

Ginebra San Miguel, Inc.

GSMI

PSE Disclosure Form 4-30 - Material Information/Transactions

References: SRC Rule 17 (SEC Form 17-C) and Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Matters approved during the Regular Meeting of the Board of Directors held on March 6, 2024.

Background/Description of the Disclosure

The Board of Directors approved the following:

1. Promotion of Mr. Lewisito D. Leonillo, National Logistics Manager from the rank of Manager to Assistant Vice President
2. Audited separate and consolidated financial statements of the Company as at and for the year ended December 31, 2023 and submission thereof to the SEC, PSE & BIR;
3. Schedule, venue and agenda of the 2024 Regular Stockholders' Meeting and the grant of authority to the stockholders to participate and vote via remote communication or in absentia, as the circumstances may warrant, subject to compliance with applicable laws;
4. Declaration and payment of cash dividends for common shares;
5. Recommendation to re-appoint the External Auditor of the Company for the fiscal year 2024; and
6. Approval of the 2024 Material Related Party Transactions of the Company

Other Relevant Information

Please see attached SEC Form 17-C which was filed with the Securities and Exchange Commission today, March 6, 2024, through e-mail.

Filed on behalf by:

Name	Francis Joseph Cruz
Designation	General Counsel and Assistant Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE (SRC)
AND SRC RULE 17(b)(3) THEREUNDER

1. **March 6, 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification No. **142312**
3. BIR Tax Identification No. **TIN 000-083-856-000**
4. **GINEBRA SAN MIGUEL INC.**
Exact name of registrant as specified in its charter
5. **Philippines**
(Province, country or other jurisdiction of
Incorporation)
6. (SEC Use Only)
Industry Classification Code
7. **3rd and 6th Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center,
Mandaluyong City**
(Address of principal office)
8. **(+632) 8841-5100**
(Registrant's telephone number, including area code)
9. **N/A**
(Former name or former address, if change since last report)
The Registrant has not changed its address since its last report to this Honorable
Commission.
10. Securities registered pursuant to Sections 8 and 12 of SRC

Title of each Class	Outstanding Capital Stock as of February 29, 2024
COMMON STOCK	286,327,841

11. Indicate the item numbers reported herein:

We disclose that in the meeting of the Board of Directors of Ginebra San Miguel Inc. (respectively, the "Board" and the "Company") held on March 6, 2024:

Item 4. Resignation, Removal or Election of Registrant's Directors or Officer

The Board, upon the recommendation of the Executive Compensation Committee, approved the promotion of Mr. Lewisito D. Leonillo ("Mr. Leonillo"), National Logistics Manager, from the rank of Manager to Assistant Vice President, effective March 1, 2024.

Mr. Leonillo has been working with the Company since August 2000 and has held the following positions in the Company for the past five (5) years: National Logistics Manager (March 2024 - Present); National Logistics Manager *on Developmental Assignment* (July 2023-February 2024); Area Sales Manager (March 2017-June 2023). Mr. Leonillo obtained his Bachelor of Science Degree Major in Statistics at the University of the Philippines, Diliman in 1992.

Mr. Leonillo does not own any shares in the Company.

Item 9. Other Events

1. With the favorable endorsement of the Audit and Risk Oversight Committee, the Board approved the audited separate and consolidated financial statements of the Company as at and for the year ended December 31, 2023 and the submission thereof to the Securities and Exchange Commission, The Philippine Stock Exchange, Inc. and Bureau of Internal Revenue.

2. The Board approved the schedule, venue and agenda of the 2024 Regular Stockholders' Meeting, as follows:

a. Schedule

Date and time of the 2024 Regular Stockholders' Meeting: May 30, 2024 at 2:00 P.M.
 Record date of stockholders entitled to vote at the said meeting: April 26, 2024
 Closing of Stock and Transfer Books: April 27 to May 1, 2024
 Deadline for the submission of proxies: May 16, 2024
 Validation of proxies: May 24, 2024

b. Venue

Via remote communication and livestreamed at the Company's website, <http://www.ginebrasanmiguel.com>.

c. Agenda

1. Call to Order/Certification of Notice and Quorum
2. Approval of the Minutes of the Regular Stockholders' Meeting held on May 25, 2023
3. Presentation of the 2023 Annual Report
4. Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers
5. Election of Directors

6. Appointment of External Auditor
7. Other Matters
8. Adjournment

The Board also approved the grant of authority to the stockholders to participate and vote in the Regular Stockholders Meeting through remote communication or in absentia, as circumstances may warrant, subject to the rules and regulations provided under SEC Memorandum Circular 6, Series of 2020, the Revised Corporation Code, and other applicable laws and regulations.

3. The Board approved the declaration of cash dividends to holders of common shares as follows:

- a) First Quarter regular dividend in the amount of Php 0.75 per common share; and
- b) Special dividend in the amount of Php 1.75 per common share.

The foregoing cash dividends shall be paid on April 11, 2024, to all holders of common shares of record as of March 21, 2024. The Stock and Transfer Books of the Company will be closed from March 22 to 25, 2024.

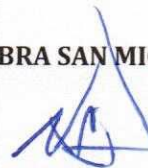
4. The Board also approved the recommendation of the Audit and Risk Oversight Committee to re-appoint R.G. Manabat & Co. as External Auditor of the Company for fiscal year 2024 during the Regular Stockholders' Meeting scheduled on May 30, 2024. In addition, the Board likewise approved the appointment of R.G. Manabat & Co. for non-audit services.

5. Lastly, the Board approved the 2024 Material Related Party Transactions of the Company with San Miguel Yamamura Corporation and SMC Shipping and Lighterage Corporation.

Pursuant to the requirements of the Securities Regulation Code, the registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GINEBRA SAN MIGUEL INC.

By:



Virgilio S. Jacinto
Corporate Secretary
and Compliance Officer

March 6, 2024.