2020 Annual Shareholders’ Meeting

Marc Naughton
Executive Vice President and Chief Financial Officer
<table>
<thead>
<tr>
<th>Agenda</th>
<th>Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Welcome and business meeting</td>
<td>Marc Naughton</td>
</tr>
<tr>
<td></td>
<td>Executive Vice President &amp; Chief Financial Officer</td>
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<tr>
<td>Chairman’s remarks</td>
<td>Brent Shafer</td>
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<td>Chairman &amp; Chief Executive Officer</td>
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<td>Marketplace and client relationships</td>
<td>John Peterzalek</td>
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<td>Executive Vice President &amp; Chief Client and Services Officer</td>
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<td>Strategic growth</td>
<td>Don Trigg</td>
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<tr>
<td></td>
<td>President</td>
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<tr>
<td>Q&amp;A</td>
<td>All</td>
</tr>
</tbody>
</table>
Introductions

Cerner Board Members in Attendance
• Brent Shafer (Chairman)
• Gerald E. Bisbee, Jr., PhD, MBA
• Mitchell E. Daniels, Jr., JD
• Linda M. Dillman
• Julie L. Gerberding, MD, MPH
• John J. Greisch, MBA
• Melinda J. Mount, MBA
• George A. Riedel, MBA
• R. Halsey Wise, MBA
• William D. Zollars

Cerner Executive Presenters
• Marc G. Naughton, EVP & Chief Financial Officer
• John T. Peterzalek, EVP & Chief Client & Services Officer
• Don D. Trigg, President

Corporate Secretary
• Randy D. Sims, EVP, Chief Legal Officer & Secretary

Auditors
• Steve Frye, Partner
• Michael Remmert, Sr Audit Manager, KPMG LLP

Inspector of Election
• Scott Gootee, Stinson LLP
Business Meeting
Administrative Items

Record Date

Shareholders of record as of March 24, 2020 are entitled to vote.

Notice of Meeting

Randy D. Sims, Secretary, has confirmed notice of meeting was properly given in accordance with our bylaws.

Quorum

The Inspector of Election has confirmed a quorum is represented, either in person or by proxy.

Voting

If you have not yet voted or turned in your proxy, you may do so at any time until the polls close. Voting will close immediately following the conclusion of the business portion of our meeting.

Agenda/Rules

We will follow the Agenda and Rules of Conduct and Procedure available at the link provided in the bottom right of the meeting dashboard.
Business Meeting – Order of Business

Proposal #1: Election of three Class I Directors to a three-year term:

Julie L. Gerberding, M.D., M.P.H.
Brent Shafer
William D. Zollars

Proposal #2: Ratification of the appointment of KPMG LLP as the independent registered public accounting firm of Cerner Corporation for 2020.

Proposal #3: Conduct an advisory vote to approve the compensation of our Named Executive Officers

Proposal #4: Approve an amendment to our Third Restated Certificate of Incorporation to declassify our Board of Directors (Declassification Amendment)

Proposal #5: Approve an amendment to our Third Restated Certificate of Incorporation to amend the advance notice provisions for director nominations (Advance Notice Amendment)
Business Meeting – Preliminary Results

- Proposal #1 – Election of Directors
- Proposal #2 – Ratification of Auditors
- Proposal #3 – Say on Pay
- Proposal #4 – Amendment to Charter – Declassification
- Proposal #5 – Amendment to Charter – Advance Notice Provisions

The final tally and verification of all votes will be completed by the Inspector of Election following the closing of the voting polls.
Since there is no further business, the Business Meeting portion of the 2020 Annual Shareholders’ Meeting of Cerner Corporation is adjourned.

The voting polls are closed.

Business update to follow.
Cautionary statement regarding forward-looking statements

This presentation may contain forward-looking statements, including without limitation, those regarding projections of future revenues or earnings, operating margins, operating and capital expenses, bookings, new solution, services and offering development, and capital allocation plans; cost optimization and operational improvement initiatives; future business outlook, including new markets or prospects for the Company’s solutions and services; and the expected benefits of our acquisitions, divestitures or other collaborations. These forward-looking statements are based on management’s current beliefs, expectations and assumptions and are subject to significant risks and uncertainties. Cerner’s performance, and actual results, financial condition or business could differ materially from those expressed in such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to:

- the possibility of significant costs and reputational harm related to product and service-related liabilities; potential claims for system errors and warranties; the possibility of interruption at our data centers or client support facilities, or those of third parties with whom we have contracted (such as public cloud providers), that could expose us to significant costs and reputational harm; the possibility of increased expenses, exposure to legal claims and regulatory actions and reputational harm associated with a cyberattack or other breach in our IT security or the IT security of third parties on which we rely; our proprietary technology may be subject to claims for infringement or misappropriation of intellectual property rights of others, or may be infringed or misappropriated by others or subject to claims related to open source licenses; material adverse resolution of legal proceedings or other claims or reputational harm stemming from negative publicity related to such claims or legal proceedings; risks associated with our global operations, including without limitation greater difficulty in collecting accounts receivable; risks associated with fluctuations in foreign currency exchange rates; changes in tax laws, regulations or guidance that could adversely affect our tax position and/or challenges to our tax positions in the U.S. and non-U.S. countries; the uncertainty surrounding the impact of the departure of the United Kingdom from the European Union on our global business; risks associated with the unexpected loss or recruitment and retention of key personnel or the failure to successfully develop and execute succession planning to assure transition of key associates and their knowledge, relationships and expertise; risks related to our dependence on strategic relationships and third party suppliers, including any impact to the business of such suppliers resulting from the COVID-19 pandemic; risks inherent with business acquisitions or strategic investments and the failure to achieve projected synergies; risks associated with volatility and disruption resulting from global economic or market conditions, including any impact thereon resulting from events such as the COVID-19 pandemic; significant competition and our ability to anticipate or respond quickly to market changes, changing technologies and evolving pricing and deployment methods and to bring competitive new solutions, devices, features and services to market in a timely fashion; managing growth in the new efficiencies and sustain our offer and pricing positions, long sales cycles for our solutions and services and the risks inherent in contracting with government clients, including without limitation, complying with strict compliance and disclosure obligations, navigating complex procurement rules and processes and defending against bid protests; risks associated with our outstanding and future indebtedness, such as compliance with restrictive covenants, which may limit our flexibility to operate our business; impact of the phase-out of the London Interbank Offered Rate (LIBOR) on the interest rates under our financing agreements and the interest rate swap related to the outstanding indebtedness under our credit agreement; the potential for losses resulting from asset impairment charges; changing political, economic, regulatory and judicial influences, which could impact the purchasing practices and operations of our clients and increase costs to deliver compliant solutions and services; non-compliance with laws, government regulations or certain industry initiatives or failure to deliver solutions or services that enable our clients to comply with laws or regulations applicable to their businesses; variations in our quarterly operating results; potential variations in our sales forecasts compared to actual sales; volatility in the trading price of our common stock and the timing and volume of market activity, including volatility resulting from the COVID-19 pandemic; inability to achieve expected operating efficiencies and/or improve operating expense reductions; risks that Cerner’s revenue growth may be lower than anticipated and/or that the mix of revenue shifts to lower margin revenue; that the capital allocation strategy will not be fully implemented or enhance long-term shareholder value; risks that Cerner’s business may be negatively affected as a result of future proxy fights or the actions of activist shareholders; our directors’ authority to issue preferred stock and the anti-takeover provisions in our corporate governance documents; and the extent to which the COVID-19 pandemic and measures taken in response thereto could adversely affect our financial condition, future bookings and results of operations, including risks associated with the impact of the COVID-19 pandemic on collecting accounts receivable.

Additional discussion of these and other risks, uncertainties and factors affecting Cerner’s business is contained in Cerner’s filings with the Securities and Exchange Commission. The reader should not place undue reliance on forward-looking statements, since the statements speak only as of the date that they are made. Except as required by law, Cerner undertakes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in our business, results of operations or financial condition over time. A reconciliation of non-GAAP financial measures discussed in this presentation can be found in the Appendix to this presentation and Cerner’s most recent earnings release that was furnished to the SEC and posted on the investor section of www.cerner.com.
Chairman and CEO comments

Brent Shafer
Chairman and Chief Executive Officer
Responding to COVID-19

- Cerner is well-positioned
- COVID-19 impact requires adjustments
- Executing transformation remains a priority
- Accelerating growth strategies
2019 successes

- Client momentum
- Collaboration with AWS and Amazon
- Progress with transformation efforts
- Positive momentum in federal market
- Positive financial performance
- New Operating Model implemented
Structure, people and process enhancements

Board expansion
Organizational updates
Leadership additions

Enterprise Process Improvement

Product Lifecycle Management
Client Relationship Management

Product rationalization
Configure, Price, Quote

Portfolio Management
Strategies for growth

1. **Clients:** Retain and expand client footprint; focus on revenue cycle; execute in federal space

2. **SaaS:** Modernize the technology stack for next-generation, cognitive EMR

3. **Build out Health Network:** Establish *HealthIntent*® as foundational enabler of evolving care delivery and reimbursement strategies across MSAs/communities globally

4. **Create category-leading data business:** Cerner will be a category-leading data-enabled services company

5. **Talent and culture:** Recruit and reimagine a high-performance workforce architecture

6. **Deliver solid financial performance:** Consistent, predictable results
OUR VISION
We believe in a **seamless and connected world** where everyone thrives.

OUR MISSION
To relentlessly **seek breakthrough innovation** that will **shape health care** of tomorrow

OUR PROMISE
Health care is **too important** to stay the same.
Marketplace and client relationships

John Peterzalek
Executive Vice President and Chief Client and Services Officer
Focus areas shaping health care today

Intelligent innovation

- Small data > big data
- Predictive analytics and AI

Better experiences and outcomes

- Outcomes-based care
- Emphasis on outpatient care
- Consumer engagement
- Rise in home health care
- Physician wellness

Open and connected health care

- Open and interoperable systems
- Growth in health cloud apps

COVID-19 pandemic accelerates these trends
COVID-19 impact on Cerner and clients

• Pandemic has heightened clients’ focus on needs that align with our capabilities:
  • Interoperability
  • Secure access to health information
  • Analytics
• Clients intend to move forward with strategic plans despite near-term disruption to business activity and Cerner is an essential part of client strategies
• CARES Act aids clients recovery from near-term impact
• Crisis could accelerate existing macro trends
  • Federal government is largest payor
  • Health system consolidation
  • Telehealth / Virtual Care
Market leading momentum

Highly competitive in core markets

- Cerner remains highly competitive
- No supplier added more U.S. hospitals since 2015 across the spectrum of acute care
- Over 30% of the market run non-current systems that are exploring potential replacement
- Cerner is considered more often than any supplier for the high-volume, >200 bed market*
- Platform modernization represents a clear, sustainable path for current & future clients and a clear differentiator for Cerner

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*Acute Care EMR Decision Insights 2019 | Buyers Unwilling to Settle* July 2019. © 2019 KLAS Enterprises, LLC. All rights reserved. [www.KLASresearch.com](http://www.KLASresearch.com)
Committed to Non-U.S. Markets

Focused on a world class experience **Worldwide acute EHR market share leader**

- Market leadership requires consistent experiences and innovation enabling client success
- Recent divestitures do not change our position but further the focus on value
- *Millennium & HealtheIntent* are chosen by organizations orchestrating care at population and pan-regional levels
- Strong delivery in key markets prime Cerner for expansion in pivotal upcoming procurements
- i.s.h.med remains a light-weight and geographically diverse option for new opportunities

Cerner non-U.S. clients winning HIMSS Davies Awards in 2019

[Graph showing market share of different EHR systems, with Cerner as a leading player]
Significant opportunity
New business and client expansion

- Growing adoption of RCM and ambulatory offerings converting strong whitespace in Cerner’s installed base
- Within Cerner’s top clients, ~400 facilities are not on Millennium (mainly result of M&A)
- Existing clients are committing to the future
  - 10 clients contributed $1.5B in bookings in 2019 through extensions and expansions
  - RCM and ambulatory material components in several deals, replacing key competitors
- Pursuing and deepening relationships in adjacent care venues

![Healthcare provider organization opportunity chart](chart.png)

### Federal highlights

**Department of Defense**
- ✓ Completed IOC
- ✓ Completed Wave TRAVIS Go-Live
- ✓ Kicked off four additional Waves: Nellis, Pendleton, Coast Guard, San Diego
- ✓ Positioned to support Federal Electronic Health Record Modernization (FEHRM) Program Office

**Veterans Affairs**
- ✓ Hosted 8 national workshops, created enterprise standards
- ✓ Migrated 78B health records of 23.5M Veterans to Cerner’s data center
- ✓ Initiated Cerner Scheduling Solution (CSS) project
- ✓ Positioned to support FEHRM

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**Joint Health Information Exchange went live April 2020**
- ✓ Executed on financial plans
- ✓ Prime contracting capabilities
- ✓ Proactive stakeholder engagement

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Continuing to advance projects during pandemic; working with DoD and VA on revised timelines
Strategic Growth

Don Trigg

President, Cerner
“The first order impact of any crisis is an acceleration of trends already playing out.”

Cerner Q1 2020 Earnings Call
April 28, 2020
## Strategic Growth: Beyond the Hospital EMR

<table>
<thead>
<tr>
<th>Provider</th>
<th>Non-Provider</th>
<th>Data</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Health Networks: $12B TAM</strong></td>
<td><strong>Consumer: $3B TAM</strong></td>
<td><strong>Data-as-a-Service (DaaS): $45B TAM</strong></td>
</tr>
<tr>
<td><em>HealthIntent</em> tech-enablement offering to include EDW, analytics, care management and registries.</td>
<td>Patient portal, well-being applications, and consumer relationship management.</td>
<td>Record retrieval and clinical trial, real-world evidence businesses.</td>
</tr>
<tr>
<td><strong>Real-Time Health Systems: $6B TAM</strong></td>
<td><strong>Workforce Health: $12B TAM</strong></td>
<td></td>
</tr>
<tr>
<td>Security solutions, hospital operations, smart facility and clinician communications.</td>
<td>Employer clinics, pharmacy, concierge services, third party administration and workforce health analytics</td>
<td></td>
</tr>
<tr>
<td><strong>Continuum: $3B TAM</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Behavioral health, long-term care, rehab and community &amp; social care.</td>
<td></td>
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</tbody>
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### Megatrend / Strategic Tailwind
- TAM > $3B and Achievable Market Share (>15%)
- EMR-agnostic with Leverageable Cerner Assets
- Surmountable Barriers to Entry including Regulatory
- Speed-to-Revenue

TAM = Total Addressable Market
Strategic Growth: Strong 2019 Performance, Solid Outlook 2020 and Beyond

Strategic Growth Business Units grew at 22% in 2019

- **Pre-COVID 2019 Performance**
  - 2018: $425
  - 2019: $520
  - +22%

- **COVID Tailwinds, Headwinds, Wildcards**
  - **Health Networks**
    - Our Health Network solutions play an important role in revenue recovery, enable secure tele-health network strategies and support alternative care venues to include the home.
  - **Behavioral Health**
    - Behavior Health will be a growing crisis in the years to come. In addition to our Best-in-KLAS solution, we are creating SDOH-focused analytics to help providers and payers manage individuals in need.
  - **Workforce Health**
    - Return-to-Work has employers of all sizes advancing strategies to ensure Workforce Health. Our solutions, ranging from tele-health to virtual consulting services, provide trusted strategies for employers to effectively manage employee health and well-being.
  - **Real-Time Health System**
    - As providers surged to deliver additional supply, our CareAware Capacity management and Clairvia solutions were front and center. They will be just as essential as providers work to drive operational efficiencies in the quarters ahead.
  - **Consumer**
    - Transformative impact of COVID on the role of the consumer will be felt for decades to come. Our solutions support the Whole Person and the integrated experiences that rising healthcare consumerism will demand.
  - **Data-as-a-Service**
    - Cerner’s offering to U.S. health systems and academic researchers for critical de-identified COVID-19 patient data will help support studies, clinical trials and medical treatments.
“Used to its full potential, information technology can alter the structure of how care is delivered to individuals.

We believe that over time healthcare will shift away from the structured delivery systems of today toward more ‘virtual health systems’ where consumers can construct and reconstruct a care delivery system that meets their individual or family needs.”

Neal Patterson,
Cerner Co-Founder and CEO, 1979-2017
Questions
Appendix – Reconciliation of GAAP to non-GAAP financial measures

We report our financial results in accordance with accounting principles generally accepted in the United States of America ("GAAP"). However, we supplement our GAAP results with certain non-GAAP financial measures, which we believe enable investors to better understand and evaluate our ongoing operating results and allows for greater transparency in the review and understanding of our overall financial, operational and economic performance. These non-GAAP financial measures are not meant to be considered in isolation, as a substitute for, or superior to GAAP results and investors should be aware that non-GAAP measures have inherent limitations and should be read only in conjunction with Cerner’s consolidated financial statements prepared in accordance with GAAP. These non-GAAP measures may also be different from similar non-GAAP financial measures used by other companies and may not be comparable to similarly titled captions of other companies due to potential inconsistencies in the method of calculations. We provide the measures of adjusted operating expenses, adjusted operating earnings, adjusted operating margin, adjusted net earnings and adjusted diluted earnings per share as such measures are used by management, along with GAAP results, to analyze Cerner’s business, make strategic decisions, assess long-term trends on a comparable basis, and for management compensation purposes. We provide the non-GAAP measure of free cash flow as such measure takes into account certain capital expenditures necessary to operate our business. Free cash flow is used by management, along with GAAP results, to analyze our earnings quality and overall cash generation of the business, and for management compensation purposes.

Any future period non-GAAP guidance in this presentation includes adjustments for items not indicative of our core operations, which may include, without limitation, share-based compensation expense, organizational restructuring and other expense and acquisition-related expenses. Such adjustments may be affected by changes in ongoing assumptions and judgments, as well as nonrecurring, unusual or unanticipated charges, expenses or gains or other items that may not directly correlate to the underlying performance of our business operations. The exact amount of these adjustments are not currently determinable, but may be significant. It is therefore not practicable to practicable to provide the comparable GAAP measures or reconcile this non-GAAP guidance to the most comparable GAAP financial measures.

Please see the accompanying table for a reconciliation of GAAP results to non-GAAP financial measures.

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

<table>
<thead>
<tr>
<th>Adjustment</th>
<th>2018 (in millions)</th>
<th>2019 (in millions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating earnings (GAAP)</td>
<td>$775</td>
<td>$601</td>
</tr>
<tr>
<td>Share-based compensation expense</td>
<td>$102</td>
<td>$109</td>
</tr>
<tr>
<td>Acquisition-related amortization</td>
<td>$83</td>
<td>$85</td>
</tr>
<tr>
<td>Allowance on non-current asset</td>
<td>$45</td>
<td>$30</td>
</tr>
<tr>
<td>Charge related to client dispute</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Vendor settlement</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Organizational restructuring and other expense</td>
<td>$5</td>
<td>$221</td>
</tr>
<tr>
<td>Adjusted Operating Earnings (non-GAAP)</td>
<td>$1,011</td>
<td>$1,052</td>
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<tr>
<td>Adjusted Net Earnings and Adjusted Diluted Earnings Per Share</td>
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<td></td>
</tr>
<tr>
<td>Net earnings (GAAP)</td>
<td>$630</td>
<td>$529</td>
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<tr>
<td>Pre-tax adjustments for Adjusted Net Earnings:</td>
<td></td>
<td></td>
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<tr>
<td>Share-based compensation expense</td>
<td>$102</td>
<td>$109</td>
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<td>Organizational restructuring and other expense</td>
<td>$5</td>
<td>$221</td>
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<tr>
<td>Investment Gains</td>
<td></td>
<td>(30)</td>
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<tr>
<td>After-tax adjustments for Adjusted Net Earnings:</td>
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<tr>
<td>Income tax effect of pre-tax adjustments</td>
<td>(46)</td>
<td>(81)</td>
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<tr>
<td>Share-based compensation permanent tax items</td>
<td>(2)</td>
<td>(8)</td>
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<tr>
<td>Adjusted Net Earnings (non-GAAP)</td>
<td>$819</td>
<td>$862</td>
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### reconciliation of GAAP results to non-GAAP results

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<thead>
<tr>
<th>Adjustment</th>
<th>2018 (in millions)</th>
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</tr>
</thead>
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<tr>
<td>Free Cash Flow</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash flows from operating activities (GAAP)</td>
<td>$1,454</td>
<td>$1,313</td>
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<tr>
<td>Capital purchases</td>
<td>$447</td>
<td>$472</td>
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<tr>
<td>Capitalized software development costs</td>
<td>$274</td>
<td>$274</td>
</tr>
<tr>
<td>Free Cash Flow (non-GAAP)</td>
<td>$733</td>
<td>$568</td>
</tr>
<tr>
<td>Cash flows from investing activities (GAAP)</td>
<td>$820</td>
<td>$640</td>
</tr>
<tr>
<td>Cash flows from financing activities (GAAP)</td>
<td>$610</td>
<td>$601</td>
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</table>

*More detail on these adjustments and management’s use of non-GAAP results is in our most recent Form 10-K and our current reports on Form 8-K.