



GETWELL HEALTH SYSTEMS, INC.

SUCCESSION PLANNING and REMUNERATION POLICY

Policy Statement

Getwell Health Systems, Inc. (the "Company") is committed to the consistent effective performance of its commitments to its stakeholders, the steady accomplishment of its annual targets, the long-term sustainable growth of the Company, and continued increase in shareholder value, through systematic progression of its identified key personnel.

Objective

The objectives of the Succession Planning and Remuneration Policy (the "Policy") are:

1. To identify the key positions among the Board of Directors (the "Directors"), the Senior Management (the "Officers") and Management Personnel (the "Managers") that should immediately be occupied in the event of any vacancy or inability to perform the duties and functions corresponding to their respective positions.
2. To determine and nominate suitable candidates for appointment to any identified key position that may be vacant among the Board, Officers and Management.
3. To determine the measures necessary for the appointment of replacements for incumbent Directors, Officers or Managers, whether extension of service, appointment of internal candidates or recruitment of external candidates will be necessary, and identify the timeline for the implementation of such measures.
4. To identify competency requirements of critical and key positions, assess potential candidates and ensure their systematic and long-term development as ready replacements through learning initiatives and planned skills development.
5. To create a framework for performance-based remuneration that will reward Directors, Officers and Managers based on identified performance matrices and measurable contributions to the growth of the Company.

Scope and Coverage

This Policy shall apply to succession planning and remuneration for Directors, Officers and Managers as defined and identified by the Corporate Governance Committee (the "Committee").

General Policies

1. The Committee shall periodically review the leadership and management requirements of the Company.
2. Appointment and Succession Plan

- a. Nomination and Succession Plan for members of the Board of Directors

The Committee shall conduct a due diligence investigation on candidates being considered for appointment or reappointment as a director. The Committee will consider, among others, the candidate's educational background, professional experience, performance record, operational requirements, fulfillment of the qualifications identified in the Company's Corporate Governance Manual, Board Diversity Policy, other applicable Company policies, and such other qualifications as may be required by Philippine laws and regulations. A re-nomination shall require the prior approval of the Committee.

The nomination, re-nomination, election, removal and tenure of Directors shall be governed by the Company's Nomination and Election Policy. In the event of a sudden vacancy in the Board of Directors by reason of death or any other unexpected occurrence, the Committee shall conduct a special meeting to identify a suitable replacement for nomination to the said vacancy.

- b. Appointment and Succession Plan for Officers and Managers

All hiring and appointments of Officers with the rank of Assistant Vice-President and above must be approved by the Executive Committee and chosen from a short-list of candidates endorsed by the Committee. The placement in the organizational structure and the position or functional titles of Managers and Officers shall be determined by the Committee.

The Committee shall regularly evaluate the operational requirements of the Company to determine possible vacancies that may arise due to additional talent requirements, retirement, promotions and reorganization. Candidates for said vacancies shall also be assessed by the Committee and, in the event that an external candidate is considered and subsequently engaged, the Committee shall ensure that timely and adequate preparation is undertaken for the smooth transition of duties and functions.

In case a sudden vacancy occurs, the next succeeding person in the organizational chart shall temporarily assume the vacant position in an acting capacity until the Committee selects a replacement.

c. Performance Evaluation of Officers and Managers

The Committee shall annually review the performance of Officers and Managers and, based on the assessment and endorsement of the President, the Committee shall recommend to the Board of Directors the retention, replacement, retirement or promotion of incumbent Officers and Managers.

3. Remuneration of Executive and Non-Executive Directors

a. The Committee shall recommend, and the Board of Directors shall approve, the remuneration of Executive and Non-Executive Directors. A Director shall not actively participate in discussion concerning his/her own remuneration.

b. The Committee may opt to align the Officer's and the Director's remuneration with the long-term goals of the Company, ensuring that such remuneration is commensurate to the duties, functions and overall performance of an Officer or Director.

4. Remuneration of Officers and Managers

The compensation structure of Officers and Managers shall consist of a fixed salary component and performance-based compensation, subject to the recommendation of the Committee and the approval of the Board of Directors.

Policy Review

The Committee shall conduct an annual review of the effectiveness of this Policy. The Committee shall likewise discuss and recommend amendments to the Board, as it may deem necessary.