

**TABULA RASA HEALTHCARE, INC.**  
**UNAUDITED RECONCILIATION OF GAAP TO NON-GAAP MEASURES**  
(In thousands except share and per share amounts)

	<u>Three Months Ended December 31,</u>		<u>Year Ended December 31,</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
<b>Reconciliation of net loss to Adjusted EBITDA</b>				
Net loss	\$ (6,824)	\$ (10,565)	\$ (32,436)	\$ (47,269)
Add:				
Interest expense, net	4,544	491	15,986	906
Income tax (benefit) expense	(5,518)	731	(16,199)	(3,376)
Depreciation and amortization	9,757	4,692	34,276	16,802
Change in fair value of acquisition-related contingent consideration (income) expense	(700)	9,083	3,816	49,468
Severance expense	—	—	—	390
Acquisition-related expense	448	778	5,200	1,901
Stock-based compensation related expense	6,295	3,279	27,278	10,499
Adjusted EBITDA	<u>\$ 8,002</u>	<u>\$ 8,489</u>	<u>\$ 37,921</u>	<u>\$ 29,321</u>

	<u>Three Months Ended December 31,</u>		<u>Year Ended December 31,</u>					
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>				
<b>Reconciliation of diluted net loss per share to Adjusted Diluted EPS</b>								
GAAP net loss, basic and diluted, and net loss per share, basic and diluted	\$ (6,824)	\$ (0.33)	\$ (10,565)	\$ (0.54)	\$ (32,436)	\$ (1.57)	\$ (47,269)	\$ (2.48)
Adjustments:								
Change in fair value of acquisition-related contingent consideration (income) expense	(700)	9,083	3,816	49,468				
Amortization of acquired intangibles	7,006	3,202	25,684	11,151				
Amortization of debt discount and issuance costs	3,089	—	10,595	—				
Acquisition-related expense	448	778	5,200	1,901				
Stock-based compensation related expense	6,295	3,279	27,278	10,499				
Severance expense	—	—	—	390				
Impact to income taxes	(6,328)	(1,097)	(22,044)	(9,220)				
Adjusted net income and Adjusted Diluted EPS	<u>\$ 2,986</u>	<u>\$ 0.13</u>	<u>\$ 4,680</u>	<u>\$ 0.21</u>	<u>\$ 18,093</u>	<u>\$ 0.79</u>	<u>\$ 16,920</u>	<u>\$ 0.77</u>

- (1) The impact to taxes was calculated using a normalized statutory tax rate applied to pre-tax (loss) income adjusted for the respective items above and then subtracting the tax provision as determined for GAAP purposes.

	Three Months Ended December 31,		Year Ended December 31,	
	2019	2018	2019	2018
<b>Reconciliation of weighted average shares of common stock outstanding, diluted, to weighted average shares of common stock outstanding, diluted for Adjusted Diluted EPS</b>				
Weighted average shares of common stock outstanding, basic and diluted for GAAP	20,924,638	19,421,622	20,622,258	19,098,294
Adjustments:				
Weighted average dilutive effect of stock options	1,357,010	1,861,001	1,522,196	1,747,882
Weighted average dilutive effect of restricted stock	639,806	911,865	762,665	863,067
Weighted average dilutive effect of contingent shares	75,240	617,026	39,088	261,266
Weighted average shares of common stock outstanding, diluted for Adjusted Diluted EPS <sup>(1)</sup>	22,996,694	22,811,514	22,946,207	21,970,509

- <sup>(1)</sup> TRHC accounts for the convertible senior subordinated notes utilizing the Treasury Stock Method as it intends to settle the notes entirely or partly in cash. Under this method, the underlying shares of TRHC common stock issuable upon conversion of the notes are excluded from the calculation of diluted EPS, except to the extent that the average stock price for the reporting period exceeds their conversion price of \$69.95 per share. For the three months and full year ended December 31, 2019, there was no impact on diluted EPS from the convertible senior subordinated notes as the conversion price exceeded TRHC's average stock price.