

Quarterly Review of the Medical Technology Sector (MedTech)

Q3 2014



Mergers & Acquisitions

Custom Capital Solutions

Corporate Finance Advisory

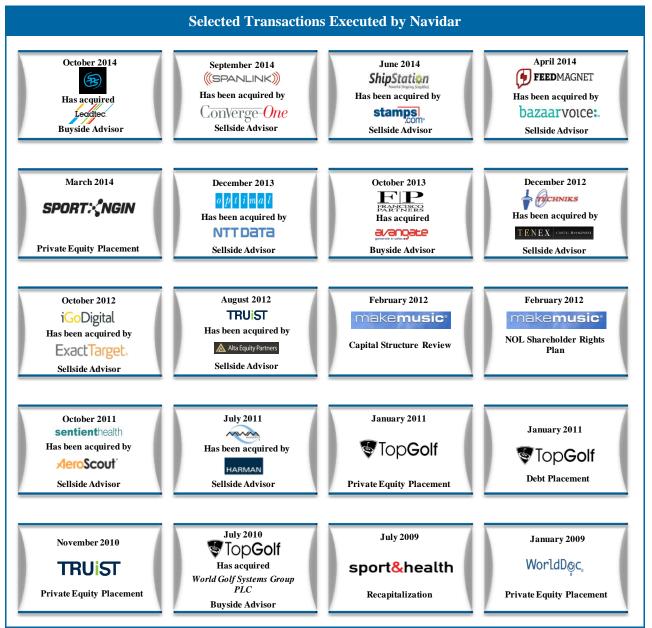
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About Navidar

Navidar is an **investment banking firm** providing companies and investors in dynamic industries with **strategic M&A advice, capital raising solutions,** vital insights and breakthrough opportunities.

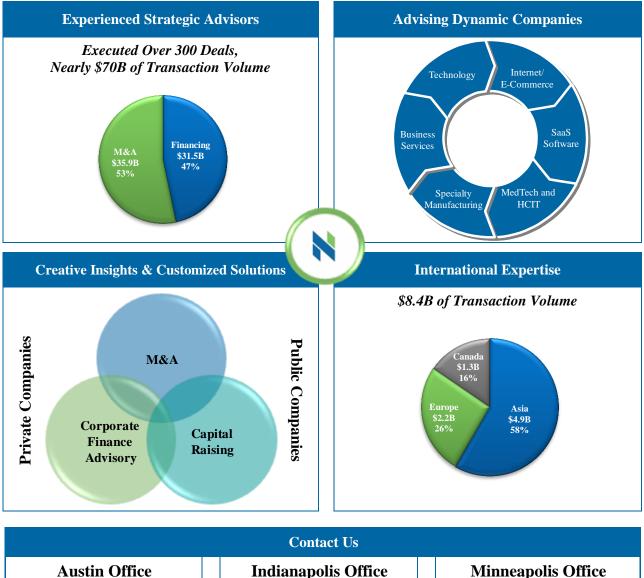
- Big Firm Experience Combined with Senior Banker Attention
- Global Relationships With Top Tier Investors and World-Leading Companies
- Greater Creativity & Customized Solutions
- Focused on the Middle Corridor of the United States



Note: Transactions above only represent a sample of past transactions executed by Navidar.



Navidar at a Glance



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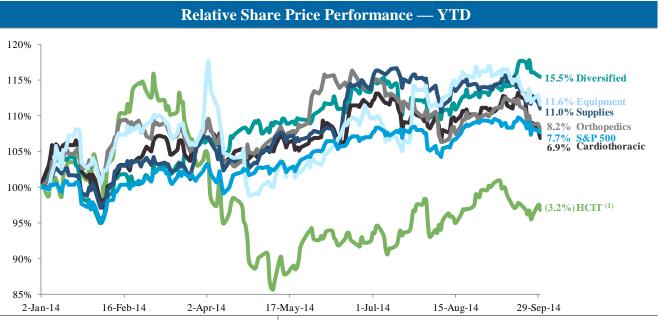
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Q3 2014 Medical Technology Sector Review



MedTech Sector Share Price Performance

Sub-Sector	Q3 Return	YTD Return
HCIT ⁽¹⁾	3.4%	(3.2%)
Equipment	1.7%	11.6%
Diversified	0.7%	15.5%
S&P 500	(0.1%)	7.7%
Supplies	(3.8%)	11.0%
Cardiothoracic	(4.7%)	6.9%
Orthopedics	(6.1%)	8.2%





Key Takeaways From the Quarter:

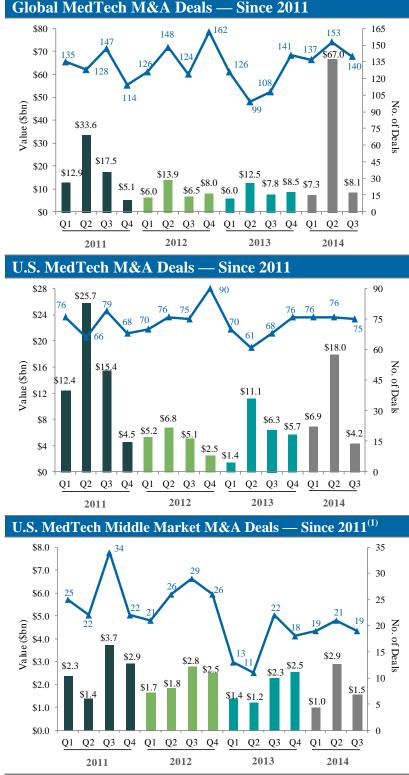
- Navidar's Medical Technology sub-sectors continued their mixed performance in Q3'14, with three sub-sectors (HCIT ⁽¹⁾, Equipment and Diversified) outperforming the S&P 500 index and three sub-sectors underperforming (Orthopedics, Cardiothoracic and Supplies) the index.
- After experiencing an uptrend in Q2'14, Global MedTech M&A deal volume in Q3'14 experienced a decline on a quarter-over-quarter basis, with the number of deals decreasing from 153 to 140.
- Global MedTech M&A deal value in Q3'14 experienced a steep decline to reach \$8.1 billion as compared to \$67.0 billion in the previous quarter, which was primarily driven by Medtronic's \$48.1 billion acquisition of Covidien in Q2.
- U.S. MedTech M&A deal volume in Q3'14 remained relatively flat at 75 deals as compared to 76 deals in Q2'14. However, deal value decreased by more than 70% over the same period (\$18.0 billion to \$4.2 billion).
- Strategic acquisitions in Q3'14 accounted for more than 90% of total deal volume (128 out of 140 transactions).
- Over 60% of announced transactions in Q3'14, with disclosed deal values, were below \$50 million.

Source: CapitalIQ, Industry Research, Online Publications and Navidar Research.

(1) HCIT = Healthcare Information Technology.



Medical Technology Sector M&A Review



Commentary

After gaining momentum in Q2'14, M&A transaction volume in the Global MedTech sector experienced a decline in Q3'14. Global MedTech M&A deal value in Q3'14 was at \$8.1 billion as compared to the multi-year high of \$67.0 billion in Q2'14.

- Global M&A transaction volume decreased 8% quarter-over-quarter (153 to 140 deals) and increased 30% year-over-year (108 deals to 140 deals)
- M&A deal value decreased 88% quarter-over-quarter from \$67.0 billion (Covidien acquisition) to \$8.1 billion; and increased 4% yearover-year from \$7.8 billion to \$8.1 billion.

U.S. M&A deal volume remained relatively flat in Q3'14 as compared to the preceding 3 quarters.

- U.S. M&A transaction volume in Q3'14 increased 20% compared to Q3'13, from 68 to 75 acquisitions. However, deal value decreased by 33% over the same period, from \$6.3 billion to \$4.2 billion. U.S. deal value in Q3'14 was largely attributable to:
 - Cognizant Technology Solutions acquisition of TriZetto Corp. for \$2.70 billion EV

U.S. Middle Market deal volume experienced a slight downtrend in Q3'14 from Q2'14.

• Transaction volume on a year-overyear basis decreased 14% in Q3'14, compared to Q3'13, from 22 to 19 acquisitions. Deal value in Q3'14 decreased 35% over the same period

Source: CapitalIQ, Navidar Research and Industry Research.

(1) Defined as deal value of \$500M EV and less.

Announced Date	Buyer	Target	Trn. Value (\$USDmm)	LTM EV/Rev. (x)	LTM EV/EBITDA (x)
09/17/2014	Jiangsu Yuyue Science & Tech. Dev. Co. (China)	China Resources Wandong Medical Equipment Co. (China) (48.5%)	193.9	3.4x	53.4x
09/15/2014	Danaher Corp. (US)	Nobel Biocare Holding (Switzerland)	2,369.8	3.0x	16.1x
09/15/2014	Cognizant Technology Solutions (US)	TriZetto Corp. (US)	2,700.0	NA	NA
08/27/2014	Medtronic (US)	N.G.C. Medical (Italy) (70%)	238.0	NA	NA
08/25/2014	Medtronic (US)	Sapiens Steering Brain Stimulation (Germany)	200.0	NA	NA
08/22/2014	Jiangsu Yuyue Medical Equipment & Supply Co. (China)	China Resources Wandong Medical Equipment Co. (China) (51.5%)	204.0	3.0x	48.3x
08/05/2014	KunWha Pharmaceutical Co. (South Korea)	Dream Pharma Corp. (Medical Supplies Manf. Bus.) (South Korea)	188.0	NA	NA
08/04/2014	Tecomet (US)	Symmetry Medical (US)	456.7	1.1x	8.7x
08/04/2014	Nordson Medical Corp. (US)	Avalon Laboratories (US)	180.0	NA	NA
07/14/2014	St. Jude Medical (US)	NeuroTherm (US)	200.0	NA	NA

U.S. MedTech M&A Deal Volume by Size

	Q3'2	2013	Q3'2	2014	Q2'2014			
\$ in millions except #	Number of Deals	Total Deal Value	Number of Deals	Total Deal Value	Number of Deals	Total Deal Value		
<\$50M	13 220 3 166		11	171	11	101		
\$50M to \$100M	3 166		2	159	1	65		
\$100M to \$250M	1 200		5	759	3	515		
\$250M to \$500M	5 1,705		1	457	6	2,222		
\$500M to \$1000M	1	644	-	-	2	1,133		
>1B	2	3,403	1	2,700	1	13,926		
Undisclosed	43	-	55	-	52	-		
Total	68 6,337		75	4,246	76	17,961		

Source: CapitalIQ and Industry Research. Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).



Review of Selected MedTech Transactions in Q3

Cognizant Technology Solutions acquired TriZetto Corporation for \$2.7B EV.

- Acquisition significantly accelerates Cognizant's market position and strategy of delivering innovative healthcare software and solutions to a wide range of healthcare clients.
- Acquisition brings significant and complementary new market opportunities, expertise and intellectual property, including:
 - Multiple industry-leading software platforms used by payers and providers
 - Enhanced competitiveness in integrated engagement opportunities
 - Approximately \$1.5 billion of potential revenue synergies cumulatively over the next 5 years
 - Attractive, non-linear software revenue

Headquartered in Englewood, CO, TriZetto Corporation provides information technology and service solutions for health plans, benefits administrators, care providers/physicians, payer clients, hospitals, and healthcare systems. Working with more than 350 health plans, TriZetto solutions reach nearly 245,000 care providers. TriZetto helps healthcare organizations enhance administrative efficiency; improve the cost, quality and delivery of care; address compliance; and compete to win in an emerging retail market. Its Payer solutions include benefits administration, care management, network management and portal platforms, as well as consulting, application management and business management services. Its Provider solutions include real-time eligibility assurance, claims editing, revenue cycle management technology and services that help providers get paid quickly and accurately.

MedAssets acquired Sg2 LLC for \$142M EV.

• Combination will propel further growth for the expanded business enterprise through improved channel access, broader data utilization and complementary business intelligence and consulting businesses.

Based in Skokie, IL, Sg2 offers analytics, intelligence, consulting, and educational solutions to the healthcare industry. Sg2's analytics-based health care expertise helps hospitals and health systems integrate, prioritize and drive growth and performance across the continuum of care. Over 1,400 healthcare organizations around the world rely on Sg2's services.

Varian Medical Systems acquired Certain Assets of Transpire, Inc. for \$20M EV.

• Acquisition enables Varian Medical Systems to continue leveraging Transpire's Acuros solution for use in proton therapy, and improves its image guidance tools.

Based in Gig Harbor, WA, Transpire develops simulation software products that predict the macroscopic behavior of radiation for various industries in the United States and internationally. Certain assets of Transpire includes Acuros, a radiotherapy dose calculation software; and Attila, a software suite that provides solution to radiation transport applications, that are used worldwide in a diverse range of industries where radiation effects play an integral role in product performance, safety, and reliability.



Healthcare Equipment

Danaher Corp. acquired Nobel Biocare Holding for \$2.37B EV, which implied 3.0x LTM Revenue and 16.1x LTM EBITDA.

- Danaher is committed to establishing Nobel Biocare as a cornerstone of its dental platform.
- The Danaher dental platform will have a leading position in dental implants.

Headquartered in, Switzerland, Nobel Biocare Holding operates in the field of implant-based dental restorations worldwide. It offers dental implants for various indications, bone types, and surgical protocols under the NobelActive, Brånemark System, and NobelReplace brands; high-precision individualized prosthetics and CAD/CAM systems for every indication, from a single tooth to edentulous jaws, on natural teeth and implants under the NobelProcera brand; and machined and TiUnite implants. In 2013, Nobel Biocare generated annual revenues of EUR 567 million (~\$750 million).

<u>Tecomet acquired Symmetry Medical's OEM Solutions business segment for \$457M EV,</u> which implied 1.1x LTM Revenue and 8.7x LTM EBITDA.

• Combination of Tecomet and Symmetry Medical's OEM Solutions business creates a contract manufacturing enterprise that expands Tecomet's global reach and is capable of meeting the growing needs of its customers.

Headquartered in Warsaw, IN, Symmetry Medical's OEM Solutions business segment manufactures high precision surgical instruments, orthopedic implants, and plastic and metal sterilization cases and trays, It sells its products to global medical device OEMs. OEM Solutions has over 450 customers, nearly 2,300 employees and 13 facilities in the U.S., the U.K., Ireland, France and Malaysia.

<u>Medtronic acquired Sapiens Steering Brain Stimulation (SBS) for \$200M EV and</u> <u>Visualase for \$99M EV.</u>

- Acquisition of Sapiens SBS strengthens Medtronic's capabilities in an important, emerging frontier of medicine the modulation of the brain function.
- Visualase adds complementary technology and expertise to Medtronic's neurosurgical solutions portfolio, which includes intra-operative imaging, surgical navigation, powered instruments and cerebrospinal fluid (CSF) management.
- Acquisition of Sapiens SBS and Visualase exemplifies Medtronic's ongoing investment in innovation as the company strives to become the partner of choice for neurosurgeons and neuroscience centers around the world.

Headquartered in Germany, Sapiens SBS is a medical device company that develops deep brain stimulation solutions for patients suffering from degenerative or functional brain disorders. Its products are used to treat Parkinson's disease, movement disorders, and other psychiatric indications.

Headquartered in Houston, TX, Visualase engages in the product development, clinical evaluations, manufacturing, and marketing of laser and image-guided technologies for thermal ablation markets in the United States. Its technologies utilize laser-induced interstitial thermal therapy for the treatment of solid tumors that uses laser light to destroy the affected tissue through heat.



Healthcare Equipment

St. Jude Medical acquired NeuroTherm for \$200M EV.

• Acquisition is expected to accelerate the growth of St. Jude Medical's chronic pain business and strengthen its position as a global leader in developing therapies to treat chronic pain.

Headquartered in Wilmington, MA, NeuroTherm is a medical device company that develops, manufactures, and markets solutions for chronic pain. The company is focused on delivering minimally invasive solutions and superior service to its customers in order to realize their shared vision of improving the lives of patients suffering from chronic pain. The company offers proprietary solutions including radiofrequency ablation systems, intradiscal catheters, and a full suite of vertebral augmentation products. The U.S. Patent and Trademark Office has approved over forty NeuroTherm patents including five core radiofrequency technology platform patents, and over twenty additional ancillary patents are currently pending. NeuroTherm's products are available in more than 65 countries with facilities in the metro-Boston area, Amsterdam, Dusseldorf, and London.

<u>Covidien* acquired Sapheon, Inc. and Reverse Medical Corporation. Valuations were not</u> <u>disclosed</u>.

- Acquisition of Sapheon expands Covidien's market leading portfolio with next generation technology for treatment of varicose veins.
- Acquisition of Reverse Medical complements Covidien's existing portfolio and allows them to leverage existing vascular technologies to compete in the global vascular embolization market.

Headquartered in Morrisville, NC, Sapheon develops and manufactures the VenaSeal® system, which uses a specially formulated medical adhesive to close the great saphenous vein in patients with varicose veins and chronic venous insufficiency (CVI). The procedure is performed with a minimally invasive catheter technique under ultrasound guidance in an office or outpatient setting. In many cases, patients are able to resume normal activity immediately after the procedure.

Headquartered in Irvine, CA, Reverse Medical Corporation, a medical device company, engages in the development and commercialization of neurovascular devices for the endovascular management of acute stroke and neurovascular diseases. It develops ReCruit Microcatheter, a device used for the retrieval of intravascular foreign objects; ReFlex, ReFlex A+, and RePort devices that are used for the treatment of neuro endovascular disorders, including ischemic and hemorrhagic strokes; ReStore, a thrombectomy microcatheter used for the treatment of revascularizing acute ischemic strokes; and BARREL, a vascular reconstruction device for use with occlusive devices in the treatment of intracranial aneurysms.



Healthcare Supplies

Medtronic acquired N.G.C. Medical (70% stake) for \$340M EV.

- Acquisition expands Medtronic's Hospital-Services offerings through NGC's Hospital Managed Services Business.
- Medtronic held a 30% stake in the company prior to the completion of the acquisition.

Headquartered in Italy, NGC Medical offers a broad suite of hospital managed services from infrastructure design and turnkey installation to material and equipment management. It imports and distributes in national territory of medical devices, medical data management systems, medical communications database for remote access, and medical equipment; designs and implements surgery units, intensive care, hemodynamics, electrophysiology, and intervention radiology laboratories; provides in-service management of surgical suites, intensive care, hemodynamics, electrophysiology, and intervention radiology laboratories; and designs and implements information management software packages unifying the administrative and clinical departments within a single interface.

Nordson Medical Corporation acquired Avalon Laboratories for \$180M EV.

• Acquisition expands Nordson's presence in the medical markets through Avalon Laboratories fluid-management capabilities.

Based in Rancho Dominguez, CA, Avalon Laboratories is a leading designer and manufacturer of highlyspecialized, single-use catheters and specialty medical tubing products for cardiology, pulmonology and related applications. It engages in the development and manufacture of medical devices for surgical and minimally invasive procedures worldwide. The company's medical device portfolio includes valve replacement and repair, bypass surgeries, urology, lung support and ventricular assist device therapies, and other specialized medical tubing applications. It operates as a contract manufacturer of cardiopulmonary vascular cannulae, catheters, and specialized medical tubing for various clinical applications.

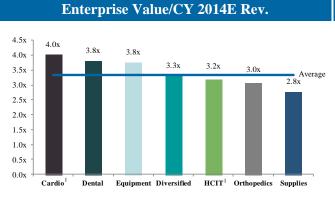
Owens & Minor acquired ArcRoyal. Valuation was not disclosed.

- Acquisition further advances Owens & Minor's strategy of Connecting the World of Medical Products to the Point of CareTM.
- ArcRoyal's kitting capabilities adds global reach to Owens & Minor's existing unitized delivery services.
- Acquisition strengthens and expands Owens & Minor's manufacturer services offerings.

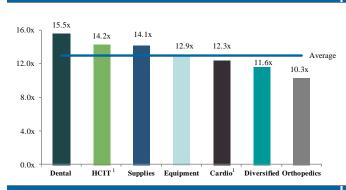
Headquartered in Ireland, ArcRoyal manufactures and distributes single-use medical products and custom procedure trays. It offers sterile surgical solutions, surgical retraction, surgical accessories, electrosurgical accessories, endoscopic and laparoscopic accessories, and birthing and neonatal; and safety products, such as sharp and patient safety, waste fluid management, and drug labeling systems. The company also provides angiography products, such as introducer needles, standard manifold kits, stopcocks, manifolds, injector line products, rotating adaptors, haemostatic Y-connectors, contrast saver sets, contrast sets, fluid administration sets, pressure monitoring lines, waste collection stations, inflation device and PTCA kits, and control syringes.



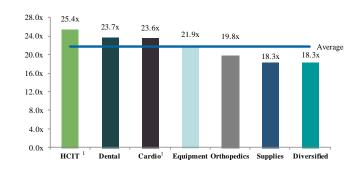
Comparable Public Company Valuation Metrics – MedTech Sector



Enterprise Value/CY 2014E EBITDA



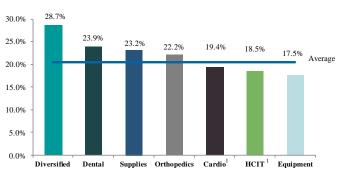
Price/Earnings 2014E



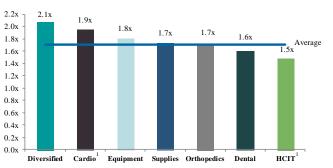
12.0% 11.3% 11.0% 9.2% 8.6% 9.0% Average 5.3% 6.0% 5.3% 4.0% 3.0% 0.0% Equipment Cardio Dental HCIT Supplies Orthopedics Diversified

CY 2014E Rev. Growth%

CY 2014E EBITDA Margin %



Price-to-Earnings Growth Ratio 2014E



Source: CapitalIO.

Note: Market Data as of Q3 2014 Quarter End.

Note: Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Multiples Excludes Outlier for EV/CY Rev. > 10x, EV/CY EBITDA > 35x, P/E > 50x, and PEG > 3x.

Note: CY=Calendar Year, LTM=Last Twelve Months and NTM = Next Twelve Months.

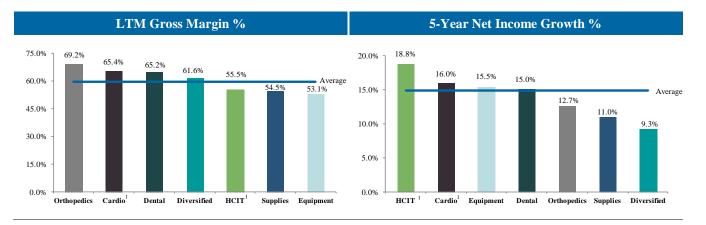
Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).

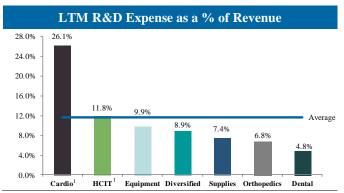
(1) Cardio = Cardiothoracic and HCIT = Healthcare Information Technology.

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Comparable Public Company Valuation Metrics – Medical Technology Sector (Cont.)

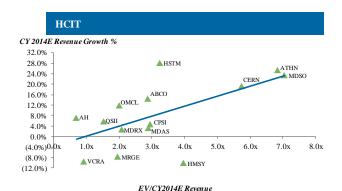


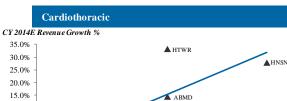


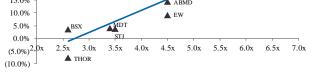
Source: CapitalIQ. Note: Market Data as of Q3 2014 Quarter End. Note: Estimates Based on Consensus of Equity Research Analyst Estimates. Note: Multiples Excludes Outlier for EV/CY Rev. > 10x, EV/CY EBITDA > 35x, P/E > 50x and PEG > 3x. Note: CY=Calendar Year and LTM=Last Twelve Months. (1) Cardio = Cardiothoracic and HCIT = Healthcare Information Technology.

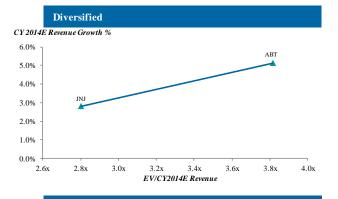


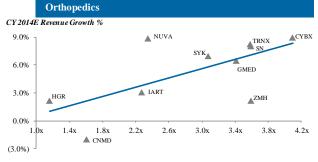
Valuation & Revenue Growth Correlation – Public MedTech Companies



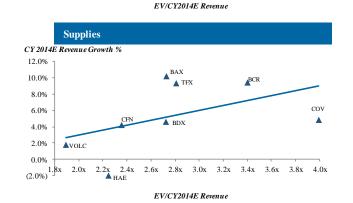


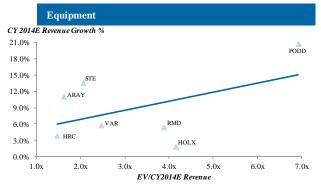


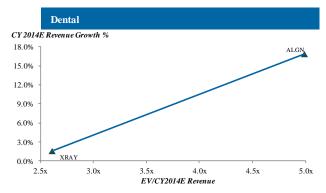




EV/CY2014E Revenue







Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates. Note: Market Data as of Q3 2014 Quarter End. Note: CY=Calendar Year.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest - Cash and Cash Equivalents).



Appendix

Appendix– Comparable Public Company Analysis

<u>Healthcare Technology (HCIT) – Valuation Metrics</u>

(\$Millions, except per share value	Millions, except per share values)								Valuation Metrics						
			Current Stock				EV/CY I	Revenue	EV/CY I	EBITDA	P	Е	PEG I	Ratio	
	Stock Price	% of 52-Week High	Price as a Multiple of 52- Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E	
HCIT															
Cerner	\$59.57	94%	1.23x	\$20,316.6	(\$833.4)	\$19,483.2	5.7x	5.1x	16.8x	14.5x	35.9x	30.5x	1.99x	1.69x	
Athenahealth	\$131.69	64%	1.35x	\$4,999.5	\$107.3	\$5,106.8	6.8x	5.5x	NM	30.6x	NM	NM	NM	NM	
Allscripts Healthcare Solutions	\$13.42	68%	1.01x	\$2,416.9	\$519.7	\$2,936.6	2.1x	2.0x	13.3x	11.1x	34.4x	24.6x	1.53x	1.09x	
Medidata Solutions	\$44.29	65%	1.38x	\$2,393.1	\$17.0	\$2,410.2	7.0x	5.8x	29.8x	23.1x	NM	45.2x	NM	1.64x	
The Advisory Board Co.	\$46.59	66%	1.08x	\$1,691.0	(\$43.5)	\$1,654.6	2.9x	2.5x	17.1x	14.1x	39.3x	32.7x	2.44x	2.03x	
HMS Holdings Corp.	\$18.85	71%	1.25x	\$1,653.7	\$101.9	\$1,755.6	4.0x	3.4x	15.7x	11.4x	34.9x	22.2x	1.69x	1.07x	
MedAssets	\$20.72	78%	1.07x	\$1,245.3	\$789.7	\$2,034.9	2.9x	2.8x	8.7x	8.1x	15.5x	13.8x	1.35x	1.21x	
Omnicell	\$27.33	90%	1.31x	\$980.4	(\$126.4)	\$854.0	2.0x	1.8x	10.7x	9.4x	22.2x	19.2x	1.24x	1.08x	
Quality Systems	\$13.77	57%	1.01x	\$829.3	(\$116.4)	\$712.8	1.5x	1.4x	9.5x	7.9x	24.3x	20.3x	1.60x	1.34x	
Accretive Health	\$7.76	79%	1.12x	\$901.7	(\$196.4)	\$705.3	0.7x	0.5x	7.9x	6.4x	16.3x	9.2x	0.65x	0.37x	
Healthstream	\$24.01	60%	1.16x	\$662.0	(\$111.8)	\$550.2	3.2x	2.7x	20.8x	17.3x	NM	NM	NM	NM	
Computer Programs & Systems	\$57.49	80%	1.04x	\$644.4	(\$24.0)	\$620.4	2.9x	2.8x	10.3x	9.7x	17.7x	16.7x	1.38x	1.30x	
Vocera Communications	\$8.07	42%	1.04x	\$205.3	(\$120.0)	\$85.3	0.9x	0.8x	NM	NM	NM	NM	NM	NM	
Merge Healthcare Incorporated	\$2.20	77%	1.12x	\$210.5	\$207.3	\$418.3	2.0x	1.8x	9.8x	8.6x	13.8x	11.0x	0.92x	0.73x	
						Average	3.2x	2.8x	14.2x	13.3x	25.4x	22.3x	1.48x	1.23x	
						Median	2.9x	2.6x	12.0x	11.1x	23.2x	20.3x	1.45x	1.21x	

Healthcare Technology (HCIT) – Operating Metrics

(\$Millions, except per share value	\$Millions, except per share values)									O	perating Met	rics			
			Current Stock				CY Rev.	Growth	CY EBITD	A Margin	5-Yr NI	GM	S&M Mgn.	R&D Mgn.	G&A Mgn.
	Stock Price	% of 52-Week High	Price as a Multiple of 52- Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM
HCIT															
Cerner	\$59.57	94%	1.23x	\$20,316.6	(\$833.4)	\$19,483.2	19.3%	12.9%	34.2%	35.0%	18.0%	84.8%	42.2%	11.8%	10.4%
Athenahealth	\$131.69	64%	1.35x	\$4,999.5	\$107.3	\$5,106.8	25.4%	23.6%	18.2%	18.1%	23.0%	59.4%	25.2%	9.4%	16.3%
Allscripts Healthcare Solutions	\$13.42	68%	1.01x	\$2,416.9	\$519.7	\$2,936.6	2.8%	6.3%	15.7%	17.6%	22.5%	46.0%	NA	14.8%	NA
Medidata Solutions	\$44.29	65%	1.38x	\$2,393.1	\$17.0	\$2,410.2	23.5%	21.9%	23.7%	25.0%	27.6%	74.6%	25.1%	20.4%	23.7%
The Advisory Board Co.	\$46.59	66%	1.08x	\$1,691.0	(\$43.5)	\$1,654.6	14.5%	15.8%	16.8%	17.6%	16.1%	47.0%	18.7%	NA	14.6%
HMS Holdings Corp.	\$18.85	71%	1.25x	\$1,653.7	\$101.9	\$1,755.6	(10.0%)	16.8%	25.2%	29.9%	20.6%	34.7%	NA	NA	NA
MedAssets	\$20.72	78%	1.07x	\$1,245.3	\$789.7	\$2,034.9	3.3%	3.4%	33.3%	34.5%	11.5%	76.9%	9.3%	4.2%	33.8%
Omnicell	\$27.33	90%	1.31x	\$980.4	(\$126.4)	\$854.0	12.0%	11.4%	18.8%	19.1%	17.9%	53.9%	0.1%	6.5%	NA
Quality Systems	\$13.77	57%	1.01x	\$829.3	(\$116.4)	\$712.8	5.8%	8.1%	16.1%	17.8%	15.1%	54.0%	1.2%	11.5%	NA
Accretive Health	\$7.76	79%	1.12x	\$901.7	(\$196.4)	\$705.3	7.2%	32.7%	8.7%	8.1%	25.0%	20.7%	NA	NA	9.9%
Healthstream	\$24.01	60%	1.16x	\$662.0	(\$111.8)	\$550.2	28.2%	18.9%	15.6%	15.8%	19.0%	56.5%	18.2%	9.4%	11.0%
Computer Programs & Systems	\$57.49	80%	1.04x	\$644.4	(\$24.0)	\$620.4	4.8%	3.8%	28.8%	29.3%	12.8%	47.1%	7.2%	NA	13.8%
Vocera Communications	\$8.07	42%	1.04x	\$205.3	(\$120.0)	\$85.3	(9.5%)	10.1%	(15.9%)	(8.3%)	18.7%	62.1%	48.2%	15.9%	15.9%
Merge Healthcare Incorporated	\$2.20	77%	1.12x	\$210.5	\$207.3	\$418.3	(7.6%)	5.7%	19.9%	21.4%	15.0%	59.4%	15.0%	14.1%	14.7%
						Average	8.6%	13.7%	18.5%	20.1%	18.8%	55.5%	19.1%		
						Median	6.5%	12.2%	18.5%	18.6%	18.4%	55.3%	18.2%	11.7%	14.6%

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q3 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 10x, EV/CY EBITDA > 35x, P/E > 50x, and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents).

Appendix- Comparable Public Company Analysis (Cont.)

Diversified – Valuation Metrics

(\$Millions, except per share v	fillions, except per share values)								Valuation Metrics							
			Current Stock				EV/CY I	Revenue	EV/CY I	EBITDA	P/	Е	PEG I	Ratio		
	Stock Price	% of 52-Week High	Price as a Multiple of 52- Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E		
Diversified																
Johnson & Johnson	\$106.59	98%	1.25x	\$300,614.4	(\$14,494.0)	\$286,120.4	3.8x	3.7x	11.3x	10.8x	18.0x	16.8x	2.52x	2.35x		
Abbott Laboratories	\$41.59	94%	1.27x	\$62,538.8	\$303.0	\$62,943.8	2.8x	2.7x	11.8x	11.0x	18.5x	16.8x	1.62x	1.47x		
						Average	3.3x	3.2x	11.6x	10.9x	18.3x	16.8x	2.07x	1.91x		
						Median	3.3x	3.2x	11.6x	10.9x	18.3x	16.8x	2.07x	1.91x		

Diversified – Operating Metrics

(\$Millions, except per share val	Millions, except per share values)							Operating Metrics							
			Current Stock				CY Rev.	Growth	CY EBITD	A Margin	5-Yr NI	GM	S&M Mgn.	R&D Mgn.	G&A Mgn.
	Stock Price	% of 52-Week High	Price as a Multiple of 52- Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM
Diversified															
Johnson & Johnson	\$106.59	98%	1.25x	\$300,614.4	(\$14,494.0)	\$286,120.4	5.1%	2.6%	33.6%	34.4%	7.2%	68.9%	3.4%	11.3%	NA
Abbott Laboratories	\$41.59	94%	1.27x	\$62,538.8	\$303.0	\$62,943.8	2.8%	5.3%	23.7%	24.2%	11.4%	54.3%	NA	6.5%	NA
						Average	4.0%	3.9%	28.7%	29.3%	9.3%	61.6%	3.4%	8.9%	NA
						Median	4.0%	3.9%	28.7%	29.3%	9.3%	61.6%	3.4%	8.9%	NA

Cardiothoracic – Valuation Metrics

(\$Millions, except per share values)								Valuation Metrics						
			Current Stock				EV/CY I	Revenue	EV/CY I	EBITDA	P/	E	PEG I	Ratio
	Stock Price	% of 52-Week High	Price as a Multiple of 52- Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E
Cardiothoracic														
Medtronic	\$61.95	92%	1.18x	\$60,681.0	(\$1,171.0)	\$59,510.0	3.4x	3.3x	9.5x	9.0x	15.5x	14.4x	2.07x	1.92x
St. Jude Medical	\$60.13	84%	1.12x	\$17,118.6	\$2,590.0	\$19,764.6	3.5x	3.3x	11.2x	10.4x	15.1x	14.0x	1.46x	1.35x
Boston Scientific	\$11.81	84%	1.06x	\$15,656.6	\$3,895.0	\$19,551.6	2.6x	2.5x	11.3x	10.3x	14.4x	13.1x	1.49x	1.36x
Edwards Lifesciences	\$102.15	98%	1.69x	\$10,831.3	(\$886.1)	\$9,945.2	4.5x	4.1x	18.8x	16.6x	30.9x	26.7x	2.17x	1.87x
Thoratec Corp.	\$26.73	61%	1.19x	\$1,504.9	(\$291.2)	\$1,213.7	2.6x	2.5x	10.8x	10.5x	19.9x	18.2x	2.33x	2.12x
Heartware International	\$77.63	73%	1.12x	\$1,320.0	(\$71.9)	\$1,248.2	4.5x	4.0x	NM	NM	NM	NM	NM	NM
ABIOMED	\$24.83	81%	1.34x	\$1,004.7	(\$87.2)	\$917.5	4.5x	4.0x	NM	NM	45.6x	36.8x	2.12x	1.71x
Hansen Medical	\$1.18	41%	1.07x	\$132.4	\$7.1	\$139.5	6.4x	5.4x	NM	NM	NM	NM	NM	NM
						Average	4.0x	3.7x	12.3x	11.4x	23.6x	20.5x	1.94x	1.72x
						Median	4.0x	3.7x	11.2x	10.4x	17.7x	16.3x	2.09x	1.79x

Cardiothoracic – Operating Metrics

(\$Millions, except per share va	alues)									OI	perating Met	rics			
			Current Stock				CY Rev.	Growth	CY EBITD	A Margin	5-Yr NI	GM	S&M Mgn.	R&D Mgn.	G&A Mgn.
	Stock Price	% of 52-Week High	Price as a Multiple of 52 Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM
Cardiothoracic															
Medtronic	\$61.95	92%	1.18x	\$60,681.0	(\$1,171.0)	\$59,510.0	4.0%	4.1%	35.5%	36.3%	7.5%	74.9%	NA	8.7%	NA
St. Jude Medical	\$60.13	84%	1.12x	\$17,118.6	\$2,590.0	\$19,764.6	3.7%	4.7%	30.9%	31.7%	10.3%	71.7%	NA	12.7%	NA
Boston Scientific	\$11.81	84%	1.06x	\$15,656.6	\$3,895.0	\$19,551.6	3.5%	4.7%	23.5%	24.5%	9.7%	68.4%	NA	11.5%	NA
Edwards Lifesciences	\$102.15	98%	1.69x	\$10,831.3	(\$886.1)	\$9,945.2	9.1%	7.4%	23.7%	25.0%	14.2%	73.0%	NA	15.9%	NA
Thoratec Corp.	\$26.73	61%	1.19x	\$1,504.9	(\$291.2)	\$1,213.7	(7.7%)	3.7%	24.2%	24.0%	8.6%	67.5%	1.2%	19.1%	NA
Heartware International	\$77.63	73%	1.12x	\$1,320.0	(\$71.9)	\$1,248.2	33.2%	11.5%	(6.1%)	(4.2%)	40.5%	65.4%	NA	45.3%	NA
ABIOMED	\$24.83	81%	1.34x	\$1,004.7	(\$87.2)	\$917.5	14.4%	13.0%	4.0%	9.5%	21.5%	79.8%	NA	17.1%	NA
Hansen Medical	\$1.18	41%	1.07x	\$132.4	\$7.1	\$139.5	27.8%	18.1%	NM	NM	NM	22.4%	NA	78.8%	NA
					1	Average	11.0%	8.4%	19.4%	21.0%	16.0%	65.4%	1.2%	26.1%	NA
						Median	6.6%	6.1%	23.7%	24.5%	10.3%	70.1%	1.2%	16.5%	NA

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q3 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 10x, EV/CY EBITDA > 35x, P/E > 50x, and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest - Cash and Cash Equivalents).

Appendix – Comparable Public Company Analysis (Cont.)

Orthopedics – Valuation Metrics

(\$Millions, except per share value	\$Millions, except per share values)									Valuatio	n Metrics			
			Current Stock				EV/CY I	Revenue	EV/CY I	EBITDA	P/	Е	PEG I	Ratio
	Stock Price	% of 52-Week High	Price as a Multiple of 52 Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E
Orthopedics														
Stryker Corp.	\$80.75	93%	1.21x	\$30,570.6	(\$878.0)	\$29,692.6	3.1x	2.9x	11.1x	10.5x	16.9x	15.3x	2.05x	1.85x
Zimmer Holdings	\$100.55	93%	1.25x	\$16,984.6	(\$10.6)	\$16,976.0	3.6x	3.5x	9.3x	8.8x	16.6x	15.6x	1.81x	1.70x
Smith & Nephew	\$16.87	92%	1.41x	\$15,066.1	\$1,911.0	\$16,887.5	3.6x	3.3x	12.5x	11.0x	20.3x	18.1x	2.05x	1.83x
Globus Medical	\$19.67	72%	1.16x	\$1,856.2	(\$276.3)	\$1,580.0	3.4x	3.1x	9.7x	8.9x	21.5x	19.7x	1.66x	1.52x
NuVasive	\$34.87	87%	1.46x	\$1,638.1	\$106.0	\$1,752.7	2.4x	2.2x	10.5x	9.6x	31.1x	24.0x	2.29x	1.77x
Integra LifeSciences Holdings (1)	\$49.64	97%	1.25x	\$1,618.2	\$495.5	\$2,113.7	2.3x	2.2x	11.3x	10.1x	16.8x	14.9x	1.48x	1.31x
Wright Medical Group (2)	\$30.30	90%	1.16x	\$1,496.6	(\$34.8)	\$1,461.7	4.7x	4.1x	NM	NM	NM	NM	NM	NM
Cyberonics	\$51.16	70%	1.02x	\$1,362.1	(\$132.7)	\$1,229.4	4.1x	3.8x	11.3x	11.6x	22.9x	19.5x	1.39x	1.19x
Tornier N.V.	\$23.90	95%	1.58x	\$1,168.9	\$37.5	\$1,206.5	3.6x	3.3x	NM	NM	NM	NM	NM	NM
CONMED	\$36.84	73%	1.12x	\$1,007.4	\$185.6	\$1,193.0	1.6x	1.6x	9.0x	8.6x	19.6x	18.0x	1.51x	1.39x
Hanger	\$20.52	50%	1.00x	\$705.7	\$535.0	\$1,240.7	1.2x	1.1x	7.6x	7.0x	12.7x	11.1x	1.03x	0.91x
					ĺ	Average	3.0x	2.8x	10.3x	9.6x	19.8x	17.4x	1.70x	1.49x
						Median	3.4x	3.1x	10.5x	9.6x	19.6x	18.0x	1.66x	1.52x

Orthopedics – Operating Metrics

(\$Millions, except per share value	\$Millions, except per share values)								Operating Metrics							
			Current Stock				CY Rev.	Growth	CY EBITD	A Margin	5-Yr NI	GM	S&M Mgn.	R&D Mgn.	G&A Mgn.	
	Stock Price	% of 52-Week High	Price as a Multiple of 52- Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM	
Orthopedics																
Stryker Corp.	\$80.75	93%	1.21x	\$30,570.6	(\$878.0)	\$29,692.6	7.0%	5.6%	27.7%	27.7%	8.3%	66.8%	NA	6.3%	NA	
Zimmer Holdings	\$100.55	93%	1.25x	\$16,984.6	(\$10.6)	\$16,976.0	2.1%	3.9%	38.5%	39.2%	9.2%	72.1%	NA	4.1%	NA	
Smith & Nephew	\$16.87	92%	1.41x	\$15,066.1	\$1,911.0	\$16,887.5	8.0%	7.9%	28.8%	30.2%	9.9%	75.5%	2.1%	5.5%	NA	
Globus Medical	\$19.67	72%	1.16x	\$1,856.2	(\$276.3)	\$1,580.0	6.4%	8.8%	35.1%	35.1%	12.9%	76.9%	NA	6.2%	NA	
NuVasive	\$34.87	87%	1.46x	\$1,638.1	\$106.0	\$1,752.7	8.8%	6.8%	22.4%	22.9%	13.6%	76.3%	NA	4.7%	NA	
Integra LifeSciences Holdings (1)	\$49.64	97%	1.25x	\$1,618.2	\$495.5	\$2,113.7	3.1%	4.6%	20.2%	21.5%	11.3%	62.8%	NA	6.0%	NA	
Wright Medical Group (2)	\$30.30	90%	1.16x	\$1,496.6	(\$34.8)	\$1,461.7	NM	14.9%	(6.3%)	1.9%	15.0%	76.3%	NA	8.9%	NA	
Cyberonics	\$51.16	70%	1.02x	\$1,362.1	(\$132.7)	\$1,229.4	8.9%	7.4%	36.2%	32.8%	16.4%	90.5%	NA	15.8%	NA	
Tornier N.V.	\$23.90	95%	1.58x	\$1,168.9	\$37.5	\$1,206.5	8.2%	8.2%	8.2%	9.3%	17.5%	75.1%	NA	6.9%	NA	
CONMED	\$36.84	73%	1.12x	\$1,007.4	\$185.6	\$1,193.0	(2.0%)	3.0%	17.9%	18.2%	13.0%	55.2%	NA	3.7%	NA	
Hanger	\$20.52	50%	1.00x	\$705.7	\$535.0	\$1,240.7	2.1%	3.0%	15.2%	16.0%	12.3%	33.4%	0.4%	NA	NA	
						Average	5.3%	6.7%	22.2%	23.2%	12.7%	69.2%	1.2%	6.8%	NA	
						Median	6.7%	6.8%	22.4%	22.9%	12.9%	75.1%	1.2%	6.1%	NA	

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q3 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 10x, EV/CY EBITDA > 35x, P/E > 50x, and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest - Cash and Cash Equivalents).

(1) CY Revenue Growth and EV/CY Revenue Multiple Adjusted for Acquisitions.

(2) CY 2014 Revenue Growth considered as "NM" due to Non-adjustments for Acquisitions/Divesture.

Appendix- Comparable Public Company Analysis (Cont.)

Supplies-Valuation Metrics

(\$Millions, except per share va	lues)									Valuatio	on Metrics			
			Current Stock	Current Stock		EV/CY Reven		EV/CY EBITDA		P/E		PEG Ratio		
	Stock Price	% of 52-Week High	Price as a Multiple of 52 Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E
Supplies														
Covidien	\$86.51	93%	1.45x	\$39,081.5	\$3,821.0	\$42,961.5	4.0x	3.8x	14.5x	13.4x	21.4x	19.2x	2.24x	2.01x
Baxter International	\$71.77	93%	1.14x	\$38,875.9	\$6,973.0	\$45,873.9	2.7x	2.7x	10.1x	9.8x	13.9x	13.3x	1.77x	1.69x
Becton, Dickinson and Co.	\$113.81	94%	1.16x	\$21,832.9	\$1,330.0	\$23,162.9	2.7x	2.6x	10.1x	9.4x	17.9x	16.3x	1.89x	1.73x
CR Bard	\$142.71	93%	1.26x	\$10,651.3	\$589.5	\$11,240.8	3.4x	3.3x	11.5x	11.0x	19.1x	16.8x	1.49x	1.31x
CareFusion Corp. (1)	\$45.25	96%	1.23x	\$9,203.9	\$141.0	\$9,344.9	2.4x	2.2x	9.8x	9.0x	18.3x	15.7x	1.58x	1.36x
Teleflex Incorporated	\$105.04	94%	1.29x	\$4,348.2	\$824.9	\$5,175.2	2.8x	2.7x	12.2x	10.8x	18.8x	16.2x	1.61x	1.38x
Haemonetics Corp.	\$34.92	79%	1.17x	\$1,795.9	\$290.6	\$2,086.6	2.2x	2.2x	10.3x	9.0x	18.5x	15.9x	1.52x	1.30x
Volcano Corp.	\$10.64	43%	1.00x	\$547.5	\$205.9	\$753.4	1.9x	1.8x	34.2x	19.6x	NM	NM	NM	NM
						Average	2.8x	2.7x	14.1x	11.5x	18.3x	16.2x	1.73x	1.54x
						Median	2.7x	2.7x	10.9x	10.3x	18.5x	16.2x	1.61x	1.38x

Supplies-Operating Metrics

(\$Millions, except per share value	ies)									Oj	perating Met	rics			
			Current Stock				CY Rev.	Growth	CY EBITD	A Margin	5-Yr NI	GM	S&M Mgn.	R&D Mgn.	G&A Mgn.
	Stock Price	% of 52-Week High	Price as a Multiple of 52 Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM
Supplies															
Covidien	\$86.51	93%	1.45x	\$39,081.5	\$3,821.0	\$42,961.5	4.8%	4.6%	27.5%	28.4%	9.6%	59.1%	0.6%	5.2%	NA
Baxter International	\$71.77	93%	1.14x	\$38,875.9	\$6,973.0	\$45,873.9	10.2%	1.6%	27.0%	27.5%	7.9%	50.2%	0.6%	7.0%	NA
Becton, Dickinson and Co.	\$113.81	94%	1.16x	\$21,832.9	\$1,330.0	\$23,162.9	4.6%	4.1%	27.1%	27.8%	9.5%	51.7%	NA	6.2%	NA
CR Bard	\$142.71	93%	1.26x	\$10,651.3	\$589.5	\$11,240.8	9.4%	4.0%	29.6%	29.8%	12.8%	61.8%	0.1%	10.0%	NA
CareFusion Corp. (1)	\$45.25	96%	1.23x	\$9,203.9	\$141.0	\$9,344.9	4.2%	4.7%	24.1%	24.9%	11.6%	49.7%	NA	4.9%	NA
Teleflex Incorporated	\$105.04	94%	1.29x	\$4,348.2	\$824.9	\$5,175.2	9.3%	4.1%	23.1%	25.0%	11.7%	50.9%	NA	3.6%	NA
Haemonetics Corp.	\$34.92	79%	1.17x	\$1,795.9	\$290.6	\$2,086.6	(2.0%)	4.1%	21.9%	24.1%	12.2%	49.1%	0.4%	6.2%	NA
Volcano Corp.	\$10.64	43%	1.00x	\$547.5	\$205.9	\$753.4	1.8%	3.8%	5.5%	9.3%	13.0%	63.4%	NA	16.1%	NA
						Average	5.3%	3.9%	23.2%	24.6%	11.0%	54.5%	0.4%	7.4%	NA
						Median	4.7%	4.1%	25.5%	26.3%	11.6%	51.3%	0.5%	6.2%	NA

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q3 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 10x, EV/CY EBITDA > 35x, P/E > 50x, and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

 $Note: EV = Enterprise \ Value \ (Equity \ Value \ + \ Debt \ + \ Minority \ Interest \ - \ Cash \ and \ Cash \ Equivalents).$

(1) CY Revenue Growth and EV/CY Revenue Multiple Adjusted for Acquisitions

Appendix– Comparable Public Company Analysis (Cont.)

Equipment–Valuation Metrics

(\$Millions, except per share v	alues)									Valuatio	on Metrics			
			Current Stock	Current Stock			EV/CY	EV/CY Revenue		EBITDA	P/E		PEG Ratio	
	Stock Price	% of 52-Week High	Price as a Multiple of 52 Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E
Equipment														
Intuitive Surgical	\$461.82	85%	1.33x	\$16,603.4	(\$978.6)	\$15,624.8	7.5x	6.7x	21.8x	18.1x	39.1x	30.8x	NM	2.70x
Varian Medical Systems	\$80.12	91%	1.11x	\$8,268.5	(\$507.2)	\$7,761.3	2.5x	2.3x	11.2x	10.4x	18.3x	16.5x	1.77x	1.61x
ResMed	\$49.27	86%	1.19x	\$6,906.1	(\$604.9)	\$6,301.1	3.9x	3.6x	12.4x	11.7x	19.6x	18.6x	1.51x	1.43x
Hologic	\$24.33	91%	1.26x	\$6,757.9	\$3,638.0	\$10,395.9	4.2x	4.0x	12.0x	11.2x	17.3x	15.0x	2.05x	1.78x
Steris Corp.	\$53.96	93%	1.35x	\$3,201.9	\$500.8	\$3,705.3	2.1x	1.9x	10.9x	9.3x	19.4x	NM	1.66x	NM
DexCom	\$39.99	80%	1.50x	\$3,018.3	(\$55.5)	\$2,962.8	NM	9.3x	NM	NM	NM	NM	NM	NM
Hill-Rom Holdings	\$41.43	93%	1.19x	\$2,377.3	\$182.9	\$2,560.2	1.5x	1.3x	9.0x	8.2x	17.9x	15.7x	1.99x	1.74x
Insulet Corp.	\$36.85	72%	1.23x	\$2,042.0	\$25.9	\$2,068.0	6.9x	5.7x	NM	NM	NM	NM	NM	NM
Accuray Incorporated	\$7.26	67%	1.12x	\$561.2	\$23.7	\$584.9	1.6x	1.4x	NM	18.8x	NM	NM	NM	NM
						Average	3.8x	4.0x	12.9x	12.5x		19.3x	1.80x	1.85x
						Median	3.2x	3.6x	11.6x	11.2x	18.8x	16.5x	1.77x	1.74x

Equipment-Operating Metrics

(\$Millions, except per share val	ues)									O	perating Met	rics			
			Current Stock				CY Rev.	Growth	CY EBITD	A Margin	5-Yr NI	GM	S&M Mgn.	R&D Mgn.	G&A Mgn.
	Stock Price	% of 52-Week High	Price as a Multiple of 52 Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM
Equipment		1													
Intuitive Surgical	\$461.82	85%	1.33x	\$16,603.4	(\$978.6)	\$15,624.8	(8.3%)	11.7%	34.5%	37.2%	11.4%	68.9%	NA	8.2%	NA
Varian Medical Systems	\$80.12	91%	1.11x	\$8,268.5	(\$507.2)	\$7,761.3	5.8%	6.2%	22.0%	22.3%	10.3%	42.9%	NA	7.7%	NA
ResMed	\$49.27	86%	1.19x	\$6,906.1	(\$604.9)	\$6,301.1	5.4%	8.8%	31.2%	30.4%	13.0%	63.7%	NA	7.6%	NA
Hologic	\$24.33	91%	1.26x	\$6,757.9	\$3,638.0	\$10,395.9	1.9%	4.0%	34.7%	35.8%	8.4%	62.7%	13.0%	8.1%	10.1%
Steris Corp.	\$53.96	93%	1.35x	\$3,201.9	\$500.8	\$3,705.3	13.6%	9.5%	18.9%	20.2%	11.7%	41.0%	0.5%	3.0%	NA
DexCom	\$39.99	80%	1.50x	\$3,018.3	(\$55.5)	\$2,962.8	47.8%	34.2%	(7.8%)	7.7%	32.5%	65.5%	NA	25.9%	NA
Hill-Rom Holdings	\$41.43	93%	1.19x	\$2,377.3	\$182.9	\$2,560.2	3.9%	11.2%	16.4%	16.2%	9.0%	46.7%	NA	4.2%	NA
Insulet Corp.	\$36.85	72%	1.23x	\$2,042.0	\$25.9	\$2,068.0	20.8%	21.9%	5.6%	12.2%	27.5%	47.6%	21.0%	9.5%	18.4%
Accuray Incorporated	\$7.26	67%	1.12x	\$561.2	\$23.7	\$584.9	11.1%	14.7%	2.5%	7.5%	NM	38.7%	16.8%	14.5%	12.3%
						Average	11.3%	13.6%	17.5%	21.1%	15.5%	53.1%	12.8%	9.9%	13.6%
						Median	5.8%	11.2%	18.9%	20.2%	11.5%	47.6%	14.9%	8.1%	12.3%

Dental – Valuation Metrics

(\$Millions, except per share val	ies)									Valuatio	on Metrics			
			Current Stock				EV/CY Revenue		tevenue EV/CY EBITDA		P/E		PEG Ratio	
	Stock Price	% of 52-Week High	Price as a Multiple of 52- Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	2014E	2015E	2014E	2015E
Dental														
DENTSPLY International	\$45.60	89%	1.06x	\$6,465.1	\$1,362.7	\$7,829.1	2.6x	2.5x	12.7x	11.9x	18.1x	16.6x	1.67x	1.53x
Align Technology	\$51.68	79%	1.24x	\$4,175.4	(\$365.5)	\$3,809.9	5.0x	4.4x	18.4x	16.2x	29.3x	24.7x	1.52x	1.29x
					1	Average	3.8x	3.5x	15.5x	14.0x	23.7x	20.7x	1.60x	1.41x
						Median	3.8x	3.5x	15.5x	14.0x	23.7x	20.7x	1.60x	1.41x

Dental – Operating Metrics

(\$Millions, except per share value)	ies)									O	perating Met	rics			
			Current Stock				CY Rev.	Growth	CY EBITE	A Margin	5-Yr NI	GM	S&M Mgn.	R&D Mgn.	G&A Mgn.
	Stock Price	% of 52-Week High	Price as a Multiple of 52 Wk low	Equity Value	Net Debt	Ent. Value	2014E	2015E	2014E	2015E	Growth %	LTM	LTM	LTM	LTM
Dental															
DENTSPLY International	\$45.60	89%	1.06x	\$6,465.1	\$1,362.7	\$7,829.1	1.5%	4.0%	20.6%	21.2%	10.8%	53.9%	NA	2.9%	NA
Align Technology	\$51.68	79%	1.24x	\$4,175.4	(\$365.5)	\$3,809.9	16.8%	13.5%	27.1%	27.2%	19.2%	76.4%	28.0%	6.8%	15.7%
					1	Average	9.2%	8.7%	23.9%	24.2%	15.0%	65.2%	28.0%	4.8%	15.7%
						Median	9.2%	8.7%	23.9%	24.2%	15.0%	65.2%	28.0%	4.8%	15.7%

Source: CapitalIQ. Estimates Based on Consensus of Equity Research Analyst Estimates.

Note: Market Data as of Q3 2014 Quarter End.

Note: Multiples Excludes Outlier for EV/CY Rev. > 10x, EV/CY EBITDA > 35x, P/E > 50x, and PEG > 3x.

Note: LTM = Last Twelve Months, CY = Calendar Year, PE = Price/Earnings Ratio, PEG = Price-to-Earnings Growth Ratio.

Appendix – Q3 Selected MedTech M&A Transactions

Selected Global MedTech M&A Comparables (Deals > \$ 10 million or Disclosed Multiples)

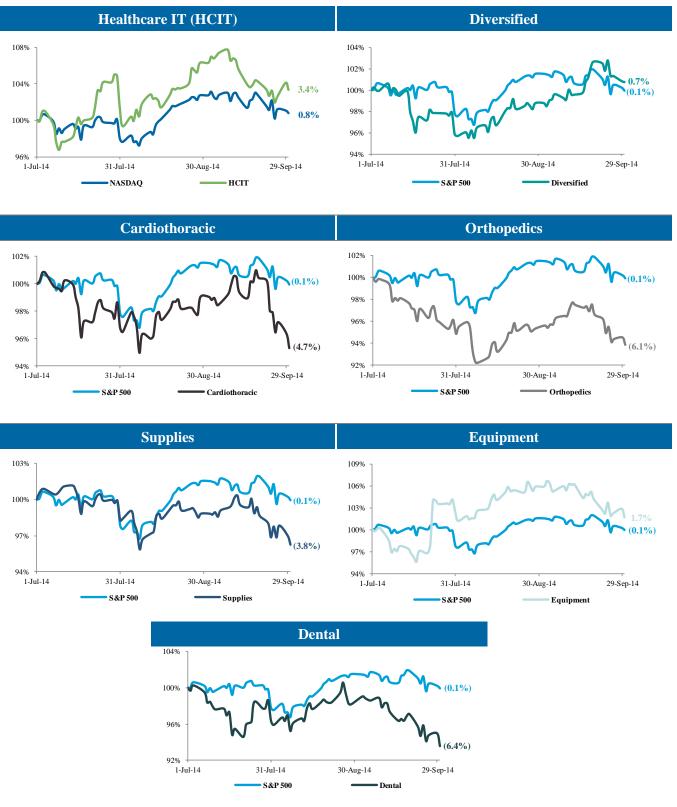
					Valuation	Metrics
Date	Target	Acquirer	Transactio n Value (\$USDmm)	Value	EV/LTM Revenues	EV/LTM EBITDA
09/26/2014	Visiodent Société Anonyme	CM-CIC Capital Privé SA	\$4	\$11	1.1x	14.4x
09/17/2014	Surgical Tables Incorporated	ADDvise Lab Solutions AB	\$3	\$3	0.9x	16.6x
09/17/2014	Medtronic Xomed Instrumentation SAS And Certain Assets of Medtronic	Integra LifeSciences Corp.	\$60	\$60	NA	NA
09/15/2014	Nobel Biocare Holding	Danaher Corp.	\$2,370	\$2,144	3.0x	16.1x
09/15/2014	TriZetto Corp.	Cognizant Technology Solutions Corp.	\$2,700	\$2,700	NA	NA
09/15/2014	China Renji Medical Group, Radiosurgery Systems	Xiamen Kangji Medical Investment Mgmt. Co.	\$5	\$5	2.4x	NA
09/15/2014	DiaSys Diagnostic Systems	Beijing Leadman Biochemistry Co.	\$29	\$115	NA	NA
09/12/2014	Zhangjiagang Jinzhou Medical Apparatus Manufacture Co.	Glory Medical Co.	\$17	\$25	4.5x	NA
09/08/2014	ellman International	Cynosure	\$13	\$13	NA	NA
09/08/2014	Medistream SA	ArchiMed	\$16	NA	NA	NA
09/04/2014	Allegro Diagnostics Corp.	Veracyte	\$20	\$20	NA	NA
09/03/2014	DiSanto Technology	Arcam AB	\$16	NA	NA	NA
08/29/2014	Altimate Medical	RockWood Equity Partners	\$23	\$23	NA	NA
08/28/2014	Corgenix Medical Corp.	ORGENTEC Diagnostika	\$15	\$12	1.1x	18.1x
08/27/2014	N.G.C. Medical S.p.A.	Medtronic	\$238	\$340	NA	NA
08/25/2014	Aperek	Premier	\$49	\$49	NA	NA
08/25/2014	Sapiens Steering Brain Stimulation	Medtronic	\$200	\$200	NA	NA
08/25/2014	Jiangsu Yuyue Medical Equipment & Supply Co.	Sequoia Capital	\$139	\$1,947	7.4x	NM
08/22/2014	China Resources Wandong Medical Equipment Co.	Jiangsu Yuyue Medical Equipment & Supply Co.	\$204	\$362	3.0x	NM
08/13/2014	Sg2	MedAssets	\$142	\$142	NA	NA
08/05/2014	TheraDoc	Premier Healthcare Solutions	\$117	\$117	NA	NA
08/05/2014	Transpire	Varian Medical Systems	\$20	\$20	NA	NA
08/05/2014	Dream Pharma Corp., Medical Supplies Manf. Bus.	KunWha Pharmaceutical Co.	\$188	\$188	NA	NA
08/04/2014	Symmetry Medical	Tecomet	\$457	\$439	1.1x	8.7x
08/04/2014	Avalon Laboratories	Nordson Medical Corp.	\$180	\$180	NA	NA
07/30/2014	Simbionix USA Corp.	3D Systems Corp.	\$120	\$120	NA	NA
07/28/2014	Visualase	Medtronic	\$99	\$105	NA	NA
07/22/2014	MediMass	Waters Corp.	\$23	\$23	NA	NA
07/17/2014	Indigo 4 Systems	EMIS Group	\$6	\$6	1.5x	NA
07/15/2014	DermEbx, and Radion	iCAD	\$13	\$13	NA	NA
07/15/2014	Cetrea A/S	MAQUET	\$16	\$16	3.7x	NA
07/14/2014	Starkstrom Group	Progility	\$17	\$17	NA	NA
07/14/2014	Phlexglobal	Bridgepoint Development Capital	\$72	\$72	2.8x	9.3x
07/14/2014	NeuroTherm	St. Jude Medical	\$200	\$200	NA	NA
07/14/2014	Esaote SpA	Ares Life Sciences	\$26	\$316	NA	NA
07/02/2014	Apica Cardiovascular	Thoratec Switzerland	\$75	\$75	NA	NA
07/01/2014	ECP Entwicklungsgesellschaft	ABIOMED Europe	\$28	\$28	NA	NA

Average (1)	2.7x	13.9x
Median ⁽¹⁾	2.6x	15.2x

Source: CapitalIQ. Note: EV = Enterprise Value (Equity Value + Debt + Minority Interest – Cash and Cash Equivalents). (1) Excludes Outlier Multiples for Transactions with EV/EBITDA > 35x



Appendix – Medical Technology Public Equity Market Performance



Source: CapitalIQ.

21

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Appendix – MedTech Public Company Groups

НСІТ	
Company Name	Ticker
Cerner	CERN
Athenahealth	ATHN
Allscripts Healthcare	MDRX
Medidata Solutions	MDSO
HMS Holdings	HMSY
The Advisory Board	ABCO
Quality Systems	QSII
MedAssets	MDAS
Accretive Health	AH
Omnicell	OMCL
Healthstream	HSTM
Computer Programs & Systems	CPSI
Vocera Communications	VCRA
Merge Healthcare	MRGE

Diversified	
Company Name	Ticker
Johnson & Johnson	JNJ
Abbott Laboratories	ABT

Cardiothoracic	
Company Name	Ticker
Medtronic	MDT
St. Jude Medical	STJ
Boston Scientific	BSX
Edwards Lifesciences	EW
Thoratec	THOR
Heartware International	HTWR
ABIOMED	ABMD
Hansen Medical	HTWR

Orthopedics	
Company Name	Ticker
Stryker	SYK
Zimmer Holdings	ZMH
Smith & Nephew	SN.
Globus Medical	GMED
Cyberonics	CYBX
Hanger	HGR
NuVasive	NUVA
Integra LifeSciences	IART
Wright Medical Group	WMGI
CONMED	CNMD
Tornier	TRNX

Supplies	
Company Name	Ticker
Baxter International	BAX
Covidien	COV
Becton, Dickinson and Co.	BDX
C.R. Bard	BCR
CareFusion	CFN
Teleflex	TFX
Haemonetics	HAE
Volcano	VOLC

Equipment	
Company Name	Ticker
Intuitive Surgical	ISRG
Varian Medical Systems	VAR
ResMed	RMD
Hologic	HOLX
Steris	STE
Hill-Rom Holdings	HRC
Insulet	PODD
DexCom	DXCM
Accuray	ARAY

Dental	
Company Name	Ticker
DENTSPLY International	XRAY
Align Technology	ALGN



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