

Teleflex Incorporated

Acquisition of NeoTract, Inc. Conference Call
September 5, 2017

Teleflex®

Forward Looking Statements

This presentation and our discussion contain forward-looking information and statements. These forward looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those projected or implied in the forward-looking statements, including, but not limited to, the possibility that the acquisition does not close; unanticipated costs and length of time required to comply with legal requirements and regulatory approvals applicable to the transaction; unanticipated difficulties and expenditures in connection with integration programs; customer and shareholder reaction to the transaction; risks associated with the financing of the transaction; disruption from the transaction making it more difficult to maintain business and operational relationships; significant transaction costs; unknown liabilities; the risk of regulatory actions related to the proposed acquisition; changes in general and international economic conditions, including fluctuations in foreign currency exchange rates; and other factors described or incorporated in our filings with the Securities and Exchange Commission ("SEC"), including our Annual Report on Form 10-K for the year ended December 31, 2016.

Agenda

1.	Strategic Rationale
2.	Transaction Overview
3.	NeoTract, Inc. Overview
4.	Financial Summary
5.	Transaction Summary

Strategic Rationale

Highly strategic and complementary acquisition

- **Significantly advances Teleflex's offering of urological solutions**
- **Single-product company with growth profile better than Vidacare**
- **Expands Teleflex's product portfolio into benign prostatic hyperplasia ("BPH") market estimated to have a total addressable market size of > $30 billion**

Accelerates Teleflex's sales growth trajectory and provides opportunity to capitalize on existing sales channel

- **NeoTract has experienced significant revenue growth since initiating product commercialization**
  - **2015 revenue of approximately $18 million**
  - **2016 revenue of approximately $51 million**
  - **2017 revenue estimated to be between $115 to $120 million**
  - **2018 revenue expected to grow at least 40% over 2017 levels**
- **Positions Teleflex to expand upon its current presence within the urological call-point**
- **Ability to capitalize on Teleflex's existing international infrastructure to drive further O.U.S. penetration of NeoTract's UroLift® System**

Strategic Rationale

Strong clinical data and intellectual property and established reimbursement

- **Since receipt of CE Mark in 2010 and de novo 510(k) in 2013, NeoTract's UroLift® System has been the subject of a significant number of studies, including:**
  - **9 studies, including two randomized studies**
  - **23 peer-reviewed publications, including multiple meta-analyses**
  - **Over 1,000 patient years published with 5-year follow-up data**
- **Intellectual property:**
  - **62 issued and 30 pending patents**
- **UroLift® System has broad, sustainable reimbursement in place, including:**
  - **Dedicated category 1 CPT codes specific to the UroLift® System procedure prostatic urethral lift**
  - **100% covered by Medicare Administrative Contractors, which translates to approximately 174 million covered lives in the United States**

Compelling financial profile that substantially improves Teleflex's revenue growth, margins, earnings and cash flow generation capabilities

- **Expected to be slightly dilutive to adjusted earnings per share[1] in 2017, breakeven to adjusted earnings per share[1] in 2018, with significant accretion thereafter including $0.35 to $0.40 of adjusted earnings per share[1] accretion in 2019**

1 - Adjusted earnings per share excludes specified items such as amortization of acquired intangibles, inventory step-up, restructuring costs and other costs incurred to execute the transaction. Adjusted earnings per share is a non-GAAP financial measure and should not be considered a replacement for GAAP results.

Transaction Overview

Price	• **Upfront payment of $725 million at closing and up to an additional $375 million upon the achievement of 2018 through 2020 commercial sales milestones**
Integration	• **Proven track-record of successfully integrating acquisitions and quickly de-levering**
Timing	• **Subject to regulatory approval and other customary closing conditions, transaction is expected to close within the next 30 days**
TFX Balance Sheet	• **Over the long-term, Teleflex intends to maintain its debt to adjusted EBITDA (as calculated in accordance with the terms set forth in the Company's existing Credit Agreement) at approximately 3.0x**

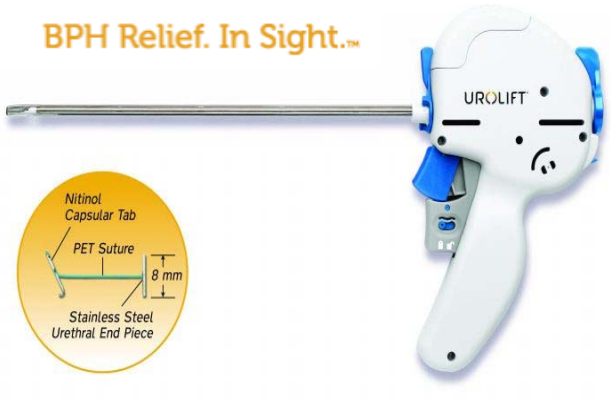
NeoTract, Inc. Overview

Business Overview

- **Founded in 2004, NeoTract is a privately-held medical device company that has developed and commercialized the FDA-cleared UroLift® System**
- **The UroLift® System is a novel, minimally invasive technology for treating lower urinary tract symptoms due to benign prostatic hyperplasia, or BPH, which is an age-related male condition that results in a larger than usual prostate that squeezes the urethra**
- **The UroLift® permanent implants, delivered during a transurethral outpatient procedure, relieve prostate obstruction and open the urethra directly without cutting, heating, or removing prostate tissue**
- **Established reimbursement**
  - **CPT1 code January 2015**
  - **100% covered by Medicare**
- **~ 70 direct sales employees in the U.S.**
- **High growth and high margin product profile that will be accretive to existing Teleflex business**

UROLIFT®

BPH Relief. In Sight.™



UroLift Implant | UroLift Delivery Device

Revenue in millions



Source: NeoTract, Inc. information

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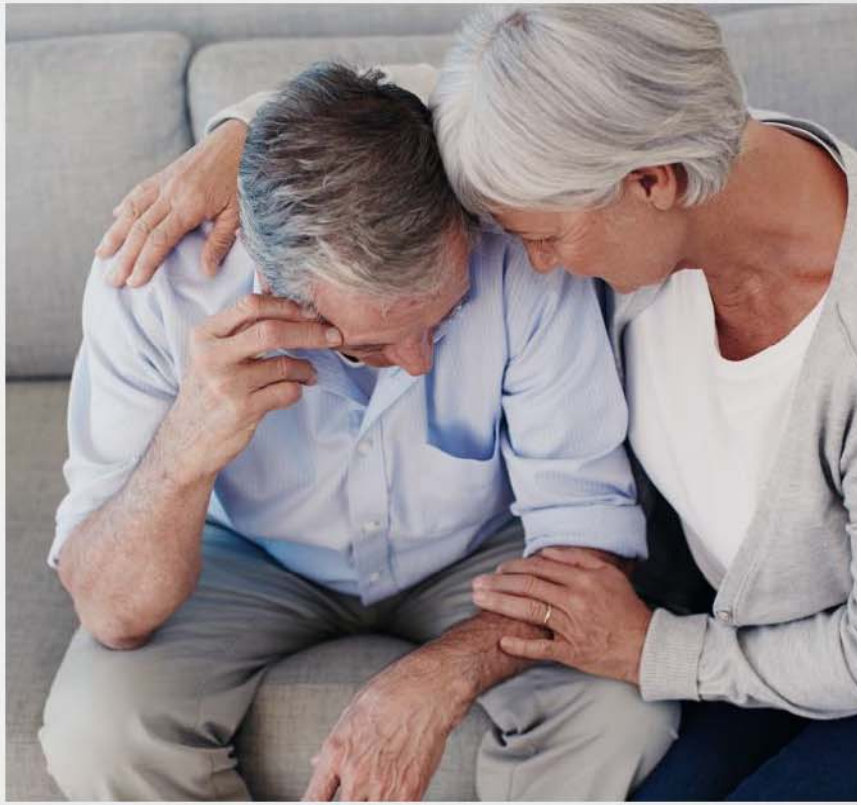
Most men who suffer from moderate to severe BPH experience a reduction in quality of life

- Disruption of sleep patterns
- Impaired sex life
- Interruption of leisure activities
- Negative impact on job performance
- Can lead to social isolation and depression



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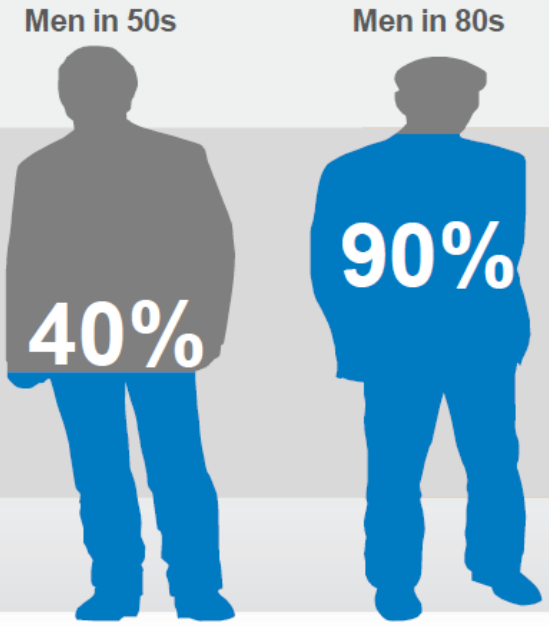
BPH Becomes Increasingly Common as Men Age

Percentage of Men with Histological BPH[1]



22 M
U.S. men with moderate to severe symptoms[2]

12 M
Actively-managed BPH patients in U.S.[3,4]

1. Berry, J Urology 1984; 132: 474-479 2. Based on Wei, et al., Urologic Diseases in America, NIH publication 07-5512: 43-67 and US Census population estimates
3. NeoTract market estimates 2016-18 4. Based on IMS Health data

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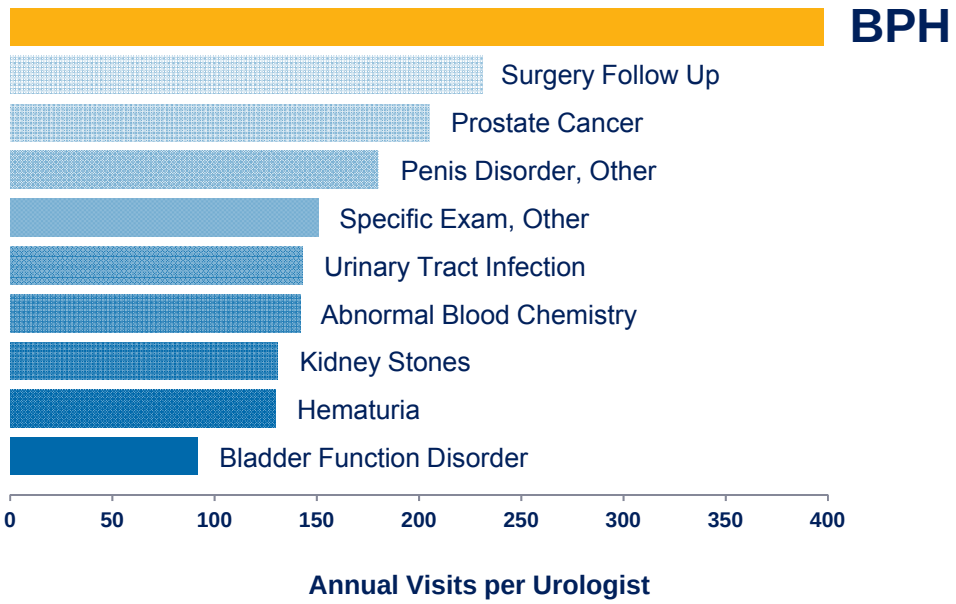
BPH is the Number One Reason Men Visit a Urologist

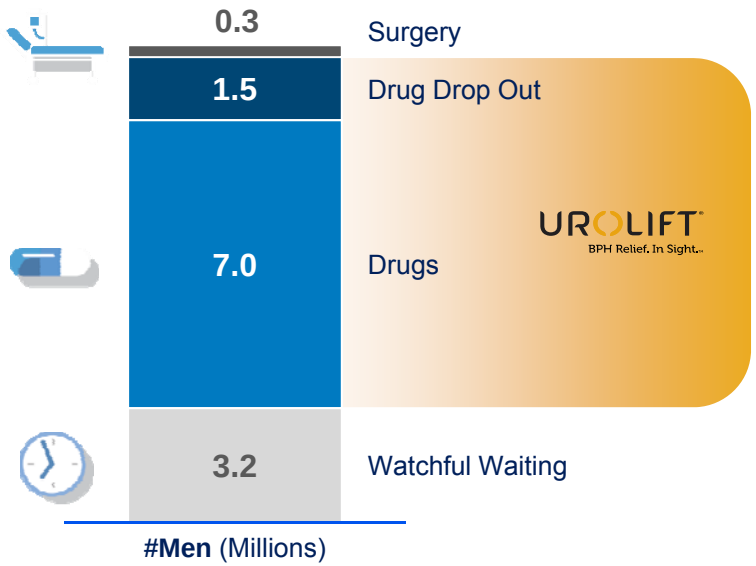
- ~12,000 urologists in the U.S.[1]
- ~47% of all BPH patients are in the care of a urologist[1]
- Initial focus on ~5,400 urologists seeing 80% of BPH patients in the care of a urologist[1]

Top 10 Reasons for Visits to Urologists[2]



1. Estimates based on IMS data
2. IMS Health NDTI Urology Specialty Profile, July 2012-June 2013

>$30B Market Opportunity for UroLift® in the U.S.



8.5 Million

Men On Drugs or Drug Drop Out

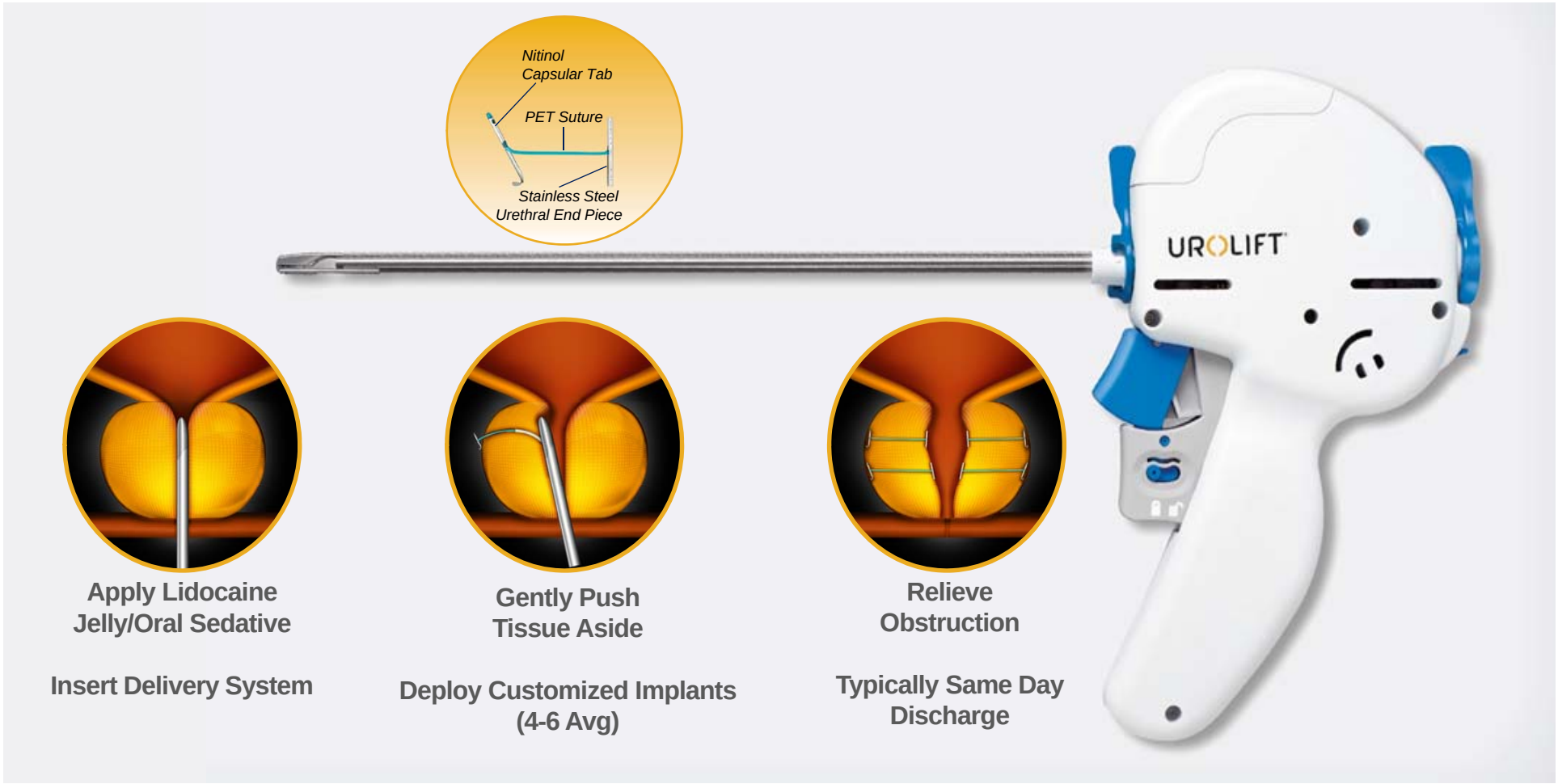
UroLift® Target Market

12.0 Million U.S. Men Treated for BPH[1]

66% UroLift® patients are coming from
the Watchful Waiting, Drug and Drug Drop Out categories

1. NeoTract internal market estimates for 2017 and IMS Health data

Simple, Straightforward Procedure



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Financial Summary

1. **Subsequent to issuing Q2'17 financial results and prior to entering into the agreement to acquire NeoTract, Teleflex used $475 million of cash on the balance sheet to reduce its outstanding borrowings under its revolving credit facility, reducing Q2'17 LTM pro-forma gross leverage to approximately 2.5x**

2. **Prudent use of existing balance sheet capacity**
   - **Intend to finance the transaction at closing through borrowing against our revolving credit facility**
   - **Following the consummation of the transaction, Teleflex may seek to opportunistically term-out revolving credit facility borrowings through a note offering**

3. **Similar to the acquisitions of Vidacare and Vascular Solutions, NeoTract accelerates Teleflex's top-line growth profile with high-margin, differentiated product offering**

4. **Transaction is expected to be slightly dilutive to adjusted earnings per share[1] in 2017, breakeven to adjusted earnings per share[1] in 2018, with significant accretion thereafter including $0.35 to $0.40 of adjusted earnings per share[1] accretion in 2019**

5. **Acquisition is expected to generate a return on invested capital that meets the Company's cost of capital in the third year after closing and exceeds the Company's cost of capital in the fourth year after closing**

1 - Adjusted earnings per share excludes specified items such as amortization of acquired intangibles, inventory step-up, restructuring costs and other costs incurred to execute the transaction. Adjusted earnings per share is a non-GAAP financial measure and should not be considered a replacement for GAAP results.

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Transaction Summary

1. **Highly strategic, complementary and accretive acquisition**

2. **Accelerates Teleflex's sales growth trajectory and provides significant sales channel opportunity**

3. **NeoTract's UroLift® System has strong clinical data and intellectual property, as well as established reimbursement**

4. **Compelling financial profile that substantially improves Teleflex's revenue growth, margins, earnings and cash flow generation capabilities**

5. **Leverages Teleflex's O.U.S. channel capabilities**

6. **Creates shareholder value for Teleflex shareholders**

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Q&A