USPN one partner

Investor Presentation August 5, 2021

Forward Looking Statements

This presentation contains forward-looking statements, which involve numerous risks and uncertainties. Included are statements relating to opening of new clinics, availability of personnel and reimbursement environment. The forward-looking statements are based on the Company's current views and assumptions and the Company's actual results could differ materially from those anticipated as a result of certain risks, uncertainties, and factors, which include, but are not limited to: general economic, business, and regulatory conditions; public health crises and epidemics/pandemics, such as the novel strain of COVID-19; competition; reimbursement conditions; federal and state regulation; acquisitions; clinic closures, availability, terms, and use of capital; availability and cost of skilled physical and occupational therapists; and weather. See Risk Factors in Item 1A of our Annual Report of Form 10-K for the year ended December 31, 2020.



Investment Highlights

Established Company	 576 outpatient physical and occupational therapy clinics across 39 states One of the largest owner/operator of PT clinics Growing Industrial Injury Prevention business One of two publicly-traded, pure play providers
Attractive Market Dynamics	 US rehab market > \$30B in annual revenue Highly fragmented; No company with >10% market share Favorable demographics – aging and active population
Proven Business Model	 Partner with experienced physical therapists Driven by organic growth and acquisitions Approximately one-half of clinics were de novo start-ups
Solid Financial Position	 Strong cash flow and balance sheet Diversified payor mix, 29% of physical therapy operations from Medicare



Focused Business Model

- Specialize in trauma, sports, work-related and pre and post surgical cases
- Partner with experienced physical therapists
 - Drive volume via referrals
 - Augment sales with marketing reps
- Historical focus on organic growth via lower cost de novo (start-up) clinics
- Strategic acquisitions structured like de novos as partnerships with significant ownership retained by founders





Large and Growing Market Opportunity

- \$30B+ U.S. rehab market with projected growth
- Favorable demographics physically active, aging and obese population segments
- Untapped market potential each year ~50% of Americans over the age of 18 develop a musculoskeletal injury that lasts more than 3 months; only 10% use outpatient physical therapy services⁽¹⁾
- Healthcare delivery shifting towards lower cost, high quality outpatient providers

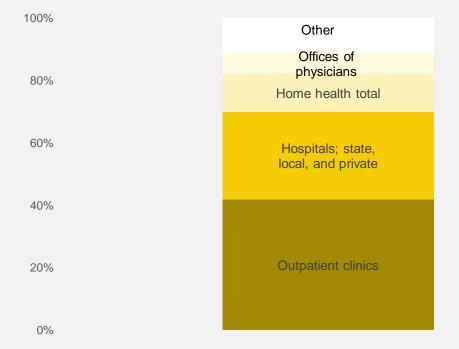


(1) Source: "Industry Trends in M&A and Total Addressable Market Study" (Bain & Company, WebPT)



Setting for Physical Therapy Care

Within physical therapy, outpatient clinics are the leading setting for care.

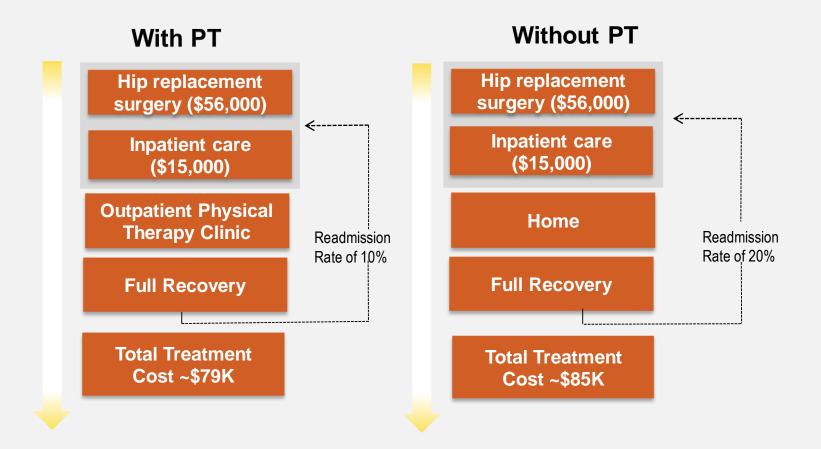


• Orthopedic rehab is the primary driver of physical therapy services, representing approximately 60% of visits

Source: "Industry Trends in M&A and Total Addressable Market Study" (Bain & Company, WebPT)



Payers See Significant ROI for Physical Therapy



Source: "Industry Trends in M&A and Total Addressable Market Study" (Bain & Company, WebPT)



Competitive Landscape

- Highly fragmented U.S. outpatient rehab market with 37,000 + clinics⁽¹⁾
- No company with >10% market share
- USPh is one of the largest owner/operator of PT clinics
 - Select Medical/Physio
 1,833 Clinics
 - ATI 882 ClinicsUSPh 576 Clinics

⁽¹⁾Source: "Industry Trends in M&A and Total Addressable Market Study" (Bain & Company, WebPT)



Growth Strategy

Drive organic growth through de novo PT/OT clinic openings, utilize true partnership model

Maximize profits of existing facilities by growing patient volume, improving pricing and increasing efficiencies

Augment organic growth through strategic acquisitions



USPH Partnership Advantages

USPh ONE PARTNER

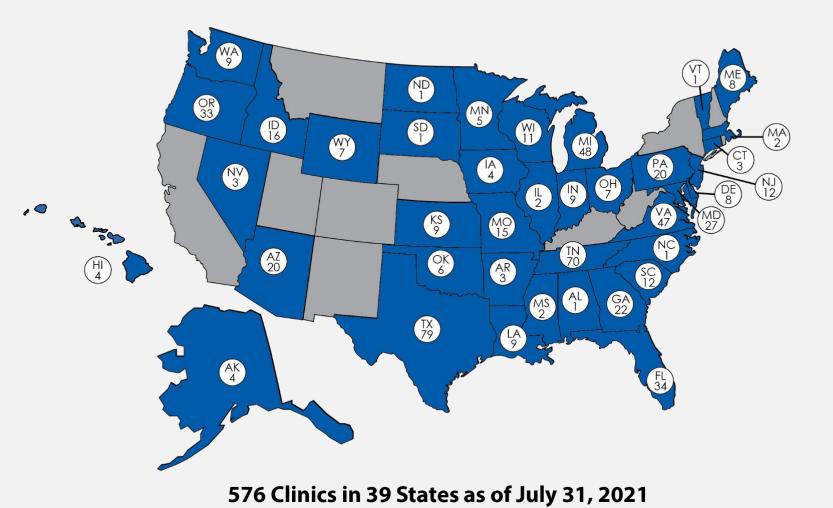


More Resources

- Access to Capital for Development of Additional Clinics
- ✓ Less Personal Financial Risk
- ✓ Unlimited Earnings Potential
- ✓ Full Benefit Package
- Ongoing Guidance within Semi-Autonomous Work Environment



National Footprint





Acquisition Strategy

- Completed 38 acquisitions since 2005
- Range in size from 3 to 52 clinics
- Acquisition criteria:
 - Owner therapists continue to operate clinics and retain significant equity interest
 - ✓ Immediately accretive to earnings
 - $\checkmark\,$ Further de novo growth opportunities





Scale Advantages Create a Robust Business Case for Consolidation

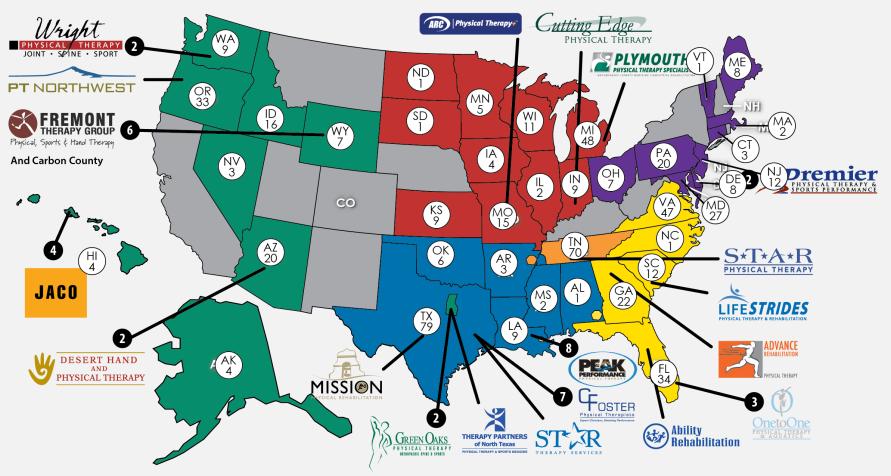
- Increased likelihood of selection for payer networks
 - Scale is cited as a core criterion by specialty network managers and payers.
 - Some limited leverage in negotiations with payers for reimbursement
- Higher likelihood of referrer activity and advocacy
- More efficient, patient-centric care model -- including clinic, home and telehealth options
- Enhanced compliance capabilities
- Centralized infrastructure to limit costs and improve operational efficiencies
- Increased patient awareness and high brand recognition

Source: "Industry Trends in M&A and Total Addressable Market Study" (Bain & Company, WebPT)



New Clinics / Brands 2021

2020 Through 06/30/2021



576 Clinics in 39 States as of July 31, 2021



Executive Management

Chris Reading – Chief Executive Officer

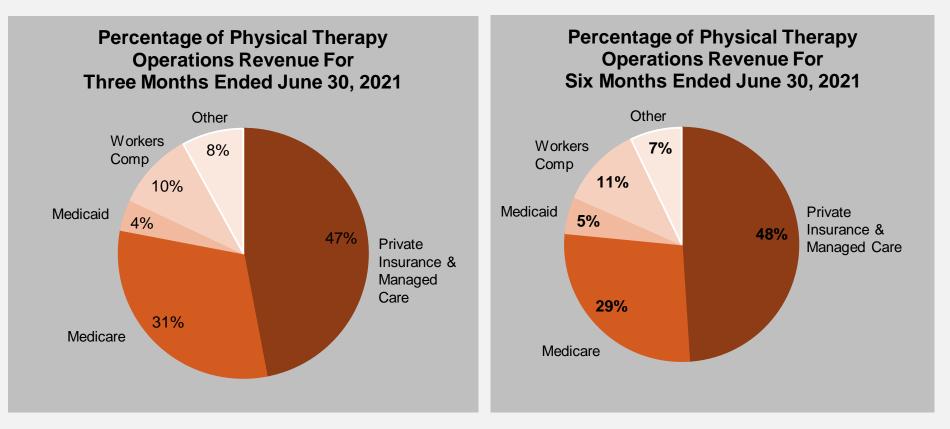
- Joined USPh as COO in November 2003
- Promoted to CEO and Board in November 2004
- Previously Senior Vice President of Operations with HealthSouth, managed over 200 facilities including OP, ASC, DX Imaging and rehab hospital operations.
- BS Physical Therapy

Carey Hendrickson – Chief Financial Officer

- Joined USPh as CFO in November 2020
- Previously served as CFO for Capital Senior Living Corporation (NYSE:CSU) and Belo Corp. (NYSE: BLC)
- BBA & MBA
- Graham Reeve Chief Operating Officer East Region
 - Joined USPh in March 2018
 - Previously President & Chief Executive Officer of Baptist Health System in San Antonio, TX. Managed six hospitals with a \$1.32B annual operating budget.
 - BS Physical Therapy & MBA
 - Eric Williams Chief Operating Officer Central/West Regions
 - Joined USPh in July 2021
 - Served since August 2018 as President and Chief Operating Officer for Omni Ophthalmic Management Consultants (OOMC), an ophthalmology management services organization
 - Previously served in the roles of Chief Operating Officer and then Chief Executive Officer of Drayer Physical Therapy Institute, LLC, an outpatient physical therapy provider with a network of over 150 clinics in 14 states
 - BA in Materials and Logistics Management



USPH Physical Therapy Operations Revenue Mix





Industrial Injury Prevention

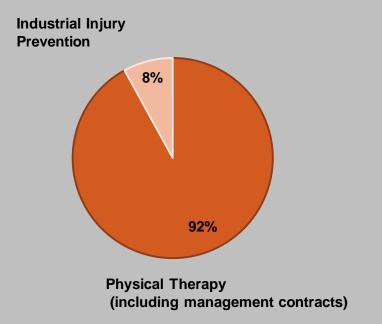


- Both internally and through acquisition, USPh has expanded its industry-focused Industrial Injury Prevention business.
- In March 2017, April 2018 and April 2019 USPh acquired leading providers of Industrial Injury Prevention services.
- Industrial Injury Prevention (Briotix Health) services include rehabilitation, performance optimization and ergonomic assessments. Services are performed onsite at more than 600 client locations.
- Industrial Injury Prevention accounted for 8.4% of USPH's total revenue for the six months ended June 30, 2021.

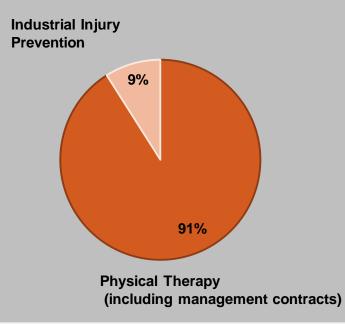


USPH Total Revenue Mix





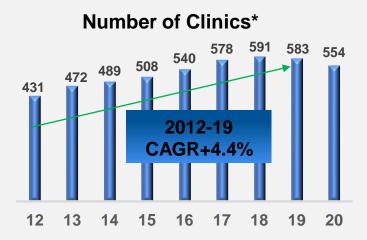
Percentage of Revenue For Year Ended December 31, 2020





USPH Physical Therapy Growth Drivers

Prior to Covid-19 pandemic each driver showed robust growth historically



Daily Patient Visits Per Clinic



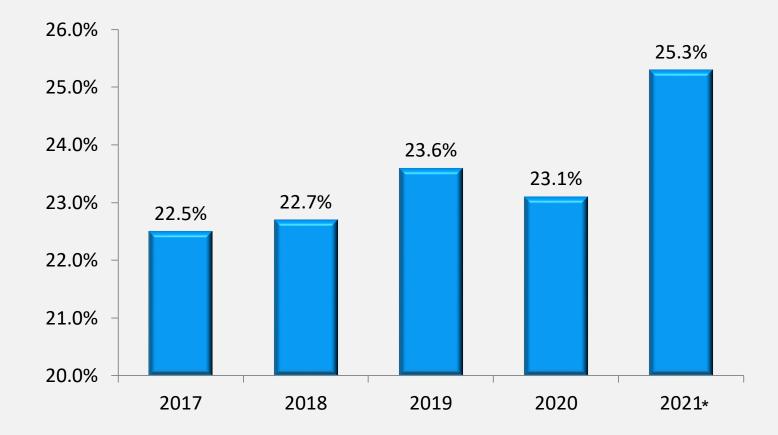
Number of Visits (thousand)



*In 2019, the Company sold interest in a partnership, which operated 30 clinics. In 2020, the Company sold 14 previously closed clinics and closed 34 clinics.



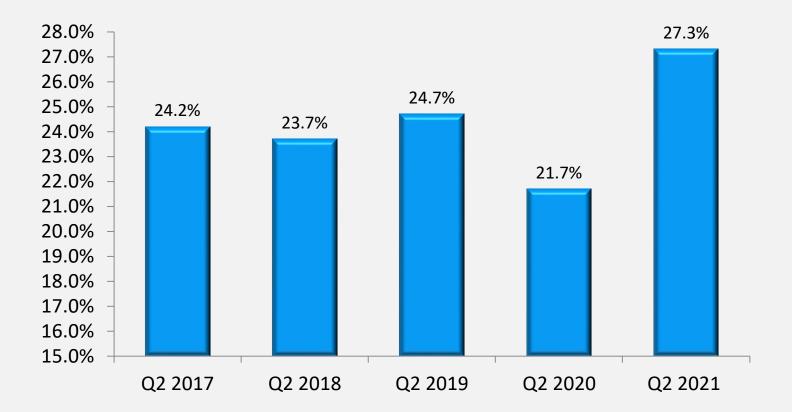
USPH Physical Therapy Operations Margin Annual Margins



*2021 is for the six months ended June 30, 2021.



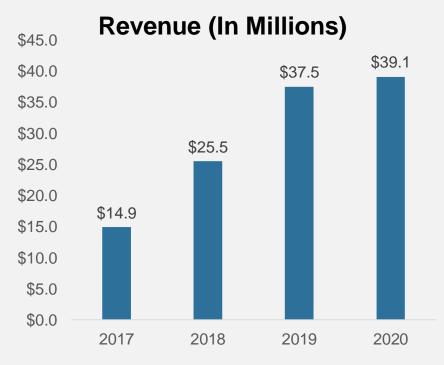
USPH Physical Therapy Operations Margin Second Quarter Margins





Industrial Injury Prevention





Note: Revenue for the Six Months ended June 30, 2021 was \$20.0 million

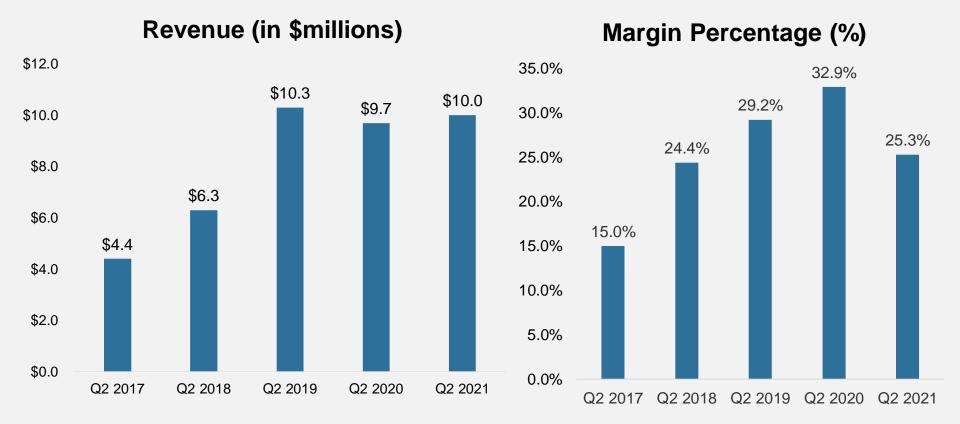


^{*2021} margin % is for the six months ended June 30, 2021



Industrial Injury Prevention

Second Quarter Progression



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Dividend

- The Company initiated a quarterly dividend in 2011, and subsequently increased the quarterly dividend rate each year.
- Temporarily suspended quarterly dividend after Q1 2020 due to uncertainty associated with Covid-19 pandemic
- Reinstated the quarterly dividend in Q1 2021 at \$0.35 per share, and increased it again to \$0.38 in Q3 2021
- Dividend seen as an additional way to increase returns to shareholders as Company is under-leveraged and has excellent net free cash flow
- Dividends do not impact our ability to continue to grow internally through de novo clinic development and externally through acquisitions

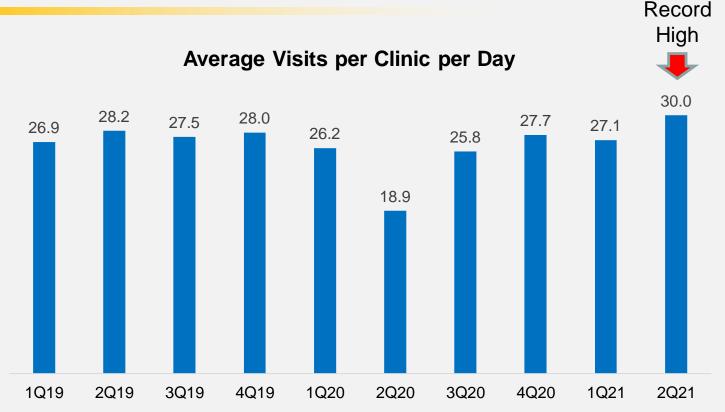


COVID-19

- With the March onset of the pandemic, the Company took a number of actions to preserve cash and mitigate losses including staffing adjustments and clinic closures
- Initially, 70 out of 585 clinics were closed (30 temporarily and 40 permanently) based on the presumption of lower patient volumes for a sustained period of time. All temporarily closed clinics have reopened. In 2020, we closed a total of 48 clinics, of which 14 were sold.
- The Company adjusted its workforce at the onset of the pandemic through furloughs and a reduction-in-force. At December 31, 2019, we employed approximately 5,400 people, of which approximately 3,200 were full-time employees. As of December 31, 2020, we employed approximately 4,630 people, of which approximately 2,550 were full-time employees. As of June 30, 2021, we employed approximately 5,178 people, of which approximately 2,755 were full-time employees.
- Salary reductions were also implemented for Corporate support personnel and certain operational leadership roles, including 35% to 40% reductions for executives.



COVID-19 RECOVERY



- In April 2020, patient volumes were approximately 45% of pre-COVID volumes. Volumes grew consistently from May through December 2020.
- In Q2 2021, the Company achieved record-high average visits per clinic per day of 30.0.
- The Company's industrial injury prevention services business has been less affected by the pandemic.



Strong Cash Flow and Balance Sheet

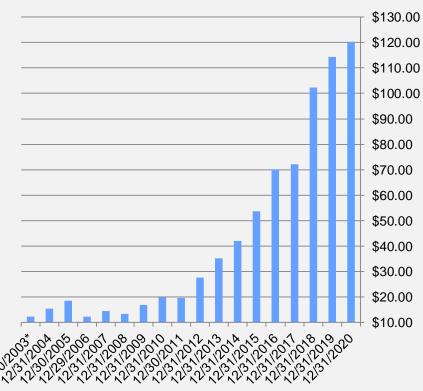
- At June 30, 2021, we had \$20.4 million in cash and \$38.0 million outstanding on our line of credit.
- Both de novo clinics and acquisitions financed primarily through free cash flow.
- In 2020, the Company generated Adjusted EBITDA⁽¹⁾ of \$70.0 million inclusive of Relief Funds (without Relief Funds = \$56.5 million).
- In Six Months ended June 30, 2021, the Company generated adjusted EBITDA of \$37.4 million.

(1) Adjusted EBITDA is defined as net income attributable to USPH shareholders before interest income, interest expense, taxes, depreciation, amortization, equity-based awards compensation expense and write-off of goodwill related to clinic closures.



Strong Return to Shareholders

Average Annual Rate of Return to Shareholders 54.3% Per Year



* CEO joined Company in Fall of 2003; COO-East in Spring of 2018; and CFO in Fall of 2020; COO West joined Company in July 2021.
Total Cumulative Return through December, 2020 including dividends is \$114.46.
Total Cumulative Return Percentage is 937.4%

Average Annual Return is 54.3%

Market Cap increase during time period is from \$154.7 million to \$1.5 billion or by \$1.4 billion (899%)



Second Quarter 2021 Results

Three Months	Ended
---------------------	-------

	Ju	ine 30, 2021	<u>Jur</u>	ne 30, 2020
Revenue	\$	126.9 M	\$	83.9 M
Gross Margin	\$	34.3 M	\$	19.3 M
Operating Income	\$	22.2 M	\$	10.3 M
Net Income (GAAP)*	\$	12.4 M	\$	10.2 M
Operating Results (without Relief Funds)**	\$	12.4 M	\$	5.0 M
Operating Results (with Relief Funds)**	\$	12.4 M	\$	9.5 M
EPS (Operating Results without Relief Funds)	\$	0.96	\$	0.39
EPS (Operating Results with Relief Funds)	\$	0.96	\$	0.74
EPS (GAAP)	\$	0.82	\$	0.99
Adjusted EBITDA***	\$	21.8 M	\$	19.0 M

*Attributable to USPH shareholder

**Operating Results, a non-Generally Accepted Accounting Principles ("GAAP") measure, equals net income attributable to USPH shareholders per the consolidated statements of net income plus charges incurred for clinic closure costs, less gain on the sale of partnership interests and clinics, less allocated non-controlling interests and excludes expenses incurred for the 2020 CFO transition, all net of tax. Operating Results also excludes the impact of the revaluation of redeemable non-controlling interest.

***Adjusted EBITDA is defined as net income attributable to USPH shareholders before interest income, interest expense, taxes, depreciation, amortization, equitybased awards compensation expense and write-off of goodwill related to clinic closures.



Six Months Ended June 30, 2021 Results

	Six Months Ended			
	Jur	<u>e 30, 2021</u>	<u>June 30, 2020</u>	
Revenue	\$	239.3 M	\$ 196.6 M	
Gross Margin	\$	60.2 M	\$ 35.0 M	
Operating Income	\$	37.3 M	\$ 14.3 M	
Net Income (GAAP)*	\$	20.6 M	\$ 11.2 M	
Operating Results (without Relief Funds)**	\$	20.6 M	\$ 8.9 M	
Operating Results (with Relief Funds)**	\$	20.6 M	\$ 13.4 M	
EPS (Operating Results – without Relief Funds)	\$	1.60	\$ 0.70	
EPS (Operating Results – with Relief Funds)	\$	1.60	\$ 1.04	
EPS (GAAP)	\$	1.03	\$ 1.19	
Adjusted EBITDA***	\$	37.4 M	\$ 27.0 M	

*Attributable to USPH shareholder

**Operating Results, a non-Generally Accepted Accounting Principles ("GAAP") measure, equals net income attributable to USPH shareholders per the consolidated statements of net income plus charges incurred for clinic closure costs, less gain on the sale of partnership interests and clinics, less allocated non-controlling interests and excludes expenses incurred for the 2020 CFO transition, all net of tax. Operating Results also excludes the impact of the revaluation of redeemable non-controlling interest.

***Adjusted EBITDA is defined as net income attributable to USPH shareholders before interest income, interest expense, taxes, depreciation, amortization, equitybased awards compensation expense and write-off of goodwill related to clinic closures.



Full Year 2020 Results

Full Teal 2020 Results	Year Ended			
	Decen	nber 31, 2020	Decem	ber 31, 2019
Revenue	\$ -	423.0 M	\$	482.0 M
Gross Margin	\$	94.5 M	\$	112.5 M
Operating Income	\$	52.4 M	\$	67.4 M
Net Income (GAAP)*	\$	35.2 M	\$	40.0 M
Operating Results (w/o Relief Funds)**	\$	30.6 M	\$	36.0 M
Operating Results (w/Relief Funds)	\$	38.4 M	\$	36.0 M
EPS (Operating Results w/o Relief Funds)	\$	2.39	\$	2.82
EPS (Operating Results w/Relief Funds)	\$	2.99	\$	2.82
EPS (GAAP)	\$	2.48	\$	2.45
Adjusted EBITDA (w/o Relief Funds)***	\$	56.5 M	\$	72.8 M
Adjusted EBITDA (w/Relief Funds)	\$	70.0 M	\$	72.8 M

*Attributable to USPH shareholder

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***Adjusted EBITDA is defined as net income attributable to USPH shareholders before interest income, interest expense, taxes, depreciation, amortization, equitybased awards compensation expense and write-off of goodwill related to clinic closures.





Publicly-traded, pure play operator of rehab clinics

Proven business model, driven by organic growth and acquisitions

Significant scale with national footprint

Large and growing market/favorable demographics

Strong cash flow and balance sheet



Reconciliation of Non-GAAP Financial Measures – Adjusted EBITDA

	Three Months Ended June 30,			
		<u>Q2 2021</u>	<u>Q2 2020</u>	
Net revenue	\$	126,928	\$ 83,857	
Net income attributable to USPh	\$	12,436	\$ 10,232	
Depreciation and amortization	\$	2,803	\$ 2,726	
Relief funds	\$	-	\$ (7,958)	
Interest income	\$	(46)	\$ (4)	
Interest expense – debt and other	\$	236	\$ 653	
Equity grant expense	\$	1,754	\$ 1,503	
Provision for income taxes	<u>\$</u>	4,567	<u>\$ 3,882</u>	
Adjusted EBITDA (without relief funds)	\$	21,750	\$ 11,034	
Relief funds	<u>\$</u>	-	<u>\$ 7,958</u>	
Adjusted EBITDA (with relief funds)	<u>\$</u>	21,750	<u>\$ 18,992</u>	

Adjusted EBITDA is defined as net income attributable to USPH shareholders before interest income, interest expense, taxes, depreciation, amortization, equity-based awards compensation expense and write-off of goodwill related to clinic closures.



Reconciliation of Non-GAAP Financial Measures – Adjusted EBITDA

	Three Months Ended June 30,			
		<u>Q2 2021</u>	<u>Q</u>	<u>2 2020</u>
Net revenue	\$	239,296	\$	196,574
Net income attributable to USPh	\$	20,609	\$	11,248
Depreciation and amortization	\$	5,484	\$	5,333
Relief funds	\$	-	\$	(7,958)
Interest income	\$	(100)	\$	(47)
Closure cost-derecognition (write-off) of goodwill)	\$	-	\$	1,859
Interest expense – debt and other	\$	483	\$	1,080
Equity grant expense	\$	3,405	\$	3,389
Provision for income taxes	<u>\$</u>	7,511	\$	4,174
Adjusted EBITDA (without relief funds)	\$	37,392	\$	19,078
Relief funds	<u>\$</u>	-	\$	7,958
Adjusted EBITDA (with relief funds)	<u>\$</u>	37,392	\$	<u>27,036</u>

Adjusted EBITDA is defined as net income attributable to USPH shareholders before interest income, interest expense, taxes, depreciation, amortization, equity-based awards compensation expense and write-off of goodwill related to clinic closures.



Reconciliation of Non-GAAP Financial Measures – Adjusted EBITDA Year Ended

Year Ended December 31, (amounts in 000's)

		<u>2020</u>	<u>2019</u>
Net Revenues	\$	422,969	\$ 481,969
	•	0 - 4 0 4	• (• • • • •
Net Income Attributable to USPh	\$	35,194	\$ 40,039
Depreciation and Amortization	\$	10,533	\$ 10,095
Relief Funds	\$	(13,500)	\$-
Interest Income	\$	(142)	\$ (46)
Closure Costs – write off goodwill	\$	1,859	\$ -
Interest expense – debt and other	\$	1,634	\$ 2,079
Equity grant expense	\$	13,022	\$ 13,647
Provision for Income Taxes	<u>\$</u>	7,917	<u>\$ 6,985</u>
Adjusted EBITDA (without Relief Funds)	\$	56,517	\$ 72,799
Relief Funds	<u>\$</u>	13,500	<u>\$</u>
Adjusted EBITDA (with Relief Funds)	<u>\$</u>	70,017	<u>\$ 72,799</u>

Adjusted EBITDA is defined as net income attributable to USPH shareholders before interest income, interest expense, taxes, depreciation, amortization, equity-based awards compensation expense and write-off of goodwill related to clinic closures.



Reconciliation of Non-GAAP Financial Measures – Operating Results

	Linded Julie 30,		<u>e 30,</u>	
	(i	n 000's exce _l	ot per s	hare data)
Computation of earnings per share – USPH shareholders:		2021		2020
Net Income attributable to USPh Shareholders	\$	12,436	\$	10,232
Charges (credits) to retained earnings:				
Revaluation of redeemable non-controlling interest	\$	(2,549)	\$	3,344
Tax effect at statutory rate (federal and state) of 25.55% and 26.25%, respectively	<u>\$</u>	651	\$	<u>(878)</u>
	\$	10,538	\$	12,698
Earnings per share (basic and diluted)	<u>\$</u>	0.82	<u>\$</u>	0.99
Adjustments:				
Closure Costs	\$	(22)	\$	94
Gain on sale of partnership interest and clinics	\$	-	\$	(1,073)
Relief Funds	\$ \$	-	\$	(7,958)
Allocation to non-controlling interest Revaluation of redeemable non-controlling interests	\$ \$	-	\$ \$	1,900
Tax effect at statutory rate (federal and state) of 25.55% and 26.25%, respectively	э \$	2,549 <u>(651)</u>	э \$	(3,344) 2,725
		. ,		
Operating results (without relief funds)	<u>\$</u>	12,414	<u>\$</u>	5,042
Relief Funds	\$	-	\$	7,958
Allocation to non-controlling interests	\$	-	\$	(1,900)
Tax effect at statutory rate (federal and state) of 25.55% and 26.25%, respectively	<u>\$</u>		<u>\$</u>	(1,590)
Operating results (with Relief Funds)	<u>\$</u>	12,414	<u>\$</u>	9,510
Basic and diluted operating results per share (without Relief Funds) per share	\$	0.96	\$	0.39
Basic and diluted Operating Results (with Relief Funds) per share		0.96		0.74
Shares used in computation		12,902		12,843

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Reconciliation of Non-GAAP Financial Measures – Operating Results <u>Ended June 30.</u>

		(in 000's, ex	cept per	share data)
Computation of earnings per share – USPH shareholders:		<u>2021</u>		<u>2020</u>
Net Income attributable to USPh Shareholders	\$	20,609	\$	11,248
Charges (credits) to retained earnings:	Ŧ	,	Ŧ	
Revaluation of redeemable non-controlling interests	\$	(9,819)	\$	(5,473)
Tax effect at statutory rate (federal and state) of 25.5% and 26.25%, respectively	\$	2,508	\$	(1,437)
	\$	3,298	\$	15,284
Earnings per share (basic and diluted)	<u>\$</u>	1.03	\$	1.19
Adjustments:				
Charges related to CFO transition	\$	-	\$	133
Closure Costs	\$	15	\$	3,846
Gain on sale of partnership interest and clinics	\$	-	\$	(1,073)
Relief funds	\$	-	\$	(7,958)
Allocation to non-controlling interest	\$	-	\$	1,900
Revaluation of redeemable non-controlling interest	\$	9,819	\$	(5,473)
Tax effect at statutory rate (federal and state) of 25.5% and 26.25%, respectively	<u>\$</u>	<u>(2,508)</u>	<u>\$</u>	2,264
Operating results (without relief funds)	\$	20,624	\$	8,923
Relief Funds	\$	-	\$	7,958
Allocation to non-controlling interest	\$	-	\$	(1,900)
Tax effect at statutory rate (federal and state) of 26.25%, respectively	<u>\$</u>		<u>\$</u>	(1,590)
Operating results (with relief funds)	<u>\$</u>	20,624	<u>\$</u>	13,391
Basic and diluted operating results (without relief funds) per share	<u>\$</u>	1.60	\$	0.70
Basic and diluted operating results (with relief funds) per share	<u>\$</u>	1.60	<u>\$</u>	1.04
Shares used in computation	<u>\$</u>	12,886	<u>\$</u>	12,820

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Reconciliation of Non-GAAP – Operating Results		Measures Year _Ended December 31, except per share data)
Computation of earnings per share – USPH shareholders:	2020	• •
Net Income attributable to USPh Shareholders Charges (credits) to retained earnings:	\$ 35,194	
Revaluation of redeemable non-controlling interests	\$ (4,632) (11,893)
Tax effect at statutory rate (federal and state) of 26.25%	\$ 1,216	
Earnings per share (basic and diluted)	<u>\$31,778</u> <u>\$2.48</u>	<u>\$ 31,267</u>
Adjustments: Charges related to CFO transition	\$ 1,331	\$ -
Closure Costs Gain on sale of partnership interest and clinics Relief funds	\$ 3,931 \$ (1,091) \$ (13,500)	\$ - \$ (5,514)
Allocation to non-controlling interest Revaluation of redeemable non-controlling interest	\$ 3,116 \$ 4,632	\$-
Tax effect at statutory rate (federal and state) of 26.25%	<u>\$ 415</u>	<u>\$ (1,674)</u>
Operating results (without relief funds)	\$ 30,612	. ,
Relief Funds	\$ 13,500 (2,802)	
Allocation to non-controlling interest Tax effect at statutory rate (federal and state) of 26.25%	\$ (2,893) <u>\$ (2,784)</u>	
	<u>\$ 38,435</u>	<u>\$ 35,972</u>
Basic and diluted operating results (without relief funds) per share	<u>\$ 2.39</u>	<u>\$ 2.82</u>
Basic and diluted operating results (with relief funds) per share	<u>\$ 2.99</u>	<u>\$2.82</u>
Shares used in computation	<u>\$ 12,835</u>	<u>\$ 12,756</u>

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USPN ONE PARTNER

