

Bupa Occupational Health Limited

Section 172(1) Report

The following provides the Directors' statements, required by the Companies Act 2006 (the Act), to report on how they have performed their duties in relation to Section 172(1) of the Act and engaged with employees, suppliers, customers and others.

During the year, the work of the Board supported the Company's purpose to help people live longer, healthier, happier lives and making a better world by promoting the Company's long-term success and sustainability. The Directors are guided in the performance of their broader Section 172 duties and decision-making by Bupa's values and strong governance arrangements, detailed further in the Governance section of Bupa's 2024 Annual Report and Accounts which can be found on its website (www.bupa.com/about-us/governance). The Board requested and received regular reports from executive management on the matters set out in Section 172(1) and had regard to business performance, people, strategy, and sustainability when making decisions on financial, operational and strategic matters, and allocation of resources. They considered the views of all stakeholders on relevant issues and were focussed on maintaining the Company's reputation and high standards of business conduct, given the social context the Company operates in and how they underpin the Company's culture and business model.

Promoting our long-term success and sustainability

This statement sets out how the Board has acted in a way that promotes the Company's long-term success and sustainability for the primary benefit of its immediate shareholder as well as its ultimate shareholder, The British United Provident Association Limited, to support Bupa's purpose of helping people live longer, healthier, happier lives and making a better world, as well as its other key stakeholders.

When making decisions, the Board takes into account and is guided by Section 172 of the Companies Act when performing its duties and making decisions regarding the likely long-term impact, interests, concerns of its key stakeholders and on the communities in which Bupa operates, its environment and maintaining high standards of business conduct.

Stakeholders and engagement

The Board considers the Company's stakeholder groups, aligned with Section 172(1), to be customers, people, suppliers and partners, communities and environment, and regulators. It has engaged directly and indirectly with each of these groups during the year to ensure that the Directors are informed on the interests and views of all its stakeholders, particularly given that the stakeholder groups have different perspectives which may not align with each other. This holistic view enables the Directors to navigate differences and make complex decisions that deliver, on balance, the best outcome for the Company's long-term sustainability and success. The Board also encourages all levels of the business to engage with relevant stakeholders in order to broaden their

awareness and understanding of the impact that their business decisions could, and do, have.

Customers

With our ambition to become the most customer-centric healthcare provider, our customers are the focal point for all Board decisions. The Board has had regard to customers' experience and future expectations via the customer Listening app and in reports to the Board.

People

Bupa's people are central to supporting customers, living our values and the long-term success and sustainability of the Company and Bupa. It is fundamental that we listen to our people and consider their interests to ensure we attract and retain the best people and they feel Bupa is a great place to work. Reporting on people strategy and governance is made to, and overseen by, the Board, including its talent management, people development, biannual People Pulse employee surveys and the operation and reporting in respect of 'Speak Up', the confidential whistleblowing helpline.

Regulators

The Company is regulated by the health regulator (Care Quality Commission (CQC)) as well as other relevant regulators. Regulators ultimately aim to make sure we have the risk management framework necessary to protect customers and ensure that they receive high levels of care and are treated fairly. These objectives clearly align with our strategy and customer-centric ambition. We are firmly committed to achieving high standards of compliance with our regulatory obligations. Therefore, we take a proactive and coordinated approach to managing the regulatory risks to which we are exposed in order to reduce the risk of our customers suffering detriment and minimising any financial or reputational impact on Bupa. We have an open and honest relationship with the care quality regulators and self-report incidents, work with the care quality regulators to ensure we meet regulatory requirements and act quickly to address any issues or concerns raised.

Suppliers

Bupa's suppliers and partners support our business needs and help Bupa to deliver a high-quality service to customers, so it is important that we have strong working relationships and operate ethically. The Board has regard to Bupa's Responsible Supply Chain Statement, available at [bupa.com](https://www.bupa.com), that sets Group expectations of our suppliers and our commitments to them, alongside Group policies set and approved by the Bupa Board. The Board also considers matters related to modern slavery and the supply chain and approved the Modern Slavery Statement, which can be found on [bupa.com](https://www.bupa.com).

Communities and the environment

Bupa operates within a societal context and believes the health of the community and environment we live in has a significant impact on people living longer, healthier, happier

lives. The ultimate parent reports on sustainability and ESG actions, engagement, and ambitions on behalf of the Group and provides Bupa's statements on climate related financial disclosures under the Companies Act, on page 34 of its Annual Report and Accounts 2024.

Bupa's Governance Structure

The Company has a robust system of governance and risk management in place and operates a 'three lines' model to identify, manage and mitigate risk, to ensure that we maintain high standards of business conduct. Bupa aims, where appropriate, to operate to the same governance standards as are required of UK public listed companies. This includes applying the UK Corporate Governance Code 2018 (the Code) to set high corporate governance standards for the Bupa group of companies.

These include governance processes around decision-making; risk appetite statements; risk policies and standards that are applied on areas including customer outcomes, people, capital management, supplier management, risk, clinical governance, data quality, information security, privacy, and wellbeing, health and safety.

All papers submitted to the Board are required to include a summary of key risks, how relevant stakeholders have been considered in the proposals and the governance process undertaken prior to seeking Board approval to ensure that stakeholder interests or concerns have been considered and that proposals have been through appropriate review and approval processes prior to submission to the Board. This assists the Board in making well-informed decisions that promote the long-term, sustainable success of the business.

Board decisions and their impact on stakeholders

The table below sets out examples of decisions the Directors have taken during the year and how stakeholder views were taken into account.

Stakeholder	Stakeholder engagement and consideration
Our People Our people are central to supporting our customers, living our values and the long-term success and sustainability of the Company. So it is fundamental we listen to our people and consider their interests to ensure we attract and retain the best people and they feel Bupa is a great place to work, are engaged and empowered to deliver great outcomes for our customers, and they lead healthier and happier lives	- The Board received reports during the year covering our people strategy, addressing any risks, retaining and developing talent, supporting leadership and broader training and development. - The Board, where appropriate, received updates on any Speak Up notifications - The Board reviewed the results and analysis of the responses to the biannual People Pulse employee engagement surveys and any action plans arising from the feedback
Our Customers Customers are fundamental to our success, so we need to understand as much as we can about	The Board was kept informed on the progress and performance of initiatives to achieve the Company's Strategic Ambitions, all of which are all customer-focused, via reports regularly provided to Board meetings. This was

them and their needs and interests to provide the best customer service and experience

beneficial when developing the new Strategy effective from 2025

- The Board received reports on the projects related to the strategy which are designed to drive customer experience improvements.
- In developing the Company's new Strategy, the Board considered the changing needs and expectations of our actual and potential customers, driven by technology and the demand for more integrated, personalised care

Our Suppliers and partners

The Company's suppliers and partners support our business needs and help deliver high-quality service to our customers, from information systems to equipping our clinical settings. So it is important that we have strong working relationships and operate ethically.

- The Company sets minimum standards of business conduct expected of our suppliers and our commitments to them, which can be found in Bupa's Responsible Supply Chain Statement (available at www.bupa.com/important-notices/responsible-supply-chainstatement) and maintain a Human Rights Statement, (available at www.bupa.com/important-notices/human-rights-statement)
- The Board also received and considered matters related to modern slavery and the supply chain and approved the Modern Slavery Statement, which can be found on www.bupa.com/importantnotices/modern-slavery-statement.

Our communities and environment

The Company operates within a societal context and believes the health of the community and environment we live in has a significant impact on people living longer, healthier, happier lives. The Company's strategy is set from our understanding of how we can make a positive contribution and impact and operate sustainably.

- The Board and certain individual Directors reviewed progress on the Company's sustainability strategy and progress during the year.
- The Board was informed of any climate and ESG risks and mitigations through its regular risk reporting.
- The Company's Ultimate Parent reports on sustainability and ESG actions, engagement, and ambitions on behalf of the Group and provides Bupa's statements on climate related financial disclosures under the Act in its Annual Report and Accounts 2024.

Regulators

Our business activities are highly regulated and subject to care quality regulators. Depending on where we operate, our regulators can be independent bodies or national or local governments. Their role is to ensure we have the resources, understanding, and capabilities, to protect our customers and other stakeholders, so it is important we understand their expectations and have strong working relationships with them.

- The Board received routine updates on issues, activities, and interactions with care quality regulators through its regular risk and clinical governance reporting.
- The Directors are firmly committed to achieving high standards of compliance with our regulatory obligations. Therefore, we take a proactive and coordinated approach to managing the regulatory risks to which we are exposed in order to reduce the risk of our customers suffering detriment and minimising any financial or reputational impact on Bupa.

- We have an open and honest relationship with the care quality regulators and self-report incidents, work with the care quality regulators to ensure we meet regulatory requirements and act quickly to address any issues or concerns raised.

Principal risks and uncertainties

The Company and its strategy are subject to a number of risks and uncertainties. The Company's management consider that the key risks and uncertainties relate to the retention of key business clients and the ability to generate sufficient bookings and appointments into the medical centres. The Directors manage these risks through the review of key metrics and mitigate them through innovative and competitively priced offerings to its customers.

Further information relating to the Company, as applicable to Bupa and its subsidiaries and holding companies or subsidiaries of such holding companies ("Bupa Group") as a whole, is provided within the discussion of business risks and uncertainties section of the British United Provident Association Limited annual report and financial statements, which does not form part of this report.