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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 29, 2023

Description of the Disclosure

Please see attached Advisement Report on the Material Related Party Transactions of the Company with San Miguel Yamamura Packaging Corporation, as well as the corresponding Secretary's Certificates, which was filed with the Securities and Exchange Commission today, 29 May 2023, through e-mail.

Filed on behalf by:

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

COVER SHEET

1 4 2 3 1 2
S. E. C. Registration Number

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

(Company's Full Name)

3RD A N D 6TH F L O O R S ,
S A N M I G U E L
P R O P E R T I E S C E N T R E ,
S T . F R A N C I S S T R E E T ,
O R T I G A S C E N T E R ,
M A N D A L U Y O N G C I T Y

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

FRANCIS JOSEPH A. CRUZ
Contact Person
8841-5100
Company Telephone Number

1 2 3 1
Month Day
Advisement Report on Material Related Party
Transactions with Secretary's Certificates
FORM TYPE
Month Day
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.
Amended Articles Number/Section

Total No. of Stockholders
Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

ADVISEMENT REPORT ON MATERIAL RELATED PARTY TRANSACTIONS

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

SEC Identification Number: 142312

Name of Related Party: San Miguel Yamamura Packaging Corporation ("SMYPC")

Execution Date of Transaction: May 29, 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 ³
Supply of Brand-New Bottles	Contract was signed and executed on May 29, 2023 covering the supply of Bottles for the year 2023.	To ensure regular supply of brand-new bottles which are essential to the packaging of GSMI products.	Php 21,612,112,565.00	Php 2,873,034,851.00 <u>*This amount is only based on forecast usage and estimated volume until December 31, 2023. This value may vary depending on the</u>	13.29% <u>*Percentage is only based on annual forecast usage and estimated</u>	N/A	Unanimously approved by the Board of Directors (hereinafter, the "Board") during the Board meeting held on March 8, 2023.

¹ Date of the execution of the contract which resulted to meeting the materiality threshold of 10%.

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 SMYPC: 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).

	<p>Supply of brand-new bottles used for the manufacture and sale of GSMI products.</p> <p>No fixed number of brand-new bottles to be ordered per transaction, GSMI will order bottles from SMYPC on "as needed" basis.</p>			<p><u>actual orders, as orders are made on "as needed" basis.</u></p>	<p><u>volume. This value may vary depending on the actual orders, as orders are made on "as needed" basis.</u></p>		
Toll Manufacturing Services	<p>Contract Duration is from October 20, 2022 to December 31, 2023.</p> <p>Tolling services for the processing and packaging of certain GSMI products.</p>	To ensure the manufacture of GSMI products in accordance with its specifications and quality standards.	-same-	Php33,437,760.00	0.15%	N/A	-same-

SIGNATURES

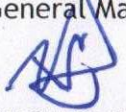
Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.
GINEBRA SAN MIGUEL INC.

SAN MIGUEL YAMAMURA PACKAGING CORPORATION

By:



EMMANUEL B. MACALALAG
General Manager

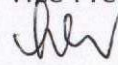


VIRGILIO S. JACINTO
Corporate Secretary and
Compliance Officer

By:



CYNTHIA E. LAZATIN
Vice President and Division 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:

<u>GROUP</u>	<u>NAME</u>
A	Virgilio S. Jacinto
	Emmanuel B. Macalalag

x x x

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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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, **DANTE MIGUEL V. CADIZ**, of legal age, Filipino, with office address at the 8th Floor, San Miguel Properties Centre, No. 7 St. Francis Street, Mandaluyong City, after having been duly sworn in accordance with law, do hereby depose, state and certify that:

1. I am the Corporate Secretary of **SAN MIGUEL YAMAMURA PACKAGING CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines.

2. As Corporate Secretary of the 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 (the "Board") held on March 02, 2023, where a quorum was present for valid transaction of business, the Board passed and approved the update in depository banks, authorized signatories and signing limits of the Corporation, including as follows:

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

4. Ms. Cynthia E. Lazatin, signing singly as a Group B signatory of the Corporation, is authorized to sign all reportorial requirements of the Securities and Exchange Commission.

5. The foregoing is in accordance with the records of the Corporation.

MAY 26 2023

IN WITNESS WHEREOF, I have hereunto set my hand this ___th day of May 2023 at Mandaluyong City.


DANTE MIGUEL V. CADIZ
Corporate Secretary

MAY 26 2023

SUBSCRIBED AND SWORN to before me this ___th day of May 2023 at Mandaluyong City, affiant exhibiting to me his Passport No. P4481357B issued at DFA NCR East on January 21, 2020.

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PATRICIA LUZ M. MARIANO
Commission No. 0508-23
Notary Public for Mandaluyong City
Until December 31, 2024
SMYPC, 8th Floor, San Miguel Properties Centre,
No. 7 St. Francis Street, Mandaluyong City
Roll No. 70111
PTR No. 5112779; 01/05/2023; Mandaluyong City
IBP Lifetime Member No. 016883; 05/14/2017; Makati City
MCLE Compliance No. VII-0028147; 04/13/2023; Makati City