

**Complementary Summary of Omnicell Q3 2015 Results: October 29, 2015**

*This complementary summary of Omnicell's October 29, 2015 conference call will include forward-looking statements subject to risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied. For a more detailed description of the risks that impact these forward-looking statements, please refer to the information in our press release dated October 29, 2015, in the Omnicell annual report on Form 10-K filed with the SEC on March 30, 2015, and in other more recent reports filed with the SEC. You should not place undue reliance on any forward-looking statements made here. All forward-looking statements made here are made based on the beliefs of Omnicell as of this date only. Future events or simply the passage of time may cause these beliefs to change.*

*The announcement of our pending acquisition of Aesynt and our third quarter 2015 financial results are posted in the Investor Relations section of our Web site at <http://ir.omnicell.com/index.cfm>*

**Chairman, President, and Chief Executive Officer Randall Lipps' update on the Aesynt acquisition:**

We are very excited to share the news that we have reached a definitive agreement with the Private Equity firm Francisco Partners to acquire Aesynt for \$275 million as announced today.

Aesynt, based in Cranberry Township, PA., is a leader in enterprise medication management with specific products in IV compounding, Central Pharmacy automation, Point of Care solutions, and Enterprise Software products. We have prepared a brief summary of the transaction which has been posted to the investor relations section of our website [www.omnicell.com](http://www.omnicell.com) and I will be referencing this presentation during my remarks.

- Let me start by explaining our strategic rationale for this acquisition, and I am on page 3 of our transaction summary presentation. The acquisition broadens our product portfolio for point of care and centralized medication management equipment and solutions and the combination provides our customers with unparalleled flexibility with the addition of new innovative products that we feel integrate well with our existing portfolio of products
- It expands our presence in hospitals by adding world leading IV solutions and provides Omnicell with an opportunity to enter new growth markets
- It accelerates development of enterprise software and real-time analytics
- It further strengthens our continued commitment to improve patient and clinician safety and improve outcomes for patients
- The acquisition increases scale to better serve health care systems

We believe the acquisition will create significant value for our shareholders. Over the last 15 years we have been very patient and diligent in our M&A approach, seeking transactions where,

1) We know the industry or adjacent space and the products well;

2) Where we believe the price is fair; and,

3) Where we have a strong conviction in our ability to deliver our required returns. This transaction satisfies all three of these parameters. The combination is expected to be accretive to Non-GAAP earnings immediately, and adds a growing revenue stream to Omnicell.

Turning to page 4 of the presentation, Aesynt customers include more than 1,200 healthcare facilities mostly in North America with a 95% annual customer retention. Their LTM (Last Twelve Month) unaudited June 30, 2015 Revenues and Adjusted EBITDA were approximately \$182 million and \$20 million, respectively, adding meaningful scale and profitability.

So having explained the strategic rationale and a general company overview, let me be more specifically about the Aesynt portfolio and the markets it serves. Slide 5 provides an overview of Aesynt's products:

- **IV Solutions** include a full suite of automated and semi-automated solutions for IV compounding, both hazardous and non-hazardous substances, IV workflow compounding software, and IV preparation data and analytics. Aesynt has 100+ IV installations across 15 countries. This allows Omnicell to access the fluids side of the market and expand our offering to our customers
- **Central pharmacy** products include Unit dose medication dispensing robots, Vertical storage and dispensing of medications, Open shelf inventory tracking, and Unit dose repackaging products and services. There are over 600 facilities that use Aesynt's medication Central Pharmacy products. The acquisition will now allow Omnicell to access this specific centralized unite dose market and expand our product offering to our customers.
- **POC Solutions** are tailored to the Central Pharmacy model and include Medication storage and dispensing cabinets for nursing wards and operating rooms, and also include controlled substance medication storage and dispensing. There are over 850 facilities using Aesynt's POC Solutions.
- **Enterprise Solutions** provide enterprise-wide medication logistics management software as well as automated procurement and order management, and reporting and analytics for inventory management and medication utilization. Enterprise solution customers skew toward multi-site systems and that use Aesynt or competitive inventory management solutions.

Slide 6 provides more specifics about the IV Solutions business:

- Aesynt offers the leading integrated IV compounding automation portfolio in the market with rich functionality and meaningful ROI for customers in a growing segment sized at around \$1 billion currently
- The IV solutions are recognized as world leading, and furthermore we believe that they offer hospitals a scalable and efficient alternative to more costly in house manual IV preparation or outsourced external IV products from compounding pharmacies

Moving to page 7 we believe that the acquisition establishes a winning combination for Customers and Patients, offering healthcare systems customizable and scalable medication management solutions.

As providers continue to consolidate we will now offer our customers a full product portfolio. Page 8 shows the broadened and deepened product offering across the entire continuum of care. The combination provides our customers unparalleled flexibility with the addition of new innovative products that we feel would integrate well with our existing portfolio of products.

**CFO, Peter Kuipers discusses the financial aspects of the pending transaction as well as 3Q15 results.**

Let's turn to page 9 that summarizes the terms of the transaction:

- Subject to the satisfaction of certain closing conditions, Omnicell will purchase Aesynt for \$275 million, in an all cash transaction
- Aesynt reported unaudited \$182 million of revenue and \$20 million of adjusted EBITDA for the twelve month period ended June 30, 2015
- To finance the transaction, Omnicell will use available cash on hand and in addition, Omnicell will enter into a new credit facility with Wells Fargo bank that allows the Company to borrow up to \$300 million
- We expect the transaction to close in 2016 following customary closing conditions and regulatory approvals
- If the transaction does not complete due to regulatory issues, Omnicell will owe a reverse break-up fee of \$15 million
- Excluding transaction related expenses and other one-time purchase accounting adjustments, we expect the acquisition to be accretive to Omnicell's Non-GAAP EPS immediately. We also expect the transaction to be accretive to GAAP EPS within 18 months after close of transaction

I'll discuss a summary of our 3Q15 financial results and our guidance for the remainder of 2015.

Our 3Q15 revenues of \$125.2 million were up 11.3% from the same quarter last year. Earnings per share in accordance with GAAP were \$0.22 in Q3 2015, which is up from \$0.20 in Q3 2014. Gross margin was 51% unchanged from the previous quarter.

In addition to GAAP financial results, we report our results on a Non-GAAP basis which excludes stock compensation expense and amortization of intangible assets associated with acquisitions and one time acquisition related expenses. We use Non-GAAP financial statements in addition to GAAP financial statements because we believe it is useful for investors to understand acquisition amortization related costs and non-cash stock compensation expenses that are a component of our reported results, as well as one-time events such as the gain on Avantec investment in 2Q15 and one time acquisition related expenses. A full reconciliation of our GAAP to non-GAAP results is included in our second quarter earnings press release and is posted on our web site. You can find the additional GAAP to Non-GAAP reconciliations in the press release this quarter that we provide regularly.

On a Non-GAAP basis, earnings per share were \$0.36 in Q3 2015, up \$0.06 from the same quarter last year or up 20%. The acquisitions of Mach4 and Avantec contributed approximately \$6.5 million of revenue and were dilutive approximately 1 cent to Non-GAAP EPS in Q3 2015.

Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization, which also excludes stock compensation amortization and the amortization of acquisition related costs, was \$23.8 million for the third quarter of 2015, up from \$21.4 million a year ago.

Our business is also reported in segments, consisting of Automation and Analytics and Medication Adherence. Automation and Analytics consists of our OmniRX automated dispensing cabinets, Anesthesia Workstations, Central Pharmacy, Omnicell Supply, Pandora Analytics and Mach4 robotic dispensing systems. Our acquisition of Avantec is also included in this segment. The Medication Adherence segment consists of all adherence package consumables, which are now branded SureMed, and equipment used by pharmacists to create adherence packages. Our acquisitions of MTS Medication Technologies and Surgichem Ltd are included in the Medication Adherence segment. As a reminder, we now report certain corporate expenses that cannot be easily applied to either segment separately.

On a segment basis, our Automation and Analytics segment contributed \$103.0 million in revenue in Q3 2015, up from \$89.5 million in Q3 2014, or an increase of 15%. \$26.7 million GAAP operating income this quarter

compares to \$23.7 million GAAP operating income last year. \$29.1 million of non-GAAP operating income in Q3 2015 compares to \$25.2 million last year.

The Medication Adherence segment contributed \$22.3 million of revenue to the quarter, compared to \$23.0 million in Q3 2014. GAAP operating income of \$0.3 million compares to \$3.6 million a year ago. \$1.7 million of non-GAAP operating income compares to \$4.7 million of Non-GAAP operating income in Q3 a year ago.

Non-GAAP Common expenses were \$11.1 million compared to \$12.0 million in Q3 2014.

In 3Q15 our cash decreased from \$88.0 million to \$57.8 million, primarily due to the repurchase of our stock. During the quarter we repurchased approximately 744,000 shares of our shares for \$25 million at an average price of \$33.60 per share. We have approximately \$4 million of stock repurchase authorization left. Accounts receivable days sales outstanding were 85, down 10 days from last quarter. The decrease in DSO this quarter is a result of stronger collections as we completed implementations and increased revenue. As expected, the DSO has started to normalize after the unusually high DSO in the previous quarter and we expect further improvement in the next quarter. We generally expect DSO to be in the 65-75 range. We review the collectability of our receivables regularly and we do not believe the fluctuations in DSO are indicative of a change in our rate of bad debt. Inventories were \$49.5 million, up \$3.4 million from last quarter as we prepare for our anticipated Q4'15 installations. Our headcount was 1,444, up 26 from last quarter.

Moving to Revenue drivers:

Let's start with **Automation and Analytics 3Q revenue**. While we made progress in 3Q15 in converting back log into revenue relative to 2Q15, the 3Q bookings were below our expectations which resulted in a lesser opportunity to convert bookings into revenue in the quarter. This will also have an impact on revenue in the fourth quarter. However, we are seeing a strong trajectory and good visibility into our bookings for the fourth quarter, and we see no significant issues in the market. We are re-confirming our total year guidance for product bookings to be between \$400 and \$420 million in 2015, consistent with our previous guidance. The core fundamentals of our business remain strong driven by our leading differentiated products evidenced by our 98% retention rate of existing customers.

In the three quarters leading up to 3Q15 we had an average of 42% of our orders from New and Competitive Conversion customers making first time installations, which is higher than our 10 year historical range of 33%-40%. As a result, the makeup of our backlog has been more heavily weighted towards new customers who generally take longer to install our products than existing customers. While the percentage of orders from new and

competitive customers was lower than the three quarters leading up to 2Q15 the relative impact on conversion of bookings to revenue was smaller but still noticeable in the third quarter.

Another good indicator of the strength of the core fundamentals of our business is that is that we continue to close a solid mix of competitive wins and our existing customers continue to expand their implementations. 28% of our third quarter bookings in the Automation and Analytics segment were from customers making first time installations of Omnicell systems, underscoring the competitiveness of our solutions. Over two thirds of those were competitive conversions and the remainder was from Greenfield customers who have never automated before.

**Medical Adherence 3Q Revenue** was below our expectation and slightly down year over year driven by lower customer demand for Consumables, a continued foreign currency impact, and lower than expected equipment revenue including our M5000 product not being available in the market yet in 2015, as well as some seasonality in our equipment sales. We have a Beta of the M5000 currently in the final stages of validation at a customer site and believe will have customer acceptance in early 2016, and we also have strong customer demand for this automated solution.

While 3Q15 revenue was lower than expected, Non-GAAP Earnings Per Share, is meeting our internal expectations due to the strong product margin mix we had in 3Q15 and our strong cost control and management.

**Let me now move to guidance for the remainder of the year.**

For the rest of 2015, we are reaffirming our guidance ranges for Bookings and Non-GAAP EPS. We expect product bookings to be between \$400 and \$420 million in 2015, consistent with our previous guidance. We expect Non-GAAP earnings to be between \$1.31 and \$1.36 per share, also consistent with our previous guidance.

We previously expected revenue to be at the lower end of the \$495 to \$510 million range. Given the dynamics discussed earlier on this call we now expect 2015 revenue to be between \$478 and \$482 million.

We are pleased with the progress made in cost efficiencies; we now expect non-GAAP operating margins for 2015 to be approximately 15% after absorbing the cost to integrate the acquisitions through efficiencies. This is up from the 14% guidance provided earlier in the 2Q15 earnings call. Finally, we are assuming an annual average effective tax rate of 39% on GAAP earnings, slightly up from our previous assumptions driven by a lower income in low cost tax jurisdictions. This does not include any R&D tax credit impact as it has not been approved by government yet.

To round of our quarterly and Aesynt acquisition update I will hand the call back to Randy to discuss Business and Customer Highlights and final comments on the acquisition.

**Chairman, President, and Chief Executive Officer Randall Lipps' business update**

We have a number of great new wins and installs. I would like to highlight a couple focused on top pediatric hospitals from around the world.

We are very pleased to add Alder Hey Children's hospital, a leading pediatric hospital in the UK, as an Omnicell customer. There are only 4 Children's Pediatric hospitals in the U.K., and Alder Hey is one of the busiest pediatric hospitals in Europe. This world leader recently moved to a new facility. As we supported their transition from a centralized to decentralized distribution model, Alder Hey installed our medication automation solutions that not only promote patient safety, but also enable more efficient workflows for their care providers.

On a related note, a local leading pediatric hospital, Lucile Packard Children's Hospital Stanford, has completed installing Omnicell in their existing hospital and plans to move forward with also installing Omnicell in their new hospital next year.

Pediatric hospitals are rendering care in an environment that is increasingly complex, which results in multiple opportunities to cause unintended harm. Worldwide awareness of patient safety risks has grown, leading health care providers to challenge and examine their practices and implement safety solutions. These new customers are taking efforts to eliminate avoidable harm in any setting in which medical care is rendered to children, and we are pleased to support these facilities and their patients with our solutions.

To wrap up, the business is doing well and we expect to grow the business by 9% for 2015. The acquisition of Aesynt supports all three legs of our strategy of 1) differentiated products, 2) expansion into new markets, and 3) acquisitions and partnerships.

We are executing our growth strategy well, delivering state of the art medication management and workflow efficiency to our customers, results for investors, and better healthcare for patients. I believe we have all the ingredients for continued long term success and I am looking forward to the Aesynt team joining Omnicell in 2016.

**Omniceil, Inc.**  
**Condensed Consolidated Statements of Operations**  
(Unaudited, in thousands, except per share data)

	Three Months Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
<b>Revenues:</b>					
Product	\$ 100,941	\$ 89,154	\$ 92,229	\$ 284,204	\$ 260,053
Services and other revenues	24,293	23,634	20,314	70,039	59,306
Total revenues	<u>125,234</u>	<u>112,788</u>	<u>112,543</u>	<u>354,243</u>	<u>319,359</u>
<b>Cost of revenues:</b>					
Cost of product revenues	51,700	46,203	44,510	143,319	124,413
Cost of services and other revenues	9,831	9,123	8,487	28,074	24,865
Total cost of revenues	<u>61,531</u>	<u>55,326</u>	<u>52,997</u>	<u>171,393</u>	<u>149,278</u>
<b>Gross profit</b>	<u>63,703</u>	<u>57,462</u>	<u>59,546</u>	<u>182,850</u>	<u>170,081</u>
<b>Operating expenses:</b>					
Research and development	9,176	8,746	7,078	25,941	19,670
Selling, general and administrative	40,668	39,735	38,871	123,690	114,302
Gain on business combination	—	(3,443)	—	(3,443)	—
Total operating expenses	<u>49,844</u>	<u>45,038</u>	<u>45,949</u>	<u>146,188</u>	<u>133,972</u>
Income from operations	13,859	12,424	13,597	36,662	36,109
Interest and other income (expense), net	(646)	(472)	(706)	(1,635)	(1,003)
Income before provision for income taxes	13,213	11,952	12,891	35,027	35,106
Provision for income taxes	5,177	3,201	5,591	11,922	13,824
<b>Net income</b>	<u>\$ 8,036</u>	<u>\$ 8,751</u>	<u>\$ 7,300</u>	<u>\$ 23,105</u>	<u>\$ 21,282</u>
<b>Net income per share:</b>					
Basic	\$ 0.22	\$ 0.24	\$ 0.20	\$ 0.64	\$ 0.60
Diluted	\$ 0.22	\$ 0.24	\$ 0.20	\$ 0.63	\$ 0.58
<b>Weighted average shares outstanding:</b>					
Basic	35,806	36,120	35,994	35,983	35,634
Diluted	36,613	37,030	36,832	36,870	36,617



**Omniceil, Inc.**  
**Condensed Consolidated Balance Sheets**  
(Unaudited, in thousands)

	<u>September 30,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 57,757	\$ 125,888
Accounts receivable, net	115,680	82,763
Inventories	49,460	31,554
Prepaid expenses	17,698	23,518
Deferred tax assets	12,489	12,446
Other current assets	6,802	7,215
Total current assets	259,886	283,384
Property and equipment, net	34,026	36,178
Long-term net investment in sales-type leases	13,557	10,848
Goodwill	148,727	122,720
Intangible assets, net	92,042	82,667
Long-term deferred tax assets	1,513	1,144
Other long-term assets	26,971	23,273
<b>Total assets</b>	<b>\$ 576,722</b>	<b>\$ 560,214</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 24,691	\$ 19,432
Accrued compensation	15,224	19,874
Accrued liabilities	29,382	19,299
Deferred service revenue	26,168	25,167
Deferred gross profit	27,179	28,558
Total current liabilities	122,644	112,330
Deferred service revenue, long-term	18,436	20,308
Long-term deferred tax liabilities	32,320	30,454
Other long-term liabilities	11,782	7,024
Total liabilities	185,182	170,116
Stockholders' equity:		
Total stockholders' equity	391,540	390,098
<b>Total liabilities and stockholders' equity</b>	<b>\$ 576,722</b>	<b>\$ 560,214</b>

**Omnicell, Inc.**  
**Condensed Consolidated Statements of Cash Flows**  
(Unaudited, in thousands)

	Nine months ended September 30,	
	2015	2014
<b>Operating Activities</b>		
Net income	\$ 23,105	\$ 21,282
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	18,457	14,705
Gain on disposal of fixed assets	114	221
Gain on business combination	(3,443)	—
Provision for receivable allowance	542	850
Share-based compensation expense	11,267	8,610
Income tax benefits from employee stock plans	3,838	4,065
Excess tax benefits from employee stock plans	(3,942)	(4,456)
Provision for excess and obsolete inventories	317	450
Deferred income taxes	(2,235)	1,307
Changes in operating assets and liabilities:		
Accounts receivable, net	(26,132)	(35,028)
Inventories	(13,215)	1,301
Prepaid expenses	5,937	1,015
Other current assets	1,019	1,412
Net investment in sales-type leases	(3,220)	677
Other long-term assets	247	360
Accounts payable	(127)	5,420
Accrued compensation	(5,003)	(6,533)
Accrued liabilities	4,608	(416)
Deferred service revenue	(4,199)	2,650
Deferred gross profit	(1,170)	15,585
Other long-term liabilities	(833)	838
Net cash provided by operating activities	<u>5,932</u>	<u>34,315</u>
<b>Investing Activities</b>		
Acquisition of intangible assets, intellectual property and patents	(331)	(236)
Software development for external use	(9,445)	(7,925)
Purchases of property and equipment	(6,081)	(10,151)
Business acquisition, net of cash acquired	(25,455)	(19,749)
Net cash used in investing activities	<u>(41,312)</u>	<u>(38,061)</u>
<b>Financing Activities</b>		
Proceeds from issuances under stock-based compensation plans	15,665	18,157
Employees' taxes paid related to restricted stock units	(2,285)	(2,023)
Common stock repurchases	(50,021)	(17,052)
Excess tax benefits from employee stock plans	3,942	4,456
Net cash (used) provided by financing activities	<u>(32,699)</u>	<u>3,538</u>
Effect of exchange rate changes on cash and cash equivalents	(52)	(136)
Net decrease in cash and cash equivalents	(68,131)	(344)
Cash and cash equivalents at beginning of period	125,888	104,531
Cash and cash equivalents at end of period	<u>\$ 57,757</u>	<u>\$ 104,187</u>

**Omniceil, Inc.**

**Reconciliation of GAAP to Non-GAAP**

(Unaudited, in thousands, except per share data)

	Three Months Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
<b>Reconciliation of GAAP net income to non-GAAP net income:</b>					
GAAP net income	\$ 8,036	\$ 8,751	\$ 7,300	\$ 23,105	\$ 21,282
Adjustments:					
Share-based compensation expense:					
Cost of revenues	581	532	441	1,630	973
Operating expenses	3,385	3,104	2,720	9,637	7,637
Total share-based compensation expense <sup>(a)</sup>	3,966	3,636	3,161	11,267	8,610
Amortization of acquired intangibles:					
Cost of revenues	570	531	368	1,469	1,104
Operating expenses	1,408	1,279	778	3,550	2,138
Total Amortization of acquired intangibles:	1,978	1,810	1,146	5,019	3,242
Income tax effect of non-GAAP adjustments <sup>(b)</sup>	(775)	(485)	(497)	(1,703)	(1,271)
Total Amortization of acquired intangibles,	1,203	1,325	649	3,316	1,971
Gain on business combination	—	(3,443)	—	(3,443)	—
<b>Non-GAAP net income</b>	<b>\$ 13,205</b>	<b>\$ 10,269</b>	<b>\$ 11,110</b>	<b>\$ 34,245</b>	<b>\$ 31,863</b>

<b>Reconciliation of GAAP gross profit to non-GAAP gross profit:</b>					
Revenues	\$ 125,234	\$ 112,788	\$ 112,543	\$ 354,243	\$ 319,359
GAAP gross profit	63,703	57,462	59,546	182,850	170,081
GAAP gross margin	50.9%	50.9%	52.9%	51.6%	53.3%
Share-based compensation expense	581	532	441	1,630	973
Amortization of acquired intangibles	570	531	368	1,469	1,104
Non-GAAP gross profit	<u>\$ 64,854</u>	<u>\$ 58,525</u>	<u>\$ 60,355</u>	<u>\$ 185,949</u>	<u>\$ 172,158</u>
Non-GAAP gross margin	51.8%	51.9%	53.6%	52.5%	53.9%

<b>Reconciliation of GAAP operating expenses to non-GAAP operating expenses:</b>					
GAAP operating expenses	\$ 49,844	\$ 45,038	\$ 45,949	\$ 146,188	\$ 133,972
GAAP operating expenses % to total revenue	39.8%	39.9%	40.8%	41.3%	42.0%
Share-based compensation expense	(3,385)	(3,104)	(2,720)	(9,637)	(7,637)
Amortization of acquired intangibles	(1,408)	(1,279)	(778)	(3,550)	(2,138)
Gain on business combination	—	3,443	—	3,443	—
Non-GAAP operating expenses	<u>\$ 45,051</u>	<u>\$ 44,098</u>	<u>\$ 42,451</u>	<u>\$ 136,444</u>	<u>\$ 124,197</u>
Non-GAAP operating expenses % to total	36.0%	39.1%	37.7%	38.5%	38.9%

<b>Reconciliation of GAAP income from operations to non-GAAP income from operations:</b>					
GAAP income from operations	\$ 13,859	\$ 12,424	\$ 13,597	\$ 36,662	\$ 36,109
GAAP operating income % to total revenue	11.1%	11.0%	12.1%	10.3%	11.3%
Share-based compensation expense	3,966	3,636	3,161	11,267	8,610
Amortization of acquired intangibles	1,978	1,810	1,146	5,019	3,242
Gain on business combination	—	(3,443)	—	(3,443)	—
Non-GAAP income from operations	<u>\$ 19,803</u>	<u>\$ 14,427</u>	<u>\$ 17,904</u>	<u>\$ 49,505</u>	<u>\$ 47,961</u>

Non-GAAP operating income % to total	15.8%	12.8%	15.9%	14.0%	15.0%
	Three Months Ended			Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
<b>GAAP shares - diluted</b>	36,613	37,030	36,832	36,870	36,617
<b>GAAP net income per share - diluted</b>	\$ 0.22	\$ 0.24	\$ 0.20	\$ 0.63	\$ 0.58
Adjustments:					
Share-based compensation expense	0.11	0.10	0.08	0.31	0.24
Amortization of acquired intangibles	0.03	0.04	0.02	0.09	0.05
Gain on business combination	—	(0.10)	—	(0.10)	—
<b>Non-GAAP net income per share - diluted</b>	<u>\$ 0.36</u>	<u>\$ 0.28</u>	<u>\$ 0.30</u>	<u>\$ 0.93</u>	<u>\$ 0.87</u>
<b>Reconciliation of GAAP EBITDA to non-GAAP EBITDA:</b>					
GAAP net income	\$ 8,036	\$ 8,751	\$ 7,300	\$ 23,105	\$ 21,282
Add back:					
Share-based compensation expense	3,966	3,636	3,161	11,267	8,610
Interest (income) and expense, net	138	84	55	321	20
Depreciation and amortization expense	6,482	6,264	5,314	18,457	14,705
Income tax expense	5,177	3,201	5,591	11,922	13,824
Gain on business combination	—	(3,443)	—	(3,443)	—
<b>Non-GAAP adjusted EBITDA <sup>(c)</sup></b>	<u>\$ 23,799</u>	<u>\$ 18,493</u>	<u>\$ 21,421</u>	<u>\$ 61,629</u>	<u>\$ 58,441</u>

- (a) This adjustment reflects the accounting impact of non-cash stock-based compensation expense for the periods presented.
- (b) Tax effects are calculated using the effective tax rates for the respective periods presented.
- (c) Defined as earnings before interest income and expense, taxes, depreciation and amortization, and non-cash expenses, including stock compensation expense, per ASC 718, as well as excluding certain non-GAAP adjustments.

**Omniceil, Inc.**  
**Segmented Information**  
(Unaudited, in thousands, except for percentages)

	Three Months Ended September 30, 2015			Three Months Ended September 30, 2014		
	Automation and Analytics	Medication Adherence	Total	Automation and Analytics	Medication Adherence	Total
Revenues	\$ 102,967	\$ 22,267	\$ 125,234	\$ 89,547	\$ 22,996	\$ 112,543
Cost of revenues	45,668	15,863	61,531	38,412	14,585	52,997
Gross profit	57,299	6,404	63,703	51,135	8,411	59,546
Gross margin %	55.6%	28.8%	50.9%	57.1%	36.6%	52.9%
Operating expenses	30,628	6,070	36,698	27,420	4,822	32,242
Income from segment operations	\$ 26,671	\$ 334	27,005	\$ 23,715	\$ 3,589	27,304
Operating margin %	25.9%	1.5%	21.6%	26.5%	15.6%	24.3%
Corporate costs			13,146			13,707
Income from operations			\$ 13,859			\$ 13,597

**Omniceil, Inc.**  
**Segmented Information**  
(Unaudited, in thousands, except for percentages)

	Nine Months Ended September 30, 2015			Nine Months Ended September 30, 2014		
	Automation and Analytics	Medication Adherence	Total	Automation and Analytics	Medication Adherence	Total
Revenues	\$ 284,447	\$ 69,796	\$ 354,243	\$ 255,748	\$ 63,611	\$ 319,359
Cost of revenues	123,923	47,470	171,393	109,344	39,934	149,278
Gross profit	<u>160,524</u>	<u>22,326</u>	<u>182,850</u>	<u>146,404</u>	<u>23,677</u>	<u>170,081</u>
Gross margin %	56.4%	32.0%	51.6%	57.2%	37.2%	53.3%
Operating expenses	<u>85,195</u>	<u>18,321</u>	<u>103,516</u>	<u>78,566</u>	<u>14,273</u>	<u>92,839</u>
Income from segment operations	<u>\$ 75,329</u>	<u>\$ 4,005</u>	<u>79,334</u>	<u>\$ 67,838</u>	<u>\$ 9,404</u>	<u>77,242</u>
Operating margin %	26.5%	5.7%	22.4%	26.5%	14.8%	24.2%
Corporate costs			<u>42,672</u>			<u>41,133</u>
Income from operations			<u>\$ 36,662</u>			<u>\$ 36,109</u>

**Omniceil, Inc.**  
**Segment Information - Non-GAAP Gross Margin and Non-GAAP Operating Margin**  
(Unaudited, in thousands, except for percentages)

	Three Months Ended September 30, 2015								
	Automation and Analytics		Medication Adherence		Total				
<b>Revenues</b>	\$	102,967	\$	22,267	\$	125,234			
<b>GAAP Gross profit</b>	\$	57,299	55.6%	\$	6,404	28.8%	\$	63,703	50.9%
Plus:									
a) Stock-based compensation expense		403	0.4%	\$	178	0.8%		581	0.5%
b) Amortization expense of acquired intangible assets and other acquisition-related expenses		238	0.2%	\$	332	1.5%		570	0.5%
<b>Non-GAAP Gross profit</b>	\$	57,940	56.3%	\$	6,914	31.1%	\$	64,854	51.8%
<b>GAAP Operating income</b>	\$	26,671	25.9%	\$	334	1.5%	\$	27,005	21.6%
Plus:									
a) Stock-based compensation expense		1,572	1.5%		303	1.4%		1,875	1.5%
b) Amortization expense of acquired intangible assets and other acquisition-related expenses		902	0.9%		1,076	4.8%		1,978	1.6%
<b>Non-GAAP Operating income</b>	\$	29,145	28.3%	\$	1,713	7.7%	\$	30,858	24.6%
<b>GAAP Corporate costs</b>							\$	13,146	10.5%
Less: Stock-based compensation expense								2,091	1.7%
<b>Non-GAAP Corporate costs</b>							\$	11,055	8.8%
<b>Non-GAAP Income from operations</b>							\$	19,803	15.8%

**Three Months Ended September 30, 2014**

	<u>Automation and Analytics</u>		<u>Medication Adherence</u>		<u>Total</u>				
<b>Revenues</b>	\$	89,547	\$	22,996	\$	112,543			
<b>GAAP Gross profit</b>	\$	51,135	57.1%	\$	8,411	36.6%	\$	59,546	52.9%
Plus:									
a) Stock-based compensation expense		255	0.3%	\$	59	0.3%		314	0.3%
b) Amortization expense of acquired intangible assets and other acquisition-related expenses		35	0.0%	\$	333	1.4%		368	0.3%
<b>Non-GAAP Gross profit</b>	\$	51,425	57.4%	\$	8,803	38.3%	\$	60,228	53.5%
<b>GAAP Operating income</b>	\$	23,715	26.5%	\$	3,589	15.6%	\$	27,304	24.3%
Plus:									
a) Stock-based compensation expense		1,306	1.5%		158	0.7%		1,464	1.3%
b) Amortization expense of acquired intangible assets and other acquisition-related expenses		147	0.2%		999	4.3%		1,146	1.0%
<b>Non-GAAP Operating income</b>	\$	25,168	28.1%	\$	4,746	20.6%	\$	29,914	26.6%
<b>GAAP Corporate costs</b>							\$	13,707	12.2%
Less: Stock-based compensation expense								1,697	1.5%
<b>Non-GAAP Corporate costs</b>							\$	12,010	10.7%
<b>Non-GAAP Income from operations</b>							\$	17,904	15.9%