

## 2014 Analyst Meeting Presentation

### Reconciliation of Non-GAAP Results to GAAP Results

(As originally presented in our Earnings Releases for the respective periods; unaudited)

#### Third Quarter 2014, as presented in our Earnings Release dated September 4, 2014

To supplement our financial results presented on a GAAP basis, we use non-GAAP measures that we believe are helpful in understanding our results. The non-GAAP measures exclude costs related to acquisitions and severance costs which we generally would not have otherwise incurred in the periods presented as a part of our continuing operations. The severance costs in CooperSurgical are not reflective of our ongoing business and operating results. Our non-GAAP financial results and guidance are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements and guidance prepared in accordance with GAAP. Management uses supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the factors management uses in planning and forecasting for future periods.

In the fiscal third quarter of 2014, our non-GAAP results exclude \$4.5 million of acquisition related costs recorded in selling, general and administrative expense and \$0.6 million of severance costs recorded in cost of sales and selling, general and administrative expense.

Our fiscal third quarter of 2014 non-GAAP EPS excluding amortization is \$2.00. This reflects an adjustment to non-GAAP net income of 10 cents per share or \$5.1 million consisting of amortization expense of \$6.8 million reduced by \$1.7 million for the related tax effect.

We also report revenue growth using the non-GAAP financial measure of constant currency revenue. Management presents and refers to constant currency information so that revenue results may be evaluated excluding the effect of foreign currency rate fluctuations. To present this information, current period revenue for entities reporting in currencies other than United States dollars are converted into United States dollars at the average foreign exchange rates for the corresponding period in the prior year. To report revenue growth excluding the October 31, 2013 divestiture of Aime, we excluded fiscal third quarter of 2013 revenue of \$6.0 million.

	Three Months Ended July 31,			Nine Months Ended July 31,		
	2014 GAAP	Adjustments	2014 Non-GAAP	2014 GAAP	Adjustments	2014 Non-GAAP
Operating income	\$ 96,565	\$ 5,138	\$ 101,703	\$ 267,111	\$ 6,124	\$ 273,235
Income before income taxes	\$ 94,383	\$ 5,138	\$ 99,521	\$ 261,659	\$ 6,124	\$ 267,783
Provision for income taxes	\$ 5,711	\$ 347	\$ 6,058	\$ 21,087	\$ 420	\$ 21,507
Net income attributable to Cooper Stockholders	\$ 88,067	\$ 4,792	\$ 92,859	\$ 239,070	\$ 5,703	\$ 244,773
Diluted EPS attributable to Cooper stockholders	\$ 1.80	\$ 0.10	\$ 1.90	\$ 4.89	\$ 0.12	\$ 5.01

The Company revises its full year fiscal 2014 guidance. Guidance assumes constant currency as of September 4, 2014, and is summarized as follows:

	FY14 Guidance <u>Old</u>	FY14 Guidance <u>New</u>	4Q14 Guidance <u>New</u>
Revenues (In millions)			
Total	\$1,685 - \$1,725	\$1,725 - \$1,740	\$477 - \$490
CVI	\$1,365 - \$1,395	\$1,400 - \$1,412	\$395 - \$405
CSI	\$320 - \$330	\$325 - \$328	\$82 - \$85
EPS			
Non-GAAP	\$6.80 - \$7.00	\$7.34 - \$7.44*	\$2.00 - \$2.10*

\* Fiscal 2014 non-GAAP EPS guidance excludes actual amortization of intangibles of \$0.12 in Q1, \$0.12 in Q2, \$0.10 in Q3 and forecasted \$0.10 in Q4. No amount of amortization of intangibles has been reflected for the yet to be determined intangible assets from the acquisition of Sauflon Pharmaceuticals. For comparability, fiscal 2013 amortization included in non-GAAP EPS was \$0.11 in Q1, \$0.11 in Q2, \$0.12 in Q3 and \$0.12 in Q4.

Cash provided by operations \$107.9 million, capital expenditures \$55.8 million, and excluding acquisition costs \$1.7 million, resulted in free cash flow \$53.8 million.

**Fourth Quarter and Full Year 2013, as presented in our Earnings Release dated December 5, 2013**

To supplement our financial results presented on a GAAP basis, we use non-GAAP measures that we believe are helpful in understanding our results. The non-GAAP measures exclude the loss on divestiture of Aime, discussed above, insurance proceeds related to a business interruption claim and costs related to acquisitions. Our non-GAAP financial results and guidance are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements and guidance prepared in accordance with GAAP. Management uses supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the factors management uses in planning and forecasting for future periods.

In the fiscal first quarter of 2013, our non-GAAP results exclude \$0.6 million of costs related to the acquisition of Origio recorded in selling, general and administrative expense and \$14.1 million in business interruption insurance proceeds. Our fiscal fourth quarter of 2013 non-GAAP results exclude the \$21.1 million loss on divestiture of Aime.

We also report revenue growth using the non-GAAP financial measure of constant currency revenue. Management presents and refers to constant currency information so that revenue results may be evaluated excluding the effect of foreign currency rate fluctuations. To present this information, current period revenue for entities reporting in currencies other than United States dollars are converted into United States dollars at the average foreign exchange rates for the corresponding period in the prior year.

	Three Months Ended October 31,			Twelve Months Ended October 31,		
	2013 GAAP	Adjustments	2013 Non-GAAP	2013 GAAP	Adjustments	2013 Non-GAAP
Operating income	\$ 62,043	\$ 21,062	\$ 83,105	\$ 305,945	\$ 21,687	\$ 327,632
Income before income taxes	\$ 61,092	\$ 21,062	\$ 82,154	\$ 312,271	\$ 7,604	\$ 319,875
Provision for income taxes	\$ 3,779	\$ 4,699	\$ 8,478	\$ 15,365	\$ 8,221	\$ 23,586
Net income attributable to Cooper stockholders	\$ 57,396	\$ 16,363	\$ 73,759	\$ 296,151	\$ (617)	\$ 295,534
Diluted EPS attributable to Cooper stockholders	\$ 1.15	\$ 0.33	\$ 1.48	\$ 5.96	\$ (0.01)	\$ 5.95

  

Fiscal 2014 EPS Guidance			
2014 GAAP	Adjustments	2014 Non-GAAP	
Diluted EPS	\$6.70 - \$7.00	\$ -	\$6.70 - \$7.00

Cash provided by operations \$415.9 million, capital expenditures \$178.1 million, insurance recovery \$1.3 million and acquisition costs \$0.3 million resulted in free cash flow of \$239.4 million.

**Fourth Quarter and Full Year 2012, as presented in our Earnings Release dated December 6, 2012**

To supplement our financial results presented on a GAAP basis, we use non-GAAP measures that we believe are helpful in understanding our results. The non-GAAP measures exclude debt extinguishment costs related to the amendment to our Credit Agreement and costs related to acquisitions. Our non-GAAP financial results and guidance are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements and guidance prepared in accordance with GAAP. Management uses supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the factors management uses in planning and forecasting for future periods.

In the fiscal fourth quarter of 2012, our non-GAAP results exclude \$0.8 million of direct acquisition costs related to the acquisition of Origio recorded in selling, general and administrative expense. In the fiscal third quarter of 2012, our non-GAAP results excluded a \$1.4 million loss related to the May 31, 2012, amendment to our Credit Agreement and costs related to the acquisition of Origio consisting of \$4.0 million in direct acquisition costs recorded in selling, general and administrative expense and \$0.4 million net gain related to the repayment of debt acquired recorded in interest expense.

We also report revenue growth using the non-GAAP financial measure of constant currency revenue. Management presents and refers to constant currency information so that revenue results may be evaluated excluding the effect of foreign currency rate fluctuations. To present this information, current period revenue for entities reporting in currencies other than United States dollars are converted into United States dollars at the average foreign exchange rates for the corresponding period in the prior year.

	Three Months Ended October 31,			Twelve Months Ended October 31,		
	2012 GAAP	Adjustments	2012 Non-GAAP	2012 GAAP	Adjustments	2012 Non-GAAP
Operating income	\$ 78,980	\$ 822	\$ 79,802	\$ 283,398	\$ 4,863	\$ 288,261
Income before income taxes	\$ 82,639	\$ 822	\$ 83,461	\$ 275,452	\$ 5,869	\$ 281,321
Provision for income taxes	\$ 10,492	\$ 319	\$ 10,811	\$ 26,808	\$ 525	\$ 27,333
Net income attributable to Cooper stockholders	\$ 71,920	\$ 504	\$ 72,424	\$ 248,339	\$ 5,344	\$ 253,683
Diluted EPS attributable to Cooper stockholders	\$ 1.46	\$ 0.01	\$ 1.47	\$ 5.05	\$ 0.11	\$ 5.16

Cash provided by operations \$315.1 million, capital expenditures \$99.8 million, insurance recovery \$6.6 million and acquisition costs \$8.5 million resulted in free cash flow of \$230.4 million

**Fourth Quarter and Full Year 2011, as presented in our Earnings Release dated December 8, 2011**

To supplement our financial results presented on a GAAP basis, we use non-GAAP measures that we believe are helpful in understanding our results. The non-GAAP measures exclude inventory and return provisions related to the recall of certain lots of Avaira<sup>®</sup> Toric and Avaira<sup>®</sup> Sphere contact lenses, a one-time charge to settle the Rembrandt patent lawsuit, costs related to acquisitions, restructuring costs and the redemption cost associated with the extinguishment of our senior notes on February 15, 2011. We exclude these items because we do not consider them reflective of our ongoing operating performance. Our non-GAAP financial results and guidance are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements and guidance prepared in accordance with GAAP. Management uses supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the factors management uses in planning and forecasting for future periods.

In the fiscal fourth quarter of 2011, our non-GAAP results excluded a total of \$16.2 million including \$6.2 million of additional reserves related to the recall of certain lots of Avaira Toric and Avaira Sphere contact lenses, including a \$1.1 million returns provision on revenue, a \$4.9 million reserve for inventory, a \$0.2 million reserve for related selling, general and administrative expenses; and a \$10 million one-time charge related to the settlement of the Rembrandt Vision Technologies, L.P. patent lawsuit against CooperVision filed on April 28, 2011. In the fiscal third quarter of 2011, our non-GAAP results excluded a \$14.2 million reserve for inventory and return provisions related to the Avaira recall; and we separately reported the reversal of the one-time gain on settlement of a preexisting relationship, initially reported in the fiscal first quarter, related to the acquisition of certain assets from Asahikasei Aime of \$6.1 million in operating income. In the fiscal second quarter of 2011, our non-GAAP results excluded a \$16.5 million loss related to the redemption of the senior notes. In the fiscal first quarter of 2011, we excluded \$1.9 million in restructuring costs, primarily severance and costs associated with assets related to the closure of the Norfolk manufacturing plant which were principally reflected in cost of sales. We completed the restructuring plan in the fiscal first quarter of 2011 and recognized total pre-tax restructuring charges under this plan of \$23.1 million: \$1.9 million in fiscal 2011, \$16.1 million in fiscal 2010 and \$5.1 million in fiscal 2009. In the fiscal first quarter of 2011 our non-GAAP results excluded acquisition costs of \$0.2 million, principally legal and other due diligence costs, primarily recorded in selling, general and administrative expense. We believe it is useful for investors to understand the effects of these reserves, restructuring costs and acquisition items on our fiscal 2011 operating results.

We also report revenue growth using the non-GAAP financial measure of constant currency revenue. Management presents and refers to constant currency information so that revenue results may be evaluated excluding the effect of foreign currency rate fluctuations. To present this information, current period revenue for entities reporting in currencies other than United States dollars are converted into United States dollars at the average foreign exchange rates for the corresponding period in the prior year.

	Three Months Ended October 31,			Twelve Months Ended October 31,		
	2011 GAAP	Adjustments	2011 Non-GAAP	2011 GAAP	Adjustments	2011 Non-GAAP
Gross profit	\$ 223,633	\$ 6,014	\$ 229,647	\$ 804,804	\$ 22,056	\$ 826,860
Operating income	\$ 66,621	\$ 16,167	\$ 82,788	\$ 227,556	\$ 32,454	\$ 260,010
Income before income taxes	\$ 62,880	\$ 16,167	\$ 79,047	\$ 192,764	\$ 48,941	\$ 241,705
Provision for income taxes	\$ 6,242	\$ 895	\$ 7,137	\$ 17,334	\$ 6,997	\$ 24,331
Net income	\$ 56,638	\$ 15,272	\$ 71,910	\$ 175,430	\$ 41,944	\$ 217,374
Diluted EPS	\$ 1.15	\$ 0.31	\$ 1.46	\$ 3.63	\$ 0.87	\$ 4.50

Cash provided by operations \$336.3 million and capital expenditures \$103.7 million resulted in free cash flow of \$232.6 million.

**Fourth Quarter and Full Year 2010, as presented in our Earnings Release dated December 7, 2010**

To supplement our financial results and guidance presented on a GAAP basis, we use non-GAAP measures that we believe are helpful in understanding our results. As indicated in the table below, the non-GAAP measures exclude the securities class action and derivative litigation settlements and related charges, restructuring costs and costs related to acquisitions. We exclude these items because we do not consider them reflective of our ongoing operating performance. Our non-GAAP financial results and guidance are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements and guidance prepared in accordance with GAAP. Management uses supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the factors management uses in planning for and forecasting future periods.

Non-GAAP operating income, net income and diluted EPS results exclude costs related to the securities class action and derivative litigation settlements and related charges, the 2009 CooperVision manufacturing restructuring plan announced in August 2009, and costs related to acquisitions. Non-GAAP diluted EPS for the fiscal fourth quarter of 2010 excluded related costs of 6 cents per share. Non-GAAP diluted EPS for the fiscal fourth quarter of 2009 excluded costs related to the 2009 CooperVision manufacturing restructuring plan of 1 cent per share. Fiscal 2011 guidance excludes costs related to the 2009 CooperVision manufacturing restructuring plan and costs related to acquisitions.

In fiscal 2010, we recognized pre-tax litigation settlement charges of \$27.8 million related to the securities class action litigation and the derivative litigation, and a related \$0.5 million in pre-tax unreimbursed legal fees. The restructuring costs, primarily severance and costs associated with assets, related to the closure of the Norfolk manufacturing plant are recorded primarily in cost of sales. We expect to recognize total pre-tax restructuring charges under this plan of approximately \$24.3 million. We recognized \$16.1 million in fiscal 2010 and \$5.1 million in fiscal 2009, and anticipate approximately \$3.1 million in the first fiscal quarter of 2011. The acquisition costs, principally legal and other due diligence costs, are primarily recorded in selling, general and administrative expense. We believe it is useful for investors to understand the effects of these litigation, restructuring and acquisition costs on our total operating results.

We also report revenue growth using the non-GAAP financial measure of constant currency revenue. Management presents and refers to constant currency information so that revenue results may be evaluated excluding the effect of foreign currency rate fluctuations. To present this information, current period revenue for entities reporting in currencies other than United States dollars are converted into United States dollars at the average foreign exchange rates for the corresponding period in the prior year.

	Three Months Ended October 31,		
	<u>2010 GAAP</u>	<u>Adjustments</u>	<u>2010 Non-GAAP</u>
Operating income	\$ 62,504	\$ 4,532	\$ 67,036
Income before income taxes	\$ 53,876	\$ 5,282	\$ 59,158
Provision for income taxes	\$ 5,678	\$ 2,622	\$ 8,300
Net income	\$ 48,198	\$ 2,660	\$ 50,858
Diluted EPS	\$ 1.03	\$ 0.06	\$ 1.09

	Twelve Months Ended October 31,		
	<u>2010 GAAP</u>	<u>Adjustments</u>	<u>2010 Non-GAAP</u>
Operating income	\$ 189,912	\$ 18,605	\$ 208,517
Income before income taxes	\$ 124,426	\$ 46,355	\$ 170,781
Provision for income taxes	\$ 11,623	\$ 15,203	\$ 26,826
Net income	\$ 112,803	\$ 31,152	\$ 143,955
Diluted EPS	\$ 2.43	\$ 0.67	\$ 3.10

	Fiscal 2011 EPS Guidance		
	<u>2011 GAAP</u>	<u>Adjustments</u>	<u>2011 Non-GAAP</u>
FY11 Diluted EPS	\$ 3.25 - 3.45	\$ 0.05	\$ 3.30 - 3.50

Cash provided by operations \$267.6 million and capital expenditures \$73.7 million resulted in free cash flow of \$193.9 million.