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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	Jul 26, 2024

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, 26 July 2024, through e-mail.

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 26, 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 ³
Supply of Brand-New Bottles	Purchase Orders were issued from January 1, 2024 to July 26, 2024 Supply of brand-new bottles used for the manufacture and	To ensure regular supply of brand-new bottles which are essential to the packaging of GSMI products.	Php27,767,805,388.00	Php2,782,002,980.00 *This amount pertains to the Purchase Orders issued.	10.02%	N/A	Unanimously approved by the Board of Directors (hereinafter, the "Board") during the Board meeting held on March 6, 2024.

¹ Date of actual meeting of the materiality threshold of 10% for 2024.

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 SMYPC: 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>sale of GSMI products.</p> <p>No fixed number of brand-new bottles to be ordered per transaction. GSMI orders bottles from SMYPC on "as needed" basis.</p>						
Supply of Brand-New Pallets and Shells	<p>Purchase Orders were issued from January 1, 2024 to May 16, 2024</p>	<p>To ensure availability of plastic pallets and shells which are essential for the production, storage, handling and transportation of GSMI products.</p>	-same-	Php62,655,897.00	0.23%	N/A	-same-
Warehouse Rental	<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>	<p>To ensure the availability of storage area for GSMI's products and materials</p>	-same-	Php10,984,842.00	0.04%	N/A	-same-

Pallets Lease Agreement	<p>Contract duration is from January 1, 2024 to December 31, 2024</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	0.08%	N/A	-same-
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--- nothing follows---

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.

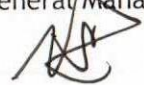
GINEBRA SAN MIGUEL INC.

SAN MIGUEL YAMAMURA PACKAGING CORPORATION

By:



EMMANUEL B. MACALALAG
General Manager



VIRGILIO S. JACINTO
Corporate Secretary and
Compliance Officer

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 30, 2024**, 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 26th day of July 2024 at Mandaluyong City.

Francis Joseph A. Cruz
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 26th day of July 2024 at Mandaluyong City, affiant exhibiting to me his Driver's License No. N01-08006180 expiry on 15 September 2024.

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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

REPUBLIC OF THE PHILIPPINES)
CITY OF MANDALUYONG) S.S.

SECRETARY'S CERTIFICATE

I, **DANTE MIGUEL V. CADIZ**, 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 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 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 21 February 2024, where a quorum was present for a valid transaction of business, the Board passed and approved the updates in depository banks and authorized signatories 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;

[...]

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.

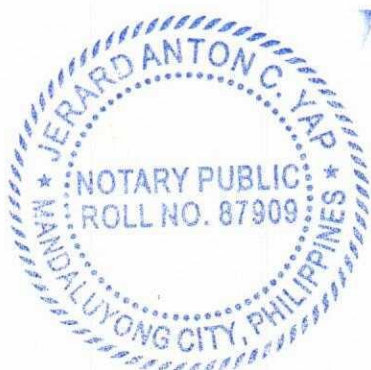
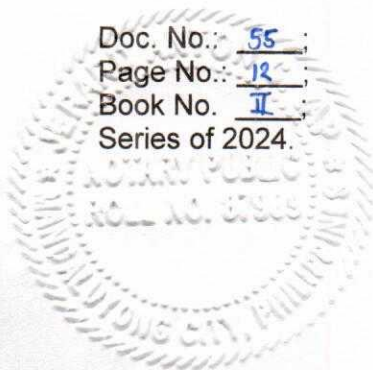
IN WITNESS WHEREOF, I have hereunto set my hand this JUL 23 2024 day of July 2024 at Mandaluyong City.

Dante Miguel V. Cadiz
DANTE MIGUEL V. CADIZ
Corporate Secretary

JUL 23 2024

SUBSCRIBED AND SWORN to before me this ___ day of _____ 2024 at Mandaluyong City, affiant exhibiting to me his Passport No. P4481357B issued at DFA NCR East on January 21, 2020.

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Jerard Anton C. Yap
JERARD ANTON C. YAP
Commission No. 0682-23
Notary Public for Mandaluyong City
Until December 31, 2024
SMYPC, 8th Floor, San Miguel Properties Centre,
No. 7 St. Francis Street, Mandaluyong City
Roll No. 87909
PTR No. 5423080; 01/02/2024; Mandaluyong City
IBP No. 403735; 01/05/2024; Makati Chapter