

**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 25th day of September 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. CREATION OF CORPORATE GOVERNANCE COMMITTEE**

The Chairman recommended the creation of a Corporate Governance Committee that will formulate, implement, and adopt a Corporate Governance manual. The Corporate Governance Committee is tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions of identifying the quality of directors aligned with the company's strategic direction.

On the other hand, the Dr. Jonathan Disraeli S. Salvador, nominated Atty. Johannes B. Ola as Chairman of the Corporate Governance Committee and Dra. Leah u. Yolo and Atty. Manuelito S, Inso as members. He added that the following persons are qualified to act as such. Upon motion duly made by Atty. Tranquil Gervacio S. Salvador III and seconded by Dr. Jose S. Duran, the following resolutions were unanimously approved:

“RESOLVED, as it is hereby resolved, that the Board of Directors of the Corporation approved the creation of Corporate Governance Committee consisting of three (3)

members of the Board of Directors, two (2) of whom are independent directors, as follows:

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

RESOLVED, FINALLY, that the Board of Directors of the Corporation be as it is hereby empowered and authorized to create and implement a Manual on Corporate Governance that shall serve as a guide in the creation of the committee.”

#### **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