



Discovery

CONFLICT OF INTERESTS REGISTER

Financial year 2022/23

Discovery Limited

In accordance with the JSE Debt Listings Requirements, Discovery Limited must maintain a conflict of interests register for its Directors and Executive Management. A detailed register of the conflict of interests is maintained by the Group Company Secretary and recorded in the minute book of each respective entity in the Group.

CONFLICT OF INTERESTS DECLARED DURING FINANCIAL YEAR 2022/23

Directors	Nature of Conflict of Interests Declared	Action Taken by the Discovery Limited Board of Directors
<p>Non-Executive: Richard Farber</p>	<p>Richard Farber declared a conflict of interests in respect of Item 3.6 on the Board Agenda dated 01 December 2022, entitled UK Borrowing Facilities Refinancing due to Part VII Deferral.</p> <p>Discovery Limited was providing a guarantee in respect of borrowings by its wholly owned subsidiary, Discovery Finance Company Europe Limited (DFinCo).</p>	<p>The Board noted that Richard Farber was a Director of DFinCo.</p> <p>The Chairperson considered the conflict and agenda item and decided Mr Farber could remain in the meeting for the discussion. Mr Farber abstained from voting on the matter.</p>
<p>Non-Executive: Richard Farber, Sindi Zilwa, Faith Khanyile, Vincent Maphai</p> <p>Executive: Adrian Gore, Barry Swartzberg, Neville Koopowitz, Alan Pollard, Ayanda Ntsaluba, Hylton Kallner, Deon Viljoen</p>	<p>Discovery Limited entered into various facility agreements during the financial year, either as borrower or guarantor.</p> <p>In respect of the facility agreements entered into where Discovery Limited was the borrower, certain subsidiaries in the Group, namely Discovery Health, Discovery Vitality and Discovery Central Services are guarantors to the respective facility agreements. Similarly, in respect of facility agreements entered into by certain wholly-owned subsidiaries in the Group as borrowers, namely Discovery Central Services, Discovery Holdings Europe Limited and Discovery Finance Company Europe Limited, Discovery Limited is the guarantor to these facilities.</p>	<p>The composition of the various boards in the Group has common directors and accordingly in respect of the above facility agreements the respective directors declared their conflicts at the relevant Board meetings where these facility agreements were considered.</p> <p>In each case the Board noted the conflict and recused the respective directors from voting at the meetings in accordance with the provisions of the Companies Act, 2008 (Act No. 71 of 2008).</p>