

**MINUTES OF THE
REGULAR STOCKHOLDERS' MEETING
OF GINEBRA SAN MIGUEL INC.
May 26, 2022 | Thursday | 2:00 P.M.**

The Regular Stockholders' Meeting of the Company ("Meeting") was conducted via remote communication and livestreamed at the Company's website: <http://www.ginebrasanmiguel.com>. Stockholders of record at the close of business hours on April 21, 2022 were entitled to vote at the Meeting and validated ballots and proxies were considered for purposes of determining the quorum and voting results. These are in accordance with the Notice of the Meeting and the Information Statement of the Company that were distributed to the stockholders and posted in the Company's website and in the PSE Edge.

Directors Present:

Ramon S. Ang – Chairman of the Meeting
Francisco S. Alejo III
Aurora T. Calderon
Leo S. Alvez
Gabriel S. Claudio
Mario K. Surio
Francis H. Jardeleza
Aurora S. Lagman – Independent Director
Martin S. Villarama, Jr.– 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
Francis Joseph A. Cruz, GSMI General Counsel
and Assistant Corporate Secretary
Christine Angelica D. Felix, GSMI Associate Legal Counsel
and Assistant Corporate Secretary
Reyna-Beth D. De Guzman, Investor Relations Officer
Arleene C. Yu, Partner, R.G. Manabat & Co.
Ana Leah V. Rodriguez, Nominee for Director

Management Committee Members:

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

I. NATIONAL ANTHEM AND INVOCATION

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

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

II. CALL TO ORDER/CERTIFICATION OF NOTICE AND QUORUM

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

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

He notified the assembly that there were present in the Meeting, in person or by proxy, which was validated with the assistance of the Company's stock transfer agent, SMC Stock Transfer Service Corporation, about 86.88% of the outstanding capital stock of the Company. Atty. Jacinto confirmed, for the record, proxies for 86.70% of the outstanding capital stock of the Company were issued in favor of and held by the Chairman, Ramon S. Ang, authorizing him to vote for the election of directors, the approval of amendment of the Amended Articles of Incorporation, and all other corporate acts that required the conformity of the stockholders as provided in the Agenda of the Meeting. Finally, he stated that voting shall be made in accordance with the procedure set forth in the Information Statement that has been made available in the Company's website and in the PSE Edge.

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

1. Francisco S. Alejo III
2. Aurora T. Calderon
3. Leo S. Alvez
4. Gabriel S. Claudio
5. Mario K. Surio
6. Francis H. Jardeleza
7. Martin S. Villarama, Jr. – Independent Director
8. Aurora S. Lagman – Independent Director

He also acknowledged the attendance of the Company's officers led by the General Manager, Mr. Emmanuel B. Macalalag and the Chief Finance Officer, Ms. Cynthia M. Baroy. The presence of the representative of R.G. Manabat & Co., the Company's external auditor for 2021, was also acknowledged.

Atty. Jacinto advised the stockholders that an open forum will follow the presentation of the Annual Report for 2021. He also informed the assembly that questions sent to the Company's dedicated email address for the Meeting will be entertained.

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

III. APPROVAL OF THE MINUTES OF THE REGULAR STOCKHOLDERS' MEETING HELD ON MAY 27, 2021

The Chairman presented the first item in the Agenda which was the approval of the Minutes of the Regular Stockholders' Meeting held on May 27, 2021. 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. 2022-05-26-01

“RESOLVED, that the Minutes of the Regular Stockholders’ Meeting of Ginebra San Miguel Inc. held on May 27, 2021, be approved.”

IV. PRESENTATION OF THE 2021 ANNUAL REPORT

The Chairman proceeded to the next item in the Agenda. He requested the General Manager of the Company, Mr. Emmanuel B. Macalalag, to present the Annual Report for 2021.

Mr. Macalalag presented to the stockholders the Company’s Annual Report for 2021. A copy of his report is attached as Annex “A”.

During the open forum, the questions below were raised and answered by Mr. Macalalag:

*Question from Noel Sotiangco of Angeles City, Pampanga
Marami pong salamat sa mataas na dibidendo nitong nakaraang taon.
Magpapatuloy po ba ito?*

Mr. Macalalag replied that the Company had a good financial result in 2021 which led the Board to declare and approve the payment of special cash dividends in addition to the regular cash dividends per quarter. For the first quarter of 2022, the Company sustained its good performance. Hence, the Board once again declared and approved the payment of Php 1.00 special cash dividends. In addition thereto, the regular cash dividends was increased to Pph 0.375 per quarter. Both the special and regular cash dividends will be paid to the stockholders on June 3, 2022.

He further said that if the Company’s good performance will be sustained, the Company will continue the declaration and payment of cash dividends, subject to the approval of the Board.

*Question from Digna Calauan of Calasiao, Pangasinan
How did the company perform in the first quarter of 2022? And what do we expect in the coming months?*

Mr. Macalalag responded that for the first quarter of 2022, the Company received good feedback on its new campaign “Hanggang Huling Patak ng Bagong Tapang” which resulted to an increase in sales volume of 6% from last year. Moreover, the net income of the Company for the first quarter reached Php 1.4 billion, 34% higher than last year. For the following months, the Company will continue with its selling and marketing. The Company is likewise confident that this good performance will be sustained.

As there were no other questions, a stockholder moved to close the open forum, and to approve and ratify the Annual Report for 2021, 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. 2022-05-26-02

“RESOLVED, that the open forum of stockholders be closed and that the Annual Report for 2021, as presented, be approved.”

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

The Chairman proceeded to the next item in the Agenda, which was the ratification of all acts and proceedings of the Board of Directors and Corporate Officers since the Regular Stockholders' Meeting held on May 27, 2021 until the date of this Meeting. He informed the assembly that the list of the acts and proceedings for ratification was shown on the screen for reference.

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

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

Resolution No. 2022-05-26-03

“RESOLVED, that all acts, resolutions, and proceedings of the Board of Directors and Corporate Officers of the Company since the Regular Stockholders' Meeting held on May 27, 2021 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. APPROVAL OF THE AMENDMENT TO ARTICLE II (SECONDARY PURPOSE) OF THE AMENDED ARTICLES OF INCORPORATION TO INCLUDE IN PARAGRAPH 2 THE MANUFACTURE, ACQUISITION, IMPORTATION, EXPORTATION, PREPARATION, DISTRIBUTION, BUYING AND SELLING ON WHOLESALE BASIS ONLY OF ALCOHOL RELATED AND ALCOHOL-BASED PRODUCTS INCLUDING BUT NOT LIMITED TO PHARMACEUTICAL GRADE ALCOHOL AND OTHER SIMILAR PRODUCTS

The Chairman requested the Corporate Secretary to discuss the proposed amendment. Atty. Jacinto explained that the Food and Drug Administration (FDA) issued FDA Circular 2022-001 on March 31, 2022 returning the jurisdiction to issue authorizations for the manufacture and distribution of rubbing alcohol products with concentrations of 70% and above to the Center for Drug Regulation and Research (CDRR) division of the FDA. The CDRR required the Company to amend its Articles of Incorporation to explicitly state in its primary or secondary purpose the manufacture, distribution and/or trade of pharmaceutical grade alcohol, to be able to continue the production and distribution of its San Miguel Ethyl Alcohol.

He informed the stockholders that during the April 27, 2022 meeting of the Board of Directors, the Board approved to amend Article II (Secondary Purpose) of the Amended Articles of Incorporation of the Company. The following resolution as approved by the Board was presented on the screen:

“RESOLVED, as it is hereby resolved, that Article II (Secondary Purpose), paragraph 2, of the Amended Articles of Incorporation of the Company be amended to read as follows:

“SECONDARY PURPOSE

XXX

2. To manufacture, acquire, import, export, prepare, **distribute**, buy and sell on wholesale basis only, and generally to deal in and with all kinds of ingredients, materials, appliances, supplies, tools and equipment **for the following products: (i) those** used in the manufacture, preparation, making, bottling, preparing for market and marketing of the products described in the primary purpose clause, including all kinds of bottling machines, bottles, glass containers, crowns, stoppers, syphons, filters, corks, caps, seals, boxes, barrels, kegs, crates, jars, cans, and other containers of every kind and description; **and (ii) alcohol related and alcohol-based products including but not limited to pharmaceutical grade alcohol and other similar products, and to do and perform all activities and services necessary for its manufacture, importation, exportation, preparation, distribution and buying and selling, including but not limited to the purchase, selling or disposition of any plant, facilities, machinery and equipment that may be used in connection with or necessary thereto.”**

RESOLVED, FURTHER, that the directors and officers of the Company be authorized and directed to file the necessary documents with the Securities and Exchange Commission and other government agencies, and to do all things necessary, to carry out and effect the amendment of the Amended Articles of Incorporation of the Company to the extent specified in the foregoing resolutions.”

He further explained that as stated in the Information Statement, the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock present or represented by proxy at this meeting is necessary for the approval of the amendment.

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. 2022-05-26-04

“RESOLVED, that the amendment to Article II (Secondary Purpose) of the Amended Articles of Incorporation of the Company to include in paragraph 2 the manufacture, acquisition, importation, exportation, preparation, distribution, buying and selling on wholesale basis only of alcohol related and alcohol-based products including but not limited to pharmaceutical grade alcohol and other similar products, be approved, confirmed and ratified.”

VII. ELECTION OF DIRECTORS

The Chairman requested Atty. Jacinto to read the names of the nominees for election to the Board of Directors of the Company for 2022.

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 9, 2022. He added that the names of the nominees were included in the Information Statement and presented on the screen. The nominees are as follows, namely:

1. Mr. Ramon S. Ang
2. Mr. Francisco S. Alejo III
3. Ms. Aurora T. Calderon
4. Mr. Leo S. Alvez
5. Mr. Gabriel S. Claudio
6. Mr. Francis H. Jardeleza
7. Ana Leah V. Rodriguez
8. Ms. Aurora S. Lagman – Independent Director
9. Mr. Martin S. Villarama, Jr. – Independent Director

Atty. Jacinto also informed the stockholders that the Information Statement provides that the nominees for election as independent directors of the company are Aurora S. Lagman and Martin S. Villarama, Jr. This is in accordance with the mandatory requirement of the Securities and Exchange Commission for the election of independent directors.

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

Resolution No. 2022-05-26-05

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

The Chairman, on behalf of Management, welcomed the newly-elected Directors of the Company and said that their expertise would be of great help to the Company and its success.

VIII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman proceeded to the next item in the agenda, which was the appointment of External Auditor, and requested the Corporate Secretary, to present the recommendation of the Audit and Risk Oversight Committee (the “Committee”) on the matter.

Atty. Jacinto informed the stockholders that after deliberation and evaluation of the Committee during its meeting on March 9, 2022, the Committee favorably recommended the reappointment of the auditing firm of R.G Manabat & Co. as the External Auditor of the Company for the fiscal year 2022.

The Chairman requested Director Martin S. Villarama, Jr. to confirm the appointment. Director Villarama confirmed.

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. 2022-05-26-06

“RESOLVED, that the auditing firm of R.G. Manabat & Co. be designated as External Auditor of the Company for the fiscal year 2022.”

IX. ADJOURNMENT

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

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

Resolution No. 2022-05-26-07

“RESOLVED, that the 2022 Regular Stockholders’ Meeting of the Company be adjourned.”

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

ATTESTED BY:

RAMON S. ANG
President and
Chairman of the Meeting

VIRGILIO S. JACINTO
Corporate Secretary

2021 ANNUAL REPORT TO THE STOCKHOLDERS

Fellow stockholders, ladies and gentlemen, good afternoon.

One year into the pandemic, we saw the worst effects of COVID-19 on our economy, begin to taper off. A steady vaccination rollout in major urban centers, greater spillovers from the easing of restrictions and the re-opening of the economy supported Ginebra San Miguel Inc.’s growth in 2021, and helped us mark another record year.

Our sales volume reached an all-time high of 41.9 million cases, surpassing the previous year’s record by 8%. As the market leader, we enjoy a double-digit lead against our closest competition, according to consumer research company, Nielsen.

Despite COVID-19, our flagship Ginebra San Miguel brand proved exceptionally resilient among consumers. Brand-building efforts continued, becoming more visible with relevant marketing efforts such as our “Bagong Tapang” campaign. Launched at the start of 2021, this campaign connected well with our customers as evidenced by a 10% volume growth in sales volumes. The ad also named grand winner of Kantar’s Creative Effectiveness Award in the Philippines. It was also chosen as among the winners in Southeast Asia.

For our emerging young market, the “I Choose Mojito” campaign succeeded in promoting brand awareness for GSM Blue. We followed this up with the “Choose What’s True” campaign, which highlighted the value of making authentic choices, to our target market. As a result, GSM Blue volumes increased 28%.

Our supply chain also benefited from fewer quarantine restrictions. Less disruptions meant more reliable shipments from other countries, which enabled us to increase usage of lower-priced imported alcohol. The cost of local alcohol also dropped, owing to availability of cheaper molasses, while yield and efficiencies at our distillery were kept high. Less restrictions on movement also helped improve our bottle retrieval activities. All these translated to better profitability for every case of Ginebra San Miguel sold.

Consolidated revenues hit Php42.5 billion, 17% higher than year-ago levels. Gross profit grew 17% to Php10.8 billion, while operating income increased from last year by 39%, to Php5.3 billion. Overall, GSMI reached its first-ever net income of Php4.2 billion, 52% higher than the previous year.

At the start of 2022, we saw the emergence of another COVID-19 variant, Omicron, which resulted in an outbreak that forced another lockdown. The launch of our “Hanggang Huling Patak ng Bagong Tapang” campaign proved timely, as it sought to inspire greater vigilance and resoluteness among Filipinos in the “last push” towards taming the pandemic. The campaign was complemented by aggressive on-ground selling, as the January 2022 lockdowns eventually eased to the lowest alert levels.

As such, volumes for the first three months of 2022 were up 6% from same period last year, driving first-quarter consolidated revenues up to Php12.6 billion, 11% higher than in the same period last year. Gross profit increased 22% to Php3.2 billion, bringing operating income to Php1.8 billion, 39% above the previous year. The quarter ended with a net income of Php1.4 billion, a 34% jump from last year.

As we continue to live with COVID-19, our economy’s improved outlook and the return of consumer confidence give us reason to remain optimistic for the remainder of the year. We acknowledge that the unprecedented high inflation

due to global headwinds are having significant impact on the prices of our major raw materials. This is another challenge that will require the same level of agility and adaptability we mustered back in 2020, when the pandemic was at its peak. We will continue to broaden our supply chain, particularly for raw material sources, and work on further improving efficiencies towards greater sustainability of our operations and healthier margins.

On behalf of the members of the Board, I extend our gratitude to all GSMI employees for their commitment, dedication, and Bagong Tapang. They have carried us through many difficult challenges.

Thank you, fellow stockholders for your continued trust and support for our company.

Maraming salamat po at isang magandang hapon sa inyong lahat.

DRAFT

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

1. Election of officers, chairpersons and members of the Board Committees and Lead Independent Director of the Company
2. Designation and approval of depository banks, authorized signatories and limits for corporate transactions of the Company with the depository banks
3. Promotion of Ms. Estrella M. Tamayo, Finance Operations Group Manager, to Assistant Vice President and Finance Operations Group Manager effective August 1, 2021
4. Appropriation of the retained earnings of the Company for new Company projects
5. Amendment of the Company’s Retirement Plan
6. Confirmation of the appointment of Mr. Heinrich D. Legaspi as Chief Audit Executive effective January 1, 2022
7. Approval of the Amendments to the General Board Resolution of the Company
8. Approval of the material related party transactions of the Company for 2022
9. Approval of the audited separate and consolidated financial statements of the Company for 2021
10. Approval of the 2022 Budget
11. Election of Justice Martin S. Villarama, Jr. (Ret.) as Independent Director to serve the unexpired term of the late Justice Minita V. Chico-Nazario (Ret.)
12. Declaration of regular and special dividends to holders of common shares of the Company.
13. Approval of the SEC Form 17-Q (Quarterly Reports) of the Company for 2021.
14. Approval of the recommendation of the Audit and Risk Oversight Committee to appoint R. G. Manabat & Co. as External Auditor of the Company for fiscal Year 2022
15. Approval of the recommendation of the Corporate Governance Committee to present the nominees for Directors of the Company for election by the stockholders during the Regular Stockholders’ Meeting to be held on May 26, 2022
16. Approval of the authority of the Compliance Officer to accomplish and submit the Company’s 2021 SEC Form Integrated Annual Corporate Governance Report (I-ACGR)
17. Approval of the Schedule and Agenda of the 2022 Regular Stockholders’ Meeting
18. Approval of SEC Form 17-Q (Quarterly Report) of the Company for the 1st Quarter of 2022.

Annex "C"

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

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NOM. NO.	NOMINEE	VOTES
1	RAMON S. ANG	246,664,961
2	FRANCISCO S. ALEJO III	246,396,485
3	LEO S. ALVEZ	246,581,412
4	AURORA T. CALDERON	246,396,485
5	GABRIEL S. CLAUDIO	246,581,412
6	FRANCIS H. JARDELEZA	246,581,412
7	ANA LEAH V. RODRIGUEZ	246,581,412
8	AURORA S. LAGMAN	248,432,761
9	MARTIN S. VILLARAMA	248,464,101
Total votes registered		2,237,841,252
Total votes counted for election of board nominees		2,222,680,441
Total uncast votes for election of board nominees		15,160,811

RES. NO.	RESOLUTION	SHARES VOTED	% TO TOTAL O.S.
2	Approval of the Minutes of the Regular Stockholders' Meeting held on May 27, 2021	248,649,028	86.841%
	For	248,649,028 -	86.841%
	Against	0 -	0.000%
	Abstain	0 -	0.000%
3	Presentation of the Annual Report of the Company for the year ended December 31, 2021	248,649,028	86.841%
	For	248,649,028 -	86.841%
	Against	0 -	0.000%
	Abstain	0 -	0.000%
4	Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers	248,649,028	86.841%
	For	248,613,798 -	86.828%
	Against	0 -	0.000%
	Abstain	35,230 -	0.012%
5	Approval of the Amendment to Article II (Secondary Purpose) of the Amended Articles of Incorporation to include in paragraph 2 the manufacture, acquisition, importation, exportation, preparation, distribution, buying and selling on wholesale basis only of alcohol related and alcohol-based products including but not limited to pharmaceutical grade alcohol and other similar products	248,649,028	86.841%
	For	248,649,028 -	86.841%
	Against	0 -	0.000%
	Abstain	0 -	0.000%
6	Appointment of R.G. Manabat & Co. as External Auditor of the Company for 2022	248,649,028	86.841%
	For	248,649,028 -	86.841%
	Against	0 -	0.000%
	Abstain	0 -	0.000%

SUMMARY REPORT

% TO
TOTAL O.S.

OUTSTANDING COMMON SHARES	286,327,841	
OUTSTANDING PREFERRED SHARES	0	
TOTAL OUTSTANDING SHARES AS OF RECORD DATE	286,327,841	
TOTAL SHARES IN ATTENDANCE :		
Attending proxy assignees	248,284,435	
Attending stockholders	471,593	
	248,756,028	86.878%
LESS :		
Invalidated / knocked-off / Uncast shares - Proxy Assignees	0	
Knock-off by attending stockholder	0	
Invalidated shares - Stockholders	0	
Uncast shares of stockholders	107,000	
TOTAL SHARES/VOTES COUNTED	248,649,028	86.841%

NOTE:

Total no. of stockholders in attendance 16
Total no. of stockholder with ballots 2

*** END OF REPORT ***