



# GETWELL HEALTH SYSTEMS, INC.

## NON-AUDIT SERVICES POLICY

### I. Introduction

This Non-Audit Services Policy (the "Policy") of Getwell Health Systems, Inc. (the "Corporation") applies to engagements between the Corporation and its external auditor for the provision of non-audit services. It is intended to minimize any threat to the independence of the external auditor and its objectivity in handling non-audit services, such as but not limited to, services that create conflicts of interest between the external auditor and the Corporation, result in the external auditor acting as management, result in a significant fee, causes the external auditor to audit its own work, or causes the external auditor to act as advocate for the Corporation.

Any transaction between the Corporation and the external auditor, other than the performance of external audit services, must be consistent with ethical standards. The external auditor will only be engaged if the services require skills and experience that make the external auditor the most suitable supplier. In addition, there must be an assessment of whether it is probable that an objective, reasonable and informed third party would conclude that the independence of the external auditor is not compromised.

### II. Approval

The approval of the Audit Committee (the "Committee") must be obtained before the external auditor is engaged to provide any permitted non-audit services, which shall include, but shall not be limited to the items set forth in Part III of this Policy. In no case shall the external auditor be engaged to provide the services set forth in Part IV hereof. For permitted non-audit services that are not of significant value, the Committee has approved the engagement of the external auditor subject to the following limits:

<b>Value of Service Requested (in Php)</b>	<b>Approval Required prior to Engagement</b>
10,000.00	President and Chief Financial Officer
10,000.00 to 30,000.00	Audit Committee
30,000.00 and above	Board of Directors

The Committee shall develop and implement a procedure for the approval of the engagement of the external auditor for permitted non-audit services. Such procedure must include the relevant information to determine that the external auditors are the most appropriate supplier for the services required. Appropriate communication protocols shall likewise be put in place to ensure all non-audit services purchased from the external auditor are reported to the Chief Financial Officer, the President and

the Audit Committee.

The following shall be considered when reviewing requests for engagement of external auditors for permitted non-audit services:

1. whether the provision of such services impairs the auditor's independence or objectivity and the presence of safeguards to eliminate or reduce such threats;
2. the nature of the non-audit services;
3. whether the external auditor is the most suitable supplier for the non-audit service considering the skills and experience required;
4. the fee to be incurred for non-audit services, both for individual non-audit services and in aggregate, relative to the audit fee; and
5. the criteria which govern the compensation of the individuals performing the audit.

### **III. Permitted Services**

The following are permitted audit and audit related services

1. Statutory audit of the Corporation's consolidated financial statements.
2. Review of the half-year report and interim financial statements.
3. Reporting required by law or regulation to be performed by the auditor.
4. Reporting on internal financial controls where required by law or regulation.
5. Extended audit work performed on financial information and/or financial controls where it is integrated with the statutory audit and performed on the same principal terms and conditions.
6. Reports on government grants.

Audit related services (which are the services listed above other than the audit of the financial statements of the Corporation), are still considered non-audit services and are subject to the approval requirements set out in this Policy. It is expected that these will be approved as part of the Committee review of the external audit plan.

In addition, other non-audit services may be engaged where:

1. they are closely related to the work performed in the external audit process and are largely carried out by members of the audit team; or
2. for reasons of effectiveness or efficiency, it is advantageous to use the external auditors because of their knowledge and expertise.

Permitted other non-audit services

1. Due diligence related to mergers and acquisitions.
2. Accounting consultations and audits in connection with acquisitions and disposals of businesses or in relation to proposed transactions.
3. Investment circular reporting accountant engagements, including comfort letters and consents in relation to documents issued in connection with securities offerings.
4. Employee benefit plan audits.
5. Attestation in relation to matters not required by statute or law.

6. Consultations concerning financial accounting and reporting standards not relating to the audit of the Corporation.
7. Other reports required by regulators or assurance services relating to regulatory developments.
8. Sustainability audits.
9. IT security audits (where this does not extend to designing and implementing internal control or risk management procedures).

#### **IV. Prohibited Services**

The following non-audit services cannot be provided by the external auditor:

1. Tax services relating to:
  - a. preparation of tax forms;
  - b. withholding taxes;
  - c. duties;
  - d. identification of tax incentives unless support from the audit firm in respect of such services is required by law;
  - e. support regarding tax inspections by tax authorities unless support from the statutory auditor or audit firm in respect of such inspections is required by law;
  - f. calculation of applicable taxes; and
  - g. provision of tax advice.
2. Services that involve playing a part in the management or decision-making of the audited entity.
3. Bookkeeping and preparing accounting records and financial statements.
4. Payroll services.
5. Designing and implementing internal control or risk management procedures related to the preparation and/or control of financial information or designing and implementing financial information technology systems.
6. Valuation services, including valuations performed in connection with actuarial services or litigation support services.
7. Legal services, with respect to: (a) the provision of general counsel; (b) negotiating on behalf of the audit entity; (c) acting in an advocacy role in the resolution of litigation;
8. Services related to the audit entity's internal audit function.
9. Services linked to the financing, capital structure and allocation, and investment strategy of the audited entity, except providing assurance services in relation to the financial statements, such as the issuing of comfort letters in connection with prospectuses issued by the audited entity.
10. Promoting, dealing in, or underwriting shares in the audited entity.
11. Human resources services with respect to management positions that exert significant influence over the preparation of the accounting records or financial statements which are the subject of the statutory audit, where such services involve: (1) searching for or seeking out candidates for such positions; or (2) undertaking reference checks of candidates for such positions.
12. Structuring the organization
13. Cost control.

**V. Fees**

Any arrangement with the external auditor that includes contingent fee arrangements is not permitted. In addition, the total fees for non-audit services provided by the external auditor shall be limited to no more than seventy percent (70%) of the external audit fee for the Corporation.

**IV. Confirmation of independence**

The Committee should seek annually from the external auditor information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those regarding the rotation of audit partners and staff.

Getwell Health Systems, Inc.