



GETWELL HEALTH SYSTEMS, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

I. OBJECTIVE OF THE CODE

This Code of Business Conduct and Ethics (the “Code”) will serve as the foundation for the **GETWELL HEALTH SYSTEMS, INC.** (the “Company”) brand of integrity, accountability, and ethics, by providing the structure for upholding that brand, and allowing each stakeholder to contribute in upholding this Code and the regulatory guidelines, rules and laws applicable to the Company.

II. COVERAGE, SCOPE AND APPLICATION

Each stakeholder of the Company is bound to comply with the Code regardless of level, length of service or rank. The Company may likewise choose to subject third parties to this Code, such as consultants, external auditors, etc., by contract or other similar agreement.

Compliance with the principles stated in this Code is paramount and the failure to include a specific offense or omission that otherwise violates the principles stated herein shall not render the offender blameless. Any fraudulent or negligent act or omission, and any misconduct that violates the principles stated in this Code, regardless of actual damage or loss, shall be meted the appropriate penalty.

The Board of Directors of the Company shall ensure the proper and efficient implementation and monitoring of compliance with this Code.

III. CORE VALUES

The Core Values of the Company guide it and its stakeholders in the conduct of this everyday operations [goal oriented, excellence, teamwork, willingness, efficient and loyal].

IV. CLIENTS AND MEMBERS

A. Reliability and Integrity

It is in the best interests of the Company that the interests of the Company’s clients and members are protected. Accordingly, the Company’s employees must perform their duties competently, meticulously, in a timely manner and in compliance with the law and the Company’s rules and regulations. Employees must facilitate the transactions of members and clients, strive to create the best customer experience and strengthen the Company’s brand by exemplifying the Company’s core values.

Employees must be fair in dealing with clients, maintaining prudence and dependability. They shall timely relay the relevant and appropriate information, respect the confidentiality and privacy of clients, and communicate accurate and complete

information, keeping in mind the Company's internal policies, data protection laws and other relevant laws, rules and regulations.

B. Safeguarding Information Confidentiality

Employees shall treat all information received from clients as confidential, and shall request permission before disclosing the information to others, whether internally or to third parties. Each employee must be aware of the degree of confidentiality required for each information received, guided by the internal policies and procedures of the Company as well as relevant laws, rules and regulations. The responsibility of safeguarding confidentiality is borne by the Company and its employee who hold such information in his/her custody. Following Company protocol, policies, practices and arrangements that are intended to maintain information security and guard against unauthorized access, collection, use, disclosure, copying, modification, disposal or destruction is crucial. Employees must inform the management of the Company immediately if he/she believes a breach of the confidentiality obligations has occurred or is imminent.

C. Consumer Protection

The Company recognizes that the customer is a key stakeholder and emphasizes that good customer service includes the proper handling of customer issues, concerns and complaints. It is part of the duties of the Company's employees that a customer is treated fairly and with honesty, in accordance with the Company's consumer protection program. Employees must ensure that all customer concerns are handled promptly and efficiently, and provide management with complete, timely and accurate reports, documents and updates until the client concerns are resolved.

V. OUR EMPLOYEES

A. Workplace Policies and Procedures

Each employee shall perform his/her duties and functions to the best of their ability, in accordance with Company policies and procedures and applicable laws and regulations. Such company rules cover various aspects of employment at the Company, from employee conduct, benefits availment, operating protocols to best practices. Employees are expected to know and understand the standards of performance required of them and to demonstrate compliance with all of the said Company policies and procedures and applicable laws and regulations.

Any failure to meet performance standards or a breach of Company policy shall be dealt with in accordance with the said policy. Employees are, likewise, to report any breach of Company rules.

B. Mutual Respect in the Workplace

The Company promotes a workplace that is inclusive, with equal opportunities for all and free of discrimination and bias. All employees must treat each other with respect and fairness, to ensure a workplace environment of optimum productivity and professionalism. Any form of verbal or physical harassment shall not be tolerated. Employees are to avoid as well as report any discriminatory acts or intimidating, hostile or offensive behavior, particularly cases of sexual harassment, with each person involved dealt with justly and discreetly.

C. Workplace Health and Safety

Everyone shall do their part in keeping the Company a safe and healthy workplace by following applicable laws, rules or regulations governing workplace safety and the Company's internal protocols on health and safety. Employees must actively participate in Company initiatives such as disaster-preparedness activities, annual physical examinations, and vaccinations. Widespread contagion can only be prevented by timely reporting of exposures, which is strictly enjoined for the protection of the Company and employees.

D. Authority Limits

An employee must be aware of the limits of his/her authority to act on behalf of, and within the Company. The relevant limits are provided in the Company's internal protocols and policies, the applicable laws, rules and regulations and the Company's organizational documents. Employees must respect the limits of authority and not act outside of such limit or otherwise represent that he/she can do so. The delegation of authority, where permissible under corporate policies and otherwise appropriate, should be reasonably limited in scope and subject to appropriate ongoing oversight.

E. Avoiding Conflict of Interest

Employees are expected to act in accordance with the highest standards of personal and professional integrity, particularly in matters of ethics and governance. These standards include integrity and freedom from conflict of interest, keeping the interest of the Company above personal interests and the interests of directors, officers, and co-employees. Officers and employees are prohibited from using their position of authority or rank in the Company to directly or indirectly derive personal gain, profit or advantage. Potential and actual conflict-of-interest situations must be avoided, both in appearance and every employee must take the necessary measures to prevent it.

1. Outside Employment

Employees are expected to devote their time and energy to the performance of their work duties, functions and responsibilities at the Company. Employees are not to undertake outside activities or employment, particularly those that pose conflict of interest or reputational risks for the Bank. The Company however, may approve outside employment on a case-to-case basis.

2. Personal Advocacies

The Company encourages employees to perform their civic duties but a public office that requires a significant amount of time and energy is considered outside employment and thus prohibited. Lobbying or campaigning for personal advocacies may be done by an employee, as long as these are done after working hours, outside Company premises and these do not affect the performance of an employee's duties and functions. The other employees of the Company, its clients, suppliers, vendors or any other party with whom the Company does business must not be actively recruited by an employee to join in his/her personal advocacies.

3. Personal Finances

The Company practices a non-interference principle with respect to an employees' personal finances, which are considered private. However, when the

personal financial situation of an employee poses a reputational risk to the Company, the Company may take such steps as may be necessary to protect its goodwill.

Accordingly, each employee is expected to display proper handling of their personal finances. Employees must refrain from any personal financial transaction with co-employees, customers or suppliers, whether borrowing or lending. Employees are also prohibited from acting as a co-signer, endorser, guarantor, or otherwise assume responsibility for the debt of a client or supplier of the Company. In general, employees should refrain from engaging in activities, either as lender, player, agent, promoter, or stakeholder, among others, that could give the appearance of impropriety or mismanagement of personal finances.

F. Company Assets, Facilities and Property

Employees must use the Company's assets, facilities and property solely for fulfilling their duties and functions, in a proper and efficient manner, and in accordance with Company policies or procedures and applicable laws and regulations. Employees must report any suspected fraud or theft of the Company's property immediately. Employees are also required to observe the same guidelines in using the assets of clients, suppliers, distributors and other third parties.

G. Privacy of Employee Information

Employees shall respect the personal privacy of co-employees and protect employee information, in compliance with the Data Privacy Act of 2012 and other applicable laws and regulations. Employees shall not engage in any unauthorized use, misappropriation or malicious disclosure of such information under any circumstances.

VI. OUR SHAREHOLDERS

A. Reputation and Goodwill

The Company's reputation is of paramount importance and it is determined, among others, by the actions of its employees in building the trust of the Company's clients. Illegal or unethical conduct and the inability to meet a client's needs has no place in the Company. Every employee, therefore, must be aware of their contribution, whether negative or positive, to the Company's reputation. Duties and functions must be performed with diligence and accompanied by sound, ethical decision-making that will protect the Company's reputation to all its stakeholders: clients, employees, suppliers, business partners, communities. Each employee must remember that it is responsible for protecting the Company's reputation on behalf of its shareholders.

B. Relationship with Regulators

The Company shall, through its employees, maintain an open and collaborative relationships with its regulators, such as the Insurance Commission ("IC") and the Securities and Exchange Commission ("SEC"). Employees are expected to be responsive, open and communicative with the said agencies, insuring that it is compliant with all relevant regulations and keeping in mind the impact of non-compliance upon the Company.

C. Company Records and Reporting Requirements

The Company shall ensure that its financial reports are full, fair, accurate, timely and understandable as mandated under applicable laws and regulation. The employees who prepare all reports must understand the value and importance of these reports, ensuring that these are prepared in accordance with applicable accounting standards, legal requirements and internal controls. Employees must also follow established document management and record-keeping policies to ensure the integrity of reports.

D. Supporting Investors and the Market

The Company is regulated by the Insurance Commission and is required to comply with reporting requirements and corporate governance standards. Employees are expected to contribute and assist the Company in maintaining its compliant status and shall refrain from conduct and activities that are detrimental to the Company. The Board of Directors are likewise enjoined from such harmful conduct and activities, particularly those specified in this Code of Business Conduct and Ethics.

E. Whistleblowing

The Whistleblower Policy of the Company is expected to prevent and detect fraud or misconduct, as well as facilitate a swift response to such occurrences. This is in line with the Company's expectation that all officers and employees comply with the rules and regulations of the Company and report violations or suspected violations. Early detection and swift resolution of violations serve to protect and enhance the Company's reputation and relationship with its clients.

No action will be taken against anyone for a good faith report on a violation, or for participating or assisting in an investigation. An act of retaliation against a whistleblower is a violation of the Whistleblower Policy and this Code of Business Conduct and Ethics.

F. Related Party Transactions

Officers and employees must inform their superiors of any business relationship or proposed business transaction of the Company with an entity in which they or a related party has a direct or indirect interest or from which they or a related party may derive a benefit, or where a related party is employed, if such a relationship or transaction might give rise to the appearance of a conflict of interest.

The Company's Related Party Transactions Policy guards against internal conflicts of interest and ensures that all Company transactions are made in the normal course of business with terms and conditions that are generally comparable to those offered to non-related parties or to other similar transactions. Any related party transaction that is approved by the Board of Directors must be properly disclosed in the Company's audited financial statements and other appropriate reports. The Company shall require each employee to submit annually a declaration of related party transactions or conflicts of interest, which shall form part of their employee records.

VII. OUR COMMUNITY

A. Compliance with KYC and Anti-Money Laundering Regulations

The Company's employees are expected to have knowledge of, and comply with, all regulations that prevent money laundering, including the Company's Know-Your-

Customer policy (KYC identification and documentation, risk assessment, on-boarding decision process) and related Know-Your-Customer and Know-Your-Employee policies. All employees are expected to support, monitor and ensure compliance with the Company's anti-money laundering policies and to contribute to the operational efficiency of its implementation.

B. Anti-Corruption and Anti-Bribery

The Company adheres to the highest corporate governance standards and does not tolerate bribery, corruption or any other similar act. Bribery or corruption, whether in cash or in kind, is dealt with in the Company's relevant policies, rules and regulations and this Code of Business Conduct and Ethics. Officers, employees and any other party the Company has business with, are expected to comply with all anti-bribery and anti-corruption laws and the Company's relevant policies, rules and regulations and this Code of Business Conduct and Ethics.

D. Suppliers and Business Partners

Employees are expected to follow established processes for accreditation, vendor selection and suppliers' audit to ensure the Company of qualified and competent suppliers that each have the equal opportunity when bidding for projects with the Company. All suppliers must have updated accreditation requirements in the records of the Company.

On behalf of the Company, employees must conduct all transactions with business partners with fairness and integrity. Company policies and processes for accreditation and dis-accreditation of business partners must be followed, to ensure that all standards and policies, such as provisions on conflict of interest, related party transactions, and intellectual property and confidential information are enforced and complied with.

The Company shall collaborate with its supply chain partners to ensure the sustainability of each other's operations and promote good corporate governance. This includes initiatives that improve the lives of workers, their communities and the environment. Arrangements and transactions should also be economically beneficial to all parties and based on principles of fair and honest dealings. The Company and its suppliers are expected to promote fair and sustainable development and comply with national laws and internationally recognized standards and conventions for ethical, environmental and social conditions. Compliance with internal policies must also be enjoined to stop fraud, money laundering, bribery and corruption as well as to adhere to local or international laws and regulations.

E. Sustainability and the Community

The Company intends to build a strong presence in the general community by building a reputation for integrity, reliability and compassion. This thrust will be supported by the Company's initiatives towards operational efficiency, responsive programs and stakeholder welfare.

VIII. CODE ADMINISTRATION

The administration and implementation of the Code shall be the primary responsibility of the Human Resources Department, which shall:

1. Dissemination of the Code to all employees;

2. Monitoring of reported infractions, the action taken thereon and the progress of administrative proceedings, if any;
3. Initiating, coordinating conducting and facilitating administrative disciplinary proceedings, including the preparation of memos, notices and reports on such proceedings;
4. Implementation of administrative sanctions;
5. Periodic reporting to the Audit and Corporate Governance Committees of the Company on implementation and compliance with the Code.

A. Compliance with the Code

Every officer and employee must read, understand and comply with this Code of Business Conduct and Ethics and all its related policies. Each employee must apply this Code and its principles in the performance of their duties and functions. New and existing employees must complete a course thoroughly familiarizing them with this Code. Employees must also certify compliance every year through the Statement of Affirmation (Annex "A" in this Code).

B. Communication and Dissemination of the Code

This Code of Business Conduct and Ethics can be accessed from the Company website at <https://www.getwellhealthinc.com.ph/governance/>

C. Review and Amendment of the Code

This Code of Business Conduct and Ethics shall be reviewed and assessed by the Human Resources Department annually. Appropriate approval of any amendments and revisions to the Code shall likewise be obtained from the Board of Directors.

Upon approval of this Code or any of its amendments by the Board of Directors, all existing internal policies, procedures and rules inconsistent with the Code are deemed repealed or amended. The Company reserves the right to repeal, amend, modify or supplement the provisions of this Code, as circumstances may warrant.

EMPLOYEE AFFIRMATION STATEMENT

I, _____(name), of **GETWELL HEALTH SYSTEMS, INC.** (the "Company") have received and read the Company's MANUAL OF CORPORATE GOVERNANCE ('the Manual') and CODE OF BUSINESS CONDUCT & ETHICS ('the Code') and do hereby affirm that I will adhere to the principles and standards therein and will fully comply with the provisions of the Manual and the Code as they relate to my role, position and function in the Company.

Signature : _____

Name : _____

Designation:

Department or
Branch:

Date :

Getwell Health Systems, Inc.