

"Your easy access to quality & responsive healthcare"

ATTY. REYNALDO AVERILLA REGALADO Commissioner **Insurance Commission** 1071 United Nations Avenue Manila



Re **Annual Corporate Governance Report**

Dear Sir,

In compliance with your requirement, Medocare Health Systems, Inc. (Medocare) is pleased to submit the Annual Corporate Governance Report as of 2024.

Should you need clarification in any of the foregoing, please do not hesitate to call us at (02) 6289000.

Thank you and more power!

EUGENE L. SAGCAL, M.D. Vice Chairman and Medical Director



ANNUAL CORPORATE GOVERNANCE REPORT OF

MEDOCARE HEALTH SYSTEMS, INC. (Name of Company)

- 1. For the fiscal year ended 2024
- 2. Certificate Authority Number CS20031686
- 3. <u>Philippines</u>
 Province, Country or other jurisdiction of incorporation or organization
- 4. <u>EU State Tower, #30 Quezon Avenue, Quezon City</u>
 Address of principal office Postal Code
- (02) 8628-9031 to 33
 Company's telephone number, including area code
- www.medocare.ph
 Company's official website
- Medocare Systems, Inc. (changed last September 2003)
 Former name, former address, and former fiscal year, if changed since last



MEDOCARE HEALTH SYSTEMS, INC.

EU State Tower, #30 Quezon Avenue, Quezon City www.medocare.ph / 8628-9000

ANNUAL CORPORATE GOVERNANCE REPORT

As of May 30, 2024
INSURANCE COMMISSION

1071 United Nations Avenue, Ermita, Manila

ANNUAL CORPORATE GOVERNANCE REPORT

COMPLIANT/ NON COMPLIANT

EXPLANATION

The Board's Governance Responsibilities

Principle 1: The company should be headed by a competent, working board to foster the long-term success and sustainability of the corporation in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.

est interests of its shareholders and other stakeholders.			
ecommendation 1.1 (1996) Fig. 1997 F	LE COMPLIANT/NON COMPLAINT	ADDITIONAL INFORMATION :	EXPLANATION TO I
. Board is composed of directors with collective working knowledge, experience respertise that is relevant to the company's industry/sector.	Compliant	See attached resume of the Board of	
Board has an appropriate mix of competence and expertise.	Compliant	Directors	
Directors remain qualified for their positions individually and collectively to		Directors	
nable them to fulfill their roles and responsibilities and respond to the needs of	Compliant		
ne organization.			
ecommendation 1/2 (124) sacrany	THE TRANSPORT OF THE PROPERTY OF THE	5 (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	
. Board is composed of a majority of non-executive directors.		See Section VII of Medocare's Corporate	
	Compliant	Governance Manual and AMENDED SEC	
		REGISTRATION / GIS	
ecommendation dia	atinalastic (1)。自由于1984年(1)。	《大学教》 《大学教教》	建筑的建筑的 ,但是1000年的
. Company provides in its Board Charter or Manual on Corporate Governance a	Compliant	See Section VIII-8 of Medocare's	1000
olicy on training of directors.	Compilant	Corporate Governance Manual	
. Company provides in its Board Charter or Manual on Corporate Governance an	Compliant	See attached Corporate Governance	
rientation program for first time directors.	Compilant	Training Certificate	
. Company has relevant annual continuing training for all directors.		See attached Corporate Governance	
	Compliant	Training Certificate	
ecommendation 3.4 Margan Propins and Commendation 3.4 Margan Propins		(1) 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
. Board has a policy on board diversity.	G	See Section VII of Medocare's Corporate	
	Compliant	Governance Manual	
ecommendation 15(文字字)。由于中央中央中央中央中央中央中央中央中央中央中央中央中央中央中央中央中央中央中央	对关系的制度的证明 是是是1996年	Company of the Section Section 1988	
. Board is assisted in its duties by a Corporate Secretary.		S S S VENTAL AS	
. CorporateSecretary is a separate individual from the Compliance Officer.	Compliant	See Section V-D of Medocare's Corporate	
		Governance Manual	
. Corporate Secretary is not a member of the Board of Directors.			
	Compliant	l i	
. Corporate Secretary attends training/s on corporate governance.	Constant	See attached Corporate Governance	
	Compliant	Training Certificate	
economico de la compania de la comp	industrial and and the second	全国的发展,在1990年的	
. Board is assisted by a Compliance Officer.	Compliant	See Section V-E of Medocare's Corporate	
		Governance Manual and SEC CERTIFICATE	
. Compliance Officer has a rank of Vice President or an equivalent position with adequate	Compliant		
tature and authority in the corporation.	Compliant	/ APPOINTMENT	
	Compliant Compliant	/ APPOINTMENT See attached Certificate	

Principle 2: The fiduciary roles ,responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders

Recommendation 2.1 1 1 12 20 1 20 1 20 1 20 1 20 1 20	ort answered blanksbrowner (1	STATE AND CONTRACTOR OF THE STATE OF THE PROPERTY OF THE PROPE
1. Directors act on a fully informed basis, in good faith, with due diligence and care,	Compliant	See Section V-B of Medocare's Corporate
and in the best interest of the company.	Compilant	Governance Manual
Recommendation 2.2 主持 连续 电影响 电影 电影 电影 电影 电影 电影 电影	省分別的自治性連接的。例如 明显的17年	。这些性性的自然是不必有的对对方是一个是代码的。但他也是不是一个特别的。
1. Board oversees the development, review and approval of the company's business	Compliant	See Section V-B of Medocare's Corporate
objectives and strategy	Compilant	Governance Manual
2. Board oversees and monitors the implementation of the company's business		See Section V-A of Medocare's Corporate
objectives and strategy in order to sustain the company's long-term viability and	Compliant	Governance Manual
strength		
Recommendation 2.3 Emple 33 a Students are stoken to the control of the control o	经支票收益。 (P. M. F. B. P. M. E. F. B. F.	不是以 是是 自己的对象的。
Board is headed by a competent and qualified Chairperson.	Compliant	See attached Corporate Governance Training Certificate and RESUME
Recommendate Administration of the property of	· · · · · · · · · · · · · · · · · · ·	
1. Board ensures and adopts an effective succession planning program for directors,		See Section VII of Medocare's Corporate
key officers and management.	Compliant	Governance Manual
2. Board adopts a policy on the retirement for directors and key officers.		
Recommendation 25 HSBN Table 17 To 1700 pt 1255 155 155 155 155 155 155 155 155 15		NEW PROPERTY OF THE PROPERTY O
1. Board formulates and adopts a policy specifying the relationship between remuneration	Compliant	See Section VII-A and Section VII-D of
and performance of key officers and board members.	Compliant	Medocare's Corporate Governance
2. Board aligns the remuneration of key officers and board members with long-term	Compliant	Manual
interests of the company.	Compilate	
3. Directors do not participate in discussions or deliberations involving his/her own	Compliant	
remuneration.	Compilant	
Recommendation(26.2) in the commendation (26.2)		TO A SECOND PROGRAMMENT OF THE PROPERTY OF THE
 Board has a formal and transparent board nomination and election policy. 	Compliant	See Section VII of Medocare's Corporate
	•	Governance Manual
2. Board nomination and election policy is disclosed in the company's Manual on		Governance Manual
Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Governance Manual
Corporate Governance.		Governance Manual
	Compliant	Governance Manual
Corporate Governance. 3. Board nomination and election policy includes how the company accepts	Compliant	Governance Manual
Corporate Governance. 3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.		Governance Manual
Corporate Governance. 3. Board nomination and election policy includes how the company accepts nominations from minority shareholders. 4. Board nomination and election policy include show the board reviews nominated	Compliant	Governance Manual
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 Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer(CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive). 	Compliant	See Section V-A of Medocare's Corporate Governance Manual	
2. Board is primarily responsible for assessing the performance of Management led			
by the Chief Executive Officer(CEO) and the heads of the other control functions			
(ChiefRisk Officer, Chief Compliance Officer and Chief Audit Executive).			
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Recommendation 2.5 # Transfer Land 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	THE PROPERTY OF THE PARTY OF TH	CHARLEST AND THE FEET OF A STATE OF	
1. Board establishes an effective performance management framework that			
ensures that Management, including the Chief Executive Officer performance is at			
par with the standards set by the Board and Senior Management.	Compliant		
por with the standards set by the board and serior wanagement.		See Performance Review Form posted in	
Board establishes an effective performance management framework that ensures that		the Medocare website	
personnel's performance is at par with the standards set by the Board and Senior	Compliant		
Management.	Compliant		
Recommendation 2002	新加克 医艾斯氏脑膜原性系统 化杂类类性医激素 电电子电影		A CONTRACTOR OF THE PROPERTY O
Board oversees that an apropriate internal control system is in place.	Complete	San Santian VII of Madagarala Company	
	Compliant	See Section XII of Medocare's Corporate	
2. The internal control system includes a mechanism for monitoring and managing		Governance Manual	
potential conflict of interest of the Management, members and share holders.	Compliant		
3. Board approves the Internal Audit Charter.	Non Compliant		For Future Compliance (Will set a Board
	The fig. 40 fortigates with the Mathematical investors of schools relationships on a processors with the		Meeting for review and compliance)
Recommendation 2.11年	的名称来源于西班牙斯特里斯特斯特里特地名		
Board oversees that the company has in place a sound enterprise risk	· · · · · · · · · · · · · · · · · · ·	See Section V-A of Medocare's Corporate	
	Compliant		在各种的特殊的。
Board oversees that the company has in place a sound enterprise risk	Compliant	See Section V-A of Medocare's Corporate	在
Board oversees that the company has in place a sound enterprise risk management (ERM) frame work to effectively identify, monitor, assess and manage	Compliant	See Section V-A of Medocare's Corporate	在香港市的新学界中的新学者表示和自己的新疆的主义。
Board oversees that the company has in place a sound enterprise risk management (ERM) frame work to effectively identify, monitor, assess and manage key business risks. The risk management frame work guides the Board in identifying units/business.		See Section V-A of Medocare's Corporate	医医生产 计算机 的现在分词 不是一个人,他们们们们们们们们们们们们们们们们们们们们们们们们们们们们们们们们们们们们
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. . .

2. Audit Committee is composed of at least three reference to a appropriately qualified non-			
executive directors, the majority of whom, including the Chairman is dependent.	Non Compliant		
3. All the members of the committee have relevant background, knowledge, skills, and/or	Wan Compilant		The Company is a family Corpration. The Board
experience in the areas of accounting, auditing and finance.	Non Compliant		decides on all the matters as a collegial body. (For
4. The Chairman of the Audit committee is not the Chairman of the Board or of any other	Non Compliant		Future Compliance)
committee.	Non Compliant		
Recommendation 3.3 (Fig. 1)	Work Compliant	3.50 × 5.5 × 1.5 × 5.5 × 1.5 ×	
L. Board establishes a Corporate Governance Committee tasked to asssit the Board		See SEC CERTIFICTE / APPOINTMENT	
n the performance of its corporate governance responsibilities, including the		See see certificity in Fourthern	
functions that were formerly assigned to a Nomination and Remuneration	Compliant		
Committee.			
		4	
Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors.	Compliant		
		4	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant		
		CES DESCRIPTION OF THE PROPERTY OF THE PROPERT	
Recommendation 3.4. which the transparation of the second			RESIDENT LABORATION AND EXPERIENCES
L. Board establishes a separate Board Risk Oversight Committee (BROC) that should be			
esponsible for the oversight of a company's Enterprise Risk Management system to ensure ts functionality and effectiveness.	Non Compliant		
			1
2. BROC is composed of at least three members, the majority of whom should be	Non Compliant		For Future Compliance (Will set a Board Meeting fo
ndependent directors, including the Chairman. 3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.			review and compliance)
s. The Chairman of the brocks not the Chairman of the Board of or any other committee.	Non Compliant		i
I. At least one member of the BROC has relevant through knowledge and experience on risk		+	1
and risk management.	Non Compliant		
	Mexicons of Estimated States		
recommendation 3.5% (See Halling applicable East to 1987) A 15 (\$ 18 81) Burelle	CONTRACTOR SERVICES		
L. The Board establishes a Related Party Transactions (RPT) Committee, which is	Agrandonia nestri della sella sensa della sensa sensa sensa sensa di sensa di sella sensa sensa sensa sensa se		中的 現在1 20 月10 日間 40 月 10 日 1
tasked with reviewing all material related party transactions of the company.	Non Compliant		
g an indicate party in a second party.			For Future Compliance (Will set a Board
2. Committee Charters provide standards for evaluating the performance of the			Meeting for review and compliance)
Committees.	Non Compliant		
etommendation(3,6 e. 17, 17, 17, 18, 12, 14, 14, 17, 17, 17, 17, 17, 17, 17, 17, 17, 17		THE STREET WAS A STREET WAS A STREET	
All established committees have a Committee Charters starting in stating in plain		· · · · · · · · · · · · · · · · · · ·	AND THE RESERVE OF THE PARTY OF
terms their respective purposes, memberships, structures, operations, reporting			
process, resources and other relevant information.	Non Compliant		1-
			For Future Compliance (Will set a Board
2. Committee Charters provide standards for evaluating the performance of the			Meeting for review and compliance)
Committees.	Non Compliant		,
Committee Charters were fully disclosed on the company's website.			1
or action with a state of the state of the sample of the s	Non Compliant		
	CARCINE NO CHESTE IN ELECTRIC SERVICE ELECTRIC	TERRORES DE VICE DOMENTO PONTO DE LA CONTRACTORIO	THE PROPERTY OF THE PROPERTY O
Principle 4: To show full commitment to the company, the directors should devote ti	he time and attention necessary to pron-	perly and effectively perform their duties an	d responsibilities, including sufficient time to be
familiar with the assessment of a harings.		enj and encourery personn than outles an	a responsibilities, motoraing summers time to be

familiar withthe corporation's business.
Resonnendation 3.15 (1997)

 The Directors attends and active participates in all meetings of the Board, Committees and shareholders in person or through tele/video conferencing conducted in accordance with the rules and regulations of the Commission. 	Compliant	See Section V-B of Medocare's Corporate Governance Manual	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant		
The directors asks the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant		
Recommendation 4.2 It is a little to the transfer of the second and the second an			
 Non-executive directors concurrently serve as directors to a maximum of five insurance Commission Regulated Entities (ICREs) and publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company. 	Compliant	See Section VII-D of Medocare's Corporate Governance Manual	
Recommendation 43.4 Fig. 4.46 material air (#1)	ESPERANTI EN LA PROPERTI DE LA COMPANIONE DEL COMPANIONE DE LA COMPANIONE DEL COMPANIONE DE LA COMPANIONE DE	Privile Carle Comments	
1. The directors notify the company's board where he/she is an incumbent director		See Section VII-D of Medocare's	
before accepting a directorship in another company.	Compliant	Corporate Governance Manual	
Principle 5: The board should endeavor to exercise an objective and independent jud	dgment on all corporate affairs.		
Recommendation, S.2. (1975) The state of the			
The Board is composed of at least twenty percent (20%) independent directors.	Compliant	See Section VII-D of Medocare's Corporate Governance Manual	
Recommendation 5.2 12 12 12 13 13 13 14 15 15 15 15 15 15 15 15 15 15 15 15 15			
 The independent directors possess all the necessary qualifications and none of the disqualifications to hold the position. 	Compliant	See Section VII-D of Medocare's Corporate Governance Manual	
The independent directors serve for a maximum cumulative term of nine years.	Compliant	See Section VII-D of Medocare's Corporate Governance Manual and	Martinergia et samo et la la la companya es commo de la caso de la
As far as Insurance Companies are cocerned, the foregoing term limit shall be		COMPANY ID	
reckoned from 02 January 2015 while the reckoning date for the Pre-Need Companies and Health maintenance Organizations shall be from 21 September 2016.	Compliant		
For other covered entitites, all previous terms served by existing independent Directors prior to the effectivity of this Circular shall not be included in the application of the term limit prescribed in this term.	Compliant		
The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant		
3. In the instance that the company retains an independent director in the same	****	1	
capacity after nine years, the board submits to the insurance Commission a formal	Compliant		
written jurisdiction and seek shareholders' aproval during the annual shareholders' meeting.	Compliant		
Recommendation (Carlotte and Carlotte and Ca	TENNISTER TENNISTER FOR THE CONTROL OF THE	TOTAL RESERVED TO SERVED BEINDER STATE	
1. The positions of Chairman of the Board and Chief Executive Officer are held by		See Section V-C of Medocare's Corporate	s construction of second security and the second of the second of
separate individuals.	Compliant	Governance Manual	For Future Compliance (Will set a Board

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 The Board ensures the proper and efficient implementation and monitoring of 		See Section V-E of Medocare's Corporate	
compliance with the Code of Business Conduct and Ethics.	Compliant	Governance Manual	
2. Board ensures the proper and efficient implement ation and monitoring of	Compliant	See Section V-E of Medocare's Corporate	
compliance with company internal policies.		Governance Manual	
	rl Disclosure and Transparency		50分分元"行為實際問題,於186至195年,自
Principle 8: The company should establish corporate disclosure policies and procedu	res that are practical and in accordance v	vith best practices and regulatory expectati	ons.
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Board establishes corporate disclodure policies and procedures to ensure a		See Company Policies and Procedures	
comprehensive, accurate, reliable and timely report to shareholders that gives a fair	Compliant	Manual posted in the Medocare website	
and complete picture of a company's financial condition, results and business operations.			
Recommendation 8.3 (Acc.)			
Board fully discloses all relevant material and information on individual board		· · · · · · · · · · · · · · · · · · ·	
members to evaluate their experience and qualifications, and assess any potential			
conflicts of interest that might affect their judgment.	Compliant		
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2. Board fully discloses all relevant and material information on key executives to		Directors	
evaluate their experience and qualifications and assess any potential conflicts of			
interest that might affect their judgment.	Compliant		
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Board remuneration, including the level and mix of the same in the Annual			
Corporate Governance Report consistent with ASEAN Corporate Governance	Non Compliant		
Scorecard (ACGS) and the Revised Corporation Code.			
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Company discloses the remuneration on an individual basis, including		-	
termination and retirement provisions.	Non Compliant		
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Company discloses its policies governing Related Party Transactions (RPTs) and			
other unusual or infrequently occurring transactions.	Non Compliant		
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Annual Corporate Governance Report, reviewed and approved by the Board, and			Meeting for review and compliance)
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stakeholders and other interested users.	•		The state of the s
Recommendation of the state of			
 The company should have a website to ensure a comprehensive, cost-efficient, 			
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THE REPORT OF THE PARTY OF THE	nal Control System and Risk Managemen	t Frameworker II.	
Principle 12: To ensure the integrity, transparency and proper governance in the con	nduct og its affairs, the company should h	save a strong and effective internal control :	system and enterprise risk management
framework.	STATISTICS. STATIST IN PRINCIPLE STATISTICS.		
Recommendation 12 的表示。由于是是是一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个		G的 移動線 2005 (約5時度	
 Company has an adequate and effective internal control system in the conduct of its business. 	Compliant	See Section V-A of Medocare's Corporate Governance Manual	
Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant		
Process Constitutes for the Process of the Edward Constitution and the Process of			
1. Company has in place an independent internal auditor function that provides an	to be the desire on the Control of t		解析機能を使用されている。 1975年 - 1975年 - 1975年 - 1976年 - 1976年 - 1975年 - 1975年 - 1975年 - 1975年 - 1976年
independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Non Compliant		For Future Compliance (Will set a Board
			Meeting for review and compliance)
THE RESIDENCE PROPERTY OF THE	rial Control System and Risk Managemen	cframework steer to be the start out to	
Principle 12: To ensure the integrity, transparency and proper governance in the conframework.	nduct of its affairs, the company should ha	ave a strong and effective internal control s	ystem and enterprise risk management
Recorded Library 2001 - Section 2001 - December 1997 - Control 2001	TO UNKNOWN DESCRIPTION OF THE PERSON OF THE	PRETERESE SE SERBENNICUS PARA LA PRESENTA DE LA PROPERTE DE LA PRO	EN PER DE LA CONTRACTOR
1. Company has in place an independent internal auditor function that provides an		CONTRACTOR AND	THE PROPERTY OF THE PARTY OF THE PROPERTY OF THE PROPERTY OF THE PARTY
independent and objective asurance, and consulting services designed to add value			For Future Compliance (Will set a Board
and improve the company's operations.	Non Compliant		Meeting for review and compliance)
Resolution to the second secon	P E E E E E E E E E E E E E E E E E E E		THE REST PROPERTY SEASON WITH THE THE PROPERTY OF THE PROPERTY
The company has a qualified Chief Audit Executive (CAE) appointed by the Board.		を大手をある。 - 1 日本の一日本の一日本の一日本の一日本の一日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日本の日	
the position of the position of the position of the position	Non Compliant		
2. CAE oversees and is responsible for the internal audit activity of the organization,		1	
including that portion that is outsourced to a third party service provider.	Non Compliant		For Future Compliance (Will set a Board
3. In case of a fully outsourced internal audit activity, a qualified independent		1	Meeting for review and compliance)
executive or senior management personnel is assigned the responsibility for	N 0- 11 -		
managing the fully outsourced internal audit activity.	Non Compliant		

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Recommendation 12.4	NOTICE STATE OF WINDS	venderinger i krazik (takih)	
The Company has a separate risk management function to identify, asssess and	Non Compliant		For Future Compliance (Will set a Board
monitor key risk exposures.			Meeting for review and compliance)
Recommendation (1215 - 14 - 15 - 14 - 14 - 14 - 15 - 15 -		Control Technology Control	STATE OF THE PURISH STATES
1. In managing the company's Risk Management System, the company has a Chief	NCE		For Future Compliance (Will set a Board
Risk Officer (CRO), whi is the ultimate champion of Enterprise Risk Management	Non Compliant		Meeting for review and compliance)
(ERM).			See Subject Compliance (MSS) and a Second
CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non Compliant		For Future Compliance (Will set a Board Meeting for review and compliance)
	ultivating a Synergic Relationship With Sha		Meeting for review and compliance)
Principle 13: The company should treat all shareholders fairly and equitably, and als			SELVED IN CONTROL OF THE SELVE
Recommendation 13-2 (All Company and the Company and Education 13-2)	Precognize, protect and facilitate the exe	rease of their rights.	
Board ensures that basic shareholder rights are disclosed in the Manual on		See Section XIII of Medocare's Corporate	
corporate Governance.	Compliant	Governance Manual	
Board ensures that basic shareholder rights are disclosed on the company's		See Medocare Website:	
website.	Compliant	www.medocare.ph	
	NIPS OF STATE OF THE STATE OF T	Haraya Haraya ka wa	
Recommendation 33.27			
Board encourages active shareholder participation by sending the Notice of			
Annual and Special shareholders' Meeting with sufficient and relevant information	Non Compliant		For Future Compliance (Will set a Board
at least 21 days before the meeting.			Meeting for review and compliance)
	2044 P. 154 P. 154 154 154 154 154 154 154 154 154 154		
Reformmendamolybradese()		THE REPORT OF THE PERSON OF TH	AND DESCRIPTION OF THE PROPERTY OF THE PROPERT
Board encourages active shareholder participation by making results of the votes taken the most second acquait of Special shareholders at the special shareholders.	N 6		For Future Compliance (Will set a Board
during the most recent Annual or Special shareholders' Meeting publicly available the next working day.	Non Compliant		Meeting for review and compliance)
Minutes of the Annual and Special Shareholders' Meetings are available on the company			For Future Compliance (Mill ent a Record
website within five business days from the end of the meeting.	Non Compliant		For Future Compliance (Will set a Board
	PRODUCTION OF THE PRODUCTION O	PRODUCTION STATE OF THE PROPERTY OF THE STATE OF THE STAT	Meeting for review and compliance)
Recommendation (12) et al. (13) as a particular de la commentation de		NEXTONECO SERVICE PROPERTIES EN LA COMP	
Board has an alternative dispute mechanism to resolve intra-corporate disputes	Non Compliant		For Statute Consultance (MSH and a Record
in an amicable and effective manner.			For Future Compliance (Will set a Board
The alternative disoute mechanism is included in the company's Manual on Corporate Governance.	Non Compliant		Meeting for review and compliance)
MINISTER OF THE STREET OF THE PROPERTY OF THE			经股份股份的
	開発機能をDuties to Stakeholders if M	2.17 mm,12.12.17 mm2.34866用365.893.521.633.53	
Principle 14: The rights of stakeholders established by law, by contractual relations a		t be respected. Where stake holders' right	s and/or interests are at stake, stakeholders
should have the opprotunity to obtain prompt effective redress for the violation of t	heir rights.	The second secon	The second secon
Resources and Conference and Alberta a			
1. Board identifies the company's various stakeholders and promotes cooperation between	N 6		For Future Compliance (Will set a Board
them and the company in creating wealth, growth and sustainability.	Non Compliant		Meeting for review and compliance)
		PERCENTAGE TO A TOTAL PROPERTY OF THE PARTY	and the second s
Board establishes clear policies and programs to provide a mechanism on the fair	· · · · · · · · · · · · · · · · · · ·	Manuar Musicipal E. 144 (1942) Charles C. C. C. School and	For Future Compliance (Will set a Board
treatment and protection of stakeholders.	Non Compliant		Meeting for review and compliance)
QSGMAGAGAAAAAABTEFFEETAATTEFFEETAATTEFFEETAATTEFFEETAATTEFFEETAATTEFFEETAATTEFFEETAATTEFFEETAATTEFFEETAATTEFFE	\$ \$	· 一种交流学习的主要是否可能是基础器制度。主要由于不是这个	Sign special companies
	· 基本本 不明的法法法 医甲酚磺胺 直接成功 计图片设置	PERSONAL RESIDENCE TO A SECRETARIO DE LA CONTRACTOR DE LA	전 National Automotive (1995년 1995년 1995년 1995년 1995년 1995년 1995년 1995년 1995년 1996년 1996년 1996년 1996년 1996년 19

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	the state of the s		
 Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights. 	Non Compliant		For Future Compliance (Will set a Board Meeting for review and compliance)
的时间,这是我们们,但是这些一个的时间,这个时间的一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个		CONTRACTOR CONTRACTOR	
Principle 14: A mechanism for employee participation should be developed to create	a symbiotic environment, realize the cor	mpany's goals and participate in the corpor	ate overnsnce processes.
Recommendation 15-10 1 services and the services and the services and the services are services are services and the services are services are services are services and the services are servi	到得到我们就是我们的现在分词	国联起的解析自我的现在	
Board establishes policies, programs and procedures that encourage employees to			
actively participate in the realization of the company's goals and its governance.	Compliant	See Manual on Corporate Governance	
Recommendation (\$12) (4.5) (6.5) (6.5) (6.5) (6.5)			
Board sets the tone and make a stad against corrupt practices by adopting an anti- corruption policy and program in its Code of Conduct.	Non Compliant		For Future Compliance (Will set a Board Meeting for
2. Board disseminates the policy and program to employees across the organization through			review and compliance)
trainings to embed them in the company's culture.	Non Compliant		
Recommendation 15.3 *** ** ** ** ** *** *** *** *** *** *	第11年1月20日 1886年 1887年 1887年 1887年		
 Board establishes a suitable framework for whistleblowing that allows employees to 			
freely communicate their concerns about illegal or unethical practices, without fear of	Non Compliant		
retaliation.			For Future Compliance (Will set a Board
2. Board establishes a suitable framework for whistleblowing that allows employees to			Meeting for review and compliance)
have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Non Compliant		
2.4.10.1.11.11.11.11.11.11.11.11.11.11.11.1	SECTION AND SECTION AND SECTION ASSESSMENT AND SECTION ASSESSMENT		endelle des estates en la competition de
Principle 16: The company should be socially responsible in all its dealings with the o		ensure that its interactions serve its enviro	nmen and stakeholders in a positive and
progressive manner that is fully supportive of its comprehensive and balanced developed	opment.		
Recommendations to a secure of the second of	ON ORDER SERVICE TO SERVICE		
Company recognizes and places importance on the interdependence between			
business and society, and promotes a mutually beneficial relationships that allows			For Fature Compliance (Million of P.
the company to grow its busines, while contributing to the advancement of the	Non Compliant		For Future Compliance (Will set a Board
society where it operates.			Meeting for review and compliance)

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this Annual Corporate Governance Reno	rt this day May 2024 at Quezon City, Philippines.
GarloVI	— / / /
	DAHN KRÉIGGIR SY UY
	President TIN: 251-528-528
1111, 240-300-043	al al
Nagulan/	KB
/RAQUEL J. UY	FRANKLING, CHUA
Director	Director
TIN: 235-351-825	TIN: 147-643-135
Delado	
LUCILAT. DELGADO	EUGENE L. SAGCAL
Director	Director 1
Tip: 107-966-480	TIN: 116-230-326
1.0.0	1 /
andre	JAME DE VERA ESTORNINOS
Connector Secretary	
	Director
11N; 246-486-366	TIN: 262-167-518
24	V
ਨ੍ਹਾਂ 24 in Quezon City by the above-named pe	rsons who exhibited to me their TIN as written below their
	TIN: 235-351-825 LUCILAT. DELGADO Director TIN: 107-966-480 Colograte Secretary TIN: 246-486-366

SUBSCRIBED AN ir respective names

Doc No. Page No. Book No. Series of 2024.

COMMISSION NO. NP-221 (2023-2024) NOTARY PUBLIC FOR QUEZON CITY UNTIL DECEMBER 31, 2024 8™ FLOOR EU STATE TOWER 30 QUEZON AVE., QUEZON CITY ATTORNEY'S ROLL NO. 61722/05-03-2012 PTR NO. 5627072 - 01-12-2024/ QUEZON CITY IBP LIFETIME ROLL NO. 011385; 01-10-2013; MANILA IV MCLE COMPLIANCE NO. VII-0025888-01/27/2023



SECRETARY'S CERTIFICATE

- I, ATTY. KATE U. REBADULLA, of legal age, Filipino, with office and business address at 6/F EU State Tower, 30 Quezon Avenue, Quezon City, after having been sworn to in accordance with law, do hereby depose, state and CERTIFY that:
- 1. I am the duly elected and incumbent Corporate Secretary of Medocare Health Systems, Inc. (the "Corporation") with office and business address at 6/F EU State Tower, 30 Quezon Avenue, Quezon City;
- 2. In a meeting of the Board of Directors of the corporation held on 20 May 2024 at which there was a quorum and acting as such, the following resolution/s were enacted, passed and approved:

"RESOLVED, as it is hereby resolved, that the Board of Directors hereby appoints ATTY. MARICAR P. PACIO, VP for Legal of the Corporation, to be the Corporation's Compliance Officer;

3. That the foregoing resolution/s is duly entered into the Minutes of Meetings of the Board, and the same remain in full force and effect.

Done in Quezon City, 20 May 2024 at Quezon City, Philippines.

ATTY KATE U. REBADULLA

Corporate Secretary

SUBSCRIBED AND SWORN to before me this 20 May 2024 in Quezon City affiant exhibiting to me her government-issued identification Tax Identification with no. 246-486-366-000.

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Page No. II
Series of 2024.

REBECCA S. FRANCISCO

NOTARY PUBLIC FOR QUEZON CITY

UNTIL DECEMBER 31, 2024

8TH FLOOR EU STATE TOWER

30 QUEZON AVE., QUEZON CITY

ATTORNEY'S ROLL NO. 61722/05-03-2012

PTR NO. 5627072 - 01-12-2024/ QUEZON CITY

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MCLE COMPLIANCE NO. VII-0025888-01/27/2023



SECRETARY'S CERTIFICATE

I, ATTY. KATE U. REBADULLA, of legal age, Filipino, with office and business address at 6/F EU State Tower, 30 Quezon Avenue, Quezon City, after having been sworn to in accordance with law, do hereby depose, state and CERTIFY that:

- I am the duly elected and incumbent Corporate Secretary of Medocare Health Systems, Inc. (the "Corporation") with office and business address at 6/F EU State Tower, 30 Quezon Avenue, Quezon City;
- In a meeting of the Board of Directors of the corporation held on 20 May 2024 at which there was a quorum and acting as such, the following resolution/s were enacted, passed and approved:

"RESOLVED, as it is hereby resolved, that a CORPORATE GOVENANCE COMMITTEE is hereby created;

RESOLVED, further, that the following shall be the members of the said COMMITTEE:

ATTY. REBECCA S. FRANCISCO, Chairperson ATTY. JAMIL V. ESTORNINOS, Member

ATTY. MARICAR P. PACIO, Member

That the foregoing resolution/s is duly entered into the Minutes of Meetings of the Board, and the same remain in full force and effect.

Done in Quezon City, 20 May 2024 at Quezon City, Philippines.

Corporate Secretary

SUBSCRIBED AND SWORN to before me this 20 May 2024 in Quezon City affiant exhibiting to me her government-issued identification Tax Identification with no. 246-486-366-000.

Doc No. 499 Page No. _100 Book No.

Series of 2024.

REBECCAS. FRANCISCO COMMISSION NO. NP-221 (2023-2024) NOTARY PUBLIC FOR QUEZON CITY UNTIL DECEMBER 31, 2024 8™ FLOOR EU STATE TOWER 30 QUEZON AVE., QUEZON CITY ATTORNEY'S ROLL NO. 61722/05-03-2012 PTR NO. 5627072 - 01-12-2024/ QUEZON CITY IBP LIFETIME ROLL NO. 011385; 01-10-2013; MANILA IV MCLE COMPLIANCE NO. VII-0025888-01/27/2023