



**MEDICAL DOCTORS, INC.
ETHICS COMMITTEE CHARTER**

I. Purpose

The Ethics Committee (the "Committee") of Medical Doctors, Inc. (the "Corporation") shall assist and advise the Board of Directors (the "Board") in its development and management of policies and procedures on: (1) the ethical aspect of the provision of medical care, compliance and quality assurance and (2) on clinical risk management, infection control and medication appropriate use. The Committee shall ensure that the Board oversees that the Corporation is committed to the highest ethical and professional standards in healthcare aligned with its continuing business concern.

II. Composition

The Committee shall be composed of at least three (3) members, with at least one (1) independent director, who shall act as head of the Committee, and a member of the board who must be a physician.

The Committee members shall be appointed by the Board at its annual organizational meeting, 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.

III. Key Responsibilities

The Committee shall have the following duties and responsibilities:

1. Develop appropriate ethical policies, procedures and processes, as needed;
2. Oversee the information, policies, procedures and reporting systems the Corporation has in place to provide reasonable assurance that (i) the Corporation act in accordance with appropriate ethical standards, and (ii) the Corporation deliver quality medical care to patients and promote patient safety;
3. In collaboration with Corporate Governance and Compliance Committee, review, modify and recommend for board significant changes in the Code of Business Conduct and Ethics; and receive periodic reports on efforts to educate employees on adherence to such codes;
4. Review the ethical implications of company policies, as appropriate;



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5. Receive and review periodic reports on sentinel events, significant adverse events, healthcare related infections and recommend to the Board (in collaboration with Clinical Leadership) efforts to improve the quality of health care;
6. Receive and review periodic reports on the quality of patient care and performance improvement activities and provide the Board with appropriate action (in close collaboration with Quality Management Division).
7. Receive and review periodic reports on pandemic response of the hospital and its impact on patient care and recommend to the Board appropriate action (in close collaboration with the PEDER team)
8. Receive, review and recommend to the Board ethical issues related to the conduct of Medical Staff and any related disciplinary action.
9. Increase employee, and as appropriate, agent, customer, supplier and shareholder awareness on ethics-related policies and procedures through training, distribution of codes of conduct, notifications, violations and other ethical and safety related communications;
10. Delegate its duties to those officers or employees of the Corporation or create subcommittees consisting of one or more members when appropriate or may hire independent counsel and other advisors as the Committee deems appropriate and necessary to fulfill its duties and responsibilities;
11. Review procedures to ensure that alleged, clinical risk management and ethics violations are appropriately investigated and resolved by the proper personnel in accordance with applicable laws and regulations and internal policies; and
12. Perform any other functions required to carry out its responsibilities under this Charter. 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 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.

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 advise 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 or advisor 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

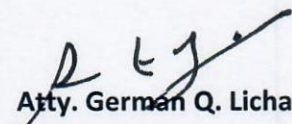
This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by resolutions of the Board.

IX. Effectivity

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

Date of Approval by the Board: JUL 19 2022

Certified by:



Atty. German Q. Lichauco II
Corporate Secretary