Note Regarding Presentation of Non-GAAP Financial Measures

The financial data contained in the Company's public documents may include non-GAAP financial measures, including the Company's adjusted earnings per share, leverage ratio, Adjusted EBITDA, and adjusted free cash flow.

The Company is providing adjusted earnings per share from continuing operations attributable to Encompass Health ("adjusted earnings per share"). The Company believes the presentation of adjusted earnings per share provides useful additional information to investors because it provides better comparability of ongoing operating performance to prior periods given that it excludes the impact of government, class action, and related settlements; professional fees—accounting, tax, and legal; mark-to-market adjustments for stock appreciation rights; gains or losses related to hedging and equity instruments; loss on early extinguishment of debt; adjustments to its income tax provision (such as valuation allowance adjustments and settlements of income tax claims); items related to corporate and facility restructurings; and certain other items the Company believes to be non-indicative of its ongoing operating performance. It is reasonable to expect that one or more of these excluded items will occur in future periods, but the amounts recognized can vary significantly from period to period and may not directly relate to the Company's ongoing operating performance. Accordingly, they can complicate comparisons of the Company's results of operations across periods and comparisons of the Company's results to those of other healthcare companies. Adjusted earnings per share should not be considered as a measure of financial performance under generally accepted accounting principles in the United States ("GAAP") as the items excluded from it are significant components in understanding and assessing financial performance. Because adjusted earnings per share is not a measurement determined in accordance with GAAP and is thus susceptible to varying calculations, it may not be comparable as presented to other similarly titled measures of other companies. The Company reconciles adjusted earnings per share to earnings per share below.

The leverage ratio referenced therein is defined as the ratio of consolidated total debt to Adjusted EBITDA for the trailing four quarters. The Company believes its leverage ratio and Adjusted EBITDA are measures of its ability to service its debt and its ability to make capital expenditures. Additionally, the leverage ratio is a standard measurement used by investors to gauge the creditworthiness of an institution. The Company's credit agreement also includes a maximum leverage ratio financial covenant which allows the Company to deduct cash on hand from consolidated total debt. In calculating the leverage ratio under our credit agreement, we are permitted to use pro forma Adjusted EBITDA, the calculation of which includes historical income statement items and pro forma adjustments, subject to certain limitations, resulting from (1) dispositions and repayments or incurrence of debt and (2) investments, acquisitions, mergers, amalgamations, consolidations and other operational changes to the extent such items or effects are not yet reflected in our trailing four-quarter financial statements.The Company reconciles Adjusted EBITDA to net cash provided by operating activities and to net income below.

The Company uses Adjusted EBITDA on a consolidated basis as a liquidity measure. The Company believes this financial measure on a consolidated basis is important in analyzing its liquidity because it is the key component of certain material covenants contained within the Company's credit agreement, which is discussed in more detail in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, "Liquidity and Capital Resources," and Note 10, *Long-term Debt*, to the consolidated financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2022 (the "2022 Form 10-K") and in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, "Liquidity and Capital Resources," and Note 5, *Long-term Debt*, to the condensed consolidated financial statements included in its quarterly report on Form 10-Q for the quarterly period ended September 30, 2023. These covenants are material terms of the credit agreement. Noncompliance with these financial covenants under the credit agreement—its interest coverage ratio and its leverage ratio—could result in the Company's lenders requiring the Company to immediately repay all amounts borrowed. If the Company anticipated a potential covenant violation, it would seek relief from its lenders, which would have some cost to the Company, and such relief might be on terms less favorable to those in the Company's existing credit agreement. In addition, if the Company cannot satisfy these financial covenants, it would be prohibited under the credit agreement from engaging in certain activities, such as incurring additional indebtedness, paying common stock dividends, making certain payments, and acquiring and disposing of assets. Consequently, Adjusted EBITDA is critical to the Company's assessment of its liquidity.

In general terms, the credit agreement definition of Adjusted EBITDA, therein referred to as “Adjusted Consolidated EBITDA,” allows the Company to add back to consolidated net income interest expense, income taxes, and depreciation and amortization and then add back to consolidated net income (1) all unusual or nonrecurring items reducing consolidated net income (of which only up to $10 million in a year may be cash expenditures), (2) any losses from discontinued operations, (3) non-ordinary course fees, costs and expenses incurred with respect to any litigation or settlement, (4) share-based compensation expense, (5) costs and expenses associated with changes in the fair value of marketable securities, (6) costs and expenses associated with the issuance or prepayment of debt and acquisitions, and (7) any restructuring charges and certain pro-forma cost savings and synergies related to transactions and initiatives, which in the aggregate are not in excess of 25% of Adjusted Consolidated EBITDA. The Company also subtracts from consolidated net income all unusual or nonrecurring items to the extent they increase consolidated net income.

The calculation of Adjusted EBITDA under the credit agreement does not require us to deduct net income attributable to noncontrolling interests or gains on fair value adjustments of hedging and equity instruments, disposal of assets and development activities. It also does not allow us to add back losses on fair value adjustments of hedging instruments or unusual or nonrecurring cash expenditures in excess of $10 million. These items and amounts, in addition to the items falling within the credit agreement’s “unusual or nonrecurring” classification, may occur in future periods, but can vary significantly from period to period and may not directly relate to, or be indicative of, the Company’s ongoing liquidity or operating performance. Accordingly, the Adjusted EBITDA calculation presented here includes adjustments for them.

Adjusted EBITDA is not a measure of financial performance under GAAP, and the items excluded from Adjusted EBITDA are significant components in understanding and assessing financial performance. Therefore, Adjusted EBITDA should not be considered a substitute for net income or cash flows from operating, investing, or financing activities. Because Adjusted EBITDA is not a measurement determined in accordance with GAAP and is thus susceptible to varying calculations, Adjusted EBITDA, as presented, may not be comparable to other similarly titled measures of other companies. Revenues and expenses are measured in accordance with the policies and procedures described in Note 1, *Summary of Significant Accounting Policies*, to the consolidated financial statements accompanying the 2022 Form 10-K.

The Company also uses adjusted free cash flow as an analytical indicator to assess its performance. Management believes the presentation of adjusted free cash flow provides investors an efficient means by which they can evaluate the Company’s capacity to reduce debt, pursue development activities, and return capital to its common stockholders. The reconciliation of net cash provided by operating activities to adjusted free cash flow is below. This measure is not a defined measure of financial performance under GAAP and should not be considered as an alternative to net cash provided by operating activities. The Company’s definition of adjusted free cash flow is limited and does not represent residual cash flows available for discretionary spending. Because this measure is not determined in accordance with GAAP and is susceptible to varying calculations, it may not be comparable to other similarly titled measures presented by other companies. See the consolidated statements of cash flows included in Exhibit 99.1 attached to the Company’s Current Report on Form 8-K filed on February 7, 2024, for the GAAP measures of cash flows from operating, investing, and financing activities.

	For the Year Ended December 31, 2023				
		Adjustments			
	As Reported	State Regulatory Change Impact	Income Tax Adjustments	Change in Fair Market Value of Equity Securities	As Adjusted
	(In Millions, Except Per Share Amounts)				
Adjusted EBITDA	**$ 971.1**	**$ —**	$ —	$ —	**$ 971.1**
Depreciation and amortization	(273.9)	6.1	—	—	(267.8)
Interest expense and amortization of debt discounts and fees	(143.5)	—	—	—	(143.5)
Stock-based compensation	(50.6)	—	—	—	(50.6)
Loss on disposal or impairment of assets	(9.8)	—	—	—	(9.8)
State regulatory change impact on noncontrolling interests	2.2	(2.2)	—	—	—
Change in fair market value of equity securities	0.7	—	—	(0.7)	—
Income from continuing operations before income tax expense	496.2	3.9	—	(0.7)	499.4
Provision for income tax expense	(132.2)	(1.0)	2.8	0.2	(130.2)
Income from continuing operations attributable to Encompass Health	**$ 364.0**	**$ 2.9**	**$ 2.8**	**$ (0.5)**	**$ 369.2**
Diluted earnings per share from continuing operations*	**$ 3.59**	**$ 0.03**	**$ 0.03**	**$ —**	**$ 3.64**
Diluted shares used in calculation	**101.3**				

* Adjusted EPS may not sum across due to rounding.

	For the Year Ended December 31, 2022					
		Adjustments				
	As Reported	Loss on Early Extinguishment of Debt	Income Tax Adjustments	Bondholder Consent Fees Associated with Enhabit Distribution	Change in Fair Market Value of Equity Securities	As Adjusted
	(In Millions, Except Per Share Amounts)					
Adjusted EBITDA	**$ 819.3**	**$ —**	**$ —**	**$ —**	**$ —**	**$ 819.3**
Depreciation and amortization	(243.6)	—	—	—	—	(243.6)
Interest expense and amortization of debt discounts and fees	(175.7)	—	—	20.5	—	(155.2)
Stock-based compensation	(29.2)	—	—	—	—	(29.2)
Loss on disposal or impairment of assets	(4.8)	—	—	—	—	(4.8)
Loss on early extinguishment of debt	(1.4)	1.4	—	—	—	—
Change in fair market value of equity securities	(7.4)	—	—	—	7.4	—
Income from continuing operations before income tax expense	357.2	1.4	—	20.5	7.4	386.5
Provision for income tax expense	(100.1)	(0.4)	7.4	(5.3)	(1.9)	(100.3)
Income from continuing operations attributable to Encompass Health	**$ 257.1**	**$ 1.0**	**$ 7.4**	**$ 15.2**	**$ 5.5**	**$ 286.2**
Diluted earnings per share from continuing operations*	**$ 2.56**	**$ 0.01**	**$ 0.07**	**$ 0.15**	**$ 0.05**	**$ 2.85**
Diluted shares used in calculation	**100.4**					

* Adjusted EPS may not sum across due to rounding.

	For the Year Ended December 31, 2021				
		Adjustments			
	As Reported	Loss on Early Extinguishment of Debt	Income Tax Adjustments	Change in Fair Market Value of Equity Securities	As Adjusted
	(In Millions, Except Per Share Amounts)				
Adjusted EBITDA	**$ 816.4**	**$ —**	**$ —**	**$ —**	**$ 816.4**
Depreciation and amortization	(219.6)	—	—	—	(219.6)
Interest expense and amortization of debt discounts and fees	(164.3)	—	—	—	(164.3)
Stock-based compensation	(29.1)	—	—	—	(29.1)
Loss on disposal of assets	(1.2)	—	—	—	(1.2)
Loss on early extinguishment of debt	(1.0)	1.0	—	—	—
Change in fair market value of equity securities	0.6	—	—	(0.6)	—
Income from continuing operations before income tax expense	401.8	1.0	—	(0.6)	402.2
Provision for income tax expense	(101.9)	(0.3)	(4.6)	0.2	(106.6)
Income from continuing operations attributable to Encompass Health	**$ 299.9**	**$ 0.7**	**$ (4.6)**	**$ (0.4)**	**$ 295.6**
Diluted earnings per share from continuing operations*	**$ 2.99**	**$ 0.01**	**$ (0.05)**	**$ —**	**$ 2.95**
Diluted shares used in calculation	**100.2**				

* Adjusted EPS may not sum across due to rounding.

	For the Year Ended December 31,		
	2023	2022	2021
		(In Millions)	
Net cash provided by operating activities	$ 850.8	$ 705.8	$ 715.8
Interest expense and amortization of debt discounts and fees	143.5	175.7	164.3
Gain (loss) on sale of investments, excluding impairments	4.6	(15.5)	3.8
Equity in net income of nonconsolidated affiliates	3.2	2.9	3.4
Net income attributable to noncontrolling interests in continuing operations	(111.0)	(93.6)	(103.2)
Amortization of debt-related items	(9.5)	(9.7)	(7.8)
Distributions from nonconsolidated affiliates	(1.6)	(4.0)	(2.6)
Current portion of income tax expense	128.3	72.2	84.5
Change in assets and liabilities	(50.3)	30.4	109.9
Cash used in operating activities of discontinued operations	16.0	(52.3)	(151.1)
State regulatory change impact on noncontrolling interests	(2.2)	—	—
Change in fair market value of equity securities	(0.7)	7.4	(0.6)
Adjusted EBITDA	$ 971.1	$ 819.3	$ 816.4

	For the Year Ended December 31,		
	2023	2022	2021
		(In Millions)	
Net income	$ 463.0	$ 365.9	$ 517.2
Income from discontinued operations, net of tax, attributable to Encompass Health	12.0	(15.2)	(114.1)
Net income attributable to noncontrolling interests included in continuing operations	(111.0)	(93.6)	(103.2)
Provision for income tax expense	132.2	100.1	101.9
Interest expense and amortization of debt discounts and fees	143.5	175.7	164.3
Depreciation and amortization	273.9	243.6	219.6
Loss on early extinguishment of debt	—	1.4	1.0
Loss on disposal or impairment of assets	9.8	4.8	1.2
Stock-based compensation	50.6	29.2	29.1
State regulatory change impact on noncontrolling interests	(2.2)	—	—
Change in fair market value of equity securities	(0.7)	7.4	(0.6)
Adjusted EBITDA	$ 971.1	$ 819.3	$ 816.4

	For the Year Ended December 31,		
	2023	2022	2021
		(In Millions)	
Net cash provided by operating activities	$ 850.8	$ 705.8	$ 715.8
Impact of discontinued operations	16.0	(52.3)	(151.1)
Net cash provided by operating activities of continuing operations	866.8	653.5	564.7
Capital expenditures for maintenance	(216.9)	(238.4)	(133.4)
Distributions paid to noncontrolling interests of consolidated affiliates	(114.7)	(96.6)	(101.1)
Items not indicative of ongoing operating performance:			
Transaction costs and related assumed liabilities	(9.5)	21.6	—
Adjusted free cash flow	$ 525.7	$ 340.1	$ 330.2

For the year ended December 31, 2023, net cash used in investing activities was $602.8 million and resulted primarily from capital expenditures. Net cash used in financing activities during the year ended December 31, 2023 was $197.2 million and resulted primarily from net debt payments, distributions paid to noncontrolling interests of consolidated affiliates, and cash dividends paid on common stock partially offset by contributions from noncontrolling interest of consolidated affiliates.

For the year ended December 31, 2022, net cash used in investing activities was $627.0 million and resulted primarily from capital expenditures. Net cash used in financing activities during the year ended December 31, 2022 was $145.7 million and resulted primarily from net debt payments, cash dividends paid on common stock and distributions to noncontrolling interests of consolidated affiliates partially offset by net cash provided by financing activities of discontinued operations and contributions from noncontrolling interests of consolidated affiliates.

For the year ended December 31, 2021, net cash used in investing activities was $666.3 million and resulted primarily from capital expenditures and the acquisition of assets from Frontier Home Health and Hospice, included in net cash used in investing activities of discontinued operations. Net cash used in financing activities during the year ended December 31, 2021 was $240.1 million and resulted primarily from net debt payments, cash dividends paid on common stock, and distributions to noncontrolling interests of consolidated affiliates.