

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



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	Jul 28, 2025

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, 28 July 2025.

Filed on behalf by:

Name	Francis Joseph Cruz
Designation	General Counsel and Assistant Corporate Secretary



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: July 25, 2025¹

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	Purchase Orders were issued from January 1, 2025 to July 25, 2025. Supply of brand-new bottles used	To ensure regular supply of brand-new bottles which are essential to the packaging of GSMI products.	Php30,532,591,646.00	Php3,245,538,888.00 *This amount pertains to the Purchase Orders issued.	10.63%	N/A	Unanimously approved by the Board of Directors (hereinafter, the "Board") during the Board meeting held on March 5, 2025.

¹ Date of actual meeting of the materiality threshold of 10% for 2025.

² Based on the 2024 total consolidated assets of Ginebra San Miguel Inc.

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. Leo S. Alvez, Ms. Aurora T. Calderon, Mr. Gabriel S. Claudio, Mr. Francis H. Jardeleza, Ms. Cecile L. Ang, Ms. Aurora S. Lagman (independent) and Mr. Martin S. Villarama, Jr. (independent).

	<p>for the manufacture and sale of GSMI products.</p> <p>No fixed number of second-hand bottles to be ordered per transaction, GSMI orders bottles from SMYPC on “as needed” basis.</p>						
Lease of Warehouse	<p>Contract Duration is from August 1, 2023 to July 31, 2026.</p> <p>Storage of GSMI’s products, promotional materials, bottles and other materials.</p>	To ensure the availability of storage area for GSMI’s products and materials.	-same-	Php10,984,842.00	0.04%	N/A	-same-
Lease of Office Space	<p>Contract Duration is from October 1, 2024 to December 31, 2025</p> <p>Lease of GSMI’s property to SMYPC for their office space.</p>	Lease of property in the ordinary course of business.	-same-	Php38,475,918.00	0.13%	N/A	-same-

Lease of Pallets	<p>Contract duration is from January 1, 2025 to December 31, 2025</p> <p>Lease of plastic pallets for use in the production, storage, handling and transportation of GSMI products.</p>	To ensure availability of plastic pallets which are essential for the production, storage, handling and transportation of GSMI products.	-same-	Php22,812,500.00	0.07%	N/A	-same-
Toll Bottling Services	<p>Contract duration is from May 16, 2024 to May 15, 2025.</p> <p>Tolling services for the bottling of certain GSMI products.</p>	To ensure the manufacture of GSMI products in accordance with its specifications and quality standards.	-same-	Php17,820,000.00	0.06%	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.

By:



CYNTHIA M. BAROY
OIC-General Manager



VIRGILIO S. JACINTO
Corporate Secretary and
Compliance Officer

SAN MIGUEL YAMAMURA PACKAGING CORPORATION

By:



FERDINAND A. TUMPALAN
President

SECRETARY'S CERTIFICATE

I, **Francis Joseph A. Cruz**, of legal age, single, Filipino, with office address at Ginebra San Miguel Inc., 6th Floor San Miguel Properties Centre, St. Francis Street, Ortigas Center, 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 29, 2025**, 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
	x x x
	Cynthia M. Baroy

x x x"

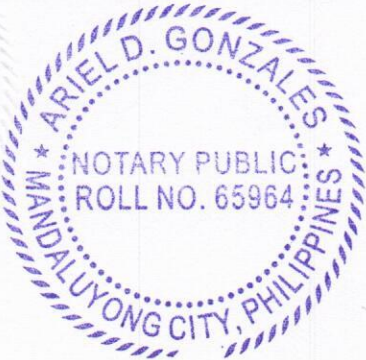
4. I certify that **Atty. Virgilio S. Jacinto** and **Ms. Cynthia M. Baroy** are both Group A signatories, who are authorized and empowered to sign all reportorial requirements of the Securities and Exchange Commission, including the Advisement Report on Material Party Transactions of the Corporation.
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 28 JUL 2025 at Mandaluyong City.

Francis Joseph A. Cruz
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 28 JUL 2025 at Mandaluyong City, affiant exhibiting to me his Driver's License No. N01-08006180 expiry on 15 September 2034.

Doc. No. 499;
Page No. 97;
Book No. I;
Series of 2025.



ARIEL D. GONZALES
Commission No. 0747-24
Notary Public for Mandaluyong City
Until December 31, 2025
6th Floor, San Miguel Properties Centre,
St. Francis Street, Mandaluyong City
Roll No. 65964
PTR No. 5701875; 01/02/2025; Mandaluyong City
IBP No. 501316; 01/07/2025; Baguio-Benguet
MCLE Compliance No. VIII-0008484; 04/14/2028; Pasig City

SECRETARY’S CERTIFICATE

I, **FAY KRISTINA P. SINOCRUZ-RUTOR**, 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 Assistant 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 Assistant 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 held at the Board Room, 8th Floor, San Miguel Head Office Complex, No. 40 San Miguel Avenue, Mandaluyong City on 07 March 2025, where a quorum was present for valid transaction of business, the Board passed and approved the updates in depository banks, authorized signatories and signing limits of the Corporation, including as follows:

t. **Authority to Sign all Reportorial Requirements**

“**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;

xxx

v. **Designation of Officers and Persons with Signing Authority**

“**RESOLVED**, as it is hereby resolved, that the following officers and persons hereby appointed as signatories under the Group appearing before their names:

<u>GROUP</u>	<u>NAME</u>
A	xxx Ferdinand A. Tumpalan xxx

4. **Mr. Ferdinand A. Tumpalan**, as a Group A signatory of the Corporation, is authorized to sign, singly, all reportorial requirements of the Securities and Exchange Commission.

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

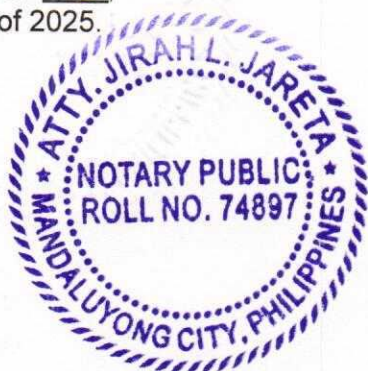
IN WITNESS WHEREOF, I have hereunto set my hand this 26 day of JUN 26 2025 2025 at Mandaluyong City.


FAY KRISTINA P. SINOCRUZ-RUTOR
Assistant Corporate Secretary

JUN 26 2025

SUBSCRIBED AND SWORN to before me this ___ day of _____ 2025 at Mandaluyong City, affiant exhibiting to me her Passport No. P4819850B issued at DFA NCR East on February 14, 2020.

Doc. No.: 423;
Page No.: 86;
Book No. I;
Series of 2025.




JIRAH L. JARETA
Commission No. 0744-24
Notary Public for Mandaluyong City
Until December 31, 2025
SMYPC, 8th Floor, San Miguel Properties Centre,
No. 7 St. Francis Street, Mandaluyong City
Roll No. 74897
PTR No. 5716524; 01/07/2025; Mandaluyong City
IBP Member No. 503634; 01/09/2025; Makati Chapter