

A group of five people, three men and two women, are walking along a pebble beach. They are all smiling and looking towards the sea. In the background, there is a pier and some buildings under a cloudy sky. The people are dressed in casual, comfortable clothing suitable for a walk on the beach.

AN INTRODUCTION TO BUPA

**LONGER,
HEALTHIER,
HAPPIER LIVES**



Cover image: People from Bupa Global's Brighton office take part in the Ground Miles Challenge on Brighton beach, UK.

This page: Demonstrating the Ground Miles smartphone app, designed to get millions more people around the world walking.

bupa.com/groundmiles



2013 HIGHLIGHTS

REVENUES - UP 8%

£9.1bn

GROUP UNDERLYING PROFIT BEFORE TAX - UP 5%

£638.5m

TOTAL CUSTOMER NUMBERS - UP 57%

22m 2012: 14m (restated)

PROGRESS TOWARDS OUR SUSTAINABILITY GOALS

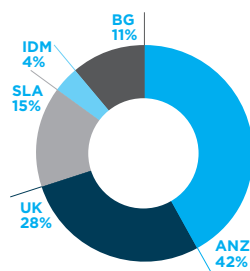
Keeping people well

29 million (target 60 million by 2015)

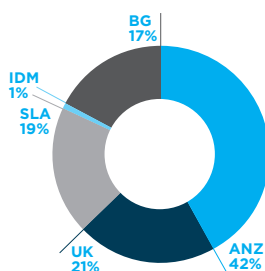
Supporting a healthy planet

6% reduction in our absolute carbon footprint since 2009 (target 20% by 2015)

REVENUES BY MARKET UNIT



UNDERLYING PROFIT BY MARKET UNIT



- Australia and New Zealand (ANZ)
- United Kingdom (UK)
- Spain and Latin America Domestic (SLA)
- International Development Markets (IDM)
- Bupa Global (BG)



Stuart Fletcher
Chief Executive Officer

Last year was significant for Bupa, as we built a foundation for the new phase of our development and growth.

Our people are achieving tremendous things. They are wholeheartedly embracing our Bupa 2020 vision (which you can read about on page 4), and are building momentum in big ways and small. We have continued our investment in leadership capability, empowering our people and seeking to leverage the talent of every person in Bupa, having them be our greatest ambassadors and love working here. We celebrated the best of our people's successes with the inaugural Breakthrough Awards.

Our commitment to positively impact the world includes not just people but the environment. Recognising the strong interdependence between our environment and people's health, we gladly accept our responsibility for ensuring that the impact we have on the environment is a positive one. Being awarded the global certification to the Carbon Trust Standard was a significant milestone in this journey.

We continue to extend our footprint in healthcare across segments and geographies, bringing affordable and accessible healthcare to more people. Working together with a wide network of trusted partners and stakeholders, we are committed to fulfilling our purpose of longer, healthier, happier lives.

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ABOUT BUPA

Bupa's purpose is longer, healthier, happier lives. A leading international healthcare group, we serve over 22 million customers in more than 190 countries.

We offer personal and company-financed health insurance and medical subscription products, run hospitals, provide workplace health services, home healthcare, health assessments and long-term condition management services. We are also a major international provider of nursing and residential care for elderly people. Our services also include primary care and diagnostic centres, and dental centres.

With no shareholders, we invest our profits to provide more and better healthcare and fulfil our purpose.

Bupa employs more than 70,000 people, principally in the UK, Australia, Spain, Poland and New Zealand, as well as in Saudi Arabia, Hong Kong, India, Thailand, China, Chile and the USA.

HISTORY

We began operations in 1947 in the UK, when 17 provident associations joined together to form Bupa with the purpose of "preventing, relieving and curing sickness and ill health of every kind". Our history goes back even earlier in Australia where our business was founded in the 1930s to provide a solution for people who could not afford doctors' fees.

For more information about our history, visit bupa.com/history.



LUX MED IS THE LEADING PROVIDER OF HEALTHCARE IN POLAND

In April 2013 we completed the acquisition of LUX MED, Poland's largest private healthcare provider. This acquisition was one of several strategic acquisitions which extended our integrated healthcare presence into new markets. LUX MED runs a medical subscription business alongside outpatient clinics, a network of diagnostic centres and a day hospital. It also operates a 157-bed care home and two endoscopy centres.

OUR BUSINESS MODEL

Customers are at the centre of everything we do. We focus on being a healthcare partner across every stage of their life, funding and providing quality care for 22 million people.



INTEGRATED HEALTHCARE DELIVERING IMPROVED OUTCOMES

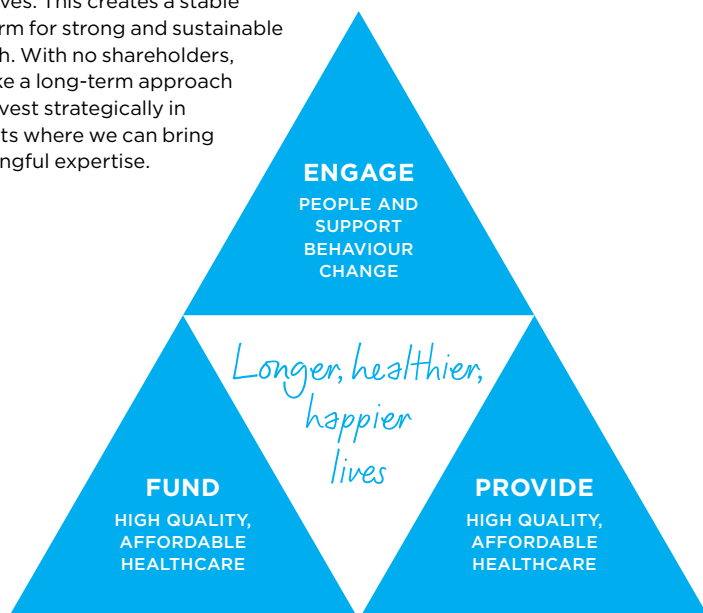
We believe that Public-Private Partnerships (PPPs) like the ones we operate in Spain can help to tackle the challenges faced by healthcare systems, including rising costs, ageing populations and increasing patient demands for high quality services.

Through two PPP agreements with regional governments in Spain, we provide healthcare to more than 350,000 people. Furthermore, in Manises, Valencia, we manage the healthcare system, covering the entire range of care needs by operating a district hospital, 20 primary healthcare centres, two specialised centres, and a long-term care hospital.

In 2013, we received some of the most prestigious awards in the Spanish healthcare sector in recognition of our work to deliver the highest standards of healthcare at our PPP hospitals.

OUR BUSINESS MODEL

Using our vast experience and varied skills, we deliver quality, coordinated care to our customers, throughout their lives. This creates a stable platform for strong and sustainable growth. With no shareholders, we take a long-term approach and invest strategically in markets where we can bring meaningful expertise.



BUPA 2020

Bupa 2020 is our strategic vision and defines how we will pursue our distinctive and inspiring purpose – longer, healthier, happier lives – for the benefit of customers and society more broadly.

In creating this vision we challenged ourselves to identify how to accelerate our growth to reach millions more people in more places to more effect.

We believe that the conclusions we reached are exciting and motivating for all our stakeholders around the world.

OUR GOALS

Our goals for Bupa 2020 will make our enduring purpose count in the eyes of customers, healthcare systems and communities around the world.

We will deliver our purpose through being a healthcare partner to millions more people around the world.

We intend millions more customers will enjoy better health because of Bupa. To achieve this goal, trust is essential, and we intend our customers to trust us and recommend us unreservedly.

We will also engage tens of millions more people around the world in their health and wellbeing.

We have committed to helping 60 million people make positive changes to be healthier and happier by 2015.

We will reach millions more people as we deliver extraordinary business performance.

We will build on our success to deliver strong and sustainable revenue and profit growth, which will ultimately provide the means for us to

“Our Bupa 2020 goals will make our enduring purpose count in the eyes of customers, healthcare systems and communities around the world.”

reach more people and better fulfil our purpose. To support our efforts, we will be financially disciplined and ensure we invest to create long-term economic value.

As we can have a big impact on the world's health, we are also committed to having a positive impact on the environment as we believe that good health and the environment are interdependent.

We are committed to reducing our carbon footprint by 20% by 2015.

We will excel when our people love working at Bupa.

To do this we will cultivate an extraordinary culture and organisation. And we will practice what we preach, which means Bupa employees being healthier as a consequence of working at Bupa, as well as making a big impact in their communities.

WHAT WE WILL BE FAMOUS FOR

We believe that when we do these things, we will make a difference that matters to people – our customers, our employees and well beyond.

We will be giving more people access to advice and care that is right for them as an individual.

We will be trusted by our customers to be there for them when they need it, providing support through their lives.

While support is most acutely valued when a person is facing a life-threatening illness or a debilitating condition, we will go beyond these boundaries to help more people take steps to improve their overall health and quality of life, and reduce their risk of developing serious conditions such as diabetes, cancer or heart disease.

We will partner with the best to be the best at providing advice and care that is world-leading, innovative and, above all, effective.

We will be obsessive about making quality healthcare affordable and accessible.

Affordability is essential for good healthcare to be accessible, and it is fundamental to our commitment to democratise good healthcare.

Among Bupa's 70,000 people, we have considerable and world-leading healthcare expertise. We will harness this knowledge to greater effect for customers and their communities, through taking a greater role in shaping patients' healthcare journeys and by working with health systems to shape health policy in the interests of communities. Increasingly, we are seeing the powerful benefits of integrated healthcare – using our experience to deliver quality, coordinated care to our customers.

BUPA 2020



We will be tackling the toughest challenges in healthcare – and making a difference.

Good health is essential – to happy families, to thriving communities, to efficient economies.

The challenges of securing good healthcare are immense.

We will use our expertise to help individuals take steps to keep well even into old age, and reduce their risk of developing a long-term condition, starting with dementia, diabetes and cardiovascular disease, and we will take a holistic approach to cancer – from prevention and treatment to surviving well and dying with dignity.

In this way, we will fulfil our purpose of longer, healthier, happier lives.

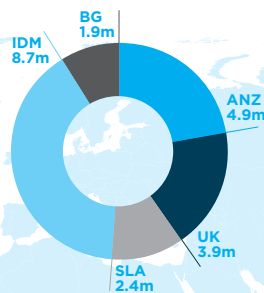
BUPA AT A GLANCE

As a leading international healthcare group, we offer health insurance and medical subscription products, and run care homes, retirement villages, hospitals, primary care and diagnostic centres and dental clinics. We also provide workplace health services, home healthcare, health assessments and long-term condition management services.

TOTAL CUSTOMERS

22m

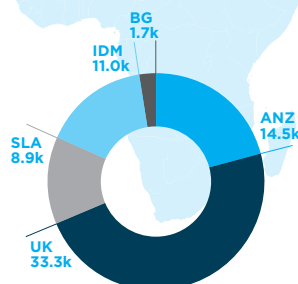
CUSTOMERS BY MARKET UNIT



TOTAL EMPLOYEES

70,000

EMPLOYEES BY MARKET UNIT



- Australia and New Zealand (ANZ)
- United Kingdom (UK)
- Spain and Latin America Domestic (SLA)
- International Development Markets (IDM)
- Bupa Global (BG)

OUR MARKET AND BUSINESS UNITS

AUSTRALIA AND NEW ZEALAND

- Bupa Australia Health Insurance
- Bupa Aged Care Australia
- Bupa Care Services New Zealand
- Bupa Health Services Australia

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UNITED KINGDOM

- Bupa Health Funding
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- Sanitas Seguros, Spain
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- Bupa Hong Kong
- Bupa Thailand
- Max Bupa
- Bupa Arabia
- Bupa China
- LUX MED, Poland
- Quality HealthCare, Hong Kong

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BUPA GLOBAL

- Bupa Global Business Unit
- Bupa Global Latin America
- Bupa Global North America

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TOTAL COUNTRIES

190

AUSTRALIA AND NEW ZEALAND

A leading healthcare group in Australia and New Zealand, Bupa provides health insurance and aged care services, as well as complementary healthcare services through Bupa Health Dialog, Bupa Wellness, Bupa Optical, Dental Corporation and visa services.



We have around 4.9 million customers across Australia and New Zealand and employ 14,500 people across four business units: Bupa Health Insurance, Bupa Health Services, Bupa Aged Care Australia and Bupa Care Services New Zealand.

BUPA HEALTH INSURANCE

Bupa Health Insurance is the largest privately owned health insurance provider in Australia. As well as health insurance, we offer our customers

health assessments, health coaching, international health cover and optical care. Bupa Health Insurance has a substantial retail presence, and members have access to one of Australia's largest combined networks of dental, optical, physiotherapy and chiropractic providers. We are committed to providing sustainable healthcare solutions that represent real value, and on leading the industry in the promotion of preventative health and wellness.

BUPA HEALTH SERVICES

Bupa Health Services comprises a range of health services businesses including Dental Corporation, Australia and New Zealand's largest dental provider, Bupa Optical and Bupa Health Dialog.

From mid 2014, we will also provide visa health checks and a range of other medical and processing services on behalf of the Australian Government. This significant new contract will see us establish and

operate a range of purpose-built medical facilities in major Australian cities, and we will provide services to around 250,000 visa applicants in Australia each year.

BUPA AGED CARE AUSTRALIA

Our aged care business in Australia is the largest privately owned residential aged care provider in the country, caring for nearly 5,400 residents in 61 homes.

Our homes offer respite and dementia care and our staff are committed to delivering personalised services that make a positive difference in the lives of our residents every day.

We are dedicated to continually improving the care we provide to our residents. As part of this commitment, we have launched an industry-leading programme to recruit general practitioners into our homes. This approach provides residents with greater continuity of care and better access to personalised medical services, that are right for them, improving their quality of life.

BUPA CARE SERVICES NEW ZEALAND

Bupa Care Services is New Zealand's largest aged care provider, caring for over 4,200 people in 56 homes, 25 retirement villages and seven rehabilitation sites. Our services include respite, rehabilitative and mental health care, day care and dementia care. We also play a leading role in shaping dementia services in New Zealand, providing around one third of New Zealand's specialist dementia beds.

In addition to our residential care activity, we also provide support to nearly 11,000 New Zealanders via a personal medical alarm network, allowing them to stay safe and secure in and around their own homes.

Bupa Care Services is New Zealand's most respected aged care provider and boasts the best quality results in the industry. High customer recommendation and satisfaction scores continue to drive strong business performance and outstanding occupancy in our facilities.

UNITED KINGDOM

With over 33,000 employees and 3.9 million customers, Bupa's United Kingdom Market Unit comprises private health insurance, health clinics, dental clinics, care homes, home healthcare services and a complex care hospital in London.



BUPA HEALTH FUNDING

We have over 3 million health insurance customers and offer a wide range of health insurance and health funding products, including Bupa On Demand, which gives customers the option to pay for specific one-off treatments.

We provide quick access to expert diagnosis and high quality treatment and are committed to ensuring our customers have access to the right advice and care. We have a wide range of specialist support teams for conditions such as cancer, mental health problems, heart conditions and back, knee and hip problems.

BUPA CARE SERVICES

We are the second largest care home provider in the UK, and provide care to 18,000 residents in just under 300 nursing and residential care homes.

We offer a phone helpline to help people navigate the aged care system. Bupa's care experts provide free advice and information on paying for care, accessing support

for age-related conditions, getting extra help at home, and finding a care home. The line is open seven days a week, even to non-Bupa customers.

BUPA HEALTH CLINICS

We have a network of over 40 clinics offering a wide range of healthcare services, from physiotherapy and health assessments, to private dental services and private GP appointments.

Through our network of dental centres across the UK, we provide over 27,000 customers with easily accessible, high quality, affordable dental treatment.

Our new Basinghall Street Health Centre in the heart of the City of London offers a wide range of treatments and diagnostic services, including musculoskeletal services and cardiology. The centre also offers dermatology and cosmetic treatments and is the first Bupa Health Centre to have an MRI scanner, which enables faster diagnosis for patients.

BUPA HOME HEALTHCARE

We provided out-of-hospital healthcare services to more than 28,000 patients last year and we work with more than 200 NHS hospital trusts.

Our services range from the delivery of medicines to patients' homes, and nursing care for patients with degenerative conditions, to programmes that help patients stay healthy in their own homes and avoid hospital. Every month we build, on average, over 7,000 prescriptions and make over 16,000 medication deliveries.

BUPA CROMWELL HOSPITAL

Bupa Cromwell Hospital is a complex care hospital based in London and a centre of excellence for cancer, paediatrics, cardiology and orthopaedics.

Last year we treated patients from over 140 different countries. We have a dedicated International Patient Centre which helps with the language and cultural needs that international patients are likely to have, including dietary requirements, religious considerations and translation services.

SPAIN AND LATIN AMERICA DOMESTIC

With almost 9,000 employees and 2.4 million customers, Bupa's Spanish business provides an integrated private health insurance and provision model. We operate Public-Private Partnerships, a network of care homes for the elderly, dental centres and other health and wellbeing services.



SANITAS SEGUROS

Sanitas is Spain's leading health insurer. We offer customers the best care, access to more than 40,000 medical professionals, and a healthcare network of 1,200 centres throughout Spain. Sanitas Seguros offers affordable products to suit the healthcare needs of individuals, and small and large companies.

SANITAS HOSPITALES AND NEW SERVICES

In Spain, we operate three private hospitals, 21 private medical clinics, health and wellbeing services through 18 centres and two Public-Private Partnerships (PPPs).

Sanitas is successfully running all healthcare services for the people of Manises in Valencia, on behalf of the Government. We also run a prevention plan for the population designed to address common causes of long-term conditions, such as poor nutrition, smoking and lack of exercise.

The Torrejón Hospital is our second PPP. Located in Madrid, it has 250 beds and provides services to 137,000 people.

SANITAS DENTAL

Our Spanish dental business provides a comprehensive range of dental services through 148 centres and third-party networks, delivering high quality treatment to businesses and individuals. We also offer a range of market leading and affordable dental insurance products, as well as providing a wealth of free online dental health advice.

SANITAS RESIDENCIAL

Sanitas Residencial cares for over 4,400 residents in 40 care homes. We want our residents to feel at home, so we run an initiative called 'A special resident for me'. Involving more than 2,500 Sanitas Residencial employees across all our homes, the scheme teams each carer or nurse with their own resident, to whom they give special attention.

LATIN AMERICA DOMESTIC

A relatively new business, Latin America Domestic has now moved into Chile, a new region for Bupa, with the 2014 acquisition of 56% of Cruz Blanca.

Cruz Blanca has 640,000 health insurance customers, 7,000 employees and 2,000 affiliated doctors. It is Chile's leading provider of private outpatient services, with 27 clinics, three hospitals and a fourth being built in Santiago. It also has Chile's largest clinical laboratory.

INTERNATIONAL DEVELOPMENT MARKETS

International Development Markets (IDM) comprises a number of businesses in a range of different markets around the world. The Market Unit has 8.7 million customers and 11,000 employees.



BUPA HONG KONG

Bupa Hong Kong is the largest medical insurer in Hong Kong and has over 350,000 customers. Bupa Hong Kong supplies individual insurance packages and design products specifically for civil servants and their dependents. We also provide more than 2,600 organisations with corporate health insurance policies. We have an extensive provider network in Hong Kong, meaning we can offer our members a wide choice of doctors.

BUPA THAILAND

Bupa Thailand is a leading health insurance provider in Thailand, with over 30 years' experience in the market, and has more than 390,000 customers. In addition to health insurance, Bupa Thailand offers personal accident cover, cancer insurance and travel insurance. We have a network of over 300 hospitals and clinics in Thailand and a guarantee of lifetime renewal.

MAX BUPA

Max Bupa has over 2 million customers and is a joint venture between Bupa and Max India Limited, which started operations in 2010. We offer individual and family oriented health insurance products for Indians across all age groups, through a dedicated team of over 1,100 people and a network of 21 offices across 13 cities in India.

Each year, Max Bupa runs the 'Walk for Health' campaign, an award-winning initiative which succeeded in getting 20,000 people walking in Delhi and Mumbai in 2013.

BUPA ARABIA

An associate company with Nazer Group, Bupa Arabia has over 2 million customers. Offering health insurance to large and small companies, families and expatriate residents, we also offer a product for domestic workers.

BUPA CHINA

Bupa has had a representative office in Beijing since 2007, with the purpose of building relations for Bupa in China and laying the groundwork for future potential market entry.

LUX MED

We acquired LUX MED, the leading provider of private medical subscriptions in Poland, in April 2013. We have a national network of 147 outpatient clinics and diagnostic centres, as well as five hospitals (including a leading orthopaedic hospital) and a large nursing and residential care home. LUX MED has over 3 million customers.

QUALITY HEALTHCARE

In October 2013, Bupa acquired Quality HealthCare, the largest private clinic network in Hong Kong. We have over 800,000 customers and 100 clinics in Hong Kong. Quality HealthCare is also the leading private employer of doctors in Hong Kong.

The acquisition makes Bupa the leading healthcare funder and provider in Hong Kong, complementing our existing insurance business there.

BUPA GLOBAL

The Bupa Global Market Unit is our worldwide business. We provide products and services for globally minded people who want the most premium coverage and access to the best healthcare anytime, anywhere in the world, whether at home or when studying, living, travelling or working abroad.



WORLDWIDE

Bupa Global has offices in London and Brighton (UK), Miami (USA) and Copenhagen (Denmark), as well as in France, Spain, Egypt, Mexico, the Dominican Republic, Bolivia and Ecuador. It is organised around three regional hubs: Bupa Global Business Unit, Bupa Global Latin America and Bupa Global North America.

We have over 1,700 employees working for our 1.9 million customers around the world. We have a medical advice line staffed by a team of experienced, multi-lingual advisers, to offer our customers support 24 hours a day, every day. We also have an emergency medical team of doctors on hand as an optional benefit, to organise emergency assistance and evacuations.

Bupa Global connects its customers with the wider Bupa organisation by offering international health insurance through other Bupa companies, including those in Spain and Australia. We also have a global network of intermediaries and we have insurance partners around the world, all of whom provide us with local expertise and market knowledge, service capabilities and an in-country network for our global customers. We currently have 36 partners, including in China, Singapore, Jordan, Russia, Bahrain and the UAE.

NORTH AMERICA

In December 2013, we acquired 49% of Highway to Health, Inc. (HTH), a US company that specialises in providing international health insurance for US residents planning to live or work abroad. As a consequence of our investment in HTH, we formed a strategic partnership, through a trademark licence, with the Blue Cross Blue Shield (BCBS) system, America's largest health insurance group and co-shareholders in HTH. The partnership will create the largest global healthcare provider network, totalling over 11,500 hospitals and around 750,000 medical professionals, giving our customers better access to healthcare around the world than ever before. In addition, GeoBlue, the global health insurance product offered in the US under the BCBS brand, will be expanded.

ENVIRONMENTAL IMPACTS

Keeping people well and supporting a healthy planet are integral to our Bupa 2020 vision. We are committed to focusing our energy and resources for the benefit of current and future customers, and wider society.

From air pollution in Europe to water shortages in Australia, there is a growing recognition that good health is dependent on a healthy environment.

We are committed to monitoring, managing and reducing our environmental impact. In order to do this in our hospitals, care homes, wellness centres and offices, we have globally monitored and managed carbon emissions since 2009. From renewable energy to water recycling, many of our businesses around the world have also trialled and adopted leading-edge environmental practices to reduce our impact on the environment. We are encouraged by our progress so far, but we recognise that there is more work to be done.

DATA COLLECTION

In 2010, we set ourselves the ambitious target of reducing our carbon footprint by 20% by 2015, based on our 2009 footprint.

Collecting data from hundreds of sites in five Market Units around the world is not an insignificant task.

We were very proud to be the first healthcare company in the private sector to be awarded global Carbon Trust Standard certification in 2013, for the completeness and accuracy of our carbon data.



STAMP OF APPROVAL

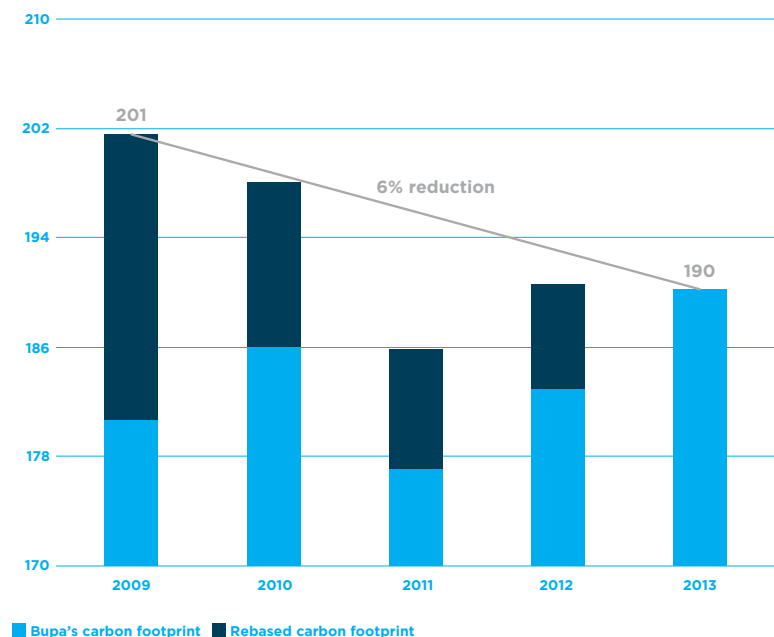
This year we were awarded global certification to the Carbon Trust Standard, for our work on measuring, managing and reducing our global carbon footprint. Bupa is one of only a handful of companies to achieve the Carbon Trust Standard globally, and the first healthcare company in the private sector to do so.

The Carbon Trust assessed and certified our carbon footprint over a three-year period across 11 countries, looking at data from hundreds of sites in five Market Units. In total, almost half a million tonnes of CO₂ were measured over the three years. The certified reduction reinforces our intention to reduce our carbon footprint by 20% by 2015.

Darran Messum, Managing Director of Certification at the Carbon Trust, said: "Bupa's achievement across such a large and complex operation is testament to the commitment and leadership strength of the company, and its success is clear evidence of the significant results that can be delivered through senior sponsorship and ingraining good practice throughout a business."

GROUP CARBON FOOTPRINT

Thousand Tonnes of Carbon Dioxide Equivalent (tCO₂e)



Our carbon footprint is measured in tonnes of CO₂ equivalent, including Scope 1 and Scope 2 emissions, as well as business travel, electricity transmission and distribution losses.

ACCELERATING PERFORMANCE

Our business continues to grow organically and through acquisition, challenging us to reduce gross carbon emissions. Our carbon data has been adjusted to reflect business growth, including the major acquisitions of LUX MED in Poland and Dental Corporation in Australia, and globally our revised data indicates that we have been successful in reducing absolute gross global carbon emissions by 6% since 2009 – a significant achievement.

To meet our 20% target by 2015, we have established a fund of £20 million to invest in energy saving measures during 2014. Successful carbon reduction initiatives will be developed and repeated across our businesses. We will also be rolling out a global carbon management tool to drive greater carbon management and reduction, and support ambitious projects that will further accelerate our carbon reduction performance.

These activities will enable us to meet our commitments to reduce our carbon footprint and support the delivery of extraordinary business growth, in line with our Bupa 2020 vision, and deliver on our purpose of longer, healthier, happier lives.



GREEN DENTAL CENTRES, SPAIN

With 36 new dental centres opening in Spain during 2013, ensuring maximum energy efficiency was a priority. As a result, Sanitas created our first 'Green Dental Centre', ensuring all new facilities are using the latest energy efficient technology to reduce our carbon footprint. These technologies included the installation of LED lighting and photocatalysis at all new facilities, and remote monitoring of energy consumption, in order to benchmark different clinics and detect and act on irregular consumption behaviours.

"Achieving certification and reducing our carbon footprint thus far are the result of more than £8 million of investment in carbon reduction projects. By sharing environmental expertise across our offices, care homes, clinics, hospitals and other facilities worldwide, we have been able to make the right first steps, and we are committed to accelerating our progress over the next few years."

Stuart Fletcher
CEO, Bupa

OUR PEOPLE

Achieving our ambitious goals depends on the dedication and talent of all our people, working in new and innovative ways that bring our purpose to life.

We are a people-based organisation. Creating an organisation where our people love to work benefits them, our customers and our business.

Being on the frontline of healthcare, our people are focused on improving the health of millions. We all want to make a real difference in tackling the toughest challenges in the sector. In our Global People Survey (GPS), the majority of our people agreed that Bupa's day-to-day decisions show our commitment to our purpose. For example, working with the World Heart Federation, we launched the Ground Miles campaign, a global movement for walking. Our people stepped up to the challenge,

committing to walk 500,000 miles, contributing to a global target of five million miles. In the last four months of 2013, together with friends, family, and wider society, we walked over 4.8 million miles.

We are committed to developing the skills, capabilities and leadership potential of everyone at Bupa. Our people receive extensive training to help them reach their potential and move forward in their careers. We recruit, train and promote people on an equal basis, making sure our decisions give full consideration to ability and aptitude. We actively create an environment free from bias, discrimination or unfair disadvantage. In our recruitment and employment practices, factors that are not relevant to any role or individual's performance, such as race, religion or disability, are not taken into consideration.

Diversity is essential to delivering business performance, especially with customers in more than 190 countries. A diverse workforce means we can better understand and meet the needs of our broad customer base.

Our executive team is varied in nationality, international experience, leadership style and gender. 46% of Bupa Executive Team members were born and educated outside the UK, and nearly 40% are women. Within our senior management team the representation of women is the same. Across our global workforce, women make up more than 70%.¹ Bupa has been recognised in countries such as Saudi Arabia, where we were again awarded the best place for women to work in Saudi Arabia.

EMPLOYEE HEALTH AND WELLBEING

Our purpose is as important for our own people, as it is for our customers. We are committed to enabling our people to be healthier because they work at Bupa.

Our health and wellbeing strategy focuses on healthy cultures, healthy minds, healthy bodies and healthy workplaces. Everyone at Bupa is empowered to make lifestyle changes that reduce the risk factors of long-term conditions, and so make tangible steps toward a healthier workforce.

¹ Global workforce gender percentage is based on gender of GPS respondents, an approximation of our entire workforce.

HEALTH AND SAFETY

Our health and wellbeing strategy is built on an absolute commitment to employee safety. We continue to raise the bar towards industry excellence in this area.

PEOPLE LOVE WORKING AT BUPA

We talk to our people regularly, and involve them in decisions that affect them. We do this in a number of ways, including regular face-to-face and telephone conversations, emails, events, employee listening groups, internal magazines and our internal social media site, Bupa Live. This communication creates a shared understanding of Bupa's purpose, strategy and performance. As a result, our employee engagement index remained high at 67%.

Our annual GPS is a key tool for hearing views from our employees. This year an impressive 50,606 people participated, representing nearly 80% of our workforce at the time of the survey. We are committed to taking action based on the survey results.

Every employee plays a significant role in delivering our performance and strategic vision. Our company-wide programme, 'Share the Success' promotes and rewards involvement in Bupa's performance. We want our people to be proud to work for us, and understand that their work makes a real difference in the lives of our customers and wider society.



EMPLOYEE HEALTH AND WELLBEING

Our purpose of longer, healthier, happier lives is as important for our own people, as it is for our customers. Initiatives introduced in 2013 include:

- Two significant causes of absence from work in the UK are musculoskeletal conditions and mental health conditions. We launched a suite of services to our 26,000 permanent UK employees. The treatment services are tailored to support our people to return to health and include free access to physiotherapy, support for mental health conditions, a 24/7 GP helpline, and at some sites, an in-house GP.
- In Australia, our wide-ranging wellbeing programme has been extended to include a telephone-based dietitian coaching service to provide information, support and motivation to help people reach their dietary goals. As part of the Melbourne office relocation, we are partnering with renowned research facility, Baker ADI Heart, and the University of Queensland, to measure the enhancement to wellbeing as a result of the relocation. Bupa Australia's programme was recognised at the Australian HR Awards in 2013.
- Our Sanitas 'Smile' programme promotes healthy living habits among our people. In 2013, it was piloted within Sanitas Residencial for planned roll out in 2014.

BREAKTHROUGH AWARDS

2013 marked the first year of our Breakthrough Awards. These awards recognise our people for their truly extraordinary achievements in support of our journey to Bupa 2020.



The awards showcase our people's actions demonstrating commitment to breakthrough performance, for example, customers receiving an extraordinary level of care and advice, creation and delivery of a new product, making an amazing impact in the community, or delivering strong and sustainable revenue and profit growth.

More than 180 shortlisted nominations from our businesses around the world were submitted to a central judging panel. Fifteen finalists were then invited to attend the Breakthrough Awards Ceremony in Barcelona, where the five winners were announced.

The Breakthrough Awards, along with initiatives like the 'Living our purpose' campaign, have been highly successful in bringing to the fore the diverse ways that our people connect with and live our purpose.

A HEALTHCARE PARTNER TO MILLIONS MORE

Winner: Health Content Team, Bupa Australia

Working with the George Institute, the team developed a smartphone app, FoodSwitch, to help people make healthier food choices.

EXTRAORDINARY BUSINESS PERFORMANCE

Winner: Products Team, Sanitas Seguros

The team developed a new product range in response to changing market circumstances in Spain, delivering strong and sustainable revenue and profit growth, while offering greater choice and flexibility for our customers.

PEOPLE LOVE WORKING HERE

Winner: Sunset Rest Home and Hospital Team, Bupa Care Services New Zealand

Two leaders at Sunset Rest Home and Hospital, Pauline and Shalini, worked together to orchestrate an amazing culture shift, dramatically lowering employee turnover, and making it a place where people are proud to work.

INNOVATING FOR SUCCESS

Winner: Bupa Health Funding UK

In 2012, Marc Lyne launched finder.bupa.co.uk, a free online directory of consultants and facilities which helps customers easily find Bupa recognised consultants or facilities.

TEDDY WEBB MEMORIAL AWARD

Winner: Sanitas Residencial

Noemí Pérez has significantly impaired vision, but she continues to go above and beyond to make the home where she works a lovely place for residents to live, and a place where her colleagues love working too.



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