Bupa 2024 Remuneration Disclosure

This Remuneration Disclosure has been prepared in line with the Australian Prudential Regulation Authority ("**APRA**") Prudential Standard CPS 511 ("**CPS 511**") and for the purposes of meeting regulatory disclosure requirements.

The regulated entity for the purposes of this disclosure is Bupa HI Pty Ltd ("**BHI**"), a Private Health Insurer regulated by APRA, and an entity that is part of Bupa Asia Pacific ("**APAC**"), a Market Unit of Bupa Group[1].

1. Remuneration Policy and Framework

Our Remuneration Policy and Framework is summarised in Diagram 1 below.

Diagram 1: Bupa Remuneration Policy and Framework

Bupa's Purpose Helping people live longer, healthier, happier lives and making a better world.	
Remuneration Strategy Bupa's philosophy for rewarding our employees is to ensure that Bupa develops and manages remuneration programs that are balanced and effective in attracting, retaining and motivating employees to achieve business objectives, in a way that is aligned to Bupa's Risk Management Framework, Values and Purpose. This approach is intended to enable employees to put customers at the heart of everything they do.	
Remuneration Policy and Framework	
Total Fixed Remuneration	Fixed Remuneration ("**FR**") is comprised of base salary and superannuation. Base salary is determined with reference to the role, individual capability and experience, and the market median of Bupa's benchmark comparator groups. FR is reviewed annually as part of the Annual Review process.
Management Bonus Scheme	The Management Bonus Scheme ("**MBS**") is our Short Term Incentive Plan that covers employees, including Executives and Senior Managers. MBS Awards are paid as annual awards linked to business performance (financial and non-financial), Individual Performance and Risk.
Strategic Performance Plan	The Strategic Performance Plan ("**SPP**") is our Long Term Incentive Plan that covers Executives and nominated Senior Managers. It is designed to motivate, retain and reward Bupa's senior leaders for the delivery of Bupa's performance, aligned to our strategy. SPP awards provide participants with a cash payment based on Bupa Group's business performance (financial and non-financial) over three financial years, with vested outcomes paid the following year around the end of March.
Aligning Risk and Remuneration	To promote effective management of both financial and non-financial risks, sustainable performance and long-term soundness, and support the prevention and mitigation of conduct risk, risk outcomes and behaviours are considered before any award, or any scheduled vesting of remuneration is considered, underpinned by our Remuneration Adjustment Guide and Code of Conduct. The APAC Risk Review Panel ("**RRP**") is a management committee which reviews risk management matters and incidents and provides advice to the APAC CEO, the Bupa ANZ Board Remuneration Committee ("**RemCo**") and Board Risk Committee ("**BRC**"). The RemCo, in making its recommendations to the Board, has regard to the recommendations of the RRP. The RemCo and Board may exercise discretion to apply remuneration adjustments.

[1] 'Bupa Group' refers to the British United Provident Association Limited (UK) and its wholly owned and controlled companies.

2. Remuneration Governance

The BHI Board ("**the Board**") is responsible for the remuneration framework and its effective application, reviewing and approving our Remuneration Policy, and for remuneration arrangements and variable remuneration ("**VR**") outcomes for persons in Specified Roles as outlined in its Charter. It is at the Board's full discretion to determine if any VR payments will be made, withheld or deferred, following consideration of the remuneration objective, financial or non-financial risks, or any other matters to protect the financial soundness of Bupa; or to respond to significant unexpected or unintended consequences.

The RemCo is responsible for overseeing the design, operation and monitoring of our remuneration framework and key remuneration policies, and making recommendations to the BHI Board on the framework and the Remuneration Policy annually. The RemCo also makes recommendations to the BHI Board on the remuneration arrangements and VR outcomes for persons in Specified Roles (as defined in Section 3), having regard to (among other things) performance; risk outcomes and behaviours related to financial and non-financial risks, including the recommendations of the RRP, and consultation with the BRC and the Chief Risk Officer APAC ("**CRO**"). The Board reviews, may exercise discretion and, as considered appropriate, approves remuneration matters in accordance with its Charter.

The roles and responsibilities of the RemCo and the Board are set out in their respective charters.

As of 16 May 2025, the RemCo comprised of the following members who are all Non-Executive Directors ("**NED**"):

- Ms Kim Wenn (Chair)
- Mr Tony Johnson
- Ms Lisa Gray

NEDs receive fees as compensation for their work on the Board and Committees and do not receive any performance-related remuneration.

During the 2024 Financial Year, the RemCo met formally five times. The RemCo met twice in 2025 (during February and March) to complete the reviews and recommendations to the BHI Board relating to the 2024 Annual Review.

Our Remuneration Policy and Framework is reviewed by the RemCo and Board annually, as a minimum requirement.

Items recommended by the RemCo and approved by the Board regarding our Remuneration Policy and Framework during 2024 included:

- A clarification (for avoidance of doubt) that clawback of variable remuneration applies whether or not the employment of the person has ceased;
- Updates to the Remuneration Policy to support the commencement of the Financial Accountability Regime ("**FAR**"); outlining 'Accountable Person' and the associated Deferred Variable Remuneration arrangements under FAR; and integrating the remuneration policy and practice with the operation of the BHI Financial Accountability Regime Policy; and
- Other minor simplification and alignment policy updates.

External Advisors

In the 2024 financial year, Bupa sought market benchmarking information from external advisors to support the making of remuneration decisions. Bupa did not seek remuneration recommendations from external advisors in 2024.

3. CPS 511 Specified Roles

In line with CPS 511, the 2025 Remuneration Disclosure presents the remuneration outcomes of the BHI Chief Executive Officer (**"CEO"**) and other Specified Roles for the 2024 Financial Year (**"2024"**). If an individual did not serve in a CPS 511 Specified Role for the full financial year, all remuneration is disclosed for the period they served in a CPS 511 Specified Role.

CPS 511 Specified Roles are outlined below:

Chief Executive Officer ("BHI CEO")	The person in a position consistent with the meaning of Chief Executive Officer under the *Private Health Insurance (Prudential Supervision) Act 2015* and relevant prudential standards. The *Managing Director of Health Insurance - Bupa Australia* is designated as the BHI CEO.
Senior Managers ("SM")	Persons in positions consistent with the meaning of Senior Management under the *Private Health Insurance (Prudential Supervision) Act 2015* and relevant prudential standards. These consist of the *BHI Leadership Team*, and the *APAC Executive Leadership Team* ("**ELT**") that meet the criteria of Senior Management for BHI. The *APAC Chief Executive Officer* is a member of the ELT and is designated as a SM under CPS 511.
Material Risk Takers ("MRT")	Persons who undertake activities that have a material potential impact on the entity's risk profile, performance, and long-term soundness. The thresholds for materiality include Senior Leaders whose professional activities individually or collectively, may have a material impact on Bupa's Risk Profile or the long-term financial soundness of BHI. The threshold is determined in line with BHI Risk Appetite Statements, Bupa Enterprise Policies, and the Bupa Risk Impact Scale.
Highly Paid Material Risk Taker ("HPMRT")	An MRT with an actual fixed salary plus VR equal to or greater than AUD $1 million in a financial year.
Risk and Financial Control Personnel ("RFCP")	Persons whose primary role is in risk management, compliance, internal audit, financial control, or actuarial control.

4. Variable Remuneration Plans

In 2024, VR Plans for Specified Roles consisted of the following 2024 MBS and 2024-26 SPP, with the plan design and outcomes approved by the BHI Board. These plans are structured to reflect the size, seniority and impact of each role, with outcomes reflective of business performance (including Bupa Group outcomes where relevant).

Target MBS and SPP opportunity is expressed as a percentage of base salary. The applicable percentage for MBS and SPP is determined according to management level and the relative scale and impact of the role, resulting in the VR mix varying by role.

The SPP opportunity and participation is also determined through a nominations process and subject to approval by the Board. The SPP opportunity is generally aligned to the size and strategic significance of the role, ensuring an appropriate balance between accountability and long-term alignment with Bupa's strategy.

2024 Management Bonus Scheme

The MBS is our annual bonus plan designed to reward employees for the delivery of customer and business outcomes, within the boundaries of agreed risk frameworks.

Table 1: MBS Features

Feature	Description
Eligible participants	All Specified Roles (100%)
Performance period	One financial year (2024)
Payment vehicle and schedule	Cash award, paid in March following the completion of the one-year performance period (March 2025). Additional deferral may be applied for Specified Roles to ensure adherence with CPS 511 deferral requirements – see Remuneration Adjustments section below.
Funding	Funding for the MBS is unlocked through an affordability gate, where threshold profit must be achieved for any MBS to be awarded to eligible participants. Actual MBS awards are then determined by business, individual and risk performance outcomes.
Outcome Determination	Consistent with the Remuneration Policy and Framework, risk outcomes and behaviours are considered before any award is considered. MBS outcomes are linked and calculated based on business performance, individual performance and risk: Business Performance Multiplier (0% – 140%) x Individual Performance Multiplier (0% – 140%) x Remuneration (Risk) Adjustment (0-100%) = Bonus Outcome For Senior Manager RFCPs, bonus outcomes are also linked to Control Function effectiveness. The business performance multiplier (“**BPM**”) is limited to 0%-100% and related only to Bupa Group performance and not the business areas they are overseeing or challenging: Business Performance Multiplier (0% – 100%) x Individual Performance Multiplier (0% – 140%) x Control Function Multiplier (0% – 140%) x Remuneration (Risk) Adjustment (0-100%) = Bonus Outcome
Business performance multiplier (“BPM”)	Determined based on a range of financial and non-financial measures, with appropriate focus on Bupa Group, APAC Market Unit and/or BHI performance for each Specified Role cohort: • Profit (65%) • Revenue (10%) • Customer (25%) The assignment of specific BPMs varies by position and aligns with the scope and area an employee operates within. For RFCPs, financial measures are linked to Bupa Group-wide performance, and not specifically related to the business area they are overseeing or challenging. The RemCo makes recommendations to the Board regarding BPM outcomes, which included consideration of risk outcomes and behaviours by the RemCo (with recommendations from the RRP and consultation with the CRO and BRC). The Board reviews, may exercise discretion and approves BPM outcomes. *See 2024 Bupa Annual Report for further details on the BPM including alignment to strategy and performance.*
Individual performance multiplier (“IPM”)	Determined based on a person’s Performance Rating driven by shared and individual goals (which will include financial and non-financial goals), conduct and risk management. For employees in Specified Roles, the IPM is considered by the RemCo for recommendation (which includes a review and calibration by Senior Management) and approved by the Board.

Control Function Multiplier ("CFM") (Senior Manager RFCPs only)	For Senior Manager RFCPs, the CFM is considered by the RemCo for recommendation, and approved by the Board. Determination of the CFM incorporated a qualitative assessment by Bupa Group (including the Bupa Group CEO and Bupa Group RemCo).
Remuneration (Risk) Adjustments	Consistent with our Remuneration Policy and Framework, risk outcomes and behaviours are considered before any award is paid or any scheduled vesting of deferred remuneration is released. A review is conducted the RRP which includes an assessment of risk incidents/issues and overall risk management which could impact the entire APAC Market Unit, a Business Unit, groups of individuals or specific individuals.
Malus and Clawback	See Remuneration Adjustments section below.

2024-26 Strategic Performance Plan

The SPP is a long-term incentive plan designed to motivate and incentivise delivery of strong sustained performance over the long term, aligned with Bupa's strategic objectives.

Table 2: 2024-26 SPP features

Feature	Description
Eligible participants	The BHI CEO and most Senior Managers and MRTs are invited annually to participate in the SPP. Participants must be nominated by their respective leaders, with nominations subject to endorsement by the Bupa APAC CEO and Bupa Group CEO. Participation is contingent on meeting a minimum level of individual performance, assessed prior to notification of each annual award.
Performance period	Three financial years (2024-26)
Payment vehicle and deferral	Cash award, paid in March following the three-year performance period (March 2027). Additional deferral may be applied for Specified Roles to ensure adherence with CPS 511 deferral requirements – see Remuneration Adjustments section below.
Performance measures	Achievement of the SPP is measured on a combination of Bupa Group financial and non-financial performance measures below: • Return on capital employed (50%) • Customer healthcare touchpoints (15%) • Customer numbers (20%) • Sustainability (15%) *See 2024 Bupa Annual Report for detail on SPP measures, including alignment to Bupa's long-term strategy and performance.*
Remuneration (Risk) Adjustments	Consistent with the Remuneration Policy and Framework, risk outcomes and behaviours are considered before any award is paid or any scheduled vesting of deferred remuneration is released.
Malus and Clawback	See Remuneration Adjustments section below.

Material Weight on Non-Financial Measures

Non-financial measures affect VR outcomes by focusing on:

- Individual performance, which includes non-financial individual performance goals (inclusive of risk management, conduct and behaviour);

- Business performance measures that are non-financial in nature; and
- Remuneration adjustments for risk incidents and outcomes (see Remuneration Adjustments section below).

Deferred Variable Remuneration

Deferral of VR plays an important role in ensuring employees consider the long-term effects of their decision making. VR for Specified Roles outlined in Table 3 below is deferred in line with CPS 511 requirements. Deferred VR would not apply if the deferred amount is less than $50,000.

Table 3: VR Deferral Summary

Specified Role	VR Deferred	Deferral Period	Pro-rata vesting after[2]
BHI CEO	60%	6 years	4 years
Senior Managers	40%	5 years	4 years
Highly Paid Material Risk Takers	40%	4 years	2 years

Remuneration Adjustments

Consistent with the Remuneration Policy and Framework, risk outcomes and behaviours are considered before any award is paid or any scheduled vesting of deferred remuneration is released.

The RRP reviews risk management matters and incidents and provides advice to the APAC CEO, BRC and RemCo.

In 2024, the RRP met six times; and one time in 2025 to discuss the 2024 Annual Review.

In addition to the RRP reviews, there are other Performance Management processes and reviews that may result in a remuneration adjustment related to a “trigger event” which includes, but is not limited to:

- Cultural or behaviour issue linked to risk;
- Risk management failure(s);
- Misconduct, fraud or misstatement on the part of the employee;
- Failure or breach of accountability, fitness and propriety, or compliance obligations;
- Significant adverse outcomes for customers, beneficiaries, or counterparties; and
- Serious reputational damage to Bupa.

The RemCo, in making its recommendations to the Board, has regard to the recommendations of the RRP and consults with the BRC and CRO. The Board (for Specified Roles), and the APAC CEO (for non-Specified Roles), may exercise discretion to apply remuneration adjustments. These decisions are guided by our Remuneration Adjustment Guide.

Remunerations adjustments that may be applied may consist of one, or a combination of, the following:

Deferral/Suspension	Delay in a decision to pay VR. Typically utilised where an issue is emerging and awaiting further investigation or crystallisation of the outcome.
Remuneration adjustments	Downward adjustment that forms part of the Annual Review cycle and influences the final payout of any VR award. Typically applied where a performance issue is identified regarding issues such as risk failures, culture, or behaviour. A remuneration adjustment can range from 0% to 100%.
Malus[1]	Reduction in the value of all or part of deferred remuneration before it has vested.
Clawback[3]	All or partial recovery of VR that has already been paid, for up to three years from the payment date.

[2] Pro-rata vesting refers to the release of deferred VR following the relevant deferral period for the specified role, with pro-rata vesting occurring in equal instalments over the remaining deferral period.

[3] Further details on the circumstances in which the operation of Malus and Clawback is considered can be found in the *2024 Bupa Annual Report*.

5. 2024 Remuneration Outcomes

The 2024 Remuneration Disclosure includes VR payments made under the 2024 MBS, 2022-24 SPP and 2021-2024 Global Performance Plan (**"GPP"** - a long-term incentive Plan that has since been replaced by the SPP). Unvested VR includes deferred 2023 MBS, deferred 2024 MBS, 2023 SPP and 2024 SPP.

Remuneration outcomes for the Financial Year 2024

The remuneration outcomes for the financial year 2024 are disclosed in **Table 4** below and include:

- current financial year awards that are not subject to conditions; and includes payments for the current financial year made following the end of the financial year; and
- prior financial year awards that satisfied all conditions during the financial year.

Table 4: Remuneration outcomes for the Financial Year

	A$m	CEO[4]	Other Senior Managers[5]	HPMRT	Other MRT
	Fixed Remuneration				
1	Number of employees paid fixed remuneration	2	21	1	
2	**Total Fixed Remuneration**	**A$1.1m**	**A$10.9m**		
3	of which: cash-based	A$1.1m	A$10.8m		
4	of which: share-based awards	A$0.0m	A$0.0m		
5	of which: other	A$0.0m	A$0.1m		
6	Average percentage increase in total fixed remuneration (row 2) on previous financial year[6]	8.1%	4.3%		
	Variable Remuneration				
7	Number of employees eligible for variable remuneration	2	19		
8	Number of employees that received variable remuneration	2	19		
9	**Total variable remuneration**	**A$2.5m**	**A$11.6m**		
10	of which: cash-based	A$2.5m	A$11.6m		
11	of which: share-based awards	A$0.0m	A$0.0m		
12	of which: other	A$0.0m	A$0.0m		
13	**Total variable remuneration that has been deferred**	**A$2.0m**	**A$5.5m**		
14	of which: cash-based	A$2.0m	A$5.5m		
15	of which: share-based awards	A$0.0m	A$0.0m		
16	of which: other	A$0.0m	A$0.0m		
17	Average percentage increase in total variable remuneration (row 9) on previous financial year[7]	164%	143%		
18	**Total remuneration (sum of rows 2 + 9)**	**A$3.6m**	**A$22.5m**		

[4] Includes Chris Carroll (who ceased in the BHI CEO role on 25 October 2024) and Kate Williams (who commenced in the BHI CEO role from 26 October 2024). Both Chris Carroll and Kate Williams' annual total fixed remuneration and variable remuneration are disclosed in the CEO fields.
[5] The Chief Executive Officer for the Bupa Asia Pacific market unit is a Senior Manager under CPS 511, and his remuneration details are included in the Senior Manager column.
[6] As this is the Bupa's first disclosure under Prudential Standard CPS 511, and there is no CPS 511 baseline, the average percentage increase is based on the average individual percentage increase to fixed remuneration between 2023 and 2024.
[7] In 2024, both the 2021-24 GPP and 2022-24 SPP vested at the same time due to the transition from the GPP to the SPP. This resulted in a larger VR payment compared to other years where only one long term incentive payment would vest at a time.

Special Payments

Special payments made in the 2024 Financial Year are disclosed in **Table 5** below. A special payment under CPS 511 includes:

- guaranteed bonus;
- sign-on award to a newly appointed employee upon recruitment; or
- a severance award made to an employee ceasing employment, excluding any statutory entitlements.

Table 5: Special payments

	A$m	CEO	Other Senior Managers	HPMRT	Other MRT
1	Number of employees paid a guaranteed bonus	0	0		
2	**Total guaranteed bonuses**	**A$0.0m**	**A$0.0m**		
3	Number of employees paid a sign-on award	0	1		
4	**Total sign-on awards**	**A$0.0m**	**A$0.3m**		
5	Number of employees paid a severance payment	0	1		
6	**Total severance payments**	**A$0.0m**	**A$0.2m**		

Deferred and Adjusted Variable Remuneration

Deferred and adjusted VR made in the 2024 Financial Year are provided in **Table 6** below. This includes:

- total deferred VR net of downward adjustments, as at the end of the financial year. This reflects current financial year awards and prior financial years' awards that have not yet satisfied all conditions;
- total paid and vested VR outcomes (i.e. not deferred), net of downward adjustments during the financial year. This reflects current financial year payments and awards that are no longer subject to conditions (this includes payments and awards for the current financial year made following the end of the financial year); and prior financial years' awards that satisfied all conditions during the financial year. This excludes deferred amounts; and
- total downward adjustments applied to VR that have been included during the financial year.

Table 6: Deferred and Adjusted VR

A$m	A Total amount of outstanding deferred VR post adjustments	B Total amount of VR not deferred post adjustments	C Total amount of downward adjustments to VR
CEO			
Total	**A$3.4m**	**A$2.5m**	**A$0.0m**
of which: cash-based	A$3.4m	A$2.5m	A$0.0m
of which: share-based awards	A$0.0m	A$0.0m	A$0.0m
of which: other	A$0.0m	A$0.0m	A$0.0m
Other Senior Managers			
Total	**A$17.8m**	**A$11.6m**	**A$0.1m**
of which: cash-based	A$17.8m	A$11.6m	A$0.1m
of which: share-based awards	A$0.0m	A$0.0m	A$0.0m
of which: other	A$0.0m	A$0.0m	A$0.0m
HPMRT			
Total			
of which: cash-based			
of which: share-based awards			
of which: other			
MRT			

A$m	A Total amount of outstanding deferred VR post adjustments	B Total amount of VR not deferred post adjustments	C Total amount of downward adjustments to VR
Total			
of which: cash-based			
of which: share-based awards			
of which: other			
GRAND TOTAL	**A$21.1m**	**A$14.1m**	**A$0.1m**

Risk and Financial Control Personnel 2024 remuneration arrangements and outcomes

The remuneration structure for Risk and Financial Control Personnel (**"RFCP"**) is structured differently to protect the independence of the Risk and Financial Control Functions. RFCP personnel:

- receive a higher proportion of their total remuneration in Fixed Remuneration than general employees;
- have financial measures that are linked to Bupa Group-wide performance, but not related to the business area they are overseeing or challenging; and
- Senior Manager RFCPs are on a separate Control Function MBS so as not to compromise the independence of these personnel in carrying out their duties.

In 2024, for the RFCPs that report to a Senior Manager:

- $1.3m was awarded in VR. This awarded VR amount represents 18.5% of Total Fixed Remuneration.
- There were no downward remuneration adjustments for the RFCPs that report to a Senior Manager in 2024.
- There were no special payments made to RFCPs that report to a Senior Manager employee.