

**MINUTES OF THE
2024 ANNUAL STOCKHOLDERS' MEETING
OF THE
MEDICAL DOCTORS, INC. (MDI)
Held on 16 July 2024, 5:00pm
Via remote communication**

I. CALL TO ORDER

Chairman Manuel V. Pangilinan welcomed the stockholders and guests to the Annual Stockholders' Meeting. He informed the stockholders that the Board of Directors had decided to conduct the 2024 Annual Stockholders' Meeting via remote communication to ensure everyone's safety and health, and to continue the Company's best practices. Further, the Chairman assured the stockholders that, through the online format, they would have the opportunity to participate remotely and cast their votes *in absentia*. The Chairman also informed the stockholders that they could submit questions or comments via email or through the chatbox provided on the livestream platform. Thereafter, he called the meeting to order and presided.

II. CERTIFICATION OF NOTICE AND QUORUM

Atty. German Q. Lichauco II, Corporate Secretary, confirmed at the Chairman's request that the notice and agenda of the meeting were delivered by mail or messengerial service, electronic mail, and published in the business sections of two (2) newspapers of general circulation, both in print and online formats, for two (2) consecutive days. This was done for all stockholders of record as of 31 May 2024, the record date fixed by the Board of Directors. Atty. Lichauco further confirmed that the Definitive Information Statement was made available on the company website. He then certified the existence of a quorum based on the record of attendance and proxy report, showing that holders of 2,414,511 common shares, representing 70.58% of the Company's total outstanding capital stock, were present either in person or by proxy. There being a quorum, the Chairman declared the meeting duly convened and open for the transaction of business.

Upon the request of the Chairman, Atty Lichauco confirmed that stockholders had been informed on the manner of voting for the meeting. Stockholders or their proxies who had successfully registered and were notified via email could cast their vote *in absentia* by accomplishing a print-out of MDI's ballot form, which could be accessed and downloaded from <asm2024.makatimed.net.ph> (the "Website"). Once the ballot form is completed, the stockholder or his proxy may submit the ballot by uploading the file via the Website or by emailing a scanned copy of the same to <mmcfinance@makatimed.net.ph> no later than 5:00 P.M. on 30 July 2024.

Atty. Lichauco then informed the stockholders that more than a majority of the total outstanding voting stocks had cast their votes in favor of the specified agenda items, including the election of the fifteen (15) nominees to the Board of Directors.

III. APPROVAL OF THE MINUTES OF THE REGULAR MEETING OF THE STOCKHOLDERS HELD ON 18 JULY 2023

Atty. Lichauco informed the stockholders that a copy of the minutes of the Annual Stockholders' Meeting of the Company held on 18 July 2023 was made available to all stockholders of record, along with the Definitive Information Statement, for their approval.

Atty. Lichauco then reported that stockholders holding more than a majority of the entire outstanding voting stocks of MDI had voted in favor of this matter. Thus, the minutes of the Annual Stockholders' Meeting held on 18 July 2023 was approved.

IV. PRESENTATION OF THE ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

The Chairman then proceeded with the presentation of the annual report and audited financial statements. The interim Co-Presidents and Chief Executive Officers, Dr. Saturnino P. Javier (“Dr. Javier”) and Mr. Arnold C. Ocampo (“Mr. Ocampo”), delivered the presentation. A summary of their presentation is as follows:

Dr. Javier highlighted that the year 2023 marked a turning point for Makati Medical Center (“MMC”) as it made significant strides in its post-pandemic recovery. He emphasized that MMC had achieved a sense of stability and familiarity in the new normal, motivating the hospital to expand its services while remaining prepared for potential health emergencies.

The central message of the 2023 annual report is **“Breakthrough: Recognizing Opportunities and Reinventing Innovation,”** underscoring MMC’s commitment to exploring new technologies and processes to enhance care for its patients and doctors. MMC remains optimistic about realizing this mission, buoyed by the steady return of patients for face-to-face services.

Thereafter, Mr. Ocampo, as Chief Financial Officer, provided a financial overview. He announced a 14% increase in gross revenues to PHP 9.6 billion, directly contributing to a 33% increase in earnings before interest, taxes, depreciation, and amortization (“EBITDA”).

MMC also strengthened its financial position by reducing provisions for doubtful accounts with its strong EBITDA performance and improved collections from PhilHealth, Health Maintenance Organization (HMO) partners, corporate accounts, and private provisions. As a result, cash from operating activities reached PHP 2.7 billion, marking a 51% increase from 2022. This enabled MMC to fund its capital expenditures without relying on debt financing.

Furthermore, Mr. Ocampo reported that through tight control of expenses and supply costs, MMC significantly boosted profitability, achieving a net profit after tax of PHP 1.2 billion, marking a 54% increase from the previous year. Earnings per share also rose from PHP 229.92 in 2022 to PHP 353.92 in 2023, while the book value per share at the end of 2023 reached PHP 2,836, reflecting a 9% increase from the previous year.

Mr. Ocampo also shared that long-term partnerships nurtured by the Creative, Communications and Sales Services (CCSS) Division were pivotal in boosting MMC’s census and revenue. Referrals from HMO, Corporate, and Strategic Hospital Alliance Program (SHAP) partners comprised 45% of MMC’s inpatient census, 50% of outpatient visits, and 68% of Emergency Department visits. These partnerships generated revenue amounting to PHP 4.6 billion, reflecting a 15% increase from 2022. Each business segment experienced growth: HMO by 18%, Corporate by 3%, and SHAP by 9%. Notably, the HMO segment alone, which accounts for 83% of CCSS sales, contributed approximately 39% to MMC’s total hospital revenue.

In addition, MMC maintained a robust media presence across radio, TV, print, digital, and social media platforms throughout the year. This strong and cost-effective media strategy included 517 press releases, blogs, feature articles, and radio and TV appearances by MMC’s medical experts, highlighting the hospital’s services, awards, achievements, and events. This effort generated a total PR value exceeding PHP 1 billion, a 169% increase compared to 2022.

Mr. Ocampo also stated that print and digital advertising were utilized to promote the MMC’s larger clinical departments through CONGO + SOP. Throughout the year, 106 print materials were placed in five major broadsheets. Thus, MMC emerged as the leading healthcare institution in print advertising, with a value of PHP 12.9 million, representing a 95% increase from the previous year. Embracing the strong shift towards online platforms, MMC also employed programmatic advertising to promote these services, reaching over 33 million digital users—23% higher than the target of 27 million viewers.

In 2023, with the public perception of hospital visits improving, MMC experienced a significant increase in patient census. This resulted in substantial growth in both inpatient and outpatient numbers, continuing a trend from the previous year. MMC's admission rate rose by 23%, with over 4,000 more patients admitted compared to the previous year. This led to a 16% increase in average occupied beds and a 13% growth in inpatient revenues. To accommodate this rise, MMC hired additional nurses to ensure quality care, renovated patient rooms, and reviewed the costs of its medical and surgical packages.

Mr. Ocampo then reported that MMC supported the increased use of its outpatient services by investing PHP 367 million in new facilities and medical equipment, accounting for 59% of its capital expenditures for the year. Notably, MMC expanded its Cardiovascular Diagnostic Laboratory (formerly called the Heart Station), enhanced its Outpatient Surgical Suite to handle more cases, and operationalized its third MRI machine. These improvements led to a 12% rise in outpatient visits in 2023, totaling over 72,000 additional visits compared to the previous year, and a 16% growth in outpatient revenues. Furthermore, the Emergency Department rebounded from the pandemic, registering a 35% increase in patient census.

Following this, Mr. Ocampo highlighted matters in MMC's Service Operations. The Pathology and Laboratories Division renewed MMC's agreement with MediLinx Laboratory, its clinical lab partner, for an additional five years. MMC also introduced the Idylla PCR system, which enhances molecular testing efficiency, reduces turnaround times, and minimizes the need to send out tests.

In the Cardiovascular Diagnostic Laboratory, MMC implemented the Cardiovascular Information System (CVIS) to improve workflow efficiency and accommodate more studies. Additionally, MMC established the training arm of the Institute of Cardiovascular Learning & Care (ICLC). To date, this program has graduated 16 personnel, thereby enhancing MMC's expertise in cardiovascular care.

Meanwhile, the Department of Radiology proudly introduced the new GE 3 Tesla Signa Architect MRI machine in January 2023. This new machine features superior imaging quality, accredited by both the DOH and FDA.

Mr. Ocampo also highlighted that MakatiMed Care Access-Araneta expanded its offerings to mark its first anniversary by introducing reuse dialyzer services, providing a cost-efficient solution for renal patients. Each reused dialyzer is clearly labeled with the patient's name and undergoes thorough cleaning and sterilization before and after each dialysis session to maintain the highest safety standards.

The Nursing and Patient Care Services (NPCS) Division also played a pivotal role in maintaining MMC's reputation as the 'Hospital with a Heart.' The mandate is to invest in enhancing the knowledge and skills of personnel through in-house and external training programs. In 2023, 668 new nurses completed the Nurse Residency Probationary Program. Additionally, the first Interstitial Lung Disease Nurse Academy was launched in collaboration with Boehringer Ingelheim Philippines and the Section of Pulmonary Medicine, training 22 nurses from August to December. Furthermore, MMC's Liver Transplant Team members enhanced their skills through the Liver Transplant Masterclass at the National University Health System in Singapore and an observership program at Asan Medical Center in South Korea. NPCS also supported 22 nursing leaders in pursuing a Master of Science in Nursing through the Graduate Studies Assistance Program, promoting career advancement and staff retention.

Mr. Ocampo also reported on MMC's collaboration with sister hospitals under the Metro Pacific Health banner to share best practices. The Peri-Operative Nursing Essentials program was hosted from November 2023 to January 2024, where MMC's surgical and peri-operative nurse leaders shared their expertise with 14 colleagues from other MPH hospitals.

Despite facing a challenging industry-wide issue with a 30.76% attrition rate for registered nurses, MMC's NPCS Division actively works to foster a supportive and collegial environment. This includes celebrating the achievements of its nurse leaders and acknowledging their significant contributions to both MMC's organization and the broader Philippine healthcare landscape. In fact, the NPCS proudly recognized 12 colleagues who received the DAISY Award for Extraordinary Nurses from the US-based DAISY Foundation. Other notable recognitions include the 2023 Tower Awardee: Nursing Workforce & Bed Management Team, Metro Pacific Health's Soledad Velez-Pangilinan Nursing Excellence Awards for Nursing Leadership and Nursing Education, and Finalist for the Learning & Development Program of the Year at the 2023 Gawad Maestro Awards.

Mr. Ocampo then moved on to matters relating to Quality Management. From August 14 to 15 September 2023, the Department facilitated the month-long Culture of Safety Survey, based on the updated Hospital Survey on Patient Safety Culture by the Agency for Healthcare Research and Quality (AHRQ). The survey results revealed that MMC achieved a 78% average positive response rate, significantly higher than the AHRQ standard of 66%. Throughout 2023, MMC's Patient Experience Unit (PXU) engaged with 10,730 patients through face-to-face interviews and online platforms to collect feedback. Over 8,000 patients reported satisfaction with the services received, highlighting the effectiveness of MMC's quality management and patient safety initiatives. In addition, the PXU team processed a total of 20,568 commendations. PXU handed out individual and unit recognitions through the hospital's Shining Star Awards program. This initiative acknowledges MMC's staff, departments, and service partners who receive commendations from patients via surveys, emails, social media, or SMS.

MMC was also honored with an Anvil Award in the Public Relations Programs on a Sustained Basis category for its Shining Star Awards during the 58th Anvil Awards. This recognition underscores the success of its employee recognition program.

In the Human Resources Management and Development (HRMD) Division, Mr. Ocampo reported on HRMD's role in leading the MMC community through a smooth transition into the new normal in 2023. The department hosted several online and face-to-face events to keep the hospital community engaged. These online initiatives included *Zoomustahan* for new hires, Birthday Blast for birthday celebrants, and a series of webinars covering topics such as mental health wellness, men's and women's health, Tuberculosis, HIV Awareness, and Lifestyle Wellness. Face-to-face activities included celebrating loyalty and achievements of MMC's physicians and personnel during its 54th anniversary and hosting the Quarterly MMC Colloquium Lineheads.

Following MMC's recognition with the 2023 Outstanding Regional Labor-Management Cooperation (LMC) for Industrial Peace and the 2023 Outstanding Regional Grievance Machinery for Industrial Peace, the HRMD further strengthened the MMC-LMC relationship by organizing two offsite activities. The Employee Wellness Center team also continued to conduct annual physical examinations, pre-employment assessments, dental treatments, and medical consultations.

Additionally, the Organizational Development team, in collaboration with the Learning & Development Department, led MMC's successful certification for Investors in People (IIP), achieving Gold Level Accreditation. This recognition reinforces MMC's status as a leader in people management among the nation's hospitals.

Mr. Ocampo also announced that the Talent Acquisition Department exceeded hiring goals, bringing on 1,212 new employees last year—21% more than what various departments had requested.

Mr. Ocampo then moved on matters relating to Information and Communications Technology. He reported that MMC implemented numerous projects in the past year, all geared towards streamlining MMC's processes and innovating its ways of working to better serve patients. These include several key automation projects, cost and time-saving measures, new diagnostic technology, cybersecurity initiatives, and improved Wi-Fi access.

Thereafter, Mr. Ocampo presented updates on the Facilities Management and Engineering Division, which undertook pivotal projects in 2023 to ensure that MMC's facilities are up to date. These projects included the expansion and renovation of the Heart Station and the Cardiovascular Diagnostic Laboratory, adding five new procedural rooms. The relocation and expansion of the Outpatient Surgery Suite to the ground floor of Tower 1 resulted in an additional operating suite. The division also renovated 100 patient rooms with air conditioning upgrades, enhanced the Outpatient MMC HealthHub, including its patient lounge, waiting area, and staff work area, replaced 92 air conditioning systems and fan coil units across various patient rooms and diagnostic centers, and installed an additional Heat Recovery Unit to improve the hospital's centralized hot water system.

Mr. Ocampo then shared that as part of MMC's energy efficiency initiative, the Facilities Management and Engineering Department successfully reduced MMC's energy consumption by 87,186 kilowatt-hours.

In 2023, MMC also created the Supply Chain Management (SCM) Division to ensure the efficiency of the hospital's end-to-end supply chain processes. The newly established SCM Division processed transactions worth PHP 3.5 billion, marking a 36% increase from PHP 2.5 billion in 2022. SCM's negotiated savings increased to 12% in 2023, up from 7% the previous year. Of these transactions, 56% were for medicine and medical supplies, while 22% and 13% were for medical equipment and facilities, respectively.

Thereafter, Dr. Javier tackled the impactful Corporate Social Responsibility initiatives undertaken by various divisions of MMC. The Service Operations Division launched the 'Pamper Me' initiative to provide well-deserved relaxation treatments to MMC's hardworking housekeeping and security staff. In addition, the HRMD successfully conducted the 'Senior Smiles' drive, offering crucial support to the Anawim Lay Missions Foundation, Inc. Further, during International Nurses Week, a collaboration between the NPCSS and the Facilities Management and Engineering Division resulted in a donation drive for the children at Manila Boys Town. MMC also contributed to environmental sustainability by participating in a tree planting activity at the SVD Laudato Si' Farm in Tagaytay City. The CCSS also made significant strides by participating in a community outreach event in Naic, Cavite to assist with medical and dental services and distribute health and hygiene kits to those in need. Through these initiatives, MMC continued to embody its core value of compassion, extending far beyond the confines of its hospital into the community and the country.

Dr. Javier also delightedly shared that MMC has continued to demonstrate robust performance across key metrics this year. The hospital saw significant increases in both inpatient and outpatient census in the first half of 2024, with an 8% growth in inpatient admissions and a 7% increase in outpatient encounters compared to the same period last year. As such, total revenues for the first half of 2024 amounted to P5.1 billion, already marking a 9% increase from P4.7 billion in 2023. MMC's EBITDA grew by 7% to P1.2 billion, demonstrating its operational efficiency and profitability. Furthermore, MMC's strict cost management practices contributed to a 20% growth in Net Profit After Tax (NPAT), which reached P673.5 million. These figures underscore MMC's commitment to expanding its services and meeting the healthcare needs of the community effectively.

Dr. Javier ended the presentation by reiterating that as MMC navigates the complexities of the new normal, he is very confident that MMC will not only fully recover but will continue to advance as the nation's most trusted, caring and internationally-recognized healthcare provider.

Dr. Javier and Mr. Ocampo then thanked everyone for taking the time to listen to the presentation and for their continued trust and support for MMC.

After Dr. Javier and Mr. Ocampo concluded their presentation, the Chairman informed the stockholders that MDI would proceed to address their questions regarding the Annual Report and requested the Corporate Secretary to facilitate.

Atty. Lichauco informed the stockholders that the time allotted for the Open Forum to address relevant questions was 15 minutes. He then proceeded to read the questions submitted by the stockholders.

The floor was opened for questions, and Atty. Lichauco read the questions submitted by the stockholders.

The first question was submitted by Dr. Mimi Sarabia. Her question was *“May we know if the allowance of our trainees-residents & fellows can be increased?”*

Dr. Javier answered: *“The stipends of our trainees, both residents and fellows, are constantly being revisited, keeping mindful of what is the prevailing rate in other hospitals—competitor hospitals—so we are very conscious of this issue and, in due time, we will make any announcement related to this. Thank you.”*

Since there were no other questions, Atty. Lichauco then informed the stockholders that, considering that the stockholders holding more than a majority of the outstanding voting stocks of MDI voted in favor of adopting and approving the Annual Report and the 2023 Audited Financial Statements, the same are hereby declared adopted and approved. Atty. Lichauco then turned the floor over to the Chairman.

The Chairman announced that, upon approval by the Board of Directors on 16 July 2024, the Company had declared the distribution of cash dividends in the amount of Php 176.97/share for all stockholders of record as of 31 July 2024. The Chairman further stated that this represents a dividend payout of 50% of the net income of 1.2 billion realized in the year 2023, totaling approximately 600 million pesos distributed to all stockholders on a pro-rata basis according to their shareholdings in the company.

The dividends will be paid on 30 August 2024, either by crediting to the stockholder’s account or by issuance of check.

V. RATIFICATION OF THE ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS

The Chairman proceeded to the next item on the agenda.

The acts and proceedings of the Board of Directors and Corporate Officers of the Company from 18 July 2023 up to the present meeting, as set forth in the minutes of the meetings of the Board of Directors held during the same period, along with the proposed resolution for approval, have been provided and summarized in the Definitive Information Statement circulated to all stockholders.

The Chairman informed the stockholders that, considering that stockholders holding more than a majority of the outstanding voting stocks of the Company voted in favor of the matter, all acts of the Board of Directors and Corporate Officers from 18 July 2023 up to the present date of 16 July 2024 are hereby ratified and confirmed.

VI. ELECTION OF DIRECTORS AND INDEPENDENT DIRECTORS

Thereafter, Atty. Lichauco reported to the Chairman the following nominees for election as directors for the ensuing year:

Regular Directors

1. Mr. Manuel V. Pangilinan
2. Dr. Benjamin N. Alimurung
3. Mr. Raymundo S. Cochangco
4. Mr. Jose Amado A. Fores
5. Dr. Victor L. Gisbert
6. Mr. Jose Ma. K. Lim
7. Dr. Jay Arnold F. Famador
8. Ms. Ma. Susana A.S. Madrigal
9. Mr. Augusto P. Palisoc, Jr.
10. Mrs. Judy A. Roxas
11. Dr. Remedios G. Suntay
12. Dr. Agripino A. Javier

Independent Directors

1. Mr. Francisco A. Dizon
2. Mrs. Diana P. Aguilar
3. Mr. Francisco S.A. Sandejas

Atty. Lichauco, as Corporate Secretary and a member of the Nominations and Election Committee (the "Committee"), further confirmed that the Committee has reviewed and evaluated the background information of the nominees for election as directors and independent directors. Based on the criteria set out in the Code of Corporate Governance and the Committee's nomination guidelines, the nominees possess all the qualifications and have none of the disqualifications for directorship in the Company. The Committee has also determined that Mr. Francisco A. Dizon, Mrs. Diana P. Aguilar and Mr. Francisco S.A. Sandejas meet the independence criteria set out in SRC Rule 38 and are qualified for election as independent directors.

Atty. Lichauco advised that since there are as many nominated directors as there are fifteen (15) seats for regular and independent directors, all the fifteen (15) nominees are qualified to be elected as directors of MDI. He further noted that, in the event Mr. Francisco A. Dizon is re-elected, he will exceed the nine (9)-year term limit for independent directors prescribed by the Code of Corporate Governance. Therefore, his extension of term will be subject to stockholders' approval, which will be tackled as the next item on the agenda.

Considering that majority of the votes were cast in favor of all the nominees for directors, the Chairman declared the following directors elected:

1. Mr. Manuel V. Pangilinan
2. Dr. Benjamin N. Alimurung
3. Mr. Raymundo S. Cochangco
4. Mr. Jose Amado A. Fores
5. Dr. Victor L. Gisbert
6. Mr. Jose Ma. K. Lim
7. Dr. Jay Arnold F. Famador
8. Ms. Ma. Susana A.S. Madrigal
9. Mr. Augusto P. Palisoc, Jr.
10. Mrs. Judy A. Roxas
11. Dr. Remedios G. Suntay
12. Dr. Agripino A. Javier
13. Mr. Francisco A. Dizon
14. Mrs. Diana P. Aguilar
15. Mr. Francisco S.A. Sandejas

The Chairman congratulated the duly elected directors of MDI for the year 2024.

VII. APPROVAL FOR THE EXTENSION OF TERM OF MR. FRANCISCO DIZON

The Chairman then proceeded to seek approval for the extension of term of Mr. Francisco Dizon as Independent Director. Atty. Lichauco advised that, under the Code of Corporate Governance, stockholders' approval is required for independent directors to be able to serve beyond the nine (9)-year term limit. As previously mentioned, Mr. Dizon's re-election as independent director will exceed this nine (9)-year term limit.

Subsequently, the Chairman informed the stockholders that, considering that the stockholders holding more than a majority of the outstanding voting stocks of the Company voted for the extension of term of Mr. Francisco Dizon as independent director of the Company, the same is hereby declared approved.

VIII. APPOINTMENT OF EXTERNAL AUDITORS

The Chairman proceeded with the appointment of the external auditors and informed the stockholders of the voting results. He reported that stockholders holding more than a majority of the outstanding voting stocks of MDI had voted to approve the re-appointment of Isla Lipana & Company as the company's external auditors, along with the corresponding scope of services and applicable audit fees.

IX. ADJOURNMENT

The Chairman asked the Corporate Secretary if there were any other matters that should be taken up by the body, to which the Corporate Secretary answered that there were no other matters for discussion.

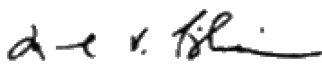
The Chairman then announced that, there being no other business to transact and considering that stockholders holding more than a majority of the total outstanding capital stock were present or represented and have voted in this meeting, all matters so far taken up by the stockholders during the Regular Meeting are thereby approved and carried.

The Chairman also suggested that the next year's Annual Stockholders' Meeting be held on a face-to-face basis rather than online.

The meeting was thereby adjourned.

CERTIFIED TRUE AND CORRECT:


ATTY. GERMAN Q. LICHAUCO II
Corporate Secretary


MANUEL V. PANGILINAN
Chairman