



# GETWELL HEALTH SYSTEMS, INC.

## RELATED PARTY TRANSACTION POLICY

### I. Policy Statement

Getwell Health Systems, Inc. (the "Company") recognizes that related party transactions, or arrangements between parties with a preexisting relationship or common interest, have the capacity to erode shareholder value. To insure that such transactions, and other unusual or infrequently occurring transactions that pass certain materiality thresholds, bring the maximum benefit to the Company and its stakeholders, legal and ethical guidelines must be put in place that mandate fair and reasonable terms and conditions that are comparable to a transaction with an independent party.

### II. Objective

This Related Party Transaction Policy (the "Policy") shall ensure that all potential related party transactions are immediately disclosed, correctly identified, free from conflict of interest, and strictly examined to guarantee a transaction that is beneficial to the Company, fair, reasonable and legally sound.

### III. Definitions

- a. Arm's Length Basis – means a transaction between two Related Parties are made under terms and conditions that are comparable to, and neither more favorable or less onerous than, a transaction between unrelated, unaffiliated or independent parties.
- b. Related Party – means a person or entity that is:
  - i. Controlling or has joint control over the Company;
  - ii. Exercising significant influence over the Company;
  - iii. A director, officer, management personnel or shareholder of the Company, its parent, affiliates or subsidiaries, and the relatives of such directors, officers, management personnel or shareholders within the fourth degree of consanguinity and affinity.
- c. Conflict of Interest – means any transaction, arrangement or relationship where a Related Party or Related Parties had, has, or will have, a direct or indirect material interest.
- d. Related Party Transaction – means a transaction or arrangement between the Company and a Related Party.

### IV. Scope and Coverage

This Policy shall cover all transactions of the Company and a Related Party or Related Parties. It shall set forth the guidelines for the disclosure, examination, analysis and

approval of transactions to insure possible conflicts of interest are identified and addressed and such transactions are concluded on an Arm's Length Basis.

## V. General Policies

### 1. Disclosure of Conflict of Interest

- a. Each stockholder, director, officer or management personnel must disclose any personal, business or volunteer affiliations that may give rise to a real or apparent conflict of interest in the performance of his/her functions for the Company through the Conflict of Interest Disclosure Form attached hereto as Annex "A". The form shall be submitted to the Related Party Transaction Committee (the "Committee") prior to the commencement of his/her engagement with, or performance of duties for, the Company.
- b. A service provider, supplier and vendor of the Company must submit, prior to any single or continuing engagement with the Company, a Conflict of Interest Disclosure Certification in the form attached hereto as Annex "B".

### 2. Disclosure of Related Party Transactions

Immediately upon discovery of any transaction or transactions that could potentially result in Conflict of Interest, a stockholder, director, officer or management personnel shall disclose to the Committee his/her interest through the Related Party Transaction Disclosure Form attached hereto as Annex "C", which:

- a. States a general description of the transaction/s including its material terms and conditions;
- b. Identifies the Related Party or Related Parties and a description of the relationship to the party executing the said Related Party Transaction Disclosure Form;
- c. Describes the Related Party's interest in the transaction/s and the basis for potential conflict of interest; and
- d. The overall value of the proposed transaction.

### 3. Approval of Transactions and Referral to the Committee

- a. Each transaction shall undergo the standard approval process of the Company. All officers tasked with approving a transaction or executing a contract, agreement, work order or purchase order, shall execute a Certification that he/she has no interest in the subject transaction that conflicts with the interests of the Company therein.
- b. A transaction shall be immediately referred to the Committee upon discovery that the same is a Related Party Transaction. Such referral may be made prior to, or while such transaction is proceeding through the standard approval process, or upon consummation or performance of the transaction.

- c. The Committee shall review each Related Party Transaction and assess whether a Conflict of Interest exists. The Committee shall consider, among others:
  - i. the parties involved in the transaction;
  - ii. the terms and conditions of the transaction and whether these were agreed upon on an Arm's Length Basis; and
  - iii. if the transaction would cause a conflict of interest for any of the Company's directors, stockholders, officers or management personnel.
- d. Upon completion of the review, the Committee shall present its findings and recommendations to the Board of Directors (the "Board"), which may or may not approve the Related Party Transaction. In the event the Board approves the said transaction, the details thereof, its terms and conditions and the circumstances amounting to Conflict of Interest, if any, shall be presented to the stockholders for their ratification of the Board's approval.
- e. A director, officer or management personnel that is also a Related Party, or who shall benefit from any particular transaction, shall be prohibited from taking part in any proceedings involving such transaction.

#### 4. Whistleblowing

- a. The Company shall establish and continuously develop a whistleblowing system that will facilitate the disclosure of Related Party Transactions, ensuring that such system will correspond to the scope of its growing business, and its growing number of stakeholders. Such whistleblowing system should aim to:
  - i. receive and entertain, in full confidentiality, all reasonable requests for advice and guidance on business conduct matters and ethical concerns raised by the employees of the enterprise and of its subsidiaries or affiliates (the group), but also, to any extent possible, by any of the group's agents, suppliers and customers; and to;
  - ii. receive and handle, at the earliest stage possible, by the same categories of persons, all reports made about any occurrence, whether established or soundly suspected, of a breach of applicable laws and regulations, and the Company's Code of Conduct, which could seriously harm the Company if no remedial action is taken.
- b. The Company shall appoint a high level employee of good reputation and extensive work experience to be in charge of the management and administration of its Whistleblowing Committee. This employee shall be given authority within to report to the President and/or Chief Executive Officer or the Board of Directors.
- c. The Company shall define a communication channel that it shall use for whistleblowing purposes, which may be oral or written communication,

telephone-based communication or computer-based communication (Intranet) or any other tool which it considers adequate.

- d. The Company shall maintain compliance with relevant laws, including the Labor Code of the Philippines and the Data Privacy Act, in establishing its whistleblowing procedures.
- e. The Company may consider different methods of whistleblowing, including compulsory or voluntary modes, as well as anonymous or disclosed reports. If the Company decides to opt for an anonymous whistleblowing system, it must take into account its cultural environment, as well as issues relating to the protection of privacy and the risk of unfair reporting.

If reporting will be made on a voluntary basis, the employees may make the appropriate reports under an internal or external procedure that will be established by the Company.

- f. All whistleblowers' reports should be diligently acknowledged, recorded and screened. A whistleblower, whose report is not considered bona fide, should be informed of such assessment and such report should be disregarded. If there is abuse of the process, disciplinary action shall be initiated.

All bona fide reports should be investigated by the Whistleblowing Committee and forwarded, under strict confidentiality rules, to the President and/or Chief Executive Officer and the Board of Directors.

As soon as reasonably possible, the main results of the due diligence examination should be appropriately communicated as feedback to the whistleblower. The person whose behavior has been reported, should also be informed of the main object of the ongoing procedure, thereby allowing this person to present objections.

- g. All employees should be in a position to report serious occurrences, without fear of retaliation or of discriminatory or disciplinary action. Therefore, the whistleblower's employment, remuneration and career opportunities should be protected by the Company during a reasonable period of time.

The Company should maintain, to the fullest extent possible and at all times, the confidentiality of the data revealed through whistleblowing, and the identity of the whistleblower, subject to any legal requirements, and should protect such data with the most appropriate means.

## 5. Publication

The Company shall publish this Policy and Related Party Transactions in its website, in the Annual Corporate Governance Report and the relevant Financial Statements.

**VI. Policy Review**

The Committee shall review this Policy annually to assess its continued effectiveness. The Committee may recommend any revisions or amendments to this Policy that it may find necessary, to the Board of Directors.

**VII. Effectivity**

This Policy shall take effect upon its approval by the Board of Directors and shall continue to be effective unless superseded by any new policies and guidelines issued by the Board of Directors.

Getwell Health Systems, Inc.