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## Ginebra San Miguel, Inc. GSMI

### PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

<b>Form/Report Type</b>	Advisement Report on Material Related Party Transactions
<b>Report Period/Report Date</b>	May 2, 2022

#### Description of the Disclosure

Please see attached Advisement Report on the Material Related Party Transactions of the Company with SMC Shipping and Lighterage Corporation, as well as the corresponding Secretary's Certificates, which was filed with the Securities and Exchange Commission today, 02 May 2022, through e-mail.

#### Filed on behalf by:

<b>Name</b>	Francis Joseph Cruz
<b>Designation</b>	General Counsel and Assistant Corporate Secretary

# COVER SHEET

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S. E. C. Registration Number

G	I	N	E	B	R	A													
S	A	N		M	I	G	U	E	L										
I	N	C	.																

(Company's Full Name)

3 <sup>RD</sup>		A	N	D		6 <sup>TH</sup>		F	L	O	O	R	S	,					
S	A	N		M	I	G	U	E	L										
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(Business Address: No. Street City/Town/Province)

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

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

1	2
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Month

3	1
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Day

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

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Month

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Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

Total Amount of Borrowings

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To be accomplished by SEC Personnel concerned

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File Number

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## ADVISEMENT REPORT ON MATERIAL RELATED PARTY TRANSACTIONS

Reporting PLC: Ginebra San Miguel Inc. ("GSMI")

SEC Identification Number: 142312

Name of Related Party: SMC Shipping & Lighterage Corporation ("SMC-SLC")

Execution Date of Transaction: May 2, 2022<sup>1</sup>

Relationship between the Parties including financial/non-financial interest: SMC-SLC and GSMI are owned directly and indirectly, respectively, by San Miguel Corporation

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets <sup>2</sup> of Reporting PLC	Amount/ Contract Price	Percentage of the Contract Price to the Total Assets of the Reporting PLC	Carrying Amount of Collateral, if any	Approving Authority <sup>3</sup>
Supply of Second-Hand Bottles	Contract was signed and executed on May 2, 2022 covering supply of second-hand bottles for 2022 until December 31, 2023.	To ensure regular supply of second-hand bottles which are essential to the packaging of GSMI products.	Php 18,397,010,507.00	Estimated Amount: Php 4,224,134,397.00 <u>*This amount is only based on forecast usage and estimated volume until December 31, 2023. This value may vary depending on the</u>	Estimated Percentage: 22.96% <u>*Percentage is only based on forecast usage and estimated volume until</u>	N/A	Unanimously approved by the Board of Directors (hereinafter, the "Board") in its meeting held on March 9, 2022.

<sup>1</sup> Date of signing and execution of the contract which resulted to meeting the materiality threshold of 10%.

<sup>2</sup> Based on the 2021 total consolidated assets of Ginebra San Miguel Inc.

<sup>3</sup> The material related party transactions between GSMI and SMC-SLC were approved by the following directors who were all present during the meeting: Mr. Ramon S. Ang, Mr. Francisco S. Alejo III, Mr. Leo S. Alvez, Ms. Aurora T. Calderon, Mr. Gabriel S. Claudio, Mr. Mario K. Surio, Mr. Francis H. Jardeleza, and Ms. Aurora S. Lagman (independent).

	<p>Supply of second-hand bottles used for the manufacture and sale of GSMI products.</p> <p>No fixed number of second-hand bottles to be ordered per transaction, GSMI will order bottles from SMC-SLC on "as needed" basis.</p>			<p>actual orders, as orders are made on "as needed" basis.</p>	<p>December 31, 2023. This value may vary depending on the actual orders, as orders are made on "as needed" basis.</p>		
Warehouse Rental & Forklift Services - (Cebu)	<p>Contract Duration is from January 1, 2022 to December 31, 2023.</p> <p>Storage of GSMI's products, promotional materials, second-hand bottles and other materials.</p>	To ensure the availability of storage area for GSMI's products and materials	-same-	Php11,108,228.00	0.06%	N/A	Unanimously approved by the Board in its meeting held on March 9, 2022.
Agreement for the Transport of Alcohol (Barging Services)	<p>Contract Duration is from July 01, 2017 to June 30, 2022.</p> <p>Transport and handling of GSMI's raw material used in the</p>	To ensure that performance of the required services, needed for business operations.	-same-	Php849,978,160.00	4.62%	N/A	Unanimously approved by the Board in its



	manufacture of its products.						meeting held on March 9, 2022. <sup>4</sup>
Storage Agreement (Renewal of Damortis Tanks 1 & 2)	Contract Duration is from November 1, 2020 to October 31, 2022.  Storage of GSMI's alcohol, which is the raw material used in the manufacture of its products.	To ensure availability of storage area for GSMI's alcohol, needed to for business operations	-same-	Php13,071,429.00	0.07%	N/A	Unanimously approved by the Board in its meeting held on March 9, 2022. <sup>5</sup>
Forklift and Materials Handling Agreement (Cabuyao Plant)	Contract Duration is from September 1, 2020 to August 31, 2022.  Transport from one area to another and handling of GSMI's materials	To ensure the performance of the required services, needed for business operations	-same-	Php11,807,000.00	0.06%	N/A	Unanimously approved by the Board in its meeting held on March 9, 2022. <sup>6</sup>

<sup>4</sup> Initially approved by the Board in its meeting on November 15, 2019 and previously disclosed in the Advisement Report filed on 19 November 2019, September 1, 2020 and April 15, 2021.

<sup>5</sup> Initially approved by the Board in its meeting on August 5, 2020 and previously disclosed in the Advisement Report filed on April 15, 2021.

<sup>6</sup> Initially approved by the Board in its meeting on March 10, 2021 and previously disclosed in the Advisement Report filed on April 15, 2021.

	such as empties and full goods.						
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### SIGNATURES

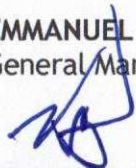
Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

#### GINEBRA SAN MIGUEL INC.

By:



**EMMANUEL B. MACALALAG**  
General Manager



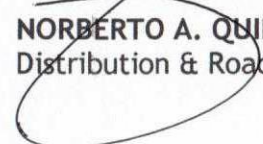
**VIRGILIO S. JACINTO**  
Corporate Secretary

#### SMC SHIPPING & LIGHTERAGE CORPORATION

By:



**NORBERTO A. QUINONES**  
Distribution & Road Transport Manager



SECRETARY'S CERTIFICATE

I, **Francis Joseph A. Cruz**, of legal age, single, Filipino, with office address at San Miguel Corporation, No. 40, San Miguel Avenue, Mandaluyong City, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the Assistant Corporate Secretary of **GINEBRA SAN MIGUEL INC.** (the "Corporation"), a corporation duly organized and registered in accordance with the laws of the Republic of the Philippines with principal office at 3<sup>rd</sup> and 6<sup>th</sup> Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center, Mandaluyong City;
2. As Assistant Corporate Secretary of the Corporation, I have under my supervision and control the Minutes Book wherein all the minutes of the meetings of the Board of Directors (the "Board") are recorded;
3. At the Organizational Meeting of the Board on **May 27, 2021** and as amended in the regular meeting of the Board on **November 10, 2021**, the following resolutions were unanimously passed and approved:

"x x x

XXIV. AUTHORITY TO SIGN ALL REPORTORIAL REQUIREMENTS

"RESOLVED, that any one Group A, B, C, D, or F signatory be, as each one of them is hereby, authorized and empowered to sign all reportorial requirements of the Securities and Exchange Commission and The Philippine Stock Exchange, Inc. under the Securities Regulation Code and any amendments thereto including, but not limited to, SEC Form 12-1, 17-A, 17-Q, 17-C and 20-IS.

x x x

XXV. DESIGNATION OF OFFICERS AND PERSONS WITH SIGNING AUTHORITIES

"RESOLVED, that for purposes of the implementation of the foregoing resolutions, the following officers and persons are hereby appointed as signatories under the Group appearing before their names:

GROUP

NAME

A

Virgilio S. Jacinto

x x x

Emmanuel B. Macalalag

x x x"

4. I certify that **Atty. Virgilio S. Jacinto** and **Mr. Emmanuel B. Macalalag** are both Group A signatories, who are authorized and empowered to sign all reportorial requirements of the Securities and Exchange Commission, including the Advisement Report on Material Party Transactions of the Corporation.
5. There is no provision in the Articles of Incorporation (the "Articles") or By-Laws of the Corporation limiting the power of the Board to pass the foregoing resolution, and that the same is in conformity with the provisions of said Articles and By-Laws.

IN WITNESS WHEREOF, I have hereunto signed these presents this 2<sup>nd</sup> day of May 2022 at Mandaluyong City.

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

SUBSCRIBED AND SWORN to before me this 2<sup>nd</sup> day of May 2022 at Mandaluyong City, affiant exhibiting to me his Driver's License No. N01-08006180 expiry on 15 September 2024.

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Series of 2022.



**CHRISTINE ANGELICA D. FELIX**  
Commission No. 0586-21  
Notary Public for Mandaluyong City  
Until December 31, 2022  
GSMI, 6th Floor, San Miguel Properties Centre,  
St. Francis Street, Mandaluyong City  
Roll No. 64625  
PTR No. 4877816; 01/20/2022; Mandaluyong City  
RP Lifetime Member No. 013708; 04/13/2015; RSM



**SECRETARY'S CERTIFICATE**

I, **MAJALLA S. BAUN**, of legal age, Filipino, with office address at San Miguel Corporation, No. 40 San Miguel Avenue, Mandaluyong City, Metro Manila, Philippines, after having been duly sworn in accordance with law, do hereby depose and state that:

1. I am the Corporate Secretary of **SMC SHIPPING AND LIGHTERAGE CORPORATION** (the "Corporation"), a corporation duly organized and registered in accordance with the laws of the Republic of the Philippines.

2. As Corporate Secretary of said Corporation, I have in my custody the corporate records of the Corporation, including the minutes of meetings of the Board of Directors.

3. At the Organizational Meeting of the Board of Directors of the Corporation held on **31 May 2021**, the following resolutions were unanimously passed and approved by the Board of Directors of the Corporation:

"xxx

**XXII. AUTHORITY TO SIGN ALL REPORTORIAL REQUIREMENTS**

"RESOLVED, that any one Group A, B, C, D, F signatory be, as each one of them is hereby, authorized and empowered to sign all reportorial requirements of the Securities and Exchange Commission and Philippine Stock Exchange under the Securities Regulation Code and any amendments thereto including, but not limited to, SEC Form 12-1, 17-A, 17-Q and 17-C, 20-IS.

xxx

**XXIII. DESIGNATION OF OFFICERS AND PERSONS WITH SIGNING AUTHORITIES**

"RESOLVED, that for purposes of the implementation of the foregoing resolutions, the following officers and persons are hereby appointed as signatories under the Group appearing before their names:

<u>GROUP</u>	<u>NAME</u>
xxx	xxx
C	Shiela Mary A. Ahing xxx Norberto A. Quiñones

**RESOLVED, FINALLY**, that these resolutions cancel and supersede, as they hereby cancel and supersede, all previous resolutions."

4. I further certify that the foregoing resolutions cover the authority of Ms. Shiela Mary A. Ahing or Mr. Norberto A. Quiñones, each a Group C signatory of the Corporation, to sign the Advisement Report on Material Related Party Transactions to be filed with the Securities and Exchange Commission and Philippine Stock Exchange in relation to the Corporation's transactions with Ginebra San Miguel, Inc, and such other documents related to or necessary in relation such Advisement Report.

5. The foregoing resolutions have not been revoked, amended, or in any manner modified, and accordingly, the same may be relied upon until written notice to the contrary is issued by the Corporation.

6. The foregoing matters are in accordance with the records of the Corporation.



IN WITNESS WHEREOF, I have hereunto signed these presents this  
02 MAY 2022 2022 at Mandaluyong City.

  
**MAJALLA S. BAUN**  
Corporate Secretary

**SUBSCRIBED AND SWORN TO** before me this 02 MAY 2022 2022, affiant  
exhibiting to me her Philippine Passport with No. P9229054A issued on 19 October 2018, at  
DFA NCR East.

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Series of 2022.



  
**CHRISTINE ANGELICA D. FELIX**  
Commission No. 0586-21  
Notary Public for Mandaluyong City  
Until December 31, 2022  
GSMI, 6th Floor, San Miguel Properties Centre,  
St. Francis Street, Mandaluyong City  
Roll No. 64625  
PTR No. 4877816; 01/20/2022; Mandaluyong City  
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