

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

Held at the Ground Floor, King's Court Building 1, 2129 Chino Roces Avenue, Makati City
on the 12th day of February
2018, at 2:00 P.M.

PRESENT:

DR. TITO P. TORRALBA
DR. LEAH U. YOLO
DR. JONATHAN DISRAELI S. SALVADOR
DR. JOSE S. 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. QUORUM

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

III. APPROVAL OF THE CODE OF BUSINESS CONDUCT AND ETHICS

The Chairman informed the Board that after the review of the Corporation's Code of Business Conduct and Ethics, the Board must approve and implement the same. This is to ensure that rights of stakeholders are respected and an effective redress on violation of stakeholders' rights are supervised and fully enforced. The whistleblowing policy allows employees to freely communicate their concerns about illegal or unethical practices without fear. Upon motion duly made and seconded, the following resolutions were unanimously approved:

"RESOLVED, as it is hereby resolved, that the Board of the Directors approved the Corporation's Code of Business Conduct and Ethics;

"RESOLVED, FURTHER, that the Board of the Directors directed the Audit Committee for the implementation and adoption of the Corporation's Code of Business Conduct and Ethics."

IV. ADJOURNMENT

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

(SIGNED)
ATTY. TRANQUIL GERVACIO S. SALVADOR III
Director / Corporate Secretary

Attested by:

(SIGNED)
DR. TITO P. TORRALBA
Chairman of the Board

(SIGNED)
LEAH U. YOLO
Director / President

(SIGNED)
DR. JONATHAN DISRAELI S. SALVADOR
Director

(SIGNED)
DR. JOSE S. DURAN
Director

(SIGNED)
ATTY. JOHANNES B. OLA
Independent Director

(SIGNED)
ATTY. MANUELITO S. INSO
Independent Director