



GETWELL HEALTH SYSTEMS, INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Introduction

The Board of Directors (the “Board”) of Getwell Health Systems Inc. (the “Corporation”) fulfills its corporate governance goals under its By-laws and the Corporate Governance Manual with the support of the Corporate Governance Committee (“Committee”). The Committee assists the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee. This Corporate Governance Committee Charter (“Charter”) provides the framework for the Committee to accomplish its corporate governance duties, by setting out the guidelines for the roles, responsibilities, and authority of the Committee.

II. General Purpose and Authority

The purpose of the Committee are as follows:

- a. Oversee the implementation of existing corporate governance principles and policies and review the same for continuous development;
- b. Review and evaluate the qualifications of nominees to the Board and candidates for Board-appointed positions;
- c. Identify and evaluate individuals qualified to be Board members and/or Board committee members;
- d. Conduct a preliminary assessment of the process for replacement of Board members and the appointment of Board Committee members;
- e. Assist the Board in conducting the Board’s performance evaluation system and oversee the continuous development of the same;
- f. Recommend a compensation policy that is consistent with the strategy, goals, mission and vision of the Corporation;
- g. Oversee the development and implementation of the Corporation’s compensation programs for Management; and
- h. Assist the Board in performance evaluation of, and succession planning for, members of Management, including the conduct of relevant professional development programs.

III. Composition

- a. The Committee shall be composed of at least three (3) members of the Board of Directors who shall be non-executive directors, majority of whom shall be independent directors, including the chairman.
- b. The chairman and the members of the Committee shall be appointed by the Board.
- c. The Board may appoint one or more individuals to serve as advisor(s) to the Committee. The advisors shall have the right to attend and speak at any meeting of the Committee, but shall not have the right to vote on any action of the Committee.
- d. The chairman of the Committee or any of its members may be removed from office only by the Board. If the office of the member is vacated, the Board shall appoint a new member in order to meet the required composition of the Committee.

IV. Qualifications

- a. The chairman of the Committee shall be an independent director.
- b. The members of the Committee who are directors or independent directors shall possess the same qualifications and none of the disqualifications of a director or independent director, as the case may be.
- c. The members of the Committee shall be provided periodic professional education/training.
- d. The members of the Committee who have been absent or who have not participated for whatever reason in more than fifty percent (50%) of all meetings, shall be disqualified for reappointment in the succeeding election, except that if the chairman certifies that said members were given the agenda for the meeting and their comments/discussions thereon were taken up in the meeting, said members shall be considered present in the meeting.

V. Meetings

- a. The Committee shall meet as frequently as it may consider necessary. Meetings of the Committee shall be convened by the chairman as deemed appropriate or upon request of the majority of the members.
- b. A majority of the members of the Committee shall constitute a quorum. Voting on Committee matters shall be on a one member – one vote basis. A majority vote of all members present shall constitute an official action of the Committee.
- c. The members of the Committee shall attend its meetings in person or through teleconferencing and videoconferencing conducted in accordance with the applicable rules and regulations and in such manner that will allow the member who is taking part in said meetings to actively take part in the deliberations on matters

taken up therein, except when justifiable causes prevent his attendance to ensure that the quorum requirement will be met. Justifiable causes include, but are not limited to, grave illness or death of an immediate family or serious accidents.

- d. The notice and agenda of the meeting shall be furnished to the members prior to each meeting and will include relevant supporting documents as appropriate.
- e. Minutes of the meeting shall be submitted to the Board of Directors.

VI. Duties and Responsibilities of the Corporate Governance Committee

The Committee shall assist the Board in fulfilling its corporate governance responsibilities and shall:

- a. Oversee the nomination process for nominees to the Board and Board appointed positions.

- 1. The Committee shall review the composition of the Board and determine the required set of qualifications, skills, experience and expertise that is aligned with the Corporation's strategic direction. A broad pool of candidates are then identified from various sources. The Committee shall have the authority to engage professional search firms or other external sources of candidates when searching for possible nominees to the Board.

The qualifications of shortlisted candidates shall be reviewed to determine if the candidate is a fit nominee and the proper person for the position and whether he possesses all the qualifications and none of the disqualifications of a director under relevant laws and regulations and internal policies. In selecting independent directors, the number and types of entities where the candidate is a director shall be considered to ensure that he is able to provide the attention to effectively carry out his duties and responsibilities. The Committee shall then proceed to recommend nominees to the Board.

The Committee shall also review and evaluate the qualifications of people nominated to Board-appointed positions in accordance with the foregoing guidelines.

- 2. In consultation with the executive, management or other relevant committee/s, the Committee shall re-define the role, duties and responsibilities of the President by integrating the dynamic requirements of the business as a going concern and future expansion prospects within good corporate governance at all times.
- 3. The Committee shall review and evaluate the qualifications of all persons nominated to Board-appointed positions.
- 4. The Committee shall consider the following guidelines in the determination of the number of directorships of a nominee for the Board:

- 4.1 The nature of the business of the corporations where he is a director;
- 4.2 Age of the nominee;
- 4.3 Number of positions held as a director, officer or other active memberships in other corporations or organizations; and
- 4.4 Possible conflict of interest.

The optimum number shall be related to the capacity of a director to perform his duties diligently in general.

- b. Oversee the continuing education program for the members of the Board. The Committee shall make recommendations to the Board regarding the continuing education of directors, assignment to Board committees, succession plan for the Board members and senior officers, and performance-based compensation packages.
- c. Oversee the periodic performance evaluation of the Board, its committees and executive management as well as conduct an annual performance self-evaluation.
 1. The Committee shall decide the manner by which the Board's performance may be evaluated and propose objective performance criteria approved by the Board. Such performance indicators shall address how the Board has enhanced long term shareholder value.
 2. The Committee shall review the Performance Management Framework and oversee the implementation thereof.
- d. Determine if a director is able to and has been adequately carrying out his/her duties as a director bearing in mind the director's contribution and performance (e.g. competence, candor, attendance, preparedness, and participation). Internal guidelines shall be adopted that address the competing time commitments that are faced when directors serve on multiple boards.
- e. Ensure compliance with the submission of the Annual Corporate Governance Scorecard on the scope, nature and extent of the actions taken to meet the objectives of the applicable corporate governance rules and regulations.
- f. The Committee shall be responsible for the amicable resolution of disputes and/or settle conflicts or differences between the Corporation and its shareholders, or between the Corporation and third parties, or those involving regulatory authorities.
- g. Oversee the design and operation of the remuneration and other incentives policy:
 - a. The Committee shall establish a formal and transparent procedure for the development and implementation of an executive remuneration policy and for fixing the remuneration packages of corporate officers and directors, and provide oversight over the compensation of senior management and other

key personnel, ensuring that compensation is consistent with the Corporation's strategy and control environment.

- b. It shall review the compensation packages, which shall be at a level sufficient to attract and retain directors and officers required to meet the Corporation's objectives.
- c. The Committee shall develop and implement a procedure for the full disclosure of all business interests, as part of the pre-employment requirements for all incoming officers, which among others compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in the performance of duties once hired.
- d. It shall implement measures that disallow and prevent any director from deciding on his or her own remuneration.
- e. It shall provide in the Corporation's annual reports, information and proxy statements a clear, concise and understandable disclosure of compensation of its executive officers for the previous fiscal year and the ensuing year.
- f. It shall review the existing human resources policies and procedures, to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.

VII. Reporting

The Committee shall report periodically to the Board. Minutes of meetings of the Committee which specify opinions and official actions of the Committee on various matters, shall be disclosed to the Board of Directors.

VIII. Charter Amendments

- a. The Committee shall from time to time assess the adequacy of the Charter and recommend changes thereto to the Board.
- b. The Committee charter shall be approved by the Board of Directors and reviewed and updated at least annually or whenever there are significant changes.