EastWest Healthcare

June 30, 2026

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Adolfo V. Neri, Jr.
IC Administrative Assistant I
Administrative Division
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Hon. Atty. Reynaldo Averilla Regalado
Insurance Commissioner
Insurance Commission
1071 United Nations Avenue
Ermita Manila, Philippines

Dear Atty. Regalado,

We are pleased to submit the **ANNUAL CORPORATE GOVERNANCE REPORT** (ACGR) of EastWest Healthcare, Inc. for the year 2025.

Thank you.

Sincerely,

NICOLE G. DIAZ
Compliance Officer
EASTWEST HEALTHCARE, INC.

ANNUAL CORPORATE GOVERNANCE REPORT

OF

EASTWEST HEALTHCARE, INC.

for the year

2025

ANNUAL CORPORATE GOVERNANCE

REPORT OF EASTWEST HEALTHCARE, INC.

1. **For fiscal year ended December 31, 2025**

2. **Certificate Authority Number HMO-2026-11R**

3. **Makati City, Metro Manila, Philippines**
   Province, Country or other jurisdiction of incorporation of organization.

4. **6F Makati Executive Center V.A. Rufino cor. L.P. Leviste St.,**
   Salcedo Village, Makati City 1209
   Address of the Principal Office Postal Code

5. **(02) 8817-3333**
   Company's telephone number includes area code.

6. **www.eastwesthealthcare.com.ph**
   Company's official website.

7. **(NOT APPLICABLE)**
   Former name, former address and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent working board to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry or sector.	COMPLIANT	EastWest Healthcare, Inc.'s (EWHCI) Board represents an appropriate mix of competence and expertise relevant to the company's industry. The Board is composed of directors with collective working knowledge and experience that is relevant to the Company's industry. The academic qualifications, industry knowledge, professional experience, and relevant training of directors can be seen on the Company's website. **Links/References:** **Board of Directors Profile** The Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities & respond to the needs of the organization. The qualification standards for directors to facilitate the selection of potential nominees and to serve as the benchmark for the evaluation of their performance is embodied in the Corporate Governance Principles and Policies.	
2. Board has an appropriate mix of competence and expertise.	COMPLIANT		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT		

		Links/References: **[Corporate Governance Principles and Policies]**	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	NON-COMPLIANT	The updated Members of the Board are composed of eight (9) Directors. The Board seat has a composition of two (2) Non-Executive Directors, four (4) Executive Directors and two (3) Independent Directors. The list of Board Members can be found on the Company's Website (Corporate Governance - Board Matters). **Links/References:** **Members of the Board** **Board of Directors Profile**	EastWest Healthcare, Inc., was established primarily as a family corporation where the stocks are held exclusively by family members. Its business is managed by members of the Board who are also majority stockholders.
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training directors.	COMPLIANT	EastWest Healthcare, Inc. policy on training of directors, orientation programs for new directors and continuing training are provided in Section J in Corporate Governance Principles and Policies. **Link/References:** **Corporate Governance Principles and Policies**	
2. Company provides in its Board Charter or Manual on Corporate Governance and orientation program for first time directors.	COMPLIANT		

3. Company has relevant annual continuing training for all directors.	PARTIALLY COMPLIANT	The Executive Directors have consistently participated in annual training sessions. They are constantly informed about the changes in the business and regulatory requirements and associated risks that can impact on the Company, with the exception of the Independent Directors and Non- Executive Directors. **Link/References:** **Corporate Governance Principles and Policies**	The Members of the Board are committed to resuming their participation in these essential training courses this year 2026, in alignment with the requirements of the Annual Corporate Governance Report (ACGR).
Recommendation 1.4			
1. Board has a policy on board diversity.	COMPLIANT	In alignment with the Company's commitment to promoting diversity and inclusion, the Board of Directors is composed of a diverse group of individuals. This includes diversity in age, culture, skills, competence, and knowledge. The updated Member of the Board consists of four (3) female and four (5) male members. This gender diversity underscores the Company's dedication to ensuring varied perspectives and balanced decision-making at the highest levels of governance. **Link/References:** **Board of Directors**	
Recommendation 1.5			

1. Board is assisted in its duties by a Corporate Secretary.	COMPLIANT	The Board is assisted by a Corporate Secretary who is a separate individual from the Compliance Officer. The duties and responsibility of the Corporate Secretary are in Company's Corporate Governance Principles and Policies. **Link/Reference:** **Corporate Governance Principles and Policies**	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT		
3. Corporate Secretary is not a member of the Board of Directors.	NON-COMPLIANT	The Board appointed Atty. Joy Marie Gabor Tolentino as a Corporate Secretary who is also a Board member.	EastWest Healthcare, Inc., was established primarily as a family corporation where the stocks are held exclusively by family members. Its business is managed by members of the Board who are also majority stockholders.
4. Corporate Secretary attends training/s on corporate governance.	NON-COMPLIANT		The Corporate Secretary are committed to resuming their participation in these essential training courses this year 2026, in alignment with the requirements of the Annual Corporate Governance Report (ACGR).
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	The Board is assisted by a Compliance Officer. The duties and responsibilities of the Compliance Officer are documented in the Company's Corporate Governance Principles and Policies. **Link/Reference:** **Corporate Governance Principles and Policies**	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT		

3. Compliance Officer is not a member of the board.	COMPLIANT	The Board appointed Ms. Wilmari Hersheyl A. Porciuncula as the Compliance Officer for the year 2024. Ms. Porciuncula held a rank equivalent to Vice President and was not a member of the Board. In July 2025, Ms. Porciuncula resigned from her position as Compliance Officer. Thereafter, the Board appointed Ms. Milani Gumapac as the temporary Compliance Officer, effective 29 August 2025. Subsequently, on 11 November 2025, the Board appointed Mr. Irish Tom Tolentino, Chief Financial Officer (CFO), as the Interim Compliance Officer. Thereafter, on 20 May 2026, the Board appointed Ms. Nicole Diaz as the Compliance Officer of the Corporation, effective immediately. **Link/Reference:** SEC CERT COMPLIANCE OFFICER	
4. Compliance Officer attends training/s on corporate governance annually.	COMPLIANT	Ms. Nicole Diaz has attended a session Certification Course for Compliance Officers offered by Institute of Corporate Directors. Ms. Nicole attended the Corporate Governance Orientation Program organized by the Institute of Corporate Directors. **Link/Reference:** Corporate Governance Training eCertificate CGOP -Diaz, Nicole G Corporate Governance Principles and Policies	

Establishing Clear Roles and Responsibilities of the Board			
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	The Board of Directors review and deliberate on all matters requiring approval during the regular meeting or special meetings. The Board fulfills their duties and responsibilities guided by the Corporate Governance Policies and Principles, By-Laws and Committees Charter. **Links/References:** Corporate Governance Principles and Policies Committee Charters	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	The Board oversee the development of and approve the Company's business objective and strategy, and monitor its implementation, to sustain the company's long-term viability and strength. The Roles and Responsibilities of the Board are found in the Corporate Governance Policies and Principles and Committee Charters. **Links/References:** Corporate Governance Principles and Policies Committee Charters	
2. Board oversees and monitors the implementation of the company's business objectives and strategy in order to sustain the company's long-term viability and strength.	COMPLIANT		

Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	The duties and responsibilities of the Chairwoman of the Board are provided in Corporate Governance Principles and Policies. The current Chairwoman of the Board is Mrs. Rustie Angeles C. Porciuncula. The information of the Chairwoman can be seen in the Members of the Board as posted on the Company Website. **Links/References:** Corporate Governance Principles and Policies Chairwoman Profile	
Recommendation 2.4			

1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	The Board adopts an effective succession planning program for directors, key officers and management to ensure growth and continued increase in the shareholder's value. The Corporate Governance Principles and policy contain the information on the Company's succession plan and retirement policies and programs. **Links/References:** Corporate Governance Principles and Policies	
2. Board adopts a policy on the retirement of directors and key officers.	COMPLIANT	**Links/References:** Corporate Governance Principles and Policies	
Recommendation 2.5			
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	COMPLIANT	Section G of the Corporate Governance Principles and Policies contain policy on Remuneration. **Links/References:** Director's Remuneration Renumeration Committee Charter	
2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT		
Recommendation 2.6			

1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	The Corporate Governance Principles and Policies contain policy on Board nomination, election policy and qualification of the Directors. The Nominating Committee Charter provides information on the review and selection process of nominated candidates based on the determined qualifications of the Directors. **Links/References:** Qualifications of the Board of Directors Nominating Committee Charter	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT		
3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.	COMPLIANT		
4. Board nomination and election policy includes how the board reviews nominated candidates	COMPLIANT		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT		
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there are a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	The Corporate Governance Policies and Principles contain information on Related Party Transaction. All material RPTs are reviewed and approved by the Board. The Company's Board has overall responsibility for ensuring that there are a group wide policy and system governing related party transactions align with the IC CL 2017-29 Guidelines on Related Party Transactions.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile, and complexity of operations.	COMPLIANT		

		Links/References: Corporate Governance Principles and Policies	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive) as contain in the Corporate Governance Principles and Policies Section IV Functions. Duties and Responsibilities of the Board of Directors. **Link/Reference:** Corporate Governance Principles and Policies Executives and Management Team	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive). as contain in the Corporate Governance Principles and Policies Section IV Functions. Duties and Responsibilities of the Board of Directors. **Link/Reference:** Corporate Governance Principles and Policies	

Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management, including the Chief Executive Officer performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	The Board ensures that Management, including the Chief Executive Officer performance is at par with the standards set by the Board and Senior Management as contain in the Corporate Governance Principles and Policies Section IV Functions, Duties and Responsibilities of the Board of Directors. **Link/Reference:** [Corporate Governance Principles and Policies]	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		
Recommendation 2.10			
1. Board oversee that an appropriate internal control system is in place.	COMPLIANT	The Board of Directors ensures an effective and efficient internal control system and that covers every	

2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	aspect of its operations, and complies with related laws, rules and regulations as contained in Section E of Corporate Governance Principles and Policies. **Links/References:** Corporate Governance Principles and Policies Internal Audit Committee Charter	
3. Board approves the Internal Audit Charter.	COMPLIANT	The Company has an Internal Audit Charter in place approved by the Board. **Link/Reference:** Internal Audit Charter	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	The Board oversee that a sound enterprise risk management (ERM) framework is in place to effectively identify, monitor, assess and manage key business risks. The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. **Link/Reference:** Functions, Duties and Responsibilities of the Board of Directors Risk Management Committee Charter	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT		

Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	COMPLIANT	The Board's role, responsibilities and accountabilities are contained in the Company's Corporate Governance Principles and Policies which are posted on the Company's Website. **Link/Reference:** Corporate Governance Principles and Policies Committee Charters	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		
Establishing Board Committees			
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	The company's Corporate Governance Principles and Policies contain the Sub-committees of the Board. **Links/Reference:** Corporate Governance Principles and Policies Board Committees	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	The company's Corporate Governance Principles and Policies contain the Sub-committees of the Board. The Audit Committee is composed of three (3) non-executive	

2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	directors and two (2) executive directors. The members of the Audit Committee have relevant background, knowledge, skills and/or experience in the areas of accounting, finance and auditing. The Chairman of the Audit Committee is an independent Director and not designated as Chairman of the Board.	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT		
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT		
		Links/Reference: Corporate Governance Principles and Policies Board Committees Charter Audit Committee Member Profile	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	The company's Corporate Governance Principles and Policies contain the Sub-committees of the Board including the Corporate Governance and Nomination Committee and Renumeration Committee. The profile and information of the	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	COMPLIANT		

3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	Chairperson are detailed in the Member of the Board Profile. **Links/Reference:** Corporate Governance Principles and Policies Member of the Board Profile Committee Charter	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	The company's Corporate Governance Principles and Policies contain the Sub-committees of the Board including the Risk Management Committee. The profile and information of the Chairperson are detailed in the Member of the Board Profile.	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	COMPLIANT		
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	COMPLIANT	**Links/Reference:** Corporate Governance Principles and Policies Member of the Board Profile Committee Charter	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT		
Recommendation 3.5			

1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	COMPLIANT	The company's Corporate Governance Principles and Policies contain the Sub-committees of the Board. **Links/Reference:** Corporate Governance Principles and Policies Member of the Board Profile Committee Charter	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	COMPLIANT	Company's Corporate Governance Principles and Policies contain the Sub-committees of the Board. **Links/Reference:** Corporate Governance Principles and Policies Member of the Board Profile Committee Charter	
Recommendation 3.6			
1. All established committees have a Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	The Committee Charter clearly defines the roles and accountability of each committee to avoid any overlapping functions, which aims at having a more effective board for the company. The Committee	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT	Charters are fully disclosed in the company website. Assessment of the effectiveness of the performance of the Board	

3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	Committees is provided by the Committee Charters. **Link/Reference:** Committee Charters	
Fostering Commitment			
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	The directors attend and actively participate in all meetings of the Board, Committees, and Shareholders in person or through tele /Videoconferencing conducted in accordance with the rules and regulations of the Commission.	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	The directors review meeting materials for all Board and Committee meetings. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings. **Link/Reference:** Corporate Governance Principle and Policies Committee Charters	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT		
Recommendation 4.2			

1. Non-executive directors concurrently serve as directors to a maximum of five Insurance Commission Regulated Entities (ICREs) and publicly listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views and oversee the long-term strategy of the company.	COMPLIANT	Non- Executive directors of the Company do not hold directorships in another company. The Corporate Governance Principle and Policy contain information on the Qualifications of the Independent Directors. **Links/References:** Qualifications of Independent Directors	
Recommendation 4.3			
1. The directors notify the company's board where he/she is an incumbent director before accepting directorship in another company.	COMPLIANT	The Directors of the Company do not hold directorships in another company.	
Reinforcing Board Independence			
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board is composed of at least twenty (20%) independent directors.	COMPLIANT	20% of the Board is comprised of Independent Directors. Company has the following board members: Non-Executive Director Rustie Angeles C. Porciuncula Atty. Joy Marie Tolentino Executive Director Jason C. Porciuncula Orbivitano R. Diaz Irish Tom Tolentino Dr. Rod Ken Lascano Independent Director Sonia Batucan Samuel Baltazar Atty. Timothy David **Link/Reference:** Board of Directors	
Recommendation 5.2			

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	The independent directors possess all the qualifications and none of the disqualifications to hold the positions. The Company Corporate Governance Principle and Policy contain the qualifications of the Independent Directors. **Link/Reference:** Qualifications of Independent Directors	
Recommendation 5.3			
1. The independent directors serve for a maximum cumulative term of nine years. As far as Insurance companies are concerned, the foregoing term limit shall be reckoned from 02 January 2015 while the reckoning date for Pre-Need Companies and Health Maintenance Organizations shall be from 21 September 2016. For other covered entities, all previous terms served by existing independent directors prior to the effectivity of this circular shall not be included in the application of the term limit prescribed in this item.	COMPLIANT	No Independent Directors have served for more than the maximum cumulative of nine (9) years. The current Independent Directors are currently within term limits. The Company started the election for Independent Directors in the year 2019. **Link/Reference:** Corporate Governance Principles and Policies	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT		

3. In the instance that the company retains an independent director in the same capacity after nine years, the board submits to the Insurance Commission a formal written justification and seeks shareholders' approval during the annual shareholders' meeting.	COMPLIANT		
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	The company's Chairwoman of the Board and Chief Executive Officer are held by separate individuals and have clearly defined responsibilities as contained in the Corporate Governance Principle and Policies. **Links/References:** Board of Directors Profile Executive and Management Team Corporate Governance Principle and Policies	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT		
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director or where the roles of the Chairman and CEO are being held by one person, the Board should designate a lead director among the independent directors.	COMPLIANT	The Company's Chairwoman of the Board and Chief Executive Officer are held by separate individuals. The Chairwoman is not an independent director but a non-executive director.	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.	COMPLIANT	For 2024-2025, there are no deliberations involved in a conflict of interest, hence no abstention was required.	

Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive directors being present to ensure that proper checks and balances are in place within the corporation.	COMPLIANT	As contained in the Committee Charter, the committee may meet with the external auditor and heads of the internal audit, compliance and risk functions, without any management/executive directors present to ensure that proper checks and balances are in place within the corporation. **Link/Reference:** Committee Charter	
2. The meetings are chaired by the lead independent director.	COMPLIANT		
Assessing Board Performance			
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. The Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	Assessment of Performance of the Board is contained in the Corporate Governance Principle and Policy. This assessment includes an evaluation of each director's independence. **Link/Reference:** Corporate Governance Principle and Policy	
2. The performance of the Chairman is assessed annually by the board	COMPLIANT		
3. The performance of the individual member of the Board is assessed annually by the Board.	COMPLIANT		
4. The performance of each committee is assessed annually by the Board.	COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	NON-COMPLIANT		The Board shall evaluate the need to engage an external facilitator.
Recommendation 6.2			

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	The assessment criteria are based on the mandates, functions, roles, and responsibilities provided in the Board and Committee Charters.	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	The shareholders are members of the Board who are required to participate in the performance evaluation. **Link/Reference:** Corporate Governance Principle and Policy Committee Charters	
Strengthening Board Ethics			
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provides standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders. The Code of Ethics and Business conduct is disclosed and made available to the public through the company website and company intranet. **Link/Reference:** Code of Ethics and Business Conduct	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT		
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT		
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	The Company has the Code of Ethics and Business Conduct and Employee Handbook which contains the Code	

2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT	of Discipline. All employees are required to comply with the Code of Conduct. The Employee Handbook was provided for all employees and made available through the company intranet.	
		Link/Reference: Code of Ethics and Business Conduct	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	The Corporate Governance Principles and Policy Section D contain the Policy on Information Disclosure, Transparency, and Financial. The company's audited financial statements and other disclosures are made available in the company website. **Links/References:** Audited Financial Statement Corporate Governance Principles and Policy Corporate Disclosures	

Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	Board fully discloses all relevant and material information on individual Board Members to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment. **Links/References:** Board of Directors Profile Executive and Management Team	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	The Corporate Governance Principles and Policy Section G contain the Policy on Remuneration. This policy is made available in the company website. **Links/Reference:** Remuneration Policy	
Recommendation 8.4			

1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code	COMPLIANT	The Corporate Governance Principles and Policy Section G contain the Policy on Remuneration. This policy is made available on the company website. **Links/Reference:** Remuneration Policy	
2. Company provides a clear disclosure of its policies and procedure for setting Executive remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code	COMPLIANT	The Corporate Governance Principles and Policy Section G contain the Policy on Remuneration. This policy is made available on the company website. **Links/Reference:** Remuneration Policy	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	COMPLIANT	Board of Directors and executives' compensation are included in the AFS. Independent Directors receive Honorarium and are booked as Directors Fees. **Link/Reference:** Audited Financial Statement	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	Under the Corporate Governance Policies and Principles, all material RPTs are reviewed and approved by the Board. All related-party transactions are executed with	

		caution and guided judgment and are properly documented. The Company's Board has overall responsibility for ensuring that there are group wide policy and system governing related party transactions align with the IC CL 2017-29 Guidelines on Related Party Transactions. **Links/References:** Corporate Governance Principles and Policies	
2. Company discloses material or significant RPTs in its Annual Company Report or Annual Corporate Governance Report, reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders' meeting during the year.	COMPLIANT	The Company's material RPTs and outstanding balances with related parties are disclosed in Audited Financial Statements. **Link/Reference:** Audited Financial Statement	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Company's corporate governance policies, programs and procedures are contained in Corporate Governance Principle and Policies. This is made available on the company website. **Link/Reference:** Corporate Governance Principle and Policies Company Website	
2. Company's MCG is posted on its company website.	COMPLIANT		
Strengthening the External Auditor's Independence and Improving Audit Quality			

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	The Committee Charter contains the process for approving and recommending the appointment, reappointment, removal, and fees of external auditors. **Link/Reference:** Audit Committee Charter Corporate Governance Principle and Policies	
2. The appointment, reappointment, removal, and fees of the external auditor are recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	COMPLIANT	The majority of shareholders usually ratify the appointment, reappointment, removal, and fees of the external auditor. There was no change in the external auditor.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT		
Recommendation 9.2			

1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	COMPLIANT	Audit Committee Charter included the Audit Committee's duties and responsibility in assessing the integrity and independence of external auditors and reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis. **Link/Reference:** Audit Committee Charter	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	**Link/Reference:** Audit Committee Charter	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	There are no non-audit services performed by our external auditors.	

2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	**Link/Reference:** Audit Committee Charter	
Increasing Focus on Non-Financial and Sustainability Reporting			
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues. **Links/References:** Policy Disclosure Environmental Policy Corporate Social Responsibility Policy	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	NON-COMPLIANT		The Company intends to adopt a globally recognized standard/framework in reporting sustainability and non-financial Issues.
Promoting comprehensive and cost-efficient access to relevant information			
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			

1. The company should have a website to ensure a comprehensive, cost efficient, transparent and timely manner of disseminating relevant information to the public.	COMPLIANT	Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any. **Links/References:** www.eastwesthealthcare.com.ph	
Internal Control System and Risk Management Framework			
Principle 12: To ensure integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	The Company has an effective internal control system that embodies management oversight and control of culture, risk recognition and assessment, control activities, information and communication, monitoring activities and correcting deficiencies. The company's framework includes identification, sourcing, measurement, evaluation, mitigation and monitoring of risk. **Link/Reference:** Risk Management Committee Charter	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT		
Recommendation 12.2			

1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	COMPLIANT	The Company have in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations. The Internal Audit is in-house.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	The Head of Internal Audit oversee and is responsible for the internal audit activity of the organization.	
2. CAE oversee and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.	COMPLIANT		
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	The Internal Audit Group of the Company is in-house.	
Recommendation 12.4			
1. The Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	Provide information on company risk management function. **Link/Reference:** Risk Management Policy	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT	Provide information on company risk management function. **Link/Reference:** Risk Management Policy	

2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT	**Link/Reference:** Risk Management Policy	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Provide links or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed. **Link/Reference:** Corporate Governance Principle and Policy	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	Provide link to company's website **Link/Reference:** https://eastwesthealthcare.com.ph/	
Recommendation 13.2			

1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 21 days before the meeting.	COMPLIANT	Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information. Notice of Annual Stockholders/Board of Directors Meeting is sent for at least 14 days. **Link/Reference:** Policies Related to Stockholders: Stockholders Rights and Stockholders Meetings	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	COMPLIANT	Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM. **Link/Reference:** Policies Related to Stockholders: Stockholders Rights and Stockholders Meetings	

2. Minutes of the Annual and Special Shareholders' Meetings are available on the company website within five business days from the end of the meeting.	COMPLIANT	Provide links to minutes of meeting on the company website. Indicate voting results for all agenda items, including approving, dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll. Include whether there was opportunity to ask questions and the answers given, if any 06.13.25 MINUTES OF 2025 ANNUAL SHAREHOLDER'S MEETING https://eastwesthealthcare.com.ph/corporate-governance	
1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	The alternative dispute mechanism is included in the company's Corporate Governance Principle and Policies Section C Specific Duties and Responsibilities of the Directors.	
		Link/Reference: Corporate Governance Principle and Policies	

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	The alternative dispute mechanism is included in the company's Corporate Governance Principle and Policies Section C Specific Duties and Responsibilities of the Directors. **Link/Reference:** Corporate Governance Principle and Policies	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	These are the Company's stakeholders: • Shareholders • Employees • Client Companies/Individuals • Accredited Doctors and Dentists • Accredited Hospitals and Clinics • Community • Other Stakeholders such as creditors and suppliers **Link/Reference:** Corporate Governance Principles and Policies	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	The Company implements policies and activities that protect the rights and promote the interest of its various stakeholders. **Link/Reference:** Corporate Governance Principles and Policies	

Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	Various stakeholders can communicate with the company using contact information as posted on the company website. **Link/Reference:** https://eastwesthealthcare.com.ph/	
Encouraging Employees' Participation			
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance. **Links/References:** Corporate Governance Principle and Policies Code of Business Ethics and Conduct	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct. **Link/Reference:** Anti-Corruption Policy Code of Business Ethics and Conduct	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	The Company disseminates the policy and program through Company Intranet. Email Communication and Company Website.	

		Link/Reference: https://eastwesthealthcare.com.ph/	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	COMPLIANT	Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees. **Link/Reference:** Corporate Governance Principle and Policies	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT		
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT		
Encouraging Sustainability and Social Responsibility			
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			

1. Company recognizes and places importance on the interdependence between business and society and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	EastWest Healthcare, Inc. recognizes the importance of sustainability and social responsibility in creating long-term value for its stakeholders. As a healthcare organization, the Company supports community well-being through accessible healthcare services, medical missions, health awareness initiatives, and wellness programs. EWHCI likewise promotes environmental responsibility through resource conservation, waste reduction, paperless initiatives, and employee participation in corporate social responsibility and volunteer activities that benefit public health, the environment, and the community. **Link/Reference:** TREE PLANTING CERTIFICATE **Link/Reference:** Corporate Governance Principle and Policies Code of Business Ethics and Conduct	In 2026, EastWest Healthcare, Inc. will conduct its Tree Planting Activity, bringing employees together in a meaningful initiative to contribute to environmental preservation & social responsibility. Through this activity, participants will actively support reforestation efforts & promote sustainability, reflecting Company's commitment to creating a positive impact on the environment & communities it serves. As part of its CSR initiatives, EWHCI will also collaborate in a Medical Mission in Brgy. Duquit, Pampanga. The activity will provide free general medical consultations, medicines, & vitamins to community residents, helping improve access to basic healthcare services & promoting overall wellness. These initiatives demonstrate EastWest Healthcare's continued dedication to environmental stewardship, community development, and improving the quality of life of the people it serves.

CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records.

Sign in the City of ____________________ in the ____________________ of ____________________, 2025.

RUSTIE ANGELES C. PORCIUNCULA
CHAIRMAN OF THE BOARD

ORBIVITANO R. DIAZ
PERESIDENT/CEO

ATTY. JOY MARIE TOLENTINO
CORPORATE SECRETARY

NICOLE G. DIAZ
COMPLIANCE OFFICER

SONIA HERMOSISIMA-BATUCAN
INDEPENDENT DIRECTOR

SAMUEL B. BALTAZAR
INDEPENDENT DIRECTOR

ATTY. TIMOTHY DAVID
INDEPENDENT DIRECTOR

Subscribed and sworn to before me this ______________ day of ____________, 2025, by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification documents as follows:

NAME	I.D. No.	DATE/ PLACE ISSUED
1. RUSTIE ANGELES C. PORCIUNCULA	N 46572	12/09/15
2. ORBIVITANO R. DIAZ	P34III38C	2023/03/01
3. ATTY. JOY MARIE TOLENTINO	D04-14-019774	2023/08/24
4. NICOLE G. DIAZ	P4916118C	2023/08/05
5. SONIA HERMOSISIMA-BATUCAN	R-08284	Las Pinas City
6. SAMUEL B. BALTAZAR	D01-87-025	2024/04/01
7. ATTY. TIMOTHY DAVID		

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