

**MINUTES OF THE ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS OF  
KAISER INTERNATIONAL HEALTHGROUP INC.**

Held at the Ground Floor, Omnis Prosperity Tower, 377 Sen. Gil Puyat Avenue  
Barangay Bel-Air, Makati City Avenue, Makati City  
on the 9<sup>th</sup> day of January 2023, immediately after the Annual Stockholders' Meeting

PRESENT:

**DR. TITO P. TORRALBA**  
**DR. LEAH U. YOLO**  
**DR. JONATHAN DISRAELI S. SALVADOR**  
**DR. JOSE J. DURAN**  
**ATTY. TRANQUIL GERVACIO S. SALVADOR III**  
**ATTY. JOHANNES B. OLA**  
**ATTY. MANUELITO S. INSO**

**I. CALL TO ORDER**

The Chairman, Dr. Tito P. Torralba, called the meeting to order and thereafter presided over the same. The Corporate Secretary, Atty. Tranquil Gervacio S. Salvador III, certified to the existence of a quorum and recorded the minutes thereof.

**II. CERTIFICATION OF SENDING OF NOTICES AND THE EXISTING OF A QUORUM**

The Secretary certified that a quorum was present for the purposes of conducting a meeting and transacting business.

**III. ELECTION OF CORPORATE OFFICERS**

The meeting proceeded to the election of the officers to serve for the ensuing year, 2023-2024. Thereupon, the following persons were nominated officers of the corporation:

DR. TITO P. TORRALBA	:	Chairman of the Board
DRA. LEAH U. YOLO	:	President and Medical Director
ATTY. TRANQUIL GERVACIO S. SALVADOR III	:	Corporate Secretary
DR. JOSE ENRIQUE DE LAS PEÑAS	:	Chief Marketing Officer
LOUIS BARTOLOME J. BORJA	:	Chief Finance Officer
NOEL A. ARANDILLA	:	Chief Administration Officer and Assistant Corporate Secretary
ATTY. RIZAL ANTONIO D. MERU	:	Compliance Officer

No further nomination having been made, the Secretary was ordered to cast all votes in favor of the above nominees and the Chairman declared that the above persons were unanimously elected to the officers set before their respective names to serve as such until their respective successors are duly elected and qualified.

The Chairman congratulated the newly elected officers of the Corporation.

Upon motion duly made and seconded, it was unanimously –

“RESOLVED, AS IT IS HEREBY RESOLVED, that the following are hereby elected officers of KAISER INTERNATIONAL HEALTHGROUP, INC.:

DR. TITO P. TORRALBA	-	Chairman of the Board
DR. LEAH U. YOLO	-	President and Medical Director
ATTY. TRANQUIL GERVACIO S. SALVADOR III	-	Corporate Secretary
DR. JOSE ENRIQUE DE LAS PEÑAS	-	Chief Marketing Officer
LOUIS BARTOLOME J. BORJA	-	Chief Finance Officer
NOEL A. ARANDILLA	-	Chief Administration Officer and Assistant Corporate Secretary
ATTY. RIZAL ANTONIO D. MERU	-	Compliance Officer

to serve as such until their respective successors have been duly elected and qualified.”

#### **IV. CREATING OF AN EXECUTIVE COMMITTEE**

The Chairman explained to the members of the Board of Directors that the Corporation shall create an Executive Committee of the Board of Directors which shall consist of not less than three (3) but not more than five (5) to be chosen by the Board of Directors from among themselves to monitor the operational finances of the Corporation and to ensure that decisions of the Board are executed by management; and where urgent circumstances require, to act for and in behalf of the Board on such matters. The concurrence of at least a majority of the members of the Executive Committee shall be necessary to make an Executive Committee decision valid. All business transactions by the Executive committee shall be subject to confirmation by the Board of Directors at its next scheduled meeting. Upon motion duly made and seconded, the Board has unanimously approved the following resolutions:

"RESOLVED, to authorize the Corporation to create an Executive Committee which shall consist of three (3) members from the Board of Directors;

RESOLVED, FURTHER, That the following members of the Board of Directors shall constitute the Executive Committee:

#### **EXECUTIVE COMMITTEE**

Chairman	:	DR. TITO P. TORRALBA
Members	:	DR. LEAH U. YOLO ATTY. TRANQUIL GERVACIO S. SALVADOR III

RESOLVED, FINALLY, That the Executive Committee shall monitor the operational finances of the Corporation to ensure that decisions of the Board are executed by management; and where urgent circumstances require, to act for and in behalf of the Board on such matters.

#### **V. CREATING OF A NOMINATION COMMITTEE**

The Chairman likewise explained to the members of the Board of Directors that the Corporation shall create a Nomination Committee which shall be composed of at least three (3) members of the Board of Directors, at least one of whom must be independent. Upon motion duly made and seconded, the Board has unanimously approved the following resolutions:

"RESOLVED, to authorize the Corporation to create a Nomination Committee which shall be composed of at least three (3) members from the Board of Directors, at least one of whom must be independent;

RESOLVED, FURTHER, That the following members of the Board of Directors shall constitute the Nomination Committee:

#### **NOMINATION COMMITTEE**

Chairman : ATTY. MANUELITO S. INSO - Independent Director  
Members : DR. JOSE S. DURAN  
ATTY. JOHANNES B. OLA - Independent Director

RESOLVED, FURTHERMORE, That the Nomination Committee shall: review and evaluate the qualifications of all persons nominated to the Board as well as those nominated to other positions requiring appointment by the Board of Directors; it should prepare a description of the roles and capabilities required of a particular appointment.

RESOLVED, FINALLY, that the Nomination Committee is vested sole authority to conduct and supervise the election for the members of the Board of Directors and other officers and proclaim the winners. The Nomination Committee shall likewise be the judge of all electoral contests, including questions on the qualifications of candidates and its decision shall be final unless appealed to the Board of Directors."

#### **VI. CREATION OF REMUNERATION COMMITTEE**

The Chairman also explained to the members of the Board of Directors that the Corporation shall create a Remuneration Committee which shall consists of at least three (3) members of the Board of Directors, two of whom must be independent. Upon motion duly made and seconded, the Board has unanimously approved the following resolutions:

"RESOLVED, to authorize the Corporation to create a Remuneration Committee which shall consist of at least three (3) members from the Board of Directors, two of whom must be independent;

RESOLVED, FURTHER, That the following members of the Board of Directors shall constitute the Remuneration Committee:

#### REMUNERATION COMMITTEE

Chairman : ATTY. JOHANNES B. OLA - Independent Director  
Members : DR. JONATHAN DISRAELI S. SALVADOR  
ATTY. MANUELITO S. INSO - Independent Director

RESOLVED, FINALLY, That the said committee shall make plans where to position the Corporation relative to other companies; delegate responsibilities for setting up compensation/remuneration for all executives, directors and chairman; and recommend and monitor the level and structure of salaries including remunerations for senior management."

#### VII. CREATION OF AUDIT COMMITTEE

The Chairman also explained to the members of the Board of Directors that the Corporation shall create an Audit Committee which shall be composed of at least three (3) members of the Board of Directors, at least one of whom must be independent. Upon motion duly made and seconded, the Board has unanimously approved the following resolutions:

"RESOLVED, to authorize the Corporation to create an Audit Committee which shall be composed of at least three (3) members from the Board of Directors, at least one of whom must be independent;

RESOLVED, FURTHER, That the following members of the Board of Directors shall constitute the Audit Committee:

#### AUDIT COMMITTEE

Chairman : ATTY. JOHANNES B. OLA - Independent Director  
Members : DRA. LEAH U. YOLO  
ATTY. MANUELITO S. INSO - Independent Director

RESOLVED, FURTHER, That the Audit Committee shall be responsible for the setting-up of internal audit department and the appointment of the internal auditor as well as independent external auditor; provide oversight of the institution's internal and external auditors; and monitor and evaluate the adequacy and effectiveness of the internal control system of the Corporation."

## VIII. OTHER MATTERS

The Chairman called for any other matters that should be brought to the attention of the stockholders.

"RESOLVED, as it is hereby RESOLVED, that the following officers of KAISER INTERNATIONAL HEALTHGROUP, INC., particularly JOSE ENRIQUE R. DE LAS PENAS and LOUIS BARTOLOME J. BORJA. are hereby appointed as the authorized Officers of the Corporation to represent and to sign or act JOINTLY for and in behalf of the Corporation in any and all of the following transactions under such terms and conditions which the said officers may deem appropriate and beneficial to the Corporation under respective prevailing circumstances, to wit:

1. In any and all contracts in connection with the business and operations of the Corporation, including but not limited to: the sale, assignment, lease, pledge or mortgage of any real or personal property of the Corporation; to enter into any investment or related contract with any person or juridical entity involving the funds or assets of the Corporation; to enter into any and all contracts with any product or service providers as may be required in the business and operations of the Corporation;
2. In the opening of any kind of account with any banking and financial institutions, such as but not limited to, savings, current, time deposit, and any other services offered by these institutions;
3. In applying for any kind of loans with any banking or financial institutions and/or any person of juridical entity and to encumber or mortgage any properties, real or personal, of the Corporation as security of the said loans;
4. Issuance of corporate checks and release of funds of the corporation in connection with the business and operations of the Corporation, including those made in compliance with the Corporation's servicing of its clients' policies and product or service providers; to endorse any and all checks issued to the Corporation;
5. In filing of cases, petitions, appeals, petitions for review and/or complaints before any Court and/or administrative agencies with judicial and quasi-judicial functions, to protect the interests of the Corporation and in defense of the Corporation in any such cases, petitions and/or complaints filed against the Corporation, and in connection thereof, to sign any pleadings, petitions, verification thereof, certification against forum shopping; and to represent the Corporation during the pre-trial and mediation of these cases, petitions and/or complaints with authority to enter into a compromise agreement as well as all the acts required under the Rules of Court or any other rules issued by the appropriate judicial authority or by law.

RESOLVED FURTHER, as it is hereby RESOLVED, that JOSE ENRIQUE R. DELAS PENAS and LOUIS BARTOLOME J. BORJA, jointly, may appoint or designate any person or officer of the Corporation through a written authority or Special

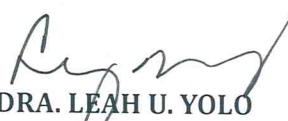
Power of Attorney to perform any of the authority herein granted to them.”  
**IX. ADJOURNMENT**

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

  
**ATTY. TRANQUIL GERVAICIO S. SALVADOR III**  
Director / Secretary of the Meeting

Attested by:


  
**DR. TITO P. TORRALBA**  
Chairman of the Board

  
**DRA. LEAH U. YOLO**  
Director

  
**DR. JONATHAN DISRAELI S. SALVADOR**  
Director

  
**DR. JOSE J. DURAN**  
Director

  
**ATTY. JOHANNES B. OLA**  
Independent Director

  
**ATTY. MANUELITO S. INSO**  
Independent Director