



 Investor Presentation


FTI Consulting, Inc.

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, objectives, goals, strategies, future events, future revenues, future results and performance, expectations, plans or intentions relating to acquisitions, share repurchases and other matters, business trends and other information that is not historical, including statements regarding estimates of our future financial results. When used in this presentation, words such as “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “forecasts” 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 expectations, beliefs and estimates will be achieved, and the Company’s actual results may differ materially from our expectations, beliefs and estimates. 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, 2020, filed with the Securities and Exchange Commission (“SEC”) 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.

FTI Consulting: Experts with Impact

FTI Consulting is an independent global business advisory firm dedicated to helping organizations manage change, mitigate risk and resolve disputes

<p>FCN Publicly Traded</p>	<p>\$4.0B Equity Market Capitalization ⁽¹⁾</p>	<p>1982 Year Founded</p>	<p>6,300+ Employees Worldwide</p>
<p>610+ Senior Managing Directors</p>	<p>85 Cities</p>	<p>28 Countries</p>	<p>17 Specialized Industry Practice Groups</p>
<p>Advisor to 96 of the world's top 100 law firms</p>	<p>55 of Fortune Global 100 corporations are clients</p>	<p>Advisor to 8 of the world's top 10 bank holding companies</p>	

⁽¹⁾ All statistics above, except equity market capitalization, are as of December 31, 2020. Equity market capitalization has been calculated using the number of total shares outstanding as of February 17, 2021, times the closing share price as of February 25, 2021.

Our Global Reach

With offices in 85 cities and 28 countries, FTI Consulting has a presence in every major financial center and every corner of the globe, and we successfully serve our clients wherever challenges and opportunities arise



The Americas

Europe, Middle East, Africa

Asia

Australia

Argentina
Brazil
Canada
Caribbean

Colombia
Mexico
United States

Belgium
Denmark
Finland
France

Germany
Ireland
Israel
Qatar

South Africa
Spain
United Arab Emirates
United Kingdom

China
India
Indonesia
Japan

Korea
Malaysia
Philippines⁽¹⁾
Singapore

Australia

(1) Affiliate

Investment Thesis

Leading global business advisory firm with **strong people** and **strong positions**: corporations, law firms and governments come to us when there is a critical need

Organic growth strategy with an emphasis on profitable revenue growth

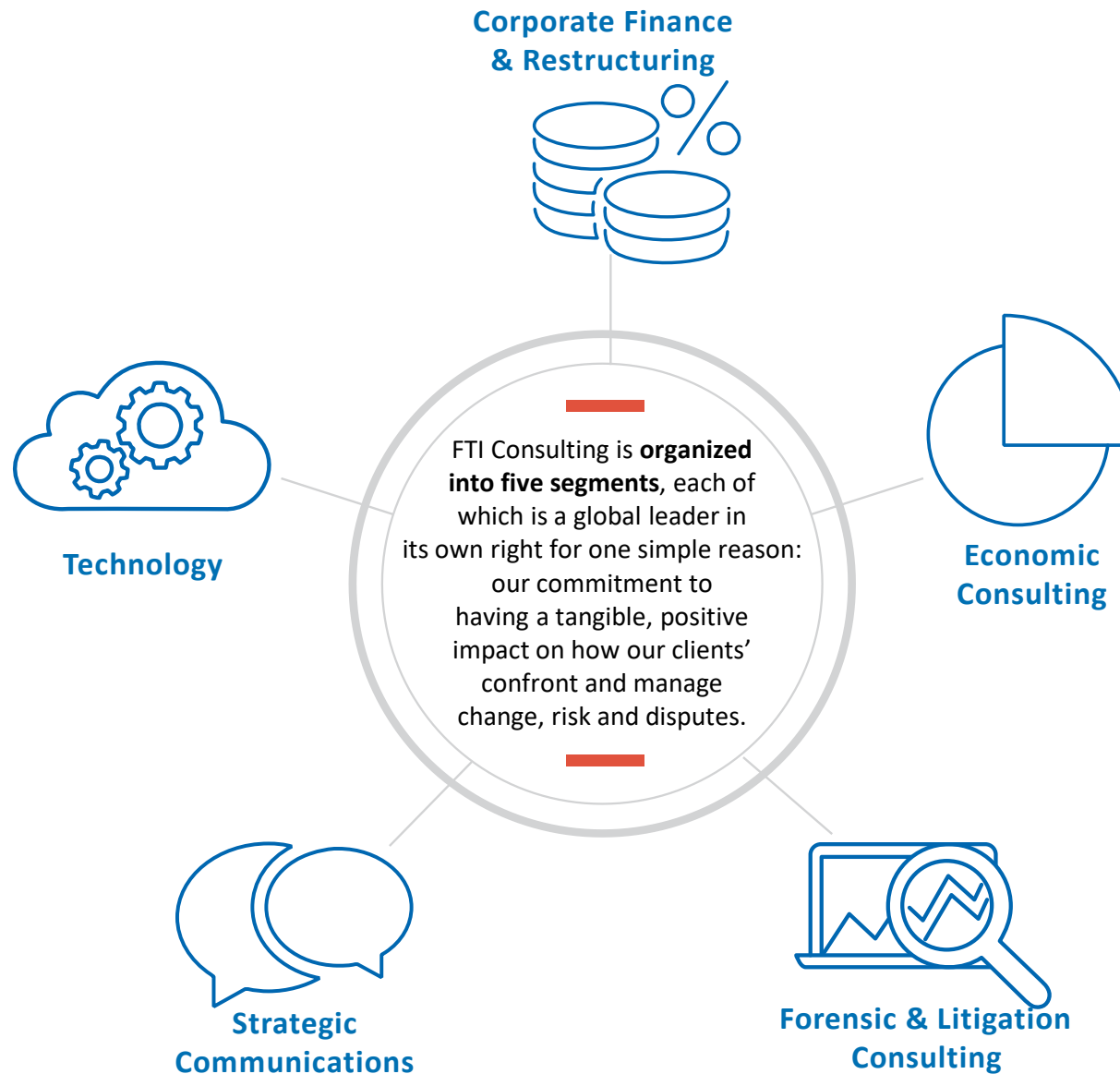
Committed to building a profitable business with **sustainable underlying growth**, regardless of economic conditions

Willingness to invest EBITDA in key growth areas where we have a right to win

Healthy balance sheet and **strong cash flows** with a commitment to return capital to our shareholders

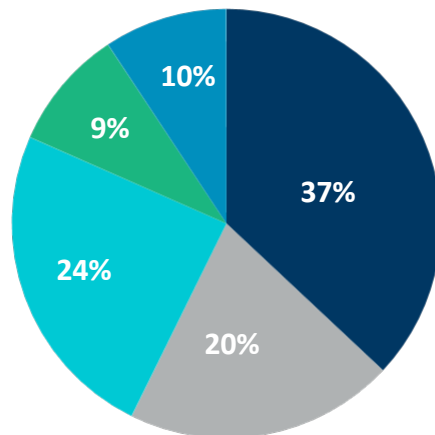
Believe we are on a path toward **sustained double-digit year-over-year Adjusted EPS growth over time**

Business Overview: Five Segments, One Purpose

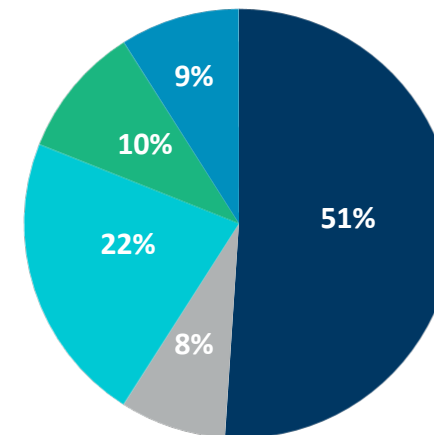


Segment Snapshot: Segment Revenues and Total Adjusted Segment EBITDA

Full Year 2020 Segment Revenues



Full Year 2020 Total Adjusted Segment EBITDA ⁽¹⁾



⁽¹⁾ See accompanying financial tables and “End Notes: FTI Consulting Non-GAAP Financial Measures” for the definition and reconciliation of Total Adjusted Segment EBITDA, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure.

Corporate Finance & Restructuring

Services

- **Business Transformation**
 - Executive Compensation
 - Interim Management
 - Merger Integration & Carve-outs
 - Office of the CFO Solutions
 - Performance Improvement
- **Transactions**
 - Investment Banking & Transaction Opinions
 - Lender Services
 - Structured Finance
 - Tax Advisory
 - Transaction Services
 - Valuation & Financial Advisory Services
- **Turnaround, Restructuring & Bankruptcy**
 - Company Advisory
 - Contentious Insolvency
 - Creditor Advisory
 - Dispute Advisory/Litigation Support
 - Interim Management



(in thousands, except percentages and headcount data)

	2016	2017	2018	2019	2020
Segment Revenues	\$483,269	\$482,041	\$564,479	\$723,721	\$910,184
Segment Gross Profit Margin	36.5%	33.9%	37.3%	37.2%	36.4%
Segment SG&A	\$81,584	\$83,747	\$92,037	\$112,630	\$118,964
Adjusted Segment EBITDA	\$97,688	\$82,863	\$121,660	\$160,735	\$216,830
Adjusted Segment EBITDA Margin	20.2%	17.2%	21.6%	22.2%	23.8%
Utilization	65%	61%	66%	67%	63%
Revenue-Generating Professionals	895	901	948	1,194	1,655

Corporate Finance & Restructuring (continued)

Segment Offering

The Corporate Finance & Restructuring segment focuses on the strategic, operational, financial, transactional and capital needs of our clients around the world. Our clients include companies, boards of directors, investors, private equity sponsors, banks, lenders, and other financing sources and creditor groups, as well as other parties-in-interest.

Medium-Term Growth Opportunities

Enhance **Business Transformation and Transactions** capabilities

Grow Restructuring globally

Deeper penetration of key industries e.g., Retail, Healthcare, TMT, Industrials, Automotive and Energy

Full Year 2020 Key Financial Commentary

- **Revenues** increased \$186.5 million, or 25.8%, from 2019 to 2020. Acquisition-related revenues contributed \$40.7 million, or 5.6%, compared with 2019. Excluding the acquisition-related revenues, revenues increased \$145.7 million, or 20.1%, primarily due to higher demand for our restructuring services, largely in North America and EMEA.
- **Gross profit** increased \$61.8 million, or 22.9%, from 2019 to 2020. Gross profit margin decreased 0.8 percentage points from 2019 to 2020. The decrease in gross profit margin was primarily due to increased compensation related to higher headcount and an increase in variable compensation as a percentage of revenues, combined with a 4 percentage point decline in utilization.
- **Adjusted Segment EBITDA** was \$216.8 million, or 23.8% of segment revenues, compared with \$160.7 million, or 22.2% of segment revenues, in the prior year.

Forensic and Litigation Consulting

Services

- **Construction & Environmental Solutions**
 - Asset Lifecycle Management
 - Capital Program Risk Management
 - Cost Analytics & Auditing Services
- **Data & Analysis**
 - Anti-corruption and Anti-money Laundering
 - Dispute Resolutions, Investigations and Remediation
 - Identifying Sanction Breaches and Fraud
- **Disputes**
 - Claims in International Public Law
 - Complex Commercial and Regulatory Disputes
 - Industry-specific Disputes
- **Health Solutions**
 - Investigations, Regulatory and Compliance Risk
 - Life Sciences
 - Performance Improvement
- **Risk and Investigations**
 - Financial Crimes/Anti-money Laundering
 - Cybersecurity
 - Export Controls & Sanctions
 - Workplace Discrimination



(in thousands, except percentages and headcount data)

	2016	2017	2018	2019	2020
Segment Revenues	\$457,734	\$462,324	\$520,333	\$577,780	\$500,275
Segment Gross Profit Margin	31.2%	33.9%	36.4%	36.3%	24.5%
Segment SG&A	\$89,532	\$88,056	\$96,958	\$109,992	\$94,562
Adjusted Segment EBITDA	\$57,882	\$72,705	\$96,821	\$104,435	\$33,374
Adjusted Segment EBITDA Margin	12.6%	15.7%	18.6%	18.1%	6.7%
Utilization	59%	61%	64%	63%	51%
Revenue-Generating Professionals	1,110	1,067	1,153	1,351	1,343

Forensic and Litigation Consulting (continued)

Segment Offering

The Forensic & Litigation Consulting segment provides law firms, companies, government entities and other interested parties with a multidisciplinary and independent range of services in risk and investigations and disputes, including a focus on highly regulated industries, such as our construction & environmental solutions and health solutions services. These services are supported by our data & analytics services, which help our clients analyze large, disparate sets of data related to their business operations and support our clients during regulatory inquiries and commercial disputes.

Medium-Term Growth Opportunities

Enhance **Construction & Environmental Solutions, Cybersecurity** and **Data & Analytics** capabilities

Grow overseas businesses e.g., London and Hong Kong

Increase utilization in Disputes, Investigations and Health Solutions practices

Full Year 2020 Key Financial Commentary

- **Revenues** decreased \$77.5 million, or 13.4%, from 2019 to 2020. The decrease was primarily due to lower demand for all of our services, particularly for our disputes, investigations and health solutions services.
- **Gross profit** decreased \$87.0 million, or 41.5%, from 2019 to 2020. Gross profit margin decreased 11.8 percentage points from 2019 to 2020. The decrease in gross profit margin was largely related to a 12 percentage point decline in utilization.
- **Adjusted Segment EBITDA** was \$33.4 million, or 6.7% of segment revenues, compared with \$104.4 million, or 18.1% of segment revenues, in the prior year.

Economic Consulting

Services

- **Antitrust & Competition Economics**
 - Damages Analysis
 - M&A-related Antitrust
 - Non-M&A-related Antitrust

- **Financial Economics**
 - Rate Setting
 - Securities Litigation & Risk Management
 - Transfer Pricing
 - Valuation

- **International Arbitration**
 - Business Valuations
 - Commercial and Treaty Disputes
 - Economic Damages
 - Litigation Support



(in thousands, except percentages and headcount data)

	2016	2017	2018	2019	2020
Segment Revenues	\$500,487	\$496,029	\$533,979	\$592,542	\$599,088
Segment Gross Profit Margin	27.3%	25.9%	25.8%	26.1%	27.5%
Segment SG&A	\$67,383	\$71,943	\$73,630	\$76,302	\$78,714
Adjusted Segment EBITDA	\$74,102	\$61,964	\$69,955	\$84,112	\$91,432
Adjusted Segment EBITDA Margin	14.8%	12.5%	13.1%	14.2%	15.3%
Utilization	73%	67%	69%	75%	68%
Revenue-Generating Professionals	656	683	708	790	891

Economic Consulting (continued)

Segment Offering

The Economic Consulting segment, including subsidiary Compass Lexecon, provides law firms, companies, government entities and other interested parties with analyses of complex economic issues for use in international arbitration, legal and regulatory proceedings, and strategic decision making and public policy debates around the world.

Medium-Term Growth Opportunities

Maintain leading position of Compass Lexecon in the U.S.

Grow overseas businesses e.g., EMEA, Australia and Asia

Develop adjacent businesses in the U.S. e.g., International Arbitration, Energy, Healthcare, TMT and Financial Services

Full Year 2020 Key Financial Commentary

- **Revenues** increased \$6.5 million, or 1.1%, from 2019 to 2020. The increase was primarily due to higher demand for our mergers and acquisitions ("M&A")-related antitrust services, which was partially offset by lower demand for our financial economics services, along with lower realized bill rates due to the mix of client engagements and staffing for our non-M&A-related antitrust services.
- **Gross profit** increased \$10.1 million, or 6.5%, from 2019 to 2020. Gross profit margin increased 1.4 percentage points from 2019 to 2020. The increase in gross profit margin was primarily due to a higher proportion of junior professional staff, lower variable compensation as a percentage of revenues and a favorable mix of lower margin external affiliate revenues, which was partially offset by a 7 percentage point decline in utilization.
- **Adjusted Segment EBITDA** was \$91.4 million, or 15.3% of segment revenues, compared with \$84.1 million, or 14.2% of segment revenues, in the prior year.

Technology

Services

- **Corporate Legal Operations**
 - Advisory on Governance, Policy, Standards and Execution
 - Contract Intelligence
 - Subscriptions and Managed Services

- **E-discovery Services and Expertise**
 - Consulting and Data Analytics
 - Data Collection and Digital Forensics
 - E-discovery and Data Compliance Management
 - Managed Document Review

- **Information Governance, Privacy & Security Services**
 - Data Remediation and Disposition for Compliance and Risk Management
 - General Data Protection and Privacy
 - Migration of Data to Cloud Applications
 - Regulatory Readiness Advisory and Implementation



(in thousands, except percentages and headcount data)

	2016	2017	2018	2019	2020
Segment Revenues	\$177,720	\$174,850	\$185,755	\$215,584	\$223,016
Segment Gross Profit Margin	39.5%	41.9%	40.2%	42.7%	39.7%
Segment SG&A	\$64,135	\$62,858	\$59,644	\$57,058	\$57,303
Adjusted Segment EBITDA	\$25,814	\$22,171	\$27,387	\$45,688	\$43,013
Adjusted Segment EBITDA Margin	14.5%	12.7%	14.7%	21.2%	19.3% ₁₄
Revenue-Generating Professionals	288	292	306	361	408

Technology (continued)

Segment Offering

Our Technology segment provides companies, law firms and government entities with a comprehensive global portfolio of e-discovery, information governance, privacy and security and corporate legal operations solutions.

Medium-Term Growth Opportunities

Expand addressable market through new distribution channels for Consulting & Services

Invest in new and adjacent services e.g., Information Governance, Privacy & Security Services and Contract Intelligence

Grow overseas businesses e.g., EMEA and India

Full Year 2020 Key Financial Commentary

- **Revenues** increased \$7.4 million, or 3.4%, from 2019 to 2020. The increase was primarily driven by higher demand and realized bill rates for our consulting services, largely due to M&A-related "second request" and litigation activities, which was partially offset by lower revenues related to the completion of a transitional services agreement, as well as lower realized rates for our managed review services.
- **Gross profit** decreased \$3.6 million, or 3.9%, from 2019 to 2020. Gross profit margin decreased 3.0 percentage points from 2019 to 2020. The decrease in gross profit margin was largely due to the completion of a transitional services agreement combined with lower profitability for our managed review and processing services, which was partially offset by higher profitability for our consulting services.
- **Adjusted Segment EBITDA** was \$43.0 million, or 19.3% of segment revenues, compared with \$45.7 million, or 21.2% of segment revenues, in the prior year.

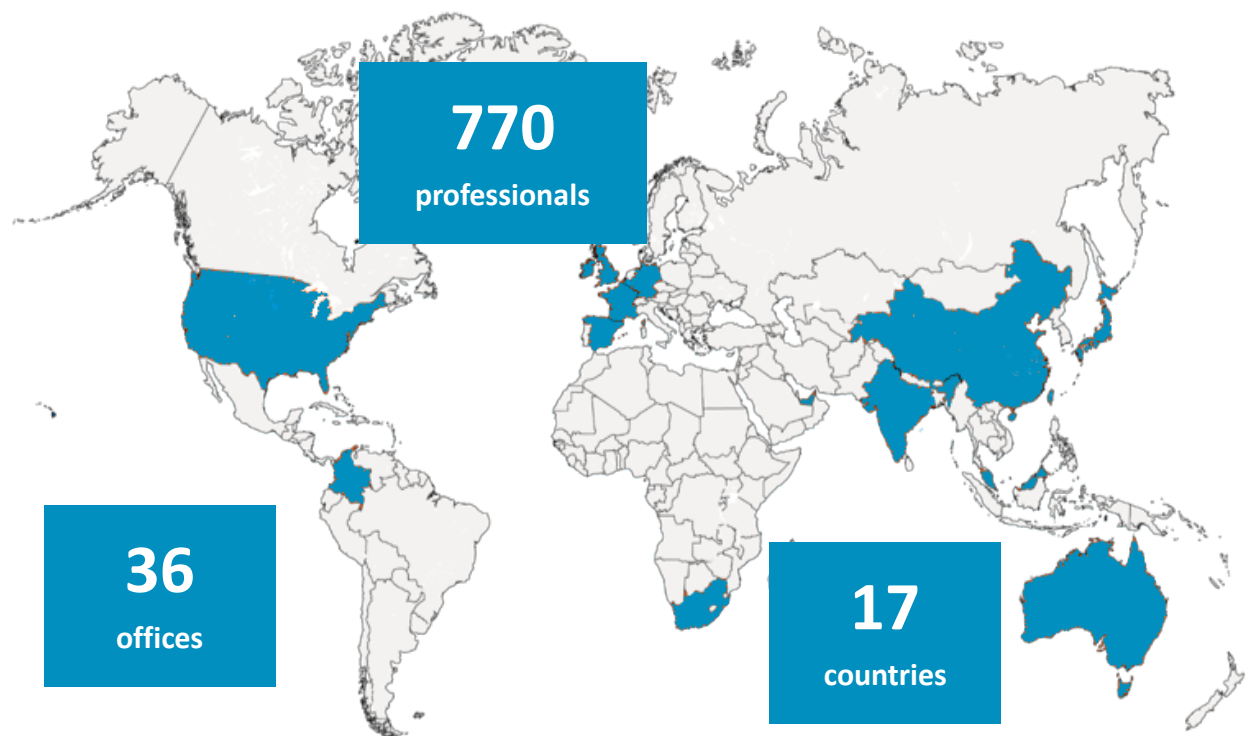
Strategic Communications

Services

- **Corporate Reputation**
 - Crisis & Issues Management
 - Digital, Analytics & Insights
 - Litigation Communications

- **Financial Communications**
 - Corporate Governance & Shareholder Activism
 - M&A Communications
 - Restructuring & Financial Issues

- **Public Affairs**
 - Government Investigations
 - Government Relations
 - Public Affairs Research & Opinion Polling
 - Public Affairs Support of Business Strategies
 - Public Policy Advocacy



(in thousands, except percentages and headcount data)

	2016	2017	2018	2019	2020
Segment Revenues	\$191,184	\$192,488	\$223,331	\$243,090	\$228,712
Segment Gross Profit Margin	38.4%	36.7%	39.1%	37.8%	35.5%
Segment SG&A	\$46,514	\$45,947	\$46,772	\$49,703	\$44,779
Adjusted Segment EBITDA	\$30,458	\$27,732	\$42,918	\$44,544	\$38,975
Adjusted Segment EBITDA Margin	15.9%	14.4%	19.2%	18.3%	17.0%
Revenue-Generating Professionals	647	630	641	728	770

Strategic Communications (continued)

Segment Offering

The Strategic Communications segment develops and executes communications strategies to help management teams, boards of directors, law firms, governments and regulators manage change and mitigate risk surrounding transformational and disruptive events, including transactions, investigations, disputes, crises, regulation and legislation.

Medium-Term Growth Opportunities

Further develop large, complex client relationships

Enhance market share in highly regulated industries e.g., Financial Services, Energy, Healthcare, Industrials and TMT

Leverage FTI Consulting's services and platform to enhance client results

Full Year 2020 Key Financial Commentary

- **Revenues** decreased \$14.4 million, or 5.9%, from 2019 to 2020. The decrease in revenues was due to an \$8.6 million decline in pass-through revenues, and a reduction in retainer- and project-based revenues, primarily driven by lower demand for our corporate reputation services.
- **Gross profit** decreased \$10.5 million, or 11.4%, from 2019 to 2020. Gross profit margin decreased 2.3 percentage points from 2019 to 2020. The decrease in gross profit margin was primarily driven by higher costs due to increased headcount, which was partially offset by an increase in lower margin pass-through revenues and a decrease in variable compensation as a percentage of revenues.
- **Adjusted Segment EBITDA** was \$39.0 million, or 17.0% of segment revenues, compared with \$44.5 million, or 18.3% of segment revenues, in the prior year.

Full Year 2020: Select Awards & Accolades



**Named a Pacesetter in Financial
Crisis Management**
ALM Intelligence



**Ranked #1 on the 4Q20
Bankruptcy League Tables**
The Deal



**Recognized as One of America's
Best PR Agencies**
Forbes



**Honored as a Great Place to
Work-Certified Company**
Great Place to Work Institute



**Recognized as a Leading Firm in Five
Categories at the 2020 Who's Who
Legal Awards:**

- Arbitration Expert Firm of the Year
- Competition Economics Firm of the Year
- Consulting Firm of the Year
- Insurance Expert Witnesses Firm of the Year
- Restructuring & Insolvency Advisers Firm of the Year

Who's Who Legal

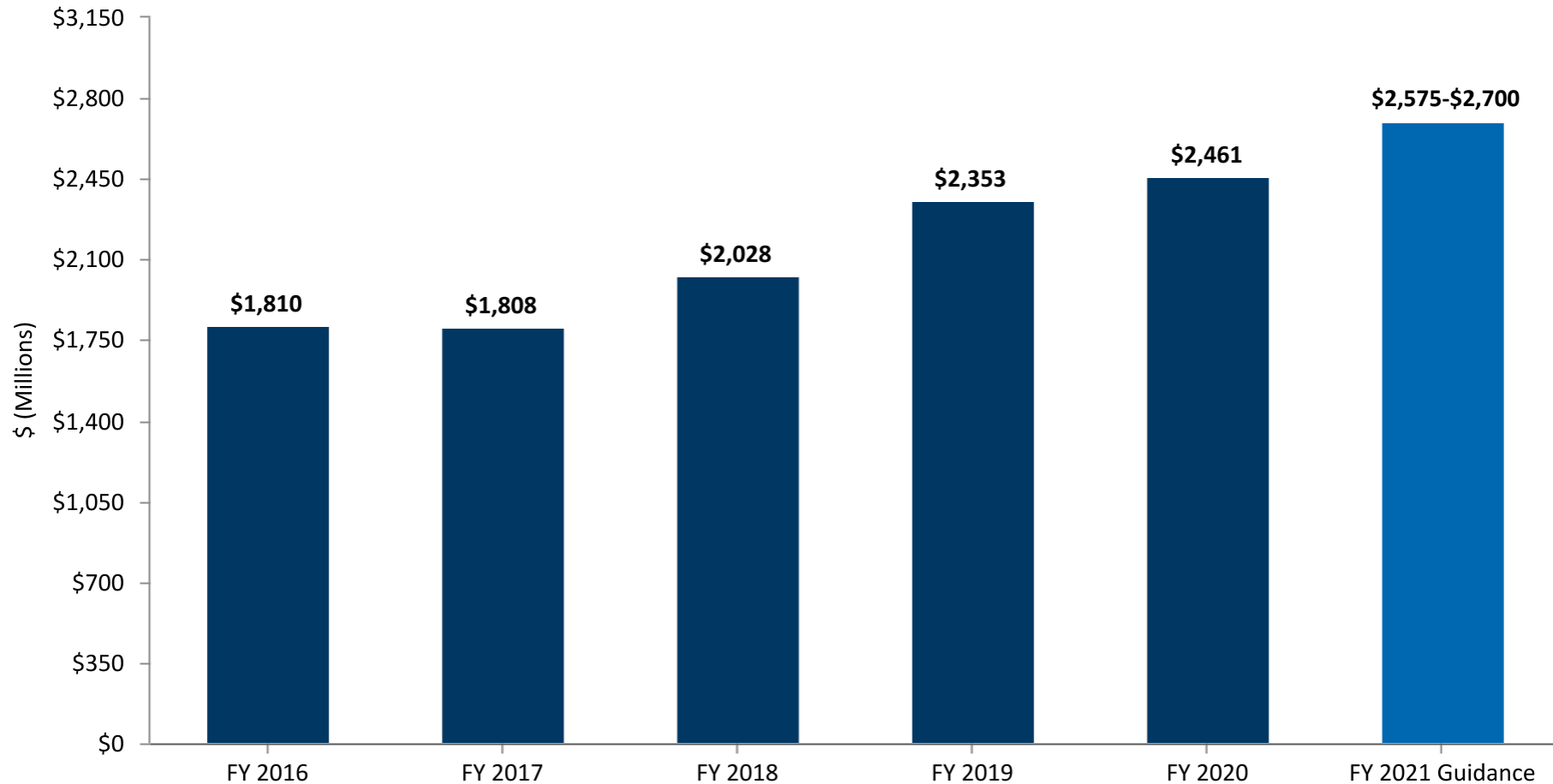


**Named a "Best Firm to Work For"
for the Third Consecutive
Year**
Consulting Magazine



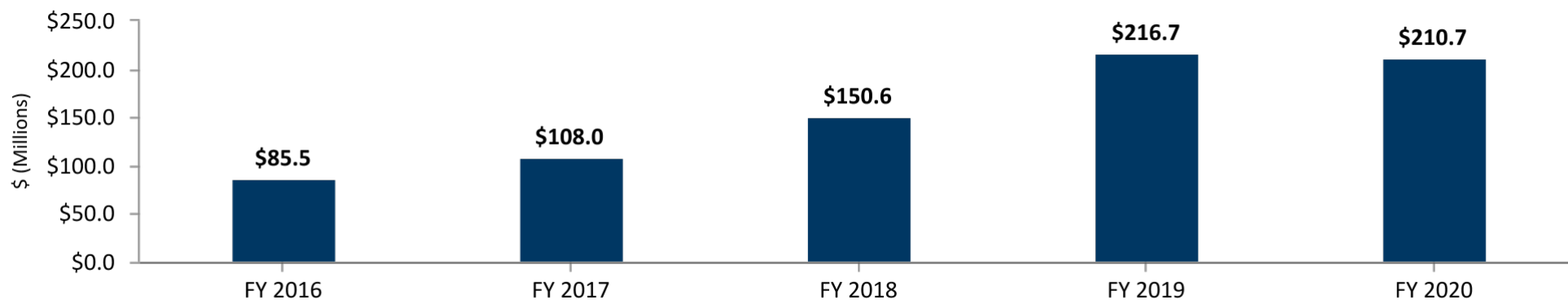
Financial Overview

Full Year 2016 – Full Year 2021 Guidance: Revenues

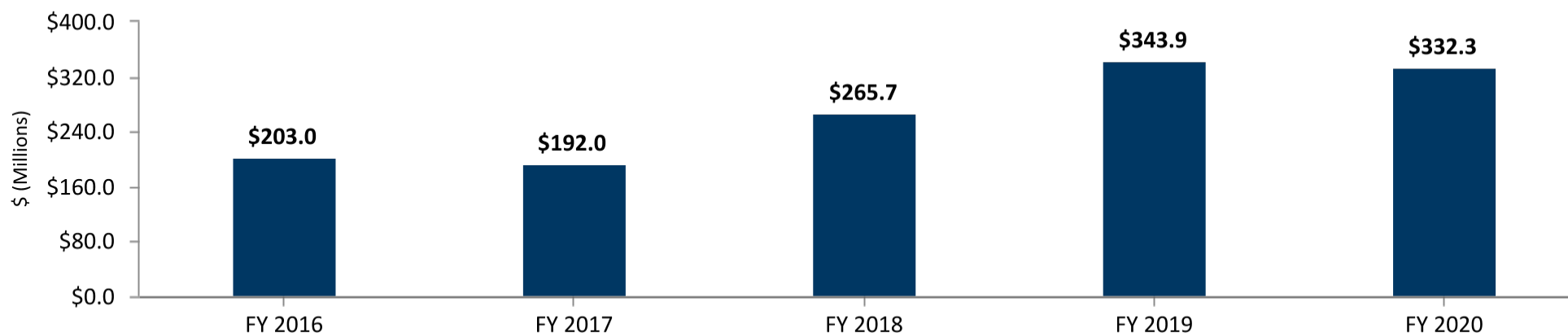


Full Year 2016 – Full Year 2020: Net Income and Adjusted EBITDA

Net income



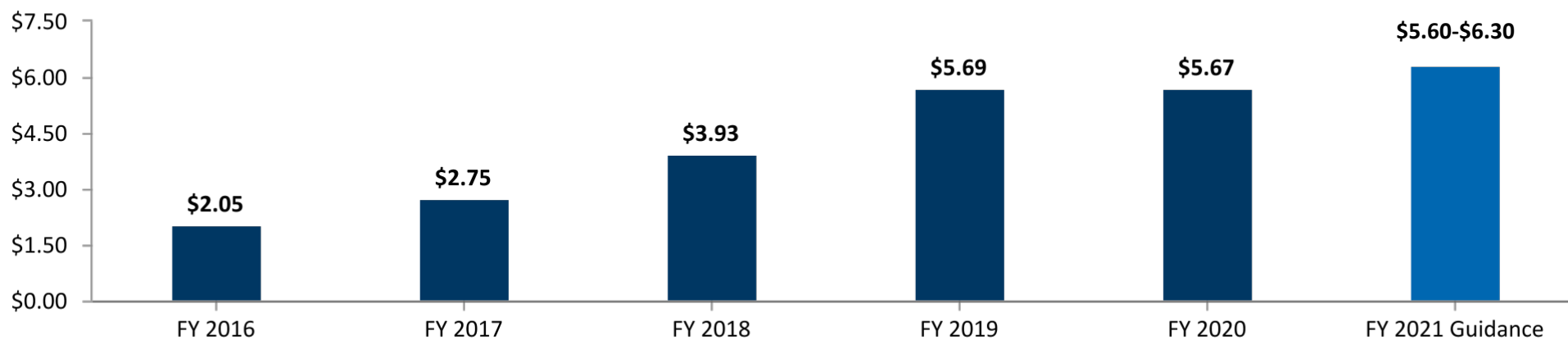
Adjusted EBITDA ⁽¹⁾



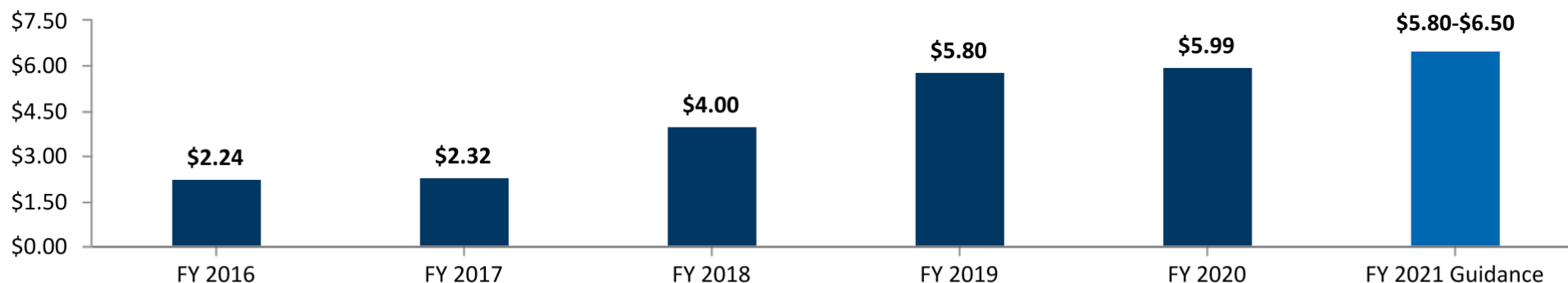
⁽¹⁾ See accompanying financial tables and “End Notes: FTI Consulting Non-GAAP Financial Measures” for the definition and reconciliation of Adjusted EBITDA, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure.

Full Year 2016 – Full Year 2021 Guidance: Earnings Per Diluted Share and Adjusted Earnings Per Diluted Share

Earnings Per Diluted Share



Adjusted Earnings Per Diluted Share⁽¹⁾



⁽¹⁾ See accompanying financial tables and “End Notes: FTI Consulting Non-GAAP Financial Measures” for the definition and reconciliation of Adjusted Earnings Per Diluted Share, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure.

Full Year 2020, 2019 and 2018: Select Cash Position and Capital Allocation

All numbers in thousands, except for DSO	2020	2019	2018
Cash and cash equivalents	\$ 294,953	\$ 369,373	\$ 312,069
Accounts receivable, net	\$ 711,357	\$ 693,372	\$ 554,608
Days sales outstanding (“DSO”) ⁽¹⁾	95	97	93
Net cash provided by operating activities	\$ 327,069	\$ 217,886	\$ 230,672
Purchases of property and equipment	\$ (34,866)	\$ (42,072)	\$ (32,270)
Purchase and retirement of common stock	\$ (353,593)	\$ (105,797)	\$ (55,738)
Total Debt ⁽²⁾	\$ 316,250	\$ 316,250	\$ 316,250
Free Cash Flow ⁽³⁾	\$ 292,203	\$ 175,814	\$ 198,402

- ⁽¹⁾ 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.
- ⁽²⁾ Total debt excludes the impact of unamortized deferred debt issue costs of \$3.8 million, \$5.2 million, and \$6.7 million as of December 31, 2020, December 31, 2019 and December 31, 2018, respectively, and excludes the impact of unamortized deferred debt discount of \$26.3 million, \$35.4 million, and \$44.0 million as of December 31, 2020, December 31, 2019 and December 31, 2018, respectively, related to our 2.0% convertible senior notes due 2023 (the "2023 Convertible Notes").
- ⁽³⁾ See accompanying financial tables and “End Notes: FTI Consulting Non-GAAP Financial Measures” for the definition and reconciliation of Free Cash Flow, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure.



Financial Tables Reconciliations of Non-GAAP Financial Measures

Reconciliation of Net Income to Adjusted EBITDA

(in thousands)

	FY 2020	FY 2019	FY 2018	FY 2017	FY 2016
Net income	\$ 210,682	\$ 216,726	\$ 150,611	\$ 107,962	\$ 85,520
Income tax provision (benefit)	51,764	71,724	57,181	(20,857)	42,283
Interest income and other	412	(2,061)	(4,977)	(3,752)	(10,466)
Interest expense	19,805	19,206	27,149	25,358	24,819
Gain on sale of business	—	—	(13,031)	—	—
Loss on early extinguishment of debt	—	—	9,072	—	—
Depreciation and amortization	32,118	30,153	31,536	31,177	38,700
Amortization of intangible assets	10,387	8,152	8,162	10,563	10,306
Special charges	7,103	—	—	40,885	10,455
Remeasurement of acquisition-related contingent consideration	—	—	—	702	1,403
Adjusted EBITDA ⁽¹⁾	\$ 332,271	\$ 343,900	\$ 265,703	\$ 192,038	\$ 203,010

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

Reconciliations of Net Income to Adjusted Net Income and Earnings Per Diluted Share to Adjusted Earnings Per Diluted Share

(in thousands, except for per share data)

	FY 2020	FY 2019	FY 2018	FY 2017	FY 2016
Net income	\$ 210,682	\$ 216,726	\$ 150,611	\$ 107,962	\$ 85,520
Add back:					
Special charges	7,103	—	—	40,885	10,455
Tax impact of special charges	(1,847)	—	—	(13,570)	(3,595)
Loss on early extinguishment of debt	—	—	9,072	—	—
Tax impact of loss on early extinguishment of debt	—	—	(2,359)	—	—
Remeasurement of acquisition-related contingent consideration	—	—	—	702	1,403
Tax impact of remeasurement of acquisition-related contingent consideration	—	—	—	(269)	(546)
Non-cash interest expense on convertible notes	9,083	8,606	3,019	—	—
Tax impact of non-cash interest expense on convertible notes	(2,361)	(2,237)	(775)	—	—
Gain on sale of business	—	—	(13,031)	—	—
Tax impact of gain on sale of business ⁽¹⁾	—	(2,097)	6,798	—	—
Impact of 2017 Tax Act	—	—	—	(44,870)	—
Adjusted Net Income ⁽²⁾	\$ 222,660	\$ 220,998	\$ 153,335	\$ 90,840	\$ 93,277
Earnings per common share – diluted	\$ 5.67	\$ 5.69	\$ 3.93	\$ 2.75	\$ 2.05
Add back:					
Special charges	0.19	—	—	1.04	0.25
Tax impact of special charges	(0.05)	—	—	(0.34)	(0.08)
Loss on early extinguishment of debt	—	—	0.23	—	—
Tax impact of loss on early extinguishment of debt	—	—	(0.06)	—	—
Remeasurement of acquisition-related contingent consideration	—	—	—	0.02	0.03
Tax impact of remeasurement of acquisition-related contingent consideration	—	—	—	(0.01)	(0.01)
Non-cash interest expense on convertible notes	0.24	0.23	0.08	—	—
Tax impact of non-cash interest expense on convertible notes	(0.06)	(0.06)	(0.02)	—	—
Gain on sale of business	—	—	(0.34)	—	—
Tax impact of gain on sale of business ⁽¹⁾	—	(0.06)	0.18	—	—
Impact of 2017 Tax Act	—	—	—	(1.14)	—
Adjusted earnings per common share – diluted ⁽²⁾	\$ 5.99	\$ 5.80	\$ 4.00	\$ 2.32	\$ 2.24
Weighted average number of common shares outstanding – diluted	37,149	38,111	38,318	39,192	41,709

⁽¹⁾ For 2019, represents a discrete tax adjustment resulting from a change in estimate related to the accounting for the Ringtail e-discovery software and related business divestiture.

⁽²⁾ 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.

Reconciliation of Net Income to Total Adjusted Segment EBITDA

(in thousands)

FY 2020

Net income	\$	210,682
Add back:		
Income tax provision		51,764
Interest income and other		412
Interest expense		19,805
Unallocated corporate expenses ⁽¹⁾		94,463
Segment depreciation expense		29,381
Amortization of intangible assets		10,387
Segment special charges		6,730
Total Adjusted Segment EBITDA ⁽²⁾	\$	423,624

⁽¹⁾ Includes \$0.4 million special charge.

⁽²⁾ See "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition of Total Adjusted Segment EBITDA, which is a non-GAAP financial measure.

Reconciliation of Net Cash Provided by Operating Activities to Free Cash Flow

(in thousands)		FY 2020		FY 2019		FY 2018
Net cash provided by operating activities	\$	327,069	\$	217,886	\$	230,672
Purchases of property and equipment		(34,866)		(42,072)		(32,270)
Free Cash Flow ⁽¹⁾	\$	292,203	\$	175,814	\$	198,402

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

Reconciliation of Full Year 2021 EPS Guidance to Adjusted EPS Guidance

	Year Ended December 31, 2021		
		Low	High
Guidance on estimated earnings per common share - diluted (GAAP) ⁽¹⁾	\$	5.60	\$ 6.30
Non-cash interest expense on convertible notes, net of tax		0.20	0.20
Guidance on estimated adjusted earnings per common share - diluted (Non-GAAP) ⁽¹⁾	\$	5.80	\$ 6.50

⁽¹⁾ The forward-looking guidance on estimated full year 2021 EPS and Adjusted EPS does not reflect other gains and losses (all of which would be excluded from Adjusted EPS) related to the future impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, losses on early extinguishment of debt and gain or loss on sale of a business as these items are dependent on future events that are uncertain and difficult to predict. The forward-looking guidance excludes any shares of common stock potentially issuable upon conversion of the 2023 Convertible Notes from the calculation of EPS.

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 financial measures are considered not in conformity with GAAP ("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*
- *Total Adjusted Segment 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 Margin, which is a non-GAAP financial measure, as Adjusted EBITDA as a percentage of total revenues.

We define 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. 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 these non-GAAP financial measures, 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 these non-GAAP financial measures, 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 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, gain or loss on sale of a business and the impact of adopting the 2017 U.S. Tax Cuts and Jobs Act (the "2017 Tax Act"). 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 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 Consolidated Statements of Comprehensive Income and Consolidated Statements of Cash Flows.



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