

AMSURG's Acquisition of Sheridan Healthcare Investor Presentation

May 29, 2014



Forward-Looking Statements

This presentation includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements include, but are not limited to, statements regarding AMSURG's proposed acquisition of Sheridan Healthcare, Inc. ("Sheridan") (including financing of the proposed transaction and the benefits, results, effects and timing of a transaction), all statements regarding AMSURG's (and AMSURG's and Sheridan's combined) expected future financial position, results of operations, cash flows, dividends, financing plans, business strategy, budgets, capital expenditures, competitive positions, growth opportunities, plans and objectives of management, and statements containing the words such as "anticipate," "approximate," "believe," "plan," "estimate," "expect," "project," "could," "would," "should," "will," "intend," "may," "potential," "upside," and other similar expressions. Statements in this presentation concerning the business outlook or future economic performance, anticipated profitability, revenues, expenses, dividends or other financial items, and product or services line growth of AMSURG (and the acquisition of Sheridan by AMSURG), together with other statements that are not historical facts, are forward-looking statements that are estimates reflecting the best judgment of AMSURG based upon currently available information.

Such forward-looking statements are inherently uncertain, and shareholders and other potential investors must recognize that actual results may differ materially from AMSURG's expectations as a result of a variety of factors, including, without limitation, those discussed below. Such forward-looking statements are based upon management's current expectations and include known and unknown risks, uncertainties and other factors, many of which AMSURG is unable to predict or control, that may cause AMSURG's actual results, performance or plans with respect to Sheridan, to differ materially from any future results, performance or plans expressed or implied by such forward-looking statements. These statements involve risks, uncertainties and other factors discussed below and detailed from time to time in AMSURG's filings with the Securities and Exchange Commission (the "SEC").

Risks and uncertainties related to the proposed transaction with Sheridan include, but are not limited to, potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transaction, uncertainties as to the timing of the transaction, adverse effects on AMSURG's stock price resulting from the announcement or consummation of the transaction or any failure to complete the transaction, competitive responses to the announcement or consummation of the transaction, the risk that regulatory, licensure or other approvals and financing required for the consummation of the transaction are not obtained or are obtained subject to terms and conditions that are not anticipated, costs and difficulties related to the integration of Sheridan's businesses and operations with AMSURG's businesses and operations, the inability to obtain, or delays in obtaining, cost savings and synergies from the transaction, unexpected costs, liabilities, charges or expenses resulting from the transaction, litigation relating to the transaction, the inability to retain key personnel, and any changes in general economic and/or industry specific conditions.

In addition to the factors set forth above, other factors that may affect AMSURG's plans, results or stock price are set forth in AMSURG's Annual Report on Form 10-K and in its reports on Forms 10-Q and 8-K.

Many of these factors are beyond AMSURG's control. AMSURG cautions investors that any forward-looking statements made by AMSURG are not guarantees of future performance. AMSURG disclaims any obligation to update any such factors or to announce publicly the results of any revisions to any of the forward-looking statements to reflect future events or developments. This presentation is provided for informational purposes only and does not constitute an offer to purchase or the solicitation of an offer to sell any securities.

AMSURG has provided information in this presentation to compute certain non-GAAP measurements for specified periods. A reconciliation of the non-GAAP measurements to the GAAP measurements is included in this presentation and on our website at www.amsurg.com under the heading "investors."

Presenters

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Sheridan Healthcare

1. Transaction Overview

2. Sheridan Overview

3. The New AMSURG

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- **AMSURG has agreed to acquire Sheridan Healthcare, a portfolio company of Hellman & Friedman, in a transaction valued at \$2,350mm**

- LTM 3/31/2014 Sheridan PF Adj Revenue and PF Adj EBITDA of \$1.1bn⁽¹⁾ and ~\$193mm⁽¹⁾, respectively

- **Sheridan is a leading national provider of multi-specialty outsourced physician services to hospitals, ambulatory surgery centers (ASCs) and other healthcare facilities**

- 2,400 physicians and healthcare professionals,
- Solutions for >300 healthcare facilities within 25 states
- #1 provider of outsourced Anesthesia Services, #2 provider of Children’s Services and leading national provider in Radiology and Emergency Medicine Services

- **Combination creates a leading surgical center and physician outsourcing company with a diversified, complementary business mix and an enhanced growth profile**

- Leadership position in an addressable market of approximately \$70 billion

- **Transaction is immediately and significantly accretive to Adjusted EPS⁽²⁾ and Adjusted EPS growth rate and meaningfully accelerates organic revenue and EBITDA growth**

	Status Quo Wall Street Consensus 2014-2015 ⁽³⁾	Pro Forma Opportunity
Organic Revenue Growth	~0-2%	4-6%
Total Revenue Growth	~9%	11-13%
Total EBITDA Growth	~10%	12-14%
Adjusted EPS Growth	~12%	15-20%

~15% Accretive to Adjusted EPS⁽²⁾ in 2015

(1) Includes full year impact and synergies related to acquisitions completed to date. Excludes certain non-recurring charges, and includes financial impact of 1 acquisition anticipated to close between signing and closing of Sheridan acquisition. Pro forma adjusted EBITDA includes income from unconsolidated JV and excludes minority interest.
 (2) Excludes amortization of definite-lived intangibles.
 (3) Per Wall Street research.

Key Deal Terms

Transaction	<ul style="list-style-type: none">• \$2,350mm total purchase price
Consideration	<ul style="list-style-type: none">• Funded with cash and AMSURG equity currently valued at approximately \$615mm• AMSURG may replace a substantial portion of equity consideration with cash by accessing the equity or equity-linked markets between signing and closing• Hellman & Friedman will become a significant shareholder of AMSURG
Financial Impact	<ul style="list-style-type: none">• Transaction is immediately and significantly accretive to Adjusted EPS⁽¹⁾ and Adjusted EPS growth rate and meaningfully accelerates organic revenue and EBITDA growth<ul style="list-style-type: none">– Approximately 15% accretive to Adjusted EPS⁽¹⁾ in 2015
Synergies	<ul style="list-style-type: none">• Expect to realize annual synergies of \$30-\$40mm within 3-years<ul style="list-style-type: none">– \$10mm cost and operational synergies– Remainder from growth synergies<ul style="list-style-type: none">• New outsourcing contracts, health system partnerships, clinical integration of ASC anesthesia
Financing / Leverage	<ul style="list-style-type: none">• 100% commitment for the cash portion of transaction from Citi up to 6.0x leverage<ul style="list-style-type: none">– Opportunistically access equity or equity-linked markets to reduce AMSURG leverage at closing– Over the next 2-3 years, targeting leverage in the low 4x range• Significant financial flexibility to pursue disciplined combined acquisition strategy<ul style="list-style-type: none">– Targeted annual acquisition spend of \$200-\$250mm supported by internally generated cash flow
Expected Close	<ul style="list-style-type: none">• Q3'2014

Combination Enhances Diversity, Scale And Payer Mix

(\$ in millions)

AMSURG

SHERIDAN

Pro Forma

States	34	25	38
Facilities / Locations	>240	>300	>540
Physicians	~3,500	~1,100	~4,600
LTM Revenue	\$1,080	\$1,082 ⁽²⁾	\$2,162
LTM Pro Forma Adj. EBITDA ⁽¹⁾	\$187 ⁽²⁾	\$193 ⁽²⁾	\$380
LTM Free Cash Flow	\$116	\$91	\$207
Government Payer Mix	25%	24%	24%

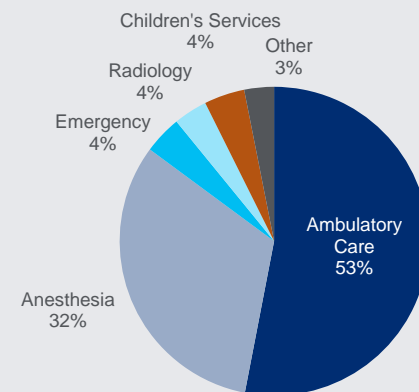
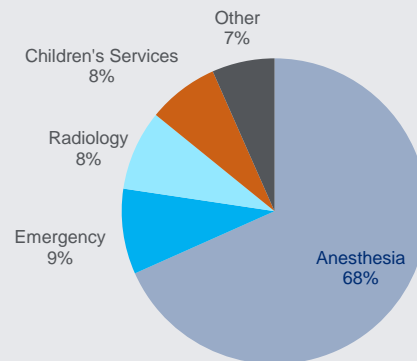
Leadership

#1 ASC Provider

#1 in Anesthesiology

#2 in Children's Services

Top 5 in Hospital-based Radiology and Emergency Medicine Services



Source: Company filings. Financials as of 3/31/2014. Note: Government and business mix are not pro forma for recent acquisitions.

(1) Includes income from unconsolidated JVs and excludes minority interest. Shown burdened for stock-based compensation. Pro Forma EBITDA excludes synergies resulting from transaction. For reconciliation see appendix.

(2) Adjusted Revenue and EBITDA include full year impact of acquisitions completed through February 2014 and 1 acquisition anticipated to close, as well as expected synergies related to same. For reconciliation see appendix.

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SHERIDAN

Combines Two Best in Class Organizations in Complementary and Adjacent Markets

Catalytic to Total and Organic Growth Potential

Differentiated and Diversified

Revenue and Growth Synergies

Significantly Enhances M&A Opportunities

Responsive To Key Trends In Healthcare





Agenda

1. Transaction Overview

2. Sheridan Overview

3. The New AMSURG

Sheridan Healthcare – Leader in Outsourced Physician Services

Anesthesiology	Children's Services	Radiology	Emergency Medicine Services
 <ul style="list-style-type: none">• #1 and most experienced provider in the US• >1,500 anesthesia professionals• >840,000 anesthetics cases• Services at >170 healthcare facilities	 <ul style="list-style-type: none">• #2 provider in the US• Services include:<ul style="list-style-type: none">– Neonatology– Pediatric Hospitalist– Pediatric Intensivist– Pediatric Emergency Medicine• Provide >60 children's services programs nationally• >190,000 patient days annually	 <ul style="list-style-type: none">• A leading provider in the US• Primarily facility-based services• Also offers tele-radiology services• >2,000,000 studies in 2013	 <ul style="list-style-type: none">• A leading national provider to hospitals• Annual visit volume of ~500,000 patients
<ul style="list-style-type: none">• 68% of 2013 net revenue	<ul style="list-style-type: none">• 8% of 2013 net revenue	<ul style="list-style-type: none">• 8% of 2013 net revenue	<ul style="list-style-type: none">• 9% of 2013 net revenue

Sheridan Overview

- **Leading national provider of multi-specialty, outsourced physician services**

- Founded in 1962
- Tenured management team
- #1 share in Anesthesiology
- #2 share in Children’s Services
- Leader in Radiology and Emergency Medicine Services
- >300 sites of service in 25 states
- >2,400 physicians and other medical professionals

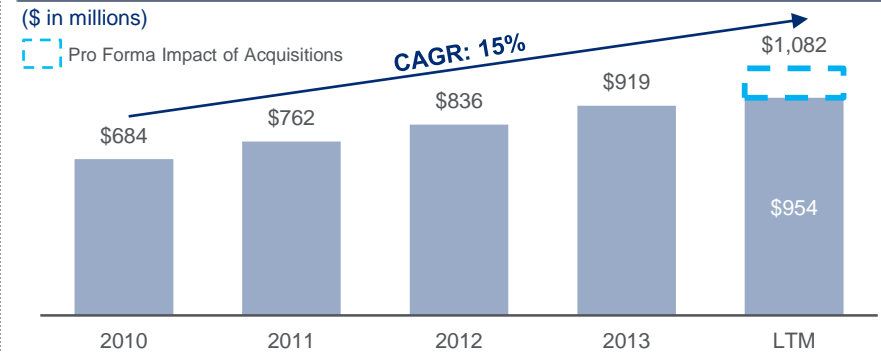
- **Proven value proposition and recurring revenue stream**

- 95% average contract retention rate
- Long-term relationships with customers, many dating 15-20+ years
- Physician retention of 93%

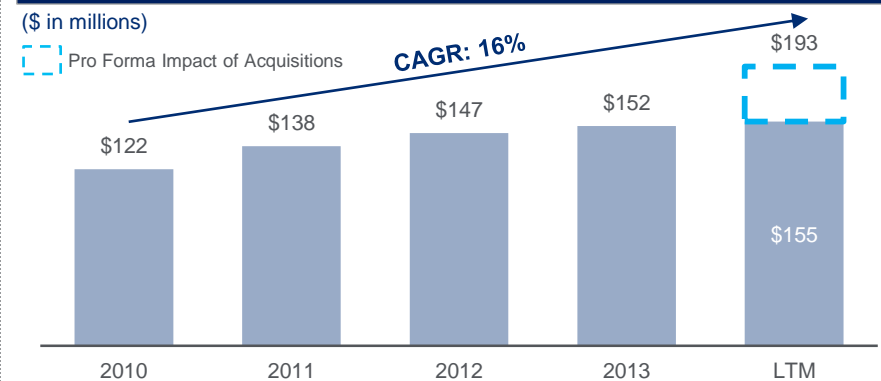
- **Proven track record of strong growth and cash flow**

- >8% organic revenue growth achieved in 2013
- Completed 18 acquisitions for ~\$480mm since 2010
- Significant white space for expansion in all addressable market segments
- Low capex and high cash flow profile

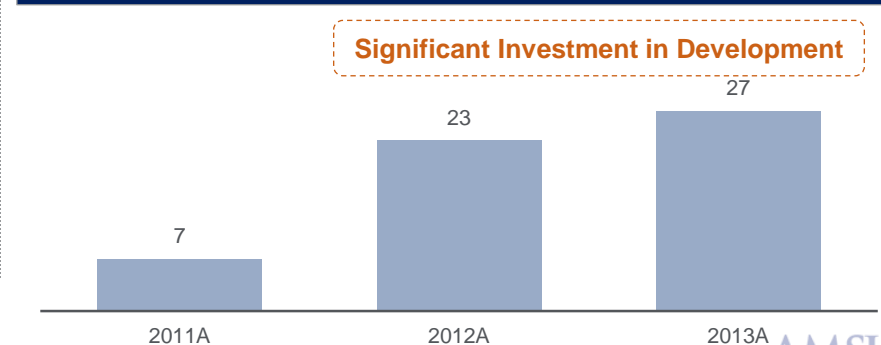
Revenue



Adj. EBITDA (Excluding Stock Based Compensation Expense)

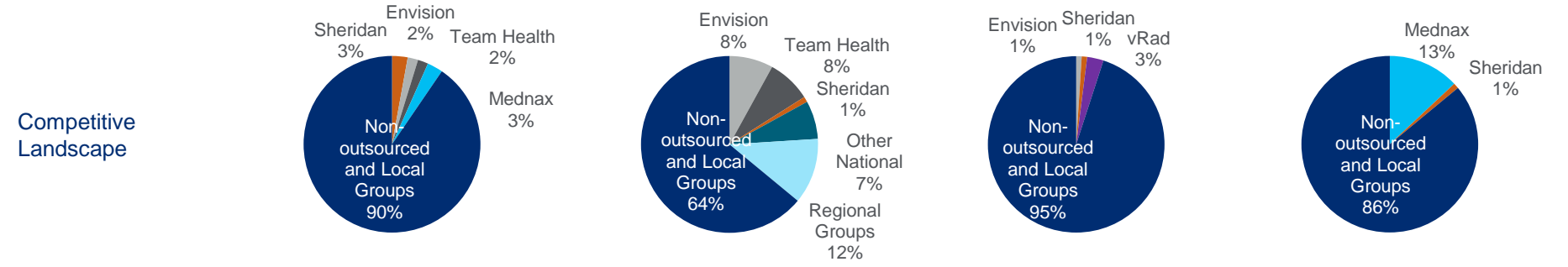


Accelerating New Contract Wins



Leadership in Large and Fragmented Markets

	Anesthesiology	Emergency Services	Radiology	Children's Services
Market Size	\$25 billion	\$10 billion	\$14 billion	\$3 billion
Sheridan Leadership Position	No. 1	Market leader in Radiology and Emergency Services		No. 2



- Key Trends
- Growing demand for surgical procedures
 - Persistent shortage of anesthesiologists
 - Substantial white space
 - 50% of market outsourced
 - Highly fragmented market
 - Increased utilization driven by aging population
 - 65% of all hospitals outsource ED (3,250+)
 - Healthcare Reform projected to drive volume growth
 - Growth driven by retirement of radiologists and shortage of new physicians
 - Primarily facility-based augmented by tele-radiology
 - Attractive cross-sell opportunity with existing relationships
 - Increase of women postponing fertility to later in life
 - Non-academic hospitals often outsource NICUs to ensure efficiency and maintain steady source of admissions driven by obstetrics
 - Attractive cross-sell opportunity with existing relationships

Key Industry Dynamics Driving The Attractive Trends in Outsourcing

- Increasingly challenged operating environment for hospitals
- Shortages of physicians
- Pay-for-performance / evolving reimbursement models
- Pressures to reduce costs without sacrificing quality
- Importance of physicians to quality / cost equation
- Increasing willingness for hospitals to seek out sophisticated, integrated partners

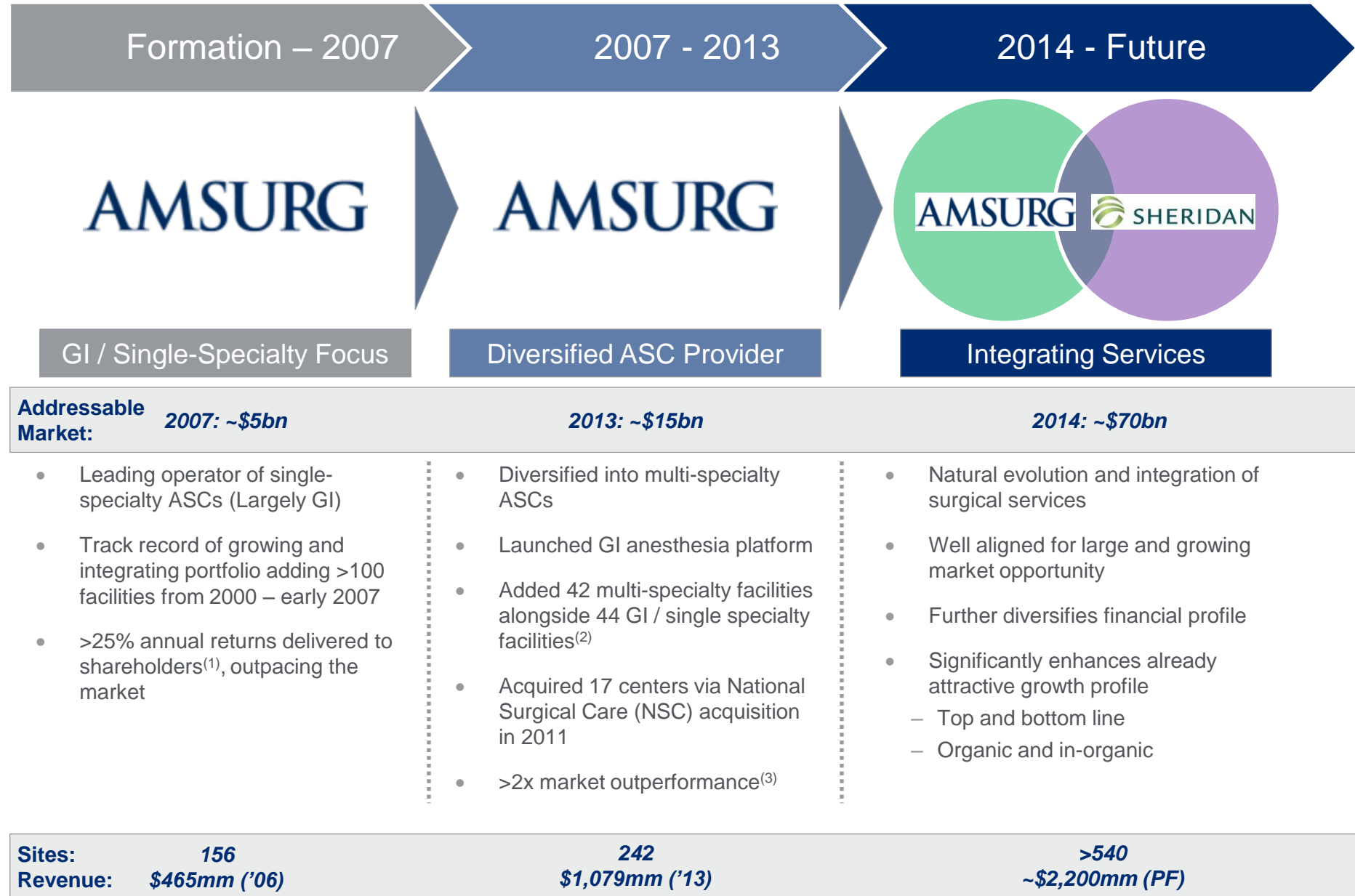
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Track Record of Successful Evolution and Change



Source: Company filings.
 (1) 1/1/2000 – 12/31/2006.
 (2) Facilities added net of dispositions.
 (3) 1/1/2007 – 12/31/2013 vs. S&P 500 (not dividend adjusted).

Market Forces Driving Differentiation

Narrow Networks

Increasing Physician Employment

Consolidation

PFP / Bundled Payments / Risk

Vertical Integration

Shift to Outpatient

Consumerism / Transparency

Efficiency / Value

AMSURG +  SHERIDAN

- ▲ Vertical integration – particularly around the surgical episode of care
- ▲ Better infrastructure and expertise to address trend toward physician employment
- ▲ More adaptable to payment reform
- ▲ More opportunities to engage physician groups, health systems and payers in strategic alliances

Health Systems

Large Physician
Groups

IDNs

Payers

Combination Drives New Growth Synergies

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New Contract Wins

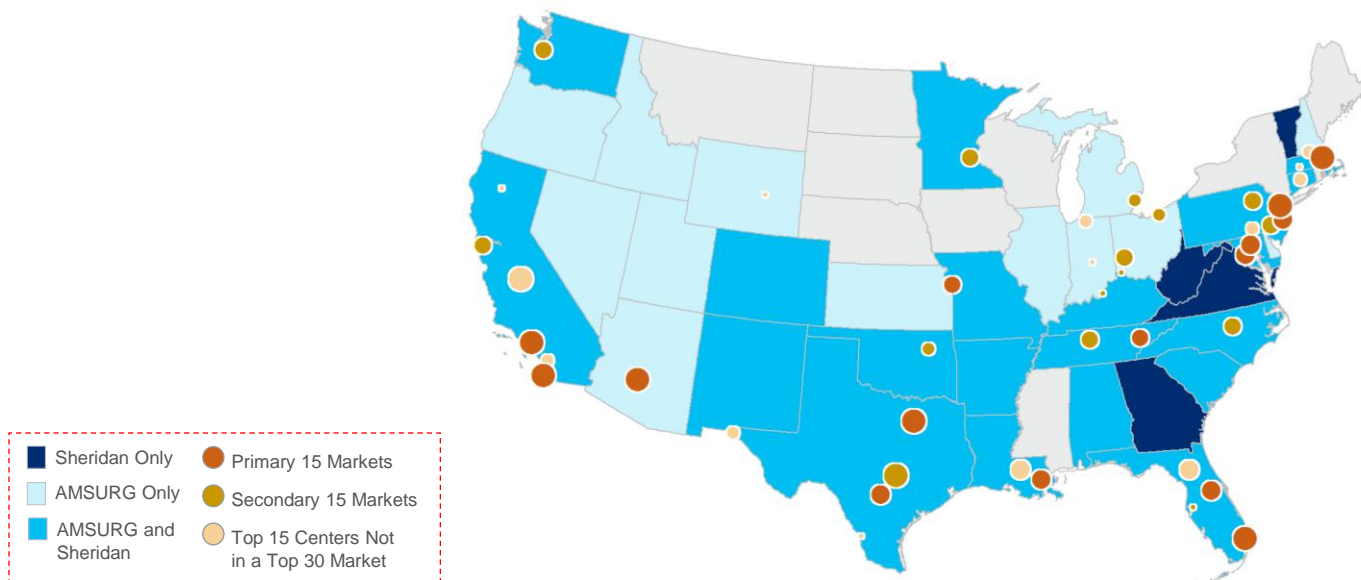
New Health System / ASC Joint Ventures

Collaborative Vertical Integration with AMSURG ASC Portfolio

Leverage AMSURG Footprint To Accelerate New Contract Wins

- AMSURG has built scale and presence in over 100 markets
- Combines a highly desired provider portfolio with a hospital based physician solution
- AMSURG footprint extends Sheridan's reach into 13 new states
- Strategy yields a more comprehensive hospital based physician discussion (radiology, children's services and emergency medicine services)
- Combined presence creates relevance with all key market constituents

Geographic Overlay



Opportunity to Expand Sheridan into 19 of AMSURG's Current Top 30 Markets

Advances New Hospital / ASC Joint Venture Strategy



- AMSURG currently in discussions with leading health systems in nearly half of all markets
- Health systems increasingly willing to outsource various pain points
- Combined offering provides opportunity for robust dialogue with decision makers / administrators
- Conversion of only one to two health systems per year provides ample runway for new contract growth opportunities

Clinical Integration of Anesthesia / ASC Portfolio

ASC Anesthesia Market

- **Substantial addressable outpatient anesthesia market**
- **Trend towards surgical volume migration to outpatient setting**
- **Standard of care shifting from conscious sedation to deep sedation in GI**
 - Driven by patient and physician preference
- **Prevalence of smaller / independent groups trending toward consolidation and corporatization**
- **Increasing consumer focus on quality and value-add services / capabilities**

The AMSURG Portfolio

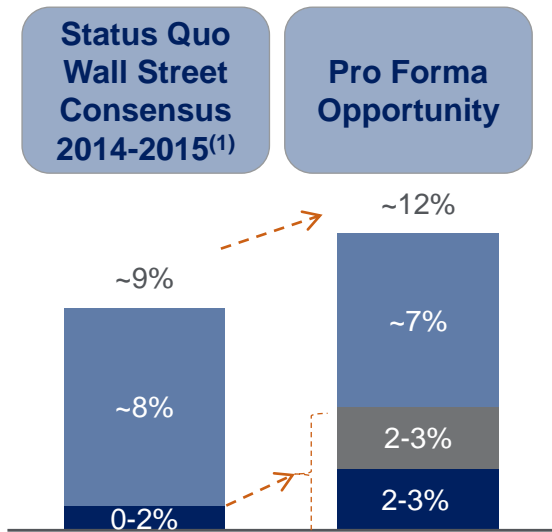
- **>\$250mm anesthesia revenue associated with current AMSURG portfolio**
- **>95% of AMSURG multi-specialties currently outsource anesthesia**
 - Nearly all with small, local/regional providers
- **Large pipeline opportunity of practice owned GI anesthesia providers**
- **Collaboration with ASC partners to identify opportunities to utilize our market leading anesthesia services**
 - De novo development for transition to deep sedation in GI
 - Anesthesia practice acquisition

Sheridan Currently Services Over 100 ASCs

Transaction Creates a Multi-Levered Growth Profile

Pro Forma Revenue Growth Breakdown

- Acquisitions
 - Same Store Growth
 - New Contract Wins
- } Organic



Organic Growth	~0-2%	~4-6%
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Pro Forma Growth Drivers

Differentiated and Diversified Organic Growth

Addressable Market Expanded From \$15bn to ~\$70bn

Sheridan New Contract Momentum

Development Pipeline

Synergies Provide Material Growth Acceleration

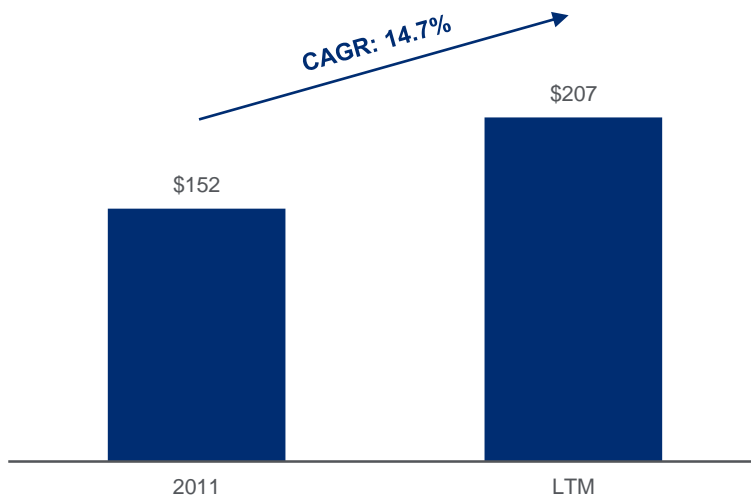
Robust Cash Flow Creation and Deleveraging Capability

Attractive Free Cash Flow Profile and Disciplined Approach to Leverage

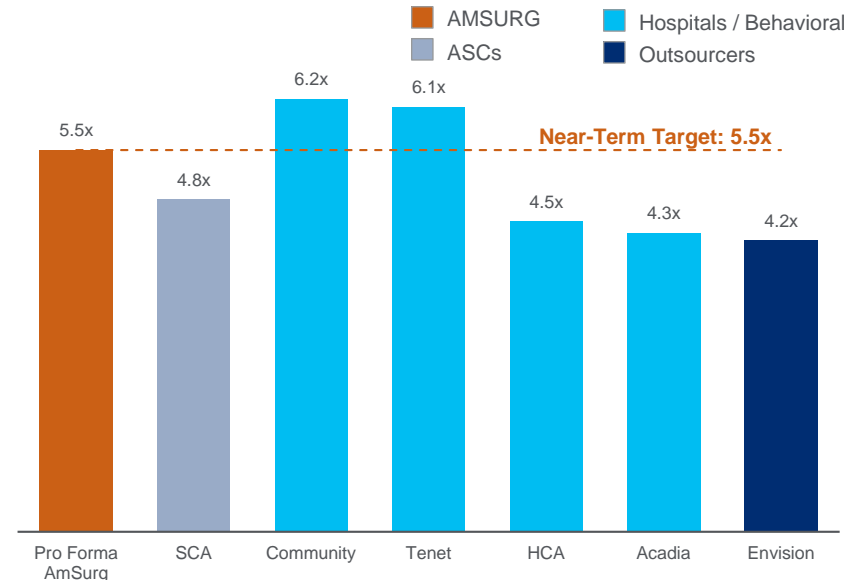
- Recurring revenue and scale drive strong and predictable cash flows
 - Pro forma margins of 18%; limited bad debt expense
- Limited capital expenditures relative to other providers
 - Pro forma capex approximately 2% of net revenue
- Low working capital requirements
- Over the next 2-3 years, targeting leverage in the low 4.0x range
 - Opportunistically access equity or equity-linked markets to reduce our leverage at closing

Combined LTM Free Cash Flow >\$200mm⁽¹⁾

(\$ in millions)



Leverage Comparables (LTM 3/31/2014)



Source: Company filings and Wall Street research.

(1) Free cash flow represents operating cash flow, less distributions to minority interests and maintenance capital expenditures. For reconciliation see appendix.

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Q&A

Appendix

Reconciliation of Non-GAAP Measures

(\$ in millions)

Revenue Reconciliation

	Last Twelve Months as of March 31, 2014
	<u>Sheridan</u>
Revenues	\$954
Proforma revenue of acquisitions	128
Adjusted revenue	\$1,082

Free Cash Flow

	Year Ended December 31, 2011			Last Twelve Months as of March 31, 2014		
	<u>AMSURG</u>	<u>Sheridan</u>	<u>Combined</u>	<u>AMSURG</u>	<u>Sheridan</u>	<u>Combined</u>
Operating cash flow	\$243	\$82	\$325	\$329	\$101	\$430
Less distributions to minority partners	(139)	(2)	(141)	(183)	--	(183)
Less maintenance capital expenditures	(22)	(10)	(32)	(30)	(10)	(40)
Free cash flow	\$82	\$70	\$152	\$116	\$91	\$207

Adjusted Revenue is defined as revenue plus proforma revenue of acquisitions occurring during the period. Adjusted Revenue is an important operating metric as it identifies the amount of revenue that Sheridan would have earned had each of the current year acquisitions been completed at the beginning of the period. Revenue is the financial measure calculated and presented in accordance with generally accepted accounting principles that is most comparable to Adjusted Revenue as defined.

Free Cash Flow is defined as operating cash flow less distributions to minority interests and capital expenditures. Free Cash Flow is an important operating metric as it identifies the amount of cash available to the Companies to pursue opportunities that enhance shareholder value including funding future acquisitions and debt service. Operating cash flow is the financial measure calculated and presented in accordance with generally accepted accounting principles that is most comparable to Free Cash Flow as defined.

Reconciliation of Non-GAAP Measures *(cont'd)*

(\$ in millions)

EBITDA

	Last Twelve Months as of March 31, 2014		
	AMSURG	Sheridan	Total
Net Income	\$72	\$13	\$85
Interest	29	55	84
Taxes	50	18	68
Depreciation and amortization	33	37	70
EBITDA	\$184	\$123	\$307
Proforma EBITDA of acquisitions	5	38	43
Restructuring and non-recurring charges	--	13	13
Fair value adjustment to equity compensation	--	10	10
Debt extinguishment costs	--	7	7
(Gain) loss on deconsolidation	(2)	2	--
Adjusted EBITDA	\$187	\$193	\$380

EBITDA is defined as earnings before interest, income taxes and depreciation and amortization. EBITDA should not be considered a measure of financial performance under generally accepted accounting principles. Items excluded from EBITDA are significant components in understanding and assessing financial performance. EBITDA is an analytical indicator used by management and the health care industry to evaluate company performance, allocate resources and measure leverage and debt service capacity. EBITDA should not be considered in isolation or as an alternative to net income, cash flows generated by operations, investing or financing activities, or other financial statement data presented in the consolidated financial statements as indicators of financial performance or liquidity. Because EBITDA is not a measurement determined in accordance with generally accepted accounting principles and is thus susceptible to varying calculations, EBITDA as presented may not be comparable to other similarly titled measures of other companies. Net earnings from continuing operations attributable to common shareholders is the financial measure calculated and presented in accordance with generally accepted accounting principles that is most comparable to EBITDA as defined.

We believe the calculation of Adjusted EBITDA provides a better measure of the Companies' ongoing performance and provides better comparability between AMSURG and Sheridan because it includes proforma EBITDA of acquisitions occurring during the period and excludes certain restructuring and non-recurring items and other non-cash charges which are of a nature and significance not generally experienced by each of the Companies. Adjusted EBITDA should not be considered as a measure of financial performance under accounting principles generally accepted in the United States, and the items excluded from it are a significant component in understanding and assessing financial performance. Because Adjusted EBITDA is not a measurement determined in accordance with accounting principles generally accepted in the United States and is thus susceptible to varying calculations, it may not be comparable as presented to other similarly titled measures of other companies.