

**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 22<sup>nd</sup> day of October 2020, 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. FORMULATION, ADOPTION AND IMPLEMENTTION OF A REMUNERATION POLICY**

The President suggested that the Corporation shall formulate, adopt, and implement a remuneration policy for the key officers and members of the Board of Directors. The Remuneration Committee is tasked to formulate and adopt a policy specifying the relationship between remuneration and performance of key officers and board members.

Dr. Jonathan Disraeli S. Salvador suggested that the remuneration of the key officers and board members should be commensurate to their performance. Dr. Jonathan Disraeli S. Salvador also suggested that the remuneration of members of the board should be aligned with their long-term interests in the company and they should not participate in discussions or deliberations involving his/her own remuneration. Upon motion duly made and seconded, the following resolutions were unanimously approved:

“RESOLVED, as it is hereby resolved, that the Board of Directors of the Corporation be as it is hereby empowered and authorized to formulate, adopt and implement a remuneration policy for the key officers and members of the Board of Directors which commensurate to their performances;

RESOLVED FURTHERMORE, that the remuneration policy for the members of the Board of Directors is aligned with their long-term interest in the company;

RESOLVED, FINALLY, the Board of Directors do not participate in discussions or deliberations involving his/her own remuneration.”

**IV. GENERAL AUTHORIZATION**

Dra. Leah U. Yolo sought clarification on whether or not a member of the Board is required to notify the Board in the event that he accepts directorship from another company. The Chairman suggested that any member who wishes to accept directorship from other insurance Commission Regulated Entities (ICREs) and publicly-listed companies is allowed to concurrently serve as non-executive directors to a maximum of (5) five ICREs and publicly-listed companies only, to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company. Upon motion duly made by Atty. Manuelito S. Inso and seconded by Atty. Johannes B. Ola, the following resolution was unanimously approved:

"RESOLVED, as it is hereby resolved, that that any member of the Board is allowed to concurrently serve as non-executive directors to a maximum of (5) Insurance Commission Regulated Entities (ICREs) and publicly-listed companies.”

**V. ADJOURNMENT**

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

(SIGNED)  
**ATTY. TRANQUIL GERVAICIO 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