

	<b>MPHHI</b> <b>CORPORATE GOVERNANCE POLICIES</b>		<b>MPHHI-CG02</b>	
			Revision No : 00	Page 1 of 11
Division: Legal and Compliance Department			Effectivity Date: July 21, 2021	
Subject: <b>CONFLICT OF INTEREST POLICY (COI POLICY)</b>				

**Section 1. Introduction**

Metro Pacific Hospital Holdings, Inc. (the "MPHHI" or the "Company"), as the owner and operator of the largest network of private hospitals in the country, has a duty to its stakeholders (i.e. stockholders and investors, directors, officers and employees, customers and business partners; the public it serves, and the government and regulators) to ensure that the principles of integrity, transparency, accountability and fairness are upheld in all transactions and official actions of the Company.

All Directors, Officers, Employees and Consultants (collectively "Company Personnel") are expected to execute their duties with the highest standard of ethics and integrity and adhere to the values and principles of the Company at all times. The Conflict of Interest Policy ("this Policy") sets out the Company's approach and guidelines on identifying and disclosing any actual or perceived conflict of interest situation that may arise during the execution of Company Personnel's duties towards the Company.

The objective of this Policy is to provide guidance to the Company Personnel on standards of conduct on various matters specifically with respect to conflict of interest while performing their entrusted roles and responsibilities, executing business decisions, and treating business opportunities, in the best interest of the Company and its various stakeholders. All Company Personnel are expected to adhere to this Policy and make required disclosures in the prescribed format (refer to Schedule I) and frequency (that is, in an annual basis), pertaining to their role within the Company.

**Section 2. Our Policy**

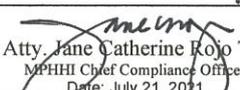
As a policy, transactions which are or may have the potential of being deemed as Conflict of Interest transactions are discouraged and must be avoided. All business decisions of the Company Personnel must be based on the best interest of the Company and its stakeholders and must not be motivated by personal considerations and other relationships that can interfere with their independent and impartial judgment.

**Section 3. Applicability**

- a. This Policy applies to, and shall be implemented by all Company Personnel.

Company Personnel may become involved in situations where their private interests or those of their Affiliates may conflict with the interest of MPHHI and/or its Subsidiaries<sup>1</sup> (the "Group"). It

<sup>1</sup> For purposes of this policy, the MPHHI Group of Companies ("Group") shall refer to MPHHI and its Subsidiaries or any individual member company of the Group.

Approved by:	
 Augusto P. Palisoc Jr. MPHHI President and CEO Date: July 21, 2021	 Atty. Jane Catherine Rojo Tiu MPHHI Chief Compliance Officer Date: July 21, 2021

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	<b>MPHHI</b> <b>CORPORATE GOVERNANCE POLICIES</b>		<b>MPHHI-CG02</b>	
			Revision No : 00	Page 2 of 11
Division: Legal and Compliance Department			Effectivity Date: July 21, 2021	
Subject: <b>CONFLICT OF INTEREST POLICY (COI POLICY)</b>				

is the obligation of each Company Personnel to avoid any actual or apparent Conflict of Interest between MPHHI and/or the Group and the Company Personnel and/or his Affiliate. At all times, Company Personnel must be loyal to the MPHHI and the Group.

This Policy sets standards to govern conduct in such situations.

b. It is the intention of the MPHHI Board of Directors that a similar policy shall be adopted and implemented by each MPHHI subsidiary, and the respective Presidents of these subsidiaries shall recommend the adoption of this Policy (or a similar policy) to their respective Boards of Director.

#### Section 4. Definitions

For purposes of this Policy,

a. **AFFILIATE** - any person, entity, organization, business, or venture with whom/which a Company Personnel has an affiliation, personal relationship or financial involvement. These include among others:

- i. Relatives (as hereinafter defined);
- ii. Associates (as hereinafter defined);
- iii. Corporations or firms where a Company Personnel and/or his Relative holds a position as director, officer or executive of such corporations or firms.
- iv. Corporations or firms where a Company Personnel and/or his Relative, either singly or collectively, holds/owns more than ten percent (10%) of the subscribed capital or equity of such corporations or firms.
- v. Corporations or firms wholly or majority owned or controlled by the corporation or firm where a Company Personnel and/or his Relative, either singly or collectively, holds/owns more than ten percent (10%) of the subscribed capital or equity of such corporations or firms.
- vi. Partnerships of which a Company Personnel or his Affiliate is a general partner.
- vii. A co-ownership in which a Company Personnel or his Affiliate is one of the co-owners of a property sold, assigned or leased to MPHHI or any company within the Group, except where the sale, assignment and/or lease covers only the other co-

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	<b>MPHHI</b> <b>CORPORATE GOVERNANCE POLICIES</b>		<b>MPHHI-CG02</b>	
			Revision No : 00	Page 3 of 11
Division: Legal and Compliance Department			Effectivity Date: July 21, 2021	
Subject: <b>CONFLICT OF INTEREST POLICY (COI POLICY)</b>				

owner's (who is not the Company Personnel or his Affiliate) undivided interest in the property.

b. ASSOCIATES - third parties with existing or previous close personal or business affiliation or relationship with a Company Personnel in view of which a Company Personnel's decisions or actions in the best interest of MPHHI and/or the Group is unduly affected or compromised.

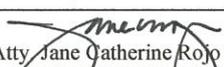
c. CONFLICT OF INTEREST - occurs when the private interest of a Company Personnel and/or his Affiliate interferes or appears to interfere in any way with the interest of MPHHI and/or the Group. It can arise when a Company Personnel has interests that may make it difficult to perform his or her work objectively and effectively regardless of whether or not he or his Affiliate receives or will receive Personal Benefit (as hereinafter defined). Conflict of interest can also arise when a Company Personnel and/or his Affiliate receives or will receive improper Personal Benefit from a transaction with MPHHI and/or the Group as a result of the Company Personnel's position in MPHHI and/or any company within the Group.

d. EMPLOYEE - any individual hired by MPHHI for salaries and/or benefits provided in regular amounts at stated intervals in exchange for services rendered personally for the Company's business on a regular basis and who does not provide such services as part of an independent business. This includes MPHHI's officers, executives, supervisors, rank and file, and, only for purposes of this Policy, other corporate officers under the Company's By-laws, temporary staff, casual employees, project employees or Subsidiaries' employees who also work for/serve MPHHI (e.g. on seconded basis).

e. CONSULTANTS - includes professional consultants, firms, partnerships, counsels, outsourced companies or such other professional entities or individuals rendering professional or specialized expert services to MPHHI and/or any company within the Group, as well as advisors of the Company who may be appointed by the Board of Directors or the President/CEO, or who act as representatives of the Company's investors, shareholders, affiliates or partners.

f. PERSONAL BENEFIT - refers to gain or advantage, whether material or non-material, directly or indirectly provided to or received by a Company Personnel and/or his Affiliate, such as financial gain, professional advancement, travel, facilities and/or accommodation benefits, entertainment, preferential treatment in personal transactions, and other similar advantages.

g. RELATIVES - relatives of up to the third civil degree, by consanguinity, affinity or legal adoption, including, spouse, parents, children (and their spouses), siblings (and their spouses), nieces and nephews (limited to children of brothers and sisters) [and their spouses], grandparents, and aunts and uncles (limited to brothers or sisters of parents); and a domestic partner and his relatives of up to third civil degree, by consanguinity, affinity or legal adoption.

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	<b>MPHHI</b> <b>CORPORATE GOVERNANCE POLICIES</b>		<b>MPHHI-CG02</b>	
			Revision No : 00	Page 4 of 11
Division: Legal and Compliance Department			Effectivity Date: July 21, 2021	
Subject: <b>CONFLICT OF INTEREST POLICY (COI POLICY)</b>				

**Section 5. Areas in which Conflict of Interest may arise**

The areas enumerated below are descriptive only and not exhaustive.

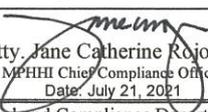
a. *Dealings with and as Suppliers, Contractors, Business Partners, Consultants and Third Parties.*

Company Personnel are enjoined from giving undue preferential treatment to any individual or entity with whom MPHHI and/or any company within the Group does business. Further, Company Personnel shall avoid circumstances that could, or could be reasonably expected to, impair their objectivity in the performance of their duties and obligations to MPHHI and/or any company within the Group. In this regard, Company Personnel are proscribed from participating in any part of the transactions, dealings or decision-making process with respect to any existing or potential supplier, contractor, business partner, or consultant of the Company in which they or their Affiliate have an interest, including any acts that may be deemed as seeking to influence any action or inaction with respect to such parties.

Authorized Employees shall select and deal with suppliers, contractors, business partners, consultants and third parties doing or seeking to do business with MPHHI and/or any company within the Group in an impartial and fair manner. In this connection, authorized Employees shall award and maintain contracts or transactions on arm's length commercial terms, based only on the best interest of MPHHI and/or the relevant company within the Group and under strict rules of fairness and confidentiality. The foregoing standards shall also be observed with respect to contracts and transactions between companies within the Group.

b. *Dealings with Company Personnel and Prospective Employees or Consultants*

Conflict of Interest can arise in a wide range of human resources matters, such as recruitment and selection, promotion, disciplinary procedures, staff development, performance review, benefits, and remuneration. In this area, Company Personnel shall ensure that they treat each other, as well as prospective employees/consultants, with respect, fairness, impartiality, and equal opportunity, including respect for varying views and individual ideas, regardless of rank, seniority, or relationship. Company Personnel shall avoid any action or inaction that gives undue preferential treatment or discriminates against any Company Personnel or prospective employee/consultant. In this regard, Company Personnel are proscribed from taking part in any decision-making process on human resources matters with respect to their Affiliates, including any action that may be deemed as seeking to influence any official action with respect to such Affiliates.

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	<b>MPHHI</b> <b>CORPORATE GOVERNANCE POLICIES</b>		<b>MPHHI-CG02</b>	
			Revision No : 00	Page 5 of 11
Division: Legal and Compliance Department			Effectivity Date: July 21, 2021	
Subject: <b>CONFLICT OF INTEREST POLICY (COI POLICY)</b>				

c. *Directorship, Executive Positions and Employment in Other Companies or Organizations*

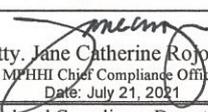
Company Personnel shall avoid accepting positions or employment or carrying out work outside of MPHHI or the Group where a Conflict of Interest or loyalty may arise and which may significantly affect the Company Personnel's efficiency in the performance of his duties and obligations to MPHHI and/or any company within the Group, or otherwise adversely affect his work for MPHHI and/or any company within the Group. For Employees and Consultants, the Human Resources Department ("HRD") shall prescribe the requirements and/or guidelines for permissible outside positions, employment, or work. For Directors, the requirements and conditions in this Policy shall be in addition to those contained in the MPHHI By-laws, Revised Manual on Corporate Governance, and other applicable laws, rules, and regulations.

d. *Use of Property, Services and Other Resources*

Company Personnel are expected to use the property, services, or other resources of MPHHI and/or the Group responsibly, efficiently, with care and only for purposes authorized or allowed under the policies or guidelines issued by MPHHI or any company within the Group, as the case may be. Accordingly, Company Personnel are reminded to avoid the more than inconsequential use of the property, services, or other resources of MPHHI or any company within the Group for their Personal Benefit or in any manner not solely for the benefit of MPHHI or the Group, unless the applicable policy or guidelines expressly allow personal use of such property, services or other resources (e.g. Company-issued executive cars, cellular phones, landlines, club rights, etc.). The HRD shall be responsible for releasing implementing guidelines with respect to the responsible use of Company-issued properties and/or rights. Further, Company Personnel shall refrain from taking advantage of the property, information of, or their positions in MPHHI or any company within the Group, or opportunities arising from these, for their Personal Benefit or to act against the best interest of MPHHI or the Group.

e. *Dealings with Dealers and Distributors of MPHHI Group's Products*

Conflicts of Interest may also arise in situations where Company Personnel and/or their Affiliates are or become dealers and/or distributors of the products and/or services of MPHHI and/or any company within the Group. Company Personnel shall ensure that they treat all dealers and/or distributors with respect, fairness, impartiality, and equal opportunity. Company Personnel shall avoid any action or inaction that gives undue preferential treatment or discriminates against any dealer, distributor, or potential dealer/distributor. In this regard, Company Personnel are proscribed from participating in any part of the transactions, dealings, or decision-making process with respect to any dealers or distributors in which they and/or their Affiliate have an interest, including any acts that may be deemed as seeking to influence any such action or inaction with respect to such dealers or distributors.

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	<b>MPHHI</b> <b>CORPORATE GOVERNANCE POLICIES</b>		<b>MPHHI-CG02</b>	
			Revision No : 00	Page 6 of 11
Division: Legal and Compliance Department			Effectivity Date: July 21, 2021	
Subject: <b>CONFLICT OF INTEREST POLICY (COI POLICY)</b>				

f. *Dealings with Customers or Clients*

Company Personnel shall ensure that they treat all customers and clients of MPHHI and the Group with respect, fairness, impartiality, and equal opportunity. Company Personnel shall avoid granting to their Affiliates preferential terms including discounts not ordinarily available to other customers/clients, from which Personal Benefit will be derived by such Affiliate.

g. *Prohibited Conflict of Interest Situations*

g.1. No Director or officer shall, in breach of his fiduciary duty to the Company, acquire or attempt to acquire directly or indirectly through an Affiliate any business opportunity in the line of the Company's business, in which the Company has an interest or a reasonable expectancy and which the Company is financially able to undertake, where the personal interest of the Director or officer will be in conflict with the interest of the Company.

g.2. The Company shall not, directly or indirectly, including through any Subsidiary or Affiliate, grant or arrange for any credit (or extensions thereof) in the form of personal loans to any Director or officer, unless allowed by applicable laws and regulations, or when sanctioned by a duly passed and approved Company policy.

h. *Other Examples of Situations which May Lead to Conflict of Interests*

1. Being a relative of government official who may have dealings with MPHHI or the Group.
2. Having a reporting relationship with a family member.
3. Employment of relatives within the Company or the Group.
4. Being the hiring decision maker of any relative.

**Section 6. What needs to be done**

Company Personnel shall not engage in any activity that may give rise, or may be perceived to give rise to, a Conflict of Interest. All Company Personnel must disclose in writing any actual or potential instances and/or situations where they may have a Conflict of Interest or the appearance of a Conflict of Interest to the relevant authorities specified herein, as soon as they become aware of such actual or potential instances and/or situations. Depending on the nature of the conflict situation, conflicted Company Personnel may be mandated to comply with other requirements.

In situations where the Conflict of Interest in business transactions cannot be avoided or where a particular business transaction has the potential of being categorized as a Conflict of Interest business transaction or official action, the Company Personnel concerned shall immediately

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	<b>MPHHI</b> <b>CORPORATE GOVERNANCE POLICIES</b>	<b>MPHHI-CG02</b>	
		Revision No : 00	Page 7 of 11
Division: Legal and Compliance Department		Effectivity Date: July 21, 2021	
Subject: <b>CONFLICT OF INTEREST POLICY (COI POLICY)</b>			

make a full written disclosure, using the form attached in Schedule II of such transaction and his or his Affiliate's private interest in the transaction or official action, as follows:

a.1. For Directors

To: The Board of Directors through its Chairman  
Cc: Chief Compliance Officer

a.2. For Officers

To: The President  
Cc: Head of HRD and Chief Compliance Officer

a.3. All Employees except Officers

To: The Department Head  
Cc: Head of HRD and Chief Compliance Officer

a.4. For Consultants

To: The Department Head of the business unit for which the Consultant renders professional service  
Cc: Head of HRD and Chief Compliance Officer

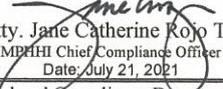
The Company Personnel concerned shall likewise inhibit himself from any direct or indirect participation or involvement at any stage of the transactional process flow and cannot sign any paper or document related to the transaction.

**Section 7. Disclaimer**

This Policy does not address every possible form of conflicts of interest and it is expected that all Company Personnel shall apply their best judgement to comply with the principles set forth in the Policy letter and spirit in relation to situations not specifically covered herein. In case of any question or doubt on interpretation or anomaly, the Company Personnel shall seek necessary clarification from the Company's Chief Compliance Officer.

**Section 8. Effectivity**

This Policy shall take effect immediately. All existing policies, rules, system practices, and related implementing guidelines concerning the same matters covered by this Policy are deemed superseded. In the event of any inconsistency between the policy and guidelines contained herein

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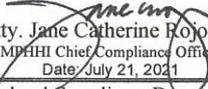
	<b>MPHHI</b> <b>CORPORATE GOVERNANCE POLICIES</b>		<b>MPHHI-CG02</b>	
			Revision No : 00	Page 8 of 11
Division: Legal and Compliance Department			Effectivity Date: July 21, 2021	
Subject: <b>CONFLICT OF INTEREST POLICY (COI POLICY)</b>				

and the terms of other existing policies, rules, system practices and related implementing guidelines, the policy and guidelines contained herein shall prevail.

**Section 9. Approval, Amendment or Alteration of this Policy**

This Policy has been approved and adopted by the Board of Directors of the Company. The Company’s Chief Compliance Officer and the Company’s Board of Directors has the overall responsibility for implementation, monitoring and periodic review of this Policy.

This Policy shall not be amended, altered, or varied unless such amendment, alteration or variation shall have been approved by resolutions of the Board of Directors.

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 Augusto P. Palisoc Jr. MPHHI President and CEO Date: July 21, 2021	 Atty. Jane Catherine Rojo Tiu MPHHI Chief Compliance Officer Date: July 21, 2021

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	<b>MPHHI</b> <b>CORPORATE GOVERNANCE POLICIES</b>		<b>MPHHI-CG02</b>	
			Revision No : 00	Page 9 of 11
Division: Legal and Compliance Department			Effectivity Date: July 21, 2021	
Subject: <b>CONFLICT OF INTEREST POLICY (COI POLICY)</b>				

**Schedule I**

DECLARATION OF ADHERENCE AND CONFLICT OF INTEREST

Date

Name [Chairman or President or Division Head]

Position

**Dear Sir,**

**I confirm that I have received, read and understood the Conflict of Interest policy of the [Company name] and I shall fully abide by the said policy in letter and spirit.**

**I further confirm that: (*strike off whichever is not applicable and narrate if required*):**

a) There is no conflict of interest with my roles and responsibilities entrusted to me by [Company name] or

b) I would like to declare the following associations which is or may create a potential conflict of interest situation in the discharge of my duties concerning [Company name]. The name and nature of my personal associations/interest is as under:

i) Government Officials which are covered as my relatives are:

\_\_\_\_\_  
 \_\_\_\_\_

ii) Current and/or past position/role in government bodies, such as government hospitals:

\_\_\_\_\_  
 \_\_\_\_\_

iii) Persons/Companies with whom I have official dealings/private interest with:

\_\_\_\_\_  
 \_\_\_\_\_

Signature

Name

Position

Cc:

Name [President or Head of HRD]

Position

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**MPHHI  
CORPORATE GOVERNANCE POLICIES**

**MPHHI-CG02**

Revision No : 00

Page 10 of 11

Division: Legal and Compliance Department

Effectivity Date: July 21, 2021

Subject: **CONFLICT OF INTEREST POLICY (COI POLICY)**

**Schedule II**

**DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST**

Date of Disclosure:			
Name of Disclosing Party:			
Department:		Position:	
Disclosure Submitted To:		Position:	
<b>Background of the Disclosure</b>			
<b>Other Information</b>			
<b>Reviewer's Resolution</b>			
Signature of Disclosing Party:		Date:	
Signature of Reviewer:		Date:	

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