

**MINUTES OF THE
REGULAR STOCKHOLDERS' MEETING
OF GINEBRA SAN MIGUEL INC.¹
May 30, 2024 | 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 26, 2024 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
Cecile L. Ang – Nominee for 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
Heinrici D. Legaspi, Chief Audit Executive
Francis Joseph A. Cruz, GSMI General Counsel
and Assistant Corporate Secretary
Christine Angelica D. Felix, GSMI Associate Legal Counsel
and Assistant Corporate Secretary
Maria Christina Garcia, Investor Relations Officer
Delfin Jude G. Uy, Business Planning Development Manager
Lucy Claire H. Lim, Business Planning and Investor Relations Manager
Arleene C. Yu, Partner, R.G. Manabat & Co.

Management Committee Members:

Jaime P. Factor
Teodorico T. Lasin
Lewesito D. Leonillo
Josefino Manuel
Cris Philip S. Marquez
Allan P. Mercado
Eileen C. Miranda
Ronald Rudolf C. Molina
Saturnino G. Pajarillo, Jr.
Ariel I. Victoria

For the list of Stockholders Attendees, please see Annex "A".

¹ Subject to the approval of the stockholders in the next Stockholders' Meeting.

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 to be 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 81.31% of the outstanding capital stock of the Company. Atty. Jacinto confirmed, for the record, proxies for 81.24% 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 (Please see Annex "B").

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 2023, was also acknowledged.

Atty. Jacinto advised the stockholders that an open forum will follow the presentation of the Annual Report for 2023. 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 25, 2023

The Chairman presented the first item in the Agenda which was the approval of the Minutes of the Regular Stockholders' Meeting held on May 25, 2023. 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. 2024-05-30-01

“RESOLVED, that the Minutes of the Regular Stockholders’ Meeting of Ginebra San Miguel Inc. held on May 25, 2023, be approved.”

IV. PRESENTATION OF THE 2023 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 2023.

Mr. Macalalag presented to the stockholders the Company’s Annual Report for 2023. A copy of his report is attached as Annex “C”.

During the open forum, the questions below were raised and answered. Questions submitted in advance through the dedicated email address stated in the Information Statement were first presented.

*From Maria Teresa Guimbal of Bacolod City:
How did the Company perform in the first quarter of 2024 and what do we expect for the rest of the year.*

Mr. Macalalag responded that the Company performed quite well for the 1st quarter of 2024. The volumes were up 17% from last year. Operating income reached 2.3B, which is 40% higher than last year. He also said that the Company already has several plans which are aimed to continue business growth. The Company and its employees are likewise determined to continue this outstanding performance until the end of the year.

*From Marcelino Torio of Pasig City:
Salamat po sa mataas na dibidendo. Dahil patuloy pa rin ang paglago ng Negosyo, magtutuloy tuloy pa rin po bai to ngayong taon?*

Mr. Ang answered that because of the exemplary performance of the Company for the past two years and even up to the first quarter of 2024, the Company will continue with the consistent payout of dividends to the stockholders.

As there were no other questions, a stockholder moved to close the open forum, and to approve and ratify the Annual Report for 2023, 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. 2024-05-30-02

“RESOLVED, that the open forum of stockholders be closed and that the Annual Report for 2023, 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 25, 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 "D".

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. 2024-05-30-03

"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 25, 2023 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 2024.

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 6, 2024. 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. Cecile L. Ang
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. 2024-05-30-04

"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 6, 2024, 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 2024.

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. 2024-05-30-05

"RESOLVED, that the auditing firm of R.G. Manabat & Co. be designated as External Auditor of the Company for the fiscal year 2024."

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. 2024-05-30-06

"RESOLVED, that the 2024 Regular Stockholders' Meeting of the Company be adjourned."

A copy of the voting results for each agenda item, including approving, dissenting, and abstaining votes for each agenda item is attached as Annex "E".

ATTESTED BY:



VIRGILIO S. JACINTO
Corporate Secretary

Annex "A"

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Ginebra San Miguel Inc.
PROXY VOTING MODULE
List of Stockholder Attendees

BALLOT NUMBER	ATTENDEE NAME	SHARES
	BERNARDO, CHRISTOPHER A. (COL FINANCIAL GROUP, INC.)	10
	ORTIGAS, IGNACIO RICARDO O. (CAMPOS, LANUZA & COMPANY, INC.)	16,000
	ANG*RAMON S.	5,000
	ALEJO III*FRANCISCO S.	5,000
	ALVEZ*LEO	5,000
	CALDERON*AURORA T.	5,000
	CLAUDIO*GABRIEL	5,000
	JARDELEZA*FRANCIS H.	5,000
	ANG*CECILE L.	5,000
	LAGMAN*AURORA SANTIAGO	5,000
	VILLARAMA, JR.*MARTIN S.	5,000
	RODRIGUEZ*ANA LEAH V.	5,000
	MACALALAG*EMMANUEL B.	5,000
	BAROY*CYNTIA M.	46,500
	CORTEZ*MONINA N.	30,000
	LIOANAG*ROSALINA A.	30,000
	LASIN*TEODORICO T.	1,500
	TAMAYO*ESTRELLA M.	6,500
		30,000
TOTAL NO. OF ATTENDEES		: 18
TOTAL NO. OF SHARES WITH BALLOT		: 0
TOTAL NO. OF SHARES W/OUT BALLOT		: 210,510
TOTAL NO. OF SHARES		: 210,510

*** END OF REPORT ***

Annex "B"

VOTING PROCEDURES

All stockholders as of April 26, 2024 shall have the right to vote during the 2024 RSM. Each of the said stockholders shall be entitled to one (1) vote for each share of stock (whether common or preferred) in his name in the books of the Company. However, in the election of directors, the nine (9) nominees with the greatest number of votes will be elected directors. A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Company multiplied by the whole number of directors to be elected.

The approval of proposals or matters submitted to a vote will require an affirmative vote of the stockholders representing the majority of the shares of stock present or represented by proxy at the meeting.

Counting of the proxy and ballots will be the method by which votes will be counted. The Corporate Secretary, with the assistance of the Company's stock transfer agent, SMC Stock Transfer Service Corporation, is authorized to count any votes cast for the said meeting.

Annex “C”

2023 ANNUAL REPORT TO THE STOCKHOLDERS

10 Years of Brand Strength and Growth

Fellow stockholders, ladies, and gentlemen, good afternoon.

In 2023, our company, Ginebra San Miguel Inc. marked a significant milestone: Our 10th consecutive year posting continuous volume growth, and record results. This achievement is a true testament to the enduring strength of our brands, and the dynamism and resilience of our organization.

Yet again, our volumes reached record levels, at 46.3 million cases, surpassing the prior year by 4%. Considering that ten years prior, in 2013, our volumes were just at 21 million cases, we can proudly say that we are now the undisputed market leader in the local spirits industry.

And while higher excise taxes and a significant increase in raw material prices still affected us, we were able to find ways to overcome such challenges--ultimately achieving 7-billion-peso net income level for the very first time.

2023 Growth from Adaptation to Market Changes Post-pandemic

Adapting our marketing communications, on-ground executions, and distribution to changes in consumer behavior post-pandemic, has been instrumental in sustaining our volume growth.

Our thematic campaign, “*Iba ang Ngiti Ngayon sa One Ginebra Nation*”, which mirrored Filipinos’ renewed courage to rise above circumstances after the pandemic, resonated well with our consumers. It even won as Best TV Ad at the Catholic Mass Media Awards (CMMA), under the Branded category – our 6th award from CMMA since 2020. This helped drive sales volume of our flagship brand Ginebra San Miguel to grow 4% in 2023, compared to the previous year.

Meanwhile, the upbeat “Choose What’s True” ad for GSM Blue, reflected renewed optimism among young drinkers, particularly as the easing of pandemic restrictions meant rekindled friendships and the pursuit of passions. With the positive reception for its refreshed packaging and the release of a new “Coolitro” 1-liter format, GSM Blue volumes increased 32%, cementing its place as our new second-largest brand.

We also intensified our implementation of consumer promos and on-ground executions, as the public restored confidence to go out. Our “*Ngiting Instanalo*” under-the-seal-and-cap promo garnered the highest number of redemptions, ever. Meanwhile, the revival of our Ginumanfest concerts and our staging of more activations in fiestas nationwide, allowed us again to engage directly with large crowds. We posted our highest attendance in a single event ever, at 22,000 people. We also worked to raise the image of gin among drinkers, through our “Gin-is-in” campaign that evolved to allow our consumers to physically experience our brands in the light of “Cool, Clear and Versatile”, the inherent qualities of gin among the liquor categories.

“Revenge-spending” also helped open an opportunity for us to aggressively develop markets and grab market share in high-potential areas. Intensified sampling and penetration activities were initiated, with special focus in the Visayas and Mindanao regions where Ginebra San Miguel and GSM Blue saw an encouraging volume improvement of 50% versus last year. Meanwhile, the continued expansion of our distribution reach nationwide, further helped sustain volume growth.

All these equity-building efforts helped sustain our volumes, despite our implementation of a price hike beginning February 2023. This adjustment sufficiently covered increase in excise tax and the cost of raw materials such as molasses and alcohol.

Given all these, our consolidated revenues reached Php53.6 billion, 13% higher than the previous year, while gross profit improved 12% to Php12.8 billion. With an increase in selling and administrative expenses of 9% to Php6.0 billion, income from operations stood at Php6.8 billion, 14% better than in 2022. Together with the one-time income from the sale of our rights to Don Papa, our net income surged 55% to Php7.0 billion--our highest ever.

Also worth noting are our achievements in reducing our impacts to the environment. Among the most notable for 2023: Saving 1.2 billion liters of scarce water, under our parent San Miguel Corporation's Water-For-All project. Also, increased bottle collection of 6%, and the elimination of the plastic pourers for GSM Blue, in support of our own sustainability goals, aligned with SMC's.

2024 Growth Beyond Uncertainties

Given all that we have achieved, 2023 will indeed be a tough act to follow. But with consumer spending further picking up, we're cautiously optimistic--even as we are well aware of the continuing risk from impacts of extreme weather, and the lingering effects of geopolitical tensions.

We implemented a price increase last February, to help sustain our margins, given the mandated adjustment in excise tax, and the continuous rise in the price of molasses. Our strong brand equity and improvements in our supply chain, helped carry us through the first quarter.

Our sales volume in the first three months remained upbeat, with a growth of 8% from the comparable period last year. With higher selling prices, revenues climbed 17% from the same period last year, to Php15.1 billion. Improved biogas generation at our distillery, and stable costs for major materials, lifted gross profit by 22% to Php3.7 billion.

A minimal hike in selling and administrative expenses of 3% to Php1.4 billion, pushed income from operations to Php2.3 billion, significantly better than last year by 40%. Net income ended at Php1.9 billion, 25% lower than the previous year. However, without the one-time gain in 2023, net income would have been higher by 38%.

On behalf of the members of the Board, I extend our sincere gratitude to our employees, partners, and customers, for their unwavering support. This year, we celebrate the 190th anniversary of brand Ginebra San Miguel. Let us continue the same spirit of resilience and "tapang" that have enabled us to endure, not just as a company, but as a nation.

Maraming salamat po, at magandang hapon po sa inyong lahat.

Annex “D”

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. Approval of the amendments to the General Board Resolution of the Company
4. Approval of the material related party transactions of the Company for 2024
5. Approval of the audited separate and consolidated financial statements of the Company for 2023
6. Approval of the 2024 budget
7. Declaration of regular and special dividends to holders of common shares of the Company
8. Approval of the SEC Form 17-Q (Quarterly Reports) of the Company for 2023
9. Promotion of Mr. Lewisito D. Leonillo, National Logistics Manager, to Assistant Vice President
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 2024 and their appointment for non-audit services
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 30, 2024
12. Approval of the authority of the Compliance Officer to accomplish and submit the Company's 2023 SEC Form Integrated Annual Corporate Governance Report (I-ACGR)
13. Ratification of the Company's new Vision, Core Purpose and Sustainability Commitment
14. Approval of the Schedule and Agenda of the 2024 Regular Stockholders' Meeting
15. Approval of SEC Form 17-Q (Quarterly Report) of the Company for the 1st Quarter of 2024

Annex “E”

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

NOM. NO.	NOMINEE	VOTES
1	RAMON S. ANG	232,114,128
2	FRANCISCO S. ALEJO III	218,142,950
3	LEO S. ALVEZ	217,718,530
4	AURORA T. CALDERON	218,018,530
5	GABRIEL S. CLAUDIO	218,142,950
6	FRANCIS H. JARDELEZA	218,142,950
7	CECILE L. ANG	218,142,950
8	AURORA S. LAGMAN	232,158,258
9	MARTIN S. VILLARAMA	232,314,018
Total votes registered		2,093,526,162
Total votes counted for election of board nominees		2,004,895,264
Total uncast votes for election of board nominees		88,630,898

RES. NO.	RESOLUTION	SHARES VOTED	% TO TOTAL O.S.
2	Approval of the Minutes of the Regular Stockholders' Meeting held on May 25, 2023	232,614,018	81.240%
	For	232,614,018 -	81.240%
	Against	0 -	0.000%
	Abstain	0 -	0.000%
3	Presentation of the Annual Report of the Company for the year ended December 31, 2023	232,614,018	81.240%
	For	232,614,018 -	81.240%
	Against	0 -	0.000%
	Abstain	0 -	0.000%
4	Ratification of Acts and Proceedings of the Board of Directors and Corporate Officers	232,614,018	81.240%
	For	232,578,788 -	81.228%
	Against	0 -	0.000%
	Abstain	35,230 -	0.012%
5	Appointment of R.G. Manabat & Co. as External Auditor of the Company for 2024	232,614,018	81.240%
	For	232,614,018 -	81.240%
	Against	0 -	0.000%
	Abstain	0 -	0.000%

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	232,614,018	
Attending stockholders	210,510	
	232,824,528	81.314%
LESS :		
Invalidated / knocked-off / Uncast shares - Proxy Assignees	0	
Knock-off by attending stockholder	0	
Invalidated shares - Stockholders	0	
Uncast shares of stockholders	210,510	
TOTAL SHARES/VOTES COUNTED	232,614,018	81.240%
NOTE:		
Total no. of stockholders in attendance	18	
Total no. of stockholder with ballots	0	
*** END OF REPORT ***		