

**MINUTES OF THE JOINT DIRECTORS' AND STOCKHOLDERS' MEETING
VALUE CARE HEALTH SYSTEMS, INC.
("Corporation")**

Held at No. 33 Meralco Avenue, Barangay San Antonio Pasig City, Metro Manila
29 August 2025, 10:00 AM

PRESENT:

Name	Position	Number of Shares
MiCare Healthtech Holdings (Pte Ltd)	Stockholder	451,277,128
Represented by: Mr. Wing Kuen Moses Hee	Chairman/Director	
Dr. Samuel D. Ang	Director	11,875,714
Dr. Patricia L. Tan	Stockholder	11,875,714
Mr. Wing Kuen Moses Hee	Chairman	1
Dr. Elmer M. Palomata	Director/President	1
Mr. Yue Kiu Kenny Chan	Director	1
Mr. Owen Y. Lee	Independent Director	1
Total		475,028,560

ALSO PRESENT:

Atty. Roselle P. Perez-Bariuan
Atty. Nasha Jemimah R. Reyes-Ferrer
Atty. Danica Mae M. Godornes
Atty. Kara C. Ramos

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.

Since at least a majority of the members of the Board are present, and more than two-thirds of the shareholders of the Corporation being present, the Corporate Secretary certified that a quorum existed for the transaction of the business at hand.

II. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

Upon motion duly made and seconded, the reading of the minutes of the Joint Directors' and Stockholders' Meeting held on 31 July 2025 was dispensed with and the same was approved, as previously circulated to the stockholders.

III. RATIFICATION OF AD REFERENDUM RESOLUTION - APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

The Chairman discussed the Ad Referendum Resolution dated 19 August 2025. This resolution pertains to the urgent need to approve the latest Audited Financial Statements of the Corporation for the year ended 31 December 2024 ("2024 AFS").

The Chairman likewise requested a formal motion to ratify these actions for the official record.

Upon motion duly made and seconded, there being no objections, the following resolutions were unanimously approved:

"RESOLVED, that the Board of Directors of **VALUE CARE HEALTH SYSTEMS, INC.** (the "**Corporation**") approved the Audited Financial Statements for the year ended 31 December 2024 ("**2024 AFS**");

"RESOLVED, FURTHER, that the Board approved the issuance of the 2024 AFS of the Corporation as audited by **R.G. Manabat & Co.** and the filing thereof with the pertinent regulatory agencies, including but not limited to the Bureau of Internal Revenue and the Securities and Exchange Commission;

"RESOLVED, FINALLY, that these resolutions shall continue to be in full force and effect until otherwise modified, cancelled, or revoked by the board of directors of the Corporation."

The stockholders present likewise unanimously approved and ratified the above resolution authorizing the issuance of the Corporation's 2024 AFS.

IV. MATTERS FOR APPROVAL

1. Approval of Corporate Governance and Compliance Policies

The Chairman discussed the need to adopt and formally approve corporate governance and compliance policies in relation to the ACGR requirement under Insurance Commission Circular No. 2020-72. The policies, as previously approved and endorsed by the relevant Committees of the Corporation, were presented and attached herein as Annexes "A" to "I".

Upon motion duly made and seconded, there being no objections, the following resolutions were unanimously approved:

"RESOLVED, that **VALUE CARE HEALTH SYSTEMS, INC.** (the '**Corporation**') hereby adopts and approves the following corporate governance and compliance policies of the Corporation to comply with the requirements of the Insurance Commission:

1. *Whistleblowing Policy*, establishing confidential reporting channels, including e-mail, designated landlines, face-to-face reporting, and drop boxes;
2. *Non-Retaliation Policy*, ensuring that no director, officer, or employee shall be subjected to retaliation for good-faith reporting of violations or participation in investigations;
3. *Policy on Board Gender Diversity*, promoting balanced representation of men and women on the Board;
4. *Policy on Tenure of Directors*, which include a maximum cumulative nine (9)-year tenure for Independent Non-Executive Directors;
5. *Anti-Money Laundering / Counter-Financing of Terrorism (AML/CFT) Policy*, in compliance with AMLA and its implementing rules;
6. *Policy on Directors' Conflict of Interest*, ensuring independence, integrity, and accountability;
7. *Alternative Dispute Resolution (ADR) Policy*, encouraging non-litigious resolution of corporate governance-related disputes;
8. *Related-Party Transactions Policy*, requiring arm's-length dealings, appropriate oversight, and control systems; and
9. *Anti-Bribery and Corruption Policy*, adopting a strict zero-tolerance approach to bribery and corruption;

"RESOLVED, FURTHER, that the Corporation hereby creates a Succession and Compensation Committee to oversee matters relating to board and senior management succession planning, compensation structure, performance evaluation, and related governance functions. The Committee shall be composed of **Mr. Wing Kuen Moses Hee, Mr. Subroto Banerji, Mr. Yue Kiu Kenny Chan, and Mr. Owen Y. Lee**, and shall operate in accordance with its charter and applicable regulatory requirements."

2. VAT Audit 2024

The Chairman also discussed the need to appoint authorized representatives in relation to the Bureau of Internal Revenue's (BIR) audit of Value-Added Tax of the Corporation for the taxable period 01 January 2024 to 31 December 2024. After their discussion, and upon motion duly made and seconded, there being no objections, the following resolution was unanimously approved:

"RESOLVED, that **VALUE CARE HEALTH SYSTEMS, INC.** (the 'Corporation') hereby names, constitutes and appoints its **Chief Finance Officer, Ms. Shirley M. Catibog** and/or **DIVINA LAW OFFICES**, specifically, **Attys. Roberto L. Tan, Lean Jeff M. Magsombol, Julie Ann C. Manguiat, Andrew**

Gil B. Ambray, Messrs. Edward Harris G. Flores, Anthony A. Mendiola, Laurence A. Canceran, Joven S. Pascual, Jonar P. Divina, Richard Marthy M. Orpeza, John Michael C. Granil, Rommel V. Opiz, Glorious V. Sumajit, Acie Capellan, Roy Vincent Yabyabin, Mark Anthony Arevalo, Crispino Yague, Jr., Rommel Martinez, or any other lawyer or staff as may be appointed by the Managing Partner of the aforementioned Firm, to do and perform all or any of the following acts:

1. To represent the Corporation in any conference, proceeding or action before the Bureau of Internal Revenue ('**BIR**') in relation to the audit of Value-Added Tax of the Corporation for the taxable period 01 January 2024 to 31 December 2024 pursuant to Letter of Authority AUDM18-00.20-2025-027924, Electronic Letter of Authority No. 202500007530 dated 28 July 2025 (the '**2024 VAT Audit**');
2. To receive any correspondence, assessment, order, decision, or any other documents that may be issued by BIR in relation to the 2024 VAT Audit;
3. To sign, execute, issue, submit, and file any position paper, reply, protest, certification, affidavit, and other papers with BIR or any other party, as they may deem necessary or required to protect the interest of the Corporation; and
4. To do and perform such other acts and things as they may deem necessary to carry into effect any of the powers herein conferred upon them as the Corporation may do;

"RESOLVED, FURTHER, that the Corporation ratifies and confirms any and all acts which any of the foregoing may lawfully do or cause to be done pursuant to this authority and within the limits herein granted."

V. ADJOURNMENT

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

ATTESTED BY:



MR. WING KUEN MOSES HEE
Chairman

CERTIFIED TRUE AND CORRECT:



ATTY. NASHA JEMIMAH R. REYES - FERRER
Corporate Secretary

	Value Care Health Systems Inc.	Document Code: XXX	Page No. 1
	Whistleblowing Policy	Effectivity Date: XXX	Revision No. 0

I. PURPOSE

This Whistleblowing Policy is essential for promoting a transparent and ethical workplace where employees and stakeholders feel empowered to report concerns without fear of retaliation. By fostering a culture of accountability, the policy helps ensure early detection of issues, promotes fairness, and supports timely corrective actions.

For the organization, it strengthens risk management, enhances its reputation, and ensures compliance with legal and ethical standards, ultimately contributing to long-term success and sustainability.

II. POLICY

Value Care Health Systems, Inc. (“ValuCare” or the “Company”) is committed to maintaining high ethical standards, honesty, and full compliance with all laws and regulations. We believe that creating an open and responsible workplace is essential to the success and long-term sustainability of the Company. All Company Personnel and third parties are encouraged to report any concerns about potential wrongdoing, unethical behavior, or violations of company policies in good faith.

Reporting in Good Faith

- Company personnel are encouraged to use the Whistleblowing System in good faith, aiming to uphold the Corporate Good Governance Policies and values, and to support the overall well-being of the Company as it works to fulfill its responsibilities to its stakeholders.
- Whistleblowing should only be used for its intended purpose of reporting concerns related to wrongdoing or misconduct, not for resolving personal conflicts, questioning the Company's financial or business decisions, or revisiting staff matters that have already been addressed through the grievance process.
- If an employee is found to have intentionally made a false or malicious report for personal gain or with an ulterior motive, the Company reserves the right to take appropriate action against the employee (whether whistleblower or witness) to recover any losses or damages caused by the false report. Disciplinary measures, including potential dismissal, may be enforced where applicable.
- These actions will follow the guidelines set out in the Corporate Good Governance policies, Code of Discipline Handbook, and the Department of Labor and Employment (DOLE) regulations.

	Value Care Health Systems Inc.	Document Code: XXX	Page No. 2
	Whistleblowing Policy	Effectivity Date: XXX	Revision No. 0

Confidentiality

- All Whistleblowing Reports including the identity of the Whistleblower, Witnesses, and employees named in the complaint will be treated in a confidential manner, unless the Company is otherwise required or compelled by law to release such information.
- The Whistleblowing officer shall take appropriate steps to secure and protect the integrity and confidentiality of all records and information obtained, gathered, and collected pursuant to a Whistleblowing Report.

Anonymous Reporting

- Any whistleblowing report must be made or filed through any of the various *reporting channels*.
- To aid further investigation of the Whistleblowing Report, a Whistleblower who files a report anonymously may choose to provide a means of contact without compromising their anonymity (e.g., use the drop box, or communicating via text messages with a mobile phone number).

Malicious Allegations

- In case the Whistleblowing Officer/s should determine, after investigation, that the **Whistleblower and/or Witness has made baseless, untruthful, fabricated, malicious, or vexatious allegations, disciplinary action may be taken against the Whistleblower and Witness in accordance with applicable laws, rules, and Company regulations** to protect the good name of persons that may have been unjustly accused or implicated.

III. SCOPE

This Policy applies to all individuals associated with the Company, including but not limited to:

- Shareholders and Board members:** Covers all shareholders and members of the Board of Directors, recognizing their role in governance and oversight.
- Employees:** This covers all personnel, regardless of employment status—permanent, project-based, or temporary—and applies to all organizational levels, including C-suite executives, managers, supervisors, and rank-and-file employees.
- Contractors:** This includes agency-hired personnel such as but not limited to security and utility staff, and all other outsourced roles performing services for the company
- Business Affiliates and Partners:** Covers all individuals and entities, whether natural or juridical, engaged in business dealings with the company. This includes but is not limited to brokers, agents, suppliers, service providers, and other business partners

 ValuCare You can count on us	Value Care Health Systems Inc.	Document Code: XXXX	Page No. 3
	Whistleblowing Policy	Effectivity Date: XXXX	Revision No. 0

- e. **Related parties and Parent Company** – extends to employees and all covered personnel of affiliated entities and the parent company.

This policy applies insofar as their actions and conduct relate to the official functions, operations or interests of the Company.

The Policy will complement the existing communication channels available to employees. It is not limited, and all concerns related to harm within the company and its personnel will be addressed. Moreover, the Policy shall specifically cover the following matters:

- Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters;
- Violation of the rules and regulations of the Company;
- Improper conduct or unethical behavior that could harm the Company’s reputation.
- Breach of legal or regulatory requirements;
- Criminal offenses, violations of civil law, and injustices.
- Endangerment of the health and safety of an individual;
- Damage caused to the environment; and
- Intentionally hiding any of the above.

IV. DEFINITION OF TERMS

Authorized Investigating Team (AIT) – refers to a committee that may be given the authority and responsibility into a Whistleblowing Report (Privacy and Internal Controls Audit Department).

Company – When referred to in this document refers to Value Care Health Systems, Inc.

Complaint – refers to an official statement claiming serious concerns about any suspected misconduct, malpractice, irregularity, or violation of Company Policies.

Immediate Superior – to whom the complainant is directly reporting.

Respondent – refers to the person being complained of, or the person who is implicated in a Complaint or Whistleblowing Report as the one who is responsible or is involved in any suspected misconduct, malpractice or irregularity.

Retaliation – any act of reprisal, discrimination, harassment, intimidation or abusive adverse personnel action by any of the Company’s directors, officers, employees or any third parties against a Whistleblower, any of his/her Witnesses or any person providing information or advise in relation to any Whistleblowing Report.

Whistleblower – An individual who reports suspected wrongdoing within the organization.

	Value Care Health Systems Inc.	Document Code: XXXX	Page No. 4
	Whistleblowing Policy	Effectivity Date: XXXX	Revision No. 0

Whistleblowing Officer – the officer/s designated by the company to receive, handle, investigate and resolve Whistleblowing Reports filed in the Company. The following are the designate Whistleblowing Officers:

- a. VC Internal Audit Manager
- b. Regional – Security
- c. Regional - Legal

Whistleblowing Disclosure Form – the standard form used for submission of Whistleblowing Report.

Wrongdoing – This can encompass a wide range of activities such as:

Illegal Activities – Violations of laws and regulations, or government policies (e.g. fraud, bribery, theft, etc.)

Unethical Behavior – Actions that violate the organization’s code of discipline (e.g. conflict of interest, discrimination, harassment, etc.)

Witness/Witnesses – refers to an employee/employees of the Company or any third-party other than a Whistleblower who participates or cooperates in the investigations or proceedings pertaining to a complaint.

V. **PROCEDURE/S:**

a. Reporting Channels

Any company personnel who has a legitimate concern can raise the matter directly with the **Whistleblowing Officer** a Whistleblowing Report may be submitted through any of the following means:

Method	Send to / Relay to
E-Mail	Ask to ICT /Assign separate email specifically for WB Reporting
Landline	5317-4314 loc. 4314 (Internal Audit Manager) 8702-3343 loc. 3343 (Internal Audit Staff)
Face-to-face Meeting	Whistleblowing Officer at the option of the Whistleblower
Drop box	Locate drop boxes on every floor

Such reporting channels may be expanded and modified as the Whistleblowing Officer may deem necessary.

b. Submission of Whistleblowing Report

	Value Care Health Systems Inc.	Document Code: XXX	Page No. 5
	Whistleblowing Policy	Effectivity Date: XXX	Revision No. 0

1. Any Whistleblowing Report shall *preferably* be made in writing using the standard form of Whistleblowing Disclosure Form or filed with the Whistleblowing Officer through the appropriate reporting channels set up for this purpose.
2. All covered personnel should have a reasonable belief that raising the concern is in the public interest and should not raise malicious matters that are not in the public interest.
3. The report should show reasons for the concerns and full disclosure of any relevant details and supporting documentation.
4. The policy should not be used for complaints relating to the complainant’s own personal circumstances, such as the way they have been treated at work where these do not have a wider public interest. In such circumstances, they should refer to relevant HR policies.
5. If you are unsure about whether anything is within the scope of this policy, you should seek advice from the Whistleblowing Officer.

VI. STEPS AND DETAILS

No.	Process Flow/ Steps	Responsible Person	Details
1	Raised the complaint/concern	Whistleblower	The complaint should be raised through the available channels (email, written report, telephone calls) in good faith, with the intention of promoting the company’s values and overall well-being. Anonymous Reporting: Whistleblowers can choose to remain anonymous and provide a way to be contacted without compromising their anonymity, (e.g. by dropping the WB Disclosure Form in the designated box per floor, using an email address, or communicating through MS Teams).
2	Validate and evaluate the given information	Authorized Investigating Team and Whistleblowing Officer	Validate and evaluate the given information by the whistleblower. If the report is sufficient – proceed to step 3. If the report is not sufficient – the case is closed and will be considered as a red flag, which shall

	Value Care Health Systems Inc.	Document Code: XXX	Page No. 6
	Whistleblowing Policy	Effectivity Date: XXX	Revision No. 0

			be consi for a regular audit (it may be subject for audit).						
3	Documentation of the gathered evidence	Whistleblowing Officer and Authorized Investigating Team	All gathered information and evidence will be documented securely. The whistleblower's identity and all confidential will be kept private, unless required by law, ensuring compliance with confidentiality requirements.						
4	If the respondent is:								
	Position Title		Report to:						
	President/CEO and COO		Board of Directors						
	VP and AVP		Board of Directors						
	Department Head/Manager		Senior Executive						
	Assistant Department Heads/Managers		Senior Manager						
	Supervisors/Assistant Supervisor		Senior Manager						
	Specialists/Assistant/Associates		Immediate Superior						
	Internal Audit Manager and Auditors		Board of Directors						
5	Admin hearing	HR Manager Whistleblowing Officer Respondent Respondent's Immediate Superior If any HR staff has been accused of anomaly, the responsible person is: <table><tr><th>HR Staff</th><th>Responsible</th></tr><tr><td>Rank & File</td><td>HR Manager/ SUP</td></tr><tr><td>Supervisor</td><td>Division Head</td></tr></table>	HR Staff	Responsible	Rank & File	HR Manager/ SUP	Supervisor	Division Head	This step ensures that retaliation is prevented. The whistleblower and witnesses will be protected from any retaliation throughout the process. The hearing gives the respondent a chance to defend themselves, and measures are in place to protect the whistleblower from retaliation during this process.
HR Staff	Responsible								
Rank & File	HR Manager/ SUP								
Supervisor	Division Head								
6	Recommendation	Senior Executive/ Authorized Investigating Team	The management will deliberate on the response of the accused and evaluate whether the report was made in good faith or was malicious. If it's found that the whistleblower made a false or						

	Value Care Health Systems Inc.		Document Code: xxx	Page No. 7
	Whistleblowing Policy		Effectivity Date: xxx	Revision No. 0

			malicious report, disciplinary actions may be taken.
7	Final Decision	Senior Executive	This is where the top management will give the final decision.
8	Sanction	HR	This is the process where HR will inform the respondent about a decision that was made by top management.

VII. ROLES AND RESPONSIBILITIES

Whistleblowing Officer

- a) Review the Whistleblowing Report in accordance with company policies and, if not related to violations of these policies, forward the report to the AIT for further investigation.
- b) Ensure the investigation of Whistleblowing Reports involving violations of Company Policies is conducted and completed within the designated timeframe.
- c) Track and maintain records of all Whistleblowing Reports, including their receipt, disposition, and resolution, and ensure these are reported monthly to the Board.
- d) Track and maintain records of Whistleblowing Reports from subsidiaries and affiliates, and ensure proper reporting to the Board.

Authorized Investigating Team (AIT)

- a) Investigate and resolve Whistleblowing Reports, as forwarded by the Whistleblowing Officer, within the specified timeframe.
- b) Keep the Whistleblowing Officer regularly updated on actions taken regarding the report, including the reasons for such actions.
- c) Provide the Whistleblowing Officer with a final report on the actions, resolutions, and/or recommendations related to the Whistleblowing Report.

Employees / Witnesses

- a) Provide truthful information and cooperate fully with the Whistleblowing Officer and AIT when an investigation involves employees or units under their responsibility.
- b) Report any suspected violations of Company Policies, questionable accounting practices, or any illegal activities in good faith.
- c) Assist in investigation by providing all relevant records and information as needed.

Immediate Superior of Respondent

	Value Care Health Systems Inc.	Document Code: xxx	Page No. 8
	Whistleblowing Policy	Effectivity Date: xxx	Revision No. 0

- a) Notify the Respondent in writing of the specific offense or retaliatory acts they are accused of, give them an opportunity to respond, and ensure they have a fair chance to defend themselves, in line with applicable laws, rules, and Company policies.
- b) Communicate in writing the outcome of the investigation and/or resolution of the Whistleblowing or Retaliation Report filed against the Respondent.
- c) Implement any necessary disciplinary actions.
- d) Report the decision and/or disciplinary actions taken to the Whistleblowing Officer, ensuring compliance with relevant laws, rules, and Company policies.
- e) If the Respondent resigns before the investigation is completed, inform them that the resignation does not affect the ongoing investigation or case resolution, and that any benefits due will be withheld until the final decision is made. This provision is subject to DOLE guidelines for final pay and dues, depending on the situation.

VIII. CONSEQUENCES OF VIOLATIONS

As stated in the Code of Discipline, under *Section 4.13 Infraction Against Behavior and Discipline* (4th degree infractions):

- **4.13.12 Giving False Testimony** – Any employee who gives false testimony during an official investigation (i.e. administrative conference, initial investigation, security/audit investigations).
- **4.13.13 Refusal to Cooperate in Any Investigation** – Any employee who refuses to cooperate in any investigation conducted or sanctioned by the company.
- **4.13.14 Act of Dishonesty** – Any employee who commits an act of dishonesty against the company that shall include but not limited to theft, unauthorized alteration, tampering, falsification of documents and records (i.e. receipt/false ID), bribery, misappropriation of company funds, making false claims for disbursement/rebates.

The table below shows the degree of offenses and their corresponding penalties.

Degree of Offenses	Penalty
First Degree	
1 st violation	Final written warning
2 nd violation	10 days suspension
3 rd violation	15 days suspension
4 th violation	25 days suspension
5 th violation	Dismissal with cause
Second Degree	
1 st violation	10 days suspension
2 nd violation	15 days suspension
3 rd violation	25 days suspension
4 th violation	Dismissal with cause
Third Degree	
1 st violation	15 days suspension
2 nd violation	25 days suspension
3 rd violation	Dismissal with cause

	Value Care Health Systems Inc.	Document Code: XXX	Page No. 9
	Whistleblowing Policy	Effectivity Date: XXX	Revision No. 0

Fourth Degree	
1 st violation	Dismissal with cause

IX. RETENTION AND STORAGE OF PERSONAL DATA

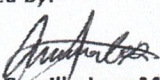
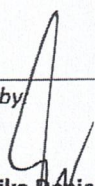
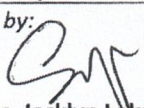
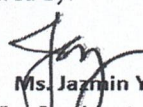
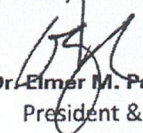
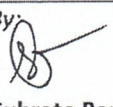
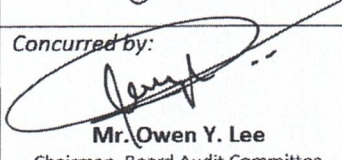
Records shall be kept for all reported misconducts, malpractices, and irregularities by the relevant parties in the Company. In the event a reported irregularity leads to an investigation, the party responsible for leading/conducting the investigation shall ensure that all relevant information relating to the case is retained, including details of corrective action taken for a period not exceeding six (6) years (or whatever other period may be specified by any relevant legislation). All personal data collected as part of this procedure will be stored securely at all times, in accordance with the Company's Policy on Data Privacy.

Related documented information/records

Title	Document Code	Retention Period	Mode of Disposal
Whistleblowing Disclosure Form	WDF	6 years	Shredding
Email with Attached Documents	-	6 years	Data-wiping Software

VI. REFERENCES

1. VCHSI Corporate Good Governance Policy
2. Code of Discipline Handbook
3. ISO 9001:2015 QMS Requirement

Prepared by:  Ms. Camille Jane Morales Privacy & Internal Controls Supervisor	Reviewed By: Ms. Christine Joy Alejo Internal Audit Manager & DPO	Reviewed by:  Ms. Erika Denise Castillo Chief People Officer
Reviewed by:  Ms. Jacklyn Loke Vice President, Cyber-Security / DPO	Reviewed By:  Ms. Jazmin Yacob Vice President, Legal & Compliance	Concurred by:  Dr. Elmer M. Palomata President & CEO
Approved by: Mr. Kevin Hoh Member, Board Audit Committee Value Care Health Systems, Inc.	Approved By:  Mr. Subroto Banerji Member, Board Audit Committee Value Care Health Systems, Inc.	Concurred by:  Mr. Owen Y. Lee Chairman, Board Audit Committee Value Care Health Systems, Inc.

	Value Care Health Systems Inc.	Document Code: XXXX	Page No. 1
	Non-Retaliation Policy	Effectivity Date: XXXX	Revision No. 0

I. PURPOSE

To ensure that employees are protected from any form of retaliation for disclosing information or reporting violations committed by any company personnel , in accordance with their lawful duties and performance of official functions.

II. POLICY

Value Care Health Systems, Inc. ("ValuCare" or the "Company") is dedicated to fostering a culture of trust, transparency, and accountability. As part of our commitment to ethical conduct and compliance with all laws and regulations, we uphold a strict non-retaliation policy to protect those who report concerns in good faith about potential misconduct, unethical behavior, or violations of Company policies.

We recognize that whistleblowers and other certain individuals play a critical role in promoting good governance and maintaining the integrity of our organization. Therefore, we assure all employees, third parties, and whistleblowers that they will not face retaliation, harassment, or adverse consequences for reporting concerns or participating in investigations related to such reports. This policy applies regardless of whether the report is made anonymously or identified.

1. Retaliation Prevention

The Company's non-retaliation policy extends beyond whistleblowers—it safeguards all employees who take a stand for integrity and report wrongdoing, regardless of the reporting method (e.g., whistleblowing reports, incident reports to HR, or other channels).

The Company is committed to protecting employees who report concerns in good faith or participate in investigations. Any form of retaliation—such as threats, intimidation, demotion, termination, or any adverse action—is strictly prohibited and will not be tolerated. Employees who believe they have been subjected to retaliation are encouraged to report such incidents immediately to management or through the Whistleblowing System.

This policy ensures protection for the following individuals:

- **Whistleblowers** – those who report concerns through any authorized channel (e.g., whistleblowing report, incident report to HR, compliance hotline).
- **Witnesses** – Those who provide statements or testimony in investigations.
- **Complainants** – Individuals who formally report misconduct, discrimination, harassment, or violations.
- **Employees Participating in Investigations** – Those cooperating with internal or external audits, inquiries, or legal proceedings.
- **Supervisors or Managers Supporting Complaints** – Leaders assisting or advocating for employees raising concerns.

	Value Care Health Systems Inc.	Document Code: XXX	Page No. 2
	Non-Retaliation Policy	Effectivity Date: XXX	Revision No. 0

- **Employees Who Decline to Engage in Misconduct** – Those who refuse to participate in unethical or unlawful activities.
- **Employees Requesting Accommodations** – Individuals seeking reasonable workplace adjustments (e.g., for disabilities or religious needs).
- **Employees Reporting Ethical Concerns** – Those flagging conflicts of interest, policy breaches, or safety risks.
- **Former Employees** – Those facing retaliation after leaving the company due to prior reporting of concerns.

The Company upholds a culture of accountability and transparency, ensuring that all employees feel safe to voice concerns without fear of retaliation.

2. Whistleblower Protection

ValuCare is committed to treating all whistleblowers with respect and dignity. We will safeguard the confidentiality of the whistleblower's identity and any information provided in relation to the report, except where disclosure is required by law. We will also ensure that whistleblowers are not subjected to any form of discrimination or unfair treatment as a result of their good faith report.

3. Principles for Determining Retaliation

To determine if an action qualifies as retaliation, Valuecare considers the following:

- **Causal Link** – Was the adverse action taken because the employee reported a concern or participated in an investigation?
- **Timing** – Did the adverse action occur soon after the report or participation?
- **Legitimate Justification** – Was the action based on performance, misconduct, or other legitimate business reasons unrelated to the report?
- **Pattern of Behavior** – Has the affected individual been treated differently from others in similar circumstances?

Even if an adverse action does not appear retaliatory at first glance, it may still be considered retaliation if it is intended to discourage employees from raising concerns in the future.

4. Reporting Retaliation

Employees who believe they have experienced retaliation are encouraged to report their concerns immediately through the following channels:

- HR Department
- Internal Audit Department
- Whistleblowing System

	Value Care Health Systems Inc.	Document Code: XXXX	Page No. 3
	Non-Retaliation Policy	Effectivity Date: XXXX	Revision No. 0

All reports will be treated with confidentiality and investigated promptly. Employees found guilty of retaliation will face disciplinary action, up to and including termination.

5. Consequences for Retaliation

Any individual found to have engaged in retaliatory actions will be subject to disciplinary action, which may include termination of employment, depending on the severity of the retaliation. Disciplinary actions will be carried out in accordance with the Company’s Corporate Good Governance Policies, the Code of Discipline Handbook, and relevant labor laws.

ValuCare encourages everyone to come forward with concerns in a safe and protected environment, knowing that their contributions help maintain the integrity of the Company.

III. SCOPE

This Policy applies to all individuals associated with the Company, including but not limited to:

- a. **Shareholders and Board members:** Covers all shareholders and members of the Board of Directors, recognizing their role in governance and oversight.
- b. **Employees:** This covers all personnel, regardless of employment status—permanent, project-based, or temporary—and applies to all organizational levels, including C-suite executives, managers, supervisors, and rank-and-file employees.
- c. **Contractors:** This includes agency-hired personnel such as but not limited to security and utility staff, and all other outsourced roles performing services for the company
- d. **Business Affiliates and Partners:** Covers all individuals and entities, whether natural or juridical, engaged in business dealings with the company. This includes but is not limited to brokers, agents, suppliers, service providers, and other business partners
- e. **Related parties and Parent Company** – extends to employees and all covered personnel of affiliated entities and the parent company.

This policy applies insofar as their actions and conduct relate to the official functions, operations or interests of the Company.

IV. DEFINITION OF TERMS

- 1. **Retaliation** – any act of reprisal, discrimination, harassment, intimidation or abusive adverse personnel action by any of the Company’s directors, officers, employees or any third parties against a Whistleblower, any of his/her Witnesses or any person providing information or advise in relation to any Whistleblowing Report.

While retaliation can take many forms, the following examples illustrate prohibited behaviors:

- a. **Employment-Related Retaliation**
 - **Termination, Demotion, or Suspension** – Removing or reducing an employee’s role unfairly.

	Value Care Health Systems Inc.	Document Code: XXX	Page No. 4
	Non-Retaliation Policy	Effectivity Date: XXX	Revision No. 0

- **Unjustified Negative Performance Reviews** – Giving low ratings without basis.
 - **Denial of Promotions, Salary Increases, or Benefits** – Blocking career growth as punishment.
 - **Unfavorable Work Assignments** – Assigning excessive workload or undesirable tasks.
- b. **Workplace Harassment & Hostility**
- **Threats, Intimidation, or Bullying** – Making an employee feel unsafe or unwelcome.
 - **Isolation or Exclusion** – Preventing involvement in meetings, decisions, or workplace events.
 - **Spreading False Information** – Damaging an employee’s reputation.
- c. **Interference with Job Benefits**
- **Reduction of Work Hours or Pay Cuts** – Unfairly decreasing compensation.
 - **Unjustified Transfers or Reassignments** – Moving employees to unfavorable roles.
 - **Withholding Access to Training or Career Development** – Preventing skill growth.
- d. **Legal or Financial Repercussions**
- **Baseless Disciplinary Action** – Using HR procedures as a weapon.
 - **Unwarranted Legal Action** – Filing false claims to intimidate.
 - **Constructive Dismissal** – Creating a hostile work environment to force resignation.
- e. **Retaliation Against Former Employees**
- **Negative Job References** – Providing misleading information to potential employers.
 - **Industry Blacklisting** – Preventing re-employment within the sector.
2. **Respondent** – refers to the person against whom the complaint is made, or the person implicated in the complaint as being responsible for or involved in any suspected act of reprisal, discrimination, harassment, etc.

V. STEPS AND DETAILS

No.	Process Flow/ Steps	Responsible Person	Details
1	Raise the complaint/concern	Whistleblower/Any employee who may have or actually experienced retaliation	Submit a written complaint with signature detailing any act of retaliation, including all relevant information regarding the case to the following: a. the HRD (HR Head) <u>and</u> b. Internal Audit Manager
2	Validate and evaluate the given information	HRD and Authorized Investigating Team (Internal Audit Department)	The HRD/ Authorized Investigating Team shall conduct an internal investigation by validating the information stated in the letter complaint.
3	Endorse a Notice to Explain (NTE) to respondent	HRD	If the results of the initial investigation merits a case for disciplinary action, a notice to

	Value Care Health Systems Inc.	Document Code: XXX	Page No. 5
	Non-Retaliation Policy	Effectivity Date: XXX	Revision No. 0

			explain (NTE) shall be issued to the employee being complained.
4	Submit a written answer to the HRD	Respondent	Respondent will be required to submit a written answer within five (5) working days from receipt of the said notice.
5	HRD will schedule an Administrative Hearing	HRD	Upon receipt of the written explanation, the HRD will schedule an Admin Hearing to provide the respondent an opportunity to be heard to defend himself.
6	Recommendation	HRD	The HRD will gather all the data and evidences, if any, and will submit its recommendation to the office of the COO, who will make a final decision.
7	Final Decision Making	Board of Directors/C-Suites/HR	The decision-making bodies will make the final decision about the complaint.
8	Implementation	HRD	The HRD will implement the final decision of the COO.

VI. CONSEQUENCES OF VIOLATIONS

As stated in the Code of Discipline, under *Section 4.13 Infraction Against Behavior and Discipline* and *Section 4.14 Infractions Against Company Property* (4th degree infractions):

- **4.13.1 Employing Threats** – Any employee who threatens to inflict harm on the person, property or reputation of the Company stockholder, director or officer, fellow employees or any person who may be found within the company premises.
- **4.13.2 Intimidation, Coercion, Harassment, Exploitation** - Any employee, who intimidates, coerces, harasses, or exploits a fellow employee or any person who may be found within company premises.
- **4.13.10 Takes or Attempts to take the life of Superiors, Colleagues, Subordinates, and Company’s Visitor’s and Customers** - Any employee who takes or attempts to take the life of his/her superiors, colleagues, subordinates, Company’s visitors or customers, within or outside company premises, at any time.
- **4.13.11 Inflicts or Attempts to Inflict Body Injury on Superiors, Colleagues, Subordinates, Company’s Visitors and Customers** - Any employee who inflicts or attempts to inflict body injury, harms or assaults his/her superiors, colleagues, subordinates, Company’s visitors and customers within or outside company premises, during business hours or while on duty.
- **4.13.15 Commission of Crime:**

	Value Care Health Systems Inc.	Document Code: XXX	Page No. 6
	Non-Retaliation Policy	Effectivity Date: XXX	Revision No. 0

4.13.15.1 Any employee who commits a crime or offense against the person of his/her employer or any immediate member of his/her family or his/her duly authorized representative.

- 4.14.1 Cause or Attempt to Cause Damage – Any employee who causes damage or attempts to cause damage to company property or those belonging to any employee/person working in/for the Company: 4th degree

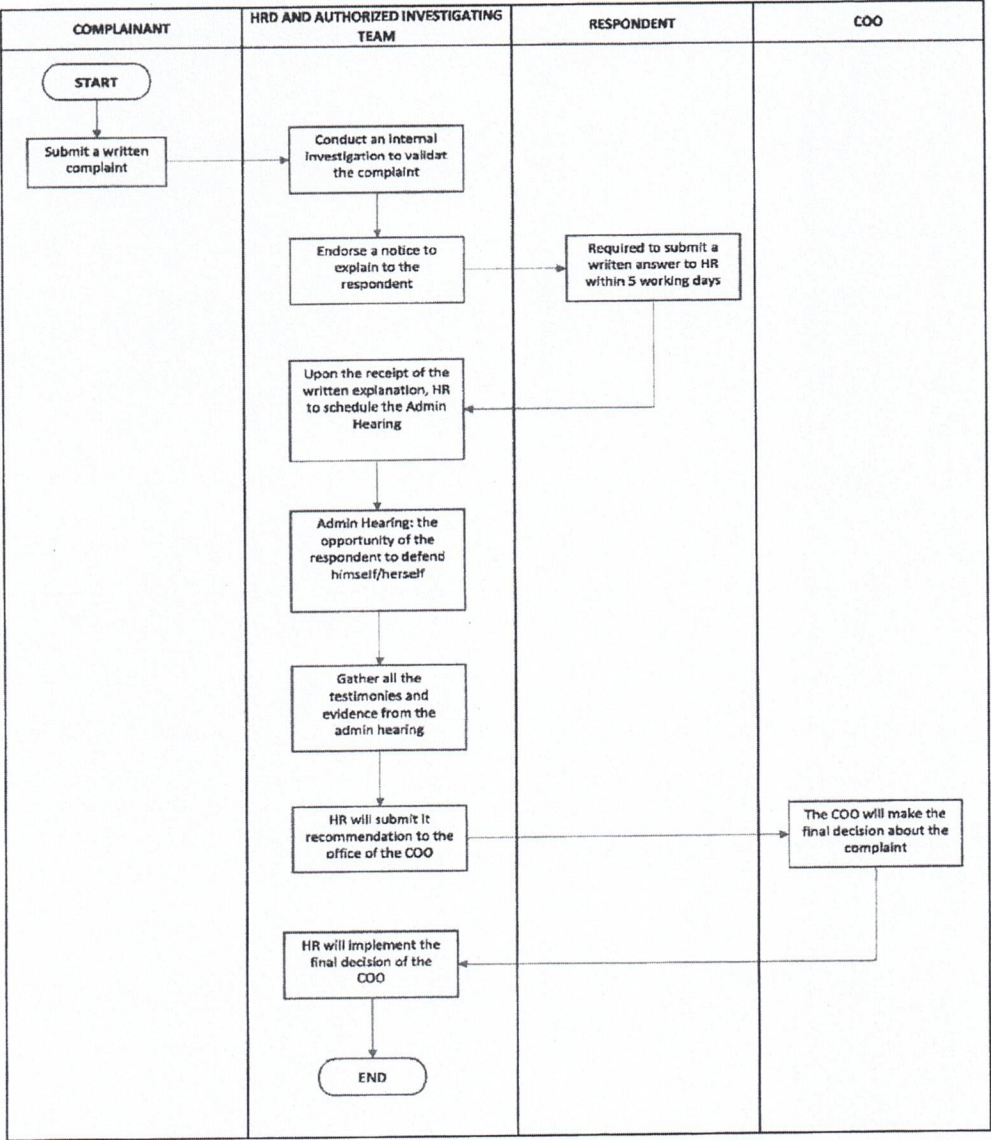
4.14.1.1 If employee acted with malice or intent.

The table below shows the degree of offenses and their corresponding penalties.

Degree of Offenses	Penalty
First Degree	
1 st violation	Final written warning
2 nd violation	10 days suspension
3 rd violation	15 days suspension
4 th violation	25 days suspension
5 th violation	Dismissal with cause
Second Degree	
1 st violation	10 days suspension
2 nd violation	15 days suspension
3 rd violation	25 days suspension
4 th violation	Dismissal with cause
Third Degree	
1 st violation	15 days suspension
2 nd violation	25 days suspension
3 rd violation	Dismissal with cause
Fourth Degree	
1 st violation	Dismissal with cause

	Value Care Health Systems Inc.	Document Code: XXX	Page No. 7
	Non-Retaliation Policy	Effectivity Date: XXX	Revision No. 0

VII. FLOWCHART



	Value Care Health Systems Inc.	Document Code: XXX	Page No. 8
	Non-Retaliation Policy	Effectivity Date: XXX	Revision No. 0

VIII. RETENTION AND STORAGE OF PERSONAL DATA

Records shall be kept for all reported misconducts, malpractices, and irregularities by the relevant parties in the Company. In the event a reported irregularity leads to an investigation, the party responsible for leading/conducting the investigation shall ensure that all relevant information relating to the case is retained, including details of corrective action taken for a period not exceeding six (6) years (or whatever other period may be specified by any relevant legislation).

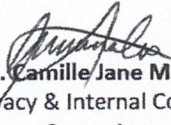
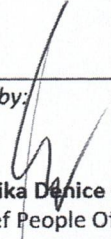
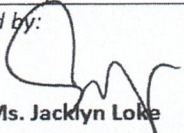
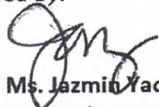
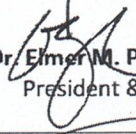
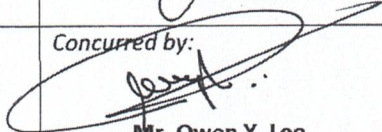
All personal data collected as part of this procedure will be stored securely at all times, in accordance with the Company's Policy on Data Privacy.

Related documented information/records

Title	Document Code	Retention Period	Mode of Disposal
Written Complaint Letter	-	6 years	Shredding

VI. REFERENCES

- 1. VCHSI Corporate Good Governance Policy
- 2. Code of Discipline Handbook
- 3. ISO 9001:2015 QMS Requirement

Prepared by:  Ms. Camille Jane Morales Privacy & Internal Controls Supervisor	Reviewed By: Ms. Christine Joy Alejo Internal Audit Manager & DPO	Reviewed by:  Ms. Erika Denise Castillo Chief People Officer
Reviewed by:  Ms. Jacklyn Loke Vice President, Cyber-Security / DPO	Reviewed By:  Ms. Jazmin Yacob Vice President, Legal & Compliance	Concurred by:  Dr. Elmer M. Palomata President & CEO
Approved by: Mr. Kevin Hoh Member, Board Audit Committee Value Care Health Systems, Inc.	Approved By:  Mr. Subroto Banerji Member, Board Audit Committee Value Care Health Systems, Inc.	Concurred by:  Mr. Owen Y. Lee Chairman, Board Audit Committee Value Care Health Systems, Inc.

POLICY ON BOARD GENDER DIVERSITY

1. Objective

- 1.1 This policy aims to ensure that the Board of Directors reflects a diverse range of perspectives and experiences, including those of women, to enhance, decision-making and corporate governance.

2. Scope and Purpose

This Board Gender Diversity Policy ("Policy") sets out the approach to gender diversity for Value Care.

3. Policy Statement

While Value Care embraces the proposition that a gender diverse Board would have a positive value-relevant impact on Board performance, appointments on the Board must always be based on merit, with due regard to a candidate's background, skill and experience, and whether the appointment of such candidate would further complement or enhance the existing mix of skill and experience of the Board.

4. Key Objectives

- 4.1 Subject to Paragraph 3 above and in line with the recommendations of the Code, the Board endeavors to reflect its commitment towards gender diversity by maintaining at least 30% female representation on the Board.
- 4.2 To Promote the specific objective of gender diversity on the Board, this Policy requires:
- a. The selection process for director appointments to involve the short-listing of potential candidates which must include at least one (1) female representation whenever reasonably possible; and
 - b. That priority is placed on the appointment of a female director to fill a dictatorship vacated by retiring or resigning a female director.

The Nomination and Remuneration Committee's Role

- 4.3 The Corporate Governance and Sustainability Committee (CGSC) formerly Nomination and Remuneration Committee ("NRC") is responsible, on behalf of the Board, to oversee the general composition of the Board and its effectiveness, and to recommend suitable candidates for appointment of directors to the Board.

- 4.4 The CGSC shall endeavor to achieve and maintain an optimal mix of skills, experience and background on the Board. In identifying suitable candidates for appointment to the Board, apart from consideration of merit and the Policy on Fit and Proper Criteria for Appointment, the CGSC shall give due regard to the benefits of gender diversity on the Board.
- 4.5 In order to achieve the objectives for increasing female representation on the Board, the CGSC shall also:
- a. Identify potential female director candidates (from public and private sectors) to be placed within the pool of qualified director candidates;
 - b. Update the Board of the percentage of female director candidates in the pool of qualified director candidates on a half-year basis;
 - c. Conduct an annual assessment of the effectiveness of the key objectives for achieving gender diversity on the Board, and monitoring the achievement of gender diversity targets;
 - d. Make appropriate recommendations to the Board in relation to the key objectives for achieving gender diversity on the Board, and initiatives to support the objectives for achieving gender diversity on the Board; and
 - e. Propose and make recommendations to the Board for the development of onboarding training and induction programmes for female directors.

5. Disclosure

The Board shall disclose in the Annual Report the proportion/ number of female directors on the Board, and the progress being made with measurable objectives.

6. Review

This Policy shall be reviewed at least annually by the Board to ensure its effectiveness.

POLICY ON TENURE OF DICTATORSHIP

1. Introduction

1.1 The objectives of this Policy are as follows:-

- a. To have a specific Policy which streamlines the tenure of dictatorship for directors of Value Care;
- b. To ensure cascading of corporate governance principles in respect of limitation on tenure of dictatorship;
- c. To promote good corporate governance practices so as to encourage dynamism in board memberships by encouraging innovative and fresh perspectives and new members being constantly introduced into the boardroom as well as ensuring a balanced mix of directors in terms of skills, qualification, experience and expertise; and
- d. To assist in ensuring better succession planning for directors in Value Care.

2. Limitations on Tenure of Dictatorship

2.1 Non-Executive Directors

The tenure of all Non-Executive Directors ("NED") on the Board are subject to periodic evaluation and assessment of the Nomination and Remuneration Committee (The "NRC") and the final decision of the Board. For all NEDs, the Board upon due consideration of the NRC's recommendation, shall have the discretion to either seek approval for further extension of an NED's Approved Tenure or to request for the latter to step down upon the expiry of the same, or at an earlier date, as deemed appropriate.

2.2 Independent Non-Executive Directors

The tenure of Independent Non-Executive Directors ("INED") in particular is limited to upon completion of a cumulative period of nine (9) years commencing from the date on which he was first appointed as a Board member ("9-Year Tenure").

Upon completion of the 9-Year Tenure, an INED may subject to the NRC's recommendation and Board approval, continue to serve the Board provided that he is re-designated to a Non-Independent Non-Executive Director upon completion of his 9-Year Tenure on the Board.

3. Review and Amendment

- 3.1. This Policy may be reviewed and amended from time to time to be consistent with changes in laws, guidelines and/ or regulatory requirements relating to tenure of dictatorship

ANTI-MONEY LAUNDERING/COUNTER FINANCING OF TERRORISM POLICY (AML/CFT POLICY)

Value Care Health Systems, Inc. ("ValuCare" or the "Company") is committed to maintaining high ethical standards, honesty, and full compliance with all laws and regulations., thus the creation of the Anti-Money Laundering/ Counter Financing of Terrorism Policy (AML/CFT Policy). The AML/CFT Policy is a set of guidelines and procedures implemented by ValuCare to detect, prevent, and report suspicious activities related to money laundering and terrorist financing. This policy will help ValuCare comply with legal requirements and global efforts to combat financial crime and compliance to Anti-Money Laundering Act of 2001 (Republic Act No. 9160), which establishes the Anti-Money Laundering Council (AMLC).

ValuCare demonstrates its full commitment and support to the requirements and compliance with the law by establishing robust and comprehensive policy, procedures and systems for the prevention and detection of money laundering and terrorist financing activities.

Purpose of AML/CFT Policy:

- **Prevention:**
AML/CFT Policy aims to prevent criminals from disguising the source of illicit funds, making it appear legitimate.
- **Detection:**
This policy includes procedures for monitoring transactions and identifying red flags that may indicate suspicious activity.
- **Reporting:**
ValuCare have a legal obligation to report any suspicious transactions or activities to the authorities, through the AMLC.
- **Compliance:**
AML/CFT Policy ensure that financial institutions meet regulatory requirements and avoid potential penalties for non-compliance.

Key Components of the AML/CFT Policy:

Know Your Customer (KYC):

This involves verifying the identity of customers and understanding their business, including their risk profile.

- **Customer Due Diligence (CDD):**

This involves ongoing monitoring of customer transactions and relationships to detect suspicious activity.

- **Suspicious Transaction Reporting (STR):**

Institutions must report STRs to the AMLC.

- **Sanctions Screening:**

Identifying and screening customers and transactions against sanction lists of sanctioned individuals and entities.

- **Transaction Monitoring:**

Analyzing transactions to identify patterns or anomalies that may indicate money laundering or other financial crimes.

Importance of AML/CFT Policy:

- **Protecting the Financial System**
- **Combating Financial Crime**

Policy on Directors Conflict of Interest

1. Objective

The Objective of this Policy is to regulate and manage issues relating to conflict of interest that a Director may encounter during his tenure as a Director, so that the Board may address the same in a manner that ensures the integrity of the Bank is not compromised.

2. Definitions

2.1 In this Policy, unless the context otherwise requires, the following capitalized terms bear the following meanings, namely: -

BACC	means the Board Audit and Compliance Committee;
Associated Party	means agents, brokers , associates, representatives, advisors, consultants, accountants, contractors, subcontractors or those in having a contractual activity with the company;
Benefit/s	means any type or form of gift (cash or non-cash), award or advantage (financial, or non-financial, including a position offered in a corporation);
Board	means the Board of Directors of the company;
Director	means a Director of the company
Interested Director	means a Director who as an interest in a Transaction or who has been offered and/ or has received a Benefit (as the case may be);
Transaction/s	means any existing or proposed transaction or arrangement with the company, and except the following: - a) Exempted Credit Transactions; b) Transactions which are not normally regarded as related party transactions;

and

c) Any transaction which a Director or his Associated Party cannot reasonably be expected to derive a benefit or suffer a detriment from the transaction or arrangement in a way that will place the said Director in a position of conflict.

Transacting Party

means a party involved in a Transaction with the company (including existing customers and vendors of the company).

2.2 Except where the context otherwise requires,

- a. words denoting the singular include the plural and vice versa; and
- b. references to any gender include the other gender.

3. Guiding Principle

3.1 A conflict of interest occurs when a Director's personal interest conflicts with his responsibility to act in the best interest of the Company.

3.2 In the context of this Policy, the term of conflict of interest refer to:-

- a. a director or indirect interest (via his Associated Party) of a Director; and
- b. an actual or potential conflict of interest.

3.3 When conflict of interest arises, it must be addressed and managed effectively by the Board in accordance with this Policy.

4. Circumstances which may give rise to Conflict of Interest

The Circumstances which may give rise to situations of conflict of interest are as follows:-

- a. Transactions which involves the interest of a Director and/ or his Associated Party; and
- b. Benefits offered to and/ or received by a Director.

5. Disclosure of Interest in a Transaction

5.1 An Interested Director in a Transaction shall, as soon as practicable after the relevant facts have come to his knowledge, declare the nature of his interest in the Transaction.

- 5.2 An Interested Director in a Transaction must make the disclosure by way of a general notice to the Board and the Corporate Secretary:-
 - a. as soon as practicable after being aware of his interest in the Transaction; and
 - b. if the Transaction is being deliberated at a Board meeting, before the commencement of that deliberation.
- 5.3 Such notice should include sufficient information of the nature and extent of the conflict for the Board's information and/ or consideration.
- 5.4 To facilitate the process of disclosure of Director's Interest in a Transaction, all Directors are required to furnish details of Associate Parties as required in the form attached hereto as Appendix 1 and to submit the completed form to the Secretariat upon their appointment as a Director.
- 5.5 All Directors are further obliged to inform the Secretariat of any changes to be made to the list of their Associated Parties as soon as possible.
- 6. Change in Circumstances**
 - 6.1 All Directors are obliged to inform the Board of any change in his circumstances that may give rise to conflict of interest in respect of any Transaction.
 - 6.2 The disclosure to the Board of such changes are to be made in the same manner as set out under Section 5 above and must include sufficient explanation as to the nature of interest that has changed for the Board's information and/ or further consideration.
- 7. Benefits received by a Director**
 - 7.1 A Director who has been offered or has received a Benefit must not accept the Benefit unless he has first disclosed the same to the Board, describing among others, the nature and the estimated value of such Benefit. Upon such disclosure being made, the Board may at their sole discretion either: -

- a. request the said Director to decline the offer or to return the Benefit (as the case may be); or
 - b. to allow the Director to accept the Benefit, either with or without conditions imposed.
- 7.2 The following exceptions to Section 7.1 would apply: -
 - a. Benefits offered to and/ or received not in his capacity as a Director; OR
 - b. the estimated value of such Benefit offered to and/ or received by a Director is not more than Php 10,000.00
- 7.3 The Board may from time to time establish further exceptions to Section 7.1 as the Board deems fit and reasonable under the circumstances.
- 8. Broad Proceedings**
- 8.1 An Interested Director shall not be present at any board meeting:-
 - a. when a Transaction involving his interest or;
 - b. when the Benefit that he has disclosed;is being deliberated by the Board.
- 8.2 All disclosures of conflict of interest are to be recorded in the minutes of meeting of the Board or in the written resolution of Directors. The Secretariat shall be responsible for maintaining updated records on each Director's conflict of interest.
- 9. Compliance and Review of Policy**
- 9.1 Compliance with this Policy is the responsibility of each individual Director as well as the Board as a whole.
- 9.2 Compliance to the provisions of this Policy shall be monitored from time to time by the BACC.
- 10. Non-Compliance with Policy**
- 10.1 Any Director who has been found not to have complied with this Policy shall be dealt with in a manner that the Board deems fit under the circumstances.

- 10.2 All decisions relating to a Director's non-compliance with this Policy shall be made unanimously by the remaining Board members and shall bind the said Director accordingly.
- 10.3 All decisions made by the Board pursuant to the provisions of this Policy shall be without prejudice to the existing laws, rules and regulations that applies to a Director pertaining to Director's conflict of interest.

Schedule 1

Parties Associated with Director

1. Parents;
2. Spouse;
3. Child (including adopted child and step-child);
4. Spouse of child;
5. Brother and sister;
6. Spouse of brother and sister;
7. Dependents of Director or his spouse;
8. A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which a Director and/ or family member of the Director is a beneficiary;
9. A partner of a Director or a partner of person associated with the Director;
10. A firm, partnership, company or any legal entity which is controlled by a Director;
11. A firm, partnership, company or any legal entity in which a Director is interested as a director, partner, executive officer, agent or guarantor, and their subsidiaries or entities controlled by them;
12. Any person for whom a Director and/ or family member of the Director is a guarantor;
13. A body corporate or its directors which/ who is/ are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of a Director;
14. A body corporate or its directors whose directions, instructions or wishes a Director is accustomed or under an obligation, whether formal or informal, to act;
15. A person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of a Director;

16. A person in accordance with whose directions, instruction or wishes a Director is accustomed or is under an obligation, whether formal and informal, to act; and
17. A body corporate in which a Director and/ or person associated with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate.

ALTERNATIVE DISPUTE RESOLUTION (ADR) POLICY

Value Care Health Systems, Inc. ("ValuCare" or the "Company") commits itself to an alternative dispute resolution (ADR) system and a conflict resolution environment that will minimize conflicts or differences with shareholders and key stakeholders, and will encourage their fair, efficient and equitable resolution, **thus the creation of the Alternative Dispute Resolution (ADR) Policy.**

The Company's Alternative Dispute Resolution Policy (ADR) is to encourage and promote the use of dispute resolution options and processes while avoiding or discouraging recourse to litigation in the settlement of corporate governance related disputes or conflict. The Policy specifies dispute resolution principles and guidelines.

This policy establishes a framework for resolving disputes through ADR methods, prioritizing voluntary, confidential, and cost-effective solutions over traditional litigation. It applies to all employees, contractors, and external parties engaged with the organization

1. Principles

The Policy promotes the following principles in the resolution of disputes:

- Quality Resolution settlements must be voluntary, fair and equitable to parties concerned.
- Efficiency Dispute resolution options will be appropriate to the dispute, cost-effective and minimize delay in reaching a resolution.
- Enforceability Resolution agreements and settlements must be made in good faith and honored by the parties.
- Resolutions when appropriate shall be in writing and signed by the parties who shall be duly authorized for said purpose.
- Corporate Governance Related Disputes. The following are categories of corporate governance related disputes. It is recognized that there are other disputes which can equally consider the use of ADR tools and processes in their resolution.

2. Purpose

- To promote amicable conflict resolution, preserve relationships, and reduce the burden of formal legal processes. ADR methods like mediation, facilitation, and arbitration are encouraged to address workplace conflicts, contract disputes, and other issues.

3. Scope

ADR may be used to resolve:

- Workplace disagreements (e.g., employee/employee, supervisor/employee)
- Performance issues
- Grievances and discrimination complaints
- Contract controversies
- Patient complaints (where legally permissible) .
- Other clients and partners arising from contracts.

4. Definitions

- **ADR:** Processes like mediation, facilitation, or arbitration to resolve disputes outside courts or formal litigation .
- **Mediator:** A neutral third party who facilitates communication and helps parties reach mutually acceptable agreements.
- **Confidential:** All ADR proceedings are confidential, except for settlement agreements.

5. Key Principles

- **Voluntariness:** Participation in ADR is voluntary, and parties retain the right to pursue formal legal remedies if ADR fails.
- **Neutrality:** Mediators must be impartial and avoid legal advice or coercion.
- **Confidentiality:** Parties agree to keep ADR discussions private, protecting sensitive information.
- **Timeliness:** Disputes should be addressed promptly to prevent escalation.

6. Procedures

a. Requesting ADR

- Either party may initiate ADR by contacting the designated ADR coordinator.
- Both parties must agree to participate.

b. Mediation Process

- A trained mediator guides parties through joint problem-solving.
- Sessions are informal, with no rules of evidence.

If resolved, a written settlement agreement is signed. If not, parties may pursue formal processes.

c. Arbitration

- For complex or unresolved matters, binding arbitration may be used.
- Rules of arbitration (ADR Rules of Philippines) apply .

7. Reporting and Evaluation

- ADR outcomes are tracked to assess effectiveness.
- Feedback is collected through surveys and evaluations.

8. Exceptions:

ADR is not suitable for:

- Legal violations (e.g., harassment, criminal activity)
- Matters requiring immediate disciplinary action.

9. Compliance

- All parties must participate in good faith.
- Violations of confidentiality or policy may result in disciplinary action.

RELATED PARTY TRANSACTION (RPT) POLICY

1. INTRODUCTION

The Insurance Commission (IC) recognizes the importance of establishing and maintaining policies and procedures for transactions between related parties. These policies shall be made to ensure that such transactions are only undertaken on arm's length basis for financial, commercial, and economic benefit of the given Covered Institution (CI) and the entire group where the said institution belongs. The IC expects that every single CI including its subsidiaries and affiliates, to exercise appropriate oversight and implement effective control systems for managing for managing said exposures as these may potentially lead to abuses that are disadvantageous to the CI and its policyholders, members, plan holders, card holders, claimants, creditors, fiduciary clients, and other stakeholders.

With the above, the IC issued Circular Letter (CL) No. 2017-29 in May 2, 2017 detailing the guidelines on related party transaction for IC's covered institutions.

The following are the highlights of the above issuance:

- a) Providing definition of Related Party and Related Party Transactions (RPTs);
- b) Defining the duties and responsibilities, roles and functions of the CL's Board of Directors;
- c) Requiring the constitution of an RPT committee;
- d) Defining the responsibilities of the RPT committee;
- e) Defining the roles of the Senior Management and Self-Assessment functions;
- f) Requiring sets of disclosures in the Annual Report concerning related parties and related party transactions;
- g) Requiring the Board to approve all material RPTs as well as write off of material exposures to related parties and giving the Board power to delegate the appropriate management committee the approval of RPTs that are below the materiality threshold.

This Policy ensures fairness and transparency in transactions with related parties, protecting minority investors and complying with SEC Memorandum Circular No. 10, Series of 2019 and the Code of Corporate Governance for Publicly-Listed Companies (SEC MC No.19, Series of 2016).

2. SCOPE

This Policy covers related parties as defined herein. This Policy covers all entities within the company, including subsidiaries, affiliates, and associates, considering their size, structure, risk profile, and operational complexity.

3. OBJECTIVES

- 3.1 To define related party and related party transactions;
- 3.2 To set the materiality threshold for RPTs;
- 3.3 To prescribe processes and procedures in the preparation of reports required by the IC.

4. **DEFINITIONS**

1. Related Parties:
 - a. Directors, officers, substantial shareholders (beneficial owners of >10% equity), and their spouses/ relatives within the fourth civil degree of consanguinity or affinity.
 - b. Parent/ subsidiary/ affiliate/ associate/ joint venture entities where the company or a related party has control, joint control, or significant influence.
2. Material RPT
 - a. Transactions amounting to 10% or more of the Company's consolidated total assets (based on the latest audited financials).
 - b. Include aggregate transactions with the same related party over a 12-month period.
3. Abusive RPT
 - a. Material transactions not conducted at arm's length and unduly favoring a related party.
4. Arm's Length Terms
 - a. Ensure no preferential treatment for related parties compared to unrelated parties under similar circumstances.

5. **POLICY STATEMENT**

VC shall ensure strict and consistent compliance with laws and regulations involving transactions with its Directors, Officers and Stockholders (DOS), Affiliates and Other Related Parties. For this purpose, VC shall submit to the IC, as required under Circular Letter (CL) No. 2017-29 (a) disclosure report of all entities in the conglomerate structure where it belongs, (the "Conglomerate Map/ Organizational Structure") and (b) a report on material exposures to related parties (the "Report on Material Related Party Transaction").

6. **POLICY GUIDELINES**

- 6.1 This Policy Framework aims to establish the standard for evaluating, identifying and accounting of relationships and transactions between companies and parties. A related party to VC can be VC's subsidiaries as well as affiliates and special purpose entities that VC exerts direct/ indirect control over or that exerts significant influence over VC; the directors; officers; stockholders and related interests and their close family members, as well as corresponding persons in affiliated companies. This shall also include such other person/ juridical entity whose interest may pose potential conflict with the interest of VC, hence, is identified as a related party.
- 6.2 Close family members are persons related to the CL's directors, officers and stockholders (DOS) within the second degree of consanguinity or affinity, legitimate or common-law. These shall include the spouse, parent, child, brother, sister, grandparent, grandchild, parent-in-law, son-/ daughter-in-law, grandparent-in-law, and grandchild-in-law of VC's Board of Directors, Officers of VC with rank of Business Director or higher, and Stockholders.
- 6.3 Corresponding persons in affiliated companies are the DOS of the affiliated companies and their close family members.
- 6.4 Under Section 290 of the Insurance Code, as amended by R.A. 10607, control is presumed to exist if any person directly or indirectly owns, controls or holds with the power to vote forty percent (40%) or more of the voting securities of any other person. Provided, that no person shall be deemed to control another person solely by reason of his being an officer or director of such other person.

- 6.5 Control of an enterprise exists when there is:
- 6.5.1 Power to govern the financial and operating policies of the enterprise under a statute or an agreement; or
 - 6.5.2 Power to appoint or remove the majority of the members of the board of directors or equivalent governing body; or
 - 6.5.3 Power to cast the majority votes at meetings of the board of directors or equivalent governing body; or
 - 6.5.4 Any other arrangement similar to any of the above.

7. DUTIES AND RESPONSIBILITIES

- 1. Board of Directors (BOD)
 - a. Approves all material RPTs, two-thirds (2/3) vote required.
 - b. Establishes an audit/ risk/ compliance system to identify, monitor, and control RPT risks.
- 2. Audit Committee
 - a. Reviews all material RPTs, ensuring they are not biased.
 - b. Appoints an External Independent Party (EIP) (e.g., auditing firm) to assess the fairness of material transactions.
- 3. Senior Management
 - a. Implements controls to manage RPTs on a per-transaction and aggregate basis.
- 4. Internal Audit
 - a. Periodically reviews the effectiveness of internal controls for RPTs.
- 5. Compliance Officer
 - a. Ensures Policy Compliance and updates it to reflect regulatory changes.
- 6. Related Party Disclosure
 - a. Board Members, substantial shareholders, and officers must disclose their financial interest in RPTs.

8. RELATED PARTY TRANSACTION (RPT)

The following is a list of RPTs, the transaction amount required to consider the RPT a Material Transaction, and the corresponding vetting committee for each materiality threshold:

	TRANSACTION TYPE	MATERIALITY THRESHOLD	
		Management Committee	RPT Committee
a.	On-and off-balance sheet credit exposures and claims and write-offs	Up to P5M	Over P5M per transaction per contract
b.	Investments and/ or subscriptions for debt/ equity issuances	n/a	In excess of the limits indicated in the Investment Policy Statement
c.	Consulting, professional, agency and other service arrangements/ contracts/ agreements	Cumulative P20M per counterparty	Over P20M (cumulative) per counterparty
d.	Purchases and sales of assets, including transfer of technology and intangible items (e.g. research and development, trademarks and license agreements)	Up to P5M per transaction per contract	Over P5M per transaction per contract
e.	Construction arrangements/ contracts	Cumulative P5M per counterparty	Over P5M per counterparty

f.	Lease arrangements/ contracts	Up to P5M per transaction per contract	Over P5M per transaction per contract
g.	Trading and derivative transactions	n/a	In excess of the limits indicated in the Investment Policy Statement
h.	Borrowings, commitments, fund transfers and guarantees	Up to P5M per transaction	Over P5M per transaction
i.	Sale, purchase or supply of any goods or materials	Up to P5M per transaction per contract	Over P5M per transaction per contract
j.	Establishment of joint venture entities	n/a	Regardless of contribution

- 8.1 Insurance coverage/ transaction are vetted through the appropriate Committees/ approving authorities, as indicated in the following Regulations/ Guidelines:
- a) R-UW-06 Underwriting Acceptance Limit
 - b) G-S&U-08 Underwriting Manual
- 8.2 This RPT Policy excludes regular trade transactions involving purchase and sales of debt securities traded in active market.
- 8.3 RPTs shall include not only transactions that are entered into with related parties but also outstanding transactions that were entered into with an unrelated party that subsequently becomes a related party.
- 8.4 Any clarification on whether or not a transaction should be classified as “Related Party Transaction” shall be referred to Risk Management Department of VC.

9. **RPT APPROVAL**

- 9.1 RPTs are not prohibited provided that the RPTs are approved by the appropriate authority, conducted at arm’s length basis and disclosed and reported as required under this Policy.
- 9.2 RPTs that are classified as Material Transaction, as defined in Section 6, shall be vetted by the RPT Committee.
- 9.3 RPTs that are classified as below the Material Threshold, as defines in Section 6, shall be vetted by the Management Committee.
- 9.4 If RPT is deemed urgent, the approval by the corresponding approving authority could be coursed through email. This will just then be formalized on the date of the official meeting of the RPTC.
- 9.5 Once the RPT has been vetted, the approval to proceed with the transaction follows the R-CA-032 which defines the Company’s Operating Expense and Disbursement Authority Limits.

10. **RPT VETTING**

- 10.1 All RPTs shall be submitted for vetting prior to approval and/ or implementation.
- 10.2 Vetting is a process wherein a specific body (e.g. RPTC, Management Committee) reviews and ensures that RPT terms are arm’s length.

- 10.3 An RPT is deemed conducted at arm's length terms when it is done in the regular course of business of VC and are not undertaken on more favorable economic terms (e.g., interest of rates, price, fees, commissions, tenor, collateral requirements, etc.) than similar transactions with unrelated parties under similar circumstances. Further, the RPT should be engaged into at terms that promote the best interest of VC and its stakeholders. Vetting may thus include comparison of RPT terms with the terms granted to non-related parties under comparable circumstances and conditions.
- 10.4 Vetting is not itself the approval of the credit or non-credit transaction.
- 10.5 Related Party Transaction Committee (RPTC) is a Board level committee tasked to review and endorse RPTs that are classified as Material Transactions.
- 10.6 The RPTC shall be composed of at least three (3) Independent and/ or Non-Executive members of the VC Board, the majority of whom shall be Independent Directors. The Chairperson must be an Independent Non-Executive Director of the Board. Majority of the members, regardless of position, shall constitute a quorum.
- 10.7 The Chief Compliance Officer (CCO)/ Chief Risk Officer (CRO)/ Internal Auditor (Chief Audit Executive) may sit as resource persons in the RPT Committee.
- 10.8 The authority, responsibility, membership and operation of RPTC are provided in detail in the RPTC Charter.
- 10.9 RPTs involving amounts below the materiality threshold shall be vetted by the Management Committee.
- 10.10 In case a member of the management or RPT committee has conflict of interest in a particular RPT, he/ she should inhibit from the evaluation, endorsement and/ or approval process of the particular RPT. In the event a member of the Management Committee directly supervises the recommending unit of the RPT, he shall abstain from vetting the same.
- 10.11 Conflict of Interest and handling of personnel, officers or directors who have been remiss in their duties are governed by the Manual of Corporate Governance, Employee Code of Conduct and the specific HR policies. Persons who refuse to fully disclose the extent of their business interests shall be subject to temporary disqualification from their office.

11. APPROVAL PROCESS

- 11.1 Conflict of Interest
 - a. Related parties with personal interests must abstain from discussions/ approvals (their votes are not counted)
- 11.2 Approval Tiers
 - a. P5-10 Million upon approval of the Audit Committee
 - b. P10 Million Materiality Threshold:
 - Audit Committee evaluation; and
 - Board Approval
 - c. Material RPTs:
 - Audit Committee review;
 - Board approval (two-thirds (2/3) vote, majority of independent directors)

11.3 Shareholder Ratification

If the EIP Report deems terms unfair, the transaction must be ratified by two-thirds (2/3) of shareholders.

12. RPT MONITORING/ INDIVIDUAL AND AGGREGATE LIMITS

The Board, through RPTC, shall establish an effective system to determine/ identify Related Parties, monitor Related Party exposure and implement RPTs.

- a. Internal Limits for Individual and Aggregate Credit Exposure
 - i. To ensure that RPTs are within prudent levels, the VC Board shall prescribe, from time to time, internal limits or sub-limits for individual and aggregate credit exposures to a related party and for aggregate exposures to all related parties that are consistent with the VC's risk appetite, risk profile and capital strength.
 - ii. The Related Party Transaction Committee (RPTC) shall report to the Board, on a semi-annual basis, the status and aggregate credit exposure of VC to each related party as well as the total amount of credit exposure to all related parties to ensure compliance to limits set by the Board.
- b. The VC's Compliance & Legal Department as well as the VC IA shall perform periodic post verifications of RPTs within the materiality threshold required to be endorsed by the RPTC and approved by the appropriate body, to ensure that the terms and conditions as endorsed and approved are properly and correctly implemented.
- c. Quarterly post verification of RPTs shall be performed, as follows, to ensure that the terms and conditions as endorsed and approved by the appropriate body are properly and correctly implemented.
 - 1. Below material transactions – VC's Compliance and Legal Department and
 - 2. Material transactions – VC Internal Audit

To ensure accountability, proper documentation and compliance, VC shall:

- a. Maintain a Related Party registry, to track relationships and changes; and
- b. Conduct annual independent reviews of RPT policies and procedures.

13. PRICE DISCOVERY MECHANISMS

Use methods like:

- a. External expert evaluations;
- b. Competitive bidding process; and/ or
- c. Publication of assets for sales.

14. DISCLOSURE AND REGULATORY REPORTING

VC shall adequately disclose in its Annual Report, if applicable, the overarching policies and procedures for managing RPTs, including managing of conflicts of interest or potential conflicts of interest; responsibility of RPT Committee; nature, terms and conditions, as well as original and

outstanding individual and aggregate balances, including off-balance sheet commitments, of material RPT.

A regular reporting of aggregate exposures to the Board and regulatory authorities must be held. Which includes details of RPTs in financial statements and stockholders' meetings.

In addition to the required reports on transactions with subsidiaries and affiliates under existing regulations –

- a) VC shall report all entities in the conglomerate structure where it belongs (Annex A). The said structure shall likewise disclose beneficial owners of shareholdings that are in the name of PCD Nominee Corporation. The said report shall be submitted to the IC within 30 calendar days after the end of every calendar year.
- b) VC shall submit a report on material exposures to related parties, which include the material RPTs of its non-financial subsidiaries and affiliates, (Annex B) within 20 calendar days after the end of the reference quarter.
- c) The consolidated report on Material RPT shall be jointly endorsed/ signed by the VC's Compliance & Legal and Risk Officer prior to submission to the President or his representative for signature.
- d) The VC Finance Department shall be responsible for the transmission of all required RPT reports to the IC.
- e) Any contract with recurring payment transaction such as lease contracts, should only be reported once, upon approval of said transaction by the applicable approving authority.
- f) In case the parties involved in a RPT are both IC-related entities, only the lessor, in case of a lease contract, shall submit the individual report on Material RPT.

This Policy aligns with Philippine Corporate Governance Standards, ensuring Transparency and ethical conduct in related party transactions.

15. RESPONSIBILITIES OF UNITS WITH RPTS

To implement the requirements of this RPT Policy, the Proponents, in coordination with the Compliance & Legal and Risk Management Office shall ensure and cause the following:

- a. Establishment of the Related Party's relationship to VC and interest in the transaction;
- b. Disclosure of material facts as regards the proposed RPT, including the aggregate value of the transaction;
- c. Proper evaluation of the benefits to VC of the proposed RPT;
- d. Identification of the availability of other sources of comparable products or services;
- e. Assessment of whether the transactions involving the Related Party/ies are conducted at arm's length basis which means that the terms and conditions of the transaction must be no less favorable to VC than the terms generally available to a non-related party under the same or similar circumstances;
- f. Via query facility, selection of identified Related Party/ies in the application system will be done, to facilitate the generation of data required for the preparation of reports such as, but not limited to, the Report on Material Related Party Transaction.

16. WHISTLE BLOWING POLICY

The VC Whistle Blowing Policy shall also apply to RPTs.

17. REVISION

Any revision and supplement to this RPT Policy shall be upon the RPTC recommendation and approval of the VC Board.

ANTI-BRIBERY AND CORRUPTION (ABC) POLICY

Value Care Health Systems, Inc. ("ValuCare" or the "Company") is committed to maintaining high ethical standards, honesty, and full compliance with all laws and regulations, thus the creation of the Anti-Bribery and Corruption (ABC) Policy.

This policy outlines ValuCare's commitment to preventing bribery and corruption, ensuring full compliance with applicable laws and regulations. It applies to all employees, directors, officers, contractors, and third-party representatives, regardless of location.

Definitions

- **Bribery:** The offering, promising, giving, or receiving for an improper benefit or advantage, directly or through intermediaries, to impact someone in a position of trust or authority's choices or behavior.
- **Corruption:** The misuse of entrusted power for personal gain, often involving activities like bribery and extortion, which compromises the integrity of business practices.
- **Facilitation Payments:** Payments made to accelerate standard government procedures, such as obtaining permits or processing official documents.
- **Kickbacks:** Any form of compensation or reward given to an individual in exchange for assisting in securing a favourable business agreement or outcome. Like bribery, kickbacks are illegal and strictly forbidden by this policy.
- **Public Official:** Any person who holds a legislative, administrative, or judicial position, whether appointed or elected, and anyone performing public duties for a government entity, state, or international public organization.

Key Principles and Reporting Procedures

1. Gifts, Hospitality, and Entertainment: While offering or receiving gifts and hospitality can be a part of business relations, it should always be done transparently and within reasonable limits. This policy ensures that these exchanges are not used to impact decisions or gain unfair advantages. Any gift or hospitality that exceeds a set value or could be perceived as an attempt

to sway business decisions must be reported, ensuring that the ValuCare's activities remain ethical and above board.

2. Third-Party Due Diligence: It is crucial to carefully evaluate third-party individuals or organization, such as suppliers, contractors, and agents, who may act on behalf of the company. The goal is to ensure that these third parties adhere to the same anti-bribery and anti-corruption standards and do not engage in unethical practices. The policy outlines the process for conducting background checks, assessing risks, and ensuring compliance with applicable laws. This helps prevent the ValuCare from indirectly participating in bribery or corruption through business relationships.

3. Political Contributions: To avoid conflicts of interest or undue influence, the policy sets clear guidelines on political contributions, generally prohibiting using company resources for such purposes. If political contributions are allowed, they must be fully transparent, legally compliant, and made without the intention of gaining any business advantage. The policy ensures that any political involvement is reported and subject to proper review to maintain ethical standards.

4. Charitable Donations and Sponsorships: Charitable donations and sponsorships are vital to supporting causes and communities; however, they must never be used to disguise bribery or corruption. This principle ensures that any contributions made by the ValuCare are for legitimate, ethical purposes and not intended to influence business decisions. The policy dictates that all donations and sponsorships be transparent, with proper documentation and oversight. The ValuCare must ensure that these activities align with its core values and comply with anti-bribery and corruption standards.

Reporting Issues Related to Bribery and Corruption

All staff have a responsibility to comply with this policy and prevent bribery and corruption. Staff who:

- Witness or otherwise discover anything corrupt or otherwise improper taking place;

- Are offered a bribe;
- Are asked to offer a bribe; or
- Suspect or discover that any bribery or corruption has taken place or may take place;
- must notify their manager and the Legal and Compliance Department as soon as possible. Any delays will need to be explained.

Consequences of Non-Compliance

The ValuCare takes compliance with this policy very seriously, and failure to comply puts both staff and the ValuCare at significant risk. Staff who fail to comply with this policy may commit a company misconduct, criminal offense, and the criminal law relating to bribery and corruption carries several penalties. Due to the importance of this policy, failure to comply with any of its procedures and requirements may result in disciplinary action and/or dismissal for gross misconduct. Any non-staff who breach this policy may have their contract terminated with immediate effect.

Policy Review

The policy review section outlines the process for regularly assessing and updating the anti-bribery and corruption policy to ensure its effectiveness and relevance. This review ensures that the policy stays aligned with current laws, regulations, and industry best practices, adapting to changes in the ValuCare's operations or the legal landscape.

This policy is a crucial tool in safeguarding the ValuCare's integrity by establishing clear guidelines and expectations for ethical conduct. By emphasizing transparency, accountability, and compliance with relevant laws and regulations, the policy helps prevent bribery and corruption within the organization and its dealings with third parties.