



SEC FORM-ACGR (FOR PC/RI)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

1. For the fiscal year ended December 31, 2022
2. SEC Registration Number 7446
3. BIR Tax Identification Number 000-958-720-000
4. Exact Name of the Issuer as specified in its charter MARY MEDIATRIX MEDICAL CENTER, INC.
5. Province, Country or other jurisdiction of incorporation or organization Republic of the Philippines
6. Address of Principal Office J.P. Laurel Highway, Mataas na Lupa, Lipa City
7. Postal Code 4217
8. Issuer's telephone number, including area code +63 043 7736800
9. Former name, former address, and former fiscal year, if changed since last report N/A
10. Industry Classification Code (For SEC's use only)

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
THE BOARD'S GOVERNANCE RESPONSIBILITIES			
Principle 1. ESTABLISHING A COMPETENT BOARD			
The company should be headed by a competent, working Board to foster the long-term success of the Company, and to sustain its competitiveness and growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.			
Recommendation 1.1			
1	The Board is composed of directors with collective working knowledge, experience or expertise that relevant to the company's industry/sector.	Compliant	
2	The Board has an appropriate mix of competence and expertise.	Compliant	<p><i>Provide information or link/reference to a document containing information on the following:</i></p> <p><i>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors.</i></p> <p><i>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance.</i></p>
3	<p>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.</p>	Compliant	<p>The Board composition and qualifications are provided in the Company's Information Sheet.</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/05/Definitive-Information-Statement-2022.pdf</p>
Recommendation 1.2			

1	The Board is headed by a competent and qualified Chairperson.	Compliant	<p><i>Provide information or reference to a document containing information of the Chairperson, including his/her name, qualifications, and expertise.</i></p> <p>The Board is headed by Mr. Clinton Campos Hess, who has served as a member of the management team of the Unilab Group of Companies. The Chairman's qualifications are provided in the Company's Information Sheet.</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/05/Definitive-Information-Statement-2022.pdf</p>	
Recommendation 1.3				
1	The company provides a policy on training of directors	Compliant	<p><i>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</i></p> <p>Article IX, Sections 2 and 3 New Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc._New-Manual-on-Corporate-Governance_29September2020.pdf</p>	
2	The company has an orientation program for first-time directors.	Compliant	<p><i>Provide information or link/reference to a document containing information of the orientation program and trainings of directors for the covered year, including the number of hours attended and topics covered.</i></p> <p>First-time directors are provided copies of the Company's Articles of Incorporation, By-laws and other relevant policies via email. During their first board meeting, they are also given a brief orientation on the operating procedures of the Board, committees and the like.</p>	

3	The company has relevant annual continuing training for all directors.	Non-Compliant	<p><i>Provide information or link/reference to a document containing information of the orientation program and trainings of directors for the covered year, including the number of hours attended and topics covered.</i></p>	<p>Due to the losses incurred in 2020 because of the ongoing pandemic, the Company suspended the annual continuing training for all directors. Most of the directors have attended previous corporate governance seminars and have actual training experience from their positions in several other companies engaged in the same line of business.</p>
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Recommendation 1.4

1	The Board has a policy on board diversity.	Compliant	<p><i>Provide information or link/reference to a document containing the company's board diversity policy.</i></p> <p><i>Indicate gender, age and competence composition of the board.</i></p> <p>The Board is composed of 9 male and 2 female members, of varying ages between 37 to 91, with competencies in finance, accounting, medicine, business administration, hospital operations, etc.</p> <p>Link: Article V, Section 2 New Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc._New-Manual-on-Corporate-Governance_29September2020.pdf</p> <p>Annual Report (2022), p. 15</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2023/06/Mary-Mediatrix-Medical-Center-Inc._SEC-Form-17-A_29-April-2023.pdf</p>	
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Recommendation 1.5

1	The Board is assisted by a Corporate Secretary.	Compliant	<i>Provide information or link/reference to a document containing information of the</i>	
2	The Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	<i>Corporate Secretary, including his/her name, qualifications, duties and functions.</i>	
3	The Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>The Corporate Secretary's information are provided in the Company's Annual Report.</p> <p>The Corporate Secretary's duties and functions are provided in the Company's Manual on Corporate Governance.</p> <p>Link: Annual Report (2022), p. 20</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2023/06/Mary-Mediatrix-Medical-Center-Inc._SEC-Form-17-A_29-April-2023.pdf</p> <p>New Manual on Corporate Governance, p. 26</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc._New-Manual-on-Corporate-Governance_29September2020.pdf</p>	
4	The Corporate Secretary attends annual training/s of corporate governance.	Non-Compliant	<i>Provide information or link/reference to a document containing information of the corporate governance training/s attended, including the date of training, number of hours and topics covered.</i>	Due to the losses incurred in 2020 because of the ongoing pandemic, the Company suspended the annual continuing training for the Corporate Secretary since he has attended several previous corporate governance seminars and have actual training experience from his positions in several other companies engaged in the same line of business.
Recommendation 1.6				
1	The Board is assisted by a Compliance Officer.	Compliant	<i>Provide information or link/reference to a document containing information of the</i>	

2	The Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the Company.	Compliant	<p><i>document containing information of the Compliance Officer, including his/her name, position, qualifications, duties and functions.</i></p>	
3	The Compliance Officer is not a member of the board.	Compliant	<p>The Compliance Officer's qualifications are provided in the Company's Information Sheet and Annual Report. The Compliance Officer's duties and functions are provided in the Company's Manual on Corporate Governance.</p> <p>Link: Definitive Information Sheet (2022), p.14</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/05/Definitive-Information-Statement-2022.pdf</p> <p>Annual Report (2022), p. 20</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2023/06/Mary-Mediatrix-Medical-Center-Inc.-SEC-Form-17-A-29-April-2023.pdf</p> <p>New Manual on Corporate Governance, p. 4 https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc.-New-Manual-on-Corporate-Governance-29September2020.pdf</p>	

4	The Compliance Officer attends annual training/s of corporate governance.	Compliant	<p><i>Provide information or link/reference to a document containing information of the corporate governance training/s attended, including the date of the training, number of hours and topics covered.</i></p> <p>The Compliance Officer just recently completed the Certification Course held by the Center for Global Best Practices from March 2 to April 5, 2022, with 30 hours of training on the ff. topics:</p> <ul style="list-style-type: none"> • Understanding Compliance • Developing a Corporate Compliance Program • Compliance and Business Ethics • Compliance and the Role of Corporate Governance • SEC issuances on Corporate Governance • Related Party Transactions • Revised Company Code • SEC Financial Reporting • Practical Tax Compliance • Sustainability Reporting Process 	
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Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD

The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company's articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders.

Recommendation 2.1

1	The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company, shareholders and stakeholders.	Compliant	<p><i>Provide information or reference to a document containing information on how the directors performed their duties (this can include board resolutions and minutes of meetings).</i></p> <p>All directors are informed of the agenda for each meeting prior to the same and are provided with materials relevant to the discussion for their review and examination before every meeting.</p> <p>The minutes of the meetings of the Board and of the Executive Committee show the presentations made by management which aid the Board in their decision-making, and the extensive discussions made before any resolution is passed.</p>	
Recommendation 2.2				
1	The Board oversees the development and approval of the company's business objectives and strategy.	Compliant	<p><i>Provide information or link/reference to a document containing information on how the directors performed this function (this can include board resolutions and minutes of meetings).</i></p>	
2	The Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p><i>Indicate frequency of development of business objectives and strategy.</i></p> <p>All implementation of the Company's business objectives and strategies are brought before the Board for approval as reflected in all minutes of the meetings of the Board of Directors and the Executive Committee.</p> <p>Business objectives and strategies are developed by Management on a weekly basis, while these are presented to the Executive Committee on monthly basis, and to the Board every two months.</p>	
Recommendation 2.3				

1	The Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<i>Disclose and provide information or link/reference to a document containing the company's succession planning policies and programs and its implementation.</i>	
2	The Board adopts a policy for the retirement of directors and key officers.	Compliant	The Board has a retirement policy for its key officers with an allocated budget, and a succession program to ensure that the successors have on the job training while the predecessor is still with the Company for at least a year for proper turnover of all duties, functions and pending transactions.	
Recommendation 2.4				
1	The Board aligns the remuneration of key officers and board members with the long-term interests of the company.	Compliant	<i>Provide information or link/reference to a document containing the company's remuneration policy and its implementation, including the relationship between remuneration and performance.</i>	
2	The Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	The minutes of the meetings of the Compensation Committee show that the performance of key officers are evaluated annually and their remuneration or bonuses are based on such evaluation. Furthermore, directors do not receive any remuneration from the Company except for a minimal <i>per diem</i> for attendance at Board meetings.	
3	The Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Recommendation 2.5				
1	The Board has a formal and transparent board nomination and election policy.	Compliant	<i>Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the candidates are shortlisted and how it encourages nominations from shareholders.</i>	
2	The Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	<i>Provide proof if minority shareholders have a right to nominate candidates to the board.</i>	
3	The Board nomination and election policy includes how the company accepted nominations from shareholders members.	Compliant		

4	The Board nomination and election policy includes how the board reviews the qualifications of nominated candidates.	Compliant	<p><i>right to nominate candidates to the board.</i></p> <p><i>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</i></p>	
5	The Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement/removal of director.	Compliant	<p>The Board's nomination and election policy is found in its Manual on Corporate Governance.</p>	
6	The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company.	Compliant	<p>The Board has a Nomination and Election Committee, separate from its Corporate Governance Committee, which promulgates the rules for nomination and election on a yearly basis. The NOMELEC is likewise in charge of ensuring that all nominees to the Board are qualified based on current rules and regulations of the SEC and the Board's policies on Board diversity and other functions.</p> <p>The NOMELEC ensures that all minority shareholders are afforded the opportunity to nominate their candidate/s and have an all-inclusive and convenient policy for nomination where stockholders can email their nominations to the NOMELEC.</p> <p>Link: Article VI, Section 2, New Manual on Corporate Governance, p. 17</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc.-New-Manual-on-Corporate-Governance_29September2020.pdf</p>	
Recommendation 2.6				
1	The Board has overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequent occurring transactions.	Compliant	<p><i>Provide information or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs.</i></p>	

2	<p>The RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>	<p><i>Identify transactions that were approved pursuant to the policy.</i></p> <p>Through its Audit Committee, the Board ensures that all RPTs are reviewed and approved accordingly.</p> <p>The Board likewise ensures that officers/directors involved in related party transactions with the Company do not vote on the approval or disapproval of such transactions such as the shares being offered for sale by the Magsino family, which the Company, through the remaining members of the Board not including the members of the Magsino family, declined to purchase.</p>	
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Recommendation 2.7

1	<p>The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).</p>	Compliant	<p><i>Provide information or reference to a document containing the Board's policy on approving the selection of management.</i></p> <p><i>Identify the Management team appointed.</i></p> <p>During the Organizational Meeting of the Board, they appointed the officers and members of the Management Team as follows:</p> <p>President/COO - Jose Santiago Dela Cruz, Jr. Treasurer - Erika Go Martinez CFO - Godofredo V. Cruz Corporate Secretary - Atty. Garney Candelaria Compliance Officer - Atty. Jean Marie Uy-Yam Medical Director - Dr. Rommel Lojo</p> <p>Link: Article V, Sections 3 and 5 New Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc._New-Manual-on-Corporate-Governance_29September2020.pdf</p> <p>SEC Form 17-C, Voting Results of Annual and Organizational Meeting (2022)</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/07/Mary-Mediatrix-Medical-Center-Inc._SEC-Form-17-C-25-2022-28-June-2022.pdf</p>	
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2	The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	<p><i>Provide information or reference to a document containing the Board's policy on assessing the performance of management.</i></p> <p><i>Provide information on the assessment process and indicate frequency of assessment of performance.</i></p> <p>The Board, led by its Compensation Committee, conducts an annual evaluation of the performance of Management, which are reflected in the minutes of the compensation committee's meetings, and the evaluation reports are kept in the Human Resources records.</p>	
Recommendation 2.8				
1	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that Management performance is on par with the standards set by the Board and Senior Management.	Compliant	<p><i>Provide information or link/reference to a document containing the Board's performance evaluation framework for management and personnel.</i></p> <p>The Board, led by its Compensation Committee, conducts an annual evaluation of the performance of Management, which are reflected in the minutes of the compensation committee's meetings, and the evaluation reports are kept in the Human Resources records.</p>	
2	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel's performance is on par with the standards set by the Board and Senior Management.	Compliant	<p>The Board, led by its Compensation Committee, conducts an annual evaluation of the performance of Management, which are reflected in the minutes of the compensation committee's meetings, and the evaluation reports are kept in the Human Resources records.</p>	
Recommendation 2.9				
1	The Board ensures that an appropriate internal control system is in place.	Compliant	<p><i>Provide information or link/reference to a document showing the Board's responsibility in ensuring that an appropriate internal</i></p>	

2	The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members/trustees, management and shareholders/members.	Compliant	<p><i>control system is in place, and what comprises the internal control system.</i></p> <p>The internal control responsibilities of the Board are found in the Company's Manual on Corporate Governance.</p> <p>The minimum internal control mechanisms for Management's operational responsibility would center on the CEO, being ultimately accountable for the Company's organizational and procedural controls.</p> <p>Link: Article V, Section 5 New Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc.-New-Manual-on-Corporate-Governance-29September2020.pdf</p>	
3	The Board adopts an Internal Audit Charter.	Compliant	<p><i>Provide reference or link to the company's Internal Audit Charter.</i></p> <p>The Internal Audit Charter is documented under the company's Internal Audit Policies and Procedures Manual (Q-PO/AU-P-003).</p>	
Recommendation 2.10				
1	The Board ensures that the company has in place sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<p><i>Provide information or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by</i></p>	

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	<p><i>the framework.</i></p> <p><i>Provide proof of effectiveness of risk management strategies, if any.</i></p> <p>Considering the size and structure of the Company, the Board included the formulation of risk management framework the functions of the Audit Committee, which can be found in the Company's Manual on Corporate Governance.</p> <p>Link: Article VI, Section 7, New Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc.-New-Manual-on-Corporate-Governance-29September2020.pdf</p>	
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Recommendation 2.11

1	The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	Non-Compliant		The Board does not have a separate Charter, however, its roles, responsibilities and duties are all extensively discussed and provided for in the Company's Manual on Corporate Governance and its By-Laws, which are both publicly available on the Company's website.
2	The Board Charter serves as a guide to the directors and trustees in the performance of their functions.	Non-Compliant		

3	The Board Charter is publicly available.	Non-Compliant	<p><i>Provide link to the company's website where the Board Charter is disclosed and/or other proof that it is publicly available.</i></p>	<p>Link: The Company's By-Laws</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/08/MMMC_New-By-Laws-2016.pdf</p> <p>Article V, New Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc._New-Manual-on-Corporate-Governance_29September2020.pdf</p>
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Principle 3. ESTABLISHING BOARD COMMITTEES

The 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, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters.

Recommendation 3.1

1	<p>The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p><i>Provide information or link/reference to a document containing information of all board committees established by the company.</i></p> <p>The Board committees established are reported to the SEC through SEC Form 17-C which is also publicly available on the Company's website.</p> <p>Link: SEC Form 17-C Voting Results Annual and Organizational Meeting (2022)</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/07/Mary-Mediatrix-Medical-Center-Inc.-SEC-Form-17-C-June-25-2022-28-June-2022.pdf</p>	
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Recommendation 3.2

1	<p>The 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 law and regulations.</p>	Compliant	<p><i>Provide information or link/reference to a document containing information of the Audit Committee, including its functions.</i></p> <p><i>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</i></p> <p>The responsibilities and functions of the Audit Committee are found in the Company's Manual on Corporate Governance.</p> <p>It is part of the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p>Link: Article VI, Section 6, Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc._New-Manual-on-Corporate-Governance_29September2020.pdf</p>	
2	<p>The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom including the Chairperson, are independent directors.</p>	Compliant	<p><i>Provide information or link/reference to a document containing information of the members of the Audit Committee, including their qualifications and type of directorship.</i></p>	

3	All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p><i>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</i></p> <p>The composition of the Audit Committee is provided in SEC Form 17-C which is publicly available on its website.</p> <p>The background and experience of the members of the Audit Committee are found in the Company's Information Statement.</p> <p>Link: SEC Form 17-C Voting Results Annual and Organizational Meeting (2022)</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/07/Mary-Mediatrix-Medical-Center-Inc._SEC-Form-17-CJune-25-2022_28-June-2022.pdf</p> <p>Definitive Information Statement (2022), p. 10</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/05/Definitive-Information-Statement-2022.pdf</p>	
4	The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committee.	Non-Compliant	<p><i>Provide information or link/reference to a document containing information of the Chairperson of the Audit Committee.</i></p>	Considering the size and structure of the Company, the Board only has 2 independent directors hence it is necessary for the Audit Chair to likewise be chair for the other committees.

Recommendation 3.3

1	<p>The 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.</p>	<p>Compliant</p>	<p><i>Provide information or reference to a document containing information of the Corporate Governance Committee, including its functions.</i></p> <p><i>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</i></p> <p>The functions of the Corporate Governance Committee are found in the Manual on Corporate Governance.</p> <p>The Board established a separate Nomination and Election Committee and Compensation Committee to streamline the functions of each committee.</p> <p>Link: Article VI, Section 2, New Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc.-New-Manual-on-Corporate-Governance-29September2020.pdf</p>	
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2	The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors.	Compliant	<p><i>Provide information or link/reference to a document containing information of the members of the Corporate Governance Committee, including their qualifications and type of directorship.</i></p> <p>The composition of the Corporate Governance Committee is provided in SEC Form 17-C which is publicly available on the Company's website.</p> <p>The background and experience of the members of the Corporate Governance Committee are found in the Company's Information Statement.</p> <p>Link: SEC Form 17-C Voting Results Annual and Organizational Meeting (2022)</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/07/Mary-Mediatrix-Medical-Center-Inc._SEC-Form-17-CJune-25-2022_28-June-2022.pdf</p> <p>Definitive Information Statement (2022), p. 10</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/05/Definitive-Information-Statement-2022.pdf</p>	
Recommendation 3.4				
1	The 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.	Non-Compliant	<p><i>Provide information or link/reference to a document containing information of the Board Risk Oversight Committee (BROC), including its functions.</i></p>	Considering the size and structure of the Company, the Board included the functions of the risk oversight committee with the functions of the Audit Committee, which can be found in the Company's Manual on Corporate Governance.
2	The BROC is composed of at least three (3) members the majority of whom should be independent directors including the Chairperson.	Non-Compliant	<p><i>Provide information or link/reference to a document containing information of the members of the BROC, including their qualifications and type of directorship.</i></p>	Link: Article VI, Section 7, New Manual on Corporate Governance.

3	At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non-Compliant	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.	Corporate Governance https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc.-New-Manual-on-Corporate-Governance_29September2020.pdf
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Recommendation 3.5

1	All established committees have a Committee Charter stating in plain terms their respective purpose memberships, structures, operations, reporting processes and other relevant information.	Non-Compliant		All committees are still in the process of drafting and establishing their rules and policies in the form of their respective Committee Charters.
2	The Committee Charters provide standards for evaluating the performance of a committee and its members.	Non-Compliant	Provide information or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.	The Company's Manual on Corporate Governance also serves as the committee charters. Link: Article VI, New Manual on Corporate Governance https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc.-New-Manual-on-Corporate-Governance_29September2020.pdf

Principle 4. FOSTERING COMMITMENT

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 Company's business.

Recommendation 4.1

1	The Directors attend and actively participate in all meetings of the Board, Committees and shareholders members in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Provide information or link/reference to a document containing the process and procedure for tele/videoconferencing board and/or committee meetings.	
2	The Directors review meeting materials for all Board and Committee meetings.	Compliant	Provide information or link/reference to a document containing the attendance and participation of directors to Board, Committee and shareholders' meetings.	
3	The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p> <p>The By-Laws of the Company specifically provide for board meetings through tele-/videoconferencing.</p> <p>In addition thereto, the Board is likewise compliant with the SEC rules and regulations on conducting meetings through tele-/videoconferencing as reflected in the minutes of the meetings of the Board and committees, and recordings of its meetings held on Zoom.</p> <p>The minutes and recordings likewise reflect the questions, clarifications and active discussions during Board and committee meetings.</p> <p>Link: Article III, Section 7, Company's By-Laws</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/08/MMMC_New-By-Laws-2016.pdf</p>	

Recommendation 4.2

1	Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers.	Compliant	<p><i>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</i></p> <p><i>Provide information or reference to a document containing information on the directorships of the company's directors in listed companies, registered issuers and public companies.</i></p> <p>The Company's Manual on Corporate Governance expressly provides that directors should not be concurrently serving as director to more than ten (10) public companies and/or registered issuers; or five (5) public companies and/registered issuers if the director also sits in at least three (3) publicly-listed companies.</p> <p>Link: Article V, Section 8, New Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc.-New-Manual-on-Corporate-Governance-29September2020.pdf</p>	
Recommendation 4.3				
1	The Directors notify the company's board before accepting a directorship in another company.	Non-Compliant	<p><i>Provide copy of/reference to the written notification to the board or minutes of board meeting wherein the matter was discussed.</i></p>	The Company or the Board has not encountered this type of situation.
Principle 5. REINFORCING BOARD INDEPENDENCE				
The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.				
Recommendation 5.1				

1	The Board is composed of a majority of non-executive directors who possess the necessary qualifications.	Compliant	<p><i>Identify or provide link/reference to a document identifying the directors, the type of their directorships and their qualifications.</i></p> <p>The Board is composed of 4 executive and 7 non-executive directors. Their positions and qualifications are found in the Company's Information Statement:</p> <p>Link: Definitive Information Statement (2022), p. 10</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/05/Definitive-Information-Statement-2022.pdf</p>	
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Recommendation 5.2

1	The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher.	Compliant	<p><i>Provide information or link/reference to a document containing the number of independent directors in the board.</i></p> <p>The Board has two (2) independent directors.</p> <p>Link: Annual Report (2022), p. 15</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2023/06/Mary-Mediatrix-Medical-Center-Inc._SEC-Form-17-A_29-April-2023.pdf</p> <p>Definitive Information Statement (2022), p. 9</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/05/Definitive-Information-Statement-2022.pdf</p>	
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Recommendation 5.3

1	The independent directors possess all the qualifications and none of the disqualifications to hold the position.	Compliant	<p><i>Provide information or link/reference to a document containing the qualifications of independent directors.</i></p> <p>The qualifications of the Company's independent directors are provided in the Information Statement distributed to all the stockholders prior to the stockholders' meeting.</p> <p>Link: Definitive Information Statement (2022), p. 10</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/05/Definitive-Information-Statement-2022.pdf</p>	
Recommendation 5.4				
1	The company perpetually bars an independent director from serving in such capacity after the term limit of nine (9) years.	Compliant	<p><i>Provide information or link/reference to a document containing the company's policy on term limits for its independent director.</i></p> <p>Link: Article V, Section 1, New Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc._New-Manual-on-Corporate-Governance_29September2020.pdf</p>	

2	In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders'/members' approval during the annual regular meeting.	Non-Compliant	<i>Provide reference to the meritorious justification and proof of shareholders'/members' approval during the annual regular meeting.</i>	The Company has not encountered this situation yet.
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Recommendation 5.5

1	The positions of Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals.	Compliant	<p><i>Identify the company's Chairperson of the Board and Chief Executive Officer (or its equivalent).</i></p> <p>Chairperson - Mr. Clinton Campos Hess President / Chief Operating Officer - Mr. Jose Santiago Dela Cruz, Jr.</p>	
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2	The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities.	Compliant	<p><i>Provide information or link/reference to a document containing the roles and responsibilities of the Chairperson of the Board and Chief Executive Officer (or its equivalent).</i></p> <p><i>Identify the relationship of the Chairperson and CEO.</i></p> <p>Link: Article V, Sections 6 and 7; and Article VII New Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc.-New-Manual-on-Corporate-Governance_29September2020.pdf</p>	
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Recommendation 5.6

1	The Board designates a lead director among the independent directors if the Chairperson of the Board is not an independent director.	Non-Compliant	<p><i>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</i></p> <p><i>Indicate if Chairperson is an independent director.</i></p>	<p>The incumbent Chairperson is not an independent director.</p> <p>The Board has not formally designated a lead independent director since there are only 1 independent directors.</p>
Recommendation 5.7				
1	The Directors/Trustees with material interest in a transaction affecting the Company fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same, and recuse from voting on the approval of transaction.	Compliant	<p><i>Provide proof of full disclosure and abstention, if any, of the interested director/trustee.</i></p> <p>The minutes of the meetings of the Board reflect the full disclosure and abstention of any interested director with a material interest in any transaction before the Board.</p>	
Recommendation 5.8				
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 present.	Compliant	<p><i>Provide proof and details of said meeting, if any.</i></p> <p><i>Provide information on the frequency and attendees of meetings.</i></p>	
2	The meetings are chaired by the lead independent director, if applicable.	Compliant	The Audit Committee, which is composed of non-executive directors, have regular meetings with both the internal auditors and external auditors of the Company, regarding the financial statements of the Company. The Chair of the Audit Committee is Dr. Ernesto O. Domingo, independent director.	

Principle 6. ASSESSING BOARD PERFORMANCE

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.	Non-Compliant	<i>Provide proof of self-assessments conducted by the whole board, the individual members, the Chairperson and the Committees.</i>	The Corporate Governance Committee is still in the process of developing a performance evaluation system to measure the Board's performance.
2	The Chairperson conducts an annual self-assessment of his performance.	Non-Compliant		
3	The individual members conduct a self-assessment of their performance.	Non-Compliant		
4	Each committee conducts a self-assessment of its performance.	Non-Compliant		

Recommendation 6.2

1	The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees.	Non-Compliant	<i>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders/members.</i>	The Corporate Governance Committee is still in the process of developing a performance evaluation system to measure the Board's performance.
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2	The system allows for a feedback mechanism from the shareholders/members.	Compliant	<p>The Company's website has a section "Contact Us" where the stakeholders including its shareholders, can find the contact details of the persons/departments/offices where they can send their feedback/complaints or inquiries.</p> <p>The Company also has an official Facebook page where stakeholders can also comment or send private messages.</p> <p>Link: MMMC Website</p> <p>https://mediatrixmedcenter.com.ph/contact-us/#collapsev1m-building</p> <p>MMMC Official Facebook</p> <p>https://www.facebook.com/OfficialMMMC</p>	
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Principle 7. STRENGTHENING BOARD ETHICS

The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1

1	The Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of board members.	Compliant	<p><i>Provide information or link/reference to the company's Code of Business Conduct and Ethics.</i></p> <p>https://mediatrixmedcenter.com.ph/about-us/</p>	
2	The Code is properly disseminated to the members of the Board.	Compliant	<p><i>Provide information or discuss how the company disseminated the Code to the members of the Board.</i></p> <p>The Code was sent via email to all members of the Board and its salient provisions were likewise presented during the 29 March 2023 regular Board meeting.</p>	

3	The Code is disclosed and made available to the public through the company website.	Compliant	<p><i>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</i></p> <p>https://mediatrixmedcenter.com.ph/about-us/</p>	
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Recommendation 7.2

1	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<p><i>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</i></p> <p><i>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</i></p> <p>The Code applies to all directors, officers and employees of the Company. It is currently being implemented by the Human Resource Department for all existing employees, and is part of the onboarding process for all new hires.</p>	
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DISCLOSURE AND TRANSPARENCY

Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES

The Board should establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations.

Recommendation 8.1

1	The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders/members and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p><i>Provide information or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders/members and other stockholders.</i></p> <p>The Company uploads its Annual Report and Audited Financial Statements to its website along with other disclosures and documents.</p> <p>Link: Annual Report (2022)</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2023/06/Mary-Mediatrix-Medical-Center-Inc._SEC-Form-17-A_29-April-2023.pdf</p> <p>Definitive Information Statement (2022)</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/05/Definitive-Information-Statement-2022.pdf</p> <p>Audited Financial Statements (2022)</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2023/06/Mary-Mediatrix-Medical-Center-Inc._AFS2022_29-May-2023.pdf</p>	
Recommendation 8.2				
1	The company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within five (5) business days.	Non-Compliant		The Company does not have an inside trading policy which requires directors or officers to disclose any dealings in the Company's shares since it is not a publicly

2	The company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within five (5) business days.	Non-Compliant	<p><i>Provide information or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's shares.</i></p> <p><i>Indicate actual dealings of directors involving the Company's shares including their nature, number/percentage and date of transaction.</i></p>	listed company and there is no trading of the Company's shares on any exchange.
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Recommendation 8.3

1	The company's corporate governance policies and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<i>Provide link to the company's website where the Manual on Corporate Governance is posted.</i>	
2	The company's MCG is submitted to the SEC.	Compliant	https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc.-New-Manual-on-Corporate-Governance_29September2020.pdf	
3	The company's MCG is posted on the company website	Compliant		

Recommendation 8.4

1	The company's corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR).	Compliant	<i>Provide link to the company's website where the Annual Corporate Governance Report is posted.</i>	
2	The company's ACGR is submitted to the SEC.	Compliant		

3	The company's ACGR is posted on the company website	Compliant	https://mediatrixmedcenter.com.ph/acgr/	
Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY				
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	The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors.	Compliant	<p><i>Provide information or link/reference to a document containing the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.</i></p> <p>The Board of Directors serve as approvers for the appointment and reappointment of the Company's external auditors.</p>	
2	The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members.	Compliant	<p><i>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</i></p> <p>82.31% of the stockholders ratified the reappointment and the fees of the external auditor at the June 25, 2022 Annual Stockholders' Meeting.</p>	
3	For the removal of external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures.	Compliant	<p><i>Provide information or link/reference to a document containing the company's reason for removal or change of external auditor.</i></p> <p>The Company has not encountered this situation yet but in case of removal of the external auditor, the reasons for removal or change shall be disclosed to its shareholders and to the public through its Annual Report and Definitive Information Statement which are both readily available on the Company's website.</p>	

Recommendation 9.2

1	<p>The Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> 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. 	Non-Compliant	<p><i>Provide link/reference to the company's Audit Committee Charter.</i></p>	<p>The Company does not have a separate Audit Committee Charter, however its Manual on Corporate Governance serves as the Audit Committee Charter and includes therein all the responsibilities of the Audit Committee over the Company's external auditors.</p> <p>Link: Article VI, Section 7, New Manual on Corporate Governance</p>
2	<p>The Audit Committee Charter contains the Committee responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	Non-Compliant		<p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc._New-Manual-on-Corporate-Governance_29September2020.pdf</p>

Recommendation 9.3

1	<p>The company discloses the nature of non-audit services performed by its external auditor in the Annual Report to manage potential conflict of interest cases.</p>	Compliant	<p><i>Disclose the nature of non-audit services performed by the external auditor, if any.</i></p> <p>The external auditor provided tax consultancy services to the Company in 2022, 2021 and 2020. This was disclosed in the Annual Report for year end 2022.</p> <p>Link: Annual Report (2022), p.14</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2023/06/Mary-Mediatrix-Medical-Center-Inc._SEC-Form-17-A_29-April-2023.pdf</p>	
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2	The 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	<p><i>Provide link or reference to guidelines or policies on non-audit services.</i></p> <p>The Audit Committee evaluates and determines the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid and the Company's overall consultancy expenses.</p> <p>Link: Article VI, Section 7, New Manual on Corporate Governance</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc._New-Manual-on-Corporate-Governance_20September2020.pdf</p>	
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Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING

The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.

Recommendation 10.1

1	The Board has a clear and focused strategy on the disclosure of non-financial information.	Compliant	<p><i>Disclose or provide link to the company's policies and practices on the disclosure of non-financial information, including EESG issues.</i></p> <p>The Board, through its President, provides the shareholders with a report on the business operations of the Company for the year during its Annual Meeting, where non-financial information including EESG issues and objectives that were met during the past year are presented.</p>	
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2	The company discloses to all shareholders/member and other stakeholders the company's strategic and operational objectives with emphasis on the management of environmental, economic, social and governance (EESG) issues of its business which underpin sustainability.	Compliant	<p><i>Provide link or reference to the company's disclosure of strategic and operational objectives, with emphasis on EESG matters.</i></p> <p>The Board, through its President, provides the shareholders with a report on the business operations of the Company for the year during its Annual Meeting, where non-financial information including EESG issues and objectives that were met during the past year are presented.</p>	
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Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION

The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for an informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1	The company has a website to ensure a comprehensive, cost-efficient, transparent and timely manner of disseminating relevant information to the public.	Compliant	<p>Provide link to the company's website.</p> <p>https://mediatrixmedcenter.com.ph</p>	
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INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS

Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

To ensure the 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 system.

Recommendation 12.1

1	The company has an adequate and effective internal control system in the conduct of its business.	Compliant	<p><i>List quality service programs for the internal audit functions.</i></p> <p><i>Indicate frequency of review of the internal control system.</i></p> <p>Internal audit quality is conducted on all divisions including Finance, Nursing Service, Corporate Administration, Ancillary Services, Corporate Affairs, Medical Department and Top Management.</p> <p>Internal audit quality is done annually to review the internal control system.</p>	
2	The company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p><i>Identify international framework used for Enterprise Risk Management.</i></p> <p><i>Provide information or reference to a document containing information on:</i></p> <ol style="list-style-type: none"> <i>1. Company's risk management procedures and processes.</i> <i>2. Key risks the company is currently facing.</i> <i>3. How the company manages the key risks.</i> <p><i>Indicate frequency of review of the enterprise risk management framework.</i></p> <p>These are included in the Company's Internal Audit Policies and Procedures Manual (Q-PO/AU-P-003).</p>	

Recommendation 12.2

1	The 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	<p><i>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm hired.</i></p> <p>The Company's internal audit is in-house.</p>	
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CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS

Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS

The company should treat all shareholders/members fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1

1 The Board ensures that basic shareholder/member rights are disclosed in the Manual on Corporate Governance.

Compliant

Provide link or reference to the company's Manual on Corporate Governance where shareholders'/members' rights are disclosed.

Stockholders' Rights are provided in the Company's New Manual on Corporate Governance.

Link:
Article XI, New Manual on Corporate Governance

https://mediatrixmedcenter.com.ph/wp-content/uploads/2020/10/Mary-Mediatrix-Medical-Center-Inc.-New-Manual-on-Corporate-Governance_29September2020.pdf

Recommendation 13.2

1 The Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders'/Members' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting.

Compliant

Indicate the number of days before the annual or special stockholders'/members' meeting when the notice and agenda were sent out.

Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS).

The Notice and Agenda of the Annual Stockholders' Meeting was sent to the stockholders at least (21) days before the meeting.

<https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/05/Definitive-Information-Statement-2022.pdf>

Recommendation 13.3

1	<p>The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day.</p>	<p>Compliant</p>	<p><i>Provide information or reference to a document containing 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.</i></p> <p>An opportunity was given to all stockholders to ask questions after the presentation of each agenda item however no questions were raised by any of the stockholders during last year's annual meeting held on June 25, 2022.</p>	
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2	<p>The minutes of the Annual and Special Shareholders Members' Meetings were made available on the company website within five (5) business days from the date of the meeting.</p>	<p>Compliant</p>	<p><i>Provide link to minutes of meeting in the company website.</i></p> <p><i>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</i></p> <p><i>Indicate also if the voting on resolutions was by poll.</i></p> <p><i>Include whether there was opportunity to ask question and the answers given, if any.</i></p> <p>The Minutes of the Annual Stockholders' Meeting held on June 25, 2022 were uploaded within five (5) business days from the date of meeting to the Company's website.</p> <p>The voting results during the Annual Stockholders' Meeting were reported to the SEC thru SEC Form 17-C and uploaded to the Company's website.</p> <p>An opportunity was given to all stockholders to ask questions after the presentation of each agenda item however no questions were raised by any of the stockholders during last year's annual meeting.</p> <p>Link: Minutes of Annual Stockholders Meeting dated June 25, 2022</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/07/MMMC-Minutes-of-AM-June-25-2022.pdf</p> <p>SEC Form 17-C, Voting Results Annual and Organizational (2022)</p> <p>https://mediatrixmedcenter.com.ph/wp-content/uploads/2022/07/Mary-Mediatrix-Medical-Center-Inc.-SEC-Form-17-C-June-25-2022-28-June-2022.pdf</p>	
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Recommendation 13.4

1	The Board makes available, at the option of shareholder/member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Non-Compliant	<p><i>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.</i></p> <p><i>Provide link/reference to where it is found in the Manual on Corporate Governance.</i></p>	The Board is still in the process of establishing an alternative dispute resolution system for intra-corporate disputes. A draft policy is in review and the Board undertakes to include the approval of the policy in the agenda of its Organizational Meeting for the succeeding year.
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Recommendation 13.5

1	The Board establishes an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent to ensure constant engagement with its shareholders and members.	Compliant	<p><i>Disclose the contact details of the officer/office responsible for investor relations, such as:</i></p> <p>1. Ruby Orfanel - Corporate Administration Manager 2. (043) 773 6800 local 2113 3. Fax number - N/A 4. rsorfanel@mmmc.ph</p>	
2	The IRO or CRO or its equivalent is present at every shareholders'/members' meeting.	Compliant	<p><i>Indicate if the IRO or CRO or its equivalent was present during the ASM.</i></p> <p>Ms. Ruby Orfanel was present at the Annual Stockholders Meeting held on June 25, 2022</p>	

DUTIES TO STAKEHOLDERS

Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS

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	The Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p><i>Identify the company's stakeholders and provide information or reference to a document containing the company's policies and programs for its stakeholders.</i></p> <p>The following are the Company's stakeholders:</p> <ul style="list-style-type: none"> • Shareholders • Doctors • Employees • Patients • Community • Other stakeholders such as creditors and suppliers 	
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Recommendation 14.2

1	The Board establishes clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of stakeholders.	Compliant	<p><i>Identify policies and programs for the protection, fair treatment and enforcement of the rights of the company's stakeholders.</i></p> <p>The Company has a Code of Business Conduct and Ethics, Code of Discipline, Non-retaliation Policy, Shareholder Information Policy which includes all their rights and benefits.</p>	
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Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION

A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the company's objectives and good corporate governance goals.

Recommendation 15.1

1	The 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	<p><i>Provide information or link/reference to company policies, programs and procedures that encourage employee participation.</i></p> <p>The Company has yearly Departmental Operations Planning; Strategic Planning; President's Hour; and Business Review.</p>
Recommendation 15.2			
1	The Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics	Compliant	<p><i>Identify or provide link/reference to the company's policies, programs and practices against corruption.</i></p> <p>The Company has an established policy against Anti-Corruption and which has been incorporated in its draft Code of Business Conduct and Ethics.</p>
2	The Board disseminates the policy and program to employees across the organization through trainings and embed them in the company's culture.	Compliant	<p><i>Identify how the board disseminated the policy and program to the employees across the organization.</i></p> <p>The Company has an On-boarding Program for New Employees and all announcements to employees are made thru the Flag Ceremony and written memos from the Human Resource Department.</p>
Recommendation 15.3			
1	The 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	<p><i>Disclose or provide link/reference to the company whistleblowing policy and procedure for employees.</i></p> <p><i>Indicate if the framework includes</i></p>

2	The 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	<p><i>procedures to protect the employees from retaliation.</i></p> <p>The Board approved its Code of Business Conduct and Ethics on 29 March 2023 which includes its Non-retaliation Policy.</p> <p>https://mediatrixmedcenter.com.ph/about-us/</p> <p><i>Provide contact details to report any illegal or unethical behavior.</i></p> <p>Corporate Governance Committee Atty. Jean Marie L. Uy ju@callejalaw.com</p>
3	The Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p><i>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</i></p> <p>The Board just approved the Code of Business Conduct and gave instructions to Management to disseminate the Code to all officers and employees of the Company and to monitor strict compliance therewith.</p>



Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The company should be socially responsible in all its dealings with the communities in which 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.

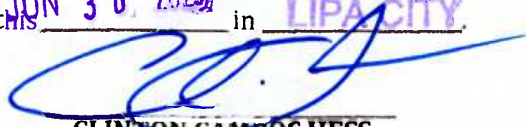
Recommendation 16.1

1	<p>The 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.</p>	<p>Compliant</p>	<p><i>Provide information or reference to a document containing the company's community involvement and environment-related programs.</i></p> <p>The Company is the first hospital in Southern Luzon to use renewable energy. It entered into a contract with BacMan Geothermal, Inc. in 2020 and is now utilizing renewable energy for a healthier environment.</p> <p>Link: MMC Website, News and Announcements https://mediatrixmedcenter.com.ph/news_announcements/healthier-hospital-ways-with-hoi/</p>	
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SIGNATURES

This is to certify that the undersigned reviewed the contents of this document and to the best of my knowledge and belief, the information contained set forth in this document is true, complete and correct.

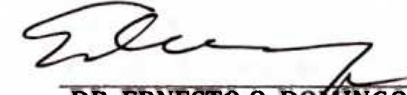
Done this JUN 30, 2023 in LIPA CITY



CLINTON CAMPOS HESS
Chairman of the Board



JOSE SANTIAGO DELA CRUZ, JR.
President



DR. ERNESTO O. DOMINGO
Independent Director



DR. JOSE TEODORO VILLANUEVA
Independent Director



GARNEY M. CANDELARIA
Corporate Secretary



JEAN MARIE L. UY-YAM
Compliance Officer

JUN 30 2023

SUBSCRIBED AND SWORN to before me this _____, affiants exhibited to me their respective identification details:

Name	Competent Evidence of Identity	Valid Until
Clinton Campos Hess	PP No. P9329520B	03/23/2032
Jose Santiago Dela Cruz, Jr.	DL No. L04-86-013161	12/19/2023
Dr. Ernesto O. Domingo	DL No. N10-67-020812	06/28/2024
Dr. Jose Teodoro Villanueva	PRC No. 0056780	11/09/2023
Garney M. Candelaria	PP No. P9328905B	03/23/2032
Jean Marie L. Uy-Yam	PP No. P7584747B	09/13/2031

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Series of 2023.



LOUIE MARK M. DALAWAMPU
Notarial Commission No. 2022-0001/3-7-2022
Notary Public Until December 31, 2023
IBP No. 261763/01-03-2023/Pasig City
PTR No. 6259569/01-04-2023/Lipa City
Roll No. 58518/5-5-2010