



FORTICARE
HEALTH SYSTEMS INTERNATIONAL, INC.

Anti-Bribery and
Anti-Corruption Policy
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Anti-Bribery and Anti-Corruption Policy	
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Approved By / Date	

1. Introduction

Forticare Health Systems International Inc., (FORTICARE), is committed to continuously improve its governance practices, and for this purpose, hereby adopts this Anti-Bribery and Corruption Policy (the “Policy”). This Policy shall be read in conjunction with the Company’s Whistleblowing Policy, and other Corporate Governance policies (the “CGM”).

2. Applicability

- 2.1 This policy applies to, and shall be implemented by, all Company Personnel.
- 2.2 It is the intention of Forticare Board of Directors that a similar policy shall be adopted and implemented by Forticare subsidiary, if any, and their respective subsidiaries and the respective Presidents of these companies shall recommend the adoption of this Policy (or a similar policy) to their respective Board of Directors.

3. Our Policy

The Company will not tolerate bribery, kickbacks, or corruption of any kind, directly or through third parties, whether or not explicitly prohibited by this Policy or by law. Company Personnel are not permitted to give or offer anything of value (including gifts, hospitality, entertainment and the likes) to anyone for the purpose of improperly obtaining or retaining a business advantage. Similarly, Company Personnel may not solicit or accept such improper payments.

This Policy and internal controls provided herein have been designed to prevent bribery from occurring, avoid appearance of wrongdoing and enable the Company to respond promptly and effectively to any inquiries about its conduct. Company Personnel who violate this Policy may be subject to disciplinary action, up to and including termination. The pages that follow provide a general guide to anti-corruption compliance but do not address every potential scenario that may implicate issues bearing on compliance with this Policy. Therefore, any Company Personnel who have any question concerning the requirements of this Policy should consult with the Company’s Compliance Officer.

A. Definition of Terms

- a) Corruption is the misuse of public or professional power for personal gain.
- b) Bribery refers to the offering, giving, or receiving of any item of value as a means of influencing the actions of an individual holding a public or legal duty. This type of action results in matters that should be handled objectively in a manner best suiting the private interests of the decision maker. Bribery constitute a crime and both the offeror and the recipient can be criminally charges.

- c) A facilitation payment is kin to a bribe. It is a financial payment that is made with the intention to expediting an administrative process. It is a payment made to a public or government official or counterparty that acts as an incentive for such party to complete some action or process expeditiously, to the benefit of the party making the payment.
- d) The term “Government Official” includes all officers or employees of a government department, agency, or instrumentality at all levels and subdivisions (i.e. local, regional, national); permitting agencies; customs officials; candidates for political office; office or employee of political parties; and officials of public international organizations (e.g. the Red Cross). This term also includes officers or employees of government-owned or controlled commercial enterprises such as state-owned or controlled universities, airlines, oil companies, health care facilities, or other vendors. The term also includes family members and close associates (i.e. person representing or acting on behalf of the official in meetings and/or business partners, etc.) of such individuals (e.g. it is not permissible to give a lavish gift to the sibling, spouse, or child of a government official if a gift to the latter would be prohibited under this Policy). The term also includes healthcare professionals (HCPs) who are practicing in government hospitals or any department, agency, or instrument of a government, when any of the following instances apply: (i) the HCP has an official decision-making role, (ii) the HCP has responsibility for performing regulatory inspections, government authorizations or licenses, or (iii) the HCP has the actual or perceived capacity to influence or make decisions with the potential to affect the business of the Company or any of its subsidiaries.
- e) The term “Employees” refer to any individual hired by Forticare for salaries and/or benefits provided in regular amounts at stated intervals in exchange for services rendered personally for the Company’s business on a regular basis and who does not provide such services as part of an independent business. This includes Forticare Officers, Executives, Supervisors, Rank and File, and, only for purpose of this Policy, other corporate officers under the Company’s By-laws, temporary staff, casual employees, project employees, or Subsidiaries’ employees who also work for/serve Forticare.
- f) The term “Consultants” includes professional consultants, firms, partnerships, counsels, outsourced companies or such other professional entities or individuals rendering professional or specialized expert services to Forticare and/or any company with the Forticare Group, as well as advisors of the Company who may be appointed by the Board of Directors or the President/CEO, or who act as representative of the Company’s investors, shareholders, affiliates, or partners.
- g) Third Party – an individual, entity, organization and/or its representative that has existing and/or intended business dealings with the Company. This includes prospective or existing supplier, contractors, consultants (including Healthcare Providers), buyers, dealers and customers. This also covers associates (former classmates, or co-workers, co-fraternity, members, co-members in closed knit associations such as masonry/lodge, etc.) who are also prospective or existing supplier, contractors, buyers, dealers or customers. This also covers partners in CSR activities, grants, sponsorship, foundations, and other similar organizations.

B. Company Personnel shall not be permitted to pay or receive bribes.

Company Personnel must conduct their activities in full compliance with this Policy, the Philippine Anti-Graft and Corrupt Practice Act (“RA 3019”), the UK bribery Act, and the United States Foreign Corrupt Practice Act (“FCPA”), and all other applicable laws relating to bribery or corruption in each jurisdiction in which the Company Personnel do business.

Under this Policy, Company Personnel are not permitted to give or offer anything in value, directly or indirectly, to any Government Official or any commercial party for the purpose of improperly obtaining or retaining a business advantage. “Anything of value” should be broadly interpreted to include cash, gifts to family members, forgiveness of debt, loans, personal favors, entertainment, meals and travel, political and charitable contributions, business opportunities and medical care, among other items. Company Personnel are also prohibited from making routine payments, those relatively insubstantial payments made to facilitate or expedite routine government action. Simply put, bribes, kickbacks or similar payments are never permitted, whether made to a Government Official or to customers, investors, clients, or other private parties. Similarly, Company Personnel may not solicit or accept such payments. Company Personnel are required to exercise common sense and judgement in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.

If confronted with a request or demand for an improper payment or other violation of this Policy, the request or demand must be immediately rejected and reported to the Company’s Compliance Officer in writing. Similarly, if any Company Personnel or agent knows or believes that an improper payment has been or will be made, the Company Personnel or agent must also report such payment to the Company’s Compliance Officer. The Company’s policy is that no adverse employment action will be taken against any personnel in retaliation for, honesty and in good faith, reporting a violation or suspected violation of anti-corruption laws or this Policy.

C. Gifts, Meals, Entertainment and Employment

This Policy set forth various rules to gifts, entertainment, travels, meals, lodging, and employment. All such expenditures must be recorded accurately in the books and records of the Company, in accordance with Section 4 below.

1. Gifts – As a general matter, the Company competes for and ensures business through the quality of its personnel, products, and services, not with gifts or lavish entertainment. The use of Company fund or assets for gifts, gratuities, or other favors to Government Official or any other individual or entity (in the private or public sector), that has the power to decide or influence the Company’s commercial activities is prohibited, unless all of the following circumstances are met.
 - a) the gift does not involve cash or cash equivalent gifts (e.g. gift cards, store cards, or gambling chips);
 - b) the gift is permitted under both local law and the guidelines of the recipient’s employer;
 - c) the gift is presented openly with complete transparency;
 - d) the gift is properly recorded in the Company’s book and records;

- e) the gift is provided as a token of esteem, courtesy, or in return for hospitality and should comport with local custom; and
- f) the item cost not more than Php5000.00 (“Nominal Value”)

Gifts that do not fall specifically within the above guidelines require advance consultation with and approval by the Company’s Compliance Officer and/or the Company’s President.

Note that the provision of gifts, as well as the reporting requirements, in this Policy, apply even if Company Personnel are not seeking reimbursement for the expenses (i.e. paying these expenses out of your own pocket does not avoid these requirements).

Company Personnel must not accept or permit any member of his or her immediate family to accept, any gifts, gratuities, or other favors from any customer, supplier, or other person doing or seeking to do business with the Company, other than items of Nominal Value. Any gifts that are not of nominal value should be returned immediately and reported to the immediate supervisor of the Company Personnel concerned. If immediate return is not practical, they should be given to the Company for charitable disposition.

- 2. Meals, Entertainment, Travel and Lodging – Common sense and moderation should prevail in business entertainment and the payment of travel, and lodging expenses engaged in on behalf of the Company. Company Personnel should provide business entertainment to someone doing business with the Company only if the entertainment is infrequent, modest, and intended to serve legitimate business goals.

Meals, entertainment, travel and lodging should never be offered as a means of influencing another person’s business decision. Each should only be offered if it is appropriate, reasonable for marketing and promotional purposes, offered or accepted in the normal course of an existing business relationship, and if the primary subject of discussion or purpose of travel is business. The appropriateness of a particular type of entertainment, travel, and lodging of course, depends upon both the reasonableness of the expense and on the type of activity involved. This is determined based on whether or not the expenditures is sensible and proportionate to the nature of the business relationship and the stature of the individual involved. Adult entertainment is always prohibited.

Expenses for meals, entertainment, travel, and lodging for Government Official or any other individual or entity (in the private or public sector) that has the power to decide or influence the Company’s commercial activities may be incurred without prior approval of the Company’s Compliance Officer only if all of the following are met:

- a) the expenses are bona fide and related to a legitimate business purpose and the events involved are attended by appropriate Company representatives;
- b) the total cost of the meal, travel, and lodging is not more than Php5000.00 per person; and

- c) the meal, entertainment, travel, and lodging are permitted by the rules of the recipient's employer (if applicable).

For all such expenses, the reimbursement request must identify the total number of all attendees and their names, employer, and titles (if possible). All expense reimbursement must be supported by receipts, and expenses and approvals must be accurately and completely recorded in the Company's records. In all instances, Company Personnel must ensure that the recording of the expenditures associated with meals, lodging, travel, or entertainment clearly reflects the true purpose of the expenditure.

Note that the provision of meals, entertainment, travel, and lodging as well as the reporting requirements, in this Policy, apply even if Company Personnel are not seeking reimbursement for the expenses (i.e. paying these expenses out of your own pocket does not avoid these requirements).

When possible, meals, entertainment, travel, and lodging payment should be made directly by the Company to the provider of the service and should not be paid directly as a reimbursement. Per diem allowance may not be paid to a Government Official or any other individual (in the private or public sector) that has the power to decide or influence the Company's commercial activities for any reason.

Any meal, entertainment, travel and lodging expense greater than Php5000.00 per person, and any expense at all that is incurred for meals, entertainment, travel, and lodging unrelated to a legitimate business purpose, must be pre-approved by the Company's Compliance Officer and the Company's President.

Please note that in addition to traditional gifts, meals, entertainment, travel, and lodging that are provided to business relationships where Company Personnel are not in attendance shall be considered gifts, and subject to the rules and requirements for gifts specified in this Policy.

- 3. Employment/Internships – On occasion, Government Officials or the Company's business partners may request that the Company provide internships or employment to certain individuals. Offering internships or employment to Government Officials or the Company's business partners may be viewed as providing an item of value.

This Policy sets forth guidance for handling such requests from Government Officials of the Company's business partners. If a candidate is interviewed for an internships or employment within the ordinary course of filling a position, the Company's Compliance Officer and the Company's President must be notified of the candidate's relationship to a Government Official or the Company's business partner. If a candidate related to a Government Official or a Company business partner is interviewed outside of the ordinary course of filling a position, any internships or employment offer must be pre-approved by the Company's Compliance Officer and the Company's President.

- 4. Political Contributions and Charitable Donations – Company Personnel may not make political or charitable donations, whether in their own name or in the name of the Company, to obtain or retain business or to gain an improper business

advantage. Any political or charitable contributions by the Company must be permitted under the law, permissible pursuant to the terms of this Policy, made to a bona fide charitable organization, and in the case of political contributions or charitable contributions connected to any Government Official or government entity made with the prior approval of the Company's Compliance Officer and the Company's President. In certain instances where there is heightened risk of corruption, Company's Compliance Officer or the Company's President may require due diligence to be conducted. The Company's Compliance Officer or the Company's President must be notified if a Government Official solicits a political or charitable contribution in connection with any government action related to the Company or its affiliates. Individual Company Personnel or agents may not make political contributions on behalf of the Company or its affiliates.

Company Personnel may, of course, exercise their personal rights to make charitable donations from their own resources, providing this does not give rise to any actual or apparent conflict of interest or appearances of impropriety for the Company.

4. Relationship with Third Parties

Anti-corruption laws prohibit indirect payments made through a Third Party, including giving anything of value to a third party while knowing that value will be given to a Government Official for an improper cause. Therefore, Company Personnel should avoid situations involving Third Parties that might lead to a violation of this Policy.

Company Personnel who deal with Third Parties are responsible for taking reasonable precautions to ensure that the Third Parties conduct business ethically and in compliance with this Policy. Such precautions may include, for third parties representing the Company before government entities, conducting an integrity due diligence review of the Third Party, inserting appropriate anti-corruption compliance provision in the Third Party's written contract (depending on the circumstances, such provisions could include representatives, warranties, covenants, and may require the agent to undergo training), requiring the Third Party to certify that it has not violated and will not violate this Policy and any applicable anti-corruption laws during the course of its/his/her business with the Company, and monitoring the reasonableness and legitimacy of the services provided by and the compensation paid to the Third Party during the engagement. Company Personnel retaining Third parties that will be representing the Company before government entities must discuss the engagement with the Company's Compliance Officer prior to hiring the Third Party. Any doubts regarding the scope of appropriate due diligence efforts in this regard should be resolved by contacting and consulting with the Company's Compliance Officer and the Company's President.

In addition, once a Third Party is engaged, Company Personnel who deal with third parties must always be aware of potential red flags. Red flags are certain actions or facts which should alert a company that there is a possibility of improper conduct by a Third Party. A red flag does not mean that something illegal has happened, but rather that further investigation is necessary. Red flags are highly fact-dependent, but some example of red flags are:

- ❖ Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions, or mid-stream compensation payments;

- ❖ Requests for payments to an account in a country other than where the Third Party is located or is working on behalf of the Company;
- ❖ Request for payment to another Third Party, to a numbered account, or in cash or other untraceable funds;
- ❖ Requests for political or charitable contributions;
- ❖ Where the Third Party is related to a Government Official or has a close personal or business relationship with a Government Official;
- ❖ Any refusal or hesitancy by a Third Party to disclose its owner, partners, or principals;
- ❖ The Third Party used holding companies or other methods to obscure its ownership, without adequate business justifications;
- ❖ The Third Party expresses a desire to keep his representation of the Company of the terms of his retention secret; or
- ❖ The Third Party has little experience in the industry but claims to “know the right people.”

If Company Personnel have reason to suspect that a Third Party is engaging in potentially improper conduct, they shall report the case to Company’s Compliance Officer and the Company’s President immediately. The Company shall conduct an investigation and stop further payments to the Third Party if the Company’s suspicions are verified through the investigation.

5. Record-Keeping and Internal Controls

This Policy requires that all expenditures made by the Company are accurately reflected in the Company’s financial records and that all payments made with Company funds, or on behalf of the Company, have been properly authorized. Company Personnel must follow all applicable standards, principles, laws, and practices for accounting and financial reporting. Company Personnel must be timely and complete when preparing all reports and records required by Management. In particular, Company Personnel should ensure that no part of any payment is to be made for any purpose other than that to be fully and accurately described in the Company’s books and records. Company Personnel should use best efforts to ensure that all transactions, dispositions, and payments involving Company funds or assets are properly and accurately recorded in the Company’s financial records. No undisclosed or unrecorded accounts are to be established for any purpose. False or artificial entries are not to be made in the Company’s books and records for any reason. Finally, personal funds must not be used to accomplish what is otherwise prohibited by this Policy. The Company’s Compliance Division is primarily responsible for the oversight and enforcement of this Policy. The Company will conduct periodic audits of its books and records to monitor compliance with this Policy.

6. Compliance Procedures and Trainings

As part of the Company’s ongoing commitment to anti-corruption compliance, all Company Personnel must receive and review a copy of this Policy. All such Company Personnel must then certify in writing that they (1) have reviewed the Policy; (2) agree to abide by this Policy; and (3)

agree to report any potential violations of the Policy to the Company's Compliance Division (see Appendix A).

In addition, the Company will offer periodic anti-corruption compliance training programs to educate Company Personnel about the requirements and obligations of anti-corruption laws and this Policy. All Company Personnel must participate in such training and the Company's Compliance Division must retain attendance records establishing compliance with this requirement. The Company's Compliance Officer may issue a certificate to this effect.

7. Reporting Requirements and Whistleblowing Protection

The Company takes its commitment to anti-corruption compliance very seriously and expects all Company Personnel to share this commitment. The Company therefore expects and requires any Company Personnel who have knowledge of, or reason to suspect, any violation of this Policy to contact the Company's Compliance Officer immediately. Reports may be made anonymously.

If any Company Personnel deliberately concealed violations or continue to conceal violations after discovery, then the relevant Company Personnel may be subject to disciplinary action, up to and including termination.

It is the Company's policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment-related action will be taken against any Company Personnel in retaliation for reporting a violation or suspected violation of anti-corruption laws of this Policy.

All question regarding this Policy should be directed to the Company's Compliance Officer.

8. Approval, Amendment, or Alteration Policy

This Policy has been approved and adopted by the Board of Directors of the Company, the Compliance Officer, the President, the Company's Compliance Committee. The Company's Board of Directors has the overall responsibility for implementation, monitoring and periodic review of this Policy.

This Policy shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by resolution of the Board of Directors.

Appendix A

Employee Anti-Corruption Policy Certification

This is to acknowledge that I have received, read, and fully understood the Company's Anti-Bribery and Anti-Corruption Compliance Policy ("the Policy"). I agree to comply with all the rules contained therein, I agree to report any potential violations to the Company's Compliance Division. I will participate in the Company's anti-corruption training on a periodic basis. I understand that failure to comply with the Policy, the FCPA, UK Bribery Act, and any other applicable anti-corruption laws, rules, and regulations may result in immediate termination and prosecution, with penalties including fines and/or imprisonment. Should I have any questions regarding the Policy or find any deviations or violations, I will contact the Company's Compliance Division.

Signature : _____
Name : _____
Department : _____
Date : _____

(This signed receipt must be returned to the Company's Compliance Division and to the HR Department and filed in the employee's personnel file.)