

This document contains highlights of the Scheme's results for the year ended 2013, extracted from the 2013 Integrated Annual Report. The financial information has been extracted from and is in agreement with the Annual Financial Statements audited by PricewaterhouseCoopers Inc.

The Discovery Health Medical Scheme

CONTINUED TO DELIVER ON ITS CORE PURPOSE

of funding evidence-based, cost-effective, quality healthcare and supporting the enhancement of the healthcare system for Scheme members and stakeholders.

This objective is underpinned by sound financial management, best practice governance and effective risk management efforts, ensuring long term sustainability, as is evidenced by the strong financial performance for the year under review.

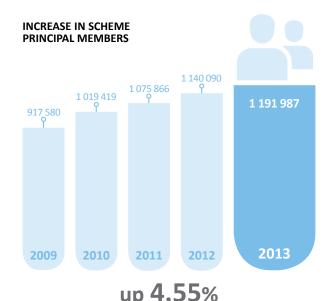
The net healthcare result increased from R187 million in 2012 to R860 million for the year ended 31 December 2013. The investment income of R682 million contributed to a substantial net surplus for the year ended 31 December 2013 of R1.5 billion. The Scheme's strong financial performance increased members' funds to over R9.9 billion, with the Scheme's investments and cash exceeding R10.4 billion at the end of the financial year. The Scheme's high level of financial strength and claims payment ability was once again confirmed through a credit rating of AA+, the highest possible rating in the industry, by an independent credit rating agency, Global Credit Rating Co.

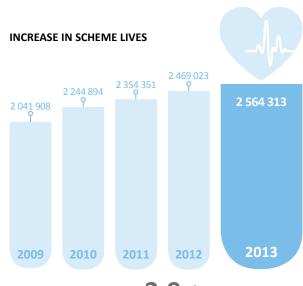
In an environment where the majority of open medical schemes are shrinking, the Scheme continues to attract and retain members with a net growth in lives of 3.9% from an already high base.

At 31 December 2013, the Scheme provided cover to 2 564 313 lives. The ability of the Scheme to retain members is demonstrated by an extremely low lapse rate for 2013 of 4.15%.



The 2013 Integrated Annual Report, including the audited Annual Financial Statements are available on www.discovery.co.za







Independent credit rating for claims paying ability

4.15%Annualised lapse rate

8.59%

Average return on investments

8.26%
Admin fees as % of gross contributions

24.30%

Statutory solvency level

4.55%

Average growth in principal members

2.2

Average family size

2,72%
Managed care fees as % of gross contributions

2009 2010 2011 2012 2013

up 14.97%



up 20.98%

PRINCIPAL OFFICER'S REPORT

The Discovery Health Medical Scheme's robust performance continued in 2013 against a backdrop of ongoing economic pressure on consumers, rising healthcare costs, an increased burden of disease and intense public debate around healthcare issues. Despite ever-increasing complexities within the private healthcare system, the Discovery Health Medical Scheme continued to deliver on its core purpose of funding quality, cost-effective healthcare cover for all its members. Gross contribution income for 2013 exceeded R40 billion, with a strong net healthcare result of R860 million and a net surplus (including investment income) of R1.5 billion.

The Scheme experienced another period of strong membership growth, increasing principal membership by 4.55% off an already high base. Overall, the Scheme ended the year with 2 564 313 lives covered, an increase of 3.9%. In a community-rated regulatory environment, continuous membership growth is vital for the sustainability of medical schemes. The Scheme now covers 52% of the total number of lives covered in the open medical scheme market, further entrenching its position as the leading open medical scheme in South Africa.

Legislation requires the Scheme to maintain accumulated funds of 25% of gross annual contribution income. The Scheme's strong membership growth during 2013 continues to create short-term solvency pressure as new members join without any reserves, while the Scheme has to hold the full 25% solvency requirement from their date of joining. The Scheme ended 2013 with a solvency level of 24.3%, which is 1.3% above the business plan solvency trajectory agreed with the Council for Medical Schemes. The Scheme is projected to reach the statutory solvency level of 25% in 2015. Scheme reserves have increased to a substantial R9.9 billion at year end 2013, which is indicative of the significant financial strength and scale of the Discovery Health Medical Scheme.

Non-healthcare expenditure has continued its downward trajectory, being the Scheme's only cost component which has been reducing in real terms. While claims costs have increased by 17.9% over and above consumer price inflation over the past five years, administration and managed healthcare fees have had a deflationary effect of 3.6% over the same period.

During the 2013 financial year, the Scheme maintained its focus on providing Scheme members with the richest benefits and widest plan choices, while making access to affordable healthcare cover available to more people in the lower income market. The Scheme introduced two new Plans for 2013; the Classic Comprehensive Zero MSA Plan and the KeyCare Access Plan. The Classic Comprehensive Zero MSA Plan offers the same security of extensive private healthcare cover in hospital and for chronic medicine as Classic Comprehensive, but with the flexibility to self-fund day-to-day healthcare needs. KeyCare Access provides a new entry point for lower income earners. Ongoing market analysis has shown that the Discovery Health Medical Scheme remains the most affordable medical scheme choice across the entire spectrum of healthcare plans available in the open medical scheme market on a like for like basis — on average, contributions are 15% lower than those of competitor schemes.

Once members join, they tend to remain with the Scheme. The Scheme's lapse rate of 4.15%, the lowest in the industry, bears testimony to this. The Scheme has retained its AA+ credit rating for its claims paying ability from independent credit rating agency Global Credit Ratings Co. The Scheme has achieved this rating, the highest rating a medical scheme is able to receive in South Africa, for the 13th consecutive year.

The Scheme constantly reviews and assesses the performance of its administrator and managed healthcare provider, Discovery Health in order to ensure that the Scheme and its members receive the required value for fees paid. Following the Scheme's Operating model and governance review, performed by Deloitte Consulting (Pty) Ltd, and presented to members at the 2013 AGM, the Scheme has implemented the key recommendations contained in the report. One of the key findings of the Scheme's operating model and governance review highlighted that an integrated operating model (where administration and managed healthcare are outsourced to the same provider) out-performs a fragmented model (where administration and managed healthcare are outsourced to different providers). An integrated operating model incurs on average 15% lower non-healthcare expenses than fragmented operating models. From an overall performance perspective, the integrated operating model results in a better performing scheme relative to the performance of a scheme that adopts a fragmented operating model. The Discovery Health Medical Scheme's operating model is built on innovation, active collaboration, best practice corporate governance, transparency and member engagement – a model that has served the Scheme well over an extended period and has effectively aligned the incentives of the Scheme and its administrator, Discovery Health in an efficient manner.

The innovation, expertise and scale of the operations of the Scheme's administrator are unparalleled in the industry. With over 46 000 calls answered each day and 3.9 million claims processed every month, the Scheme and Discovery Health have leveraged scale to develop a range of technological and service innovations, including smartphone and tablet applications for members and healthcare professionals. These applications enhance the quality of care for members and significantly improved the experience of members in the healthcare system. In an effort to manage diabetes more effectively, telemetric devices are made available to Scheme members who suffer from diabetes. This device assists both the patient and their treating doctor to manage the patient's disease more easily, with the help of readily available member-specific clinical information at the touch of a button. HealthID, a first-of-its-kind tablet application that allows doctors to see a consolidated view of members' medical and treatment history, was launched in 2012 and improved in 2013. Many doctors have attested to its efficiency in providing a platform for sharing clinical information that facilitates better coordination of care, improves patient outcomes while at the same time streamlining administration processes for doctors.

Discovery Health has also invested significantly in a wide range of benefit and risk management assets and tools. These include a number of important healthcare provider assets within the private healthcare system. These capabilities and assets have succeeded in "bending the cost curve" and lowering the cost of healthcare for both Scheme members and the industry as a whole.

The Discovery Health Medical Scheme will continue its focus on ensuring best practice governance, product and service innovation, risk management strategies, the introduction of alternative reimbursement models and enhanced stakeholder engagement and relationship strategies. With the continued sustainability of the Scheme and the wellbeing of its members as top priority, the Discovery Health Medical Scheme Board of Trustees will ensure that members continue to receive significant value from the Scheme and Discovery Health for the foreseeable future.

MILTON STREAK
PRINCIPAL OFFICER

Uli Hon Street

KEY FINANCIAL METRICS

(2012: R2 116)

R40.46 billion 2.56 million

Average net claims per member per month

Average accumulated funds per member at year end

EXTRACTS FROM THE AUDITED NUAL FINANCIAL STATEMENTS

Statement of Financial Position

AS AT 31 DECEMBER 2013

R'000	2013	2012
ASSETS		
Non-current assets	1 717	-
Long Term Employee Benefit Plan asset	1 717	_
Current assets	14 571 535	12 108 480
Financial assets at fair value through profit or loss	7 607 085	6 968 790
Derivative financial instruments	17 250	-
Trade and other receivables	1 497 921	1 459 601
Cash and cash equivalents		
– Personal Medical Savings Account trust assets	2 619 305	2 260 141
– Medical Scheme assets	2 829 974	1 419 948
Total assets	14 573 252	12 108 480
FUNDS AND LIABILITIES		
Members' funds	9 970 118	8 240 820
Accumulated funds	9 970 118	8 240 820
Current liabilities	4 603 134	3 867 660
Outstanding claims provision	812 190	768 675
Derivative financial instruments	40 685	32 673
Personal Medical Savings Account trust liabilities	2 776 720	2 291 580
Trade and other payables	973 539	774 732
Total funds and liabilities	14 573 252	12 108 480

Statement of Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2013

R'000	2013	2012
Risk contribution income	32 509 819	28 225 777
Relevant healthcare expenditure	(26 230 531)	(23 093 400)
Net claims incurred	(26 285 077)	(23 194 642)
Claims incurred	(26 310 242)	(23 332 148)
Third party claim recoveries	25 165	137 506
Net income on risk transfer arrangements	54 546	101 242
Risk transfer arrangement fees	(297 760)	(263 898)
Recoveries from risk transfer arrangements	352 306	365 140
Gross healthcare result	6 279 288	5 132 377
Managed care: management services	(1 101 009)	(991 216)
Broker service fees	(825 263)	(755 803)
Expenses for administration	(3 340 754)	(3 084 814)
Other operating expenses	(152 486)	(113 365)
Net healthcare result	859 776	187 179
Other income	824 297	719 388
Investment income	682 482	617 289
Net gains on financial assets at fair value through profit or loss	135 990	96 067
Sundry income	5 825	6 032
Other expenditure	(149 573)	(117 777)
Expenses for asset management services rendered	(12 619)	(13 701)
Interest paid	(136 954)	(104 076)
Net surplus for the year	1 534 500	788 790
Other comprehensive income	-	_
Total comprehensive income for the year	1 534 500	788 790

Statement of Changes in Funds and Reserves

FOR THE YEAR ENDED 31 DECEMBER 2013

R'000	2013 Accumulated funds	2012 Accumulated funds
Balance at beginning of the year	8 240 820	7 419 231
Total comprehensive income for the year	1 534 500	788 790
Reserves transferred from other medical schemes	194 798	32 799
Balance at end of the year	9 970 118	8 240 820

Statement of Cash Flows

FOR THE YEAR ENDED 31 DECEMBER 2013

R'000	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash flows from operations before working capital changes	906 936	224 977
Working capital changes:		
Increase in trade and other receivables	(68 704)	(186 861)
Increase in outstanding claims provision	43 515	200 830
Increase in Personal Medical Savings Accounts	485 140	360 989
Increase in trade and other payables	136 248	114 169
Cash generated by operations	1 503 135	714 104
Purchases of financial instruments	(1 655 782)	(1 938 983)
Proceeds from sale of financial instruments	1 335 595	3 132 216
Cash transferred from other medical schemes	40 624	32 799
Interest received	667 924	600 265
Dividend income	14 648	17 124
Interest paid	(136 954)	(104 076)
Net cash flows from operating activities	1 769 190	2 453 449
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments out of members' trust funds	-	(11)
Net cash flows from financing activities	-	(11)
NET INCREASE IN CASH AND CASH EQUIVALENTS	1 769 190	2 453 438
Cash and cash equivalents at beginning of year	3 680 089	1 226 651
CASH AND CASH EQUIVALENTS AT END OF YEAR	5 449 279	3 680 089
Cash and cash equivalents comprise of:		
Personal Medical Savings Accounts trust assets	2 619 305	2 260 141
Medical Scheme assets	2 829 974	1 419 948
	5 449 279	3 680 089

Cash flows from operations before working capital changes

FOR THE YEAR ENDED 31 DECEMBER 2013

R'000	2013	2012
Net surplus for the year	1 534 500	788 790
Adjustments for:		
Impairment losses	53 189	45 567
Interest received	(667 924)	(600 265)
Dividend income	(14 648)	(17 124)
Interest paid	136 954	104 076
Net gains on financial assets at fair value through profit or loss	(135 135)	(96 067)
	906 936	224 977

Financial assets held at fair value through profit or loss

R'000	2013	2012
Current assets	7 607 085	6 968 790
 Offshore bonds Listed equities Yield enhanced bonds Money market instruments 	967 571 706 870 879 120 5 053 524	422 942 472 567 850 412 5 222 869
	7 607 085	6 968 790

Personal Medical Savings Account trust liabilities

(Personal Medical Savings Account trust monies managed by the Scheme on behalf of its members)

R'000	2013	2012
Balance on Personal Medical Savings Accounts at the beginning of the year	2 291 580	1 930 591
Add:		
Personal Medical Savings Account contributions received or receivable	7 953 882	6 969 850
For the current year	7 953 882	6 969 850
Interest on Personal Medical Savings Accounts	136 673	104 076
Transfers received from other medical schemes	17 883	17 211
Less:		
Claims paid to or on behalf of members	(7 445 345)	(6 581 347)
Refunds on death or resignation	(177 953)	(148 801)
Transfers to other medical schemes		
Balance due to members on Personal Medical Savings Accounts held in trust at the end of the year	2 776 720	2 291 580

It is estimated that claims to be paid out of members' Personal Medical Savings Accounts in respect of claims incurred in 2013 but not recorded will amount to approximately R69 876 504 (2012: R43 652 635).

As at 31 December 2013 the carrying amount of the members' Personal Medical Savings Accounts were deemed to be equal to their fair values, which is the amount payable on demand. The amounts were not discounted, due to the demand feature.

Interest is allocated on these Personal Medical Savings Account balances monthly in accordance with Circular 38 of 2011 and Circular 5 of 2012 issued by the Council for Medical Schemes. The Scheme does not charge interest on negative Personal Medical Savings Account balances.

Personal Medical Savings Account trust assets

Cash And Cash Equivalents – Personal Medical Savings Accounts

(Monies managed by the Scheme on behalf of members)

R'000	2013	2012
PERSONAL MEDICAL SAVINGS ACCOUNT TRUST PORTFOLIO		
(Managed by Momentum Asset Management)		
Balance at beginning of the year	1 129 982	_
Additional Investments	112 676	1 128 127
Interest Income	66 856	1 880
Fair value adjustments	233	(25)
Balance at the end of the year	1 309 747	1 129 982
PERSONAL MEDICAL SAVINGS ACCOUNT TRUST PORTFOLIO		
(Managed by Taquanta Asset Managers (Pty) Ltd)		
Balance at beginning of the year	1 130 159	_
Additional Investments	116 543	1 128 577
Interest Income	62 856	1 582
Fair value adjustments	_	_
Balance at the end of the year	1 309 558	1 130 159
Total Personal Medical Savings Account Trust Assets	2 619 305	2 260 141

These funds represent members' Personal Medical Savings Account assets managed by the Scheme on behalf of its members. As required by Circular 38 of 2011 and Circular 5 of 2012 issued by the Council for Medical Schemes, these assets have been invested separately. The difference between total Personal Medical Savings Account trust assets and Personal Medical Savings Account trust liabilities arises from timing of cash flows to or from the portfolios.

Statutory Scheme Solvency

Statutory Scheme Solvency		
	2013 R'000	2012 R'000
Total members' funds per Statement of Financial Position	9 970 118	8 240 820
Less: cumulative unrealised net gain on remeasurement of investments to fair value	(136 666)	
Accumulated funds per Regulation 29	9 833 452	8 240 820
Gross contribution income	40 463 701	35 195 627
Solvency margin = Accumulated funds/gross contribution income x 100	24.30%	23.41%

OPERATIONAL STATISTICS

2013	Executive	Classic Comp	Classic Comp Zero MSA	Classic Core	Classic Saver	Classic Priority	Essential Comp	Essential Core
Number of march are at the and of the accounting ported	11 700	170.043	520	F2 C01	225 004	103 192	24 966	28 721
Number of members at the end of the accounting period	11 799	178 842		52 601	225 984			
Number of beneficiaries at the end of the accounting period	26 964	421 848	1 173	113 169	494 169	237 210	51 961	60 773
Average number of members for the accounting period	11 955	181 512	459	51 300	219 959	103 333	25 469	26 881
Average number of beneficiaries for the accounting period	27 420	428 857	1 042	110 892	480 197	236 795	53 283	57 233
Average risk contributions per member per month (R')	5 056	4 063	3 918	2 324	2 206	2 751	3 576	1 859
Average risk contributions per beneficiary per month (R')	2 204	1 719	1 726	1 075	1 011	1 200	1 709	873
Average net claims incurred per member per month (R')	6 394	3 847	3 805	1 524	1 563	2 082	2 767	1 231
Average net claims incurred per beneficiary per month (R')	2 788	1 628	1 676	705	716	909	1 323	578
Average administration costs per member per month (R')	263	263	263	263	263	263	263	263
Average administration costs per beneficiary per month (R')	115	111	116	122	120	115	126	124
Average managed care: Management services per								
beneficiary per month (R')	34	33	35	36	36	34	38	37
Beneficiaries per member at 31 December	2.29	2.36	2.27	2.16	2.18	2.29	2.09	2.13
Dependants per member at 31 December	1.29	1.36	1.27	1.16	1.18	1.29	1.09	1.13
Relevant healthcare expenditure as a percentage of risk								
contributions (%)	127	95	98	66	71	76	78	66
Non-healthcare expenditure as a percentage of risk								
contributions (%)	8	10	11	18	19	15	12	22

2013	Essential Saver	Essential Priority	Coastal Saver	Coastal Core	KeyCare Plus	KeyCare Core	KeyCare Access	Total
Number of members at the end of the accounting period	78 912	9 963	164 114	79 508	211 779	15 233	5 853	1 191 987
Number of beneficiaries at the end of the accounting period	170 402	20 971	377 795	176 353	378 568	24 063	8 894	2 564 313
Average number of members for the accounting period	75 100	9 487	161 962	76 912	203 589	14 366	5 624	1 167 906
Average number of beneficiaries for the accounting period	162 848	19 966	373 042	170 952	365 960	22 684	8 571	2 519 743
Average risk contributions per member per month (R')	1 906	2 488	1 866	1 791	1 249	1 028	684	2 451
Average risk contributions per beneficiary per month (R')	879	1 182	810	806	695	651	449	1 133
Average net claims incurred per member per month (R')	1 138	1 549	1 468	1 308	1 106	509	396	2 046
Average net claims incurred per beneficiary per month (R')	525	736	637	589	615	323	260	934
Average administration costs per member per month (R')	263	263	263	263	140	74	89	231
Average administration costs per beneficiary per month (R')	121	125	114	118	78	47	58	107
Average managed care: Management services per								
beneficiary per month (R')	36	37	34	34	44	50	52	38
Beneficiaries per member at 31 December	2.17	2.10	2.30	2.30	1.80	1.58	1.52	2.10
Dependants per member at 31 December	1.17	1.10	1.30	1.30	0.80	0.58	0.52	1.10
Relevant healthcare expenditure as a percentage of risk								
contributions (%)	60	62	79	73	86	50	61	80
Non-healthcare expenditure as a percentage of risk								
contributions (%)	21	17	22	22	21	19	29	17

MATTERS OF NON-COMPLIANCE

FOR THE YEAR ENDED 31 DECEMBER 2013

During the year, the Scheme did not comply with the following sections and regulations of the Medical Schemes Act, No 131 of 1998, as amended ("the Act"):

Statutory Scheme Solvency

In terms of Regulation 29(2), the Scheme must maintain accumulated funds expressed as a percentage of gross annual contributions for the accounting period under review. These accumulated funds may be no less than 25%.

The Scheme has submitted a business plan to the Council for Medical Schemes in terms of Regulation 29(4) to the Act. The business plan provides that the Scheme will increase the statutory reserves to the required level of 25% by 31 December 2015. The business plan takes into account several assumptions such as membership growth, investment returns and medical inflation. The Council for Medical Schemes has approved the business plan with phase-in solvency levels as set out below.

At 31 December 2013, the Scheme's accumulated funds expressed as a percentage of gross annual contributions was 24.30% (2012: 23.41%), which is R282 million less than the statutory requirement of 25%, but exceeded the business plan level of 23.00% by R527 million.

Year ended	Solvency level (Target)	Solvency level (Actual)
31 December 2012	22.30%	23.41%
31 December 2013	23.00%	24.30%
31 December 2014	24.30%	-
31 December 2015	25.40%	_

Sustainability of benefit plans

In terms of Section 33(2) of the Act, each plan is required to be self-supporting in terms of membership and financial performance and be financially sound.

At 31 December 2013 the following benefit plans did not comply with Section 33(2):

Plans	Net underwriting deficit R'000	Net (deficit)/ surplus R'000
Executive	(257 289)	(248 234)
Classic Comprehensive	(521 739)	(384 241)
Classic Comprehensive Zero MSA	(1 809)	(1 537)
Coastal Saver	(62 750)	60 216
KeyCare Plus	(210 918)	(89 838)

Investments in employer groups

Section 35(8)(a) of the Act states that a medical scheme shall not invest any of its assets in the business of an employer who participates in the Scheme or any administrator or any arrangement associated with the Scheme. Owing to the large number of the Scheme's employers being listed on the JSE, investments were made in certain of its employers listed on the JSE. The Council for Medical Schemes has granted the Scheme an exemption from this section of the Act.

Contributions received after due date

Section 26(7) of the Act, states that all subscriptions or contributions shall be paid directly to a medical scheme not later than three days after payment thereof becoming due. There are instances where the Scheme received contributions after three days of becoming due. However, there are no contracts in place agreeing to this practice.

Broker fees paid before contributions are received

In terms of Regulation 28(5) of the Act, the Scheme broker fees must be paid monthly and on receipt by the Scheme of the relevant monthly contribution. In some instances brokers were compensated prior to receipt of the relevant monthly contributions.

NOTICE: ANNUAL GENERAL MEETING

The 2014 Annual General Meeting of the members of the Discovery Health Medical Scheme will be held on 6 June 2014.

SHOULD YOU WISH TO ATTEND, THE DETAILS ARE AS FOLLOWS:

Date: Friday, 6 June 2014

Time: Registration from 11:00 to 12:00.

Meeting to start at 12:00.

Venue: Discovery Auditorium, 155 West Street, Sandton

Agenda:

- 1 Welcome and quorum
- 2 Minutes of the Discovery Health Medical Scheme 2013 Annual General Meeting – for approval
- 3 2013 Annual Financial Statements
 - 3.1 Financial performance of the Discovery Health Medical Scheme for the year ended 31 December 2013
 - 3.2 Discovery Health (Pty) Ltd strategic focus areas
 - 3.3 Acceptance of the Discovery Health Medical Scheme 2013 Annual Financial Statements
- 4 Governance
 - 4.1 2014 Trustee remuneration
 - 4.2 Confirmation of Trustee appointment
 - 4.3 Appointment of Auditors
- 5 Motions
- 6 General
- 7 Closure

The 2013 integrated annual report including the full set of Audited Annual Financial Statements and the Report by the Board of Trustees will be available on www.discovery.co.za as well as at the following customer service centres from 12 May 2014



Johannesburg

Discovery Health 16 Fredman Drive Sandton



Pretoria

Discovery Health Corner of Oak and Tegel Avenues Highveld Techno Park Centurion



Cape Town

Discovery Health Knowledge Park Heron Crescent Century City



Durban

Discovery Health 41 Imvubupark Place Riverhorse Valley Business Estate Durban



Port Elizabeth

Discovery Health BPO Building Coega IDZ Zone 4

For more information, please visit www.discovery.co.za