

**cpsi**

November 25, 2015



## Safe Harbor Statement

*All statements in this presentation that do not directly and exclusively relate to historical facts constitute forward-looking statements. Statements relating to the expected benefits of the proposed transaction and CPSI's post-transaction plans, objectives, expectations and intentions are examples of such forward-looking statements. These forward-looking statements are based on the current beliefs, expectations and assumptions of CPSI's management with respect to future events and are subject to a number of significant risks and uncertainties. It is important to note that CPSI's performance, and actual results, financial condition or business could differ materially from those expressed in such forward-looking statements. In many instances, the words "projected", "guidance", "expects", "estimate", "will" or the negative of these words, variations thereof or similar expressions are intended to identify such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to: risks related to CPSI's ability to complete the acquisition on the proposed terms and schedule (including risks relating to regulatory approvals for the transaction); whether CPSI or Healthland will be able to satisfy their respective closing conditions related to the acquisition; whether CPSI will obtain financing for the transaction on the expected timeline and terms; risks associated with business combination transactions, such as the risk that the businesses will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the acquisition will not occur, unexpected costs, liabilities, charges or expenses resulting from the merger; risks related to future opportunities and plans for the combined company, including uncertainty of the expected financial performance and results of the combined company following completion of the proposed acquisition; disruption from the proposed acquisition, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the impact of the issuance of CPSI's common stock as consideration for the proposed transaction on CPSI's current holders of common stock, including dilution of their ownership and voting interests; CPSI's significantly increased level of indebtedness as a result of the proposed transaction, which could limit CPSI's operating flexibility and opportunities; the inability to retain key personnel; and the possibility that if the combined company does not achieve the perceived benefits of the proposed acquisition as rapidly or to the extent anticipated by financial analysts or investors, the market price of CPSI's shares could decline. Additional discussion of other risks, uncertainties and factors affecting CPSI's business is contained in CPSI's filings with the Securities and Exchange Commission. The reader should not place undue reliance on forward-looking statements, since the statements speak only as of the date that they are made. CPSI undertakes no obligation to update forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in future operating results, financial condition or business over time.*



- CPSI is acquiring Healthland for approximately \$250 million in a cash and stock transaction
- Acquisition of Healthland strengthens CPSI's position in the community hospital market
- Acquisition financed with existing cash on hand, equity and \$150 million in new debt
- Combined estimated 2015 revenue of approximately \$300 million
- Projected to be >35% accretive to non-GAAP EPS<sup>(1)</sup> in 2016 and >50% accretive in 2017, excluding potential revenue synergies
- Plan to maintain dividend policy

(1) Before share-based compensation, one-time transaction costs, acquisition-related amortization and deferred revenue adjustments. Includes tax benefit from NOLs.

- Provider of healthcare information solutions for community hospitals and post-acute providers. Operates through 3 business segments:
  - Healthland: provides EHR and financial clinical information management solutions to over 350 hospital customers
  - American HealthTech (AHT): provides clinical and financial solutions to over 3,300 skilled nursing facilities (SNFs)
  - Rycan: offers SaaS-based revenue cycle management workflow and automation software to over 290 hospital customers
- Headquartered in Minneapolis, MN
- Approximately 490 employees

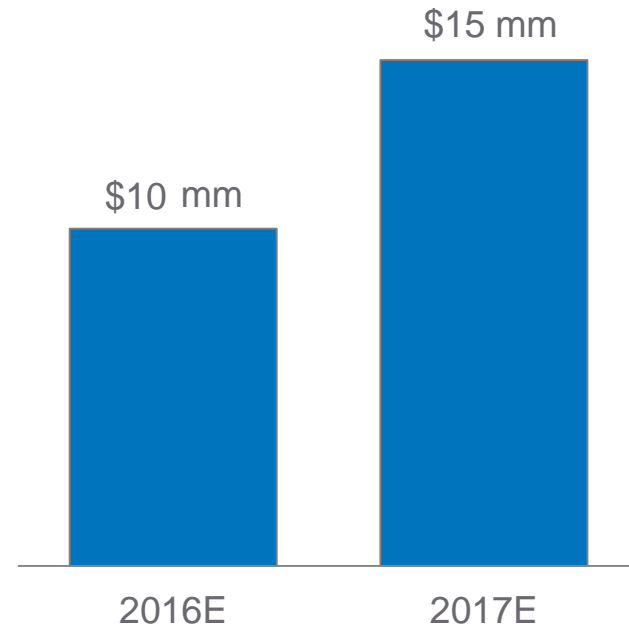
- Combination of two long-standing healthcare IT companies with a shared focus, understanding, and mission
- The combined work force will create a deeper knowledge and experience base for greater innovation in meeting customer needs
- Strengthens CPSI's position in the sector with over 1,200 combined acute care facilities and 3,300 post-acute care facilities
- The combined company will have the scale, resources, and broad product portfolio to deliver leading solutions to the market

- The complementary and broader set of product offerings allows for cross-selling opportunities into existing customer bases
  - TruBridge services to Healthland customers
  - Analytics and interoperability solutions to Healthland customers
  - AHT post-acute solutions to Evident customers
- TruBridge services combined with Rycan solutions will create a stronger revenue cycle management solution available to all customers

- Combination will create a common set of offerings to connect communities, patients, and providers
- The combined company provides a single vendor for solutions across the continuum of care addressing needs in the ambulatory, inpatient, and post-acute care settings
  - Combined products will offer data analytics, patient engagement, and interoperability solutions
- Joint development of strategic investments will address MU3, population health, care coordination, analytics, quality reporting, interoperability, and new models of reimbursement

- Management has identified significant cost synergies
  - Consolidation of organizational efficiencies
  - Reduction of development redundancies
- Experienced and dedicated management team focused on realizing synergies

*Projected annual cost savings of greater than \$10 million in 2016 and greater than \$15 million in 2017*







Thrive



Healthland

Classic

Centriq

CPSI will continue to support and invest in the Healthland  
Centriq EHR product for a minimum of seven years

# cpsi

Acute Care EHR

**Evident**

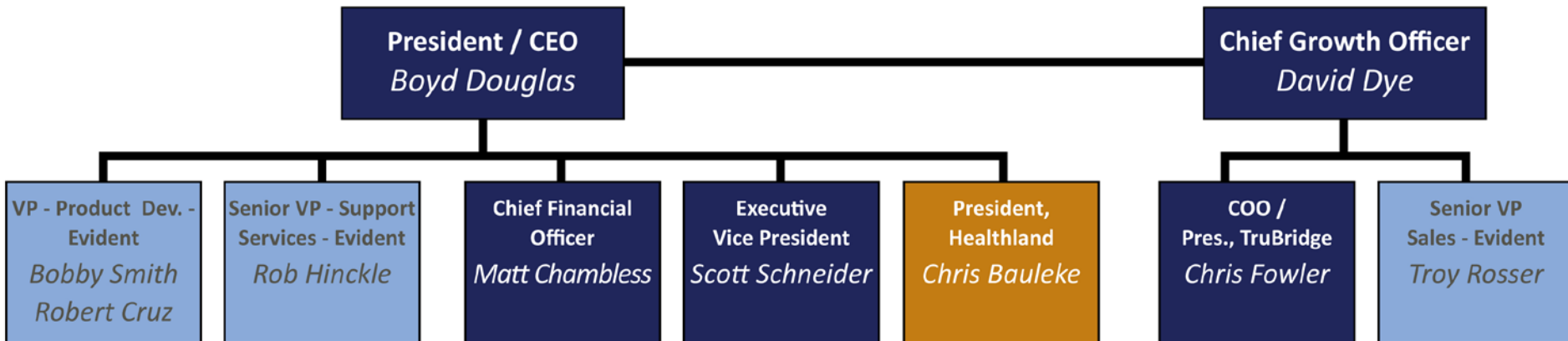


Post-Acute Care EHR

American  
HealthTech®

Business / IT Services





## Key Transaction Terms

### Transaction consideration

- \$250 million to acquire Healthland from Francisco Partners and other shareholders
- Mix of cash and newly issued CPSI stock

### Sources of financing<sup>(1)</sup>

- \$150 million in new debt (\$25 million revolver + \$125 million term loan)
- \$88 million equity consideration
- \$12 million of CPSI cash on hand

### Ownership

- Francisco Partners and other shareholders to own approximately 16% of pro forma CPSI
- 180 day lock-up expiring in July 2016

### Closing and approvals

- Targeted to close in Q4 2015
- Subject to regulatory approval and other customary closing conditions

- Projected to be >35% accretive to non-GAAP EPS<sup>(1)</sup> in 2016 and >50% accretive in 2017, excluding potential revenue synergies
- Expected to be slightly dilutive to 2016 GAAP EPS and significantly accretive to GAAP EPS in 2017
- Annual pre-tax synergies from cost savings expected to be greater than \$15 million by 2017
- Includes approximately \$60 million in Federal NOLs, valued at approximately \$20 million<sup>(2)</sup>
- Healthland 2015 projected revenues and adjusted EBITDA of \$114 million and \$9 million
- Healthland 2016 projected revenues of over \$120 million and adjusted EBITDA exceeding \$30 million, including cost synergies

(1) Before share-based compensation, one-time transaction costs, acquisition-related amortization and deferred revenue adjustments. Includes tax benefit from NOLs.

(2) Subject to change upon Healthland's 2015 Federal Tax Filing for stub period.

## Capital Structure Optimized to Maximize Flexibility and Value Creation

### Debt facilities

- \$150 million of new debt at closing
- \$50 million revolving credit facility with \$25 million drawn
- Facility allows CPSI to continue paying dividends
- Management committed to conservative credit profile and deleveraging over time
- Fully committed financing package provided by Regions Bank

### Pro forma capitalization

	Gross Debt	Cash	Net Debt
Pro forma	\$150 mm	\$20 mm	\$130 mm
12/31/15E EBITDA multiple <sup>(1)</sup>	2.5x	0.3x	2.2x

### Capital allocation

- Combined company plans to maintain dividend policy
- Rapid deleveraging will enhance future flexibility



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