

MINUTES OF THE COMMITTEE MEETING

**Board Audit and Compliance Committee
of
VALUE CARE HEALTH SYSTEMS, INC.
("Company")**

No. 33, Meralco Avenue, Barangay San Antonio
Pasig City, Metro Manila
10 July 2025, 11:00 AM

PRESENT:

Mr. Owen Y. Lee - *Chairman*
Mr. Wing Kuen Moses Hee
Mr. Yue Kiu Kenny Chan

ALSO PRESENT:

Atty. Jazmin Yacob
Ms. Christine Joy O. Alejo
Atty. Roselle P. Perez-Bariuan
Atty. Nasha Jemimah R. Reyes-Ferrer
Atty. Danica Mae M. Godornes

I. CALL TO ORDER AND DETERMINATION OF QUORUM

At the request of the Chairman, the meeting was called to order, with the latter presiding over the same. The Corporate Secretary ("**Secretary**"), Atty. Nasha Jemimah R. Reyes-Ferrer, recorded the Minutes of the proceedings.

With a majority of the members of the Board Audit and Compliance Committee ("**Committee**") present, the Secretary certified the existence of a quorum for the transaction of business at hand.

II. AGENDA

The Chairman informed the Committee of the need to deliberate on the initial drafts of governance and compliance policies prior to their endorsement to the Board for approval. He emphasized that the Committee's role is to ensure that the policies are robust, compliant with regulatory requirements, and aligned with the best corporate governance practices.

III. PRESENTATION OF POLICIES

A. Whistleblowing Policy

Atty. Roselle P. Perez-Bariuan ("**Atty. Perez-Bariuan**"), the Company's Compliance/AML Officer, presented the first draft of the Whistleblowing Policy and explained that the policy aims to promote transparency, accountability, and early detection of misconduct. She summarized the key provisions on:

- a. Scope of application
- b. Reporting channels
- c. Investigation procedures
- d. Confidentiality safeguards
- e. Disciplinary consequences for malicious reporting

Delineation Between Whistleblowing and Grievance Mechanisms

Chairman Lee inquired whether the policy clearly distinguishes between whistleblowing reports and ordinary Human Resource (HR) grievances to prevent misuse of the system. He emphasizes that whistleblowing must focus strictly on:

- a. Fraud
- b. Corruption
- c. Regulatory breaches
- d. Ethical violations
- e. Serious misconduct

Atty. Perez-Bariuan clarified that the draft specified that whistleblowing is intended for reporting serious misconduct, ethical breaches, and policy violations, and not for resolving personal conflicts or routine workplace disputes.

Confidentiality and Access Control

Mr. Yue Kiu Kenny Chan ("**Mr. Chan**") asked whether anonymous reporting is expressly allowed and how the Company ensures the protection of identity where anonymity is requested.

Atty. Perez-Bariuan responded that anonymous reporting is permitted, and that access to identifying information is restricted to HR and internal audit personnel directly involved in validation.

Coverage of Third Parties

Mr. Wing Kuen Moses Hee ("**Mr. Hee**") asked whether whistleblowing protections extend to contractors, business affiliates, and related parties.

Atty. Perez-Bariuan confirmed that the scope of the policy expressly included shareholders, directors, officers, employees, contractors, affiliates, and related entities insofar as their actions relate to Company operations.

Upon motion duly made and seconded, the Committee approved the Whistleblowing Policy.

B. Non-Retaliation Policy

Atty. Perez-Bariuan presented and explained that the first draft of the Non-Retaliation Policy ensures the protection of whistleblowers, witnesses, complainants, employees participating in investigations, and even former employees.

Determination of Retaliation

Chairman Lee asked how retaliation is objectively determined, particularly in situations where management actions (e.g., reassignment or performance review) occur shortly after a complaint is filed.

Atty. Perez-Bariuan explained that the policy outlines guiding principles including:

- a. Causal link
- b. Timing
- c. Legitimate business justification
- d. Pattern of behavior

Atty. Perez-Bariuan further explained that these factors are not applied in isolation, but are evaluated collectively during the investigation process in order to determine whether retaliation is likely to have occurred.

The Committee acknowledged the explanation and noted that the framework provides a reasonable basis for evaluating potential retaliation while allowing management to continue exercising legitimate supervisory functions.

Prohibited Conduct

Chairman Lee likewise inquired whether subtle forms of retaliation, such as exclusion from meetings or withholding access to training, are covered.

Atty. Perez-Bariuan confirmed that workplace hostility, isolation, and interference with career development are expressly included as prohibited conduct.

Discipline

Mr. Chan asked whether the disciplinary consequences for retaliation are harmonized with the Company's Code of Discipline.

It was clarified that retaliation may constitute serious misconduct and may result in suspension or dismissal depending on severity.

Procedure

Mr. Hee inquired whether the investigation of retaliation complaints followed the same procedural safeguards as whistleblowing cases.

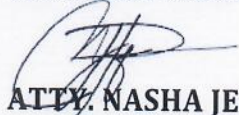
Atty. Perez-Bariuan confirmed that complaints undergo validation, issuance of notice to explain, administrative hearing, recommendation, and final decision.

After comprehensive discussion and clarification of procedural safeguards, and upon motion duly made and seconded, the Committee approved the Non-Retaliation Policy.

IV. ADJOURNMENT

There being no other matters to discuss, the meeting was, upon motion duly made and seconded, adjourned.

CERTIFIED TRUE AND CORRECT:



ATTY. NASHA JEMIMAH R. REYES-FERRER
Corporate Secretary

ATTESTED BY:

MR. OWEN Y. LEE


MR. WING KUEN MOSES HEE


MR. YUE KIU KENNY CHAN