

MINUTES OF THE COMMITTEE MEETING

Board Risk Oversight Committee of VALUE CARE HEALTH SYSTEMS, INC.

No. 33, Meralco Avenue, Barangay San Antonio
Pasig City, Metro Manila
10 July 2025, 1:00 PM

PRESENT:

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

ALSO PRESENT:

Ms. 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 Risk Oversight 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 best corporate governance practices.

III. PRESENTATION OF POLICIES

A. Anti-Money Laundering/Counter Financing of Terrorism (AML/CFT) Policy

Atty. Roselle P. Perez-Bariuan ("**Atty. Perez-Bariuan**"), the Company's Compliance/AML Officer, presented the updated draft of the Anti-Money Laundering and Counter Financing of Terrorism (AML/CFT) Policy.

She outlined the key components:

- a. Know Your Customer (KYC)
- b. Customer Due Diligence (CDD)
- c. Suspicious Transaction Reporting (STR)
- d. Sanctions Screening
- e. Transaction Monitoring

Risk-Based Customer Due Diligence

Chairman Chan asked whether the KYC process is risk-based and whether enhanced due diligence procedures applied to high-risk customers.

Atty. Perez-Bariuan confirmed that the policy adopts risk-based customer profiling which determined the level of monitoring and documentation required.

Sanctions Screening and Monitoring

Chairman Chan further inquired how sanctions screening is conducted and whether automated systems are utilized.

Atty. Perez-Bariuan explained that screening is performed against updated sanctions lists and that the adoption of automated monitoring tools is being considered.

Employee Training

Mr. Wing Kuen Moses Hee ("**Mr. Hee**") inquired whether regular AML/CFT training is mandatory for employees.

Atty. Perez-Bariuan confirmed that AML/CFT training will form part of employee onboarding and continuing compliance education.

After discussion, and upon motion duly made and seconded, the Committee approved the AML/CFT Policy.

B. Alternative Dispute Resolution (ADR) Policy

Atty. Perez-Bariuan stated that the Committee's prior discussions on alternative dispute resolution focused on cultivating a culture of fair and efficient dispute resolution, consistent with ethical governance.

Voluntariness of Alternative Dispute Resolution

Chairman Chan stressed that ADR mechanisms must be voluntary and non-coercive. As such, he asked whether participation in ADR is voluntary and whether parties retained the right to pursue formal legal remedies if mediation fails.

Atty. Perez-Bariuan explained that the policy expressly provides that ADR participation is voluntary and does not extinguish access to formal dispute mechanisms.

Mediator Concerns

Chairman Chan also raised concerns regarding mediator neutrality and potential conflicts of interest. He asked whether the policy provided safeguards to ensure impartiality.

Atty. Perez-Bariuan noted that the policy required mediators to maintain neutrality and independence, and expressly prohibits coercion or provision of legal advice during mediation.

Assurance of Confidentiality

Mr. Hee inquired whether confidentiality is sufficiently protected to prevent reputational harm under the policy.

Atty. Perez-Bariuan discussed that the policy provides that ADR proceedings are confidential, settlement agreements are documented in writing, and disclosures were limited to authorized persons.

Scope of ADR

Mr. Hee further asked whether the scope of ADR extended beyond employee disputes to include governance-related conflicts, contractual disagreements, and stakeholder concerns.

Atty. Perez-Bariuan stated that the policy explicitly covered workplace disputes, contract controversies, corporate governance-related conflicts, client and partner disputes, and patient complaints where legally permissible.

ADR Outcomes

Chairman Chan asked whether ADR outcomes are tracked to identify systemic issues.

Atty. Perez-Bariuan explained that this requirement must be incorporated into the policy for the tracking of ADR outcomes, periodic evaluation of dispute patterns, and policy review for continuous improvement.

After discussion, and upon motion duly made and seconded, the Committee approved the Alternative Dispute Resolution Policy as amended.

C. Anti-Bribery and Corruption Policy

Atty. Perez-Bariuan explained that the policy prohibits bribery, facilitation payments, kickbacks, and improper political contributions, and sets standards for gifts, hospitality, and third-party due diligence.

Prohibition on Facilitation Payments

Chairman Chan raised the issue of facilitation payments and recommended its categorical prohibition.

Atty. Perez-Bariuan confirmed that the policy prohibits facilitation payments under all circumstances.

Due Diligence on Vendors or Agents

Mr. Hee had emphasized the importance of mandatory third-party due diligence before engaging vendors or agents.

Atty. Perez-Bariuan confirmed that the final draft incorporates this requirement.

Gifts and Hospitality Thresholds

Chairman Chan had earlier sought clearer standards regarding gifts and hospitality thresholds. The final policy now included structured reporting obligations and clearer guidance.

After extensive deliberation and clarification of safeguards, and upon motion duly made and seconded, the Committee approved the Anti-Bribery and Corruption 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. YUE KIU KENNY CHAN



MR. WING KUEN MOSES HEE