



Disclaimer

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This Presentation includes certain financial measures not presented in accordance with generally accepted accounting principles ("GAAP") including, but not limited to, EBITDA and certain ratios and other metrics derived therefrom. These non-GAAP financial measures are not measures of financial performance in accordance with GAAP and may exclude items that are significant in understanding and assessing the Company's financial results. Therefore, these measures should not be considered in isolation or as an alternative to net income, cash flows from operations or other measures of profitability, liquidity or performance under GAAP. You should be aware that the Company's Presentation of these measures may not be comparable to similarly-titled measures used by other companies.

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Hudson intends to file with the SEC a proxy statement / prospectus on Form S-4 relating to the proposed Business Combination, which will be mailed to its stockholders once definitive. This Presentation does not contain all the information that should be considered concerning the proposed Business Combination and is not intended to form the basis of any investment decision or any other decision in respect of the Business Combination. Hudson's stockholders and other interested persons are advised to read, when available, the preliminary proxy statement / prospectus and the amendments thereto and the proxy statement / prospectus and other documents filed in connection with the proposed Business Combination, as these materials will contain important information about the Company, Hudson and the Business Combination. When available, the proxy statement / prospectus and other relevant materials for the proposed Business Combination will be mailed to stockholders of Hudson as of a record date to be established for voting on the proposed Business Combination. Stockholders will also be able to obtain copies of the preliminary proxy statement / prospectus, the definitive proxy statement / prospectus and other documents filed with the SEC, without charge, once available, at the SEC's website at www.sec.gov, or by directing a request to: Talkspace, Broadway #607, New York, NY 10025.

Participants in the Solicitation

Hudson and its directors and executive officers may be deemed participants in the solicitation of proxies from the stockholders of Hudson in connection with the proposed Business Combination. A list of the names of those directors and executive officers and a description of their interests in Hudson is contained in Hudson's Registration Statement on Form S-1, as effective on June 8, 2020, which was filed with the SEC and is available free of charge at the SEC's web site at www.sec.gov, or by directing a request to Talkspace, Broadway #607, New York, NY 10025. Additional information regarding the interests of such participants will be contained in the proxy statement / prospectus for the proposed Business Combination when available.

The Company and its directors and executive officers may also be deemed to be participants in the solicitation of proxies from the stockholders of Hudson in connection with the proposed Business Combination. A list of the names of such directors and executive officers and information regarding their interests in the proposed Business Combination will be included in the proxy statement / prospectus for the proposed Business Combination when available.



Today's attendees



Oren Frank

Co-founder and Chief Executive Officer



Mark Hirschhorn

President, Chief Operating and Financial Officer



Doug Braunstein

Chairman and President

Former CFO and Vice Chairman of J.P. Morgan



Doug Bergeron

Chief Executive Officer

Technology Investor and Former CEO of VeriFone



Hudson Executive Investment Corp. overview

- Founder / Managing Partner of Hudson Executive Capital
- Former CFO / Vice Chairman of J.P. Morgan and Head of Americas Investment Banking
- 35-years of M&A leadership, including some of largest Healthcare transactions



Doug Braunstein



Doug Bergeron

- Managing Partner of Hudson Executive Capital
- 35-year successful FinTech track record including 12 years as CEO of VeriFone, during which time enterprise value grew from \$50 million to over \$5 billion
- Tech investor and mentor to management teams



- HEC is an investment firm that helps drive portfolio company strategy through active engagement with management
- Dedicated investment team with deep knowledge of public market positioning
- Leverage CEO network for guidance on investments
- HEC, along with Doug Braunstein and Doug Bergeron, is a co-sponsor of the SPAC

Select HEC investments

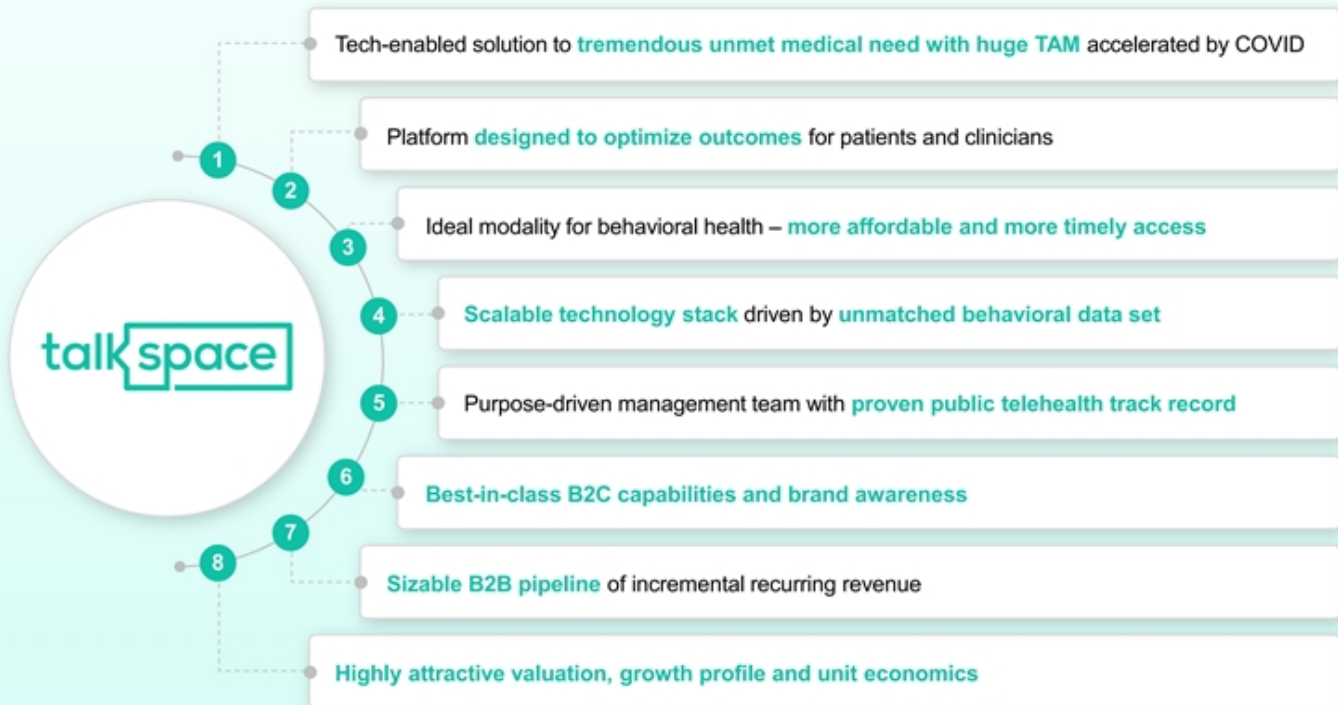


CEO network: Select Healthcare Executives

- **Marc Casper:** *President, CEO and Director*
- **Stephen Hemsley:** *Former CEO and current Chairman*
- **Alan Miller:** *Founder, Chairman and CEO*
- **Fred Eshelman:** *Former Chairman and CEO*
- **Paul Ormond:** *Former Chairman and CEO*



Key highlights





Hudson Executive / Talkspace partnership further accelerates growth

- Deep enterprise relationships in healthcare and other industries
- Public market and M&A expertise

talkspace

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Compelling peer differentiation

	talkspace	 TELADOC. ¹	 amwell	
Valuation	2021E EV / Revenue	11.2x	20.7x	22.9x
	2022E EV / Revenue	6.8x	15.2x	18.1x
	2021E EV / Gross Profit	17.5x	30.4x	62.3x
	2022E EV / Gross Profit	10.9x	22.2x	44.6x
	2019–2023E revenue CAGR	65.3%	48.4%	30.2%
Capabilities	Clinical model focus	Specialized behavioral network	Clinician Supply / demand alignment	Clinician supply / demand alignment
	B2C B2B behavioral	✓ ✓	✓ ✗	✗ ✗
	Physician continuity	✓	✗	✗



Source: FactSet and company filings
 Note: Market data as of 01/07/21; ¹ Pro forma for merger with Livongo

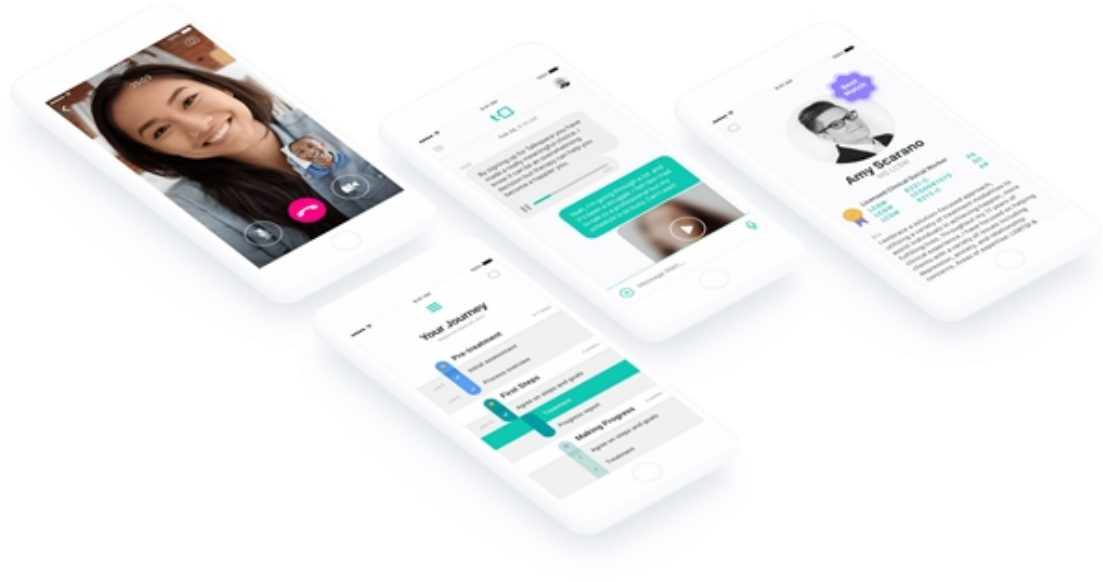
Compelling peer differentiation

		<u>EV/</u> <u>Revenue</u> <u>2021E</u>	<u>EV/</u> <u>Revenue</u> <u>2022E</u>	<u>Revenue</u> <u>CAGR '19A-</u> <u>22E</u>
Core Peers¹	<ul style="list-style-type: none"> • Telehealth / behavioral health offering • Technology-driven differentiation 	19.2x	14.2x	36%
Disruptive Healthcare²	<ul style="list-style-type: none"> • Disrupting long-standing therapy solutions • Innovation expanding TAM 	18.0x	14.6x	27%
High Growth Internet³	<ul style="list-style-type: none"> • Transforming business and consumer connectivity • Recurring revenue stream 	22.8x	18.1x	42%
talkspace		11.2x	6.8x	75%



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FactSet as of 01/07/2021; ¹ Core Peers includes mean of: Amwell, GoodRx, SOC Telemed, Teladoc; ² Disruptive Healthcare includes mean of: Accolade, DexCom, Health Catalyst, HealthEquity, Inspire Medical, iRhythm, Novocure, Oak Street, One Medical, Phreesia, Veeva; ³ High Growth Internet includes mean of: Chegg, Etsy, Fiverr, Match, Shopify, Upwork, Zoom; Note: SOC Telemed is based on capital structure at deal announcement and Teladoc is pro forma for merger with Livongo



Business Overview

Behavioral health is a vital service with an enormous TAM

70+ million

Americans suffer from mental illness, spread across all ethnic, socio-economic and age ranges

17 million

US adults have had at least one major depressive episode in the past year

30%

Increase in annual US suicide rate since 2001

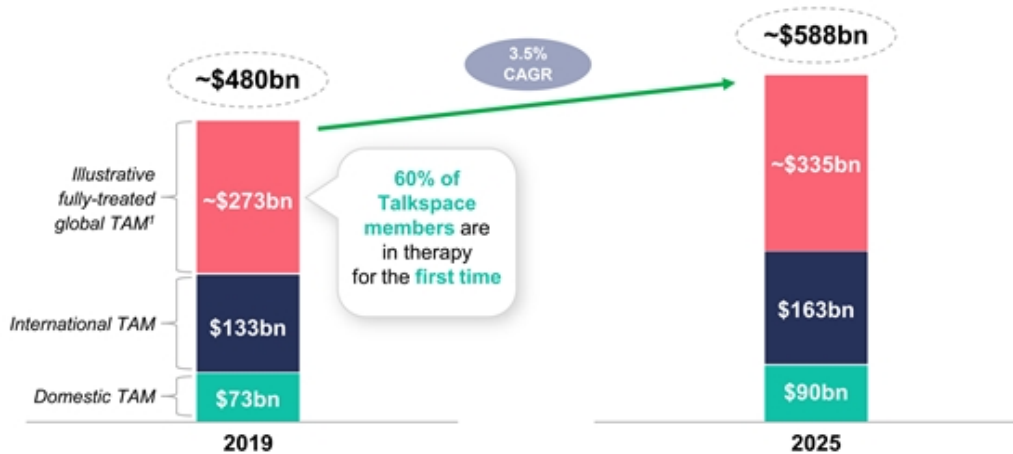
\$4.6 billion

Spent annually in the U.S. on unnecessary ER visits for mental illness

\$192 billion

Of annual lost wages and lost productivity in U.S. as a result

True Global TAM



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Source: Mordor Intelligence, NAMI; ¹ Illustrative fully-treated global TAM represents total addressable market if the entire prevalent population were to receive care (only approximately 46% of patients with a behavioral illness currently receive care). This TAM number is calculated by taking the global TAM of those who receive treatment, divided by the % of the total treatable population who receive care

Leading virtual behavioral health platform



- **Robust technology platform** purpose-built to personalize treatment and drive outcomes
- **Highly rated app** promotes behavioral health as a lifestyle choice, not a one-time event
- **Leading management team** passionate about mission
- **Large, optimized clinician network**
- **Unique B2C capabilities** and a highly-engaged customer base
- **Robust and rapidly expanding B2B presence**

2021E financial snapshot

\$125M
net revenue

~69%
y/y rev. growth

~64%
gross margin

Company snapshot



>2M
Members served to date



>39M
commercial covered lives



~46,000
active members¹



#1
branded virtual therapy provider



~2,650
providers




68%
Of members saw improvement in symptoms²



Source: Brand Health Tracking Study (February and July 2020); ¹Includes B2C and B2B active members; ²Hull, T.D., Malgaroli, M., Connolly, P.S. et al. Two-way messaging therapy for depression and anxiety: longitudinal response trajectories. BMC Psychiatry 20, 297 (2020)

A deep, highly experienced leadership team with both technology and healthcare expertise



Oren Frank
CEO, Co-Founder
McCANN



Roni Frank
Co-Founder, Clinical Services
amdocs



Mark Hirschhorn
President, COO and CFO
TELADOC



Gil Margolin
CTO
amdocs



Sam Braunstein
Chief Marketing Officer
HigherOne
CONCERTIV




Dr. Neil Leibowitz
Chief Medical Officer
OPTUM



Deb Adler
SVP Network & Quality
UnitedHealthcare



Nisim Cohen
VP Finance and Ops
EY



Michaela Yule
Chief of Staff
BAIN & COMPANY

“Our mission is to provide more people with convenient access to affordable behavioral healthcare so that those in need live a happier and healthier life”



Virtual therapy ideal for the unmet need in behavioral care

	Elements of care	In person limitations	talkspace
Access	Convenience	✗ Treatment stigma coupled with physical hurdles	✓ Multiple ways to access care
	Timeliness	✗ Inefficient	✓ On-demand access aligns issue and solution
	Cost	✗ High cost	✓ Affordable pricing model
Quality	Clinical matching	✗ Lead time between appointment / visit	✓ Matching algorithm and access to clinical network
	Care continuity	✗ 44% return for second visit ¹	✓ 80% return for second visit ¹
	Outcomes	✗ Hard to measure, variable outcomes	✓ AI / machine learning-driven platform

COVID has accelerated and made permanent these changes






¹ Per Talkspace-conducted employer study

B2C and B2B model overview

B2C Overview

Therapy

<p>\$65/week</p>  <p>Messaging Plus</p> <p>Text, video and audio messaging</p>	<p>\$79/week</p>  <p>Messaging Premium</p> <p>+1 Live Video</p> <p>Text, video and audio messaging</p>	<p>\$99/week</p>  <p>LiveTalk Ultimate</p> <p>+4 Live Videos</p> <p>Text, video and audio messaging</p>
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Average member treatment length: 5.4 months¹

Monthly average per member: \$263¹

Psychiatry

Fee per session model

- Initial consultation: \$199
- Follow-up: \$125

B2B Overview

<p>Employee Assistance Program</p>   	<p>Behavioral Health</p>   	<p>Direct to Employer</p>   
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EAP price per session: \$65

BH price per session: \$70

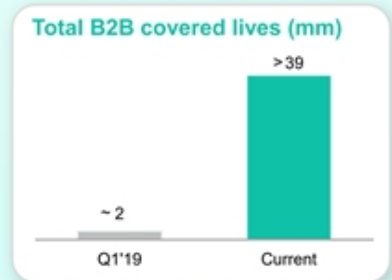
Fee per session model

- Initial consultation: ~\$180²
- Follow-up: ~\$120²

Robust growth



Sustained high growth in direct to consumer member base



Impressive client growth success despite only recently launching

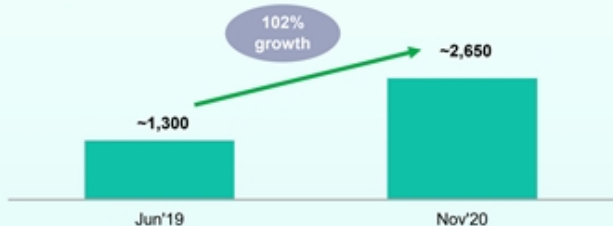


¹ Numbers calculated based on most recently aggregated cohort data from January 2017 to August 2020; ² B2B Psychiatry pricing shown as an illustrative average, true amount varies by provider type and payer

Unique platform to match providers and patients

Robust growth

Active providers



Unparalleled value proposition

 Flexibility and convenience	 Professional development
 Efficiency	 Income

Unmatched presence and quality

Access

~2,650 providers across all 50 U.S. states



Experience



100% of providers with a Masters degree or higher



8 years average years of experience per provider

Diversity

85% female, 15% male

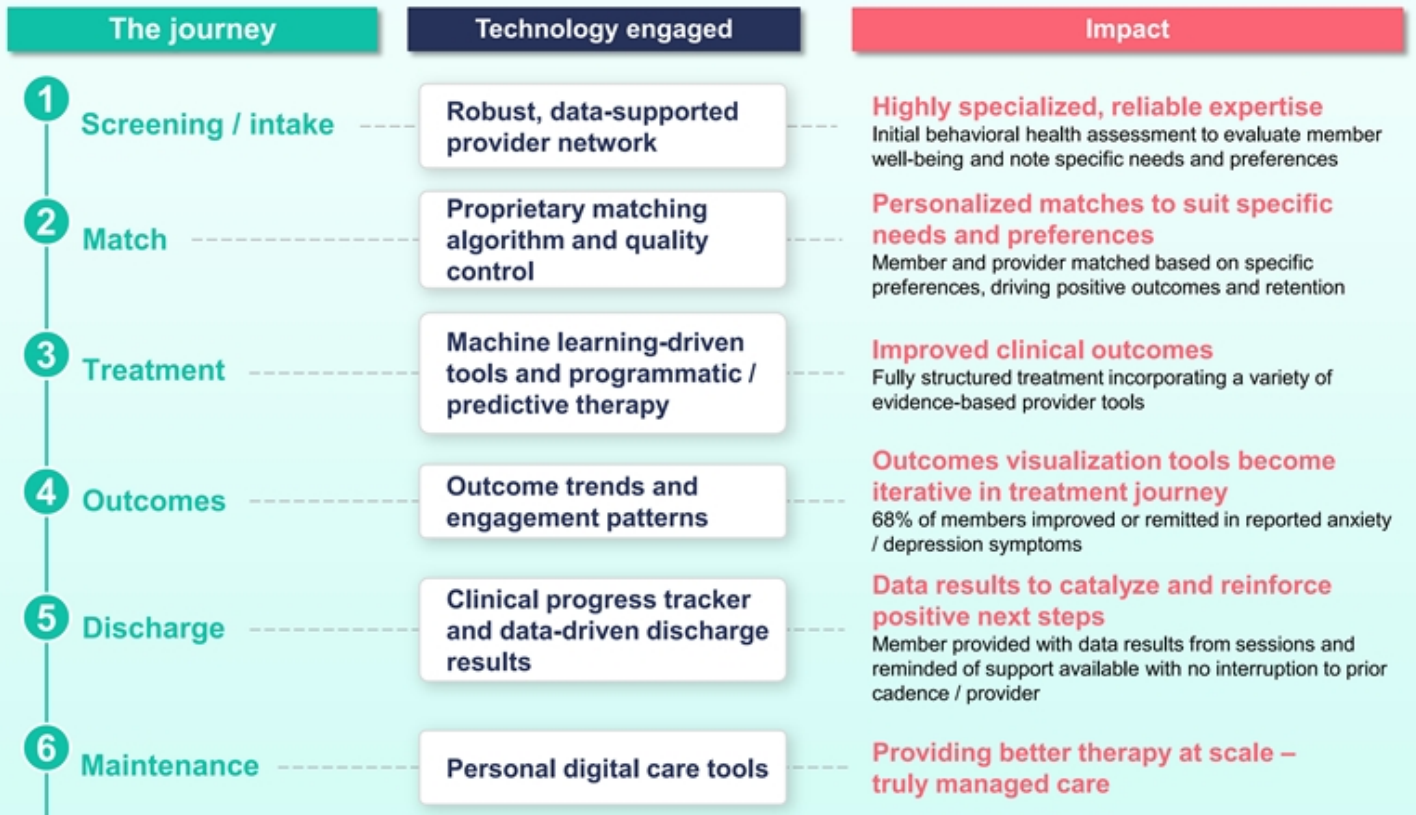
21 clinical specialties

33% people of color

37% under age 35



Robust technology platform drives differentiated care model

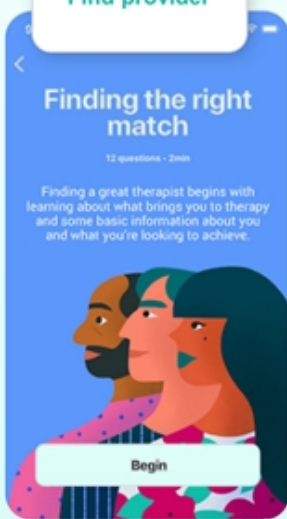


Source: Hull, T.D., Malgaroli, M., Connolly, P.S. et al. Two-way messaging therapy for depression and anxiety: longitudinal response trajectories. BMC Psychiatry 20, 297 (2020)



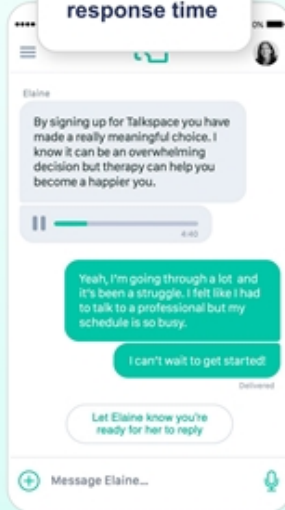
Talkspace offers a best-in-class member experience

Find provider



- Personalized matches to suit specific needs and preferences

Guaranteed response time



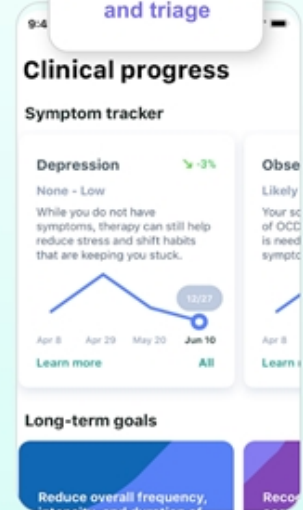
- Secure, reliable messaging with a licensed provider

Multi-platform capability



- Live video sessions with providers across mobile and desktop

Digital navigation and triage



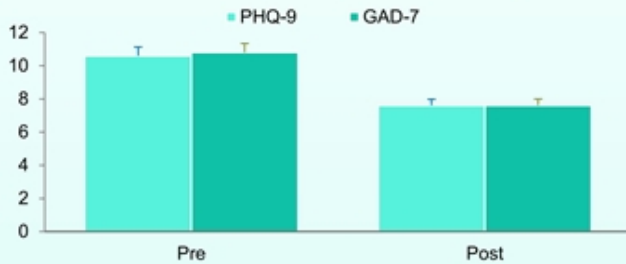
- Goal-setting, guidance, and personalized treatment plans



Science-based approach leads to superior clinical outcome

Clinical case study

Talkspace treatment efficacy



68%

of patients improved or remitted

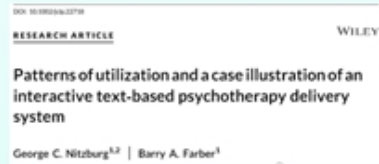
Methods

- Published study of **10,718 participants**
- Study length of **1.5-3 months**
- Average patient **age 35**
- Based on PHQ-9, GAD-7 results
 - Clinical standard for measuring depression and anxiety symptoms, respectively

A focus on clinical excellence

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Peer-reviewed studies



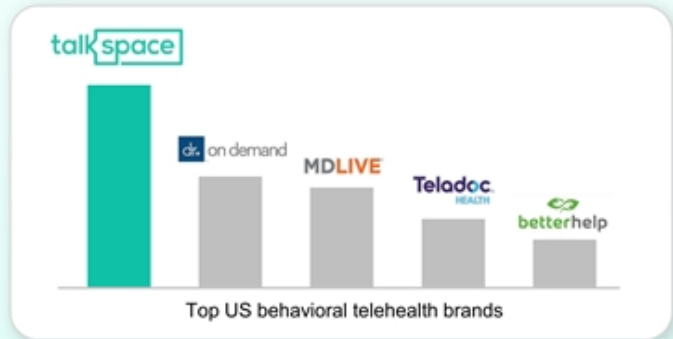
Source: Hull, T.D., Malgaroli, M., Connolly, P.S. et al. Two-way messaging therapy for depression and anxiety: longitudinal response trajectories. BMC Psychiatry 20, 297 (2020)

The strongest brand in digital behavioral health

Instantly recognizable, highly influential spokespeople



Highest brand awareness¹ relative to competitors



Multi-faceted marketing approach is core to success in consumer market

Optimized Go-To-Market Narrative + Tracked Consumer Engagement



PR + Advertising / Earned Media



Print Media + Grassroots Campaign



Spokespeople + Employer Partnership Program

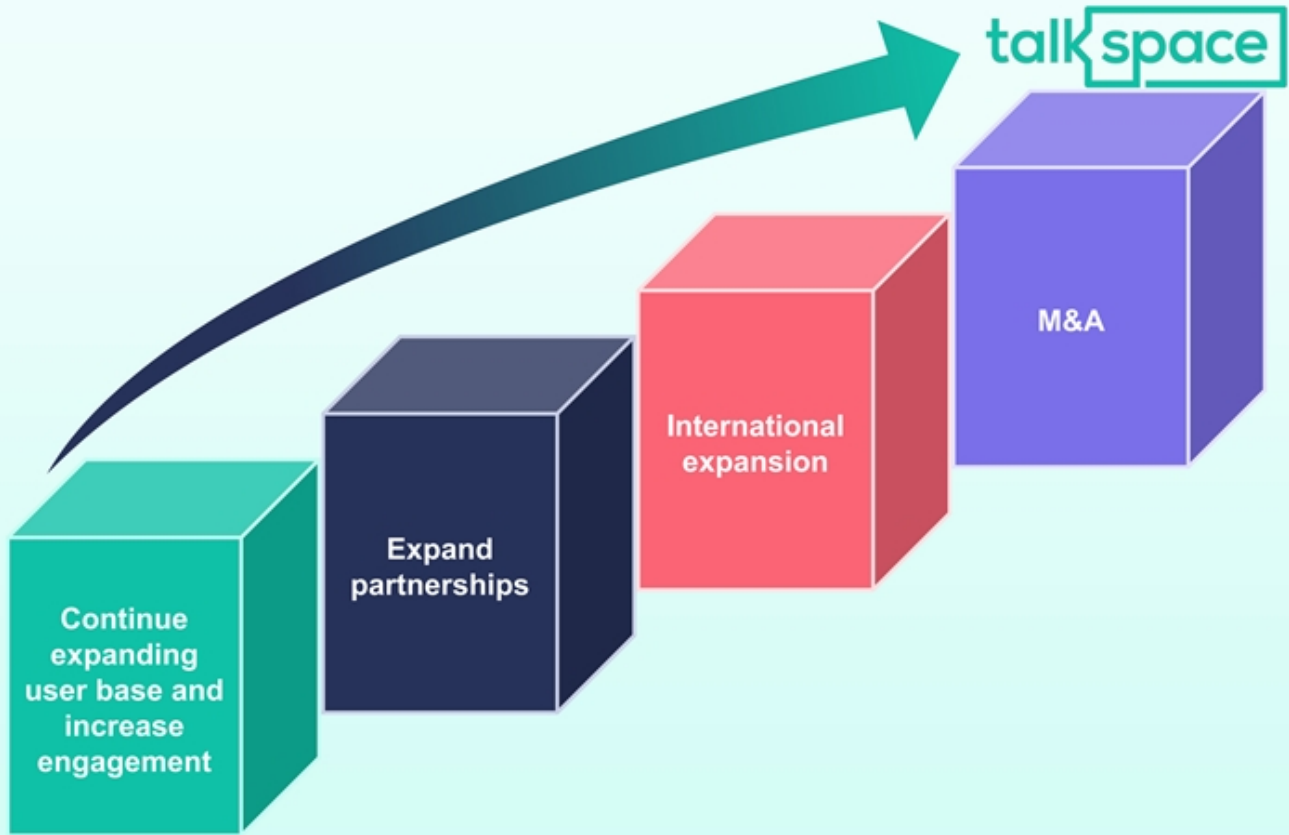


Source: July 2020 Brand survey - 1,200 U.S. consumers, 18-49 y.o.
¹ Measurement of aided awareness.



Growth

Multiple levers for continued rapid growth

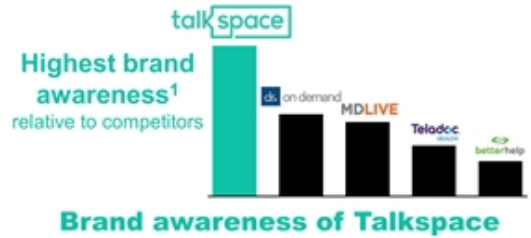
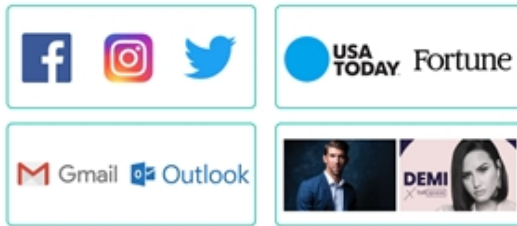


talkspace

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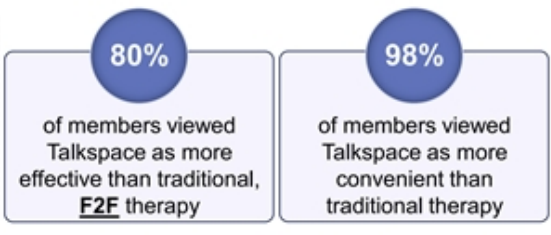
Expand highly-engaged core user base

Continue driving brand awareness and member engagement



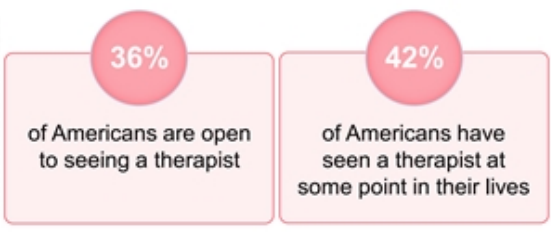
Maintain current and capture repeat members

- Expand Talkspace's brand to promote therapy as a lifestyle choice and not as a one time event
- Continue to enhance offering to minimize net turn of members
- Actively engage captive and prior members



Expand member base

- Utilize brand awareness for further penetration
- Transition existing user base in need of psychiatry services
- Expand provider network and capabilities



Source: July 2020 Brand survey - 1,200 U.S. consumers, 18-49 y.o.; Hull, T.D., Mahan K. A Study of Asynchronous Mobile-Enabled SMS Text Psychotherapy. Journal of Telemedicine and e-Health, Vol. 23, No. 3: "Americans Feel Good About Counseling"
¹ Measurement of aided awareness

Diverse pathways to continued B2B growth

Address embedded members in existing B2B clients



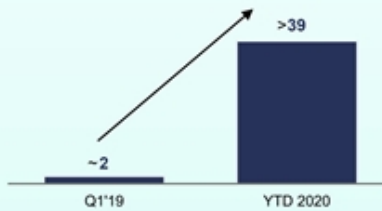
B2B lives covered growth

	(2019) At launch	Current ¹
Client A	3,000	126,051
Client B	34,370	~2.4mm
Client C	~1.7mm	~4.8mm

¹As of 12/1/2020

Add new B2B clients

B2B lives covered growth (mm)



- Partner with additional regional and national health plans
- Accelerate outbound marketing efforts in order to further penetrate B2B segment
- Leverage broker and consultant relationships to reach additional clients
- Continue penetrating college / university market

Expand capabilities

- 1 Extend member retention through self-service care products
- 2 Further establish and grow psychiatry
- 3 Expand into sleep & wellness
- 4 Integrate platform with other providers
- 5 Offer service at a global scale

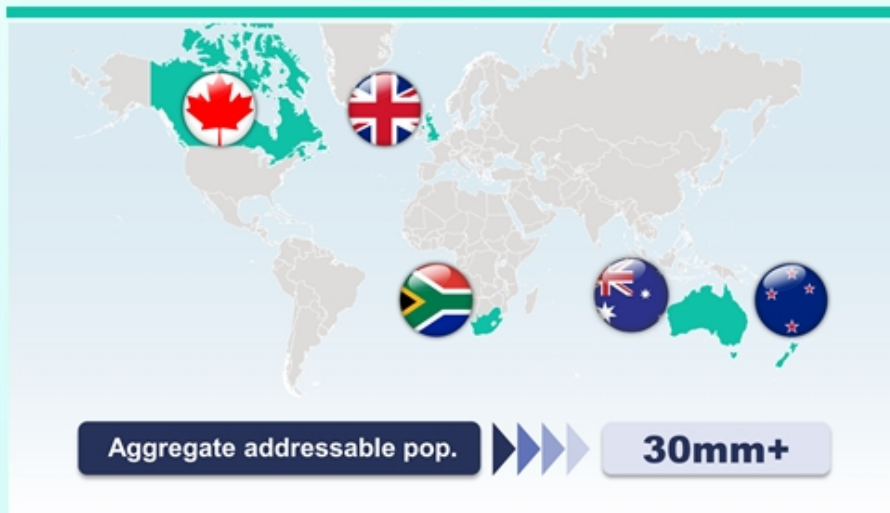


Clear global expansion opportunity

>\$205bn
global behavioral
health TAM

Illustrative TAM

Near term targets



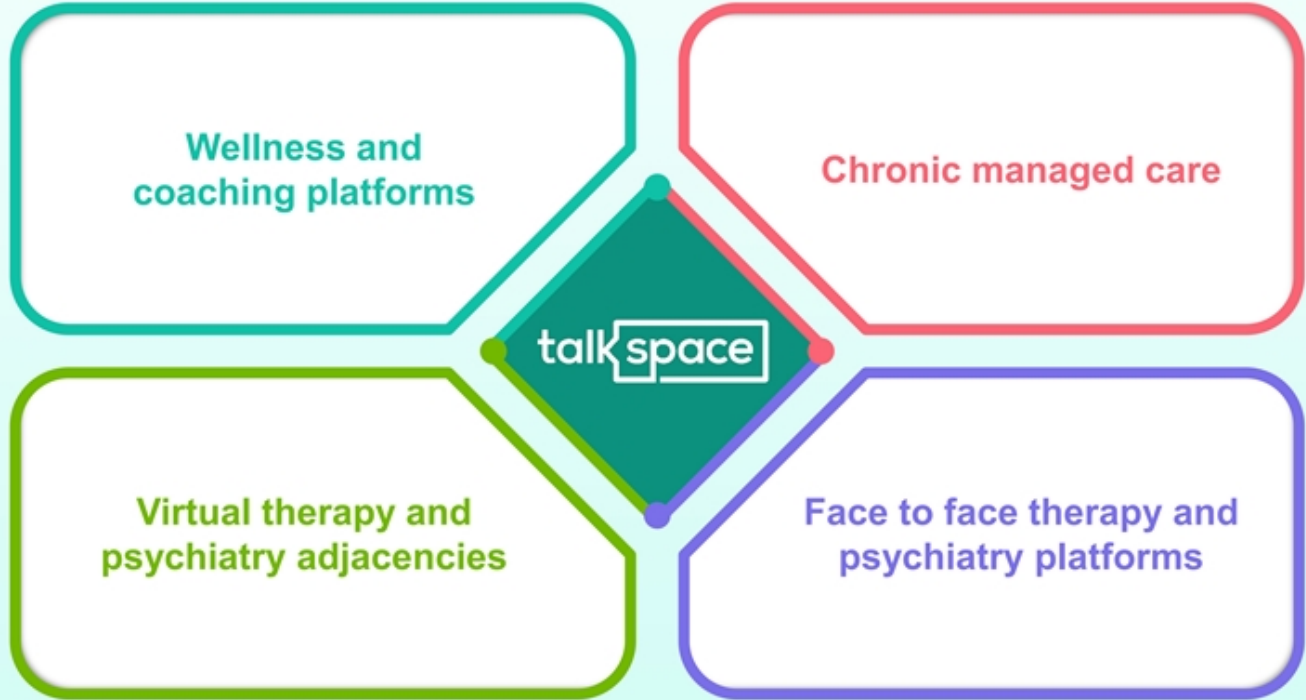
Rationale

- Highly exportable platform capabilities
- Near-term focus on English speaking countries
- Clear perspective on regulatory and clinical requirements



Source: Mordor Intelligence, NAMI, OurWorldinData

Optimally positioned for M&A opportunities across behavioral health landscape





Financial Overview

Exceptional financial profile...

Net revenue (\$mm) | Growth (%)

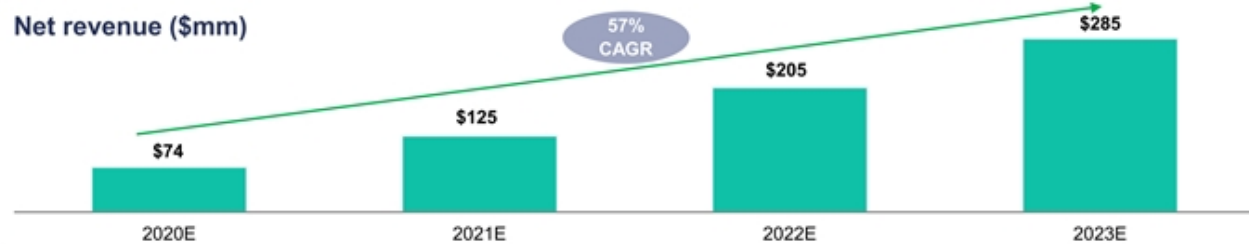


Gross profit (\$mm) | Gross margin (%)

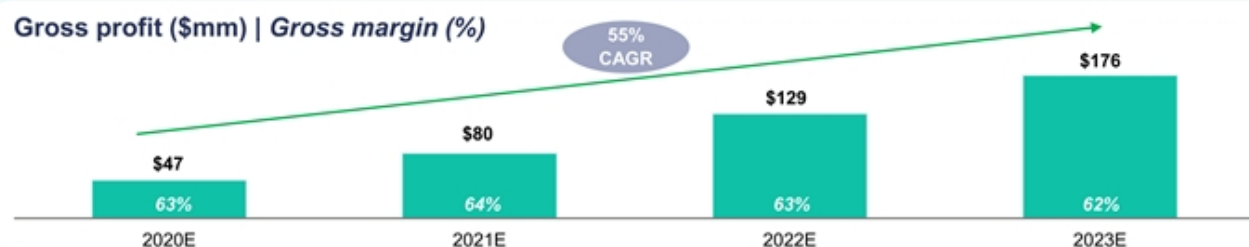


...With strong growth trajectory

Net revenue (\$mm)



Gross profit (\$mm) | Gross margin (%)



EBITDA¹ (\$mm) | EBITDA margin (%)



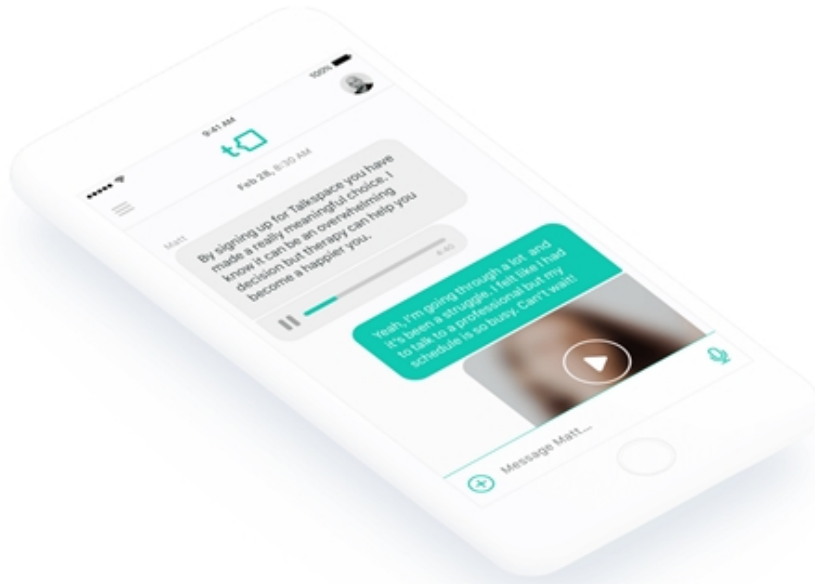
¹ We have not provided a reconciliation of EBITDA to GAAP net income (losses) on a forward-looking basis due to the potential variability, limited visibility and unpredictability

Profit and loss snapshot

(\$ in millions, except subscribers data)	HISTORICAL				FORECAST		
	2017A	2018A	2019A	2020E	2021E	2022E	2023E
Total B2C subscribers	15,021	17,002	19,851	31,214	46,259	71,001	85,829
Total B2B lives covered ('000s)	0	1,039	6,725	39,285	65,341	129,093	174,218
Net revenue	\$18	\$29	\$38	\$74	\$125	\$205	\$285
% growth		61%	33%	94%	69%	64%	39%
Gross profit	8	14	20	47	80	129	176
% margin	47%	49%	51%	63%	64%	63%	62%
Operating expenses	(23)	(34)	(49)	(62)	(93)	(114)	(134)
EBITDA ^{1, 2}	(14)	(20)	(29)	(15)	(12)	14	42



¹No adjustments required to reconcile historical GAAP net income (losses) to EBITDA; ²We have not provided a reconciliation of EBITDA to GAAP net income (losses) on a forward-looking basis due to the potential variability, limited visibility and unpredictability



Transaction Overview

Transaction overview

Talkspace is preparing to go public through a SPAC Merger with Hudson Executive Investment Corp., which has raised a \$300 million PIPE to further support long-term growth

- HEIC's IPO raised \$414 million in June 2020, with its common stock trading on the NASDAQ under symbol "HEC"¹
- The transaction is expected to be funded through a combination of:
 - HEIC's \$414 million of cash in trust
 - \$300 million of committed PIPE financing
 - \$25 million from Hudson Executive Capital funded at closing with an additional \$25mm available to backstop SPAC redemptions
- \$250 million of growth capital funded to balance sheet
- **Talkspace will trade on the NASDAQ under the ticker "TALK" at closing, expected late Q1 / early Q2**



¹ Hudson Executive Investment Corp. trades on the NASDAQ under the following symbols: "HEC" (common stock), "HECCU" (units) and "HECCW" (warrants)

Pro forma capitalization and ownership

Estimated Transaction Sources & Uses¹

(\$mm)

Sources	
SPAC Cash in Trust	\$414
Hudson Executive Capital Forward Purchase	\$25
PIPE	\$300
Total cash sources	\$739

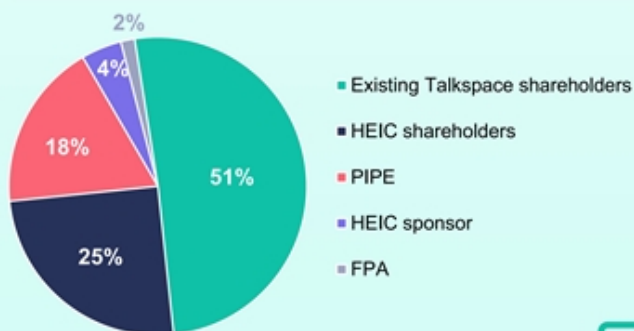
Uses	
Cash to balance sheet	\$250
Secondary proceeds	\$444
Estimated transaction expenses ¹	\$45
Total cash uses	\$739

Post-Money Valuation at Close

(\$mm)

PF Transaction	
Illustrative Talkspace Share Price	\$10
PF Shares Outstanding ²	165.0
Total Equity Value	\$1,650
(+) Debt at close	\$0
(-) Cash at close	(\$250)
PF Enterprise Value	\$1,400
PF EV / 2021E Net Revenue	11.2x
PF EV / 2022E Net Revenue	6.8x

Illustrative Post-Transaction Ownership²



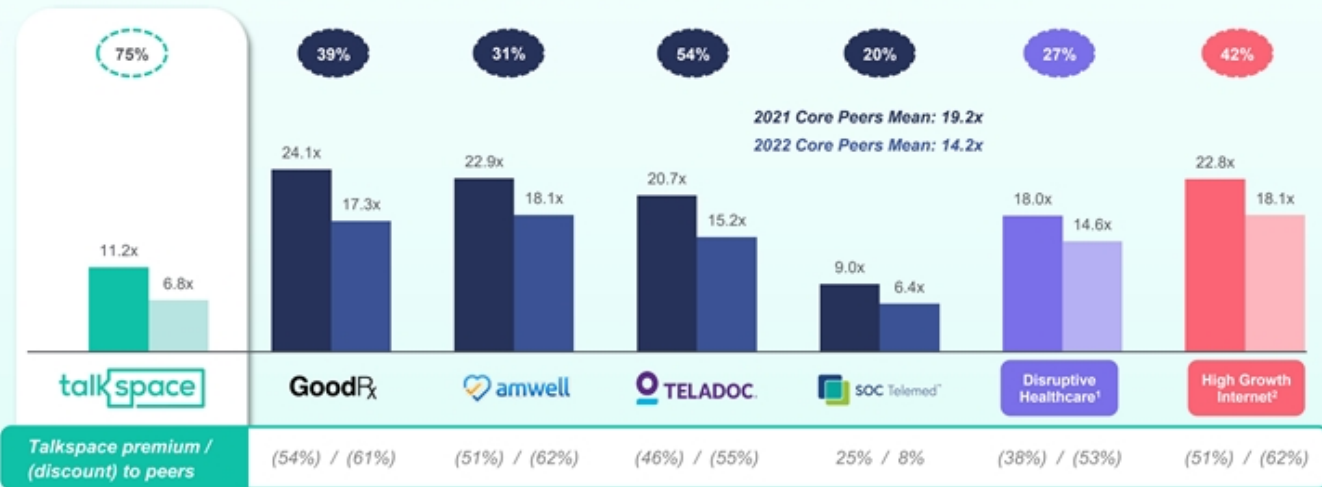
30

¹ Transaction expenses are an estimate; ² Total pro forma shares outstanding includes 83.9 million rollover equity shares, 41.4 million for HEIC public investors, 30.0 million from PIPE, 7.2 million SPAC sponsor shares, and 2.5 million from HEIC forward purchase agreement. Assumes no redemptions, no management awards and does not include impact of dilution from 20.7 million public warrants, 10.3 million private warrants, and 1.3 million FPA warrants. 1.6 million SPAC sponsor share vest when the stock reaches \$12 and 1.6 million share at \$15

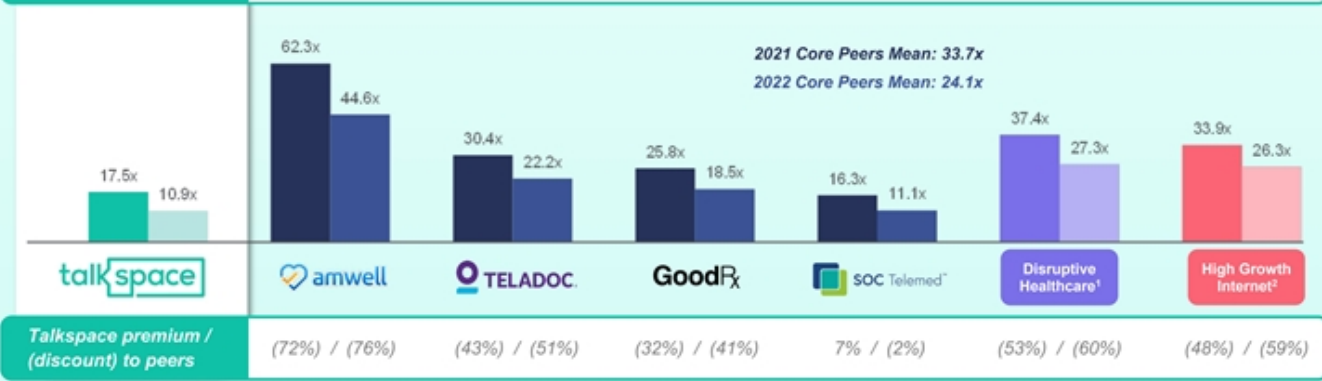
Valuation benchmarking to peers

'19A - '22E
Revenue
CAGR

EV / Revenue



EV / Gross Profit



■ 2021 ■ 2022

31

Source: FactSet as of 01/07/2021; ¹ Disruptive Healthcare includes mean of: Acolade, DexCom, Health Catalyst, HealthEquity, Inspire Medical, iRhythm, Novocure, Oak Street, One Medical, Phreesia, Veeva; ² High Growth Internet includes mean of: Chegg, Etsy, Fiverr, Match, Shopify, Upwork, Zoom; Note: SOC Telemed is based on capital structure at deal announcement and Teladoc is pro forma for merger with Livongo

Leading virtual behavioral health platform



- **Robust technology platform** purpose-built to personalize treatment and drive outcomes
- **Highly rated app** promotes behavioral health as a lifestyle choice, not a one-time event
- **Leading management team** passionate about mission
- **Large, optimized clinician network**
- **Unique B2C capabilities** and a highly-engaged customer base
- **Robust and rapidly expanding B2B presence**

2021E financial snapshot

\$125M
net revenue

~69%
y/y rev. growth

~64%
gross margin

Company snapshot



>2M
Members served to date



>39M
commercial covered lives



~46,000
active members



#1
branded virtual therapy provider



~2,650
providers



68%
Of members saw improvement in symptoms¹



Source: Brand Health Tracking Study (February and July 2020) ¹Hull, T.D., Malgaroli, M., Connolly, P.S. et al. Two-way messaging therapy for depression and anxiety: longitudinal response trajectories. BMC Psychiatry 20, 297 (2020)

Key highlights

- 1 Tremendous unmet medical need with huge TAM accelerated by COVID
- 2 Platform designed to optimize outcomes for patients and clinicians
- 3 Ideal modality for behavioral health – more affordable and more timely access
- 4 Scalable technology stack driven by unmatched behavioral data set
- 5 Purpose-driven management team with proven public telehealth track record
- 6 Highly attractive valuation, growth profile and unit economics

Hudson Executive / Talkspace partnership further accelerates growth

- Deep enterprise relationships in healthcare and other industries
- Public market and M&A expertise



Thank you

DEMI



*"What I admire most about Talkspace is their mission to provide **Therapy for All** and bring more awareness to the importance of mental and behavioral health."*

- Demi Lovato, Singer, Songwriter,
Activist, Mental Health Advocate

