

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 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): July 28, 2022**

**FTI CONSULTING, INC.**  
(Exact Name of Registrant as Specified in Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**001-14875**  
(Commission  
File Number)

**52-1261113**  
(I.R.S. Employer  
Identification No.)

**555 12th Street NW, Washington, D.C. 20004**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (202) 312-9100**

(Former name or former address, if changed since last report)

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

- Written communication 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                      | Trading<br>symbol(s) | Name of each exchange<br>on which registered |
|--|----------------------|--|
| Common Stock, par value \$0.01 per share | FCN                  | New York Stock Exchange                      |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## **ITEM 2.02. Results of Operations and Financial Condition**

FTI Consulting, Inc. (“FTI Consulting”) uses a presentation from time to time in its discussions with investors and analysts (the “Presentation”). The Presentation includes FTI Consulting’s past and present financial results, operating data and other information. A copy of the Presentation is furnished as Exhibit 99.1 and has been posted to the FTI Consulting website at [www.fticonsulting.com](http://www.fticonsulting.com).

## **ITEM 7.01. Regulation FD Disclosure**

In the Presentation, FTI Consulting uses information derived from consolidated and segment financial information that may not be presented in its financial statements or prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). Certain of these measures are considered “non-GAAP financial measures” under rules promulgated by the Securities and Exchange Commission. Specifically, FTI Consulting has referred to the following non-GAAP financial measures:

- Total Segment Operating Income
- Adjusted EBITDA
- Total Adjusted Segment EBITDA
- Adjusted EBITDA Margin
- Adjusted Net Income
- Adjusted Earnings per Diluted Share
- Free Cash Flow

FTI Consulting has included the definitions of “Segment Operating Income” and “Adjusted Segment EBITDA,” which are financial measures presented in accordance with GAAP, in order to more fully define the components of certain non-GAAP financial measures. FTI Consulting evaluates the performance of its operating segments based on Adjusted Segment EBITDA, and Segment Operating Income is a component of the definition of Adjusted Segment EBITDA. FTI Consulting defines “Segment Operating Income” as a segment’s share of consolidated operating income. FTI Consulting defines “Total Segment Operating Income,” which is a non-GAAP financial measure, as the total of Segment Operating Income for all segments, which excludes unallocated corporate expenses. FTI Consulting uses Segment Operating Income for the purpose of calculating Adjusted Segment EBITDA. FTI Consulting defines “Adjusted Segment EBITDA” as a segment’s share of consolidated operating income before depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. FTI Consulting uses Adjusted Segment EBITDA as a basis to internally evaluate the financial performance of its segments because FTI Consulting believes it reflects current core operating performance and provides an indicator of the segment’s ability to generate cash.

FTI Consulting defines “Total Adjusted Segment EBITDA,” which is a non-GAAP financial measure, as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses. FTI Consulting defines “Adjusted EBITDA,” which is a non-GAAP financial measure, as consolidated net income before income tax provision, other non-operating income (expense), depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, gain or loss on sale of a business, and losses on early extinguishment of debt. FTI Consulting defines Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of total revenues. FTI Consulting believes that the non-GAAP financial measures, which exclude the effects of remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges, when considered together with its GAAP financial results and GAAP financial measures, provide management and investors with a more complete understanding of FTI Consulting’s operating results, including underlying trends. In addition, EBITDA is a common alternative measure of operating performance used by many of FTI Consulting’s competitors. It is used by investors, financial analysts, rating agencies and others to value and compare the financial performance of companies in FTI Consulting’s industry. Therefore, FTI Consulting also believes that these measures, considered along with corresponding GAAP financial measures, provide management and investors with additional information for comparison of its operating results with the operating results of other companies.

FTI Consulting defines “Adjusted Net Income” and “Adjusted Earnings per Diluted Share” (“Adjusted EPS”), which are non-GAAP financial measures, as net income and earnings per diluted share, respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, losses on early extinguishment of debt, non-cash interest expense on convertible notes and gain or loss on sale of a business. FTI Consulting uses Adjusted Net Income for the purpose of calculating Adjusted EPS. Management of FTI Consulting uses Adjusted EPS to assess total company operating performance on a consistent basis. FTI Consulting believes that these non-GAAP financial measures, when considered together with its corresponding GAAP financial results and GAAP financial measures, provides management and investors with an additional understanding of its business operating results, including underlying trends.

FTI Consulting defines “Free Cash Flow” as net cash provided by operating activities less cash payments for purchases of property and equipment. We believe this non-GAAP financial measure, when considered together with our GAAP financial results, provides management and investors with an additional understanding of FTI Consulting’s ability to generate cash for ongoing business operations and other capital deployment.

Non-GAAP financial measures are not defined in the same manner by all companies and may not be comparable with other similarly titled measures of other companies. Non-GAAP financial measures should be considered in addition to, but not as a substitute for or superior to, the information contained in FTI Consulting’s Consolidated Statements of Comprehensive Income. Reconciliations of Non-GAAP financial measures to the most directly comparable GAAP financial measures are included in the Presentation.

The information included herein, including Exhibit 99.1 furnished herewith, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any filing pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any incorporation by reference language in any such filing, except as expressly set forth by specific reference in such filing.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 [2022 Second Quarter Investor Presentation of FTI Consulting, Inc.](#)

104 The Cover Page from FTI Consulting’s Current Report on Form 8-K dated July 28, 2022, formatted in Inline XBRL

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, FTI Consulting, Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**FTI CONSULTING, INC.**

Dated: July 29, 2022

By: /s/ CURTIS P. LU  
Curtis P. Lu  
General Counsel



# FTI Consulting, Inc.

## Second Quarter 2022 Earnings Conference Call

## Cautionary Note About Forward Looking Statements

*This presentation includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which involve uncertainties and risks. Forward-looking statements include statements concerning our plans, initiatives, projections, prospects, policies and practices, objectives, goals, commitments, strategies, future events, future revenues, future results and performance, expectations, plans or intentions relating to acquisitions, share repurchases and other matters, business trends, new or changes to laws and regulations, including U.S. and foreign tax laws, environmental, social and governance ("ESG")-related issues, climate change-related matters, scientific and technological developments, and other information that is not historical, including statements regarding estimates of our future financial results. When used in this press release, words such as "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," "commits," "aspires," "forecasts," "future," "goal," "seeks" and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, estimates of our future financial results, are based upon our expectations at the time we make them and various assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them. However, there can be no assurance that management's plans, expectations, intentions, aspirations, beliefs, goals, estimates, forecasts and projections will result or be achieved. Our actual financial results, performance or achievements and outcomes could differ materially from those expressed in, or implied by, any forward-looking statements. Further, unaudited quarterly results are subject to normal year-end adjustments. The Company has experienced fluctuating revenues, operating income and cash flows in prior periods and expects that this will occur from time to time in the future. Other factors that could cause such differences include declines in demand for, or changes in, the mix of services and products that we offer; the mix of the geographic locations where our clients are located or where services are performed; fluctuations in the price per share of our common stock; adverse financial, real estate or other market and general economic conditions; the impact of the COVID-19 pandemic and related events that are beyond our control, which could affect our segments, practices and the geographic regions in which we conduct business differently and adversely; and other future events, which could impact each of our segments, practices and the geographic regions in which we conduct business differently and could be outside of our control; the pace and timing of the consummation and integration of future acquisitions; the Company's ability to realize cost savings and efficiencies; competitive and general economic conditions; retention of staff and clients; new laws and regulations or changes thereto; and other risks described under the heading "Item 1A, Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 filed with the SEC on February 24, 2022 and in the Company's other filings with the SEC. We are under no duty to update any of the forward-looking statements to conform such statements to actual results or events and do not intend to do so.*

## Second Quarter 2022: Financial Review

All numbers in \$000s, except for per share data and percentages

| Consolidated Results                               | Q2 2022    | Q1 2022    | % Variance | Q2 2021    | % Variance | Percentage Change in Revenues  |
|--|------------|------------|------------|------------|------------|--|
|  |            |            |            |            |            | Excluding the Estimated Impact of Foreign Currency Translation for Q2 2022 vs. Q2 2021 |
| Revenues   | \$ 754,992 | \$ 723,620 | 4.3%       | \$ 711,486 | 6.1%       | 9.2%   |
| Net income   | \$ 51,428  | \$ 59,321  | -13.3%     | \$ 62,782  | -18.1%     |  |
| Earnings per Diluted Share <sup>(1)</sup>          | \$ 1.43    | \$ 1.66    | -13.9%     | \$ 1.77    | -19.2%     |  |
| Adjusted Earnings per Diluted Share <sup>(1)</sup> | \$ 1.43    | \$ 1.66    | -13.9%     | \$ 1.74    | -17.8%     |  |
| Adjusted EBITDA <sup>(1)</sup>                     | \$ 76,160  | \$ 90,452  | -15.8%     | \$ 92,308  | -17.5%     |  |
| Adjusted EBITDA Margin <sup>(1)</sup>              | 10.1%      | 12.5%      | —          | 13.0%      | —          |  |
| <b>Segment Results</b>                             |            |            |            |            |            |  |
| <b>Corporate Finance &amp; Restructuring</b>       |            |            |            |            |            |  |
| Revenues   | \$ 277,067 | \$ 253,329 | 9.4%       | \$ 230,971 | 20.0%      | 22.7%  |
| Adjusted Segment EBITDA                            | \$ 54,950  | \$ 53,539  | 2.6%       | \$ 40,174  | 36.8%      |  |
| Adjusted Segment EBITDA Margin                     | 19.8%      | 21.1%      | —          | 17.4%      | —          |  |
| <b>Forensic and Litigation Consulting</b>          |            |            |            |            |            |  |
| Revenues   | \$ 164,248 | \$ 153,896 | 6.7%       | \$ 150,746 | 9.0%       | 10.8%  |
| Adjusted Segment EBITDA                            | \$ 16,707  | \$ 17,257  | -3.2%      | \$ 18,002  | -7.2%      |  |
| Adjusted Segment EBITDA Margin                     | 10.2%      | 11.2%      | —          | 11.9%      | —          |  |
| <b>Economic Consulting</b>                         |            |            |            |            |            |  |
| Revenues   | \$ 164,041 | \$ 165,977 | -1.2%      | \$ 183,306 | -10.5%     | -6.6%  |
| Adjusted Segment EBITDA                            | \$ 21,646  | \$ 21,195  | 2.1%       | \$ 30,699  | -29.5%     |  |
| Adjusted Segment EBITDA Margin                     | 13.2%      | 12.8%      | —          | 16.7%      | —          |  |
| <b>Technology</b>                                  |            |            |            |            |            |  |
| Revenues   | \$ 77,782  | \$ 80,484  | -3.4%      | \$ 78,646  | -1.1%      | 1.4%   |
| Adjusted Segment EBITDA                            | \$ 8,365   | \$ 13,363  | -37.4%     | \$ 18,518  | -54.8%     |  |
| Adjusted Segment EBITDA Margin                     | 10.8%      | 16.6%      | —          | 23.5%      | —          |  |
| <b>Strategic Communications</b>                    |            |            |            |            |            |  |
| Revenues   | \$ 71,854  | \$ 69,934  | 2.7%       | \$ 67,817  | 6.0%       | 11.7%  |
| Adjusted Segment EBITDA                            | \$ 11,472  | \$ 15,713  | -27.0%     | \$ 13,501  | -15.0%     |  |
| Adjusted Segment EBITDA Margin                     | 16.0%      | 22.5%      | —          | 19.9%      | —          |  |

<sup>(1)</sup> See "Financial Tables" and "End Notes: FTI Consulting Non-GAAP Financial Measures" for the reconciliations and definitions of Adjusted Earnings per Diluted Share and Adjusted EBITDA, which are non-GAAP financial measures, to the most directly comparable GAAP financial measures, and for the definition of Adjusted EBITDA Margin, which is a non-GAAP financial measure.

## Cash Position and Capital Allocation Snapshot

As of June 30, 2022, March 31, 2022 and June 30, 2021

| All numbers in \$000s, except for DSO                      | As of June 30, 2022 | As of March 31, 2022 | As of June 30, 2021 |
|--|---------------------|----------------------|---------------------|
| <b>Cash and cash equivalents</b>                           | \$ 255,730          | \$ 271,143           | \$ 256,875          |
| <b>Accounts receivable, net</b>                            | \$ 905,548          | \$ 823,932           | \$ 846,121          |
| <b>Days Sales Outstanding ("DSO")<sup>(1)</sup></b>        | 102                 | 96                   | 102                 |
| <b>Net cash provided by (used in) operating activities</b> | \$ 35,047           | \$ (203,778)         | \$ 125,558          |
| <b>Purchases of property and equipment</b>                 | \$ (13,028)         | \$ (12,607)          | \$ (19,724)         |
| <b>Purchase and retirement of common stock</b>             | \$ —                | \$ (3,098)           | \$ —                |
| <b>Total Debt<sup>(2)</sup></b>                            | \$ 316,222          | \$ 331,240           | \$ 416,250          |
| <b>Free Cash Flow<sup>(3)</sup></b>                        | \$ 22,019           | \$ (216,385)         | \$ 105,834          |

<sup>(1)</sup> DSO is a performance measure used to assess how quickly revenues are collected by the Company. We calculate DSO at the end of each reporting period by dividing net accounts receivable reduced by billings in excess of services provided, by revenues for the quarter, adjusted for changes in foreign exchange rates. We multiply the result by the number of days in the quarter.

<sup>(2)</sup> Total debt excludes the impact of unamortized deferred issuance costs and unamortized deferred debt discount related to our 2.0% convertible senior notes due 2023 ("2023 Convertible Notes"). The Company adopted Accounting Standards Update 2020-06 and there is no longer a deferred debt discount and related amortization on the 2023 Convertible Notes effective January 1, 2022.

<sup>(3)</sup> See "Financial Tables" and "End Notes: FTI Consulting Non-GAAP Financial Measures" for the reconciliation and definition of Free Cash Flow, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure.



# Financial Tables

## Reconciliations of Net Income to Adjusted Net Income and Earnings per Diluted Share to Adjusted Earnings per Diluted Share

Three Months Ended June 30, 2022, March 31, 2022 and June 30, 2021

| All numbers in \$000s, except for per share data                      | Three Months Ended<br>June 30, 2022 | Three Months Ended<br>March 31, 2022 | Three Months Ended<br>June 30, 2021 |
|---|-------------------------------------|--------------------------------------|-------------------------------------|
| <b>Net income</b>   | \$ 51,428                           | \$ 59,321                            | \$ 62,782                           |
| Remeasurement of acquisition-related contingent consideration         | —                                   | —                                    | (3,130)                             |
| Non-cash interest expense on convertible notes                        | —                                   | —                                    | 2,380                               |
| Tax impact of non-cash interest expense on convertible notes          | —                                   | —                                    | (619)                               |
| <b>Adjusted Net Income <sup>(1)</sup></b>                             | <b>\$ 51,428</b>                    | <b>\$ 59,321</b>                     | <b>\$ 61,413</b>                    |
| <b>Earnings per Diluted Share</b>                                     | <b>\$ 1.43</b>                      | <b>\$ 1.66</b>                       | <b>\$ 1.77</b>                      |
| Remeasurement of acquisition-related contingent consideration         | —                                   | —                                    | (0.09)                              |
| Non-cash interest expense on convertible notes                        | —                                   | —                                    | 0.07                                |
| Tax impact of non-cash interest expense on convertible notes          | —                                   | —                                    | (0.01)                              |
| <b>Adjusted Earnings per Diluted Share <sup>(1)</sup></b>             | <b>\$ 1.43</b>                      | <b>\$ 1.66</b>                       | <b>\$ 1.74</b>                      |
| <b>Weighted average number of common shares outstanding — diluted</b> | <b>35,909</b>                       | <b>35,646</b>                        | <b>35,374</b>                       |

<sup>(1)</sup> See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definitions of Adjusted Net Income and Adjusted Earnings per Diluted Share, which are non-GAAP financial measures.

## Reconciliations of Net Income and Operating Income to Adjusted EBITDA

### Three Months Ended June 30, 2022 and March 31, 2022

All numbers in \$000s

| Three Months Ended June 30, 2022      |                                      |                                       |                        |            |                             |                          |           |
|---------------------------------------|--------------------------------------|---------------------------------------|------------------------|------------|-----------------------------|--------------------------|-----------|
|                                       | Corporate Finance<br>& Restructuring | Forensic and<br>Litigation Consulting | Economic<br>Consulting | Technology | Strategic<br>Communications | Unallocated<br>Corporate | Total     |
| <b>Net income</b>                     |                                      |                                       |                        |            |                             |                          | \$ 51,428 |
| Interest income and other             |                                      |                                       |                        |            |                             |                          | (2,994)   |
| Interest expense                      |                                      |                                       |                        |            |                             |                          | 2,448     |
| Income tax provision                  |                                      |                                       |                        |            |                             |                          | 13,353    |
| <b>Operating income</b>               | \$ 50,935                            | \$ 15,014                             | \$ 20,439              | \$ 4,930   | \$ 10,633                   | \$ (37,716)              | \$ 64,235 |
| Depreciation and amortization         | 1,708                                | 1,448                                 | 1,207                  | 3,435      | 654                         | 736                      | 9,188     |
| Amortization of intangible assets     | 2,307                                | 245                                   | —                      | —          | 185                         | —                        | 2,737     |
| <b>Adjusted EBITDA <sup>(1)</sup></b> | \$ 54,950                            | \$ 16,707                             | \$ 21,646              | \$ 8,365   | \$ 11,472                   | \$ (36,980)              | \$ 76,160 |

| Three Months Ended March 31, 2022     |                                      |                                       |                        |            |                             |                          |           |
|---------------------------------------|--------------------------------------|---------------------------------------|------------------------|------------|-----------------------------|--------------------------|-----------|
|                                       | Corporate Finance<br>& Restructuring | Forensic and<br>Litigation Consulting | Economic<br>Consulting | Technology | Strategic<br>Communications | Unallocated<br>Corporate | Total     |
| <b>Net income</b>                     |                                      |                                       |                        |            |                             |                          | \$ 59,321 |
| Interest income and other             |                                      |                                       |                        |            |                             |                          | 347       |
| Interest expense                      |                                      |                                       |                        |            |                             |                          | 2,642     |
| Income tax provision                  |                                      |                                       |                        |            |                             |                          | 16,967    |
| <b>Operating income</b>               | \$ 50,053                            | \$ 15,542                             | \$ 19,943              | \$ 10,243  | \$ 14,834                   | \$ (31,338)              | \$ 79,277 |
| Depreciation and amortization         | 1,666                                | 1,467                                 | 1,252                  | 3,120      | 679                         | 723                      | 8,907     |
| Amortization of intangible assets     | 1,820                                | 248                                   | —                      | —          | 200                         | —                        | 2,268     |
| <b>Adjusted EBITDA <sup>(1)</sup></b> | \$ 53,539                            | \$ 17,257                             | \$ 21,195              | \$ 13,363  | \$ 15,713                   | \$ (30,615)              | \$ 90,452 |

<sup>(1)</sup> See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Adjusted EBITDA, which is a non-GAAP financial measure.

## Reconciliation of Net Income and Operating Income to Adjusted EBITDA

### Three Months Ended June 30, 2021

All numbers in \$000s

| Three Months Ended June 30, 2021                              |                                      |                                       |                        |            |                             |                          |           |
|---|--------------------------------------|---------------------------------------|------------------------|------------|-----------------------------|--------------------------|-----------|
|   | Corporate Finance<br>& Restructuring | Forensic and<br>Litigation Consulting | Economic<br>Consulting | Technology | Strategic<br>Communications | Unallocated<br>Corporate | Total     |
| <b>Net income</b>   |                                      |                                       |                        |            |                             |                          | \$ 62,782 |
| Interest income and other                                     |                                      |                                       |                        |            |                             |                          | 912       |
| Interest expense  |                                      |                                       |                        |            |                             |                          | 5,294     |
| Income tax provision  |                                      |                                       |                        |            |                             |                          | 14,992    |
| <b>Operating income</b>                                       | \$ 40,103                            | \$ 16,492                             | \$ 29,204              | \$ 15,340  | \$ 12,198                   | \$ (29,357)              | \$ 83,980 |
| Depreciation and amortization                                 | 1,317                                | 1,286                                 | 1,495                  | 3,178      | 558                         | 770                      | 8,604     |
| Amortization of intangible assets                             | 1,884                                | 224                                   | —                      | —          | 745                         | 1                        | 2,854     |
| Remeasurement of acquisition-related contingent consideration | (3,130)                              | —                                     | —                      | —          | —                           | —                        | (3,130)   |
| <b>Adjusted EBITDA <sup>(1)</sup></b>                         | \$ 40,174                            | \$ 18,002                             | \$ 30,699              | \$ 18,518  | \$ 13,501                   | \$ (28,586)              | \$ 92,308 |

<sup>(1)</sup> See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Adjusted EBITDA, which is a non-GAAP financial measure.

## Reconciliation of Net Cash Provided by (Used in) Operating Activities to Free Cash Flow

Three Months Ended June 30, 2022, March 31, 2022 and June 30, 2021

| All numbers in \$000s                                      | Three Months Ended<br>June 30, 2022 | Three Months Ended<br>March 31, 2022 | Three Months Ended June<br>30, 2021 |
|--|-------------------------------------|--------------------------------------|-------------------------------------|
| <b>Net cash provided by (used in) operating activities</b> | \$ 35,047                           | \$ (203,778)                         | \$ 125,558                          |
| Purchases of property and equipment                        | (13,028)                            | (12,607)                             | (19,724)                            |
| <b>Free Cash Flow <sup>(1)</sup></b>                       | <b>\$ 22,019</b>                    | <b>\$ (216,385)</b>                  | <b>\$ 105,834</b>                   |

<sup>(1)</sup> See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Free Cash Flow, which is a non-GAAP financial measure.

## End Notes: FTI Consulting Non-GAAP Financial Measures

*In this presentation, we sometimes use information derived from consolidated and segment financial information that may not be presented in our financial statements or prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). Certain of these measures are considered "non-GAAP financial measures" under the Securities and Exchange Commission ("SEC") rules. Specifically, we have referred to the following non-GAAP financial measures in this presentation:*

*Adjusted EBITDA  
Adjusted EBITDA Margin  
Adjusted Net Income  
Adjusted Earnings per Diluted Share  
Free Cash Flow*

*We have included the definitions of Segment Operating Income and Adjusted Segment EBITDA, which are GAAP financial measures, below in order to more fully define the components of certain non-GAAP financial measures in this presentation. We define Segment Operating Income as a segment's share of consolidated operating income. We use Segment Operating Income for the purpose of calculating Adjusted Segment EBITDA. We define Adjusted Segment EBITDA as a segment's share of consolidated operating income before depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges and goodwill impairment charges. We use Adjusted Segment EBITDA as a basis to internally evaluate the financial performance of our segments because we believe it reflects current core operating performance and provides an indicator of the segment's ability to generate cash.*

*We define Adjusted EBITDA, which is a non-GAAP financial measure, as consolidated net income before income tax provision, other non-operating income (expense), depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, gain or loss on sale of a business and losses on early extinguishment of debt. We believe that this non-GAAP financial measure, when considered together with our GAAP financial results and GAAP financial measures, provide management and investors with a more complete understanding of our operating results, including underlying trends. In addition, EBITDA is a common alternative measure of operating performance used by many of our competitors. It is used by investors, financial analysts, rating agencies and others to value and compare the financial performance of companies in our industry. Therefore, we also believe that this non-GAAP financial measure, considered along with corresponding GAAP financial measures, provide management and investors with additional information for comparison of our operating results with the operating results of other companies. We define Adjusted EBITDA Margin, which is a non-GAAP financial measure, as Adjusted EBITDA as a percentage of total revenues.*

*We define Adjusted Net Income and Adjusted Earnings per Diluted Share ("Adjusted EPS"), which are non-GAAP financial measures, as net income and earnings per diluted share ("EPS"), respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, losses on early extinguishment of debt, non-cash interest expense on convertible notes and the gain or loss on sale of a business. We use Adjusted Net Income for the purpose of calculating Adjusted EPS. Management uses Adjusted EPS to assess total Company operating performance on a consistent basis. We believe that these non-GAAP financial measures, when considered together with our GAAP financial results and GAAP financial measures, provide management and investors with an additional understanding of our business operating results, including underlying trends.*

*We define Free Cash Flow, which is a non-GAAP financial measure, as net cash provided by (used in) operating activities less cash payments for purchases of property and equipment. We believe this non-GAAP financial measure, when considered together with our GAAP financial results, provides management and investors with an additional understanding of the Company's ability to generate cash for ongoing business operations and other capital deployment.*

*Non-GAAP financial measures are not defined in the same manner by all companies and may not be comparable with other similarly titled measures of other companies. Non-GAAP financial measures should be considered in addition to, but not as a substitute for or superior to, the information contained in our Condensed Consolidated Statements of Comprehensive Income and Condensed Consolidated Statements of Cash Flows.*



# Appendix

## Second Quarter 2022: Select Geographic Review

All numbers in \$000s, except for percentages

### Consolidated Revenues by Region

| Region        | Q2 2022    | Q1 2022    | % Variance | Q2 2021    | % Variance | Percentage Change in Revenues Excluding the Estimated Impact of Foreign Currency Translation for Q2 2022 vs. Q2 2021 |
|---------------|------------|------------|------------|------------|------------|--|
| North America | \$ 488,243 | \$ 468,707 | 4.2%       | \$ 458,234 | 6.5%       | 6.6%   |
| EMEA          | \$ 201,378 | \$ 200,034 | 0.7%       | \$ 201,379 | 0.0%       | 9.8%   |
| Asia Pacific  | \$ 51,217  | \$ 45,011  | 13.8%      | \$ 43,779  | 17.0%      | 21.2%  |
| Latin America | \$ 14,154  | \$ 9,867   | 43.4%      | \$ 8,094   | 74.9%      | 74.6%  |

### Percentage of Consolidated Revenues by Region

| Region        | Q2 2022 | Q1 2022 | Q2 2021 |
|---------------|---------|---------|---------|
| North America | 64.7%   | 64.8%   | 64.4%   |
| EMEA          | 26.7%   | 27.6%   | 28.3%   |
| Asia Pacific  | 6.8%    | 6.2%    | 6.2%    |
| Latin America | 1.9%    | 1.4%    | 1.1%    |

## Second Quarter 2022

### Select Awards & Accolades



Named the #1 Professional Services Firm on *Forbes* magazine's list of **America's Best Employers for New Graduates**

*Forbes*



Named to *The Consulting Report's* list of the **Top 50 Consulting Firms of 2022**

*The Consulting Report*



Received Handshake's **Early Talent Award** in the Professional Services category

*Handshake*



Recognized in the **Chambers Litigation Support** guide in 11 categories:

#### Global

- Asset Tracing & Recovery (Investigations Agencies)
- Economic Analysts
- Litigation PR & Communications

#### Asia-Pacific Region

- Business Intelligence & Investigations

#### UK

- Forensic Accountants
- eDiscovery
- Litigation PR & Communications
- Business Intelligence & Investigations

#### USA

- Business Intelligence & Investigations
- eDiscovery
- Litigation PR & Communications

*Chambers and Partners*



**Experts with Impact™**