

PROFESSIONAL SERVICES, INC.

WHISTLEBLOWING POLICY

1.0 STATEMENT OF POLICY

Professional Services, Inc. (the “Company”) is committed to uphold personal and institutional integrity, consistently seeking alignment between the values it espouses, and the strategies, decisions and actions that it pursues. The Company is dedicated to achieving and maintaining the highest standard of transparency, probity, professionalism and accountability. Employees at all levels are expected to conduct themselves with honesty, integrity, fairness and justice. It is every employee’s duty to ensure that any inappropriate conduct or behavior that compromise the interest of the Company, stakeholders and the broader community does not happen. In line with this, the Company adopts this Whistleblowing Policy (the “Policy”) to raise the standard of corporate governance of the Company.

2.0 OBJECTIVE

Whistleblowing is an established practice or framework where employees and medical staff are encouraged to report suspected violations, malpractice, irregularities, complaints or concerns involving financial disclosures, accounting, internal control, code of conduct and ethics or policies. Whistleblowing encourages employees and medical staff to expose or bring unethical or illegal practices to the forefront and addressing them before they become fatal to the Company. Whistleblowing is a key defense against override of internal controls which can help improve corporate governance.

An effective Whistleblowing framework is an important component of internal audit and control. This Policy aims to:

- (a) Provide a channel for the employees, medical staff, and other Covered Persons to report to internal authority any suspected malpractice, violation of ethical standard, law, rule or regulation and/or any misconduct by its directors, officers or staff;
- (b) Conduct a prompt and thorough investigation of any alleged Reportable Conditions and take appropriate corrective or disciplinary action observing the required due process;

- (c) Protect the Whistleblower against any form of Retaliatory Actions, by reason of reporting in good faith a suspected or actual violation. In the same manner, protect the suspected person reported to have committed the violation from discrimination, harassment, humiliation or other adverse personnel action.
- (d) Establish a mechanism to aid in preventing or deterring the commission of corporate fraud or misconduct in line principles of good governance, and sound and healthy business practice; and
- (e) Protect the name of the Company and prevent any damage, prejudice or gross disadvantage to the Company.

3.0 COVERAGE AND EXCLUSIONS

3.1. Coverage. This Policy shall be applicable to all officers, employees, medical staff, professionals, as well as interns and trainees (“Covered Persons”). This Policy shall cover complaints and disclosures about matters classified as Reportable Conditions under Section 5.0.

3.2. Exclusion. This Policy will not apply to concerns or issues regarded as part of individual’s terms and conditions of employment or other aspects of established working conditions, unless related to Retaliation. These excepted matters, including the exclusions under Section 5.0 shall be filed with the concerned department of the Human Capital Management Group, and shall go through the disciplinary process established in the Employees Handbook. Nevertheless, the protection from retaliatory actions described in this Policy shall apply to reporting employees even if such report is not covered under this Policy.

4.0 DEFINITION OF TERMS

Reportable Conditions – matters that may be brought to the attention of the Company through this Policy as enumerated in Section 5.0.

Reporting Channels – refers to ways, means, or methods that allow Whistleblowers to report in confidence any suspected or alleged violations or wrongdoings to the Company under this Policy.

Respondent – the person who is the subject of the report filed with the Company pursuant to this Policy.

Retaliation Actions – actions carried out by a Respondent in retaliation against a Whistleblower, which may include reprisals, harassment, discrimination, demotion, reduction in compensation or benefits, termination of contracts, evident bias in performance evaluation, or any acts that adversely affect the rights and interest of the Whistleblower.

Whistleblower – a person, particularly an employee, who exposes or reports a Reportable Condition to the Company through this Policy.

Whistleblowing – the process whereby employees are encouraged to report suspected violations, complaints or concerns involving financial disclosures, accounting, internal control, code of conduct and ethics or policies. Whistleblowing encourages employees to bring unethical or illegal practices to the forefront and addressing them before they become fatal to the organization. Whistleblowing is a key defense against override of internal controls and this, can help improve corporate governance.

Whistleblowing Report – a complaint filed by a Whistleblower about a Reportable Condition including all disclosures related to the report.

5.0 REPORTABLE CONDITIONS

5.1. **Inclusions.** Whistleblowers may report to the Company such acts or omissions that are illegal, unethical, violative of good morals, promote unsound and unhealthy business practices, and/or are grossly disadvantageous to the Company, such as, but not limited to:

- (a) Accepting or receiving money or anything of material value from contractors, vendors, suppliers or providers of services as bribe or for one's own personal gain;
- (b) Behavior or conduct that poses serious risk or damage to public safety, health or the environment;
- (c) Committing an act constituting a criminal offense;
- (d) Unauthorized disclosing of confidential information and proprietary information to outside parties;
- (e) Endangerment of health and safety of an individual;
- (f) Making unwelcome and inappropriate sexual remarks or physical advances in the workplace or any form of sexual harassment;
- (g) Misappropriation, misuse, defalcation or embezzlement of Company funds and material supplies;
- (h) Misconduct, irregular acts or fraud relating to internal controls, accounting, auditing and financial matters;
- (i) Non-disclosure of transactions with the Company involving a related party, whether there is an actual or potential conflict of interest;

- (j) Removal, destruction, or abusive use of Company records, properties and assets;
- (k) Violation of Information security and/or data privacy; and
- (l) Deliberate concealment of the any of the above.

5.2. Exclusions. To be covered by this Policy, the Whistleblower must reasonably believe that he or she is acting in the interest of the Company or of the public. This means in particular that personal grievances and complaints are not usually covered by this Policy. This Policy excludes grievances, disclosures, or concerns about:

- (a) Matters which are trivial or frivolous or malicious or vexatious in nature or motivated by personal agenda or ill-will;
- (b) Matters pending or determined through the Company's disciplinary proceedings; and
- (c) Matters that should be resolved under established grievance machinery pursuant to the collective bargaining agreement signed by the Company.

6.0 GENERAL POLICIES

6.1. Confidentiality. The Company shall make all efforts to treat all Whistleblowing Reports with confidentiality and in a sensitive manner. The identity of the Whistleblower shall not be disclosed unless the Whistleblower will be required to stand as a witness in court.

6.2. Anonymous Reporting. A Whistleblowing Report must be filed through any of the Reporting Channels under Section 7. A Whistleblower who files a Whistleblowing Report anonymously may opt to provide the manner by which he or she can be contacted without compromising his or her anonymity, such as using an email address with undisclosed name, or through text messages using undisclosed number. However, if the Whistleblower disclosed to others about the Whistleblowing Report the Company shall not be accountable for maintaining his or her anonymity.

For clarification, the anonymity shall only be limited to the Whistleblower. The Whistleblowing Report must identify and state the name and position of the Respondent, together with the alleged violations or specific actions committed constituting a Reportable Condition.

6.3. Protection. The Company assures no tolerance on retaliatory acts against Whistleblowers who submits the Whistleblowing Report in good faith, and shall extend all possible assistance under the law and given the circumstances. A Whistleblower or witness who will identify himself/herself shall be protected from retaliation, and he or she may seek redress to by filing

a formal complaint to the designated Reporting Channels should the Whistleblower or witness believe he or she has been subjected to retaliation.

Retaliatory acts may include reprisals, harassment, discrimination, demotion, reduction in compensation or benefits, termination of contracts, evident bias in performance evaluation, or any acts that adversely affect the rights and interest of the Whistleblower or witness. Any retaliatory action shall be subject to disciplinary or legal action.

However, the right of Whistleblower or witness to protection against retaliation does not include immunity for his or her wrongdoing should he or she have any participation in the reported irregularity.

6.4. *Malicious Allegations.* Should it be determined after investigation, that the Whistleblower or witness has made untruthful, fabricated, or malicious allegations or baseless accusations, and if he or she persists in making them after warning, he or she may be subject to disciplinary measures in accordance with pertinent Company policies and established procedure in the Employees Handbook, in order to protect the name of the person unjustly accused.

6.5. *Withdrawal of Report by Whistleblower.* Should the Whistleblower withdraw his or her Whistleblowing Report in the middle of investigation, the investigation shall nevertheless continue provided that the evidence gathered is sufficient to prove the allegation, as determined by the Inquest Officer or Team. The withdrawing Whistleblower shall not be penalized for his or her decision to withdraw and shall still be given the protection under this Policy.

6.6. *Resignation of the Respondent Pending Investigation.* Resignation of the Respondent shall not stop the Inquest Officer or Team from completing the investigation lest the investigation shall fall short of the due process, provided the evidence gathered is sufficient to prove or disprove the allegation as determined by the Inquest Officer or Team.

7.0 REPORTING CHANNELS

The following are dedicated Reporting Channels which the Whistleblower can use to file the Whistleblowing Report:

- (a) Website: <https://www.themedicalcity.com>
- (b) Email: tba
- (c) SMS: tba
- (d) Mail: INQUEST TEAM, The Medical City, Ortigas Avenue, Pasig City
- (e) Trunkline: (+632) 8-988-1000; (+632) 8-988-7000

The Management may, from time to time and as it may deem appropriate, provide other reporting channels consistent with the objective of this Policy.

8.0 WHISTLEBLOWING INQUEST TEAM

8.1. *Composition.* The following officers are designated to cause and manage the investigation or inquest of the Whistleblowing Report:

- (a) Head of Human Capital Management Group
- (b) Head of Internal Audit
- (c) Compliance Officer
- (d) Head of the Legal Department

Investigations or inquests may be done by individual Inquest Officers, or as an Inquest Team. In cases where a Director, a member of the Management Team, or a member of the Inquest Team is involved, the matter shall be directly forwarded to the Audit Committee, which shall convene to investigate the matter promptly.

8.2. *Duties.* Members of the Inquest Team are duty-bound to:

- (1) Acknowledge the receipt of the Whistleblowing Report and communicate to the Whistleblower the status of the complaint.
- (2) Treat confidentially all information received or obtained from the Whistleblower, including all information discovered during the investigation.
- (3) Keep classified the identity of the Whistleblower and the witness in any case, except when the process calls for revelation of the identity of the Whistleblower and the witness and with prior permission from them.
- (4) Submit the findings and the recommendation to the Management which shall be responsible to ultimately dispose the case.

9.0 IMPLEMENTING RULES AND GUIDELINES

The Inquest Team shall convene and formulate the Implementing Rules and Guidelines of this Policy (“Guidelines”), subject to the approval of the President and CEO. The Guidelines shall include clear-cut procedures on the filing of Whistleblowing Report, handling the initial receipt of the Whistleblowing Report, preliminary evaluation of the Whistleblowing Report, Full investigation, monitoring, and final actions on the Whistleblowing Report.

10.0 DISSEMINATION

The Human Capital Management Group (HCMG) shall be responsible for the public dissemination of this Policy. Where necessary, the HCMG shall arrange the training of the members of the Inquest Team and other persons who will be involved in the implementation of this Policy.

11.0 REVIEW AND AMENDMENT


This Whistleblowing Policy shall be reviewed and assessed by a technical working group formed for such purpose, at least annually. Any revisions or amendments to this Code shall require approval of the Board of Directors.

This Whistleblowing Policy was approved by the Board of Directors on 17 December 2021. This shall form part of the Revised Manual on Corporate Governance of the Corporation.


NORMAN P. SERAPIO
Compliance Officer

ATTESTED BY:


JOSE XAVIER B. GONZALES
Chairman


EUGENIO JOSE F. RAMOS
President and CEO