

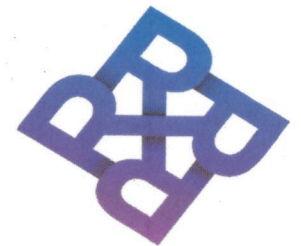
ANNUAL CORPORATE GOVERNANCE REPORT

of

MEDICARD PHILIPPINES, INC.

for the year

2022



MediCard

Prescribed by Doctors

**ANNUAL CORPORATE GOVERNANCE REPORT OF
MEDICARD PHILIPPINES, INC.**

1. For the fiscal year ended December 31, 2022
2. Certificate Authority Number HMO-2020-16-R
3. Makati City, Metro Manila, Philippines
Province, Country or other jurisdiction of incorporation of organization.
4. 9F The World Centre, # 330 Sen. Gil Puyat Ave., Makati City 1100
Address of the Principal Office Postal Code
5. (632) 8-8849999
Company's telephone number including area code
6. www.medicardphils.com
Company's official website
7. (NOT APPLICABLE)
Former name, former address and former fiscal year, if changed since last report

		COMPLIANT/NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities				
Principle 1: The company should be headed by a competent, working board to foster the long-term success and sustainability of the corporation in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.				
RECOMMENDATION 1.1				Additional Explanation/Information
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	Provide information or link/reference to a document containing information on the following: <ol style="list-style-type: none"> Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance Links/References: <p>The Board represents an appropriate mix of competence and expertise in the area of business, finance, operations, regulatory and legal disciplines relevant to the company's industry, with each director capable of adding value and exercising independent judgment.</p> Similarly, the 2023 Board of Directors of the Company are well-qualified as shown in their profile publicly disclosed through its Annual Report https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf		
2. Board has an appropriate mix of competence and expertise.	COMPLIANT			
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT			
RECOMMENDATION 1.2				
1. Board is composed of a majority of non-executive directors.	PARTIALLY COMPLIANT	Identify or provide link/reference to a document identifying the directors and the type of their directorships. Links/References:		

		<p>The 2023 Board (newly-elected) during its 28 February 2023 meeting is already compliant with this requirement having only one (1) executive director in its roster:</p> <p>2023 Board of Directors:</p> <ol style="list-style-type: none"> 1. Leo Michel Grepin – Non-executive Director 2. Ang Chee Keong (Kelvin Ang) – non-executive Director 3. Nicanor Cesar Bruno Montoya II – Executive Director 4. Start Anthony Spencer – Non-Executive Director 5. Axel Fritz Baur – Non-executive Director 6. Kenneth Hartigan Go – Independent Director 7. Melissa Limcaoco – Independent Director <p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>	
RECOMMENDATION 1.3			
<p>1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.</p>	COMPLIANT	<p>Provide link or reference to the company's Board Charter or Manual on Corporate Governance relating to its policy on training of directors.</p> <p>Links/References: During the 28 February 2023 Board of Directors Meeting, the Board approved the new Corporate Governance Policy and Procedure Manual which mandates board Orientation for new directors and Annual Continuing Training Program for the Board pursuant to the Insurance Commission (IC) Circular Letter (CL) 2020-71 (Revised Corporate Governance Code).</p> <p>See page 14-14, Medicard Corporate Governance Policy Manual https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Policy%20Manual_March2023.pdf</p>	
<p>2. Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first time directors.</p>	COMPLIANT	<p>Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.</p> <p>Links/References:</p>	

<p>3. Company has relevant annual continuing training for all directors.</p>	<p>COMPLIANT</p>	<p>During the 28 February 2023 Board of Directors Meeting, the Board approved the new Corporate Governance Policy and Procedure Manual which mandates board Orientation for new directors and Annual Continuing Training Program for the Board pursuant to the Insurance Commission (IC) Circular Letter (CL) 2020-71 (Revised Corporate Governance Code).</p> <p>https://www.medicardphils.com/documents/corporategovernance/04172023/MediCard%20Corporate%20Governance%20Policy%20Manual_March2023.pdf</p> <p>The Board of Directors, Executive officers including the Corporate Secretary and the Compliance officer attended an ICD Masterclass: Sustainability and ECG: The What, Why, and How for Corporate Boards held on August 26, 2022 thru Zoom webinar and conducted by Institute of Corporate Directors. Also, last December 9, 2022, they attended: ICD Masterclass: ESG Strategy: A Boardroom topic for Directors, thru Zoom webinar conducted by Institute of Corporate Directors.</p>	
<p>RECOMMENDATION 1.4</p>			
<p>1. Board has a policy on board diversity.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <p>Links/references:</p> <p>For 2022, the Board consists of 5 Male directors and 1 Female director. The Chairman of the Board is a female.</p> <p>Similarly, the 2023 Board of Directors has one (1) female. The profiles of each director would further show the diverse experience, expertise and qualifications of the members making the current Board fully diverse in their background and competence.</p> <p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>	

RECOMMENDATION 1.5			
1. Board is assisted in its duties by a Corporate Secretary.	COMPLIANT	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	Links/references: Corporate Governance Manual 8. Board Support; 8.1. Corporate Secretary. P. 19 https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Policy%20Manual_March2023.pdf	
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	Corporate Secretary is Atty. Melvyn Florencio. He is not a member of the Board and not its Compliance Officer. The Company's Compliance Officer is Ms. Elizabeth B. Laqui	
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered. The Board of Directors, Executive officers including the Corporate Secretary and the Compliance officer attended a ICD Masterclass: Sustainability and ECG: The What, Why, and How for Corporate Boards held on August 26, 2022 thru Zoom webinar and conducted by Institute of Corporate Directors. Also, last December 9, 2022, they attended: ICD Masterclass: ESG Strategy: A Boardroom topic for Directors, thru Zoom webinar conducted by Institute of Corporate Directors.	
RECOMMENDATION 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.	
2. Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	Links/References: Corporate Governance Manual. 8. Board Support. 8.2. Compliance Officer. P. 20	

<p>3. Compliance Officer is not a member of the board.</p>	<p>COMPLIANT</p>	<p>https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Policy%20Manual_March2023.pdf</p> <p>MPI Board of Directors, Executive Officers and Management Team. Compliance Officer – Ms. Elizabeth B. Laqui (Vice President – Controller). She is not a member of the Board.</p> <p>In 2023, the Company designated Mr. Jose Roy Hipolito as its Interim Compliance Officer. Mr. Hipolito has a rank equivalent to Vice President. He is not a member of the Board of the Company.</p> <p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>	
<p>4. Compliance Officer attends training/s on corporate governance annually.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>Ms. Elizabeth B. Laqui, Compliance Officer, attended webinar, entitled, ASEAN Corporate Governance scorecard last June 21, 2022 via Zoom webinar.</p> <p>Mr. Jose Roy Hipolito, Interim Compliance Officer starting February 28, 2023, attended the AIA PH Group 2023 IC-Mandated Annual Continuing Training for the Board in compliance with IC CL 2020-71.</p> <p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>	
<p>Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.</p>			
<p>RECOMMENDATION 2.1</p>			
<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best</p>	<p>COMPLIANT</p>	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting).</p> <p>Links/References:</p>	

<p>interest of the company.</p>		<p>The Board of Directors reviews and approves major projects, policy decisions, annual budgets, major investment funding, and major restructuring of core businesses on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p> <p>The roles and responsibilities of the Directors are fully articulated in the following Charters:</p> <ol style="list-style-type: none"> 1. 2023 Corporate Governance Policy Manual https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Policy%20Manual_March2023.pdf 2. 2023 Board Charter https://www.medicardphils.com/documents/corporate-governance/04172023/Medicard%20Board%20Charter_29Jan2023.pdf 3. 2023 Audit and Related Party Transaction (RPT) Committee Charter https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Committee%20Charter_March2023.pdf 4. 2023 Corporate Governance Committee Charter https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Audit%20&%20RPT%20Committee%20Charter_March2023.pdf 5. 2023 Board Risk Charter https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Board%20Risk%20Committee%20Charter_March2023.pdf 	
RECOMMENDATION 2.2			
<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting).</p>	
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy</p>	<p>COMPLIANT</p>	<p>Indicate frequency of review of business objectives and strategy.</p> <p>Links/References:</p>	

<p>in order to sustain the company's long-term viability and strength.</p>		<p>The Board oversees the business affairs of the company. It meets regularly and allots time to discuss strategic issues with the Management Committee to gain insights into each specific business area. It revisits and approves the group's corporate strategy and performance objectives quarterly, and monitors its implementation.</p> <p>The roles and responsibilities of the Directors are fully articulated in the following Corporate Charters which provide for the regular review and Board approval including board's oversight in the development of the Company's strategic direction:</p> <ol style="list-style-type: none"> 1. 2023 Corporate Governance Policy Manual https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Policy%20Manual_March2023.pdf 2. 2023 Board Charter https://www.medicardphils.com/documents/corporate-governance/04172023/Medicard%20Board%20Charter_29Jan2023.pdf 	
RECOMMENDATION 2.3			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>PARTIALLY COMPLIANT</p>	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>Links/References:</p> <p>Corporate Governance Manual</p> <p>https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Policy%20Manual_March2023.pdf</p> <p>No Chairman of the Board was elected for 2022, the CEO did not act as the Chairman of the Board. The deferment of the election of the new member and Chairman of the Board can be seen at the January 28, 2022 Minutes of the meeting.</p> <p>Also, last May 25, 2022, the President sought the Board's approval on the company's strategic direction for possible strategic partners and outside investors. Hence, there is a need to repeal the</p>	<p>As of 28 February 2023, the Board is headed by Mr. Leo Michel Grepin, who is also the Regional Chief Executive and Group Chief Strategy Officer of AIA Group Limited.</p> <p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>

		provision granting Right of First refusal to the stockholders of Medicard under Art. 7 of the Amended Articles of Incorporation.	
RECOMMENDATION 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Disclose and provide information or link/reference to a document containing information on the company's succession planning and retirement policies and programs, and its implementation. Link/References: Corporate Governance Manual https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Policy%20Manual_March2023.pdf	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	MPI Policy on Succession Planning https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_SUCCESSION_PLANNING_AND_REMUNERATION.pdf MPI Policy on Retirement of Directors and Key Officers https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_RETIREMENT_OF_DIRECTORS.pdf	
RECOMMENDATION 2.5			
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members	COMPLIANT	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance Link/References: Corporate Governance Manual https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Policy%20Manual_March2023.pdf	
2. Board aligns the remuneration of key officers and board members with long-term interests of the company	COMPLIANT	Board Committee Charter. https://www.medicardphils.com/corporate-governance/board-matters	
3. Directors do not participate in	COMPLIANT		

discussions or deliberations involving his/her own remuneration			
RECOMMENDATION 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	In 28 February 2023, the Company adopted a new Corporate Governance Policy Manual which likewise comply with the relevant recommendation. https://www.medicardphils.com/corporate-governance/corporate-governance-manual
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance	COMPLIANT	Provide proof if minority shareholders have a right to nominate candidates to the board.	
3. Board nomination and election policy includes how the company accepts nomination from minority shareholders.	COMPLIANT	Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director. Links/References:	
4. Board nomination and election policy includes how the board reviews nominated candidates.	COMPLIANT	Corporate Governance Manual 4. The Board of Directors. 4.7. Nomination, Election and Replacement of a Director https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director	COMPLIANT	Corporate Governance Manual. 15. Other best Corporate Governance Practices. 15.5. Promoting Shareholder Rights https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf MPI Policy on Board Nomination and Election https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_BOARD_NOMINATION_AND_ELECTION.pdf	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	The Board Committee Charter. Functions of the Board Risk Oversight and Corporate Governance. Under Corporate Governance Functions. https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITTEE_CHARTER.pdf	

RECOMMENDATION 2.7

<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>COMPLIANT</p>	<p>Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs.</p> <p>Identify transactions that were approved pursuant to the policy.</p>	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions</p>	<p>COMPLIANT</p>	<p>Links/References:</p> <p>Corporate Governance Manual. 9. Board Committees. 9.1 Audit and Related Party Transaction (RPT Committee) https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p> <p>Related Party Transaction Policy https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_RELATED_PARTY_TRANSACTIONS.pdf</p>	
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>COMPLIANT</p>		

RECOMMENDATION 2.8

<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>COMPLIANT</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identify the Management team Appointed.</p> <p>Links/References:</p> <p>Board Charter. Responsibilities of the Board. https://www.medicardphils.com/documents/corporate-governance/04172023/Medicard%20Board%20Charter_29Jan2023.pdf Management Team and Executive Officers</p>	
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		https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_EXECUTIVE_OFFICERS_AND MANAGEMENT_TEAM.pdf	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>Links/References:</p> <p>Board Charter. Responsibilities of the Board. https://www.medicardphils.com/documents/corporate-governance/04172023/Medicard%20Board%20Charter_29Jan2023.pdf MPI Policy on Performance Evaluation http://intranet02.medicardphils.com/viewtopic.php?p=114185#114185</p>	
RECOMMENDATION 2.9			
1. Board establishes an effective performance management framework that ensures that Management, including the Chief Executive Officer performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	<p>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</p> <p>Link/References:</p> <p>Corporate Governance Manual https://www.medicardphils.com/documents/corporate-governance</p>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par	COMPLIANT	<p>MPI Policy on Performance Evaluation http://intranet02.medicardphils.com/viewtopic.php?p=114185#114185</p>	

with the standards set by the Board and Senior Management.			
RECOMMENDATION 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	In its 28 February 2023 Board Meeting, the Company elected Ms. Rikka C. Peralta as the Head of Internal Audit. The Company will then adopt the relevant policy and/or practice of its parent company, AIA Philippines pertaining to internal control systems.
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	<p>Link/References:</p> <p>Corporate Governance Manual https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Policy%20Manual_March2023.pdf</p> <p>Code of Business Conduct and Ethics – Conflicts of Interest https://www.medicardphils.com/documents/corporate-governance/CODE_OF_BUSINESS_AND_ETHICS.pdf</p> <p>Policy on Conflict of Interest https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_CONFLICT_OF_INTEREST.pdf</p>	
3. Board approves the Internal Audit Charter.	COMPLIANT	<p>Provide reference or link to the company's Internal Audit Charter</p> <p>Link/References:</p> <p>Internal Audit Charter https://www.medicardphils.com/documents/corporate-governance/INTERNAL_AUDIT_CHARTER.pdf</p>	
RECOMMENDATION 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and	COMPLIANT	<p>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p> <p>Provide proof of effectiveness of risk management strategies, if any.</p>	In its 28 February 2023 Board Meeting, the Company elected Ms. Maria Cristina Helena G. Samaniego as the Interim Chief Risk Officer.

manage key business risks.			
2. The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	<p>Link/References:</p> <p>Corporate Governance Manual https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Policy%20Manual_March2023.pdf</p> <p>MPI Enterprise Management Framework https://www.medicardphils.com/documents/corporate-governance/ENTERPRISE_RISK_MANAGEMENT_FRAMEWORK.pdf</p>	

RECOMMENDATION 2.12

1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	COMPLIANT	Provide link to the company's website where the Board Charter is disclosed.	<p>In its 28 February 2023 Board meeting, the Company adopted a new Board Charter aligned with its parent company practices.</p> <p>https://www.medicardphils.com/documents/corporate-governance/04172023/Medicard%20Board%20Charter_29Jan2023.pdf</p>
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT	<p>Link/References:</p> <p>Board Charter https://www.medicardphils.com/documents/corporate-governance/04172023/Medicard%20Board%20Charter_29Jan2023.pdf</p>	
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		

Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

RECOMMENDATION 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <p>Link/References:</p> <p>Corporate Governance Manual Section V. Board Committees https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf</p> <p>Board Committee Charter https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITTEE_CHARTER.pdf</p> <p>The Company initially established 2 committees that will handle the: 1) audit and related party transactions and 2) risk management and corporate governance.</p>	<p>For 2023, the Company established the following Committees:</p> <ol style="list-style-type: none"> 2023 Audit and Related Party Transaction (RPT) Committee Charter https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Committee%20Charter_March2023.pdf 2023 Corporate Governance Committee Charter https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Audit%20&%20RPT%20Committee%20Charter_March2023.pdf 2023 Board Risk Charter https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Board%20Risk%20Committee%20Charter_March2023.pdf
<p>RECOMMENDATION 3.2</p>			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p>Link/References:</p> <p>Corporate Governance Manual https://www.medicardphils.com/documents/corporate-governance</p> <p>The audit Committee has the responsibility to recommend the appointment and removal of the company's external auditor.</p>	<p>In its 28 February 2023 meeting, the Board established a new Audit and RPT Committee</p> <p>Audit and RPT Committee:</p> <ol style="list-style-type: none"> Dr. Kenneth Hartigan – Go-Chair/Independent Director Ms. Melissa Limcaoco – Independent Director Mr. Axel Baur – Non-executive Director

<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p> <p>Link/References:</p> <p>Board Committee Charter. Audit and Related Party Transaction Committee https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITEE_CHARTER.pdf</p>	<p>For 2023, the Company is fully- compliant with the requirement:</p> <p>Audit and RPT Committee:</p> <p>4. Dr. Kenneth Hartigan Go-Chair/Independent Director 5. Ms. Melissa Limcaoco – Independent Director 6. Mr. Axel Baur – Non-executive Director</p>
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p>Link/References:</p> <p>Board Committee Charter. Audit and Related Party Transaction Committee https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITEE_CHARTER.pdf</p> <p>Board of Directors Profile https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_PROFILE.pdf</p>	<p>See profiles of 2023 Audit of RPT Committee</p> <p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p>Link/References:</p> <p>Board Committee Charter. Audit and Related Party Transaction Committee https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITEE_CHARTER.pdf</p>	<p>Dr. Go is not the Board Chairperson. He is also not the Chairperson of any other committees except the Audit and RPT.</p> <p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>

RECOMMENDATION 3.3

<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>COMPLIANT</p>	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p>Link/References:</p> <p>Corporate Governance Manual Section V. Board Committees, B. Board Risk Oversight and Corporate Governance Committee https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf</p> <p>Board Committee Charter. Board Risk Oversight and Corporate Governance Committee https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITEE_CHARTER.pdf</p>	<p>For 2023, the Company is fully-compliant with the requirement:</p> <p>Corporate Governance Committee:</p> <ol style="list-style-type: none"> 1. Ms. Melissa Limcaoco – Chair/Independent Director 2. Dr. Kenneth Hartigan – Independent Director 3. Mr. Stuart Spencer – Non-executive Director
<p>2. Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p>Link/References:</p> <p>Board Committee Charter. Board Risk Oversight and Corporate Governance Committee https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITEE_CHARTER.pdf</p>	<p>See profiles of 2023 Corporate Governance Committee https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p>Link/References:</p> <p>Board Committee Charter. Board Risk Oversight and Corporate Governance Committee https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITEE_CHARTER.pdf Board of Directors</p>	<p>Ms. Limcaoco is not the Board Chairperson. She is also not the Chairperson of any other committees except the Corporate Governance Committee.</p> <p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>

		https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_EXECUTIVE_OFFICERS_AND_MANAGEMENT_TEAM.pdf	
RECOMMENDATION 3.4			
<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>	COMPLIANT	<p>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions.</p> <p>Link/References:</p> <p>Corporate Governance Manual Section V. Board Committees. Board Risk Oversight and Corporate Governance Committee. Risk Management Functions https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf</p> <p>Board Committee Charter. Board Risk Oversight and Corporate Governance Committee https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITTEE_CHARTER.pdf</p>	<p>For 2023, the Company established a Board Risk Committee separate from its Corporate Governance Committee:</p> <p>https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Board%20ORisk%20Committee%20Charter_March2023.pdf</p>
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	COMPLIANT	<p>Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship</p> <p>Link/References:</p> <p>Board Committee Charter. Board Risk Oversight and Corporate Governance Committee https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITTEE_CHARTER.pdf</p>	<p>For 2023, the Company is partially-compliant with the requirement:</p> <p>Board Risk Committee:</p> <ol style="list-style-type: none"> 1. Mr. Ang Chee Keong – Chair/Non-executive Director 2. Dr. Kenneth Hartigan – Independent Director 3. Ms. Melissa Limcaoco – Independent Director <p>See profiles of 2023 Audit of RPT Committee https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>

<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>COMPLIANT</p>	<p>information on the Chairman of the BROC</p> <p>Link/References:</p> <p>Board Committee Charter. Board Risk Oversight and Corporate Governance Committee https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITTEE_CHARTER.pdf</p> <p>Board of Directors Profile https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_PROFILE.pdf</p>	<p>Mr. Ang is not the Board Chairperson. He is also not the Chairperson of any other committees except the Board Risk Committee.</p> <p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>
<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</p> <p>Link/References:</p> <p>Board Committee Charter. Board Risk Oversight and Corporate Governance Committee https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITTEE_CHARTER.pdf</p>	<p>See profiles of 2023 Audit of RPT Committee https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>
<p>RECOMMENDATION 3.5</p>			
<p>1. The Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p>Link/References:</p> <p>Corporate Governance Manual Section V. Board Committees. Audit and Related Party Transactions Committee. Related Party Transaction Functions https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf</p> <p>Board Committee Charter. Audit and Related Party Transactions Committee. Related Party Transactions functions. https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITTEE_CHARTER.pdf</p>	<p>To align with parent company's practices, the Board established the Audit and Related Party Transaction (RPT) Committee. It's Charter provides for the approval of material RPT transactions</p> <p>2023 Audit and Related Party Transaction (RPT) Committee Charter https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Committee%20Charter_March2023.pdf</p> <p>2023 Corporate Governance Committee Charter https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Audit%20</p>

			0&%20RPT%20Committee%20Charter_March_2023.pdf 2023 Board Risk Charter https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Board%20Risk%20Committee%20Charter_March2023.pdf
2. RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including the Chairman.	COMPLIANT	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship. Link/References: Board Committee Charter. Audit and Related Party Transactions Committee. https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITEE_CHARTER.pdf	For 2023, the Company is compliant with the requirement: Audit and RPT Committee: <ol style="list-style-type: none"> 1. Dr. Kenneth Hartigan – Chair/Independent Director 2. Ms. Melissa Limcaoco – Independent Director 3. Mr. Axel Baur – Non-executive Director
RECOMMENDATION 3.6			
1. All established committees have a Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes. Link/References: Board Committee Charter https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITEE_CHARTER.pdf	For 2023, the following are the Charters: <ol style="list-style-type: none"> 1. Audit and RPT Committee Charter 2. Corporate Governance Committee Charter 3. Board Risk Committee Charter Performance evaluations are required as per these charters. https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Audit%200&%20RPT%20Committee%20Charter_March_2023.pdf
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT	https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_BOARD_PERFORMANCE_ASSESSMENT.pdf	
3. Committee Charters were fully disclosed on the company's website	COMPLIANT	Provide link to company's website where the Committee Charters are disclosed.	

		<p>Link/References:</p> <p>Board Committee Charter https://www.medicardphils.com/corporate-governance/board-matters</p>	
<p>Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.</p>			
<p>RECOMMENDATION 4.1</p>			
<p>1. The Directors attends and actively participates in all meetings of the Board, Committees and shareholders in person or through tele- /videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p>Corporate Governance Manual. Section IV. Corporate Governance Structure. Section A. Board of Directors, Responsibilities of the Board of Directors https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf</p> <p>Board Charter. Responsibilities of the Board. https://www.medicardphils.com/documents/corporate-governance/BOARD_CHARTER.pdf</p> <p>Information on the attendance and participation of directors to Board, Committee and shareholders' meetings can be seen through the Minutes of the Meetings for 2022. (Please see attached files)</p>	<p>The newly adopted Corporate Governance Policy Manual passed during the 28 February 2023 Board meeting are likewise compliant with the recommendation herein.</p> <p>https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>COMPLIANT</p>	<p>Links/References:</p> <p>Meeting materials are provided in advance to give ample time for review.</p>	

		In accordance with the Company's Amended By-Laws, under Article 4 Section 2. Special Meetings. Special meetings maybe called at the principal office of the corporation, or at such convenient place, at any time by the resolutions of the Board of Directors or by order of the President or upon written request of the stockholders registered as owners of one third (1/3) of the total issued and outstanding stock. A written notice of the meeting setting forth the specific matters to be taken up during the meeting and all materials relevant for the matters to be discussed are sent to all stockholders of record, personally or by registered mail, at least fifteen (15) days before the stated date of the meeting.	
3. The directors asks the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/ explanation sought by the directors.</p> <p>Links/References:</p> <p>Board Charter. Responsibilities of the Board. https://www.medicardphils.com/documents/corporate-governance/BOARD_CHARTER.pdf</p> <p>All the directors have sought clarifications or addressed queries to the Company's Management during Board meetings relating to, among others, operational issues, regulatory risks, and future plans.</p>	<p>The newly adopted Corporate Governance Policy Manual passed during the 28 February 2023 Board meeting are likewise compliant with the recommendation herein.</p> <p>https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>
RECOMMENDATION 4.2			
1. Non-executive directors concurrently serve as directors to a maximum of five Insurance Commission Regulated Entities (ICREs) and publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies.</p> <p>Links/References:</p> <p>Manual on Corporate Governance. Section IV. Corporate Governance Structure. Item J. Multiple Board Seats. https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf</p>	<p>The newly adopted Corporate Governance Policy Manual passed during the 28 February 2023 Board meeting is likewise compliant with the recommendation herein.</p> <p>https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>

		The NEDs are not concurrently directors in any ICRCs and/or publicly listed companies.	
RECOMMENDATION 4.3			
1. The directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company.	COMPLIANT	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p>Links/References:</p> <p>Manual on Corporate Governance. Section IV. Corporate Governance Structure. Item J. Multiple Board Seats. https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf</p> <ul style="list-style-type: none"> Not applicable since there are no director/s that are concurrently directors of any ICRCs and/or PLCs 	<p>The newly adopted Corporate Governance Policy Manual passed during the 28 February 2023 Board meeting is likewise compliant with the recommendation herein.</p> <p>https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>
Principle 5: The board should endeavor to exercise an objective and independent judgement on all corporate affairs.			
RECOMMENDATION 5.1			
1. The Board is composed of at least twenty percent (20%) independent directors.	COMPLIANT	<p>Provide information or link/reference to a document containing information on the number of independent directors in the board.</p> <p>Links/references:</p> <p>Board of Directors https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_EXECUTIVE_OFFICERS_AND_MANAGEMENT_TEAM.pdf</p> <p>Corporate Governance Manual. Section IV. Corporate Governance Structure. Item G. Composition of the Board and Independent Directors. https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf</p>	<p>The 2023 Board (newly-elected) during its 28 February 2023 meeting is already compliant with this requirement having two (2) independent directors:</p> <p>2023 Board of Directors:</p> <ol style="list-style-type: none"> Leo Michel Grepin – Non-executive Director Ang Chee Keong (Kelvin Ang) – non-executive Director Nicanor Cesar Bruno Montoya II – Executive Director Start Anthony Spencer – Non-Executive Director Axel Fritz Baur – Non-executive Director

			<p>6. Kenneth Hartigan Go – Independent Director</p> <p>7. Melissa Limcaoco – Independent Director</p> <p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>
RECOMMENDATION 5.2			
<p>1. The independent directors possess all the necessary qualifications and none of the disqualifications to hold the position.</p>	COMPLIANT	<p>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p>Links/References:</p> <p>Board of Directors https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_PROFILE.pdf</p> <p>Corporate Governance Manual. Section IV. Corporate Governance Structure. Item B. Qualifications of Independent Directors. https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf</p>	<p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>
RECOMMENDATION 5.3			
<p>1. The independent directors serve for a maximum cumulative term of nine years.</p> <p>As far as Insurance Companies are concerned, the foregoing term limit shall be reckoned from 02 January 2015 while the reckoning date for the Pre-Need Companies and Health Maintenance Organizations</p>	COMPLIANT	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p>Links/References:</p> <p>Corporate Governance Manual. Section VII. Election/Re-Election and term. https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf</p>	<p>This policy is adopted in the recently-approved Corporate Governance Manual. All independent directors for 2023 are newly-on-boarded</p> <p>https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>

<p>shall be from 21 September 2016.</p> <p>For other covered entities, all previous terms served by existing Independent Directors prior to the effectivity of this Circular shall not be included in the application of the term limit prescribed in this item.</p>			
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director.</p> <p>Links/References:</p> <p>Corporate Governance Manual</p> <p>https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>	<p>This policy is adopted in the recently-approved Corporate Governance Manual. All independent directors for 2023 are newly-on-boarded</p>
<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board submits to the Insurance Commission a formal written justification and seek shareholders' approval during the annual shareholders' meeting.</p>	<p>COMPLIANT</p>	<p>Provide proof on submission of a formal written justification to the Insurance Commission and proof of shareholders' approval during the annual shareholders' meeting.</p> <p>Links/References:</p> <p>Corporate Governance Manual</p> <p>https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>	<p>https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>
<p>RECOMMENDATION 5.4</p>			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>COMPLIANT</p>	<p>Identify the company's Chairman of the Board and Chief Executive Officer.</p> <p>Links/References:</p> <p>Corporate Governance Manual</p>	<p>The 2023 Board (newly-elected) during its February 2023 Meeting is already compliant with this requirement having two (2) independent directors:</p> <p>2023 Board of Directors:</p>

		https://www.medicardphils.com/corporate-governance/corporate-governance-manual	<ol style="list-style-type: none"> 1. Leo Michel Grepin – Non-executive Director/Chairperson of the Board 2. Ang Chee Keong (Kelvin Ang) – non-executive Director 3. Nicanor Cesar Bruno Montoya II – Executive Director/CEO 4. Start Anthony Spencer – Non-Executive Director 5. Axel Fritz Baur – Non-executive Director 6. Kenneth Hartigan Go – Independent Director 7. Melissa Limcaoco – Independent Director
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p> <p>Links/References:</p> <p>Corporate Governance Manual Section IV. Corporate Governance Structure, Item C. Chairman of the Board and Item D. Chief Executive Officer</p> <p>https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf</p> <p>The position of Chairman of the Board and the CEO/President are being held by 2 different individuals.</p>	For 2023, the Company is compliant. The Chairperson is Mr. Leo Michel Grepin while the CEO is Mr. Nicanor Cesar Bruno Montoya II.
RECOMMENDATION 5.5			
1. If the Chairman of the Board is not an independent director or where the roles of Chairman and CEO are being held by one person, the Board should designate	PARTIALLY COMPLIANT	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is Independent.</p>	For 2023, the Company is compliant. The Chairperson is Mr. Leo Michel Grepin while the CEO is Nicanor Cesar Bruno Montoya II.

<p>a lead director among the independent directors.</p>		<p>No Chairman of the Board was elected for 2022, the CEO did not act as the Chairman of the Board. The deferment of the election of the new member and Chairman of the Board can be seen at the January 28, 2023 Minutes of the meeting.</p> <p>Also, last May 25, 2022, the President sought the Board's approval on the company's strategic direction for possible strategic partners and outside investors. Hence, there is a need to repeal the provision granting Right of First refusal to the stockholders of Medicard under Art. 7 of the Amended Articles of Incorporation.</p> <p>Board of Directors https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_EXECUTIVE_OFFICERS_AND_MANAGEMENT_TEAM.pdf</p>	
RECOMMENDATION 5.6			
<p>1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.</p>	<p>COMPLIANT</p>	<p>Provide proof of abstention, if this was the case.</p> <p>Links/References:</p> <p>There have been no such recent transactions.</p> <p>Corporate Governance Manual https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p> <p>Board Charter. https://www.medicardphils.com/documents/corporate-governance/04172023/Medicard%20Board%20Charter_29Jan2023.pdf</p>	<p>This policy is adopted in the recently-approved Corporate Governance Manual and the Audit and RPT Committee Charter.</p> <p>https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p> <p>https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Corporate%20Governance%20Committee%20Charter_March2023.pdf</p>
RECOMMENDATION 5.7			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any</p>	<p>COMPLIANT</p>	<p>Provide proof and details of said meeting, if any.</p> <p>Provide information on the frequency and attendees of meetings.</p> <p>The annual meeting with the external auditor was last December 9, 2022 for the year ended December 2022. Please see attached file.</p>	<p>This policy is adopted in the recently-approved Corporate Governance Manual and practice will be aligned with parent company where private meetings with external auditor, internal audit head and risk are to be conducted without management present.</p>

executive directors present to ensure that proper checks and balances are in place within the corporation.		Audit Results for the year ended December 2021 discussion with the Audit Committee was also held last May 5, 2022.	
2. The meetings are chaired by the lead independent director.	PARTIALLY COMPLIANT	<ul style="list-style-type: none"> For the year 2022, we do not have lead ID 	<p>In its 13 April 2023 meeting, the Board elected Dr. Kenneth Hartigan Go as the Lead Independent Director.</p> <p>https://www.medicardphils.com/documents/corporate-governance/05162023/MPI_Annual%20Report_Final%20Copy.pdf</p>
<p>Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.</p>			
<p>RECOMMENDATION 6.1</p>			
1. The Board conducts an annual assessment of its performance as a whole.	COMPLIANT	Provide proof of annual assessments conducted for the whole board, the individual members, the Chairman and the Committees.	<p>The newly-adopted Corporate Governance Policy Manual passed during the 28 February 2023 Board meeting is likewise compliant with the recommendation herein.</p> <p>Link to 2023 Corporate Governance Manual</p> <p>https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>
2. The performance of the Chairman is assessed annually by the Board.	COMPLIANT	<p>Links/References:</p> <p>Policy on Board Performance Assessment Board of Directors Self-Assessment Questionnaire https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_BOARD_PERFORMANCE_ASSESSMENT.pdf</p>	
3. The performance of the individual member of the Board is assessed annually by the Board.	COMPLIANT		
4. The performance of each committee is assessed annually by the Board.	COMPLIANT	Please see attached Accomplished Board of Directors Self-Assessment Summary Report.	
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT	<p>Identify the external facilitator and provide proof of use of an external facilitator.</p> <p>The formal performance of the Board was initially for the year 2020. The assessment for 2023 will be supported by an external facilitator.</p>	

RECOMMENDATION 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders. Links/References: Corporate Governance Manual https://www.medicardphils.com/corporate-governance/corporate-governance-manual	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	Policy on Board Performance Assessment Board of Directors Self-Assessment Questionnaire https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_BOARD_PERFORMANCE_ASSESSMENT.pdf	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
RECOMMENDATION 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	Provide information on or link/reference to the company's Code of Business Conduct and Ethics. Links/References: Code of Business Conduct and Ethics https://www.medicardphils.com/documents/corporate-governance/CODE_OF_BUSINESS_AND_ETHICS.pdf Medicard Code of Discipline and Conduct http://intranet.medicardphils.com/details.php?page=1	Beginning 28 Feb. 2023, the Company will adopt the Code of Conduct of its parent company (Link to AIA Code of Conduct) https://www.aia.com.ph/en/about-philamlife/our-corporate-governance/code-of-conduct.html
2. The code is properly disseminated to the Board, senior management and employees.	COMPLIANT	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees. Links/References: Code of Business and Ethics https://www.medicardphils.com/documents/corporate-governance/CODE_OF_BUSINESS_AND_ETHICS.pdf	Beginning 28 Feb. 2023, the Company will adopt the practices regarding employees' certifications on AIA Code of Conduct of its parent company (Link to AIA Code of Conduct) https://www.aia.com.ph/en/about-philamlife/our-corporate-governance/code-of-conduct.html

		<p>Medicard Code of Discipline and Conduct http://intranet.medicardphils.com/details.php?page=1</p> <p>The Code of Business and Ethics is posted at the company website. The Medicard Code of Discipline and Conduct is posted at the Company's Intranet and is part of the orientation of all new employees.</p>	
3. The Code is disclosed and made available to the public through the company website	COMPLIANT	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/disclosed.</p> <p>Links/References:</p> <p>Code of Business and Ethics https://www.medicardphils.com/documents/corporate-governance/CODE_OF_BUSINESS_AND_ETHICS.pdf</p> <p>Medicard Code of Discipline and Conduct http://intranet.medicardphils.com/details.php?page=1</p>	<p>(Link to AIA Code of Conduct) https://www.aia.com.ph/en/about-philamlife/our-corporate-governance/code-of-conduct.html</p>
RECOMMENDATION 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	<p>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</p> <p>Links/References:</p> <p>Medicard Code of Discipline and Conduct http://intranet.medicardphils.com/details.php?page=1</p> <p>The Code of Discipline and Conduct is the basis in implementing employee discipline.</p> <p>The Code is also a part of the orientation of new employees.</p>	<p>Beginning 28 Feb. 2023, the Company will adopt the practices regarding implementation and monitoring of the AIA Code of Conduct of its parent company</p> <p>(Link to AIA Code of Conduct) https://www.aia.com.ph/en/about-philamlife/our-corporate-governance/code-of-conduct.html</p>
2. Board ensures the proper and efficient implementation and monitoring of compliance	COMPLIANT	<p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on noncompliance.</p> <p>Links/References:</p>	

with company internal policies.		<p>Medicard Code of Discipline and Conduct http://intranet.medicardphils.com/details.php?page=1</p> <p>All company policies are posted on the Company's intranet system.</p>	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
RECOMMENDATION 8.1			
<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	COMPLIANT	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders.</p> <p>Links/References:</p> <p>Code of Business Conduct and Ethics. Disclosure https://www.medicardphils.com/documents/corporate-governance/CODE_OF_BUSINESS_AND_ETHICS.pdf</p> <p>Corporate Governance Manual. https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>	
RECOMMENDATION 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	COMPLIANT	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Links/References:</p> <p>Board of Directors https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_EXECUTIVE_OFFICERS_AND MANAGMENT TEAM.pdf</p>	
<p>2. Board fully discloses all relevant and material information on key</p>	COMPLIANT	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in</p>	

<p>executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>		<p>other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Board of Directors https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_PROFILE.pdf</p> <p>Management Team and Executive Officers https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_EXECUTIVE_OFFICERS_AND_MANAGEMENT_TEAM.pdf</p>	
RECOMMENDATION 8.4			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.</p>	<p>COMPLIANT</p>	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration.</p> <p>Links/References:</p> <p>Corporate Governance Manual https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>	
<p>2. Company provides a clear disclosure of its policies and procedure for setting Executive remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.</p>	<p>COMPLIANT</p>	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration.</p> <p>Links/References:</p> <p>Corporate Governance Manual https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>	
<p>3. Company discloses the remuneration on an individual basis, including</p>	<p>PARTIALLY COMPLIANT</p>	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p>	

<p>termination and retirement provisions.</p>		<p>Salaries and other remuneration paid to key management personnel are as follows:</p> <table border="1" data-bbox="829 267 1486 451"> <thead> <tr> <th>Salaries and other remuneration paid to key management personnel</th> <th>2022</th> </tr> </thead> <tbody> <tr> <td>Short Term Employee Benefits</td> <td>P 352,924,328</td> </tr> <tr> <td>Post Employment benefits</td> <td>P 10,494,424</td> </tr> <tr> <td>Other Long Term Benefit</td> <td>P 202,740</td> </tr> <tr> <td>Total</td> <td>P 363,621,492</td> </tr> </tbody> </table> <ul style="list-style-type: none"> For security reasons, a more detailed breakdown will be provided upon request. 	Salaries and other remuneration paid to key management personnel	2022	Short Term Employee Benefits	P 352,924,328	Post Employment benefits	P 10,494,424	Other Long Term Benefit	P 202,740	Total	P 363,621,492	
Salaries and other remuneration paid to key management personnel	2022												
Short Term Employee Benefits	P 352,924,328												
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Other Long Term Benefit	P 202,740												
Total	P 363,621,492												
RECOMMENDATION 8.5													
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>COMPLIANT</p>	<p>Disclose or provide reference/link to company's RPT policies.</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>Links/References:</p> <p>MPI Policy on Related Party Transactions https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_RELATED_PARTY_TRANSACTIONS.pdf</p>											
<p>2. Company discloses material or significant RPTs in its Annual Company Report of Annual Corporate Governance Report, reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders' meeting during the year.</p>	<p>COMPLIANT</p>	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> Name of the related counterparty; Relationship with the party; Transaction date; Type/nature of transaction; Amount or contract price; Terms of the transaction; Rationale for entering into the transaction; The required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and Other terms and conditions. 											

Links/References:

Report of Independent Certified Public Accountants to Accompany
Income Tax Return for the year ended December 2022.

The Company's related parties include its subsidiary and related parties under common management, key management personnel and retirement plan managed by a trustee bank.

A summary of the Company's transactions and outstanding balances with its related parties as of and for the years ended December 31, 2022 and 2021 are shown below:

Related Party Category	Note	2022		2021	
		Amount of Transaction	Outstanding Receivable (Payable)	Amount of Transaction	Outstanding Receivable (Payable)
Subsidiary -					
Claims processing services	23.1	P 160,244,761	P 9,539,788	P 119,777,706	P 8,521,126
Lease - Company as a lessor	23.4	-	-	5,420,701	-
Rental		5,259,233	-	-	-
Common usage service		1,812,318	-	1,232,975	-
area and utilities		2,805,270	-	2,841,206	-
HMO health plans	23.6	-	-	-	-
Shared expenses	23.7	599,305	(78,354)	-	(677,749)
Dividend income	23.5	-	-	-	-
Refundable deposit	23.4	-	(50,000)	5,399,568	(50,000)
Related Parties Under Common Management:					
Medical services	23.3	94,607,433	-	67,270,783	-
Margospor services	23.2	82,886,026	(154,528)	88,452,861	-
Cash advances	23.9	(21,800,000)	-	-	21,000,000
Leases - Company as a lessee	23.10	-	-	-	-
Right-of-use assets		7,653,924	13,685,759	(9,041,579)	(6,511,826)
Lease liabilities		(8,190,321)	(14,437,209)	(7,491,603)	(6,246,888)
Shared expenses	23.7	(4,860,301)	-	738,821	4,860,301

Related Party Category	Note	2022		2021	
		Amount of Transaction	Outstanding Receivable (Payable)	Amount of Transaction	Outstanding Receivable (Payable)
Related Parties Under Common Management:					
Donations from	23.8	P 2,496,482	P -	P 3,006,921	P -
Company's employees		(22,750)	97,480	142,867	120,230
HMO health plans	23.6	-	-	-	-
Staffgap Inc. (Staffgap)		1,530,763	318,035	1,201,455	108,795
URO Industrial Clinic, Inc. (UROIC)		716,889	-	673,433	-
Retirement Fund -					
Contributions	23.11	8,160,691	-	41,567,576	-
Key Management Personnel:					
Compensation	23.12(a)	363,621,492	-	347,834,047	-
Advances	23.12(b)	275,913	7,525,417	(766,710)	7,249,504

Related party receivables and payables are unsecured, noninterest-bearing and collectible and payable on demand either through payment of cash or offsetting arrangements.

As of December 31, 2022 and 2021, certain receivables from related parties under common management are already impaired.

		<p>Accordingly, full allowance for impairment losses amounting to P9,499,182 both as of December 31, 2022 and 2021 are already recognized on these receivables.</p> <p>Claims Processing Services The Company utilizes the medical information and claims processing services of CPPI. Expenses incurred arising from these transactions are recognized as part of Processing fees under Cost of Sales and Services account in the statements of income (see Note 18). As of December 31, 2022 and 2021, the Company's overpayment related to these transactions is presented as part of Others under Trade and Other Receivables account in the statements of financial position (see Note 5).</p> <p>Manpower Services The Company outsources manpower services from Staffgap. Expenses incurred arising from these transactions are presented as part of Salaries and employee benefits under Cost of Sales and Services account and under Operating Expenses account in the statements of income (see Notes 18, 19.1 and 20). The outstanding payable arising from these transactions is presented as part of Accounts payable under Accounts Payable and Accrued Expenses account in the 2022 statement of financial position (see Note 12).</p> <p>Medical Services The Company is engaged with UROIC for the services related to annual physical examination of the employees of various clients availing HMO health plans. Expenses incurred arising from these transactions are recognized as part of Medical services under Cost of Sales and Services account in the statements of income (see Note 18).</p> <p>Lease – Company as a Lessor The Company sub-leases one of its rented office premises to CPPI for an indefinite period with proportional escalation on rental rate based on the lease agreement. The Company likewise charges CPPI for common usage service area and utilities. Income arising from these transactions is presented as part of Other revenues under Revenues account in the statements of income (see Note 17.2). As of December 31, 2022 and 2021, there are no outstanding balances from these transactions.</p>	
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		<p>Refundable deposit from this lease of office space is recognized as part of Refundable Deposits in the statements of financial position (see Note 24.1)</p> <p>Dividend Income Cash dividend earned and received by the Company from CPPI is presented as Dividend Income from a Subsidiary in the 2021 statement of income (see Note 8).</p> <p>HMO Health Plans The Company provides HMO health plans to employees of its subsidiary and related parties under common management. Revenues earned from these transactions are recognized as part of Fees on plans sold under Revenues account in the statements of income (see Note 17.1). The outstanding receivables arising from these transactions are recognized as part of Receivables from members under Trade and Other Receivables account in the statements of financial position (see Note 5).</p> <p>Shared Expenses The Company shoulders certain expenses of CPPI and UROIC, and subsequently bills them for the cost. The outstanding receivables from these transactions as of December 31, 2021 are recognized as part of Advances to affiliates under Trade and Other Receivables account in the 2021 statement of financial position (see Note 5). As of December 31, 2022 and 2021, CPPI's overpayment related to these transactions is recognized as part of Others under Accounts Payable and Accrued Expenses account in the statements of financial position (see Note 12).</p> <p>Donations On a yearly basis, the Company donates P1,000,000 and shoulders certain expenses of Medicard Foundation, Inc. (MFI), a related party under common management, such as utilities and manpower services, at no cost. Expenses incurred arising from these transactions are recognized as part of Others under Operating Expenses account in the statements of income (see Note 20). There are no outstanding payables arising from these transactions as of December 31, 2022 and 2021. The Company's employees, through salary deductions, also donates to MFI, which is subsequently remitted by the Company after every payroll cut-off. The outstanding balance arising from these transactions are recognized</p>	
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		<p>as part of Advances to affiliates under Trade and Other Receivables account in the statements of financial position (see Note 5).</p> <p>Cash Advances In 2020, UROIC obtained cash advances from the Company for its working capital requirements which was paid in 2022. The outstanding receivables arising from these transactions are recognized as part of Advances to affiliates under Trade and Other Receivables account in the 2021 statement of financial position (see Note 5).</p> <p>Leases – Company as a Lessee The Company leases two parcel of land owned by Symon Siblings Holdings, Inc., a related party under common management, under operating lease agreements. The outstanding liabilities as of December 31, 2022 and 2021 are recognized as part of Lease Liabilities in accordance with PFRS 16 in the statements of financial position (see Note 13), while the corresponding interest expense is recognized as part of Interest expense on lease liabilities under Finance Income in the statements of income (see Note 21). Meanwhile, the related right-of-use assets are recognized as part of Property and Equipment in the statements of the financial position (see Note 9), net of depreciation charges recognized as part of Operating Expenses account in the statements of income (see Note 20). In 2022 and 2021, the Company’s total rental payments pertaining to these lease transactions amounted to P8,616,673 and P8,572,710, respectively.</p> <p>Transaction with Retirement Fund The Company maintains a tax-qualified, noncontributory retirement plan that is being administered by a trustee covering all regular full-time employees. The Company has no other transaction with its retirement fund in 2022 and 2021 except for its contribution in both years. The components of plan assets are shown in Note 19.2.</p>	
RECOMMENDATION 8.7			
1. Company’s corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG)	COMPLIANT	<p>Provide link to the company’s website where the Manual on Corporate Governance is posted.</p> <p>Links/References:</p>	<p>In its 28 February 2023 meeting, the Board adopted a new Corporate Governance Policy Manual.</p> <p>Link to 2023 Corporate Governance Manual</p>

2. Company's MCG is posted on its company website.	COMPLIANT	<p>Manual on Corporate Governance. https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p> <p>Corporate Policies https://www.medicardphils.com/corporate-governance/corporate-policies</p>	https://www.medicardphils.com/corporate-governance/corporate-governance-manual
<p>Principle 9: The Company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.</p>			
<p>RECOMMENDATION 9.1</p>			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors	COMPLIANT	<p>Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.</p> <p>Links/references:</p> <p>Board Committee Charter. Audit and Related Party Transactions Committee. Audit Functions. https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITTEE_CHARTER.pdf</p>	<p>The 2023 Audit and RPT Committee Charter is compliant to the recommendation herein.</p> <p>(Link to 2023 Audit and RPT Committee Charter)</p> <p>https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Audit%20&%20RPT%20Committee%20Charter_March_2023.pdf</p>
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	COMPLIANT	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p>Links/references:</p> <p>Board Committee Charter. Audit and Related Party Transactions Committee. Audit Functions. https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITTEE_CHARTER.pdf</p>	<p>The 2023 Audit and RPT Committee Charter is compliant to the recommendation herein.</p> <p>(Link to 2023 Audit and RPT Committee Charter)</p> <p>https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Audit%20&%20RPT%20Committee%20Charter_March_2023.pdf</p>
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators	COMPLIANT	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p>Links/References:</p>	<p>The 2023 Audit and RPT Committee Charter is compliant to the recommendation herein.</p>

and the public through the company website and required disclosures.		There has been no removal or change of the external auditor within the last five (5) years.	(Link to 2023 Audit and RPT Committee Charter) https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Audit%20&%20RPT%20Committee%20Charter_March_2023.pdf
RECOMMENDATION 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. Assessing the integrity and independence of external auditors. ii. Exercising effective oversight to review and monitor the external auditor's independence and objectivity. iii. Exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	COMPLIANT	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>Links/References:</p> <p>Board Committee Charter. Audit and Related Party Transactions Committee. Audit functions. https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITTEE_CHARTER.pdf</p>	<p>The 2023 Audit and RPT Committee Charter is compliant to the recommendation herein.</p> <p>(Link to 2023 Audit and RPT Committee Charter) https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Audit%20&%20RPT%20Committee%20Charter_March_2023.pdf</p>
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	COMPLIANT	<p>Provide link/reference to the company's Audit Committee Charter.</p> <p>Links/References:</p> <p>Board Committee Charter. Audit and Related Party Transactions Committee. Audit functions. https://www.medicardphils.com/documents/corporate-governance/BOARD_COMMITTEE_CHARTER.pdf</p>	<p>The 2023 Audit and RPT Committee Charter is compliant to the recommendation herein.</p> <p>(Link to 2023 Audit and RPT Committee Charter) https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Audit%20&%20RPT%20Committee%20Charter_March_2023.pdf</p>

			O&%20RPT%20Committee%20Charter_March 2023.pdf
RECOMMENDATION 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	<p>Disclose the nature of non-audit services performed by the external auditor, if any.</p> <p>The Non audit services performed by Auditors-Routine were consultation with management on accounting and tax related matters affecting the Companies' business.</p>	<p>The 2023 Audit and RPT Committee Charter is compliant to the recommendation herein.</p> <p>(Link to 2023 Audit and RPT Committee Charter) https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Audit%20O&%20RPT%20Committee%20Charter_March 2023.pdf</p>
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	<p>Provide link or reference to guidelines or policies on non-audit services.</p> <p>Links/References:</p> <p>Board Committee Charter.</p> <p>https://www.medicardphils.com/corporate-governance/board-matters</p>	<p>The 2023 Audit and RPT Committee Charter is compliant to the recommendation herein.</p> <p>(Link to 2023 Audit and RPT Committee Charter) https://www.medicardphils.com/documents/corporate-governance/04172023/MediCard%20Audit%20O&%20RPT%20Committee%20Charter_March 2023.pdf</p>
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
RECOMMENDATION 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p>Links/References:</p> <p>Corporate Governance Manual https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p> <p>The Company has established MPI Foundation as its CSR arm. For the year 2022, MPI Foundation has accomplished 45 projects nationwide which includes medical missions, blood donation drive, gift-giving outreach program, donation of wheelchairs, donation of</p>	<p>See ESG Report of the Company's parent Company</p> <p>https://www.aia.com.ph/content/dam/ph/en/docs/corporate-governance/philam-life/2023/source-document/ESG-Report-2022.pdf</p>

		nebulizers, donation of free medicines, and conduct of relief operations.	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p> <p>Links/references:</p> <p>Manual on Corporate Governance https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p> <p>Since the Corporate Governance was adopted last March 29, 2021, we will be adopting a globally recognized standard/framework in reporting sustainability and non-financial issues. We are currently reviewing what framework to adopt. Once the Board approve on what standards will be used in reporting sustainability and non-financial issues, then it will be used for the succeeding report.</p>	<p>See ESG Report of the Company's parent Company</p> <p>https://www.aia.com.ph/content/dam/ph/en/docs/corporate-governance/philam-life/2023/source-document/ESG-Report-2022.pdf</p>
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
RECOMMENDATION 11.1			
1. The company should have a website to ensure a comprehensive, cost efficient, transparent and timely manner of disseminating relevant information to the public.	COMPLIANT	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings/press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.</p> <p>Links/References: www.medicardphils.com</p>	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
RECOMMENDATION 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	<p>List quality service programs for the internal audit functions.</p> <p>Indicate frequency of review of the internal control system.</p> <p>Links/References:</p>	

		<p>Corporate Governance Manual https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p> <p>The Company is a certified ISO 9001:2015 and has been doing a quarterly internal audit and semi-annual external audit to continuously meet the ISO standards. The Company ensures the efficiency and productivity of its workforce through measurement and improvement of work processes and through professional growth and development.</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>Identify international framework used for Enterprise Risk Management.</p> <p>Provide information or reference to a document containing information on :</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes. 2. Key risks the company is currently facing. 3. How the company manages the key risks. <p>Indicate frequency of review of the enterprise risk management framework.</p> <p>Links/References:</p> <p>MPI Risk Assessment Framework https://www.medicardphils.com/documents/corporate-governance/ENTERPRISE_RISK_MANAGEMENT_FRAMEWORK.pdf</p> <p>Key Risks the company is currently facing and how the company manages the key risks.</p> <p>The Company is exposed to certain financial risks which result from both its operating and investing activities. The Company's risk management is coordinated with the BOD, and focuses on actively securing the Company's short-term to medium-term cash flows by minimizing the exposure to financial markets. The Company does not</p>	

	<p>engage in the trading of financial assets for speculative purposes nor does it write options. The following are the most significant financial risks to which the Company is exposed.</p> <p>Foreign Currency Risk Most of the Company's transactions are carried out in Philippine pesos, its functional currency. Exposures to currency exchange rates arise from the Company's investments, cash deposits and short-term placements in foreign currency. To mitigate the Company's exposure to foreign currency risk, non-Philippine peso cash flows are monitored.</p> <p>Interest Rate Risk The Company monitors interest rate movements and makes adjustments on its financial assets and financial liabilities as may be deemed necessary. At December 31, 2022 and 2021, the Company is exposed to changes in market interest rates of its savings deposits and short-term placements, which are subject to variable interest rates. All other financial assets, including the long-term time deposits, and liabilities have fixed rates. Due to the duration of short-term placements, management believes that the interest rate sensitivity and its effect on the net result for the year and equity are not significant.</p> <p>Credit Risk Credit risk is the risk that a counterparty may fail to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments arising from selling plans to clients including related parties on credit, placing deposits with banks, granting advances, and investing in debt securities that are carried at amortized cost and at FVOCI. The Company continuously monitors defaults of clients and other counterparties, identified either individually or by group, and incorporate this information into its credit risk controls. The Company's policy is to deal only with creditworthy counterparties.</p> <p>In addition, for a significant proportion of sale of services, advance payments are received to mitigate credit risk. The maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown in the statements of financial position or in the detailed analysis provided in the notes to the financial statements.</p>	
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		<p>Liquidity Risk The Company is exposed to liquidity risk. It aims to maintain flexibility in funding its operations by realizing income from investments, collecting efficiently from its project proponents and maintaining sufficient and available cash.</p> <p>Other Market Price Risks The Company's market price risk arises from its investments carried at fair value and classified as financial assets at FVTPL and financial assets at FVOCI. The Company manages its risk arising from changes in market price by monitoring the changes in the market price of these investments. The observed volatility rates of the fair values of the Company's investments held at fair value and their impact on the Company's equity.</p> <p>The Company pursues best practices in Enterprise Risk Management (ERM) across its businesses and processes. It has an established ERM to identify, measure, control, and monitor its significant financial and non-financial risk exposures.</p> <p>Frequency of review is at least once a year.</p>	
RECOMMENDATION 12.2			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>COMPLIANT</p>	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p>Links/References:</p> <p>Corporate Governance Manual https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p> <p>Internal Audit Charter. Internal Audit Responsibilities. https://www.medicardphils.com/documents/corporate-governance/ENTERPRISE_RISK_MANAGEMENT_FRAMEWORK.pdf</p> <p>The Internal Audit Group of the Company is in-house.</p>	

RECOMMENDATION 12.3			
1. The Company has a qualified Chief Audit Executive (CAE) appointed by the Board	COMPLIANT	Identify the Company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT	<p>Links/References:</p> <p>Dr. Cerissa Lynne C. Arroyo is the appointed Chief Audit Officer. Executive Officers and Management Team https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_EXECUTIVE_OFFICERS_AND_MANAGEMENT_TEAM.pdf</p> <p>Internal Audit Charter. Responsibilities of the Chief Audit Officer https://www.medicardphils.com/documents/corporate-governance/RESPONSIBILITIES_OF_A_CHIEF_AUDIT_OFFICER.pdf</p>	For 2023, the Company will adopt the relevant practices of its parent company. The 2023 Board elected Ms. Rikka Peralta as the Head of Internal Audit
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	<p>Identify qualified independent executive or senior management personnel, if applicable.</p> <p>The internal audit activity of the Company has not been fully outsourced. The Internal Audit Group of the Company is in-house.</p>	Beginning 28 February 2023, the Board elected Ms. Rikka Peralta as Interim Audit Head. The function is not outsourced.
RECOMMENDATION 12.4			
1. The company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	<p>Provide information on Company's risk management function.</p> <p>Links/References:</p> <p>Corporate Governance Manual. https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>	Beginning 28 February 2023, the Board elected Ms. Maria Cristina Helena Samaniego as Interim Chief Risk Officer to manage the risk functions for the Company.
RECOMMENDATION 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is	COMPLIANT	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	For 2023, the Interim Chief Risk Officer is Maria Christina Samaniego to manage the risk functions for the Company.

the ultimate champion of Enterprise Risk Management (ERM).		Links/References:	
2. CRO has adequate authority, stature, resources and support to fulfil his/her responsibilities.	COMPLIANT	Executive Officers and Management Team. Chief Risk Officer – Atty. Juan Andres S. Montoya https://www.medicardphils.com/documents/corporate-governance/BOARD_OF_DIRECTORS_EXECUTIVE_OFFICERS_AND_MANAGEMENT_TEAM.pdf	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
RECOMMENDATION 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed. Link/References: Manual on Corporate Governance, Section XI. Relations with Shareholders. https://www.medicardphils.com/documents/corporate-governance/CORPORATE_GOVERNANCE_MANUAL.pdf	The 2023 Corporate Governance Manual adopted by the new Board during its 28 February meeting is compliant with the recommendation herein. (Link to 2023 Corporate Governance Manual) https://www.medicardphils.com/corporate-governance/corporate-governance-manual
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	Provide link to company's website. Manual on Corporate Governance https://www.medicardphils.com/corporate-governance/corporate-governance-manual	
RECOMMENDATION 13.2			

<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 21 days before the meeting.</p>	<p>COMPLIANT</p>	<p>Indicate the number of days before the annual stockholders' meeting of special stockholders' meeting when the notice and agenda were sent out.</p> <p>Indicate whether shareholders' approval of remuneration or any changes there in were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement.</p> <p>Links/References:</p> <p>Corporate Governance Manual https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p> <p>The Shareholders of the Company are the very same Board of Directors of the company for the year 2022.</p>	<p>The 2023 Corporate Governance Manual adopted by the new Board during its 28 February meeting is compliant with the recommendation herein.</p> <p>(Link to 2023 Corporate Governance Manual)</p> <p>https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>
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RECOMMENDATION 13.3

<p>1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.</p>	<p>COMPLIANT</p>	<p>Provide information or reference to a document containing information on all relevant questions raised and answered during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p>References:</p> <p>Information on the attendance and participation of directors to Board, Committee and shareholders' meetings can be seen through the Minutes of the Meetings for 2022. (Please see attached files)</p>	
<p>2. Minutes of the Annual and Special Shareholders' Meetings are available on the company website within five business days from the end of the meeting.</p>	<p>COMPLIANT</p>	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answer given, if any.</p> <p>References:</p> <p>Information on the attendance and participation of directors to Board, Committee and shareholders' meetings can be seen through the Minutes of the Meetings for 2022. (Please see attached files)</p>	
<p>RECOMMENDATION 13.4</p>			
<p>1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	<p>COMPLIANT</p>	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.</p> <p>Links/References:</p> <p>Manual on Corporate Governance https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p>	
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>COMPLIANT</p>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance.</p> <p>Manual on Corporate Governance</p>	

<https://www.medicardphils.com/corporate-governance/corporate-governance-manual>

Duties to Stakeholders

Principle 14: The rights if stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

RECOMMENDATION 14.1

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>COMPLIANT</p>	<p>Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.</p> <p>The following are the Company's stakeholders:</p> <ul style="list-style-type: none"> • Shareholders • Employees • Client Companies • Accredited Doctors and Dentists • Accredited Hospitals and Clinics • Subsidiary • Community • Other Stakeholders such as creditors and suppliers 	
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RECOMMENDATION 14.2

<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>COMPLIANT</p>	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders.</p> <p>The Company implements policies and activities that protect the rights and promote the interest of its various stakeholders.</p> <p>It is the Company's policy to provide all customers with excellent service and fair treatment, and complete and accurate information;</p> <p>Standardizes policies and work processes related to customers in all departments and clinics and information on the services affecting them;</p> <p>Undertakes surveys on customers' level of satisfaction to improve the Company's service standards;</p> <p>Undertakes safety and health orientation programs to enhance safety consciousness and safe practice for all customers and stakeholders.</p>	
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		Complying with all applicable safety, and environmental regulations and closely monitoring the state of well-being and safety of all customers.	
RECOMMENDATION 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders.</p> <p>Policy on Whistle Blowing https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_WHISTLE_BLOWING.pdf</p> <p>Manual on Corporate Governance. https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p> <p>Employees, suppliers, customers and other stakeholders send their concerns and/or complaints for possible violation of their rights , through the following contact information:</p> <p style="padding-left: 40px;">The Human Resources Head Medicard Philippines, Inc. 4F The World Centre #330 Sen. Gil Puyat Ave. Makati City Tel. No. : 8-8849999 local 9947/0908-8864547</p>	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
RECOMMENDATION 15.1			
1. Board establishes policies, programs and procedures that encourage employees	COMPLIANT	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.	

<p>to actively participate in the realization of the company's goals and in its governance.</p>		<p>Links/References:</p> <p>Manual on Corporate Governance https://www.medicardphils.com/corporate-governance/corporate-governance-manual</p> <p>The Management decided to do strategies and plans for the next 5 to 7 years with identification of Key Result Areas and Objectives and Key Results for each proposed strategy. The activity started 1st quarter of 2022 and is being currently monitored</p> <p>The Company ensures the implementation of its Annual Training Plan to enhance employee skills. Employee engagement programs are also in place. Labor-Management meetings are also being done periodically thru the Human Resources department and the officers of the employee union.</p>	
RECOMMENDATION 15.2			
<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p>	<p>COMPLIANT</p>	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption.</p> <p>Links/References:</p> <p>Anti-corruption Policy https://www.medicardphils.com/anti-corruption-policy</p> <p>MPI Code of Discipline and Conduct. Section 3. Code 3.08 and 3.10 http://intranet.medicardphils.com/details.php?page=1</p>	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>COMPLIANT</p>	<p>Identify how the board disseminated the policy and program to employees across the organization.</p> <p>Links/References:</p> <p>https://www.medicardphils.com/anti-corruption-policy</p> <p>All policies, programs and memos are announced thru the companies Intranet for easy access of all employees. http://intranet.medicardphils.com</p>	

		Policies and programs are being discussed during the orientation of all employees.	
RECOMMENDATION 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	COMPLIANT	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Provide contact details to report any illegal or unethical behavior.</p>	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT	<p>Links/References:</p> <p>MPI Policy on Whistle Blowing https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_WHISTLE_BLOWING.pdf</p> <p>Employees, suppliers, customers and other stakeholders can download, through the Company Website, a whistleblower report form which can be found as part of the Policy on Whistleblowing and submit the same to the HR Head through the following contact information:</p> <p style="padding-left: 40px;">The Human Resources Head Medicard Philippines, Inc. 4F The World Centre #330 Sen. Gil Puyat Ave. Makati City Tel. No. : 8-8849999 local 9947 Mobile: 0908-8864547</p>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p>Links/References:</p> <p>MPI Policy on Whistle Blowing https://www.medicardphils.com/documents/corporate-governance/POLICY_ON_WHISTLE_BLOWING.pdf</p>	

Principle 16: The Company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

RECOMMENDATION 16.1

<p>1. Company recognizes and places importance on the interdependence between businesses and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>COMPLIANT</p>	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p>Links/References:</p> <p>As an advocate of sustainable development, the Company is committed to operate profitably within the bounds of its social and environmental responsibility. Its commitment is expressed in the establishment of Medicard Foundation Inc. to be the CSR arm of the company. It is the first charitable institution in the Philippine HMO setting. It is a non-stock, non-profit organization duly registered under the Securities and Exchange Commission (SEC) and was officially incorporated on February 1, 2012 with endorsements from the Department of Health (DOH) and the Department of Social Welfare and Development (DSWD).</p>	<p>For additional information, please refer to the 2022 ESG Report of the parent company:</p> <p>https://www.aia.com.ph/content/dam/ph/en/docs/corporate-governance/philam-life/2023/source-document/ESG-Report-2022.pdf</p>
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CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records.

Signed in the City of _____ in the _____ of _____ 2023.

MAY 19 2023

City of Manila

DR. NICANOR CESAR S. MONTOYA
PRESIDENT

Signature over printed name

CHAIRMAN OF THE BOARD
Signature over printed name

ATTY. MELVYN FLORENCIO
CORPORATE SECRETARY
Signature over printed name

FREDA N. BONGALON
CORPORATE GOVERNANCE
COMPLIANCE OFFICER
Signature over printed name

EMMANUEL Y. MENDOZA
INDEPENDENT DIRECTOR
Signature over printed name

JUAN CARLOS L. SYQUIA
INDEPENDENT DIRECTOR
Signature over printed name

MAY 19 2023

City of Manila

Subscribed and sworn to before me this _____ day of _____, 2023, by the following who are all personally known to me (or whom I have identified through competent through competent evidence of identity) and who exhibited to me their respective identification document as follows

NAME	I.D. NO.	DATE/PLACE ISSUED
1. DR. NICANOR CESAR S. MONTOYA		
2. ATTY. MELVYN FLORENCIO		
3. FREDA N. BONGALON		
4. EMMANUEL Y. MENDOZA		
5. JUAN CARLOS L. SYQUIA		

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ATTY. HENRY D. BASA

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PTR N. 9861145 / 01/03/2023
ROLL NO. 29679, TIN NO. 172-528-620