

True Health Launch

March 28, 2019



Safe Harbor Statement

Certain statements in this presentation and in other written or oral statements made by us or on our behalf are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 (“PSLRA”). A forward-looking statement is a statement that is not a historical fact and, without limitation, includes any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like: “believe,” “anticipate,” “expect,” “estimate,” “aim,” “predict,” “potential,” “continue,” “plan,” “project,” “will,” “should,” “shall,” “may,” “might” and other words or phrases with similar meaning in connection with a discussion of future operating or financial performance. In particular, these include statements relating to future actions, trends in our businesses, prospective services, future performance or financial results and the outcome of contingencies, such as legal proceedings. We claim the protection afforded by the safe harbor for forward-looking statements provided by the PSLRA.

These statements are only predictions based on our current expectations and projections about future events. Forward-looking statements involve risks and uncertainties that may cause actual results, level of activity, performance or achievements to differ materially from the results contained in the forward-looking statements. Risks and uncertainties that may cause actual results to vary materially, include, among others: the structural change in the market for health care in the United States; uncertainty in the health care regulatory framework; uncertainty in the public exchange market; the uncertain impact of CMS waivers to Medicaid rules; the uncertain impact the results of the 2018 congressional, state and local elections, as well as subsequent elections, may have on health care laws and regulations; our ability to effectively manage our growth; the significant portion of revenue we derive from our largest partners, and the potential loss, termination or renegotiation of customer contracts; our ability to offer new and innovative products and services; risks related to completed and future acquisitions, investments and alliances, including the acquisition of assets from NMHC and the acquisitions of Valence Health and Aldera, which may be difficult to integrate, divert management resources, result in unanticipated costs or dilute our stockholders; certain risks and uncertainties associated with the acquisition of assets from NMHC and the acquisition of Valence Health, including future revenues may be less than expected, the timing and extent of new lives expected to come onto the platform may not occur as expected and the expected results of Evolent may not be impacted as anticipated; the growth and success of our partners, which is difficult to predict and is subject to factors outside of our control, including premium pricing reductions, selection bias in at-risk membership and the ability to control and, if necessary, reduce health care costs, particularly in New Mexico; our ability to attract new partners; the increasing number of risk-sharing arrangements we enter into with our partners; our ability to recover the significant upfront costs in our partner relationships; our ability to estimate the size of our target market; our ability to maintain and enhance our reputation and brand recognition; consolidation in the health care industry; competition which could limit our ability to maintain or expand market share within our industry; risks related to governmental payor audits and actions, including whistleblower claims; our ability to partner with providers due to exclusivity provisions in our contracts; restrictions and penalties as a result of privacy and data protection laws; adequate protection of our intellectual property, including trademarks; any alleged infringement, misappropriation or violation of third-party proprietary rights; our use of “open source” software; our ability to protect the confidentiality of our trade secrets, know-how and other proprietary information; our reliance on third parties and licensed technologies; our ability to use, disclose, de-identify or license data and to integrate third-party technologies; data loss or corruption due to failures or errors in our systems and service disruptions at our data centers; online security risks and breaches or failures of our security measures; our reliance on Internet infrastructure, bandwidth providers, data center providers, other third parties and our own systems for providing services to our users; our reliance on third-party vendors to host and maintain our technology platform; our ability to contain health care costs, implement increases in premium rates on a timely basis, maintain adequate reserves for policy benefits or maintain cost effective provider agreements; the risk of a significant reduction in the enrollment in our health plan; our dependency on our key personnel, and our ability to attract, hire, integrate and retain key personnel; the risk of potential future goodwill impairment on our results of operations; our indebtedness and our ability to obtain additional financing; our ability to achieve profitability in the future; the requirements of being a public company; our adjusted results may not be representative of our future performance; the risk of potential future litigation; our holding company structure and dependence on distributions from Evolent Health LLC; our obligations to make payments to certain of our pre-IPO investors for certain tax benefits we may claim in the future; our ability to utilize benefits under the tax receivables agreement described herein; our ability to realize all or a portion of the tax benefits that we currently expect to result from past and future exchanges of Class B common units of Evolent Health LLC for our Class A common stock, and to utilize certain tax attributes of Evolent Health Holdings and an affiliate of TPG; distributions that Evolent Health LLC will be required to make to us and to the other members of Evolent Health LLC; our obligations to make payments under the tax receivables agreement that may be accelerated or may exceed the tax benefits we realize; different interests among our pre-IPO investors, or between us and our pre-IPO investors; the terms of agreements between us and certain of our pre-IPO investors; the potential volatility of our Class A common stock price; the potential decline of our Class A common stock price if a substantial number of shares are sold or become available for sale or if a large number of Class B common units are exchanged for shares of Class A common stock; provisions in our second amended and restated certificate of incorporation and second amended and restated by-laws and provisions of Delaware law that discourage or prevent strategic transactions, including a takeover of us; the ability of certain of our investors to compete with us without restrictions; provisions in our second amended and restated certificate of incorporation which could limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees; our intention not to pay cash dividends on our Class A common stock; our ability to maintain effective internal control over financial reporting; our expectations regarding the additional management attention and costs that will be required as we transition from an “emerging growth company” to a “large accelerated filer”; and our lack of public company operating experience.

The risks included here are not exhaustive. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Our Annual Report on Form 10-K for the year ended December 31, 2017, and other documents filed with the SEC include additional factors that could affect our businesses and financial performance. Moreover, we operate in a rapidly changing and competitive environment. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors. Further, it is not possible to assess the effect of all risk factors on our businesses or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. In addition, we disclaim any obligation to update any forward-looking statements to reflect events or circumstances that occur after the date of this presentation.

Closing Conditions

The material in this conference call presentation is subject to business and governmental closing conditions.

Executive Summary

Transaction Overview

- True Health is a Medicare Advantage health plan that partners with leading providers in target markets that seek to capture Medicare Advantage economics but: 1) do not want to start their own health plan, and 2) are unable to secure adequate value-based terms from existing payers
- True Health is formed from contributions from existing owners of GlobalHealth (including an affiliate of Kinderhook Industries, a private equity firm), and Evolent Health
 - Existing owners of GlobalHealth contribute: GlobalHealth plus capital; GlobalHealth is an Oklahoma-based health plan with approximately 13,000 Medicare Advantage members, \$260M in projected 2019 revenue and is also profitable on an adjusted EBITDA basis
 - Evolent contributes: Signed provider agreements in multiple markets plus \$37.5M of capital
 - Evolent will be a 45% owner of True Health and the existing owners of GlobalHealth will be a 55% owner
- Evolent will account for True Health as an equity investment and not consolidate True Health on our P&L
- True Health's anchor relationship with GlobalHealth, scalable supporting infrastructure, new market pipeline contributed by Evolent, and strong provider brand will serve as important differentiators



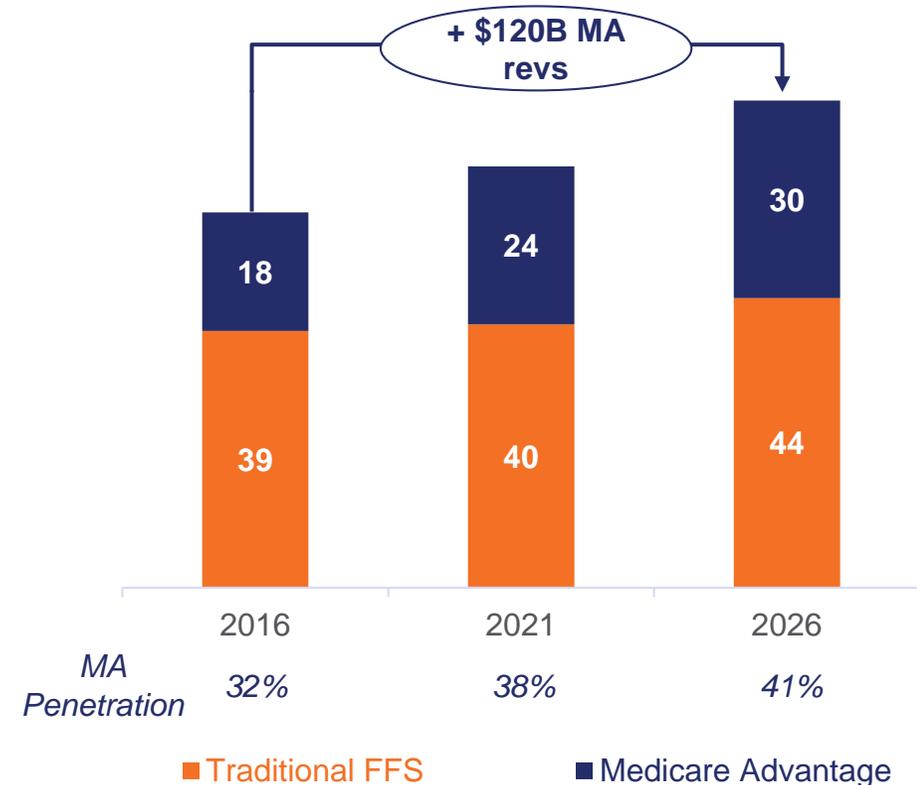
Strategic Benefits

1. Equity stake in True Health represents a material value creation opportunity
2. Strong potential cross-sell opportunity for Evolent services into True Health
3. No limitations to Evolent's current service business in Medicare; True Health opportunity is purely incremental

Medicare Advantage is a Large and Attractive Market

- **Massive Total Addressable Market with secular tailwinds**
 - \$190 billion market in 2016¹
 - Strong enrollment growth since the ACA was passed in 2010, driven by:
 - ✓ Favorable regulatory conditions
 - ✓ Demographics
 - ✓ Long-term secular trend to increasing MA penetration vs. fee-for-service
 - ✓ Healthcare inflation
- **Well-run MA plans have attractive profitability characteristics**
 - Profitability of successful MA plans typically 3-5% (~\$24-40 PMPM)
 - MLRs typically stable after plans have reached scale and achieved 4 Star rating

Projected Medicare Beneficiary Growth (beneficiaries in millions)²



1) "Status report on the Medicare Advantage program." *Report to the Congress: Medicare Payment Policy*. MedPAC. March 2017. http://medpac.gov/docs/default-source/reports/mar17_medpac_ch13.pdf?sfvrsn=0

2) "Congressional Budget Office's March 2016 Medicare Baseline." Congressional Budget Office. March 24, 2016. <https://www.cbo.gov/sites/default/files/recurringdata/51302-2016-03-medicare.pdf>

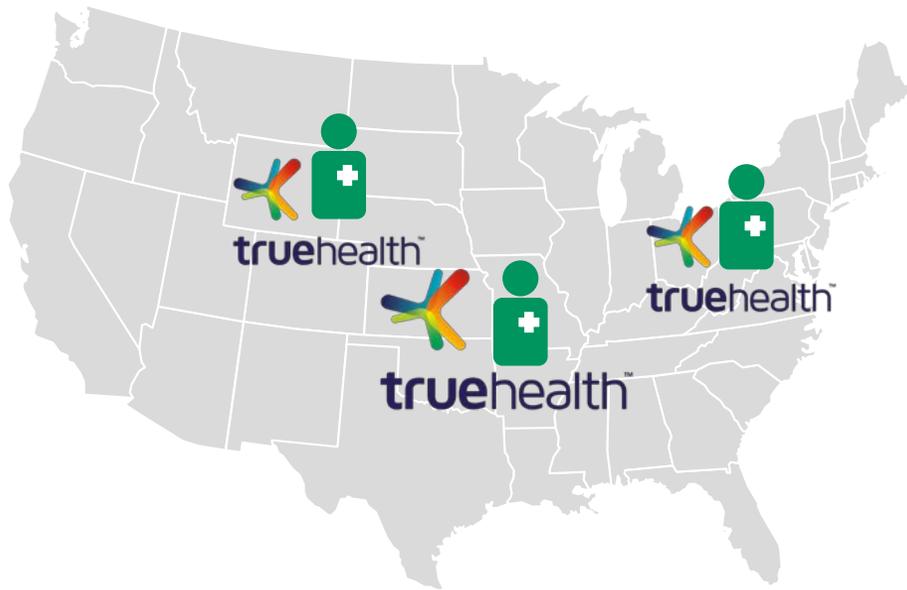
Evolut's Medicare Advantage Suite of Offerings

Evolut Medicare Advantage Suite of Offerings			
Description	Supporting Providers in Their Value-Based Strategies	Specialty Care Management	Medicare Advantage Plan
Go-To-Market Offering			
Economic Model	Fee-Based	Performance-Based	Full Insurance Premium
EVH Ownership	Wholly-Owned		Minority

Large untapped total addressable market with low capital requirements; continue to focus in these segments

Attractive in long-term but capital intensive; therefore, spin-out to capture equity and services opportunity

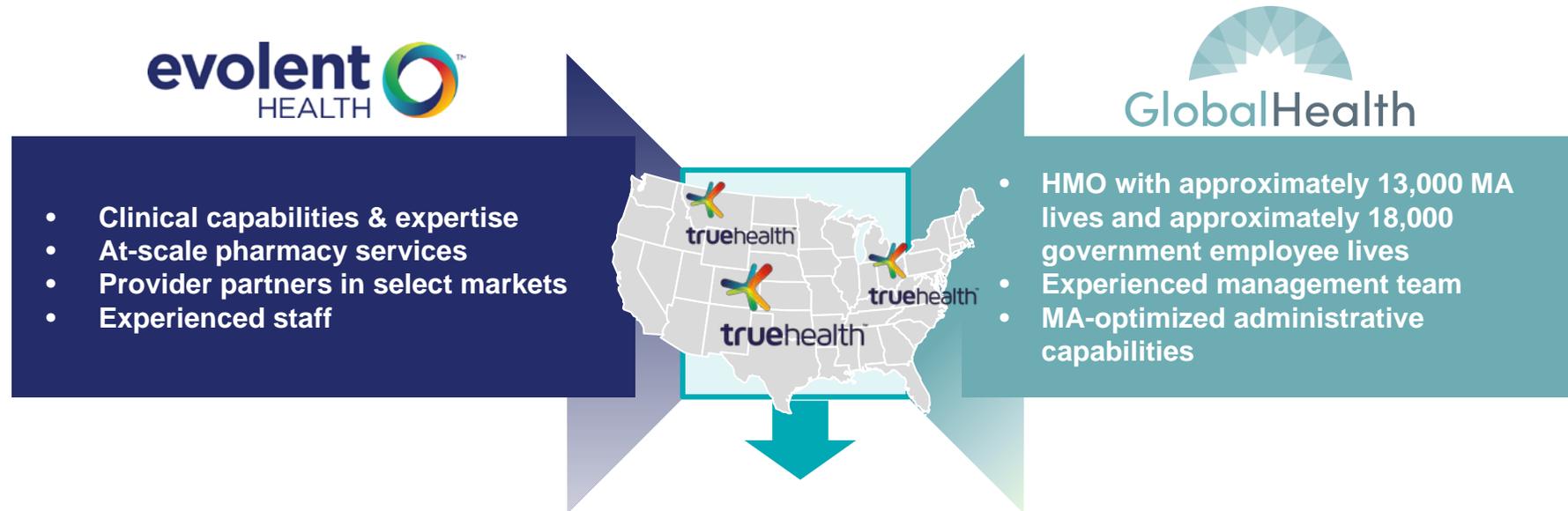
The True Health Model Enables Provider-Driven Differentiation in the Medicare Advantage Market



- ✓ Establishes long-term network partnerships with progressive physician organizations who are dedicated to value-based care
- ✓ Launches provider-led, co-branded, narrow network MA health plans in attractive and high-growth Medicare markets
- ✓ Offers percent of premium partnership terms to providers, centered around a steady MLR target and glidepath to 100% risk
- ✓ Collaborates with providers in network development, benefit design, and sales & marketing

A Combination of Assets and Expertise to Accelerate Provider-Driven Medicare Advantage Offering in Select Regions with Top Tier Providers

The joint venture partners with leading providers to offer Medicare Advantage plans under the True Health brand in targeted geographies



Material Services & Equity Opportunity

- Targeting 100,000+ enrolled lives in the medium-term
- EVH cross-sell opportunity of up to \$50 PMPM

Note: True Health targeted geographies depicted are illustrative

Strategic Rationale

The True Health / GlobalHealth transaction presents a significant opportunity to create equity value and services revenue for Evolent

- In select markets, high-performing **providers do not feel they have opportunities to capture the MA value** they are creating for payers – at the same time, many of these **providers do not want to own a health plan**
- True Health addresses this unmet need and offers a differentiated value proposition for providers by creating **highly aligned health plan economics and eliminating traditional “friction”** between payer and provider
- True Health currently intends to pursue market entry into 6-8 markets by 2022, creating a **strong service revenue stream** to Evolent for clinical, pharmacy and support services
- The transaction structure creates **equity value** for Evolent while limiting capital / financial risk profile given minority position and ability to add financial partners over time



Q&A



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