,259, representing payments of excise tax erroneously, excessively, illegally, and/or wrongfully assessed on and collected from GSMI by the BIR on removals of its distilled spirits or finished products for the periods from January 1, 2013 up to May 31, 2013 in Case No. 8953, and from January 8, 2013 up to March 31, 2013 in Case No. 8954.

The aforementioned assessment and collection arose from the imposition and collection of excise taxes on GSMI's finished products processed and produced exclusively from its inventory of ethyl alcohol, notwithstanding that excise taxes had already been previously paid by GSMI on said ethyl alcohol.

After several hearings and presentation of evidence, both parties filed their respective Formal Offers of Evidence. The CTA admitted all of GSMI's evidence while the BIR's Formal Offer of Evidence and GSMI's Comment thereto are still under consideration of the CTA.

On July 28, 2020, the CTA rendered its decision and denied GSMI's Petition for Review. GSMI received the said decision on August 24, 2020, for which it timely filed a Motion for Reconsideration on the aforementioned decision on September 2, 2020, to which the Commissioner of Internal Revenue filed its Opposition.

The CTA rendered an Amended Decision dated February 1, 2021 wherein the Third Division of the Court of Tax Appeals partially granted GSMI's Motion for Reconsideration and ruled that GSMI is entitled to a refund of its erroneously and excessively paid excise taxes in the amount of P319,755 out of GSMI's original claim of P715,259.

On February 22, 2021, GSMI filed a Motion for Reconsideration to the Amended Decision, which is still pending any action from the CTA.

Ginebra San Miguel Inc. vs. Commissioner of Internal Revenue
CTA Case No. 9059
CTA En Banc

This case pertains to GSMI's Claim for Refund with the BIR, in the total amount of P26,243, representing payments of excise tax erroneously, excessively, illegally, and/or wrongfully assessed on and collected from GSMI by the BIR on removals of its distilled spirits or finished products for the period from June 1, 2013 up to July 31, 2013.

The aforementioned assessment and collection arose from the imposition and collection of excise taxes on GSMI's finished products processed and produced exclusively from its inventory of ethyl alcohol, notwithstanding that excise taxes had already been previously paid by GSMI on the said ethyl alcohol.

After presentation of its testimonial and documentary evidence, GSMI filed its Formal Offer of Evidence and Supplemental Offer of Evidence, which were all admitted by the CTA. BIR's presentation of evidence was set to January 23, 2019.

In a decision dated February 6, 2020, the CTA denied the GSMI's Claim from Refund for insufficiency of evidence. On February 20, 2020, GSMI filed a Motion for Reconsideration of the said decision. However, the Motion for Reconsideration was denied by the CTA on June 9, 2020. On August 28, 2020, GSMI elevated the case to the CTA *En Banc* by way of a Petition for Review. On January 5, 2021, the CTA *En Banc* issued a Resolution giving due course to GSMI's Petition for Review and stating that the case is now deemed submitted for decision.

▪ Intellectual Property Cases Pending with the Supreme Court ("SC")

In a Resolution dated January 14, 2019, the SC Third Division resolved to consolidate all the cases enumerated below. These cases are still pending with the said division of the SC.

Ginebra San Miguel Inc. vs. Director General of the Intellectual Property Office

G.R. No. 196372

SC *En Banc*

This case pertains to GSMI's application for the registration of the trademark "GINEBRA" under Class 33 covering gin with the Intellectual Property Office of the Philippines (IPOP HL). The IPOP HL rejected GSMI's application on the ground that "GINEBRA" is a Spanish word for gin, and is a generic term incapable of appropriation.

When the Court of Appeals (CA) affirmed the IPOP HL's ruling, GSMI filed a Petition for Review on Certiorari (the "Petition") with the SC. The SC denied GSMI's Petition. GSMI moved for a reconsideration thereof, and likewise filed a Motion to Refer its Motion for Reconsideration to the SC *En Banc*. The SC denied GSMI's Motion for Reconsideration with finality, as well as GSMI's Motion to Refer to its Motion for Reconsideration to the SC *En Banc*.

Subsequently, GSMI filed a Manifestation with Motion for Relief from Judgment (the "Manifestation") and invoked the case of *League of Cities vs. Commission of Elections* (G.R. Nos. 176951, 177499 and 178056) to invite the SC *En Banc* to re-examine the case. The Office of the Solicitor General filed its Comment Opposition to the Manifestation.

On June 26, 2018, the SC *En Banc* Issued a Resolution which resolves to: (a) Accept the subject case which was referred to it by the Third Division in the latter's resolution dated August 7, 2017; (b) Treat as a Second Motion for Reconsideration (of the resolution dated June 22, 2011) GSMI's Manifestation with Motion for Relief from Judgment dated November 28, 2011; (c) Reinstate the Petition; and (d) Require the respondents to Comment on the Petition within a non-extendible period of ten (10) days from notice thereof.

Respondents, through the OSG, filed their Comment dated July 31, 2018 while GSMI filed its Reply with Leave on August 20, 2018.

On January 4, 2019, the SC Third Division issued a Resolution ordering the consolidation of the previously consolidated cases (G.R. Nos. 216104, 210224 and 219632) with the En Banc case (G.R. No. 196372), stating that "considering that all these cases involve identical parties and raise interrelated issues which ultimately stemmed from the registration of trademark of [TDI] and [GSMI] before the [IPO]."

On February 3, 2020, GSMI filed a Manifestation with the Supreme Court Third Division, informing the Court that on January 27, 2020, it received a copy of a Decision dated December 27, 2019 rendered by the IPO Director General in the consolidated appealed cases involving GSMI's Oppositions to TDI's applications for the registration of the marks "Ginebra Lime & Device," "Ginebra Orange & Device," "Ginebra Especial & Device" and "Ginebra Pomelo & Device", for use on gin products. In the joint Decision, the IPO Director General ruled in favor of GSMI and held that despite being generic or descriptive, the term "GINEBRA" had already attained a secondary meaning in relation to the gin products of GSMI. The Manifestation was filed to inform the Supreme Court Third Division of the status of cases in IPOPHL which involve GSMI's claim over "GINEBRA".

In a Resolution dated March 10, 2020, the Supreme Court En Banc resolved to transfer the consolidated cases from the Third Division to the En Banc. Furthermore, the Supreme Court En Banc also noted GSMI's Manifestation dated February 3, 2020 on the IPO Director General's Decision dated December 27, 2019.

Tanduay Distillers, Inc. vs. Ginebra San Miguel Inc.
G.R. Nos. 210224 and 219632
SC - Third Division

These cases pertain to GSMI's Complaint for Unfair Competition, Trademark Infringement and Damages against Tanduay Distillers, Inc. (TDI) filed with the Regional Trial Court (RTC), arising from TDI's distribution and sale of its gin product bearing the trademark "Ginebra Kapitan" and use of a bottle design, which general appearance was nearly identical and confusingly similar to GSMI's product. The RTC dismissed GSMI's complaint.

When GSMI elevated the case to the CA, due to technicalities, two (2) cases were lodged in the CA: 1.) Petition for Review (CA-G.R. SP No. 127255), and 2.) Appeal (CA-G.R. SP No. 100332).

Acting on GSMI's Petition for Review, the CA reversed, set aside the RTC's Decision, and ruled that "GINEBRA" is associated by the consuming public with GSMI. Giving probative value to the surveys submitted by GSMI, the CA ruled that TDI's use of "GINEBRA" in "Ginebra Kapitan" produces a likelihood of confusion between GSMI's "Ginebra San Miguel" gin product and TDI's "Ginebra Kapitan" gin product. The CA likewise ruled that "TDI knew fully well that GSMI has been using the mark/word "GINEBRA" in its gin products and that GSMI's "Ginebra San Miguel" has already obtained, over the years, a considerable number of loyal customers who associate the mark "GINEBRA" with GSMI.

On the other hand, upon GSMI's Appeal, the CA also set aside the RTC's Decision and ruled that "GINEBRA" is not a generic term there being no evidence to show that an ordinary person in the Philippines would know that "GINEBRA" is a Spanish word for "gin". According to the CA, because of GSMI's use of the term in the Philippines since the 1800s, the term "GINEBRA" now exclusively refers to GSMI's gin products and to GSMI as a manufacturer. The CA added that "the mere use of the word "GINEBRA" in "Ginebra Kapitan" is sufficient to incite an average person, even a gin-drinker, to associate it with GSMI's gin product," and that TDI "has designed its bottle and label to somehow make a colorable similarity with the bottle and label of Ginebra S. Miguel".

TDI filed separate Petitions for Review on Certiorari with the SC, docketed as G.R. Nos. 210224 and 219632, which were eventually consolidated by the SC on April 18, 2016.

On October 26, 2016, GSMI filed its Comment TDI's Petition for Review on Certiorari.

On December 17, 2018, the SC consolidated this case with *Ginebra San Miguel Inc. vs. Court of Appeals, Director General of the Intellectual Property Office, and Director of the Bureau of Trademarks* (G.R. No. 196372).

On February 3, 2020, GSMI filed a Manifestation with the Supreme Court Third Division, informing the Court that on January 27, 2020, it received a copy of a Decision dated December 27, 2019 rendered by the IPO Director General in the consolidated appealed cases involving GSMI's Oppositions to TDI's applications for the registration of the marks "Ginebra Lime & Device," "Ginebra Orange & Device," "Ginebra Especial & Device" and "Ginebra Pomelo & Device", for use on gin products. In the joint Decision, the IPO Director General ruled in favor of GSMI and held that despite being generic or descriptive, the term "GINEBRA" had already attained a secondary meaning in relation to the gin products of GSMI. The Manifestation was filed to inform the Supreme Court Third Division of the status of cases in IPOP HL which involve GSMI's claim over "GINEBRA".

In a Resolution dated March 10, 2020, the Supreme Court En Banc resolved to transfer the consolidated cases from the Third Division to the En Banc. Furthermore, the Supreme Court En Banc also noted GSMI's Manifestation dated February 3, 2020 on the IPO Director General's Decision dated December 27, 2019.

Tanduay Distillers, Inc. vs. Ginebra San Miguel Inc.
G.R. No. 216104
SC - Third Division

This case pertains to TDI's application for the registration of the trademark "GINEBRA KAPITAN" for Class 33 covering gin with the IPOP HL.

GSMI opposed TDI's application, alleging that it would be damaged by the registration of "GINEBRA KAPITAN" because the term "GINEBRA" has acquired a secondary meaning and is now exclusively associated with GSMI's gin products. GSMI argued that the registration of "GINEBRA KAPITAN" for use in TDI's gin products will confuse the public and cause damage to GSMI. TDI countered that "GINEBRA" is generic and incapable of exclusive appropriation, and that "GINEBRA KAPITAN" is not identical or confusingly similar to GSMI's mark.

The IPOP HL ruled in favor of TDI and held that: (a) "GINEBRA" is generic for "gin"; (b) GSMI's products are too well known for the purchasing public to be deceived by a new product like "GINEBRA KAPITAN"; and (c) TDI's use of "GINEBRA" would supposedly stimulate market competition.

On July 23, 2014, the CA reversed and set aside the IPOP HL's ruling and disapproved the registration of "GINEBRA KAPITAN". The CA ruled that "GINEBRA" could not be considered as a generic word in the Philippines considering that, to the Filipino gin-drinking public, it does not relate to a class of liquor/alcohol but rather has come to refer specifically and exclusively to the gin products of GSMI.

TDI filed a Petition for Review on Certiorari with the SC, which was subsequently consolidated with the case of "*Tanduay Distillers, Inc. vs. Ginebra San Miguel Inc.*", docketed as G.R. No. 210224 on August 5, 2015.

On October 26, 2016, GSMI filed its Comment on TDI's Petition for Review on Certiorari.

On December 17, 2018, the SC consolidated this case with *Ginebra San Miguel Inc. vs. Court of Appeals, Director General of the Intellectual Property Office, and Director of the Bureau of Trademarks*(G.R. No. 196372).

On February 3, 2020, GSMI filed a Manifestation with the Supreme Court Third Division, informing the Court that on January 27, 2020, it received a copy of a Decision dated December 27, 2019 rendered by the IPO Director General in the consolidated appealed cases involving GSMI's Oppositions to TDI's applications for the registration of the marks "Ginebra Lime & Device," "Ginebra Orange & Device," "Ginebra Especial & Device" and "Ginebra Pomelo & Device", for use on gin products. In the joint Decision, the IPO Director General ruled in favor of GSMI and held that despite being generic or descriptive, the term "GINEBRA" had already attained a secondary meaning in relation to the gin products of GSMI. The Manifestation was filed to inform the Supreme Court Third Division of the status of cases in IPOP HL which involve GSMI's claim over "GINEBRA".

In a Resolution dated March 10, 2020, the Supreme Court En Banc resolved to transfer the consolidated cases from the Third Division to the En Banc. Furthermore, the Supreme Court En Banc also noted GSMI's Manifestation dated February 3, 2020 on the IPO Director General's Decision dated December 27, 2019.

b. *Commitments*

The outstanding purchase commitments of the Group amounted to US\$96,748 (P4,646,113), US\$67,217 (P3,403,550), and US\$100,737 (P5,296,605) as at December 31, 2020, 2019 and 2018, respectively.

c. *Effect of COVID-19 in Business Operations*

On March 8, 2020, under Proclamation 922, the Office of the President has declared a state of public health emergency and subsequently on March 16, 2020, under Proclamation 929, a state of calamity throughout the Philippines due to the spread of COVID-19. To manage the spread of the disease, the entire Luzon has been placed under an Enhanced Community Quarantine (ECQ), effective from March 17, 2020 until April 12, 2020 and further extended until May 15, 2020. After the effectivity of ECQ, the National Capital Region has been placed in a Modified Enhanced Community Quarantine (MECQ) until May 30, 2020. On June 1, 2020, the aforesaid region has been placed under General Community Quarantine (GCQ), which aims to restore selected businesses while ensuring that proper health protocols are still in place. The ECQ, MECQ and GCQ involved several measures including travel restrictions, home quarantine and temporary suspension or regulation of business operations, among others, limiting activities related to the provision of essential goods and services.

The Group, being engaged in the manufacturing and sale of alcoholic beverages, has been affected by the aforesaid declaration. This resulted in limited business operations in Luzon and in certain parts of the country. As a result of COVID-19 pandemic, the sales volume of the Group significantly dropped during the months of March and April due to the liquor ban imposed by the local and national government during ECQ. Yet, a significant recovery in the Group's revenues were recognized during the end of the second quarter and continuously picked up during the second half of the year after restrictions were gradually lifted to MECQ and GCQ on selected locations and key areas in the country.

Despite this challenging business environment, the Group does not foresee any going concern issue affecting its business operations.

d. *Foreign Exchange Rates*

The foreign exchange rates used in translating the Thai Baht accounts of foreign joint ventures to Philippine peso were closing rates of P1.60 and P1.70 in 2020 and 2019, respectively, for consolidated statements of financial position accounts; and average rates of P1.60, P1.68, and P1.61 in 2020, 2019 and 2018, respectively, for income and expense accounts.



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**REPORT OF INDEPENDENT AUDITORS
TO ACCOMPANY FINANCIAL STATEMENTS FOR FILING
WITH THE SECURITIES AND EXCHANGE COMMISSION**

The Board of Directors and Stockholders
Ginebra San Miguel Inc.
3rd and 6th Floor, San Miguel Properties Centre
St. Francis Street, Ortigas Center
Mandaluyong City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Ginebra San Miguel Inc. and Subsidiaries (the "Group") as at and for the year ended December 31, 2020, on which we have rendered our report dated March 18, 2021.

Our audit was made for the purpose of forming an opinion on the consolidated financial statements of the Group taken as a whole. The supplementary information included in the following accompanying additional components is the responsibility of the Group's management. Such additional components include:

- Map of the Conglomerate
- Supplementary Schedule on Financial Soundness Indicators
- Supplementary Schedules of Annex 68-J

Firm Regulatory Registration & Accreditation:
PRC-BOA Registration No. 0003, valid until November 21, 2023
SEC Accreditation No. 0003-SEC, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by SEC Accreditation No. 0004-FR-5)
IC Accreditation No. 0003-IC, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by IC Circular Letter (CL) No. 2019-39, Transition clause)
BSP Accreditation No. 0003-BSP, Group A, valid for five (5) years covering the audit of 2020 to 2024
financial statements (2019 financial statements are covered by BSP Monetary Board Resolution No. 2161, Transition clause)



This supplementary information is presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and is not a required part of the consolidated financial statements. Such supplementary information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the consolidated financial statements taken as a whole.

R.G. MANABAT & CO.

DARWIN P. VIROCEL

Partner

CPA License No. 0094495

SEC Accreditation No. 94495-SEC, Group A, valid for five (5) years
covering the audit of 2019 to 2023 financial statements

Tax Identification No. 912-535-864

BIR Accreditation No. 08-001987-031-2019

Issued August 7, 2019, valid until August 6, 2022

PTR No. MKT-8533922

Issued January 4, 2021 at Makati City

March 18, 2021

Makati City, Metro Manila

**RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR DIVIDEND
DECLARATION**

As of December 31, 2020

GINEBRA SAN MIGUEL INC.

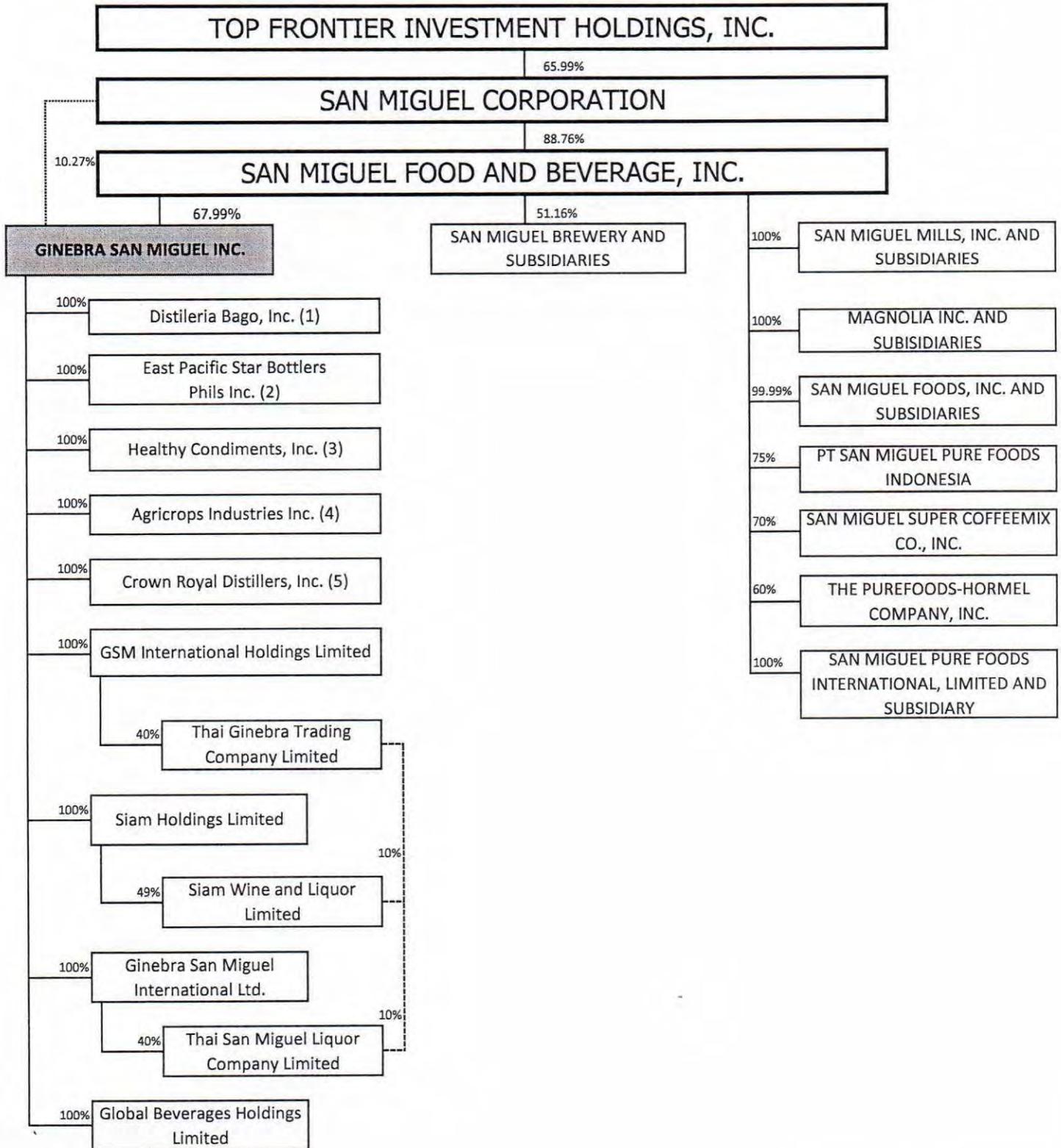
3rd and 6th Floor, San Miguel Properties Centre
St. Francis Street, Ortigas Center, Mandaluyong City

Unappropriated Retained Earnings, January 1, 2020	P5,134,336
Adjustments:	
Adjustments in previous years' reconciliation*	(3,010,137)
Unappropriated Retained Earnings, as adjusted to available for dividend distribution, January 1, 2020	2,124,199
Add: Net income actually earned/realized during the period	
Net income during the period closed to Retained Earnings	2,463,813
Less: Non-actual/unrealized income net of tax:	
Equity in net income of associate/ joint venture	-
Unrealized foreign exchange gain - (after tax) (except those attributable to Cash and Cash Equivalents) Unrealized actuarial gain	1,638
Fair value adjustment (mark-to-market gains)	88,294
Fair value adjustment of Investment Property resulting to gain	-
Adjustment due to deviation from PFRS - gain	-
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	-
Deferred income tax expense for the year	(9,588)
Sub-total	80,344
Add: Non-actual losses	
Depreciation on revaluation increment (after tax)	-
Adjustment due to deviation from PFRS - loss	-
Loss on fair value adjustment of investment property (after tax)	-
Sub-total	-
Net income actually earned during the year	2,383,469
Add (Less):	
Dividends declarations during the period	(335,508)
Appropriation of Retained Earnings during the period	-
Reversals of appropriations	-
Effect of prior period adjustments	-
Treasury shares	-
Sub-total	(335,508)
TOTAL RETAINED EARNINGS, DECEMBER 31, 2020 AVAILABLE FOR DIVIDEND DECLARATION	P4,172,160

*Adjustment in previous years' reconciliation contains P324,846 unrealized income adjustment.

Schedule 2

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES GROUP STRUCTURE



- (1) Incorporated on March 12, 1992 with primary purpose includes manufacturing, production, tolling, processing, marketing and distillation of alcohol.
- (2) On January 27, 2012, GSML acquired 100% of the outstanding capital stock of EPSBPI.
- (3) Incorporated on January 31, 2008 with a primary purpose of manufacturing, selling and distributing vinegar, other sauce products, condiments and related ingredients.
- (4) Incorporated on September 14, 2000 and started its commercial operations on February 3, 2017.
- (5) Incorporated on March 16, 2001 and has not yet started commercial operations.

Schedule 3

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES FINANCIAL SOUNDNESS INDICATORS

The following are the major performance measures that Ginebra San Miguel Inc. and Subsidiaries (the Group) uses. Analyses are employed by comparisons and measurements based on the financial data as of December 31, 2020 and 2019 for liquidity, solvency and profitability ratios and for the periods ending December 31, 2020 and 2019 for operating efficiency ratios.

	December 31	
	2020	2019
Liquidity:		
Current Ratio	1.90	1.43
Acid Test Ratio	0.66	0.30
Solvency:		
Debt to Equity Ratio	0.70	1.05
Asset to Equity Ratio	1.70	2.05
Solvency Ratio	2.43	1.95
Profitability:		
Return on Stockholders' Equity	29%	23%
Return on Assets	17%	11%
Net Profit Margin	8%	6%
Interest Rate Coverage Ratio	33.48	16.27
Operating Efficiency:		
Volume Growth	8%	14%
Revenue Growth	25%	17%
Operating Margin	11%	10%

The manner by which the Group calculates the key performance indicators is as follows:

KPI	Formula
Current ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$
Acid Test ratio	$\frac{\text{Current Assets} - \text{Inventories} - \text{Prepaid taxes and other current assets}}{\text{Current Liabilities}}$
Debt-to-equity ratio	$\frac{\text{Total Liabilities (Current + Noncurrent)}}{\text{Stockholders' Equity}}$
Asset-to-equity ratio	$\frac{\text{Total Assets (Current + Noncurrent)}}{\text{Stockholders' Equity}}$
Solvency ratio	$\frac{\text{Total Assets (Current + Noncurrent)}}{\text{Total Liabilities (Current + Noncurrent)}}$
Return on stockholders' Equity	$\frac{\text{Net Income}}{\text{Total Stockholders' Equity}}$
Return on assets	$\frac{\text{Net Income}}{\text{Total Assets (Current + Noncurrent)}}$
Net profit margin	$\frac{\text{Net Income}}{\text{Net Sales}}$
Interest rate coverage ratio	$\frac{\text{Earnings before Interest and Taxes}}{\text{Interest Expense and Other Financing Charges}}$
Volume Growth	$\left(\frac{\text{Sum of all Business' Volume}}{\text{Prior Period Volume}} \right) - 1$
Revenue Growth	$\left(\frac{\text{Current Period Net Sales}}{\text{Prior Period Net Sales}} \right) - 1$
Operating margin	$\frac{\text{Income from Operating Activities}}{\text{Net Sales}}$

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
AGING OF ACCOUNTS RECEIVABLES
AS OF DECEMBER 31, 2020

Audited

TYPE OF ACCOUNTS RECEIVABLE	TOTAL	Current	< 30 days past due	30 - 60 days past due	60 - 90 days past due	Over 90 days past due
a). Trade Receivables P	654,809	572,475	63,523	1,342	2,031	15,438
Less: Allowance for Doubtful Accounts	(7,928)	-	-	-	-	(7,928)
NET TRADE RECEIVABLES	646,881	572,475	63,523	1,342	2,031	7,510
b). Non-Trade Receivables	989,425	91,993	17,564	30,175	5,484	844,209
Less: Allowance for Doubtful Accounts	(682,608)	-	-	-	-	(682,608)
NET NON-TRADE RECEIVABLES	306,817	91,993	17,564	30,175	5,484	161,601
NET RECEIVABLES P	953,698	664,468	81,087	31,517	7,515	169,111



GINEBRA SAN MIGUEL INC.

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND FINANCIAL PERFORMANCE

This discussion summarizes the significant factors affecting the consolidated financial performance, financial position and cash flows of Ginebra San Miguel Inc. (“the Parent Company”) and its subsidiaries (collectively referred to as the “Group”) for the three-year period ended December 31, 2020. The following discussion should be read in conjunction with the attached audited consolidated statements of financial position of the Group as of December 31, 2020 and 2019, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2020. All necessary adjustments to present fairly the Group’s consolidated financial position as of December 31, 2020 and the financial performance and cash flows for the year ended December 31, 2020 and for all the other periods presented, have been made.

I. BASIS OF PREPARATION

Statement of Compliance

The accompanying consolidated financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRS). PFRS are based on International Financial Reporting Standards issued by the International Accounting Standards Board (IASB). PFRS consist of PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations issued by the Philippine Financial Reporting Standards Council (FRSC).

Basis of Measurement

The consolidated financial statements of the Group have been prepared on a historical cost basis of accounting except for the following items which are measured on an alternative basis at each reporting date:

<u>Items</u>	<u>Measurement Basis</u>
Financial assets at fair value through profit or loss (FVPL)	Fair value
Defined benefit retirement asset (liability)	Fair value of the plan assets less the present value of the defined benefit retirement obligation

Functional and Presentation Currency

The consolidated financial statements are presented in Philippine peso, which is the functional currency of the Company. All financial information are rounded off to the nearest millions (000,000), except when otherwise indicated.

Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements, except for the changes in accounting policies as explained below.

Adoption of Amended Standards and Framework

The FRSC approved the adoption of a number of amended standards and framework as part of PFRS.

The Group has adopted the following PFRS effective January 1, 2020 and accordingly, changed its accounting policies in the following areas:

- Amendments to References to Conceptual Framework in PFRS sets out amendments to PFRS, their accompanying documents and PFRS practice statements to reflect the issuance of the revised Conceptual Framework for Financial Reporting in 2018 (2018 Conceptual Framework). The 2018 Conceptual Framework includes: (a) a new chapter on measurement; (b) guidance on reporting financial performance; (c) improved definitions of an asset and a liability, and guidance supporting these definitions; and (d) clarifications in important areas, such as the roles of stewardship, prudence and measurement uncertainty in financial reporting.

Some standards, their accompanying documents and PFRS practice statements contain references to, or quotations from, the International Accounting Standards Committee's Framework for the Preparation and Presentation of Financial Statements adopted by the IASB in 2001 or the Conceptual Framework for Financial Reporting issued in 2010. The amendments update some of those references and quotations so that they refer to the 2018 Conceptual Framework and make other amendments to clarify which version of the Conceptual Framework is referred to in particular documents.

- Definition of a Business (Amendments to PFRS 3, *Business Combinations*). The amendments narrowed and clarified the definition of a business. The amendments also permit a simplified assessment of whether an acquired set of activities and assets is a group of assets rather than a business. The amendments: (a) confirmed that a business must include inputs and a process, and clarified that the process must be substantive and the inputs and process must together significantly contribute to creating outputs; (b) narrowed the definition of a business by focusing the definition of outputs on goods and services provided to customers and other income from ordinary activities, rather than on providing dividends or other economic benefits directly to investors or lowering costs; and (c) added a test that makes it easier to conclude that a company has acquired a group of assets, rather than a business, if the value of the assets acquired is substantially all concentrated in a single asset or group of similar assets.
- Definition of Material (Amendments to PAS 1, *Presentation of Financial Statements* and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors*). The amendments refine the definition of material. The amended definition of material states that such information is material if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity. The amendments clarify the definition of what is considered material and its application by: (a) raising the threshold at which information becomes material by replacing the term 'could influence' with 'could reasonably be expected to influence'; (b) including the concept of 'obscuring information' alongside the concept of 'omitting' and 'misstating' information in the definition; (c) clarifying that the users to which the definition refers are the primary users of general purpose financial statements referred to in the Conceptual Framework; (d) clarifying the explanatory paragraphs accompanying the definition; and (e) aligning the wording of the definition of what is considered material across PFRS and other publications. The amendments are expected to help entities make better materiality

Annex “C”

judgments without substantively changing existing requirements.

- Interest Rate Benchmark Reform (Amendments to PFRS 9, *Financial Instruments*, PAS 39, *Financial Instruments: Recognition and Measurement* and PFRS 7, *Financial Instruments: Disclosures*). The amendments provide temporary exceptions to all hedging relationships directly affected by interest rate benchmark reform - the market-wide reform of an interest rate benchmark, including the replacement of an interest rate benchmark with an alternative benchmark rate such as that resulting from the recommendations set out in the Financial Stability Board's July 2014 report 'Reforming Major Interest Rate Benchmarks'. The exceptions relate to the following requirements:
 - *The Highly Probable Requirement*. When determining whether a forecast transaction is highly probable, an entity shall assume that the interest rate benchmark on which the hedged cash flows are based is not altered as a result of the reform.
 - *Prospective Assessments*. When performing prospective assessments, a company shall assume that the interest rate benchmark on which the hedged item, hedged risk and/or hedging instrument are based is not altered as a result of the interest rate benchmark reform.
 - *PAS 39 Retrospective Assessment*. An entity is not required to undertake the PAS 39 retrospective assessment for hedging relationships directly affected by the reform. However, the entity must comply with all other PAS 39 hedge accounting requirements, including the prospective assessment.
 - *Separately Identifiable Risk Components*. For hedges of a non-contractually specified benchmark component of interest rate risk, an entity shall apply the separately identifiable requirement only at the inception of such hedging relationships.

An entity shall cease applying the exceptions when the uncertainty arising from interest rate benchmark reform is no longer present with respect to the timing and the amount of the interest rate benchmark-based cash flows or the hedging relationship is discontinued. End of application does not apply to the test for separately identifiable risk components.

Specific disclosure requirements apply to hedging relationships affected by the amendments including information about the significant interest rate benchmarks, extent of risk exposure directly affected by the reform, how the entity manages the process to transition to alternative benchmark rates, significant assumptions and judgements made in applying the exceptions, and the nominal amount of the hedging instruments in those hedging relationships.

The Group has early adopted the below PFRS effective June 1, 2020 and accordingly, changed its accounting policy:

- Coronavirus Disease 2019 (COVID-19) - Related Rent Concessions (Amendments to PFRS 16, *Leases*). The amendments introduce an optional practical expedient that simplifies how a lessee accounts for rent concessions that are a direct consequence of COVID-19. A lessee that applies the practical expedient is not required to assess whether eligible rent concessions are lease modifications, and accounts for them in accordance with other applicable guidance. The practical expedient applies if:

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- the revised consideration is substantially the same or less than the original consideration;
- the reduction in lease payments relates to payments due on or before June 30, 2021; and
- no other substantive changes have been made to the terms of the lease.

The Group has applied the amendment retrospectively.

The adoption of the amended standards and framework did not have a material effect on the consolidated financial statements.

II. FINANCIAL PERFORMANCE

2020 vs. 2019

GSMI ended 2020 on a stronger note as consolidated revenue grew 25% to P36,202 million from P29,063 million of last year, driven by higher volume and price increase. Similarly, cost of sales increased by 28% from year ago, mainly due to higher volume and increase in excise taxes. This resulted to gross profit or P9,209 million which is 16% higher than 2019. The 12% increase in general and administrative expense was mainly brought about by the impairment provision for receivable.

Interest expense and other financing charges improved versus last year driven by the significant decline in interest-bearing liabilities.

No further losses on equity investment in joint ventures was recognized in 2020.

On the other hand, retirement of various assets brought about the loss on disposal/retirement of property, plant and equipment and other noncurrent assets – net amounting to P15 million in 2020.

The increase for other income was due to the recognized marked-to-market gains and higher tolling income.

As a result, the Group achieved a consolidated net income of P2,757 million, higher by 65% versus last year.

2019 vs. 2018

GSMI demonstrated strong performance in 2019 with sales revenue of P29,063 million, 17% higher than prior year, driven by the higher demand for its flagship brand, Ginebra San Miguel.

The decrease in alcohol costs and sustained operational efficiencies of bottling and distillery plants, resulted to a gross profit margin of 27% which was 1 point better than last year.

Sustained sales growth, coupled with effective variable and fixed cost management, brought consolidated operating income to P2,878 million, 57% higher than last year.

Decrease in interest expense was mainly due to the continuous reduction of interest-bearing liabilities. On the other hand, increase in equity in net losses of joint venture primarily represents the losses incurred by Thailand entities.

Other income was up by P108 million than year ago as a result of higher tolling fees and net derivative gains.

III. FINANCIAL POSITION

2020 vs. 2019

Cash balance of P2,820 million, an upturn of P2,465 billion from a year ago was mainly due to higher operating income and collections. This is also evident in the decrease in accounts receivable by 39% ending at P954 million in 2020.

Higher excise tax prepayments and net derivative gains resulted to the increase in prepaid taxes and other current assets by 7%.

Total noncurrent assets amounted to P5,180 million, with a 7% fall from last year due to fixed assets and other noncurrent assets depreciation and amortization, as well as translation adjustments on investments in joint venture.

Strong cash flows enabled the Company to pay off debts, reducing interest-bearing loans such as notes payable and long-term debt (net of debt issue cost) to 100% and 49%, respectively.

Accounts payable and accrued expenses ended at P5,146 million, P938 million higher than year ago, on account of several alcohol purchases towards year end.

Lease liabilities amounting to P178 million, decreased by P50 million due to rental payment of capitalizable leases.

2019 vs. 2018

Cash and cash equivalent increased by 58% to P354 million in 2019 as a result of effective collection of accounts receivable and cash on delivery arrangements with customers.

Inventories amounting to P6,113 million, 57% higher than last year, was largely driven by purposive inventory buildup, resulting to higher finished goods inventory in the last quarter of 2019 in anticipation of 2020 excise tax hike. As a result of the buildup, accounts payable and accrued expenses increased by 55% vs prior year.

On the other hand, part of the cash collections were also utilized to settle interest-bearing loans, which decreased by P957 million and P118 million, respectively.

As a result of the adoption of PFRS 16, right-of-use assets and lease liabilities were recognized in 2019 amounting to P196 million and P226 million, respectively.

The Company's robust operational performance in 2019 enabled to strengthen its financial position and paid out cash dividend to preferred and common shareholders amounting to P692 million.

IV. Sources and Uses of Cash

A brief summary of cash flow movements is shown below:

	December 31	
	2020	2019
	<i>(in Millions)</i>	
Net cash flows provided by operating activities	P5,179	P2,325
Net cash flows used in investing activities	(388)	(353)
Net cash flows used in financing activities	(2,322)	(1,841)

Net cash flows provided by operating activities consist of income before income tax for the period and the effect of changes in current assets and certain current liabilities, and others.

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Net cash flows used in investing activities include the following:

	December 31	
	2020	2019
	<i>(in Millions)</i>	
Additions to property, plant and equipment	(P403)	(P387)
Decrease in other noncurrent assets	13	32
Proceeds from sale of investments and property and equipment	3	2

Major components of net cash flows used in financing activities are as follows:

	December 31	
	2020	2019
	<i>(in Millions)</i>	
Proceeds from short-term and long-term borrowings	P2,160	P7,714
Payments of short-term and long-term borrowings	(4,066)	(8,789)
Cash dividends paid	(329)	(687)
Payments of lease liabilities	(87)	(80)

The effect of exchange rate changes on cash and cash equivalents amounted to (P3.5) million and (P0.77) million for the periods ended December 31, 2020 and 2019, respectively.

V. KEY PERFORMANCE INDICATORS

The following are the major performance measures used by the Group. Analyses are employed by comparisons and measurements based on the financial data of the current period against the same period of previous year. Please refer to Item II, “Financial Performance” of the Management Discussion and Analysis (MD&A), for the discussion of certain computed Key Performance Indicators.

KPI	As of December 31, 2020	As of December 31, 2019
Liquidity: Current Ratio	1.90	1.43
Solvency: Debt to Equity Ratio Asset to Equity Ratio	0.70 1.70	1.05 2.05
Profitability: Return on Average Equity Interest Rate Coverage Ratio	33% 33.48	25% 16.27
	For the Year Ended December 31, 2020	For the Year Ended December 31, 2019
Operating Efficiency: Volume Growth Revenue Growth Operating Margin	8% 25% 11%	14% 17% 10%

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The manner by which the Group calculates the above indicators is as follows:

KPI	Formula
Current Ratio	$\frac{\text{Current Assets}}{\text{Liabilities}}$
DebttoEquity Ratio	$\frac{\text{Total Liabilities (Current + Noncurrent)}}{\text{Equity}}$
Asset to Equity Ratio	$\frac{\text{Total Assets (Current + Noncurrent)}}{\text{Equity}}$
Return on Average Equity	$\frac{\text{Net Income}}{\text{Average Equity}}$
Interest Rate Coverage Ratio	$\frac{\text{Earnings Before Interests and Taxes}}{\text{Interest Expense and Other Financing Charges}}$
Volume Growth	$\left(\frac{\text{Sum of All Businesses' Volume}}{\text{Prior Period Volume}} \right) - 1$
Revenue Growth	$\left(\frac{\text{Current Period Net Sales}}{\text{Prior Period Net Sales}} \right) - 1$
Operating Margin	$\frac{\text{Income from Operating Activities}}{\text{Net Sales}}$

VI. OTHER MATTERS

a. *Commitments*

The outstanding purchase commitments of the Group amounted to US\$97 million (P4,646 million), as of December 31, 2020.

b. *Contingencies*

The Group is a party to certain lawsuits or claims (mostly labor related cases) filed by third parties which are either pending decision by the courts or are subject to settlement agreements. The outcome of these lawsuits or claims cannot be presently determined. In the opinion of management and its legal counsel, the eventual liability from these lawsuits or claims, if any, will not have a material effect on the consolidated financial statements. No provision was recognized in 2020, 2019 and 2018.

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1. Tax Cases Pending with the Court of Tax Appeals (“CTA”)

Ginebra San Miguel Inc. vs. Commissioner of Internal Revenue *CTA Case Nos. 8953 and 8954 (Consolidated)*

These cases pertain to GSMI’s Claims for Refund with the BIR, in the amount of P581.7 million in Case No. 8953, and P133.6 million in Case No. 8954, or in the total amount of P715.3 million, representing payments of excise tax erroneously, excessively, illegally, and/or wrongfully assessed on and collected from GSMI by the BIR on removals of its distilled spirits or finished products for the periods from January 1, 2013 up to May 31 2013 in Case No. 8953, and from January 8, 2013 up to March 31, 2013 in Case No. 8954.

The aforementioned assessment and collection arose from the imposition and collection of excise taxes on GSMI’s finished products processed and produced exclusively from its inventory of ethyl alcohol, notwithstanding that excise taxes had already been previously paid by GSMI on said ethyl alcohol.

After several hearings and presentation of evidence, both parties filed their respective Formal Offers of Evidence. The CTA admitted all of GSMI’s evidence while the BIR’s Formal Offer of Evidence and GSMI’s Comment thereto are still under consideration of the CTA.

On July 28, 2020, the CTA rendered its decision and denied GSMI’s Petition for Review. GSMI received the said decision on August 24, 2020, for which it timely filed a Motion for Reconsideration on the aforementioned decision on September 2, 2020, to which the Commissioner of Internal Revenue filed its Opposition.

The CTA rendered an Amended Decision dated February 1, 2021 wherein the Third Division of the Court of Tax Appeals partially granted GSMI’s Motion for Reconsideration and ruled that GSMI is entitled to a refund of its erroneously and excessively paid excise taxes in the amount of P319,755 out of GSMI’s original claim of P715,259.

On February 22, 2021, GSMI filed a Motion for Reconsideration to the Amended Decision, which is still pending any action from the CTA.

Ginebra San Miguel Inc. vs. Commissioner of Internal Revenue *CTA Case No. 9059* *CTA En Banc*

This case pertains to GSMI’s Claim for Refund with the BIR, in the total amount of P26.2 million, representing payments of excise tax erroneously, excessively, illegally, and/or wrongfully assessed on and collected from GSMI by the BIR on removals of its distilled spirits or finished products for the period from June 1, 2013 up to July 31, 2013.

The aforementioned assessment and collection arose from the imposition and collection of excise taxes on GSMI’s finished products processed and produced exclusively from its inventory of ethyl alcohol, notwithstanding that excise taxes had already been previously paid by GSMI on the said ethyl alcohol.

After presentation of its testimonial and documentary evidence, GSMI filed its Formal Offer of Evidence and Supplemental Offer of Evidence, which were all admitted by the CTA. BIR’s presentation of evidence was set to January 23, 2019.

In a decision dated February 6, 2019, the CTA denied the GSMI’s Claim from Refund for insufficiency of evidence. On February 20, 2020, GSMI filed a Motion for Reconsideration of the said decision. However, the Motion for Reconsideration was denied by the CTA on June 9, 2020. On August 28, 2020, GSMI elevated the case to the CTA En Banc by way of a Petition for Review. On January 5, 2021, the CTA En

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Banc issued a Resolution giving due course to GSMI’s Petition for Review and stating that the case is now deemed submitted for decision.

2. Intellectual Property Cases Pending with the Supreme Court (“SC”)

In a Resolution dated January 14, 2019, the SC Third Division resolved to consolidate all the cases enumerated below. The cases are still pending with the said division of the SC.

Ginebra San Miguel Inc. vs. Director General of the Intellectual Property Office
G.R. No. 196372
SC – *En Banc*

This case pertains to GSMI’s application for the registration of the trademark “GINEBRA” under Class 33 covering gin with the Intellectual Property Office of the Philippines (IPOP HL). The IPOP HL rejected GSMI’s application on the ground that “GINEBRA” is a Spanish word for gin, and is a generic term incapable of appropriation.

When the Court of Appeals (CA) affirmed the IPOP HL’s ruling, GSMI filed a Petition for Review on Certiorari (the “Petition”) with the SC. The SC denied GSMI’s Petition. GSMI moved for a reconsideration thereof, and likewise filed a Motion to Refer its Motion for Reconsideration to the SC *En Banc*. The SC denied GSMI’s Motion for Reconsideration with finality, as well as GSMI’s Motion to Refer to its Motion for Reconsideration to the SC *En Banc*.

Subsequently, GSMI filed a Manifestation with Motion for Relief from Judgment (the “Manifestation”) and invoked the case of *League of Cities vs. Commission of Elections* (G.R. Nos. 176951, 177499 and 178056) to invite the SC *En Banc* to re-examine the case. The Office of the Solicitor General filed its Comment Opposition to the Manifestation.

On June 26, 2018, the SC *En Banc* Issued a Resolution which resolves to: (a) Accept the subject case which was referred to it by the Third Division in the latter’s resolution dated August 7, 2017; (b) Treat as a Second Motion for Reconsideration (of the resolution dated June 22, 2011) GSMI’s Manifestation with Motion for Relief from Judgment dated November 28, 2011; (c) Reinstate the Petition; and (d) Require the respondents to Comment on the Petition within a non-extendible period of ten (10) days from notice thereof.

Respondents, through the OSG, filed their Comment dated July 31, 2018 while GSMI filed its Reply with Leave on August 20, 2018.

On January 4, 2019, the SC Third Division issued a Resolution ordering the consolidation of the previously consolidated cases (G.R. Nos. 216104, 210224 and 219632) with the *En Banc* case (G.R. No. 196372), stating that “considering that all these cases involve identical parties and raise interrelated issues which ultimately stemmed from the registration of trademark of [TDI] and [GSMI] before the [IPO].”

On February 3, 2020, GSMI filed a Manifestation with the Supreme Court Third Division, informing the Court that on January 27, 2020, it received a copy of a Decision dated December 27, 2019 rendered by the IPO Director General in the consolidated appealed cases involving GSMI’s Oppositions to TDI’s applications for the registration of the marks “Ginebra Lime & Device,” “Ginebra Orange & Device,” “Ginebra Especial & Device” and “Ginebra Pomelo & Device”, for use on gin products. In the joint Decision, the IPO Director General ruled in favor of GSMI and held that despite being generic or descriptive, the term “GINEBRA” had already attained a secondary meaning in relation to the gin products of GSMI. The Manifestation was filed to inform the Supreme Court Third Division of the status of cases in IPOP HL which involve GSMI’s claim over “GINEBRA”.

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In a Resolution dated March 10, 2020, the Supreme Court En Banc resolved to transfer the consolidated cases from the Third Division to the En Banc. Furthermore, the Supreme Court En Banc also noted GSMI’s Manifestation dated February 3, 2020 on the IPO Director General’s Decision dated December 27, 2019.

Tanduay Distillers, Inc. vs. Ginebra San Miguel Inc.
G.R. Nos. 210224 and 219632
SC - Third Division

These cases pertain to GSMI’s Complaint for Unfair Competition, Trademark Infringement and Damages against Tanduay Distillers, Inc. (TDI) filed with the Regional Trial Court (RTC), arising from TDI’s distribution and sale of its gin product bearing the trademark “Ginebra Kapitan” and use of a bottle design, which general appearance was nearly identical and confusingly similar to GSMI’s product. The RTC dismissed GSMI’s complaint.

When GSMI elevated the case to the CA, due to technicalities, two (2) cases were lodged in the CA: 1.) Petition for Review (CA-G.R. SP No. 127255), and 2.) Appeal (CA-G.R. SP No. 100332).

Acting on GSMI’s Petition for Review, the CA reversed, set aside the RTC’s Decision, and ruled that “GINEBRA” is associated by the consuming public with GSMI. Giving probative value to the surveys submitted by GSMI, the CA ruled that TDI’s use of “GINEBRA” in “GinebraKapitan” produces a likelihood of confusion between GSMI’s “Ginebra San Miguel” gin product and TDI’s “GinebraKapitan” gin product. The CA likewise ruled that “TDI knew fully well that GSMI has been using the mark/word “GINEBRA” in its gin products and that GSMI’s “Ginebra San Miguel” has already obtained, over the years, a considerable number of loyal customers who associate the mark “GINEBRA” with GSMI.

On the other hand, upon GSMI’s Appeal, the CA also set aside the RTC’s Decision and ruled that “GINEBRA” is not a generic term there being no evidence to show that an ordinary person in the Philippines would know that “GINEBRA” is a Spanish word for “gin”. According to the CA, because of GSMI’s use of the term in the Philippines since the 1800s, the term “GINEBRA” now exclusively refers to GSMI’s gin products and to GSMI as a manufacturer. The CA added that “the mere use of the word “GINEBRA” in “GinebraKapitan” is sufficient to incite an average person, even a gin-drinker, to associate it with GSMI’s gin product,” and that TDI “has designed its bottle and label to somehow make a colourable similarity with the bottle and label of Ginebra S. Miguel”.

TDI filed separate Petitions for Review on Certiorari with the SC, docketed as G.R. Nos. 210224 and 219632, which were eventually consolidated by the SC on April 18, 2016.

On October 26, 2016, GSMI filed its Comment TDI’s Petition for Review on Certiorari.

On December 17, 2018, the SC consolidated this case with *Ginebra San Miguel Inc. vs. Court of Appeals, Director General of the Intellectual Property Office, and Director of the Bureau of Trademarks* (G.R. No. 196372).

On February 3, 2020, GSMI filed a Manifestation with the Supreme Court Third Division, informing the Court that on January 27, 2020, it received a copy of a Decision dated December 27, 2019 rendered by the IPO Director General in the consolidated appealed cases involving GSMI’s Oppositions to TDI’s applications for the registration of the marks “Ginebra Lime & Device,” “Ginebra Orange & Device,” “Ginebra Especial & Device” and “Ginebra Pomelo & Device”, for use on gin products. In the joint Decision,

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the IPO Director General ruled in favor of GSMI and held that despite being generic or descriptive, the term “GINEBRA” had already attained a secondary meaning in relation to the gin products of GSMI. The Manifestation was filed to inform the Supreme Court Third Division of the status of cases in IPOP HL which involve GSMI’s claim over “GINEBRA”.

In a Resolution dated March 10, 2020, the Supreme Court En Banc resolved to transfer the consolidated cases from the Third Division to the En Banc. Furthermore, the Supreme Court En Banc also noted GSMI’s Manifestation dated February 3, 2020 on the IPO Director General’s Decision dated December 27, 2019.

Tanduay Distillers, Inc. vs. Ginebra San Miguel Inc.
G.R. No. 216104
SC – Third Division

This case pertains to TDI’s application for the registration of the trademark “GINEBRA KAPITAN” for Class 33 covering gin with the IPOP HL.

GSMI opposed TDI’s application, alleging that it would be damaged by the registration of “GINEBRA KAPITAN” because the term “GINEBRA” has acquired a secondary meaning and is now exclusively associated with GSMI’s gin products. GSMI argued that the registration of “GINEBRA KAPITAN” for use in TDI’s gin products will confuse the public and cause damage to GSMI. TDI countered that “GINEBRA” is generic and incapable of exclusive appropriation, and that “GINEBRA KAPITAN” is not identical or confusingly similar to GSMI’s mark.

The IPOP HL ruled in favor of TDI and held that: (a) “GINEBRA” is generic for “gin”; (b) GSMI’s products are too well known for the purchasing public to be deceived by a new product like “GINEBRA KAPITAN”; and (c) TDI’s use of “GINEBRA” would supposedly stimulate market competition.

On July 23, 2014, the CA reversed and set aside the IPOP HL’s ruling and disapproved the registration of “GINEBRA KAPITAN”. The CA ruled that “GINEBRA” could not be considered as a generic word in the Philippines considering that, to the Filipino gin-drinking public, it does not relate to a class of liquor/alcohol but rather has come to refer specifically and exclusively to the gin products of GSMI.

TDI filed a Petition for Review on Certiorari with the SC, which was subsequently consolidated with the case of “*Tanduay Distillers, Inc. vs. Ginebra San Miguel Inc.*”, docketed as G.R. No. 210224 on August 5, 2015.

On October 26, 2016, GSMI filed its Comment on TDI’s Petition for Review on Certiorari.

On December 17, 2018, the SC consolidated this case with *Ginebra San Miguel Inc. vs. Court of Appeals, Director General of the Intellectual Property Office, and Director of the Bureau of Trademarks*(G.R. No. 196372).

On February 3, 2020, GSMI filed a Manifestation with the Supreme Court Third Division, informing the Court that on January 27, 2020, it received a copy of a Decision dated December 27, 2019 rendered by the IPO Director General in the consolidated appealed cases involving GSMI’s Oppositions to TDI’s applications for the registration of the marks “Ginebra Lime & Device,” “Ginebra Orange & Device,” “Ginebra Especial & Device” and “Ginebra Pomelo & Device”, for use on gin products. In the joint Decision, the IPO Director General ruled in favor of GSMI and held that despite being generic or descriptive, the term “GINEBRA” had already attained a secondary meaning in relation to the gin products of GSMI. The Manifestation was filed to inform the Supreme Court Third Division of the status of cases in IPOP HL which involve GSMI’s claim over “GINEBRA”.

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In a Resolution dated March 10, 2020, the Supreme Court En Banc resolved to transfer the consolidated cases from the Third Division to the En Banc. Furthermore, the Supreme Court En Banc also noted GSMI’s Manifestation dated February 3, 2020 on the IPO Director General’s Decision dated December 27, 2019.

3. Case Pending with the Securities and Exchange Commission

Josefina Multi-Ventures Corporation vs. San Miguel Corporation, San Miguel Food and Beverage, Inc. and Ginebra San Miguel Inc. SEC Case No. 05-18-468

Josefina Multi-Ventures Corporation (the “Petitioner”), one of the stockholders of GSMI, filed a petition against SMC, SMFB and GSMI, docketed as SEC Case No. 05-18-468 (the “Petition”), questioning the share swap transaction between SMFB and SMC relative, among others to, the transfer of SMC’s common shares in GSMI in exchange of SMFB’s common shares.

The Petition sought (i) to declare null and void: (a) the share swap transaction between SMFB and SMC involving the transfer of SMC’s common shares in SMB and GSMI and in consideration therefor, the issuance of new SMFB common shares from the increase in SMFB’s capital stock; and, (b) SMFB’s Certificate of Approval of Increase of Capital Stock and Certificate of Filing of Amended Articles of Incorporation (amending Article VII thereof) issued by the SEC on June 29, 2018; or (ii) in the alternative, for SMFB to be directed to conduct a mandatory tender offer under Section 19 of the Securities Regulation Code for the benefit of the remaining shareholders of GSMI.

In a decision dated February 19, 2019, the SEC dismissed the Petition and ruled, among others, that the share swap transaction is not subject to the mandatory tender offer rule since there was no acquisition of control between SMC and its subsidiaries SMB and GSMI. The Petitioner filed a Motion for Reconsideration of the said decision, which was denied on May 30, 2019.

The Petitioner filed an Appeal Memorandum dated June 18, 2019 with the SEC En Banc, which is still pending resolution.

In a decision dated September 14, 2020, the SEC En Banc denied the Appeal Memorandum filed by Josefina for lack of merit.

c. *Foreign Exchange Rates*

The foreign exchange rates used in translating the Thai Baht accounts of foreign joint ventures to Philippine peso were closing rates of P1.60 and P1.70 in 2020 and 2019, respectively, for consolidated statements of financial position accounts; and average rates of P1.60, P1.68 and P1.61 in 2020, 2019 and 2018, respectively, for income and expense accounts.

**MINUTES OF THE
REGULAR ANNUAL STOCKHOLDERS' MEETING
OF GINEBRA SAN MIGUEL INC.
June 23, 2020 | Tuesday | 2:00 P.M.**

The Regular Annual 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 May 15, 2020 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 posted in the Company's website and in the PSE Edge.

Directors Present:

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

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 Asst. Corporate Secretary
Maila N. Pagsanhan, GSMI Associate Legal Counsel
Noel A. Baladiang, Partner, R.G. Manabat & Co.
Reyna-Beth D. De Guzman, Investor Relations Officer
Noel A. Baladiang, Partner, R.G. Manabat & Co.

Management Committee Members:

Noel T. Callanta
Charity Anne A. Chiong
Teodorico T. Lasin
Allan P. Mercado
Eileen C. Miranda
Ronald Rudolf C. Molina
Isadora A. Papica
Saturnino G. Pajarillo, Jr.

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 to be led by Ms. Cynthia M. Baroy, Chief Finance Officer of the Company.

Before the Meeting formally started, President Ramon S. Ang, on behalf of the Board of Directors, officers and employees of the Company, extended their heartfelt condolences to the family of the Company's beloved Chairman and Chief Executive Officer, Mr. Eduardo M. Cojuangco, Jr., who passed away on the evening of June 16, 2020. He also extended deepest gratitude and sincerest appreciation to the Chairman for his invaluable service and contribution to the Board and the Company. Thereafter, a moment of silence was observed to pray for Chairman Cojuangco.

II. CALL TO ORDER/CERTIFICATION ON NOTICE AND QUORUM

The President, Mr. Ramon S. Ang, 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 based on the proxy and ballots emailed to the Corporate Secretary and which validated with the assistance of the Company's stock transfer agent, SMC Stock Transfer Service Corporation, about 87.36% of the common shares of stocks and 100.0% of the preferred shares of stocks of the Company, or about 88.66% of the outstanding capital stock of the Company. Atty. Jacinto confirmed, for the record, proxies covering 88.66% of the outstanding capital stock of the Company were issued in favor of and held by President 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. Minita V. Chico-Nazario – Independent Director
7. Aurora S. Lagman – Independent Director

He also acknowledged the attendance of the Company's officers led by its General Manager, Mr. Emmanuel B. Macalalag and its Chief Finance Officer, Ms. Cynthia M. Baroy. The presence of the representative of R.G. Manabat & Co., the Company's external auditor for 2019, was also acknowledged.

Atty. Jacinto advised the stockholders that an open forum will follow the presentation of the Annual Report for 2019. He also informed the assembly that question sent to the Company's dedicated email address for the meeting will be entertained while question not answered during the Meeting will be replied to by the Office of the Corporate Secretary.

III. APPROVAL OF THE MINUTES OF THE REGULAR STOCKHOLDERS' MEETING ON MAY 30, 2019

The President presented the first item in the agenda which was the approval of the Minutes of the Regular Stockholders' Meeting held on May 30, 2019. 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. 2020-06-23-01

“RESOLVED, that the Minutes of the Regular Stockholders’ Meeting of Ginebra San Miguel Inc. held on May 30, 2019, be approved.”

IV. PRESENTATION OF THE ANNUAL REPORT

The President 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 2019.

Mr. Macalalag presented to the stockholders the Company’s Annual Report for 2019. A copy of his report is attached as Annex “A”.

During the open forum, the following written questions were raised and answered by President Ang as follows:

Ms. Lucy Claire Lim from Novaliches, Quezon City

“Given the COVID-19 situation, how did the Company perform in the first quarter of 2020 and what is the outlook for the rest of the year?”

Mr. Ang replied that for the first two (2) months of 2020, the Company was doing very good but then because of the lockdown, the last fifteen (15) days of the first quarter affected the Company’s first quarter earnings compared to last year. He added the Company’s first quarter earnings is about 474 million pesos or about 23% lower than last year. He concluded that while the 2nd quarter performance was the one mostly affected by the COVID-19 situation, the Company is confident that for the full year it will still have a strong income, though a bit lower than last year.

Mr. Melvin Gomez from Manila City

“Ano po ang epekto ng kasalukuyang pandemic sa kakayanan ng kumpanya para makapagbigay ng dividend?”

According to Mr. Ang since the Company is still earning, it will still be declaring dividends. He noted that during hard times like this, hard liquor sales is better than beer and he thinks Ginebra will be okay for the whole year of 2020 and that it will be able to declare dividends.

As there were no other questions, a stockholder moved to close the open forum, approve and ratify the Annual Report for 2019, 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. 2020-06-23-02

“RESOLVED, that the open forum of stockholders be closed and that the Annual Report for 2019, as presented, be approved.”

V. RATIFICATION OF ALL ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND THE CORPORATE OFFICER

The President 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 May 30, 2019 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.

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. 2020-06-23-03

“RESOLVED, that all acts, resolutions, and proceedings of the Board of Directors and Corporate Officers of the Company since the Regular Meeting of the Stockholders held on May 30, 2019 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

Mr. Ang requested Atty. Jacinto to read the names of the nominees for election to the Board of Directors of the Company for 2020.

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 11, 2020. He added that the names of the nominees were included in the Information Statement. In light of the untimely demise of Mr. Eduardo M. Cojuangco, Jr., the remaining nominees are the following, 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. Ms. Minita V. Chico-Nazario – Independent Director
8. Ms. Aurora S. Lagman – Independent Director

Mr. Ang 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.

A stockholder moved that balloting be dispensed with and that all the eight (8) 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. 2020-06-23-04

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

The President, 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 President 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 11, 2020, 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 2020.

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. 2020-06-23-05

“RESOLVED, that the auditing firm of R.G. Manabat & Co. be designated as External Auditor of the Company for the fiscal year 2020.”

VIII. ADJOURNMENT

The President 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. 2020-06-23-06

“RESOLVED, that the 2020 Regular Annual Stockholders’ Meeting of the Company be adjourned.”

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

ATTESTED BY:

RAMON S. ANG
President

VIRGILIO S. JACINTO
Corporate Secretary

2019 ANNUAL REPORT TO THE STOCKHOLDERS

Fellow stockholders, ladies and gentlemen, good afternoon.

It’s not the best of times to meet. While our country, along with the rest of the world, continues to grapple with the Covid-19 pandemic, our company is also mourning the passing of our Chairman, Amb. Eduardo M. Cojuangco Jr. Mr. Cojuangco has guided San Miguel Corporation, and particularly, we are proud to say, Ginebra San Miguel, for so many years. The entire Ginebra family is deeply saddened by his passing.

Even as we mourn, we wish to acknowledge too, the efforts of our SMC management to respond to this public health crisis that’s upended our lives.

Ginebra San Miguel is perhaps the first company in the Philippines to reconfigure its operations and redirect its resources to supporting the fight against Covid-19. We are so proud of that. By shifting our operations from liquor manufacturing to the production of 70% ethyl alcohol, the San Miguel Group has been able to donate 1.3 million liters of alcohol to hospitals, parishes and local government units nationwide. It’s been our privilege serve our country in its time of need.

Let us now proceed to our report.

In 2019, our efforts to expand our distribution network, combined with strong, consistent marketing communication, delivered for us a record year and a new sales volume milestone: 35.9 million cases, 14% higher than the previous year, and our highest in nine years.

One of the true strengths of brand Ginebra San Miguel—apart from attributes such as taste, quality, and heritage—has always been its ability to connect with, it’s consumers. We continue to nurture and evolve this bond through marketing campaigns that happily, have hit the mark.

In 2019, our thematic campaign “Pilipino Ako. Ginebra Ako”, further strengthened our core drinkers’ affinity with the brand, while at the same time broadening its appeal to a wider market. As a result, sales volume for our flagship Ginebra San Miguel rose 13% from the prior year.

Vino Kulafu also continued to register robust gains. The brand’s thematic campaign, “Lakas sa Magandang Bukas”, combined with an under-the-cap consumer promo and on-ground activations in select territories in Visayas and Mindanao, pushed volumes up 8% versus 2018.

GSM Blue had an amazing 2019, breaching the million-case mark on the back of a 62% volume increase from year-ago levels. Better distribution, ad campaigns targeting younger consumers, and sampling activities, helped sustain the brand’s popularity and visibility.

Measures to improve efficiency were also implemented throughout various areas of our supply chain. We continue to benefit from broadening our sourcing of molasses and alcohol. Process innovation at our distillery, which improved yields; and the efficient running of our bottling plants, kept production costs down, despite higher molasses prices, thereby leading to better margins.

Following strong sales volumes, consolidated revenues for 2019 grew 17% over the previous year to Php 29 billion. Gross contribution increased 23% to Php 8.1 billion and income from operations rose to Php 2.9 billion. Net Income ended at Php1.67 billion, 59% higher than in 2018—the highest since 2005.

We started 2020 strong, with a new thematic campaign, “One Ginebra Nation”. However, our operations ground to a halt as soon as the Enhanced Community Quarantine (ECQ) and subsequent liquor bans were declared.

As a result, volumes for the first three months of the year fell 14% compared to the same period last year. First quarter consolidated revenues of Php 7.45 billion and gross contribution of Php 1.8 billion, were both lower than in the previous year. Income from operations of Php 686 million was down 30%, but bottom line remained positive at Php 474 million, though 23% lower from the year before.

With many cities and provinces in the country already lifting ECQ and their liquor ban, we’ve moved quickly to revive our selling operations, replenishing our products in trade. We’ve seen definite signs of a recovery with regards to sales volumes, and the coronavirus notwithstanding, we’re cautiously optimistic about our outlook for this year. While the crisis is still evolving, bringing with it so many uncertainties, we’re confident that our strong customer relationships, deep consumer insights and the strength of our brands will carry us through. Our employees rallied together magnificently in the crisis and I couldn’t be prouder to be counted among them. Our employees exemplify the true spirit of One Ginebra Nation.

Thank you, fellow stockholders, for your trust and support for our company. Maraming salamat po at isang magandang hapon po sa inyong lahat.

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

PAGE 1

NOM. NO.	NOMINEE	VOTES
1	EDUARDO M. COJUANGCO, JR.	282,217,583
2	RAMON S. ANG	281,167,501
3	FRANCISCO S. ALEJO III	281,167,501
4	LEO S. ALVEZ	281,272,034
5	AURORA T. CALDERON	281,167,501
6	GABRIEL S. CLAUDIO	281,167,501
7	MARIO K. SURIO	281,272,034
8	MINITA V. CHICO-NAZARIO	282,762,579
9	AURORA S. LAGMAN	282,706,509
Total votes registered		2,546,215,128
Total votes counted for election of board nominees		2,534,900,743
Total uncast votes for election of board nominees		11,314,385

RES. NO.	RESOLUTION	SHARES VOTED	% TO TOTAL O.S.
2	Approval of the Minutes of the Regular Stockholders' Meeting held on May 30, 2019	282,912,792	88.656%
	For	282,912,792 -	88.656%
	Against	0 -	0.000%
	Abstain	0 -	0.000%
3	Presentation of the Annual Report of the Company for the year ended December 31, 2019	282,912,792	88.656%
	For	282,843,252 -	88.634%
	Against	0 -	0.000%
	Abstain	69,540 -	0.022%
4	Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers	282,912,792	88.656%
	For	282,808,022 -	88.623%
	Against	0 -	0.000%
	Abstain	104,770 -	0.033%
5	Appointment of R.G. Manabat & Co. as External Auditor of the Company for 2020	282,912,792	88.656%
	For	282,912,792 -	88.656%
	Against	0 -	0.000%
	Abstain	0 -	0.000%

SUMMARY REPORT

% TO
TOTAL O.S.

OUTSTANDING COMMON SHARES	286,327,841	
OUTSTANDING PREFERRED SHARES	32,786,885	
TOTAL OUTSTANDING SHARES AS OF RECORD DATE	319,114,726	
TOTAL SHARES IN ATTENDANCE :		
Attending proxy assignees	281,613,650	
Attending stockholders	1,299,142	
	282,912,792	88.656%
LESS :		
Invalidated / knocked-off / Uncast shares - Proxy Assignees	0	
Knock-off by attending stockholder	0	
Invalidated shares - Stockholders	0	
Uncast shares of stockholders	0	
TOTAL SHARES/VOTES COUNTED	282,912,792	88.656%

NOTE:

Total no. of stockholders in attendance 4
Total no. of stockholder with ballots 4

*** END OF REPORT ***

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
MARCH 31, 2021 AND DECEMBER 31, 2020
(In Thousands)

Annex "E"

	2021	2020
	Unaudited	Audited
ASSETS		
Current Assets		
Cash and cash equivalents	P4,270,852	P2,819,574
Trade and other receivables - net	874,365	953,698
Inventories	5,155,270	5,946,809
Prepaid expenses and other current assets	1,376,129	1,154,046
Total Current Assets	11,676,616	10,874,127
Noncurrent Assets		
Investments in joint ventures	-	4,451
Property, plant and equipment - net	4,098,032	4,221,595
Right-of-use assets - net	138,354	156,597
Goodwill	126,863	126,863
Deferred tax assets - net	440,467	582,807
Other noncurrent assets - net	80,320	87,606
Total Noncurrent Assets	4,884,036	5,179,919
	P16,560,652	P16,054,046
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	P5,452,927	P5,146,148
Income and other taxes payable	659,533	377,018
Current maturities of long-term debt - net of debt issue costs	165,417	165,417
Lease liabilities - current portion	33,195	31,724
Total Current Liabilities	6,311,072	5,720,307
Noncurrent Liabilities		
Retirement liabilities	412,706	404,797
Long-term debt - net of debt of issue costs	331,155	330,847
Lease liabilities - net of current portion	116,731	146,036
Total Noncurrent Liabilities	860,592	881,680
Total Liabilities	7,171,664	6,601,987
Equity		
Capital stock	399,063	399,063
Additional paid-in capital	2,539,454	2,539,454
Equity reserves	(433,570)	(400,215)
Retained earnings:		
Appropriated	2,500,000	2,500,000
Unappropriated	8,054,014	7,083,730
Treasury stock	(3,669,973)	(2,669,973)
Total Equity	9,388,988	9,452,059
	P16,560,652	P16,054,046

See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:


CYNTHIA M. BAROY
VP and Chief Finance Officer



GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
FOR THE PERIODS ENDED MARCH 31, 2021 AND 2020
(In Thousands, Except Per Share Data)

	2021	2020
	Unaudited	Unaudited
SALES	P11,338,436	P7,452,478
COST OF SALES	8,693,482	5,539,982
GROSS PROFIT	2,644,954	1,912,496
SELLING AND MARKETING EXPENSES	(744,900)	(674,283)
GENERAL AND ADMINISTRATIVE EXPENSES	(610,298)	(552,534)
INTEREST EXPENSE AND OTHER FINANCING CHARGES	(10,349)	(33,624)
GAIN (LOSS) ON DISPOSAL / RETIREMENT OF PROPERTY AND EQUIPMENT	251	(649)
INTEREST INCOME	9,384	1,199
OTHER INCOME - Net	75,783	35,378
INCOME BEFORE INCOME TAX	1,364,825	687,983
INCOME TAX EXPENSE	322,412	213,630
NET INCOME	P1,042,413	P474,353
Basic and diluted earnings per share	P3.64	P1.61

See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:


CYNTHIA M. BAROY
VP and Chief Finance Officer



GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE PERIODS ENDED MARCH 31, 2021 AND 2020
(In Thousands)

	<u>2021</u>	<u>2020</u>
	Unaudited	Unaudited
NET INCOME	P1,042,413	P474,353
OTHER COMPREHENSIVE LOSS		
Item that may be reclassified to profit or loss		
Share in other comprehensive loss of joint ventures	(4,451)	(41,199)
Item that will not be reclassified to profit or loss		
Equity reserve for retirement plan	-	-
Income tax expense	(28,904)	-
OTHER COMPREHENSIVE LOSS	(33,355)	(41,199)
TOTAL COMPREHENSIVE INCOME - Net of tax	P1,009,058	P433,154

See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:


CYNTHIA M. BAROY
VP and Chief Finance Officer

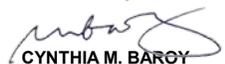


GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIODS ENDED MARCH 31, 2021 AND 2020
(In Thousands)

	Capital Stock		Additional Paid-in Capital	Equity Reserves		Retained Earnings		Treasury Stocks		Total
	Common	Preferred		Reserve for Retirement Plan	Cumulative Translation Adjustments	Appropriated	Unappropriated	Common	Preferred	
As of January 1, 2021 (Audited)	P345,625	P53,438	P2,539,454	(P404,666)	P4,451	P2,500,000	P7,083,730	(P1,947,198)	(P722,775)	P9,452,059
Share in other comprehensive income of joint ventures	-	-	-	-	(4,451)	-	-	-	-	(4,451)
Equity reserve for retirement plan	-	-	-	(28,904)	-	-	-	-	-	(28,904)
Net income	-	-	-	-	-	-	1,042,413	-	-	1,042,413
Total comprehensive income for the period	-	-	-	(28,904)	(4,451)	-	1,042,413	-	-	1,009,058
Redemption of preferred shares	-	-	-	-	-	-	-	-	(1,000,000)	(1,000,000)
Cash dividends and distributions:										
Common	-	-	-	-	-	-	(71,582)	-	-	(71,582)
Preferred	-	-	-	-	-	-	(547)	-	-	(547)
As of March 31, 2021 (Unaudited)	P345,625	P53,438	P2,539,454	(P433,570)	P -	P2,500,000	P8,054,014	(P1,947,198)	(P1,722,775)	P9,388,988
As of January 1, 2020 (Audited)	P345,625	P53,438	P2,539,454	(P369,433)	P57,963	P2,500,000	P4,662,727	(P1,947,198)	(P722,775)	P7,119,801
Share in other comprehensive income of joint ventures	-	-	-	-	(41,199)	-	-	-	-	(41,199)
Net income	-	-	-	-	-	-	474,353	-	-	474,353
Total comprehensive income for the period	-	-	-	-	(41,199)	-	474,353	-	-	433,154
Cash dividends and distributions:										
Common	-	-	-	-	-	-	(71,582)	-	-	(71,582)
Preferred	-	-	-	-	-	-	(12,295)	-	-	(12,295)
Total cash dividends and distributions	-	-	-	-	-	-	(83,877)	-	-	(83,877)
As of March 31, 2020 (Unaudited)	P345,625	P53,438	P2,539,454	(P369,433)	P16,764	P2,500,000	P5,053,203	(P1,947,198)	(P722,775)	P7,469,078

See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:


CYNTHIA M. BAROY
VP and Chief Finance Officer
 

GINEBRA SAN MIGUEL INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED MARCH 31, 2021 AND 2020
(In Thousands)

	2021	2020
	Unaudited	Unaudited
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	P1,364,825	P687,983
Adjustments for:		
Depreciation and amortization	171,875	180,233
Retirement expense	22,371	21,256
Interest expense and other financing charges	10,349	33,624
Provision for doubtful accounts	-	38,700
Net unrealized foreign exchange loss (gain)	(47)	105
Loss (Gain) on disposal / retirement of property and equipment - net	(251)	649
Interest income	(9,384)	(1,199)
Net derivative gain	(14,297)	(4,193)
Operating income before working capital changes	1,545,441	957,158
Decrease (increase) in:		
Trade and other receivables	81,218	236,664
Inventories	791,636	539,153
Prepaid taxes and other current assets	(338,459)	(278,059)
Increase (decrease) in:		
Trade and other payables	312,173	151,708
Other taxes payable	192,342	(52,741)
Cash generated from operations	2,584,351	1,553,883
Interest received	7,503	1,210
Income taxes paid	(2,001)	(247)
Interest and other financing charges paid	(7,489)	(29,096)
Contribution to retirement plan	(14,462)	(1,999)
Net cash flows provided by operating activities	2,567,902	1,523,751
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to property, plant and equipment	(26,066)	(60,235)
Decrease (increase) in other noncurrent assets	(3,956)	(22)
Proceeds from sale of property, plant and equipment	307	171
Net cash flows used in investing activities	(29,715)	(60,086)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	-	1,056,000
Payments of:		
Short-term borrowings	-	(1,519,000)
Long-term borrowings	-	(58,824)
Lease liabilities	(14,826)	(21,184)
Cash dividends	(72,128)	(2)
Redemption of preferred shares	(1,000,000)	-
Net cash flows used in financing activities	(1,086,954)	(543,010)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		
	45	(27)
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,451,278	920,628
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	2,819,574	354,131
CASH AND CASH EQUIVALENTS AT END OF PERIOD	P4,270,852	P1,274,759

See accompanying Management Discussion and Analysis and Selected Notes to the Consolidated Financial Statements.

CERTIFIED CORRECT:


CYNTHIA M. BAROY
VP and Chief Finance Officer
 