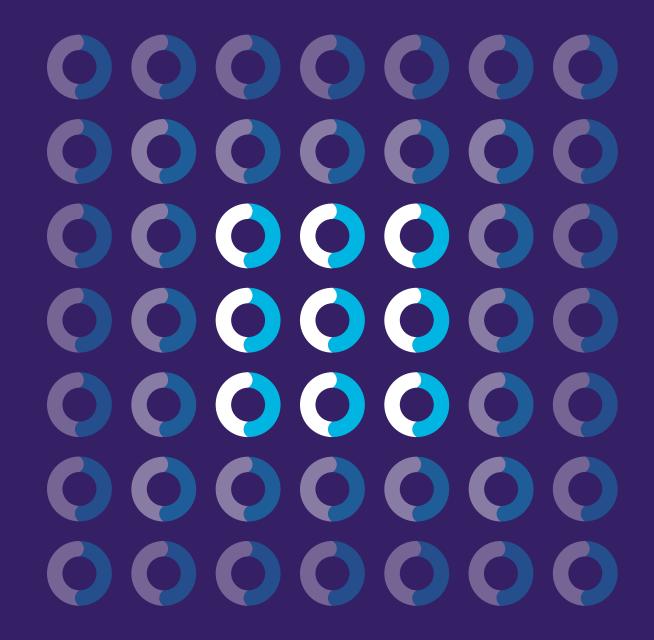


2021 Investor Day

November 18, 2021



Safe Harbor

This presentation contains, and our officers may make, "forward-looking" statements that are based on our management's beliefs and assumptions and on information currently available to management. These forward-looking statements include, without limitation, information concerning possible or assumed future results of operations, including descriptions of our business plan and strategies. These statements often include words such as "anticipate," "expect," "suggest," "plan," "believe," "intend," "estimate," "target," "outlook," "project," "should," "could," "would," "may," "will," "forecast," and other similar expressions.

Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. These statements are based on certain assumptions that we have made in light of our experience in the industry and our perception of historical trends, current conditions, expected future developments, and other factors we believe are appropriate under the circumstances as of the date hereof. These and other important factors may cause our actual results, performance, or achievements to differ materially from those expressed or implied by these forward-looking statements. Such risks and other factors that may impact management's beliefs and assumptions are more particularly described in our filings with the U.S. Securities and Exchange Commission (the "SEC"), including under "Item 1A.—Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2020, and under similar headings in our subsequently filed Quarterly Reports on Form 10-Q, and could cause our results to differ materially from those expressed in forward-looking statements. As a result, we cannot guarantee future results, outcomes, levels of activity, performance, developments, or achievements, and there can be no assurance that our expectations, intentions, anticipations, beliefs, or projections will result or be achieved or accomplished. The forward-looking statements in this presentation are made only as of the date hereof. Except as required by law, we assume no obligation to update these forward-looking statements, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

This presentation also contains estimates and other statistical data made by independent parties and by us relating to market size and growth and other data about our industry. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates.

This presentation may include certain non-GAAP financial measures as defined by SEC rules. We believe that the presentation of such non-GAAP financial measures enhances an investor's understanding of our financial performance. We use certain non-GAAP financial measures for business planning purposes and in measuring our performance relative to that of our competitors. For additional information regarding these non-GAAP financial measures, including reconciliations to the most directly comparable financial measure calculated according to GAAP, refer to the appendix to this presentation. We have not reconciled Adjusted EBITDA guidance to U.S. GAAP net income (loss) because we do not provide guidance on the individual reconciling items between Adjusted EBITDA and U.S. GAAP net income (loss) as a result of the uncertainty regarding, and the potential variability of, the individual reconciling items, the effect of which may be significant. Accordingly, a reconciliation of the non-GAAP financial measure guidance to the corresponding U.S. GAAP measure is not available without unreasonable effort.



Agenda

Our Vision for Whole-Person Care	Jason Gorevic	Q&A	
Commercial Strategy	Kelly Bliss	BetterHelp's Playbook for Growth	Alon Matas
Delivering Whole-Person Care	Dan Trencher	Winning With Consumers: The Forefront of Engagement	Stephany Verstraete
Pulling It All Together: The Integrated Experience	Donna Boyer	Financial Outlook	Mala Murthy
Product and Platform Enablement	Claus Jensen, PhD	Closing Remarks and Q&A	



Our Vision for Whole-Person Care

Jason Gorevic

Chief Executive Officer





Investment Highlights

Virtual care industry leader in scale, clinical breadth and outcomes

Industry's only complete wholeperson virtual care suite

- Differentiated combination of digital and physician-led services and assets
- Multi-channel network: leading brand across payer + provider + DTC, with global footprint

Uniquely positioned to deliver datadriven stepped care, creating better outcomes at lower cost Durable business model with strong financial performance



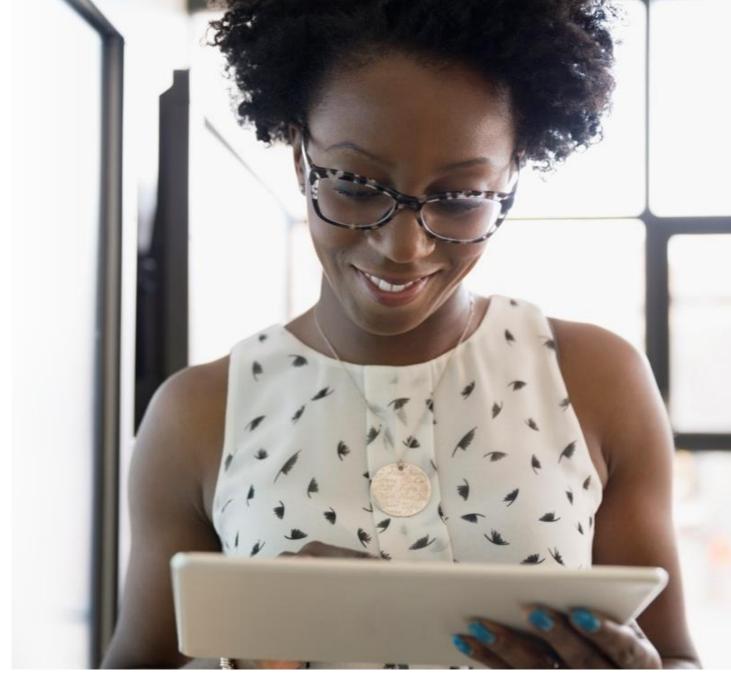
OUR MISSION

Empowering all people everywhere to live their healthiest lives by transforming the healthcare experience



WHO WE ARE

The global leader in whole-person virtual care, offering the technology to connect, the expertise you can trust and the power to improve health for all



Teladoc Health is the Global Leader in Virtual Healthcare

MARKET LEADING PERFORMANCE

76M

Members¹

12_{K+}

Clients

60+

NPS⁴

10_K

Providers²

18_{M+}

Estimated 2021 Visits / Sessions³

#1

In App Downloads

#1

JD Power

POWERED BY

800k

Connected Devices

2B

Data Points



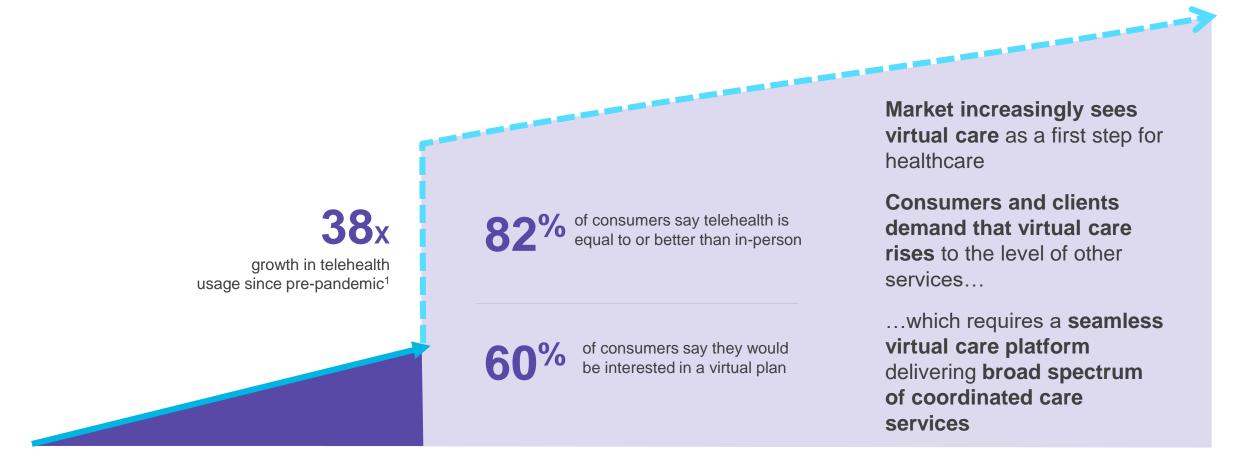
5K Employees

- 1. Includes U.S. paid members and visit fee only access
- 2. Teladoc Health Medical Group
- 3. Includes Platform Enabled Sessions
- 4. Reflects net promoter score across Teladoc Health products and services





COVID-19 Drove Massive Step Change In Virtual Care Expectations

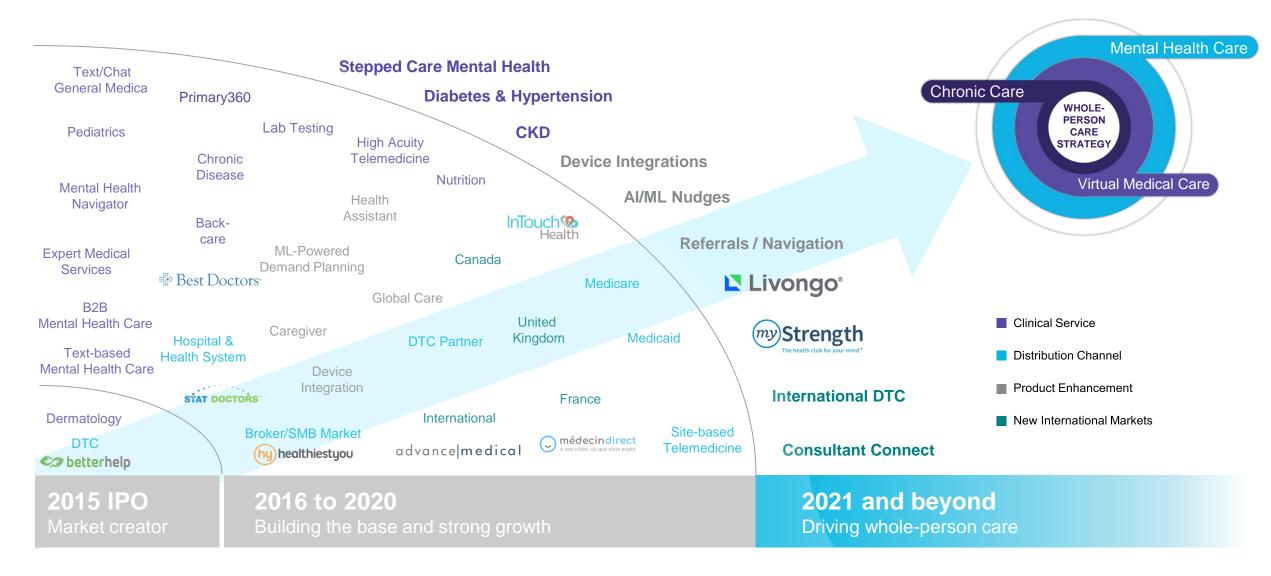


Sources: Piper Sandler Dec 2020 Consumer Survey; KLAS Telehealth Performance 2020 report, McKinsey report, Teladoc company research

1. Telehealth claims volumes, compared to pre-Covid-19 levels (February 2020 = 1)

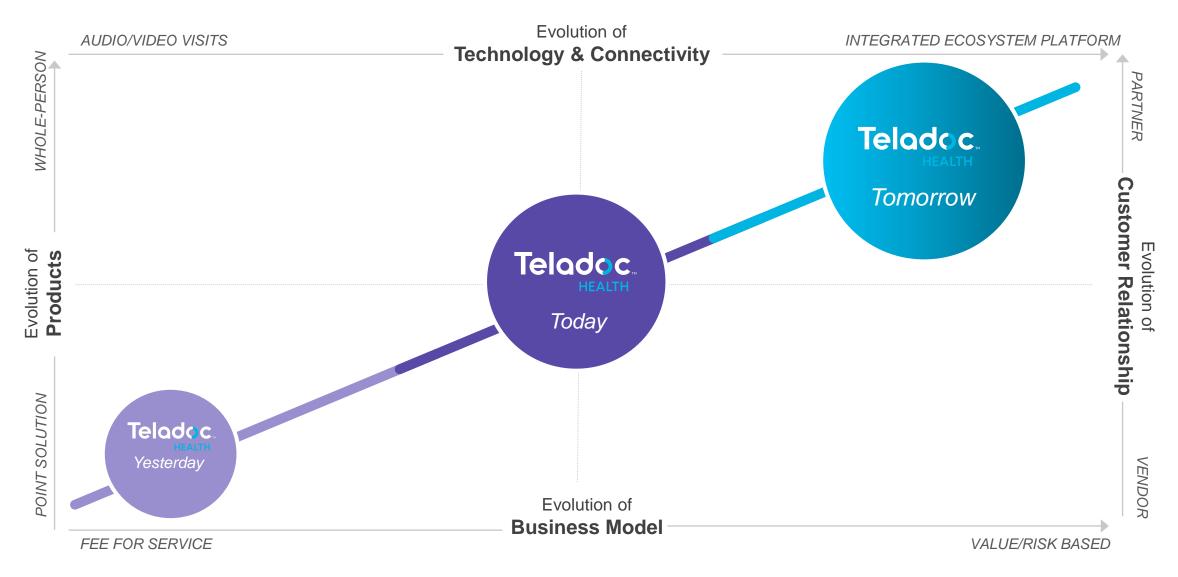


Foundation Built to Deliver What the Market Wants and Needs



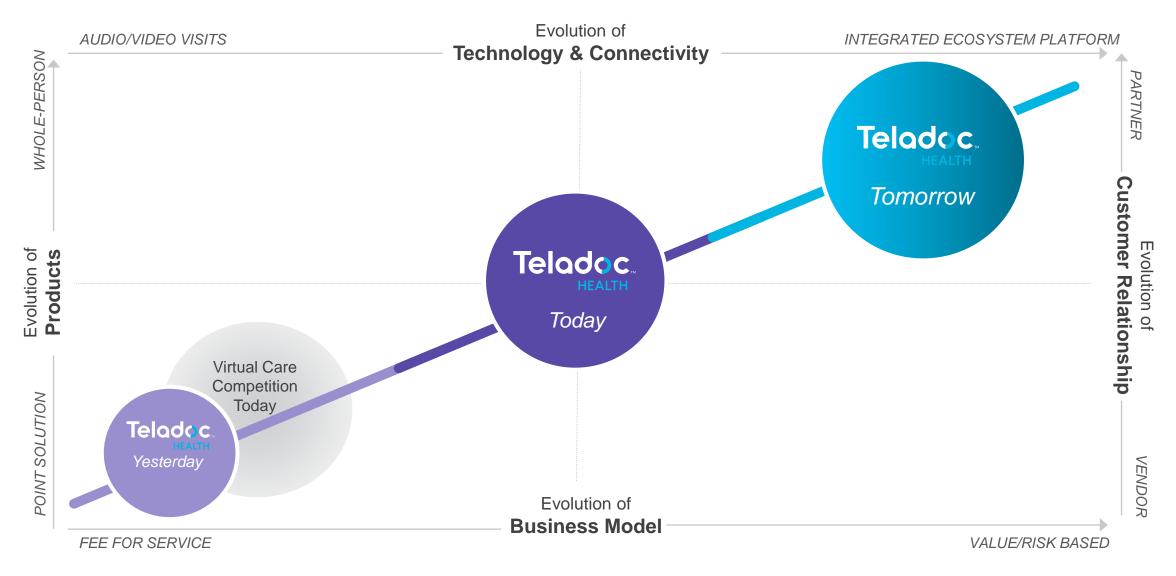


Teladoc is Driving the Next Phase in Virtual Care





Teladoc is Driving the Next Phase in Virtual Care



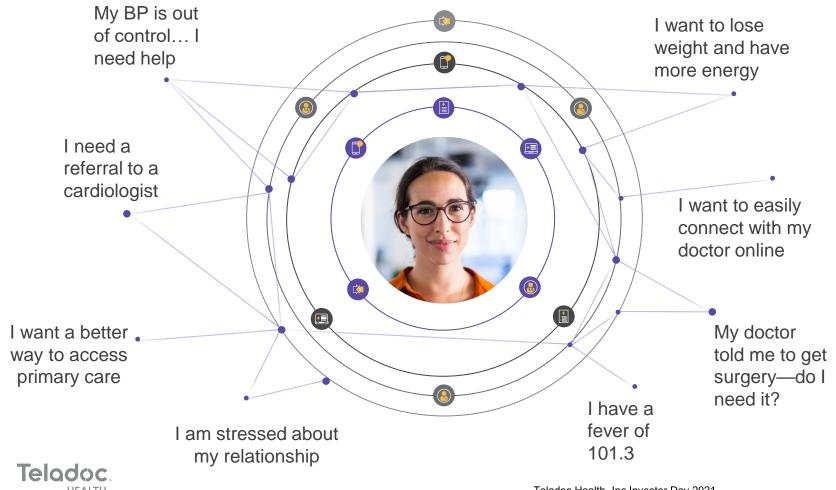


Teladoc Health's approach to whole-person virtual care addresses the shortcomings of the physical delivery system.



Our North Star: The First Place Consumers Turn To For All Healthcare Needs

Whole-Person Care that is Personalized, Convenient and Connected

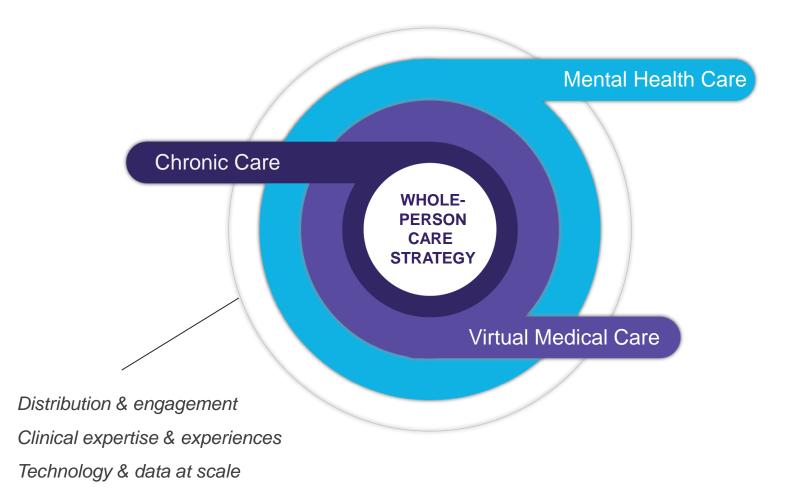


Stepped Care Model

- Behavioral nudges
- **Self-service**
- Digital therapeutics
- PCPs
- Coaches, nurses, therapists
- Specialists
- Referrals

Teladoc is Creating the New Category of Whole-Person Care

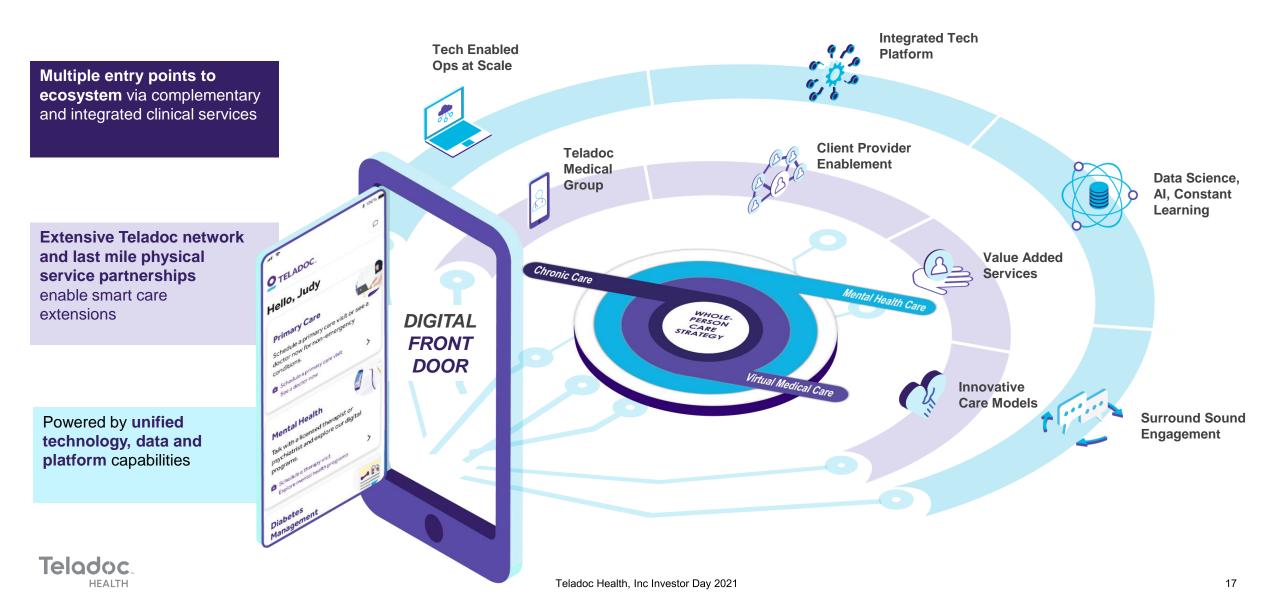
Accessed via multiple on-ramps



- Relationship-based, personalized and longitudinal
- Better consumer experience
- Broad, integrated suite of virtual solutions
- Connected with physical delivery system
- Highly scalable platform
- Continuous monitoring, frequent interactions and actionable insights
- Underpinned by robust data and analytics



Creating and Connecting the Virtual Healthcare Ecosystem



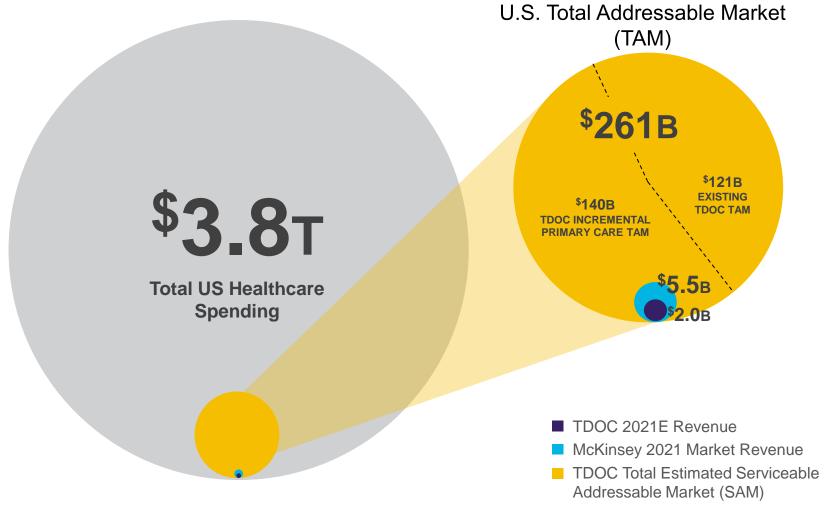
Teladoc's Competitive Advantages Enable Continued Leadership

Our Moat		Teladoc Health	Video Conferencing Platforms	CCM/MH Point Solutions	Traditional Telehealth	Big Tech	Hybrid VPC Players	National Health Plans
	One-to-many care delivery model	•						
Clinical Expertise & Experiences	Whole-Person clinical scope	•			•			
	Best-in-class engagement, behavior change	•						
Tech &	Data and data science at scale	•						
Data	Purpose built virtual care platform	•				•		
Distribution &	Global leader across distribution channels	•	•					
Engagement	Leading, trusted consumer brands	•				•		

Note: Competitor information represents assessment by Teladoc management based on internal analysis and estimates & other industry data.



Large and Growing Market Opportunity

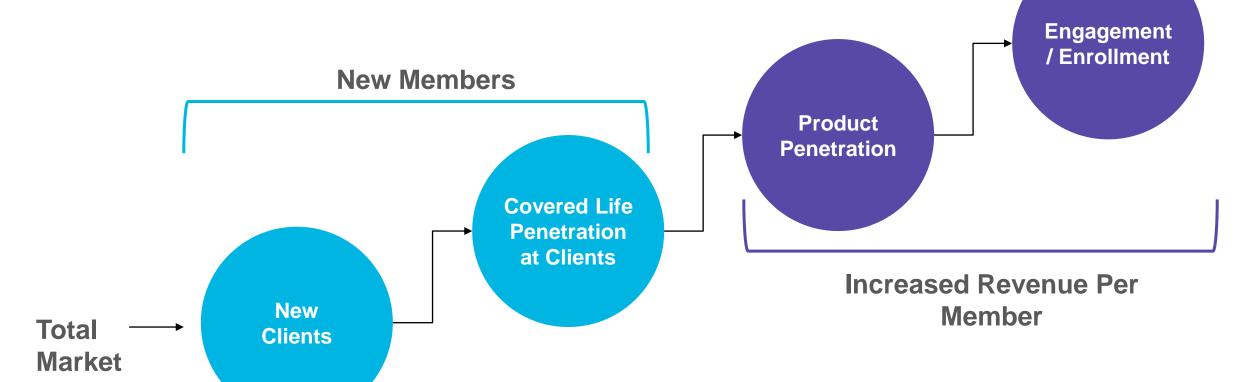


TAM /
Total Health
Spending = 7%

Sources: Company management estimates; McKinsey Telehealth: A quarter trillion-dollar post-COVID-19 reality? July 2021; CMS



Multiple Levers for Growth



POWERED BY DIFFERENTIATING ASSETS AND CAPABILITIES...

Distribution & Engagement

Clinical Expertise & Experiences

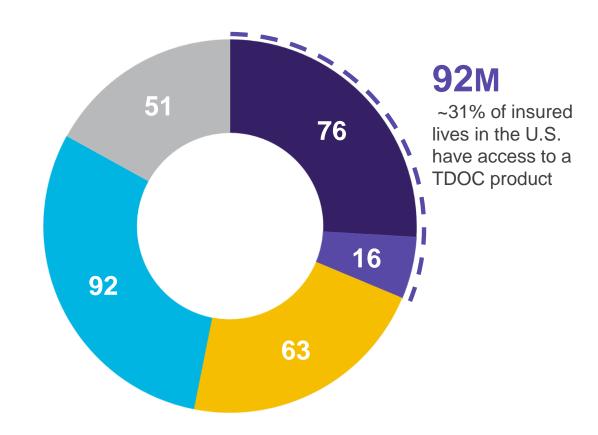
Technology & Data at Scale



Significant Room to Grow Membership

- Teladoc paid and visit-feeonly members total ~76M insured lives
- Additional ~16M insured lives in populations with access to Chronic Condition Management (CCM) and/or myStrength (mS) but not other Teladoc programs
- ~63M additional lives in existing clients not currently covered for any Teladoc programs

2021 estimated Teladoc covered lives vs. estimated 298M total U.S. insured lives (millions)



- Current Teladoc "members"
- Lives offered CCM/mS but not enrolled
- Potential new populations within existing clients
- Managed Care Organization (MCO) lives outside existing clients
- Medicare & Medicaid Feefor-Service (FFS) lives

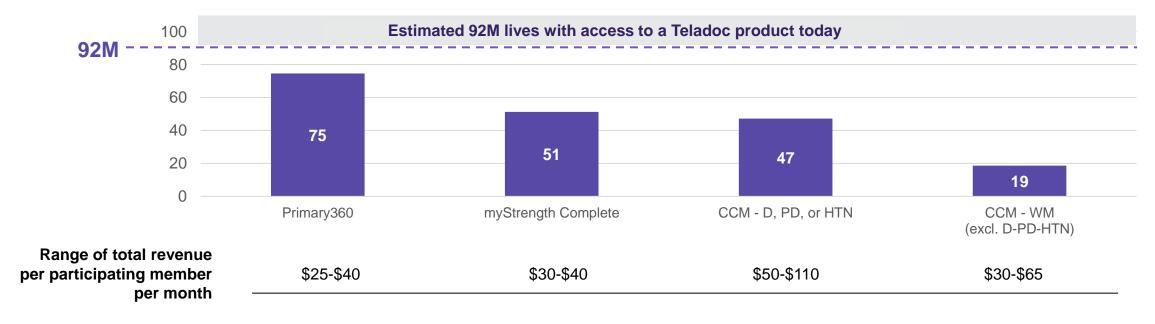
Note: Non-member covered lives for CCM/mS based on overlap analysis of CCM/mS membership and membership of other Teladoc programs, and typical eligibility and enrollment rates for CCM/mS programs Source: AIS, Health Affairs



Whole-Person Suite Represents \$75B+ Opportunity within Existing Client Base

Translates to ~\$68+ total revenue per member per month

Total Potential Participants (Lives, Millions)



Total revenue implied if 100% participation across 92M members

\$75B - \$137B

Total revenue per member per month if 100% participation across 92M members

\$68 - \$123

Notes:

Abbreviations: CCM - Chronic Condition Management, D - Diabetes, PD - Prediabetes, HTN - Hypertension, WM - Weight Management

"Total eligible participants" determination: Total eligible based on expected clinical prevalence of underlying mental health needs for myStrength Complete, prevalence of targeted chronic conditions for CCM, and expected % of individuals without strong PCP relationship for Primary360 "Average total revenue per participating member per month determination: Expected total subscription and visit revenue denominated by total members participating in the product



Multiple Drivers of Long-Term Revenue Growth

	% of 2021 expected revenue	Target 2021-2024 CAGR
Virtual medical care (including primary care) ¹	~35%	10-20%
Mental health care (B2B and DTC)	~40%	30-40%
Chronic condition care ²	~25%	25-35%
CONSOLIDATED GROWTH		25-30%

^{1.} Includes all global other B2B2C telemedicine services and telemedicine software and hardware licensing for providers

^{2.} Excludes myStrength Complete and other legacy Livongo mental health products



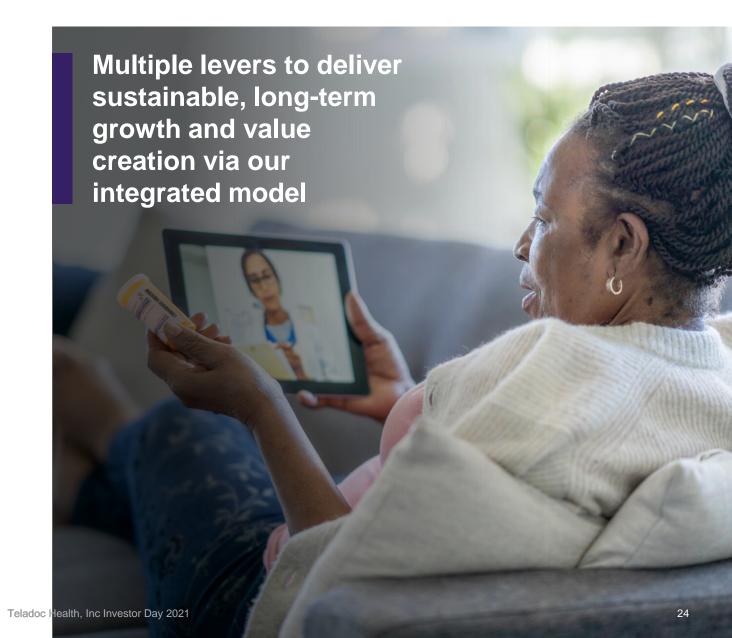
Growth Outlook

Target 2021-2024 Revenue CAGR

25-30%

FY 2022 Preliminary Revenue Outlook ~\$2.6B

FY 2024 Revenue Target >\$4B



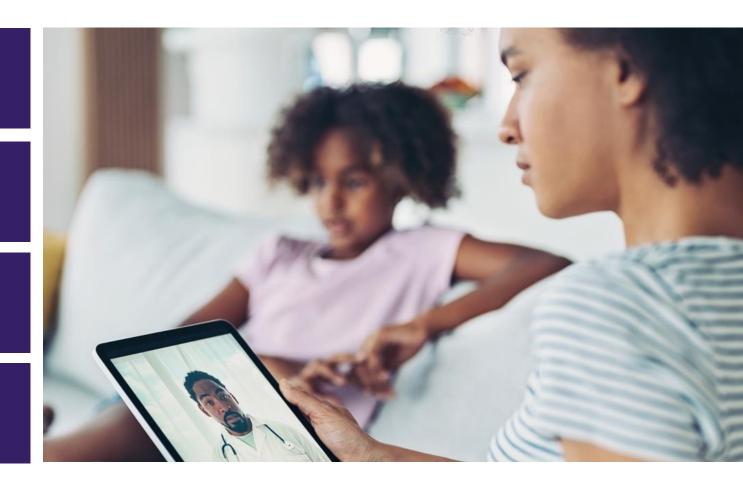
Today's Takeaways

Opportunity

Vision

Strategy

Capabilities



Commercial Strategy

Kelly Bliss

President, U.S. Group Health



Leading Position Across Channels Amplifies Multi-Product Strategy

CHANNEL Health plans & government	PARTNERS Global insurers & financial services	B2B DIRECT	CHANNEL Hospitals & health systems	DTC CHANNEL Direct to consumer
 Self Insured Fully Insured ACO Government Markets (U.S. and Global) 	Life, P&C, disability, group, specialty	All sizes, all industriesFortune 500SMB	Health systemsProvidersIDNs	 BetterHelp Partnerships with Telefonica (Spain) and Vivo (Brazil)
>100 U.S. health plan clients	>150 global insurers & financial services firms	>50% of Fortune 500	>11,000 care locations	Category leading virtual care products for consumers



Virtual Care Now Foundational to Client Benefit Strategies

80%

of Employers believe virtual care will have a significant impact on how care is delivered in the future

99%

of Employers intend to maintain or increase their level of investment in virtual care in the coming year 80%

of our Clients view us as a strategic partner vs. a vendor

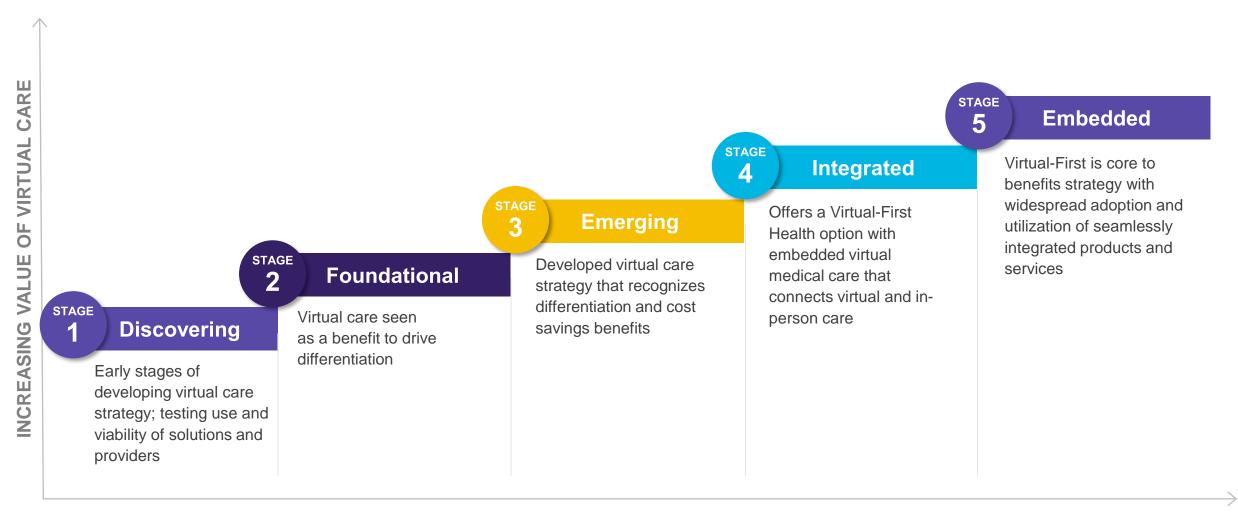
20%

of our Clients believe they have a welldefined virtual care strategy

Sources: Business Group on Health. 2021 Large Employers' Health Care Strategy and Plan Design Survey. August 2020; Teladoc Health Client Satisfaction Survey, 2021



Meeting Clients Where They Are While Building the Virtual-First Model of the Future





Demonstrated Results for Marquee Clients





Land-and-Expand Strategy Producing Results

Clients Migrating from Point Solutions

Cross-Sell Thesis from Livongo Merger Being Realized

Market-Defining Partnerships



















Consistently Expanding Penetration within Health Plans

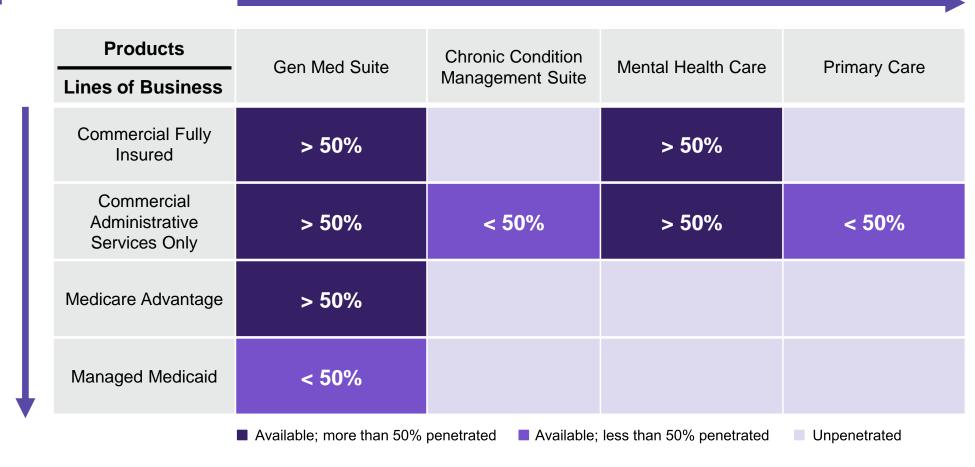
Three opportunities to achieve deeper penetration within existing customers

Add Lines of Business

Sell additional products within existing Lines of Business

Grow utilization via best-inclass engagement and enrollment mechanisms

Illustrative Coverage Map for an Existing Health Plan Partner





Primary360 Go-to-Market Across Channels

Health Plan Carriers

 Partner with health plan carriers to make P360 available to self-funded employers nationally



Fully Insured ACA Exchange

 Assisting Exchange partners offer new "Virtual-First" Benefit Designs to attract members on the ACA exchange



Benefit Consultants

 Distribution agreements and partnerships with leading Benefit Consultants for unique Employer focused offering



Direct to Employer

- Selling standardized model to large/mid market self-insured employer
- Unique features: claims-based targeting, dedicated account management, custom reporting

DOLLAR GENERAL



Track Record of Client Footprint Expansion

Case Study: Leading National Retailer

Partnership expansion across products 46,000 eligible lives



2019
Launched with
Livongo's Diabetes solution



2021
Added General Medical, Nutrition,
Dermatology, Mental Health and Expert
Medical Opinions



2020
Supplemented with Hypertension and Diabetes Prevention
Chronic Condition solutions



2022
Launching Primary360 and additional Chronic Condition bundles

Enrollment

31%

Client NPS

+71

Medical Cost Reduction¹

19%

(\$91 Per Consumer Per Month Savings)

Diabetes ROI

1.9x

Expert Medical Opinions ROI

\$1.25:\$1

1. For Diabetes



Multi-Product Sales Generate Revenue Compounding

Illustrative economics on **Single Chronic Condition** and **Multi-Product Chronic Condition** relationships (Employer with 10,000 employees)

Single Condition Account	(Equivalent Enrollment Rates)	Multi-Product Account
6% Diabetes	Eligibility	44% Across Co-morbidities
\$70	Per Participant Per Month (PPPM)	\$95¹
~ \$130K	Annual Recurring Revenue (ARR)	~ \$527K

4.1x more Revenue from Multi-Product vs. Single Condition for illustrative Chronic Condition-Mental Health Care integrated bundle

^{1.} Pricing for Diabetes focused Chronic Care bundle; includes Mental Health and Weight Management solutions



Positioned to Deliver Within Value-Based Care Arrangements at Scale

Broad Product Portfolio

Scale

Strong Track Record

Best-in-Class Analytics

Breadth and depth of virtual medical care, chronic care and mental health care solutions equipped to drive value-aligned outcomes **Strong toehold** into valuebased lines of business via large footprint provides competitive advantage

Size and strength of balance sheet allows us to take on outcome-focused contracts at scale vs. competitors **Proven** clinical quality and medical cost outcomes

Unparalleled experience in Telehealth (20 years) and Chronic Condition Management (8 years)

Largest cohort in CCM (725k+) with 237.3M Blood Glucose checks, 12.7M Blood Pressure readings and 20.8M Weight readings Enables segmentation and personalization to drive results

Combination of **clinical data** linked to **claims data** for unique insights

Multiple peer-reviewed publications on **results and outcomes**



Well Positioned to Expand Market Share and Wallet Share

Uniquely suited to deliver as market moves towards outcome-based arrangements

LOW	INCREMENTAL REVENUE POTENTIAL HIGH				
Fee for Service	Pay for Performance	Partial Capitation	Capitated Whole- Person Care		
Enrollment-based fees / access + visit fees	Enhanced subscription model + outcome-based fees	Percentage of fees at risk for chronic care and virtual medical care	Capitated payments for virtual medical care, chronic condition management and mental health care services		

Value-aligned for clients and members

Unlocks New Markets

Increases addressable market via greater access to channels and deeper penetration of existing lines of business

Grows Membership and Revenue per User

Expansion as products are tailored to members' care needs and risk profiles

Extends Market Leadership

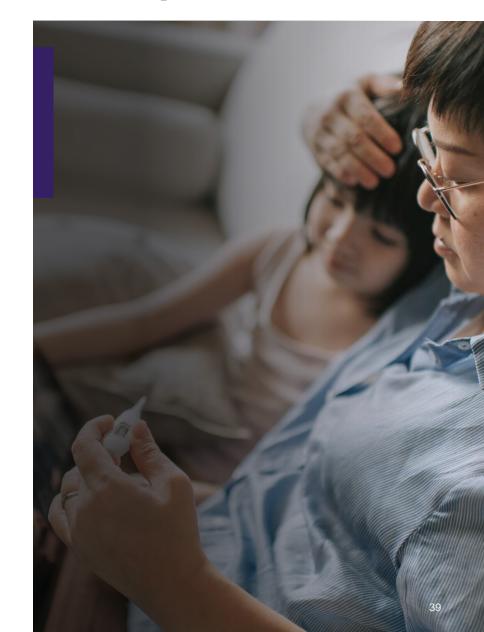
Widens category lead by demonstrating new paradigm of virtual care that is value-aligned





Commercial Flywheel Creates Sustainable Competitive Moat







Key Takeaways

- Global, multi-channel distribution network and client footprint position Teladoc to capture market whitespace
- Proven ability to drive outcomes and cost savings positions us to succeed in value-aligned arrangements, add new members and expand revenue per member
- Confident in our ability to continue to lead the market as the healthcare system evolves towards virtual-first and Whole-Person strategies

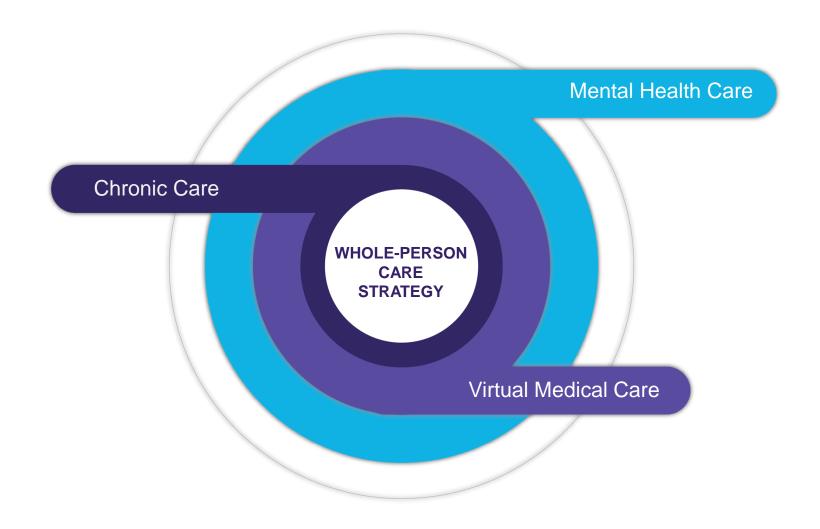
Delivering Whole-Person Care

Dan Trencher

Senior Vice President, Corporate Strategy



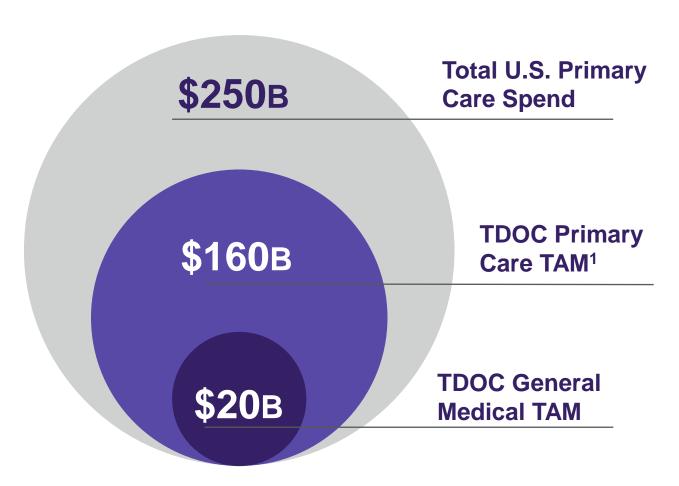
Teladoc is Driving the Evolution of Whole-Person Care











1 out of 4

working age adults do not have a PCP

4 out of 5

working age adults do not have a strong relationship with a PCP

20-25%

potential savings if all Americans had primary care relationship

Sources: IBIS World Primary Care Doctors Industry in the US,2021; , KFF, Teladoc Health Commercial Claims Analysis, Annals of Family Medicine
1. Calculated \$160B TAM = \$250B Total US Primary Care Spend x 80% Virtualizable x 80% of working age adults without strong PCP relationship



Delivering a Reimagined Model for Primary Care





Dedicated care team

A dedicated support team —PCP, RN. MA, surrounds each member with a 'virtual practice' to keep member on track

enables care continuity — virtually and in-person

Data integration with Teladoc Health programs, devices, claims, community providers and existing client services creates comprehensive, actionable patient views.

Integrated data

Longitudinal care plans

A personalized care plan that flexes over time, engages members in a longitudinal relationship with their care team



Unified, whole-person experience

One virtual front door for a full spectrum of needs - wellness, condition management, mental health care, specialty care and beyond

Last mile services

Set of devices, digital tools and healthcare services that enable physical care to be conveniently delivered at home

Continuous guidance & support

24/7 access, ongoing guidance, unlimited messaging, reminders and health nudges empowers members and keeps them engaged

Navigation and coordination with high-quality providers

Concierge-level service connects members to in-network, high-quality specialty providers and additional programs

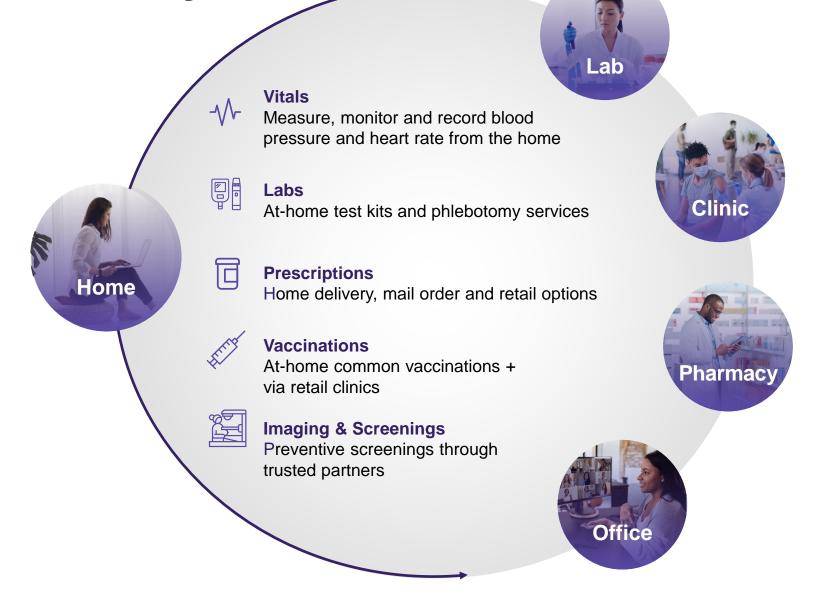


Coordinating Last Mile Delivery

Virtual Medical Care

Seamlessly blend the on-line/digital and off-line/physical components of care delivery to complete care episodes and meet rapidly evolving member expectations

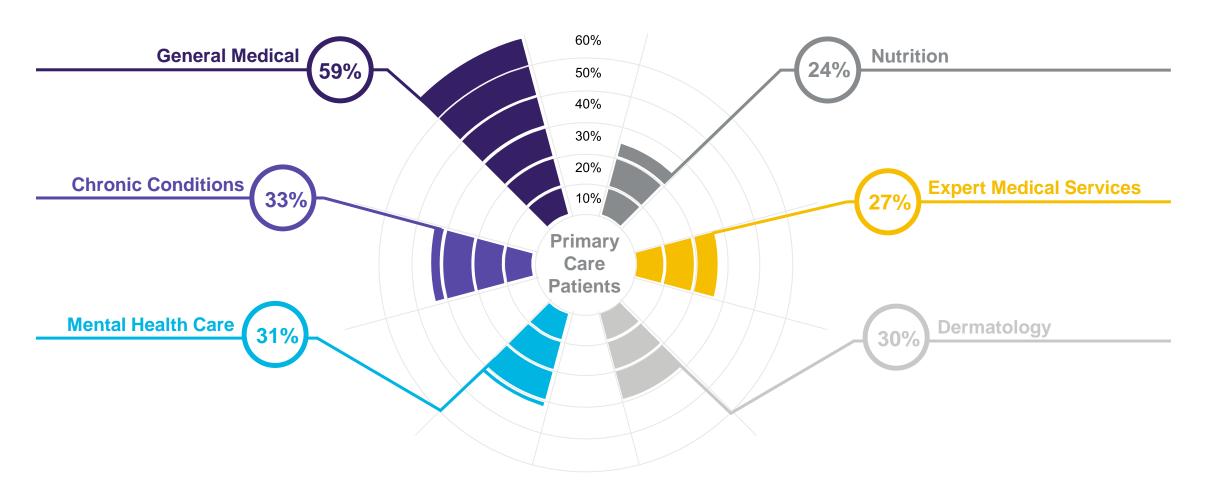
Utilize combination of in-home services and brick & mortar partnerships (e.g., retail clinics) to deliver:





Primary360 Acts as Gateway to Full Range of Services

80% of the population could benefit from one or more other Teladoc Health services



Percentages represent primary care patients who can benefit from indicated service, based on management analysis of single year of population claims data



Primary360 is a Better Way to Deliver Primary Care





<1 Week

for new patient visits nationwide



>50%

of participants have used at least one other Teladoc service



~25%

of those with Diabetes and Hypertension were newly diagnosed¹



10+

care team interactions a year

Source: internal company analysis

1. Includes high blood pressure, depression and tobacco usage





90%+

clinical performance on preventive screenings and follow-ups (Depression, Tobacco, BMI)



>95%

member satisfaction



	TEXT-BASED	TRADITIONAL PURE-PLAY	HYBRID	Teladoc
On-Demand Care Needs				•
High Quality Longitudinal Care		•	•	•
In-Network Referrals and Coordinated Care	•	•	•	•
Highly Scalable Across Any Client Footprint	•	•		•
Clinical Mental Health Support	•	•	•	•
Robust Digital Chronic Condition Mgmt.			•	•
Network of Top Specialists for Clinical Support		•	•	•
All-in-one Member Facing Platform Providing Superior Consumer Experience	•	•	•	•

Note: Competitor information represents assessment by Teladoc management based on internal analysis and estimates & other industry data.



Virtual

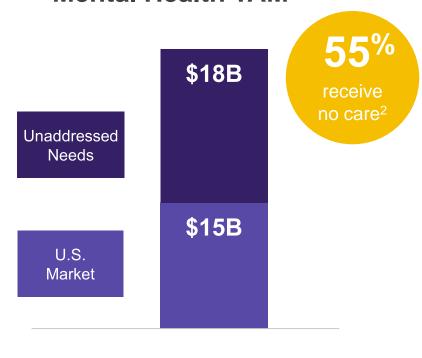
Mental Health Care: Delivering a Winning Model for Enterprise Clients



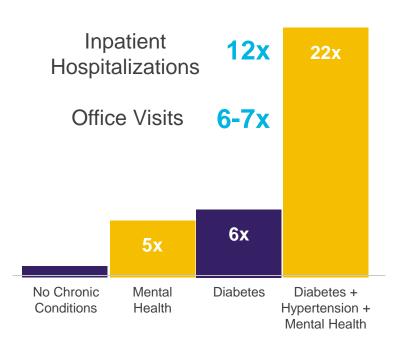
Mental Health: A Critical and Massive Unmet Need



Addressable U.S. Virtual Mental Health TAM¹



Annual Direct Medical Costs Per Person³



Indirect Costs

#1

Driver of Disability⁵

\$1_{T+}

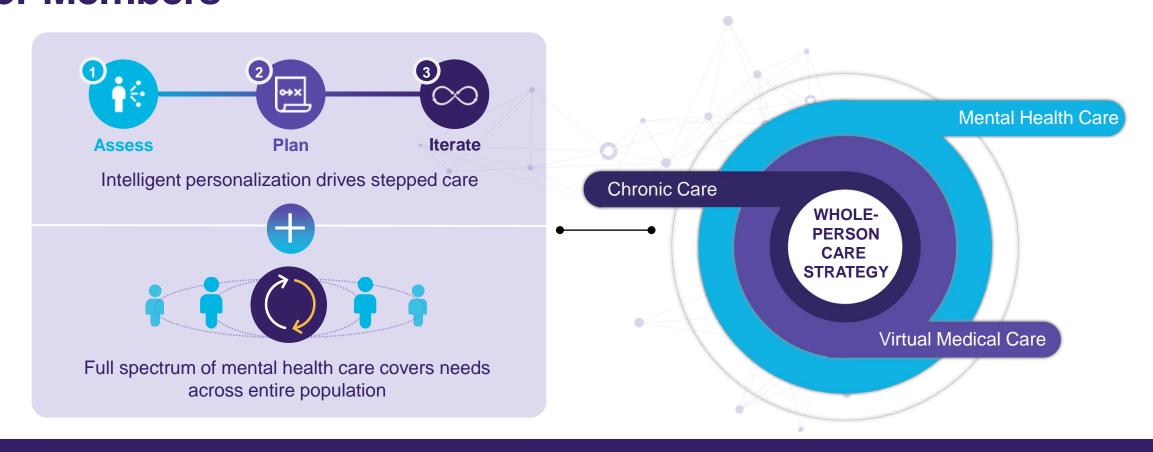
Global Economic Productivity Impact⁴

- 1. Company management estimates
- 2. WHO: https://www.who.int/teams/mental-health-and-substance-use/promotion-prevention/mental-health-in-the-workplace
- 3. Internal company analysis
- 4. https://www.nimh.nih.gov/health/statistics/mental-illness
- 5. https://www.cdc.gov/genomics/resources/diseases/mental.htm for ages 15-44



myStrength Complete Creates Optimal Care for Members





78% of consumers prefer a single unified experience for management of mental and physical health

1. Teladoc Mental Health Survey, May 2021



myStrength Complete: Full Spectrum Stepped Care



CLIENT VALUE Telepsychiatry Lower clinical visit costs Remote **Licensed Care** Teletherapy Greater access Visit replacement Telecoaching FR Avoidance **Remote Care** Crisis outreach Engagement Engagement guidance Structured digital courses Visit avoidance **Digital Programs** Recommended digital content Preventive care In-the-moment tools (including crisis referrals) ▼ 34% Reduction in self-reported mental health symptoms¹ **♣** Employee Productivity

^{1.} Teladoc analysis of patient reported symptoms after 4th visit



Transforming
Chronic Care Through
an Integrated
Data-Driven Experience





Chronic Conditions Do Not Exist in Isolation and Co-Morbidities Impact Healthcare Costs Exponentially



Americans with chronic conditions¹

6 of 10

TAM from only Diabetes and Hypertension²

\$47в

Americans living with two or more chronic conditions¹

40%

Source for chart: Internal company analysis data

- 1. CDC https://www.cdc.gov/chronicdisease/tools/infographics.htm
- 2. Internal company analysis



Chronic Care

Our Chronic Condition Solutions Provide Holistic Personalized Support

Target population

(anchor condition)

Additional areas of support

(based on individual member need)

Differentiators

Diabetes solution

Prediabetes solution

Cardiovascular solution

People with diabetes

- Hypertension
- Dyslipidemia
- Weight Management
- Mental Health¹

People with prediabetes

- Hypertension
- Dyslipidemia
- Weight Management
- Mental Health¹

People with hypertension

- Dyslipidemia
- Weight Management
- Mental Health¹



Effortless Data Collection

Apps and cellular devices per conditions covered



Personalized Health Signals

Lifestyle change, medication adherence, emotional support



Human-Centered Approach

Digital, expert coaching and physician support adapts to Member needs



Proven Outcomes and ROI

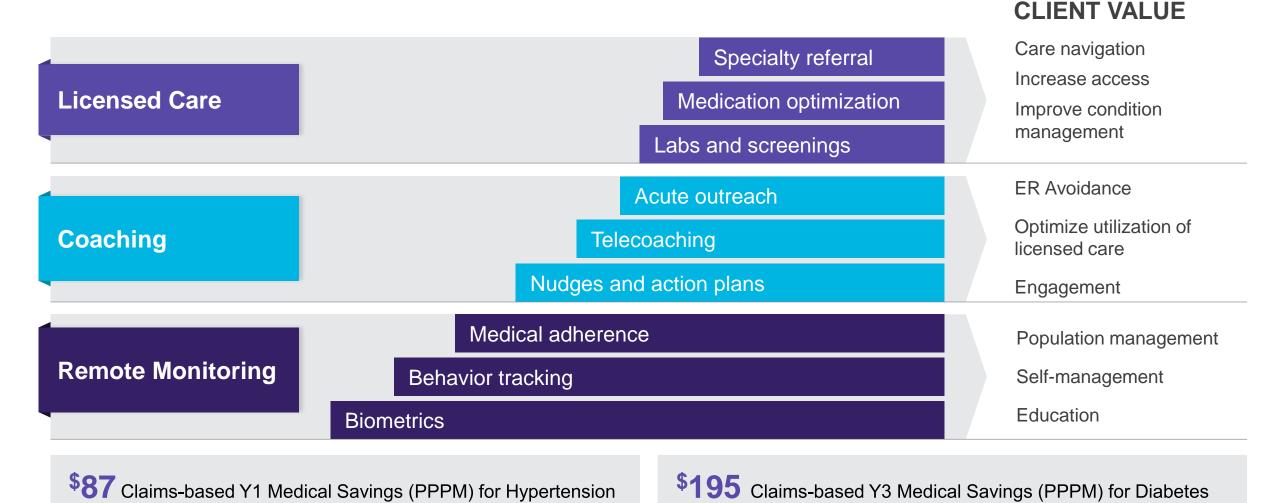
Measurable sustained clinical improvements, claims, savings

1. Offered through myStrength Complete programs



Chronic Care Complete: Stepped Care Model





Source: Internal company analysis of client claims data



Expansion Opportunities in Chronic Care







Product Innovation

New Conditions

Expanded Markets and Use Cases

- Chronic Care Complete stepped care model
- Continuous Glucose Monitoring integration
- Labs, Rx management
- Device expansion
- Gaps in Care / HEDIS
- Continuous RPM

- CKD, Heart Failure
- Potential new conditions e.g.
 - MSK
 - Respiratory
 - Cancer

- Hospitals & Health Systems for Chronic Patient Management, Post-Acute, Hospital @ Home
- International / National Health Systems



Key Takeaways

- Three key components of our Whole-Person strategy Virtual Medical Care, Chronic Care Management and Mental Health Care
- Each addresses large markets with differentiated offerings, is underpinned by data, data science and personalization and drives proven outcomes and ROI
- Medical conditions do not occur in isolation our broad, integrated solutions reinforce each other to drive broader engagement
- Teladoc is the only company that can deliver integrated primary care across the care continuum at scale

Pulling It All Together: The Integrated Experience

Donna Boyer

Chief Product Officer



Key Takeaways

- Bringing together Virtual Medical Care, Mental Health Care and Chronic Care in one easy, integrated consumer experience
- Data science and behavioral science are woven in throughout the experience to create a personalized experience that drives relevancy, trust and ongoing engagement
- Within this Whole-Person experience, stepped care matches members to the right intervention at the right time, whether it's digital content, remote monitoring, coaching or licensed care

Product and Platform Enablement

Claus Jensen, PhD

Chief Innovation Officer



We Are Delivering The Next Normal Health Experience



To solve a new category of problem, we uniquely fuse

- Clinical capabilities and programs with proven efficacy
- Experiences and action triggers that drive quality care
- Logistics, partnerships and support services to operate at scale and complexity
- Technology that is loosely coupled, composable, pre-integrated, synergistic, scalable and intelligent



We Are Delivering The Next Normal Care Experience



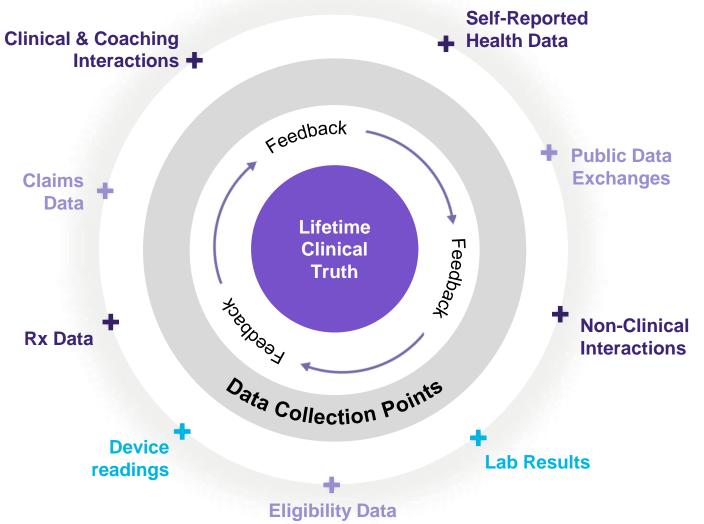
We have an unparalleled team delivering on this promise

- A multi-disciplinary team applying agile and design thinking practices at scale
- Significantly increased R&D resources over the last year
- Deep experience from a wide range of consumer companies and clinical environments



As Custodians We Create an Individual's Trusted Clinical Truth





The scale and scope of the data

- √ >2 billion health & engagement data points of which >60% are proprietary
- Thousands of digital and virtual interactions for a single individual

The complexity of the problem

- Connect every data point without being given a definitive individual ID
- Apply deep clinical and data science expertise to understand the data
- Synthesize clinically meaningful data interpretations for decision support



Our Applied Health Signals Power Whole Person Care



Lifetime Clinical Truth



Applied Health Signal Examples

- Referral to Mental Health or Chronic Condition Management program
- Sophisticated matching of patients and appropriate providers
- Referral to expert (Teladoc Health network)
- Propensity to take a specific action (including step-care level to propose)
- Research target: likely magnitude of positive health impact
- Research target: predicted risk of a chronic condition

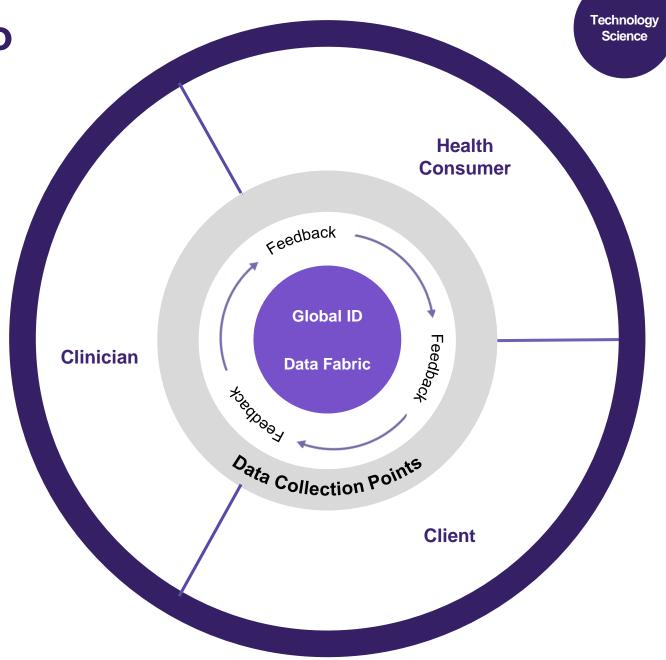
22 Million Nudges + 1 Million Clinical Signals delivered



We Are Uniquely Equipped to Disaggregate Solution Silos and Deliver to All Audiences

Differentiated value through

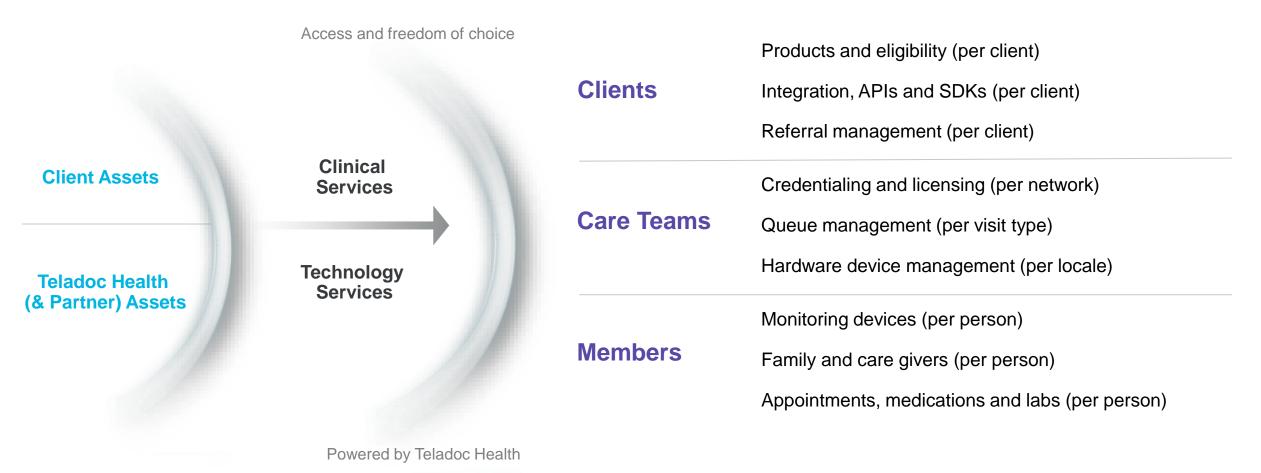
- Selective solutions clients want to buy
- Integrated capabilities care teams need
- Services and experiences consumers want to use













We Already Uniquely Deliver and Amplify Healthcare

Examples

Changing Consumer Behavior

- Unified Consumer experience
- Chronic Conditions and Mental Health Complete
- Primary360
- Analytically driven engagement

Managing Clinical Resources at Scale

- Virtual waiting room management
- Device fleet management
- Analytically driven triage
- Integrated provider networks
- Expert access and steerage

Addressing "The Last Mile"

- Unified Clinician experience
- Lab and Med Management
- Remote patient monitoring
- At-home care integration



R&D Focus Areas Are Increasing Our Value Differentiation

Expand Total Addressable Market

- International deployment of CCM and MH products
- Medicare Advantage adaption of products (multi-year)
- Health Systems as member enrollment channels

Deploy Integration Platforms

- Consumer Global ID and Global Profile
- Omni-channel integrated consumer apps
- Unified Data Fabric driving data integration and sharing

Create Unique Value in Primary Care

- P360 products and capabilities
- · Screenings and Specialty Care Access as integral parts of care plans
- · 'Last-mile' integration, remote monitoring and at-home care

Accelerate Value-Based Whole-Person Care

- · Expansion of value-based deal execution and management
- · Maintaining clinical program quality and expanding clinical product differentiation
- Expand integrated provider network capabilities that enable client providers on our platform

Unlock new and under-penetrated markets

Create seamless member experiences and data-sharing

Build a **unique primary care platform** that drives referrals and holistic care plans

Extend clinical & logistical science differentiation and efficacy



We Lead Growth In Share of Wallet for Whole-Person Health

		Teldocc.		
	PHASE 1 Early Days	PHASE 2 Market Acceleration	PHASE 3 NextGen Whole-Person	
Care & Experience	Individual isolated visits and capabilities that are initiated reactively	Connected and proactive health journeys based on proven clinical efficacy	Whole-person care with insights-driven continuous feedback loops	
Virtual Medical Care	General Medical virtual visits	Primary360	Full 'last-mile' integration	
Mental Health Care	Mental health care virtual visits	MyStrength Complete	Chronic and Mental Complete	
Chronic Care	Individual chronic condition programs	Step-care chronic condition management	Chronic and Mental Complete	
	Value per pers	son increasing dramatic	ally	



Key Takeaways

- The right vision and approach to define and deliver the "next normal" whole-person care model
- Best fully integrated team across the five sciences needed
- Already well down the path to a single fully integrated platform and experience
- Uniquely positioned to deliver cohesively the different capabilities desired by health plans, employers, health systems, clinicians and consumers
- Best at-scale logistics in virtual care
- We know how to execute and make it all real
- We will continue to lead, driving opportunity and growth





BetterHelp's Playbook for Growth

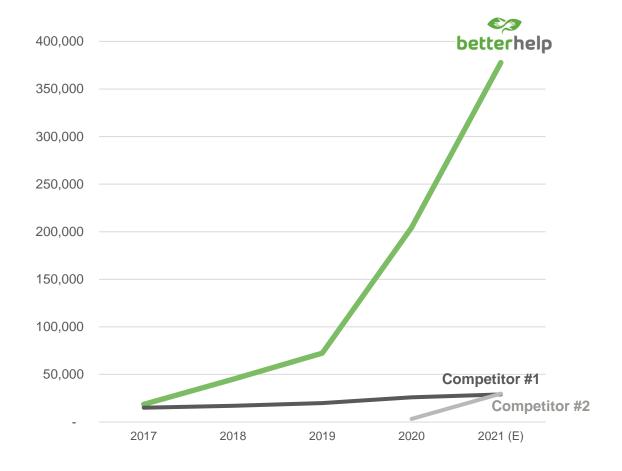
Alon Matas

President, BetterHelp



BetterHelp is Leading the Therapy DTC Market, on Both Sides

Monthly Consumers Paying for Therapy

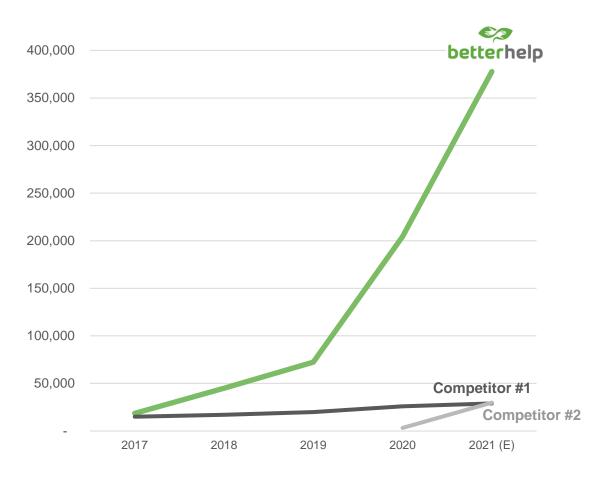


Monthly paying consumers is number of consumers who paid for therapy in a month, shown here by EOY figures. Therapists providing services is the number of licensed therapists who provided services through the platform in a calendar year timeframe. Competitors' data is derived from public disclosures, credit card payments data sources, and Company's estimates.

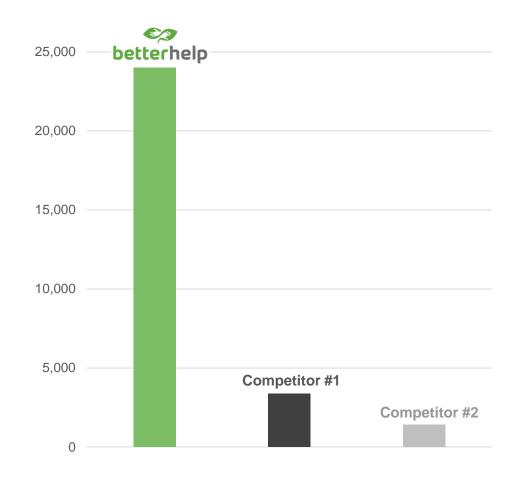


BetterHelp is Leading the Therapy DTC Market, on Both Sides

Monthly Consumers Paying for Therapy



Therapists Who Provided Services in 2021



Monthly paying consumers is number of consumers who paid for therapy in a month, shown here by EOY figures. Therapists providing services is the number of licensed therapists who provided services through the platform in a calendar year timeframe. Competitors' data is derived from public disclosures, credit card payments data sources, and Company's estimates.



Scale of Network + Scale of Data = Competitive Advantage

20K+

active providers

(7x larger than closest competitor)

Data Science Success in Therapy

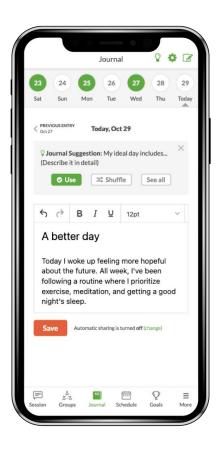
150_{M+}

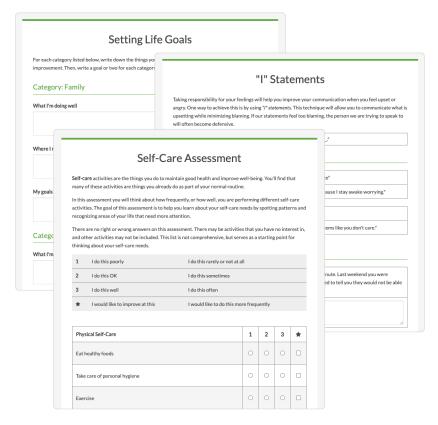
therapist-member interactions

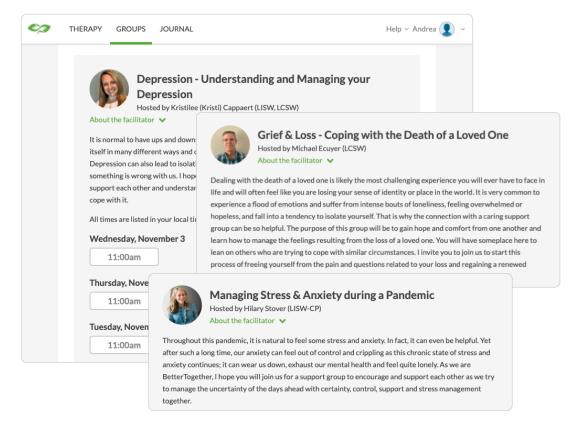
(unparalleled to any other platform)

Stamoulos, C., Trepanier, L., Bourkas, S., Bradley, S., Stelmaszczyk, K., Schwartzman, D., & Drapeau, M. (2016). Psychologists' perceptions of the importance of common factors in psychotherapy for successful treatment outcomes. Journal of Psychotherapy Integration, 26(3), 300–317.

Innovation that Expands the Offering and the Value









BetterHelp's High-Quality Service Creates Strong Retention and Long-Term Value for Both the Member and BetterHelp

86%

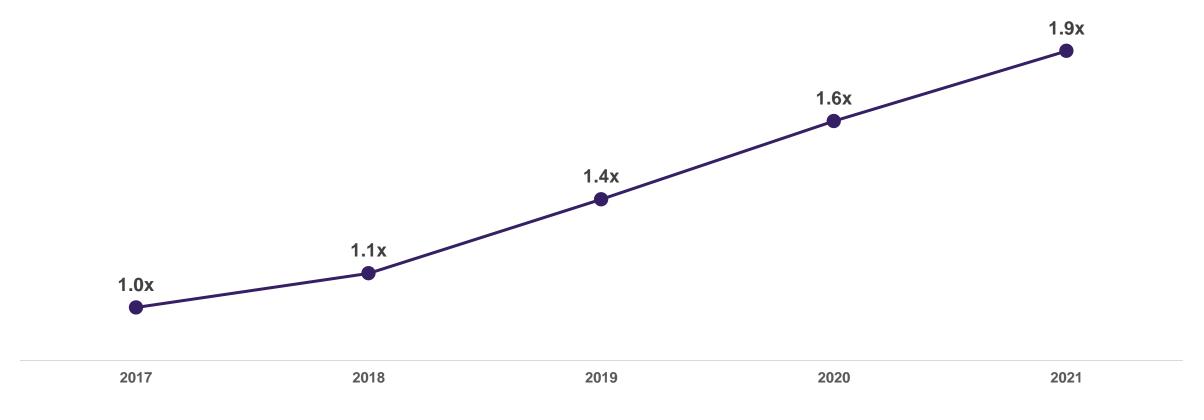
of our members continue after their first session (compared to industry standard of 80% or less) **79**%

of our revenue is generated by members who use BetterHelp for three months or longer ~100k

people in 2021 returned after pausing their membership

With Improved Quality, Extended Functionality and Optimized Pricing, the Member LTV Has Increased Dramatically

Revenue generated from a member in the first 12 months after joining

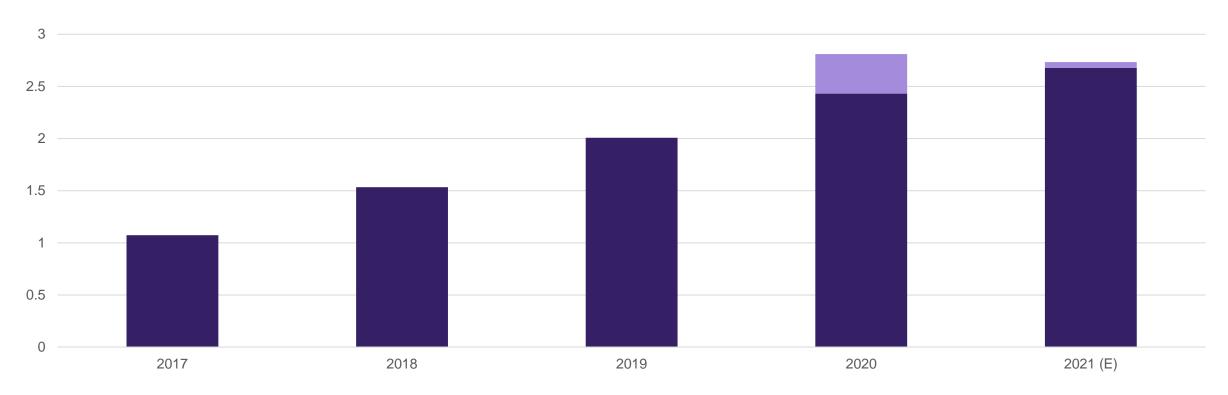


2021 is an estimated extrapolation from payment and retention data of January to October



As We Scale, Our Marketing Continues to Be Efficient with Consistently High ROI

Revenue / Advertising Customer Acquisition Cost (CAC) Ratio

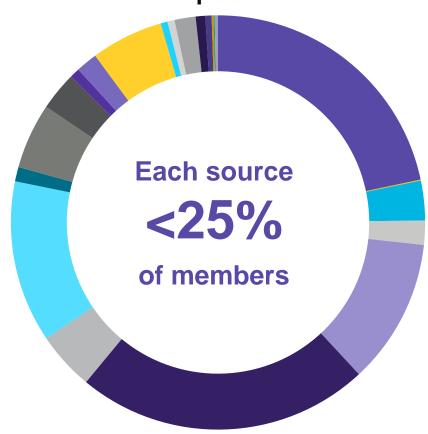


estimated shelter-in-place impact on ratio



Diverse Customer Acquisition Channels and Increased Organic Traffic







Users who browsed BetterHelp.com or Regain.us and didn't come from paid media



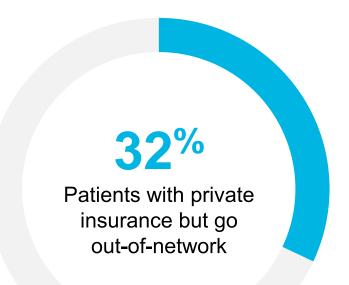
The Compounding Impact of Scale Advantages: Strong and Improving Unit Economics

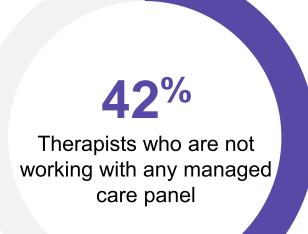
Member LTV
that gets better
with scale
(data insights, network,
innovation)

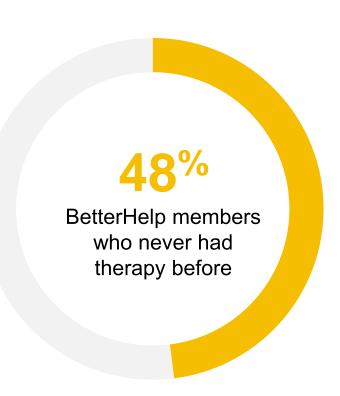


Advertising ROI that gets better with scale (efficiency, economies of scale, brand recognition)

DTC Opportunity Has Enormous Growth Potential







https://www.nami.org/Support-Education/Publications-Reports/Public-Policy-Reports/Out-of-Network-Out-of-Pocket-Out-of-Options-The/Mental_Health_Parity2016.pdf https://www.camft.org/Portals/0/PDFs/Demographic-surveys/2017/ClinicalSurvey.pdf?ver=2019-07-10-103433-993



Market Expansion: Targeting the Male Audience



+362% men in two years

30M views in one month

Market Expansion: International

Paying members from

100+

countries

International sessions grew

>5x

in 24 months

Therapy provided in

26

languages

>\$100_M

of revenue expected from non-U.S. consumers in FY2021





We are a Champion of Equitable Access To Mental Care

Affordable access regardless of employment and insurance status

\$45M in sliding scale to enable therapy for low-income consumers in 2021

Partnering with 18 non-profit organizations

Over **2,500 free months of therapy** donated to support social causes

Offering free therapy to thousands of volunteers and frontliners where their work may inflict mental health challenges

Supporting the education and growth of therapists from underrepresented communities



































Key Takeaways

- Rapidly growing revenue and strong margins
- Undisputed leadership position
- Using scale to scale further
- Enormous untapped market that keeps expanding
- Equitable access with social impact

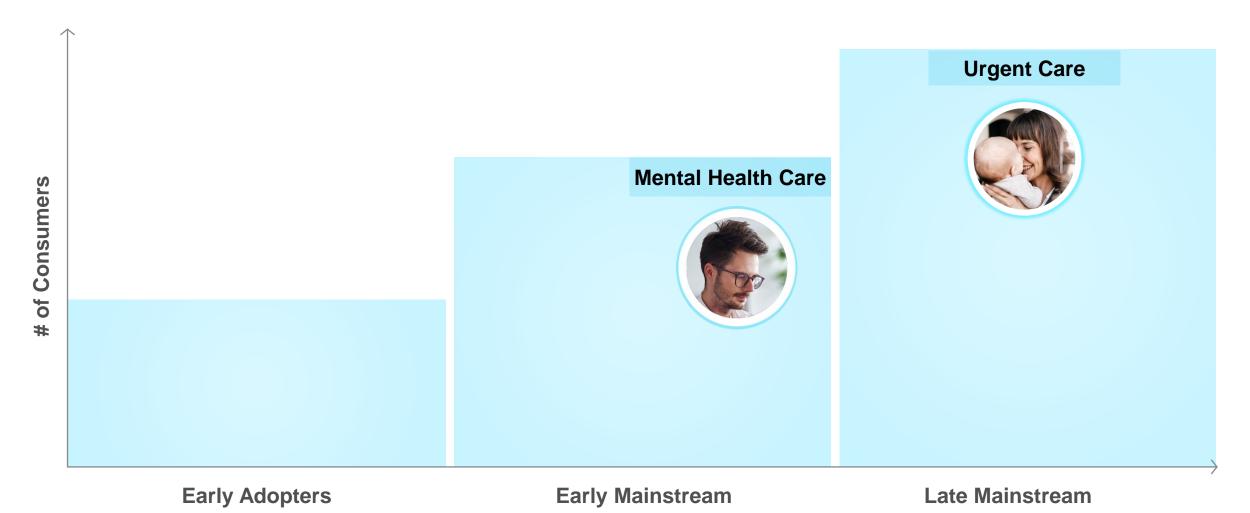
Winning With Consumers: The Forefront of Engagement

Stephany Verstraete

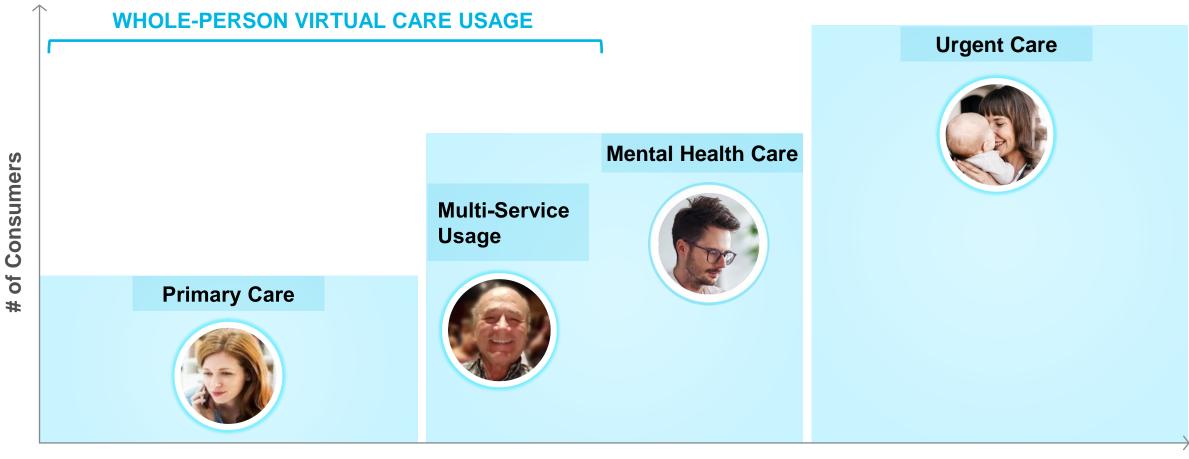
Chief Marketing & Engagement Officer



Adoption Maturity Within Virtual Care Category Has Accelerated



Adoption Maturity Within Virtual Care Category is **Expanding**





Early Adopters

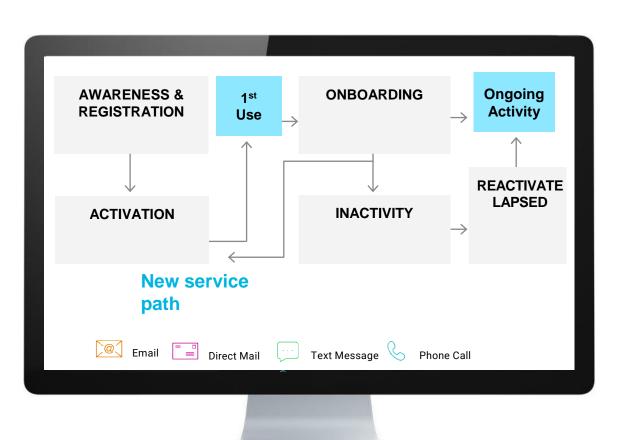
Early Mainstream Late Mainstream

Deepening Consumer Relationships



Powerful Engagement Engine Makes Multi-Service Adoption a Reality

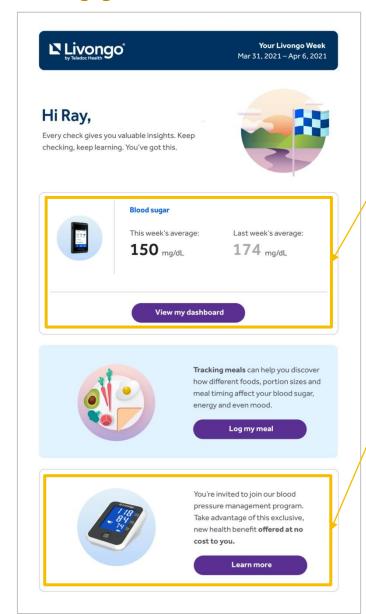
1:1 Engagement lifecycle management



Teladoc

HEALTH

Personalized engagement communications

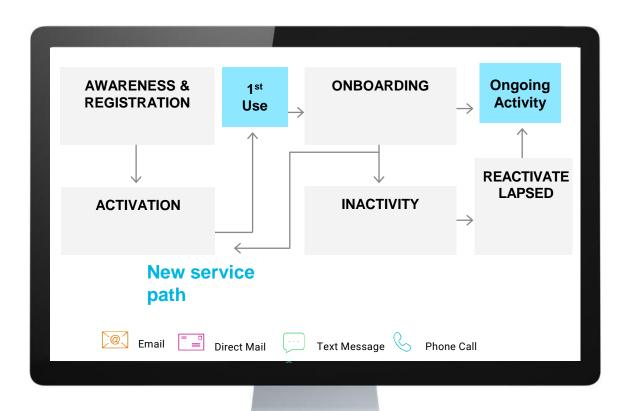


Personal health stats

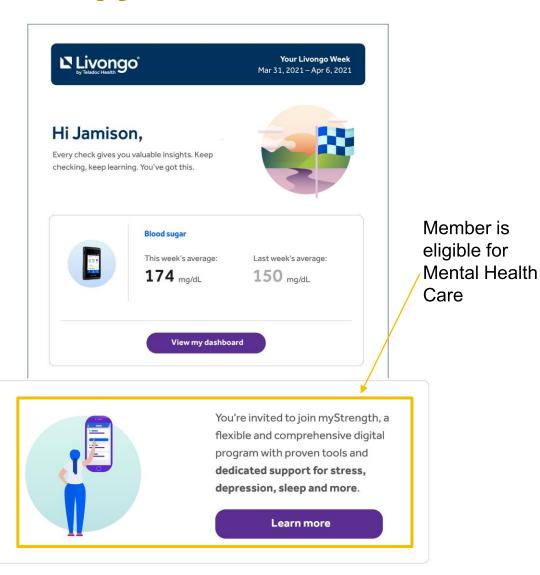
Member is eligible for Hypertension service

Powerful Engagement Engine Makes Whole-Person Care Adoption a Reality

1:1 Engagement lifecycle management

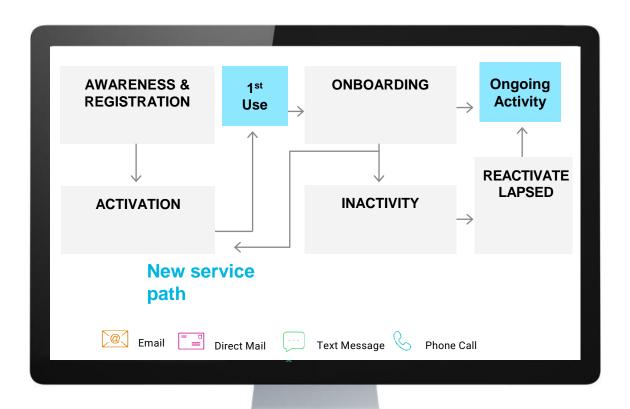


Personalized engagement communications

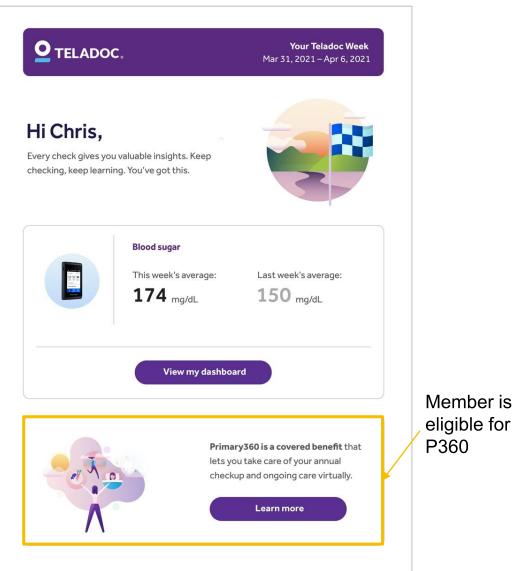


Powerful Engagement Engine Makes P360 Adoption a Reality

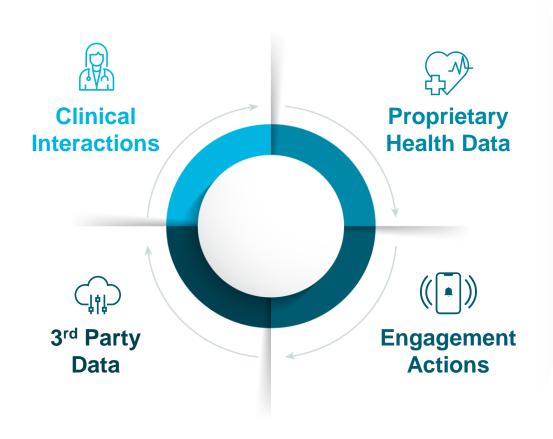
1:1 Engagement lifecycle management



Personalized engagement communications



Data Science Powers World-Class Engagement Engine at Scale



Data science recommendations drive

Better reach

Qualified targeting for value-based contracts

Better experience

24% increase in engagement from at-risk population

Better yield

50% increase in visit requests amongst registered telehealth members

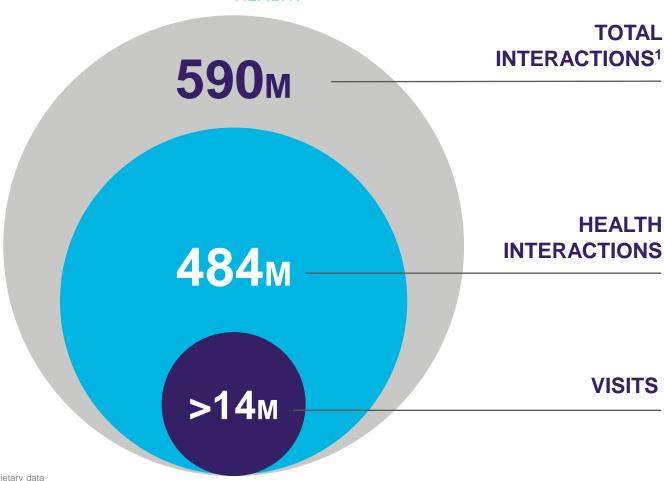
Better cost efficiency

23% lower advertising cost in seasonal direct mail



Breadth of Interactions Drive Deeper Engagement at Scale





Driving YoY growth in:

- Teladoc activated install base +44%
- Livongo app sessions+78%
- Internal provider referrals +86%

Teladoc proprietary data

^{1.} Represents all actions between members and Teladoc assets digital and human



Brand Whitespace Opportunity in Whole-Person Virtual Care

Unlocking the Potential of Virtual



PRIMARY CARE





MULTI-SERVICE USAGE

Consumer Insights Overview¹



Effective, trusted care top driver of usage; whitespace here as no brand owns this



Access to
Teladoc medical,
mental health &
chronic care
management
services key
differentiators



Consumers with chronic conditions & mental health care needs say Teladoc brand is well positioned to meet broad spectrum of healthcare needs

1. Teladoc Brand Study- June 2021



Teladoc Brand is the Trusted Leader in Virtual Care

TELADOC_®

1 Awareness

- ✓ Brand searches
- √ Web traffic
- ✓ Telehealth users in past six months

#1 Satisfaction



Number One 2 of 3 years

Permission²

93%

Of Teladoc users attribute
Teladoc as a provider that
can take care of a variety
of healthcare needs

97%

Of users are confident in Teladoc's ability to resolve their issues

Consumers Associate³ Teladoc with

- ✓ Support for chronic conditions
- ✓ Speak to pediatrician
- Expert medical advice for highly complex conditions
- ✓ Speak to dietician
- √ Non-emergency conditions
- ✓ Speak to specialist
- ✓ Speak to physician for skin issues
- Speak to mental health care specialist
- ✓ Get prescriptions filled

- 1. Google Ads, Piwik/Internal/SimilarWeb
- 2. Teladoc Brand Study- September 2021
- 3. Teladoc Brand Study- June 2021



Key Takeaways

- New consumer normal: pandemic fundamentally changed consumers' awareness & expectations
- Virtual care adoption maturity is in early stage of expansion
- Well on our way to deepening relationships with all populations
- Uniquely positioned to win with consumers in whole person care
 - Unmatched experience
 - Differentiated capabilities
 - Trusted brand
 - Proven track record

Financial Outlook

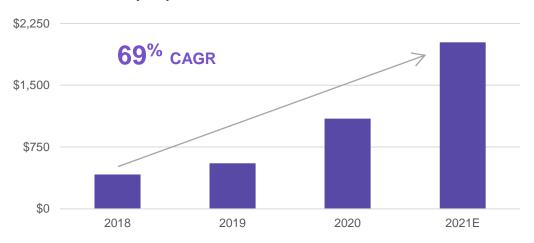
Mala Murthy

Chief Financial Officer



Consistent Track Record of Growth

Total revenue (\$M)



Adjusted EBITDA (AEBITDA) (\$M)



Total membership (M) vs. paid member PMPM



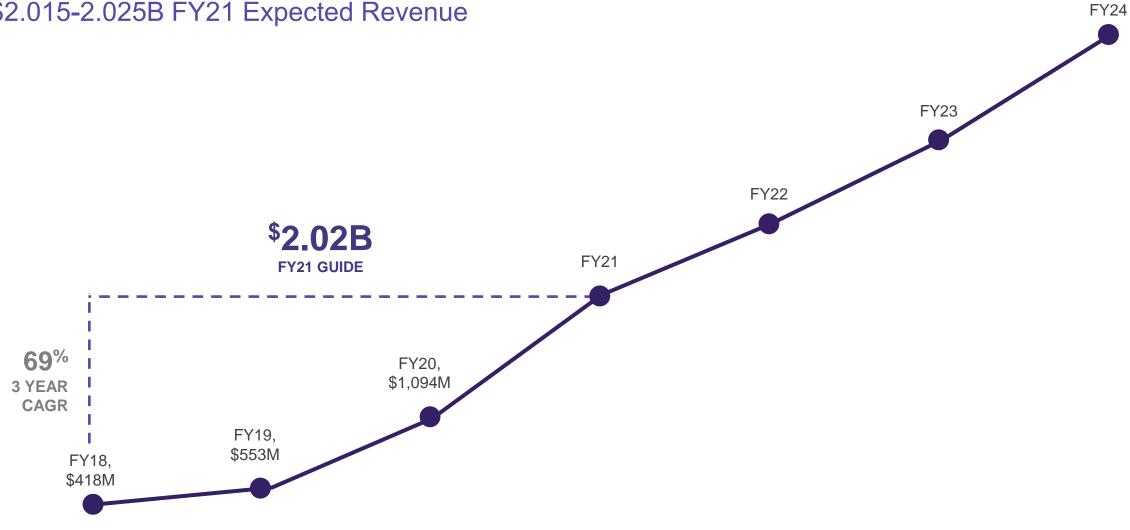
Operating cash flow (\$M)



- 1. FY21 AEBITDA guidance of \$260-265m includes an estimated \$20M temporary benefit from lower amortization expense related to Livongo merger purchase accounting adjustments
- 2. 2021E figures are midpoint of guidance ranges where applicable. 2021 PMPM represents 3Q21 actual
- 3. Based on the reported Q3-21 figure

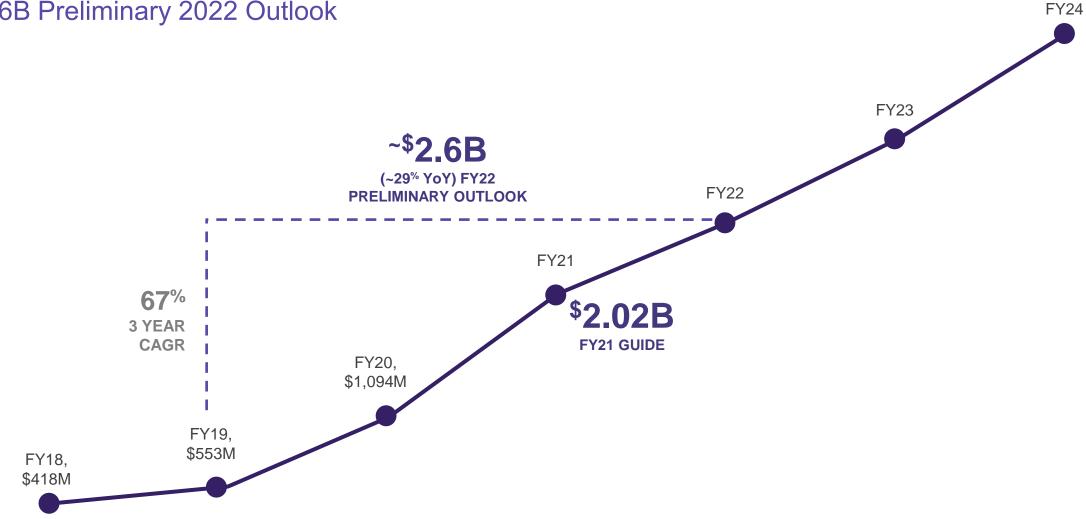


\$2.015-2.025B FY21 Expected Revenue



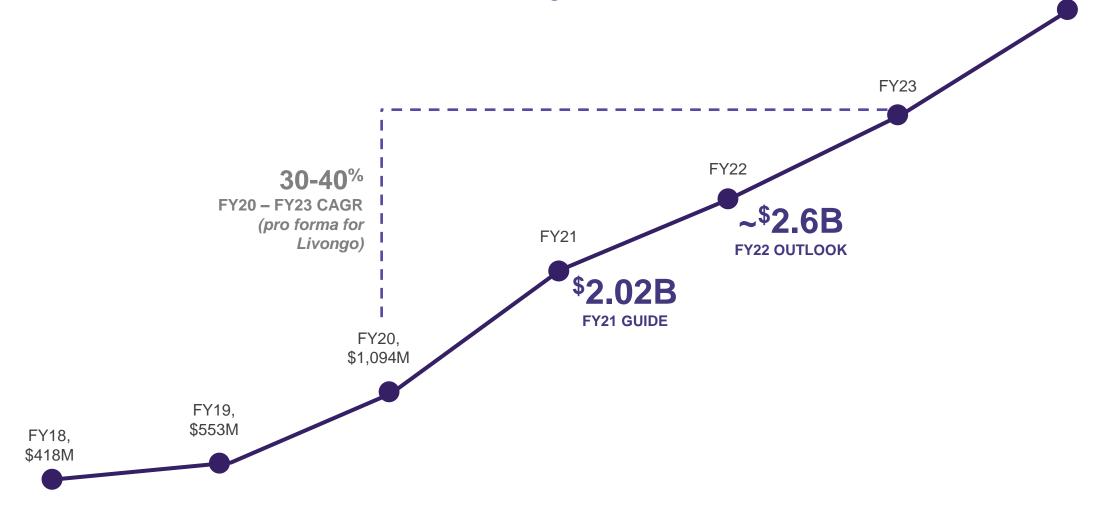


~\$2.6B Preliminary 2022 Outlook



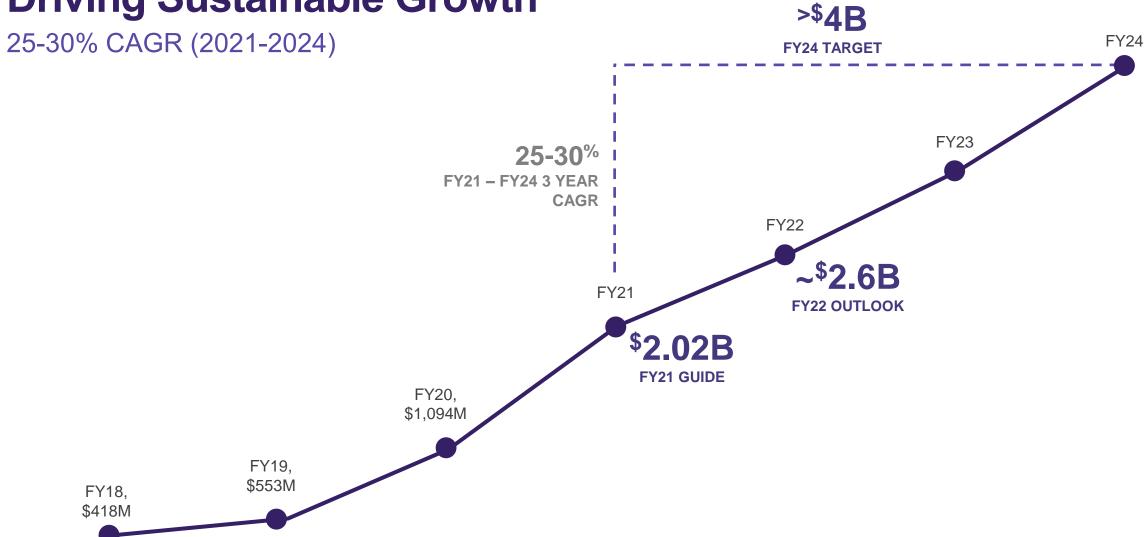


Remain on track for 30-40% Revenue CAGR through 2023





FY24





Multiple Drivers of Long-Term Revenue Growth

	% of 2021 expected revenue	Target 2021-2024 CAGR
Virtual medical care (including primary care) ¹	~35%	10-20%
Mental health care (B2B and DTC)	~40%	30-40%
Chronic condition care ²	~25%	25-35%
CONSOLIDATED GROWTH		25-30%

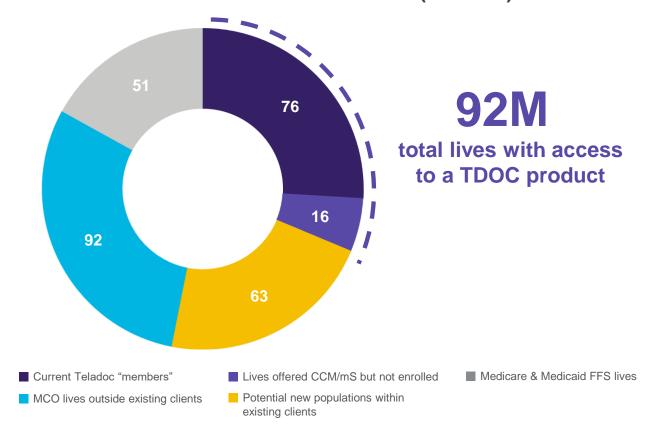
^{1.} Includes all global other B2B2C telemedicine services and telemedicine software and hardware licensing for providers

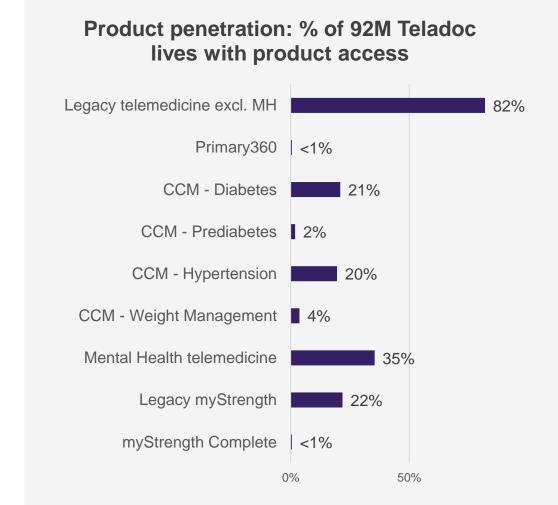
^{2.} Excludes MyStrength Complete and other legacy Livongo mental health products



Ample Room to Grow Membership and Product Penetration

2021 estimated Teladoc covered lives vs. estimated 298M total U.S. insured lives (millions)





Note: Non-member covered lives for CCM/mS based on overlap analysis of CCM/mS membership and membership of other Teladoc programs, and typical eligibility and enrollment rates for CCM/mS programs
Source: AlS, Health Affairs



Key Growth Priorities Drive Robust Growth Outlook



MORE REVENUE PER MEMBER ~25% per annum

Primary care, mental health care and chronic care products are under-penetrated in covered lives

New enrollees are highly accretive to total PMPM – for every 100k new enrollees¹:

Primary360 myStrength Complete

~+\$0.04

~+\$0.15

CCM

Every 500 bps BetterHelp revenue growth adds ~\$0.06 to overall PMPM





MORE MEMBERS 1-5% per annum

Significant opportunity to add lives within existing client base and in new clients





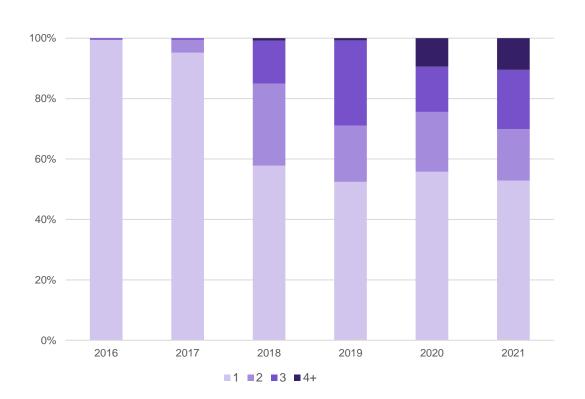
^{1.} PMPM impacts shown assume 100K new enrollees for each product come from current membership base



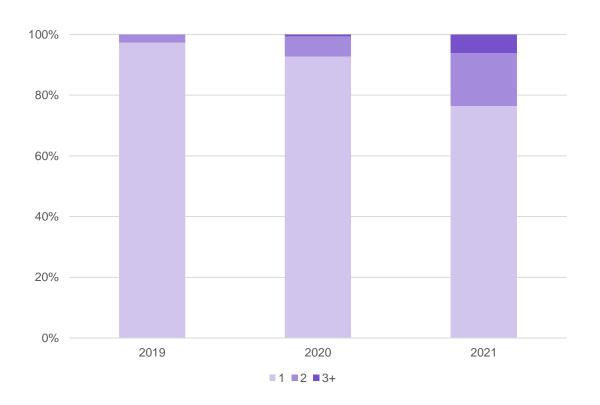
~+\$0.07

Track Record of Driving Multi-Product Penetration

More than 40% of telehealth members have access to multiple products¹ compared to <10% in 2017



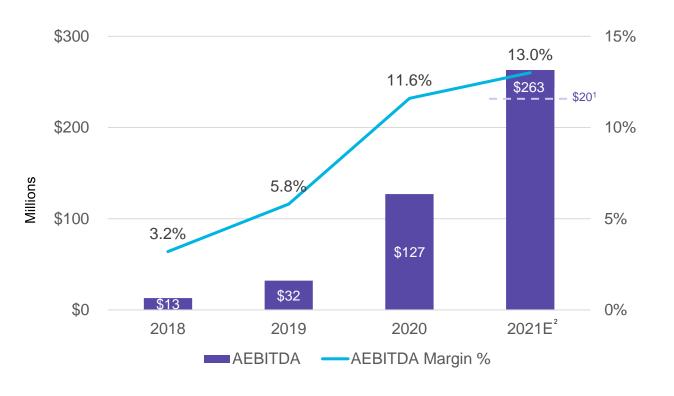
More than 20% of chronic care members are enrolled in multiple programs compared to <3% in 2019



^{1.} For the following visit-based Teladoc products: General Medical, Mental Health Care, Expert Medical, Dermatology, Nutrition, Primary Care



Delivering AEBITDA Margin Expansion



AEBITDA margin expansion target:

- 100 to 150 bps of annual AEBITDA margin expansion, while continuing to make significant investments across key capabilities
- FY22 is absorbing ~75 bps headwind related to \$20M¹ roll-off of purchase accounting adjustments

Expected drivers of AEBITDA margin expansion:

- Revenue scaling
- Operating leverage on SG&A enabled by business optimization and integration initiatives
- 1. FY21 AEBITDA guidance of \$260-265m includes an estimated \$20M temporary benefit from lower amortization expense related to Livongo merger purchase accounting adjustments
- 2. 2021E figures are midpoint of guidance ranges where applicable



Key Areas of Investment to Support Long-Term Growth

Product enhancements & integration	Market expansion	Continue enhancing capabilities for value-based arrangements
 Unified user experience Integrated data platform Launch Chronic Care Complete "Last mile" service integration (e.g. labs, prescriptions) 	 Successful launches of new products, including myStrength Complete & P360 Bring Chronic care and myStrength Complete into international markets New chronic care programs 	 Actuarial analytics & predictive modeling Risk stratification Care & case management



Balance Sheet as of September 30, 2021

LIQUIDITY

(All figures in \$M)

Cash & marketable securities

\$826.4

DEBT

	Maturity	Rate	Outstanding
Convertible notes 2025	5/15/2025	1.4%	\$0.9
Livongo-issued notes 2025	6/1/2025	0.9%	\$550
Convertible notes 2027	6/1/2027	1.3%	\$1,000
Total		1.1%	\$1,550.9
Net debt			\$724.5

LIQUIDITY HIGHLIGHTS

- Strong YoY growth in operating cash flow of \$111M YTD 2021
- Cash and marketable securities of \$826.4M and cash flow to help fund growth
- Convertible notes mature over longer-term with well-timed intervals



Teladoc Enables Sustainable & Scalable Healthcare Delivery

Taking care of people

- Increasing equitable access by reducing barriers to care
- Established the Institute of Patient Safety and Quality in Virtual Care
- Serve as a lifeline for "healthcare deserts"
- Deliver inclusive care in line with our culturally and linguistically appropriate service policy

Bending the healthcare cost curve by keeping society healthy

- Reliable support for chronic diseases and mental health care needs where patients may not seek treatment
- Leverage data to drive actionable insights to empower people on their healthcare journey

Building trust & operating with responsibility

- HITRUST CSF certified for our information security programs
- Focus on diverse, equitable & inclusive workplace

To further advance diversity we

- Launched an equity pay study to identify and address any gaps
- Expanded our Business Resource Group initiative, a foundational element of our DE&I ecosystem

Senior leadership diversity supports our focus on equity and inclusion



Female



Asian, Hispanic, or Latino, Black or African American, or Other

Key Takeaways

- Demonstrated history of meeting or exceeding financial targets
- Comprehensive virtual care product portfolio and scale create compelling financial model, with foundation for sustained growth and margin expansion
- Growth next three years driven by significant expansion of revenue per member from growing Primary Care, Chronic Care and Mental Health Care platforms
- Continued AEBITDA margin expansion and cash flow generation will fund continued investment in growth & operational excellence

Positioned to Win

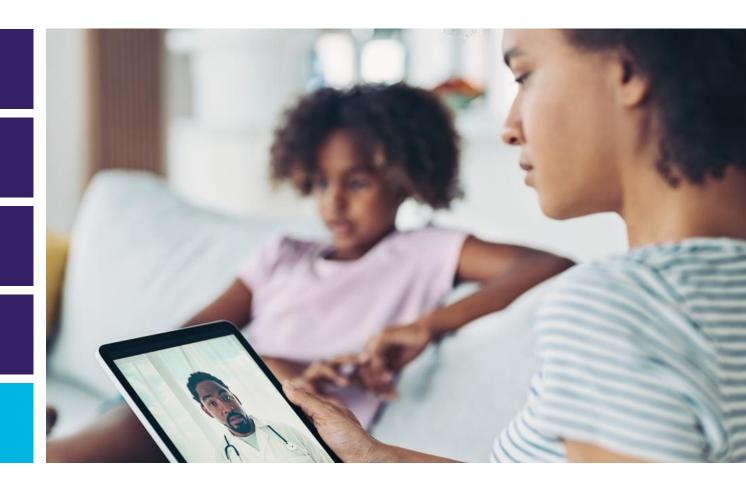
Opportunity

Vision

Strategy

Capabilities

Execution



Appendix

Presenter Bios



Jason Gorevic
Chief Executive Officer

Jason Gorevic is chief executive officer and a member of Teladoc Health's board of directors. Since taking the reins in 2009, he has led Teladoc Health to its position today as the world leader in virtual care, achieving significant growth in revenue, membership, and telehealth utilization. Under his leadership the company has established a proven track record of successfully shaping the market and driving healthcare transformation by executing on the strategic vision, delivering award-winning innovation, and effectively integrating each corporate acquisition.

Nationally recognized as a thought leader and trailblazer in the virtual delivery of healthcare, Mr. Gorevic is fueled by a passion for improving healthcare outcomes and providing universal access to care. His extensive career in healthcare began at Oxford Health, and he has also held executive leadership roles at WellPoint, Inc. (now Anthem, Inc.) and Empire BlueCross BlueShield.

He holds a Bachelor of Arts in International Relations from the University of Pennsylvania.



Kelly BlissPresident,
U.S. Group Health

Kelly Bliss is president of U.S. Group Health. She oversees sales, client management, and client and commercial operations for the business.

Ms. Bliss has strong expertise in creating cohesive client-focused organizations. Most recently, she held the position of chief client officer at Teladoc Health. Under her leadership, client services achieved record growth and retention through a focus on delivering value and a best-inclass experience to our clients. Ms. Bliss also built and managed high-functioning, global teams at companies such as Best Doctors and InterSystems. At Best Doctors, she served as chief of staff, leading the organization's key strategic growth initiatives until the eventual acquisition by Teladoc Health in 2017.

Ms. Bliss was recognized as one of the Top 25 Women Leaders in Healthcare Software of 2020 by The Healthcare Technology Report and serves as executive sponsor for the Teladoc Health Women's Network. She holds a bachelor's degree in industrial psychology from Nichols College.



Dan TrencherSenior Vice President of
Corporate Development

Dan Trencher leads corporate strategy for Teladoc Health and is responsible for developing the organization's long-term strategic vision. Under his direction, his team ensures the alignment of short-and long-range plans, strategic investment roadmaps and channel-level strategies and objectives. Previously, Mr. Trencher led product and strategy for Teladoc Health, ensuring the delivery of innovative commercial products and market-leading experiences.

Mr. Trencher brings a breadth of experience in the healthcare industry, including hands-on product and operational expertise from a wide array of healthcare customer segments. Prior to Teladoc Health, Mr. Trencher held leadership roles at WellPoint (now Anthem, Inc.) and WellChoice, Inc., developing and managing growth initiatives across the healthcare value chain, ranging from providers to disease management and wellness programs to health information technology.

Mr. Trencher holds a bachelor's degree in economics from the University of Pennsylvania and a Master of Business Administration degree from the University of Chicago.

Presenter Bios



Donna BoyerChief Product Officer

Donna Boyer leads product management and design for Teladoc Health, responsible for the delivery of market-leading healthcare technology and best-in-class consumer experiences.

Ms. Boyer's transition to healthcare comes after 25 years of experience leading product innovation in highgrowth companies in emerging industries. Prior to Teladoc Health, Ms. Boyer led Product at Stitch Fix, where she oversaw the company's first Product organization, rapidly accelerating customer engagement and introducing new revenue streams. Prior to that she was responsible for the hosting platform at Airbnb and led personalization platforms globally at Yahoo.

Ms. Boyer holds a B.A. in Economics from Swarthmore College. She is passionate about increasing diversity in technology organizations and serves on the Board of Directors of Girls in Tech and Enterprise for Youth.



Claus Jensen Chief Innovation Officer

Claus Jensen leads technology and innovation at Teladoc Health. Under his direction, the research and development team applies product innovation, data science, technological expertise and clinical excellence to transform how people access and experience healthcare around the world.

Dr. Jensen brings 20 years of experience leading digital transformation at enterprise healthcare and technology organizations. Prior to Teladoc Health, Dr. Jensen served as chief digital and technology officer at the Memorial Sloan Kettering (MSK) cancer center, where he oversaw the integration of data and technology resources that enabled MSK to meet critical care and research objectives. Previously, he was chief technology officer of CVS Health-Aetna, and also held leadership roles at Danske Bank and IBM.

Dr. Jensen holds a bachelor's degree in mathematics and a PhD in computer science from Aarhus University, Denmark. He has authored numerous publications and holds 14 patents covering integration, APIs and transformation.



Alon MatasPresident, BetterHelp

Alon Matas is the president of BetterHelp, the direct-toconsumer mental health service by Teladoc Health. He is responsible for strategic direction, business growth, service operations, partnerships and product development.

Mr. Matas brings 20 years of experience in starting and scaling consumer ventures that touch the lives of millions of people around the globe. He founded BetterHelp after realizing how connecting with a professional therapist can be difficult, expensive and inaccessible. Under his direction, BetterHelp has grown to become the world's largest online counseling platform.

Mr. Matas joined Teladoc Health with the BetterHelp acquisition in 2015. Prior to founding BetterHelp, he founded MemoryOf and Billy.com. Before embarking on his entrepreneurial career, Mr. Matas was leading product development and strategy for startups, enterprises and the Israeli Defense Forces. He is also an advocate for the integration of people with special needs in technology companies.

Presenter Bios



Stephany Verstraete
Chief Marketing & Engagement
Officer

Stephany Verstraete leads Teladoc Health's global marketing and communications efforts, driving the growth of member adoption and utilization through best-in-class channel engagement strategies and consumer relationship management. She is also responsible for the market positioning of Teladoc Health's brand and growing the product portfolio.

Ms. Verstraete's career has been dedicated to driving consumer behavior change in new and emerging industries, with a proven track record of building digital brands and growing high-performing global teams. She has held marketing leadership roles at high-profile brands including Match.com, Expedia, Kraft, and Frito-Lay. Her transition to the healthcare industry came when she served as chief marketing officer at Truveris.

Ms. Verstraete holds an International Master of Business Administration from York University and an Honors Bachelor of Economics from Queen's University in Canada.



Mala Murthy
Chief Financial Officer

Mala Murthy leads Teladoc Health's global finance organization, including accounting, financial planning & analysis (FP&A) and investor relations. With a focus on assuring shareholder value, Ms. Murthy is a seasoned leader with a proven track record of driving balanced top-and-bottom-line growth.

She brings a passion for developing & implementing strategies that drive both short-term and long-term value, acquired from extensive financial management experience in diverse industries. Ms. Murthy has successfully supported substantial acquisitions and overseen the development of capital structure and liquidity strategies.

Prior to joining Teladoc Health she held several senior executive positions at American Express, most recently as chief financial officer of the Global Commercial Services segment. There she led strategic investment decisions and P+L stewardship for the segment. She also previously served in various leadership positions with Pepsico, leading high growth business units.

Ms. Murthy holds a bachelor's degree in computer science and engineering from Jadavpur University in India, an MBA from the India Institute of Management, and a master's degree in public and private management from Yale School of Management.

Reconciliation of EBITDA and Adjusted EBITDA to Net Loss

		Year Ended December 31					
	2018		2019		2020		
Net loss	\$ (97,084)	\$	(98,864)	\$	(485,136)		
Add:							
Loss on extinguishment of debt	0		0		9,077		
Interest expense, net	26,112		29,013		60,495		
Income tax benefit	118		(10,591)		(90,857)		
Depreciation and amortization expense	35,602		38,952		69,495		
EBITDA	(35,252)		(41,490)		(436,926)		
Stock-based compensation	43,769		66,702		475,531		
Gain on sale	(5,500)		0		0		
Acquisition, integration and transformation costs	10,391		6,620		88,236		
AEBITDA	\$ 13,408	\$	31,832	\$	126,841		



Non-GAAP Financial Measures

- EBITDA consists of net loss before interest; foreign exchange gain or loss; income taxes; depreciation and amortization; and loss on extinguishment of debt. Adjusted EBITDA ("AEBITDA") consists of net loss before interest; foreign exchange gain or loss; income taxes; depreciation and amortization; loss on extinguishment of debt; stock-based compensation; gain on sale; and acquisition, integration and transformation costs. We believe that making such adjustments provides investors meaningful information to understand our results of operations and the ability to analyze financial and business trends on a period-to-period basis.
- We believe the above financial measures are commonly used by investors to evaluate our performance and that of our competitors. However, our use of the terms EBITDA and adjusted
 EBITDA may vary from that of others in our industry. Neither EBITDA nor adjusted EBITDA should be considered as an alternative to net loss before taxes, net loss, net loss per share or any
 other performance measures derived in accordance with GAAP.
- EBITDA and adjusted EBITDA have important limitations as analytical tools and you should not consider them in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:
 - EBITDA and adjusted EBITDA do not reflect the significant interest expense on our debt;
 - EBITDA and adjusted EBITDA eliminate the impact of income taxes on our results of operations;
 - EBITDA and adjusted EBITDA do not reflect the loss on extinguishment of debt;
 - Adjusted EBITDA does not reflect gain on sale;
 - Adjusted EBITDA does not reflect the significant acquisition, integration and transformation costs. Acquisition, integration and transformation costs include investment banking, financing, legal, accounting, consultancy, integration, fair value changes related to contingent consideration and certain other transaction costs related to mergers and acquisitions. It also includes costs related to certain business transformation initiatives focused on integrating and optimizing various operations and systems, including upgrading our customer relationship management (CRM) and enterprise resource planning (ERP) systems. These transformation cost adjustments made to our results do not represent normal, operating expenses necessary to operate the business but rather, incremental costs incurred in connection with our acquisition and integration activities;
 - Adjusted EBITDA does not reflect the significant non-cash stock compensation expense which should be viewed as a component of recurring operating costs; and
 - other companies in our industry may calculate EBITDA and adjusted EBITDA differently than we do, limiting the usefulness of these measures as comparative measures.
- In addition, although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and adjusted gross profit, adjusted gross margin, EBITDA and adjusted EBITDA do not reflect any expenditures for such replacements.
- We compensate for these limitations by using EBITDA and adjusted EBITDA along with other comparative tools, together with GAAP measurements, to assist in the evaluation of operating performance. Such GAAP measurements include net loss, net loss per share and other performance measures.
- In evaluating these financial measures, you should be aware that in the future we may incur expenses similar to those eliminated in this presentation. Our presentation of EBITDA and adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or nonrecurring items.

