



Investor Presentation

November 2016

Safe Harbor Statement

This presentation contains, and our officers may make, “forward-looking” statements that are based on our management’s beliefs and assumptions and on information currently available to management. These forward-looking statements include, without limitation, information concerning possible or assumed future results of operations, including descriptions of our business plan and strategies. These statements often include words such as “anticipate,” “expect,” “suggest,” “plan,” “believe,” “intend,” “estimate,” “target,” “project,” “should,” “could,” “would,” “may,” “will,” “forecast,” and other similar expressions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These statements are based on certain assumptions that we have made in light of our experience in the industry and our perception of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances as of the date hereof. These and other important factors may cause our actual results, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. Such risks and other factors that may impact management’s beliefs and assumptions are more particularly described in our filings with the U.S. Securities and Exchange Commission (the “SEC”), including under “Item 1A.—Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2015 and under similar headings in our subsequently filed Quarterly Reports on Form 10-Q, and could cause our results to differ materially from those expressed in forward-looking statements. As a result, we cannot guarantee future results, outcomes, levels of activity, performance, developments or achievements, and there can be no assurance that our expectations, intentions, anticipations, beliefs or projections will result or be achieved or accomplished. The forward-looking statements in this presentation are made only as of the date hereof. Except as required by law, we assume no obligation to update these forward-looking statements, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

This presentation also contains estimates and other statistical data made by independent parties and by us relating to market size and growth and other data about our industry. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates.

This presentation may include certain non-GAAP financial measures as defined by SEC rules. We believe that the presentation of such non-GAAP financial measures enhances an investor’s understanding of our financial performance. We use certain non-GAAP financial measures for business planning purposes and in measuring our performance relative to that of our competitors. For additional information regarding these non-GAAP measures, including reconciliations to the most directly comparable financial measure calculated according to GAAP, refer to the Appendix to this presentation and to our Annual Report on Form 10-K for the year ended December 31, 2015 and any subsequently filed Quarterly Reports on Form 10-Q.

Introduction and Presenters



Jason Gorevic

President &
Chief Executive Officer

- CEO since June 2009
- President of **Empire BlueCross BlueShield**
- SVP and Chief Marketing and Product Officer at **WellPoint**
- Director of Service Strategy and other roles at **Oxford Health Plans**
- General Manager of Business Messaging at **Mail.com**



Mark Hirschhorn

EVP, Chief Operating Officer
and Chief Financial Officer

- Appointed COO in September 2016, CFO since October 2012
- CFO of **RCS/Media Monitors**
- CFO of **BT Radianz**
- Vice President and Global Controller of **RSL Communications**

Company Highlights

First and Largest Telehealth Solution (~70% Share) ⁽¹⁾

**Growing Underpenetrated Market with
an Estimated 548mm Annual Patient Visits & \$29bn TAM ⁽²⁾**

**Attractive Business Model with Strong Revenue Growth
and Substantial Opportunity to Scale**

Company and Telehealth Industry at a Positive Inflection Point

Delivering Significant, Measurable ROI

**Value for All Constituents: Payor / Employer;
Member / Employee & Provider**

(1) Share based on total telehealth 2015 visits. Depicts share only among top four players. Calculated by dividing Teladoc 2015 total visits of 576K by the sum of all combined visits for Teladoc, MDLIVE, American Well and Doctor on Demand for calendar year 2015. Visit counts for competitors represent management estimates.

(2) Represents ambulatory care market (\$17bn) and behavioral health market (\$12bn). TAM calculated based on management estimates as set forth in slide 8.

Teladoc at a Glance

Strong Revenue & Visit Growth

98% Revenue CAGR

2013 to 2015

7,000+

Total Clients

200+ Fortune 1000 Clients

45+ Fortune 1000 Clients added since IPO

25+

Health Plan Clients

~100

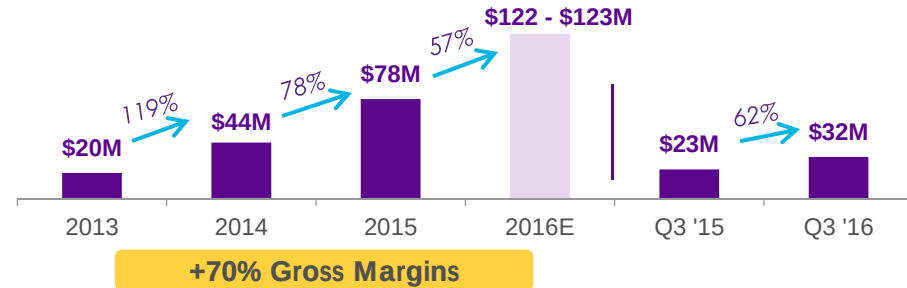
Hospitals/Providers



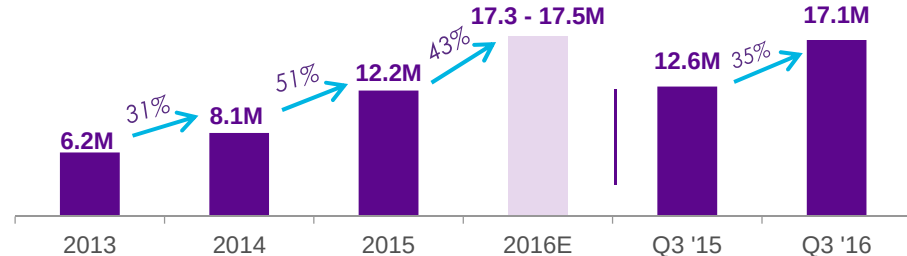
July 1, 2016 Acquired HealthiestYou

Complementary solutions and strengthened distribution channel to the underpenetrated small and mid-sized employer market

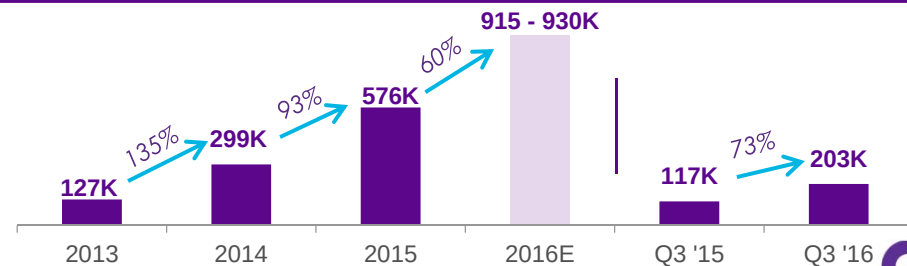
Revenue (\$M)



Membership (M)



Visits (000s)



2015 Performance and 2016 Guidance

- Represents Company estimates and forecasts

	2015 Year End	2016 Full Year Guidance
Revenue	\$77.4 million 78% y-o-y growth	\$122 million – \$123 million ~60% y-o-y growth
Membership	12.2 million 51% y-o-y growth	17.3 million – 17.5 million ~40%+ y-o-y growth
Visits	576,000 Visits 93% y-o-y growth	915,000 – 930,000 Visits ~60% y-o-y growth

Note: 2016 Full Year Guidance from Third Quarter 2016 Earnings Release as of October 27, 2016.

Our Attractive Addressable Markets

Ambulatory Care market

1.25 billion annual ambulatory care visits ⁽¹⁾

33%

estimated treatable through telehealth ⁽²⁾

417 million visits



Up to \$40 cost per telehealth visit ⁽³⁾



\$17B TAM

Behavioral Health market

168 million annual addressable visits ⁽⁴⁾

78%

estimated treatable through telehealth

131 million visits



~\$89 per telehealth visit ⁽³⁾



\$12B TAM

Combined attractive markets increase TAM to \$29B

(1) According to a 2010 report from the Centers for Disease Control and Prevention (CDC); includes visits in the United States per year, including those at primary care offices, hospital emergency rooms, outpatient clinics and other settings.

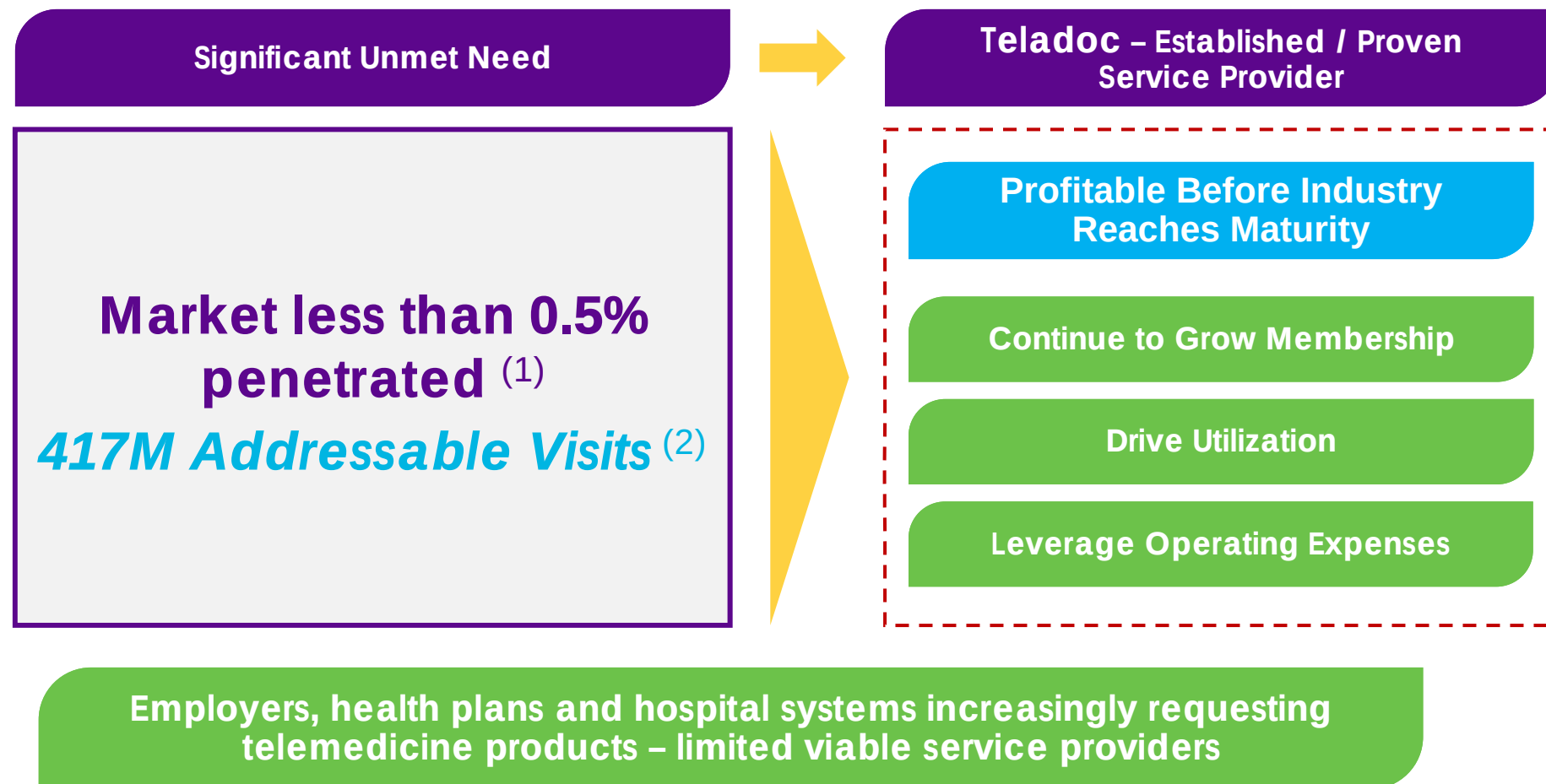
(2) 33% based on Teladoc's internal estimates / assessment of conditions listed in the CDC report. According to a Deloitte report, "eVisits: The 21st Century Housecall," of the 600 million annual visits to general practitioner offices in the United States and Canada, about 50% are treatable through telehealth.

(3) Based on Teladoc estimates for average cost of a telehealth visit (does not include PMPM fees or premium pricing for new products).

(4) Total addressable visits from AHRQ 2012 report including only outpatient provider offices; addressable via telehealth and \$89 weighted average price based on CDC report and methodology described in footnote (1) and Oliver Wyman report.

Early Innings of Unprecedented Telehealth Opportunity

Industry is significantly underpenetrated with opportunity for long-term, sustainable growth



(1) Based on projection for 2016 virtual visits provided by the American Telemedicine Association. ATA's projection divided by Teladoc's calculation of 417M addressable visits. Ambulatory visits only.
(2) According to a 2010 report from the Centers for Disease Control and Prevention (CDC); includes visits in the United States per year, including those at primary care offices, hospital emergency rooms, outpatient clinics and other settings. Ambulatory visits only.

Connected Consumers Are Demanding Technology Solutions in Healthcare

Connected Consumers

80%+ of adults <50 years old **have smartphones** & are connected

.....

1/3 of consumers have a health, fitness or **medical app**

Lack of Affordable Healthcare Access Driving Costly Choices

Average **wait time** for first visit with a psychiatrist: 25 days

.....

Shortage of doctors:
65M people live in **primary care desert**

.....

71% of employer sponsored ER visits are **unnecessary**

The Traditional Healthcare System is over burdened and costly

Source: Market research from Pew Research Center, November 2016; PwC, 2016; HealthDay, October 2014; MarketWatch, March 2016; and Truven Health Analytics, April 2013.

Improving Competitive Landscape

	# of Visits	Market Share ⁽¹⁾	Mode of Visit	Monetization	Doc Network
	576k	~70%	Choice of Video or Phone	Access Fee ("PEPM")	+3,100 MD, BH, Derm professionals
	125k – 150k	~15%	Choice of Video or Phone	Access Fee ("PEPM") or License Fee	2,300 MD, BH professionals
	60k – 80k	~10%	Video Only	License or Other Fee	MD, BH and other
	<50k	~5%	Video Only	Visit Fee Only	1,500 MD, Psych, and other

Teladoc is larger than all top three competitors combined

~5% of market ⁽¹⁾ operates without subscription / license fee

(1) Share based on total telehealth 2015E visits. Depicts share only among top four players. Calculated by dividing Teladoc 2015 total visits of 576K by the sum of all combined visits for Teladoc, MDLIVE, American Well and Doctor on Demand for calendar year 2015. Visit counts for competitors represent management estimates.

Robust Product Suite Addressing Client Needs

Comprehensive product portfolio serves key healthcare stakeholders

General
Medical

Pediatrics

Behavioral
and
Mental
Health

Dermatology

Smoking
Cessation

Sexual
Health

Health Plans

Employers

Health Systems
And Hospitals

Consumers



Flexible Solutions to All Client Segments

- Over 7,000 clients including 200+ Fortune 1000 companies and 25+ health plans, plus health systems and other entities

Employers



Small to mid-sized Employers:

Employers <1,000 employees
representing ≥50% U.S. workforce,
mainly served by brokers

Health Plans – Self-Funded and Fully-Insured

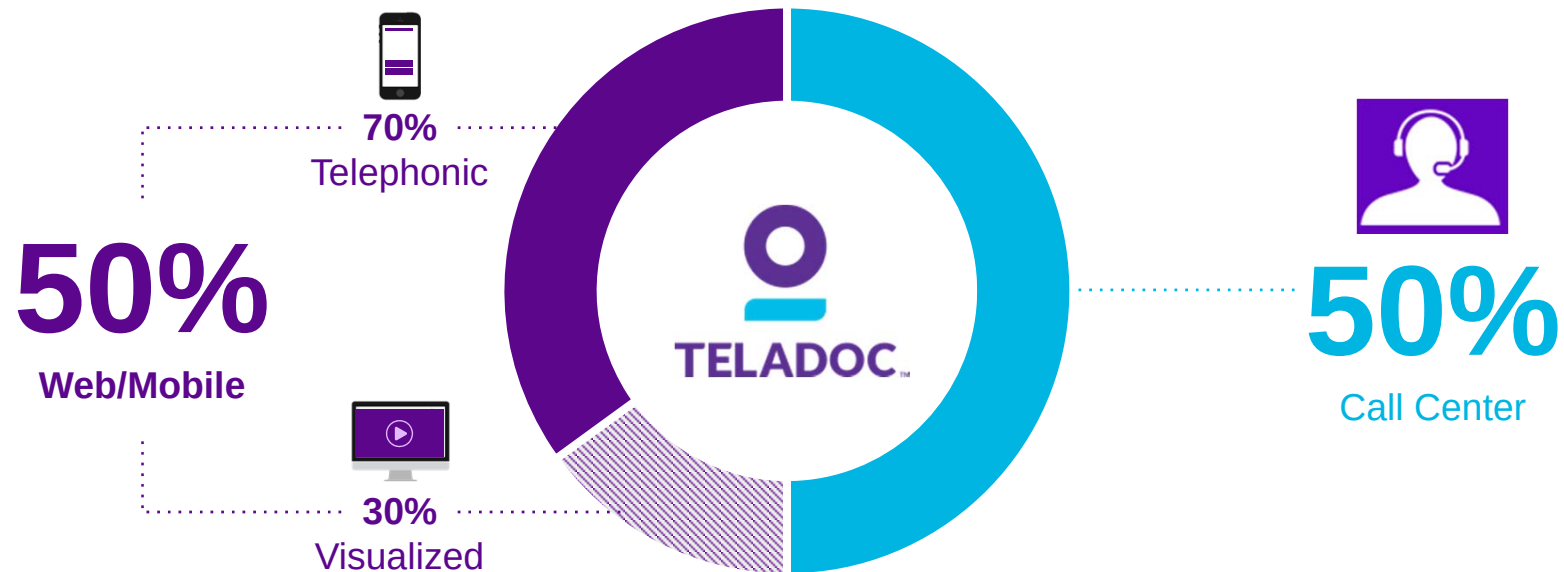


Hospitals/ Health Systems

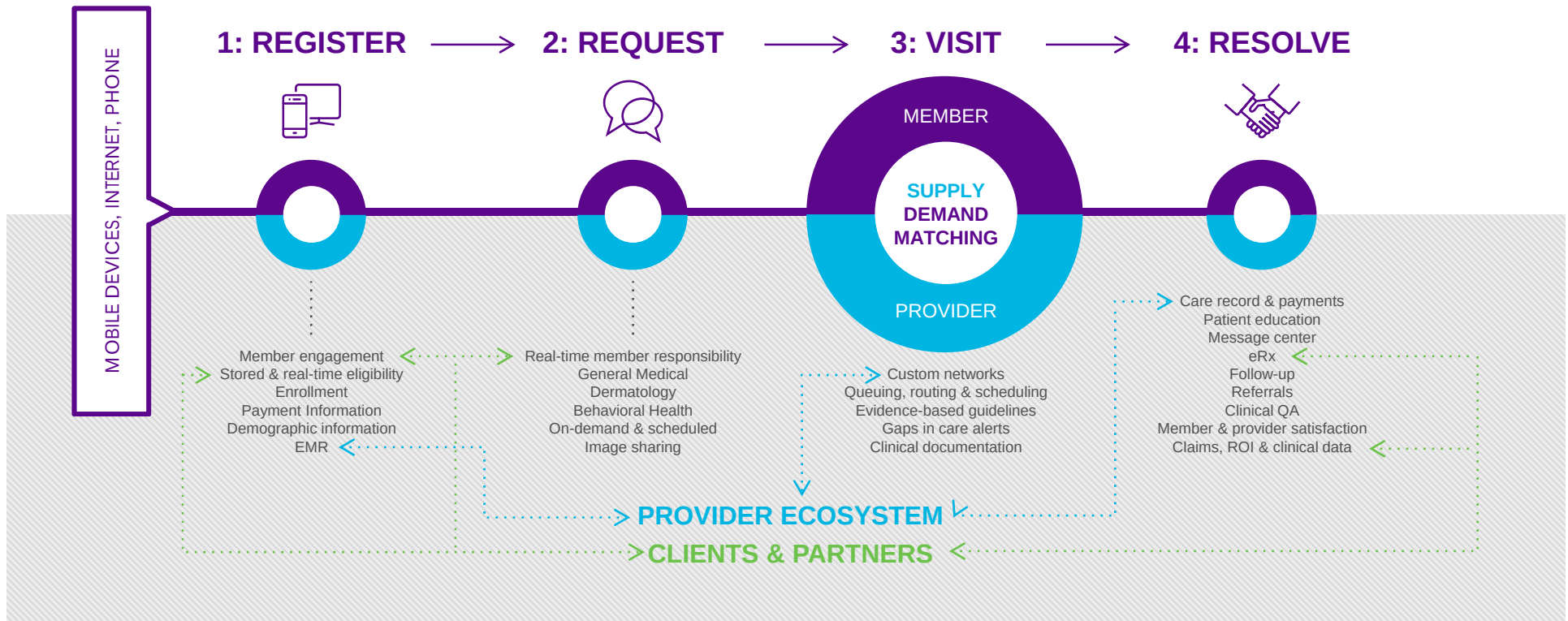


Visits Delivery-Mode Based on Consumer Choice and Situational Needs

Teladoc visits are equally self-directed or routed via our call center

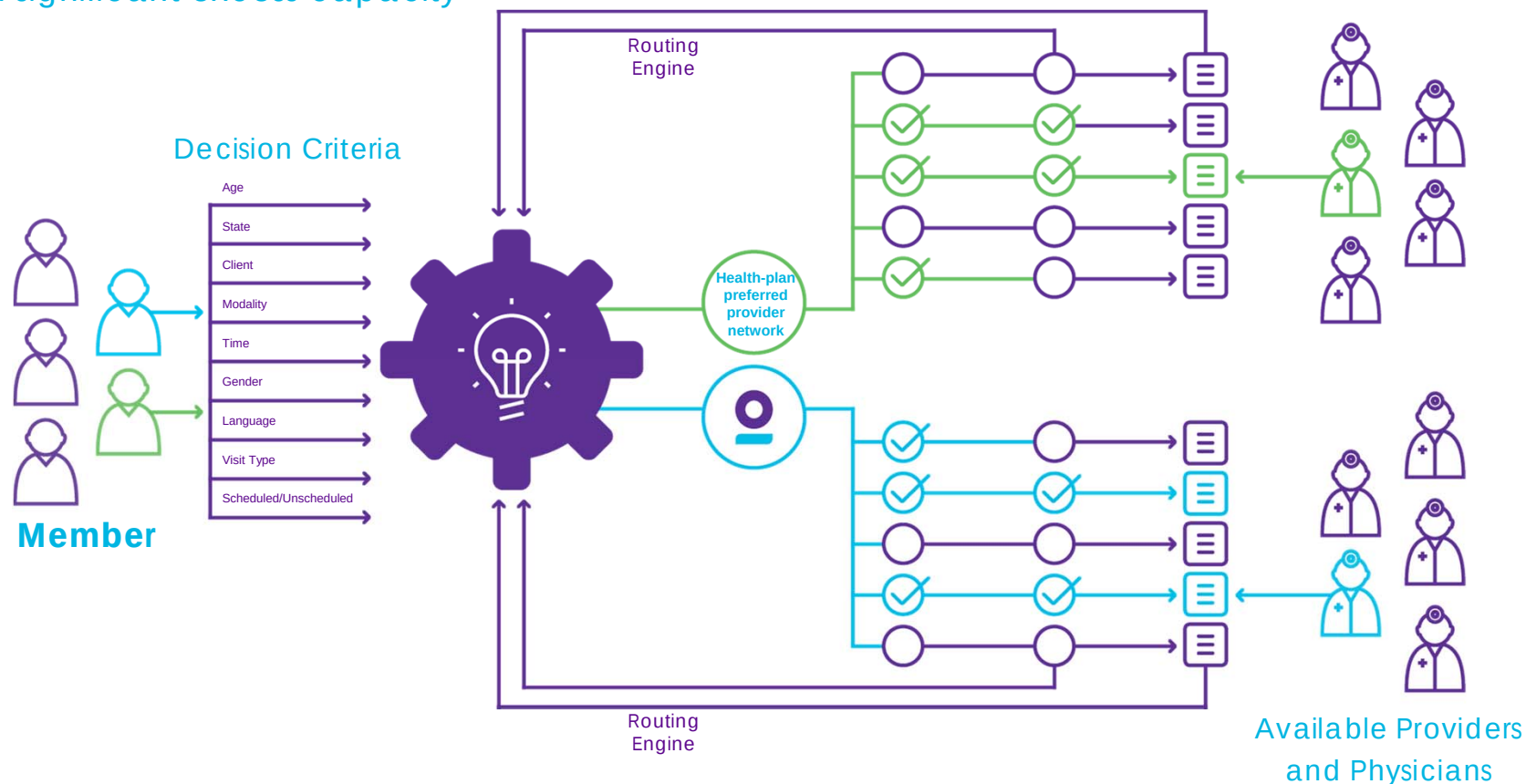


Seamless, On-Demand Member Experiences



Backed by Highly Complex, Scalable, Superior Technology Platform

Advanced algorithm provides instant, on-demand routing or scheduled visits, with significant excess capacity



Members Requests Visit

Real-time Intelligent Algorithms

Choose Network

Check Licensing

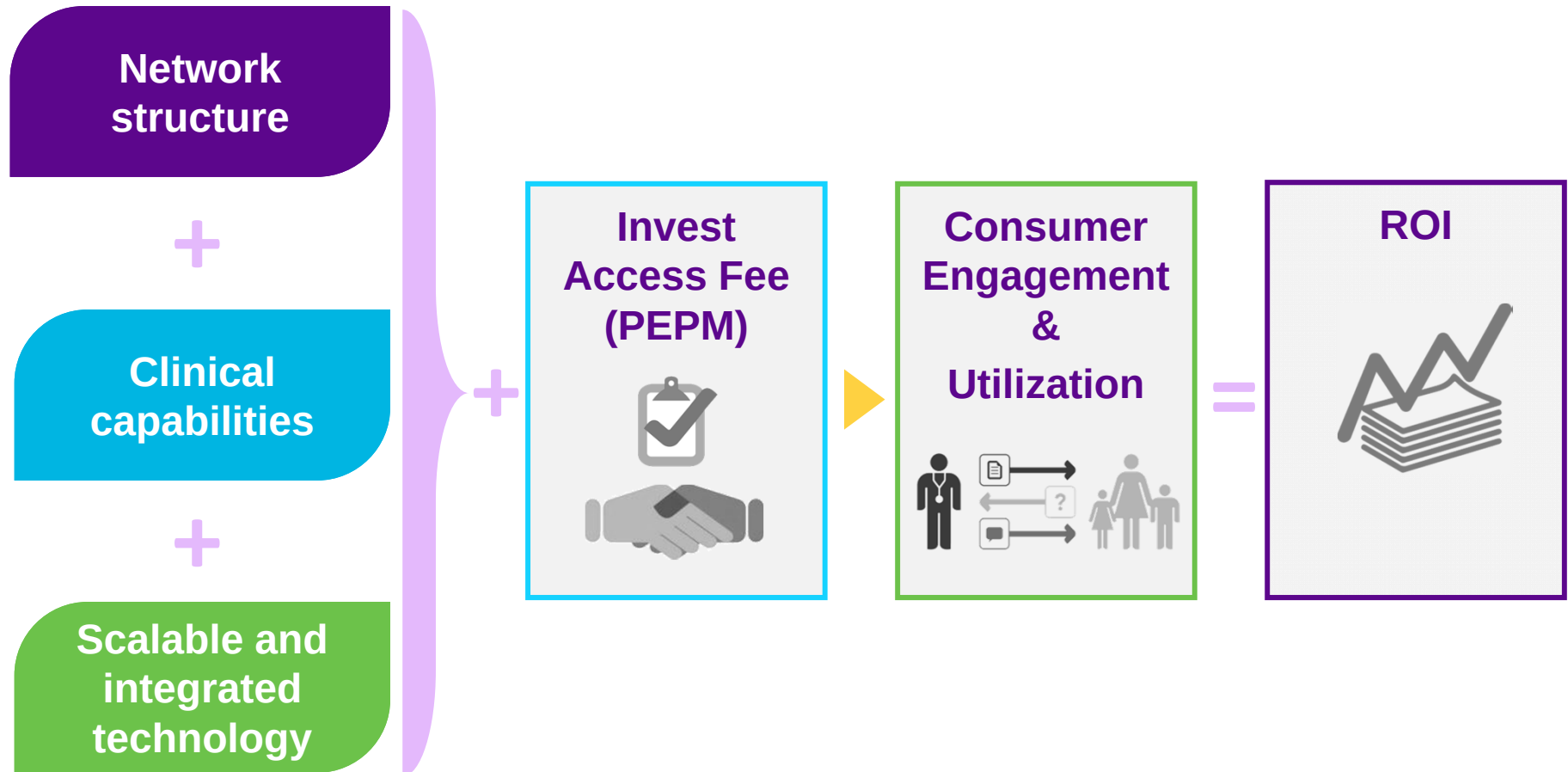
Check Availability

Add to Provider Queues

Provider Accepts Visit

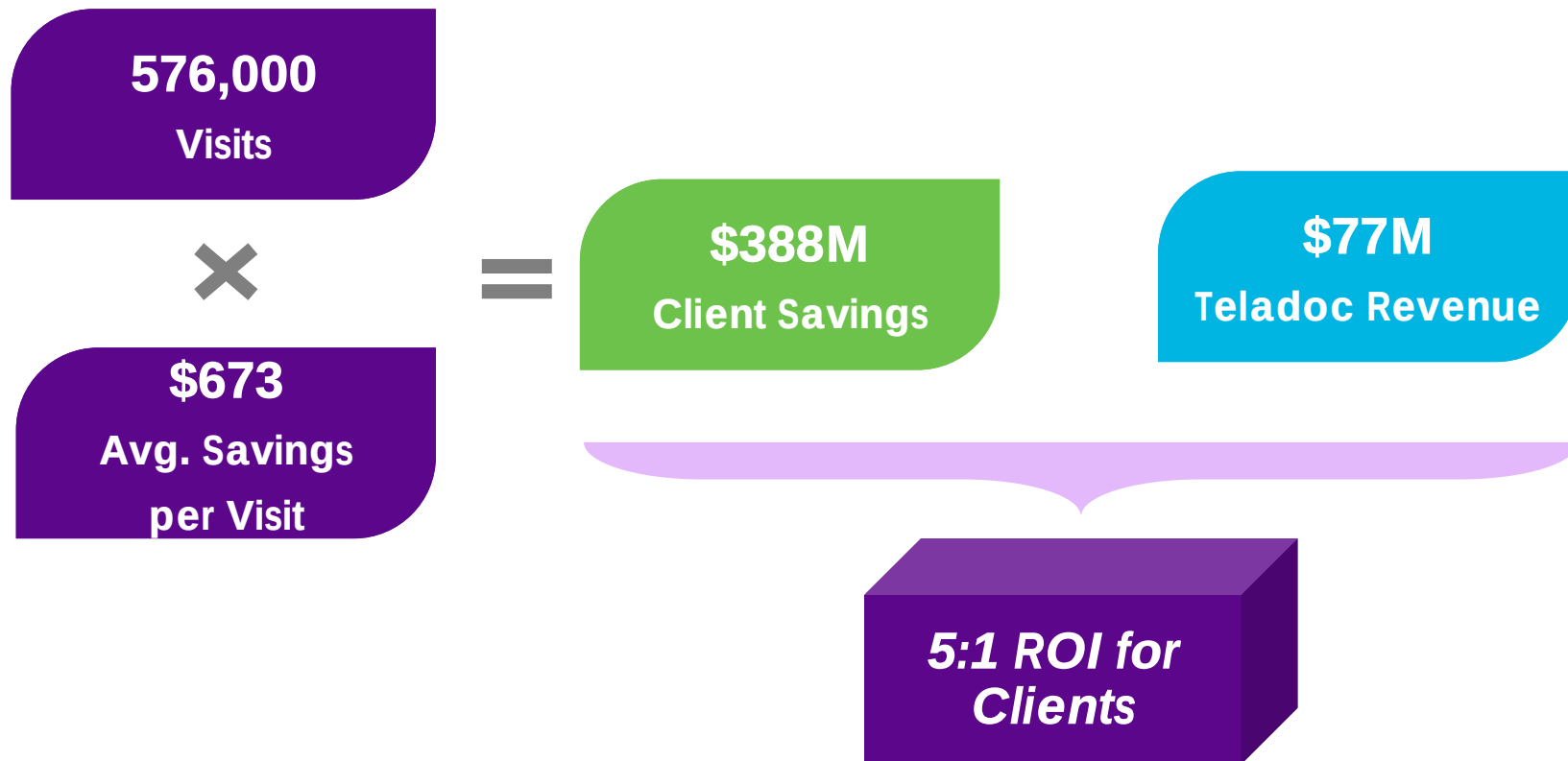
Sustainable Differentiation

- Robust capabilities and Access Fee (PEPM) investment deliver significant and measurable ROI to customers



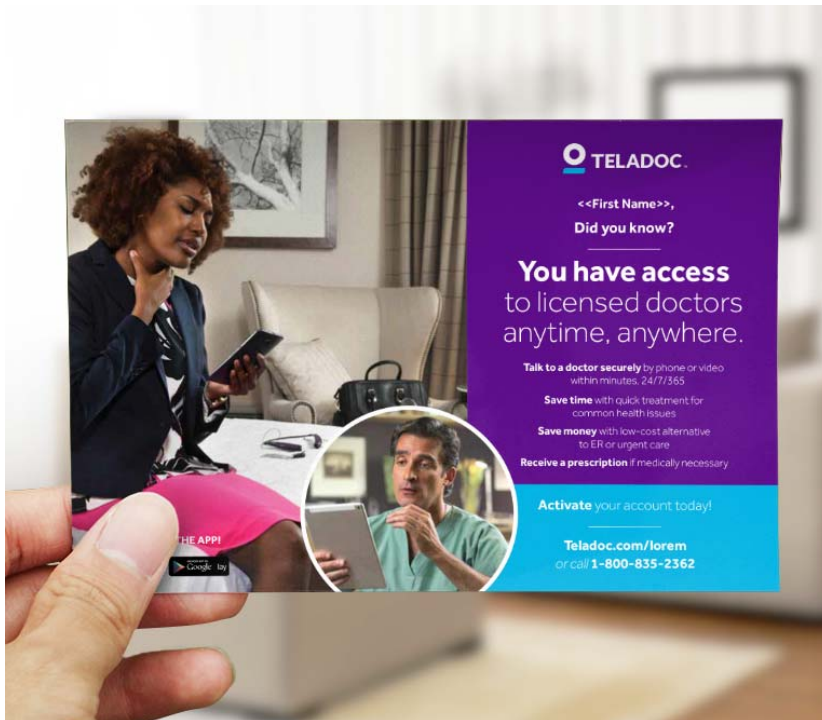
Value Creation for Clients

Large volumes and high proven savings per visit drive significant return on investment for our clients



Note: Savings per visit based on an independent study of a Teladoc client representing over 24,000 Teladoc members as of December 31, 2014. The study was conducted over a period of 24 months.

Focused Member Engagement Drives Telehealth Education and Adoption



New member onboarding experience

Full welcome kit

New member education opportunities

Client webinars



Seasonal campaigns

Direct mail to drive utilization

Predictive analytics shape audience segmentation and member level content



Targeted emails

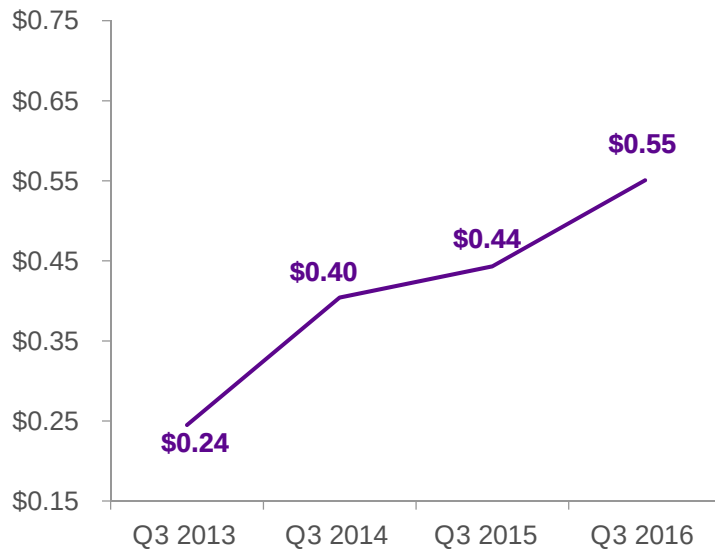
Drive top of mind awareness

Predictive analytics shape audience segmentation and member level content

Continued Improvement in PEPM and Member Utilization

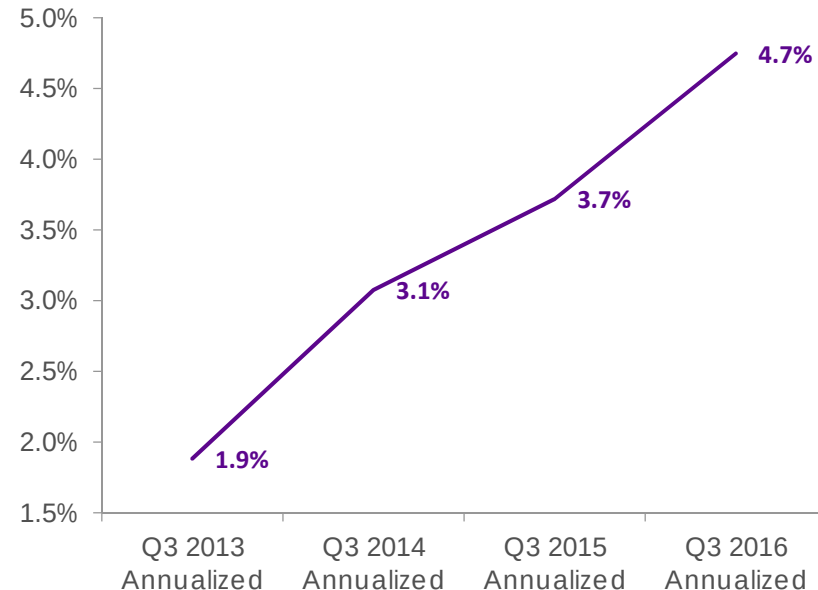
Access Fee Per Member (PEPM) reinvested in client awareness and engagement programs resulting in faster rate of growth in utilization

Access Fee Per Member (“PEPM”) ⁽¹⁾



Annualized Utilization ⁽²⁾

Long-term utilization target of 10%



(1) PEPM calculated as total Access Fee Revenue during a quarterly period divided by number of Members during the same period.

(2) Annualized utilization calculated as total visits recorded in a quarterly period, multiplied on annualized basis divided by number of Members during the same quarterly period.

Strategies for Growth and Retention

Expand Footprint / Penetration

- o **New Accounts & Channels**
- o **Existing Health Plans**
- o **Increase Utilization**
- o **Direct to Consumer**
- o Government payors

Expand Specialties

- o In-Network Referrals
- o 2nd Opinion & Specialty Advice
- o Diabetes, CVD
- o New Visit Types
- o Lab Testing Expansion
- o Sleep Medicine

Expand Scope of Products & Services

- o **Platform-as-a-Service (Provider)**
- o **EHR Integrations**
- o Mobile Apps / Hubs
- o Biometric and Other Connected Devices
- o At-Home Tests

Expand Clinical Use Cases

- o Home Care
- o Caregiver
- o Post Discharge and Readmission Prevention
- o Wellness / Screening
- o Chronic Care

Near Term Growth Opportunities

Select 2016 Client Wins



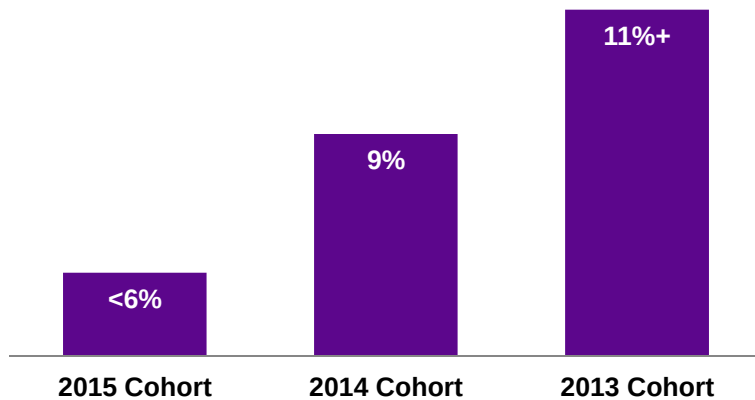
Continuous Investment in Consumer Engagement

Consumer engagement is a multi-year effort. Continued investment of Access Fee drives year-over-year increases in utilization

Utilization Case Study

Small / Medium Employer Channel

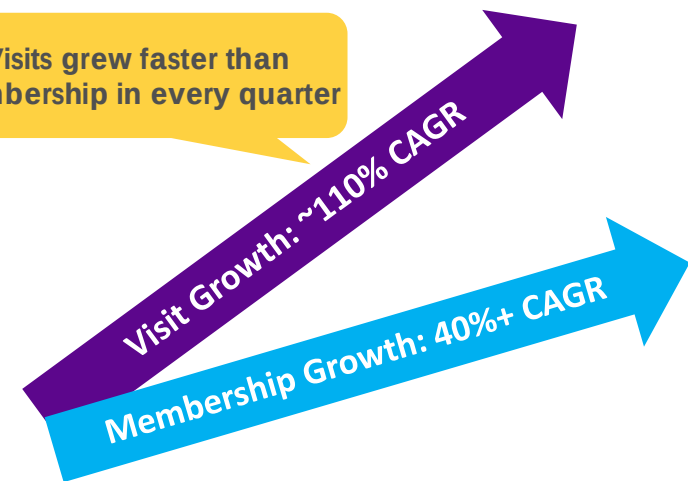
~2x rate of utilization in 2013 account cohort vs. new 2015 account cohort



Visits Growing Faster than Membership

Driven by Access Fee Investment

Visits grew faster than Membership in every quarter



Three Year CAGR

Utilization Increases with Long-term Investment in Consumer Engagement...

→ 75%+ of Members have been with TDOC less than 3 years

Our Small Business Opportunity

50% of U.S. employees are hired by small businesses



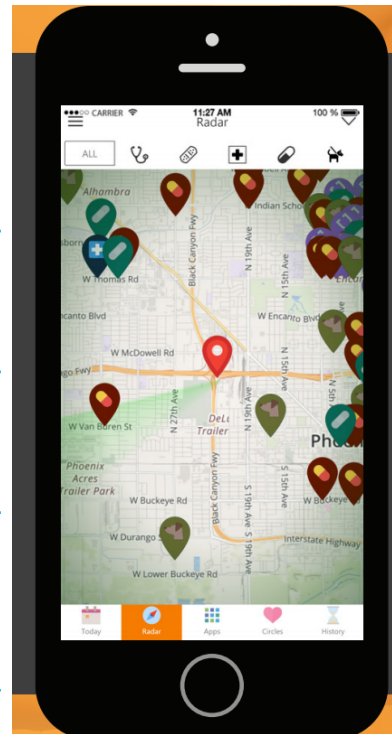
Small-to-mid sized businesses represents **fastest growing and most profitable** segment of our market

Command a premium PEPM of between **\$5 and \$10**

Most **underpenetrated** market for telemedicine

Bundled platform embraced by this key segment

200K+ members added in 3Q16 as a result of newly expanded relationship with UnitedHealthcare



Robust **mobile engagement platform** results in greater utilization

1/3 of HealthiestYou telehealth visits originate with Provider Finder Tool

Typically target employers with **250 or fewer employees**

Go-to-market strategy already in-place with integrated sales force

Established broker network driven by simplified broker enrollment platform

Our Behavioral Health Opportunity

ACCESS CHALLENGES

Major provider shortages

Mental health parity increases demand for care

Stigma of seeing a BH professional



EXPENSIVE CARE

Almost half of mental health professionals do not accept insurance

INCONSISTENT CARE

Only 41% of U.S. adults with a mental health condition received services in the past year

The industry's only complete behavioral health solution

- Network of ~1,700+ specialists, counselors and psychiatrists across multiple specialties
- Initial and ongoing psychometric assessment
- Comprehensive program that's tailored to telehealth
- Follow up after every session
- Custom formulary for psychiatrists

Solid Go-to-Market Strategy

- BetterHelp consumer brand
- \$12B+ Total Addressable Market
- Direct-to-Consumer Subscription
- Selective online ad spend
- PMPM / Visit Fee
- 2016E Revenue of \$11 million
 - Represents growth of 2x+ from 2015



Our Provider and Health Systems Opportunity

~100 Hospitals and Health Systems

Select Clients/Endorsements



Value Proposition

- Exclusive telehealth endorsement by American Hospital Association
- Better manage risk in an ACO model
- Improve provider-employed physician productivity
- Expand their brands into their local markets
- Post-discharge re-admission avoidance

Teladoc algorithm defers FIRST to provider-employed doctors, then switches to Teladoc pool if provider's doctors not available

Legal and Regulatory Update

Regulatory Environment

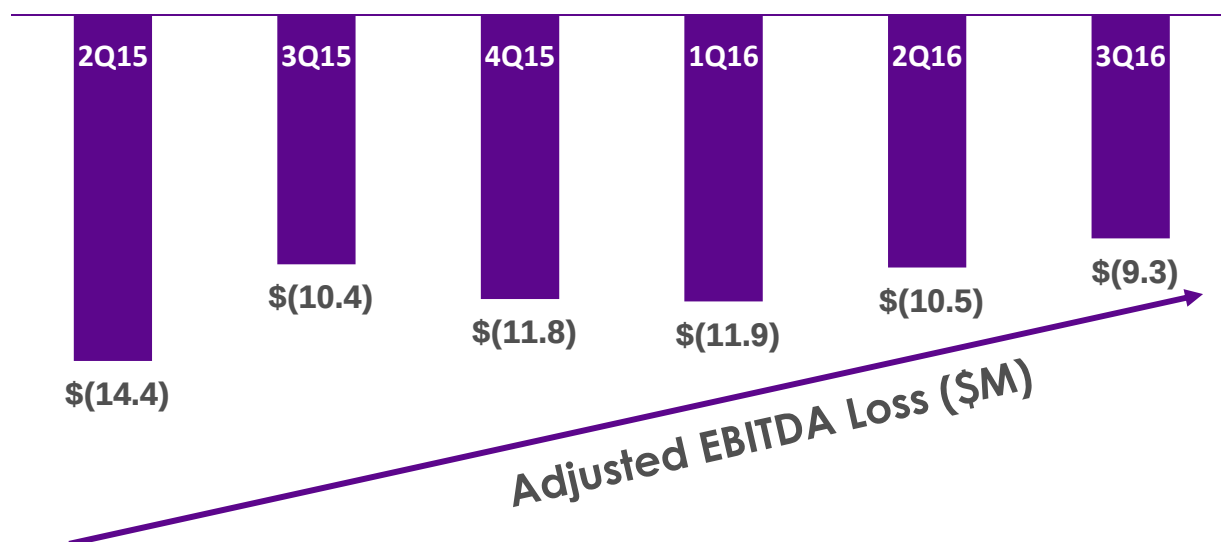
- During the last 24 months, twenty states and the federal government passed laws or rules favorable to telehealth, including Ohio, Indiana, Missouri, Iowa, Connecticut, Louisiana, Virginia, South Carolina, Tennessee, Delaware, West Virginia, New Hampshire and Alaska.
- Our fight in the courts with the Texas Medical Board could be approaching a conclusion. TMB may be open to settling with us (which we've always wanted), and we're also hopeful that the TX legislature will act during 2017 permanently to resolve the issue in our favor.

Intellectual Property

- On June 13, 2016, a federal court in Boston dismissed American Well's patent infringement lawsuit against Teladoc and declared that AmWell's patent was invalid because the subject matter it covered was not patentable. Separately, on August 23, 2016, the U.S. Patent and Trademark Office granted our request to invalidate that same patent on a different basis. American Well would now have to succeed in two different appeals to reinstate its case against us.
- We have three additional petitions for review against American Well's patents pending before the Patent Office, and we're confident of favorable decisions during 2017.

Progress Toward Profitability

- Decreasing quarterly losses as we continue to generate strong new client growth and leverage the benefits of scale in our multiple platforms



**Targeting
Break-
even
Adjusted
EBITDA
in 4Q 2017**

Note: Adjusted EBITDA is a non-GAAP measure. Because Teladoc's calculation of these measures may differ from similar measures used by other companies, investors should be careful when comparing Teladoc's non-GAAP financial measures to those of other companies. Please refer to the Appendix to this presentation for a reconciliation of Adjusted EBITDA to net loss. For additional information regarding this non-GAAP measure, refer to our Form 10-K and Form 10-Q filings, as filed with the SEC.

Company Highlights

First and Largest Telehealth Solution (~70% Share) ⁽¹⁾

**Growing Underpenetrated Market with
an Estimated 548mm Annual Patient Visits & \$29bn TAM ⁽²⁾**

**Attractive Business Model with Strong Revenue Growth
and Substantial Opportunity to Scale**

Company and Telehealth Industry at a Positive Inflection Point

Delivering Significant, Measurable ROI

**Value for All Constituents: Payor / Employer;
Member / Employee & Provider**

(1) Share based on total telehealth 2015 visits. Depicts share only among top four players. Calculated by dividing Teladoc 2015 total visits of 576K by the sum of all combined visits for Teladoc, MDLive, American Well and Doctor on Demand for calendar year 2015. Visit counts for competitors represent management estimates.

(2) Represents ambulatory care market (\$17bn) and behavioral health market (\$12bn). TAM calculated based on management estimates as set forth in slide 8.

Appendix: Adjusted EBITDA reconciliation

Adjusted EBITDA reconciliation

	2Q15	3Q15	4Q15	1Q16	2Q16	3Q16
Net loss	(17,064)	(13,246)	(15,007)	(15,304)	(14,879)	(29,772)
Add (deduct):						
Interest expense, net	642	489	500	427	407	873
Income tax provision (benefit)	171	162	161	162	10	188
Depreciation expense	215	317	387	447	490	606
Amortization expense	708	1,174	1,159	1,061	1,068	2,001
EBITDA⁽¹⁾	(15,328)	(11,104)	(12,800)	(13,207)	(12,904)	(26,104)
Stock-based compensation	567	719	979	1,288	1,634	2,165
Amortization of warrants and loss on extinguishment of debt	—	—	—	—	—	8,454
Transaction related costs	362	15	—	—	763	6,196
Adjusted EBITDA⁽²⁾	(14,399)	(10,370)	(11,821)	(11,919)	(10,507)	(9,289)

(1) EBITDA consists of net income (loss) before interest, taxes, depreciation and amortization.

(2) Adjusted EBITDA consists of net income (loss) before interest, taxes, depreciation, amortization, stock-based compensation, amortization of warrants and loss on extinguishment of debt and acquisition related costs related to mergers and acquisitions.