



THE CODE OF BUSINESS CONDUCT AND ETHICS

1. Preamble

The Manual provides that:

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This Code of Business Conduct and Ethics shall be the guiding principle of the directors, officers and employees when transacting business on behalf of the Company.

The directors, officers and employees shall be accountable to the Company, discharge their duties with utmost honesty, integrity and competence, and at all times, follow the highest standards of business conduct and ethics.

2. Definitions

Board means the Board of Directors of the Company

By Laws means the By Laws of the Company and any amendment thereof

Code means this Code of Business Conduct and Ethics

Company means Asia Pacific Medical Center –Iloilo, Inc.

Complainant means any person filing any complaint for violation of the Code

Compliance Officer means the officer designated and appointed by the Board to exercise the functions of the office specified in the Manual.

Directors means the members of the Board

Manual means the Manual of Corporate Governance of the Company adopted pursuant to SEC Memorandum Circular No. 25, Series of 2020 issued on December 19, 2019.

Officers means those performing executive functions and enumerated under or appointed pursuant to the Company's By Laws

Respondent means the person being charged for violation of the Code

SEC means the Securities and Exchange Commission

3. Persons Covered

This Code shall apply to all Directors, Officers and employees of the Company.

4. Honesty and Fair Dealing

The core principle of the Company is to conduct business honestly and fairly with its investors, suppliers, contractors, service providers, customers and employees and other third parties.

Directors, Officers and employees shall act honestly, ethically and comply with all applicable laws, rules and regulations and protect the name and reputation of the Company.

Directors, Officers and employees shall not engage in any unfair dealing practices, such as taking advantage of anyone through abuse of confidential information, manipulation, concealment, or misrepresentation or other similar acts.

Officers and employees involved in the procurement process for services, materials, supplies, and equipment shall strictly comply with the Company's Procurement Policy. The Procurement Policy is an integral part of this Code.

Directors, Officers and employees are required to immediately report all suspected or actual fraudulent or dishonest acts to the Board, in case of directors and to the immediate supervisor in case of officers and employees. ¹The Company shall promptly identify and investigate any suspected fraudulent or dishonest acts. Without prejudice to applicable administrative sanctions, the Company may pursue civil and/or criminal actions against directors, officers and employees as may be warranted.

The Implementing Guidelines on the Reporting of Fraudulent or Dishonest Acts are contained in the Whistle Blower Policy of the Company.

5. Conflict of Interest

A conflict of interest arises when a Director, or an Officer or employee appears to have a direct or indirect personal or financial interest in any transaction, which may deter or influence him from acting in the best interest of the Company. It is not required that there be an actual conflict, it is only required that there could be perceived or seen to be a conflict by an impartial observer.

When an actual or apparent conflict of interest arises, a Director must inform the Board, and the Officer or employee must immediately inform his immediate supervisor. Such Director, Officer or employee should not participate in, or in any way seek to influence, any negotiations, or decisions pertaining to the transaction, which is the subject of interest.

The Director, Officer or employee must also file a Conflict of Interest Report with the Board in case of a director or to the immediate supervisor in case of an officer or employee. The report shall indicate a brief description of the conflict, the date when the Board, or immediate supervisor were notified, and the action taken on the conflict.

A copy of the Conflict of Interest Form shall be available at the Audit Committee.

No Officer or employee may have financial interest in a privately owned enterprise, which directly or indirectly deals or transacts business with the Company.

A Director shall not use his position to make profit or to acquire benefit or advantage for

¹ Check disclosure requirement

himself and/or his related interests.

No Director, Officer or employee may use his position in the Company for personal gain or advantage or to promote any action that may run counter to the Company's ethical standards.

No Director, Officer or employee shall use the Company's facilities, materials, intellectual properties, vehicles, equipment and supplies for his or another party's personal purpose.

6. Corporate Entertainment / Gifts

Directors, Officers and employees shall strictly follow the principles of highest ethical business standards and comply with all relevant laws and regulations.

Towards this end, Directors, Officers and employees shall not accept corporate entertainment/gifts with an approximate value of more than Ten Thousand Pesos (Php10,000.00) or anything that can or can be viewed to influence the manner on which a director, officer or employee may discharge his duties.

Within five (5) business days from receipt of corporate entertainment and gifts, directors, officers and employees are required to submit a report to the Board, in case of directors, or to their immediate supervisor, in case of officers and employees. The report shall identify the giver, date of receipt, and type and approximate value of the corporate entertainment/gifts received.

A copy of the form for the Report on Corporate Entertainment and Gifts shall be available at the Audit Committee.

7.4. Directors and Officers who may be covered by the reporting requirements of the Securities and Exchange Commission (SEC) in respect of their shareholding in the Company or any changes thereof shall do so promptly and accurately. Notwithstanding anything to the contrary, the directors shall report their dealings in Company shares one (1) business day before the dealing and within seven (7) business days after the dealing.

7. Disclosure

The Company hereby adopts a policy of prompt and adequate disclosure of all material facts or changes in the affairs of the Company to give a fair and complete picture of the Company's financial condition, results and business operations.

The Company shall ensure transparency of information to its shareholders, stakeholders and the public. It shall regularly and truthfully update its shareholders, stakeholders and the public on its financial and operational results, business prospects and all other relevant information.

The Company shall fully comply with all the disclosure and reporting requirements of the SEC and all other government and regulatory agencies.

Directors, Officers and employees shall not knowingly misrepresent or cause others to misrepresent information relating to the Company to government and regulatory agencies, independent auditors, the media or any other person.

No Director, Officer or employee shall disclose any confidential information obtained

from the Company for personal gain or for the advantage of any other person. This prohibition shall include investment in securities and association with a competitor, customer or supplier of the Company.

8. Creditor Rights

The Company values its partnership with its creditors. The Company shall at all times, strictly comply with its covenants under its agreements with its creditors.

No distribution or disposal of assets of the Company shall be made except:

- (a) When allowed by the law; or
- (b) By decrease of capital stock; or
- (c) Upon lawful dissolution and after payment of all its debts and liabilities;
- (d) When allowed by the material agreements of the Company, but without prejudice to vested rights.

9. Anti-Corruption

The Company strictly prohibits giving facilitating payments to any private or government officials or employees, their agents or intermediaries in order to expedite or secure performance of any governmental action, or to gain any perceived or actual favor or advantage from any private or government entities. The Company must ensure that it and its directors, officers and employees fully comply with the laws governing bribes, unlawful payments and other corrupt practices.

10. Anti-Sexual Harassment

The Company values the dignity of every individual, promotes the enhancement of the development of its human resources, guarantees full respect for human rights, and uphold the dignity of its stakeholders, customers, workers, employees, applicants for employment, students or those undergoing training, instruction or education. Hence, the Company shall ensure that its directors, officers and employees subscribe strictly to this policy. All forms of sexual harassment shall be dealt with appropriately and in accordance with the applicable and all relevant laws, rules and regulations on the subject matter.

Sexual Harassment means unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature.

11. Office of the Compliance Officer

Except as otherwise provided in this Code, the Office of the Compliance Officer shall be primarily responsible for the implementation of this Code.

There shall be a Corporate Governance Panel (the Panel) composed of three (3) members which shall be assisted by the Compliance Officer. The Vice President for Operations shall be the ex-officio chairman of the Panel, while the Heads of the Internal Audit Department and the Human Resource Department of the Company shall be the ex-officio members.

The Panel shall be responsible for receiving and investigating complaints for violations of the Code.

In performing any function within their authority pursuant to this Code, the chairman and the members of the panel may appoint their respective representatives.

The Panel shall, in the conduct of investigation, comply with the following procedures:

- (a) A complaint may be filed with the Panel in writing.
- (b) The Respondent shall be notified of the Complaint against him and shall be given a period of five (5) days within which to respond to the notice. The notice shall attach the Complaint, if any, or shall specify in detail the subject of the Complaint.
- (c) The Panel may, based on the response of the Respondent, conduct further hearings or dismiss the Complaint *motu proprio*. However, no finding of violation of the Code shall be issued *motu proprio*.
- (d) After conducting hearings, the Panel shall issue a resolution either finding the Respondent to have violated the Code or dismissing the Complaint to be endorsed to Compliance Officer who will recommend appropriate disciplinary action to the Board. In which case, all resolutions of the Panel shall be endorsed to the Board for his final decision.
- (e) The Board may either affirm or reverse the resolution of the Panel. The Respondent shall be furnished with a copy of the decision of the Board.

A decision exonerating the Respondent shall be deemed final and executory. A finding of violation shall be referred to the Human Resource Department for appropriate action. A decision issued after a finding of violation of the Code shall form part of the 201 File of the Officer or the employee. If the decision involves a director, it will constitute a permanent disqualification for nomination and election to the Board.

12. Implementation and Monitoring of the Code

The Code shall be distributed to all directors, officers and employees, who shall signify, in any manner capable of being recorded, that they have received, read and understood the Code. The Office of the Compliance Officer shall keep a record of this acknowledgement.

A Director, officer or employee who becomes aware of any violation of the Code shall immediately notify the Board, in case of a Director, or the immediate supervisor or the Office of the Compliance Officer, in case of officers and employees. The Board and the Office of the Compliance Officer shall take all the necessary action to investigate any and all reported violations.

An officer or employee who commits a violation of this Code shall be subject to disciplinary action, without prejudice to any civil or criminal proceedings that the Company or any government regulators or agencies may institute for violation of existing laws, rules or regulations.

Directors who violate the applicable provisions of this Code shall be subject to disciplinary actions by the Board, in accordance with existing laws, rules, and regulations, the By Laws of the Company, and other company policies. This is without

prejudice to any liability, whether criminal, civil or otherwise, of the directors under the provisions of existing laws, rules and regulations.

The Board or the Office of the Compliance Officer, as the case may be, shall be responsible for implementing and monitoring compliance with the Code. The Office of the Compliance Officer shall also have the authority to decide any issues that may arise in connection with the implementation of this Code.

There shall be no exceptions from or waivers of any provision of this Code, except as expressly approved by the Board, as the case may be, in writing, and only under exceptional circumstances. The Office of the Compliance Officer shall maintain a record of all such requests for exceptions and waivers, and the basis for the grant thereof.

In case of doubt regarding the interpretation and application of this Code, the matter should be referred to the Office of the Compliance Officer, except when the individual involved is a director, in which case, the matter shall be referred to the Board of Directors.

The provisions of this Code shall be without prejudice to the provisions of existing and relevant laws, rules and regulations.

13. Effectivity

The Code or any amendments thereof shall become effective when approved by the Board.