WELLPOINT

2013 Annual Report

Forward. Together.

Company

A new leader, focused strategy and strong foundation positioned WellPoint for success.

Culture

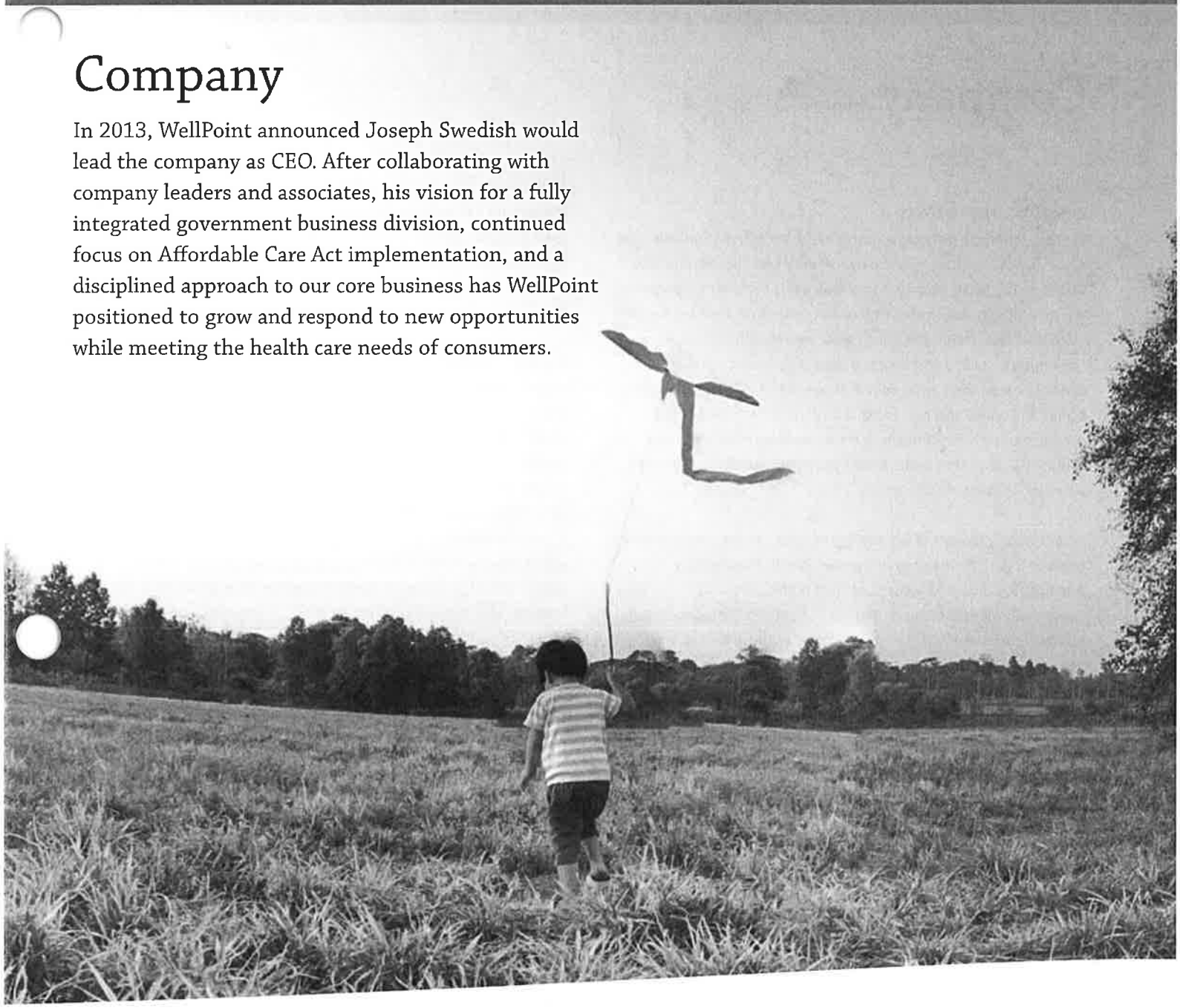
Our associates are invested in the way we do business—ensuring the customer comes first.

Connection

Our customers want convenient, affordable, quality care and WellPoint is delivering.

Company

In 2013, WellPoint announced Joseph Swedish would lead the company as CEO. After collaborating with company leaders and associates, his vision for a fully integrated government business division, continued focus on Affordable Care Act implementation, and a disciplined approach to our core business has WellPoint positioned to grow and respond to new opportunities while meeting the health care needs of consumers.



As health care undergoes historic changes, WellPoint continues to adapt. Guided by new leadership, we are focused on the core business model of serving our customers—affiliated health plan members, employer groups, provider partners and federal and state governments.

NEW LEADERSHIP

In 2013, WellPoint's board of directors named Joseph Swedish as the company's new chief executive officer. A health care leader with more than 40 years of experience, Swedish has an extensive track record of leading large, complex health care organizations through challenges in difficult market and regulatory environments. He is committed to ensuring WellPoint remains a market leader, improving shareholder value and refining the company strategy.

Company (continued)

STRATEGIC INVESTMENTS

We have entered a dynamic period in health care. The Affordable Care Act is presenting challenges and opportunities for the industry, and WellPoint has positioned itself to embrace this evolution by preparing and investing for future growth across our company. We have invested more than $150 million preparing for the new Health Insurance Marketplace, studied preferences of tens of thousands of consumers and businesses, and partnered with thousands of retail locations, local agents and online channels to expand information and access. Our geographic reach, which spans 14 states, includes more uninsured people than any other health benefits company, particularly in rural areas, which is essential to access.

An integral component of our strategy includes the continually growing public and government programs market. WellPoint subsidiary Amerigroup is now a fully integrated part of the company's Government Business Division and has bolstered its footprint. In 2013, it expanded its Medicaid business in Florida, Georgia, Kansas, New Jersey, Tennessee and Washington and our Medicaid business now serves nearly 4.5 million beneficiaries in 19 states, making WellPoint the nation's leading provider of health care solutions for public programs. Roughly two-thirds of the population in the primary states in which we operate have incomes that make them eligible for either Affordable Care Act subsidies or Medicaid. Our investment in Amerigroup and its growth positions WellPoint for success in this market.

Additionally, WellPoint is one of the largest benefit providers for seniors, and our National Government Services subsidiary continues to be a trusted partner of the government, providing support services for the federal Medicare program. While faced with challenges of Medicare reimbursement, we are encouraged by the increasing number of baby boomers aging into the Medicare system.

SOLID FINANCIAL PERFORMANCE

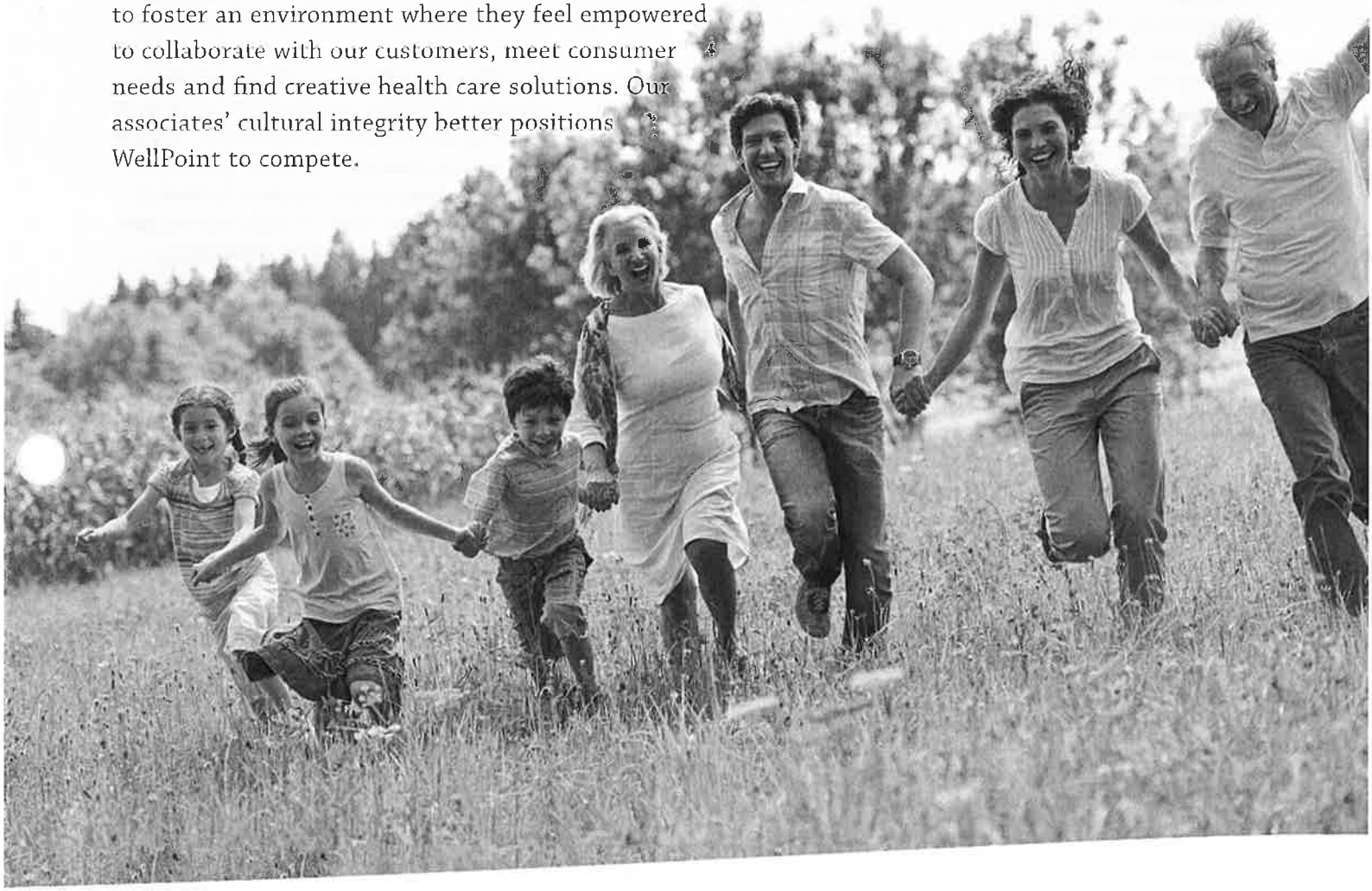
In 2013, WellPoint reported four solid quarters of earnings and a continuation of positive business momentum developed across the organization. Operating revenue increased by $9.7 billion, or 16 percent, during 2013 to $70.2 billion. Additionally, earnings per share grew slightly on a GAAP basis and by 13 percent on an adjusted basis to $8.52.* Our 2013 operating revenue and adjusted earnings per share results are both all-time records for WellPoint. Our strong presence in government business is also key to accelerating our core earnings power. Annual government business revenues have grown from $22 billion in 2012 to approximately $31 billion in 2013, and now represent almost 45 percent of our consolidated revenue base.

The strong financial foundation, an expanded government business footprint, and a leader embracing the challenges of a changing health care industry have positioned WellPoint for continued success as America's valued health partner.

*Refer to form 10-K for reconciliation of adjusted to GAAP EPS.

Culture

WellPoint associates played an integral role in determining who we are and how we can best serve our customers. They have advanced our culture to drive our strategy in the marketplace and to continue to foster an environment where they feel empowered to collaborate with our customers, meet consumer needs and find creative health care solutions. Our associates' cultural integrity better positions WellPoint to compete.



In the changing landscape of health care, one thing remains a constant—the importance of keeping our customers first. At WellPoint, we want to make sure that our associates remember this in their day-to-day dealings with our affiliated health plan members, providers, and business partners.

CULTURAL SHIFT

Energized by new leadership and business success, WellPoint underwent a company-wide culture conversation, which included input from thousands of associates. CEO Joseph Swedish participated in an associate listening tour—visiting company sites across the country, talking one-on-one with associates and encouraging conversation about what it means to be a consumer-centric company. What Swedish learned translated into a campaign that reinvested in our core strengths and set a clear path to an even more prosperous

Culture (continued)

future. What resonated strongly among associates was a workplace that delivers results and strives for excellence, supports creativity and risk-taking when searching for solutions, encourages transparency, fosters engagement and empathy, and emboldens associates to do the right thing. In this time of transition for the industry and the company, WellPoint is transforming health care with trusted and caring solutions and we want to be the nation's valued health partner. As a result of the culture conversation, our values—Accountable, Caring, Easy-to-do Business With, Innovative and Trustworthy—drive our everyday actions with all of our customers and business partners.

PROVIDER COLLABORATION

One example of this is our focus on collaboration with providers and fundamentally changing how we work with them to help drive value. Our Enhanced Personal Health Care arrangements with providers allow us to promote high-quality care both through the way we compensate providers and the support we offer to those providers as they adopt a patient-centered care model. Enhanced Personal Health Care arrangements are in place in all of our markets, and eventually will extend into new lines of business and across both primary and specialty care.

In 2013, WellPoint continued its role with the board of the Patient Centered Primary Care Collaborative, an organization dedicated to advancing an effective and efficient health system built on a strong foundation of primary care and the patient-centered medical home. The post held by WellPoint leadership underscores the company's commitment to working with primary care physicians in driving down health care costs without compromising the quality of care. WellPoint also announced its first Vision Advisory Board designed to enhance collaboration with independent vision care providers. The Advisory Board will act as a forum to discuss industry changes impacting managed vision care, and serve as a "focus group" for developing and implementing new programs, products and services to providers and our affiliated health plan members. These boards will support our efforts to be more collaborative and be a company that is easy-to-do business with.

WellPoint is a company with an advanced culture that resonates with our associates and is changing how we do business. We are moving forward, together, working to transform health care with trusted and caring solutions. Our associates are dedicated to this and our company lives it.

Connections

WellPoint is making the connections for consumers to access convenient, more affordable, quality health care. Our solutions are making it easier for affiliated health plan members to make more informed decisions about care, save money without sacrificing the quality of care and getting the health care they need at their own convenience.

WellPoint is focused on strengthening our consumer connections especially as the nation expands access to health benefits through the implementation of the Affordable Care Act. We are finding new ways to make sure more Americans get the affordable, quality health care they need.

HEALTH INSURANCE MARKETPLACES

WellPoint is one of a few national companies broadly participating in the new Health Insurance Marketplaces — which includes all 14 states in which we do commercial and individual business. While more people can now access health coverage, Americans also have many questions about their new options. Not only is WellPoint providing expanded customer service hours and access to information through

Connections (continued)

online portals, we are also creating strategic partnerships to ensure the nation's Hispanics are informed and aware of their options. WellPoint, HolaDoctor, Inc., and Univision Communications, Inc., the leading media company serving Hispanic America, entered into an exclusive partnership to provide valuable information to Hispanics eligible for coverage under the Health Insurance Marketplaces — how to select a plan, information about subsidies, and monthly town hall meetings. Univision has been a trusted source of information for generations of Hispanic families and this exclusive partnership will help Hispanics make informed decisions.

COST EFFICIENCY

We have also created innovative benefit designs for our employer groups and their associates. Together with Castlight Health, a leader in health care transparency, we are now offering employers Reference Based Benefits to help consumers better assess their options and potential out-of-pocket costs. Wide price variations exist for the same quality health care services even within the same area and network. This creates an opportunity to reduce costs without sacrificing quality. Employers can set a benefit limit or "reference price" for specific services covered under their group plan, and thanks to consumer-friendly tools, employees can easily find high-quality providers that deliver the services for a fee that is at or below the "reference price." Analysis conducted by HealthCore, WellPoint's outcomes research company, found that a pilot program for the California Public Employees' Retirement System lowered the price of members' hip and knee replacement surgeries by 19 percent in one year while demonstrating similar to better outcomes at lower-cost hospitals.

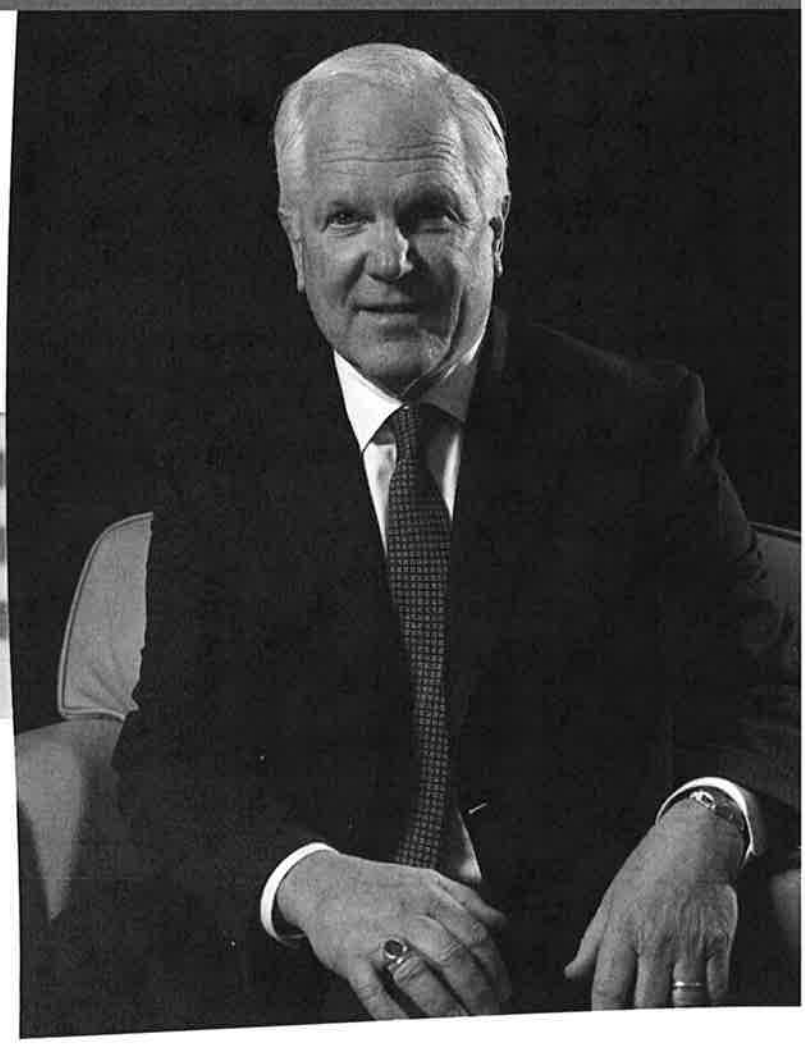
CONVENIENCE

Americans are busier than ever and WellPoint is committed to providing convenient access to quality health care. That's why we are also working in collaboration with American Well, Inc. to deploy LiveHealth Online. It's a solution that allows consumers to access board certified, credentialed, primary care doctors via a live, secure online solution. It can be inconvenient to leave work or home to visit a doctor when you aren't feeling well. This is a safe alternative for non-emergency medical attention and a viable option to patients who are unable to see their regular primary care physician. WellPoint's affiliated health plans were some of the first to incorporate an online care solution as a standard benefit. LiveHealth Online is now available to consumers in the more than 40 states that allow telehealth.

WellPoint is putting convenience, quality and cost in the hands of its affiliated health plan members — making the connections for them to make more informed choices. We know that if we make it easier for people to get and stay healthy it can lower the cost of care for all.

Letter From CEO

Joseph R. Swedish



To Our Shareholders, Customers and Communities:

Simplify. Stabilize. Unify. When reflecting on my first 10 months as CEO of WellPoint, these three words represent both my initial ambitions as well as the foundation of our company's most meaningful achievements. 2013 was a year of challenges for WellPoint, our industry, and the U.S. health care system as a whole. But through changes in leadership, the integration of two distinct yet successful organizations, and the complexity of the greatest market transformation in the history of American health care, WellPoint's 48,000 associates truly performed. I am proud of what we accomplished together and of the positive impact we make on the lives and health of the millions of people we serve. I hope you share in that pride and in our optimism for the future.

Simplify. Operationally, we simplified our structure and reinforced accountability by aligning around two divisions: the Commercial and Specialty Business Division and the Government Business Division. By doing so, we gave our leadership the decision-making authority to successfully run their businesses and more nimbly react to the evolving market dynamics. We refocused on our core business by stopping initiatives that were inconsistent with our priorities, such as the divestiture of 1-800 CONTACTS, and by developing operating strategies for the future, including a three-year roadmap to enhance our IT infrastructure and capabilities. We also completed the integration of Amerigroup, exceeding our accretion targets, adding bench strength and programmatic knowledge to our leadership base, and giving us the largest Medicaid footprint in the industry with nearly 4.5 million members served across 19 states.

Letter From CEO (continued)

Stabilize. Our simplification efforts led directly to the desired stabilization effect, resulting in four straight quarters of strong performance that exceeded our expectations. Financially, we built on our positive momentum by growing adjusted EPS by nearly 13 percent to $8.52 and increasing operating revenue by 16 percent to $70.2 billion—both historical highs for WellPoint. We also grew membership, ending the year with 35.7 million medical members, well ahead of our 2013 plan. Most importantly, we secured several marquee wins in both our Commercial and Medicaid business lines that will drive membership growth of more than one million members throughout 2014 and position us for continued growth in 2015 and beyond.

Unify. One of my earliest priorities as CEO was to visit our offices across the country and speak with associates about the state of WellPoint's culture. With considerable input from every geography, level, and division in the company, we undertook an enterprise-wide effort to better define who we are, who we aspire to be, and how we deliver value to our customers and our shareholders. We are now unified under a single purpose: "Together, we are transforming health care with trusted and caring solutions," and grounded by five foundational values: "Accountable, Caring, Easy to do business with, Innovative, and Trustworthy." Though work remains in making these concepts a reality in all we do, the final product is a powerful set of principles that will fuel momentum and serve as a foundation for continued growth.

What stands out among these accomplishments is that they were achieved while making unprecedented investments in our company and in our future. Most notably, we launched more than 1,000 new products across 14 states in support of the new health insurance Exchange marketplaces. While still early, I remain cautiously optimistic, encouraged by the high volume of applications and the initial indicators that support both our risk pool predictions and the strength of our brand. We also invested heavily in our provider collaboration strategy, accelerating our efforts to dramatically change the way we interact and partner with the delivery system. By deploying capabilities that enable a bi-directional exchange of information and sharing in the risk, responsibility, and reward for managing population health, our innovative provider relationships are revolutionizing the quality and value of care delivered to our members.

2013 was an exceptional year for WellPoint, our customers, and our investors. There is always room for improvement, but the strengths embedded in this company—our national presence, deep relationships with providers and caregivers, brand awareness, and a strong balance sheet—fortify our ability to succeed no matter what the future brings. Our 2013 performance can be directly attributed to our associates, whose commitment and dedication to our customers continues to inspire me each and every day. As I look to 2014 and beyond, I am increasingly confident that our new WellPoint is strongly positioned to capitalize on the opportunities ahead and more capable than ever to fulfill our vision, "to be America's valued health partner."

Sincerely,

Joseph R. Swedish
CEO, WellPoint, Inc.

Community

Creating a Healthier Future for Children, Adults and Seniors

Forward progress is achieved one step at a time. That's the approach of WellPoint Foundation, the charitable arm of WellPoint, Inc. Together, with local, regional and national organizations, the Foundation is addressing the nation's most pressing health challenges, promoting healthy habits and enriching lives.

At the center of WellPoint Foundation's work is its Healthy Generations grant platform: heart health, cancer prevention, diabetes prevention, prenatal care, and active lifestyles. Within each of these areas, WellPoint Foundation joins with likeminded, best-in-class non-profit organizations to develop and implement health-improving programs with an emphasis on service delivery to maximize the community impact of each grant dollar invested.

In 2013, WellPoint Foundation continued its support for high-performing programs, such as the American Heart Association's Hands-Only CPR training campaign, OASIS Institute's CATCH Healthy Habits intergenerational wellness curriculum, and March of Dimes' CenteringPregnancy prenatal care model. It also embarked upon new projects, including support for the Boys & Girls Clubs of America's Military Youth of the Year program.

The Military Youth of the Year recognizes outstanding Boys & Girls Clubs of America youth participating in Club programs located on U.S. military installations across the globe. Participants advance through local, state and regional competitions by demonstrating how they have not only achieved academic success and overcome personal obstacles, but also made outstanding contributions to their family, school, community and Boys & Girls Clubs-affiliated youth center. WellPoint Foundation is a longstanding supporter of Boys & Girls Clubs of America, and serves as the national co-sponsor of its Triple Play youth wellness program. That made it a natural fit for WellPoint Foundation's National Government Services Foundation to proudly support the inaugural Military Youth of the Year program. Finalists

gathered in Washington, DC in September 2013 for a week of service and celebration reinforcing the values of the competition. The events were capped off with the awarding of a $20,000 college scholarship and naming of Fort Knox, Kentucky's RaShaan Allen as the first-ever Boys & Girls Clubs of America Military Youth of the Year.

The formal grant programs of the WellPoint Foundation are supplemented and advanced by the community relations activities of WellPoint's affiliated health plans. Through sponsorships, charitable donations and volunteerism, the associates of WellPoint are helping their neighbors and enhancing the company's involvement in local communities. Through the Associate Giving Campaign, WellPoint associates, backed by a 50 percent match from the WellPoint Foundation, donated more than $6,000,000 to seven health and community-focused charities: American Cancer Society, American Heart Association, American Red Cross, Community Health Charities, Feeding America, St. Jude Children's Research Hospital, and the United Way.

The combined efforts of WellPoint, its foundation and associates continue to earn recognition, including: designation of WellPoint as a Red Cross Annual Disaster Giving Program company, the Texas Diversity Council's Corporate Citizenship Award for Excellence in Philanthropy, and a PR News Corporate Social Responsibility Award for WellPoint subsidiary Amerigroup's Community Volunteers program.

Community (continued)

WELLPOINT FOUNDATION

The WellPoint Foundation is a private, non-profit organization wholly funded by WellPoint, Inc. Through charitable contributions and programs, the Foundation promotes WellPoint's inherent commitment to enhance the health and well-being of individuals and families in communities that WellPoint serves. Additional photos, videos and stories from the WellPoint Foundation can be found at http://wellpointfoundation.tumblr.com.

COMMUNITY SERVICE DAY

On April 27, 2013, WellPoint associates showed how big a difference a half-day can make when more than 3,800 volunteers—across 100 cities—took part in projects at 166 nonprofit organizations to help improve their communities. Together, they rejuvenated 11 miles of trails, shipped 15,000 pounds of medical supplies, engaged 1,750 kids and seniors, and made a lasting, healthy impact on communities across the country.

ASSOCIATE GIVING CAMPAIGN

Through the 2013 Associate Giving Campaign, WellPoint associates, backed by a 50 percent match from the WellPoint Foundation, donated more than $6,000,000 to seven health and community-focused charities: American Cancer Society, American Heart Association, American Red Cross, Community Health Charities, Feeding America, St. Jude Children's Research Hospital, and the United Way. In 2014, the Associate Giving Campaign becomes a year-round program, allowing associates to give whenever is most convenient for themselves and their families.

Financial Information

2013 Metric Highlights

$71.0

BILLION TOTAL REVENUES

85.1%

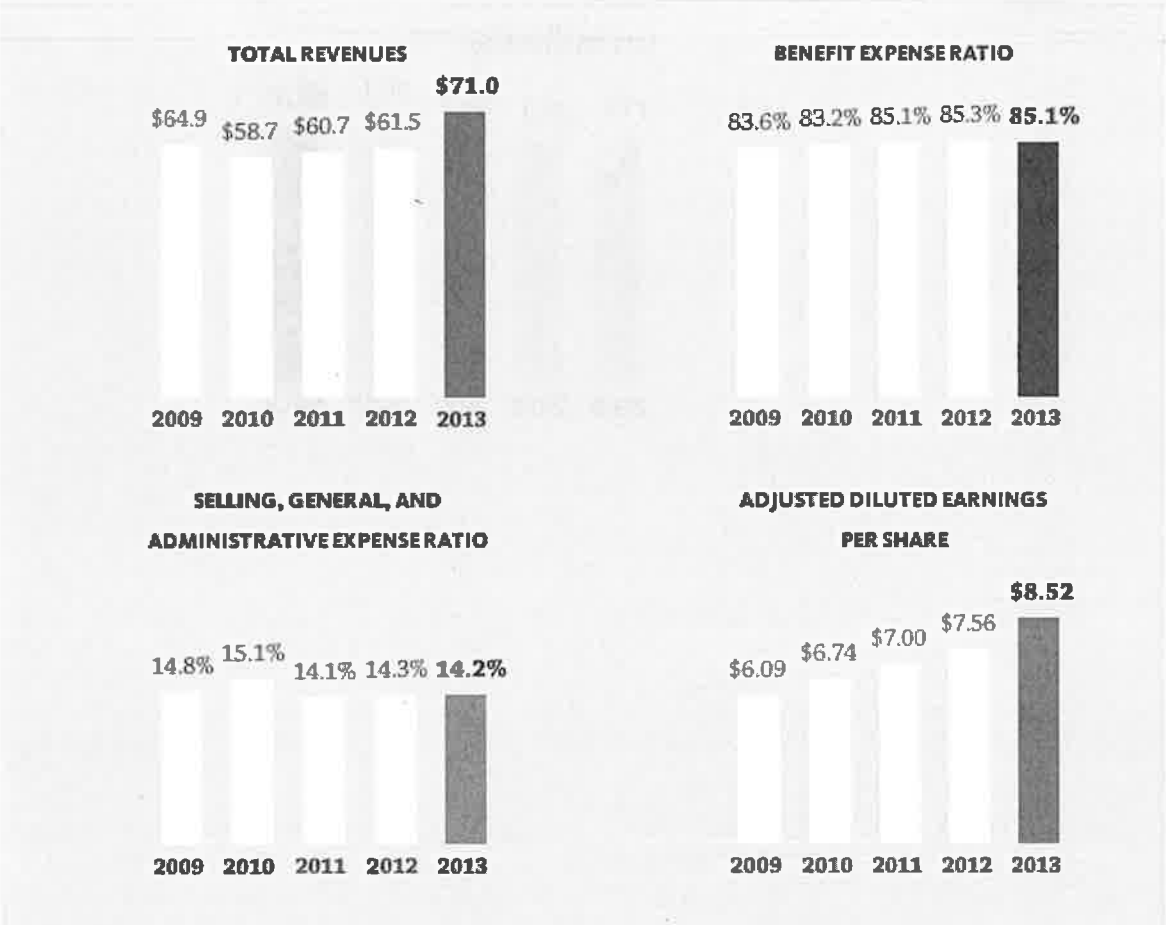
BENEFIT EXPENSE RATIO

14.2%

SELLING, GENERAL, AND ADMINISTRATIVE EXPENSE RATIO

$8.52

ADJUSTED DILUTED EARNINGS PER SHARE



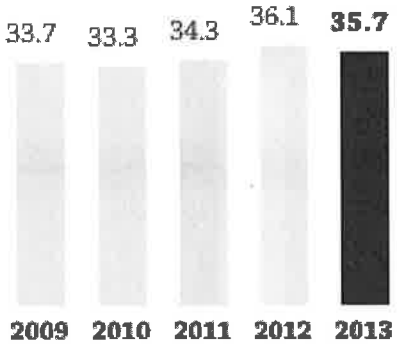
Financial Information

2013 Customer Base

2013 Medical Membership (in millions)

Local Group	14.690	41%
Individual	1.755	5%
National Accounts	6.775	19%
BlueCard®	5.050	14%
Medicare	1.478	4%
Medicaid	4.378	13%
Federal Employee	1.527	4%

Total Medical Membership (in millions)



Financial Information

Financial & Membership Highlights

The information presented below is as reported in WellPoint's 2013 Annual Report on Form 10—K.

(dollars in millions, except per share data)	2013	2012	2011
Operating Results			
Total operating revenue	$ 70,191.4	$ 60,514.0	$ 59,865.2
Total revenue	71,023.5	61,497.2	60,710.7
Net income	2,489.7	2,655.5	2,646.7
Earnings Per Share			
Basic net income	$ 8.34	$ 8.26	$ 7.35
Diluted net income	8.20	8.18	7.25
Dividends per share *(In whole dollars)*	1.50	1.15	1.00
Balance Sheet Information			
Total assets	$59,574.5	$ 58,955.4	$ 52,163.2
Total liabilities	34,809.3	35,152.7	28,875.0
Total shareholders' equity	24,765.2	23,802.7	23,288.2
Medical Memberships (000's)			
Commercial and Specialty Business	28,270	28,504	29,394
Government Business	7,383	7,626	4,857
Total medical membership	35,653	36,130	34,251
Customer Type			
Local Group	14,690	14,634	15,212
Individual	1,755	1,855	1,846
National:			
National Accounts	6,775	6,999	7,401
BlueCard	5,050	5,016	4,935
Total National	11,825	12,015	12,336

Note 1: The information presented above should be read in conjunction with the audited consolidated financial statements and accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included in WellPoint's 2013 Annual Report on Form 10—K.

Note 2: Certain prior year amounts have been reclassified to conform to current year presentation.

Financial & Membership Highlights (continued)

The information presented below is as reported in WellPoint's 2013 Annual Report on Form 10—K.

(dollars in millions, except per share data)	**2013**	2012	2011
Total medical membership by customer type	**35,653**	36,130	34,251
Funding Arrangement			
Self—Funded	**20,294**	20,176	20,506
Fully—Insured	**15,359**	15,954	13,745
Total medical membership by funding arrangement	**35,653**	36,130	34,251
Other Memberships			
Behavioral Health Members	**24,372**	24,156	25,135
Life and Disability Members	**4,819**	4,838	5,012
Dental Members	**4,895**	4,863	5,069
Dental Administration Members	**4,886**	4,103	4,162
Vision Members	**4,743**	4,519	3,783
Medicare Advantage Part D Members	**628**	734	635
Medicare Part D Standalone Members	**474**	574	667
Retail Vision Customers	**3,114**	3,130	—

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Financial Information

Consolidated Balance Sheets

(In millions, except share data)	December 31, 2013	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 1,582.1	$ 2,475.3
Investments available—for—sale, at fair value:		
Fixed maturity securities (amortized cost of $16,826.7 and $16,033.1)	17,038.2	16,912.9
Equity securities (cost of $1,168.5 and $869.9)	1,735.5	1,212.4
Other invested assets, current	16.3	14.8
Accrued investment income	168.8	162.2
Premium and self—funded receivables	3,968.7	3,687.4
Other receivables	1,063.3	927.6
Income taxes receivable	235.7	228.5
Securities lending collateral	969.8	564.6
Deferred tax assets, net	383.0	236.4
Other current assets	1,677.5	1,827.4
Assets held for sale	906.9	1,098.0
Total current assets	29,745.8	29,347.5
Long—term investments available—for—sale, at fair value:		
Fixed maturity securities (amortized cost of $455.9 and $426.0)	449.9	431.5
Equity securities (cost of $27.4 and $27.1)	31.3	30.1
Other invested assets, long—term	1,542.6	1,387.6
Property and equipment, net	1,801.5	1,717.3
Goodwill	16,917.2	16,889.8
Other intangible assets	8,441.0	8,665.5
Other noncurrent assets	645.2	486.1
Total assets	$ 59,574.5	$ 58,955.4

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2013 Annual Report on Form 10—K.

Consolidated Balance Sheets (continued)

(In millions, except share data)	December 31, 2013	December 31, 2012
Liabilities and shareholders' equity		
Liabilities		
Current liabilities:		
Policy liabilities:		
Medical claims payable	$ 6,127.2	$ 6,174.5
Reserves for future policy benefits	63.1	61.3
Other policyholder liabilities	2,073.2	2,345.7
Total policy liabilities	8,263.5	8,581.5
Unearned income	822.7	896.8
Accounts payable and accrued expenses	3,426.3	3,098.7
Security trades pending payable	95.2	69.3
Securities lending payable	969.7	564.7
Short—term borrowings	400.0	250.0
Current portion of long—term debt	518.0	557.1
Other current liabilities	1,674.7	1,769.8
Liabilities held for sale	181.4	207.1
Total current liabilities	16,351.5	15,995.0
Long—term debt, less current portion	13,573.6	14,170.8
Reserves for future policy benefits, noncurrent	723.0	750.8
Deferred tax liabilities, net	3,325.2	3,222.9
Other noncurrent liabilities	836.0	1,013.2
Total liabilities	**34,809.3**	**35,152.7**
Commitments and contingencies—Note 14		
Shareholders' equity		
Preferred stock, without par value, shares authorized—100,000,000; shares issued and outstanding—none	—	—
Common stock, par value $0.01, shares authorized—900,000,000; shares issued and outstanding—293,273,830 and 304,715,144	2.9	3.0
Additional paid—in capital	10,765.2	10,853.5
Retained earnings	13,813.9	12,647.1
Accumulated other comprehensive income	183.2	299.1
Total shareholders' equity	24,765.2	23,802.7
Total liabilities and shareholders' equity	**$ 59,574.5**	**$ 58,955.4**

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2013 Annual Report on Form 10—K.

Financial Information

Consolidated Statements of Income

	Years Ended December 31,		
	2013	2012	2011
(In millions, except per share data)			
Revenues			
Premiums	**$ 66,119.1**	$56,496.7	$55,969.6
Administrative fees	**4,031.9**	3,934.1	3,854.6
Other revenue	**40.4**	83.2	41.0
Total operating revenue	**70,191.4**	60,514.0	59,865.2
Net investment income	**659.1**	686.1	703.7
Net realized gains on investments	**271.9**	334.9	235.1
Other—than—temporary impairment losses on investments:			
Total other—than—temporary impairment losses on investments	**(100.6)**	(41.2)	(114.7)
Portion of other—than—temporary impairment losses recognized in other comprehensive income	**1.7**	3.4	21.4
Other—than—temporary impairment losses recognized in income	**(98.9)**	(37.8)	(93.3)
Total revenues	**71,023.5**	61,497.2	60,710.7
Expenses			
Benefit expense	**56,237.1**	48,213.6	47,647.5
Selling, general and administrative expense:			
Selling expense	**1,526.9**	1,586.9	1,616.8
General and administrative expense.	**8,426.0**	7,093.6	6,818.8
Total selling, general and administrative expense	**9,952.9**	8,680.5	8,435.6
Interest expense	**602.7**	511.8	430.3
Amortization of other intangible assets	**245.3**	233.0	239.4
Loss on extinguishment of debt	**145.3**	—	—
Total expenses	**67,183.3**	57,638.9	56,752.8
Income from continuing operations before income tax expense	**3,840.2**	3,858.3	3,957.9
Income tax expense	**1,205.9**	1,207.3	1,311.2
Income from continuing operations	**2,634.3**	2,651.0	2,646.7
(Loss) income from discontinued operations, net of tax	**(144.6)**	4.5	—
Net income	**$ 2,489.7**	$ 2,655.5	$ 2,646.7

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2013 Annual Report on Form 10—K.

Consolidated Statements of Income (continued)

	Years Ended December 31,		
	2013	2012	2011
(In millions, except per share data)			
Basic net income (loss) per share:			
Basic—continuing operations	$ 8.83	$ 8.25	$ 7.35
Basic—discontinued operations	(0.49)	0.01	—
Basic net income per share	$ 8.34	$ 8.26	$ 7.35
Diluted net income (loss) per share:			
Diluted—continuing operations	$ 8.67	$ 8.17	$ 7.25
Diluted—discontinued operations	(0.47)	0.01	—
Diluted net income per share	$ 8.20	$ 8.18	$ 7.25
Dividends per share	$ 1.50	$ 1.15	$ 1.00

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2013 Annual Report on Form 10—K.

Financial Information

Consolidated Statements of Comprehensive Income

(In millions)	2013	2012	2011
Net income	**$2,489.7**	$2,655.5	$ 2,646.7
Other comprehensive (loss) income, net of tax:			
Change in net unrealized gains/losses on investments	**(294.7)**	189.9	20.6
Change in non—credit component of other—than—temporary impairment losses on investments	**1.7**	4.5	(0.7)
Change in net unrealized gains/losses on cash flow hedges	**3.0**	0.1	(10.0)
Change in net periodic pension and postretirement costs	**172.7**	(10.9)	(119.8)
Foreign currency translation adjustments	**1.4**	0.6	0.2
Other comprehensive (loss) income	**(115.9)**	184.2	(109.7)
Total comprehensive income	**$ 2,373.8**	$2,839.7	$ 2,537.0

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2013 Annual Report on Form 10—K.

Financial Information

Consolidated Statements of Cash Flows

	Years Ended December 31,		
	2013	2012	2011
(In millions)			
Operating activities			
Net income	$ 2,489.7	$ 2,655.5	$ 2,646.7
Adjustments to reconcile net income to net cash provided by operating activities:			
Net realized gains on investments	(271.9)	(334.9)	(235.1)
Other—than—temporary impairment losses recognized in income	98.9	37.8	93.3
Loss on extinguishment of debt	145.3	—	—
Loss on disposal from discontinued operations	221.8	—	—
Loss on disposal of assets	3.9	4.7	3.3
Deferred income taxes	59.1	127.5	74.3
Amortization, net of accretion	800.9	633.6	541.5
Depreciation expense	107.9	107.1	95.7
Impairment of property and equipment	47.7	66.8	—
Share—based compensation	146.0	146.5	134.8
Excess tax benefits from share—based compensation	(30.1)	(28.8)	(42.2)
Changes in operating assets and liabilities, net of effect of business combinations:			
Receivables, net	(418.3)	189.9	(401.8)
Other invested assets	(15.1)	(38.9)	(8.9)
Other assets	(33.6)	79.2	(259.2)
Policy liabilities	(345.8)	(53.7)	978.0
Unearned income	(73.8)	(193.7)	35.1
Accounts payable and accrued expenses	303.6	(406.5)	(208.7)
Other liabilities	(154.6)	(132.8)	(13.6)
Income taxes	9.3	(73.9)	(44.6)
Other, net	(38.6)	(40.8)	(14.2)
Net cash provided by operating activities	3,052.3	2,744.6	3,374.4

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2013 Annual Report on Form 10—K.

Consolidated Statements of Cash Flows (continued)

	Years Ended December 31,		
	2013	2012	2011
(In millions)			
Investing activities			
Purchases of fixed maturity securities	**(13,704.5)**	(15,040.4)	(11,914.8)
Proceeds from fixed maturity securities:			
Sales	**10,977.9**	13,675.9	10,446.2
Maturities, calls and redemptions	**1,836.8**	1,781.5	1,891.3
Purchases of equity securities	**(820.3)**	(232.8)	(259.0)
Proceeds from sales of equity securities	**721.0**	422.7	287.4
Purchases of other invested assets	**(251.5)**	(303.7)	(207.9)
Proceeds from sales of other invested assets	**127.1**	35.5	29.4
Settlement of non—hedging derivatives	**(109.8)**	(59.8)	(96.6)
Changes in securities lending collateral	**(405.1)**	307.9	28.9
Purchases of subsidiaries, net of cash acquired	**—**	(4,597.0)	(600.0)
Purchases of property and equipment	**(646.5)**	(544.9)	(519.5)
Proceeds from sales of property and equipment	**39.2**	0.4	3.7
Other, net	**1.3**	3.1	(31.1)
Net cash used in investing activities	**(2,234.4)**	(4,551.6)	(942.0)
Financing activities			
Net (repayments of) proceeds from commercial paper borrowings	**(191.7)**	(229.0)	463.6
Proceeds from long—term borrowings	**1,250.0**	6,468.9	1,097.4
Repayments of long—term borrowings	**(1,801.9)**	(1,251.3)	(705.1)
Proceeds from short—term borrowings	**1,100.0**	642.0	100.0
Repayments of short—term borrowings	**(950.0)**	(492.0)	(100.0)
Changes in securities lending payable	**405.0**	(307.8)	(29.0)
Changes in bank overdrafts	**9.9**	(17.6)	264.3
Premiums paid on equity options	**(25.8)**	—	—
Repurchase and retirement of common stock	**(1,620.1)**	(2,496.8)	(3,039.8)
Cash dividends	**(448.0)**	(367.1)	(357.8)
Proceeds from issuance of common stock under employee stock plans	**524.7**	110.8	245.0
Excess tax benefits from share—based compensation	**30.1**	28.8	42.2

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2013 Annual Report on Form 10—K.

Consolidated Statements of Cash Flows (continued)

	Years Ended December 31,		
	2013	2012	2011
(In millions)			
Net cash (used in) provided by financing activities	**(1,717.8)**	2,088.9	(2,019.2)
Effect of foreign exchange rates on cash and cash equivalents	**2.2**	1.1	(0.4)
Change in cash and cash equivalents	**(897.7)**	283.0	412.8
Cash and cash equivalents at beginning of year	**2,484.6**	2,201.6	1,788.8
Cash and cash equivalents at end of year	**1,586.9**	2,484.6	2,201.6
Less cash and cash equivalents of discontinued operations at end of year	**(4.8)**	(9.3)	—
Cash and cash equivalents of continuing operations at end of year	**$ 1,582.1**	$ 2,475.3	$ 2,201.6

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2013 Annual Report on Form 10—K.

Financial Information

Common Stock

Our common stock, par value $0.01 per share, is listed on the NYSE under the symbol "WLP." On February 7, 2014, the closing price on the NYSE was $84.68. As of February 7, 2014, there were 78,847 shareholders of record of our common stock. The following table presents high and low sales prices for our common stock on the NYSE for the periods indicated.

	High	Low
2013		
First Quarter	$ 66.62	$ 58.75
Second Quarter	82.33	65.82
Third Quarter	90.00	80.75
Fourth Quarter	94.36	83.13
2012		
First Quarter	$ 74.73	$ 63.34
Second Quarter	73.80	63.22
Third Quarter	64.66	52.52
Fourth Quarter	63.63	53.69

Corporate Information

WellPoint is one of the nation's leading health benefits companies. We believe that our health connects us all. So we focus on being a valued health partner and delivering quality products and services that give members access to the care they need. With nearly 68 million people served by our affiliated companies including nearly 36 million enrolled in our family of health plans, we can make a real difference to meet the needs of our diverse customers.

We're an independent licensee of the Blue Cross and Blue Shield Association. We serve members as the Blue Cross licensee for California; and as the Blue Cross and Blue Shield licensee for Colorado, Connecticut, Georgia, Indiana, Kentucky, Maine, Missouri (excluding 30 counties in the Kansas City area), Nevada, New Hampshire, New York (as the Blue Cross Blue Shield licensee in 10 New York City metropolitan and surrounding counties and as the Blue Cross or Blue Cross Blue Shield licensee in selected upstate counties only), Ohio, Virginia (excluding the Northern Virginia suburbs of Washington, D.C.), and Wisconsin. In most of these service areas, our plans do business as Anthem Blue Cross, Anthem Blue Cross and Blue Shield, Blue Cross and Blue Shield of Georgia and Empire Blue Cross Blue Shield, or Empire Blue Cross (in the New York service areas). We also serve customers in other states through our Amerigroup and CareMore subsidiaries.

Additional information about WellPoint is available at www.wellpoint.com

The Blue Cross and Blue Shield names and symbols and BlueCard are registered marks of the Blue Cross and Blue Shield Association, an association of independent Blue Cross and/or Blue Shield Plans.

BOARD OF DIRECTORS

Robert L. Dixon, Jr. [3 5 7]
Senior Vice President and Global Chief Information Officer, PepsiCo, Inc.

Lewis Hay, III [3 4 5]
Chairman, NextEra Energy, Inc.

Julie A. Hill [3 4 7]
Owner of the Hill Company

Warren Y. Jobe [2 3 4 6]
Former Senior Vice President, Southern Company

Ramiro G. Peru [2 3 4 5 6]
Former Executive Vice President and Chief Financial Officer, Phelps Dodge Corporation

William J. Ryan [2 3 5 6 7]
Former Chairman and President, TD Banknorth Inc.

George A. Schaefer, Jr. [1 2 3 5 6 7]
Former Chairman and CEO, Fifth Third Bancorp

John H. Short [3 4 5]
Managing Partner, Short Consulting LLC

Joseph R. Swedish [6]
Chief Executive Officer, WellPoint, Inc.

Elizabeth E. Tallett [3 4 7]
Principal, Hunter & Partners LLC

1 - Chair of the Board
2 - Chair of the Committee
3 - Independent Director
4 - Audit Committee
5 - Compensation Committee
6 - Executive Committee
7 - Governance Committee

Corporate Information (continued)

EXECUTIVE LEADERSHIP TEAM

Joseph R. Swedish
Chief Executive Officer

Wayne DeVeydt
Executive Vice President and
Chief Financial Officer

Ken Goulet
Executive Vice President, President,
Commercial and Specialty Division

Gloria McCarthy
Executive Vice President and
Chief Administrative Officer

Samuel Nussbaum, M.D.
Executive Vice President, Clinical Health
Policy, and Chief Medical Officer

Jose Tomas
Executive Vice President and
Chief Human Resources Officer

Richard C. Zoretic
Executive Vice President, President,
Government Business Division

*As of April 2, 2014

2014 SHAREHOLDER INFORMATION

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WellPoint, Inc.
120 Monument Circle
Indianapolis, Indiana 46204-4903
www.wellpoint.com

Account Questions
Our transfer agent, Computershare, can help you with a variety of shareholder-related services, including:

- Change of address
- Transfer of stock to another person
- Lost stock certificates
- Additional administrative services

Please include your name, address and telephone number with all correspondence, and specify a convenient time to contact you.

You can call Computershare toll-free at: (866) 299-9628 Monday through Friday, excluding holidays, from 9 a.m. to 5 p.m. Eastern Time.

Written correspondence can be sent to:
WellPoint Shareholder Services c/o
Computershare Trust Company, N.A.
P.O. Box 43078
Providence, RI 02940