



GETWELL HEALTH SYSTEMS, INC.

WHISTLE-BLOWING POLICY

GETWELL HEALTH SYSTEMS, INC. (the “Company”) is advocating and continuously striving to impart one of its core values, integrity, to its shareholders, directors, officers and employees (each a “Constituent” or collectively, “Constituents”). Hence, the Company created and implemented this Whistle-blowing Policy (the “Policy”) that ensures its Constituents are supported by an effective policy that encourages fair and honest disclosure and enables fearless reporting of any violation of the Company’s policies, laws, any ethical, financial, legal and other similar misconduct, conflict of interest and corruption occurring within the Company, whether within a transaction or occurring independently, (each, and the “Act”). Through this Policy, the Company believes that it will be an example of high ethical business standards among other health maintenance organizations and private companies.

I. Definition of Terms

- A. *Accused* means the person or persons that are the subject of an investigation under this Policy for Reportable Conduct.
- B. *Good Faith* means a sincere belief or motive without any malicious intent.
- C. *Whistleblower* means any person that reports, will report or intends to report a crime, violation of Company policies, concealed misconduct, corruption, conflict of interest, or the commission or attempted commission thereof, by a Constituent or Constituents.
- D. *Whistle-blowing* means the act of reporting or the disclosure by a Whistleblower of the commission, attempt to commit or intent to commit, of any act or omission which, in his/her reasonable belief, amounts to Reportable Conduct.
- E. *Reportable Conduct* means the intent, attempt to, or the execution of, any act or omission amounting to:
 - 1. a violation of any law, rule, regulation or and Company policy;
 - 2. abuse of authority;
 - 3. fraud and corruption;
 - 4. ethical, financial, legal and other similar misconduct;
 - 5. conflict of interest;
 - 6. corruption;
 - 7. anything that, in the reasonable belief of the Whistleblower, can cause or causes harm or danger to the physical, emotional or mental health and safety of any individual; and
 - 8. any other act similar or analogous to the foregoing.
- F. *Retaliatory Action* means any act or omission, whether or not amounting to discrimination, harassment or bias, that would not have been done or omitted to be done had a Whistleblower refrained from reporting or disclosing the act or acts complained of.

II. Guidelines

A. Reporting Channel

A Whistleblower shall prepare a Whistleblower Report Form (see Annex "A") detailing in full all relevant information concerning the act or omission that he/she reasonably believes in Good Faith to be Reportable Conduct, and shall include, if available, any supporting documents. The Whistleblower Report Form must then be transmitted to the following:

Attention:	Office of the President
Email	getwell_whistleblowing@yahoo.com
Mail	Getwell Health Systems, Inc. LSS Building 107 13 th Avenue, Brgy. Socorro, Cubao, Quezon City
Copy Furnished:	The Board of Directors through the Corporate Secretary

The information and details stated in a Whistleblower Report Form need not present irrefutable evidence, proof beyond reasonable doubt, a preponderance of evidence or substantial evidence of the Reportable Conduct, as the same shall be the subject of investigation. It is sufficient that the said form be done in Good Faith and based on reasonable belief that the Reportable Conduct has been committed, will be committed, or there is an attempt to commit the same.

B. Investigative Body

Each Whistleblower Report Form shall be evaluated and the matters stated therein shall be investigated by a Whistleblowing Committee composed of the following:

1. Committee Chairman - The President of the Company shall serve as the Chairman of the Committee. In his/her absence, or in the event that the President is involved in the Reportable Conduct, the Corporate Secretary shall serve as the Chairman of the Committee.
2. Members - the respective heads of each Department of the Company.

C. Confidentiality

The Whistleblowing Committee and the Board of Directors of the Company shall keep the matters stated in the Whistleblower Report Form, the information therein, its supporting documents, the investigation, the documentation produced by the investigations, the findings and the results thereof, and other information related thereto strictly confidential, unless disclosure is otherwise required by law or the relevant authorities, and provided that the Whistleblower and the

Company's Authorized Representative has been informed of the need for such disclosure.

D. Retaliation against Whistleblower

The Company shall protect a Whistleblower from any Retaliatory Action. The Whistleblower shall report such action to the Committee in writing and transmit the same in accordance with Section II (A) of this Policy.

The Retaliatory Action shall be investigated in accordance with Section III of this Policy.

E. Reward System

The Company may, subject to a finding by the Committee that the Reportable Conduct was committed, a recommendation from the President and the approval of the Board of Directors, offer the Whistleblower a reward.

F. False Reports

The preparation and transmittal of a Whistleblower Report Form that is done without Good Faith and alleges matters that the Whistleblower knows to be false or untrue, shall be cause for the Company to institute the appropriate disciplinary action upon the Whistleblower and the imposition of the corresponding punishment. A disciplinary action shall be without prejudice to other actions or claims that the Company may have against the Whistleblower under relevant laws.

III. Procedures on Whistleblowing cases

A. Evaluation of Whistleblower Report Form

Within five (5) working days from receipt of the Whistleblower Report Form, the Committee shall convene and evaluate the report to determine the following:

1. Whether the information provided in the Whistleblower Report Form is sufficient to generate a belief in the mind of a reasonable person that there is an intent to commit Reportable Conduct or the same has been committed or will be committed; and
2. Whether there is a need to secure further information concerning the alleged Reportable Conduct from the Whistleblower or other personnel that may have personal knowledge of the same.

In the event more information is required, the Committee shall a Member to conduct the necessary interviews and gather the appropriate information within five (5) working days from the date of evaluation of the Whistleblower Report Form. Thereafter, the Committee shall convene and determine if the additional information gathered is sufficient to warrant a full investigation.

Should there be any report of Retaliatory Action, the same shall be investigated together with the Reportable Conduct and the appropriate disciplinary sanction shall be imposed on any person who is found guilty after due investigation of Retaliatory Action, whether or not he/she is the subject of the relevant Whistleblower Report Form.

B. Investigation

Upon final determination by the Committee that there is sufficient information to generate a belief in the mind of a reasonable person that there is an intent to commit Reportable Conduct, or the same has been committed or will be committed, the Committee shall send the Accused a Notice which shall state:

1. That the Accused is required to respond to the allegations stated in the Whistleblower Report Form and any evidence against him/her, or otherwise explain the matters therein, within seven (7) working days from receipt thereof;
2. If the Accused will be placed under preventive suspension during the period of investigation, a statement to that effect together with the duration of the preventive suspension; and
3. The date(s) for any hearing that may be conducted by the Committee, if it finds it necessary.

C. Hearing

The Committee shall conduct such number of hearings that may be necessary to determine whether the Reportable Conduct was committed. During the said hearings, the Accused, the Whistleblower and relevant witnesses may be required to answer clarificatory questions. The Accused shall likewise have the right to present contravening written and verbal evidence, witnesses to support his defense and to confront the Whistleblower and the witnesses against him.

Any and all hearings must be concluded within ten (10) working days from expiration of the period for the Accused to respond to the Notice.

A withdrawal of the report by the Whistleblower at any stage of the investigation proceedings will not halt the Committee from further investigating the case and making a report and recommendation to the President.

D. Report and Recommendation

Upon expiration of the period provided in Section III (C) hereof, the Committee shall evaluate all evidence presented, the Whistleblower Report Form, the response of the Accused and the records of any hearings conducted. Within a period of ten (10) working days, the Committee shall deliver to the President a report on the results of its investigation and recommended disciplinary action, if any

A record of all proceedings, the supporting documents, evidence presented, the Whistleblower Report Form, the explanation or response of the Accused and Committee report shall be maintained and kept with the Office of the President.

E. Decision

Within seven (7) calendar days from the receipt of the Committee report and recommendation, the President shall issue his/her decision. The President may approve/reject the recommendation/s, in whole or in part, modify the same or direct that further investigation be conducted. The President's decision shall be in writing, stating the basis thereof.

IV. Written Policy Dissemination

All Constituents of Getwell Health Systems, Inc. shall receive a copy of this Policy upon approval of the same by the Board of Directors. A copy of this Policy shall likewise form part of the records of the Corporate Secretary and may be reviewed and examined upon reasonable request within office hours.

Getwell Health Systems, Inc.