

Governance overview

ETHICS

Integrity, honesty and fairness form an integral part of the Discovery Group values. The Group is committed to a values-based, ethical culture based on non-discrimination, fairness, integrity and transparency. The Ethics Office is an independent Group function established to support the Board, executives, management and employees in nurturing this culture in the organisation. The Ethics Office is mandated by the Board, through the Social and Ethics Committee, to implement the Ethics Strategy.

The Social and Ethics Committee is mandated to assist the Board with the implementation and monitoring of strategies to ensure social and economic development, and the integration of ethics and transformation within the Group.

OUR LEADERSHIP

The Board of Directors, as the ultimate governing authority, is committed to leading the Group responsibly, ethically and with integrity in the best interest of all our stakeholders. Key stakeholders include shareholders, clients, partners, employees, regulators and the societies in which we operate.

The roles of the Chairman and Group Chief Executive are independent. It is clearly-defined in the Board Charter to ensure no individual has unrestricted decision-making power.

DETAILS OF OUR BOARD

MI Hilkowitz

FIA

Independent Non-executive
Chairman

Committee membership



HL Bosman

BComm LLB, LLM (Cum Laude), CFA

Non-executive Director

Committee membership



A Gore (CEO)

BSc (Hons), FFA, ASA, MAAA, FASSA

Executive Director

BA Brink

BSc (Med), MBChB, DMed (Hon)

Independent Non-executive
Director

Committee membership



A Ntsaluba

MBChB, MSc (Lond), FCOG (SA)

Executive Director

HD Kallner

BEconSc, FFA, FASSA

Executive Director

Committee membership



R Farber

BCom (Hons), CA (SA), FCMA,
CA ANZ, MAICD

Non-executive Director

Committee membership



NS Koopowitz

BCom, CFP

Executive Director

TV Maphai

BA, BA (Hons), M Phil, D Phil,
Advanced Management Program
(Harvard)

Non-executive Director

HP Mayers

BSc (Hons), FIA, FASSA

Executive Director

Committee membership



AL Owen

BSc (Hons), FPMI

Independent Non-executive
Director*

Committee membership



A Pollard

BSc (Hons), FIA, FASSA

Executive Director

JM Robertson

BCom, CTA, CA (SA), HDipTax

Executive Director

(Retired with effect from
31 August 2018)

Committee membership



SE De Bruyn Sebotsa

LLB (Hons), MA, SFA, Harvard Exec.
Prog.

Independent Non-executive
Director*

Committee membership





DETAILS OF OUR BOARD *continued*

F Khanyile

BA Econ, MBA (Finance), HDIP Tax, Executive Leadership Programme

Non-executive Director

Committee membership



B Swartzberg

BSc, FFA, ASA, FASSA, CFP

Executive Director

SV Zilwa

BCompt (Hons), CTA, CA (SA), Advanced Taxation Certificate (SA), Advanced Diploma in Financial Planning (UOFS), Advanced Diploma in Banking (RAU)

Independent Non-executive Director*

Committee membership



TT Mboweni

BA Economics and Political Science (NUL), MA Development Economics (UEA), Diploma in International Business Diplomacy (Georgetown University)

Independent Non-executive Director

(Resigned with effect from 10 October 2018)

Committee membership



R Enslin

Vast experience in information technology and strategy across geographies

Independent Non-executive Director

D Viljoen

BCom Accountancy (Cum Laude), BCom (Hons), CA (SA)

Executive Director

Committee membership



GROUP EXECUTIVES ACTING AS EXECUTIVES ON A SUBSIDIARY BOARD

J Broomberg

MBBCh, BA (Hons), MSc, PhD

Director and CEO of Discovery Health

Committee membership



K Rabson

BSc, FIA, FASSA

Executive Director Discovery Life and Discovery Invest

Committee membership



P Moumakwa

(to January 2018)

MBChB

Executive Director Discovery Health

Committee membership



- Social and Ethics Committee
- ▼ Remuneration Committee
- ◆ Actuarial Committee
- ▲ Risk and Compliance Committee
- Audit Committee

* Chairperson



View the curricula vitae of our Board and leadership in the Governance Report on www.discovery.co.za under Investor Relations.

BOARD AND COMMITTEE MEETINGS

	Board	Audit Committee	Risk and Compliance Committee	Actuarial Committee	Social and Ethics Committee	Remuneration Committee
Monty Hilkowitz (Chairman)	6/6*					4/4
Adrian Gore	6/6				2/3	
Discovery Non-executive Directors						
HL Bosman*	5/6		6/6			3/4
Dr Brian Brink	6/6		6/6		4/4	
SE Sebotsa*	6/6	6/7	6/6			4/4*
F Khanyile	6/6				4/4	
TV Maphai	6/6					
TT Mboweni (resigned 10 October 2018)	6/6		6/6			
AL Owen*	6/6	7/7*	6/6	8/8		
SV Zilwa*	5/6	7/8	6/6		4/4*	
R Farber (Non-executive Director from 1 April 2018)	5/6		2/2	1/1		
R Enslin	5/6					
Discovery Executive Directors						
D Viljoen	6/6		5/6	8/8	4/4	
R Farber (Non-executive Director from 1 April 2018)	5/6		2/4	5/7		
HD Kallner	6/6		5/6	5/8	4/4	
NS Koopowitz	6/6					
HP Meyers	5/6			3/8		
Dr A Ntsaluba	6/6				2/3	
A Pollard	5/6					
JM Robertson	6/6		6/6		2/3	
B Swartzberg	6/6		5/6		1/3	
B Hore (Discovery Bank)			2/2			
Group Executive and Prescribed Officers						
Dr P Moumakwa (Resigned end of January 2018)	6/6				3/3	
Dr J Broomberg	4/6		6/6		1/3	
KS Rabson	6/6			5/6		
A Rayner			6/6	8/8		
S Meintjies			5/6			
Anton Ossip			4/6			
Shrey Viranna (Resigned end of January 2018)			6/6			
Actuarial Committee						
C van der Riet				2/2		
Independent Chairman of the Actuarial Committee						
Peter Tripe* (Appointed 1 November 2017)				5/5		
Rob William				7/8		
Rob Lee				8/8		

* Chairperson



Board curricula vitae

The core purpose of Discovery is to make people healthier and to enhance and protect their lives. Discovery has a unique entrepreneurial spirit with a strong emphasis on innovation. The Discovery Board of Directors ("Board") is required to preserve these special attributes and ensure good governance.

DISCOVERY LIMITED CHAIRPERSON

Monty Hilkowitz (78)
Chairperson
(Non-executive)



Monty is Chairperson of the Discovery Board of Directors. He worked for Southern Life Association and Swiss Re before joining Liberty Life in 1971, where he was appointed as Managing Director in 1978. He was appointed Chief Executive Officer of Westpac Life in Australia in 1986. He has been self-employed since 1989 and involved in investment management, financial services and insurance interests in several countries.

Other directorships
Pioneer International (Chairperson).

Appointed
11/04/2002

Independent
Yes

Committee memberships
Remuneration Committee

Qualifications
FIA

Areas of expertise
Investment management, financial services and insurance

DISCOVERY LIMITED BOARD OF DIRECTORS

Dr Brian Brink (66)
Non-executive Director



Brian retired as Chief Medical Officer of Anglo American plc at the end of 2014. He was awarded an honorary doctorate in medicine by the University of the Witwatersrand in recognition of his contribution to the private sector response to HIV and AIDS in South Africa. He has been a member of the private sector constituency on the Board of The Global Fund to Fight AIDS, Tuberculosis and Malaria since its inception in 2002. Brian has long experience in the funding and delivery of healthcare and remains actively engaged in discussions around universal health coverage, health systems strengthening and public-private partnerships in health.

Other directorships
Brian serves on several NGO boards in the field of health and human rights, including Section27, Right to Care, the International Women's Health Coalition and GrassrootSoccer.

Appointed
19/02/2004

Independent
Yes

Committee memberships
Risk and Compliance Committee
Social and Ethics Committee
Treating Customers Fairly
Sub-Committee

Qualifications
BSc (Med), MBBCh, DMed (Hon)

Areas of expertise
Health insurance, health services delivery, workplace health, health and human rights, health systems strengthening in resource poor settings. Thought leader on the role of the private sector in improving health in developing countries.

Herman Bosman (49)
Non-executive Director



Herman is the Chief Executive Officer of RMB Holdings and Rand Merchant Insurance Holdings, having joined the companies in April 2014. Prior to his current role, he was Chief Executive Officer of Deutsche Bank South Africa (2006 – 2013) and Head of Corporate Finance at Rand Merchant Bank (2000 – 2006). In these capacities, Herman has acted as professional advisor to the Discovery executive on numerous occasions since 1999.

Other directorships
FirstRand, Hastings Group plc and OUTsurance.

Professional body membership
Board of Governors, University of Johannesburg, Endeavor South Africa (Chairman).

Appointed
14/04/2014

Independent
No

Committee memberships
Risk and Compliance Committee
(Chair)
Remuneration Committee

Qualifications
B.Comm LLB
LLM (Cum Laude), CFA

Areas of expertise
Professional strategy adviser and financial analyst

Richard Farber (47) Non-Executive Director (from April 2018)



Richard was a Partner at Fisher Hoffman Sithole (PKF) from 1998 until 2001 before joining Investec Bank, where he was the Group Accountant from 2002 to 2003. He joined Discovery as the Chief Financial Officer in 2003 and was appointed as the Financial Director on 1 July 2009. Richard relinquished his roles as Chief Financial Officer and Group Financial Director of Discovery from 30 April 2017. He remains a member of the Board of Directors.

Professional body membership

Richard was a member of the Financial Reporting Investigation Panel (FRIP) – previously known as the GAAP Monitoring Panel, from 2005 until 2014. He is a Chartered Accountant and a Fellow of the Chartered Institute of Management Accountants.

Appointed

1/07/2009

Independent

No

Committee memberships

Risk and Compliance Committee
Actuarial Committee

Qualifications

BCom (Hons), CA (SA), FCMA, CA ANZ, MAICD

Areas of expertise

Strategy and policy development, and financial management

Adrian Gore (54) Founder, Executive Director and Group Chief Executive



Adrian is the founder and Group Chief Executive of the Discovery Group. Discovery is a diversified and multinational financial services group that is the global leader in behaviour-linked insurance. In 1998, he was recognised as South Africa's Best Entrepreneur by Ernst & Young, and in 2004, was chosen as South Africa's leading CEO in the annual Money Web CEO's CEO of the Year Awards. In 2008, he received the Investec Award for Considerable Contribution in a Career/ Profession, and in 2010, he was named as the Sunday Times Business Leader of the Year. Alongside his commitments, he works with other leaders to stimulate entrepreneurship in South Africa. In 2017, Adrian received the Frost and Sullivan Visionary Innovation Leadership Award for Africa and Ernst & Young Global Life Time Achiever (Entrepreneurship) Award.

Other directorships

Past Chairman Endeavor South Africa chapter. WEF Industry Council Agenda on Future Health. Columbia University Mailman School of Public Health. WHO Commission to end Childhood Obesity. Chairman: SA SME Fund. Chairman: King David School Foundation.

Professional body membership

Fellow of the Actuarial Society of South Africa and of the Faculty of Actuaries (Edinburgh), an Associate of the Society of Actuaries (Chicago), and a member of the American Academy of Actuaries.

Appointed

Founder

Independent

No

Qualifications

BSc (Hons), FFA, ASA, MAAA, FASSA
Honorary Doctorate Faculty of
Commerce 2017 (Wits)

Areas of expertise

Strategy development and execution in leading change and building excellent financial services businesses. Strong innovation, entrepreneurship and leadership skills that make a significant contribution to national thought-leadership and creating positive social change

Hylton Kallner (43) Executive Director



Hylton graduated from the University of the Witwatersrand with a BEconSc in Actuarial Science in 1995. In 1996 Hylton started his career at Liberty Life in the actuarial division. In October 1996, he joined Discovery Health where he has held various positions in marketing, actuarial and strategic projects. He served as the Group's Chief Marketing Officer from 2006 to 2015 and is currently the Chief Executive Officer of Discovery Life. Hylton plays a key role in the executive committees of Discovery Limited, Discovery Health, Discovery Life, Discovery Invest, and Discovery Vitality. Hylton was also appointed to the Boards of Discovery Health and Discovery Life in April 2010.

Professional body membership

Fellow of the Faculty of Actuaries and a Fellow of the Actuarial Society of South Africa.

Appointed

3/06/2010

Independent

No

Committee memberships

Actuarial Committee
Social and Ethics Committee

Qualifications

BEconSc, FFA, FASSA

Areas of expertise

Marketing, actuarial and strategic projects



Governance overview *continued*

Neville Koopowitz (54)

Executive Director



Neville joined Discovery as Marketing Director in 1996 and has played a key role in defining and building the Discovery identity as well as the development of Discovery's sales and distribution network. A particular area of focus of his has been the development of Vitality where he was the Chief Executive Officer from inception in 1997. In this role he oversaw the launch of Discovery Card. In 2005 he took up the role of Chief Executive Officer Discovery Health, which he held until his move to the UK in 2010. He is currently the CEO of VitalityHealth in the UK.

Professional body membership

Association of British Health Insurers (member of the Health Committee).

Appointed

19/09/1999

Independent

No

Qualifications

BCom, CFP

Areas of expertise

Corporate identity building, establishing new business and distribution channels. Business operations, strategy and management

Dr Vincent Maphai (66)

Non-executive Director



Vincent was the Director of Corporate Affairs and Transformation at SAB. Previously, he was the Southern African Chairperson of BHP Billiton. He has accumulated experience of 20 years in the academic profession, and 15 years as a senior executive in the private sector. Vincent has served on the Boards of various companies as Non-executive Chairperson, including the SABC and the Presidential Review Commission into the restructuring of the public sector. His two-year academic position at Williams College in Massachusetts has just ended.

Other directorships

Discovery Foundation (Chairperson).

Professional body membership

South African Academy of Sciences Institute of Directors.

Appointed

8/12/2005

Independent

Yes

Qualifications

BA, BA (Hons), M Phil, D Phil, Advanced Management Programme (Harvard)

Areas of expertise

Transformation and restructuring. Political analysis

Herschel Mayers (58)

Executive Director



Herschel qualified as an actuary in 1986. He joined Liberty Life after qualifying, and as a member of their Executive Committee, served as the Head of Individual and Group Business, Underwriting and Systems, Technology, Product Development, and Finance. Herschel joined Discovery in 2000 as the Managing Director of Discovery Life. In January 2006, Herschel was appointed as Chief Executive Officer of Discovery Life and Discovery Invest. He held this position until December 2015. He is now the Chief Executive Officer of VitalityLife and VitalityInvest in the UK.

Other directorships

Serves on the Board of the Association for Savings and Investment South Africa (previously LOA).

Professional body membership

Fellow of the Institute of Actuaries.

Appointed

11/03/2000

Independent

No

Committee memberships

Actuarial Committee

Qualifications

BSc (Hons), FIA, FASSA

Areas of expertise

Product development, finance, and strategy development

Tito Titus Mboweni (59)

Non-executive Director
(Resigned with effect from 10 October 2018)



Mr T.T. Mboweni is the former Governor of the Reserve Bank of South Africa (1999 to 2009) and also Chairperson of the Committee of Central Bank Governors. He is the former Deputy Head of the ANC's Department of Economic Policy (1990 to 1994) and the Head of the ANC Policy Department (1994 to 1998).

In December 2017, he was re-elected a member of the ANC National Executive Committee (NEC). He is a member of the NEC Economic Transformation sub-committee.

Member of the Thabo Mbeki Foundation Council of Advisors, Nelson Mandela Children's Hospital Board of Trustees and Chairman of its Fundraising Committee.

He is honorary professor of economics at a number of universities in South Africa and Chairman of the International Advisory Board of the Oxford University African Studies centre.

Mr Mboweni resigned from the Discovery Limited Board with effect from 10 October 2018.

Other directorships

Chairperson of the Boards of Nampak Ltd and Accelerate Property Fund, as well as Chairperson of the African Centre for Economic Transformation. He is an Advisor to Goldman Sachs International and a member of the Advisory Board for Total Oil Marketing's Strategic Consultative Committee for Africa and Middle East and was non-executive Director of Discovery Bank.

Appointed

1/1/2014

Independent

Yes

Committee memberships

Risk and Compliance Committee

Qualifications

BA Economics and Political Science (NUL), MA Development Economics (UEA), Diploma in International Business Diplomacy (Georgetown University).

Areas of expertise

Political analysis, economic analysis, public policy design and execution, executive management, macro-level strategy and advice

Dr Ayanda Ntsaluba (58)

Executive Director



Before joining Discovery in 2011, Ayanda served as Director General of the Department of International Relations and Cooperation. Before this, he was Director General of the Department of Health. A qualified obstetrician and gynaecologist, Ayanda completed further tertiary education in the fields of health policy planning, international relations, and business at eminent universities, including Harvard University, the University of London, and the Moscow Institute of Social Science. Ayanda plays an instrumental role in Discovery's overall strategic planning, particularly within the healthcare system and in Discovery's international expansion strategy.

Professional body membership

He has served on a number of statutory bodies, including the Medical Research Council (SA) and the Health Professions Council of South Africa.

Appointed

1/7/2011

Independent

No

Qualifications

MBChB, MSc (Lond), FCOG (SA)

Areas of expertise

Health policy planning, international relations, and business

Les Owen (69)

Non-executive Director



Les has over 40 years of experience in the UK and Asia Pacific insurance markets. He was the Group Chief Executive of AXA Asia Pacific Holdings Limited (2000 to 2006) and Chief Executive of AXA Sun Life in the UK (1995 to 1999). Les joined the Board of Discovery in 2007 and is Chairperson of the Discovery Limited Audit Committee.

Other directorships

Non-executive Director of Computershare Ltd and Royal Mail plc.

Professional body membership

Fellow of the Pensions Management Institute (UK).

Appointed

6/12/2007

Independent

Yes

Committee memberships

Audit Committee (Chairperson)
Risk and Compliance Committee
Actuarial Committee

Qualifications

BSc (Hons), FPMI

Areas of expertise

International insurance markets



Alan Pollard (49)
Executive Director



Alan, a qualified actuary, joined Discovery in 1994 and was Head of Research and Development where he was responsible for the design and development of Discovery Health products. From 2005, he served as Chief Executive Officer of Discovery Vitality until relocating in 2012 to serve as Chief Executive Officer of The Vitality Group in the US until 2016. Following the restructure of Vitality Group to include the Discovery Partner Market business, Alan serves as President of Product and Innovation of Vitality Group, and continues to be based in the US.

Professional body membership

Actuarial Society of South Africa; Institute of Actuaries.

Appointed

30/08/2007

Independent

No

Qualifications

BSc (Hons), FIA, FASSA

Areas of expertise

Product design, behavioural economics

John Robertson (70)
Executive Director



John joined Discovery in 1993 and was responsible for information technology strategy, systems development, information technology infrastructure, and finance. He is currently responsible for technology infrastructure services that support Discovery Group companies in South Africa and internationally. He is also responsible for corporate applications, shared services and facilities.

John has announced his retirement as an Executive Director and Group Chief Information Officer from the Board of the Company with effect from 31 August 2018.

He will remain available for certain of his operational responsibilities to facilitate a smooth transition.

Appointed

17/09/1999

Independent

No

Committee memberships

Risk and Compliance Committee

Qualifications

BCom, CTA, CA (SA), HDipTax

Areas of expertise

Information technology strategy, systems development, infrastructure and finance

Sonja De Bruyn Sebotsa (46)
Non-executive Director



Sonja is the Founder and Principal Partner of Identity Partners, an investment firm which makes equity investments, carries out advisory work, and provides debt and equity finance for SMEs through the Identity Development Fund. Until August 2007, she had been an Executive Director of WDB Investment Holdings where she led the structuring of several of WDB's investment transactions. Before this, she was a Vice President in the investment banking division of Deutsche Bank, where she worked in Mergers and acquisitions and Corporate Finance in South Africa and the UK.

Other directorships

Servers on the Boards of RMB Holdings Ltd, RMI Holdings Ltd, Dimension Data SA and Remgro Ltd.

Appointed

8/12/2005

Independent

Yes

Committee memberships

Audit Committee
Risk and Compliance Committee
Remuneration Committee
(Chairperson)

Qualifications

LLB (Hons), MA, SFA, Harvard
Executive Programme

Areas of expertise

Law, business, and economics

Barry Swartzberg (53)
Chief Executive Officer
Vitality Group



Barry is the co-founder of Discovery. He was instrumental in establishing Discovery Health's marketing, distribution, and operational functions, first as Chief Marketing Officer (1992 – 1996), and then as Chief Operations Officer (1997 – 1999). He then served as CEO from 2000 to 2005, establishing the company's first low-income medical scheme and launching Discovery Health's administration services business for closed medical schemes. From 2005 to 2014, he served as Group Executive Director responsible for Discovery's strategy and new business development. In this role he initiated Discovery's strategy to launch a retail bank, helped start Discovery Insure, secured the shareholding in Ping An Health, established the first Insurance Partnership with AIA, and established Vitality USA. Barry now serves as the CEO of Vitality Group, which is responsible for the expansion of Discovery's Shared-Value Insurance model outside of South Africa and the UK. He serves on the Boards of Discovery Limited, Discovery Insure, Vitality Group in the US, and Ping An Health in China.

Other directorships

Director of Endeavor – non-profit entity that assists scale up entrepreneurs.

Professional body membership

Fellow of the Faculty of Actuaries (Edinburgh).

Appointed

3/8/1999

Independent

No

Qualifications

BSc, FFA, ASA, FASSA, CFP

Areas of expertise

Infrastructure development, business diversification, strategy development and execution

Sindi Zilwa (51)
Non-executive Director



Sindi is a retired Chartered Accountant, previously an entrepreneur and CEO of Nkonki, a firm she co-founded in 1993 and managed until she retired through a management buyout (23 years later) on 31 October 2016. She received the Businesswoman of the Year Award from the Executive Women's Club in 1998, and in 2008, the Woman of Substance Award by the African Women Chartered Accountants Forum. In 2014, she received an Overall Professional Woman of the Year by SAPSA and in 2016, she was acknowledged as the Outstanding CEO of the Black Audit Firm's Award. In 2013, she authored her first book, ACE Model-Winning Formula for Audit Committees, which is used by the Institute of Directors to train Audit Committee members, and published Creating Effective Boards and Committees in 2016.

Other directorships

Aspen, Metrofile, Mercedes Benz of South Africa Limited, Tourvest Limited, and Gijima.

Appointed

20/02/2003

Independent

Yes

Committee memberships

Social and ethics Committee
 Audit Committee
 Risk and Compliance Committee
 Treating Customers Fairly
 Sub-Committee

Qualifications

BCompt (Hons), CTA, CA (SA),
 Advanced Taxation Certificate (SA),
 Advanced Diploma in Financial
 Planning (UOFS), Advanced Diploma in
 Banking (RAU)

Areas of expertise

Accounting, auditing, compliance,
 governance, risk management and
 transformation

Faith Khanyile (51)
Non-executive Director



Faith is a founding member and the CEO of WDB Investment Holdings (WDBIH). She held various senior and executive roles with Standard Bank, Corporate & Investment Bank (2001 to 2013). She was responsible for strategy, relationship and business development, and served on their Executive and Credit Committees. Before joining Standard Bank, Faith was with Brait Private Equity and seconded to start and manage WDBIH (1995 to 2000). She completed a BA Economics degree with Honors at Wheaton College, USA, has an MBA (Finance) from Bentley Graduate School of Business, and completed an HDIP Tax. She also participated in the Columbia University Executive Leadership Programme in 2007 and was awarded the Doctor of Law by Wheaton College in May 2016.

Appointed

01/10/2015

Independent

Yes

Committee memberships

Social and Ethics Committee

Qualifications

BA Econ, MBA (Finance), HDIP Tax,
 Executive Leadership Programme

Areas of expertise

Financial services, corporate and
 investment banking, and strategy
 development



Robert Enslin (55)
Non-executive Director



Robert Enslin is president of the Cloud Business Group and is a member of the Executive Board of SAP SE. He is responsible for all end-to-end cloud business functions. As a member of the Executive Board, Robert provides direct input into SAP's business strategy that fuels the research and development priorities. Robert joined the SAP Executive Board in 2014 while serving as president of Global Customer Operations. Before this, he served as chief operating officer and executive vice president of Fast Growth Markets for the global field organization, and was responsible for developing operations in India, Turkey, Brazil, China, and other emerging-market countries.

Robert initially joined SAP in 1992 and was instrumental in building a significant SAP presence in South Africa. Before joining SAP, Robert spent 11 years in various roles in the IT industry.

Other directorships

Member of the Board of Directors of Docker in San Francisco, California.

Professional body membership

Executive Sponsor for SAP's Autism at Work program and honorary global Chairman of the Els for Autism Golf Challenge.

Appointed

04/05/2017

Independent

Yes

Experience

Creating and managing completely integrated portfolios to further scale and accelerate long-term business strategy. Enablement of efforts across geographies and overseeing functions such as services, ecosystem and channel, and solutions.

Areas of expertise

Global business, enterprise software technology, go-to-market strategy development, sales enablement and execution, leadership and strategic partner development

Deon Viljoen (53)
Group Financial Director and Executive Director



Deon joined the Discovery Group in May 2017 as Group Chief Financial Officer. Before joining Discovery, he was with the Alexander Forbes Group. Deon originally joined them in 2003 as Finance Director of Investment Solutions. He later became Finance Director of the Group's African operations. In 2007, when the Group was the subject of a private equity transaction, Deon took the role of Group Chief Financial Officer. In this role, Deon served as Executive Director on the Board of Alexander Forbes Group Holdings Limited, and the listed special purpose vehicle Alexander Forbes Preference Share Investments Limited, as well as on subsidiary boards and Committees. Deon was instrumental in the strategic repositioning during the private equity holding and the relisting in 2014. He also served as interim Chief Executive during 2016.

Deon was named CFO of the Year 2015 by CFO SA.

Earlier in his career, he was a partner and director of PricewaterhouseCoopers Johannesburg. As part of his specialisation in banking and financial services, he advised clients and presented on topics such as financial risk management.

Professional body membership

While in the accountancy profession, Deon was a member of the SAICA Banking Industry Group. He also chaired the Investment Management and the Collective Investment Schemes Industry Groups.

Appointed

01/05/2017

Independent

No

Committee memberships

Risk and Compliance Committee
Social and Ethics Committee
Actuarial Committee

Qualifications

BCom Accountancy (cum laude),
BCom (Hons), CA(SA)

Areas of expertise

Specialised in financial services including banking, and expertise in specialist topics such as financial risk management

PREScribed OFFICERS OF THE BOARD

Dr Penny Moulakwa (54)
Head of Discovery People and Sustainable Development
(to January 2018)



Penny joined Discovery in 2005 and has held various leadership positions. She was the Head of Human Resources, Enterprise Development and Social Responsibility for Discovery, and a Director of Discovery Health. She is also a member of the Board of Witkoppen Clinic and African Health Placements. Penny qualified as a medical doctor in 1987 and worked in both the public and private sectors as a clinical doctor until 1996.

Qualifications
MBChB

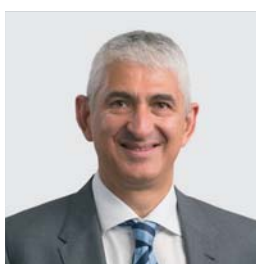
Kenny Rabson (50)
CEO Discovery Invest and Employee Benefits



Kenny joined Discovery in 2000 as a founding member of Discovery Life. He was responsible for all actuarial functions in Discovery Life and Discovery Invest, with particular focus on product development and strategy of these companies. Kenny was appointed as CEO of Discovery Invest in January 2016. Before joining Discovery, he worked at Liberty Life in their corporate valuations area, performing the annual valuations and analysis of surplus work. He qualified as an actuary through the Institute of Actuaries in the UK in 1994 and moved to Liberty's where he established his skills in product development. This culminated in Kenny establishing Liberty's linked investment product company in 1997. In May 2018, he spearheaded the launch of Discovery into Umbrella Funds.

Qualifications
BSc FIA, FASSA

Jonathan Broomberg (57)
CEO Discovery Health



Jonathan studied medicine at the University of the Witwatersrand and then read Philosophy, Politics and Economics at Balliol College in the United Kingdom. He completed MSc and PHD degrees in Health Economics at the London School of Hygiene and Tropical Medicine. Jonathan joined Discovery Health in 2005 as Head of Strategy and was appointed CEO in 2010. Prior to joining Discovery Health, he managed private equity and venture capital investments in the healthcare and education sectors. Jonathan also spent several years in academic research and consultancy in health economics and policy, and served as a special advisor to Dr Nkomo Dlamini Zuma, South Africa's Minister of Health between 1994 and 1999. Alongside his private sector interests, he maintains active engagement in South African and global public health affairs. He is also a Director of Soul City Institute, a member of the Council of the University of the Witwatersrand, and a Trustee of the Discovery Foundation.

Qualifications
MBBCh, BA (Hons), MSc, PhD



Responsibilities of the Board

The Board Charter sets out the roles and responsibilities of the Board. The Board formally meets six times a year to discuss and review a relevant schedule of matters. At these meetings the Directors approve strategy, and discuss the development and implementation of the previously approved long- and short-term strategies of the Group, and engage with executive management on the implementation of Group strategies. An internal evaluation of the performance of the Board was conducted earlier in the year.

Appointment and rotation of directors

Appointments to the Board are made formally and transparently, with the assistance of a Nominations Committee, specifically established to search for and vet potential directors. Potential members of the Audit Committee are identified by the Board and recommended to the shareholders at the Group's AGM.

Non-Executive Directors are appointed for three years. The re-appointment of directors is not automatic. It is dependent on the knowledge and skill required by the Board, the director's fit, and the diversity targets the Board determines.

Gender and race diversity

Diversity in race and gender forms an integral part of the way Discovery conducts its business and this is clear from the Board Charter, recruitment policies and the Group Broad-Based Black Economic Empowerment Policy. Discovery is committed to maintaining a working environment that is fair and non-discriminatory.

The Board recognises the importance of diversity. In light of this, the Board formally adopted the Broad-Based Black Economic Empowerment Policy to annually review the status of gender and race diversity, and set achievable targets to ensure fair representation. In the period, there were three women on the Board and six out of 20 Board members are black. The Board is satisfied that its current composition reflects the appropriate mix of knowledge, skills, diversity and experience required to meet the Group's objectives.

Group Financial Director

The Audit Committee reviews the qualifications and performance of the Financial Director annually. The performance and financial knowledge of the Financial Director, Deon Viljoen, was reviewed as part of his appointment. The Committee is satisfied with the appropriateness, experience and adequacy of the finance function within the Group.

Company Secretary

The Company Secretary, Thys Botha, ensures that sound governance procedures are followed and maintained. In accordance with the JSE Listings Requirements, the Board has evaluated the Company Secretary's competence, qualifications, skills, knowledge and experience. The Board is satisfied that the Company Secretary fulfils his responsibilities and is suitably qualified to continue fulfilling these responsibilities.

Trading in Discovery shares

Applying best practice and meeting regulatory provisions, we have policies and procedures in place to manage the trading of shares and conflict of interest. Directors are prohibited from dealing directly or indirectly in shares during closed periods. In addition, Directors have to disclose any direct or indirect interest they have in any matter for the Board to consider.

King IV™

The Board recognises that to be sustainable and ethical, it is best practice to conduct the business of the Group in accordance with the principles and practices in King IV™. King IV™ recommendations are entrenched in the Group's governance and risk management structures, policies and procedures. We report further on this in our Governance Report on www.discovery.co.za under Investor relations.

Board Committees

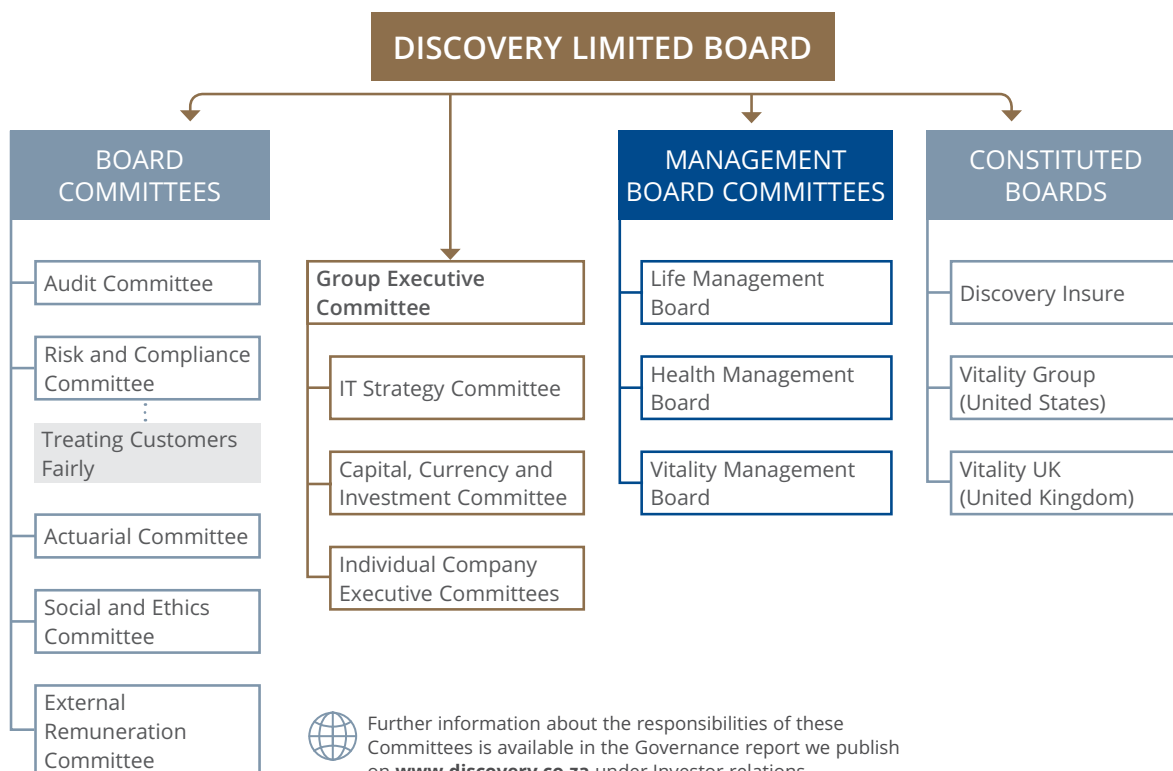
The Board is responsible and accountable for the governance, performance and strategy of the Group. The Group governance structure is strengthened by Board Committees as well as management committees. These committees support the Board in its responsibilities. Each committee acts within approved terms of reference and authority from the Board.

Audit Committee

The Audit Committee provides independent oversight of the integrity of the Annual Financial Statements and the effectiveness of the Group's internal Audit, external Audit and finance function.

The Committee is of the view that Discovery has established appropriate financial reporting procedures, and that those procedures are operating effectively.

Overview of the Board and subcommittees





NOMINATIONS COMMITTEE

When the Board identifies a need to appoint a Director with a specialist skill, a Nominations Committee is set up to find an individual who would be suited for this role. Once identified, the Nominations Committee shares the details and skills of candidates with the Board. The duties of the Nomination Committee end here. Board members collectively decide about inviting an individual to join the Board. In most cases, the Nominations Committee will include the Chairman of the Board, the Chief Executive and Non-executive Director, Mr Herman Bosman.

GROUP RISK MANAGEMENT

Group Risk Management is independent from day-to-day management. Its primary responsibilities include:

- Assisting Discovery to identify, assess, monitor, and mitigate its material risks, and to promote a sound risk culture.
- Assisting the Board and senior management to develop and maintain Discovery's risk management system, including promptly informing the Board of any circumstances that may have an adverse material effect on Discovery's risk management system.
- Integrating the view of risk and capital, and ensuring that sufficient capital is in place to operate sustainably within the risk appetite and the prevailing risk profile.

KEY FOCUS AREAS FOR GROUP RISK MANAGEMENT DURING THE YEAR

Solvency Assessment and Management (SAM) readiness

SAM came into effect on 1 July 2018. Discovery complied at the go-live date as the requirements of both SAM and Solvency II were already firmly embedded in the business. All relevant businesses have been through at least three full solvency assessment cycles (most of them four), including the full process and reporting. Measurement of solvency according to the SAM framework is part of the business reporting cycle and integrated with our capital management framework. Discovery has focused on using the Own Risk and Solvency Assessment process to extract valuable insights to improve business intelligence, resilience to adverse scenarios, and to identify opportunities to improve the deployment of capital.

Cyber risk

The threat of cyber risk within Discovery was previously managed organically as part of information security discipline, consisting of people, processes and procedures, and associated technologies to protect the Group against both malicious and non-malicious threats. The increased sophistication of cybercrime, and the increased impact and likelihood of these risks have necessitated a heightened focus on cyber risk.

In response to the increased cyber threat, Discovery has been enhancing the cyber capability programme to embed and improve overall resilience. Efforts have focused on three elements, including:

1

CYBER CAPABILITY ASSESSMENT

Risk assessment of current cyber resilience capabilities.

2

CYBERSECURITY STRATEGY

Cyber risk appetite setting and framework development.

3

CYBER RISK PROGRAMME

Ongoing monitoring and overseeing of the cyber capability programme.



Read more on www.discovery.co.za under Investor relations.

Embedding and maturing risk management capabilities

Further strengthening of the risk management capabilities occurred during the year in both first- and second-line risk teams, and encompassed risk systems as well as key risk personnel. Additional technology and actuarial specialist skills have been recruited and work has continued to further strengthen the links between the risk resources in the United Kingdom and South Africa, and between the teams responsible for risk and capital management respectively. We reviewed, refreshed and approved all the significant risk policies. Substantiation of compliance with all policy requirements was also completed for all relevant risk policies during the year.

Combined Assurance Model

Discovery has employed a Combined Assurance Model. It is a coordinated approach that ensures that all assurance activities by management, internal assurance providers and external assurance providers adequately address material risks and that suitable controls exist to mitigate these risks to an acceptable level.

As such, the Combined Assurance Model:

- Links risk management activities with assurance activities.
- Provides the basis for identifying any areas of potential assurance gaps and duplication of the resources.
- Guides the Board, as well as the Audit and Risk and Compliance Committees, and assists to provide a view of the combined assurance status.
- Provides an integrated assurance service and enhances accountability.
- Ensures an adequate and effective risk control environment aligned with the risk appetite and the integrity of the risk-related reports for optimal decision making.

INDEPENDENCE OF EXTERNAL AUDITOR

PricewaterhouseCoopers Inc. is the external auditor of the Group. The engagement partner responsible for the audit rotates every five years in line with audit partner rotation.

The Audit Committee believes that the auditor has observed the highest level of business and professional ethics. The committee is satisfied that the auditor has, at all times, acted with unimpaired independence. In reaching this conclusion, the committee considered the following:

- Representations made by the external auditors to the Audit Committee;
- Independence criteria specified by the Independent Regulatory Board for Auditors and international regulatory bodies as well as criteria for internal governance processes within audit firms;
- Auditor suitability assessment in terms of paragraph 3.84(g) (iii) and section 22.15(h) of the JSE Listings Requirements; and
- The extent of other work undertaken by the auditors for the Group.

COMPLIANCE

Key focus areas for compliance during the year

During the year, we focused on the following material developments within our regulatory environment that have an impact on our business:

1. Implementation of a Group-wide anti-money laundering framework

We have made substantial progress to incorporate the amendments to the anti-money laundering requirements in various business processes during the year. Our focus was to develop a comprehensive anti-money laundering framework that delivers on the objectives of the requirements and that aligns with business processes.

2. Enhancing Treating Customers Fairly (TCF)

The TCF principles are now firmly embedded in the business processes based on the objectives defined by the Financial Services Board (now Financial Services Conduct Authority). During the year we completed the work to define the objectives of TCF for each business in

order to identify the appropriate measures to evaluate our performance against these objectives. The internal reporting standards have also been enhanced to more effectively oversee how each business is performing against their defined objectives. We have also established a committee as part of the governance structure, to provide the Board with updates on the status of TCF within the business.

3. Enhancing compliance with local and international data privacy requirements

Discovery's approach to data privacy is to adopt international best practice to the extent that this is possible within the ambit of the South African Regulatory requirements. To ensure adequate protection against regulatory sanctions, the most stringent requirements are applied.

The International Standard for Data Privacy is the General Data Protection Regulation (GDPR) and impacts a large part of Discovery's international business.

During the year, we focused on analysis of the draft regulation, issued in September 2017, of the Protection of Personal Information Act. The Group submitted comments on these draft regulations to the Regulator at the end of 2017. A Privacy Programme Manager was appointed and contracted for a period of 12 months to assist the Group with the implementation of the Protection of Personal Information Act as well as relevant GDPR requirements.

This programme aims to address the remaining requirements to ensure full compliance with the Protection of Personal Information Act by the end of September 2019.

4. Enhancement to our Governance Framework

During the year we initiated a number of programmes to review and enhance the Governance Framework. This included:

Implementation of the King IV principles

The Governance Framework was aligned with the recommended practices. Read more in our Governance Report on www.discovery.co.za under Investor relations.

Enhancement to comply with Fit and Proper requirements

The Group adopted the Fit and Proper requirements as it applies to the Key Persons and significant owners. The subsequent publication of the Prudential Authority Standards proposed enhanced requirements, which have been taken into consideration with the evaluation and verification of appointed Board members during the year.

Implementation of the Retail Distribution Review (RDR)

During the year, we continued our engagement with the regulator as well as our participation in various industry initiatives on the implementation of the RDR. This process is ongoing.