



MAKATI MEDICAL CENTER

MEDICAL DOCTORS, INC. CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE CHARTER

I. Purpose

This Corporate Governance and Compliance Committee (the "Committee") Charter (the "Charter") of Medical Doctors, Inc. (the "Corporation") shall ensure that the Board of Directors (the "Board") adheres to corporate governance and compliance principles in order to ensure the integrity, transparency and proper governance in the conduct of the corporate affairs. The Committee shall also be responsible to assist and advise the Board in establishing and reviewing policies on compensation, benefits and retirement of the directors, employees, executive and corporate officers of the Corporation, ensuring that it is consistent with the culture, strategy and the business environment on which the Corporation operates.

II. Composition

The Committee shall be composed of at least three (3) voting members, the Chairperson of which shall be an independent director. The Committee members shall be appointed by the Board at its annual organizational meeting, based on the director's experience, capacity and resources to meaningfully carry out their functions; and each member shall serve upon election until the next organizational meeting of the Board, or until a successor is duly appointed, or until resignation or removal of such member. The Committee members may be removed or replaced by the Board in its discretion, and any vacancies in the Committee shall be filled by a majority vote of the Board.

The Board of Directors may appoint one or more persons to serve as advisor(s) to the Committee, including the Company's Compliance Officer. Advisors shall have the right to attend and speak at any meeting of the Committee but shall have no right to vote in respect of any action by the Committee.

The Chairman or any member or advisor of the Committee may be removed from office only by the Board of Directors.

The Compliance Officer of the Company shall provide the necessary staff support to the Committee.

III. Key Responsibilities

The Committee shall have the following duties and responsibilities:

Corporate Governance functions:



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1. Consider, recommend, and oversee corporate governance framework to be adopted by the Board;
2. Monitor worldwide best practices and periodically reviews corporate governance framework of the Company to ensure its appropriateness in light of material changes to the company's size, complexity of operations and business strategy and regulatory requirements;
3. Settle and maintain, as appropriate, other key corporate document materials to governance, such as the Code of Conduct;
4. Oversees periodic and at the minimum, annual performance evaluation of the MDI Board and its committees and executive management;
5. Ensures that the results of Performance Evaluation of the Board are discussed and action plans developed and implemented for continuous performance improvement;
6. Recommends continuing medical education / training programs for directors, task assignments to board committees, succession planning for board members and senior officers and remuneration packages for corporate and individual performance.
7. Regularly reviews or create, update and monitor implementation of appropriate corporate governance policies
8. Recommends and plans relevant trainings for Board members
9. Monitor the application and effectiveness of the continuous disclosure procedures and generally promote the understanding of good corporate governance within the Corporation;
10. Assist the Board in the performance of its corporate governance responsibilities.

Compliance Functions:

1. Assist the Board in ensuring and overseeing the development and implementation of the Company's Compliance Program ("Compliance Program"), including the setting up of the appropriate structure, organization and policies, as may be necessary, to ensure the Company's strict compliance with applicable laws and regulations.
2. Oversee, in coordination with the Compliance Officer and the appointed Compliance Monitor, the status of the implementation of the Compliance Program, including any necessary remedial measures.
3. Oversee the annual review and assessment of the adequacy and effectiveness of the Compliance Program and to recommend to the Board of Directors any changes, revisions or modifications including those related to new or changes in laws, rules, regulations, and government and industry standards.
4. Evaluate the performance of the Company and management with respect to the effectiveness of the Compliance Program including the implementation of actions in response to legal and regulatory developments, as well as industry and public policy issues.



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5. Promote accountability among the Company's senior management with respect to compliance matters, including, by evaluating whether the Company's senior management have: (a) clearly articulated the Company's compliance program and ethical standards, and demonstrated rigorous adherence through their words and actions; (b) empowered and positioned compliance personnel to act with adequate authority and stature; and (c) has fostered a culture of compliance within the Company.
6. Take steps, in coordination with the Compliance Officer and other relevant Board committees, including as appropriate, Audit Committee, reasonably designed to ensure that all significant allegations of misconduct, and/or recommendations for compliance improvements made, by management, employees or agents of the Company, receive appropriate attention and remedial measures, including, as appropriate, disciplinary measures. For this purpose, the Committee shall require the Chief Compliance Officer to escalate any: (a) alleged or potential criminal offences (including without limitation, those alleged to have been committed relative to Anti-Corruption Laws) and violations of laws and regulations committed by a member of the Company's senior management or directors and (b) significant alleged or potential legal or regulatory violation by the Company or any of its employees or agents.
7. Review and concur the appointment, replacement, reassignment, or dismissal of the Compliance Officer, who shall provide the Committee the summaries of and, as appropriate, the significant reports to Management prepared by the Compliance Officer and Management's responses thereto.

Compensation, Remuneration and Retirement Functions:

1. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration and benefit packages of senior officers and directors and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Corporation's culture, strategy and control environment;
2. Designate amount of remuneration which shall be in a sufficient level to attract and retain directors and officers who are needed to run the Corporation successfully;
3. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration and benefit packages of individual directors, if any, and officers;
4. Develop a form on Full Business Interest Disclosures as part of the pre-employment requirements for all incoming officers, which among others compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired;
5. Disallow any director to decide on his or her own remuneration;



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6. Provide in the Corporation's annual reports, information and proxy statement a clear, concise and understandable disclosure of aggregate compensation of its executive officers for the previous fiscal year and ensuing year;
7. Review existing Human Resources Development or Personal Handbook, to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts;
8. Review the policies on and the management of retirement and retirement funds of the Hospital, corporate officers and employees; and
9. Perform any other functions required to carry out its responsibilities under this Charter.
10. The Committee shall also perform such other functions as are delegated to it by the Board.

IV. Meetings

The Committee shall meet as often as its members may deem necessary and appropriate in order to perform its functions, but not less than two (2) meetings in a year at a time and place determined by its Chairman.

The meetings of the Committee shall be conducted in accordance with the provisions of the By-Laws of the Corporation and this Charter.

The quorum necessary for the transactions of business shall be a majority of the total Committee membership. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Committee.

The Committee shall appoint a Secretariat who shall issue notices and agenda for the meetings; disseminate meeting materials, if necessary; prepare minutes of the meetings of the Committee and keep books and records of the Committee. Any such books and records shall be open for inspection by any Member of the Committee upon reasonable prior notice during business hours of the Corporation.

The Committee shall report matters or issues which require immediate attention and resolution by the Board and make such recommendations with respect thereto which the Committee deems necessary or appropriate.

V. Resources of the Committee

The Committee may request that any Director, Corporate Officer or employee of the Corporation or other persons whose advice and counsel are sought by the Committee to attend any of its meetings to provide such pertinent information as the Committee may require.



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The Committee has the sole authority to appoint, retain and terminate, as it deems necessary or appropriate, any legal advisor or other consultants, including search firms or other professionals to advice and assist the Committee in fulfilling its duties and responsibilities. The Committee shall approve the fees to be paid as well as the terms of engagement.

VI. Remuneration of Members

No fees or other remuneration shall be payable to the Members of the Committee in respect of their services provided in connection with the Committee or in respect of their attendance at meetings of the Committee, except the per diem or remuneration authorized and approved by the Board of any fees or remuneration to such Member/Advisor that would otherwise be entitled to in his capacity as consultant, advisor or employee of the Corporation.

VII. Performance Assessment

The Committee shall conduct an annual self-assessment of its performance, including the performance of its individual Members. The assessment shall be prepared to compare the performance of the Committee with the requirements of its Charter, and to set forth the goals and objectives of the Committee for the ensuing year and include any recommendation to the Board on any improvement to the Charter deemed necessary by the Committee.

VIII. Amendments

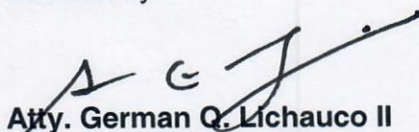
This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by resolutions of the Board.

IX. Effectivity

This Charter shall take effect immediately upon approval by the Board and shall apply prospectively.

Date of Approval by the Board: MAR 25 2022

Certified by:


Atty. German Q. Lichauco II
Corporate Secretary