# The Ensign Group, Inc.

## Reconciliation of GAAP to Non-GAAP Financial Measures
## Three and Nine Months Ended September 30, 2017
## (Financial Table Follows)

**Non-GAAP Financial Measures**

The following discussion includes references to EBITDA, Adjusted EBITDA and Adjusted EBITDAR which are non-GAAP financial measures (collectively, Non-GAAP Financial Measures). Regulation G, Conditions for Use of Non-GAAP Financial Measures, and other provisions of the Exchange Act define and prescribe the conditions for use of certain non-GAAP financial information. These non-GAAP financial measures are used in addition to and in conjunction with results presented in accordance with GAAP. These non-GAAP financial measures should not be relied upon to the exclusion of GAAP financial measures. These non-GAAP financial measures reflect an additional way of viewing aspects of our operations that, when viewed with our GAAP results and the accompanying reconciliations to corresponding GAAP financial measures, provide a more complete understanding of factors and trends affecting our business.

We believe the presentation of Non-GAAP Financial Measures are useful to investors and other external users of our financial statements regarding our results of operations because:

- they are widely used by investors and analysts in our industry as a supplemental measure to evaluate the overall performance of companies in our industry without regard to items such as interest expense, net and depreciation and amortization, which can vary substantially from company to company depending on the book value of assets, capital structure and the method by which assets were acquired; and

- they help investors evaluate and compare the results of our operations from period to period by removing the impact of our capital structure and asset base from our operating results.

We use Non-GAAP Financial Measures:

- as measurements of our operating performance to assist us in comparing our operating performance on a consistent basis;

- to allocate resources to enhance the financial performance of our business;

- to assess the value of a potential acquisition;

- to assess the value of a transformed operation's performance;

- to evaluate the effectiveness of our operational strategies; and

- to compare our operating performance to that of our competitors.

We typically use Non-GAAP Financial Measures to compare the operating performance of each operation. These measures are useful in this regard because they do not include such costs as net interest expense, income taxes, depreciation and amortization expense, which may vary from period-to-period depending upon various factors, including the method used to finance operations, the amount of debt that we have incurred, whether an operation is owned or leased, the date of acquisition of a facility or business, and the tax law of the state in which a business unit operates.

We also establish compensation programs and bonuses for our leaders that are partially based upon the achievement of Adjusted EBITDAR targets.

Despite the importance of these measures in analyzing our underlying business, designing incentive compensation and for our goal setting, Non-GAAP Financial Measures have no standardized meaning defined by GAAP. Therefore, our Non-GAAP Financial Measures have limitations as analytical tools, and they should not be considered in isolation, or as a substitute for analysis of our results as reported in accordance with GAAP. Some of these limitations are:

- they do not reflect our current or future cash requirements for capital expenditures or contractual commitments;
- they do not reflect changes in, or cash requirements for, our working capital needs;
- they do not reflect the net interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;
- they do not reflect rent expenses, which are necessary to operate our leased operations, in the case of Adjusted EBITDAR;
- they do not reflect any income tax payments we may be required to make;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and do not reflect any cash requirements for such replacements; and
- other companies in our industry may calculate these measures differently than we do, which may limit their usefulness as comparative measures.

We compensate for these limitations by using them only to supplement net income on a basis prepared in accordance with GAAP in order to provide a more complete understanding of the factors and trends affecting our business.

Management strongly encourages investors to review our consolidated financial statements in their entirety and to not rely on any single financial measure. Because these non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures having the same or similar names. These non-GAAP financial measures should not be considered a substitute for, nor superior to, financial results and measures determined or calculated in accordance with GAAP. We strongly urge you to review the reconciliation of income from operations to the Non-GAAP Financial Measures in the table below, along with our consolidated financial statements and related notes included elsewhere in this document.

We use the following Non-GAAP Financial Measures that we believe are useful to investors as key valuation and operating performance measures:

**EBITDA**

We believe EBITDA is useful to investors in evaluating our operating performance because it helps investors evaluate and compare the results of our operations from period to period by removing the impact of our asset base (depreciation and amortization expense) from our operating results.

We calculate EBITDA as net income from continuing operations, adjusted for net losses attributable to noncontrolling interest, before (a) interest expense, net, (b) provision for income taxes, and (c) depreciation and amortization.

**Adjusted EBITDA**

We adjust EBITDA when evaluating our performance because we believe that the exclusion of certain additional items described below provides useful supplemental information to investors regarding our ongoing operating performance, in the case of Adjusted EBITDA. We believe that the presentation of Adjusted EBITDA, when combined with EBITDA and GAAP net income (loss) attributable to The Ensign Group, Inc., is beneficial to an investor's complete understanding of our operating performance.

Adjusted EBITDA is EBITDA adjusted for non-core business items, which for the reported periods includes, to the extent applicable:

- gain on the sale of urgent care centers;
- results related to closed operations and operations not at full capacity, including continued obligations and closing expenses;
- results at facilities currently being constructed and other start-up operations;
- losses related to Hurricane Harvey on impacted operations;
- results at our urgent care centers (including the portion related to non-controlling interest);
- legal costs and charges incurred in connection with the settlement of the class action lawsuit;
- share-based compensation expense;
- insurance reserve in connection with the settlement of claims;
- acquisition-related costs;
- costs incurred related to new systems implementation; and
- professional service fees including costs incurred to recognize income tax credits.

**Adjusted EBITDAR**

We use Adjusted EBITDAR as one measure in determining the value of prospective acquisitions. It is also a commonly used measure by our management, research analysts and investors, to compare the enterprise value of different companies in the healthcare industry, without regard to differences in capital structures and leasing arrangements. Adjusted EBITDAR is a financial valuation measure that is not specified in GAAP. This measure is not displayed as a performance measure as it excludes rent expense, which is a normal and recurring operating expense.

The adjustments made and previously described in the computation of Adjusted EBITDA are also made when computing Adjusted EBITDAR. We calculate Adjusted EBITDAR by excluding rent-cost of services from Adjusted EBITDA.

The table below reconciles net income to EBITDA, Adjusted EBITDA and Adjusted EBITDAR for the periods presented:

**THE ENSIGN GROUP, INC.**

**RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL INFORMATION**

**(In thousands)**

**(Unaudited)**

The table below reconciles net income to EBITDA, Adjusted EBITDA and Adjusted EBITDAR for the periods presented:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2017 | 2016 | 2017 | 2016 |
| **Consolidated Statements of Income Data:** | | | | |
| Net income | $ 14,275 | $ 11,184 | $ 29,611 | $ 31,837 |
| Less: net income attributable to noncontrolling interests | 63 | 29 | 342 | 184 |
| Interest expense, net | 3,124 | 1,899 | 9,044 | 4,202 |
| Provision for income taxes | 8,160 | 6,957 | 16,487 | 20,124 |
| Depreciation and amortization | 11,448 | 10,911 | 32,712 | 28,981 |
| EBITDA | $ 36,944 | $ 30,922 | $ 87,512 | $ 84,960 |
| Adjustments to EBITDA: | | | | |
| Gain on sale of urgent care centers(a) | — | (2,505) | — | (2,505) |
| Results related to closed operations and operations not at full capacity, including continued obligations and closing expenses(b) | 356 | 131 | 4,720 | 8,462 |
| Results related to facilities currently being constructed and other start-up operations(c) | (1,282) | 1,338 | (1,508) | 3,150 |
| Losses related to Hurricane Harvey on impacted operations (d) | 501 | — | 501 | — |
| Urgent care center earnings(e) | — | (634) | — | (2,501) |
| Legal costs and charges related to the settlement of the class action lawsuit(f) | — | — | 11,163 | — |
| Share-based compensation expense(g) | 2,156 | 2,242 | 6,755 | 6,907 |
| Insurance reserve in connection with the settlement of claims(h) | — | 3,115 | — | 4,701 |
| Acquisition related costs(i) | 169 | 45 | 617 | 938 |
| Costs incurred related to new systems implementation and professional service fee(j) | — | 126 | — | 1,073 |
| Rent related to items(b),(c),(d) and (e) above | 4,244 | 3,689 | 12,536 | 8,350 |
| Adjusted EBITDA | $ 43,088 | $ 38,469 | $ 122,296 | $ 113,535 |
| Rent—cost of services | 33,782 | 33,342 | 98,267 | 91,074 |
| Less: rent related to items(b),(c),(d) and (e) above | (4,244) | (3,689) | (12,536) | (8,350) |
| Adjusted EBITDAR | $ 72,626 | $ 68,122 | $ 208,027 | $ 196,259 |

(a) Gain on the sale of urgent care centers.

(b) Represent results at closed operations and operations not at full capacity during the three and nine months ended September 30, 2017 and 2016, including the fair value of continued obligation under the lease

(c) Represents results related to facilities currently being constructed and other start-up operations. This amount excludes rent, depreciation and interest expense.

(d) Losses related to Hurricane Harvey on impacted operations.

(e) Operating results at urgent care centers for the three and nine months ended September 30, 2016. This amount excludes rent, depreciation, interest expense and the net loss attributable to the variable interest entity associated with our urgent care business.

(f) Legal costs and charges incurred in connection with the settlement of the class action lawsuit.

(g) Share-based compensation expense incurred.

(h) Insurance reserves in connection with the settlement of a general liability claim.

(i) Costs incurred to acquire operations which are not capitalizable.

(j) Costs incurred related to new systems implementation and income tax credits which contributed to a decrease in effective tax rate.

The table below reconciles net income to EBITDA, Adjusted EBITDA and Adjusted EBITDAR for each reportable segment for the periods presented:

**THE ENSIGN GROUP, INC.**

**RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL INFORMATION**

**(In thousands)**

**(Unaudited)**

The table below reconciles net income from operations to EBITDA, Adjusted EBITDA and Adjusted EBITDAR for each reportable segment for the periods presented:

| | Three Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | Transitional and Skilled Services | | Assisted and Independent Services | | Home Health and Hospice | |
| | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| **Statements of Income Data:** | | | | | | |
| Income from operations, excluding general and administrative expense(a) | $ 36,868 | $ 29,214 | $ 4,342 | $ 2,593 | $ 4,695 | $ 4,499 |
| Less: net income attributable to noncontrolling interests | — | — | — | — | 39 | — |
| Depreciation and amortization | 7,881 | 7,606 | 1,572 | 1,074 | 235 | 215 |
| EBITDA | $ 44,749 | $ 36,820 | $ 5,914 | $ 3,667 | $ 4,891 | $ 4,714 |
| Adjustments to EBITDA: | | | | | | |
| Costs at facilities currently being constructed and other start-up operations(b) | (1,320) | 979 | (42) | 320 | 80 | 39 |
| Results related to closed operations and operations not at full capacity, including continued obligations and closing expenses(c) | 141 | 131 | — | — | 215 | — |
| Impact of Hurricane Harvey to operations (d) | 501 | — | — | — | — | — |
| Share-based compensation expense(e) | 941 | 1,037 | 146 | 86 | 87 | 66 |
| Insurance reserve in connection with the settlement of claims(f) | — | 3,115 | — | — | — | |
| Less: rent related to item(b),(c) and (d) above | 2,787 | 2,120 | 1,445 | 1,055 | 12 | 9 |
| Adjusted EBITDA | $ 47,799 | $ 44,202 | $ 7,463 | $ 5,128 | $ 5,285 | $ 4,828 |
| Rent—cost of services | 26,217 | 24,900 | 6,964 | 7,438 | 472 | 404 |
| Less: rent related to items(b),(c) and(d) above | (2,787) | (2,120) | (1,445) | (1,055) | (12) | (9) |
| Adjusted EBITDAR | $ 71,229 | $ 66,982 | $ 12,982 | $ 11,511 | $ 5,745 | $ 5,223 |

(a) General and administrative expenses are not allocated to any segment for purposes of determining segment profit or loss.

(b) Costs incurred for facilities currently being constructed and other start-up operations.

(c) Represent results at closed operations and operations not at full capacity during the three and nine months ended September 30, 2017 and 2016, including the fair value of continued obligation under the lease agreement and related closing expenses of $4.0 million and $7.9 million, respectively. Included in the nine months ended September 30, 2017 results is the loss recovery of $1.3 million of certain losses related to a closed facility in prior year.

(d) Losses related to Hurricane Harvey on impacted operations.

(e) Share-based compensation expense incurred.

(f) Insurance reserve in connection with the settlement of claims.

**THE ENSIGN GROUP, INC.**

**RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL INFORMATION**

**(In thousands)**

**(Unaudited)**

The table below reconciles net income from operations to EBITDA, Adjusted EBITDA and Adjusted EBITDAR for each reportable segment for the periods presented:

| | Nine Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | Transitional and Skilled Services | | Assisted and Independent Services | | Home Health and Hospice | |
| | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| **Statements of Income Data:** | | | | | | |
| Income from operations, excluding general and administrative expense(a) | $ 100,362 | $ 89,645 | $ 12,438 | $ 9,116 | $ 13,912 | $ 12,024 |
| Less: net income attributable to noncontrolling interests | — | — | — | — | 133 | — |
| Depreciation and amortization | 22,038 | 19,637 | 4,687 | 3,120 | 700 | 711 |
| EBITDA | $ 122,400 | $ 109,282 | $ 17,125 | $ 12,236 | $ 14,479 | $ 12,735 |
| Adjustments to EBITDA: | | | | | | |
| Costs at facilities currently being constructed and other start-up operations(b) | (2,385) | 2,280 | 576 | 792 | 303 | 78 |
| Results related to closed operations and operations not at full capacity, including continued obligations and closing expenses(c) | 3,888 | 8,462 | 2 | — | 728 | — |
| Impact of Hurricane Harvey to operations (d) | 501 | — | — | — | — | — |
| Share-based compensation expense(e) | 2,961 | 3,182 | 468 | 278 | 258 | 204 |
| Insurance reserve in connection with the settlement of claims(f) | — | 4,701 | — | — | — | — |
| Less: rent related to item(b),(c) and (d) above | 9,687 | 4,586 | 2,668 | 2,114 | 181 | 27 |
| Adjusted EBITDA | $ 137,052 | $ 132,493 | $ 20,839 | $ 15,420 | $ 15,949 | $ 13,044 |
| Rent—cost of services | 78,896 | 66,447 | 17,596 | 21,624 | 1,449 | 1,151 |
| Less: rent related to items(b),(c) and(d) above | (9,687) | (4,586) | (2,668) | (2,114) | (181) | (27) |
| Adjusted EBITDAR | $ 206,261 | $ 194,354 | $ 35,767 | $ 34,930 | $ 17,217 | $ 14,168 |

(a) General and administrative expenses are not allocated to any segment for purposes of determining segment profit or loss.

(b) Costs incurred for facilities currently being constructed and other start-up operations.

(c) Represent results at closed operations and operations not at full capacity during the three and nine months ended September 30, 2017 and 2016, including the fair value of continued obligation under the lease agreement and related closing expenses of $4.0 million and $7.9 million, respectively. Included in the nine months ended September 30, 2017 results is the loss recovery of $1.3 million of certain losses related to a closed facility in prior year.

(d) Losses related to Hurricane Harvey on impacted operations.

(e) Share-based compensation expense incurred.

(f) Insurance reserve in connection with the settlement of claims.



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