



FTI Consulting, Inc.

Current Investor Presentation

March 2020



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, preliminary 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, and other future events, which could impact each of our segments 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, including the 2017 U.S. Tax Cuts and Jobs Act, and the risks described under the heading “Part I, Item 1A Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Securities and Exchange Commission (“SEC”) and in the Company’s other filings with the SEC, including the risks set forth under “Risks Related to Our Reportable Segments” and “Risks Related to Our Operations.” 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.



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 stockholders



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

FTI Consulting: Experts with Impact

FCN

Publicly Traded

\$4.1BLN

Equity Market Capitalization¹

1982

Year Founded

5,500+

Total Employees Worldwide

550+

Senior Managing Directors

82

Cities Around the Globe

9

9 Specialized Industry Practice Groups

Fortune 1000

Company

8/10

Advisor to 8 of the World's Top 10 Bank Holding Companies

96/100

Advisor to 96 of the World's Top 100 Law Firms

53/100

Advisor to 53 of the Global 100 Corporations



All statistics above, except equity market capitalization, are as of December 31, 2018.

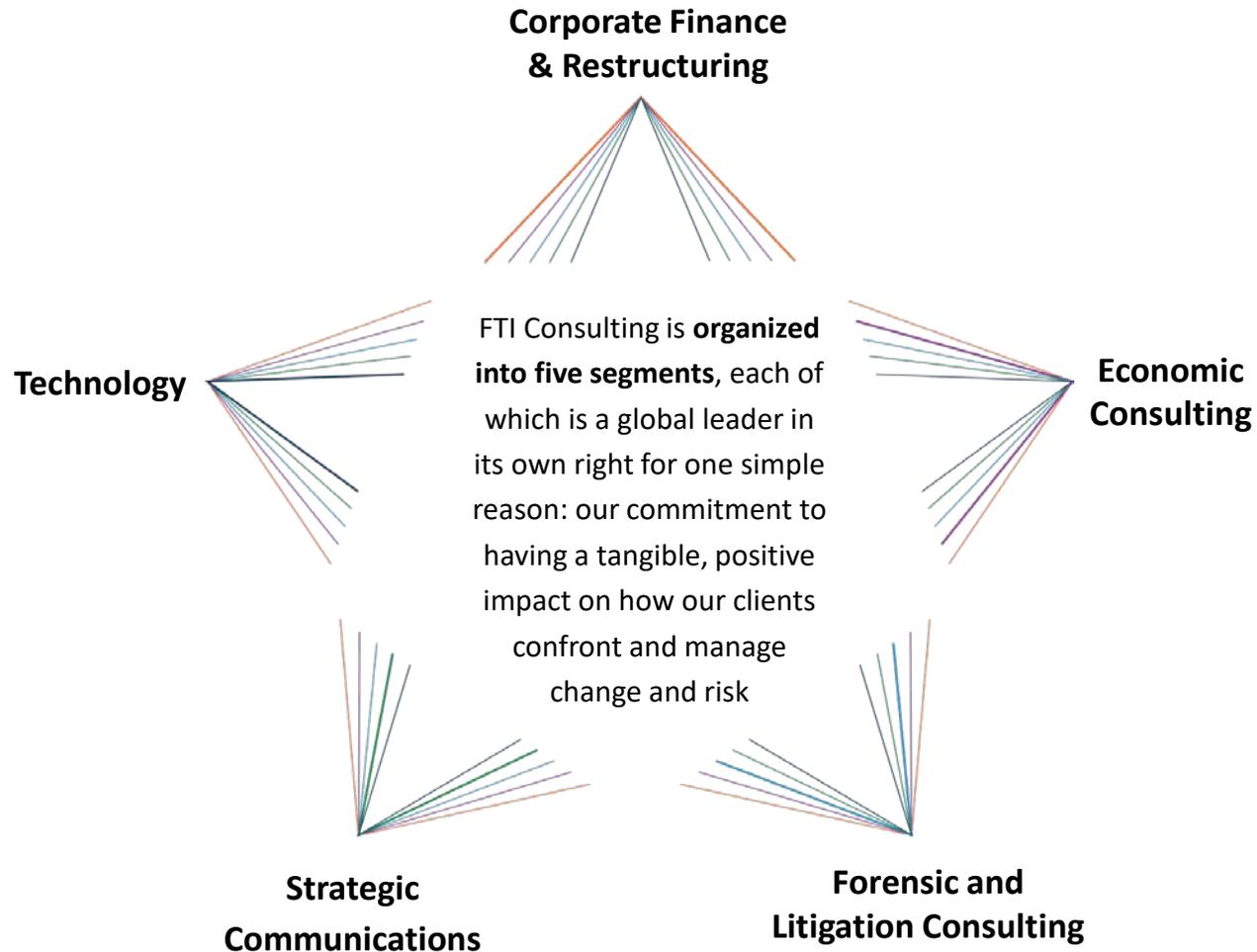
¹Number of total shares outstanding as of February 17, 2020, times the closing share price as of February 25, 2020.

Our Global Reach

With offices in every major financial center and every corner of the globe, we successfully serve our clients wherever challenges and opportunities arise

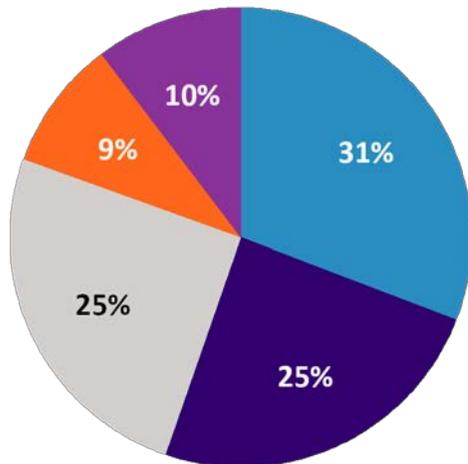


Business Snapshot: Five Segments, One Purpose

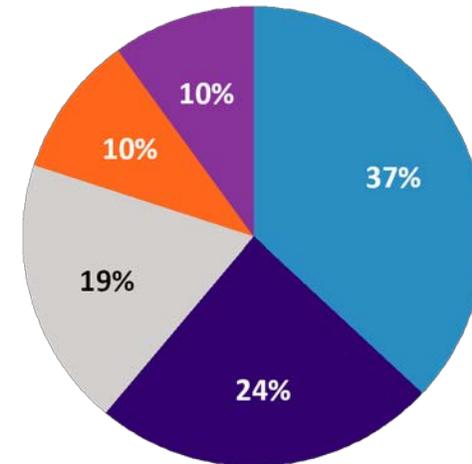


Segment Snapshot: Revenues and Total Adjusted Segment EBITDA

FY 2019 Segment Revenues



FY 2019 Total Adjusted Segment EBITDA¹



Corporate Finance & Restructuring

Services

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



	2015	2016	2017	2018	2019
Segment Revenues	\$440,398	\$483,269	\$482,041	\$564,479	\$723,721
Segment Gross Profit Margin	38.3%	36.5%	33.9%	37.3%	37.2%
Segment SG&A	\$80,111	\$81,584	\$83,747	\$92,037	\$112,630
Adjusted Segment EBITDA	\$90,101	\$97,688	\$82,863	\$121,660	\$160,735
Adjusted Segment EBITDA Margin	20.5%	20.2%	17.2%	21.6%	22.2%
Utilization	69%	65%	61%	66%	67%
Revenue-Generating Professionals	838	895	901	948	1,194

Corporate Finance & Restructuring (continued)

Segment Offering

The Corporate Finance & Restructuring segment focuses on strategic, operational, financial and capital needs of businesses by addressing the full spectrum of financial and transactional challenges faced by companies, boards, private equity sponsors, creditor constituencies and other stakeholders.

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

FY 2019 Key Financial Commentary

Revenues increased \$159.2 million, or 28.2%, from 2018 to 2019, which included a 1.2% estimated negative impact from FX. Acquisition-related revenues contributed \$19.6 million, or 3.5% compared to 2018. Excluding the estimated impact from FX and acquisition-related revenues, revenues increased \$146.5 million, or 26.0%, primarily due to higher demand and higher realized rates due to mix of client engagements and staffing for our restructuring and business transformation and transactions services, as well as a \$21.1 million increase in success fees compared to 2018.

Gross profit increased \$59.2 million, or 28.2%, from 2018 to 2019. Gross profit margin decreased 0.1 percentage points from 2018 to 2019.

Adjusted Segment EBITDA was \$160.7 million, or 22.2% of segment revenues, compared to \$121.7 million, or 21.6% of segment revenues, in the prior year.

Forensic and Litigation Consulting

Services

- Forensic Accounting & Advisory Services
- Global Risk & Investigations Practice
- Cybersecurity
- Export Controls & Sanctions
- Dispute Advisory Services
- Trial Services
- Data & Analytics
- Compliance, Monitoring & Receivership
- Anti-Corruption Investigations & Compliance
- Financial Crimes and Anti-Money Laundering
- Global Insurance Services
- Construction Solutions
- Asset Lifecycle Management
- Environmental Solutions
- Health Solutions



	2015	2016	2017	2018	2019
Segment Revenues	\$482,269	\$457,734	\$462,324	\$520,333	\$577,780
Segment Gross Profit Margin	32.2%	31.2%	33.9%	36.4%	36.3%
Segment SG&A	\$94,747	\$89,532	\$88,056	\$96,958	\$109,992
Adjusted Segment EBITDA	\$64,267	\$57,882	\$72,705	\$96,821	\$104,435
Adjusted Segment EBITDA Margin	13.3%	12.6%	15.7%	18.6%	18.1%
Utilization	64%	59%	61%	64%	63%
Revenue-Generating Professionals	1,131	1,110	1,067	1,153	1,351

Forensic and Litigation Consulting (continued)

Segment Offering

The Forensic & Litigation Consulting segment provides a complete range of multidisciplinary, independent dispute advisory, investigative, data acquisition/analysis and forensic accounting services. Our professionals combine end-to-end capabilities when clients face high stakes litigation, arbitration and compliance investigations and regulatory scrutiny.

Medium-Term Growth Opportunities

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

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

Strong utilization in Disputes, Investigations and Health Solutions practices

FY 2019 Key Financial Commentary

Revenues increased \$57.4 million, or 11.0%, from 2018 to 2019. The increase in revenues was primarily due to increased demand for our investigations, disputes and construction solutions services, combined with higher realized rates due to mix of client engagements and staffing globally for our investigations services.

Gross profit increased \$20.3 million, or 10.7%, from 2018 to 2019. Gross profit margin decreased 0.1 percentage points from 2018 to 2019.

Adjusted Segment EBITDA was \$104.4 million, or 18.1% of segment revenues, compared to \$96.8 million, or 18.6% of segment revenues, in the prior year.

Economic Consulting

Services

- Antitrust & Competition Economics
 - Non-M&A-related Antitrust
 - M&A-related Antitrust
- Financial Economics
 - Valuation
 - Securities Litigation & Risk Management
- International Arbitration
- Regulated Industries
- Intellectual Property
- Labor & Employment
- Public Policy
- Center for Healthcare Economics and Policy
- Management Consulting
 - Economic Impact Analysis
 - Market Modeling
- Applied Statistical Data Sciences



	2015	2016	2017	2018	2019
Segment Revenues	\$447,909	\$500,487	\$496,029	\$533,979	\$592,542
Segment Gross Profit Margin	26.8%	27.3%	25.9%	25.8%	26.1%
Segment SG&A	\$60,895	\$67,383	\$71,943	\$73,630	\$76,302
Adjusted Segment EBITDA	\$62,330	\$74,102	\$61,964	\$69,955	\$84,112
Adjusted Segment EBITDA Margin	13.9%	14.8%	12.5%	13.1%	14.2%
Utilization	72%	73%	67%	69%	75%
Revenue-Generating Professionals	599	656	683	708	790

Economic Consulting (continued)

Segment Offering

The Economic Consulting segment, including subsidiary Compass Lexecon, provides analysis of complex economic issues. We help our clients with legal, regulatory and international arbitration proceedings, strategic decision making and public policy debates around the world. We deliver sophisticated economic analysis and modeling of issues arising in M&A transactions, complex antitrust litigation, commercial disputes, international arbitration, regulatory proceedings and a wide range of securities litigation. Our statistical and economic experts help clients analyze complex economic issues, such as the economic impact of deregulation on a particular industry or the amount of damages suffered by a business as a result of particular events.

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

FY 2019 Key Financial Commentary

Revenues increased \$58.6 million, or 11.0%, from 2018 to 2019, which included a 1.3% estimated negative impact from FX. Excluding the estimated negative impact of FX, revenues increased \$65.4 million, or 12.3%, primarily due to higher demand for our non-M&A-related antitrust services in North America and EMEA.

Gross profit increased \$16.7 million, or 12.1%, from 2018 to 2019. Gross profit margin increased 0.3 percentage points from 2018 to 2019. The increase in gross profit margin was primarily due to higher utilization in North America and EMEA, which was partially offset by higher variable compensation as a percentage of revenues.

Adjusted Segment EBITDA was \$84.1 million, or 14.2% of segment revenues, compared to \$70.0 million, or 13.1% of segment revenues, in the prior year.

Technology

Services

- E-discovery and Data Compliance Management
- Managed Document Review
- Digital Forensics
- Information Governance, Privacy & Security
- Contract Intelligence



	2015	2016	2017	2018	2019
Segment Revenues	\$218,599	\$177,720	\$174,850	\$185,755	\$215,584
Segment Gross Profit Margin	43.3%	39.5%	41.9%	40.2%	42.7%
Segment SG&A	\$71,120	\$64,135	\$62,858	\$59,644	\$57,058
Adjusted Segment EBITDA	\$39,010	\$25,814	\$22,171	\$27,387	\$45,688
Adjusted Segment EBITDA Margin	17.8%	14.5%	12.7%	14.7%	21.2%
Revenue-Generating Professionals	349	288	292	306	361

Technology (continued)

Segment Offering

Our Technology segment provides corporations and law firms with a comprehensive and global portfolio of consulting and services for information governance, privacy and security, electronic discovery ("e-discovery") and insight analytics. Our consulting expertise enables clients to more confidently govern, secure, find, analyze and rapidly understand their data in the context of compliance and risk.

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., Europe, the Middle East and India

FY 2019 Key Financial Commentary

Revenues increased \$29.8 million, or 16.1%, from 2018 to 2019, which included a 1.0% estimated negative impact from FX. Excluding the estimated negative impact of FX, revenues increased \$31.7 million, or 17.1%. The increase in revenues was primarily due to higher demand for consulting, hosting and managed review services, primarily driven by higher demand for large, cross-border investigation and litigation engagements.

Gross profit increased \$17.5 million, or 23.4%, from 2018 to 2019. Gross profit margin increased by 2.5 percentage points from 2018 to 2019. The increase in gross profit margin was primarily due to higher utilization and realized rates for our consulting services, as well as a favorable regional and service mix, with a higher share of expert-driven work, which resulted in higher realized hourly pricing, within our processing business.

Adjusted Segment EBITDA was \$45.7 million, or 21.2% of segment revenues, compared to \$27.4 million, or 14.7% of segment revenues, in the prior year.

Strategic Communications

Services

- Corporate Reputation
- Public Affairs & Government Relations
- Capital Markets Communications
- Crisis Communications
- Transaction Communications
- Digital, Analytics & Insights



	2015	2016	2017	2018	2019
Segment Revenues	\$189,974	\$191,184	\$192,488	\$223,331	\$243,090
Segment Gross Profit Margin	36.3%	38.4%	36.7%	39.1%	37.8%
Segment SG&A	\$43,247	\$46,514	\$45,947	\$46,772	\$49,703
Adjusted Segment EBITDA	\$27,727	\$30,458	\$27,732	\$42,918	\$44,544
Adjusted Segment EBITDA Margin	14.6%	15.9%	14.4%	19.2%	18.3%
Revenue-Generating Professionals	599	647	630	641	728

Strategic Communications (continued)

Segment Offering

The Strategic Communications segment provides a comprehensive view of strategic communications with an integrated suite of services, including financial communications, corporate reputation, transaction communications and public affairs in all the major markets around the world.

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

FY 2019 Key Financial Commentary

Revenues increased \$19.8 million, or 8.8%, from 2018 to 2019, which included a 2.7% estimated negative impact from FX. Excluding the estimated negative impact of FX, revenues increased \$25.7 million, or 11.5%, primarily due to higher demand for project-based crisis communications and corporate reputation services in North America and EMEA and a \$6.7 million increase in pass through revenues compared to 2018.

Gross profit increased \$4.4 million, or 5.0%, from 2018 to 2019. Gross profit margin decreased 1.3 percentage points from 2018 to 2019. The decrease was primarily due to higher proportion of lower margin pass through revenues, combined with higher compensation as a percentage of revenues.

Adjusted Segment EBITDA was \$44.5 million, or 18.3% of segment revenues, compared to \$42.9 million, or 19.2% of segment revenues, in the prior year.

Fourth Quarter 2019: Select Awards & Accolades



**Communications Firm
of the Year**

The M&A Advisor



**Restructuring Deal of the
Year**

Middle Markets & Large
Global M&A Network



**Best End-To-End E-Discovery
Provider**

Washington D.C. market
LegalTimes



**Corporate Restructuring
Firm of the Year**

*Turnaround, Restructuring &
Insolvency Awards*



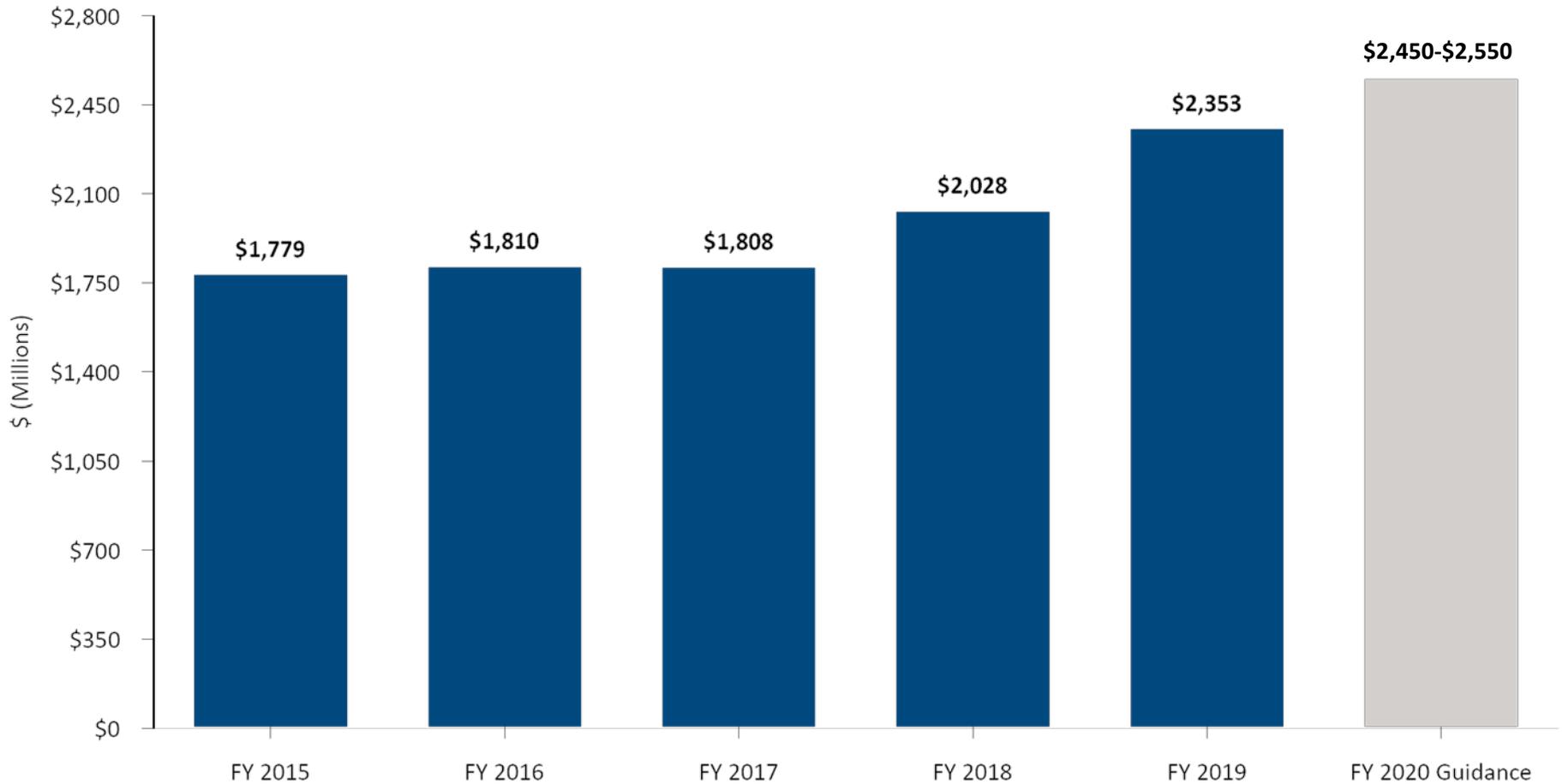
Most professionals
named to the *Who's
Who Legal* Arbitration
Expert Witnesses list for
10 consecutive years



Ranked #1 on *The Deal's*
Bankruptcy
Restructuring Advisors
League Tables for over
12 years

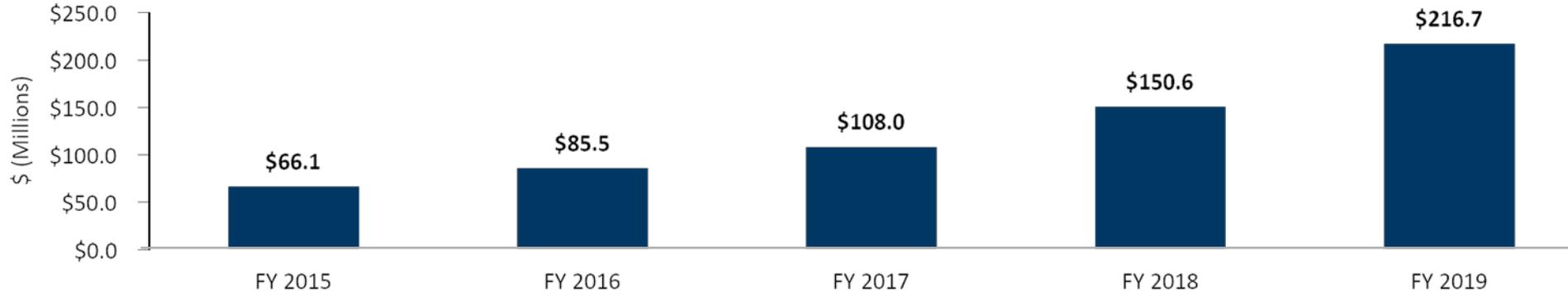
Financial Overview

FY 2015 – FY 2020 Guidance: Revenues

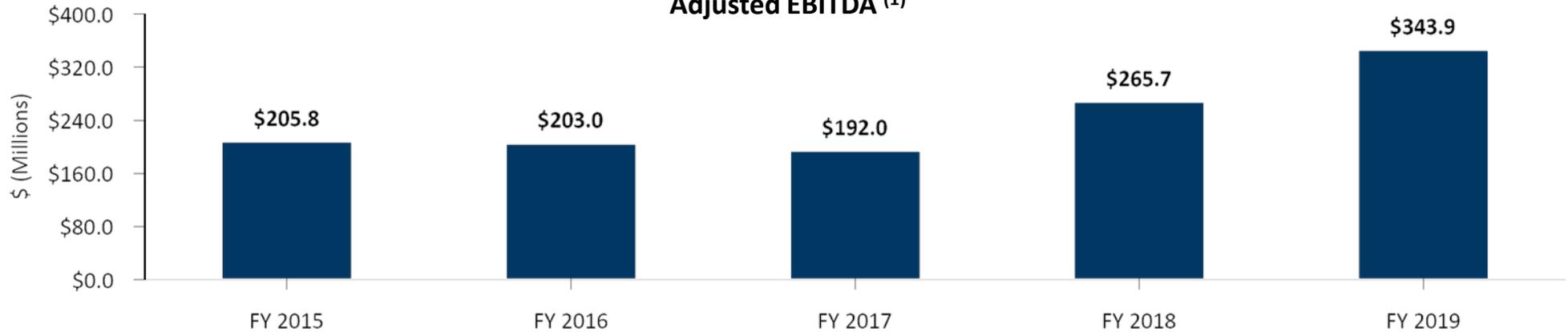


FY 2015 – FY 2019: Net Income and Adjusted EBITDA

Net Income



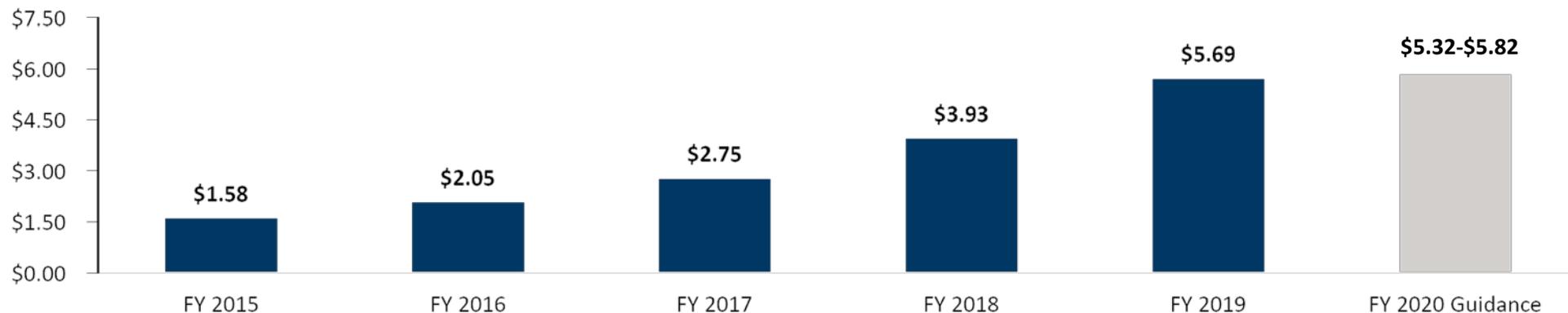
Adjusted EBITDA ⁽¹⁾



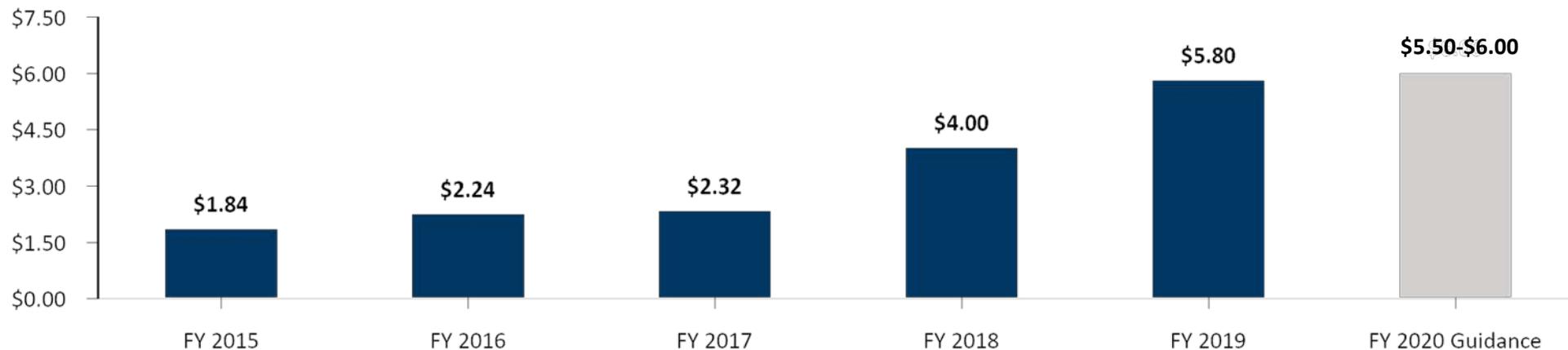
¹See accompanying financial tables and "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition and reconciliations of Adjusted EBITDA, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure.

FY 2015 – FY 2020 Guidance: Earnings Per Diluted Share and Adjusted Earnings Per Diluted Share

Earnings Per Diluted Share



Adjusted Earnings Per Diluted Share ⁽¹⁾



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

Full Year 2019, 2018 and 2017: Select Cash Position and Capital Allocation

All numbers in thousands, except for DSOs

	FY 2019	FY 2018	FY 2017
Cash and cash equivalents	\$ 369,373	\$ 312,069	\$ 189,961
Accounts receivable, net	\$ 693,372	\$ 554,608	\$ 522,878
Days sales outstanding ("DSO") ⁽¹⁾	97	93	91
Net cash provided by operating activities	\$ 217,886	\$ 230,672	\$ 147,625
Purchases of property and equipment	\$ (42,072)	\$ (32,270)	\$ (32,004)
Purchase and retirement of common stock	\$ (105,797)	\$ (55,738)	\$ (168,094)
Total Debt ⁽²⁾	\$ 316,250	\$ 316,250	\$ 400,000
Free Cash Flow ⁽³⁾	\$ 175,814	\$ 198,402	\$ 115,621

⁽¹⁾ Days Sales Outstanding ("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 revenue 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 \$5.2 million, \$6.7 million and \$3.7 million as of December 31, 2019, December 31, 2018 and December 31, 2017, respectively, and excludes the impact of unamortized deferred debt discount of \$35.4 million and \$44.0 million as of December 31, 2019 and December 31, 2018, respectively, related to our 2.0% convertible senior notes due 2023.

⁽³⁾ See accompanying financial tables and "End Notes: FTI Consulting Non-GAAP Financial Measures" for the definition and reconciliations 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 2019	FY 2018	FY 2017	FY 2016	FY 2015
Net Income	\$ 216,726	\$ 150,611	\$ 107,962	\$ 85,520	\$ 66,053
Income tax provision (benefit)	71,724	57,181	(20,857)	42,283	39,333
Interest income and other	(2,061)	(4,977)	(3,752)	(10,466)	(3,232)
Interest expense	19,206	27,149	25,358	24,819	42,768
Gain on sale of business	—	(13,031)	—	—	—
Loss on early extinguishment of debt	—	9,072	—	—	19,589
Depreciation and amortization	30,153	31,536	31,177	38,700	31,392
Amortization of other intangible assets	8,152	8,162	10,563	10,306	11,726
Special charges	—	—	40,885	10,445	—
Remeasurement of acquisition-related contingent consideration	—	—	702	1,403	(1,867)
Adjusted EBITDA ⁽¹⁾	\$ 343,900	\$ 265,703	\$ 192,038	\$ 203,010	\$ 205,762

¹See "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 2019	FY 2018	FY 2017	FY 2016	FY 2015
Net income	\$216,726	\$150,611	\$107,962	\$85,520	\$66,053
Add back:					
Special charges	—	—	40,885	10,445	—
Tax impact of special charges	—	—	(13,570)	(3,595)	—
Loss on early extinguishment of debt	—	9,072	—	—	19,589
Tax impact of loss on early extinguishment of debt	—	(2,359)	—	—	(7,708)
Remeasurement of acquisition-related contingent consideration	—	—	702	1,403	(1,867)
Tax impact of remeasurement of acquisition-related contingent consideration	—	—	(269)	(546)	747
Non-cash interest expense on convertible notes	8,606	3,019	—	—	—
Tax impact of non-cash interest expense on convertible notes	(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⁾	\$220,998	\$153,335	\$90,840	\$93,227	\$76,814
Earnings per common share – diluted	\$5.69	\$3.93	\$2.75	\$2.05	\$1.58
Add back:					
Special charges	—	—	1.04	0.25	—
Tax impact of special charges	—	—	(0.34)	(0.08)	—
Loss on early extinguishment of debt	—	0.23	—	—	0.47
Tax impact of loss on early extinguishment of debt	—	(0.06)	—	—	(0.19)
Remeasurement of acquisition-related contingent consideration	—	—	0.02	0.03	(0.04)
Tax impact of remeasurement of acquisition-related contingent consideration	—	—	(0.01)	(0.01)	0.02
Non-cash interest expense on convertible notes	0.23	0.08	—	—	—
Tax impact of non-cash interest expense on convertible notes	(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⁾	\$5.80	\$4.00	\$2.32	\$2.24	\$1.84
Weighted average number of common shares outstanding – diluted	38,111	38,318	39,192	41,709	41,729

¹For 2019, represents a discrete tax adjustment resulting from a change in estimate related to the accounting for the sale of the Ringtail software and related business in September 2018.

²See “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 2019
Net Income	\$216,726
Add back:	
Income tax provision	71,724
Interest income and other	(2,061)
Interest expense	19,206
Unallocated corporate expense	98,398
Segment depreciation expense	27,369
Amortization of intangible assets	8,152
Total Adjusted Segment EBITDA⁽¹⁾	\$439,514

¹See "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 2019	FY 2018	FY 2017
Net cash provided by operating activities	\$217,886	\$230,672	\$147,625
Purchases of property and equipment	(42,072)	(32,270)	(32,004)
Free Cash Flow ⁽¹⁾	\$175,814	\$198,402	\$115,621

Reconciliation of Full Year 2020 EPS Guidance to Adjusted EPS Guidance

	Year Ended December 31, 2020	
	Low	High
Guidance on estimated earnings per common share - diluted (GAAP) ⁽¹⁾	\$5.32	\$5.82
Non-cash interest expense on convertible notes, net of tax	0.18	0.18
Guidance on estimated adjusted earnings per common share – diluted (Non-GAAP) ⁽¹⁾	\$5.50	\$6.00

¹ The forward-looking guidance on estimated full year 2020 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 ("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
- 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.



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