



SEC FORM-ACGR (FOR PC/RI)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

1. For the fiscal year ended **December 31, 2022**
2. SEC Registration Number **22914**
3. BIR Tax Identification Number **000-130-130-00000**
4. Exact Name of the Issuer as specified in its charter **MEDICAL DOCTORS, INC.**
5. Province, Country or other jurisdiction of incorporation or organization **Philippines**
6. Address of Principal Office **No. 2 Amorsolo Street, Legaspi Village, Makati City**
7. Postal Code **1229**
8. Issuer's telephone number, including area code **(632) 8888-8999**
9. Former name, former address, and former fiscal year, if changed since last report **N/A**
10. Industry Classification Code (For SEC's use only)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

RECOMMENDATION	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
THE BOARD'S GOVERNANCE RESPONSIBILITIES			
Principle 1. ESTABLISHING A COMPETENT BOARD			
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 growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.			
Recommendation 1.1			
1	COMPLIANT	2022 MDI Definitive_20IS (pages 9-16) https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf	
2	COMPLIANT	MDI Code of Corporate Governance (CCG) Qualifications to be member of the Board (page 8 section 2.2.2.1.3) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf	
3	COMPLIANT		
Recommendation 1.2			
1	COMPLIANT	2022 MDI Definitive_20IS (pages 9, 12-13) https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf	
Recommendation 1.3			
1	COMPLIANT	MDI CCG and Board Charter https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf (page 26) https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Board-Charter-Mar-2022.pdf (page 4)	

2	The company has an orientation program for first-time directors.	COMPLIANT	<p>Orientation program for first-time directors include:</p> <p>Institutional Orientation (Executive) https://drive.google.com/file/d/1-CINjMQ2MGHWO8WF_hYgwI4fZL4by_hA/view?usp=share_link</p>	
3	The company has relevant annual continuing training for all directors.	COMPLIANT	<p>Orientation to MMC https://drive.google.com/file/d/1SpcUk2kq3CHrw6J2OWIlofYBkXt8EujF/view?usp=drive_link</p> <p>Articles of Incorporation https://drive.google.com/file/d/102ojwBD01kUuXx_dwHIW_WAEalrwksXFH/view?usp=sharing</p> <p>MDI amended By-Laws https://drive.google.com/file/d/1kxgkTP-JmhZwazCfv4cswPugwVkJunpn/view?usp=sharing</p> <p>2022 MDI Definitive_20IS https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf</p> <p>MVP Group Annual Corporate Governance Enhancement Session for directors, advisory board members and officers; held on September 22, 2022, consisting of Two Keynote Sessions “The Metaverse and How it will Transform Business and Human Interaction” by Mr. Matthew Ball and “Proof of Learn: A Philippine Perspective to the Metaverse” by Ms. Sheila Lirio Marcelo https://cms.pldt.com/drupal/sites/default/files/2023-02/pldt-cg-enhancement-session-for-directors-and-officers-2022_0.pdf</p>	

Recommendation 1.4

1	The Board has a policy on board diversity.	COMPLIANT	<p>MDI CCG (page 8) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf</p> <p>2022 MDI Definitive_20IS (pages 9-16, 53-54) https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf</p> <table border="1" data-bbox="918 459 1254 638"> <thead> <tr> <th colspan="2">MDI Board Composition</th> </tr> </thead> <tbody> <tr> <td>Male</td> <td>10</td> </tr> <tr> <td>Female</td> <td>5</td> </tr> <tr> <td>Age Range</td> <td>54-95 y/o</td> </tr> </tbody> </table> <table border="1" data-bbox="1288 459 1624 638"> <thead> <tr> <th colspan="2">Profession</th> </tr> </thead> <tbody> <tr> <td>Lawyer</td> <td>1</td> </tr> <tr> <td>Businessmen</td> <td>10</td> </tr> <tr> <td>Physicians</td> <td>4</td> </tr> </tbody> </table>	MDI Board Composition		Male	10	Female	5	Age Range	54-95 y/o	Profession		Lawyer	1	Businessmen	10	Physicians	4	
MDI Board Composition																				
Male	10																			
Female	5																			
Age Range	54-95 y/o																			
Profession																				
Lawyer	1																			
Businessmen	10																			
Physicians	4																			

Recommendation 1.5

1	The Board is assisted by a Corporate Secretary.	COMPLIANT	<p>2022 MDI Definitive_20IS Information on Corporate Secretary https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf</p>	
2	The Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	<p>MDI CCG (page 23, 2.2.7 Corporate Secretary) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf</p>	
3	The Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	<p>GIS 2022 (page 4.1) https://drive.google.com/file/d/1mmvAT0Pb5ZT0vlqfoctKB/Pz!1qROZv_n/view?usp=share_link</p> <p>https://srmo-law.com/german-q-lichauco-ii/</p> <p>MDI CCG (page 23, 2.2.7.3 The Corporate Secretary shall not be a member of the Board) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf</p>	

4	The Corporate Secretary attends annual training/s on corporate governance.	COMPLIANT	Annual Corporate Governance Enhancement Session for directors, advisory board members and officers; held on September 22, 2022, consisting of Two Keynote Sessions “The Metaverse and How it will Transform Business and Human Interaction” by Mr. Matthew Ball and “Proof of Learn: A Philippine Perspective to the Metaverse” by Ms. Sheila Lirio Marcelo https://cms.pldt.com/drupal/sites/default/files/2023-02/pldt-cg-enhancement-session-for-directors-and-officers-2022_0.pdf	
Recommendation 1.6				
1	The Board is assisted by a Compliance Officer.	COMPLIANT	Appointment Letter of Compliance Officer and CV https://drive.google.com/file/d/17N_yh5D1A2QACf1_82yMJnXYLRhYnkeE/view?usp=sharing	
2	The Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	The attached BOD minutes on Organizational Meeting held last Sept 24, 2021. It was the time Dra. Mila Uy was appointed as Compliance Officer	
3	The Compliance Officer is not a member of the board.	COMPLIANT	https://drive.google.com/file/d/1EacS13Rv_bhogHalPIRC_CTNyzoAj4kn/view?usp=share_link GIS 2022 (page 4.1) https://drive.google.com/file/d/1mmvATOPb5ZT0vlqfoctKB PzI1qROZv_n/view?usp=share_link Job Description of Compliance Officer https://drive.google.com/file/d/1PZ2_kCJJB3z7W5RLwKaEoD71dR0qrVmc/view?usp=share_link MDI CCG (page 1, 2.1.1 Compliance Officer) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf	

4	The Compliance Officer attends annual training/s on corporate governance.	COMPLIANT	<p>Annual Corporate Governance Enhancement Session for directors, advisory board members and officers; held on September 22, 2022, consisting of Two Keynote Sessions “The Metaverse and How it will Transform Business and Human Interaction” by Mr. Matthew Ball and “Proof of Learn: A Philippine Perspective to the Metaverse” by Ms. Sheila Lirio Marcelo</p> <p>https://cms.pldt.com/drupal/sites/default/files/2023-02/pldt-cg-enhancement-session-for-directors-and-officers-2022_0.pdf</p> <p>Certificate of Participation in Institute of Corporate Directors online course on “Corporate Governance Orientation Program” Feb 23, 2022 (4 hours) and Feb 24, 2022 (4 hours).</p> <p>https://drive.google.com/file/d/1ltPQjTvFbDmptge-7qMyNufTDkgrXclB/view?usp=sharing</p>	
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Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD

The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company’s articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders.

Recommendation 2.1

1	The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company, shareholders and stakeholders.	COMPLIANT	<p>MDI Definitive_20IS for 2022 Summary of Board Minutes</p> <p>https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf</p>	
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Recommendation 2.2

1	The Board oversees the development and approval of the company’s business objectives and strategy.	COMPLIANT	<p>MDI Definitive_20IS for 2022 Summary of Board Minutes (CEO provides updates on status of business development regularly during the board meeting).</p> <p>https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf</p>	
2	The Board oversees and monitors the implementation of the company’s business objectives and strategy.	COMPLIANT	<p>Business objectives and strategy are developed / reviewed by top management annually and presented to the board by the CEO. Status of business development is regularly presented to the board.</p>	

Recommendation 2.3				
1	The Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Board of Directors succession plan complies with vacancy in Board Seat as indicated in the Board Charter (page 3, E and H). https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Board-Charter-Mar-2022.pdf	
2	The Board adopts a policy for the retirement of directors and key officers.	COMPLIANT	For Officers and Management, refer to Designate Plan Policy (MMC-HPP-HRM-024). https://drive.google.com/file/d/1pcoLAIv7XTyFtJdGsZMiNU81bWRn5xg9/view?usp=sharing	
Recommendation 2.4				
1	The Board aligns the remuneration of key officers and board members with the long-term interests of the company.	COMPLIANT	For Board of Directors – per diem is provided to Board members per attendance / participation in the Board meeting.	
2	The Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	Board Charter (page 3, F) https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Board-Charter-Mar-2022.pdf	
3	The Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	MDI CCG (page 11, 2.2.2.2 Compensation, Remuneration and Retirement Committee) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf For MMC Officers and Employees – refer to Staff Recruitment, Retention, Development and Continuing Education Program MMC-PR-SQE-003 and corresponding merit increases (pages 9-13 2. Performance Management System) https://drive.google.com/file/d/1UDssMSKtCgGcC9XRh7sar-xzDjChQ14/view?usp=sharing	

Recommendation 2.5				
1	The Board has a formal and transparent board nomination and election policy.	COMPLIANT	MDI CCG (pages 8-11 Nomination and Election Committee); (page 28 Investors' Rights and Protection, 7.1.2 Voting Right) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf	Since nomination of candidates for board of directors is open to all stockholders, effectiveness of the board process in the nomination, election or replacement of a director is not deemed necessary. Furthermore, the Board is adequately represented by the three main stockholder group which are the doctors, MPHHI and businessmen. They are recognized leaders in the medical and business community that work together to provide strategic direction for the Company.
2	The Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	Schedule of activities prior to Stockholders' Meeting https://drive.google.com/file/d/12poOCofB-w1tEZyeVOTqZQhLrYLu0i63/view?usp=share_link	
3	The Board nomination and election policy includes how the company accepted nominations from shareholders/members.	COMPLIANT	2022 MDI Definitive_20IS (page 17 Nominees for Election as Members of the Board of Directors) https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf	
4	The Board nomination and election policy includes how the board reviews the qualifications of nominated candidates.	COMPLIANT	The Board Nomination and Election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election, or replacement/removal of a director.	
5	The Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement/removal of a director.	COMPLIANT	MDI CCG https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf	
6	The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company.	COMPLIANT	1.pdf refer to qualifications of board – nondiscriminatory. It indicates there the competence as a factor.	
Recommendation 2.6				
1	The Board has overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	MDI CCG (page 3-6, 2.2.1.2 Specific Duties and Functions of Board, bullet #23); (page 27 Reportorial or Disclosure System of Company's Corporate Governance Policies) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf	

2	The RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	<p>Audit and Risk Committee Charter (Section III.1 F.2) https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Audit-and-Risk-Committee-Charter-May-2022.pdf</p> <p>Related Party Transactions Policy MMC-HPP-GLD-027 https://www.makatimed.net.ph/wp-content/uploads/2023/04/Related-Party-Transactions.pdf</p>	
Recommendation 2.7				
1	The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	COMPLIANT	<p>Board Charter https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Board-Charter-Mar-2022.pdf</p> <p>Minutes of Board Meeting (Sept 24, 2021) when Compliance Officer was appointed https://drive.google.com/file/d/17N_yh5D1A2QACf1_82yMJnXYLRhYnkeE/view?usp=sharing</p>	
2	The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	COMPLIANT	<p>MDI CCG (pages 31-32 section 8. Monitoring and Assessment) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf</p> <p>Performance of the Board Policy MMC-HPP-GLD-028 https://www.makatimed.net.ph/wp-content/uploads/2023/04/Performance-of-the-Board-1.pdf</p> <p>Performance Evaluation Form for Compliance Officer and CEO https://drive.google.com/file/d/1MawQuP90SF1jgBzXNJ9rrEuz5wxy5ZLT/view?usp=share_link</p> <p>https://drive.google.com/file/d/18n9noovrJDFsATMRk2VgFZcnhmYgFbrE/view?usp=share_link</p>	

Recommendation 2.8			
1	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that Management's performance is on par with the standards set by the Board and Senior Management.	COMPLIANT	Performance Evaluation form for Vice Presidents / Directors, for Managers and for Employees https://drive.google.com/drive/folders/12P_vZhoYCxEuEMLmhaphZDyNKXUgC2G?usp=sharing
2	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel's performance is on par with the standards set by the Board and Senior Management.	COMPLIANT	HP Staff Recruitment, Retention, Development and Continuing Education Program MMC-PR-SQE-003 (pages 9-13 on performance evaluation of employees) https://drive.google.com/file/d/1UDssMSKtCgGcC9XRh7sar-xzDjChQ14_/view?usp=sharing
Recommendation 2.9			
1	The Board ensures that an appropriate internal control system is in place.	COMPLIANT	MDI CCG (page 25, 2.2.10 Role of Internal Auditor) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf
2	The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members/trustees, management and shareholders/members.	COMPLIANT	Job Description of Compliance Officer as approved by the Corporate Governance and Compliance Committee of the Board https://drive.google.com/file/d/1PZ2_kCJJB3z7W5RLwKaEoD71dR0qrVmc/view?usp=share_link Conflict of Interest Policy MMC-HPP-GLD-020 https://www.makatimed.net.ph/wp-content/uploads/2022/04/Conflict-of-Interest-Policy.pdf and the Declaration of Adherence to Policy and Potential Conflict of Interest for MDI Board of Director Apr2022 https://drive.google.com/file/d/1NmVdfCSDalLGk6bbmTMsPdEj5kgMe6T/view?usp=sharing

3	The Board adopts an Internal Audit Charter.	COMPLIANT	Audit and Risk Committee Charter https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Audit-and-Risk-Committee-Charter-May-2022.pdf
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Recommendation 2.10

1	The Board ensures that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	Audit & Risk Committee Charter and MDI CCG https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Audit-and-Risk-Committee-Charter-May-2022.pdf
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	https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf ERM framework reference Risk Management Program https://drive.google.com/file/d/1V3Jc6xXOGj74LC00YIGNlvGJkp0zBQQf/view?usp=sharing

Recommendation 2.11

1	The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	COMPLIANT	Board Charter https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Board-Charter-Mar-2022.pdf
2	The Board Charter serves as a guide to the directors/trustees in the performance of their functions.	COMPLIANT	
3	The Board Charter is publicly available.	COMPLIANT	

Principle 3. ESTABLISHING BOARD COMMITTEES

The 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, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters.

Recommendation 3.1			
1	The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	Minutes of Organizational Meeting last Sept 2022 https://drive.google.com/file/d/1s2TbutyBCuQj8qE2ibgTl-pf9_tHZ1QY/view?usp=drive_link
Recommendation 3.2			
1	The 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.	COMPLIANT	Audit and Risk Committee Charter https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Audit-and-Risk-Committee-Charter-May-2022.pdf
2	The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom, including the Chairperson, are independent directors.	COMPLIANT	Minutes of Organizational Meeting Sept 2022 Chair and Members of Audit Committee https://drive.google.com/file/d/1s2TbutyBCuQj8qE2ibgTl-pf9_tHZ1QY/view?usp=drive_link 2022 MDI Definitive_20IS Qualifications and Type of Directorship https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf
3	All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	2022 MDI Definitive_20IS https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf

4	The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committee.	COMPLIANT	<p>2022 MDI Definitive_20IS https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf</p> <p>Minutes of Organizational Meeting Sept 2022 https://drive.google.com/file/d/1s2TbutyBCuQj8qE2ibgTl-pf9_tHZ1QY/view?usp=drive_link</p> <p>Audit and Risk Committee Charter https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Audit-and-Risk-Committee-Charter-May-2022.pdf</p>	
Recommendation 3.3				
1	The 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.	COMPLIANT	<p>Minutes of Organizational Meeting Sept 2022 https://drive.google.com/file/d/1s2TbutyBCuQj8qE2ibgTl-pf9_tHZ1QY/view?usp=drive_link</p> <p>2022 MDI Definitive_20IS https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf</p> <p>Corporate Governance and Compliance Committee Charter https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Corporate-Governance-and-Compliance-Committee-Charter-Mar-2022.pdf</p> <p>Note: Nomination and Election Committee is separate from Corporate Governance and Compliance Committee.</p>	
2	The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors.	NON-COMPLIANT	<p>Corporate Governance and Compliance Committee Charter https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Corporate-Governance-and-Compliance-Committee-Charter-Mar-2022.pdf</p> <p>2022 MDI Definitive_20IS https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf</p>	The Corporate Governance, Compliance and Remuneration and Compensation Committees were merged to one Committee; hence majority of the committee members are four (4) Non-Executive Directors, with the independent director serving as Chair of this Committee. The Chair of the Committee interacts directly on

identified issues with the Audit Committee where members are majority independent directors.

MDI adopted the minimum required number of independent directors by the new corporation code and therefore not enough independent director to constitute majority of each Board Committee.

Recommendation 3.4

1	The 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.	COMPLIANT	This committee and its functions were included in the Audit and Risk Committee https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Audit-and-Risk-Committee-Charter-May-2022.pdf	
2	The BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairperson.	COMPLIANT	Minutes of Organizational Meeting last Sept 2022 https://drive.google.com/file/d/1s2TbutyBCuQj8qE2ibgTl-pf9_tHZ1QY/view?usp=drive link 2022 MDI Definitive_20IS https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf	
3	At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	2022 MDI Definitive_20IS (page 14 credentials of Ms. Diana P. Aguilar – Chair of the Committee) https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf	

Recommendation 3.5

1	All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	Charters for Board Committees are available. Board Charter https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Board-Charter-Mar-2022.pdf	
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2	The Committee Charters provide standards for evaluating the performance of a committee and its members.	COMPLIANT	<p>Corporate Governance and Compliance Committee Charter https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Corporate-Governance-and-Compliance-Committee-Charter-Mar-2022.pdf</p> <p>Audit and Risk Committee Charter https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Audit-and-Risk-Committee-Charter-May-2022.pdf</p> <p>Ethics Committee Charter https://www.makatimed.net.ph/wp-content/uploads/2022/08/MDI-Ethics-Committee-Charter-Jul-2022.pdf</p> <p>Nomination and Election Committee Charter https://www.makatimed.net.ph/wp-content/uploads/2022/08/MDI-Nomination-and-Election-Committee-Charter-Jul-2022.pdf</p>	
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Principle 4. FOSTERING COMMITMENT

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

1	The Directors attend and actively participate in all meetings of the Board, Committees and shareholders/members in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	<p>2022 Board of Directors Attendance in Board Meetings https://drive.google.com/file/d/1maRUOSpkjlfe1vvrzgyB7suYlrui5hhC/view?usp=share_link</p> <p>Board Charter https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Board-Charter-Mar-2022.pdf</p>	
2	The Directors review meeting materials for all Board and Committee meetings.	COMPLIANT		

3	The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	<div style="border: 1px solid black; padding: 5px; margin-bottom: 10px;"> <p>VI. Board Meetings</p> <p>The Board shall have at least four (4) regular meetings in a calendar year at a time and place determined by the Chairman, with further meetings to be conducted, as it may be deemed necessary by the Chairman or by request of at least two (2) directors. The directors are encouraged to attend and actively participate in all meetings of the Board, committees they are members of, and stockholders in person or via remote communication conducted in accordance with the rules and regulations of the SEC or its By-Laws, except upon justifiable causes which prevents them from doing so.</p> </div> <p>Board members are provided with meeting materials at least one week before the next board meeting.</p>	
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Recommendation 4.2

1	Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers.	NON-COMPLIANT	<p><i>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</i></p> <p><i>Provide information or reference to a document containing information on the directorships of the company's directors in listed companies, registered issuers and public companies.</i></p>	This provision was not included in the Manual of Code of Corporate Governance. The Company believes that more important than limiting the number of Board seats of an individual Director is his/her commitment to the functions of a director as evidenced by his/her attendance and participation in board meetings and absence of potential conflict of interest. The Nomination and Election Committee disqualifies director whose board meeting attendance is less than 50%.
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Recommendation 4.3

1	The Directors notify the company's board before accepting a directorship in another company.	COMPLIANT	MDI CCG (pages 6-7, 2.2.1.3 bullet # 8 Duties and Responsibilities of Director) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf	
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Principle 5. REINFORCING BOARD INDEPENDENCE

The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.

Recommendation 5.1				
1	The Board is composed of a majority of non-executive directors who possess the necessary qualifications.	COMPLIANT	2022 MDI Definitive_20IS Number of Non-Executive Directors = 14 out of 15 https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf	
Recommendation 5.2				
1	The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher.	NON-COMPLIANT	Board Charter (page 1) https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Board-Charter-Mar-2022.pdf	The Company follows the minimum required by the new corporation code: “the board of the following corporation vested with public interest shall have independent directors constituting at least 20% of such board”. MDI has 3 independent directors in the board.
Recommendation 5.3				
1	The independent directors possess all the qualifications and none of the disqualifications to hold the position.	COMPLIANT	2022 MDI Definitive_20IS (page 17) https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf	
Recommendation 5.4				
1	The company perpetually bars an independent director from serving in such capacity after the term limit of nine (9) years.	COMPLIANT	MDI CCG (page 7, 2.2.1.4 Term of an Independent Director) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf	
2	In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders’/members’ approval during the annual regular meeting.	COMPLIANT	Minutes of July 2022 Annual Stockholders Meeting (page 9, VII) https://www.makatimed.net.ph/wp-content/uploads/2022/07/Minutes-of-2022-MDI-Annual-Stockholders-Meeting_Signed.pdf	

Recommendation 5.5				
1	The positions of Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals.	COMPLIANT	Chairman of the Board: Mr. Manuel V. Pangilinan President and CEO: Atty. Pilar Nenuca P. Almira	
2	The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities.	COMPLIANT	Board Charter (pages 5-9) https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Board-Charter-Mar-2022.pdf	
Recommendation 5.6				
1	The Board designates a lead director among the independent directors if the Chairperson of the Board is not an independent director.	NON-COMPLIANT	<i>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any. Indicate if Chairperson is an independent director.</i>	The role of Chair of the Board is distinctly defined with no overlap with the functions of the CEO as stipulated in the MMC Code of Corporate Governance. This was deemed not necessary for the Company since the Chairperson is a non-executive director and there are adequate controls in place through the Corporate Governance and Compliance Committee and Audit and Risk Committee. In addition, all board committees are chaired by independent directors.
Recommendation 5.7				

1	The Directors/Trustees with material interest in a transaction affecting the corporation fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same, and recuse from voting on the approval of transaction.	COMPLIANT	<p>Policy on Conflict of Interest and Code of Business Conduct and Ethics</p> <p>Conflict of Interest Policy https://www.makatimed.net.ph/wp-content/uploads/2022/04/Conflict-of-Interest-Policy.pdf</p> <p>Code of Business Conduct and Ethics (pages 13-15) https://www.makatimed.net.ph/wp-content/uploads/2022/06/Code-of-Business-Conduct-and-Ethics-2022.pdf</p> <p>2022 MDI Definitive_20IS https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf and Consolidated FS & Supplementary Schedules (CFS) for related party transaction in 2022 https://drive.google.com/file/d/1wPa3g6ukUfhgiYS59sIHxy4KMchOTfTq/view?usp=share_link</p>	
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Recommendation 5.8

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.	NON-COMPLIANT	<p><i>Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.</i></p>	<p>This was deemed not necessary for the Company since majority of the board members are non-executive (14 out of 15) directors; all Board Committees with control functions are chaired by independent directors.</p>
2	The meetings are chaired by the lead independent director, if applicable.	NON-COMPLIANT		

Principle 6. ASSESSING BOARD PERFORMANCE

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.	COMPLIANT	<p>MDI CCG (page 31 item 8 Monitoring and Assessment) https://www.makatimed.net.ph/wp-</p>	
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2	The Chairperson conducts an annual self-assessment of his performance.	COMPLIANT	content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf
3	The individual members conduct a self-assessment of their performance.	COMPLIANT	Performance of the Board Policy https://www.makatimed.net.ph/wp-content/uploads/2023/04/Performance-of-the-Board-1.pdf
4	Each committee conducts a self-assessment of its performance.	COMPLIANT	Self-Assessment Form for Chairman of the Board, Individual Members of the Board, and each Members of the Board Committees https://drive.google.com/file/d/1hSz0qHG5R28EHjJuvfNYKJ779EDwpUa1/view?usp=share_link https://drive.google.com/file/d/1nFaqzBTVV4jnZ3DQSVlpH7fBvbU1zhK8/view?usp=share_link https://drive.google.com/file/d/1TI_oYyzPc0EwQp_q9I53qULtaJHQ2uay/view?usp=share_link https://drive.google.com/file/d/1q-AzSI2RNRqPpJ9PFIJTCh8l7GOhBDjY/view?usp=share_link https://drive.google.com/file/d/1Dqg9eDxcDFpPrglvZh9x5c_oEJ7R8eoMt/view?usp=share_link https://drive.google.com/file/d/1LB4j8xDOCJ01L9uOFRqKwbR7runSdmY_/view?usp=share_link
Recommendation 6.2			
1	The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees.	COMPLIANT	MDI CCG (page 31 item 8 Monitoring and Assessment) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf

2	The system allows for a feedback mechanism from the shareholders/members.	COMPLIANT	<p>MDI CCG (page 31, 7.1.9, 7.1.10 Shareholder's Benefit) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf</p> <p>Form for Shareholders Assessment of the MDI Board https://drive.google.com/file/d/1cpAnG8836vMdvtf3WNtrKD1OZnLVvpq/view?usp=share_link</p>	
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Principle 7. STRENGTHENING BOARD ETHICS

The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1

1	The 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 board members.	COMPLIANT	<p>Code of Business Conduct and Ethics https://www.makatimed.net.ph/wp-content/uploads/2022/06/Code-of-Business-Conduct-and-Ethics-2022.pdf</p>	
2	The Code is properly disseminated to the members of Board.	COMPLIANT	<p>Proof of dissemination to members of the Board Summary of Relevant Resolutions Approved by the Board of Directors https://drive.google.com/file/d/1JLMSUjnT52vrQ5abkI9gFbyRF2bJlrbN/view?usp=share_link</p> <p>Proof of dissemination to Employees Screenshot of Code of Business Conduct and Ethics Dissemination https://drive.google.com/file/d/1ZzfRAepQOMSyOTimkRvQkMW37PHty-iz/view?usp=share_link</p> <p>Implementing Memo Code of Business Conduct and Ethics https://drive.google.com/file/d/1m9mZ_2uNd2tyO93sEi0mhoA_edC1YVnC/view?usp=share_link</p>	

3	The Code is disclosed and made available to the public through the company website.	COMPLIANT	Code of Business Conduct and Ethics https://www.makatimed.net.ph/wp-content/uploads/2022/06/Code-of-Business-Conduct-and-Ethics-2022.pdf	
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Recommendation 7.2

1	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	<p>Proof of training and signed docs on ABAC Adherence Signed Forms MDI Directors https://drive.google.com/drive/folders/1L9tLaPgYeWrMKaZ5KxE05HAIWqxwe4iC?usp=sharing</p> <p>ABAC Certification Employee (sample) https://drive.google.com/file/d/1c7nisqYYaTk_Te6oZTcWTEdlcBQ1W6vg/view?usp=share_link</p> <p>Code of Business Conduct and Ethics (page 1, paragraph 1) https://www.makatimed.net.ph/wp-content/uploads/2022/06/Code-of-Business-Conduct-and-Ethics-2022.pdf</p>	
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DISCLOSURE AND TRANSPARENCY

Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES

The Board should establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations.

Recommendation 8.1

1	The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders/members and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	<p>Distributed thru courier and email:</p> <ul style="list-style-type: none"> Schedule of Activities Prior to ASM https://drive.google.com/file/d/12poOCofB-w1tEZyeVOTqZQhLrYLu0i63/view?usp=share_link Notice of the Meeting – also published in the business section of 2 newspapers in general circulation for 2 consecutive days https://drive.google.com/file/d/1BiqNBylaJNQJLCqOVMLKojOW-8jwDNC/view?usp=share_link 	
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			<ul style="list-style-type: none"> Guidelines for Participation in ASM https://drive.google.com/file/d/1qQxtfB2mNL5c3CLv-Qt07uJnZ25zkGFq/view?usp=share_link <p>2022 ASM Minutes of the Meeting https://www.makatimed.net.ph/wp-content/uploads/2022/07/Minutes-of-2022-MDI-Annual-Stockholders-Meeting_Signed.pdf</p> <p>2022 MDI Definitive_20IS https://www.makatimed.net.ph/wp-content/uploads/2022/08/2022-MDI-Definitive_20IS-1.pdf</p> <p>Consolidated FS & Supplementary Schedules (CFS) https://drive.google.com/file/d/1wPa3g6ukUfhgiYS59slHxy4KMchOTfTq/view?usp=share_link</p> <p>2021 MDI Annual Report https://www.makatimed.net.ph/wp-content/uploads/2022/07/MMC%20ANNUAL%20REPORT%202021.pdf</p>	The 2022 MDI Annual Report will be uploaded on or before the July 18, 2023, Annual Stockholders' meeting.
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Recommendation 8.2

1	The company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within five (5) business days.	COMPLIANT	MDI CCG (page 27 indicated 15 days) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf	MDI is compliant in practice. However, MDI CCG will be revised to indicate a shorter period adopting the recommendation of SEC to have disclosure/ report to the company within five (5) business days.
2	The company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within five (5) business days.	COMPLIANT		

Recommendation 8.3

1	The company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	MDI CCG https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf	
2	The company's MCG is submitted to the SEC.	COMPLIANT	MDI CCG Proof of submission to SEC in 2020 https://drive.google.com/file/d/1CNQxW_HASDZb59_WwPm9zse6DZwwJzTu/view?usp=sharing	
3	The company's MCG is posted on the company website.	COMPLIANT	Website link https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf	

Recommendation 8.4

1	The company's corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR).	COMPLIANT	MDI 2021 ACGR is posted in the company's website https://www.makatimed.net.ph/wp-content/uploads/2023/03/Annual-Corporate-Governance-ACGR-2021-with-complete-signatures.pdf	MDI 2022 ACGR for posting after submission to SEC by June 30, 2023.
2	The company's ACGR is submitted to the SEC.	COMPLIANT	Proof of submission to SEC https://drive.google.com/file/d/1vjlYjgOStA3uG3QUAnWiPyI0r7ds5p7F/view?usp=share_link (June 30, 2022)	
3	The company's ACGR is posted on the company website.	COMPLIANT	https://drive.google.com/file/d/1WWszD_zWZ7dbPheRCVMoDe6dFBV3syxC/view?usp=share_link (August 31, 2022)	

Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY

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	The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors.	COMPLIANT	In its meeting on May 23, 2022, the Audit & Risk Committee approved the re-appointment of Isla Lipana & Company as external auditors for the 2022 audit. They reviewed the audit fees in the past 5 years and found it to be reasonable.	
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2	The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members.	COMPLIANT	Minutes of July 2022 ASM (page 9, VIII Appointment of External Auditors) https://www.makatimed.net.ph/wp-content/uploads/2022/07/Minutes-of-2022-MDI-Annual-Stockholders-Meeting_Signed.pdf	
3	For the removal of external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures.	COMPLIANT	The External Auditor was reappointed in 2022.	This is not applicable since there is a decision to retain the current external auditors.
Recommendation 9.2				
1	The Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	COMPLIANT	Audit and Risk Committee Charter (pages 1-2, Section 3.1) https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Audit-and-Risk-Committee-Charter-May-2022.pdf	
2	The Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT		
Recommendation 9.3				
1	The company discloses the nature of non-audit services performed by its external auditor in the Annual Report to manage potential conflict of interest cases.	COMPLIANT	In its meeting on May 23, 2022, the Audit and Risk Committee confirmed its approval on the engagement of the current external auditor, Isla Lipana & Company, to conduct a tax compliance review.	

			Audit and Risk Committee Charter (page 2, B. External Auditor #3) https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Audit-and-Risk-Committee-Charter-May-2022.pdf	
2	The 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	Audit and Risk Committee Charter (page 2, B. External Auditor #3) https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Audit-and-Risk-Committee-Charter-May-2022.pdf	

Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING

The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.

Recommendation 10.1

1	The Board has a clear and focused strategy on the disclosure of non-financial information.	COMPLIANT	MDI CCG (page 27, 6.6.7 Reportorial or Disclosure System of Company's Corporate Governance Policies) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf	
2	The company discloses to all shareholders/members and other stakeholders the company's strategic and operational objectives with emphasis on the management of environmental, economic, social and governance (EESG) issues of its business which underpin sustainability.	COMPLIANT	This is included in the President's report during the 2022 Annual Stockholders meeting (page 1, paragraph 3) https://www.makatimed.net.ph/wp-content/uploads/2022/07/Minutes-of-2022-MDI-Annual-Stockholders-Meeting_Signed.pdf 2021 MDI Annual Report (page 12) https://www.makatimed.net.ph/wp-content/uploads/2022/07/MMC%20ANNUAL%20REPORT%202021.pdf	The 2022 MDI Annual Report will be uploaded on or before the July 18, 2023, Annual Stockholders' meeting.

Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION

The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1			
1	The company has a website to ensure a comprehensive, cost-efficient, transparent and timely manner of disseminating relevant information to the public.	COMPLIANT	https://www.makatimed.net.ph/
INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS			
Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS			
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 system.			
Recommendation 12.1			
1	The company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	Annual Internal Survey on compliance, licensing, and accreditation requirements of all departments Biannual Culture of Safety Survey Intermittent spot audits Clinical audits Regular clinical audits CSQC Program https://drive.google.com/file/d/1LsWMze9vIPLapxSBK1M2-RX2Tfr8BK7N/view?usp=sharing
2	The company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	Framework for ERM was based on American Society of Healthcare Risk Management Audit and Risk Committee Charter (page 3, E. Risk Management) https://www.makatimed.net.ph/wp-content/uploads/2022/06/MDI-Audit-and-Risk-Committee-Charter-May-2022.pdf Risk Management Policy and Procedure/ Risk Management Program https://drive.google.com/file/d/1V3Jc6xX0Gj74LC00YIGNlvGJkp0zBQQf/view?usp=sharing Review of ERM is done annually.

Recommendation 12.2			
1	The 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	Internal nonfinancial audit is done in-house by the Accreditation Department under Hospital Compliance, License and Accreditation Division. External nonfinancial audit is done triennially by Joint Commission International. Financial audit is done by Isla Lipana.
CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS			
Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS			
The company should treat all shareholders/members fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1	The Board ensures that basic shareholder/member rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	MDI CCG (pages 28-31, 7 Shareholders' Benefit 7.1 Investors' Rights and Protection) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf
Recommendation 13.2			
1	The Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders'/Members' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting.	COMPLIANT	Schedule of Activities prior to Stockholders meeting https://drive.google.com/file/d/12poOCofB-w1tEZyeVOTqZQhLrYLu0i63/view?usp=share_link
Recommendation 13.3			
1	The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day.	COMPLIANT	Minutes of July 2022 Annual Stockholders' meeting https://www.makatimed.net.ph/wp-content/uploads/2022/07/Minutes-of-2022-MDI-Annual-Stockholders-Meeting_Signed.pdf

2	The minutes of the Annual and Special Shareholders'/Members' Meetings were made available on the company website within five (5) business days from the date of the meeting.	COMPLIANT	Minutes of July 2022 Annual Stockholders' meeting https://www.makatimed.net.ph/wp-content/uploads/2022/07/Minutes-of-2022-MDI-Annual-Stockholders-Meeting_Signed.pdf
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Recommendation 13.4

1	The Board makes available, at the option of a shareholder/member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	MDI CCG (page 31, 7 Shareholder's Benefits 7.1.9) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf
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Recommendation 13.5

1	The Board establishes an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent to ensure constant engagement with its shareholders/members.	COMPLIANT	Name: Arlyn Songco Contact: 8888-8999 ext. 3771/3707 Email Address: Arlyn.Songco@makatimed.net.ph
2	The IRO or CRO or its equivalent is present at every shareholders'/members' meeting.	COMPLIANT	IRO was present in July 2022 shareholder's meeting - please see attached zoom screenshot https://drive.google.com/file/d/1IDDqyjFe5fCAYQn7MxqCXSaE_4aJEAGz/view?usp=drive_link

DUTIES TO STAKEHOLDERS

Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS

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	The Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	Patient and Family Rights and Responsibilities MMC-HPP-PFR-003 https://drive.google.com/file/d/1u_mcajHGzbat9W0MWSX0E7oYU000Fmkq/view?usp=share_link Patient & Family Guide (Patient Handbook) https://drive.google.com/file/d/10f9PHckTj1G2Sc4QYWKw50q9t3GsMwyS/view?usp=sharing
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Recommendation 14.2

1	The Board establishes clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of stakeholders.	COMPLIANT	<p>Right and Responsibilities of Patients. Patient and Family Rights and Responsibilities MMC-HPP-PFR-003 https://drive.google.com/file/d/1u_mcajHGzbat9W0MWSX0E7oYU000Fmkg/view?usp=share_link</p> <p>Patient Satisfaction Survey MMC-HPP-PCC-012 https://drive.google.com/file/d/1_T-8oJsSiQ4sFSUJpgp48cqS4Bv8JHLR/view?usp=sharing</p> <p>Handling & Resolving Patient & Family Complaints MMC-HPP-PCC-008 https://drive.google.com/file/d/1MWjicogV9h0BrvjCNvgXIRCQ--y1Tw4A2/view?usp=sharing</p> <p>Whistleblowing Policy MMC-HPP-GLD-023 https://www.makatimed.net.ph/wp-content/uploads/2022/04/Whistleblowing-Policy.pdf</p> <p>MDI CCG (page 28, 7 Shareholder’s Benefits) https://www.makatimed.net.ph/wp-content/uploads/2022/04/Code-of-Corporate-Governance-1.pdf</p>	
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Principle 15. ENCOURAGING EMPLOYEES’ PARTICIPATION

A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the company’s objectives and good corporate governance goals.

Recommendation 15.1

1	The 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>CSQC Program https://drive.google.com/file/d/1LsWMze9vIPLapxSBK1M2-RX2Tfr8BK7N/view?usp=sharing</p> <p>Culture of Safety Survey Policy/Procedure https://drive.google.com/file/d/1Nf0z05ta_HNOIlua0GfHDQBNxPA8R0E/view?usp=sharing</p>	
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Recommendation 15.2			
1	The Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics.	COMPLIANT	<p>Code of Business Conduct and Ethics https://www.makatimed.net.ph/wp-content/uploads/2022/06/Code-of-Business-Conduct-and-Ethics-2022.pdf</p> <p>Compliance Related Policies https://www.makatimed.net.ph/corporate-governance/</p>
2	The Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	<p>Video training for employees on compliance https://drive.google.com/file/d/1aCSK-EKIXoo94VjFjOupsvC24f0YtkhQ/view?usp=sharing</p> <p>Compliance Handbook Guide https://www.makatimed.net.ph/compliance-handbook-guide/</p> <p>HP Staff Recruitment, Retention, Development and Continuing Education Program MMC-PR-SQE-003 (pages 15-17, 4. Learning and Development) https://drive.google.com/file/d/1UDssMSKtCgGcC9XRh7sar-xzDjChQ14_/view?usp=sharing</p>
Recommendation 15.3			
1	The 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>Whistleblowing Policy https://www.makatimed.net.ph/wp-content/uploads/2022/04/Whistleblowing-Policy.pdf</p> <p>Part of responsibility of Compliance Officer is to report to the Board, through the Committee on Corporate Governance and Compliance, all whistleblowing cases (including result of investigation) received by the Compliance Officer.</p>
2	The 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	
3	The Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	

Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY


The company should be socially responsible in all its dealings with the communities in which 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.

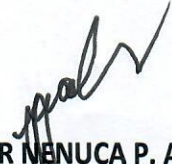
Recommendation 16.1

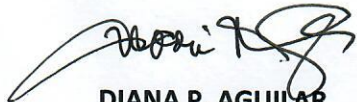
1	The company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	This is part of 2022 ESG Report Community Engagement, Investments, and Donation https://drive.google.com/file/d/1liqSK9qIHwbnoLaJDzXTtB6iuGsWOTA8/view?usp=share_link	
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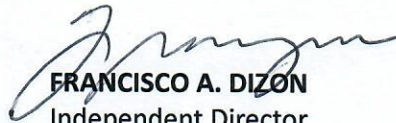
Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of MAKATI CITY on JUN 26 2023, 20 .


SIGNATURES


MANUEL V. PANGILINAN
Chairman of the Board

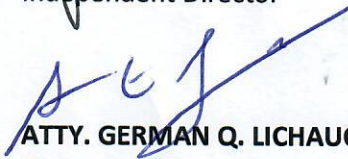

ATTY. PILAR NENUCA P. ALMIRA
President and Chief Executive Officer


DIANA P. AGUILAR
Independent Director


FRANCISCO A. DIZON
Independent Director


FRANCISCO S.A. SANDEJAS
Independent Director

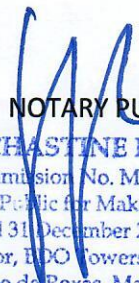

MARY MILAGROS D. UY
Compliance Officer


ATTY. GERMAN Q. LICHAUCO, II
Corporate Secretary

SUBSCRIBED AND SWORN to before me this day of JUN 26 2023, 20 , affiant(s) exhibiting to me their , as follows:

NAME	TIN No.
MANUEL V. PANGILINAN	914-481-801
ATTY. PILAR NENUCA P. ALMIRA	110-246-179
DIANA P. AGUILAR	101-902-566
FRANCISCO A. DIZON	108-160-819-000
FRANCISCO S.A. SANDEJAS	906-825-2000
MARY MILAGROS D. UY	155-727-903
ATTY. GERMAN Q. LICHAUCO, II	155-936-754

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Book No. II
Series of 2023


NOTARY PUBLIC
MARY CHASTINE P. REYES
Commission No. M-205
Notary Public for Makati City
Until 31 December 2023
6th Floor, IFC Towers Paseo
8741 Paseo de Roxas, Makati City
PTR No. 9568179; 04 January 2023; Makati City
IBP No. 181364; 04 January 2023; Pampanga
Roll No. 80890; 20 May 2022
Admitted to the Bar 20 May 2022