

# **CIGNA AND EXPRESS SCRIPTS:**

***EXPANDS GROWTH OPPORTUNITIES***

***IMPROVES AFFORDABILITY***

***CREATES DIFFERENTIATED SHAREHOLDER VALUE***

March 2018

# Important Information for Investors and Shareholders

## FORWARD LOOKING STATEMENTS

Information included or incorporated by reference in this communication, and information which may be contained in other filings with the Securities and Exchange Commission (the “SEC”) and press releases or other public statements, contains or may contain forward-looking statements. These forward-looking statements include, among other things, statements of plans, objectives, expectations (financial or otherwise) or intentions.

Forward-looking statements, including as they relate to Express Scripts (“Express Scripts”) or Cigna (“Cigna”), the management of either such company or the transaction, involve risks and uncertainties. Actual results may differ significantly from those projected or suggested in any forward-looking statements. Express Scripts and Cigna do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Any number of factors could cause actual results to differ materially from those contemplated by any forward-looking statements, including, but not limited to, the risks associated with the following:

- the inability of Express Scripts and Cigna to obtain stockholder or regulatory approvals required for the merger or the requirement to accept conditions that could reduce the anticipated benefits of the merger as a condition to obtaining regulatory approvals;
- a longer time than anticipated to consummate the proposed merger;
- problems regarding the successful integration of the businesses of Express Scripts and Cigna;
- unexpected costs regarding the proposed merger;
- diversion of management’s attention from ongoing business operations and opportunities;
- potential litigation associated with the proposed merger;
- the ability to retain key personnel;
- the availability of financing;
- effects on the businesses as a result of uncertainty surrounding the proposed merger; and
- the industry may be subject to future risks that are described in SEC reports filed by Express Scripts and Cigna.

You should carefully consider these and other relevant factors, including those risk factors in this communication and other risks and uncertainties that affect the businesses of Express Scripts and Cigna described in their respective filings with the SEC, when reviewing any forward-looking statement. These factors are noted for investors as permitted under the Private Securities Litigation Reform Act of 1995. Investors should understand it is impossible to predict or identify all such factors or risks. As such, you should not consider either foregoing lists, or the risks identified in SEC filings, to be a complete discussion of all potential risks or uncertainties.

# Important Information for Investors and Shareholders

## **IMPORTANT INFORMATION ABOUT THE TRANSACTION AND WHERE TO FIND IT**

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. In connection with the proposed transaction, the newly formed company which will become the holding company following the transaction ("Holdco") intends to file with the SEC a registration statement on Form S-4 that will include a joint proxy statement of Cigna and Express Scripts that also constitutes a prospectus of Holdco. Cigna and Express Scripts also plan to file other relevant documents with the SEC regarding the proposed transaction. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** You may obtain a free copy of the joint proxy statement/prospectus (if and when it becomes available) and other relevant documents filed by Holdco, Cigna and Express Scripts with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies of documents filed with the SEC by Cigna will be available free of charge on Cigna's website at [www.Cigna.com](http://www.Cigna.com) or by contacting Cigna's Investor Relations Department at (215) 761-4198. Copies of documents filed with the SEC by Express Scripts will be available free of charge on Express Scripts' website at [www.express-scripts.com](http://www.express-scripts.com) or by contacting Express Scripts' Investor Relations Department at (314) 810-3115.

## **PARTICIPANTS IN THE SOLICITATION**

Cigna (and, in some instances, Holdco) and Express Scripts and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction under the rules of the SEC. Investors may obtain information regarding the names, affiliations and interests of directors and executive officers of Cigna (and, in some instances, Holdco) in Cigna's Annual Report on Form 10-K for the year ended December 31, 2017, which was filed with the SEC on February 28, 2018, and its definitive proxy statement for its 2018 Annual Meeting, which was filed with the SEC on March 16, 2018. Investors may obtain information regarding the names, affiliations and interests of Express Scripts' directors and executive officers in Express Scripts' Annual Report on Form 10-K for the year ended December 31, 2017, which was filed with the SEC on February 27, 2018, and its proxy statement for its 2017 Annual Meeting, which was filed with the SEC on March 17, 2017. You may obtain free copies of these documents at the SEC's website at [www.sec.gov](http://www.sec.gov), at Cigna's website at [www.Cigna.com](http://www.Cigna.com) or by contacting Cigna's Investor Relations Department at (215) 761-4198. Copies of documents filed with the SEC by Express Scripts will be available free of charge on Express Scripts' website at [www.express-scripts.com](http://www.express-scripts.com) or by contacting Express Scripts' Investor Relations Department at (314) 810-3115. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction if and when they become available. Investors should read the joint proxy statement/prospectus carefully and in its entirety when it becomes available before making any voting or investment decisions.

## **NO OFFER OR SOLICITATION**

This communication is for informational purposes only and not intended to and does not constitute an offer to subscribe for, buy or sell, the solicitation of an offer to subscribe for, buy or sell or an invitation to subscribe for, buy or sell any securities or the solicitation of any vote or approval in any jurisdiction pursuant to or in connection with the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

# Important Information for Investors and Shareholders

## NON-GAAP MEASURES

Throughout this presentation, we use financial measures when describing financial results and outlook that are not determined in accordance with accounting principles generally accepted in the United States of America (“GAAP”). Adjusted income from operations, on a consolidated basis, is not determined in accordance with GAAP. Throughout this presentation, the term “earnings per share” or “EPS” means adjusted income from operations on a fully diluted per share basis.

Adjusted income from operations is defined as shareholders’ net income excluding the following after-tax adjustments: net realized investment results, net amortization of other acquired intangible assets and special items. Special items are excluded because management believes they are not representative of the underlying results of operations. This should not be viewed as a substitute for the most directly comparable GAAP measure, shareholders’ net income.

We are not able to provide a reconciliation to shareholders’ net income (loss) on a forward-looking basis because we are unable to predict, without unreasonable effort, certain components thereof including (i) future net realized investment results and (ii) future special items. These items are inherently uncertain and depend on various factors, many of which are beyond our control. As such, any associated estimate and its impact on shareholders’ net income could vary materially.

# Addressing the evolving needs of a dynamic healthcare market

## Deliver Differentiated Financial Results

- *Mid-teens EPS accretion in year 1*
- *Increased 2021 EPS target to \$20 - \$21 per share*
- *Outstanding free cash flow*

## Further Improve Affordability

- *Best-in-class medical and pharmacy cost trends*
- *Further expand and deepen our collaborative relationships*
- *Accelerate value based care with pharmacy*

## Poised for Sustained Growth

- *Expand pharmacy penetration and accelerate MA and PDP growth*
- *Broaden employer, health plan and government agency offerings with customized tailored solutions including private label*
- *Broaden geographic reach and segment depth to middle market*

## Three Growth Platforms

- *Integrated U.S. Medical*
- *Integrated U.S. Services*
- *Global Employer and Individual*

## Positioned for Long-term Success

- *Enhanced value based care with leading clinical capabilities*
- *Open architecture to adapt to evolving market*
- *Significant free cash flow and balance sheet flexibility*

# Delivers Differentiated Financial Results and Shareholder Value

<b>Drives Strong EPS Accretion</b>	<ul style="list-style-type: none"><li>• Mid-teens accretion in first full year post-close, excluding any contribution from Express Scripts' transitioning clients</li><li>• Increasing 2021 EPS target to \$20-\$21</li></ul>
<b>Delivers Immediate and Longer-Term Cost Savings</b>	<ul style="list-style-type: none"><li>• Greater than ~\$600 million of retained synergies, primarily administrative</li><li>• Billions of savings for customers and clients fuels further growth</li></ul>
<b>Strengthens Growth Profile</b>	<ul style="list-style-type: none"><li>• Improves affordability, expands geographic and customer reach, and broadens service offerings</li><li>• Long-term Revenue CAGR target of 6% to 8%</li><li>• Delivers strong, sustainable margin profile</li></ul>
<b>Maintains Balance Sheet Flexibility</b>	<ul style="list-style-type: none"><li>• Robust free cash flow generation</li><li>• Pro forma debt-to-capitalization of ~49%, projected to return to 30s in 18-24 months post-close; committed to retaining investment grade debt ratings</li><li>• Additional capital deployment beyond debt repayment in 2019-20</li></ul>

# Billions of savings will further improve affordability



Lowest medical  
cost trend for 5  
consecutive years



Industry-leading  
pharmaceutical cost  
trend in 2017

- Pharmacy is currently the #1 gap in care for customers and is ~20% of the total medical spend and growing
- Specialty pharmacy is the fastest growing spend category and will be over half of the total pharmacy spend in the near term; therapeutic resource centers drive higher adherence saving medical costs
- Deepens value based relationships with physicians and hospitals
- Country's largest managed population enables next generation value-based contracting opportunities with both pharmaceutical manufacturers and providers (retail pharmacy and physicians)
- Increases population to accelerate adoption of specialty generics and biosimilars, as well as, giving customers choice including home delivery

# Poised for Sustained Growth – by Expanding our Reach



- Advance pharmacy penetration
- Meaningfully expand geographic reach
- Strengthened Medicare Advantage and Part D offerings

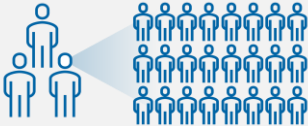


- Access to employer middle market
- Broaden offerings for employers, health plans and government agencies

Deepens and strengthens client relationships



Deeper Geographic Reach



Expanded Access to Employers and Customers



Enhanced Service Offering

*Billions of Customer Touchpoints Annually*



# Three Attractive, Well-Positioned Growth Platforms

## U.S. Integrated Medical

Targeting Cigna's "Go Deeper"  
geographies

## U.S. Integrated Services Platform

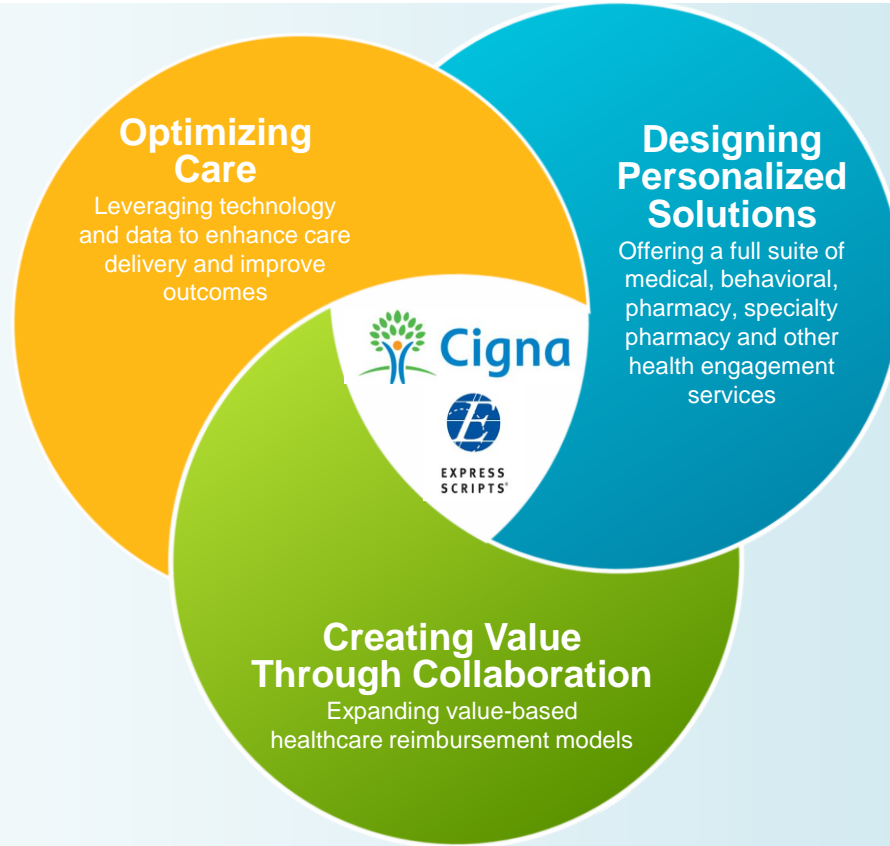
National scope targeting employers of  
all sizes, health plans and government  
agencies

## Global and Individual Platforms

Leading globally mobile, employer  
and individual solutions

*Growth Platforms provide Optionality and Flexibility in a Challenging Environment*

# Shaping the healthcare landscape of tomorrow, today



*Exceptional Capital Flexibility*