

TeamHealth's Acquisition of IPC Healthcare

Investor Presentation

August 4, 2015

Forward Looking Statement

Statements made in this presentation that are not historical facts and that reflect the current view of Team Health Holdings, Inc. (the “Company”) about future events, financial performance and the proposed acquisition of IPC Healthcare, Inc. (“IPC Healthcare”) are hereby identified as “forward looking statements.” Some of these statements can be identified by terms and phrases such as “anticipate,” “believe,” “intend,” “estimate,” “expect,” “continue,” “could,” “should,” “may,” “plan,” “project,” “predict” and similar expressions. The Company cautions that such “forward looking statements,” including without limitation, those relating to the acquisition being competed within the anticipated time frame or at all, the realization of the expected benefits of the acquisition, the Company’s future business prospects, revenue, working capital, professional liability expense, liquidity, capital needs, interest costs and income, wherever they occur in this presentation or in other statements attributable to the Company, are necessarily estimates reflecting the judgment of the Company’s senior management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the “forward looking statements.” Factors that could cause our actual results to differ materially from those expressed or implied in such “forward looking statements,” include but are not limited to the occurrence of any event that could give rise to a termination of the merger agreement, the risks that the proposed acquisition disrupts current plans and operations, current or future government regulation of the healthcare industry, exposure to professional liability lawsuits and governmental agency investigations, the adequacy of insurance coverage and insurance reserves, as well as those factors detailed from time to time in the Company’s filings with the Securities and Exchange Commission.

The Company’s forward looking statements speak only as of the date hereof and the date they are made. The Company disclaims any intent or obligation to update “forward looking statements” made in this presentation to reflect changed assumptions, the occurrence of unanticipated events, or changes to future operating results over time.

Presenters

Michael D. Snow

*President & Chief Executive
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Adam D. Singer

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IPC Healthcare

David P. Jones

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TeamHealth

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IPC Healthcare

Overview



Today TeamHealth Announces:

Q2 2015 Earnings

- Net Revenue increased 30.1% to \$878.0 million
- Net Earnings were \$28.9 million; \$51.2 million after adjustments
- Diluted Net EPS of \$0.39; Adjusted EPS increased 14.8% to \$0.70
- Adjusted EBITDA increased 15.2% to \$99.4 million
- Increased full year 2015 guidance (excludes impact of IPC Healthcare acquisition)
 - 2015 Net Revenue growth range increased to 24% – 26% (up from 19% – 21%)
 - Adjusted EBITDA margin remains between 10.5% – 11.0%

Highly Strategic Acquisition of IPC Healthcare

- On August 4, 2015, TeamHealth entered into a definitive agreement to acquire IPC Healthcare, Inc. for \$80.25 per share in cash
 - Purchase price represents 10.7x LTM 6/30/15 Pro Forma Adjusted EBITDA (including full run-rate synergies)
 - Results in pro forma net leverage of 5.0x
- Currently identified annual cost and revenue synergy opportunity of at least \$60 million within 3 years
- Transaction is modestly accretive to 2016 Adjusted EPS, will drive meaningful accretion to 2017 Adjusted EPS and beyond, and enhances Revenue and Adjusted EBITDA growth profile

IPC Transaction Rationale

Highly Strategic Transaction Combines Two Physician-Centric Companies to Create the Nation's Leading Physician Services Organization

Establishes a Leading Position in the Large and Increasingly Strategic Post-Acute Setting

Creates Attractive Growth Opportunities by Combining Highly Synergistic Emergency Medicine and Hospital Medicine Capabilities

Effectively Positions TeamHealth to Capitalize on Migration to Value Based Payment (e.g. BPCI, Combined ~\$2 Billion of Medicare Spend)

Attractive Financial Attributes Create Both Near and Long-term Value for TeamHealth Shareholders

Transaction Overview

Transaction

- \$80.25 per share in cash to IPC Healthcare's shareholders
- Total transaction value of \$1.6 billion
 - Represents 10.7x LTM 6/30/15 PF Adj. EBITDA including run-rate synergies⁽¹⁾

Synergies

- Strong operational overlap creates significant synergy opportunities
- Initially identified at least \$60mm of annual synergies to be realized within 3 years
 - ~\$25mm of cost and operational synergies
 - ~\$35mm driven by identified new revenue and enhanced growth opportunities
- Potential upside from BPCI opportunity given IPC Healthcare's market leading post-acute platform and infrastructure investment

Financial Impact

- Accretive to 2016 Adjusted EPS
- Enhances TeamHealth's revenue and Adjusted EBITDA growth profile

Financial / Leverage

- Financing transaction supported by a 100% commitment from Citi
- Significant capacity to continue to grow business through disciplined acquisition strategy
- Robust cash flow and delevering profile – targeting low 4x leverage by end of 2016

Expected Close

- Q4 2015
- Subject to regulatory approval and customary closing conditions

(1) IPC Healthcare pro forma Adjusted EBITDA excludes stock-based compensation and includes \$7.8 million of adjustments for full year impact of previously closed acquisitions and one-time transaction costs.

IPC Healthcare Represents a Truly Unique and Attractive Asset

Business Highlights

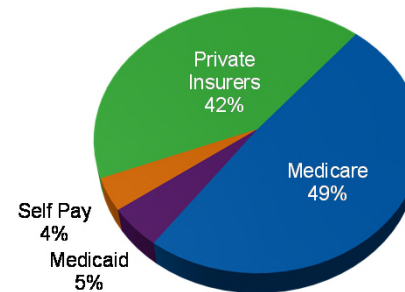
- **Largest pure-play hospitalist player**
 - ✓ Founded in 1995 by hospitalist physicians
 - ✓ >7 million annual patient encounters
 - ✓ ~2,000 affiliated providers
 - ✓ 48,000+ referring physicians
 - ✓ Serving ~2,370 facilities in 28 states

Powerful Value Proposition

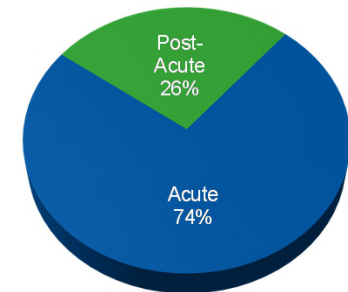
- **Post-acute as future driver of growth**
 - ~2,000 post-acute facilities
 - >15,000 facility market—highly fragmented
- **Compelling model for both hospitalists and facilities**
 - Physicians
 - Significant clinical autonomy within a national group practice
 - Alleviates administrative burden
 - Leading proprietary technology (IPC Link)
 - Attractive compensation opportunity
 - Facilities
 - Enhanced care coordination
 - Improved patient experience

Note: YTD data as of 6/30/15.
 (1) Based on patient encounters.
 (2) Based on revenue.
 (3) Encounters in millions.

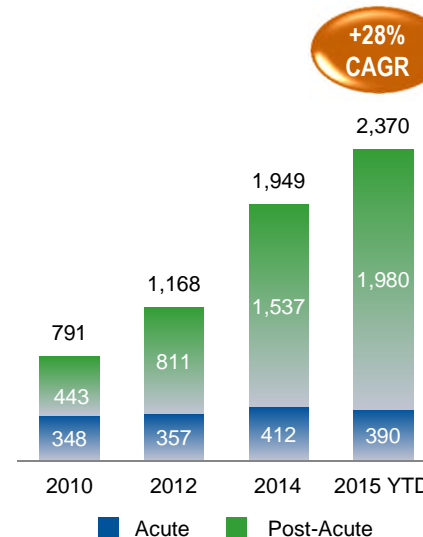
Payor Mix⁽¹⁾



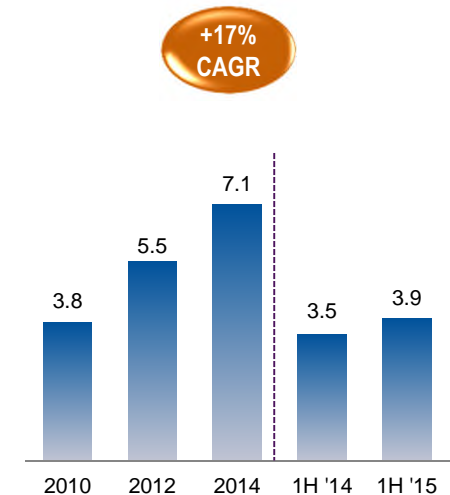
Point of Care Mix⁽²⁾



Facilities



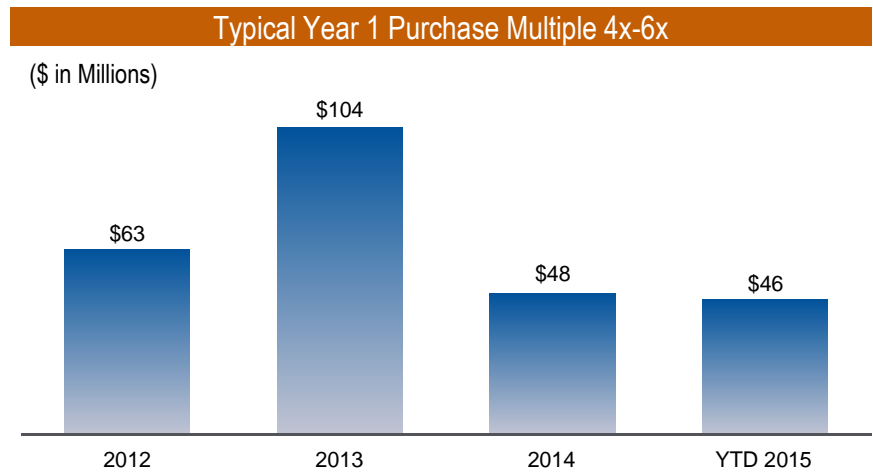
Patient Encounters⁽³⁾



IPC Healthcare: An Attractive, High Growth Platform

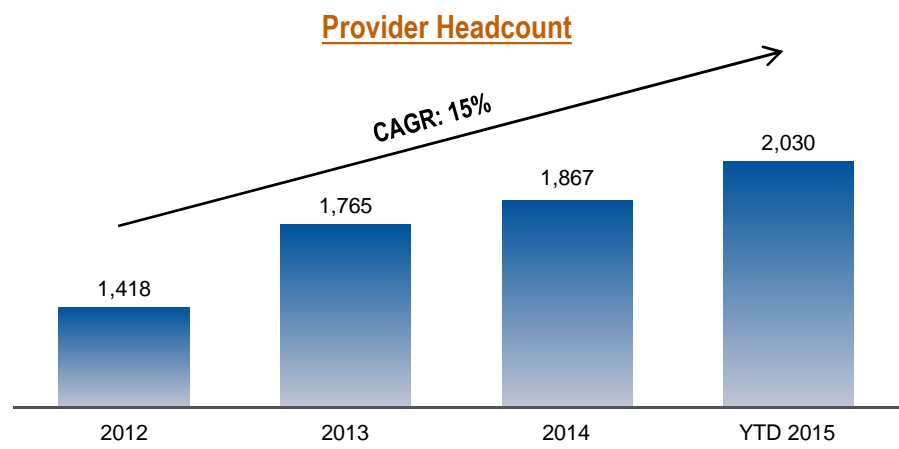
- **Strong financial performance paired with sustainable, consistent growth**
 - >9% increase in same-market revenue in each of the last 3 years
 - 15% CAGR in provider headcount since 2012
 - Adj. EBITDA CAGR >11% since 2011 despite significant investment in corporate infrastructure
- **Natural acquiror of acute & post-acute groups**
 - ~\$260mm cumulative acquisition spend since 2012
 - Attractive pro forma EBITDA purchase multiples
 - Pipeline remains strong

Strong Track Record of Value Enhancing, Capital Efficient M&A

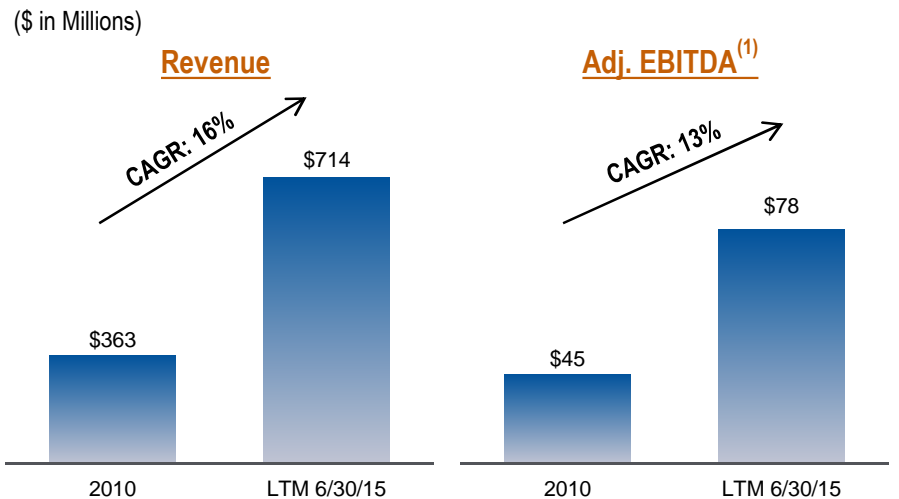


(1) Excludes stock-based compensation.

Headcount Growth Key Revenue Driver



Robust Revenue & Adj. EBITDA Growth

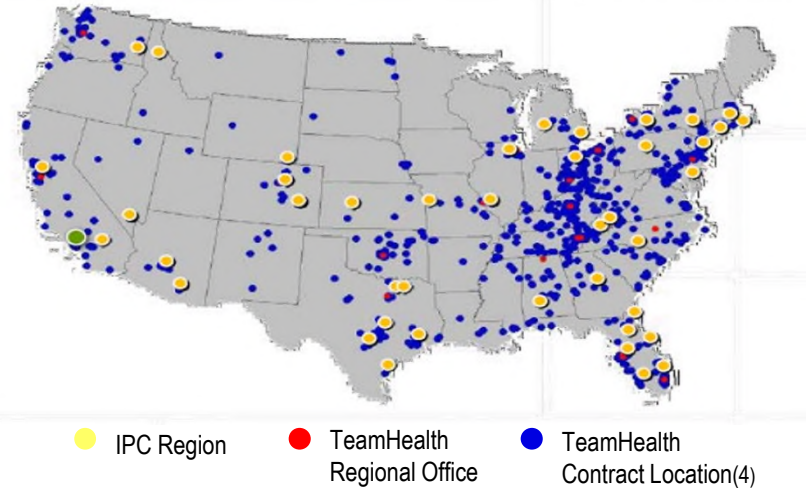


Unmatched National Platform of Critical Physician Services

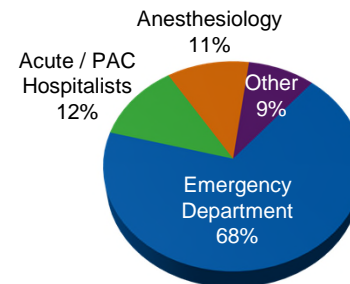
Pro Forma Operating Statistics

- ✓ Presence in 48 states
- ✓ Operates over 3,100 facilities
- ✓ ~15,000 affiliated clinicians
- ✓ PF 6/30/15 LTM Revenue of ~\$4.0bn⁽¹⁾
- ✓ PF 6/30/15 LTM Adj. EBITDA of \$527mm⁽²⁾
- ✓ Combined free cash flow of ~\$230mm⁽³⁾
- ✓ Significant complementary services within markets / limited facility overlap

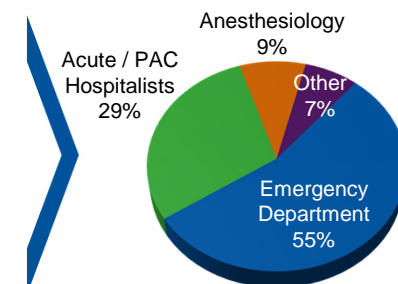
Complementary National Presence



Pro Forma Business Mix⁽⁵⁾



Standalone TMH



TMH + IPCM

(1) Includes \$35mm of revenue synergies.

(2) Standalone figures exclude stock-based compensation and include full year benefit of acquisitions. Pro Forma Adj. EBITDA includes \$60mm of synergies.

(3) Represents sum of standalone 2014 free cash flow for both TeamHealth and IPC Healthcare.

(4) Represents contracts from all service lines (ED, Hospitalists, Anesthesiology, Other).

(5) Represents 2014 business mix.

Rationale



Transaction Positions TeamHealth to Capitalize on Key Trends Impacting Healthcare Industry

- **Move to Value Based Reimbursement**



- Increases the need for more effective and efficient coordination of patient care within and beyond the hospital

- **Growing Importance of Post-Acute Management**



- Cost focus increasingly expanding to include post-acute setting (bundled payments & readmission penalties)

- **Health Systems Looking for Partners with Scale, Breadth and Expertise**



- Looking to address multiple “pain points” in an integrated and coordinated way

- **Payor Consolidation**

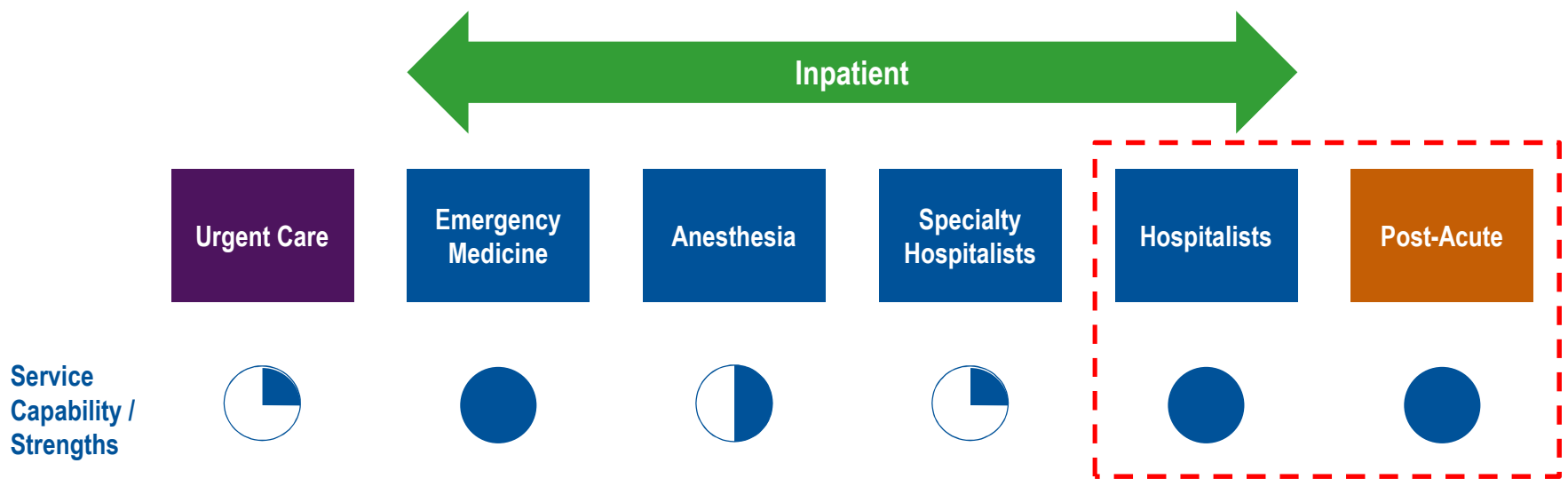


- Scale across multiple service lines and sites enhances value

1 Highly Strategic Transaction Combines Two Physician-Centric Companies to Create the Nation's Leading Physician Services Organization

- Highly complementary physician-centric cultures
- Transaction enhances a leading physician / allied health organization with more than 15,000 healthcare professionals
- Powerful capability to manage patient care and influence high quality / lower cost outcomes across the continuum of care

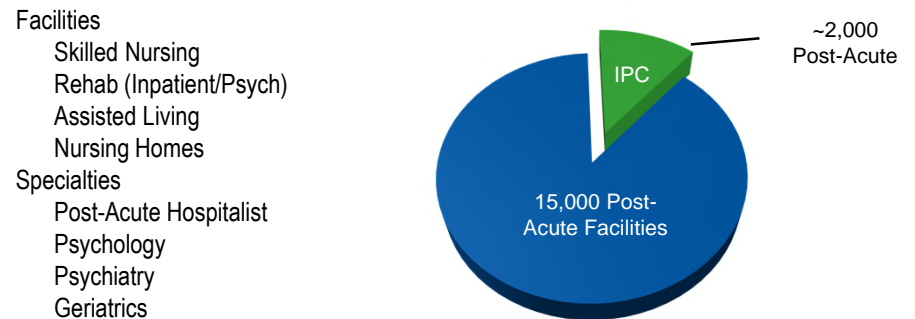
Physician / Clinician Organization Spanning the Care Continuum



2 Establishes a Leading Position in the Large and Increasingly Strategic Post-Acute Setting

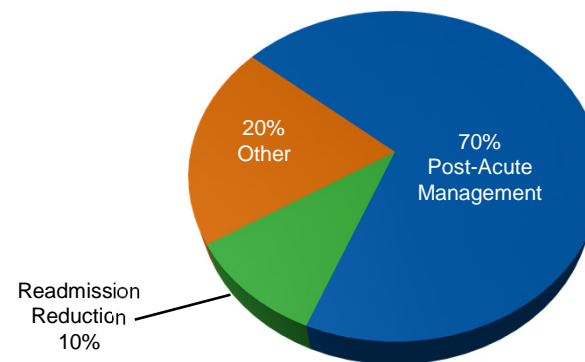
- Post-acute setting represents the most impactable, expensive part of healthcare delivery
 - ~21% of Medicare patients are discharged from acute care facilities to post-acute
- IPC Healthcare is the leading national platform in post-acute
- Provides services in ~2,000 post-acute facilities across 28 states
 - ~500 medical directorships in SNFs
 - ~30% of IPC encounters
 - ~25% of IPC revenues
- Substantial growth opportunity in very large industry
 - Higher acuity patients being discharged to post-acute sooner
 - Unpenetrated market with >15,000 facilities
- Makes TeamHealth the natural acquiror of post-acute focused practices
 - Substantial identified pipeline

Significant Consolidation Opportunity in Large and Fragmented Industry



Increasing Strategic Importance of Post-Acute Services

BPCI Value Drivers



3 Creates Attractive Growth Opportunities by Combining Highly Synergistic Emergency Medicine and Hospital Medicine Capabilities

Market Backdrop

- Increased demand for “bundled” services from hospital systems
- Hospitals, especially as they bear more financial risk, are increasingly looking to a provider that can address these opportunities
- Combining ED staffing with hospitalist presence creates the opportunity to effectively manage patients from the ED through the inpatient discharge and beyond
 - Creates ability to lower costs and increase quality
 - Consistency and quality drives better patient experiences



Significant Opportunity

- ✓ TeamHealth provides ED services in less than 20% of IPC’s 400+ acute-care sites of services
- ✓ Bring post-acute expertise into existing, non-IPC markets

4 Effectively Positions TeamHealth to Capitalize on Migration to Value Based Payments

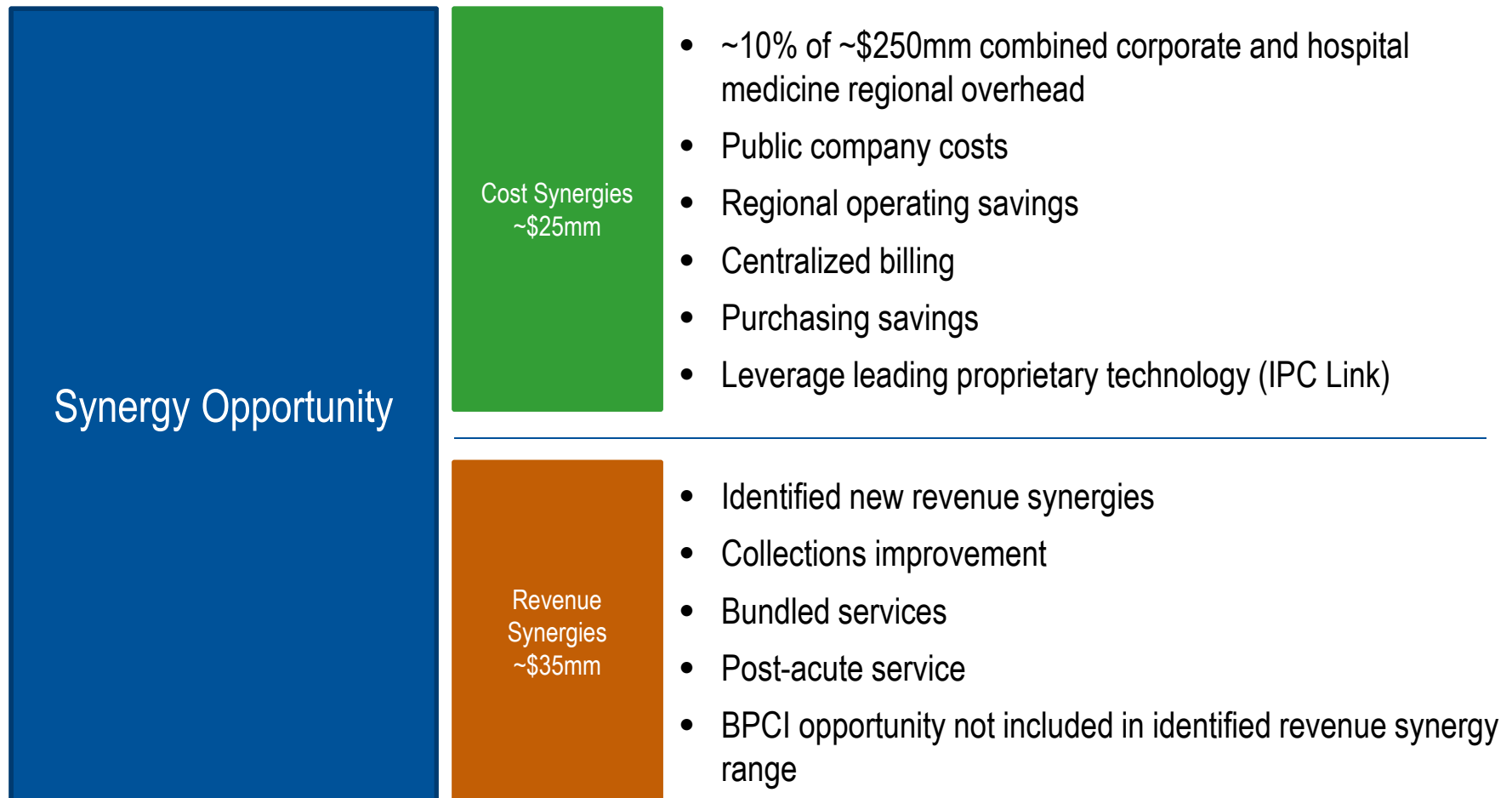
BPCI initiative underscores the growing opportunity for providers who can effectively manage care both inside the hospital setting and beyond

- Combined company offers differentiated services across Emergency Medicine, Hospitalists and Post-Acute services
- Select TeamHealth and IPC Healthcare provider groups began participation in phase II of BPCI program effective July 1, 2015
- Participation via Model 2
 - Covers both inpatient and post-acute costs in selected episodes of care
- Leveraging state-of-the-art proprietary technology and infrastructure to manage
 - ~\$2 billion of combined TeamHealth & IPC Healthcare Medicare spend
- Post-acute expertise expected to drive significant portion of savings opportunity

Key Drivers of Savings Opportunity

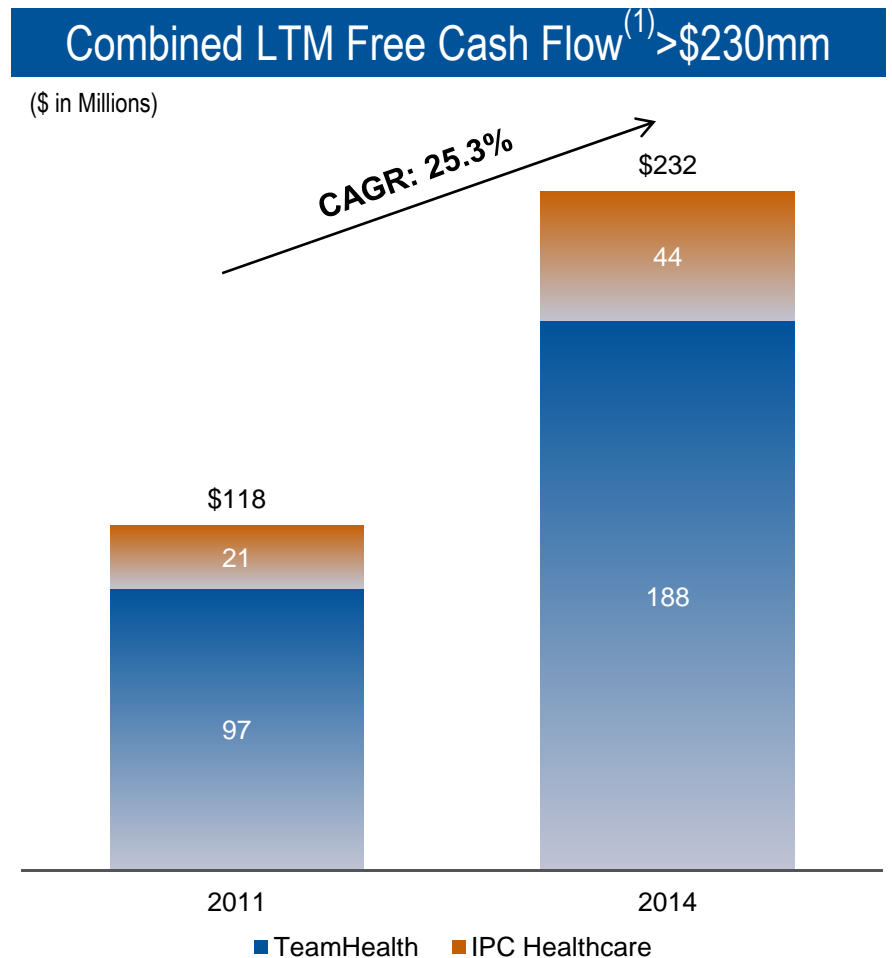
- Procedural containment efforts
- Focus on clinically appropriate discharge timing and locations
- Reduction in average length of stay
- Reduction in readmit rates
- Combines IPC's 20 Tax ID Numbers ("TIN") participating with TeamHealth's 15 participating TINs

5 Attractive Financial Attributes Create Both Near and Long-Term Value for TeamHealth Shareholders...



5 ... With Attractive Cash Flow Profile Driving Deleveraging and Significant Ongoing Acquisition Capacity

- Robust free cash flow driven by limited annual capital expenditures and low working capital requirements
 - Provides financial flexibility to continue execution on M&A pipeline
- Strong and sustainable margins
- Targeting low 4x leverage by end of 2016



(1) Free cash flow represents operating cash flow plus contingent purchase payments, less capital expenditures, less net change in investments at insurance subsidiary.

TeamHealth Q2 2015 Financial Highlights



Q2 2015 Highlights

Net Revenue increased 30.1%

Net Earnings were \$28.9 million; \$51.2 million after adjustments

Diluted Net EPS of \$0.39
Adjusted EPS increased 14.8% to \$0.70

Adjusted EBITDA increased 15.2% to \$99.4 million

Completed 20 acquisitions in 2014 and YTD June 2015

Projected growth in 2015 Net Revenue increased to a range of 24.0% to 26.0%;
Adjusted EBITDA margin remains between 10.5% and 11.0%

2015 Revised Outlook

Projected Net Revenue growth of 24.0% to 26.0%

Adjusted EBITDA Margin between 10.5% and 11.0%

Robust Acquisition Pipeline

2015 Outlook reflects an increase in Net Revenue from Prior Guidance

Conclusion

Highly Strategic Transaction Combines Two Physician-Centric Companies to Create the Nation's Leading Physician Services Organization

Establishes a Leading Position in the Large and Increasingly Strategic Post-Acute Setting

Creates Attractive Growth Opportunities by Combining Highly Synergistic Emergency Medicine and Hospital Medicine Capabilities

Effectively Positions TeamHealth to Capitalize on Migration to Value Based Payment (e.g. BPCI, Combined ~\$2 Billion of Medicare Spend)

Attractive Financial Attributes Create Both Near and Long-term Value for TeamHealth Shareholders

Q&A

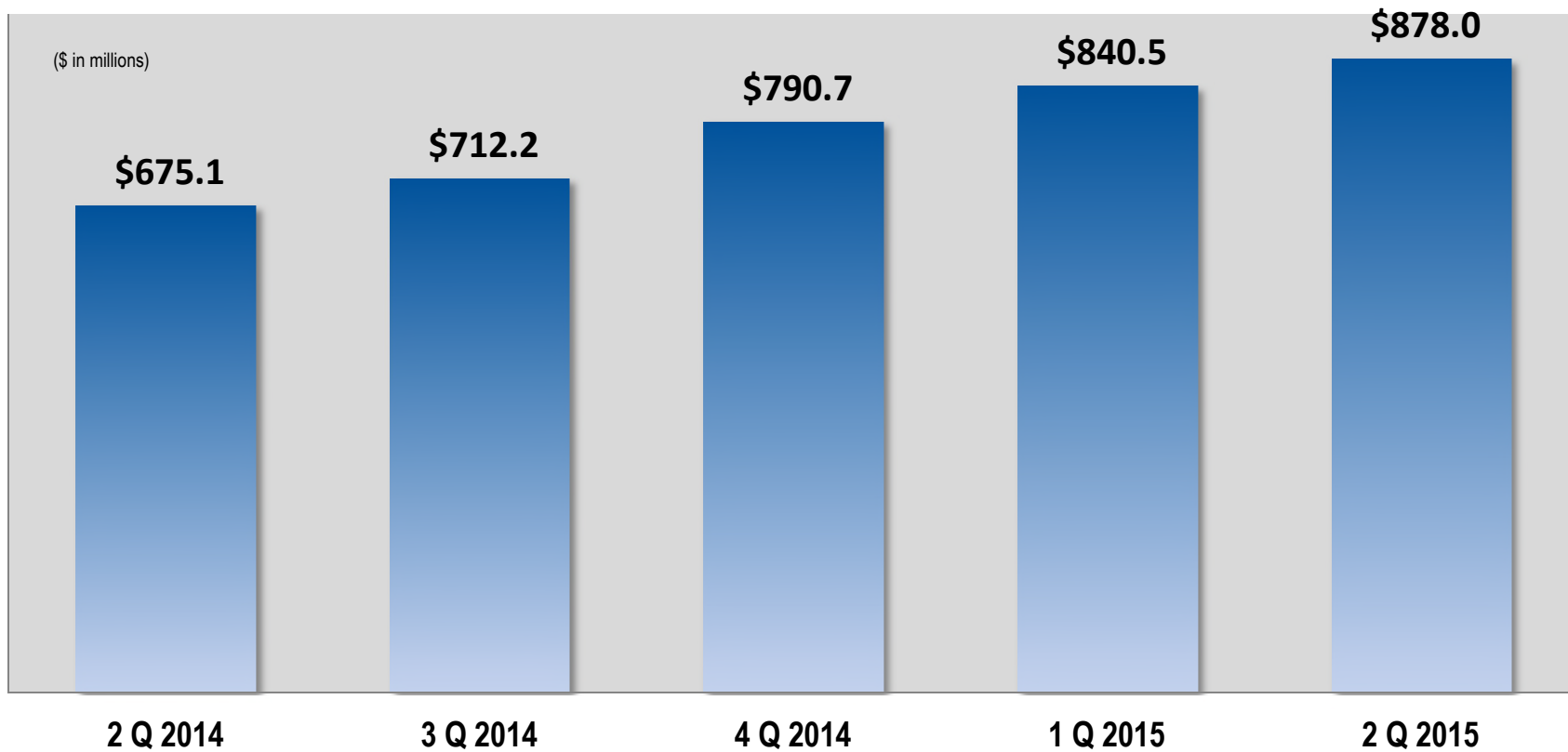


**Appendix: Q2 2015
Earnings Presentation
(Supplemental Information)**

Net Revenue Growth

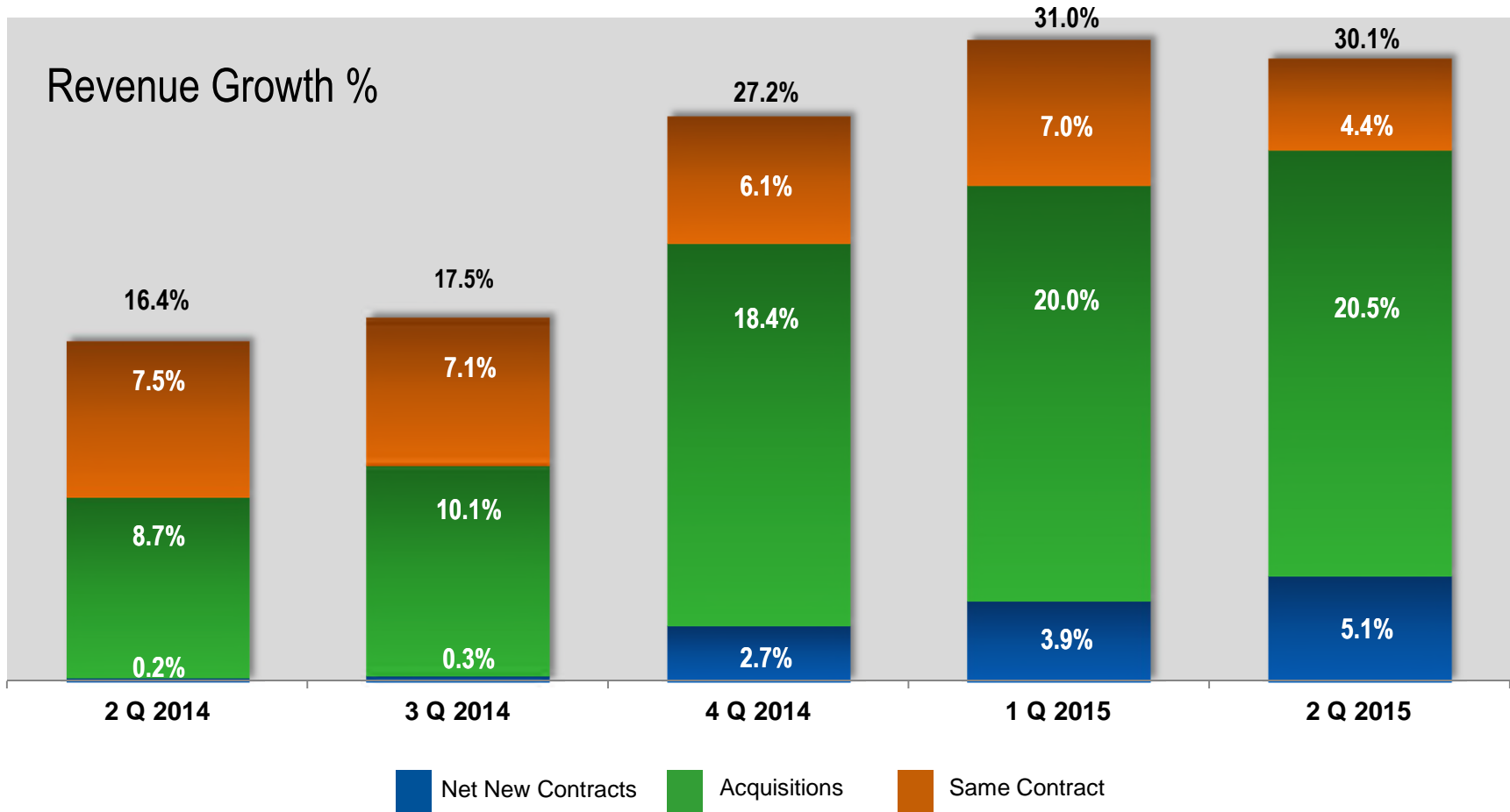
Net Revenue increased 30.1% 2nd quarter 2015 over 2014

- Significant benefit from the increased pace of acquisitions completed in the 3rd and 4th quarters of 2014
- 6.1% same contract volume growth



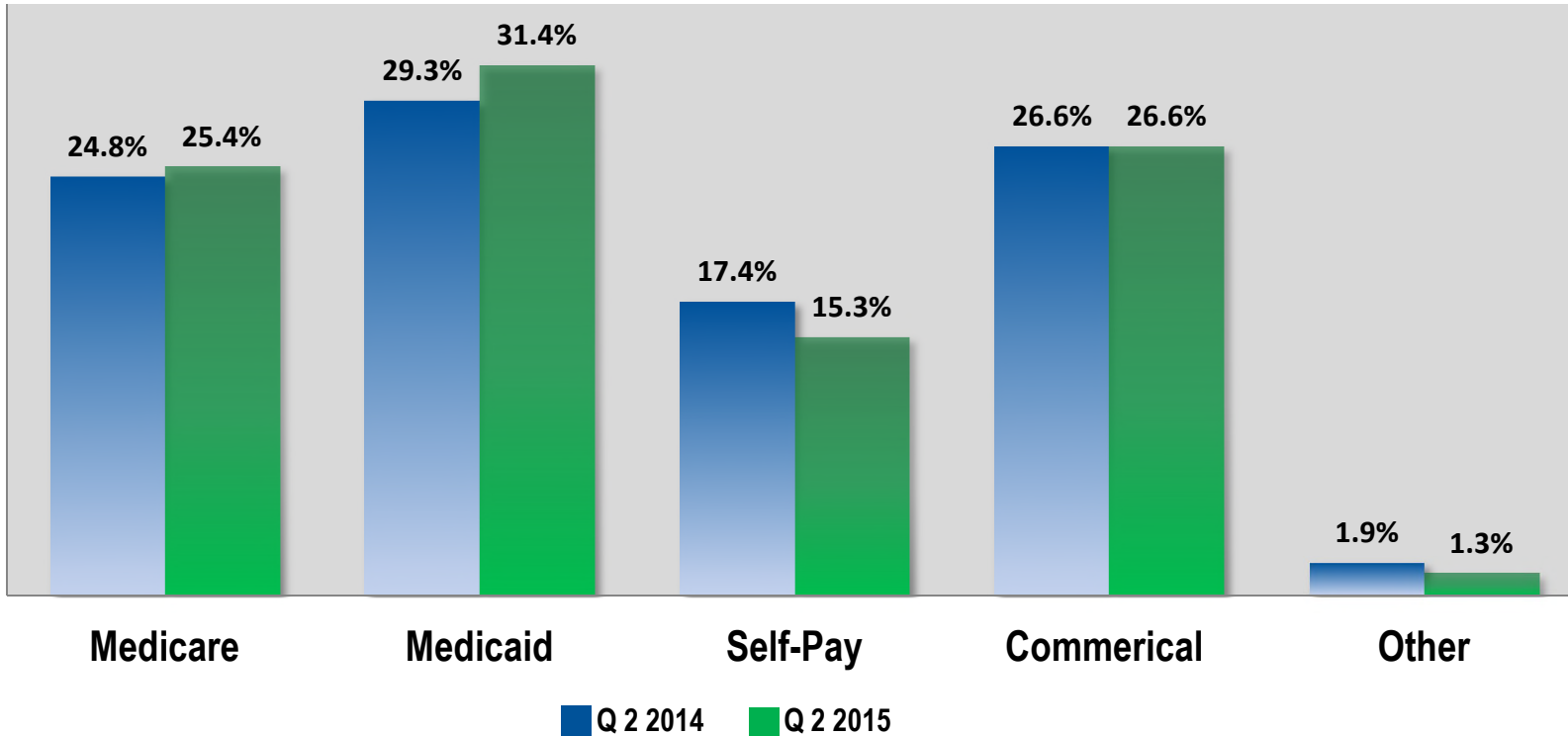
Net Revenue Growth and Contribution by Category

Balanced approach to achieving revenue growth, led by recent acquisitions



Payor Mix

Payor Mix by Volume – Q 2 2014 vs. Q 2 2015

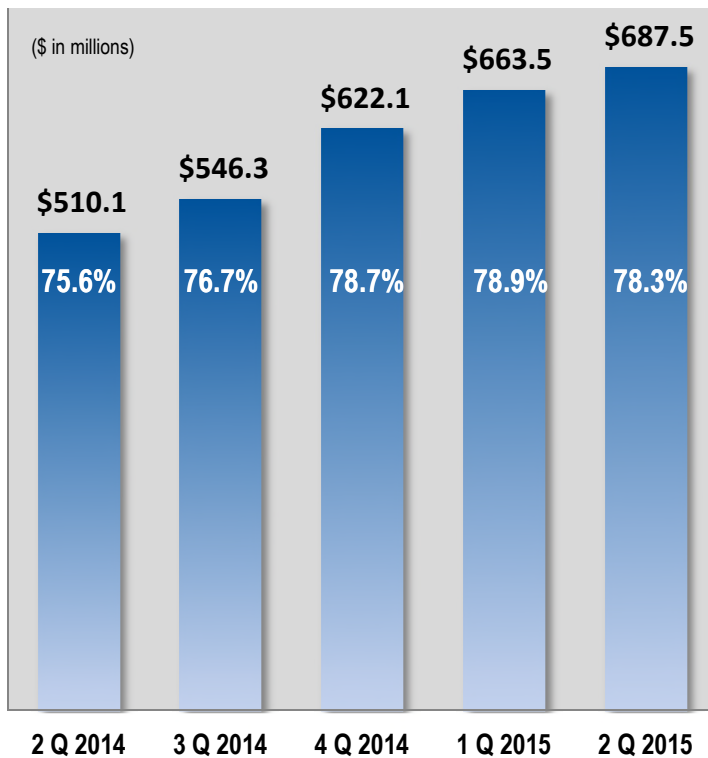


Compared to the prior year, we realized significant declines in the percentage of self-pay visits and corresponding increases primarily in the percentage of Medicaid visits

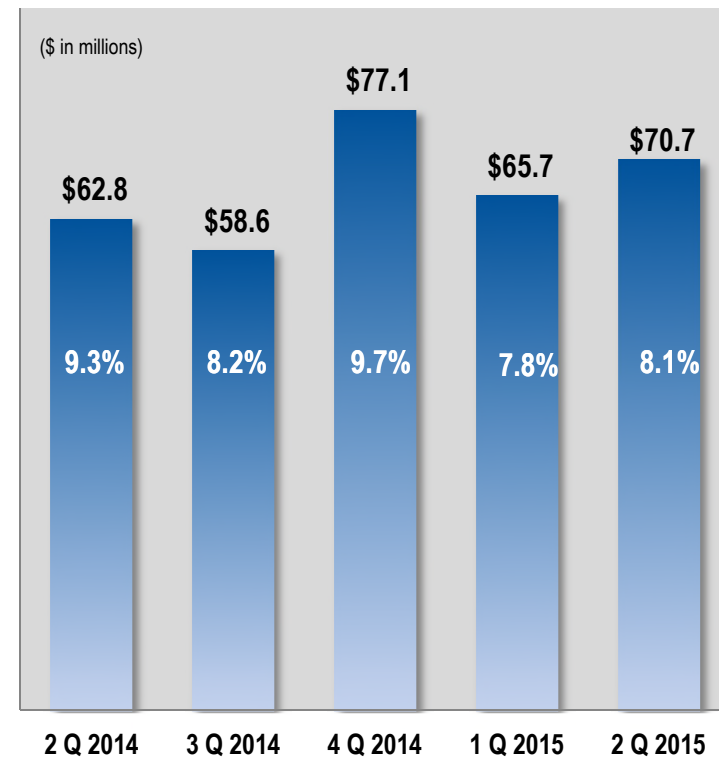
Payor mix by volume is based on fee for service revenue only.

Key Operating Expenses and Margin

Professional Service Expense



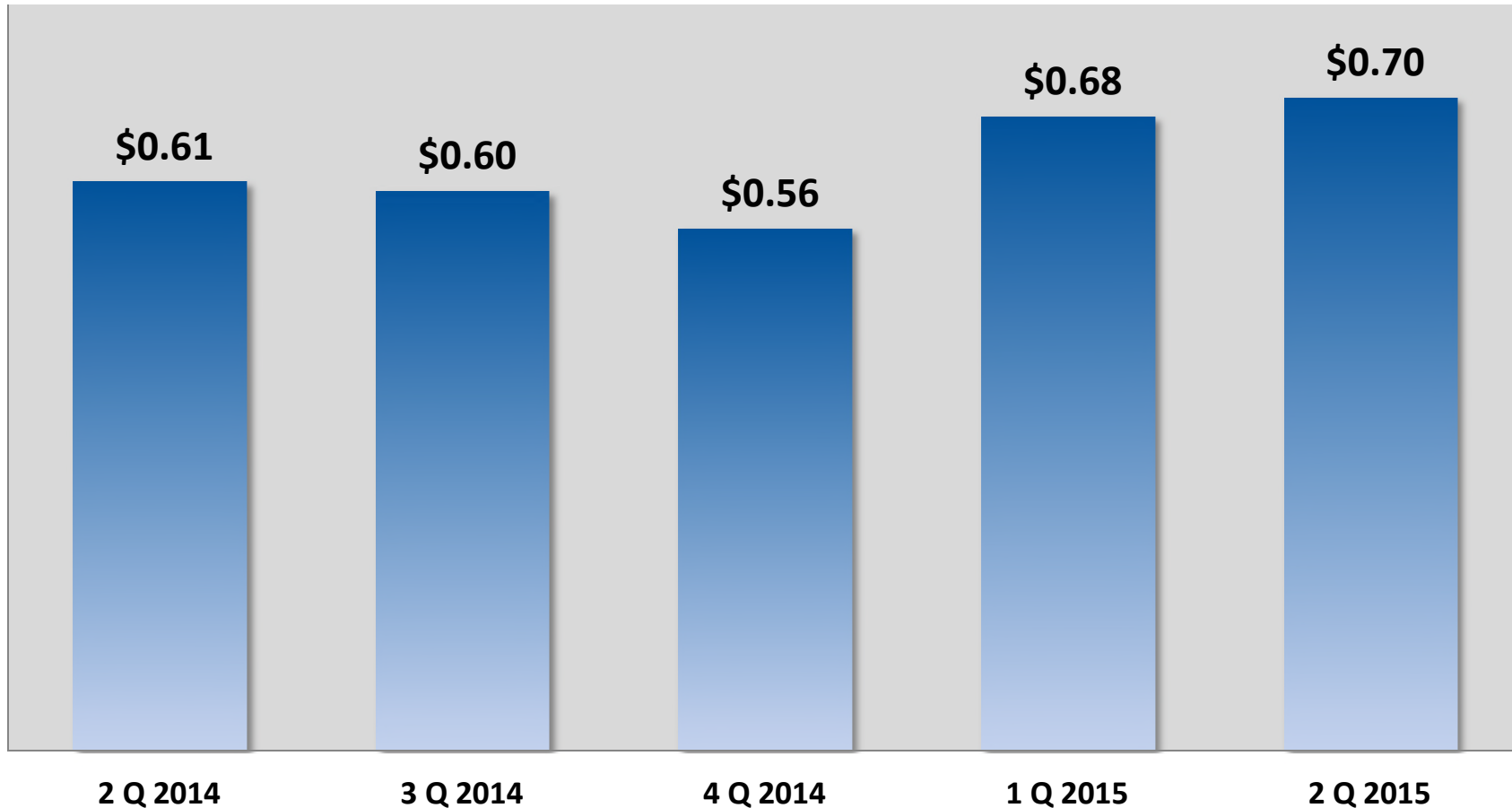
General and Administrative Expenses ⁽¹⁾



(1) Excludes contingent purchase compensation expense

Adjusted EPS

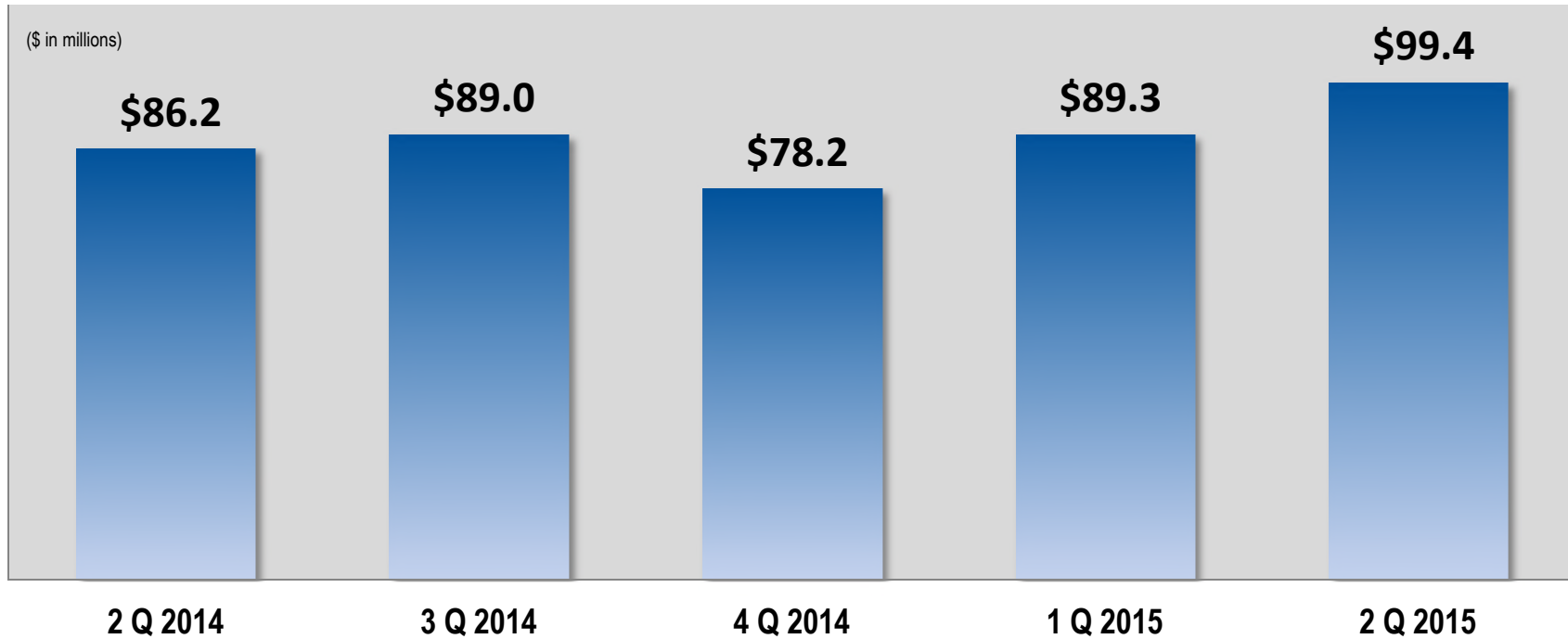
Adjusted EPS increased 14.8% 2nd quarter 2015 over 2014



See Reconciliation of Adjusted Net Earnings to GAAP measures in the attached Appendix.

Adjusted EBITDA and Margin

Adjusted EBITDA increased 15.2% 2nd quarter 2015 over 2014



	2 Q 2014	3 Q 2014	4 Q 2014	1 Q 2015	2 Q 2015
Adjusted EBITDA Margin – as reported	12.8%	12.5%	9.9%	10.6%	11.3%
Adjusted EBITDA Margin – excluding parity ⁽¹⁾	12.0%	11.6%	9.0%	10.5%	11.3%

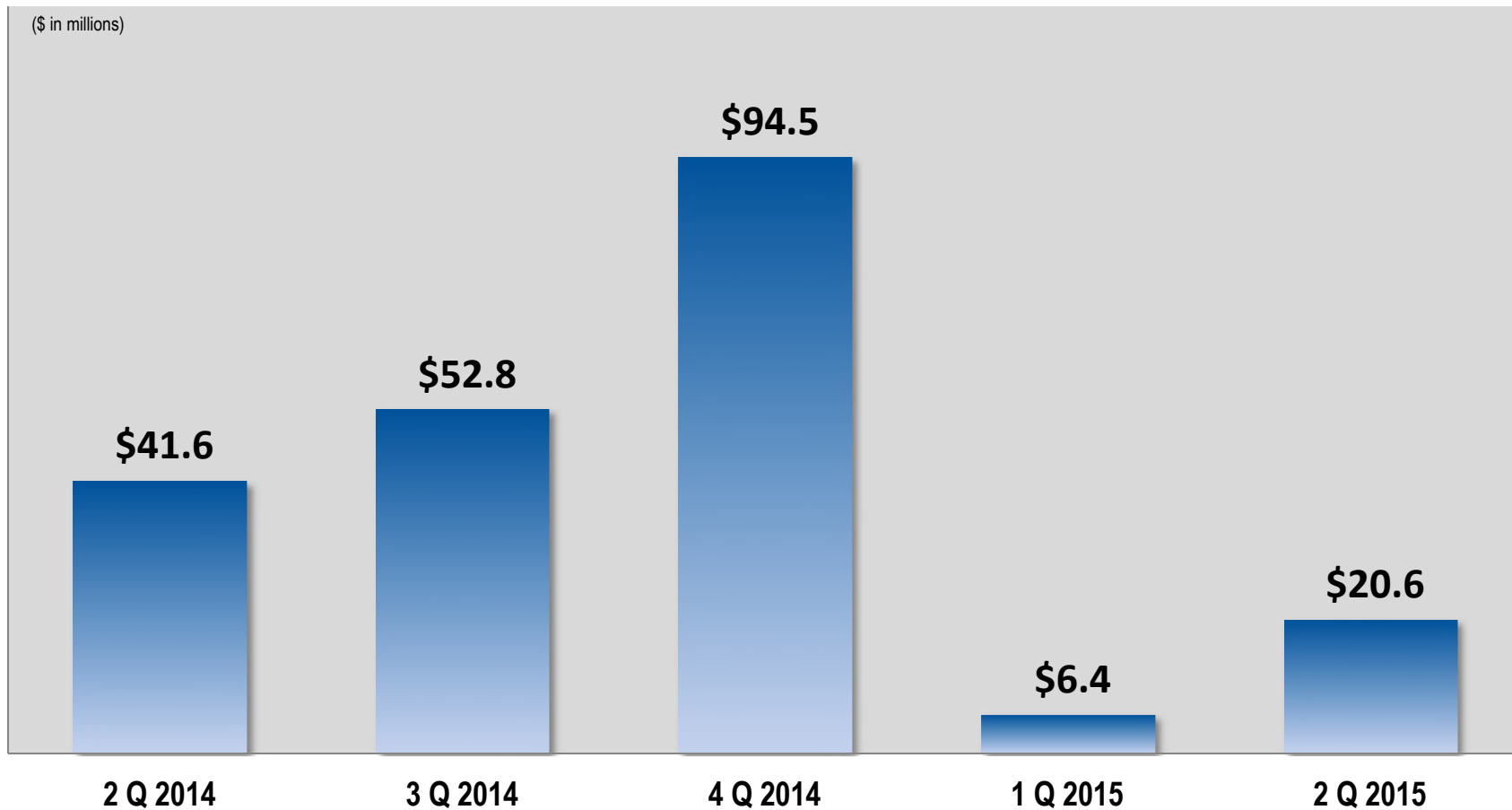
(1) Excludes impact of Medicaid parity assuming an Adjusted EBITDA margin of approximately 70% on parity revenue.

See Reconciliation of Adjusted Net Earnings to GAAP measures in the attached Appendix.

Cash Flow from Operations ⁽¹⁾

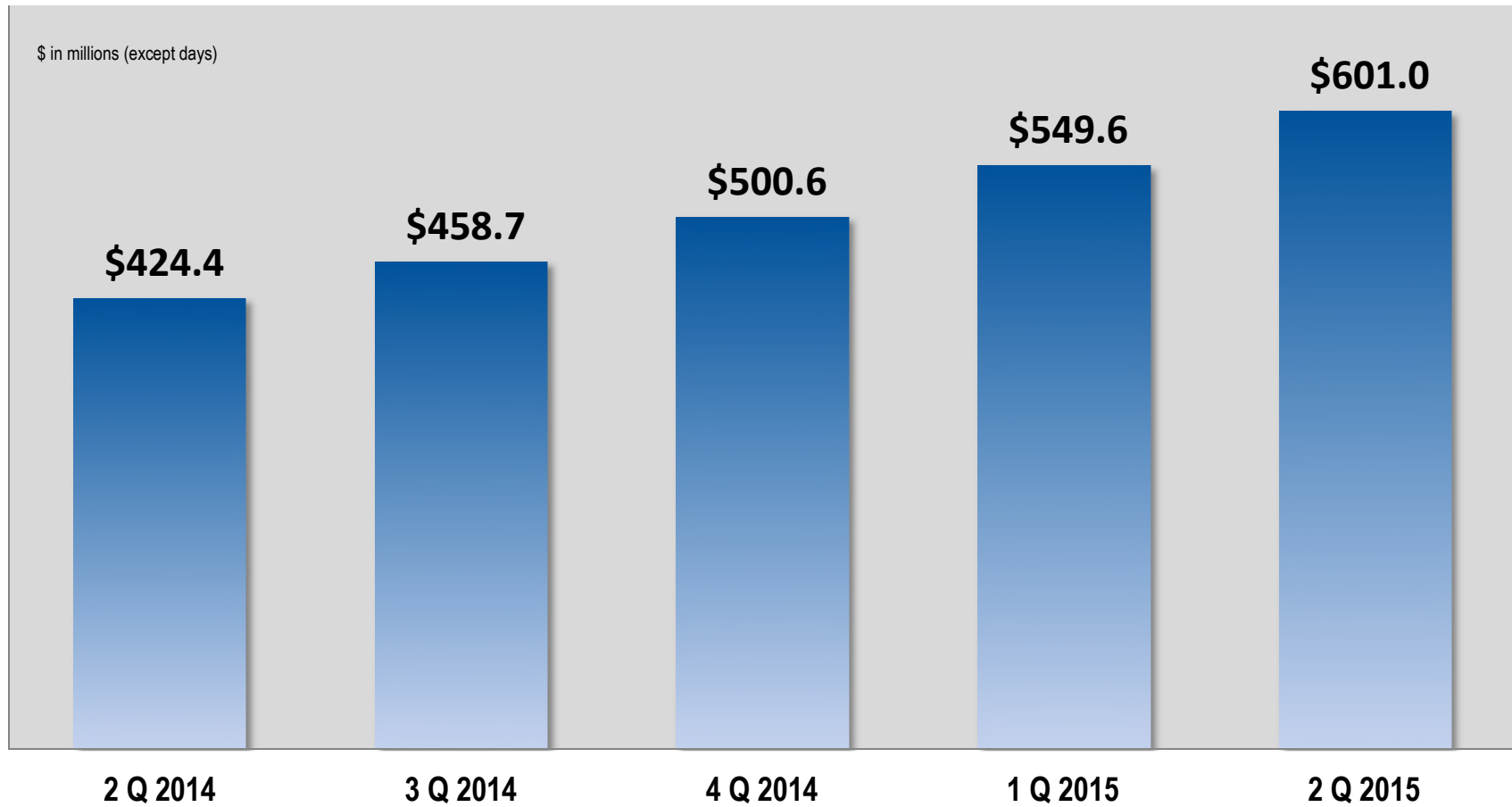
2nd quarter 2015 impacted by —

- Increased level of Net A/R funding associated with new and acquired contracts - \$49.2 million in 2015 vs. \$18.9 million in 2014



⁽¹⁾ Excludes contingent purchase and other acquisition compensation expense payments

Net Accounts Receivable



	2 Q 2014	3 Q 2014	4 Q 2014	1 Q 2015	2 Q 2015
Net Days in Accounts Receivable	58.0	59.9	59.0	60.0	63.0

Balance Sheet

Capitalization Table

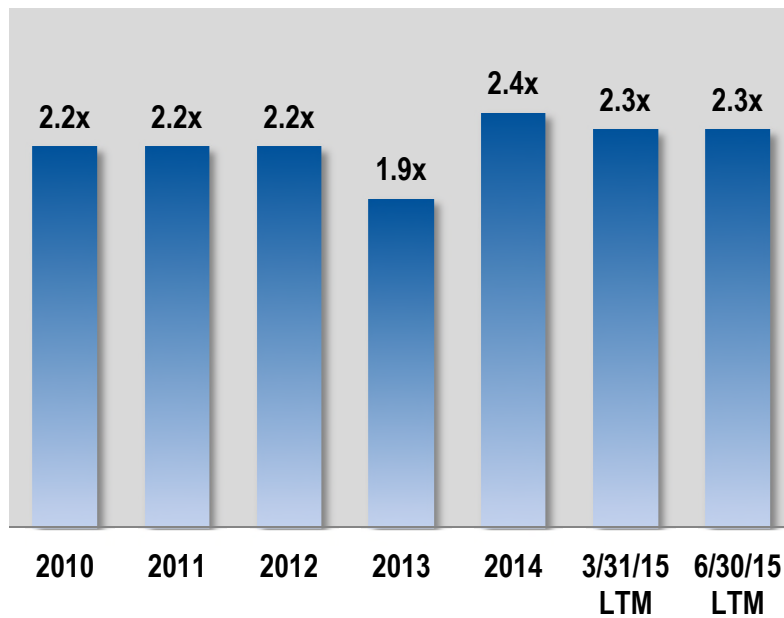
<i>(\$ in millions)</i>	Maturity	Actual 12/31/14	Actual 06/30/15
Cash and Cash Equivalents		\$20.1	\$ 51.3
Term Loan A (L+1.75)	Oct 2019	596.3	588.8
Revolving Line of Credit - \$650.0mm (L+1.75)	Oct 2019	209.0	279.5
Total Debt		\$805.3	\$868.3
Team Health Shareholders' Equity		420.5	522.0
Total Capitalization		\$1,225.8	\$1,390.3
Total Debt / Adjusted EBITDA⁽¹⁾		2.5x	2.4x
Net Debt⁽²⁾ / Adjusted EBITDA⁽¹⁾		2.4x	2.3x

(1) Based on full year 2014 Adjusted EBITDA of \$325.2 million and LTM June 2015 Adjusted EBITDA of \$355.9 million. LTM is calculated as full year 2014, minus the six months ended 6/30/14, plus the six months ended 6/30/15.

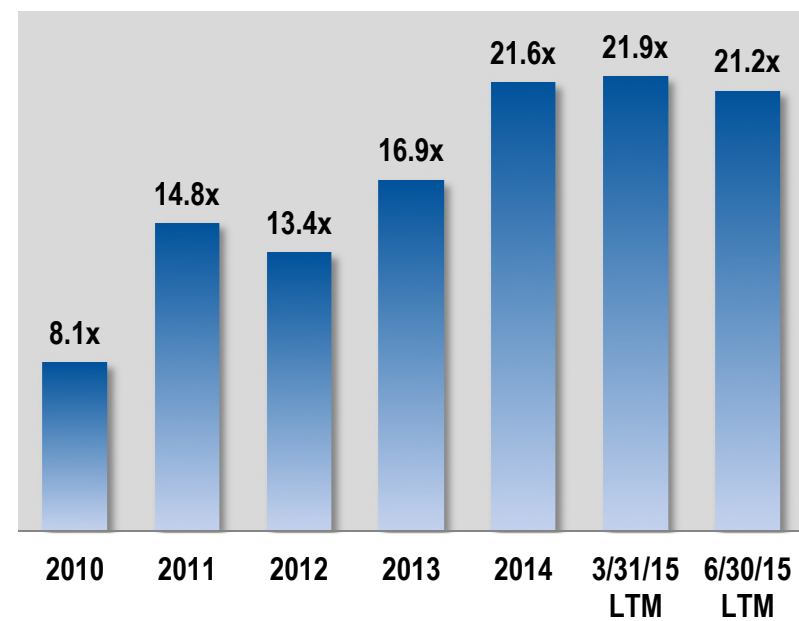
(2) Reflects total debt less cash.

Leverage Trends

Net Debt⁽²⁾ / Adjusted EBITDA⁽¹⁾



Adjusted EBITDA⁽¹⁾ / Interest



(1) See Reconciliation of Adjusted Net Earnings to GAAP measures in the attached Appendix.

(2) Reflects total debt less cash.

Non-GAAP Financial Measures Reconciliations

In this presentation we refer to Adjusted EBITDA, Adjusted EBITDA margin and Adjusted Earnings per Share ("Adjusted EPS") which are financial measures that are calculated and presented on the basis of methodologies other than in accordance with generally accepted accounting principles in the United States of America ("GAAP"). Adjusted EBITDA is defined as net earnings attributable to Team Health Holdings, Inc. before interest expense, taxes, depreciation and amortization, as further adjusted to exclude the non-cash items and the other adjustments shown in the table under "Adjusted EBITDA" in the Appendix. Adjusted EBITDA margin represents Adjusted EBITDA divided by net revenue. Adjusted EPS is defined as diluted earnings per share attributable to Team Health Holdings, Inc. excluding non-cash and other adjustments, including the impact of contingent purchase and other acquisition compensation expense and amortization expense relating to purchase accounting for historical acquisitions and the other adjustments shown in the table under "Adjusted Earnings Per Share" in the Appendix. For a reconciliation of each of Adjusted EBITDA and Adjusted EPS to the most directly comparable GAAP measure, we refer you to the tables under "Adjusted EBITDA" and "Adjusted Earnings Per Share," respectively, contained in the Appendix.

TeamHealth Reconciliation of Non-GAAP Measures

Reported Net Earnings to Adjusted EBITDA Reconciliation

(\$ in millions)	2 Q 2014	3 Q 2014	4 Q 2014	YTD 2014	1 Q 2015	2 Q 2015	LTM 2015
Net earnings attributable to Team Health Holdings, Inc.	\$ 30.2	\$ 27.6	\$ 16.1	\$ 97.7	\$ 28.1	\$ 28.9	\$ 100.6
Interest expense, net	3.4	3.9	4.3	15.0	4.0	4.6	16.8
Provision for income taxes	19.6	20.9	8.7	65.2	21.2	21.1	71.9
Depreciation	4.9	5.8	5.6	20.9	5.6	5.6	22.5
Amortization	11.1	13.0	20.4	55.6	20.3	21.2	74.9
Other (income) expenses, net	(1.6)	0.3	(1.1)	(4.6)	(3.3)	1.0	(3.1)
Loss on extinguishment and refinancing of debt	-	-	3.6	3.6	-	-	3.6
Contingent purchase and other acquisition compensation expense	9.3	3.1	8.2	30.7	7.9	7.9	27.0
Transaction costs	1.6	3.1	1.4	7.2	1.1	2.2	7.9
Equity based compensation expense	6.4	3.3	3.5	16.2	3.5	5.7	16.1
Insurance subsidiaries interest income	0.5	0.5	0.5	2.0	0.5	0.5	2.0
Severance and other charges	0.8	0.4	7.0	8.6	0.5	0.7	8.6
Actuarial adjustments associated with prior periods	-	7.1	-	7.1	-	-	7.1
Adjusted EBITDA	\$ 86.2	\$ 89.0	\$ 78.2	\$ 325.2	\$ 89.3	\$ 99.4	\$ 355.9

Free Cash Flow Calculation

Net cash provided by operating activities (as reported)	\$ 40.5	\$ 32.1	\$ 91.9	\$ 198.6	\$ 2.5	\$ 15.6	\$ 142.2
Contingent purchase payments	1.2	20.7	2.6	24.5	3.9	5.0	32.2
Capital expenditures	(6.1)	(4.8)	(7.8)	(24.6)	(9.8)	(7.5)	(29.9)
Change in investments at insurance subsidiary, net ⁽¹⁾	(2.6)	(1.0)	(3.3)	(10.5)	(0.8)	(0.2)	(5.3)
Free Cash Flow	\$33.0	\$47.0	\$83.4	\$ 188.0	(\$4.2)	\$12.9	\$139.2

(1) Excludes liquidation of investments from captive subsidiary acquired in 2014 transaction.

Note: Some totals may not foot due to rounding

TeamHealth Reconciliation of Non-GAAP Measures

Reported Diluted EPS to Adjusted Diluted EPS Reconciliation

(\$ in millions except for share data)

	2 Q 2014	3 Q 2014	4 Q 2014	1 Q 2015	2 Q 2015
Diluted weighted average shares outstanding	71.9	72.3	72.6	72.9	73.6
Net earnings attributable to Team Health Holdings, Inc., as reported	\$ 30.2	\$ 27.6	\$ 16.1	\$ 28.1	\$ 28.9
Adjustments (net of tax):					
Contingent purchase and other acquisition compensation expense	6.4	2.4	7.2	6.8	7.0
Amortization expense	7.5	8.8	14.9	14.5	15.3
Professional liability loss reserve adjustments associated with prior years	-	4.4	-	-	-
Loss on refinancing of debt	-	-	2.2	-	-
Net earnings attributable to Team Health Holdings, Inc., as adjusted	\$ 44.1	\$ 43.2	\$ 40.5	\$ 49.4	\$ 51.2
Diluted net earnings per share attributable to Team Health Holdings, Inc., as reported	\$ 0.42	\$ 0.38	\$ 0.22	\$ 0.38	\$ 0.39
Adjustments (net of tax):					
Contingent purchase and other acquisition compensation expense	0.09	0.03	0.10	0.09	0.09
Amortization expense	0.10	0.12	0.20	0.20	0.21
Professional liability loss reserve adjustments associated with prior years	-	0.06	-	-	-
Loss on refinancing of debt	-	-	0.03	-	-
Diluted earnings per share attributable to Team Health Holdings, Inc., as adjusted	\$ 0.61	\$ 0.60	\$ 0.56	\$ 0.68	\$ 0.70

Adjusted Effective Tax Rate

For the Six Months Ended June 30, 2015

	Earnings before Income Taxes	Minority Interest	Tax Expense	Net Income	Effective Tax Rate
As Reported	\$ 99,263	\$ (67)	\$ 42,341	\$ 56,989	42.7%
Contingent Purchase and Other Compensation Expense (1)	15,760	-	1,947	13,813	12.4%
Amortization Expense (1)	41,452	-	11,615	29,837	28.0%
Adjusted	<u>\$ 156,475</u>	<u>\$ (67)</u>	<u>\$ 55,903</u>	<u>\$ 100,639</u>	<u>35.7%</u>

For the Six Months Ended June 30, 2014

	Earnings before Income Taxes	Minority Interest	Tax Expense	Net Income	Effective Tax Rate
As Reported	\$ 89,837	\$ 142	\$ 35,647	\$ 54,048	39.7%
Contingent Purchase and Other Compensation Expense (1)	19,398	-	6,064	13,334	31.3%
Amortization Expense (1)	22,212	-	7,161	15,051	32.2%
Adjusted	<u>\$ 131,447</u>	<u>\$ 142</u>	<u>\$ 48,872</u>	<u>\$ 82,433</u>	<u>37.2%</u>

(1) Effective tax rate on adjustments for contingent purchase and other compensation expense and amortization expense is impacted by the tax treatment associated with the related acquisitions

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