

I. DISCLOSURE AND TRANSPARENCY

12) Ownership Structure

(a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
USAUTOOCO, INC.	126,620,891	34.00	USAUTOOCO, INC.
U.S. Automotive Co., Inc.	55,963,803	15.02	U.S. Automotive Co., Inc.
PCD Nominee Corp. – Filipino	49,981,575	13.43	Alejandro C. Dizon
Southville Commercial Corporation	29,686,293	7.97	Southville Commercial Corp.

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Ma. Cristina D. Padolina	38,316	0.00	0.0103
Cesar F. Tan	19,735	0.00	0.0053
Maria Clara Perlita Erna V. Yabut	4,000	0.00	0.0011
Teresa R. Perez	3,226	0.00	0.0009
Dr. Flordeliza Anastacio	649	0.00	0.0001
Dr. Olivia Limuaco	12,153	0.00	0.0033
Corazon M. Tiongco	10,108,404	0.00	2.7143
Bernardita T. Traje	753	0.00	0.0002

13) Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes
Details of whistle-blowing policy	Yes
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes
Training and/or continuing education programme attended by each director/commissioner	Yes
Number of board of directors/commissioners meetings held during the year	Yes
Attendance details of each director/commissioner in respect of meetings held	Yes
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes

Should the Annual Report not disclose any of the above, please indicate the reason for the non-disclosure.

14) External Auditor's fee

Name of auditor	Audit Fee	Non-audit Fee
Sycip, Gorres, Velayo and Co., Inc.	₱800,000.00	Does not apply

SEC2015 2014 Page 11

15) Medium of Communication

List down the mode/s of communication that the company is using for disseminating information.

- Through company website
- E-mail
- Telephone/Fax
- Posting/mail
- News Releases

16) Date of release of audited financial report: July 2014, filed with income tax return to the BIR.

17) Company Website

Does the company have a website disclosing up-to-date information about the following?

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of association)	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

18) Disclosure of RPT

RPT	Relationship	Nature	Value
Philtrust Bank	Interlocking directorship	Operating Lease	₱24 million a year

When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities which are under common control with the reporting enterprise, or between and/or among the reporting enterprise and its key management personnel, directors, or its stockholders. In considering each

possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Transactions between related parties are based on terms similar to those offered to non-related parties. Under the Company policy, shareholders are prohibited to obtain loans and advances from/to the Company.