


MEETING DATE	Thu, 03 Dec 2015 8:00 am	TYPE	EGM	ISSUE DATE	Wed, 25 Nov 2015
MEETING LOCATION	50 West Washington Street, Indianapolis, Indiana 46204				
CURRENT INDICES	S&P500				
SECTOR	Hospital and medical service plans				

COMPANY OVERVIEW

Anthem Inc., previously known as WellPoint, Inc., is the largest for-profit managed health care company in the Blue Cross and Blue Shield Association. It was formed when Anthem Insurance Company acquired WellPoint Health Networks, Inc., with the combined company adopting the name WellPoint, Inc.; trading on the NYSE for the combined company began under the WLP symbol on December 1, 2004. On December 3, 2014, WellPoint changed its corporate name to Anthem Inc, and its NYSE ticker changed from WLP to ANTM.

PROPOSALS

ADVICE

1 Approve the issuance of Anthem common stock to Cigna Corporation shareholders

For

The Company has put forward a resolution requesting shareholders to approve the issuance of Anthem common stock par value \$0.01 per share, to Cigna's shareholders as part of the consideration in the merger. The merger agreement provides that, Merger Sub Corp., a Delaware corporation and the Company's subsidiary will merge with and into Cigna, and Cigna will continue as the initial surviving corporation and a wholly owned subsidiary of the Company.

Upon the completion of the Merger, each share of Cigna common stock (other than: Cigna treasury shares; Cigna's shares of common stock beneficially owned by the Company or a subsidiary of Cigna or Anthem; Cigna's shares of common stock that are owned by Cigna shareholders who have not voted in favour of the merger and who have properly demanded in writing appraisal for such shares pursuant to Section 262 of the DGCL; and Cigna's shares of common stock subject to Cigna restricted stock awards) will be automatically converted into the right to receive \$103.40 in cash, without interest, and 0.5152 shares of the Company's common stock.

As of October 22, 2015, the Company had 260,983,596 shares of common stock outstanding. The Company expects to issue approximately 132,729,898 shares of common stock to Cigna shareholders. It is expected that, immediately after completion of the merger, former Cigna shareholders will own approximately 33% of the outstanding shares of Anthem common stock.

Voting recommendations on corporate actions, such as merger decisions, are based on the information presented and on the view of the overall independence of the Board, strategic considerations and post-merger governance. Over the time that the merger agreement was approved and until the present time, 50% of the board of Anthem, and 45.45% of the board of Cigna was considered independent. This level of independence is considered to be sufficient and provides some assurances that the transaction received the appropriate level of objective scrutiny. In addition, the Company is following a recent trend within healthcare providers to merge, which provides the combined company the ability to provide healthcare at lower costs through shared resources. This is particularly important with legislation like the Patient Protection and Affordable Care Act, which will have a direct impact on Anthem's profits.

However, on the social side there is also the risk of higher prices due to illegal price-agreements between the few major players that remain after the ongoing strong consolidation trend. On balance, Triodos supports this resolution.

2 To adjourn the special meeting, to solicit additional proxies

Oppose

The Board proposes to adjourn the special meeting, if necessary, to permit further solicitation of proxies. Opposition is recommended as it is considered that if a sufficient number of votes are cast at the meeting for a quorum to be present, the outcome should be considered representative of shareholder opinion. Triodos oppose this resolution.

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 1 - Approve the issuance of Anthem common stock to Cigna Corporation shareholders Board of Directors and Certain Officers of Anthem Following the Merger

Pursuant to the merger agreement, the Anthem board of directors will be increased so it consists of 14 members comprised of the nine current members of the Anthem board of directors and five current members of the Cigna board of directors designated by Cigna, one of which will be the current President and Chief Executive Officer of Cigna, David Cordani, and four of which must be "independent" under the rules of the NYSE and the SEC with respect to Anthem. Joseph Swedish will be the Chairman & CEO of Anthem and David Cordani will be the President and Chief Operating Officer of Anthem.

Strategic Factors considered by Anthem

The Anthem board of directors considered that the combination of Anthem and Cigna would create a diversified, premier health services company to help lead the transformation of health care for consumers by enhancing health care access, quality and affordability. The Anthem board of directors considered that a primary benefit of the transaction would be the combined company's ability to provide quality health coverage as affordable as possible and facilitate Anthem's members' access to the highest quality, most effective care available.

Some of the specific strategic factors considered by the Board are: High Quality Health Care for Consumers; Lower Costs; Benefits for Anthem Shareholders (Cigna's financial strength and strong cash flow from operations; (2) the experience and strength of Cigna's management team; (3) the long-term opportunities to cross-sell product capabilities in specialty products; (4) Cigna's international presence; and (5) Anthem's commitment to transactions that provide long-term value for Anthem shareholders); Similar Corporate Cultures; Historical Successes; and Management Expertise.

BOARD AND COMMITTEE COMPOSITION (post-Meeting)

DIRECTORS NAME	GENDER	PIRC	COMPANY	BOARD	AC	RC	NC	TENURE
Julie A. Hill	F	No	Yes	NED	Y	-	Y	21
Ramiro G. Peru	M	No	Yes	NED	Y*	Y	-	11
John H. Short	M	Yes	Yes	NED	Y	Y	-	2
George A. Schaefer Jr.	M	No	Yes	Ch	-	Y	Y	20
Joseph R. Swedish	M	No	No	CEO	-	-	-	2
Elizabeth E. Tallett	F	Yes	Yes	NED	Y	-	Y	2
R. Kerry Clark	M	Yes	Yes	NED	Y	-	-	1
Robert L. Dixon Jr.	M	Yes	Yes	NED	-	Y	Y	4
Lewis Hay III	M	Yes	Yes	NED	Y	Y*	-	2
William J. Ryan	M	No	Yes	NED	-	Y	Y*	15
Number of Meetings				-	-	-	-	
Number of NED only Meetings				-				

BOARD OF DIRECTORS (post-Meeting)

PIRC assesses a non-executive director's independence according to PIRC's shareholder guidelines. Comments represent PIRC's analysis based on information in the report and accounts. AC = Audit Committee, RC = Remuneration Committee, NC = Nomination Committee, C = Corporate Responsibility or Ethics Committee, * = Committee Chairman.

JULIE A. HILL		NON-EXECUTIVE DIRECTOR			
AGE	68	TENURE	21 Years	COMMITTEES	A,N
OTHER POSITION	Lord Abbett Family of Mutual Funds [Dir]; Paul Merage School of Business Dean's Advisory Council, University of California (Center for Real Estate Advisory Board, the Foundation Board, Social Ecology School's Dean's Leadership Council, the School of Medicine's Dean's Advisory Board, the Law School Board) [Advisor and various other roles]; The Hill Company [Owner]; ex-Costain Homes Inc. [Ch, Pres & CEO]; ex-Hiram-Hill Development Company [Pres and Owner]; ex-Holcim (US) Inc [Dir]; ex-Lend Lease Ltd. [Dir]; ex-Paul Merage School of Business Dean's [Adv Board]; ex-Resources Connection Inc [Dir]; ex-WellPoint Health Networks Inc. [Dir]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY			Y
COMMENT	Not considered independent as she has served on the board for over nine years.				
RAMIRO G. PERU		NON-EXECUTIVE DIRECTOR			
AGE	59	TENURE	11 Years	COMMITTEES	A*,R
OTHER POSITION	SM Energy Company [Dir]; UNS Energy Corporation [Dir]; ex-Graduate School of Management at the University of Arizona [Adv Board]; ex-Phelps Dodge Corp [EVP, CFO]; ex-Swift Corp. [CFO]; ex-Unisource Energy Corp [Dir]; ex-WHN (merged with the company in 2004) [Dir]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY			Y
COMMENT	Not considered independent as he has served on the board for over nine years.				
JOHN H. SHORT		NON-EXECUTIVE DIRECTOR			
AGE	70	TENURE	2 Years	COMMITTEES	A,R
OTHER POSITION	Kindred Healthcare, Inc. [Dir]; Seton Healthcare Network [Dir]; Short Consulting, LLC [MP]; ex-RehabCare Group, Inc. [Pres, CEO]; ex-Vericare Management, Inc. [Exec Ch]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY			Y

GEORGE A. SCHAEFER JR.		CHAIRMAN (NON EXECUTIVE)			
AGE	69	TENURE	20 Years	COMMITTEES	R,N
OTHER POSITION	Ashland Inc. [Dir]; University of Cincinnati Healthcare System [NED]; ex-Anthem Insurance [Dir]; ex-Fifth Third Bancorp [Ch, Pres & CEO]; ex-Kenton County Airport [NED]; ex-Medical School Advisory Board at the University of Cincinnati [Mem]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent as he has served on the board for over nine years. Appointed Chairman in May 2013.				
JOSEPH R. SWEDISH		CHIEF EXECUTIVE			
AGE	63	TENURE	2 Years	COMMITTEES	None
OTHER POSITION	America's Health Insurance Plans [Dir]; Blue Cross Blue Shield Association [Dir]; Business Roundtable, the Business Council, the Board of Trustees of the Health Research and Educational Trust, Board of Visitors of Duke University's Fuqua School of Business [Member]; Central Indiana Corporate Partnership, Inc. [Dir]; National Institute for Health Care Management [Dir]; ex-BankFirst [Dir]; ex-CEO; ex-CEO; ex-Catholic Health Association [Ch]; ex-Centura Health [Pres; ex-Coventry Health Care, Inc. [Dir]; ex-Cross Country Health Care, Inc. [Dir]; ex-RehabCare Group, Inc. [Dir]; ex-Trinity Health Corporation [Pres				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	There are concerns over his aggregate time commitments.				
ELIZABETH E. TALLETT		NON-EXECUTIVE DIRECTOR			
AGE	65	TENURE	2 Years	COMMITTEES	A,N
OTHER POSITION	Meredith Corporation [Dir]; Principal Financial Group, Inc. [Dir]; Qiagen, N.V. [Dir]; ex-Centocor Pharmaceuticals [Pres]; ex-Hunter Partners, LLC [Principal]; ex-IntegraMed America, Inc. [Dir]; ex-Parke-Davis [Mem]; ex-Transcell Technologies, Inc. [Pres, CEO]; ex-Varian, Inc. [Dir]; ex-ex-Coventry Health Care, Inc. [Dir]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	
R. KERRY CLARK		NON-EXECUTIVE DIRECTOR			
AGE	62	TENURE	1 Year	COMMITTEES	A
OTHER POSITION	Avnet, Inc. [Dir]; General Mills, Inc. [Dir]; Hauser Private Equity LLC [Dir]; Textron, Inc. [Dir]; The Christ Hospital [Dir]; ex-Cardinal Health, Inc. [Ch, CEO]; ex-The Procter & Gamble Company [Div Pres, VCh]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	
ROBERT L. DIXON JR.		NON-EXECUTIVE DIRECTOR			
AGE	59	TENURE	4 Years	COMMITTEES	R,N
OTHER POSITION	International Business Machines Corp [Adv Board]; PepsiCo, Inc [SVP, CIO]; ex-Georgia Institute of Technology [Adv Board]; ex-The Procter & Gamble Company [VP]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	
LEWIS HAY III		NON-EXECUTIVE DIRECTOR			
AGE	59	TENURE	2 Years	COMMITTEES	A,R*
OTHER POSITION	Capital One Financial Corporation [Dir]; Carnegie Mellon University (Tepper School of Business, Advisory Council at the Scott Institute for Energy Innovation)[Adv]; Clayton Dubilier & Rice [Advisor]; Harris Corporation [Dir]; ex-Business Roundtable [Mem]; ex-Edison Electrical Institute [Dir]; ex-Florida Power & Light Company [CEO]; ex-Institute for Nuclear Power Operations [Dir]; ex-NextEra Energy, Inc. [Ch, CEO, Pres]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	

WILLIAM J. RYAN		NON-EXECUTIVE DIRECTOR			
AGE	71	TENURE	15 Years	COMMITTEES	R,N*
OTHER POSITION	Berkshire Hills Bancorp, Inc. [Dir]; Maine Red Claws [Majority owner]; University of New England [Adv Board]; Unum Group [Ch]; ex-Anthem Insurance Companies, Inc. [Dir]; ex-Blue Cross Blue Shield of Maine [Ch]; ex-EFunds Corp [Dir]; ex-Libra Foundation [Trustee]; ex-TD Banknorth Group, Inc. [Ch, CEO]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent as he has served on the board for over nine years.				

BOARD COMPOSITION

BOARD COMPOSITION FOLLOWING THE EGM

	CURRENT YEAR		S&P500 MEAN	
	Number	% of Board	Number	% of Board
Executive Director	1	10.0	1.3	12.2
Independent NED's	5	50.0	5.0	45.9
Connected NED's	4	40.0	4.5	41.6
Other	0	0.0	0	0

BOARD COMMITTEES FOLLOWING THE EGM

	CURRENT YEAR			S&P500 MEAN	
	Number of Members	% Independent by PIRC	% Independent by Company	Number of Members	% Independent by PIRC
Whole Board	10	50.0	90.0	10.8	46.0
Audit	6	66.67	100.0	4.3	56.9
Remuneration	6	50.0	100.0	4.0	49.4
Nomination	5	40.0	100.0	4.2	45.4

For Private Circulation only

©*Copyright 2015 PIRC Ltd*

Researcher: Rasheed Rambaran
Email: pircresearch@pirc.co.uk

Information is believed to be correct but cannot be guaranteed. Opinions and recommendations constitute our judgement as of this date and are subject to change without notice. The document is not intended as an offer, solicitation or advice to buy or sell securities. Clients of Pensions & Investment Research Consultants Ltd may have a position or engage in transaction in any of the securities mentioned.



Pensions & Investment Research Consultants Limited
8th Floor, Suite 8.02, Exchange Tower
2 Harbour Exchange Square
E14 9GE

Tel: 020 7247 2323
Fax: 020 7247 2457
<http://www.pirc.co.uk>

Regulated by the Financial Conduct Authority