



GETWELL HEALTH SYSTEMS, INC.

DIRECTOR INDEPENDENCE POLICY

I. Background

A majority of the Board of Directors (the "Board"), the Audit Committee, the Risk Oversight Committee, the Corporate Governance Committee and the Related Party Transaction Committee of Getwell Health Systems, Inc. (the "Corporation") shall be independent.

II. Objective

No director will be independent unless the Board has determined that there is no direct or indirect material relationship with the Corporation. A material relationship is one which could be reasonably expected to interfere with the exercise of a director's independent judgment.

In making this determination, the Board will consider all facts and circumstances which it deems relevant and will be guided by the standards set out in this Director Independence Policy (the "Policy"), which are consistent with applicable laws, rules and regulations.

III. Definitions

Immediate Family Member means an individual's spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone (other than a domestic employee) who shares the individual's home.

Executive Officer means an individual who is a chair, vice-chair or president of the Corporation.

Significant Borrower means (i) a natural person indebted to the Corporation (other than a loan secured by a mortgage on the principal residence of that person), or (ii) an entity indebted to the Corporation.

Significant Interest means an interest in the shares of the Corporation where the aggregate of the shares beneficially owned by a person, and entities controlled by the person, exceeds 10% of all the outstanding shares.

Substantial Investment means an interest in a company where the aggregate of the interests beneficially owned by a person, and entities controlled by the person, (i) the voting rights attached to which exceed 10% of the voting rights attached to all of the outstanding voting shares of the Company, or (ii) represent ownership of greater than 25% of the shareholders' equity of the Corporation.

IV. Policy and Procedures

A. *Independence Standards.* A director will not be considered independent if:

1. the director or an Immediate Family member:
 - a. is, or has been within the last three years, an Executive Officer or (in the case of the director only) an employee of the Corporation, *provided that* previously acting as an interim President or as a chair or vice-chair of the Board or any Board committee shall not disqualify a director from being considered independent;
 - b. is, an employee of the independent auditor of the Corporation and (in the case of an Immediate Family Member only) personally works on the audit of the Company or participates in its audit, assurance or tax compliance (but not tax planning);
 - c. is a current partner of the independent auditor of the Corporation; or was, within the last three years, a partner or employee of such auditor and personally worked on the audit of the Corporation during that time; *provided that*, for this section, a partner does not include a fixed income partner whose interest in the firm that is the independent auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service;
 - d. is, or has been within the last three (3) years, an Executive Officer of another entity if any of the current Executive Officers of the Corporation serves or served at the same time on that other entity's Corporate Governance committee;
 - e. received more than Two Hundred Thousand Pesos (Php 200,000.00) in direct compensation from the Corporation during any twelve (12) month period in the last three (3) years *provided that*, the following compensation need not be considered for this purpose:
 - i. compensation for acting as a director or member of a Board committee of the Corporation;
 - ii. compensation for having previously acted as interim President or having acted, on a part-time basis, as chair or vice-chair of the Board or of any Board committee of the Corporation;
 - iii. fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service

with the Corporation if the compensation is not contingent on continued service; or

- iv. any compensation received by an Immediate Family Member other than while employed as an Executive Officer of the Company.
- f. is currently an Executive Officer or (in the case of the director only), an employee of an entity that has made payments to, or received payments from, the Corporation for property or services in an amount which exceeded the greater of Fifty Thousand Pesos (Php 50,000.00) or two percent (2%) of the entity's consolidated gross revenues in any of the last three fiscal years.

Contributions to tax exempt organizations of which a director is an Executive Officer or director (or person holding a similar position) shall not be considered payments for this purpose provided that the Corporation will disclose any such payments that exceed the greater of Fifty Thousand Pesos (Php 50,000.00) or two percent (2%) of the entity's consolidated gross revenues in any of the last three fiscal years.

- 2. The director or the director's spouse or common law partner:
 - a. has a Significant Interest in the Corporation;
 - b. has a Substantial Investment in an affiliate of the Corporation;
 - d. is a Significant Borrower, an officer or employee of an entity that is a Significant Borrower or controls one or more entities which together would constitute a Significant Borrower;
 - e. is an individual or a person that is an officer, employee or partner of an entity that has a Substantial Investment in a company, that annually receives payments from the Corporation for goods or services which exceed ten percent (10%) of the total annual billings of the person, partnership or company; or
 - f. is (i) an individual, or (ii) a director, officer or an employee of an entity, or (iii) a person who controls an entity, which has a loan from the Corporation that is not in good standing or that is not a permitted loan.

B. *Additional Considerations for Audit Committee Members.* In addition to the independence standards set forth above, a director may not serve on the Audit Committee if:

- 1. the director accepts, directly or indirectly, any consulting, advisory or

other compensatory fee from the Corporation provided that the following compensation need not be considered for this purpose:

- a. compensation for acting as a director or member of a Board committee of the Corporation;
- b. compensation for having previously acted, on a part-time basis, as chair or vice-chair of the Board or of any Board committee of the Corporation;
- c. fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Corporation if the compensation is not contingent on continued service.

For purposes of paragraph B(1) above, the indirect acceptance by a director of any consulting, advisory or other compensatory fee includes acceptance of such a fee by:

- a. a director's spouse, a minor child or stepchild, or a child or stepchild sharing a home with the director; or
 - b. an entity in which the director is a partner, member, managing director, Executive Officer, or occupies a similar position (other than a limited partner, non-managing member, or other similar position which has no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the Corporation.
2. The director is affiliated with the Corporation, as defined under applicable laws.

C. *Additional Considerations for Management Resources and Compensation Committee Members*

In determining the independence of the members of the Corporate Governance, Board Risk Oversight and Related Party Transaction Committee the Board, in addition to the independence standards set out in section IV(A), will consider all factors specifically relevant to determining whether the director has a relationship to the Corporation which is material to that director's ability to be independent from management in connection with the duties of a member of said Committees including but not limited to:

1. The source of the director's income, including any consulting, advisory or other compensatory fee paid by the Corporation to the director; and
2. Whether the director is affiliated with the Corporation or an affiliate thereof as defined under applicable laws.

V. Evaluation of Director Independence

All directors and proposed directors are required to disclose circumstances and relationships applicable to them that could reasonably be perceived as a material relationship as described in this Policy.

If an independent director's circumstances change in the course of the year such that he or she may potentially have a material relationship as described in this Policy, the director must promptly advise the Chairman of the Corporate Governance Committee.

VI. Limitations

1. To benefit from experience and new outlooks, the Board has put term limits in place for independent Directors. Independent directors will not be nominated for re-election as an independent director at an annual meeting after reaching nine (9) years of service. After such period, the concerned director may qualify for nomination and election as a non-independent director.

If the Corporation wishes to retain an independent director who has served for nine (9) years, the Board should provide meritorious justification and seek the approval of the stockholders at the annual meeting.

2. An independent director should not concurrently serve in more than five (5) entities regulated by the Insurance Commission and publicly listed companies. This ensures that each director will have sufficient time to fully prepare for meetings, challenge management's proposals or vies, and oversee the long-term strategy of the Corporation. A Director must notify the Board before accepting a directorship in another corporation.