



# Investor Presentation

Quarter ended December 31, 2017



## **FORWARD-LOOKING STATEMENTS**

This presentation includes “forward-looking statements.” These statements relate to future events, including, but not limited to, statements with respect to our business outlook and forecasts with respect to our future earnings and financial position, as well as future developments in the healthcare regulatory environment and healthcare industry more generally. These forward-looking statements represent management’s current expectations, based on currently available information, as to the outcome and timing of future events, but, by their nature, address matters that are uncertain. Actual results and plans could differ materially from those expressed in any forward-looking statement.

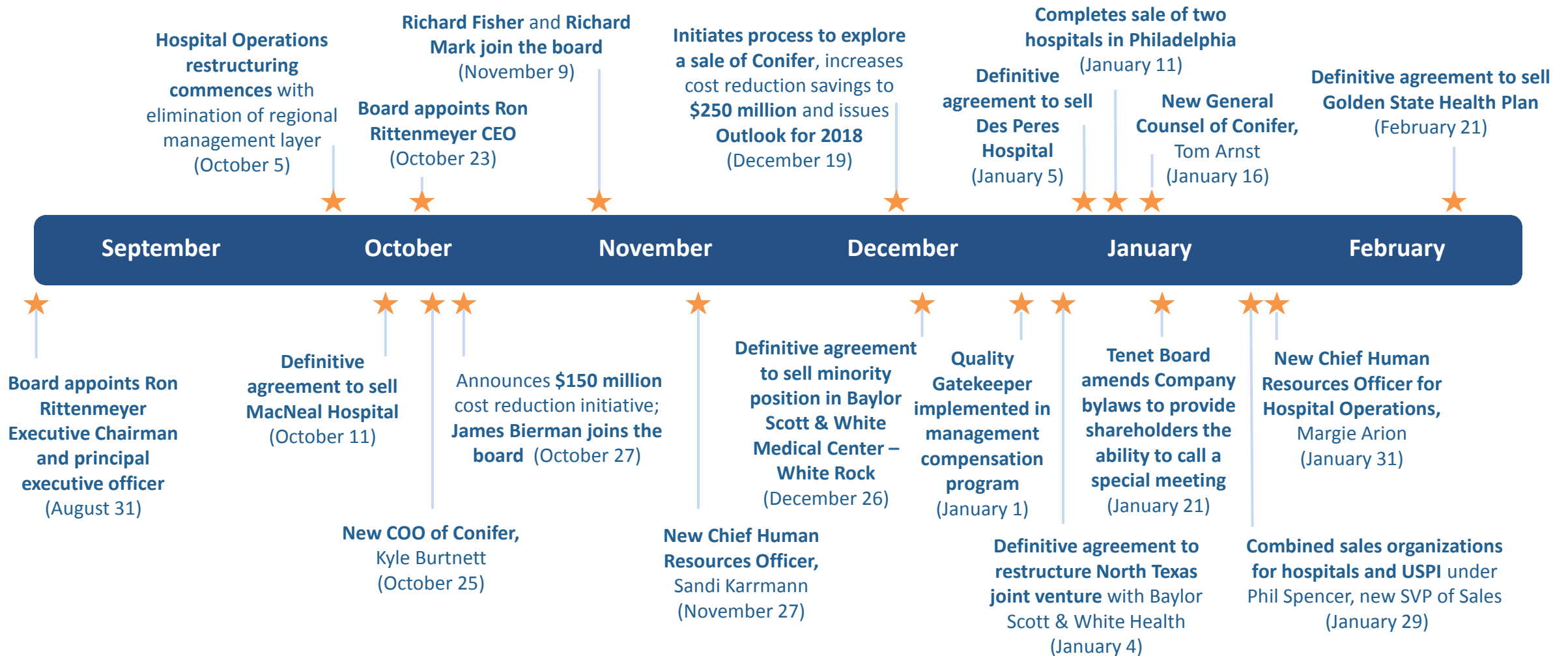
Examples of factors that may cause our actual results, performance or achievements, or healthcare industry results, to be materially different from those expressed or implied by forward-looking statements include, but are not limited to, the following: (i) the outcome of the sale process we have initiated for our Conifer Health Solutions business unit; (ii) our ability to realize cost savings under our recently announced cost reduction initiatives; (iii) potential disruptions to our business or diverted management attention as a result of the Conifer sale process or our cost reduction efforts; (iv) the impact of recent and future modifications of the Affordable Care Act and the enactment of, or changes in, other statutes and regulations affecting the healthcare industry generally; (v) the effect that economic conditions or consumer behaviors have on our volumes and our ability to collect outstanding receivables on a timely basis, among other things; (vi) adverse regulatory developments, government investigations or litigation; (vii) adverse developments with respect to our ability to comply with the terms of the Non-Prosecution Agreement; (viii) our ability to enter into managed care provider arrangements on acceptable terms, including our ability to mitigate the impact of national managed care contracts that expire or are terminated and are not replaced; (ix) cuts to Medicare and Medicaid payment rates or changes in reimbursement practices; (x) competition; (xi) increases in wages and our ability to hire and retain qualified personnel, especially healthcare professionals; (xii) the impact of our significant indebtedness; (xiii) the availability and terms of capital to fund the operation and expansion of our business; and our ability to comply with our debt covenants and, over time, reduce leverage; (xiv) our ability to continue to expand and realize earnings contributions from our business segments; (xv) our ability to achieve operating and financial targets, attain expected levels of patient volumes, and identify and execute on measures designed to save or control costs or streamline operations, including our ability to realize the savings under our recently announced cost reduction initiative; (xvi) our success in divesting sub-scale businesses and completing other corporate development transactions; (xvii) increases in the amount and risk of collectability of uninsured accounts and deductibles and copays for insured accounts; (xviii) changes in service mix, revenue mix and surgical volumes, including potential declines in the population covered under managed care agreements; (xix) the timing and impact of changes in federal tax laws, regulations and policies, and the outcome of pending and any future tax audits, disputes and litigation associated with our tax positions; and (xx) other factors discussed in our Form 10-K for the year ended December 31, 2017 and subsequent Form 10-Q filings, and other filings with the SEC.

We assume no obligation to update any forward-looking statements or information which speak as of their respective dates and you are cautioned not to put undue reliance on these forward-looking statements.

## **NON-GAAP FINANCIAL INFORMATION**

This presentation contains non-GAAP financial measures. Reconciliations of these non-GAAP measures to the most comparable GAAP measure are included in the financial tables at the end of this presentation as well as at the end of the Company’s press release dated February 26, 2018.

# Positive Momentum – Moving with Urgency



*Building a culture of accountability focused on delivering results*

# Progress on Quality, Growth and Cost Reduction Initiatives

## Quality

- Improving infection control and lowering mortality rates; focused on improving patient satisfaction and star ratings
- CEO and President of Hospital Operations visit low-performing hospitals – identify what needs to be fixed and transfer learnings to other hospitals
- Realigned corporate support roles to help the organization move more quickly to improve quality
- Implemented a quality gatekeeper to the management compensation program in 2018

## Growth

- Volume growth improved across our hospitals and ambulatory platform in Q4'17
- Expanding access points. Acquired seven surgery centers and built 11 new outpatient facilities in 2017 consisting of: one freestanding ED, two ASCs, seven urgent care centers and one imaging center.
- Recruit and retain an appropriate number of quality physicians to support growth of our service lines
- Combined the Tenet and USPI sales teams under the leadership of Bill Wilcox and Phil Spencer, Tenet's new Senior Vice President of Sales
- Reviewing our approach to marketing

## Cost Reduction Initiatives

- Committed to achieving \$125 million of savings in 2018 and \$250 million of annualized savings by the end of 2018
- Delayed hospital operations management
- Restructuring Tenet Physician Resources, which manages our physician practices



# On Track to Achieve over \$1 Billion of Proceeds from Divestitures

*Includes over \$700 million in cash* and \$300 million in eliminated capital lease debt. We will continue to evaluate individual hospitals and markets based on total cost of ownership and make necessary adjustments dictated by our analysis.

*\$152.5 million from the sale of two hospitals in Philadelphia*; completed on January 11.

*\$270 million from the sale of MacNeal Hospital* in the Chicago-area; expected to be completed in March.



*Over \$300 million anticipated from other divestitures* this year.

- Sale of Tenet's minority interest in:
  - Baylor Scott & White – Centennial
  - Baylor Scott & White – Lake Pointe
  - Baylor Scott & White – White Rock
- Des Peres Hospital in St. Louis
- Chicago market: Weiss Memorial Hospital, Westlake Hospital and West Suburban Medical Center
- Nine facilities in the United Kingdom
- Golden State Health Plan in California

*Note: Trailing 12-month revenue of ~\$1.9 billion and EBITDA of ~\$75 million through 12/31/17. Collectively, the taxable gains and losses on the individual transactions should offset each other; as a result, these transactions are not expected to have a meaningful impact on the company's NOL. Tenet's Outlook for 2018 includes \$400 million to \$500 million of revenue and \$30 million to \$40 million of EBITDA from operations to be divested in 2018 representing a partial year of ownership in 2018.*

# Building a culture of accountability focused on delivering results

- ✓ ***New performance review process*** implemented for 2017 performance cycle
  - Focused on identifying leadership, execution or skill gaps within the organization and promptly addressing it
  - Establishing concrete goals and objectives aligned with delivering results for shareholders
- ✓ ***Upgrading leadership and talent*** to instill a high accountability culture
  - New Chief Operating Officer of Conifer, Kyle Burtnett, focused on improving operating performance and lowering costs
  - New General Counsel of Conifer, Tom Arnst, focused on compliance and appropriate contractual terms with clients
  - New Chief Human Resources Officer, Sandi Karrmann, leading new enterprise-wide performance review and talent development and assessment process
  - New Chief Human Resources Officer for Hospital Operations, Margie Arion, focused on talent development, recruitment and performance in our hospitals
  - New Senior Vice President of Sales, Phil Spencer, leading the combined sales teams of Tenet and USPI
- ✓ ***Ongoing process to assess leadership at all levels***, ranging from the upcoming annual board self-assessment to leaders in our corporate support functions, hospitals, outpatient centers and Conifer

# Q4'17 Financial Highlights

- ❑ **Adjusted EBITDA was \$840 million, up 3.2% after normalizing for five items**
  - Houston divestiture of \$17 million (year-over-year change)
  - HITECH of \$8 million (year-over-year change)
  - Hurricanes which were a \$4 million favorable year-over-year comparison relative to Q4'16
  - Executive severance of \$17 million (year-over-year change)
  - Incremental California Provider Fee revenue of \$202 million (year-over-year change)
- ❑ **Hospital segment same-hospital patient revenue grew 6.1%**
  - Adjusted admissions increased 1.3%
  - Admissions increased 0.2%
  - Revenue per adjusted admission increased 4.8%
  - Adjusted EBITDA was \$538 million
- ❑ **Ambulatory Care same-facility system-wide revenue grew 6.9%**
  - Cases grew 4.6% and revenue per case increased 2.2% on a same-facility system-wide basis
  - The number of surgical days was the same in Q4'16 and Q4'17, thus, there was no impact on the growth rates this quarter
  - Adjusted EBITDA was \$223 million, up 21.9%
  - Adjusted EBITDA less facility-level NCI was \$145 million, up 26.1%
- ❑ **Conifer's revenue declined 2.0% to \$394 million primarily due to divestitures; third party revenue was flat at \$239 million**
  - Adjusted EBITDA increased 9.7% to \$79 million, representing a margin of 20.1%

(1) The results of the Company's health plans are excluded from Adjusted EBITDA in 2017 and prior periods. In Q4'17, the health plan business was breakeven as compared to losses of \$29 million in Q4'16. In addition, the change in accounting for pension expense raised Adjusted EBITDA by \$8 million in Q4'16. These changes resulted in a historical revision of the Company's Q4'16 EBITDA to \$650 million as compared to the \$613 million that was originally reported.

# 2017 Financial Highlights

## ☐ **Adjusted EBITDA was \$2.444 billion, up 4.5% after normalizing for four items:**

- Divestitures of \$77 million, with \$25 million related to Atlanta in 2016 and \$52 million related to Houston in 2017
- HITECH of \$23 million (year-over-year change)
- Hurricanes of \$22 million (year-over-year change)
- Executive severance of \$17 million (year-over-year change)

## ☐ **Hospital segment same-hospital patient revenue grew 0.8%**

- Adjusted admissions declined 1.2% and admissions declined 2.0%
- Volume growth would have been approximately 100 basis points higher excluding patients insured by Humana in both 2016 and 2017
- Revenue per adjusted admission increased 2.0%
- Adjusted EBITDA was \$1.462 billion

## ☐ **Ambulatory Care same-facility system-wide revenue grew 4.6%**

- Cases increased 0.6% and revenue per case increased 3.9% on a same-facility system-wide basis
- Excluding patients insured by Humana in both periods, same-facility system-wide cases grew 1.2% in the Ambulatory segment in 2017
- One less surgical day in 2017 lowered case growth by ~30 basis points
- Adjusted EBITDA was \$699 million, up 13.7% from \$615 million in 2016
- Adjusted EBITDA less facility-level NCI was \$455 million, up 15.2% from \$395 million in 2016

## ☐ **Conifer's revenue increased 1.7% to \$1.597 billion; third party revenue increased 6.4%**

- Adjusted EBITDA grew 2.2% to \$283 million, representing a margin of 17.7%

(1) The results of the Company's health plans are excluded from Adjusted EBITDA in 2017 and prior periods. In 2017, the health plan business generated losses of \$41 million as compared to losses of \$37 million in 2016. In addition, the change in accounting for pension expense raised Adjusted EBITDA by \$28 million in 2016. These changes resulted in a historical revision of the Company's 2016 Adjusted EBITDA to \$2.478 billion as compared to the \$2.413 billion that was originally reported.



# Same Hospital Growth Rates

## Volume trends improved in Q4'17

- Adjusted admissions increased 1.3% and admissions increased 0.2%
- An increase in flu cases added approximately 20 basis points to same hospital admissions and adjusted admissions growth in Q4'17
- Outpatient visits grew 1.9% in Q4'17 excluding the impact of home health and hospice divestitures that were completed in Q2'17

	2015	Q1'16	Q2'16	Q3'16	Q4'16	2016	Q1'17	Q2'17	Q3'17	Q4'17	2017
Adjusted Admissions	2.4%	2.2%	0.5%	1.4%	-0.5%	0.9%	-2.5%	-1.4%	-2.2%	1.3%	-1.2%
Admissions	1.1%	-0.1%	-1.1%	0.4%	-0.2%	-0.2%	-3.3%	-2.2%	-2.6%	0.2%	-2.0%
Revenue Per Adjusted Admission	3.1%	3.7%	3.9%	3.9%	3.7%	3.8%	1.6%	1.9%	-0.2%	4.8%	2.0%
Inpatient Surgeries	0.8%	0.2%	-0.1%	0.2%	-2.0%	-0.4%	-3.8%	-4.5%	-4.7%	-1.8%	-3.7%
Outpatient Surgeries	1.3%	5.6%	2.0%	-3.6%	-1.5%	0.5%	-6.5%	-6.0%	-5.3%	-3.8%	-5.4%
Emergency Department Visits	2.7%	4.8%	0.9%	0.5%	-0.7%	1.3%	-4.0%	-1.2%	-1.8%	4.3%	-0.7%
Total Outpatient Visits	4.5%	5.2%	0.8%	0.8%	-1.3%	1.4%	-2.1%	-3.7%	-5.4%	-0.2%	-2.6%

# Uncompensated Care Trends

<i>\$ in millions</i>	2015	Q1 '16	Q2 '16	Q3 '16	Q4 '16	2016	Q1 '17	Q2 '17	Q3 '17	Q4 '17	2017
Net Revenue before bad debt	\$20,111	\$5,420	\$5,220	\$5,216	\$5,214	\$21,070	\$5,196	\$5,173	\$4,941	\$5,303	\$20,613
Bad Debt Expense	\$1,477	\$376	\$352	\$367	\$354	\$1,449	\$383	\$371	\$355	\$325	\$1,434
<i>% of revenue before bad debt</i>	7.3%	6.9%	6.7%	7.0%	6.8%	6.9%	7.4%	7.2%	7.2%	6.1%	7.0%
<i>% of adjusted revenue <sup>(1)</sup></i>	6.2%	5.9%	5.8%	6.0%	5.7%	5.8%	6.2%	6.0%	6.0%	5.1%	5.8%
Charity Care Write-Offs	\$896	\$220	\$152	\$228	\$212	\$812	\$181	\$182	\$182	\$192	\$737
<i>% of adjusted revenue <sup>(1)</sup></i>	3.8%	3.5%	2.5%	3.7%	3.4%	3.3%	2.9%	2.9%	3.1%	3.0%	3.0%
Uninsured Discounts	\$2,812	\$713	\$706	\$723	\$766	\$2,908	\$778	\$822	\$824	\$844	\$3,268
<i>% of adjusted revenue <sup>(1)</sup></i>	11.8%	11.2%	11.6%	11.7%	12.4%	11.7%	12.6%	13.3%	13.9%	13.3%	13.3%
<b>Uncompensated Care <sup>(2)</sup></b>	<b>\$5,185</b>	<b>\$1,309</b>	<b>\$1,210</b>	<b>\$1,318</b>	<b>\$1,332</b>	<b>\$5,169</b>	<b>\$1,342</b>	<b>\$1,375</b>	<b>\$1,361</b>	<b>\$1,361</b>	<b>\$5,439</b>
<b>Uncompensated Care Percentage <sup>(3)</sup></b>	<b>21.8%</b>	<b>20.6%</b>	<b>19.9%</b>	<b>21.4%</b>	<b>21.5%</b>	<b>20.9%</b>	<b>21.8%</b>	<b>22.3%</b>	<b>22.9%</b>	<b>21.5%</b>	<b>22.1%</b>

(1) Adjusted Revenue equals the sum of: a) Net operating revenues before provision for doubtful accounts, b) Charity Care Write-Offs, and c) Uninsured Discounts.

(2) Uncompensated Care equals the sum of: a) Bad debt, b) Charity Care Write-Offs, and c) Uninsured Discounts.

(3) The Uncompensated Care Percentage equals: a) Uncompensated Care, divided by b) Adjusted Revenue.

# Ambulatory Care Same-Facility System-Wide Growth

## Same-facility system-wide revenue grew 6.9% in Q4'17 and 4.6% in 2017

- ❑ Cases grew 4.6% in Q4'17 and 0.6% in 2017 on a same-facility system-wide basis.
- ❑ Revenue per case grew 2.2% in Q4'17 and 3.9% in 2017. Revenue per case growth was stronger in both the surgical and non-surgical business but the average for the segment was lower due to stronger volume growth in the lower revenue-per-visit non-surgical businesses.

Same-facility system-wide growth <sup>(1)</sup>	Q1 '16	Q2 '16	Q3 '16	Q4 '16	2016	Q1 '17	Q2 '17	Q3 '17	Q4 '17	2017
<b>Surgical (ASCs, Surgical Hospitals &amp; Aspen)</b>										
Revenue	11.0%	11.8%	9.9%	6.0%	9.7%	6.2%	3.9%	0.7%	6.6%	4.4%
Cases	9.0%	5.1%	4.1%	1.5%	5.0%	0.5%	-1.2%	-3.8%	2.2%	-0.5%
Revenue per case	1.9%	6.3%	5.5%	4.5%	4.5%	5.7%	5.1%	4.7%	4.3%	5.0%
<b>Non-Surgical (Imaging &amp; Urgent Care)</b>										
Revenue	10.9%	9.7%	4.2%	2.9%	7.3%	5.1%	2.4%	5.8%	16.8%	7.4%
Visits	8.1%	5.4%	3.7%	2.2%	5.4%	0.6%	0.6%	-0.1%	8.7%	2.3%
Revenue per visit	2.6%	4.2%	0.5%	0.7%	1.8%	4.5%	1.8%	5.9%	7.4%	5.0%
<b>Ambulatory Segment Total</b>										
Revenue	11.0%	11.7%	9.7%	5.9%	9.6%	6.1%	3.8%	0.9%	6.9%	4.6%
Cases	8.6%	5.2%	4.0%	1.7%	5.2%	0.5%	-0.5%	-2.4%	4.6%	0.6%
Revenue per case	2.2%	6.1%	5.5%	4.1%	4.2%	5.6%	4.3%	3.4%	2.2%	3.9%

(1) Same-facility system-wide includes the results of both consolidated and unconsolidated facilities.

Note: The growth rates for the Ambulatory Segment include: a) USPI facilities, including its ambulatory surgery centers and surgical hospitals, b) Aspen, c) the surgery and imaging centers that Tenet contributed to the USPI joint venture, and d) CareSpot on a same-facility system-wide basis.

# Ambulatory Care Segment Financials

## EBITDA less facility-level NCI grew 26.1% in Q4'17 and increased 15.2% for the year

- Consistent with the historical pattern, we anticipate the seasonal strength in the fourth quarter being followed by a seasonal moderation in financial performance in the first quarter due to lower surgical demand and a greater mix of government payers early in the year

<i>\$ in millions</i>	2015	Q1'16	Q2'16	Q3'16	Q4'16	2016	Q1'17	Q2'17	Q3'17	Q4'17	2017
Net operating revenues	\$1,343	\$429	\$442	\$448	\$478	\$1,797	\$455	\$472	\$468	\$545	\$1,940
% growth	17.8%	45.4%	37.3%	36.2%	20.4%	33.8%	6.1%	6.8%	4.5%	14.0%	8.0%
Equity in earnings of unconsolidated affiliates	\$126	\$25	\$26	\$28	\$43	\$122	\$27	\$30	\$34	\$49	\$140
<b>Adjusted EBITDA</b>	<b>\$489</b>	<b>\$136</b>	<b>\$139</b>	<b>\$157</b>	<b>\$183</b>	<b>\$615</b>	<b>\$153</b>	<b>\$164</b>	<b>\$159</b>	<b>\$223</b>	<b>\$699</b>
% growth	14.5%	44.7%	20.9%	28.7%	15.8%	25.8%	12.5%	18.0%	1.3%	21.9%	13.7%
Net income attributable to noncontrolling interests <sup>(1)</sup>	\$143	\$46	\$52	\$54	\$68	\$220	\$53	\$58	\$55	\$78	\$244
<b>Adjusted EBITDA less NCI (prior to Welsh Carson related NCI) <sup>(2)</sup></b>	<b>\$346</b>	<b>\$90</b>	<b>\$87</b>	<b>\$103</b>	<b>\$115</b>	<b>\$395</b>	<b>\$100</b>	<b>\$106</b>	<b>\$104</b>	<b>\$145</b>	<b>\$455</b>
% growth	10.2%	34.3%	3.6%	21.2%	4.5%	14.2%	11.1%	21.8%	1.0%	26.1%	15.2%
Net income attributable to Welsh Carson's ownership interest <sup>(2)(3)</sup>	\$46	\$11	\$8	\$14	\$18	\$51	\$13	\$8	\$6	\$10	\$37
<b>Adjusted EBITDA less NCI (after Welsh Carson related NCI) <sup>(2)</sup></b>	<b>\$300</b>	<b>\$79</b>	<b>\$79</b>	<b>\$89</b>	<b>\$97</b>	<b>\$344</b>	<b>\$87</b>	<b>\$98</b>	<b>\$98</b>	<b>\$135</b>	<b>\$418</b>
% growth	8.3%	31.7%	8.2%	20.3%	4.3%	14.7%	10.1%	24.1%	10.1%	39.2%	21.5%
<i>Adjusted EBITDA margin</i>	36.4%	31.7%	31.4%	35.0%	38.3%	34.2%	33.6%	34.7%	34.0%	40.9%	36.0%
<i>Adjusted EBITDA less NCI Margin (prior to Welsh Carson related NCI)</i>	25.8%	21.0%	19.7%	23.0%	24.1%	22.0%	22.0%	22.5%	22.2%	26.6%	23.5%

Note: The figures shown for calendar year 2015 represent the pro forma financial results for Tenet's Ambulatory Care segment, including the results for USPI, Aspen and the surgery and imaging centers contributed by Tenet to the USPI joint venture. The figures shown for 2016 and 2017 represent the reported financial results for Tenet's Ambulatory Care segment.

(1) Represents facility level NCI expense prior to Tenet recording additional NCI expense related to Welsh Carson's and other USPI shareholders' ownership interest in the USPI joint venture. (2) The amount labeled as Welsh Carson related NCI represents noncontrolling interest expense related to Welsh Carson's and other USPI shareholders' ownership interest in the USPI joint venture; neither Tenet nor USPI intend to make cash distributions to Welsh Carson or other USPI shareholders. (3)(i) Welsh Carson related NCI expense was \$29 million in Q1'16, but would have been \$11 million excluding gains not included in Adjusted EBITDA; (ii) Welsh Carson related NCI expense was \$15 million in Q3'16, but would have been \$14 million excluding gains not included in Adjusted EBITDA; (iii) Welsh Carson related NCI expense was \$13 million in Q4'16, but would have been \$18 million excluding charges not included in Adjusted EBITDA; (iv) during 2016, Welsh Carson related NCI expense was \$65 million, but would have been \$51 million excluding gains and charges not included in Adjusted EBITDA; (v) during Q4'17, Welsh Carson related NCI was \$33 million, but would have been \$10 million excluding gains and charges not included in Adjusted EBITDA, primarily \$22 million related to the reduction of USPI's deferred tax liabilities as a result of the reduction in the corporate tax rate; (vi) during 2017, Welsh Carson related NCI was \$60 million, but would have been \$37 million excluding gains and charges not included in Adjusted EBITDA.

# Conifer Health Solutions Segment

## Revenue declined 2.0% to \$394 million in Q4'17 with flat year-over-year growth from non-Tenet clients

- ❑ Adjusted EBITDA grew 9.7% to \$79 million in Q4'17
- ❑ Revenue from Tenet declined due to Tenet's hospital divestitures and health plans
- ❑ Revenue from non-Tenet clients was flat year-over-year in Q4'17

<i>\$ in millions</i>	2015	Q1'16	Q2'16	Q3'16	Q4'16	2016	Q1'17	Q2'17	Q3'17	Q4'17	2017
Revenue from Tenet	\$666	\$167	\$162	\$159	\$163	\$651	\$159	\$155	\$149	\$155	\$618
<i>% growth</i>	12.7%	4.4%	-1.8%	-2.5%	-8.4%	-2.3%	-4.8%	-4.3%	-6.3%	-4.9%	-5.1%
Other Clients	\$747	\$218	\$224	\$239	\$239	\$920	\$243	\$245	\$252	\$239	\$979
<i>% growth</i>	24.1%	19.8%	28.0%	29.9%	16.0%	23.2%	11.5%	9.4%	5.4%	0.0%	6.4%
<b>Revenue</b>	<b>\$1,413</b>	<b>\$385</b>	<b>\$386</b>	<b>\$398</b>	<b>\$402</b>	<b>\$1,571</b>	<b>\$402</b>	<b>\$400</b>	<b>\$401</b>	<b>\$394</b>	<b>\$1,597</b>
<i>% growth</i>	18.4%	12.6%	13.5%	14.7%	4.7%	11.2%	4.4%	3.6%	0.8%	-2.0%	1.7%
<b>Adjusted EBITDA</b>	<b>\$265</b>	<b>\$63</b>	<b>\$63</b>	<b>\$79</b>	<b>\$72</b>	<b>\$277</b>	<b>\$65</b>	<b>\$60</b>	<b>\$79</b>	<b>\$79</b>	<b>\$283</b>
<i>% growth</i>	30.5%	-23.2%	5.0%	27.4%	18.0%	4.5%	3.2%	-4.8%	0.0%	9.7%	2.2%
<b>Adjusted EBITDA Margin</b>	<b>18.8%</b>	<b>16.4%</b>	<b>16.3%</b>	<b>19.8%</b>	<b>17.9%</b>	<b>17.6%</b>	<b>16.2%</b>	<b>15.0%</b>	<b>19.7%</b>	<b>20.1%</b>	<b>17.7%</b>

Note: Revenues from Tenet and Catholic Health Initiatives represented approximately 75% of Conifer's revenue in 2017.



# Raising Tenet's Adjusted EBITDA and Adjusted EPS Outlook for 2018

## Key assumptions included in the 2018 Outlook:

- ❑ Same hospital revenue growth of 2.5% to 4.5%
- ❑ Same-site system wide revenue growth of 4% to 6% at USPI and a promising pipeline of acquisitions and de novos
- ❑ Realizing \$125 million of savings in 2018 from the \$250 million cost reduction program
- ❑ ~\$250 million of revenue related to the California Provider Fee program and a \$25-\$30 million benefit from the delay in Medicaid DSH cuts
- ❑ Divestitures are expected to be completed at various points throughout 2018. The Outlook includes \$400 million to \$500 million of revenue and \$30 million to \$40 million of Adjusted EBITDA, representing a partial-year contribution from operations to be divested in 2018.
- ❑ The Outlook for 2018 does not incorporate any impact from a potential sale of Conifer

(1) Please refer to the slides at the end of this presentation for additional information on these non-GAAP measures.

(2) The following formula can be used to estimate Tenet's income tax expense in 2018: a) start with adjusted pre-tax income, which is estimated to be \$690-\$755 million; b) subtract GAAP NCI expense, which is estimated to be \$415-\$435 million in 2018; c) add back permanent differences and non-deductible interest, which are estimated to be \$400-\$410 million in 2018; d) add back \$30-\$35 million of non-cash NCI expense that Tenet is recognizing related to the portion of USPI that the Company does not own; and, e) multiply the result by a 23.5% tax rate. In addition, in 2018, increase income tax expense by approximately \$35 million related to other state income taxes. The result is an effective tax rate of approximately 28%-29% on Tenet's pre-tax income in 2018.

(3) This represents GAAP NCI expense to be recorded on the income statement, including \$30-\$35 million related to the portion of USPI that Tenet does not own and approximately \$55 million related to the portion of Conifer that Tenet does not own. Cash distributions paid to noncontrolling interests are expected to be \$320-\$350 million.

<i>\$ in millions, except EPS</i>	<b>2018 Outlook</b>
Net Revenue	\$17,900 - \$18,300
Adjusted EBITDA <sup>(1)</sup>	\$2,500 - \$2,600
Adjusted EBITDA Margin <sup>(1)</sup>	14.0% - 14.2%
Adjusted Diluted E.P.S. from Continuing Operations <sup>(1)</sup>	\$0.73 - \$1.07
Adjusted Cash Flow from Operations <sup>(1)</sup>	\$1,300 - \$1,550
Capital Expenditures	\$625 - \$675
Adjusted Free Cash Flow <sup>(1)</sup>	\$675 - \$875
<b>Assumptions:</b>	
Total Hospital Expenses per Adjusted Admission Growth	1.5% - 2.5%
Equity in Earnings of Unconsolidated Affiliates	\$160 - \$170
Depreciation and Amortization	\$790 - \$810
Interest Expense	\$1,000 - \$1,010
Effective Tax Rate <sup>(2)</sup>	28% - 29%
Net Income Attributable to Noncontrolling Interests <sup>(3)</sup>	\$415 - \$435
Fully Diluted Weighted Average Shares Outstanding	103

# Segment Outlook for 2018

Hospital Operations and Other Segment		Ambulatory Segment		Conifer Segment	
Net Operating Revenue (\$M)	\$14,325 - \$14,575	Net Operating Revenue (\$M)	\$2,050 - \$2,150	Net Operating Revenue (\$M)	\$1,525 - \$1,575
<b>Adjusted EBITDA (\$M)</b>	<b>\$1,450 - \$1,510</b>	<b>Adjusted EBITDA (\$M)</b>	<b>\$770 - \$800</b>	<b>Adjusted EBITDA (\$M)</b>	<b>\$280 - \$290</b>
Noncontrolling Interest (\$M) <sup>(1)</sup>	~\$50	Noncontrolling Interest (\$M) <sup>(1)</sup>	\$310 - \$330	Noncontrolling Interest (\$M) <sup>(1)</sup>	~\$55
Net Revenue Growth <sup>(2)</sup>	2.5% - 4.5%	Net Revenue Growth <sup>(2)</sup>	4% - 6%	Pro forma Revenue Growth <sup>(2)</sup>	3% - 6%
Pro forma Adjusted EBITDA Growth <sup>(3)</sup>	1% - 5%	Adjusted EBITDA Growth	10% - 14%	Pro forma Adj. EBITDA Growth <sup>(3)</sup>	8% - 12%
Adjusted Admissions Growth <sup>(2)</sup>	0.0% - 2.0%	Adjusted EBITDA less NCI Growth <sup>(3)</sup>	8% - 11%		
Net Revenue per Adjusted Admission <sup>(2)</sup>	1.5% - 2.5%	Case Growth <sup>(2)</sup>	2.0% - 3.0%		
Admissions Growth <sup>(2)</sup>	0.0% - 2.0%	Net Revenue per Case Growth <sup>(2)</sup>	2.0% - 3.0%		
<p>(1) Based on GAAP NCI expense.</p> <p>(2) Growth rates on a same hospital basis.</p> <p>(3) Calculated using \$1.440 billion of EBITDA in 2017 and \$1.450 billion to \$1.510 billion of EBITDA in 2018. Please see the slide titled "Adjusted EBITDA Bridge from 2017 to 2018" for additional details.</p>		<p>(1) Based on GAAP NCI expense, including \$30-\$35 million related to the portion of USPI that Tenet does not own.</p> <p>(2) Growth rates on a same facility system wide basis.</p> <p>(3) Represents the expected growth in EBITDA less facility-level NCI. Calculated using \$455 million of Ambulatory segment EBITDA less facility level NCI in 2017. This calculation excludes \$60 million of NCI in 2017 and \$30-\$35 million in 2018 related to the portion of USPI that Tenet does not own.</p>		<p>(1) Based on GAAP NCI expense. Cash NCI distributions will be zero.</p> <p>(2) Adjusted for approximately \$110 million of lower revenue in 2018 versus 2017 related to Tenet's divestiture of hospitals and health plans.</p> <p>(3) Calculated using \$259 million of EBITDA in 2017, which equals the \$283 million of EBITDA that Conifer generated in 2017 less \$24 million related to hospital divestitures and the wind down of Tenet's health plan business, and \$280 million to \$290 million of EBITDA in 2018. Please see the slide titled "Adjusted EBITDA Bridge from 2017 to 2018" for additional details.</p>	

# Adjusted EBITDA Bridge from 2017 to 2018

(\$ in millions)	Hospital	Ambulatory	Conifer	Total
<b>2017 Adjusted EBITDA - Actuals</b>	<b>\$1,462</b>	<b>\$699</b>	<b>\$283</b>	<b>\$2,444</b>
California Provider Fee revenue	(17)			(17)
Houston Divestiture completed in 3Q'17	(25)			(25)
Divestitures to be completed in 2018 (partial year impact)	(32)	(4)		(36)
Conifer Impact from Hospital Divestitures & wind down of Tenet's Health Plan business			(24)	(24)
Medicare DSH cuts mandated by the ACA	(37)			(37)
Florida Medicaid Cuts (half in 2017; full year in 2018)	(18)			(18)
HIT Incentives	(8)			(8)
<b>Cost Reduction Initiatives (half of \$250 million in 2018)</b>	<b>95</b>	<b>10</b>	<b>20</b>	<b>125</b>
Hurricanes (Harvey & Irma)	26	7		33
Executive Severance	17			17
USPI Acquisition & Development Activity		51		51
Volume, Acuity, Payer Mix, Pricing, Other	17	22	6	45
<b>2018 Adjusted EBITDA Outlook - Midpoint</b>	<b>\$1,480</b>	<b>\$785</b>	<b>\$285</b>	<b>\$2,550</b>
YOY Reported Growth	1.2%	12.3%	0.7%	4.3%
<b>YOY Core Growth (Excludes Divestitures, HIT, Executive Severance &amp; Hurricanes)</b>	<b>2.8%</b>	<b>11.8%</b>	<b>10.0%</b>	<b>6.2%</b>
2017 Adjusted EBITDA Outlook (Excl. Divestitures, HIT, Executive Severance & Hurricanes)	\$1,440	\$702	\$259	\$2,401

# Long Term Growth Expectations

Long Term Adjusted EBITDA Growth Expectations by Segment		
<b>Hospital Operations and Other</b>	<b>Ambulatory <sup>(1)</sup></b>	<b>Conifer</b>
<b>3% - 5%</b>	<b>8% - 10%</b>	<b>5% - 7%</b>

(1) Represents organic EBITDA less facility level NCI growth of 4%-6% plus growth from acquisitions.

# Summary

- ✓ ***Building a culture of accountability*** focused on delivering results. ***Upgrading leadership and talent.***
- ✓ Implemented ***new company-wide performance thresholds in 2018*** to increase alignment between quality and management compensation plus investments in process improvement and training.
- ✓ ***Strong and improving financial performance***
  - Adjusted EBITDA ***exceeded the high-end of the Outlook*** range and Adjusted Free Cash Flow was toward the high-end of the Outlook range for Q4'17.
  - Same-hospital ***adjusted admissions grew 1.3%*** and Ambulatory same-facility system-wide ***cases grew 4.6%*** in Q4'17.
  - Costs per adjusted admission ***only increased 2.0% in 2017***. ***Committed to achieving \$125 million of savings in 2018*** and \$250 million of annualized savings by the end of 2018.
- ✓ Initiated a process to ***explore a sale of Conifer*** and ***remain on track to achieve over \$1 billion of proceeds from other divestitures***. Continue to review, analyze and ***pursue all options to enhance shareholder value***.
- ✓ Ratio of net debt-to-Adjusted EBITDA of ***5.86x*** as of 12/31/17. ***Targeting 5.0x*** or less by end of 2019.
- ✓ ***Raised the midpoint of the 2018 Outlook for Adjusted EBITDA by \$25 million.***



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# Appendix and Reconciliation of Non-GAAP Financial Measures

# Non-GAAP Financial Measures

Adjusted EBITDA, a non-GAAP measure, is defined by the Company as net income (loss) attributable to Tenet Healthcare Corporation common shareholders before (1) the cumulative effect of changes in accounting principle, (2) net loss (income) attributable to noncontrolling interests, (3) income (loss) from discontinued operations, (4) income tax benefit (expense), (5) other non-operating income (expense), net, (6) gain (loss) from early extinguishment of debt, (7) interest expense, (8) litigation and investigation (costs) benefit, net of insurance recoveries, (9) net gains (losses) on sales, consolidation and deconsolidation of facilities, (10) impairment and restructuring charges and acquisition-related costs, (11) depreciation and amortization and (12) income (loss) from divested operations and closed businesses (i.e., the Company's health plan businesses). Litigation and investigation costs do not include ordinary course of business malpractice and other litigation and related expense.

Adjusted net income (loss) from continuing operations attributable to Tenet Healthcare Corporation common shareholders, a non-GAAP measure, is defined by the Company as net income (loss) attributable to Tenet Healthcare Corporation common shareholders before (1) impairment and restructuring charges, and acquisition-related costs, (2) litigation and investigation costs, (3) gains on sales, consolidation and deconsolidation of facilities, (4) gain (loss) from early extinguishment of debt, (5) income (loss) from divested operations and closed businesses, (6) the associated impact of these five items on taxes and noncontrolling interests, and (7) income (loss) from discontinued operations. Adjusted diluted earnings (loss) per share from continuing operations, a non-GAAP term, is defined by the Company as Adjusted net income (loss) from continuing operations attributable to Tenet Healthcare Corporation common shareholders divided by the weighted average primary or diluted shares outstanding in the reporting period.

Free Cash Flow, a non-GAAP measure, is defined by the Company as (1) net cash provided by (used in) operating activities, less (2) purchases of property and equipment from continuing operations.

Adjusted Free Cash Flow, a non-GAAP measure, is defined by the Company as (1) Adjusted net cash provided by (used in) operating activities from continuing operations, less (2) purchases of property and equipment from continuing operations. Adjusted net cash provided by (used in) operating activities, a non-GAAP measure, is defined by the Company as cash provided by (used in) operating activities prior to (1) payments for restructuring charges, acquisition-related costs and litigation costs and settlements, and (2) net cash provided by (used in) operating activities from discontinued operations.

The Company believes the foregoing non-GAAP measures are useful to investors and analysts because they present additional information on the Company's financial performance. Investors, analysts, Company management and the Company's Board of Directors utilize these non-GAAP measures, in addition to GAAP measures, to track the Company's financial and operating performance and compare the Company's performance to its peer companies, which utilize similar non-GAAP measures in their presentations. The Human Resources Committee of the Company's Board of Directors also uses certain of these measures to evaluate management's performance for the purpose of determining incentive compensation. Additional information regarding the purpose and utility of specific non-GAAP measures used in this release is set forth below.

*(continued on the following page)*

# Non-GAAP Financial Measures

*(continued from the prior page)*

The Company believes that Adjusted EBITDA is a useful measure, in part, because certain investors and analysts use both historical and projected Adjusted EBITDA, in addition to other GAAP and non-GAAP measures, as factors in determining the estimated fair value of shares of the Company's common stock. Company management also regularly reviews the Adjusted EBITDA performance for each operating segment. The Company does not use Adjusted EBITDA to measure liquidity, but instead to measure operating performance.

We use, and we believe investors and analysts use, Free Cash Flow and Adjusted Free Cash Flow as supplemental measures to analyze cash flows generated from our operations because we believe it is useful to investors in evaluating our ability to fund distributions paid to noncontrolling interests, acquisitions, purchasing equity interests in joint ventures or repaying debt.

These non-GAAP measures may not be comparable to similarly titled measures reported by other companies. Because these measures exclude many items that are included in our financial statements, they do not provide a complete measure of our operating performance. For example, the Company's definitions of Free Cash Flow and Adjusted Free Cash Flow do not include other important uses of cash including (1) cash used to purchase businesses or joint venture interests, or (2) any items that are classified as Cash Flows From Financing Activities on the Company's Consolidated Statement of Cash Flows, including items such as (i) cash used to repay borrowings, (ii) distributions paid to noncontrolling interests, or (iii) payments under the Put/Call Agreement for USPI redeemable noncontrolling interest, which are recorded on the Statement of Cash Flows as the purchase of noncontrolling interest. Accordingly, investors are encouraged to use GAAP measures when evaluating the Company's financial performance.

A reconciliation of Adjusted EBITDA to net income (loss) attributable to Tenet Healthcare Corporation common shareholders, the most comparable GAAP measure, is set forth in Table #1 below for the three and twelve months ended December 31, 2017 and 2016. A reconciliation of Adjusted net income from continuing operations attributable to Tenet Healthcare Corporation common shareholders to net income (loss) attributable to Tenet Healthcare Corporation common shareholders, the most comparable GAAP measure, is set forth in Table #2 below for the three and twelve months ended December 31, 2017 and 2016. A reconciliation of Free Cash Flow and Adjusted Free Cash Flow to net cash provided by (used in) operating activities, the most comparable GAAP measure, is set forth in Table #3 below for the three and twelve months ended December 31, 2017 and 2016.

# Revenue and EBITDA by Segment

<i>\$ in millions</i>	2015	Q1'16	Q2'16	Q3'16	Q4'16	2016	Q1'17	Q2'17	Q3'17	Q4'17	2017
<b>Hospital Operations and Other</b>											
Net operating revenues after bad debt <sup>(1)</sup>	\$17,023	\$4,397	\$4,202	\$4,162	\$4,143	\$16,904	\$4,050	\$4,060	\$3,856	\$4,184	\$16,150
EBITDA	\$1,683	\$414	\$415	\$334	\$358	\$1,521	\$309	\$346	\$269	\$538	\$1,462
<i>EBITDA margin</i>	9.9%	9.4%	9.9%	8.0%	8.6%	9.0%	7.6%	8.5%	7.0%	12.9%	9.1%
<b>Ambulatory Care</b>											
Net operating revenues after bad debt	\$868	\$429	\$442	\$448	\$478	\$1,797	\$455	\$472	\$468	\$545	\$1,940
EBITDA	\$329	\$136	\$139	\$157	\$183	\$615	\$153	\$164	\$159	\$223	\$699
<i>EBITDA margin</i>	37.9%	31.7%	31.4%	35.0%	38.3%	34.2%	33.6%	34.7%	34.0%	40.9%	36.0%
<b>Conifer</b>											
Net operating revenues after bad debt	\$1,413	\$385	\$386	\$398	\$402	\$1,571	\$402	\$400	\$401	\$394	\$1,597
EBITDA	\$264	\$63	\$63	\$79	\$72	\$277	\$65	\$60	\$79	\$79	\$283
<i>EBITDA margin</i>	18.7%	16.4%	16.3%	19.8%	17.9%	17.6%	16.2%	15.0%	19.7%	20.1%	17.7%
Less: Inter-segment eliminations from revenue	-\$666	-\$167	-\$162	-\$159	-\$163	-\$651	-\$159	-\$155	-\$149	-\$155	-\$618
<b>Total, as reported in each period <sup>(2)</sup></b>											
Net operating revenues after bad debt	\$18,638	\$5,044	\$4,868	\$4,849	\$4,860	\$19,621	\$4,748	\$4,777	\$4,576	\$4,968	\$19,069
EBITDA	\$2,276	\$613	\$617	\$570	\$613	\$2,413	\$527	\$570	\$507	\$840	\$2,444
<i>EBITDA margin</i>	12.2%	12.2%	12.7%	11.8%	12.6%	12.3%	11.1%	11.9%	11.1%	16.9%	12.8%

(1) Hospital Operations and Other revenue excludes \$65 million, \$25 million, \$10 million and \$10 million of health plan revenues in Q1'17, Q2'17, Q3'17 and Q4'17 respectively.

(2) Data is presented on an as reported basis in each period. Historical financial information has not been revised for health plans or changes in pension expense accounting.

# Health Plan Financial Results

Health plans are included in the Hospital Operations and Other segment

<i>\$ in millions</i>	2015	Q1'16	Q2'16	Q3'16	Q4'16	2016	Q1'17	Q2'17	Q3'17	Q4'17	2017
Net Operating Revenues	\$423	\$127	\$136	\$122	\$97	\$482	\$65	\$25	\$10	\$10	\$110
Equity in earnings of unconsolidated affiliates	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Salaries and Benefits	-\$15	-\$6	-\$6	-\$5	-\$6	-\$23	-\$5	-\$4	-\$4	-\$3	-\$16
<i>% of revenue</i>	3.5%	4.7%	4.4%	4.1%	6.2%	4.8%	7.7%	16.0%	40.0%	30.0%	14.5%
Supplies	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<i>% of revenue</i>	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Other Operating Expenses	-\$391	-\$118	-\$135	-\$123	-\$120	-\$496	-\$76	-\$40	-\$12	-\$7	-\$135
<i>% of revenue</i>	92.4%	92.9%	99.3%	100.8%	123.7%	102.9%	116.9%	160.0%	120.0%	70.0%	122.7%
Electronic Health Record Incentives	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
<b>EBITDA</b>	<b>\$17</b>	<b>\$3</b>	<b>-\$5</b>	<b>-\$6</b>	<b>-\$29</b>	<b>-\$37</b>	<b>-\$16</b>	<b>-\$19</b>	<b>-\$6</b>	<b>\$0</b>	<b>-\$41</b>
<b>EBITDA margin</b>	<b>4.0%</b>	<b>2.4%</b>	<b>-3.7%</b>	<b>-4.9%</b>	<b>-29.9%</b>	<b>-7.7%</b>	<b>-24.6%</b>	<b>-76.0%</b>	<b>-60.0%</b>	<b>0.0%</b>	<b>-37.3%</b>



# Table #1 – Reconciliation of Adjusted EBITDA to Net Loss Attributable to Tenet Healthcare Corporation Common Shareholders

(Unaudited)

(Dollars in millions)

	Three Months Ended December 31,		Years Ended December 31,	
	2017	2016	2017	2016
<b>Net loss attributable to Tenet Healthcare Corporation common shareholders</b>	<b>\$ (229)</b>	<b>\$ (79)</b>	<b>\$ (704)</b>	<b>\$ (192)</b>
Less: Net income attributable to noncontrolling interests	(130)	(102)	(384)	(368)
Income (loss) from discontinued operations, net of tax	1	—	—	(5)
Income (loss) from continuing operations	(100)	23	(320)	181
Income tax expense	(324)	(6)	(219)	(67)
Loss from early extinguishment of debt	—	—	(164)	—
Other non-operating expense, net	(8)	(2)	(22)	(20)
Interest expense	(253)	(249)	(1,028)	(979)
Operating income	485	280	1,113	1,247
Litigation and investigation costs	(11)	(2)	(23)	(293)
Gains on sales, consolidation and deconsolidation of facilities	2	—	144	151
Impairment and restructuring charges, and acquisition-related costs	(138)	(121)	(541)	(202)
Depreciation and amortization	(208)	(218)	(870)	(850)
Loss from divested and closed businesses	—	(29)	(41)	(37)
<b>Adjusted EBITDA</b>	<b>\$ 840</b>	<b>\$ 650</b>	<b>\$ 2,444</b>	<b>\$ 2,478</b>
Net operating revenues	\$ 4,978	\$ 4,860	\$ 19,179	\$ 19,621
Less: Net operating revenues from health plans	10	97	110	482
<b>Adjusted net operating revenues</b>	<b>\$ 4,968</b>	<b>\$ 4,763</b>	<b>\$ 19,069</b>	<b>\$ 19,139</b>
<b>Net loss attributable to Tenet Healthcare Corporation common shareholders as a % of net operating revenues</b>	<b>(4.6)%</b>	<b>(1.6)%</b>	<b>(3.7)%</b>	<b>(1.0)%</b>
<b>Adjusted EBITDA as % of adjusted net operating revenues (Adjusted EBITDA margin)</b>	<b>16.9 %</b>	<b>13.6 %</b>	<b>12.8 %</b>	<b>12.9 %</b>

## Table #2 – Pre-Tax, After-Tax and Earnings (Loss) Per Share Impact of Certain Items on Continuing Operations

(Unaudited)

(Dollars in millions except per share amounts)

	Three Months Ended December 31,		Years Ended December 31,	
	2017	2016	2017	2016
<b>Adjustments to calculate Adjusted Diluted EPS</b>				
Impairment and restructuring charges, and acquisition-related costs <sup>(1)</sup>	\$ (138)	\$ (121)	\$ (541)	\$ (202)
Litigation and investigation costs	(11)	(2)	(23)	(293)
Gain on sales, consolidation and deconsolidation of facilities <sup>(2)</sup>	2	—	144	151
Loss from early extinguishment of debt <sup>(3)</sup>	—	—	(164)	—
Loss from divested and closed businesses	—	(28)	(41)	(39)
Pre-tax impact	(147)	(151)	(625)	(383)
Tax impact of above items	49	44	114	81
Tax reform adjustment	(252)	—	(252)	—
Total after-tax impact	(350)	(107)	(763)	(302)
Noncontrolling interests impact <sup>(4)</sup>	(23)	5	(23)	(14)
<b>Total loss from items above</b>	<b>\$ (373)</b>	<b>\$ (102)</b>	<b>\$ (786)</b>	<b>\$ (316)</b>
<b>Net loss attributable to common shareholders</b>	\$ (229)	\$ (79)	\$ (704)	\$ (192)
Less income (loss) from discontinued operations, net of tax	1	—	—	(5)
<b>Loss from continuing operations, net of tax</b>	(230)	(79)	(704)	(187)
Loss from adjustments above	373	102	786	316
<b>Adjusted net income from continuing operations attributable to common shareholders</b>	<b>\$ 143</b>	<b>\$ 23</b>	<b>\$ 82</b>	<b>\$ 129</b>
<b>Weighted average dilutive shares outstanding (in thousands)</b>	<b>101,853</b>	<b>100,928</b>	<b>101,380</b>	<b>100,742</b>
<b>Diluted loss per share from continuing operations</b>	<b>\$ (2.28)</b>	<b>\$ (0.79)</b>	<b>\$ (7.00)</b>	<b>\$ (1.88)</b>
<b>Adjusted diluted earnings per share from continuing operations</b>	<b>\$ 1.40</b>	<b>\$ 0.23</b>	<b>\$ 0.81</b>	<b>\$ 1.28</b>

(1) Impairment and restructuring charges, and acquisition-related costs of \$541 million in the year ended December 31, 2017 were primarily related to the write-down of assets held for sale in Chicago, Philadelphia and the United Kingdom to their estimated fair value less the estimated costs to sell.

(2) Gain on sales, consolidation and deconsolidation of facilities of \$144 million in the year ended December 31, 2017 was primarily related to a gain on sale of the Company's former hospitals, physician practices and related assets in Houston, Texas.

(3) Loss from early extinguishment of debt of \$164 million in the year ended December 31, 2017 was related to the Company's refinancing transactions and debt redemptions.

(4) During the three months ended December 31, 2017, the Company recorded \$22 million of noncontrolling interests expense on a tax benefit of \$109 million, as a result of the reduction in the corporate income tax rate from 35% to 21%.

## Table #3 – Reconciliations of Free Cash Flow and Adjusted Free Cash Flow

(Unaudited)

<i>(Dollars in millions)</i>	Three Months Ended		Years Ended	
	December 31,		December 31,	
	2017	2016	2017	2016
<b>Net cash provided by (used in) operating activities</b>	\$ 491	\$ (293)	\$ 1,200	\$ 558
Purchases of property and equipment	(215)	(261)	(707)	(875)
<b>Free cash flow</b>	<b>\$ 276</b>	<b>\$ (554)</b>	<b>\$ 493</b>	<b>\$ (317)</b>
<b>Net cash provided by (used in) investing activities</b>	\$ (206)	\$ (280)	\$ 21	\$ (430)
<b>Net cash provided by (used in) financing activities</b>	\$ (103)	\$ 640	\$ (1,326)	\$ 232
<b>Net cash provided by (used in) operating activities</b>	\$ 491	\$ (293)	\$ 1,200	\$ 558
Less: Payments for restructuring charges, acquisition-related costs, and litigation costs and settlements	(37)	(559)	(125)	(691)
Net cash used in operating activities from discontinued operations	(2)	(7)	(5)	(6)
<b>Adjusted net cash provided by operating activities – continuing operations</b>	<b>530</b>	<b>273</b>	<b>1,330</b>	<b>1,255</b>
Purchases of property and equipment – continuing operations	(215)	(261)	(707)	(875)
<b>Adjusted free cash flow – continuing operations</b>	<b>\$ 315</b>	<b>\$ 12</b>	<b>\$ 623</b>	<b>\$ 380</b>

# Table #4 – Reconciliation of Outlook Adjusted EBITDA to Outlook Net Income (Loss) Attributable to Tenet Healthcare Corporation Common Shareholders

(Unaudited)

(Dollars in millions, except per share amounts)

	Q1 2018		2018	
	Low	High	Low	High
<b>Net income (loss) attributable to Tenet Healthcare Corporation common shareholders</b>	<b>\$ 45</b>	<b>\$ 70</b>	<b>\$ 90</b>	<b>\$ 105</b>
Less: Net income attributable to noncontrolling interests	(90)	(100)	(415)	(435)
Loss from discontinued operations, net of tax	(5)	—	(5)	—
Income from continuing operations	140	170	510	540
Income tax expense	(75)	(80)	(215)	(220)
Income from continuing operations, before income taxes	215	250	725	760
Interest expense	(250)	(260)	(1,000)	(1,010)
Loss on early extinguishment of debt	—	—	(5)	—
Other non-operating expense, net	(5)	(5)	(20)	(25)
Operating income	470	515	1,750	1,795
Gains on sales, consolidation and deconsolidation of facilities <sup>(1)</sup>	100	120	100	120
Impairment and restructuring charges, acquisition-related costs and litigation costs and settlements <sup>(1)</sup>	(15)	(25)	(50)	(100)
Depreciation and amortization	(195)	(205)	(790)	(810)
Loss from divested and closed businesses	—	(5)	(10)	(15)
<b>Adjusted EBITDA</b>	<b>\$ 580</b>	<b>\$ 630</b>	<b>\$ 2,500</b>	<b>\$ 2,600</b>
<b>Income from continuing operations</b>	<b>\$ 50</b>	<b>\$ 70</b>	<b>\$ 95</b>	<b>\$ 105</b>
<b>Income from continuing operations as a % of operating revenues</b>	<b>1.1%</b>	<b>1.5%</b>	<b>0.5%</b>	<b>0.6%</b>
<b>Net operating revenues</b>	<b>\$ 4,450</b>	<b>\$ 4,650</b>	<b>\$ 17,900</b>	<b>\$ 18,300</b>
<b>Adjusted EBITDA as % of adjusted net operating revenues (Adjusted EBITDA margin)</b>	<b>13.0%</b>	<b>13.5%</b>	<b>14.0%</b>	<b>14.2%</b>
<b>Adjusted EBITDA</b>	<b>\$ 580</b>	<b>\$ 630</b>	<b>\$ 2,500</b>	<b>\$ 2,600</b>
Depreciation and amortization	(195)	(205)	(790)	(810)
Interest expense	(250)	(260)	(1,000)	(1,010)
Other non-operating expense, net	(5)	(5)	(20)	(25)
Adjusted income from continuing operations before income taxes	130	160	690	755
Income tax benefit (expense)	(50)	(55)	(200)	(210)
Adjusted income from continuing operations	80	105	490	545
Net income attributable to noncontrolling interests	(90)	(100)	(415)	(435)
<b>Adjusted net income (loss) from continuing operations attributable to common shareholders</b>	<b>\$ (10)</b>	<b>\$ 5</b>	<b>\$ 75</b>	<b>\$ 110</b>
<b>Basic weighted average shares outstanding (in millions)</b>	<b>101</b>	<b>101</b>	<b>102</b>	<b>102</b>
<b>Fully diluted weighted average shares outstanding (in millions)</b>	<b>102</b>	<b>102</b>	<b>103</b>	<b>103</b>
<b>Diluted earnings per share from continuing operations</b>	<b>\$ 0.49</b>	<b>\$ 0.69</b>	<b>\$ 0.92</b>	<b>\$ 1.02</b>
<b>Adjusted diluted earnings (loss) per share from continuing operations</b>	<b>\$ (0.10)</b>	<b>\$ 0.05</b>	<b>\$ 0.73</b>	<b>\$ 1.07</b>

(1) The Company has provided an estimate of restructuring charges that it anticipates in 2018. The Company does not forecast impairment charges, acquisition-related costs and litigation costs and settlements, because the Company does not believe that it can forecast these items with sufficient accuracy since some of these items are indeterminable at the time the Company provides its financial Outlook. Gains on sales, consolidation and deconsolidation of facilities includes only an estimate for the MacNeal and Baylor joint venture restructuring transactions, which are currently expected to close in the first quarter of 2018.

## Table #5 – Reconciliation of Outlook Adjusted Free Cash Flow for the Year Ending December 31, 2018

(Dollars in millions)

	2018	
	Low	High
<b>Net cash provided by operating activities</b>	<b>\$ 1,245</b>	<b>\$ 1,450</b>
Less: Payments for restructuring charges, acquisition-related costs and litigation costs and settlements <sup>(1)</sup>	(50)	(100)
Net cash used in operating activities from discontinued operations	(5)	—
<b>Adjusted net cash provided by operating activities – continuing operations</b>	<b>1,300</b>	<b>1,550</b>
Purchases of property and equipment – continuing operations	(625)	(675)
<b>Adjusted free cash flow – continuing operations<sup>(2)</sup></b>	<b>\$ 675</b>	<b>\$ 875</b>

- (1) The Company has provided an estimate of payments that it anticipates in 2018 related to restructuring charges. The Company does not forecast payments related to acquisition-related costs and litigation costs and settlements because the Company does not believe that it can forecast these items with sufficient accuracy since some of these items may be indeterminable at the time the Company provides its financial Outlook.
- (2) The Company's definition of Adjusted Free Cash Flow does not include other important uses of cash including (1) cash used to purchase businesses or joint venture interests, or (2) any items that are classified as Cash Flows From Financing Activities on the Company's Consolidated Statement of Cash Flows, including items such as (i) cash used to repay borrowings, (ii) distributions paid to noncontrolling interests, or (iii) payments under the Put/Call Agreement for USPI redeemable noncontrolling interests, which are recorded on the Statement of Cash Flows as the purchase of noncontrolling interests.

