



**EastWest** HealthCare, Inc.

August 17, 2021



Hon. ATTY. DENNIS B. FUNA  
CORPORATE GOVERNANCE  
INSURANCE COMMISSION  
1071 United National Avenue  
Manila

Dear Atty. Funa,

We are pleased to submit the **ANNUAL CORPORATE GOVERNANCE REPORT (ACGR)** for the year 2020 of Eastwest Healthcare Inc.

Sincerely yours,

Eastwest Healthcare, Inc.

**IRISH TOM TOLENTINO**  
Compliance Officer.

#### REGIONAL OFFICES

##### HEAD OFFICE

6th Floor, Makati Executive Center  
V.A Rufino St. Corner L.P. Leviste Sts.,  
Salcedo Village Makati City

Tel. No. (02) 556-7883 / (02) 776-7372  
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Email Address: [inquiry@eastwesthealthcare.net](mailto:inquiry@eastwesthealthcare.net)  
Website: [www.eastwesthealthcare.net](http://www.eastwesthealthcare.net)

##### CORPORATE MANAGEMENT GROUP

- Lipa City, Batangas
- Makati City, Metro Manila
- South Luzon Ayala- Alabang , Muntinlupa City
- Sta. Rosa, Laguna

##### SPECIAL SALES GROUP

- Central and Northern Luzon - Pampanga
- Makati City, Metro Manila

##### HEADLEADS SALES GROUP

- Ortigas Center, Pasig City

##### VIZMIN EXPANSION

- Cebu City
- Cebu Satellite Office
- Southern Philippines – Davao City

ANNUAL CORPORATE GOVERNANCE REPORT

OF

EASTWEST HEALTHCARE, INC.

for the year

2020



**ANNUAL CORPORATE GOVERNANCE REPORT OF  
EASTWEST HEALTHCARE, INC.**

1. For fiscal year ended December 31, 2020
2. Certificate Authority Number HMO-2020-18-R
3. Makati City, Metro Manila, Philippines  
Province, Country or other jurisdiction of incorporation of organization.
4. 6F Makati Executive Center V.A. Rufino cor. Leviste St., Makati City 1209  
Address of the Principal Office Postal Code
5. (632) 8-8173333  
Company's telephone number including area code.
6. www.eastwesthealthcare.com.ph  
Company's official website.
7. (NOT APPLICABLE)  
Former name, former address and former fiscal year, if changed since last report.

# INTEGRATED ANNUAL CORPORATE GOVERNANCE 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 of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.

### Recommendation 1.1

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:	
2. Board has an appropriate mix of competence and expertise.	COMPLIANT	1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors	
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	2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance  Links/References:  <ul style="list-style-type: none"> <li>• Board of Directors Profile</li> <li>• Updated list of Board of Directors, Executive Officers and Management team</li> </ul>	

### Recommendation 1.2

1. Board is composed of a majority of non-executive directors.	NON-COMPLIANT	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships</p> <p>Links/References:</p> <p>The board consists of 9 directors, 3 Non-executive Directors and 6 Executive Directors</p> <ul style="list-style-type: none"> <li>• Board of Directors Profile</li> <li>• Updated list of Board of Directors, Executive Officers and Management team</li> </ul>	Eastwest Healthcare, Inc. was established primarily as a family corporation where the stocks are held exclusively by family members. Its business is managed by members of the Board who are also majority stockholders.
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p>Links/References:</p> <ul style="list-style-type: none"> <li>• Corporate Governance Policy Section IV, J. Orientation for New Directors and Enhancement of Business Knowledge</li> </ul>	
2. Company provides in its Board Charter or Manual on Corporate Governance and orientation program for first time directors.	COMPLIANT	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for	



3. Company has relevant annual continuing training for all directors.	NON-COMPLIANT	the previous year, including the number of hours attended and topics covered.	<p>Due to the pandemic, the Directors were not able to attend training on corporate governance for the year 2020.</p> <p>For the year 2021, Board of Directors, Executive Officers including the Corporate Secretary and Compliance Officer attended the ASEAN Corporate Governance Roundtable Activity hosted by Good Governance Advocates and Practitioners of the Philippines (GGAPP) and the Corporate Governance Standards Committee of the Institute of Corporate Directors (ICD) last July 28, 2021</p>
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	NON-COMPLIANT	<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>Currently, the Board is composed of 3 females and 6 males.</p> <p>The Company intends to adopt a policy on board diversity to fully comply with the Code of Corporate Governance</p>
<b>Recommendation 1.5</b>			
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	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT		

3. Corporate Secretary is not a member of the Board of Directors.	NON-COMPLIANT	<p>his/her name, qualifications, duties and functions.</p> <p>Links/References:</p> <ul style="list-style-type: none"> <li>Corporate Governance Policy Section IV.E. Corporate Secretary</li> </ul> <p>The position of the Corporate Secretary is currently occupied by Atty. Ephrem Aclera who is also a member of the board.</p>	Eastwest Healthcare, Inc. was established primarily as a family corporation where the stocks are held exclusively by family members. Its business is managed by members of the Board who are also majority stockholders.
4. Corporate Secretary attends training/s on corporate governance.	NON-COMPLIANT	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p>	<p>Due to the pandemic, the Corporate Secretary was not able to attend training on corporate governance for the year 2020.</p> <p>For the year 2021, the Corporate Secretary attended the ASEAN Corporate Governance Roundtable Activity hosted by Good Governance Advocates and Practitioners of the Philippines (GGAPP) and the Corporate Governance Standards Committee of the Institute of Corporate Directors (ICD) last July 28, 2021</p>
<b>Recommendation 1.6</b>			
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	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT		

3. Compliance Officer is not a member of the board.	COMPLIANT	<p>and functions.</p> <p>Links/References:</p> <ul style="list-style-type: none"> <li>• Corporate Governance Policy Section IV. F. Compliance Officer</li> <li>• Updated list of Board of Directors, Executive Officers and Management team</li> </ul> <p>The position Compliance Officer is currently occupied by Ms. Ginalyn V. Luro, SVP-Finance</p>	
4. Compliance Officer attends training/s on corporate governance annually.	NON-COMPLIANT	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>Due to the pandemic, the Compliance Officer was not able to attend training on corporate governance for the year 2020.</p> <p>For the year 2021, the Compliance Officer attended the ASEAN Corporate Governance Roundtable Activity hosted by Good Governance Advocates and Practitioners of the Philippines (GGAPP) and the Corporate Governance Standards Committee of the Institute of Corporate Directors (ICD) last July 28, 2021</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.

**Recommendation 2.1**



1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	<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> <ul style="list-style-type: none"> <li>Corporate Governance Policy Section IV. Functions, Duties and Responsibilities of the Board of Directors</li> </ul>	
<b>Recommendation 2.2</b>			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)	
2. Board oversees and monitors the implementation of the company's business objectives and strategy in order to sustain the company's long-term viability and strength.	COMPLIANT	<p>Indicate frequency of review of business objectives and strategy</p> <p>Links/References:</p> <ul style="list-style-type: none"> <li>Corporate Governance Policy Section IV. Functions, Duties and Responsibilities of the Board of Directors</li> </ul>	
<b>Recommendation 2.3</b>			

1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>Links/References:</p> <ul style="list-style-type: none"> <li>• Corporate Governance Policy Section III. E. Chairman of the Board</li> <li>• Board of Directors Profile</li> <li>• Updated List of Board of Directors, Executive Officers and Management Team</li> </ul> <p>The current Chairwoman and CEO is Mrs. Rustie C. Porciuncula</p>	
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	NON-COMPLIANT	<p>Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation</p>	The company intends to adopt a policy on succession planning and remuneration
2. Board adopts a policy on the retirement for directors and key officers.	NON-COMPLIANT	<p>Links/References:</p> <ul style="list-style-type: none"> <li>• Corporate Governance Policy Section IV. Functions, Duties and Responsibilities of the Board of Directors</li> </ul>	The company intends to adopt a policy on the retirement for directors and key officers
<b>Recommendation 2.5</b>			
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	NON-COMPLIANT	<p>Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the</p>	<p>The Company in its Corporate Governance Policy intends to adopt a Remuneration Committee.</p> <p>The Company is in the process of fully</p>

2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	NON-COMPLIANT	relationship between remuneration and performance.	implementing its Corporate Governance Policy.
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	NON-COMPLIANT		
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	NON-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.  Provide proof if minority shareholders have a right to nominate candidates to the board  Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Eastwest Healthcare, Inc. was established primarily as a family corporation where the stocks are held exclusively by family members. Its business is managed by members of the Board who are also majority stockholders  The Company intends to adopt a policy on Board Nomination and Election to fully comply with the Code of Corporate Governance
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	NON-COMPLIANT		
3. Board nomination and election policy includes how the company accepts nomination from minority shareholders.	NON-COMPLIANT		
4. Board nomination and election policy includes how the board reviews nominated candidates	NON-COMPLIANT		
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.	NON-COMPLIANT		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	NON-COMPLIANT		
Recommendation 2.7			



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.	NON-COMPLIANT	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  Identify transactions that were approved pursuant to the policy.	The Company intends to adopt a policy on Related Party Transactions to fully comply with the Code of Corporate Governance.  In any case, all related-party transactions are executed with caution and guided judgment and are properly documented
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	NON-COMPLIANT		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	NON-COMPLIANT		
<b>Recommendation 2.8</b>			
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).	COMPLIANT	Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.  Identify the Management team appointed  Links/References: <ul style="list-style-type: none"><li>• Corporate Governance Policy Section IV. Function, Duties and Responsibilities of the Board of Directors</li><li>• Updated List of Board of Directors, Executive Officers and Management Team</li></ul>	



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> <ul style="list-style-type: none"> <li>Corporate Governance Policy Section IV. Function, Duties and Responsibilities of the Board of Directors</li> </ul>	
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#### 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>Links/References:</p>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	<ul style="list-style-type: none"> <li>Corporate Governance Policy Section IV. Function, Duties and Responsibilities of the Board of Directors</li> </ul>	

#### 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	
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2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	internal control system is in place and what is included in the internal control system  Links/References: <ul style="list-style-type: none"><li>Corporate Governance Policy Section II. E. Policy on Internal Control</li></ul>	
3. Board approves the Internal Audit Charter.	NON-COMPLIANT	Provide reference or link to the company's Internal Audit Charter	The Company intends to adopt an Internal Audit Charter to fully comply with the Code of Corporate Governance.
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 manage key business risks.	NON-COMPLIANT	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.	The Company intends to adopt Enterprise Risk Management (ERM) Framework to fully comply with the Code of Corporate Governance
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.	NON-COMPLIANT	Provide proof of effectiveness of risk management strategies, if any.	
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.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT	Links/References: <ul style="list-style-type: none"><li>Corporate Governance Policy Section IV. Function, Duties and Responsibilities of the Board of Directors</li></ul>	
3. Board Charter is publicly available and posted on the company's website.	NON-COMPLIANT		The Company will comply with the posting of the Corporate Governance Policy in the company's website.



**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**

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	NON-COMPLIANT	Provide information or link/reference to a document containing information on all the board committees established by the company.	<p>The Company on its Corporate Governance Policy has sub-committees of the Board of Directors namely Audit Committee, Remuneration Committee, and Corporate Governance and Nomination Committee.</p> <p>The Company is still in the process to fully implement its Corporate Governance Policy.</p>
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**Recommendation 3.2**

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.	NON-COMPLIANT	<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>The Company in its Corporate Governance Policy has sub-committees One of which is Audit Committee.</p> <p>The Company is in the process to fully implement its Corporate Governance Policy.</p>
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.	

3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	NON-COMPLIANT	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.	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Audit Committee	

### Recommendation 3.3

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.	NON-COMPLIANT	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions  Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	The Company intends to adopt a Corporate Governance Committee to comply with the Corporate Governance Code.
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	NON-COMPLIANT	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.	
3. Chairman of the Corporate Governance Committee is an independent director.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.	

### Recommendation 3.4



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.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	The Company intends to adopt a Board Risk Oversight Committee (BROC) to comply with the Corporate Governance Code
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the BROC	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.	

#### Recommendation 3.5

1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.	The Company intends to adopt a policy on Related Party Transactions to fully comply with the Code of Corporate Governance.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	NON-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.	

#### 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.	NON-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.	The Company intends to adopt Committee Charters
2. Committee Charters provide standards for evaluating the performance of the Committees.	NON-COMPLIANT		
3. Committee Charters were fully disclosed on the company's website.	NON-COMPLIANT	Provide link to company's website where the Committee Charters are disclosed.	

**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.

**Recommendation 4.1**

<p>1. The Directors attend and actively participate 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>Links/References:</p> <ul style="list-style-type: none"> <li>• Corporate Governance Policy Section IV. Functions, Duties and Responsibilities of the Board of Directors</li> </ul>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>COMPLIANT</p>	<p>Links/References:</p> <ul style="list-style-type: none"> <li>• Corporate Governance Policy Section IV. Functions, Duties and Responsibilities of the Board of Directors</li> </ul>	



3. The directors ask 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> <ul style="list-style-type: none"> <li>Corporate Governance Policy Section IV. Functions, Duties and Responsibilities of the Board of Directors</li> </ul>	
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#### 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/Referenes:</p> <p>Non-executive directors of the Company do not hold directorship in another company</p>	
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#### 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.	NON-COMPLIANT	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.	Directors of the Company do not hold directorship in another company.
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**Principle 5:** The board should endeavor to exercise an objective and independent judgment on all corporate affairs

**Recommendation 5.1**

1. The Board is composed of at least twenty (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> <ul style="list-style-type: none"> <li>• Board Directors Profile</li> <li>• Updated list of Board of Directors, Executive Officers and Management team</li> </ul>	
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**Recommendation 5.2**

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	<p>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p>Links/References:</p> <ul style="list-style-type: none"> <li>• Corporate Governance Policy Section III. C. Qualifications of Independent Directors</li> <li>• Board Directors Profile</li> </ul>	
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**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 Pre-Need Companies and Health Maintenance Organizations 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>	COMPLIANT	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p>Links/References:</p> <ul style="list-style-type: none"> <li>• Board Directors Profile</li> </ul> <p>The Company just elected its independent directors starting year 2019.</p>	.
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	NON-COMPLIANT	<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>The Company just elected its independent directors starting year 2019 and intends to add policy on term limits for its independent directors.</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>	NON-COMPLIANT	<p>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p>	<p>The Company just elected its independent directors starting year 2019.</p>

#### Recommendation 5.4

<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>NON-COMPLIANT</p>	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p> <p>Links/References:</p> <ul style="list-style-type: none"> <li>• Board of Directors Profile</li> <li>• Updated List of Board of Directors, Executive Officers and Management Team</li> </ul> <p>The current Chairwoman and CEO is Mrs. Rustie C. Porciuncula</p>	<p>Eastwest Healthcare, Inc. was established primarily as a family corporation where the stocks are held exclusively by family members. Its business is managed by members of the Board who are also majority stockholders.</p>
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>COMPLIANT</p>	<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> <ul style="list-style-type: none"> <li>• Corporate Governance Policy Section III. F. Chairman of the Board</li> </ul>	

**Recommendation 5.5**



1. If the Chairman of the Board is not an independent director or where the roles of the Chairmand and CEO are being held by one person, the Board should designate a lead director among the independent directors.	NON-COMPLIANT	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.  Indicate if Chairman is independent.	Eastwest Healthcare, Inc. was established primarily as a family corporation where the stocks are held exclusively by family members. .Its business is managed by members of the Board who are also majority stockholders.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.	NON-COMPLIANT	Provide proof of abstention, if this was the case	Directors usually do not have material interest in a transaction affecting the Company.
Recommendation 5.7			
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 executive directors present to ensure that proper checks and balances are in place within the corporation.	NON-COMPLIANT	Provide proof and details of said meeting, if any.  Provide information on the frequency and attendees of meetings.	The Company intends to adopt a policy on periodic meetings.
2. The meetings are chaired by the lead independent director.	NON-COMPLIANT		
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.			
Recommendation 6.1			
1. The Board conducts an annual self-assessment of its performance as a whole.	NON-COMPLIANT	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	The Company intends to adopt a policy on annual self-assessment of the Board members affecting their performance.
2. The performance of the Chairman is assessed annually by the board	NON-COMPLIANT		



3. The performance of the individual member of the Board is assessed annually by the Board.	NON-COMPLIANT	Identify the external facilitator and provide proof of use of an external facilitator.	
4. The performance of each committee is assessed annually by the Board.	NON-COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	NON-COMPLIANT		
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.	NON-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	The Company will adopt a policy that provides criteria and process to determine the performance of the Board, individual directors and committees.
2. The system allows for a feedback mechanism from the shareholders.	NON-COMPLIANT		
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: <ul style="list-style-type: none"><li>Code of Ethics and Business Conduct</li></ul>	

2. The Code is properly disseminated to the Board, senior management and employees.	NON-COMPLIANT	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.	<p>The Company adopted a Code of Business Conduct and Ethics to comply with the Corporate Governance Code.</p> <p>The Company is in the process of fully implementing its Corporate Governance Policy.</p>
3. The Code is disclosed and made available to the public through the company website.	NON-COMPLIANT	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.	The Company will post the Code of Business Conduct and Ethics in its website.
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	NON-COMPLIANT	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	The Company adopted a Code of Business Conduct and Ethics to comply with the Corporate Governance Code.
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	NON-COMPLIANT	Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.	The Company is in the process of fully implementing its Corporate Governance Policy.
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
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.	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> <ul style="list-style-type: none"> <li>Corporate Governance Policy Section II. D. Policy on information disclosure, transparency, Financial and Operational Reporting</li> </ul>	



**Recommendation 8.3**

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.	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> <ul style="list-style-type: none"><li>• Board of Directors Profile</li><li>• Updated List of Board of Directors, Executive Officers and Management Team</li></ul>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	<p>Provide link or reference to the key officers' 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> <ul style="list-style-type: none"><li>• Board of Directors Profile</li><li>• Updated List of Board of Directors, Executive Officers and Management Team</li></ul>	

**Recommendation 8.4**



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	NON-COMPLIANT	Disclose or provide link/reference to the company policy and practice for setting board remuneration	<p>The Company on its Corporate Governance Policy has sub-committees of the Board of Directors. One of which is Remuneration Committee.</p> <p>The Company is in the process to fully implement its Corporate Governance Policy.</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	NON-COMPLIANT	Disclose or provide link/reference to the company policy and practice for determining executive remuneration	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	NON-COMPLIANT	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	<p>The Company on its Corporate Governance Policy has sub-committees of the Board of Directors. One of which is Remuneration Committee.</p> <p>The Company is in the process to fully implement its Corporate Governance Policy.</p> <p>Board of Directors and executives compensation are included in the AFS as Personnel Costs.</p> <p>Independent Directors receive Honorarium and are booked as Directors Fees</p>

#### Recommendation 8.5

1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.	NON-COMPLIANT	Disclose or provide reference/link to company's RPT policies  Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.	The Company intends to adopt a policy on Related Party Transactions to fully comply with the Code of Corporate Governance.  In any case, all related-party transactions are executed with caution and guided judgment and are properly documented
2. Company discloses material or significant RPTs in its Annual Company Report or 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.	NON-COMPLIANT	Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs: 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. 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 9. other terms and conditions	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Provide link to the company's website where the Manual on Corporate Governance is posted.  Links/References:	

2. Company's MCG is posted on its company website.	NON-COMPLIANT	<ul style="list-style-type: none"> <li>Corporate Governance Policy</li> </ul>	The Company will post the Corporate Governance Policy in its website
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**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.

**Recommendation 9.1**

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	NON-COMPLIANT	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>The Company on its Corporate Governance Policy has sub-committees of the Board of Directors. One of which is Audit Committee.</p> <p>The Company is in the process to fully implement its Corporate Governance Policy.</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.	NON-COMPLIANT	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	NON-COMPLIANT	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.	

**Recommendation 9.2**



1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>	NON-COMPLIANT	Provide link/reference to the company's Audit Committee Charter	<p>The Company on its Corporate Governance Policy has sub-committees of the Board of Directors. One of which is Audit Committee.</p> <p>The Company is in the process to fully implement its Corporate Governance Policy.</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.	NON-COMPLIANT	Provide link/reference to the company's Audit Committee Charter	
<b>Recommendation 9.3</b>			
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.	NON-COMPLIANT	<p>Disclose the nature of non-audit services performed by the external auditor, if any.</p> <p>There is no non-audit services performed by our external auditors.</p>	<p>The Company on its Corporate Governance Policy has sub-committees of the Board of Directors. One of which is Audit Committee.</p> <p>The Company is in the process to fully implement its Corporate Governance Policy.</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.	NON-COMPLIANT	Provide link or reference to guidelines or policies on non-audit services	
<b>Principle 10:</b> 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.	NON-COMPLIANT	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.	The Company will adopt policy on the disclosure of non-financial information.
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	NON-COMPLIANT	Provide link to Sustainability Report, if any. Disclose the standards used.	The Company intends to adopt a globally recognized standard/framework in reporting sustainability and non-financial issues

**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	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.  Links/References: <a href="http://www.eastwesthealthcare.com.ph">www.eastwesthealthcare.com.ph</a>	
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**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> <ul style="list-style-type: none"> <li>Corporate Governance Policy Section II.E. Policy on Internal Control</li> </ul>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	NON-COMPLIANT	<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"> <li>Company's risk management procedures and processes</li> <li>Key risks the company is currently facing</li> <li>How the company manages the key risks</li> </ol> <p>Indicate frequency of review of the enterprise risk management framework.</p>	The Company is in the process to fully implement its Corporate Governance Policy and intends to adopt an adequate and effective enterprise risk management framework.



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.	COMPLIANT	Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.  Links/References: <ul style="list-style-type: none"><li>• Corporate Governance Policy Section II.E. Policy on Internal Control</li><li>• The Internal Audit Group of the Company is in-house</li></ul>	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	NON-COMPLIANT	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	The Company is in the process to fully implement its Corporate Governance Policy.
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.	NON-COMPLIANT		
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.	NON-COMPLIANT	Identify qualified independent executive or senior management personnel, if applicable.	
Recommendation 12.4			
1. The Company has a separate risk management function to identify, assess and monitor key risk exposures.	NON-COMPLIANT	Provide information on company's risk management function.	The Company is in the process to fully implement its Corporate Governance Policy
Recommendation 12.5			

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	NON-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.	The Company is in the process to fully implement its Corporate Governance Policy
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	NON-COMPLIANT		The Company is in the process to fully implement its Corporate Governance Policy

#### 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.  <ul style="list-style-type: none"> <li>Corporate Governance Policy II.B. Policies Related to Stockholders: Stockholder Rights and Stockholder Meetings</li> </ul>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	NON-COMPLIANT	Provide link to company's website	The Company will post the Corporate Governance Policy in its website

#### 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 or special stockholders' meeting when the notice and agenda were sent out</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein 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> <ul style="list-style-type: none"> <li>• Notice of Annual Stockholders/Board of Directors Meeting</li> <li>• Corporate Governance Policy II.B. Policies Related to Stockholders: Stockholder Rights and Stockholder Meetings</li> </ul> <p>Notice of Annual Stockholders/Board of Directors Meeting is sent at least 15 days.</p>	
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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.	COMPLIANT	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <ul style="list-style-type: none"> <li>Corporate Governance Policy II.B. Policies Related to Stockholders: Stockholder Rights and Stockholder Meetings</li> </ul>	
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.	NON-COMPLIANT	<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 answers given, if any</p>	The Company will post the Minutes of the Annual and Special Shareholders' Meetings in its website
<b>Recommendation 13.4</b>			
1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	NON-COMPLIANT	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes	The Company intends to adopt a policy on alternative dispute mechanism to resolve intra-corporate disputes,

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	NON-COMPLIANT	Provide link/reference to where it is found in the Manual on Corporate Governance	
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#### Duties to Stakeholders

**Principle 14:** The rights of 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

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	<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>Links/References:</p> <ul style="list-style-type: none"> <li>Corporate Governance Policy Section II. C. Policy on Stakeholders</li> </ul>	
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#### Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <ul style="list-style-type: none"> <li>Corporate Governance Policy Section II. C. Policy on Stakeholders</li> </ul>	
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#### 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> <ul style="list-style-type: none"> <li>• Corporate Governance Policy Section II. C. Policy on Stakeholders</li> </ul>	
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**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 to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	<p>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</p> <ul style="list-style-type: none"> <li>• Corporate Governance Policy Section II. C. Policy on Stakeholders</li> <li>• Code of Ethics and Business Conduct</li> </ul>	
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**Recommendation 15.2**



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.	COMPLIANT	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</p> <p>Links/References:</p> <ul style="list-style-type: none"> <li>Corporate Governance Policy Section II.G. Policy on Anti-Corruption</li> <li>Code of Ethics and Business Conduct</li> </ul>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	NON-COMPLIANT	Identify how the board disseminated the policy and program to employees across the organization	The Company will post the Code of Ethics and Business Conduct in its website for proper dissemination to all employees.
<b>Recommendation 15.3</b>			
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	NON-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>	The Company intends to adopt Whistleblowing Policy to comply with the Corporate Governance Code
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.	NON-COMPLIANT		
3. Board supervises and ensures the enforcement of the whistleblowing framework.	NON-COMPLIANT	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	

**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**

1. Company recognizes and places importance on the interdependence between business 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.	COMPLIANT	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <ul style="list-style-type: none"><li>• Corporate Governance Policy Section II. C. Policy on Stakeholders</li></ul>	
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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.

Sign in the City of City of Makati in the AUG 16 2021, 2021.

  
**RUSTIE ANGELES C. PORCIUNCULA**

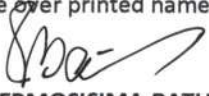
CHAIRMAN OF THE BOARD/CEO

Signature over printed name

  
**ATTY. EPHREM R. ACLERA**

CORPORATE SECRETARY

Signature over printed name

  
**SONIA HERMOSISIMA-BATUCAN**

INDEPENDENT DIRECTOR

Signature over printed name

  
**JASON M. PORCIUNCULA**

PRESIDENT

Signature over printed name

  
**GINALYN V. LURO**

CORPORATE GOVERNANCE COMPLIANCE OFFICER

Signature over printed name

  
**DR. HOWELL JAVONILLO**

INDEPENDENT DIRECTOR

Signature over printed name

Subscribed and sworn to before me this AUG 16 2021 day of \_\_\_\_\_, 2021, by the following who are all personally known to me (or whom I have identified through competent evidence of identify) and who exhibited to me their respective identification documents as follows

NAME	I.D. NO.	DATE/PLACE ISSUED
1. RUSTIE ANGELES C. PORCIUNCULA		
2. JASON M. PORCIUNCULA		
3. ATTY. EPHREM R. ACLERA	SSS ID No. 02-1871117-1	PASIG CITY
4. GINALYN V. LURO		
5. SONIA HERMOSISIMA-BATUCAN	A - 08284	Las Pinas City
6. DR. HOWELL JAVONILLO		

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Series of 2021

**EDILBERTO M. ATIENZA**

Commission No. M-91

Notary Public for Makati City

Until December 31, 2022

131 H.V. Dela Costa, Suite 3511

Saicedo Village, Makati City, 1227

Roll No. 24078; 03-11-72

PTR No. 8531226; 1/4/2021 Makati City

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