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Ginebra San Miguel, Inc. GSMI

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

Form/Report Type	Advisement Report on Material Related Party Transactions
Report Period/Report Date	May 31, 2023

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, 31 May 2023, through e-mail.

Filed on behalf by:

Name	Christine Angelica Felix
Designation	Assistant Corporate Secretary and Associate Legal Counsel

COVER SHEET

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S. E. C. Registration Number

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(Company's Full Name)

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(Business Address: No. Street City/Town/Province)

FRANCIS JOSEPH A. CRUZ Contact Person		8841-5100 Company Telephone Number		
<div style="border: 1px solid black; width: 40px; height: 40px; margin: 0 auto;"></div> Month	<div style="border: 1px solid black; width: 40px; height: 40px; margin: 0 auto;"></div> Day	Advisement Report on Material Related Party Transactions with Secretary's Certificates FORM TYPE	<div style="border: 1px solid black; width: 40px; height: 40px; margin: 0 auto;"></div> Month	<div style="border: 1px solid black; width: 40px; height: 40px; margin: 0 auto;"></div> Day

Secondary License Type, If Applicable

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<div style="border: 1px solid black; width: 150px; height: 20px; margin-bottom: 5px;"></div> Total No. of Stockholders	<div style="border: 1px solid black; width: 150px; height: 20px; margin-bottom: 5px; display: inline-block;"></div> <div style="border: 1px solid black; width: 150px; height: 20px; margin-bottom: 5px; display: inline-block;"></div>	
	Total Amount of Borrowings	
	Domestic	Foreign

To be accomplished by SEC Personnel concerned

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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 and Lighterage Corporation ("SMC-SLC")

Execution Date of Transaction: May 31, 2023¹

Relationship between the Parties including financial/non-financial interest: Both parties are either owned directly or indirectly by San Miguel Corporation

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets ² 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
Warehouse Rental	Contract Duration is from January 1, 2022 to December 31, 2023 Storage of GSMI's products, promotional materials, second-hand bottles and other materials.	To ensure the availability of storage area for GSMI's products and materials	Php21,612,112,565.00	Php11,108,228.64	0.05%	N/A	Unanimously approved by the Board of Directors (hereinafter, the "Board") during the Board meeting held on March 8, 2023. ³

¹ Date of actual meeting of the materiality threshold of 10% for 2023.

² Based on the 2022 total consolidated assets of Ginebra San Miguel Inc. The exact amount is Php 21,612,112,565.00

³ All the directors of GSMI were present and voted for the approval of the material related party transactions between GSMI and SMC-SLC: Mr. Ramon S. Ang, Mr. Francisco S. Alejo III, Mr. Leo S. Alvez, Ms. Aurora T. Calderon, Mr. Gabriel S. Claudio, Mr. Francis H. Jardeleza, Ms. Ana Leah V. Rodriguez, Ms. Aurora S. Lagman (independent) and Mr. Martin S. Villarama, Jr. (independent).

Agreement for the Transport of Alcohol (Barging Services)	<p>Contract Duration is from July 1, 2022 to December 31, 2023</p> <p>Transport and handling of GSMI's raw material used in the manufacture of its products.</p>	To ensure the performance of the required services, needed for business operations.	-same-	Php271,310,994.00	1.26%	N/A	-same-
Storage Agreement (Renewal of Damortis Tanks 1 & 2)	<p>Contract Duration is from November 1, 2022 to October 31, 2024</p> <p>Storage of GSMI's alcohol, which is the raw material used in the manufacture of its products.</p>	To ensure availability of storage area for GSMI's alcohol, needed to for business operations	-same-	Php14,378,571.30	0.07%	N/A	-same-
Forklift and Materials Handling Agreement (Cabuyao and Sta Barbara Plant)	<p>Contract Duration is from September 1, 2022 to August 31, 2024</p> <p>Transport from one area to another and handling of GSMI's materials such as empties and full goods.</p>	To ensure the performance of the required services, needed for business operations	-same-	Php12,384,000.00	0.06%	N/A	-same-

Forklift and Materials Handling Agreement (Cebu Plant)	<p>Contract Duration is from November 1, 2022 to April 30, 2024</p> <p>Transport from one area to another and handling of GSMI's materials such as empties and full goods.</p>	To ensure the performance of the required services, needed for business operations	-same-	Php2,039,102.58	0.01%	N/A	-same-
Freight forwarding (part of shipping agreement)	<p>Contract Duration is from November 1, 2021 to October 31, 2023</p> <p>Transport of GSMI products and such other items that it may require from its various plants and from other designated locations to various destinations as may be determined by GSMI.</p>	To ensure the performance of the required services, needed for business operations.	-same-	Php102,729,668.02	0.48%	N/A	-same-
Supply of Second-Hand Bottles	<p>Purchase Orders were issued from January 1, 2023 to May 31, 2023.</p> <p>Main Contract was executed on May 2, 2022 covering supply</p>	To ensure regular supply of second-hand bottles which are essential to the packaging of GSMI products.	-same-	<p>Php1,763,445,976</p> <p>*This amount pertains to the Purchase Orders issued. Of this amount only Php405,950,568</p>	8.16%	N/A	Unanimously approved by the Board of Directors (hereinafter, the "Board") during the

	<p>of Bottles for the years 2022 and 2023. This Contract was reported in the 2022 Advisement Report submitted by the Company on May 2, 2022. For 2023, actual meeting of the materiality threshold occurred on May 31, 2023.</p>			<p>worth of bottles have been delivered as of May 25, 2023.</p> <p>Main Contract was executed on May 2, 2022 and reported to the SEC through the 2022 Advisement Report filed on the same date. Actual meeting of the materiality threshold for 2023 occurred on May 31, 2023.</p>			<p>Board meeting held on March 9, 2022.⁴</p>
	<p>Supply of second-hand bottles used for the manufacture and sale of GSMI products.</p> <p>No fixed number of bottles to be ordered per transaction, GSMI will order bottles from SMC-SLC on “as needed” basis.</p>						

⁴ All the directors of GSMI were present and voted for the approval of the material related party transactions between GSMI and SMC-SLC: Mr. Ramon S. Ang, Mr. Francisco S. Alejo III, Mr. Leo S. Alvez, Ms. Aurora T. Calderon, Mr. Gabriel S. Claudio, Mr. Francis H. Jardeleza, Mr. Mario K. Surio, and Ms. Aurora S. Lagman (independent).

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



VIRGILTO S. JACINTO
Corporate Secretary and
Compliance Officer

SMC SHIPPING AND LIGHTERAGE CORPORATION

By:



SHIELA MARY A. AHING
Finance 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 3rd and 6th 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 26, 2022** and as amended in the regular meeting of the Board on **August 3, 2022**, the resolution below was unanimously passed and approved:

"x x x

XXIII. 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

XXIV. 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 29th day of May 2023 at Mandaluyong City.

Francis Joseph A. Cruz
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 29th day of May 2023 at Mandaluyong City, affiant exhibiting to me his Driver's License No. N01-08006180, expiry on 15 September 2024.

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Book No. 1
Series of 2023.



ARIEL D. GONZALES
Commission No. 0636-22
Notary Public for Mandaluyong City
Until December 31, 2023
6th Floor, San Miguel Properties Centre,
St. Francis Street, Mandaluyong City
Roll No. 65964
PTR No. 5112019; 01/3/2023; Mandaluyong City
IBP No. 267214; 01/4/2023; Baguio-Benguet

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 2022**, 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 (1) 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 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 MAY 23 2023 2023 at Mandaluyong City.


MAJALLA S. BAUN
 Corporate Secretary

SUBSCRIBED AND SWORN TO before me this MAY 23 2023 2023, affiant exhibiting to me her Philippine Passport with No. P9229054A issued on 19 October 2018, at DFA NCR East.

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 Book No. II ;
 Series of 2023.


JOSE ANGELITO M. ILANO
 Commission No. 0520-23
 Notary Public for Mandaluyong City
 Until December 31, 2024
 SMC, 40 San Miguel Ave., Mandaluyong City
 Roll of Attorneys No. 62172
 PTR No. 5111178; 01/05/23; Mandaluyong City
 IBP Lifetime Member No. 018308; 12/14/17; Quezon City
 MCLE Compliance No. VII-0016522; 04/28/22; Pasig City

