Syneos Health

Q1 2019 Financial Results

May 9, 2019

Forward-Looking Statements and Non-GAAP Financial Measures

Forward-Looking Statements

Except for historical information, all of the statements, expectations, and assumptions contained in this presentation are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995, including anticipated financial results for the full year 2019, the anticipated use of funds from our Term Loan A facility, other plans for capital deployment, and potential acquisitions. Actual results might differ materially from those explicit or implicit in the forward-looking statements. Important factors that could cause actual results to differ materially include, but are not limited to: reliance on key personnel; principal investigators and patients; general and international economic, political, and other risks, including currency and stock market fluctuations and the uncertain economic environment; the Company's ability to adequately price its contracts and not overrun cost estimates; any adverse effects from the Company's customer or therapeutic area concentration; the Company's ability to maintain or generate new business awards; the Company's ability to increase its market share, grow its business, and execute its growth strategies; the Company's backlog not being indicative of future revenues and its ability to realize the anticipated future revenue reflected in its backlog; risks related to the Company's information systems and cybersecurity; changes and costs of compliance with regulations related to data privacy; risk related to the United Kingdom's withdrawal from the European Union; risks related to the Company's transfer pricing policies; failure to perform services in accordance with contractual requirements, regulatory requirements and ethical considerations; risks relating to litigation and government investigations; risks associated with the Company's early phase clinical facilities; insurance risk; risks of liability resulting from harm to patients; success of investments in the Company's customers' business or drugs; foreign currency exchange rate fluctuations; risks associated with the integration of the Company's businesses with the business of inVentiv Health and its operation of the combined business following the closing of the Merger; risks related to the Company's income tax expense and tax reform; risks relating to the Company's intellectual property; risks associated with the Company's acquisition strategy; failure to realize the full value of goodwill and intangible assets; restructuring risk; potential violations of anti-corruption and anti-bribery laws; risks related to the Company's dependence on third parties; downgrades of the Company's credit ratings; competition in the biopharmaceutical services industry; changes in outsourcing trends; regulatory risks; trends in the Company's customers' businesses; the Company's ability to keep pace with rapid technological change; risks related to the Company's indebtedness; fluctuations in the Company's financial results and stock price; and other risk factors set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and other SEC filings, copies of which are available free of charge on the Company's website at investor.syneoshealth.com. The Company assumes no obligation and does not intend to update these forward-looking statements, except as required by law.

Non-GAAP Financial Measures

In addition to the financial measures prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"), this presentation contains certain non-GAAP financial measures, including adjusted revenue, segment adjusted revenue, adjusted net income (including adjusted diluted earnings per share), EBITDA, adjusted EBITDA, adjusted EBITDA margin, segment adjusted EBITDA and unallocated corporate and other EBITDA, and non-GAAP effective tax rate. We also include in this presentation non-GAAP financial measures to illustrate our cash flow and leverage profile, including net debt, net leverage, pro forma net leverage, and free cash flow. We also present adjusted revenue growth in constant currency. Constant currency revenue growth is defined as revenues for a given period restated at the comparative period's foreign currency exchange rates measured against the comparative period's reported revenues. A "non-GAAP financial measure" is generally defined as a numerical measure of a company's financial performance that excludes or includes amounts from the most directly comparable measure calculated and presented in accordance with GAAP in the statements of operations, balance sheets, or statements of cash flows of the Company.

The Company defines adjusted revenue and segment adjusted revenue as GAAP revenue and segment revenue, respectively, adjusted to include revenue eliminated as a result of purchase accounting.

The Company defines adjusted net income (including adjusted diluted earnings per share) as net income (including diluted earnings per share) excluding acquisition-related deferred revenue adjustments; acquisition-related amortization; restructuring and other costs; transaction and integration-related expenses; share-based compensation expense; loss on extinguishment of debt; and other expense (income), net. After giving effect to these items, the Company has also included an adjustment to its income tax rate to reflect the expected long-term income tax rate and estimated impact of the enactment of the Tax Act.

EBITDA represents earnings before interest, taxes, depreciation and amortization. The Company defines adjusted EBITDA, both at the company and segment level, as EBITDA, further adjusted to exclude expenses and transactions that the Company believes are not representative of its core operations, namely: acquisition-related deferred revenue adjustments; restructuring and other costs; transaction and integration-related expenses; asset impairment charges; share-based compensation expense; other expense, net; and loss on extinguishment of debt. The Company presents EBITDA and adjusted EBITDA because it believes they are useful metrics for investors as they are commonly used by investors, analysts and debt holders to measure the Company's ability to fund capital expenditures and meet working capital requirements.

Each of the non-GAAP measures noted above are used by management and the Board to evaluate the Company's core operating results because they exclude certain items whose fluctuations from period-to-period do not necessarily correspond to changes in the core operations of the business. Adjusted net income (including adjusted diluted earnings per share) and adjusted EBITDA are used by management and the Board to assess the performance of the Company's business.

Non-GAAP measures have limitations in that they do not reflect all of the amounts associated with the Company's results of operations as determined in accordance with GAAP. Also, other companies might calculate these measures differently. Investors are encouraged to review the reconciliations of the non-GAAP financial measures to their most directly comparable GAAP measures included on slide 6 and in the Appendix of this presentation.

Q1 2019 GAAP Financial Results

$M (except per share data)	Three months ended March 31, 2018	2019	% Change
Revenue	$ 1,057.2	$ 1,119.0	5.8%
Gross profit	216.4	232.2	7.3%
Gross profit margin	*20.5%*	*20.8%*	*+30 bps*
Selling, general and administrative	99.3	113.1	14.0%
SG&A as a % of revenue	*9.4%*	*10.1%*	*+70 bps*
Income (loss) from operations	10.2	26.8	163.5%
Operating margin	*1.0%*	*2.4%*	*+140 bps*
Net loss	(24.6)	(30.0)	
Loss per share	$(0.24)	$(0.29)	

Note: Due to rounding of specific line items, line item figures might not sum to subtotals.

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Q1 2019 Non-GAAP Financial Results

$M (except per share data)	Three months ended March 31, 2018	2019	% Change
Adjusted revenue	$ 1,061.0	$ 1,120.6	5.6%
Adjusted EBITDA	128.7	134.9	4.8%
Adjusted EBITDA margin [1]	*12.1%*	*12.0%*	*-10 bps*
Adjusted diluted EPS	$ 0.55	$ 0.59	7.3%

Highlights:

- **Building momentum:** $5.5B of total net awards and 1.24x TTM book-to-bill
    - $4.2B of Clinical net awards and 1.29x TTM book-to-bill
    - $1.3B of Commercial net awards and 1.08x TTM book-to-bill
- Commercial Solutions **revenue growth** of 16.0% year-over-year in Q1 2019
- Closed the refinancing transaction, made Term Loan repayments of $37.5M, and repurchased $26.6M of shares
- Continued progress on integration, **realizing Q1 2019 synergies of $26.0M**

1. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by Adjusted revenue.

For a reconciliation of the presented financial measures, please reference slides 12 – 16 in the Appendix of this presentation.

Q1 2019 Segment Results

$M

Clinical Solutions

Key Operating Metrics:	As of March 31, 2018	2019	% Change
TTM net new business awards		$ 4,193.5	n/a
TTM book-to-bill ratio		1.29x	n/a
Ending backlog	6,728.9	7,612.9	13.1%

Financial Results:	Three months ended March 31, 2018	2019	% Change
Adjusted revenue	$ 790.2	$ 806.6	2.1%
Adjusted EBITDA	108.9	111.1	2.0%
Adjusted EBITDA margin[1]	*13.8%*	*13.8%*	+0 bps

Commercial Solutions

Key Operating Metrics:	As of March 31, 2018	2019	% Change
TTM net new business awards		$ 1,324.6	n/a
TTM book-to-bill ratio		1.08x	n/a
Selling Solutions ending backlog	604.6	690.2	14.2%

Financial Results:	Three months ended March 31, 2018	2019	% Change
Adjusted revenue	$ 270.8	$ 314.0	16.0%
Adjusted EBITDA	29.5	35.1	18.9%
Adjusted EBITDA margin[1]	*10.9%*	*11.2%*	+30 bps

Q1 2019 Key Performance Drivers

Adjusted revenue growth driven by:
- Solid TTM net awards

… partially offset by FX headwind[2]

Adjusted EBITDA margin strengthened by:
- Solid TTM net awards
- Synergies

… offset by higher seasonal expenses and unfavorable revenue mix

Adjusted revenue growth driven by:
- Solid TTM net awards
- Favorable revenue mix
- Kinapse acquisition

… partially offset by FX headwind[2]

Adjusted EBITDA margin strengthened by:
- Favorable revenue mix
- Solid TTM net awards

… partially offset by higher seasonal expenses

1. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by adjusted revenue.
2. Excluding a $14.1M foreign currency headwind, Clinical Solutions adjusted revenue growth for Q1 2019 was 3.8% at constant currency compared to Q1 2018. Excluding a $2.1M foreign currency headwind, Commercial Solutions adjusted revenue growth for Q1 2019 was 16.8% at constant currency compared to Q1 2018.

Note: Due to rounding of specific line items, line item figures might not sum to subtotals. This segment data excludes unallocated Corporate and Other Adjusted EBITDA. For a reconciliation of the presented segment financial measures, please reference slide 15 in the Appendix of this presentation.

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Cash Flow and Leverage Profile

$M	December 31, 2018	March 31, 2019
Total Debt[1]	$ 2,809.0	$ 2,805.2
Cash and Cash Equivalents	153.9	105.9
Net Debt[2]	$ 2,655.1	$ 2,699.4
TTM Adjusted EBITDA	597.2	603.5
Net Leverage[3]	4.4 x	4.5 x
Pro Forma Net Leverage[4]	4.2 x	4.3 x
Net DSO	38.9	41.0

$M	Q1 2018	Q1 2019
Cash Flow used in Operations	$ (47.0)	$ (13.3)
Less: Capital Expenditures	21.3	11.4
Free Cash Flow[5]	$ (68.3)	$ (24.8)

Note: Due to rounding of specific line items, line item figures might not sum to subtotals.

1. Total debt represents the reported long-term debt of $2,785.7M and finance leases of $39.0M less unamortized deferred issuance costs and Senior Notes premium of $19.4M as of March 31, 2019. For additional details on the Company's long-term debt obligations, please refer to Footnote 4 to the Financial Statements in our Quarterly Report on Form 10-Q for the quarter year ended March 31, 2019.
2. Net debt is defined as Total Debt less Cash and Cash Equivalents.
3. Net leverage is Net Debt divided by trailing twelve-month Adjusted EBITDA.
4. Pro Forma Net Leverage is Net Debt divided by trailing twelve-month Adjusted EBITDA further adjusted for expected Merger synergies of $125M net of run-rate synergies of $102M as of March 31, 2019.
5. Free cash flow is cash flow from operations less capital expenditures.

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Capital Management Update

Balanced Approach to Capital Deployment

	Goals	Actions	Impact
Cost of Debt	Reduce cost of debt	Expanded our Term Loan A facility by $587.5M • $187.5M used to reduce our outstanding Term Loan B by $178.6M and fund transaction fees and expenses of $8.9M • $400M expected to be used on a delayed draw basis to redeem our Senior Notes in Q4 2019 Expanded existing revolver to $600M to provide additional liquidity Increased the outstanding borrowing under the AR Securitization facility by $26.5M, as borrowing base increased.	Reduced 2019 interest expense by $4.2M and by approximately $15M annually thereafter Lowers overall cost of borrowing.
Deleveraging	Lower overall leverage; targeting 3.5x to 3.9x net leverage by EOY 2019[1]	Term Loan debt repayments of $37.5M in Q1 2019 Total repayments of $259.9M since Merger closing, net of initial $183.6M draw on the AR Securitization facility	Annualized interest savings of approximately $13.4M from Term Loan repayment actions taken from the closing of the Merger through March 31, 2019
M&A	Review potential tuck-in acquisitions to enhance our ability to execute on our long term strategy and drive shareholder value	Closed Kinapse acquisition in Q3 2018.	Continue to evaluate additional opportunities
Share Repurchase	Opportunistic share repurchases under $250M authorization	$26.6M of repurchases during Q1 2019	$148.4M of authorization remaining to be utilized through December 31, 2019

1. Net leverage target is Net Debt estimated as of December 31, 2019, divided by the FY 2019 Adjusted EBITDA range provided in our guidance on slide 8.

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Reaffirmed Full-Year 2019 Outlook

$M (except margin, growth rate, and per share data)	Guidance Issued March 18, 2019		Reaffirmed Guidance Issued May 9, 2019	
	Guidance Range	Growth Rate	Guidance Range	Growth Rate
Adjusted revenue[1,2]	**$ 4,620 - $ 4,730**	**4.9%- 7.4%**	**$ 4,620 - 4,730**	**4.9%- 7.4%**
Clinical Solutions adjusted revenue	*$ 3,345 - $ 3,410*	*3.8% - 5.8%*	*$ 3,345 - 3,410*	*3.8% - 5.8%*
Commercial Solutions revenue	*$ 1,275 - $ 1,320*	*8.1% - 11.9%*	*$ 1,275 - 1,320*	*8.1% - 11.9%*
Adjusted EBITDA	**$ 625 - $ 660**	**4.7%- 10.5%**	**$ 625 - 660**	**4.7%- 10.5%**
Adjusted EBITDA Margin	*13.5% - 14.0%*		*13.5% - 14.0%*	
Adjusted Diluted EPS[3]	**$ 3.03 - $ 3.23**	**5.6%- 12.5%**	**$ 3.03 - 3.23**	**5.6%- 12.5%**

Note: Financial guidance takes into account a number of factors, including the Company's sales pipeline, existing backlog and expectations of net awards, trends in cancellations and delays, current foreign currency exchange rates, expected interest rates, and expected tax rate. Guidance includes share repurchases through March 31, 2019, but excludes the impact of any subsequent share repurchases.

For a reconciliation of the presented non-GAAP financial measures to their most directly comparable GAAP measures, please refer to slides 17 - 18 in the Appendix of this presentation.

1. Guidance for adjusted revenue includes an estimated foreign exchange headwind of approximately $34M for FY 2019, an increase of $7M since our guidance issued on March 18, 2019.
2. Clinical Solutions adjusted revenue is adjusted because it includes an add-back of deferred revenue eliminated in purchase accounting of approximately $6.5M for FY 2019. No deferred revenue adjustment is anticipated for Commercial Solutions in FY 2019, but the Commercial Solutions FY 2019 growth rate includes the $0.8M of deferred revenue adjustment included in FY 2018.
3. Guidance for Adjusted Diluted EPS incorporates interest expense based upon an assumed one-month LIBOR of 2.40% at the end of 2019.

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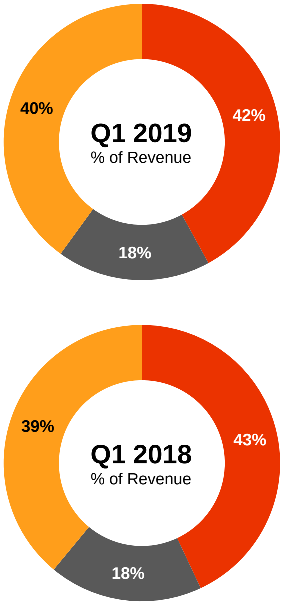
Appendix

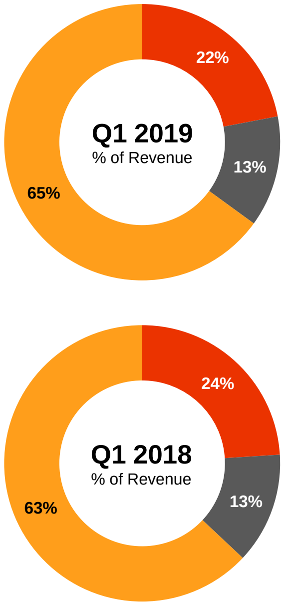
Diversified Customer Base and Service Offerings

Customer Profile



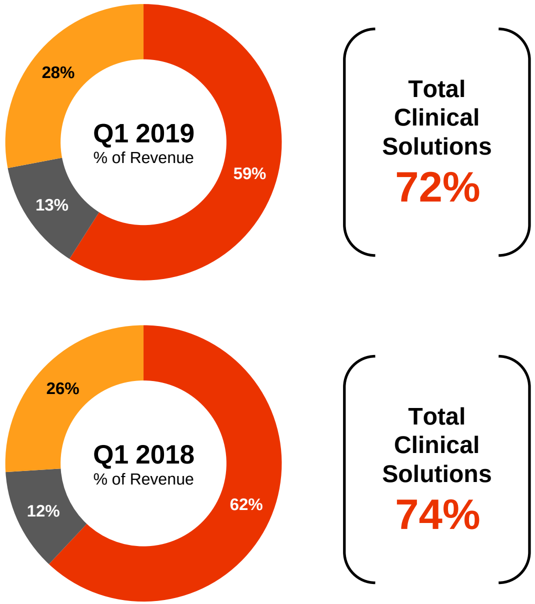
Top 20[1] 21-50[1] SMID

Customer Concentration



Top 5[2] 6 - 10[2] Remainder

Service Mix



Full-Service FSP Commercial Solutions

Clinical Solutions

1. Top 20 and 21-50 Large Pharma defined by prior year R&D spend from *EvaluatePharma.* To assist with the year-over-year comparison, Q1 2018 has been recast using the updated rankings.
2. Top 5 and 6 – 10 Syneos Health customers as defined by percentage of revenue.

Book-to-Bill and Backlog Burn Rate

Clinical Solutions

$M		Q1 19
TTM Clinical Solutions net new business awards[1]	$	4,193.5
TTM Clinical Solutions adjusted revenue[2]		3,240.2
TTM Clinical Solutions book-to-bill ratio[3]		**1.29 x**

$M		Q2 18		Q3 18		Q4 18		Q1 19
Clinical Solutions adjusted revenue	$	787.3	$	822.1	$	824.2	$	806.6
Clinical Solutions beginning backlog		6,728.9		7,183.8		7,263.5		7,502.3
Clinical Solutions backlog burn rate[4]		**11.7%**		**11.4%**		**11.3%**		**10.8%**

Commercial Solutions

$M		Q1 19
TTM Commercial Solutions net new business awards[1]	$	1,324.6
TTM Commercial Solutions adjusted revenue[2]		1,223.0
TTM Commercial Solutions book-to-bill ratio[3]		**1.08 x**

Note: Beginning January 1, 2019, we began reporting information related to new business awards on a trailing-twelve-month basis under current accounting standard ASC 606 and are not presenting periods prior to Q1 19.

1. We recognize new business awards when we enter into a contract or when we receive a written commitment from the customer selecting us as a service provider. For additional information on new business awards, including our new business award recognition policy, please refer to Item 2 in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2019.
2. For a reconciliation of GAAP revenue by segment to Non-GAAP adjusted revenue by quarter starting on January 1, 2018, please reference slide 12 in the Appendix of this presentation.
3. TTM book-to-bill represents TTM net new business awards divided by TTM adjusted revenue.
4. Backlog burn is calculated as the quarterly segment adjusted revenue divided by the respective quarter's beginning backlog.

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Reconciliation of GAAP Revenue by Segment to Adjusted Revenue by Segment

$M	Q1 18	Q2 18	Q3 18	Q4 18	Q1 19	TTM
Clinical Solutions revenue, as reported	$ 786.8	$ 783.9	$ 819.2	$ 821.2	$ 805.0	$ 3,229.3
Clinical Solutions deferred revenue adjustment (a)	3.4	3.4	2.9	2.9	1.6	10.9
Clinical Solutions adjusted revenue	**$ 790.2**	**$ 787.3**	**$ 822.1**	**$ 824.2**	**$ 806.6**	**$ 3,240.2**
Commercial Solutions revenue, as reported	$ 270.4	$ 288.6	$ 295.7	$ 324.2	$ 314.0	$ 1,222.6
Commercial Solutions deferred revenue adjustment (a)	0.4	0.4	-	-	-	0.4
Commercial Solutions adjusted revenue	**$ 270.8**	**$ 289.0**	**$ 295.7**	**$ 324.2**	**$ 314.0**	**$ 1,223.0**
Revenue, as reported	$ 1,057.2	$ 1,072.5	$ 1,114.9	$ 1,145.5	$ 1,119.0	$ 4,451.9
Deferred revenue adjustment (a)	3.8	3.8	2.9	2.9	1.6	11.3
Adjusted revenue	**$ 1,061.0**	**$ 1,076.3**	**$ 1,117.9**	**$ 1,148.4**	**$ 1,120.6**	**$ 4,463.2**

Note: Due to rounding of specific line items, line item figures might not sum to subtotals.
For a description of all GAAP to Non-GAAP adjustments, please reference slide 16 in the Appendix of this presentation.

Reconciliation of GAAP Net Loss to Adjusted Net Income and Adjusted Diluted Earnings Per Share

$M (except per share data)	Three months ended March 31, 2018	2019
Net loss, as reported	$ (24.6)	$ (30.0)
Acquisition-related deferred revenue adjustment (a)	3.8	1.6
Amortization (b)	50.0	41.6
Restructuring and other costs (c)	13.7	14.4
Transaction and integration-related expenses (d)	25.2	16.7
Share-based compensation (e)	7.8	14.3
Other expense, net (f)	12.6	8.9
Loss on extinguishment of debt (g)	0.2	4.4
Income tax adjustment to normalized rate (h)	(30.9)	(9.7)
Adjusted net income	**$ 57.8**	**$ 62.1**
Diluted weighted average common shares outstanding	105.3	104.8
Adjusted diluted earnings per share	**$ 0.55**	**$ 0.59**

Note: Due to rounding of specific line items, line item figures might not sum to subtotals.
For a description of all GAAP to Non-GAAP adjustments, please reference slide 16 in the Appendix of this presentation.

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Reconciliation of GAAP Net Loss (Income) to Adjusted EBITDA

	Three months ended March 31,		Twelve months ended	
$M	**2018**	**2019**	**December 31, 2018**	**March 31, 2019**
Net (loss) income, as reported	$ (24.6)	$ (30.0)	$ 24.3	$ 18.8
Interest expense, net	30.9	33.1	127.0	129.2
Income tax expense (benefit)	(9.0)	10.4	33.0	52.4
Depreciation	18.0	19.6	72.2	73.7
Amortization (b)	50.0	41.6	201.5	193.2
EBITDA	65.4	74.7	458.0	467.3
Acquisition-related deferred revenue adjustment (a)	3.8	1.6	13.5	11.3
Restructuring and other costs (c)	13.7	14.4	50.8	51.5
Transaction and integration-related expenses (d)	25.2	16.7	64.8	56.3
Share-based compensation (e)	7.8	14.3	34.2	40.7
Other expense (income), net (f)	12.6	8.9	(28.2)	(31.9)
Loss on extinguishment of debt (g)	0.2	4.4	4.2	8.3
Adjusted EBITDA	**$ 128.7**	**$ 134.9**	**$ 597.2**	**$ 603.5**

Note: Due to rounding of specific line items, line item figures might not sum to subtotals.
For a description of all GAAP to Non-GAAP adjustments, please reference slide 16 in the Appendix of this presentation.

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Reconciliation of GAAP to Non-GAAP Financial Measures by Segment

	Clinical Solutions		Commercial Solutions	
	Three months ended March 31,		Three months ended March 31,	
$M	2018	2019	2018	2019
Revenue, as reported	$ 786.8	$ 805.0	$ 270.4	$ 314.0
Deferred revenue adjustment (a)	3.4	1.6	0.4	-
Adjusted revenue	**$ 790.2**	**$ 806.6**	**$ 270.8**	**$ 314.0**
Operating income, as reported	$ 105.5	$ 109.5	$ 29.1	$ 35.1
Deferred revenue adjustment (a)	3.4	1.6	0.4	-
Segment adjusted EBITDA	**$ 108.9**	**$ 111.1**	**$ 29.5**	**$ 35.1**

Unallocated Corporate and Other Adjusted EBITDA:

	Three months ended March 31,	
$M	2018	2019
Operating income, as reported	$ 10.2	$ 26.8
Segment operating income, as reported	134.7	144.6
Unallocated corporate operating loss	(124.5)	(117.8)
Amortization (b)	50.0	41.6
Restructuring and other costs (c)	13.7	14.4
Transaction and integration-related expenses (d)	25.2	16.7
Share-based compensation (e)	7.8	14.3
Depreciation	18.0	19.6
Unallocated corporate and other adjusted EBITDA	**$ (9.8)**	**$ (11.3)**
Clinical Solutions segment adjusted EBITDA	108.9	111.1
Commercial Solutions segment adjusted EBITDA	29.5	35.1
Adjusted EBITDA	**$ 128.7**	**$ 134.9**

Note: Due to rounding of specific line items, line item figures might not sum to subtotals.
For a description of all GAAP to Non-GAAP adjustments, please reference slide 16 in the Appendix of this presentation.

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Reconciliation of GAAP to Non-GAAP Financial Measures

Footnotes

a) Represents non-cash adjustments resulting from the revaluation of deferred revenue and the subsequent elimination of revenue in purchase accounting in connection with business combinations.

b) Represents the amortization of intangible assets associated with acquired customer relationships, backlog, and trademarks.

c) Restructuring and other costs consist primarily of: (i) severance costs associated with a reduction/optimization of the Company's workforce in line with the Company's expectations of future business operations, (ii) consulting costs incurred for the continued consolidation of legal entities and restructuring of the Company's contract management process to meet the requirements of accounting regulation changes, and (iii) termination costs in connection with abandonment and closure of redundant facilities and other lease-related charges.

d) Represents fees associated with corporate transactions and integration-related activities which primarily relate to the Merger in 2017.

e) Represents non-cash share-based compensation expense related to awards granted under equity incentive plans.

f) Represents other expense (income) comprised primarily of foreign exchange gains and losses.

g) Represents loss on extinguishment of debt associated with the debt prepayments and refinancing activities.

h) Represents the income tax effect of the non-GAAP adjustments made to arrive at adjusted net income using an estimated non-GAAP effective tax rate of approximately 24.5% for the three months ended March 31, 2019, and 27.5% for the three months ended March 31, 2018. These rates have been adjusted to exclude tax impacts related to valuation allowances recorded against deferred tax assets.

FY 2019 Guidance Reconciliation

Adjusted Net Income and Adjusted Diluted EPS

$M (except per share data)	Adjusted Net Income Low	Adjusted Net Income High	Adjusted Diluted Earnings Per Share Low	Adjusted Diluted Earnings Per Share High
GAAP Net income and diluted earnings per share	**$ 82.4**	**$ 102.0**	**$ 0.78**	**$ 0.96**
Adjustments:				
Amortization[1]	166.0	166.0	1.57	1.57
Share-based compensation expense[1]	62.5	62.5	0.59	0.59
Restructuring and other costs[1]	17.0	17.0	0.16	0.16
Transaction expenses[1]	41.0	41.0	0.39	0.39
Merger-related deferred revenue adjustment[1]	6.5	6.5	0.06	0.06
Other expense, net[1]	8.9	8.9	0.08	0.08
Loss on extinguishment of debt[1]	4.4	4.4	0.04	0.04
Income tax effect of above adjustments[2]	(67.7)	(66.3)	(0.64)	(0.63)
Adjusted net income and adjusted diluted earnings per share[3,4]	**$ 321.0**	**$ 342.0**	**$ 3.03**	**$ 3.23**

Note: Due to rounding of specific line items, line item figures might not sum to subtotals.

1. Amounts are estimates with an estimated range of +/- 5% and are presented gross without the benefit of associated income tax reductions.
2. Income tax expense is calculated and the adjustments are tax-affected at an approximate rate of 24.0 – 25.0%, which represents the Company's estimated full-year non-GAAP effective tax rate and includes the Company's reassessment of certain provisions of the Tax Act as a result of updated guidance that was released and considered by the Company in late 2018.
3. Guidance for Adjusted Diluted EPS incorporates interest expense based upon an assumed one-month LIBOR of 2.40% through the end of 2019.
4. Guidance for Adjusted Diluted EPS is based on an expectation of a fully diluted weighted average share count for 2019 of approximately 106 million shares, which will vary by quarter.

FY 2019 Guidance Reconciliation

Adjusted EBITDA

$M	FY 2019 Low	FY 2019 High	Q2 2019 Low	Q2 2019 High
GAAP Net income	**$ 82.4**	**$ 102.0**	**$ 18.8**	**$ 23.0**
Adjustments:				
Interest expense, net[1]	122.0	127.0	31.0	33.0
Income tax expense[1]	35.3	43.7	8.1	9.9
Depreciation[1]	79.0	81.0	19.0	21.0
Amortization[1]	166.0	166.0	41.5	41.5
EBITDA	484.7	519.7	118.4	128.4
Share-based compensation expense[1]	62.5	62.5	15.0	15.0
Restructuring and other costs[1]	17.0	17.0	1.0	1.0
Transaction expenses[1]	41.0	41.0	9.0	9.0
Merger-related deferred revenue adjustment[1]	6.5	6.5	1.6	1.6
Other expense, net[1]	8.9	8.9	-	-
Loss on extinguishment of debt[1]	4.4	4.4	-	-
Adjusted EBITDA	**$ 625.0**	**$ 660.0**	**$ 145.0**	**$ 155.0**

Note: Due to rounding of specific line items, line item figures might not sum to subtotals.

1. Amounts are estimates with an estimated range of +/- 5% and are presented gross without the benefit of associated income tax reductions.

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