



CONFLICT OF INTERESTS REGISTER

Financial Year 2023/24

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 conflicts of interest is maintained by the Group Company Secretary and recorded in the minute book of each respective entity in the Group.

The Discovery Conflicts of Interest Policy can be found at:

<https://www.discovery.co.za/assets/discoverycoza/corporate/conflict-of-interest-policy.pdf>

Conflict of Interests Declared During Financial Year 2023/24

Directors	Nature of Conflict of Interests Declared	Action Taken by the Board of Directors or relevant Board Committee
<p>Non-Executive: Richard Farber, Faith Khanyile</p> <p>Executive: Adrian Gore, Barry Swartzberg, 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; Discovery Health, Discovery Vitality and Discovery Central Services are guarantors to the respective facility agreements.</p> <p>Similarly, in respect of facility agreements entered into by certain wholly owned subsidiaries in the Group as borrowers; 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> <p>There was no personal financial interest by any of the Directors on the Agenda item.</p>
<p>Executive: Adrian Gore, Barry Swartzberg, Deon Viljoen</p>	<p>The Executive Directors declared a conflict of interest in respect of Item 2.4 on the External Remuneration Committee Agenda dated 26 June 2024, entitled <i>Salary increases for Executive Directors, Prescribed Officers, Chief Executives and Heads of Business Units</i>.</p>	<p>The Chairperson considered the conflict and recused the Executive Directors from the deliberations and decision pertaining to this Agenda item.</p> <p>There was personal financial interest by the Executive Directors on the Agenda item.</p>



The purpose of the Agenda Item was to recommend that the Committee approves the proposed salary increases for Executive Directors, Prescribed Officers, Chief Executives and Heads of Business Units.
