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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	Aug 29, 2025

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, 29 August 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: SMC Shipping and Lighterage Corporation ("SMC-SLC") Execution Date of Transaction: Aug 29, 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
Supply of Second-Hand Bottles	<p>Purchase Orders were issued from January 1, 2025 to August 29, 2025.</p> <p>Supply of second-hand bottles used for the manufacture and sale of GSMI products.</p>	To ensure regular supply of second-hand bottles which are essential to the packaging of GSMI products.	Php30,532,591,646.00	<p>Php1,804,678,766.00</p> <p>*This amount pertains to the Purchase Orders issued.</p>	5.91%	N/A	Unanimously approved by the Board of Directors during the Regular Board meeting held on March 5, 2025. ³

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 SMC-SLC: 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).

	No fixed number of second-hand bottles to be ordered per transaction, GSMI will order bottles from SMC-SLC on "as needed" basis.						
Lease of Warehouse and Forklift (Mandaue Plant)	Contract duration is from July 1, 2024 to June 30, 2026. Warehouse for GSMI's products, promotional materials, bottles and other materials.	To ensure the availability of storage area for GSMI's products and materials.	-same-	Php12,595,880.00	0.04%		-same-
Lease of Storage	Contract duration is from November 1, 2024 to October 31, 2026. Storage of GSMI's alcohol.	To ensure the availability of storage area for GSMI's alcohol.	-same-	Php15,097,500.00	0.05%		-same-
Agreement for the Transport of Alcohol (Shipping/ Barging Services)	Contract Duration is from January 1, 2024 to December 31, 2028. Transport and handling of GSMI's raw material used in the manufacture of its products.	To ensure the performance of the required services, needed for business operations.	-same-	Php1,028,696,475.00	3.37%	N/A	-same-

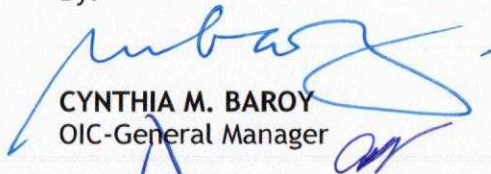
Forklift and Materials Handling Agreement (Cabuyao Plant)	<p>Contract Duration is from September 1, 2024 to August 31, 2026</p> <p>Transport from one area to another and handling of GSMI's materials such as empties and full goods.</p>	To ensure the performance of the required services, needed for business operations	-same-	Php15,400,697.00	0.05%	N/A	-same-
Freight forwarding (door-to-door and port-to-port)	<p>Contract Duration is from November 1, 2023 to September 30, 2025.</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-	Php252,421,325.00	0.83%	N/A	-same-

SIGNATURES

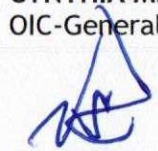
Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GINEBRA SAN MIGUEL INC.

By:



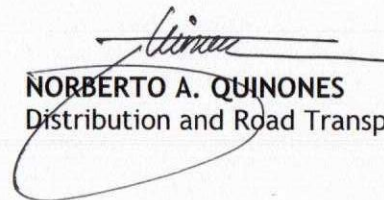
CYNTHIA M. BAROY
OIC-General Manager



VIRGILIO S. JACINTO
Corporate Secretary and
Compliance Officer

SMC SHIPPING AND LIGHTERAGE CORPORATION

By:



NORBERTO A. QUINONES
Distribution and Road Transport Manager

SECRETARY'S CERTIFICATE

I, **Christine Angelica D. Felix**, 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**, and as amended in the Regular Board Meeting on **August 6, 2025**, the following resolutions were unanimously passed and approved:

"x x x

XXIII. AUTHORITY TO SIGN DOCUMENTS FOR SUBMISSION TO THE SEC AND BIR

"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, execute, and submit all reportorial requirements, applications, and various documents in connection therewith to Securities and Exchange Commission and The Philippine Stock Exchange, Inc. under the Revised Corporation Code and/or the Securities Regulation Code and any amendments;

"xxx

XXIV. DESIGNATION OF OFFICERS AND PERSONS WITH SIGNING AUTHORITIES

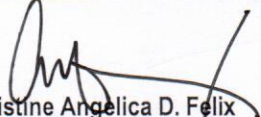
"RESOLVED, that for purposes of the implementation of the foregoing resolutions, the following officers and persons are hereby appointed as signatories under the Group appearing before their names:

<u>GROUP</u>	<u>NAME</u>
A	Virgilio S. Jacinto
	x x x
	Cynthia M. Baroy
	xxx"

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.

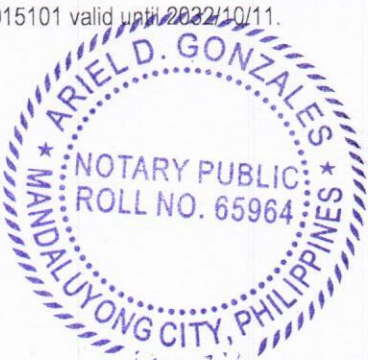
5. There is no provision in the Articles of Incorporation (the "Articles") or By-Laws of the Corporation limiting the power of the Board to pass the foregoing resolution, and that the same is in conformity with the provisions of said Articles and By-Laws.


IN WITNESS WHEREOF, I have hereunto signed these presents this 29 AUG 2025 at Mandaluyong City.


Christine Angelica D. Felix
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 29 AUG 2025 at Mandaluyong City, affiant exhibiting to me her Driver's License No. N04-05-015101 valid until 2022/10/11.

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ARIELD 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, **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 **30 May 2025**, 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	xxx Miguel P. Estrella Shiela Mary A. Ahing Dennis O. Claudio Norberto A. Quiñones
xxx	

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 any one of Mr. Miguel P. Estrella, Ms. Shiela Mary A. Ahing, Mr. Dennis O. Claudio 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.

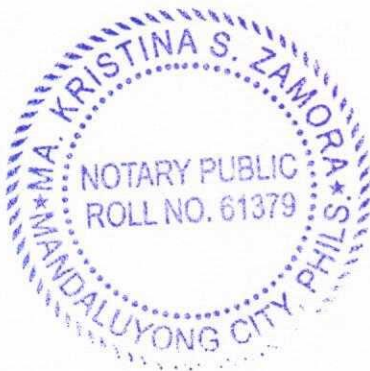
IN WITNESS WHEREOF, I have hereunto signed these presents this AUG 20 2025 2025 at Mandaluyong City.

Majalla S. Baun
MAJALLA S. BAUN
 Corporate Secretary

SUBSCRIBED AND SWORN TO before me this AUG 20 2025 2025, 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. I ;
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Kristina S. Zamora
MA. KRISTINA S. ZAMORA
 Commission No. 0513-25
 Notary Public for Mandaluyong City
 Until December 31, 2026
 SMC, 40 San Miguel Ave., Mandaluyong City
 Roll of Attorneys No. 61379
 PTR No. 3274416; 01/06/25; Mandaluyong City
 IBP Lifetime Member No. 018307; 12/14/17; RSM
 MCLE Compliance No. VIII-0039380; 07/04/25; Pasig City

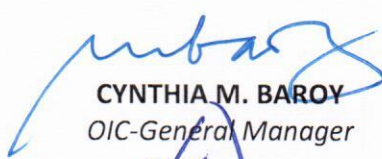


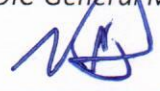
CERTIFICATION

We, **CYNTHIA M. BAROY**, OIC-General Manager, and **VIRGILIO S. JACINTO**, Corporate Secretary and Compliance Officer of Ginebra San Miguel Inc. (the "Company"), a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number 142312 and with principal office at 3rd and 6th Floors, San Miguel Properties Centre, St. Francis Street, Ortigas Center, Mandaluyong City, on oath state:

- 1) That we have caused this Advisement Report on Material Related Party Transactions to be prepared on behalf of the Company;
- 2) That we have read and understood its contents which are true and correct based on our own personal knowledge and/or on authentic records;
- 3) That the Company will comply with the requirements set forth in SEC Notice dated May 12, 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That we are fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the Company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the Company in its online submissions to CGFD.

IN WITNESS WHEREOF, we have hereunto set our hands this 29 AUG 2025 at Mandaluyong City.


CYNTHIA M. BAROY
OIC-General Manager


VIRGILIO S. JACINTO
Corporate Secretary and
Compliance Officer

SUBSCRIBED AND SWORN to before me this 29 AUG 2025, in Mandaluyong City, Philippines, by the following, who exhibited to me their respective government-issued IDs as follows:

Cynthia M. Baroy
Virgilio S. Jacinto

Passport No. P5612173A issued on 13 Jan 2018 (DFA NCR East)
Passport No. P3157226B issued on 12 Sep 2019 (DFA NCR East)

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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