



## **CALL FOR NOMINATION For the 2025 Board of Directors**

On **18 June 2025**, the terms of the current (**2024**) **Board of Directors** including its **three (3) Independent Directors** will expire. Hence, this is an official call for nomination to the APMCI – Iloilo, Inc. Board of Directors.

We are inviting all the investors/stockholders of APMCI to nominate candidates for the Board who meet the following qualifications:

- a. Ownership of at least fifty (50) blocks or 500 of shares of the capital stock of the Corporation standing in his name in the books of the Corporation at the time of his election;
- b. A college degree or its equivalent or adequate competence and understanding of the fundamentals of doing business or sufficient experience and competence in managing a business to substitute for such formal education;
- c. Relevant qualification, such as previous business experience, membership in good standing in relevant industry, and membership in business or professional organizations;
- d. Integrity, probity and diligence and assiduousness in the performance of his functions;
- e. Attendance of an accredited corporate governance seminar and other relevant trainings, as required by the DOH and/or SEC, within a period of six (6) months from date of election. However, the following shall be exempted from attending such seminars:
  1. Filipinos with recognized stature and influence and reputation in the hospital industry and/or whose business practices stand as testaments to good corporate governance; and
  2. Former Chief Justice and Associate Justices of the Philippines Supreme Court and legislators who authored corporate governance laws.

The following persons shall be disqualified from becoming a director:

- a. A person convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years within his tenure as director or within five (5) years prior to the election or appointment;
- b. A person convicted by final judgment for violating the Revised Corporation Code within his tenure as director or within five (5) years prior to the election or appointment;
- c. A person convicted by final judgment for violating the Securities Regulation Code within his tenure as director or within five (5) years prior to the election or appointment;
- d. A person found administratively liable, by final judgment, for any offense involving fraudulent acts punishable under the Revised Corporation Code, the Securities Regulation Code and other laws, rules or regulations enforced or implemented within his tenure as director or within five (5) years prior to the election or appointment;
- e. A person convicted or found administratively liable by a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) of Section 26 of the Revised Corporation Code within his tenure as director or within five (5) years prior to the election or appointment;
- f. A person found administratively liable, by final judgment, for refusal to allow the inspection and/or reproduction of corporate records within five (5) years prior to the election or appointment; or within the tenure; and
- g. Other grounds as the SEC may provide pursuant to the provisions of the Revised Corporation Code of the Philippines, Securities Regulation Code and other related laws.

The Nominators are also advised to access the Revised Manual on Corporate Governance of the company in its website for the other grounds for the permanent and temporary disqualification of a director.

Independent Directors shall have the same qualifications with that of a

regular Director except that his beneficial equity ownership in the Corporation or in its related companies must not exceed two percent (2%), or less than 4,800 shares.

Independent Directors shall, apart from their fees and shareholdings, be independent of Management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with the exercise of independent judgment in carrying out his responsibilities as a Director of the Corporation. For this purpose, an Independent Director shall submit to the Corporate Secretary a letter of confirmation stating that he holds no interest affiliated with the Corporation, Management or controlling shareholder at the time of his election or appointment and/or re-election as a Director.

An Independent Director shall also be disqualified during his tenure under the following instances or causes:

- a. If a director has been a senior officer or employee of APMCI unless there was a change in the controlling ownership of the company;
- b. If the director has been in the two (2) years immediately preceding the election a director of APMCI; a director, officer, employee of the APMCI's subsidiaries, associates, affiliates or related companies or a director, officer, employee of APMCI's substantial shareholders and its related companies;
- c. If the director has been appointed in APMCI, its subsidiaries, associates, affiliates or related companies as Chairman "Emeritus," "Ex-Officio" Directors/Officers or Members of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities within two (2) years immediately preceding his election;
- d. If the director owns more than two percent (2%) of the outstanding shares of APMCI, its subsidiaries, associates, affiliates or related companies;
- e. If the director is a relative of a director, officer, or substantial

shareholder of APMCI or any of its related companies or of any of its substantial shareholders. For this purpose relatives include spouse, parent, child, brother or sister, parent-in-law, son/daughter-in-law, and or brother/sister-in-law;

- f. If the director is acting as a nominee or representative of any director of APMCI or any of its related companies;
- g. If the director is a securities broker-dealer of listed companies and registered issuers of securities. "Securities broker-dealer" refers to any person holding any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Exchange, an associated person or salesman, and an authorized clerk of the broker or dealer;
- h. If the director is retained, either in his personal capacity or through a firm, as a professional adviser, auditor, consultant, agent or counsel of APMCI, any of its related companies or substantial shareholder, within the two (2) years immediately preceding the date of his election;
- i. If the director is engaged or has been engaged, whether by himself or with other persons or through a firm of which he is a partner, director or substantial shareholder in any transaction with APMCI or any of its related companies or substantial shareholders, unless such transactions are conducted at arm's length and could not materially interfere with or influence the exercise of his independent judgment;
- j. If the director is affiliated with any non-profit organization that receives significant funding from APMCI or any of its related companies or substantial shareholders;
- k. If the director is employed as an executive officer of another Company where any of APMCI's executives serve as directors; and
- l. If the director does not meet the attendance requirement as set forth under this code and/or in the Corporation's By-laws.

All nominees must be willing to serve the Board from **18 June 2025** until the successors have been elected.

All nominations for Directors and Independent Directors shall be submitted to the Nominations and Election Committee through any of the Members or to the Corporate Secretary of the Corporation on or before **30 April 2024**.

The nomination shall be in writing duly signed by the nominating stockholder or representative duly authorized in writing, with the written acceptance and conformity of the nominee.

The nomination must indicate whether the nominee is intended to be an independent director and shall contain the nominee's personal data, educational background/attainment, and full disclosure of work and/or business experience and/or affiliations. The attached **Nomination Form** may be used for convenience.

In addition to the Nomination Form, the Nominees for Independent Directors shall also submit a **Certificate of Qualification**, a format of which is also attached herewith.

The Nomination Committee shall pre-screen the qualifications of the nominees on the basis of the nominations and/or supporting papers and prepare a final list of candidates containing all relevant information about the nominees, and indicate the nominees for independent directors, if any.

In the unlikely event that no one among the stockholders who made the nominations indicated any particular candidate as nominee for independent director, the Committee shall endorse by majority vote of their members the nominees for independent directors who meet the guidelines/criteria set by the SEC and other relevant laws.

If there is not enough nominees for directors and/or independent directors, the Nominations and/or Corporate Governance Committees, jointly or separately, as may be agreed upon among the members, may by majority vote nominate such number of nominees for the said position/s and include them in the final list to be submitted at the stockholders' meeting.

The final list shall be included in the Definitive Information Statement to be sent to all stockholders.

For more inquiries, please contact the Corporate Secretary, Atty. Therese Marie A. Gerafil through the following: Mobile – **(+63) 9453217881**; Email: **corpsec@apmciloilo.com**.