



# SOC Telemed / HCMC Investor Presentation



JULY 2020

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# Presenters



**Steve Shulman**  
Healthcare Merger Corp.  
*Executive Chairman*



**Paul Ricci**  
SOC Telemed  
*Chairman and Interim Chief Executive Officer*



**John Kalix**  
SOC Telemed  
*President*



**Hai Tran**  
SOC Telemed  
*Chief Financial Officer / Chief Operating Officer*



# HCMC Investment Highlights



**SOC Telemet™**

-  **Compelling Market Opportunity**
-  **Scaled, Differentiated Acute Care Telemedicine Platform**
-  **Substantial Opportunities To Expand And Grow**
-  **Attractive Financial Profile**
-  **Powerful Partnership Between SOC And HCMC**

# Agenda

-  I. Company Overview
-  II. Investment Highlights
-  III. Financial Overview
-  Appendix



# Company Overview

# SOC Telemed

## At A Glance

### ACUTE CARE MARKET FOCUS

- Largest provider of acute teleNeurology and telePsychiatry
- Expanding service lines include critical care, emergency medicine, hospitalist medicine, cardiology
- 543 acute care hospitals and physician groups in 47 states
  - 19 out of 25 of the largest U.S. health systems
  - 2 of top 5 physician groups
- Diversified, blue chip customer base

### CRITICAL MASS OF PHYSICIAN RESOURCES

- 172 board certified neurologists, psychiatrists and intensivists
- 10,500+ specialists through physician group partnerships

### CLOUD BASED TECHNOLOGY PLATFORM DESIGNED TO MAXIMIZE CLINICAL EFFICIENCY

- Flexible configuration mirrors workflow for any specialty
- Real time data and analytics



**847**  
Facilities<sup>(1)</sup>



**1 million+**  
Cumulative  
Teleconsults



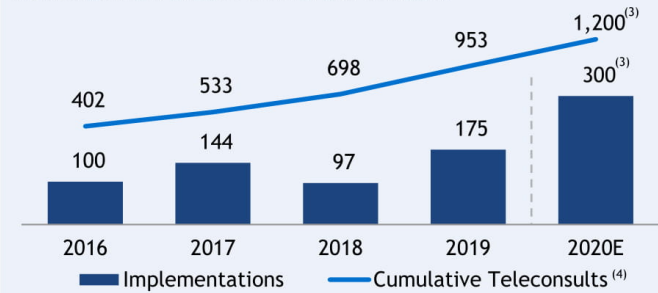
**\$80m**  
2021E Revenue



**100%**  
Net Revenue  
Retention<sup>(2)</sup>

### Implementations and Teleconsults

(Implementation count; cumulative teleconsult count in thousands)



Note: Unless otherwise stated, all figures as of June 30, 2020; projections use SOC estimates. (3)  
 With respect to projections, see slide 1 "Use of Projections" under "Disclaimer". (4)  
 (1) Facilities include 543 hospitals and other sites of care.  
 (2) Based on 2019 net revenue retention; excludes planned terminations.

Represents 2020E estimated implementations and cumulative teleconsults.  
 Combination of SOC, NeuroCall and JSA since inception.

## SOC Telemed

# Value Delivered

Connecting patients to high quality clinicians at the right time, regardless of proximity

### ACCESS QUALITY CARE WHEN AND WHERE IT'S NEEDED

- Access to scarce specialist resources
- Early and rapid intervention
- Improved standardization / quality of care

### EFFECTIVELY DEPLOY CLINICAL CAPITAL

- Match clinician supply to patient surges
- Increased productivity / profitability
- Staffing model flexibility



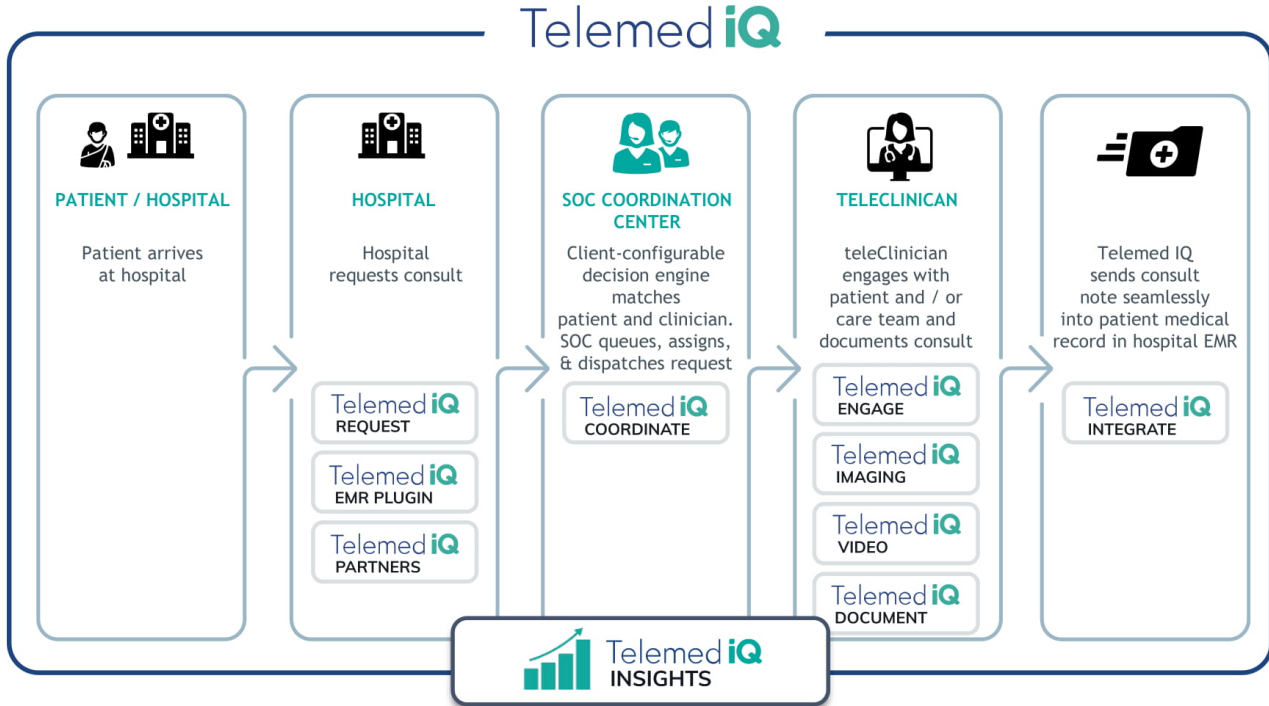
### PROVIDE EFFICIENT, HIGH QUALITY CARE AT LOWER COST

- Increased revenue and / or profitability
- Improved throughput
- Reduced patient transfers/readmissions
- Standardized clinical protocols
- Improved patient care / quality
- Supports business continuity during crises



## Telemed IQ

# Supports Complex Hospital Workflows



Robust reporting package provides actionable insights across every step



## SOC Telemed Provides

# Clinical And Financial Benefits For Our Clients

### TeleNeurology



- 82% retention of stroke patients after tPA administration
- Previously 0% retention

227% ROI



With every stroke, time is of the essence. SOC has been a game changer...

Dr. Michael Somers, MD, FACEP  
Medical Director

### TelePsychiatry



- Avoided \$1.7 million of annual boarding cost
- \$3 million in incremental profits

281% ROI



Before, our psychiatrists were burning out. We couldn't keep them on staff. SOC has been a lifesaver, especially for our night staff. And patients love it, they can get home faster...

Nick Rosauer  
Behavioral Health Counsellor

### TeleICU



- 12% reduction in patient transfers led to \$1.4 million additional annual revenue
- Leapfrog Score D to A

170% ROI



Our physicians enjoy working with SOC's providers. Even though they may be 1,000 miles away, they've built that rapport which is so important for cultivating trust...

Susan Mahoney  
Chief Nursing Officer





# Investment Highlights

**1** Compelling Market Opportunity

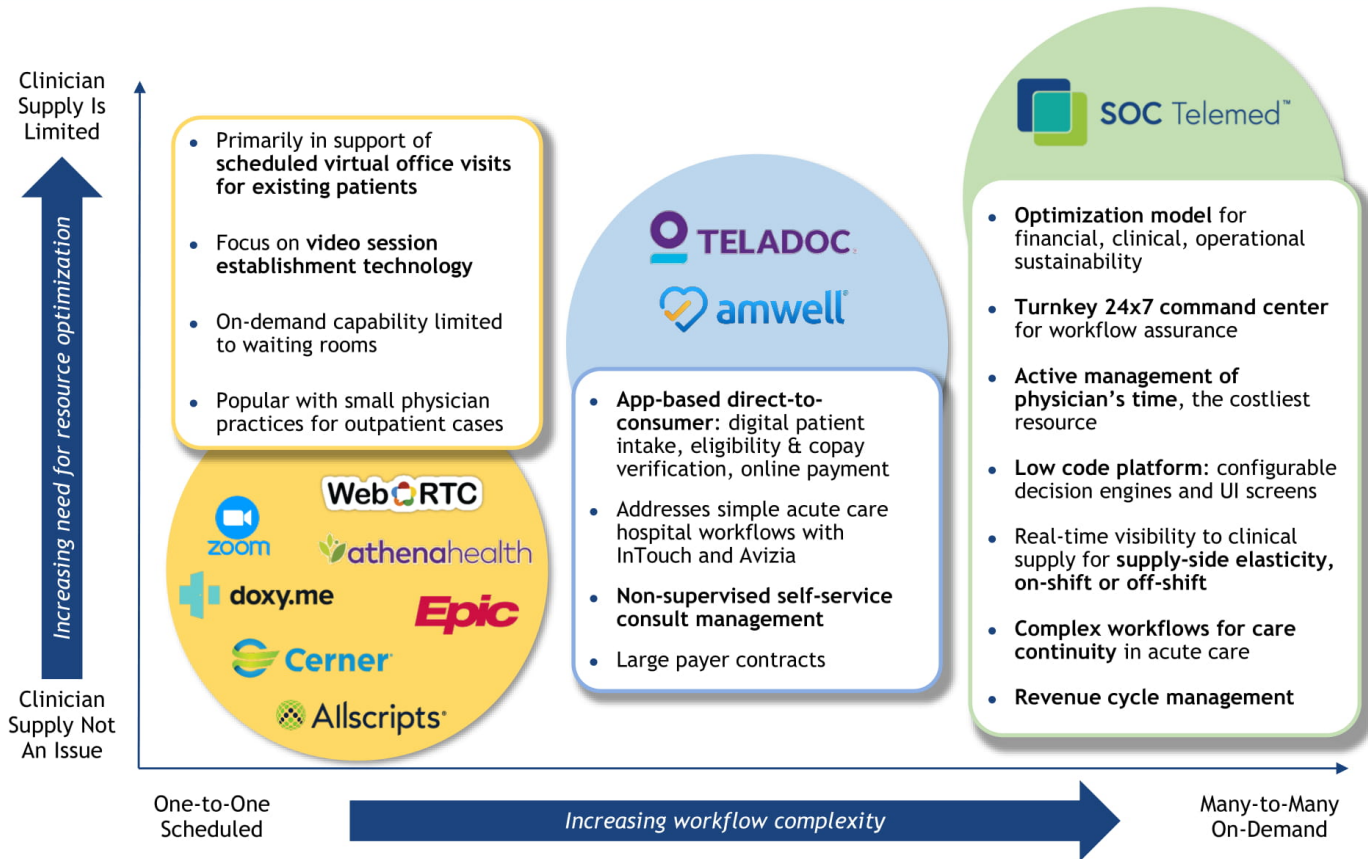
**2** Scaled, Differentiated Acute Care Telemedicine Platform

**3** Substantial Opportunities to Expand and Grow

**4** Strong Financial Profile

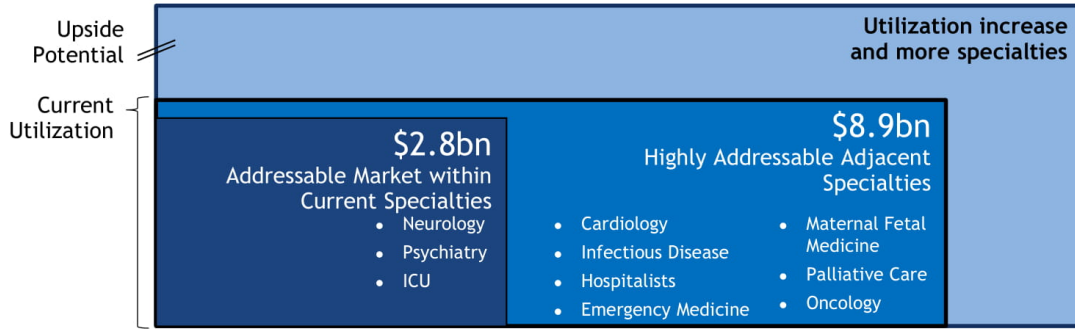


# 1 Differentiated Position In The Telemedicine Landscape



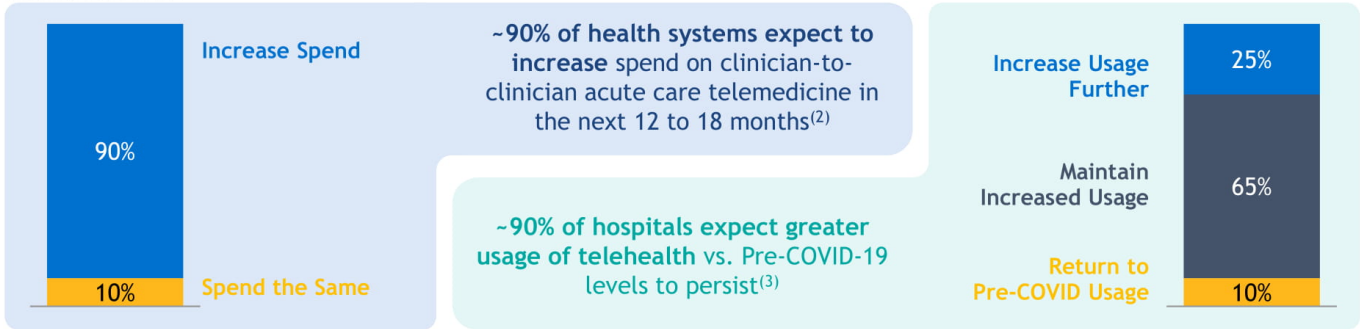
# 1 Large Acute Care Telemedicine Market With Increasing Adoption

## \$8.9bn Addressable Acute Care Telemedicine Market<sup>(1)</sup>



## Health System Telemedicine Spending and Usage Increasing Post-COVID-19

(Health System response %)



(1) Hospital count per Definitive Healthcare as of 12/2019 and revenue based on current SOC client average.  
 (2) EY-Parthenon study as of June 2020.  
 (3) LEK study as of April 2020.

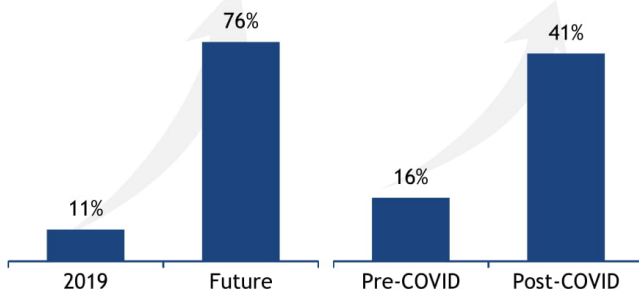
# 1 Opportune Time To Invest In Telemedicine

## COVID-19 Accelerated Adoption of Telemedicine

- Reduced regulatory / reimbursement barriers
- Increased acceptance among patients and providers
- Increased demand for acute care and ICU services
- Telemedicine:
  - Provided access to care when access to healthcare facilities was limited
  - Enabled productivity from quarantined providers
  - Protected patient / healthcare workers

### Patient Willingness Has Substantially Increased<sup>(1)</sup>

(% consumers using telemedicine in 2019 / % interested in future use of telemedicine)

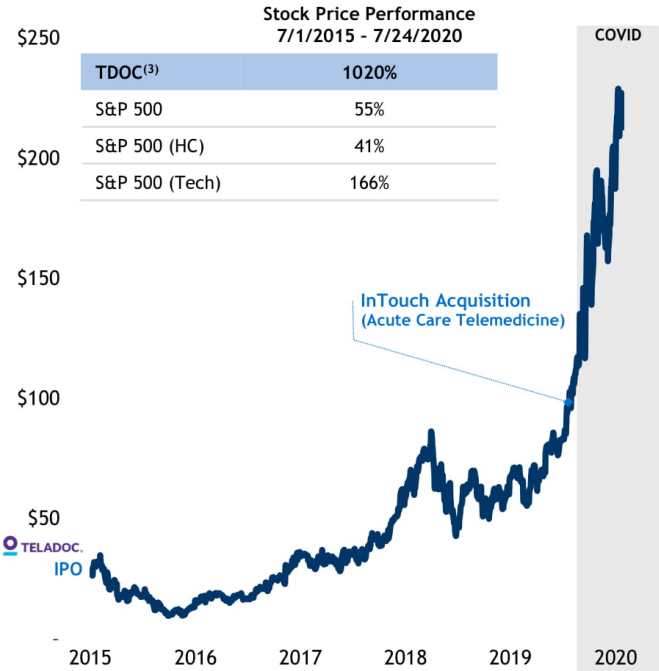


### Provider Usage Has More Than Doubled<sup>(2)</sup>

(Average % visits conducted via telemedicine)

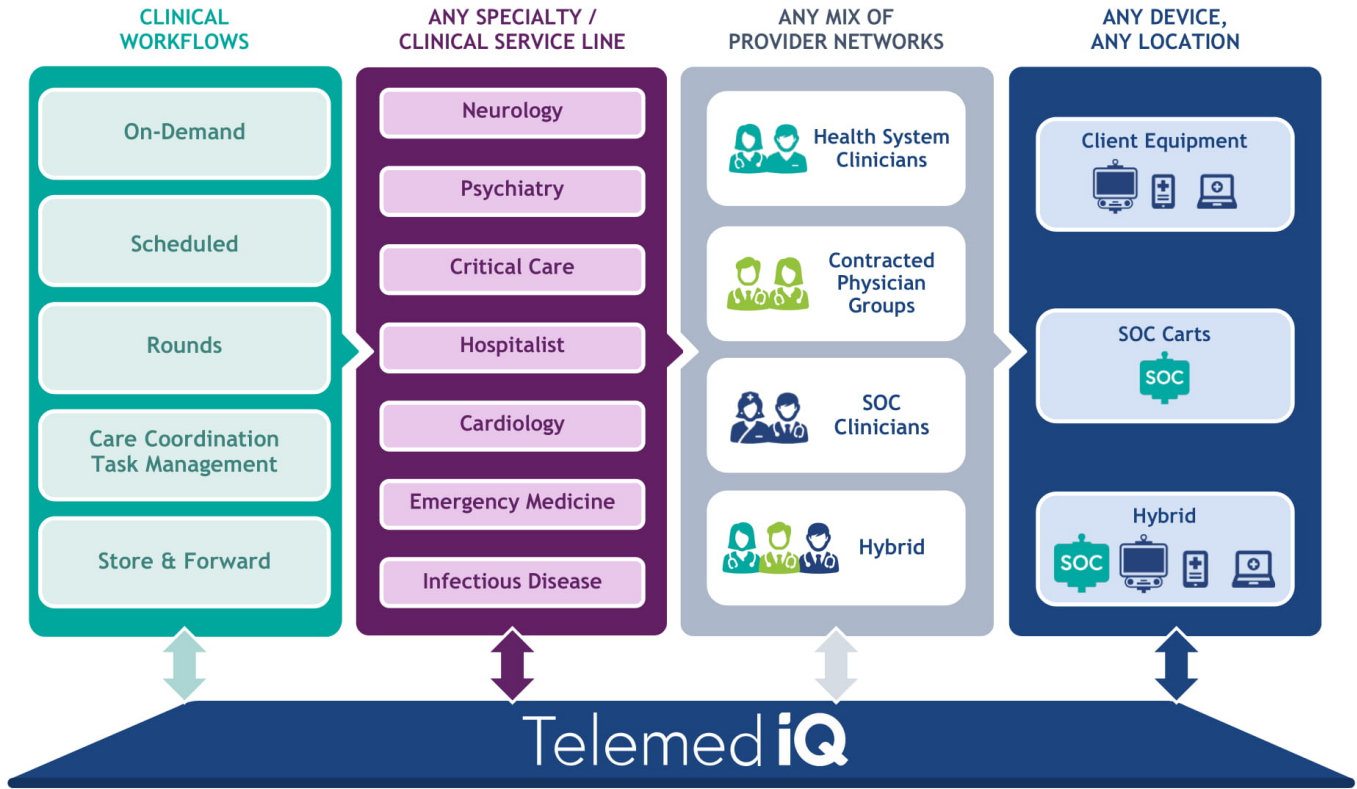
## Few Investable Opportunities - Currently One Public Telemedicine Company

(\$ per share)

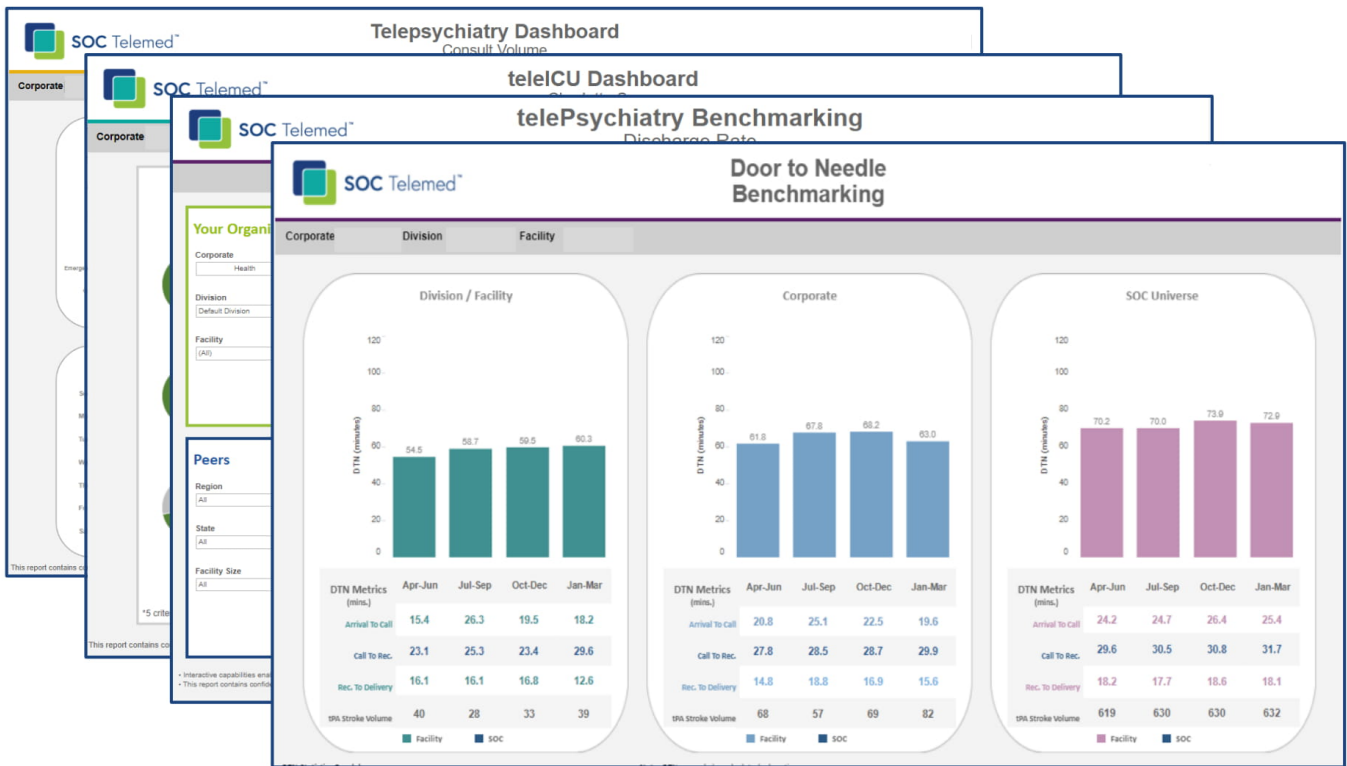


Source: FactSet as of 7/24/2020.  
 (1) McKinsey COVID-19 Consumer Survey, May 20, 2020.  
 (2) Third party consultant study as of April 2020.  
 (3) Teladoc IPO price of \$19/share on 6/30/2015.

## 2 SOC's Flexible Enterprise Telemedicine Solution



## 2 Proprietary Analytics Deliver Actionable Insights



Our size and scale provides benchmarking data to improve clients' clinical and financial outcomes



### 3 Strong Momentum Signing New Clients



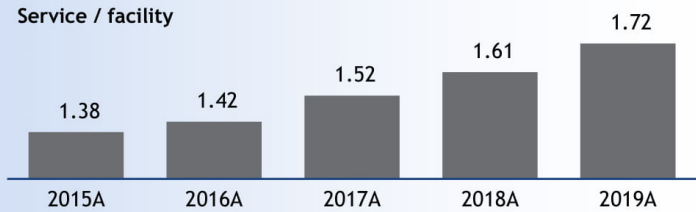
Balanced mix of historical bookings; 47% new clients as percentage of 1H 2020 total bookings



### 3 Increase Penetration With Existing Clients



- Proven record of selling additional services to facilities



0.1 Δ in service/facility generates \$3.7m revenue

- Strong history of further penetrating health systems

Client (Yr Signed)	Facility Count	
	First Year	Current
Client A (2015)	2	34
Client B (2012)	2	34
Client C (2006)	1	29
Client D (2007)	5	18
Client E (2011)	1	18

1% Δ in facility penetration generates \$2.5m in revenue



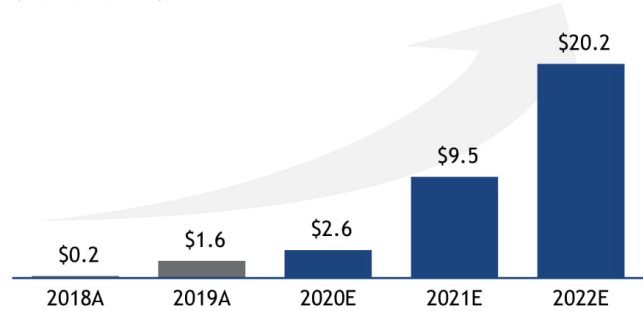
Source: Definitive Healthcare as of 12/2019 and company data.  
 Note: Analysis includes hospitals and does not include other sites of care (i.e., SNFs, Federal Agencies, Clinics, etc.)

### 3 Accelerating Telemed IQ SaaS Rollout

#### Strong Telemed IQ Revenue Growth

(Revenue in \$ millions)

- Leverage SOC’s SaaS platform and reporting & analytics with clients’ own clinicians
- Platform powers other physician networks
- Access to adjacent channels, fulfilling demand for telemedicine services
- High gross margin



#### Select Channel Opportunities

#### Market Size

#### Representative SOC Clients



Physician Groups

75,000 providers<sup>(1)</sup>



Military Health System

12,000 providers<sup>(2)</sup>

**Confidential**



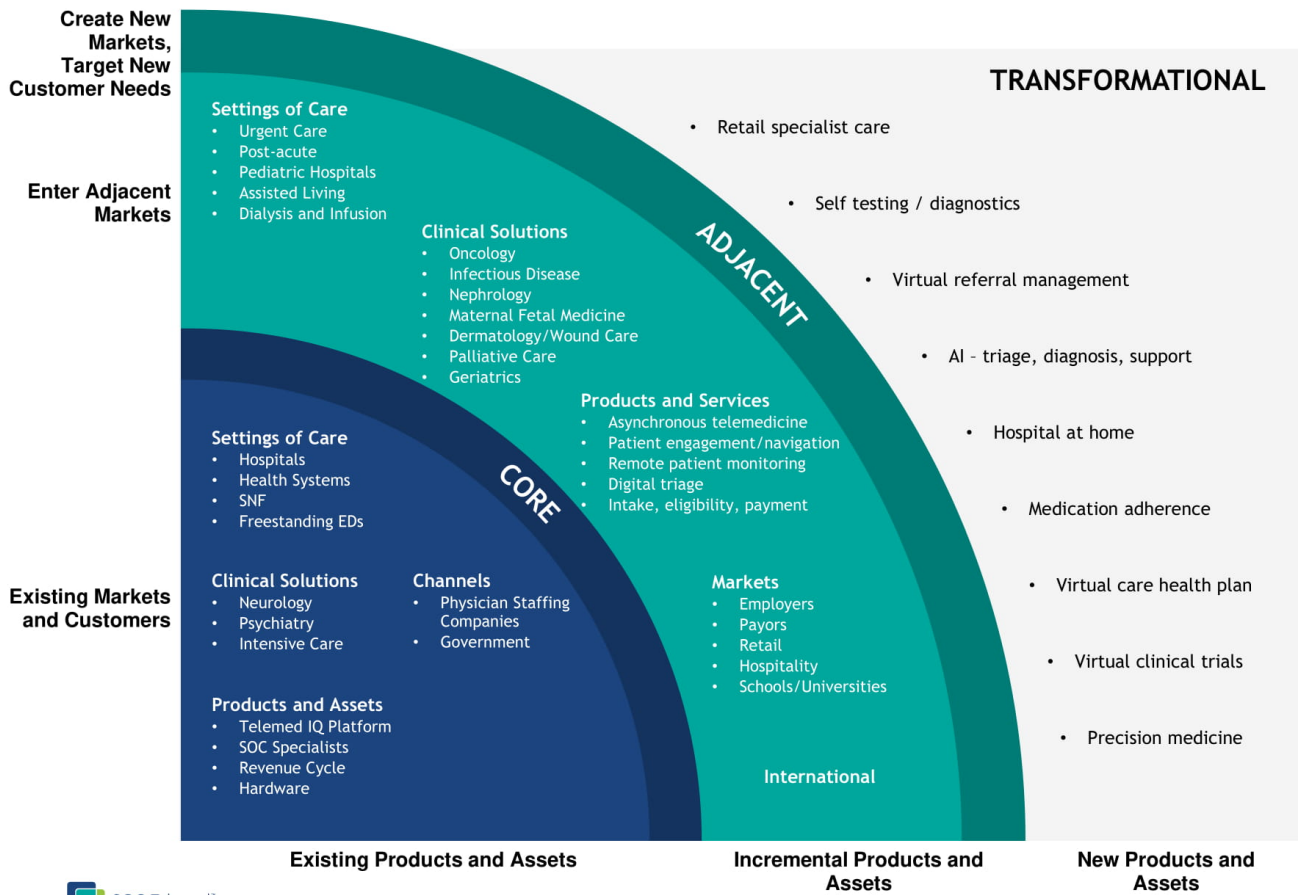
Multi-site IDNs

1,000 hospitals<sup>(3)</sup>



Note: 2018 financials based on audited financials; 2019 financials based on preliminary management estimates and are unaudited; projections use SOC estimates. With respect to projections, see slide 1 "Use of Projections" under "Disclaimer".  
 (1) Company estimate of the Top 30 groups that provide Hospitalist medicine and Emergency Medicine.  
 (2) American Board of Medical Specialties Report on Military Physicians and Continuing Certification, April 2015.  
 (3) IQVIA 2018 whitepaper.

### 3 Substantial Opportunity To Grow And Expand





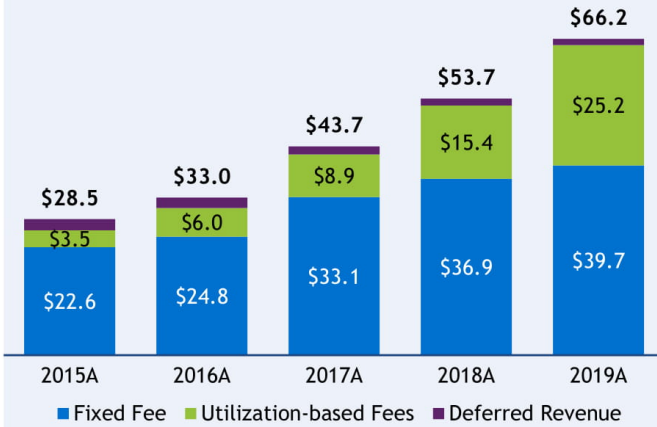
# Financial Overview

# Predictable Revenue Model

## Long History of Growth

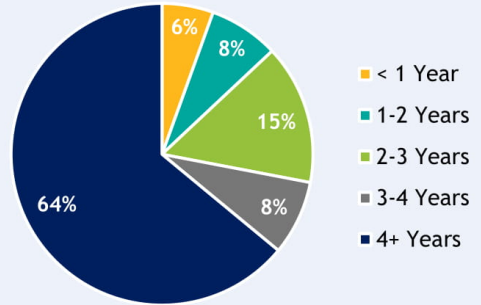
- Highly visible and predictable revenue model
  - Recurring revenues
  - Fixed monthly fees provide predictable revenue stream
  - Annual COL<sup>(1)</sup> adjustments (price escalators)
- Customers have demonstrated increasing utilization volume over time

(\$ in millions)

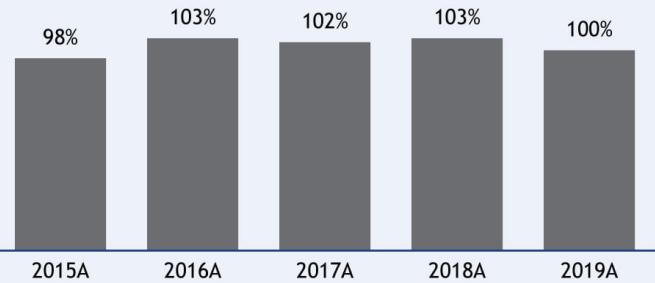


## Longstanding Client Relationships

- Tenured customer base
  - Average customer relationship ~48 months

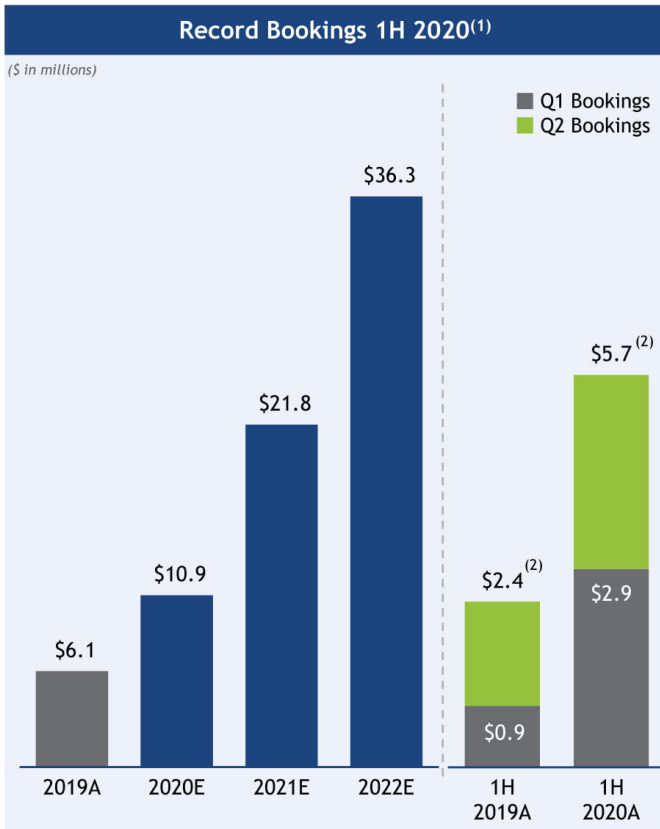


- Track record of net revenue retention<sup>(2)</sup>



Note:  
 (1) COL - cost of living.  
 (2) Net revenue retention measures how much revenue has been retained at the end of the period, including any change from the same customers due to utilization change.

# Strong Bookings Momentum Supports Future Growth

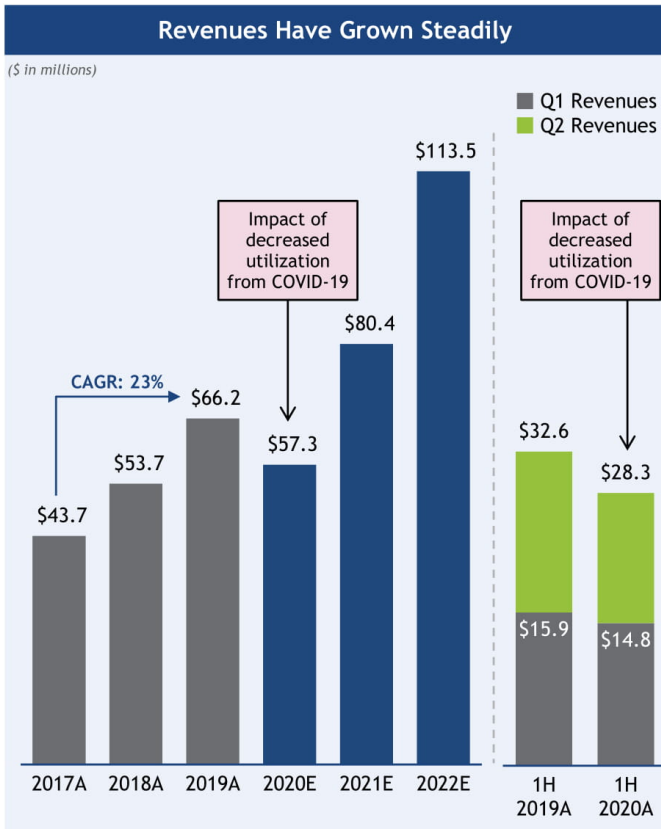


- \$5.7m 1H 2020 bookings - highest in company history
  - Balanced mix (47% new clients; 53% cross-selling)
  - Historically, 2H of year stronger than 1H
  - On target to achieve full year bookings of \$10.9m (remaining pipeline coverage<sup>(3)</sup> of ~5.9x)
- Sales organization revamp in 1H showing results
  - Achieved record 1H 2020 bookings with only half of current team; fully ramped team available going into 2H 2020
  - SOC website users and sessions increased 46% and 61% YoY in Q2 2020, respectively



Note: Projections use SOC estimates. With respect to projections, see slide 1 "Use of Projections" under "Disclaimer".  
 (1) Bookings are defined as sum of the annualized fixed monthly fees and implementation fees, also referred to as the First Year Contract Value (variable fees excluded). Implementation fees are amortized on a monthly basis over the length of the average customer life.  
 (2) Represents bookings as of 1H 2019 and 1H 2020 respectively.  
 (3) Pipeline coverage calculated as pipeline as a multiple of bookings plan.

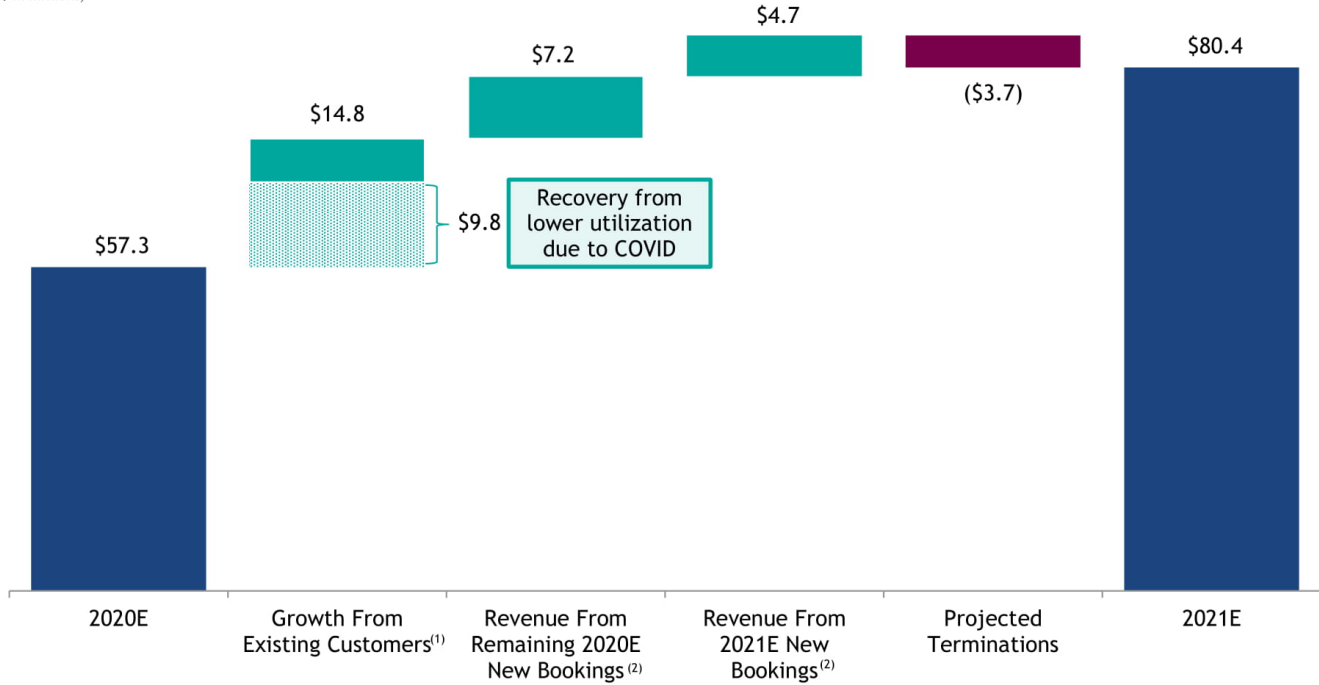
# Revenues Continue To Grow As Volumes Recover



Note: 2017-2018 financials based on audited financials; 2019 and 2020 financials based on preliminary management estimates and are unaudited; projections use SOC estimates. With respect to projections, see slide 1 "Use of Projections" under "Disclaimer".  
 (1) Volume data re-based to 100% as of March 13, 2020.  
 (2) ED visit volume data from Strata Decision Technology.

# Line Of Sight To 2021E Revenues

(\$ in millions)

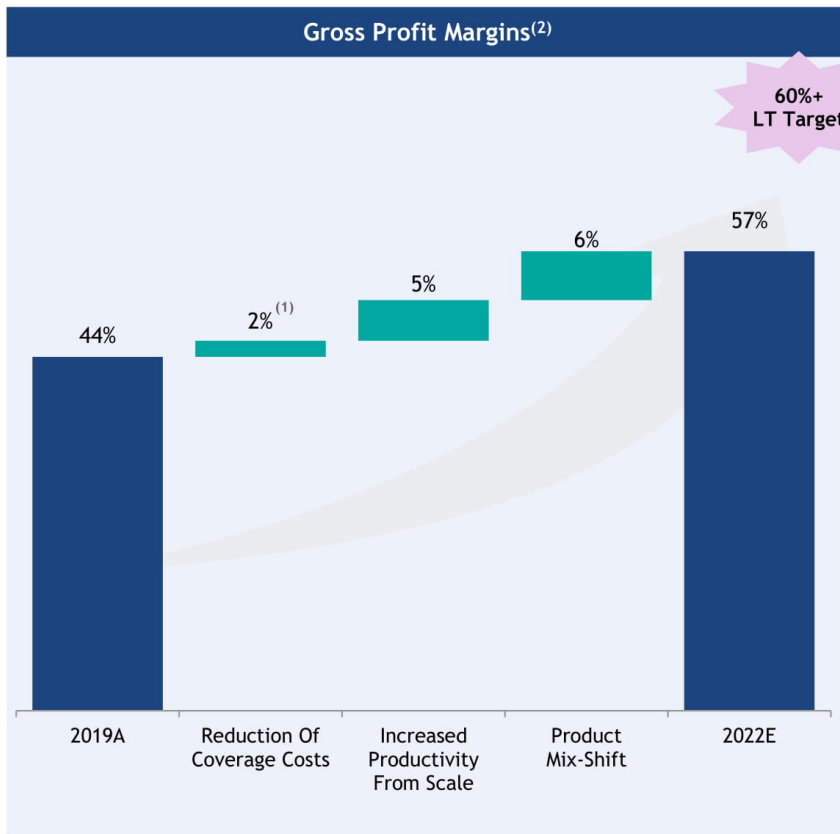


**Bookings expected to double from \$10.9m in 2020E to \$21.8m in 2021E**



Note: Projections use SOC estimates. With respect to projections, see slide 1 "Use of Projections" under "Disclaimer".  
 (1) Includes \$3.3m of revenue from customers who are contracted and in the process of implementation.  
 (2) Bookings are defined as sum of the annualized fixed monthly fees and implementation fees, also referred to as the First Year Contract Value (variable fees excluded). Implementation fees are amortized on a monthly basis over the length of the average customer life; remaining bookings in 2020E from 4/30/2020 onwards.

# Improving Gross Profit Margins



- Eliminate non-recurring teleNeurologist incentive payments
- Physician productivity
- Mix-shift of higher margin Telemed IQ



Note: 2019 financials based on preliminary management estimates and are unaudited; projections use SOC estimates. With respect to projections, see slide 1 "Use of Projections" under "Disclaimer"; with respect to Non-GAAP financial measures, see slide 2 "Use of Non-GAAP Financial Measures" under "Disclaimer" and reconciliation set forth in Appendix.  
 (1) Impact of \$2.3m in one-time incentive payments made to teleNeurologists in 2019A due to elevated volumes.  
 (2) Gross Profit excludes depreciation and amortization, telemedicine equipment financing costs, and stock compensation expenses.

# Financial Summary

**\$5.7m**

1H 2020 Bookings<sup>(1)</sup>  
Highest in History

**100%**

2019 Net  
Revenue Retention

**26%**

2016 - 2019  
Revenue CAGR

**60%+**

LT Gross Profit  
Margin<sup>(2)</sup> Target

**~20%**

LT Adjusted EBITDA  
Margin Target



(1)

Bookings are defined as sum of the annualized fixed monthly fees and implementation fees, also referred to as the First Year Contract Value (variable fees excluded). Implementation fees are amortized on a monthly basis over the length of the average customer life.

(2)

Gross Profit excludes depreciation and amortization, telemedicine equipment financing costs, and stock compensation expenses.

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# Conclusion



**SOC Telemet™**

-  **Compelling Market Opportunity**
-  **Scaled, Differentiated Acute Care Telemedicine Platform**
-  **Substantial Opportunities To Expand And Grow**
-  **Attractive Financial Profile**
-  **Powerful Partnership Between SOC And HCMC**



# Appendix

## Transaction Overview

SOC Telemed (“SOC”), a leading provider of acute care telemedicine, expects to enter into a definitive agreement to merge with Healthcare Merger Corp. (“HCMC”)

- Implied enterprise value of \$721 million (9.0x 2021E revenue)<sup>(1)</sup>
- Transaction to be funded through a combination of HCMC’s \$250 million of cash in trust and \$165 million of committed PIPE financing, led by a number of institutional investors
- Proceeds used to pay cash consideration to selling shareholders, pay down existing debt, general corporate purposes and transaction expenses
- Current shareholders of SOC to maintain 40% pro forma ownership<sup>(1)</sup>
- Closing expected in Q4 2020



Note:  
(1) Projections use SOC estimates. With respect to projections, see slide 1 “Use of Projections” under “Disclaimer”. Assumes no redemptions. Excludes 1.9 million founder shares subject to earnout at \$12.50 and \$15.00.

# Pro Forma Capitalization And Ownership

## Estimated Transaction Sources & Uses

(\$ in millions)

### Sources

HCMC Cash in Trust	\$250
Anticipated PIPE Proceeds	\$165
Seller Rollover Equity	\$305
<b>Total Sources</b>	<b>\$720</b>

### Uses

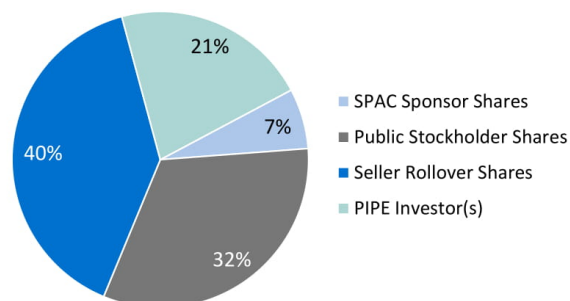
Cash Consideration to SOC Shareholders	\$267
Cash to Balance Sheet	\$45
Debt Repayment <sup>(1)</sup>	\$83
Seller Rollover Equity	\$305
Assumed Transaction Expenses <sup>(2)</sup>	\$20
<b>Total Uses</b>	<b>\$720</b>

## Pro Forma Enterprise Valuation at Close

(\$ in millions, except for share price)

	PF Transaction
SOC Telemed Illustrative Share Price	\$10.00
Pro Forma Shares Outstanding	77.1m
<b>Total Equity Value</b>	<b>\$771</b>
(+) Debt as of 6/30/20 <sup>(3)</sup>	-
(-) Cash as of 6/30/20	(\$50)
<b>Pro Forma Enterprise Value</b>	<b>\$721</b>
<b>Pro Forma 2021E EV/Revenue</b>	<b>9.0x</b>

## Illustrative Post-Transaction Ownership Breakdown



Note: Projections use SOC estimates. With respect to projections, see slide 1 "Use of Projections" under "Disclaimer"; assumes no redemptions; share count includes 30.5 million roll-over shares (assumes \$10.00 redemption price for illustrative purposes), 25.0 million HCMC shares, 16.5 million PIPE shares and 5.1 million sponsor shares; share count excludes 1.9 million sponsor earned shares (50% vesting at \$12.50 and 50% at \$15.00); as well as the impact of 12.5 million public warrants and 0.4 million private placement warrants (struck at \$11.50).

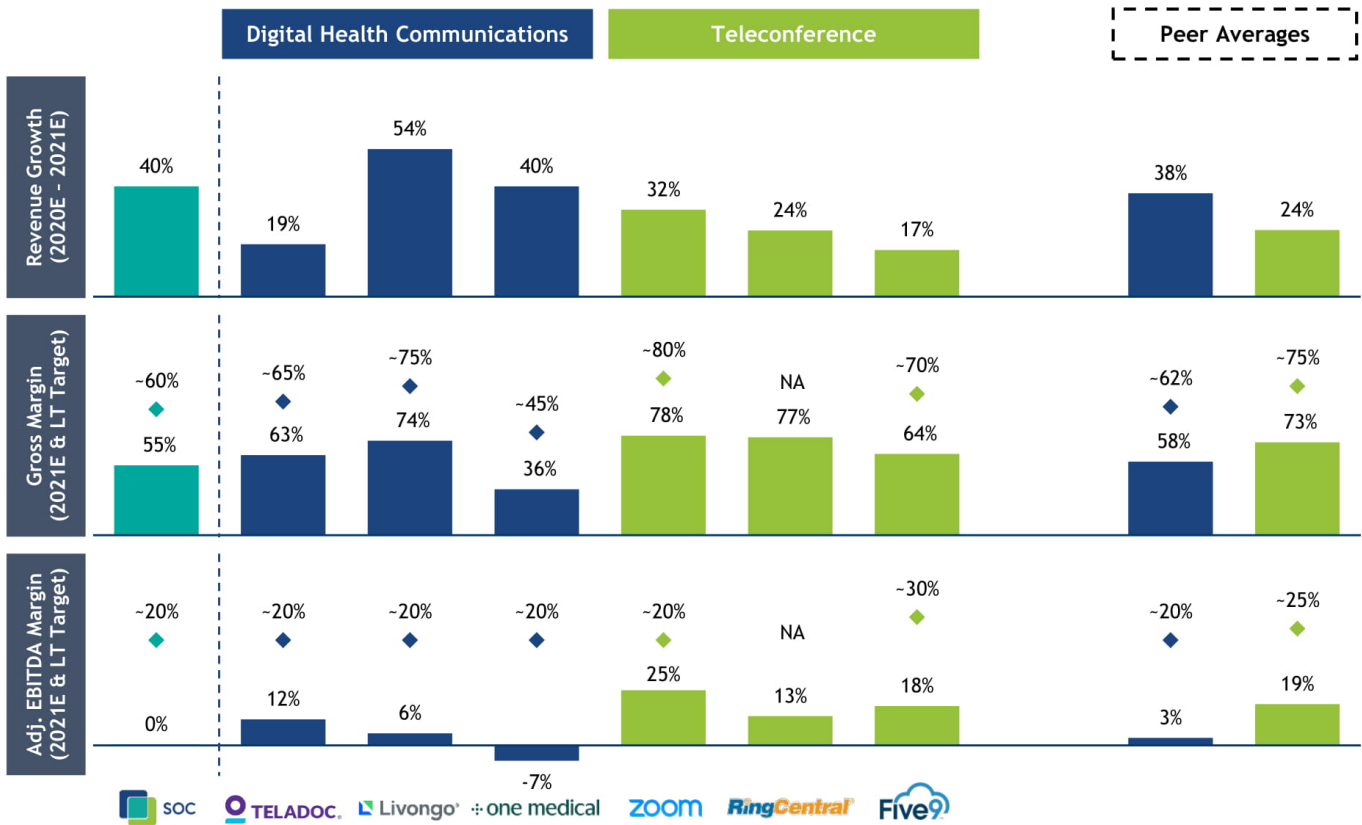
(1) Debt repayment as of 6/30/2020 including back-end facility fees; debt subject to 4% PIK interest if repaid at later date.

(2) Includes deferred HCMC IPO fees and other fees and expenses.

(3) Undrawn \$20m revolver contemplated to be put in place at time of transaction close.

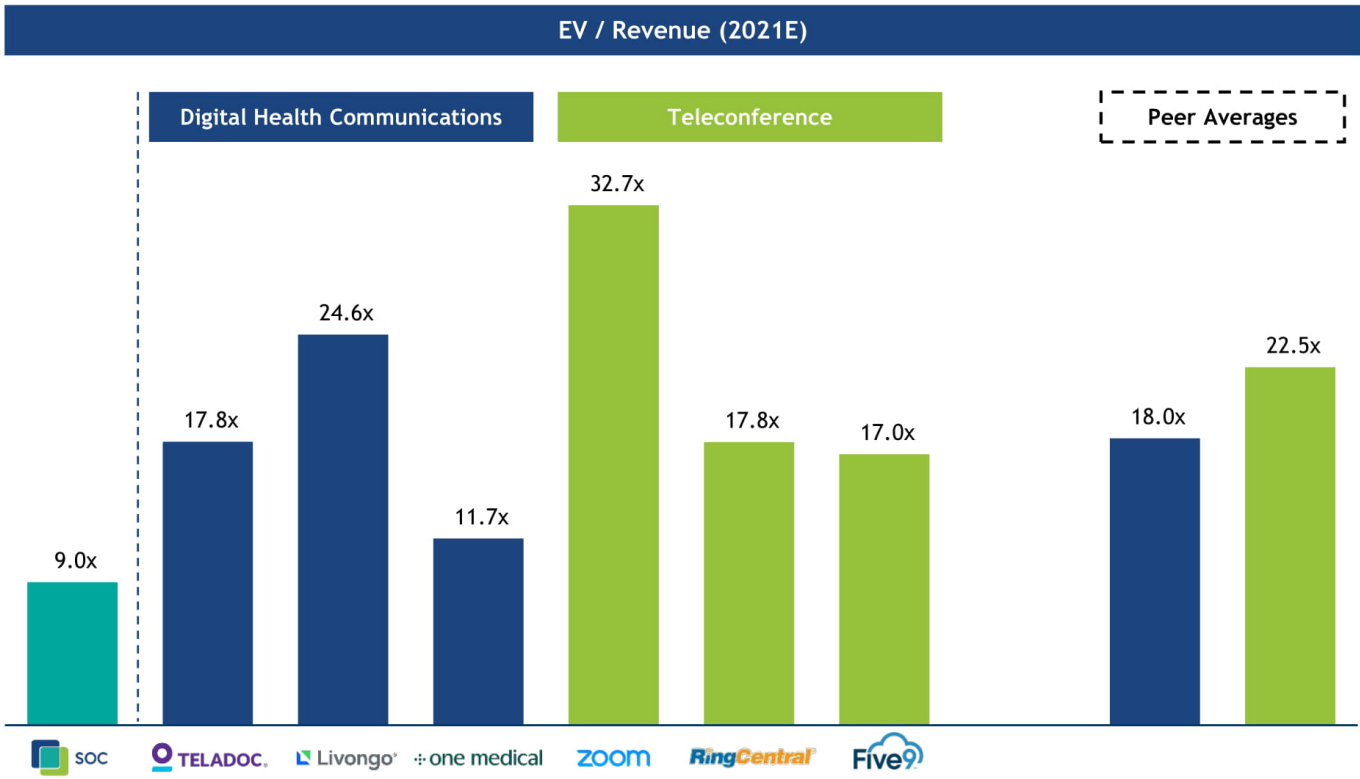
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# Operational Benchmarking



Source: Company filings and FactSet as of 7/24/2020.  
 Note: Data calendarised to December year end; Teladoc based on broker forecasts, pro forma for full-year impact of InTouch acquisition in 2020E and 2021E; projections use SOC estimates. With respect to projections, see slide 1 "Use of Projections" under "Disclaimer".

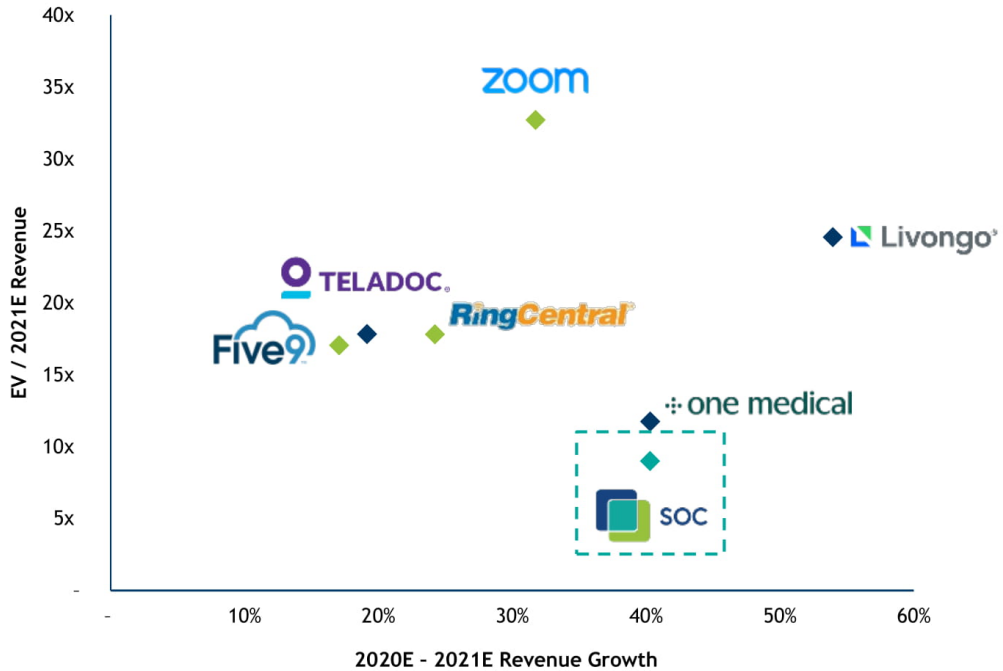
# Valuation Benchmarking



Source: Company filings and FactSet as of 7/24/2020.  
 Note: Data calendarised to December year end; Teladoc based on broker forecasts, pro forma for full-year impact of InTouch acquisition in 2020E and 2021E; projections use SOC estimates. With respect to projections, see slide 1 "Use of Projections" under "Disclaimer".

# Valuation Benchmarking (Cont'd)

EV / '21E Revenue vs. '20E - '21E Revenue Growth



Faster Growing at an Attractive Multiple



Source: Company filings and FactSet as of 7/24/2020.  
 Note: Data calendarised to December year end.  
 Teladoc based on broker forecasts, pro forma for full-year impact of InTouch acquisition in 2020E and 2021E; projections use SOC estimates. With respect to projections, see slide 1 "Use of Projections" under "Disclaimer".

# Historical and Projected Financial Summary

(\$ in millions)	2018A	2019A	2020E	2021E	2022E	3 months ending	
						3/31/19A	3/31/20A
<b>Bookings<sup>(1)</sup></b>	<b>\$11.1</b>	<b>\$6.1</b>	<b>\$10.9</b>	<b>\$21.8</b>	<b>\$36.3</b>	<b>\$0.9</b>	<b>\$2.9</b>
<b>Total Revenue</b>	<b>\$53.7</b>	<b>\$66.2</b>	<b>\$57.3</b>	<b>\$80.4</b>	<b>\$113.5</b>	<b>\$15.9</b>	<b>\$14.8</b>
YoY (%)	23%	23%	(13%)	40%	41%	35%	(7%)
<b>Gross Profit<sup>(2)</sup></b>	<b>\$24.9</b>	<b>\$28.9</b>	<b>\$25.4</b>	<b>\$44.1</b>	<b>\$64.9</b>	<b>\$6.4</b>	<b>\$5.0</b>
Gross Profit Margin (%)	46%	44%	44%	55%	57%	40%	34%
<b>Operating Expenses</b>							
Sales & Marketing	6.2	5.9	8.3	10.5	13.3	1.7	1.5
R&D	1.7	1.2	1.4	2.2	2.8	0.3	0.3
Operations	7.3	7.7	9.0	11.3	11.8	1.9	2.1
G&A	14.7	15.1	15.6	19.8	20.5	3.5	3.5
<b>Adj. EBITDA<sup>(3)</sup></b>	<b>(\$5.0)</b>	<b>(\$1.0)</b>	<b>(\$8.9)</b>	<b>\$0.3</b>	<b>\$16.5</b>	<b>(\$1.0)</b>	<b>(\$2.4)</b>
Adj. EBITDA Margin (%)	(9%)	(1%)	(16%)	0%	15%	(6%)	(16%)
<b>Net Income</b>	<b>(\$18.1)</b>	<b>(\$18.2)</b>				<b>(\$4.7)</b>	<b>(\$7.4)</b>
<b>Select Data:</b>							
CapEx	\$4.0	\$5.2	\$5.5	\$5.4	\$6.9	\$1.1	\$2.0
Change in NWC	1.6	1.1	(0.7)	1.6	2.7	1.1	(0.3)

Note: 2018 financials based on audited financials; 2019 and 2020 financials based on preliminary management estimates and are unaudited; projections use SOC estimates. With respect to projections, see slide 1 "Use of Projections" under "Disclaimer"; with respect to Non-GAAP financial measures, see slide 2 "Use of Non-GAAP Financial Measures" under "Disclaimer" and reconciliation set forth in Appendix.



- (1) Bookings are defined as sum of the annualized fixed monthly fees and implementation fees, also referred to as the First Year Contract Value (variable fees excluded). Implementation fees are amortized on a monthly basis over the length of the average customer life.
- (2) Gross Profit excludes depreciation and amortization, telemedicine equipment financing costs, and stock compensation expenses.
- (3) Excludes non-recurring expenses (transaction related expenses, legal settlements, advisory fees and other non-operating expenses) of \$3.8m in 2018A, \$2.6m in 2019A, \$5.1 in 2020E; (\$0.2m) in Q1 2019A and \$1.0 in Q1 2020A.

## EBITDA Reconciliation

(\$ in millions)	2018A		2019A		3 months ending	
					3/31/19A	3/31/20A
<b>Net Income</b>	<b>(\$18.1)</b>	<b>(\$18.2)</b>			<b>(\$4.7)</b>	<b>(\$7.4)</b>
Interest	8.3	10.3			2.3	2.8
Tax	(1.8)	0.0			0.0	0.0
D&A	2.7	4.4			1.6	1.3
Non-Recurring Expenses <sup>(1)</sup>	3.8	2.6			(0.2)	1.0
<b>Adj. EBITDA</b>	<b>(\$5.0)</b>	<b>(\$1.0)</b>			<b>(\$1.0)</b>	<b>(\$2.4)</b>



Note: 2018 financials based on audited financials; 2019 and 2020 financials based on preliminary management estimates and are unaudited.  
 (1) Non-recurring expenses include transaction related expenses, legal settlements, advisory fees and other non-operating expenses.

# Top Tier Sponsors

## WARBURG PINCUS

- Founded in 1966, Warburg Pincus is a global growth equity firm that has invested more than \$84 billion in over 900 companies across more than 40 countries worldwide
- Warburg Pincus has deep domain knowledge and been active in healthcare and technology, with \$12 billion invested in over 160 healthcare companies and over \$15 billion invested in over 270 technology companies








## HCMC | Healthcare Merger Corp.

- CEO Steve Shulman has 45+ years of experience leading and acquiring healthcare businesses
- Chairman of Magellan Health; previously served as Chairman and CEO
- Chairman of Quartet Health and CareCentrix
- Director of VillageMD, Pager and Facet Technologies
- Previously Chairman of R1 RCM and HMA



# Uniquely Focused In Tech Enabled Acute Care Telemedicine Marketplace

	 SOC Telemed™	 TELADOC.	 amwell	 TELE SPECIALISTS	 BlueSky TELEHEALTH
<b>Acute Care Specialist Services</b>	●	◐	◑	●	●
<b>Depth Of Software Offering In Acute Care</b>	●	◐	◐	○	○
<b>Air Traffic Control</b> <i>Turnkey, high touch approach with accountability</i>	●	○	○	◐	◐
<b>Do More With Less</b> <i>Demand-Supply Optimization</i>	●	○	○	◐	◐
<b>Plug &amp; Play Multiple Physician Groups</b> <i>Configurable Decision Engine</i>	●	○	○	○	○
<b>Data Driven Platform</b> <i>Actionable Analytics / Benchmarking</i>	●	◐	◐	◐	◐
<b>Advanced Workflows</b> <i>Proactive care-continuity clinical protocols</i>	●	○	○	○	○
<b>Revenue Cycle Management</b> <i>Compliant billing for acute telemedicine</i>	●	○	○	○	○

