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Company Information

SEC Registration No.: CS201738919
Company Name: OPTIMUM QUALITY HEALTH VENTURES, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF CAMARIN DOCTORS HOSPITAL
Industry Classification: M85100
Company Type: Stock Corporation

Document Information

Document ID: OST108272026811800347
Document Type: ACGR
Document Code: ACGR
Period Covered: December 31, 2025
Submission Type: Annual
Remarks: None

Acceptance of this document is subject to review of forms and contents

SEC FORM – ACGR

ANNUAL CORPORATE GOVERNANCE REPORT FOR REGISTERED ISSUERS

1. For the fiscal year ended **31 December 2025**
2. SEC Identification Number **CS 201738919**
3. BIR Tax Identification No. **009-895-673-000**
4. Exact name of issuer as specified in its charter **OPTIMUM QUALITY HEALTH VENTURES, INC. Doing business under the name and style of Camarin Doctors Hospital .**
5. Province, Country or other jurisdiction of incorporation or organization **NCR, Philippines**
6. Industry Classification Code: ______ (SEC Use Only)
7. Address of principal office **1 Camarin Road, Barangay 172, Camarin, Caloocan City**
8. Postal Code **1421**
9. Issuer's telephone number, including area code **(02)82605952 / (63)9177040822**
10. Former name, former address, and former fiscal year, if changed since last report **N/A**

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS			
RECOMMENDATION	**COMPLIANT/ NON-COMPLIANT**	**ADDITIONAL INFORMATION**	**EXPLANATION**
THE BOARD'S GOVERNANCE RESPONSIBILITIES			
Principle 1. ESTABLISHING A COMPETENT BOARD			
The company should be headed by a competent, working board to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	**COMPLIANT**	The Company's Directors are nominated and elected based on their professional experience, expertise and relevant training in the healthcare industry.	
2. Board has an appropriate mix of competence and expertise.	**COMPLIANT**	The Board has diverse yet effective combination of doctors, and allied health professionals, all of them possesing management experience and knowledge in healthcare industry. See the write-up of the Directors's profiles and credential in the Company's Report: *Pages 9 -12 Definitive Information Statement*	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	**COMPLIANT**	The Directors maintain their qualification and are able to perform their roles and responsibilities. The credentials and qualifications of individuals nominated for election are scrutinized by the Nomination Committee. See the Qualifications and Disqualifications of the Board of Directors: *Pages 4-5 Manual on Corporate Governance*	
Recommendation 1.2			
1. Board is headed by a competent and qualified Chairperson	**COMPLIANT**	The Chairman of ther Board, LARRY G. LIANKO, MD, DPBA, FPSA, MBA-H, is highly competent, qualified and hardworking. He is knowledgable about the Company's core businesses and is committed to corporate governance and corporate social responsibility. See the write-up of the Directors's profiles and credential in the Company's Report: Pages 9-12 Definitive Information Statement	Dr. Larry Lianko is a doctor by profession, with a Pre-Med degree from Centro Escolar University. He has a Degree in Medicine from Manila Central University-FDTMF College of Medicine. He also has a degree of Master of Business Administration in Health from Ateneo Graduate School of Business. He had various trainings including Systems Thinking and Lean Six Sigma Green Belt from Asian Institute of Management. He is a licensed Doctor of Medicine since 1996 with a Diplomate in Philippine Board of Anesthesiology, and a Fellow of the Philippine Society of Anesthesiologists. He is the Chairman of the Board of Optimum Quality Health Ventures, Inc. doing business under the name and style of Camarin Doctors Hospital from 2017 to present.

Recommendation 1.3			
1. Company provides a policy on training of directors.	**COMPLIANT**	The Company's Charter of the Board provides that the Board shall have a policy on training of Directors, including an orientation program and relevent annual continuing training for all directors. All new Directors of the Company shall undergo on-boarding program on the Company's business, corporate charters and policies, and applicable laws.	
2. Company has an orientation program for first time directors.	**COMPLIANT**	*Charter of the Board of Directors*	
3. Company has relevant annual continuing training for all directors.	**NON-COMPLIANT**		The Members of the Board of Directors are scheduled to attend the Corporate Governance Orientation Program on October 16, 2026 to be facilitated by Institute of Corporate Directors (ICD).
Recommendation 1.4			
1. Board has a policy on board diversity.	**COMPLIANT**	Currently, the Board of Directors is composed of eight (8) male and seven (7) female professionals with expertise in Medical, Allied Health, and Information Techonology among others, with ages ranging from 28 years old to 67 years old. Refer to BOARD OF DIRECTORS - June 2025	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	**COMPLIANT**	Since 2021, the Board of Directors is assisted by a Corporate Secretary, LEAH JEANETTE C. BAYAN, MD, FPCP, MBA, who is not a member of the Board of Directors. Please refer to Dr. Bayan's credential in Page 12 of the Definitive Information Statement Corporate Secretary's duties are detailed in Page 11-12 of the Charter of the Board. It also provided that the Corporate Secretary shall not be a member of the Board of Directors.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	**COMPLIANT**	She is also a separate individual from the Compliance Officer.	
3. Corporate Secretary is not a member of the Board of Directors.	**COMPLIANT**		
4. Corporate Secretary attends training/s on corporate governance.	**COMPLIANT**	Dr. Bayan attended a seminar on Corporate Secretary as Corporate Governance Professional on August 4-5, 2026 facilitated by Institute of Corporate Directors (ICD).	

Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	**COMPLIANT**	CATHERINE P. CABALIC, MDF, FPPS, MBA is the Compliance Officer since 2021.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	**COMPLIANT**	Please refer to Dr. Cabalic's credential in Page 12 of the Definitive Information Statement	
3. Compliance Officer is not a member of the board.	**COMPLIANT**	Compliance Officer's duties are detailed in Page 12 to 13 of the Charter of the Board. It also provided that the Compliance Officer shall not be a member of the Board of Directors.	
4. Compliance Officer attends training/s on corporate governance.	**NON-COMPLIANT**		Dr. Cabalic is scheduled to attend the Corporate Governance Orientation Program on October 16, 2026 to be facilitated by Institute of Corporate Directors (ICD).
Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD			
The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company’s articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	**COMPLIANT**	The Board of Directors receives regular reports from Management as needed. Any matter requiring the Board's attention is promptly elevated to the members of the Board, and deliberated upon in the Board meetings. Regular board meetings usually last a minimum of four (4) hours.	The company's Charter of the Board Directors had enumerated its Governance Responsibilities, Power and Duties, Board Membership and Organization among others.
Recommendation 2.2			
1. Board oversees the development, review and approval of the company’s business objectives and strategy.	**COMPLIANT**	The Board of Directors oversees the development, review, and approval of the Company's annual business objectives and strategic plans. Management prepares the proposed Annual Corporate Plan, including the business objectives, operational targets, and budget, which is presented to the Board for review and discussion. After due deliberation, the Board approves the Annual Corporate Plan through a Board Resolution and monitorss its implementation through periodic management reports during Board Meetings. *Section 3 of Manual of Good Governance.*	

2. Board oversees and monitors the implementation of the company's business objectives and strategy.	**COMPLIANT**	The Board of Directors oversees and monitors the implementation of the Company's approved business objectives and strategic plans. Management submits periodic reports on the Company's financial performance, operational results, key initiatives, and strategic objectives during Board meetings. The Board reviews these reports, evaluates progress against approved targets, provides strategic guidance as necessary, and directs Management to implement appropriate measures to achieve the Company's business objectives. *Page 4 of the Charter of the Board of Directors.*	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	**COMPLIANT**	The Board of Directors has adopted and maintains a clearly defined Vision, Mission, and Core Values that guide the Company's strategic direction, governance practices, and business operations. The Board periodically reviews these statements to ensure that they remain aligned with the Company's objectives, business environment, and long-term strategy. The Vision, Mission, and Core Values are communicated to directors, officers, employees, and other stakeholders through the Company's policies, orientation programs, and official corporate communications. *Company's Vision, Mission, Core Values.*	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	**COMPLIANT**	The Board of Directors oversees the execution of the Company's strategic objectives through a structured planning and performance monitoring process. Management is responsible for implementing the approved business strategies and operational plans, while the Board regularly reviews management reports on financial and operational performance, strategic initiatives, and key business risks. The Board provides guidance and direction to ensure that the Company's strategies remain responsive to changes in the business environment, regulatory requirements, and organizational culture, and takes appropriate action when adjustments to the strategic plan are necessary.	

Recommendation 2.3			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	**COMPLIANT**	The Board oversees the identification and nomination of qualified candidates for directors and key officers and considers leadership continuity in the appointment and replacement of directors and senior management. The Company is in the process of strengthening its succession planning framework to further support long-term organizational continuity. Section 2, page 5-6 of Charter of the Board of Directors. *Section 2, page 5-6 of Charter of the Board of Directors.*	
2. Board adopts a policy on the retirement for directors and key officers.	**NON-COMPLIANT**		The Company has not yet adopted a formal retirement policy for directors and key officers. Appointments, reappointments, and retirements are currently governed by the Company's By-Laws, applicable laws and regulations, and Board-approved policies. The Board recognizes the importance of establishing a formal retirement policy as part of its corporate governance framework and will consider its adoption as appropriate.
Recommendation 2.4			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	**COMPLIANT**	The Board of Directors ensures that the remuneration of directors and key officers is aligned with the long-term interests of the Company and supports the achievement of its strategic objectives. The Board reviews and approves the compensation framework to ensure that remuneration is fair, competitive, performance-based where appropriate, and commensurate with the responsibilities, qualifications, and contributions of directors and key officers. The remuneration structure is designed to promote sound decision-making, prudent risk-taking, and sustainable corporate performance. *Page 6 of Manual of Corporate Governance.*	
2. Board adopts a policy specifying the relationship between remuneration and performance.	**COMPLIANT**	The Board determines and approves the remuneration of directors and key officers after considering their responsibilities, individual performance, the Company's financial condition, and prevailing industry practices. While the Company has not yet adopted a formal written policy specifically linking remuneration to performance, the Board recognizes the importance of aligning compensation with corporate performance and long-term value creation and will consider adopting a formal remuneration policy as part of its continuing corporate governance initiatives.	CDH has established a compensation and Remuneration committee composed of 1. Dr Marygrace T. Garcia - Chairman, 2. Dr Maritoni C. Abbariao, 3. Dr Jonathan L. Latonio, 4. Dr Leilanie M. Sacdal, 5. Dr Christopher Nitafan . This committee recommends Remuneration and compensation Policies for approval of the Board of Directors.

3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	**COMPLIANT**	The Board observes the principle that directors should not participate in discussions or decisions involving their own remuneration. Interested directors abstain from deliberations and voting on matters affecting their personal compensation in accordance with the Company's conflict of interest practices and applicable corporate governance principles. *Page 6 of Manual of Corporate Governance. Section 3.2.2.1.5 subsection f.*	
Recommendation 2.5			
1. Board has a formal and transparent board nomination and election policy.	**COMPLIANT**	The nomination and election of directors are conducted in accordance with the Company's By-Laws, applicable laws and regulations, and established corporate governance practices. The Board evaluates the qualifications, experience, and suitability of nominees to ensure that elected directors are capable of effectively carrying out their duties and responsibilities. The Company continues to enhance its governance framework through the development of a formal Board Nomination and Election Policy. *Company"s By-Laws*	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	**COMPLIANT**	The Company's Board Nomination and Election Policy is set forth in its Manual on Corporate Governance. The policy establishes a transparent and objective process for the nomination, evaluation, and election of directors, taking into account the nominees' qualifications, integrity, competence, experience, independence (where applicable), and ability to devote sufficient time to the discharge of their duties. The policy also ensures compliance with the Revised Corporation Code, applicable SEC regulations, the Company's By-Laws, and other relevant laws and regulatory requirements. *Page 4 of Manual of Corporate Governance. Section 3.2.2.1.*	

3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	**COMPLIANT**	The Company's Board Nomination and Election Policy provides that all shareholders, including minority shareholders, are afforded the opportunity to nominate qualified candidates for election to the Board of Directors in accordance with the Company's By-Laws, the Revised Corporation Code, applicable SEC regulations, and the Company's Manual on Corporate Governance. Nominations are evaluated based on the prescribed qualification and disqualification criteria, and all valid nominations are considered through a fair, transparent, and objective process.	
4. Board nomination and election policy includes how the board shortlists candidates.	**COMPLIANT**	The Board of Directors shall create a Nomination and Renumeration Committee which shall have at least three (3) members of the Board, one (1) of whom must be an independent Director and one (1) non-voting member oin the person of the Human Resource Director or Manager. The Nomination and Renumeration Committee shall pre-screen and shortlist all candidates nominated to become a member of the Board of the Directors, in accordance with the minimum qualifictions and disqualifications set forth. The Committee may include addtional qualifications and disqualifications as it may deem fit for good corporate governance. *Page 4 of Manual of Corporate Governance. Section 3.2.2.1.*	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement/removal of a director.	**COMPLIANT**	The Corporation has adopted a Board Nomination and Election Policy that establishes transparent, objective, and merit-based procedures for the nomination, election, replacement, and removal of directors. The policy provides that the Board, through the appropriate committee (or the Board itself, where applicable), periodically assesses the effectiveness of these processes to ensure that they remain fair, transparent, aligned with applicable laws and regulations, and responsive to the Corporation's governance needs. The assessment includes a review of the nomination criteria, qualifications and independence requirements of candidates, the integrity and transparency of the election process, succession planning, and the procedures for filling vacancies or removing directors when warranted. The results of the assessment are considered in improving the policy and strengthening the Board's governance practices.	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	**COMPLIANT**	The Corporation has established a process for identifying and evaluating the qualifications, competencies, experience, and expertise required of members of the Board of Directors to ensure that the Board composition remains aligned with the Corporation's strategic direction and business objectives.	

		In identifying and selecting directors, the Corporation considers the Board's overall composition, including the appropriate balance of skills, experience, independence, and diversity of perspectives necessary for effective decision-making. The process is reviewed periodically to ensure that the Board continues to have the appropriate expertise and capabilities to support the Corporation's strategic goals and long-term sustainability. Recommendation arising from the assessment are presented to the Board for consideration and appropriate action.	
Recommendation 2.6			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	**COMPLIANT**	The Corporation has adopted a Related Party Transactions Policy, which establishes procedures for the identification, review, approval, monitoring, and disclosure of transactions involving related parties in accordance with applicable laws, regulations, and corporate governance standards. The Board, through the appropriate Board committee (such as the Audit Committee, Related Party Transactions Committee, or Corporate Governance Committee, as applicable), oversees the implementation of the policy and ensures that RPTs are conducted on an arm's length basis, with due consideration to fairness, transparency, and the best interests of the Corporation and its stakeholders. The policy also provides guidelines for the review and approval of significant or unusual transactions to ensure proper evaluation of business purpose, terms and conditions, potential conflicts of interest, and appropriate disclosures. The Board periodically reviews the effectiveness of the policy and related procedures and adopts enhancements when necessary.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	**NON-COMPLIANT**		The Board is still to formulate and adopt a policy that includes appropriate review and approval of material RPT's which guarantee fairness and transparency of the transaction.

Recommendation 2.7			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	**COMPLIANT**	The Board of Directors is primarily responsible for the selection, appointment, and approval of the key officers of the Corporation, including the Chief Executive Officer (CEO) and the heads of critical control functions, as applicable. The Board evaluates the qualifications, competence, experience, integrity, and suitability of candidates to ensure that Management and key control officers possess the necessary capabilities to effectively carry out their respective responsibilities and support the Corporation's strategic objectives. The appointment of the CEO and other senior officers responsible for risk management, compliance, and internal audit functions is undertaken in accordance with the Corporation's governance policies and applicable regulatory requirements. The Board ensures that the heads of control functions are sufficiently independent, appropriately qualified, and empowered to perform their oversight responsibilities. *Page 5-7 of Charter of the Board of Directors.*	The Board elected the set of Officers on 10 May 2026 during the Organizational Meeting of the Board as follows: Ricardo O. Javison, MD: President & CEO Larry G. Lianko, MD: Chairman of the Board Jonathan L. Latonio, MD: Corporate Treasurer Leah Jeanette C. Bayan, MD: Corporate Secretary
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	**COMPLIANT**	The Board of Directors is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of key control functions, as applicable. The Board conducts periodic performance evaluations to assess the effectiveness, competence, and accountability of the CEO and senior management officers in implementing the Corporation's strategic objectives, business plans, and governance policies.	
Recommendation 2.8			
1. Board establishes an effective performance management framework that ensures that Management’s performance is at par with the standards set by the Board and Senior Management.	**COMPLIANT**	The Board of Directors has established a performance management framework to ensure that Management's performance is aligned with the Corporation's strategic objectives, operational goals, and governance standards set by the Board. The framework provides for the establishment of clear performance objectives, key performance indicators (KPIs), and evaluation criteria for the Chief Executive Officer (CEO) and members of Senior Management. Management performance is periodically reviewed by the Board to assess the achievement of approved business plans, financial and operational targets, compliance obligations, risk management objectives, and other strategic priorities of the Corporation. The Board, through the appropriate Board committees, as applicable, monitors Management's performance and provides guidance and recommendations to enhance leadership effectiveness, accountability, and organizational performance. The results of the performance evaluation serve as a basis for management development, succession planning, and continuous improvement of the Corporation's governance and operational practices.	

		Page 5-6 of Charter of the Board of Directors, subsection b & c.	
2. Board establishes an effective performance management framework that ensures that personnel’s performance is at par with the standards set by the Board and Senior Management.	**COMPLIANT**	The Board of Directors recognizes the importance of an effective performance management framework that promotes accountability, competence, and alignment of personnel performance with the Corporation's strategic objectives, policies, and standards. The Corporation has established performance management processess that provide for the setting of clear performance expectations, evaluation of personnel performance, and implementation of appropriate development and improvement initatives. These processess are aligned with the standards and objectives approved by the Board and implemented Senior Management. Senior Management is responsible for the administration and monitoring of the performance management system, including the establishment of performance targets, regular performance reviews, competency development, and implementation of appropriate measures to enhance employee effectiveness. The Board exercises oversight by reviewing Management reports and ensuring that the Corporation maintains appropriate systems to support employee accountability, organizational effectiveness, and the achievement of its long-term goals.	
Recommendation 2.9			
1. Board oversees that an appropriate internal control system is in place.	**COMPLIANT**	The Board of Directors oversees the establishment and maintenance of an effective internal control system to safeguard the Corporation's assets, ensure the reliability and integrity of financial and operational information, promote operational efficiency, and ensure compliance with applicable laws, regulations, and internal policies. The Board, through the Audit Committee and other appropriate Board committees, as applicable, reviews the adequacy and effectiveness of the Corporation's internal control environment, including financial controls, operational controls, risk management processes, and compliance mechanisms. Management is responsible for designing, implementing, and maintaining the internal control systems, while the Internal Audit function provides independent assessment and assurance on the adequacy and effectiveness of these controls. Significant findings and recommendations from internal and external audits are reported to the Board and appropriate action plans are monitored. The Board periodically reviews the effectiveness of the internal control system and ensures that enhancements are implemented whenever necessary to support the Corporation's objectives and sustainable operations. *Audit Committee Charter*	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	**COMPLIANT**	The Corporation has adopted policies and procedures, including its Code of Business Conduct and Ethics, Related Party Transactions Policy, and conflict of interest guidelines, which require directors, officers, and employees to disclose any actual, potential, or perceived conflict of interest and to refrain from participating in decisions where they may have a personal interest.	

		Code of Business Conduct and Ethics. The Board of Directors, through the appropriate Board committees, as applicable, oversees the implementation of these policies and ensures that transactions involving related parties or potential conflicts are reviewed in a fair, transparent, and objective manner. Related party transactions and other matters involving potential conflicts are evaluated to determine compliance with applicable laws, regulations, and corporate governance standards. Management is responsible for implementing appropriate controls, maintaining conflict-of-interest disclosures, and ensuring that reported conflicts are properly assessed and resolved. Significant matters are elevated to the Board or the appropriate committee for review and appropriate action. *Conflict of Interest Policy and Disclosure Statement*	
3. Board approves the Internal Audit Charter.	**COMPLIANT**	The Board has approved and adopted an Audit Charter.	

Recommendation 2.10			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	**COMPLIANT**	The Board, through the appropriate Board committee(s), such as the Risk Oversight Committee, Audit Committee, or Corporate Governance Committee, as applicable, reviews the Corporation's risk management framework and receives periodic reports on significant risks, risk mitigation measures, and emerging risk areas. *Enterprise Risk Oversight Committee Charter*	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	**COMPLIANT**	The Corporation's Enterprise Risk Management (ERM) framework provides the Board of Directors with a structured process for identifying, assessing, monitoring, and managing risks across the Corporation's business units and enterprise-wide operations. The framework enables the Board, through the appropriate Board committee(s) and Senior Management, to identify strategic, operational, financial, regulatory, information technology, and healthcare-related risks that may affect the achievement of the Corporation's objectives. Management periodically reports significant risk exposures, emerging risks, and the status of risk mitigation measures to the Board for review and oversight. The Board evaluates the adequacy and effectiveness of the Corporation's risk management strategies by reviewing risk assessments, key risk indicators, mitigation plans, and reports from Management, Internal Audit, and other assurance providers, as applicable. The results of these reviews are considered in improving risk management policies, strengthening internal controls, and supporting informed decision-making. The ERM framework is reviewed periodically to ensure that it remains responsive to changes in the Corporation's operating environment, regulatory requirements, and strategic priorities.	
Recommendation 2.11			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	**COMPLIANT**	The Corporation has adopted a Board Charter that formally defines the roles, responsibilities, authority, and accountabilities of the Board of Directors in the discharge of its fiduciary duties. The Board Charter provides guidance on the Board's governance responsibilities, oversight of management, strategic direction, risk management, internal controls, succession planning, and compliance with applicable laws, regulations, and the Corporation's Manual of Corporate Governance.	

2. Board Charter serves as a guide to the directors in the performance of their functions.	**COMPLIANT**	The Board Charter serves as a guide to the members of the Board of Directors in the discharge of their duties and responsibilities. It sets forth the Board's authority, functions, fiduciary obligations, governance responsibilities, and standards of conduct, providing directors with a clear framework for the effective exercise of their oversight, decision-making, and stewardship functions in accordance with applicable laws, SEC regulations, the Corporation's By-Laws, and its Manual of Corporate Governance. *Charter of the Board of Directors*	
3. Board Charter is publicly available and posted on the company's website.	**COMPLIANT**	The Corporation makes its Board Charter publicly available by posting it on its official website. This promotes transparency and enables shareholders, investors, regulators, and other stakeholders to understand the Board's roles, responsibilities, and governance framework. https://camarindoctorshospital.ph/corporate-governance/	
Principle 3. ESTABLISHING BOARD COMMITTEES			
Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	**COMPLIANT**	The Board of Directors has established Board Committees to assist in the effective discharge of its fiduciary duties and oversight responsibilities. These committees enable the Board to devote focused attention to key governance areas, enhance the quality of deliberations, and facilitate informed decision-making. Each committee operates within the scope of authority and responsibilities defined in its respective Charter and reports regularly to the Board on matters within its jurisdiction. *Board Committees & Membership*	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	**COMPLIANT**	The Board of Directors has established an Audit Committee to assist the Board in fulfilling its oversight responsibilities over the integrity of the Corporation's financial reporting process, the effectiveness of its internal control and risk management systems, the performance and independence of the internal and external auditors, and compliance with applicable laws, regulations, and corporate policies. The Audit Committee operates in accordance with its Charter, which defines its authority, composition, duties, and responsibilities, and regularly reports to the Board on matters within its mandate. *Audit Committee Charter*	

2. Audit Committee is composed of at least three (3) appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	**COMPLIANT**	The Audit Committee is composed of five (5) appropriately qualified non-executive directors. Majority of its members, including the Chairman, are independent directors. The composition of the Committee is intended to ensure objective judgment and effective oversight of the Corporation's financial reporting process, internal control system, internal and external audit functions, risk management, and compliance with applicable laws, regulations, and corporate governance standards. The members of the Audit Committee are as follows: 1. Leilanie M. Sacdal-Sacayle - Chairman, Independent Director 2. Athena R. David - Member, Independent Director 3. Christopher Z. Nitafan - Member, Independent Director 4. Maritoni C. Abbariao - Member 5. Willie L. Go - Member	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	**COMPLIANT**	The members of the Audit Committee collectively possess the appropriate background, knowledge, skills, and experience in accounting, auditing, finance, corporate governance, risk management, and financial oversight necessary to effectively discharge the Committee's responsibilities. Their professional qualifications and experience enable the Committee to provide independent and informed oversight of the Corporation's financial reporting process, internal control system, internal and external audit functions, and compliance with applicable laws, regulations, and corporate policies. *Page 9-12 of Definitive Information Statement*	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	**COMPLIANT**	The Chairman of the Audit Committee is not the Chairman of the Board. This structure promotes independence and allows the Audit Committee Chairman to devote sufficient attention to the Committee's oversight responsibilities, including financial reporting, internal controls, audit activities, and compliance matters.	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	**COMPLIANT**	The Board of Directors has established a Corporate Governance Committee to assist the Board in fulfilling its corporate governance responsibilities. The Committee is responsible for overseeing the implementation of corporate governance policies and practices, reviewing and recommending improvements to governance frameworks, and performing functions relating to board nomination, evaluation, and remuneration matters, as applicable. The Committee operates in accordance with its Charter, which defines its composition, authority, duties, and responsibilities. *Corporate Governance Committee Charter*	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	**COMPLIANT**	The Corporate Governance Committee is composed of five (5) members including Independent Directors. The composition of the Committee ensures objective and independent deliberation in the performance of its responsibilities, including the review of corporate governance policies and practices, board nomination and succession planning, performance evaluation of the Board and management, and other governance-related matters delegated by the Board.	

		The members of the Corporate Governance Committee are as follows: 1. Christopher Z. Nitafan - Chairman, Independent Director 2. Marygrace T. Garcia - Member, Independent Director 3. Leilanie M. Sacdal-Sacayle - Member, Independent Director 4. Monet Estelita E. Dulay - Member 5. Djhoana Jet E. Siao - Member	
3. Chairman of the Corporate Governance Committee is an independent director.	**COMPLIANT**	The Chairman of the Corporate Governance Committee is an Independent Director. This ensures that the Committee is headed by a member who can exercise objective and impartial judgment in the performance of its responsibilities, including oversight of corporate governance policies and practices, board evaluation, director nomination and succession planning, and other governance-related matters assigned by the Board.	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	**COMPLIANT**	The Board of Directors had established a separate Board Risk Oversight Committee (BROC) to assist the Board in fulfilling its oversight responsibilities relating to the Corporation's Enterprise Risk Management system. The Committee is responsible for overseeing the effectiveness and functionality of the Corporation's risk management framework, reviewing risk management strategies and policies, monitoring significant risk exposures, and ensuring that appropriate measures are implemented to identify, assess, manage, and mitigate risks affecting the Corporation. *Enterprise Risk Oversight Committee Charter*	
2. BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairman.	**COMPLIANT**	The Board Risk Oversight Committee is composed of three (3) members task to effectively performs its risk oversight responsibilities through its Charter and established Enterprise Risk Management framework. The members of the Board Risk Oversight Committee are as follows: 1. Christopher Z. Nitafan - Chairman, Independent Director 2. Athena R. David - Member, Independent Director 3. Djhoana Jet E. Siao - Member	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	**COMPLIANT**	The Chairman of the Board Risk Oversight Committee is an Independent Director. This ensures that the Committee is headed by a member who can exercise objective and impartial judgment in the performance of its responsibilities.	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	**COMPLIANT**	The Board Risk Oversight Committee (BROC) has a member with relevant knowledge and experience in risk management, which enables the Committee to effectively perform its oversight responsibilities over the Enterprise Risk Management System. The Committee's functions and responsibilities are also guided by the Corporation's Manual of Corporate Governance, Board-approved policies, and applicable corporate governance practices.	
Recommendation 3.5			

1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	**COMPLIANT**	The Board had established a Related Party Transaction Committee tasked to review and evaluate all material RPTs prior to contract execution to ensure they are conducted at arm's length, fair, and reasonable. They are also tasked to oversee the maintenance and updating of corporate Related Party Registry, regular policy evaluation, and conflict resolution. *Related Party Transaction Policy*	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.		The Related Party Transaction Committee is composed of three (3) members, majority of whom are Independent Director including its Chairman. All of the mebers are non-excutive directors. The members of the Related Party Transaction Committee are as follows: 1. Leilanie M. Sacdal-Sacayle - Chairman, Independent Director 2. Athena R. David - Member, Independent Director 3. Bryan M. Haberia - Member	

Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	**COMPLIANT**	The Corporation has adopted Committee Charters for its established Board Committees, which clearly define their respective purposes, composition, membership qualifications, authority, responsibilities, functions, meeting procedures, reporting process, and other relevant operating guidelines. These Committee Charters serve as the framework for the effective performance of each Committee's mandate and promote accountability, transparency, and consistency in the discharge of their respective functions.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	**COMPLIANT**	The Committee Charters define the respective mandates, responsibilities, authority, and operating procedures of the Committees. The Corporation conducts Board and Committee performance evaluations through established governance processes and continues to enhance its governance framework by incorporating more detailed evaluation criteria in its Committee Charters.	
3. Committee Charters were fully disclosed on the company's website.	**COMPLIANT**	The Corporation makes its Committee Charter publicly available by posting it on its official website. This promotes transparency and enables shareholders, investors, regulators, and other stakeholders to understand the Board Committee's roles, responsibilities, and governance framework. *https://camarindoctorshospital.ph/corporate-governance/*	
Principle 4. FOSTERING COMMITMENT			
To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	**COMPLIANT**	The Directors attend and actively participate in meetings of the Board, Board Committees, and shareholders, either in person or through authorized tele-/videoconferencing facilities in accordance with applicable SEC rules and regulations. The Directors actively engage in discussions, provide insights, deliberate on matters presented for approval, and exercise independent judgment in the performance of their duties and responsibilities. *Page 14-15 of Definitive Information Statement*	
2. The directors review meeting materials for all Board and Committee meetings.	**COMPLIANT**	The Directors are provided with relevant meeting materials in advance of Board and Committee meetings to allow sufficient time for review, evaluation, and preparation. The Directors carefully review the materials presented, seek clarification when necessary, and actively participate in discussions and deliberations to enable informed and responsible decision-making in the performance of their fiduciary duties.	

3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	**COMPLIANT**	The Directors actively participate in Board and Committee meetings by raising relevant questions, requesting clarifications, and seeking additional information or explanations on matters presented for deliberation and approval. This practice enables the Board and Committees to make informed decisions and ensures that Directors properly exercise their fiduciary duties, independent judgment, and oversight responsibilities. The Board encourages open discussion and constructive challenge during meetings to ensure that all relevant matters, risks, and considerations are adequately evaluated before decisions are made.	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	**COMPLIANT**	The Corporation ensures that its non-executive directors have sufficient time and capacity to effectively perform their duties and responsibilities. The non-executive directors' external board memberships are monitored to ensure that they do not concurrently serve as directors in more than five (5) publicly-listed companies. This enables them to devote adequate time for preparation, active participation in Board and Committee meetings, constructive engagement with Management, and oversight of the Corporation's long-term strategy. *Page 9-10 of Charter of the Board of Directors*	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	**COMPLIANT**	The Corporation encourages Directors to disclose their external directorships and other significant affiliations to the Board. The Corporation continues to enhance its governance policies to formalize the requirement for prior notification to the Board before Directors accept additional directorship positions. Each member of the Board and the Board Committees, and a Company officer is obligated to inform the Board of actual or potential confilcts of interest. In case of direct conflict of interest, the member shall abstain at their own initiative before the discussion of the respective matter proceeds. *Page 14, Section 4, Subsection g. of the Charter of the Board of Directors*	
Principle 5. REINFORCING BOARD INDEPENDENCE			
The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	**COMPLIANT**	The Corporation's Board composition currently meet the recommended number of Independent Directors. Currently, the Company have four (4) Independent Directors and constitute more than 1/3 of the members of the Board. Nevertheless, the Corporation ensures that Board deliberations remain objective through established governance policies and continues to evaluate measures to align its Board composition with applicable corporate governance standards. *Page 7-8 of Charter of the Board of Directors*	The four (4) Independent Directors are as follows: 1. Athena R. David 2. Marygrace T. Garcia 3. Christopher Z. Nitafan 4. Leilanie M. Sacdal-Sacayle
Recommendation 5.2			

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	**COMPLIANT**	The Corporation’s Independent Directors possess all the qualifications and none of the disqualifications prescribed under applicable laws, regulations, and corporate governance standards. The Corporation ensures that its Independent Directors meet the requirements on independence, integrity, competence, and relevant experience necessary to effectively perform their oversight responsibilities and exercise objective judgment in Board deliberations. *Page 8-10 of Charter of the Board of Directors*	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years.	**COMPLIANT**	The Board Independent Directors shall serve for a maximum cumulative term of nine (9) years. After which, the independent director is perpetually barred from re-election as such in the Company but may continue to qualify for nomination and election as a non-independent director. *Page 8 of Charter of the Board of Directors*	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	**COMPLIANT**	The Board Independent Directors shall serve for a maximum cumulative term of nine (9) years. After which, the independent director is perpetually barred from re-election as such in the Company but may continue to qualify for nomination and election as a non-independent director.	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders’ approval during the annual shareholders’ meeting.	**COMPLIANT**	None of the Corporation’s Independent Directors has served continuously in the same capacity for more than nine (9) years. Accordingly, the requirement to provide a meritorious justification and seek shareholders’ approval for retention beyond the nine (9)-year period is not applicable.	

Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	**COMPLIANT**	The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals. This structure promotes a clear delineation of responsibilities between the Board's oversight function and Management's day-to-day operational responsibilities. The separation of these roles enhances the Board's independence, facilitates objective decision-making, and strengthens accountability in the governance and management of the Corporation.	The Chairman of the Board is Larry G. Lianko, MD, DPBA, FPBA, MBA-H while the President & CEO is Ricardo O. Javison, MD, FPCP, FPCC, MBA
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	**COMPLIANT**	The Corporation has clearly defined the respective roles and responsibilities of the Chairman of the Board and the Chief Executive Officer. The Chairman provides leadership to the Board, ensures effective Board governance, facilitates Board discussions and deliberations, and promotes sound corporate governance practices. The Chief Executive Officer is responsible for the overall management and operations of the Corporation, including the execution of the Corporation's strategies, business plans, and policies approved by the Board. The clear delineation of their functions promotes accountability, effective oversight, and proper balance between Board supervision and Management execution. *Page 10-11 of the By-Laws of the Corporation*	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	**COMPLIANT**	The Chairman of the Board is not an independent director and the Board has not desginated a lead director among the independent directors.	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	**COMPLIANT**	The Corporation observes the requirement that Directors with material interests in transactions affecting the Corporation disclose such interests and refrain from participating in deliberations on such matters. The Corporation continues to strengthen its governance framework by incorporating these requirements in its internal policies and procedures. *Page 14, Section 4, Subsection g. of the Charter of the Board of Directors*	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present. 2. The meetings are chaired by the lead independent director.	**NON-COMPLIANT**	Separate periodic meetings without executive presence have not been formally established. The Corporation still continues to evaluate measures to enhance independent communication between the Non-Executive Directors and assurance functions.	For Compliance

Principle 6. ASSESSING BOARD PERFORMNCE			
The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	**COMPLIANT**	The annual performance evaluation is being conducted prior to the last board meeting for the year and outcomes are presented during the board meeting. *Page 14-15 of Definitive Information Statement*	
2. The Chairman conducts a self-assessment of his performance.	**COMPLIANT**		
3. The individual members conduct a self-assessment of their performance.	**COMPLIANT**		
4. Each committee conducts a self-assessment of its performance.	**NON-COMPLIANT**	The Corporation has not yet implemented a formal self-assessment process for each Board Committee. The Corporation continues to enhance its corporate governance framework by establishing a structured Committee performance evaluation process consistent with applicable corporate governance standards.	For Compliance
5. Every three years, the assessments are supported by an external facilitator.	**NON-COMPLIANT**	The Corporation has not yet engaged an external facilitator to support the Board and Committee performance assessments every three (3) years. The Corporation conducts internal assessments and continues to evaluate measures to enhance the objectivity and effectiveness of its Board evaluation process.	For Compliance
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	**COMPLIANT**	The performance of the Board is evaluated at least once a year and disccused or followed up if necessary as provided in the Corporate Governance Committee Charter, Page 5, Section 4, Subsection b & c.	
2. The system allows for a feedback mechanism from the shareholders.	**COMPLIANT**	Feedback mechanism from the shareholders are provided for in both the Company's website, Email, and Social Media accounts.	
Principle 7. STRENGTHENING BOARD ETHICS			
Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	**COMPLIANT**	In accordance with its Manual on Corporate Governance, the Board has adopted a Code of Business Conduct and Ethics to establish standards of professional and ethical behavior across the organization's leadership and operations. *Code of Business Conduct and Ethics*	
2. The Code is properly disseminated to the Board, senior management and employees.	**COMPLIANT**	The Code of Business Conduct and Ethics was formally presented to the Board of Directors, senior management and employees and is publicly accessible on the official website of the company.	
3. The Code is disclosed and made available to the public through the company website.	**COMPLIANT**	The Code of Business Conduct and Ethics is posted on the official website of the company	

		https://camarindoctorshospital.ph/corporate-governance/	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	**COMPLIANT**	The Board of Directors approved the appointment of members of the Business Conduct and Ethics Committee.	The members of the Business Conduct and Ethics Committee are as follows: 1. Djhoana Jet E. Siao - Chairman 2. Mario M. Domingo - Member 3. Bryan M. Haberia - Member 4. Maritoni C. Abbariao - Member 5. Carl Ryan Marino D. Taguba - Member
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	**COMPLIANT**	All Directors and Officers are mandated to strictly adhere to the Code of Business Conduct and Ethics. Any reported violations are investigated by the Business Conduct and Ethics Committee, which formulates and submits recommendations for appropriate action to the Board of Directors for final approval.	
DISCLOSURE AND TRANSPARENCY			
Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES			
The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	**COMPLIANT**	The Definitive Information Statement, inclusive of the Audited Financial Statements, is provided to shareholders at least fifteen (15) business days prior to the Annual Stockholders' Meeting *Definitive Information Statement*	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	**COMPLIANT**	The Board and Officers uphold an unyielding commitment to full transparency, ensuring that all material facts and corporate dealings are fully disclosed. The Board actively manages the timely submission of all regulatory disclosures to the Securities and Exchange Commission (SEC) in the best interest of the Company's stockholders and stakeholders.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	**COMPLIANT**		

Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	**COMPLIANT**	*Please refer to the Definitive Information Statement*	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	**COMPLIANT**		
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	**COMPLIANT**	*Please refer to Page 6 of the Manual of Corporate Governance Section 3.2.2.2.1.5*	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	**COMPLIANT**		
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	**COMPLIANT**	*Please refer to the SEC Form 17-A 2025 Annual Report, Item 10, Page 22*	
Recommendation 8.5			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	**COMPLIANT**	The Company discloses to the public every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders. This is disclosed in the Definitive Information Statement submitted to the SEC and posted on the company's website. *Definitive Information Statement*	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	**COMPLIANT**	*Please refer to the Conflict of Interest Policy and Disclosure Statement*	
Recommendation 8.6			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	**COMPLIANT**	The Company's corporate governance policies, programs and procedures are contained in the Manual on Corporate Governance that was submitted to the SEC.	
2. Company's MCG is submitted to the SEC.	**COMPLIANT**		

3. Company's MCG is posted on its company website.	**COMPLIANT**	The Company's MCG is posted on the company's website. https://camarindoctorshospital.ph/corporate-governance/	
Recommendation 8.7			
1. Company's corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR)	**COMPLIANT**	The Company's corporate governance policies, practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR)	
2. Company's ACGR is submitted to the SEC.	**COMPLIANT**		
3. Company's ACGR is posted on its company website.	**COMPLIANT**	The Company's ACGR is posted on the company's website. https://camarindoctorshospital.ph/corporate-governance/	
Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY			
The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	**COMPLIANT**	*Refer to Page 7-8 of the Manual of Corporate Governance Section 3.2.2.2* *Page 17-18 of the Definitive Information Statement*	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	**COMPLIANT**	The re-appointment of R.S. Bernaldo & Associates as the external auditor of the company was unanimously approved by the stockholders during the Annual Stockholders Meeting as approved by the Board and recommended by the Audit Committee.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	**COMPLIANT**	Since 2021 the company has not changed its existing external auditor.	

Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	**COMPLIANT**	*Audit Committee Charter*	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	**COMPLIANT**		
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	**NON-COMPLIANT**	Not applicable. No non-audit services were rendered by the external auditor during the reporting period, except for technical tax advisory assistance provided in response to a Letter of Authority (LOA) issued by the Bureau of Internal Revenue (BIR)	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	**COMPLIANT**	*Definitive Information Statement*	
Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING			
The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	**COMPLIANT**	The Definitive Information Statement (SEC Form 20-IS) was distributed to stockholders, incorporating a comprehensive Management Report that covered key non-financial disclosures, including major corporate projects and property acquisitions	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	**COMPLIANT**		

Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION			
The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	**COMPLIANT**	The Company utilizes its official website and Facebook page as primary communication channels for analyst briefings, press conferences, and the dissemination of quarterly and current reports. *https://camarindoctorshospital.ph*	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:			
a. Financial statements/reports (latest quarterly)	**COMPLIANT**	*https://camarindoctorshospital.ph/company-disclosures/*	
b. Materials provided in briefings to analysts and media	**COMPLIANT**		
c. Downloadable annual report	**COMPLIANT**		
d. Notice of ASM and/or SSM	**COMPLIANT**		
e. Minutes of ASM and/or SSM	**COMPLIANT**		
f. Company's Articles of Incorporation and By-Laws	**COMPLIANT**	*https://camarindoctorshospital.ph/company-structure/*	
INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS			
Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS			
To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	**COMPLIANT**	In accordance with established governance standards, the Audit Committee, via the Internal Audit Department, oversees the adequacy and effectiveness of the Company's internal control system, financial reporting integrity, and asset protection mechanisms. Operational controls include daily internal audit reviews of in-patient billing and monthly comprehensive inventory reconciliations conducted by the Accounting Department	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	**COMPLIANT**	*Enterprise Risk Oversight Committee Charter*	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	**COMPLIANT**	The Company has engaged R.S Bernaldo & Associates as its external auditor.	

CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS / MEMBERS			
Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS			
The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	**COMPLIANT**	*Page 11-12 of the Manual of Corporate Governance Section 7*	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	**COMPLIANT**	*https://camarindoctorshospital.ph*	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	**COMPLIANT**	The notice and agenda for the annual shareholders' meetings were distributed at least 28 days prior to the meeting date. As disclosed in the company's SEC Form 20-IS (Information Statement), the agenda explicitly included the approval of shareholder and director remuneration, as well as any proposed changes thereto. *Definitive Information Statement*	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	**NON-COMPLIANT**	It is not stated on the company's Manual of Corporate Governance that an Alternative Dispute Resolution (ADR) framework (such as internal mediation or arbitration) is made available at the shareholder's option to settle disputes out of court.	For Compliance
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	**NON-COMPLIANT**		For Compliance
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	**COMPLIANT**	The management assigned Ms. Cecilia Macalinao as an investor relation officer to ensure constant engagement with the shareholders. Her contact number is +639952119412; email address: cbesacruzjan15@gmail.com	
2. IRO is present at every shareholder's meeting.	**COMPLIANT**	The Investor Relations Officer (IRO) was present at every Annual Stockholders' Meeting held during the reporting period.	
DUTIES TO STAKEHOLDERS			
Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FRO VIOLATION OF STAKEHOLDERS			
The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			

Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	**COMPLIANT**	Detailed information regarding this matter is duly documented in the official Minutes of the Annual Stockholders' Meeting held in 2025	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	**COMPLIANT**	*Page 11-12 of the Manual of Corporate Governance Section 7*	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	**COMPLIANT**	Stakeholders may voice their concerns or lodge complaints regarding potential violations of their rights with Ms. Cecilia Macalinao via mobile at +639952119412 or email at cbesacruz15@gmail.com *Whistleblowing Policy*	
Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION			
A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	**COMPLIANT**	Refer to the following: *Manual of Corporate Governance* *Charter of the Board of Directors*	
2. Company has policies and practices on health, safety and welfare of its employees.	**COMPLIANT**		
3. Company has policies and practices on training and development of its employees.	**COMPLIANT**		
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	**COMPLIANT**	The Company enforces a Code of Business Conduct and Ethics that explicitly incorporates anti-corruption and anti-bribery policies, ensuring strict adherence to legal and regulatory standards *Code of Business Conduct and Ethics*	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	**COMPLIANT**	Institutional policies, governance guidelines, and operational programs are systematically cascaded to employees through official memorandum circulars, executive management briefings, and scheduled administrative meetings with clinical heads.	

Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	**COMPLIANT**	*Whistleblowing Policy*	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	**COMPLIANT**		
3. Board supervises and ensures the enforcement of the whistleblowing framework.	**COMPLIANT**		
Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY			
The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	**COMPLIANT**	Through official memorandum circulars, hospital personnel actively drive the following core CSR programs: Community Health & Outreach Village Activation Programs: Neighborhood outreach providing free medical consultations, basic screenings (random blood sugar and vital signs), and targeted health lectures on stroke awareness and diabetes management. Quarterly Bloodletting Drives: Voluntary blood donation campaigns organized in partnership with accredited third-party blood centers to support regional blood supply. Environmental Stewardship Solar Energy Integration: On-site solar panel infrastructure that reduces grid energy dependence and cuts facility carbon emissions. Annual Tree-Planting Activities: Reforestation and urban greening drives executed in coordination with local government units (LGUs) and environmental agencies.	

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Commission, this report is signed on behalf of issuer by the undersigned, thereunto duly authorized.

OPTIMUM QUALITY HEALTH VENTURES, INC.

BY:

RICARDO O. JAVISON, MD
PRESIDENT / CEO

LARRY G. LIANKO, MD
CHAIRMAN OF THE BOARD

ATHENA R. DAVID
INDEPENDENT DIRECTOR

MARYGRACE T. GARCIA, MD
INDEPENDENT DIRECTOR

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INDEPENDENT DIRECTOR

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INDEPENDENT DIRECTOR

CPCabalic

CATHERINE P. CABALIC, MD
COMPLIANCE OFFICER

LEAH JEANETTE C. BAYAN, MD
CORPORATE SECRETARY

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Page No. 84 ;
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Notarial Commision No. C-532 until December 31,2026
PTR NO. 2977322 / January 05,2026 / Caloocan City, MM
Attorney's Roll. 30232
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