

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): January 26, 2005**

---

**THE COOPER COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-8597**  
(Commission File Number)

**94-2657368**  
(IRS Employer  
Identification No.)

**6140 Stoneridge Mall Road, Suite 590, Pleasanton, California 94588**  
(Address of principal executive offices)

**(925) 460-3600**  
(Registrant's telephone number, including area code)

---

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**ITEM 1.01. Entry Into a Material Definitive Agreement.***Employment Agreement*

On January 26, 2005, the Cooper Companies, Inc. entered into an agreement with Mr. Steven M. Neil related to his appointment to the position of Vice President and Chief Financial Officer. The material terms are set forth below in Item 5.02. The description of the agreement does not purport to be complete and is qualified in its entirety by reference to the offer letter, which is filed as Exhibit 10.1 to this report and incorporated herein by reference.

**ITEM 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On January 26, 2005, The Cooper Companies, Inc. issued a press release announcing several management changes. A copy of this release is attached as Exhibit 99.1 and incorporated herein by reference.

Mr. Robert S. Weiss, age 58, was named Executive Vice President and Chief Operating Officer of the Company on January 26, 2005. Prior to that, he served as Executive Vice President since October 1995 and Chief Financial Officer since 1989. He also served as Treasurer from 1989 to March 2002. From October 1992 until October 1995 he served as Senior Vice President. From March 1984 to October 1992 he served as Vice President, and from 1984 through July 1990 he served as Corporate Controller. He previously held a number of financial positions with the Company and at Cooper Laboratories, Inc. (the Company's former parent) since joining the Company in 1977.

The Company is party to an employment agreement with Robert S. Weiss that provides if (i) the Company terminates him without Cause or (ii) he terminates his employment for Good Reason or following a Change of Control (as each term is defined in the respective agreement), the Company will pay Mr. Weiss 150% of his annual base salary except that Mr. Weiss' payment would be reduced to 100% if the termination arises out of a Change of Control.

Mr. Steven M. Neil, age 52, was named Vice President and Chief Financial Officer of the Company on January 26, 2005. He served as Executive Vice President, Chief Financial Officer and Secretary of Ocular Sciences, Inc. from July 2003 to January 2005. From October 1997 until June 2003 he was Executive Vice President, Finance, Chief Financial Officer, Treasurer and Secretary of Sola International, Inc.

The Company is party to an agreement with Mr. Neil effective on January 26, 2005. The material terms of the one year agreement include a base salary of \$331,500, participation in the 2005 Incentive Payment Plan at 45% of his base salary and receipt of options at the discretion of the Organization and Compensation Committee. The agreement with Mr. Neil also provides that if, within the first year of employment, (i) the Company terminates the employee without cause or (ii) the employee terminates his employment for Good Reason, the

Company will pay the remaining Base Salary which would have been payable until the end of the first year following the closing. In addition, he would receive a pro-rata share of any amounts that would have been payable under the Company's Incentive Payment Plan.

**ITEM 7.01. Regulation FD Disclosure.**

On January 26, 2005, The Cooper Companies, Inc. issued a press release announcing quarterly guidance for fiscal 2005 and the Company made a presentation at an investor meeting that included additional non-public information. A copy of the release is furnished as Exhibit 99.2 and a copy of the presentation is furnished as Exhibit 99.3 to this Current Report and both shall not be deemed "filed" under the Securities Exchange Act of 1934, as amended.

Internet addresses in these releases are for information purposes only and are not intended to be hyperlinks to other Cooper information.

**ITEM 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Offer Letter addressed to Mr. Steven M. Neil dated January 25, 2005.
99.1	Press Release dated January 26, 2005 of The Cooper Companies, Inc.
99.2	Press Release dated January 26, 2005 of The Cooper Companies, Inc.
99.3	Investor presentation dated January 26, 2005.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE COOPER COMPANIES, INC.

By /s/ Rodney E. Folden

---

Rodney E. Folden  
Corporate Controller  
(Principal Accounting Officer)

Dated: February 1, 2005

---

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Sequentially Numbered Page</u>
10.1	Offer Letter addressed to Mr. Steven M. Neil dated January 25, 2005.	
99.1	Press Release dated January 26, 2005 of The Cooper Companies, Inc.	
99.2	Press Release dated January 26, 2005 of The Cooper Companies, Inc.	
99.3	Investor presentation dated January 26, 2005.	

January 25, 2005

Mr. Steven M. Neil  
26343 Esperanza Drive  
Los Altos Hills, CA 94022

Dear Steve:

Thank you for your efforts throughout the past several months in planning for the combination of Ocular Sciences, Inc. and The Cooper Companies, Inc. I am looking forward to working with you as we build the new organization.

As we have discussed I believe our new organization can offer you the type of growth opportunities you are seeking and I anticipate you will make a significant contribution to the Company.

On behalf of The Cooper Companies, Inc. (the "Company" or "Cooper"), I am pleased to offer you the position of Vice President and Chief Financial Officer ("CFO") reporting to me as the COO of Cooper, effective as of January 26, 2005.

The terms of your new position with the Company are as set forth below:

1. Term. The terms of this Offer Letter will be in effect for one year following the closing and will expire on the first anniversary of the closing.
2. Compensation.
  - a. Base Salary. You will be paid an annual base salary at the rate of \$331,500 per year ("Base Salary"), payable in substantially equal periodic installments with the same frequency as generally provided other employees of Cooper.
  - b. Incentive Payment Plan (IPP). You will be eligible to participate in the TCC IPP for fiscal year 2005 (ending October 31, 2005) at a target of 45% of your Base Salary, pro-rated for your period of participation in the plan. All determinations regarding bonus awards under the IPP are made by the Committee (as defined below), in its sole discretion.
  - c. Review. Your Base Salary will be subject to periodic review as part of the Company's regular performance and salary review process.
3. Stock Options. As an employee of Cooper, you will be eligible to receive a grant of options to acquire TCC shares under the TCC Stock Option Plan (the "Option Plan"). Awards under the Option Plan are made by the TCC Organization and Compensation Committee (the "Committee"), in its sole discretion. I intend to recommend that you

receive an initial stock option grant to purchase 30,000 shares. The number of shares, exercise price, vesting and other terms of any such award will be determined by the Committee.

4. Other Benefits.

- a. You will be eligible to participate in employee benefit plans and receive such fringe benefits as are from time to time made generally available to similarly situated Cooper employees, which benefits currently include medical, dental, life, vision short-term disability and long-term disability insurance plans and flexible spending accounts. Vacation will accrue under the Cooper vacation policy and you will be entitled to holiday pay under the Cooper holiday schedule.
- b. Your participation in the Ocular Sciences 401(k) Plan will end on January 25, 2005. You will be eligible to participate in The Cooper Companies 401(k) Savings Plan on the first payroll following January 26, 2005. Your account balance in the OSI 401(k) Plan will be merged into The Cooper Companies 401(k) Savings Plan in early 2005. You will receive detailed information during the process of merging the plans.
- c. Additional details on benefit plans will be available after the closing.

5. **Demonstration of Best Efforts.** You agree to the best of your ability and experience that you will at all times loyally and conscientiously perform all of the duties and obligations required of and from you pursuant to the express and implicit terms hereof, and to the reasonable satisfaction of the Company. During the term of your employment, you further agree that you will devote all of your business time and attention to the business of the Company. The Company will be entitled to all of the benefits and profits arising from or incident to all such work services and advice. You will not render commercial or professional services of any nature to any person or organization, whether or not for compensation, without the prior written consent of the Chief Operating Officer of Cooper and you will not directly or indirectly engage or participate in any business that is competitive in any manner with the business of the Company. So long as such activities do not conflict with your duties to the Company, you may accept speaking or presentation engagements in exchange for honoraria and may participate in charitable activities without violating this provision.
6. **Confidentiality of Terms.** You agree not to disclose, either directly or indirectly, any information regarding the terms of this agreement, to any person; provided, however, that you may discuss such terms with members of your immediate family and as reasonably required with any legal, tax or accounting specialists who provide you with individual legal, tax or accounting advice provided you advise such persons of these confidentiality provisions. You must also agree to the terms of the attached Employee Proprietary Information and Inventions Agreement.
7. **At-Will Employment/Severance.** Your employment with the Company will be on an "at will" basis, meaning that either you or the Company may terminate your employment at any time for any reason or no reason. However, for the first year following the closing, you will be eligible for severance ("Severance") if (x) the Company terminates your employment without Cause or (y) you resign for Good Reason.

- a. In order to receive the Severance, you must execute a Separation Agreement, Including Release and Waiver of Claims, in the form attached hereto.
- b. The Severance will equal the remaining Base Salary and IPP bonus which would have been payable to you if you continued employment until the end of the first year following the closing.
- c. Severance amounts will be payable in a single lump sum on the first payroll date administratively feasible following the termination date or, in the case of any payment in respect of the IPP, as soon as administratively feasible following the date on which such IPP payments are made to active employees.
- d. For purposes of this Offer Letter, the following terms shall have the meanings assigned to them below:
  - (i) "Cause" shall mean misconduct in the performance of your duties as determined in good faith by the Board of Directors of TCC.
  - (ii) "Good Reason" shall mean, without your consent, a reduction in your Base Salary.

8. Notices. All notices, requests, demands and other communications made pursuant to this letter agreement shall be in writing and shall be deemed duly given (a) if personally delivered, at the time so delivered, (b) if faxed, on the date specified in the transmission confirmation, or (c) if mailed, three days after deposit for mailing at any general or branch United States Post Office enclosed in a registered or certified postpaid envelope addressed to the respective parties as follows:

If to Cooper:     The Cooper Companies, Inc.  
6140 Stoneridge Mall Rd., Suite 590  
Pleasanton, CA 94588  
Attention: Chief Operating Officer  
Fax: (925) 460-3648

With a copy to:   The Cooper Companies, Inc.  
6140 Stoneridge Mall Road, Suite 590  
Pleasanton, CA 94588  
Attention: Corporate Secretary  
Fax: (925) 460-3662

If to you:

to you at the most recent address in the Company's records or to such other address as either party may have previously furnished to the other in writing in the manner set forth above provided that such notice of change of address shall only be effective upon receipt.

9. Withholding. All compensation and benefits provided hereunder shall be subject to applicable income tax and other withholding obligations.

10. Governing Law. The validity, interpretation and performance of this letter agreement shall be governed by the laws of the State of California (without giving effect to its choice of law provisions).

To indicate your acceptance of the Company's offer, please sign and date this letter in the space provided below, and sign and date the Company's Employee Proprietary Information and Inventions Agreement and return both to me. This letter, together with the Company's Employee Proprietary Information and Inventions Agreement, sets forth the terms of your employment with the Company (and all affiliates) through the end of the first year following the closing and supersedes all prior representation or agreements either written or oral. This letter may not be modified or amended except by written agreement signed by the Company and you.

I am pleased to be able to extend you this offer and look forward to working with you.

Yours sincerely,

/s/ Robert S. Weiss

---

Robert S. Weiss  
Chief Operating Officer  
The Cooper Companies, Inc.

ACCEPTED AND AGREED:

/s/ Steven M. Neil

---

Signature

January 31, 2005

---

Date

**NEWS RELEASE**

**CONTACT:**

**Norris Battin**  
**The Cooper Companies, Inc.**  
ir@coopercompanies.com

**FOR IMMEDIATE RELEASE**

**COOPER COMPANIES ANNOUNCES MANAGEMENT CHANGES**

**Weiss Appointed Chief Operating Officer**

**Neil Named Chief Financial Officer**

LAKE FOREST, Calif., January 26, 2005 — The Cooper Companies, Inc. (NYSE: COO) today announced several management changes.

Robert S. Weiss, formerly Cooper's executive vice president and chief financial officer, has been named executive vice president and chief operating officer reporting to A. Thomas Bender, the Company's chairman and chief executive officer.

Steven M. Neil, formerly chief financial officer of Ocular Sciences, Inc., a company that Cooper acquired this month, was named vice president and chief financial officer, reporting to Mr. Weiss.

Carol R. Kaufman, vice president of legal affairs, secretary and chief administrative officer, was promoted to senior vice president.

Gene J. Midlock, a former executive with KPMG LLP has been named vice president, tax.

In addition, Gregory A. Fryling, formerly chief operating officer of CooperVision, the Company's contact lens unit was named president and chief operating officer of CooperVision. Paul L. Remmell, formerly chief operating officer of the Company's CooperSurgical unit, which supplies medical devices to the women's health care market, was named president and chief operating officer of CooperSurgical.

---

**Corporate Information**

The Cooper Companies, Inc. manufactures and markets specialty healthcare products through its CooperVision and CooperSurgical units. Corporate offices are in Lake Forest and Pleasanton, Calif. The World Wide Web address is [www.coopercos.com](http://www.coopercos.com). A toll free interactive telephone system at 1-800-334-1986 provides stock quotes, recent press releases and financial data.

CooperVision manufactures and markets contact lenses and ophthalmic surgery products. Headquartered in Lake Forest, Calif., it manufactures in Albuquerque, N.M., Huntington Beach, Calif., Juana Diaz, Puerto Rico, Norfolk, Va., Rochester, N.Y., Adelaide, Australia, Hamble and Hampshire England, Ligny-en-Barrios, France, Madrid, Spain and Toronto. Its Web address is [www.coopervision.com](http://www.coopervision.com).

CooperSurgical manufactures and markets diagnostic products, surgical instruments and accessories to the women's healthcare market. With headquarters and manufacturing facilities in Trumbull, Conn., it also manufactures in Pasadena, Calif., North Normandy, Ill., Fort Atkinson, Wis., Malmo, Sweden, Montreal and Berlin. Its Web address is [www.coopersurgical.com](http://www.coopersurgical.com).

**NEWS RELEASE****CONTACT:**

**Norris Battin**  
**The Cooper Companies, Inc.**  
 ir@coopercompanies.com

**FOR IMMEDIATE RELEASE****COOPER COMPANIES DETAILS QUARTERLY GUIDANCE FOR FISCAL 2005**

LAKE FOREST, Calif., January 26, 2005 — The Cooper Companies, Inc. (NYSE: COO) today provided quarterly 2005 revenue and earnings per share detail for the full 2005 fiscal year guidance provided in Cooper's earnings release off December 13, 2004.

THE COOPER COMPANIES, INC.  
 FISCAL YEAR 2005 QUARTERLY REVENUE AND EARNINGS GUIDANCE(1)  
 (Revenue in \$Millions)

	Q1	Q2	Q3	Q4	FY 2005
<b>Revenue</b>					
CooperVision	\$122-\$125	\$195-\$198	\$215-\$219	\$219-\$223	\$755-\$765
CooperSurgical	\$26-\$27	\$27-\$28	\$29-\$30	\$31-\$33	\$115-\$118
Total Cooper Companies	\$149-\$153	\$222-\$226	\$244-\$249	\$250-\$256	\$870-\$883
<b>Earnings per Share</b>	\$0.52-\$0.55	\$0.72-\$0.75	\$0.83-\$0.86	\$0.96-\$0.99	\$3.05-\$3.15

(1) Exclusive of nonrecurring charges for accounting and restructuring

**Forward-Looking Statements**

This news release contains "forward-looking statements" as defined by the Private Securities Litigation Reform Act of 1995. These include certain statements about our capital resources, performance and results of operations. In addition, all statements regarding anticipated growth in our revenue, anticipated market conditions, planned product launches and results of operations are forward-looking. To identify these statements look for words like "believes," "expects," "may," "will," "should," "could," "seeks," "intends," "plans," "estimates" or "anticipates" and similar words or phrases. Discussions of strategy, plans or intentions often contain forward-looking statements. Forward-looking statements necessarily depend on assumptions, data or methods that may be incorrect or imprecise and are subject to risks and uncertainties. These include the risk that the Cooper and Ocular businesses will not be integrated successfully; risks related to any uncertainty surrounding the merger, and the costs related to the merger; the risk that the combined company may not realize anticipated benefits from its cost-cutting measures; the ultimate validity and enforceability of the companies' patent applications and patents and the possible infringement of the intellectual property of others.

Events, among others, that could cause our actual results and future actions of the company to differ materially from those described in forward-looking statements, include major changes in business conditions, a major disruption in the operations of our manufacturing facilities or distribution facilities, new competitors or technologies, significant delays in new product introductions, the impact of an undetected virus on our computer systems, acquisition integration delays or costs, increases in interest rates, foreign currency exchange exposure, investments in research and development and other start-up projects, dilution to earnings per share from acquisitions or issuing stock, worldwide regulatory issues, including product recalls and the effect of healthcare reform legislation, cost of complying with new corporate governance requirements, changes in tax laws or their interpretation, changes in geographic profit mix effecting tax rates, significant environmental cleanup costs above those already accrued, litigation costs including any related settlements or judgments, cost of business divestitures, the requirement to provide for a significant liability or to write off a significant asset, including impaired goodwill, changes in accounting principles or estimates, including the potential cost of expensing stock options, the potential impact of changes to FASB 128, and other events described in our Securities and Exchange Commission filings, including the "Business" section in our Annual Report on Form 10-K for the year ended October 31, 2004. We caution investors that forward-looking statements reflect our analysis only on their stated date. We disclaim any intent to update them except as required by law.

### **Corporate Information**

The Cooper Companies, Inc. manufactures and markets specialty healthcare products through its CooperVision and CooperSurgical units. Corporate offices are in Lake Forest and Pleasanton, Calif. The World Wide Web address is [www.coopercos.com](http://www.coopercos.com). A toll free interactive telephone system at 1-800-334-1986 provides stock quotes, recent press releases and financial data.

CooperVision manufactures and markets contact lenses and ophthalmic surgery products. Headquartered in Lake Forest, Calif., it manufactures in Albuquerque, N.M., Huntington Beach, Calif., Juana Diaz, Puerto Rico, Norfolk, Va., Rochester, N.Y., Adelaide, Australia, Hamble and Hampshire England, Ligny-en-Barrios, France, Madrid, Spain and Toronto. Its Web address is [www.coopervision.com](http://www.coopervision.com).

---

CooperSurgical manufactures and markets diagnostic products, surgical instruments and accessories to the women's healthcare market. With headquarters and manufacturing facilities in Trumbull, Conn., it also manufactures in Pasadena, Calif., North Normandy, Ill., Fort Atkinson, Wis., Malmo, Sweden, Montreal and Berlin. Its Web address is [www.coopersurgical.com](http://www.coopersurgical.com).

# The Cooper Companies

COO  
Listed  
NYSE

THE COOPER COMPANIES, INC.

# FORWARD LOOKING STATEMENTS

This presentation contains forward-looking projections of Cooper's results. Actual results could differ materially from these projections. Additional information concerning factors that could cause material differences can be found in Cooper's periodic filings with the Securities and Exchange Commission. They are available publicly and on request from Cooper's investor relations department.

THE COOPER COMPANIES, INC.

# AGENDA

- Introductions – Tom Bender
- Soft Contact Lens Market Overview – Tom Bender
- Integration of COO and OCLR – Greg Fryling
- R&D Portfolio – Chris Marmo
- Financial Overview and Guidance – Bob Weiss

# **Tom Bender**

**Chairman of the Board,  
President and  
Chief Executive Officer  
The Cooper Companies, Inc.**

THE COOPER COMPANIES, INC.

## WORLD SOFT CONTACT LENS MARKET

	2003	2004	2008	CGR
	(millions of U.S. dollars)			
Total Market	\$ 3,541.0	\$ 4,040.0	\$ 5,475.0	8%
Specialty <sup>1</sup>	\$ 1,001.0	\$ 1,175.0	\$ 2,190.0	16%
% Specialty	28%	29%	40%	

<sup>1</sup> Includes 2 week disposable and daily disposable

Source: company reported data; independent market research

THE COOPER COMPANIES, INC.

## GEOGRAPHIC MARKET SEGMENTS

	2003	2004	2008	CGR
	(millions of U.S. dollars)			
United States	\$ 1,400.0	\$ 1,525.0	\$ 2,085.0	8%
Europe	\$ 875.0	\$ 1,025.0	\$ 1,200.0	4%
Asia/Pacific	\$ 926.0	\$ 1,130.0	\$ 1,755.0	12%
Other <sup>1</sup>	\$ 340.0	\$ 390.0	\$ 435.0	3%
<b>TOTAL</b>	<b>\$ 3,541.0</b>	<b>\$ 4,040.0</b>	<b>\$ 5,475.0</b>	<b>8%</b>

<sup>1</sup> Includes Canada, Latin America, Mid-East, Africa  
 Source: company reported data; independent market research

THE COOPER COMPANIES, INC.

## WORLD SOFT CONTACT LENS SPECIALTY SEGMENTS

	2003	2004	2008	CGR
	(millions of U.S. dollars)			
Toric	\$ 460.0	\$ 535.0	\$ 935.0	14%
Bifocal	\$ 91.0	\$ 115.0	\$ 285.0	25%
Cosmetic	\$ 300.0	\$ 285.0	\$ 285.0	FLAT
Dry Eye	\$ 150.0	\$ 240.0	\$ 685.0	30%
Specialty	\$ 1,001.0	\$ 1,175.0	\$ 2,190.0	16%
Nonspecialty	\$ 2,540.0	\$ 3,865.0	\$ 3,285.0	4%
<b>TOTAL</b>	<b>\$ 3,541.0</b>	<b>\$ 4,040.0</b>	<b>\$ 5,475.0</b>	<b>8%</b>

<sup>1</sup> Includes 2 week disposable and daily disposable  
 Source: company reported data; independent market research

THE COOPER COMPANIES, INC.

## WORLD SOFT CONTACT LENS COMPETITION

	2003	2004	2008	CGR
	(millions of U.S. dollars)			
Vistakon	\$ 1,300.0	\$ 1,470.0	\$ 1,950.0	8%
CIBA Vision	\$ 950.0	\$ 1,120.0	\$ 1,310.0	4%
CooperVision	\$ 651.0	\$ 730.0	\$ 1,190.0	13%
Bausch & Lomb	\$ 560.0	\$ 635.0	\$ 925.0	10%
Other	\$ 80.0	\$ 85.0	\$ 100.0	4%
	<b>\$ 3,541.0</b>	<b>\$ 4,040.0</b>	<b>\$ 5,475.0</b>	<b>8%</b>

Source: company reported data; independent market research

THE COOPER COMPANIES, INC.

## MARKET DRIVERS

- Demographics - favorable
- Myopia - growing
- Specialty Lenses - transition
- Technology - slower dropout
- Geography - expanding

# CVI SOURCES OF GROWTH 2004-2008

- **Specialty Contact Lenses**

- \$320M to \$700M
- 44% CVI revenue to 59%
- 26% of worldwide market to 32%

- **Toric Lenses**

- \$220M to \$375M
- Match market growth of 14%
- Hold 41% worldwide market share
- 32% of CVI revenue

# CVI SOURCES OF GROWTH 2004-2008

- **Daily Disposable Lenses**
  - Market doubles: \$1.1B to \$2.2B
  - CVI: \$80M to \$230M; 30% CGR
- **Specialty + Daily Disposable**
  - 55% revenue in 2004; 78% in 2008

**Greg Fryling**

**President and  
Chief Operating Officer  
CooperVision, Inc.**

THE COOPER COMPANIES, INC.

CooperVision®

SEE BEYOND THE ORDINARY™

THE COOPER COMPANIES, INC.

# Why We Did the Deal

- Grow revenue faster than the two companies could achieve on a stand-alone basis
- \$50 Million Operating Income Synergies After 3 Years

# Synergistic Revenue Opportunities

THE COOPER COMPANIES, INC.

# Revenue Opportunities

## Complimentary Product Lines

Product Category	CVI	OSI	Market Size (Billion)
Daily Disposable	No	Yes	\$1.2
2 Week & Monthly Sphere	Yes	Yes	\$1.7
Color	Yes	Yes	\$0.3
Toric	Yes	Yes	\$0.5
Multifocal (Disposable)	Yes	No	\$0.1
Silicon Hydrogel * (Continuous Wear)	No	No	\$0.2
<b>Total</b>			<b>\$4.0</b>

\*Launch Date FY05-06

Ability to bundle or pull through a family of products

THE COOPER COMPANIES, INC.

# Revenue Opportunities

## Ability to Go Direct

<u>Location</u>	<u>CVI</u>	<u>OSI</u>
Japan	Distributor	Direct
Germany	Distributor	Direct
Korea	Distributor	Direct
Sweden/Norway	Direct	Distributor
Spain	Direct	Distributor
Brazil	Direct	Distributor
Portugal	Direct	Distributor

- **Combined Market Size (excluding Japan): \$400MM**
- **Current Distributor Business (excluding Japan): \$30MM**

# Revenue Opportunities

Provide a Stronger Sales Force in Overlapping Markets

- United States
- Canada
- Australia
- United Kingdom
- Italy
- France
- Benelux

THE COOPER COMPANIES, INC.

# Revenue Opportunities

Stronger R&D Organization to  
Provide

New Products to the Market over  
a Quicker Timeline

THE COOPER COMPANIES, INC.

# Synergy Opportunities

## Manufacturing

\$24MM synergies after 3 years

- Two Major Manufacturing Processes
  - Lathing Platforms (\$6MM)
  - Cast Molding Platforms (\$18MM)

# Lathing MFG Synergies

## (Three Years Out)

- \$6.0M Annual Savings
  - \$ 1.4 from Facilities Consolidation
  - \$ 4.6 from Manufacturing Platform Conversions (including labor)
- Consolidate Lathing locations (currently 7)
- Total Value of Production: \$45MM
- FY05 Budget Unit Production: 21MM
- Revenue from Lathing Operations: ~\$150MM

# Molding MFG Synergies

(Three Years Out)

- \$18.0M Annual Savings
- Total Value of Production: \$275MM  
(including packaging)
- FY05 Budget Unit Production: 624MM
  - Dailies Production: 250MM
- Revenue from Molding Operations:  
~\$600MM

# Molding MFG Synergies

## (Three Years Out)

- Gen 2 Platform for high volume ProClear and Frequency products
  - Target 130 million units annual production after 3 years
    - Proclear Material: 60% of total volume
    - Methafilcon Material: 70% of total volume
- Targeted Savings: \$0.14 per lens cost reduction

# Synergy Opportunities

## Operating Costs

- \$26MM synergies after 3 years
- Reduce operating expenditures after three years by 3 percentage points of sales
- Continue to make significant investments in R&D and regions where we have significant growth opportunities

# Sales Per Employee Targets

	Headcount	Sales per Employee (000's) *
Pre-Merger	1,978	\$ 334.0
Year One		\$ 410.0
Year Three		\$ 500.0

*Note: Excludes Employees in Manufacturing and R&D*

# Sales Force Headcount Overlapping Countries

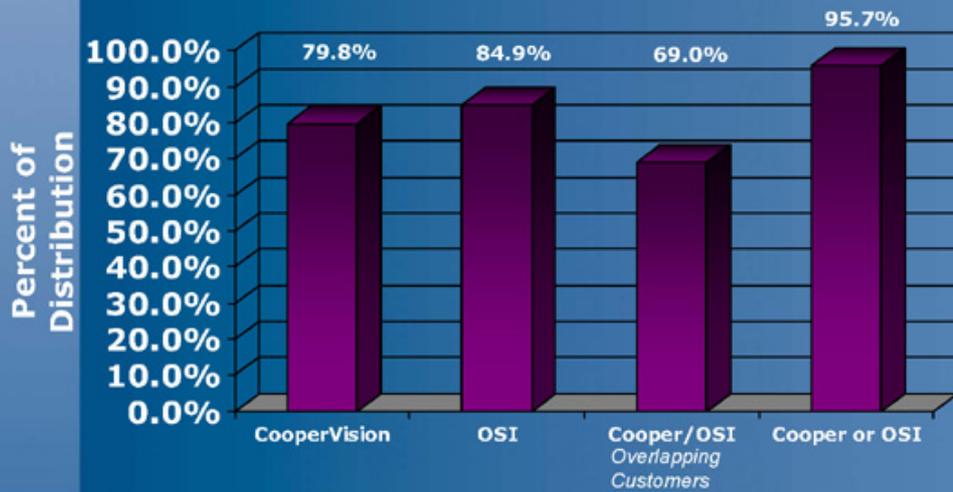
<u>Before</u>	<u>After</u>	<u>Change</u>	<u>% Change</u>
309	241	-68	-22%

Overlapping Countries:

- United States
- United Kingdom
- Italy
- France
- Benelux
- Canada
- Australia

THE COOPER COMPANIES, INC.

# CLEAR – Contact Lens ECP Audit Report US Distribution



•Accounts Per Rep (Pre-Merger): 550

•Accounts Per Rep (Post Merger): 300

THE COOPER COMPANIES, INC.

# Corporate Synergies

~\$7-8 Million

- CEO & Board Members
- Corporate Staff & Facilities
- SEC Filing Fees
- Audit Fees
- Tax Fees
- Legal Fees

# IT Synergies

	At Close	3 Years
Platforms	12	2
Headcount	113	113
Total Costs	\$23MM	Will grow slower than industry avg.

# Distribution Synergies

## (Three Years Out)

- Lower Distribution Cost as a Percentage of Sales from 9% to 8% (approximately \$7MM from Facilities and Labor Efficiencies)
  - Consolidate Distribution Centers (currently 19)
  - Current Spend of ~\$70M
    - Freight Spend: 45%
    - Facility Spend: 20%
    - Labor Spend: 35%

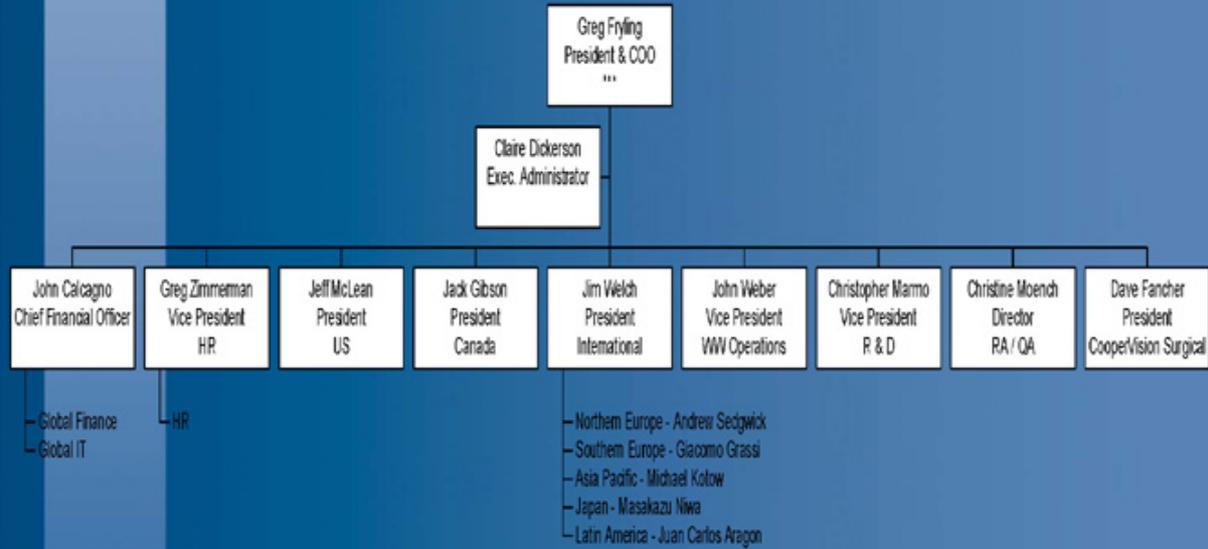
# Ultimate Goal

- Grow the business at a double digit rate over the next 5 years
- Achieve cost synergies of \$50MM in Production and Operating costs

# CVI Philosophy

- Best of the Best
- Best Practices
- Maintain a Passionate Spirit

# CVI Organization



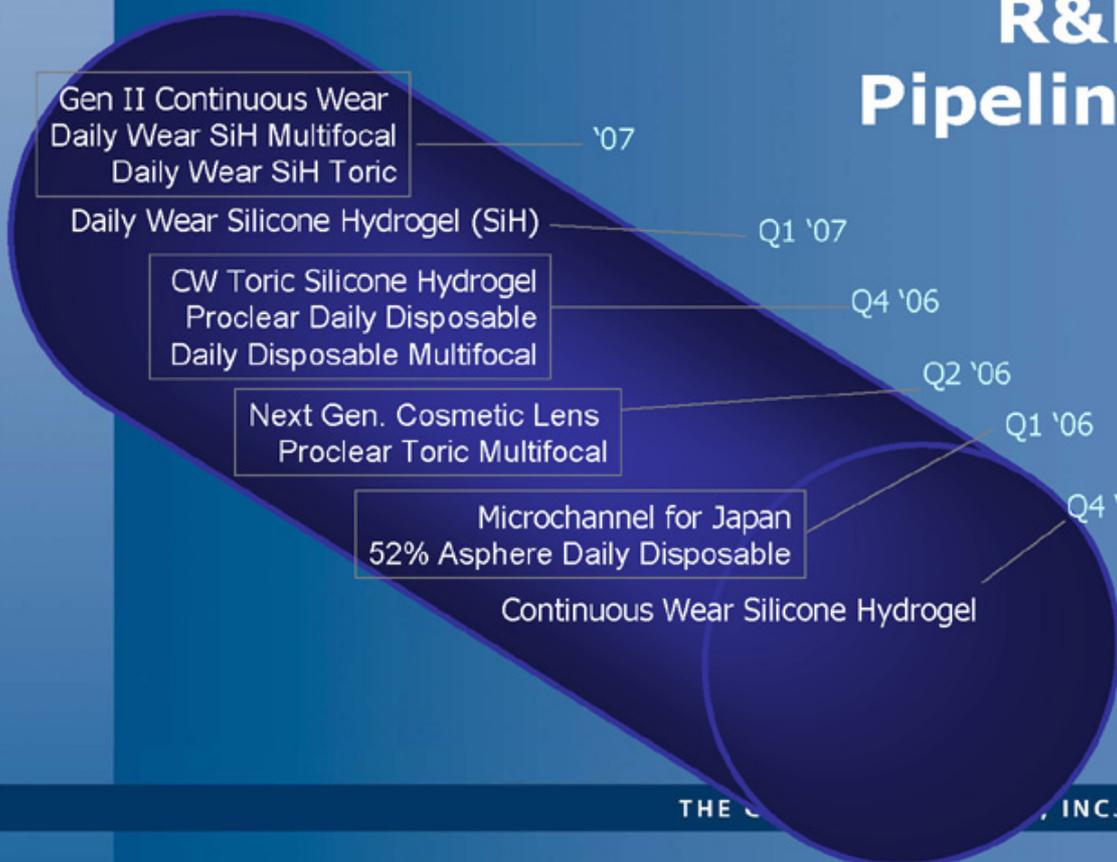
THE COOPER COMPANIES, INC.

**Chris Marmo**

**Vice President  
Research & Development  
CooperVision, Inc.**

THE COOPER COMPANIES, INC.

# R&D Pipeline



# Continuous Wear Silicone Hydrogel

Launch Q4 '05

## Lens Attribute

- No Surface treatment
- Softer Lens
- Round Edge
- Asphere optics
- Highest oxygen Permeability

## Patient Benefit

⇒ Superior Comfort

⇒ Better Vision

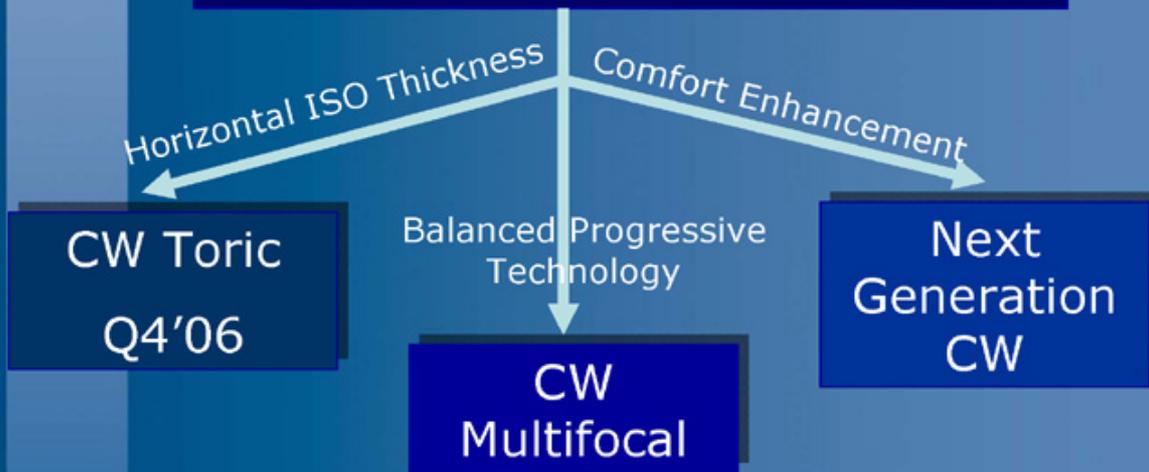
⇒ Ocular Health

**Global Market - \$200 Million**

THE COOPER COMPANIES, INC.

# CW Family of Products

Continuous Wear (CW) Material



THE COOPER COMPANIES, INC.

# 52% Asphere Daily Disposable

Launch Q1 '06

## Lens Attribute

## Patient Benefit

- Asphere ⇒ Improved Optics
- Round Edge ⇒ Improved Comfort
- New strip blister ⇒ Improved Handling
- Gen II MFG Process ⇒ Lower COGS

**Global Market – \$1.2 Billion**

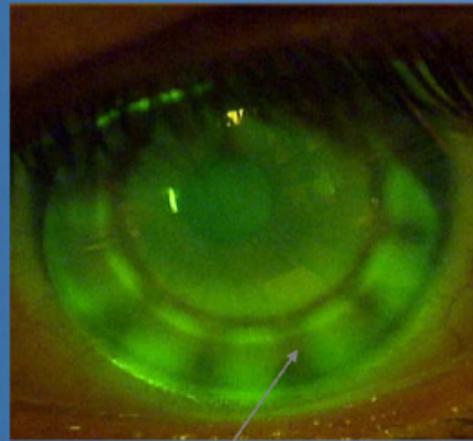
THE COOPER COMPANIES, INC.



# Microchannel

Japanese Launch Q1 '06

- Japanese Ophthalmologists desire increased tear film exchange
- Increased tear exchange ⇒ better ocular health



Microchannel

**Japanese 2-week Market – \$500 Million**

THE COOPER COMPANIES, INC.

# Proclear Toric Multifocal

Launch Q2 '06

## Lens Attribute

- Proclear Material ⇒
- Toric Expertise
- Balanced Progressive Multifocal Technology

## Patient Benefit

Increased end of day comfort

Consistent Visual Outcome

THE COOPER COMPANIES, INC.

# Next Generation Cosmetic Lens

Launch Q2 '06

## Lens Attribute

- Iris replication
- High resolution manufacturing process

## Patient Benefit

Natural appearance

- Strong Intellectual Property Position

**Global Market - \$300 Million**

THE COOPER COMPANIES, INC.

# Proclear Daily Disposable

Launch Q4 '06

## Lens Attribute

## Patient Benefit

- Proclear Material ⇒ Better end of day comfort
- Gen II MFG Process ⇒ Lower COGS
- Premium Daily Disposable

**Global Market – \$1.2 Billion**

THE COOPER COMPANIES, INC.

# Daily Disposable Multifocal

Launch Q4 '06

## Lens Attribute

## Patient Benefit

- Ease of fit ⇒ High Satisfaction
- Gen II Manufacturing ⇒ Lower COGS
- Product targeted to emerging presbyope

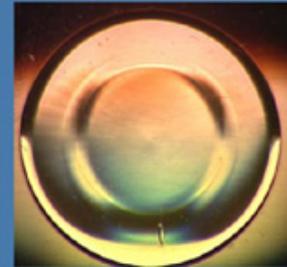
**Global Market – \$100 Million**

THE COOPER COMPANIES, INC.

# CW Toric Silicone Hydrogel

Launch Q4 '06

- Patented Toric Design
  - Innovative CW material
  - Next Generation of Toric Lenses
- } ⇒ CW Toric



**Global Market - \$500 Million**

THE COOPER COMPANIES, INC.

# Daily Wear SiH

Launch Q1 '07

## Lens Attribute

- Water retention
- No surface treatment
- Round edge
- Asphere optics
- Gen II MFG Process

## Patient Benefit

- ⇒ End of day comfort
- ⇒ Improved Comfort
- ⇒ Better Vision
- ⇒ Lower COGS

**Global Market - \$ 1.7 Billion**

THE COOPER COMPANIES, INC.

# Daily Wear SiH Family of Products

Daily Wear SiH Material



THE COOPER COMPANIES, INC.

# Proclear Daily Wear SiH Family of Products

Proclear Daily Wear SiH



THE COOPER COMPANIES, INC.

# **Bob Weiss**

**Executive Vice President  
and Chief Financial Officer  
The Cooper Companies, Inc.**

THE COOPER COMPANIES, INC.



## Financial Highlights



THE COOPER COMPANIES, INC.

# CONSISTENT PERFORMANCE

## Growth Rates

	<u>1999-2004</u> <u>5-Year*</u>	<u>Fiscal</u> <u>2004</u>
Revenue	24%	19%
Operating Income	25%	23%
EPS - Continuing Operations**	28%	24%
Cash Flow Per Share**	20%	13%

\* Compounded annual growth rate

\*\* Restated to include the dilutive effect of our contingently convertible senior debentures due to the adoption of EITF 04-8

THE COOPER COMPANIES, INC.

# HISTORIC KEY RATIOS

	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>
Revenue Growth	20%	17%	34%	31%	19%
Gross Profit	66.2%	65.4%	63.3%	64.4%	64.4%
Operating Expense	42.9%	42.0%	42.1%	41.3%	40.6%
Operating Income	23.3%	23.4%	21.2%	23.1%	23.8%
ETR	30.2%	28.8%	25.0%	24.0%	17.5%
Shares Outstanding	29.0M	30.5M	31.2M	33.2M	36.6M

THE COOPER COMPANIES, INC.

# ASSUMPTIONS

	<u>2005</u>	<u>2006</u>	<u>2007</u>
<b>Organic Revenue Growth</b>	12%	12%	12%
<b>Gross Profit</b>	63%	64%	64.5%
<b>Operating Expense</b>	38.5%	37%	36.5%
<b>Operating Income</b>	24.5%	27%	28%
<b>ETR</b>	21%	20%	20%
<b>Shares Outstanding</b>	47M	49M	50M

THE COOPER COMPANIES, INC.

# GUIDANCE

## (Revenue \$'s in Millions)

	<u>2005</u>	<u>2006</u>	<u>2007</u>
COO	\$870-\$883	\$1042-\$1050	\$1165-\$1180
CVI	\$755-\$765	\$915-\$920	\$1025-\$1035
CSI	\$115-\$118	\$127-\$130	\$140-\$145
EPS*	\$3.05-\$3.15	\$4.00-\$4.10	\$4.75-\$4.85
ETR	21%	20%	20%

\* Excludes non-recurring items

THE COOPER COMPANIES, INC.

# COO CONSOLIDATED REVENUE

(S in millions)



THE COOPER COMPANIES, INC.

# COO POOLED WITH OCLR CONSOLIDATED REVENUE

(\$ in millions)



THE COOPER COMPANIES, INC.

# CONSOLIDATED OPERATING INCOME

(\$ in millions)



THE COOPER COMPANIES, INC.

# CVI CONSOLIDATED OPERATING INCOME

(\$ in millions)



THE COOPER COMPANIES, INC.

# CSI CONSOLIDATED OPERATING INCOME

(S in millions)



THE COOPER COMPANIES, INC.

# EPS FROM CONTINUING OPERATIONS



\* Restated to include the dilutive effect of our contingently convertible senior debentures due to the adoption of EITF 04-8.

\*\* Excludes accounting from stock option expensing to be adopted the end of FY 2005 with restatements.

THE COOPER COMPANIES, INC.

# CASH FLOW PER SHARE



Pretax income from continuing operations plus depreciation and amortization

\* Restated to include the dilutive effect of our contingently convertible senior debentures due to the adoption of EITF 04-8

THE COOPER COMPANIES, INC.

# LIQUIDITY

- **Cash Flow from Operations**
- **NOL's**
- **Free Cash Flow**

# TAXES

- **Net Operating Loss  
Carryforwards \$91 Million**
- **Deferred Tax Assets \$31 Million**
- **Global Tax Arrangement**
- **Effective Tax Rates**

# CAPITAL STRUCTURE

(\$ in millions)

	October 31,					
	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>
<b>Total Debt</b>	\$164	\$186	\$166	\$708	\$557	\$395
<b>Stockholders' Equity</b>	\$311	\$422	\$544	\$1,288	\$1,484	\$1,722
<b>Total Capitalization</b>	\$475	\$608	\$710	\$1,996	\$2,041	\$2,117
<b>Total Debt/Capitalization</b>	34%	31%	23%	35%	27%	19%

THE COOPER COMPANIES, INC.

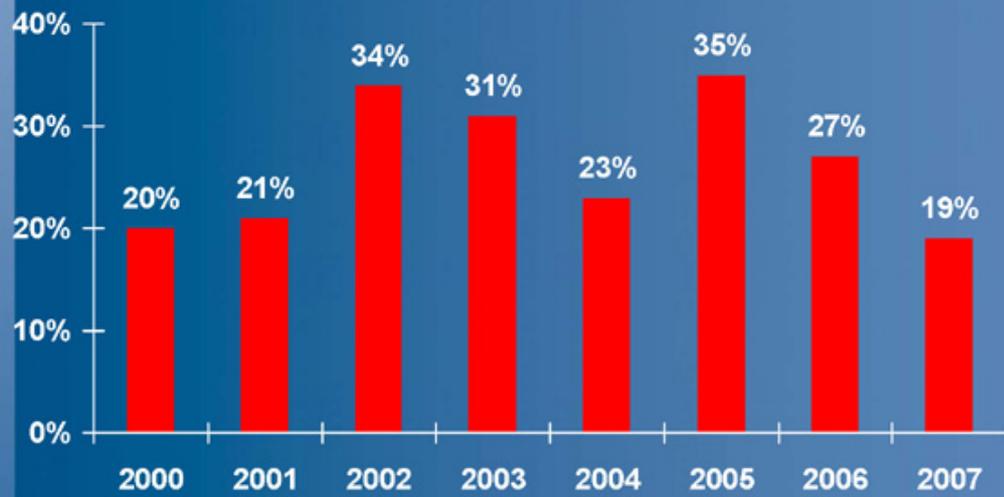
# CASH FLOW FROM OPERATING ACTIVITIES

(\$ in millions)



THE COOPER COMPANIES, INC.

# DEBT % OF TOTAL CAPITALIZATION



THE COOPER COMPANIES, INC.

# CONSISTENT PERFORMANCE

## Forecasted Growth Rates

	1999–2004 <u>5-Year*</u>	2004–2007 <u>3-Year*</u>
Revenue	24%	34%
Operating Income	25%	41%
EPS - Continuing Operations**	28%	23%
Cash Flow Per Share**	20%	27%

\* Compounded Annual Growth Rate

\*\* Restated to include the dilutive effect of our contingently convertible senior debentures due to the adoption of EITF 04-8

Excludes acquisition related and restructuring charges

Excludes potential impact of stock option expensing

THE COOPER COMPANIES, INC.

# QUARTERLY GUIDANCE

## Revenue Millions

	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>FY '05</u>
	Range	Range	Range	Range	Range
Revenue	<u>Low – High</u>				
CVI	\$122-\$125	\$195-\$198	\$215-\$219	\$219-\$223	\$755-\$765
CSI	\$26-\$27	\$27-\$28	\$29-\$30	\$31-\$33	\$115-\$118
Total	\$149-\$153	\$222-\$226	\$244-\$249	\$250-\$256	\$870-\$883
EPS*	\$0.52-\$0.55	\$0.72-\$0.75	\$0.83-\$0.86	\$0.96-\$0.99	\$3.05-\$3.15

\* Excludes non-recurring items

THE COOPER COMPANIES, INC.

# QUARTERLY GUIDANCE

## Revenue Millions

	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>
	Range	Range	Range	Range
Revenue	<u>Low – High</u>	<u>Low – High</u>	<u>Low – High</u>	<u>Low – High</u>
CVI	\$122-\$125	\$195-\$198	\$215-\$219	\$219-\$223
CSI	\$26-\$27	\$27-\$28	\$29-\$30	\$31-\$33
Total	\$149-\$153	\$222-\$226	\$244-\$249	\$250-\$256
EPS*	\$0.52-\$0.55	\$0.72-\$0.75	\$0.83-\$0.86	\$0.96-\$0.99

\* Excludes non-recurring items

THE COOPER COMPANIES, INC.

# The Cooper Companies

COO  
Listed  
NYSE

THE COOPER COMPANIES, INC.