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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 | May 27, 2024 |

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, 27 May 2024, through e-mail.

Filed on behalf by:

| | |
|--------------------|---|
| Name | Francis Joseph Cruz |
| Designation | General Counsel and Assistant Corporate Secretary |

COVER SHEET

1 4 2 3 1 2
S. E. C. Registration Number

G I N E B R A
S A N M I G U E L
I N C .

(Company's Full Name)

3RD A N D 6TH F L O O R S ,
S A N M I G U E L
P R O P E R T I E S C E N T R E ,
S T . F R A N C I S S T R E E T ,
O R T I G A S C E N T E R ,
M A N D A L U Y O N G C I T Y

(Business Address: No. Street City/Town/Province)

FRANCIS JOSEPH A. CRUZ
Contact Person

8841-5100
Company Telephone Number

Month

Day

Advisement Report on Material Related Party
Transactions with Secretary's Certificates
FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



**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: May 27, 2024¹

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 | Contract was signed and executed on May 27, 2024 covering supply of second-hand bottles for the year 2024. Supply of second-hand bottles used for | To ensure regular supply of second-hand bottles which are essential to the packaging of GSMI products. | Php27,767,805,388.00 | Php2,471,466,257.00 <u>*This amount is only based on forecast usage and estimated volume until December 31, 2024. This value may vary depending on the actual orders, as</u> | 8.90% | N/A | Unanimously approved by the Board of Directors during the Regular Board meeting held on March 6, 2024. ³ |

¹ Date of the execution of the contract which resulted to meeting the materiality threshold of 10%.

² Based on the 2023 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. Francisco S. Alejo III, Mr. Leo S. Alvez, Ms. Aurora T. Calderon, Mr. Gabriel S. Claudio, Mr. Francis H. Jardeleza, Ms. Ana Leah V. Rodriguez, Ms. Aurora S. Lagman (independent) and Mr. Martin S. Villarama, Jr. (independent).

| | | | | | | | |
|--|---|--|--------|---|--------------|------------|--------|
| | <p>the manufacture and sale of GSMI products.</p> <p>No fixed number of second-hand bottles to be ordered per transaction, GSMI will order bottles from SMC-SLC on "as needed" basis.</p> | | | <p><u>orders are made on "as needed" basis.</u></p> | | | |
| <p>Agreement for the Transport of Alcohol (Barging Services)</p> | <p>Contract Duration is from January 1, 2024 to December 31, 2026.</p> <p>Transport and handling of GSMI's raw material used in the manufacture of its products.</p> | <p>To ensure the performance of the required services, needed for business operations.</p> | -same- | <p>Php271,310,994.00</p> | <p>0.98%</p> | <p>N/A</p> | -same- |
| <p>Forklift and Materials Handling Agreement (Cabuyao and Mandaue Plant)</p> | <p>Contract Duration is from November 21, 2022 to April 30, 2024.</p> <p>Transport from one area to another and handling of GSMI's materials such as empties and full goods.</p> | <p>To ensure the performance of the required services, needed for business operations</p> | -same- | <p>Php4,560,020.00</p> | <p>0.02%</p> | <p>N/A</p> | -same- |

| | | | | | | | |
|---|---|--|---------------|--------------------------|--------------|------------|---------------|
| <p>Freight forwarding (door-to-door and port-to-port)</p> | <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> | <p>To ensure the performance of the required services, needed for business operations.</p> | <p>-same-</p> | <p>Php252,421,325.00</p> | <p>0.91%</p> | <p>N/A</p> | <p>-same-</p> |
|---|---|--|---------------|--------------------------|--------------|------------|---------------|

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:




EMMANUEL B. MACALALAG
General Manager



VIRGILIO S. JACINTO
Corporate Secretary and
Compliance Officer

SMC SHIPPING AND LIGHTERAGE CORPORATION

By:



SHIELA MARY A. AHING
Finance Manager

SECRETARY'S CERTIFICATE

I, **Francis Joseph A. Cruz**, of legal age, single, Filipino, with office address at San Miguel Corporation, No. 40, San Miguel Avenue, 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 25, 2023** and as amended in the Regular Meeting of the Board on **August 2, 2023**, 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:

GROUP

NAME

A

Virgilio S. Jacinto

x x x

Emmanuel B. Macalalag

x x x"

4. I certify that **Atty. Virgilio S. Jacinto** and **Mr. Emmanuel B. Macalalag** 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 27th day of May 2024 at Mandaluyong City.

Francis Joseph A. Cruz
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 27th day of May 2024 at Mandaluyong City, affiant exhibiting to me his Driver's License No. N01-08006180 expiry on 15 September 2024.

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Page No. 63
Book No. 1
Series of 2024.



CHRISTINE ANGELICA D. FELIX
Commission No. 0586-23
Notary Public for Mandaluyong City
Until December 31, 2024
GSMI, 6th Floor, San Miguel Properties Centre,
St. Francis Street, Mandaluyong City
Roll No. 64625

PTR No. 3199280; 01/12/2024; Mandaluyong City
IBP Lifetime Member No. 013708; 04/13/2015; RSM
MCLE Compliance No. VII-0019301; 04/14/25; 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 **31 May 2023**, 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 xxx 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 MAY 15 2024 at Mandaluyong City.

MAJALLA S. BAUN
MAJALLA S. BAUN
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this MAY 15 2024, affiant exhibiting to me her Philippine Passport with No. P9229054A issued on 19 October 2018, at DFA NCR East.

Doc. No. 362;
Page No. 8;
Book No. VI;
Series of 2024.

JOSE ANGELITO M. ILANO
JOSE ANGELITO M. ILANO
Commission No. 0520-23
Notary Public for Mandaluyong City
Until December 31, 2024
SMC, 40 San Miguel Ave., Mandaluyong City
Roll of Attorneys No. 62172
PTR No. 5427158; 01/02/2024; Mandaluyong City
IBP Lifetime Member No. 018308; 12/14/17; Quezon City
MCLE Compliance No. VII-0016522; 04/28/22; Pasig City

