

**MINUTES OF 2026 ANNUAL SHAREHOLDERS' MEETING**

**SUBJECT: Annual Shareholders' Meeting of Eastwest Healthcare, Inc.**

- **Date:** 5 June 2026 (Friday)
- **Time:** 10:30 AM to 4:30 PM
- **Venue:** Unit 2008, 20th Floor, The Stiles Enterprise Plaza, Hippodromo Street corner Theater Drive, Circuit Makati, Makati City

**I. CALL TO ORDER**

The annual meeting of the Shareholders of EASTWEST HEALTHCARE, INC. ("Company") was called to order at 10:30 am on 5 June 2026 at Unit 2008, 20th Floor, The Stiles Enterprise Plaza, Hippodromo Street corner Theater Drive, Circuit Makati, Makati City. The meeting was presided over by the Corporate Secretary, Atty. Joy Marie G. Tolentino ("Corp. Secretary"). The latter likewise recorded the minutes of the proceedings.

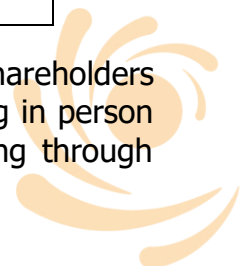
**II. ATTENDANCE AND DETERMINATION OF QUORUM**

<b>STOCKHOLDERS PRESENT AND REPRESENTED:</b>	<b>Email</b>
Rustie C. Porciuncula (online)	rcp@eastwesthc.com
Orbivitano R. Diaz	trd@eastwesthc.com
Jason C. Porciuncula	jcp@eastwesthc.com
Jay Irabon	jaypie.irabon@gmail.com
Irish Tom T. Tolentino	itt@eastwesthc.com
Raquel G. Diaz	Diaz.rocky168@gmail.com
Joy Marie G. Tolentino	jgt@eastwesthc.com

**OTHER ATTENDEES:**

Sonia Bermosisima-Batucan	Independent Director
Sam Baltazar	Independent Director
Timothy David	Independent Director

Prior to the meeting, Mrs. Rustie Porciuncula has informed the shareholders through the Corporate Secretary that she cannot attend the meeting in person due to health reasons. However, she is participating in the meeting through





videoconferencing and is able to hear the proceedings and participate therein. With the consent of the shareholders present, Mrs. Porciuncula shall be considered present for purposes of attendance and quorum, and her participation and votes on all matters submitted to the shareholders during this meeting shall be recognized and duly counted as valid.

There was no objection from any of the shareholders present. Hence, the same is hereby noted for the record.

Based on the number of Shareholders present representing percentage shares, a quorum was declared by the Corp. Secretary for the valid transaction of business.

### **III. MEETING AGENDA**

The following agenda items were taken up during the Annual Shareholders Meeting:

#### **1. Ratification of the Acts of the Board of Directors and Management for the Year 2025–2026**

The Corporate Secretary presented the different acts and resolutions of the Board from June 13, 2025, to date for voting by the shareholders. Upon motion duly seconded, the shareholders approved and ratified in all respects all acts, resolutions, decisions, transactions, and activities undertaken by the Board of Directors, Committees, Officers, and Management since the Annual Stockholders Meeting on June 13, 2025.

No objections received. Unanimously approved.

Therefore, the following shareholder resolution was approved and adopted:

#### **RESOLUTION NO. ASM-2026-01**

***"RESOLVED, to ratify all the acts and resolutions of the Board of Directors since the Annual Stockholders Meeting on June 13, 2025 until June 4, 2026."***



## 2. President's Report

President and CEO Mr. Tano R. Diaz presented his report highlighting the Company's accomplishments, challenges encountered, strategic initiatives undertaken, key developments, and outlook for the coming year.

Presented below are key excerpts and highlights from the President's discussion and report to the shareholders:

- **Building the Foundation for Operational Excellence and Scalable Growth**

EastWest is undertaking a company-wide transformation to strengthen operations, scale with discipline, and create durable long-term shareholder value.

- **Growth Created, Complexity Demanded a Response**

As EastWest expanded its membership base, client portfolio, and provider network, operational complexity increased. Higher volumes of LOAs, reimbursements, provider coordination, and claims management placed pressure on processes that were originally designed for a smaller organization.

This was a natural result of growth and success. To support continued expansion, management recognized the need for a more scalable and efficient operating model.

**Decision: Fix the Root Causes, Not the Symptoms.**

- **A Phased Approach to Operational Modernization**

EastWest's transformation began with a disciplined effort to fix the root causes of operational breakdowns, one phase at a time.

**Phase 1: Workflow Modernization**

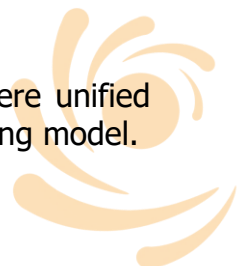
LAMS and MRMS were built to address LOA requests, reimbursement handling, and visibility. The focus was operational improvement, not technology for its own sake.

**Phase 2: The Integration Insight**

Digitization revealed the real opportunity: connecting the full availment-to-claims journey and unlocking end-to-end control.

**Phase 3: Ecosystem Convergence**

Providers, medical operations, claims, and service teams were unified into one coordinated environment. EHUC became the operating model.



#### **Phase 4: Disciplined Deployment (2026)**

The ecosystem is being scaled with governance, client adoption, provider integration, and accountability. Growth is being managed deliberately.

- **The Integration Imperative: Connecting the Entire Availment-to-Claims Journey**

As LAMS and MRMS demonstrated value, a sharper truth emerged: digitizing individual processes was not enough. The real advantage came from integration—unifying every stage of the member journey into one operating environment and enabling better business decisions.

EastWest rejected generic software in favor of solutions shaped by real operational needs. This founder-led, operations-first approach kept the transformation grounded in business needs and created a durable advantage beyond vendor-led automation.

#### **Key Insight:**

The shift from isolated workflow tools to an integrated ecosystem represents one of the most important operating decisions in EastWest's transformation journey.

- **EHUC: EastWest's Integrated Healthcare Operating Ecosystem**

One of the highlights of the President's report is the discussion of EHUC.

EHUC brings together the core operating modules that support authorization, reimbursement, enrollment, billing, utilization visibility, interim coverage, client connectivity, and rider coverage management.

#### **Core Modules**

LAMS — Authorization Management

MRMS — Reimbursement Management

EBMS — Enrollment & Billing Management System

UAMS — Utilization Analytics Management System

ICMS — Interim Coverage Management System

OCCP — Omnichannel Client Connect Platform

RCMS — Rider Coverage Management System

Seven modules. One operating ecosystem. Every function connected.

“The value of EHUC lies in bringing these capabilities together into one connected operating ecosystem, giving EastWest Healthcare Inc., better visibility, stronger coordination, and a more scalable operating foundation.”





- **A 2.3x Improvement in Operating Leverage — With More Members Served**

EastWest increased members per FTE from approximately 419 in the baseline period to approximately 984 in 2026, while membership grew from ~109K to ~123K.

**Improvement in Operating Leverage: 2.3x**

<b>Baseline Period 2022/2023</b>	<b>Current Period 2026</b>
Members Served: 109K	Members Served: 123K
FTE: 260	FTE: 125
Members per FTE: 419	Members per FTE: 984

This reflects a stronger operating model: EastWest is supporting membership growth through workflow modernization, integration, and disciplined execution—not through proportional workforce expansion.

- **The Roadmap Ahead: From Connected Operations to Intelligent Healthcare Management**

EHUC establishes the connected operating foundation. Around this foundation, EastWest is building strategic capability layers across pricing, underwriting, renewals, medical cost, utilization, reserve monitoring, benefit governance, client connectivity, service automation, and predictive analytics.

**Pricing & Underwriting Intelligence**

EPMS – EastWest Pricing Management System | PE-3 – Net Cost Governance

**Renewal & Business Monitoring**

RNBMS – Renewal & New Business Monitoring System | Sales & CRM Workbench

**Medical Cost, Utilization & Reserve Intelligence**

MNIMS – Medical Net Cost Intelligence & Monitoring System | MAIRS – Medical Approval IBNR Reserve System

**Benefit & Product Governance**

Benefit Catalog Governance

**Client Connectivity & Service Automation**

OCCP – Omnichannel Client Connect Platform | AI Ticket Triage





### **Utilization & Decision Analytics**

UAMS – Utilization Analytics Management System | Future Predictive Monitoring

- **For Board Consideration: Founder-Led Platform Contribution**

A significant portion of EastWest’s operating platform was conceived, shaped, and driven internally around the company’s actual HMO operating realities. This matter is being raised transparently for proper Board-level review and governance.

### **Platform Value Drivers**

#### **HMO-Specific Operating Logic**

Preserved EastWest’s actual workflows rather than adapting to generic vendor templates.

#### **Reduced Vendor Dependency**

Reduced reliance on external platforms for core HMO operating and management functions.

#### **Internal IP and Institutional Knowledge**

Created platform knowledge and intellectual property specific to EastWest’s operating model.

#### **Scalable Foundation**

Built an operating base designed to support future membership and portfolio growth.

#### **Governance Pathway**

Transparent disclosure • Independent valuation • Board review • Shareholder approval, if required.

- **A Stronger Operating Model, A Stronger Foundation for Value Creation**

#### **What Has Been Built**

##### **Integrated Ecosystem**

A unified strategic platform spanning the full availment-to-claims value chain.

##### **Operational Leverage**

A structural gain in members-per-employee productivity, creating durable scale advantage.





### **Scalable Infrastructure**

An enterprise-ready operating base designed to support growth without proportional cost escalation.

### **Strategic Governance**

A disciplined control framework that strengthens accountability, transparency, and decision quality.

### **What This Means for Shareholders**

EastWest has built a scalable and well-governed operating model that supports growth, operational efficiency, and long-term shareholder value.

- **EastWest Healthcare: Built to Grow, Built to Last**

### **Operational Excellence**

Integrated workflows and disciplined governance drive consistent execution.

### **Scalable Growth**

The operating model is built to absorb expansion efficiently.

### **Long-Term Value**

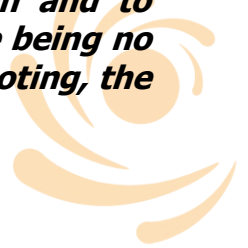
Transparency and accountability support durable shareholder returns.

- ✓ **Founder-Led Platform Contribution / Sweat Equity Proposal**

The President manifested his intention to seek Board-level consideration of an appropriate mechanism for recognizing his founder-led contribution to the establishment, development, and growth of the Company's platform, including the possibility of a sweat equity arrangement or similar form of equity-based recognition.

In the ensuing discussion, it was noted that the proposed Sweat Equity Option is a significant matter that may have substantial implications for the Company and its stakeholders. It was therefore suggested that the matter be discussed in a separate meeting, with proper notice given to all shareholders, to allow for a more comprehensive presentation, discussion, and evaluation of the proposal.

Upon the recommendation of the Corporate Secretary that the matter be formally recorded and referred for further consideration, ***a motion was duly made and seconded to devote Board-level consideration to the proposed Sweat Equity Option and to schedule a separate meeting for its discussion. There being no objection from any of the shareholders present and voting, the motion was unanimously approved.***



Accordingly, the matter was referred to the Board of Directors for further study and evaluation, with the understanding that a separate meeting shall be convened, with proper notice to all shareholders, to enable a thorough discussion of the proposal in light of its importance to EastWest Healthcare, Inc. and the industry in which it operates.

### **3. Chief Financial Officer's Report**

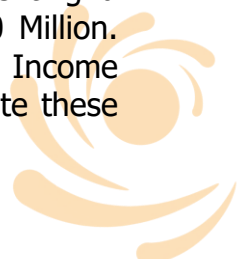
The Chief Financial Officer, Mr. Irish Tom T. Tolentino, presented the Company's financial performance, regulatory compliance status, and industry position for the year ended December 31, 2025.

The presentation commenced with a discussion of the Insurance Commission's capitalization and network requirements applicable to Health Maintenance Organizations (HMOs). It was reported that EastWest Healthcare, Inc. remains fully compliant with all regulatory requirements. The CFO highlighted that the Company maintains a paid-up capital of ₱75 Million. A compliance summary table was presented showing the Company's net worth position, liquidity ratios, risk-based capitalization metrics, and allowable membership fee capacity, all of which indicate compliance with regulatory standards.

The CFO likewise presented an industry benchmarking analysis comparing EastWest Healthcare, Inc. with other leading HMOs in the Philippines. The presentation included market share rankings, membership fee revenues, growth rates, operating expense ratios, gross profit margins, and profitability indicators. The data showed that EastWest continued to register growth in membership fee revenues and maintained favorable profitability metrics relative to industry averages, reflecting the Company's continued expansion and improving operational performance.

A series of financial statements and comparative schedules covering the period from 2017 to 2025 were likewise presented. The CFO explained that 2017 marked the year when EastWest Healthcare became subject to Insurance Commission regulation, making it an appropriate baseline for financial trend analysis. The schedules highlighted the Company's steady growth in assets, liabilities, equity, revenues, and earnings over the years. Particular emphasis was placed on the increase in shareholders' equity and the strengthening of the Company's overall financial position.

The CFO reported that, as of December 31, 2025, Cash and Cash Equivalents amounted to approximately ₱148.7 Million, representing a decrease from the prior year's balance of approximately ₱213.0 Million. Trade and Other Receivables decreased slightly, while Prepaid Income Tax and other current assets increased during the period. Despite these





movements, the Company maintained a strong financial position, with Total Equity increasing by approximately 35.97% compared to the previous year.

The Statement of Comprehensive Income for 2025 was also presented. The CFO noted that total revenues increased from approximately ₱930.7 Million in 2024 to approximately ₱1.094 Billion in 2025. Gross profit increased by approximately 42%, while net income improved by approximately 52%, reflecting stronger operational performance and improved profitability. Administrative expenses were reduced compared to the previous year, further contributing to the Company's positive financial results. The presentation also discussed the impact of reserve adjustments, including Unearned Premium Reserves (UPR) and claims reserves, on the reported figures.

The tentative net worth after 2025 AFS is expected to be 120M which will allow the Company to sell up to 1.2 billion.

In addition, the CFO presented operational efficiency indicators, including comparative analyses of operating expense ratios and gross profit margins against industry peers. The charts illustrated EastWest's continued efforts to manage operating costs while maintaining healthy profit margins and supporting the Company's growth objectives.

The CFO concluded that EastWest Healthcare, Inc. remains financially sound, adequately capitalized, fully compliant with Insurance Commission requirements, and well-positioned to support its strategic growth initiatives in the coming years.

#### **4. Approval of the 2025 Audited Financial Statements**

Upon motion duly made and seconded, the Audited Financial Statements for the year ended 31 December 2025, as presented and discussed during the meeting, were approved.

There being no objections from the shareholders present and voting, the following resolution was unanimously adopted:

#### **RESOLUTION NO. ASM-2026-02**

***"RESOLVED***, that the Audited Financial Statements of EastWest Healthcare, Inc. for the year ended 31 December 2025, as presented to the shareholders, be, as they are hereby, approved, confirmed, and adopted."

#### **5. Election of the Members of the Board of Directors**

Upon call for nominations, the following individuals were nominated for election as Directors of the Company:



- Rustie Angeles C. Porciuncula (RCP)
- Orbivitano R. Diaz (TRD)
- Jason C. Porciuncula (JCP)
- Irish Tom T. Tolentino (ITT)
- Joy Marie G. Tolentino (JGT)

No further nominations received and upon motion duly made and seconded, the nomination was declared closed.

Considering that the number of nominees was equal to the number of available positions on the Board, a motion was made and duly seconded to elect all the nominees as members of the Board of Directors for the ensuing term.

Therefore, the following shareholder resolution was approved and adopted:

**RESOLUTION NO. ASM-2026-03**

**"RESOLVED**, to elect the following as Directors of EastWest Healthcare, Inc. beginning today until their successors are elected and qualified:

- *Rustie Angeles C. Porciuncula (RCP)*
- *Orbivitano R. Diaz (TRD)*
- *Jason C. Porciuncula (JCP)*
- *Irish Tom T. Tolentino (ITT)*
- *Joy Marie G. Tolentino (JGT)*

Accordingly, the foregoing individuals were declared duly elected as members of the Board of Directors of EastWest Healthcare, Inc. for the ensuing term with **Mrs. Rustie Angeles C. Porciuncula (RCP)** as the duly elected as **Chairman of the Board**.

**6. Appointment of External Auditor for Fiscal Year 2026**

Upon motion made by the CFO and seconded, and there being no objection from the shareholders present and represented, **Alas Oplas & Co., CPAs** was unanimously retained as the Company's External Auditor for Fiscal Year 2026-2027. Thereafter, the following shareholder resolution was approved and adopted:

**RESOLUTION NO. ASM-2026-04**

**"RESOLVED**, to appoint Alas Oplas & Co., CPAs as the external auditor of EastWest Healthcare, Inc. for the fiscal year 2026-2027."



## **7. Appointment of Independent Actuary (Insurance Commission-Mandated) for Fiscal Year 2026**

Upon nomination by the CFO, duly seconded, and following the affirmative vote of the shareholders present and represented, with no objections raised or noted, **Miravite Consulting Group** has been retained as the Company's Independent Actuary and Consultant for the implementation of IFRS and EFRS.

Thereafter, the following shareholder resolution was approved and adopted:

### **RESOLUTION NO. ASM-2026-05**

*"RESOLVED, to appoint Miravite Consulting Group as the Independent Actuary and Consultant for the implementation of IFRS and EFRS."*

## **8. Appointment of Retirement Benefit Actuary for Fiscal Year 2026**

Upon nomination by the CFO, duly seconded, and following the affirmative vote of the shareholders present and represented, with no objections raised or noted, **ZALAMEA** has been appointed as the Company's Retirement Benefit Actuary.

Thereafter, the following shareholder resolution was approved and adopted:

### **RESOLUTION NO. ASM-2026-06**

*"RESOLVED, to appoint ZALAMEA as the Retirement Benefit Actuary."*

## **9. Appointment of Independent Board of Directors**

Upon nomination duly made and seconded, and there being no objection from any of the shareholders present and represented, the following individuals were unanimously elected and appointed as Independent Directors of the Company for the ensuing term:

- Mr. Samuel Baltazar
- Atty. Timothy David
- Ms. Sonia Hermosisima-Batucan

Thereafter, the following shareholder resolution was approved and adopted:



**RESOLUTION NO. ASM-2026-07**

*"RESOLVED, to appoint the following as Independent Directors of Eastwest Healthcare, Inc.:*

*Mr. Samuel Baltazar  
Atty. Timothy David  
Ms. Sonia Hermosisima-Batucan"*

**10. Election of Corporate Officers for 2026–2027**

Upon nomination duly made and seconded, and there being no objection from any of the shareholders present and represented, the following were elected as Corporate Officers of the Company for the term 2026–2027:

- **Orbivitano R. Diaz** – President and Chief Executive Officer (CEO)
- **Irish Tom T. Tolentino** – Treasurer and Chief Financial Officer (CFO)
- **Jason C. Porciuncula** – Executive VP for Sales and Marketing
- **Joy Marie G. Tolentino** – Corporate Secretary
- **Dr. Rod Ken Lascano** – Medical Director
- **Nicole G. Diaz** – Compliance Officer

In addition, **Ahra Bandong** was reassigned as **VP for Provider Relations**, responsible for managing and strengthening relationships with healthcare providers.

There being no objections from the shareholders present and voting, the following resolution was unanimously adopted:

**RESOLUTION NO. ASM-2026-08**

*"RESOLVED, to appoint the following as Corporate Officers of EastWest Healthcare, Inc. beginning today until their successors are elected and qualified:*

- *Orbivitano R. Diaz – President and Chief Executive Officer (CEO)*
- *Irish Tom T. Tolentino – Treasurer and Chief Financial Officer (CFO)*
- *Jason C. Porciuncula – Executive Vice President for Sales and Marketing*
- *Joy Marie G. Tolentino – Corporate Secretary*
- *Dr. Rod Ken Lascano – Medical Director*
- *Nicole G. Diaz – Compliance Officer"*



### **11. Appointment of the Executive Committee (EXECOM)**

Upon motion duly made and seconded, and there being no objection from any of the shareholders present and represented, the appointment of the Executive Committee (EXECOM) was unanimously approved, with its composition remaining the same as the elected Corporate Officers of the Company.

### **12. Other Matters**

- Appropriation of ₱25 Million for the Continuing Development and Optimization of the Current Digital Platform. – Pending
- Initiation of the Withdrawal of Contributed Surplus – Management will prepare the necessary request letter and supporting documents for submission to the Insurance Commission (IC). – Pending
- Operations Matter: Salary Realignment for Senior Officers and Managers – The proposed salary realignment remains under deliberation and evaluation.

## **IV. ADJOURNMENT**

There being no further business to transact, the meeting was, upon motion duly made and seconded, thereupon adjourned.

CERTIFIED CORRECT:



*Joy Marie G. Tolentino*  
Corporate Secretary  
Eastwest Healthcare, Inc.

