



GETWELL HEALTH SYSTEMS, INC.

INTERNAL AUDIT CHARTER

I. Internal Audit Charter

This Internal Audit Charter (the “Charter”) establishes the purpose and objectives of internal audit within Getwell Health Systems Inc. (the “Company”) and sets forth its general processes, the purpose, authority, responsibility and reporting relationships, and its oversight functions in relation to the role of internal audit within the Company.

II. Policy Statement

It is the policy of the Company to establish, support and strengthen an independent internal audit function, recognizing that it plays a fundamental part in the institutionalization of Corporate Governance practices and in providing independent and objective assurance, and consulting services designed to add value and improve the Corporation’s operations..

III. Purpose

A. General Audit

Internal Audit provides the Company’s stakeholders with independent and objective assurance, as well as consulting services, within the Company, with the goal of improving the Company’s operations and enhancing shareholder value. The systematic and disciplined approach espoused by Internal Audit in evaluating, assessing and implementing measures for improving the efficacy and efficiency of risk management, control, and governance processes are expected to positively impact the Company, by facilitating the achievement of targets and objectives. To accomplish this purpose, Management and the Board of Directors, through the Audit Committee, are furnished with analyses, recommendations, advice and information generated by the performance of the Internal Audit function.

B. Assurance Services

Internal Audit provides reasonable and independent risk-based assurance on the following, thereby assisting Management in increasing the value of the Company within an uncertain, dynamic and competitive environment:

1. Efficacy of corporate governance, control procedures and the risk management process;
2. Compliance with applicable policies, laws, rules and regulations;
3. Safeguarding of assets; and

4. Reasonableness of financial information, in conjunction with the external/independent auditors' activities

C. Consulting Services

Each member of the Company may be provided internal audit advisory, risk management and other related services aimed at adding value to, and improving the Company's operations. In the event a consultancy request is accomplished and assurance services are likewise required, such assurance services may be provided where objectivity is maintained and the assigned resources are not impaired. A consultancy request that will take focus away from the Company's annual audit plan must be approved by the Audit Committee.

IV. Authority

An internal auditor performing internal audit functions shall have timely, full, unconditional and unrestricted access to all Company information, whether written or oral, such as records, properties and personnel. Authority and direct responsibility for any matter reviewed by an internal auditor shall not be affected by any internal audit review.

V. Reporting and Working Relationships

The Audit Committee of the Board of Directors shall have general oversight responsibilities over the Internal Audit Department (the "Department"), which is administratively managed by the Company's Chief Financial Officer.

A. Reporting Lines

The Chief Audit Executive is responsible for the supervision of the internal audit activity of the Company, including outsourced internal audit services. In performing these functions, the Chief Audit Executive reports to the Board of Directors, through its Audit Committee, including an annual confirmation of the independence of the Department's internal audit functions. Administrative concerns involving the management of the Department will be overseen by the Chief Financial Officer.

The Chief Audit Executive is responsible solely for internal audit processes and is prohibited from performing duties beyond the internal audit function. Should extraordinary circumstances arise that require the Chief Audit Executive to expand his/her role, care must be taken to ensure that his/her independence remains unimpaired.

B. Working Relationships

1. *Audit Committee*

The Audit Committee is charged with overseeing the internal audit functions within the Company and insuring its efficacy. In performing its functions, it works closely with, and is supported by, the Chief Audit

Executive and the Department, which assist in reporting requirements, day-to-day discharge of responsibilities and secretariat support. The relationship between the Audit Committee and the Department is maintained through the establishment of clear expectations and effective interaction, sustained by a reporting procedure that insures timely and correct information is provided.

2. *Management*

The Department's foremost responsibility is to add value to the Company while performing its duties objectively and independently. An effective and neutral working relationship with Management that runs parallel with an impartial reporting protocol must be sustained to accomplish these objectives.

3. *Process and Activity Owners*

The Department, through information from process and activity owners, evaluate, assess and recommend process controls assurance measures and improvements thereto. The integrity of such information relies heavily on an effective working relationship with process and activity owners and requires the establishment of clear expectations, understanding of audit objectives and methodology and observance of reporting protocols.

4. *Compliance and Risk Management*

The close cooperation between the Compliance and Risk Management Departments, and the Department, is necessary for the effective exercise by the Audit Committee of its oversight responsibility and proper evaluation on the adequacy and efficacy of compliance and risk management systems.

5. *External Auditors*

The close and regular coordination between the Department and the external/independent auditors should be promoted to increase efficiencies, reduce duplications and fast track improvements. A regular meeting will facilitate economical use of audit resources and knowledge-sharing for the benefit of the Company.

6. *Subsidiaries and Affiliates*

The Department shall insure that the performance of internal audit functions of subsidiaries and affiliates are aligned to guarantee consistency within member companies.

7. *Other Stakeholders*

The Department may be required to work with third party consultants or other parties for the benefit of the Company. This

requirement shall be determined and overseen by the President in coordination with the Audit Committee Chairman.

VI. Key Responsibilities

A. Department Composition

1. The effective performance of the internal audit function requires internal auditors that individually or, collectively as a Department, possess the knowledge, skills, and other competencies needed to perform their responsibilities. This includes the proper application of the due care and skill expected of a reasonably prudent and competent internal auditor, an impartial and unbiased attitude, and the vigilance against possible conflicts of interest. An internal auditor who is no longer independent or objective must disclose the same to the appropriate parties.
2. The Department and its members shall perform its duties and functions in accordance with the Institute of Internal Auditors (IIA)'s Mission of Internal Audit and the mandatory components of the International Professional Practices Framework (IPPF) consisting of:
 - a. the Core Principles for the Professional Practice of Internal Auditing;
 - b. the Code of Ethics;
 - c. the International Standards for the Professional Practice of Internal Auditing (ISPPA or "the Standards"); and
 - d. the Definition of Internal Auditing.
3. The Department shall provide professional development opportunities to keep members informed about improvements and current developments in Internal Auditing standards and techniques.

B. General

1. Review the efficacy of existing measures for the identification and management of risks that may affect the Company's organizational targets and financial reporting objectives.
2. Review the processes used to identify, measure, classify and generate financial results and the results of operations to establish its accuracy and reliability.
3. Annually evaluate the Company's internal controls, including financial, operational, information technology, compliance and risk management controls to guarantee their continuing effectiveness.
4. Evaluate crisis management, business continuity and disaster recovery measures and assess the actual results thereof, if any.

5. Annually assess the management controls in place and ensure that the economic utilization and allocation of resources is aligned to the Company's targets and objectives.
6. Review the adequacy of Company policies, procedures and business practices and determine the degree of compliance or non-compliance thereto.
7. Prepare and submit timely audit review reports that assist management in the practical identification and management of risk.
8. Assess management's risk response, identify control weaknesses and recommend improvement opportunities.

C. Corporate Governance

1. Assist the Audit Committee in overseeing matters related to corporate governance.
2. Coordinate with the Compliance Officer to ensure compliance with the Company's corporate governance manual.
3. Review and recommend to the Audit Committee and the Compliance Officer ethics measures based on the results of internal audit reviews.
4. Update the Audit Committee and Management on developments, emerging trends and issues in corporate governance.
5. Comply with the specific internal audit requirements of the Company's corporate governance manual, which are as follows:
 - 5.1 Evaluate and provide reasonable assurance that risk management, internal control and governance systems are functioning as intended and will enable the Company to achieve its strategy, objectives and goals;
 - 5.2 Submit a risk-based Internal Audit Plan (the "Plan") that is consistent with the Company's goals and that defines the internal audit priorities, scope, and resource requirements, for review and approval by the Audit Committee.
 - 5.3 Review and adjust the Plan, as necessary and subject to the approval of the Audit Committee, in response to changes in the Company's business, risks, operations, programs, systems, and controls.
 - 5.4 Maintain adequate records and documents to support any engagement results and conclusions.

- 5.5 Submit reports in such frequency as may be required by the Audit Committee on internal audit activities, accomplishments, key findings and recommendations.
- 5.6 Report the results and implementation status of any quality assurance and improvement program and the results of the independent external assessment conducted at least once every five years.
- 5.7 Assist in investigations based on whistleblower disclosures, including the engagement of independent counsel, professional experts or other third parties to assist in the same.
- 5.8 Prepare and submit an Internal Audit Annual Report to the Audit Committee on the Department's activities, and performance, which should include the results of risk management process reviews and significant exposures, as well as a report on governance issues.
- 5.9 Certify annually to the Audit Committee that the Company's internal audit activity for a given year was performed in accordance with the International Standards for the Professional Practice of Internal Auditing (ISPPA).

D. Enterprise-Wide Risk Management

1. Assess the compliance to, and adequacy of, the Company's risk management policy.
2. Review risk management processes and risk mitigation strategies of risk owners.
3. Participate in risk assessment workshops and other activities of the Risk Management Unit.

E. Other Activities

The Department will conduct such other activities as may be requested by the Audit Committee, the Chairman of the Board of Directors and the President. A request by a management member to the Department for such an activity must be approved by the Audit Committee.

For the avoidance of doubt, the Department is neither authorized to, nor responsible for, the following:

1. Operational duties or day-to-day internal checking systems of the operational business units;
2. Initiating or approving accounting transactions outside of the internal audit function;

3. Supervision or direction of employees not assigned to the Department
4. Preparation and/or implementation of business system procedures or other internal control systems, other than consultancy services on the adequacy of such controls.

VII. Review

This Charter shall be reviewed annually and any amendments or modifications shall be effective upon approval by the Audit Committee and the Board of Directors.

VIII. Effectivity

This Charter shall effective immediately upon approval by the Audit Committee and the Board of Directors.

Getwell Health Systems, Inc.