



GETWELL HEALTH SYSTEMS, INC.

POLICIES AND GUIDELINES for the BOARD OF DIRECTORS

Board Diversity Policy

I. Purpose

This Board Diversity Policy ('the Policy') sets forth the guiding principles in establishing continuing diversity in the Board of Directors ('the Board') of Getwell Health Systems Inc.

II. Scope of Application

This Policy applies to the composition of the Board and not to the organizational structure and employee composition of the Corporation, which is covered by the internal guidelines of the Human Resources Department.

III. Policy Statement and Principles

1. The Corporation recognizes that a diverse Board will benefit the Corporation, assisting it in maintaining sound corporate governance and allow it to build sustainable and balanced growth, which is essential in the achievement of its strategic objectives.
2. Board diversity will be considered from various characteristics, including but not limited to gender, age, cultural and educational background, geographical location, professional experience, skills, knowledge, and length of service of directors, and legal or regulatory requirements. The Board will likewise strive to conserve independence and ensure appropriate representation of women in the Board.
3. The varying attributes of each director or nominee will be considered in determining the optimum composition of the Board. All Board nominations are made based on merit and against objective criteria, in the context of the skills, experience, independence and knowledge. These are characteristics which the Board as a whole requires to be effective, having due regard for the benefit it will give to the Corporation.

IV. Framework

The Board Corporate Governance Committee ('the Committee') reviews and assesses the structure, size and composition of the Board, examines the selection standards, nomination and recruitment process of directors, and reviews at least once a year the independence of the members of the Board of Directors.

The Committee further oversees the annual review of Board performance and

effectiveness. This annual review will consider the benefits of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the balance of skills, experience, independence and knowledge of the Corporation's business and operations, the diversity representation therein, how the Board works together as a unit, and other factors relevant to its effectiveness will be assessed.

V. Monitoring and Reporting

The Committee will report annually on the process it has used in relation to Board appointments. Such report will include a summary of this Policy.

VI. Review of the Policy

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy.

The Committee will discuss any necessary amendments, recommend the amendments to the Board, and enact the amendments upon the approval of the Board.

VII. Disclosure

A summary of this Policy will be disclosed in the annual report of the Bank.

VIII. Effectivity

This Policy comes into effect upon approval by the Board of Directors.