

**MINUTES OF THE  
REGULAR STOCKHOLDERS' MEETING  
OF GINEBRA SAN MIGUEL INC.  
May 25, 2023 | 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, 2023 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 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  
Francis H. Jardeleza  
Ana Leah V. Rodriguez  
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.

Management Committee Members:

Noel T. Callanta  
Teodorico T. Lasin  
Jaime P. Factor  
Allan P. Mercado  
Eileen C. Miranda  
Ronald Rudolf C. Molina  
Heinrici D. Legaspi  
Saturnino G. Pajarillo, Jr.  
Cris Philip S. Marquez  
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 80.18% of the outstanding capital stock of the Company. Atty. Jacinto confirmed, for the record, proxies for 80.11% 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 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. Francis H. Jardeleza
6. Ana Leah V. Rodriguez
7. Aurora S. Lagman – Independent Director
8. Martin S. Villarama, Jr. – Independent Director

He also acknowledged the attendance of the Company's officers led by its General Manager, Mr. Emmanuel B. Macalalag. The presence of the representative of R.G. Manabat & Co., the Company's external auditor for 2022, was also acknowledged.

Atty. Jacinto advised the stockholders that an open forum will follow the presentation of the Annual Report for 2022. 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 26, 2022**

The Chairman presented the first item in the Agenda which was the approval of the Minutes of the Regular Stockholders' Meeting held on May 26, 2022. 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. 2023-05-25-01**

“RESOLVED, that the Minutes of the Regular Stockholders’ Meeting of Ginebra San Miguel Inc. held on May 26, 2022, be approved.”

**IV. PRESENTATION OF THE 2020 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 2022.

Mr. Macalalag presented to the stockholders the Company’s Annual Report for 2022. A copy of his report is attached as Annex “A”.

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

*From Edwin Tobias of Muntinlupa City  
Despite the surge in the prices of basic commodities last year, what contributed to all-time high volumes in 2022?*

Mr. Macalalag responded that what held the Company up were the opening of markets and better mobility as it kept its brands relevant to consumers and continuously expanded its distribution reach. Mr. Macalalag also added that the award-winning ad “Hanggang Huling Patak ng Bagong Tapang” as well as “Choose What’s True” campaign, supported by on-ground executions, pushed the Company’s sales volumes to grow 7% and hit a new record of 44.6 million cases.

*From Alma Mombay of Calamba, Laguna  
Nagpapasalamat po ako dahil mataas ang dibidendo na natanggap namin nung 2022. Magpapatuloy pa din po ba ito?*

Mr. Macalalag replied that the Board approved a special dividend of Php 1.75 per common share and a higher regular dividend of Php 0.75 per common share. Thus, a total of Php 2.50 per common share will be received by the stockholders on June 7, 2023. For the coming quarters of 2023, Mr. Macalalag said that the stockholders may expect the continuity of dividend declarations and payments, but of course, this will depend on the Company’s needs to further strengthen and grow its business.

As there were no other questions, a stockholder moved to close the open forum, and to approve and ratify the Annual Report for 2022, 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. 2023-05-25-02**

“RESOLVED, that the open forum of stockholders be closed and that the Annual Report for 2022, 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 26, 2023 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. 2023-05-25-03**

“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 26, 2022 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**

The Chairman requested Atty. Jacinto to read the names of the nominees for election to the Board of Directors of the Company for 2023.

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 8, 2023. 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. Ms. 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. 2023-05-25-04**

“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.

**VII. 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 by the Committee, during its meeting on March 8, 2023, 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 2023.

The Chairman requested Director Martin S. Villarama, Jr. to confirm the appointment of the External Auditor, and Director Villarama confirmed the recommendation.

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. 2023-05-25-05**

“RESOLVED, that the auditing firm of R.G. Manabat & Co. be designated as External Auditor of the Company for the fiscal year 2023.”

**VIII. ADJOURNMENT**

The Chairman asked if there were any other matters or business that the stockholders intend to present to the assembly. No other matters were presented during the meeting.

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. 2023-05-25-06**

“RESOLVED, that the 2023 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

## **Annex “A”**

### **2022 ANNUAL REPORT TO THE STOCKHOLDERS**

Fellow stockholders, ladies, and gentlemen, good afternoon.

Ginebra San Miguel Inc. turned in another record performance in 2022, setting an all-time high sales volume for the 2<sup>nd</sup> consecutive year at 44.6 million cases, and retaining our market leadership position in the local hard liquor industry.

By any measure, this is a remarkable feat considering all the challenges of the post-pandemic recovery, rising food costs and falling wages, the war in Ukraine, and the impact on the supply chain. While we sustained our volume growth, our margins suffered. Higher fuel prices and the peso depreciation significantly raised our input costs, particularly in the second half of the year.

To overcome the worsening cost of living and fall in disposable incomes affecting our core market, we leaned on the strength of our brands to drive volume growth. Advertising and on-ground activations were intensified to help maintain our brands' connection to consumers. At the same time, we also doubled up our efforts to expand distribution coverage.

Instrumental to our success was brand Ginebra San Miguel's thematic campaign “Hanggang Huling Patak ng Bagong Tapang.” Its themes of courage and determination resonated well with consumers and persuaded consumption to help the brand grow 4% from the year before. The campaign was recognized by the Catholic Mass Media Awards and named Best TV Ad for 2022, and Best Digital Ad for the third straight year.

In the VisMin regions, our well-received consumer promo, “Kusog Kulafu Buenas Grasya” and new thematic campaign, “Lakas Ka Namo” helped Vino Kulafu deliver a strong recovery, with a robust 9% volume growth over the previous year.

GSM Blue emerged as a major source of growth for the company, generating a 64% surge in volumes year-on-year. Meanwhile, Primera Light brandy continued to build a strong consumer following, as volumes rose 37% from the previous year. The success of both brands can be attributed to greater brand awareness and the many localized activations we implemented all year round.

With these critical programs helping sustain volume growth and selling prices raised starting in February, consolidated sales reached Php 47.3 billion, 11% more than the previous year. Gross Profit was at Php 11.5 billion, 7% above the prior year.

Selling and admin expenses of Php 5.5 billion were kept the same. As a result, income from operations was higher by 13% at Php 6 billion.

Our net income settled at Php 4.5 billion, a healthy 9% increase and our highest ever to date – though mark-to-market losses already tempered this due to the peso's depreciation against the US dollar.

The post-pandemic recovery notwithstanding, many of the challenges we faced in 2022 are still very much present. As mentioned earlier, we continue to bear the impacts of the war in Ukraine and the rapid increase in energy costs. High inflation from last year continues to pressure margins, as does the excise tax hike that took effect in January this year.

To protect and improve margins, we raised prices earlier this year, resulting in a slight volume dip. Adjusting the timing of our price increase earlier meant that the selling period this year, using old prices, was 15 days fewer compared to the same quarter last year.

As a result, sales volume in the first two months of 2023 was 11% lower than last year's. Nevertheless, launching our “Ngiting Instanalo” consumer promo helped March volumes rebound quickly, narrowing down the deficit to 5% at the end of the first quarter, closing at 11.5 million cases.

With higher prices, sales in the first quarter amounted to Php 12.9 billion, 3% better than in the same period last year, still, income from operations of Php 1.6 billion was 9% lower than the prior year.

Net Income, however, was substantially higher at Php 2.5 billion, an 81% increase from 2022 because of a Php 1.1 billion one-time income from the transfer of GSMI's rights on Don Papa to a wholly-owned subsidiary of Diageo.

On behalf of management, we extend our gratitude to our Board of Directors whose guidance we depend on and to our employees, partners, and customers for helping us overcome many obstacles together. We reserve our greatest thanks to you, our stockholders, for your continued trust and unwavering support.

*Maraming salamat po at isang magandang hapon po sa inyong lahat.*

## **Annex “B”**

### **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 Mr. Emmanuel B. Macalalag, General Manager, from Vice President to Senior Vice President
4. Approval of the Amendments to the General Board Resolution of the Company
5. Approval of the material related party transactions of the Company for 2023
6. Approval of the audited separate and consolidated financial statements of the Company for 2022
7. Approval of the 2023 Budget
8. Declaration of regular and special dividends to holders of common shares of the Company
9. Approval of the SEC Form 17-Q (Quarterly Reports) of the Company for 2022
10. 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 2023
11. 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 25, 2023
12. Approval of the authority to the Compliance Officer to accomplish and submit the Company's 2022 SEC Form Integrated Annual Corporate Governance Report (I-ACGR)
13. Approval of the Schedule and Agenda of the 2023 Regular Stockholders' Meeting; and
14. Approval of SEC Form 17-Q (Quarterly Report) of the Company for the 1<sup>st</sup> Quarter of 2023



# 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           | 229,129,968   |
| 2  | FRANCISCO S. ALEJO III | 228,604,230   |
| 3  | LEO S. ALVEZ           | 228,428,440   |
| 4  | AURORA T. CALDERON     | 228,428,440   |
| 5  | GABRIEL S. CLAUDIO     | 228,604,230   |
| 6  | FRANCIS H. JARDELEZA   | 228,604,230   |
| 7  | ANA LEAH V. RODRIGUEZ  | 228,428,440   |
| 8  | AURORA S. LAGMAN       | 229,174,098   |
| 9  | MARTIN S. VILLARAMA    | 229,205,438   |
| Total votes registered                             |                        | 2,064,431,052 |
| Total votes counted for election of board nominees |                        | 2,058,607,514 |
| Total uncast votes for election of board nominees  |                        | 5,823,538     |

| RES. NO. | RESOLUTION  | SHARES VOTED | % TO TOTAL O.S. |
|----------|---|--------------|-----------------|
| 2        | Approval of the Minutes of the Regular Stockholders' Meeting held on May 26, 2022     | 229,381,228  | 80.111%         |
|          | For   | 229,381,228  | 80.111%         |
|          | Against   | 0            | 0.000%          |
|          | Abstain   | 0            | 0.000%          |
| 3        | Presentation of the Annual Report of the Company for the year ended December 31, 2022 | 229,381,228  | 80.111%         |
|          | For   | 229,381,228  | 80.111%         |
|          | Against   | 0            | 0.000%          |
|          | Abstain   | 0            | 0.000%          |
| 4        | Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers | 229,381,228  | 80.111%         |
|          | For   | 229,345,998  | 80.099%         |
|          | Against   | 0            | 0.000%          |
|          | Abstain   | 35,230       | 0.012%          |
| 5        | Appointment of R.G. Manabat & Co. as External Auditor of the Company for 2023         | 229,381,228  | 80.111%         |
|          | For   | 229,381,228  | 80.111%         |
|          | Against   | 0            | 0.000%          |
|          | Abstain   | 0            | 0.000%          |



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

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| 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                                   | 229,381,228 |            |
| Attending stockholders                                      | 195,510     |            |
|   | 229,576,738 | 80.180%    |
| LESS :  |             |            |
| Invalidated / knocked-off / Uncast shares - Proxy Assignees | 0           |            |
| Knock-off by attending stockholder                          | 0           |            |
| Invalidated shares - Stockholders                           | 0           |            |
| Uncast shares of stockholders                               | 195,510     |            |
| TOTAL SHARES/VOTES COUNTED                                  | 229,381,228 | 80.111%    |

NOTE:

|   |    |
|---|----|
| Total no. of stockholders in attendance | 17 |
| Total no. of stockholder with ballots   | 0  |

\*\*\* END OF REPORT \*\*\*

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