

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2020
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
Commission file number 001-14875

FTI CONSULTING, INC.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)
555 12th Street NW
Washington,
DC
(Address of principal executive offices)

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

20004
(Zip Code)

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

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value	FCN	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was \$3.7 billion, based on the closing sales price of the registrant's common stock on June 30, 2020, the last business day of the registrant's most recently completed second fiscal quarter.

The number of shares of the registrant's common stock outstanding as of February 17, 2021 was 34,240,806.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of our definitive Proxy Statement to be filed with the Securities and Exchange Commission within 120 days after the end of our 2020 fiscal year are incorporated by reference into Part III of this Annual Report on Form 10-K to the extent stated herein.

TABLE OF CONTENTS

	<u>Page</u>
PART I	
Item 1. Business	1
Item 1A. Risk Factors	13
Item 1B. Unresolved Staff Comments	25
Item 2. Properties	26
Item 3. Legal Proceedings	26
Item 4. Mine Safety Disclosures	26
PART II	
Item 5. Market for the Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	27
Item 6. Selected Financial Data	29
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	31
Item 7A. Quantitative and Qualitative Disclosures about Market Risk	52
Item 8. Financial Statements and Supplementary Data	54
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	87
Item 9A. Controls and Procedures	87
Item 9B. Other Information	87
PART III	
Item 10. Directors, Executive Officers and Corporate Governance	88
Item 11. Executive Compensation	88
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	88
Item 13. Certain Relationships and Related Transactions and Director Independence	88
Item 14. Principal Accountant Fees and Services	88
PART IV	
Item 15. Exhibits and Financial Statement Schedule	89
Item 16. Form 10-K Summary	99

PART I

Forward-Looking Information

This Annual Report on Form 10-K (the “Annual Report”) includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that involve uncertainties and risks. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues, future results and performance, future capital allocations and expenditures, expectations, plans or intentions relating to acquisitions, share repurchases and other matters, business trends, new, or changes to, laws and regulations and other information that is not historical. Forward-looking statements often contain words such as “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “forecasts” and variations of such words or similar expressions. All forward-looking statements, including, without limitation, management’s financial guidance and examination of operating trends, are based upon our historical performance and our current plans, estimates and expectations at the time we make them, and various assumptions. There can be no assurance that management’s expectations, beliefs, forecasts and projections will result or be achieved. Our actual financial results, performance or achievements could differ materially from those expressed in, or implied by, any forward-looking statements. The inclusion of any forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates, forecasts or expectations contemplated by us will be achieved. Given these risks, uncertainties and other factors, you should not place undue reliance on any forward-looking statements.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in, or implied by, statements in this Annual Report. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this Annual Report are set forth in this report, including under the heading “Risk Factors” in Part I, Item 1A of this Annual Report. All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date of this Annual Report and are expressly qualified in their entirety by the cautionary statements included herein. We undertake no obligation to publicly update or revise any forward-looking statements to reflect subsequent events or circumstances and do not intend to do so.

ITEM 1. BUSINESS

Unless otherwise indicated or required by the context, when we use the terms “Company,” “FTI Consulting,” “we,” “us” and “our,” we mean FTI Consulting, Inc., a Maryland corporation, and its consolidated subsidiaries.

Company Overview

General

FTI Consulting is a global business advisory firm dedicated to helping organizations manage change, mitigate risk and resolve disputes: financial, legal, operational, political & regulatory, reputational and transactional. Individually, each of our segments and practices is staffed with experts recognized for the depth of their knowledge and a track record of making an impact. Collectively, FTI Consulting offers a comprehensive suite of services designed to assist clients across the business cycle, from proactive risk management to rapid response to unexpected events and dynamic environments.

We report financial results for the following five reportable segments:

- Corporate Finance & Restructuring;
- Forensic and Litigation Consulting;
- Economic Consulting;
- Technology; and
- Strategic Communications.

We work closely with our clients to help them anticipate, illuminate and overcome complex business challenges and make the most of opportunities arising from factors such as the economy, financial and credit markets, governmental legislation and regulation, and litigation. We provide our clients with expert advice and solutions involving business transformation, transactions, turnaround, restructuring and bankruptcy, construction & environmental solutions, data & analytics, disputes, health solutions, risk and investigations, antitrust & competition economics, financial economics, international arbitration, corporate legal operations, electronic discovery (or “e-discovery”) services and expertise, information governance, privacy and

security services, corporate reputation, financial communications and public affairs. Our experienced professionals are acknowledged leaders in their chosen field not only for their level of knowledge and understanding, but for their ability to structure practical workable solutions to complex issues and real-world problems. Our clients include Fortune 500 corporations, FTSE 100 companies, global banks, major law firms, and local, state and national governments and agencies around the globe. In addition, major United States (“U.S.”) and international law firms refer us or engage us on behalf of their clients. We believe clients retain us because of our recognized expertise and capabilities in highly specialized areas, as well as our reputation for successfully meeting our clients’ needs.

Our operations span the globe encompassing locations within: (i) the Americas, consisting of our 51 U.S. offices located in 23 states, four offices located in Canada and six offices serving Latin America located in Argentina, Brazil, Colombia, Mexico, the Cayman Islands and the Virgin Islands (British); (ii) Asia and the Pacific, consisting of 18 offices located in Australia, China (including Hong Kong), India, Indonesia, Japan, South Korea, Malaysia and Singapore; and (iii) Europe, Middle East and Africa (“EMEA”), consisting of 35 offices located in Belgium, Denmark, Finland, France, Germany, Ireland, Israel, Qatar, South Africa, Spain, United Arab Emirates and the United Kingdom (“U.K.”).

We derive the majority of our revenues from providing professional services to clients in the U.S. For the year ended December 31, 2020, we derived approximately 63% and 37% of our consolidated revenues from the work of professionals who are assigned to locations inside and outside the U.S., respectively.

Summary Financial and Other Information

The following table sets forth the percentage of consolidated revenues for the last two years contributed by each of our five reportable segments.

Reportable Segment	Year Ended December 31,	
	2020	2019
Corporate Finance & Restructuring	37 %	31 %
Forensic and Litigation Consulting	20 %	25 %
Economic Consulting	25 %	25 %
Technology	9 %	9 %
Strategic Communications	9 %	10 %
Total	100 %	100 %

The following table sets forth the number of offices and countries in which each segment operates, as well as the number of revenue-generating professionals in each of our reportable segments.

Reportable Segment	December 31,		December 31,	
	2020		2020	2019
	Offices	Countries	Billable Headcount	Billable Headcount
Corporate Finance & Restructuring	56	18	1,655	1,194
Forensic and Litigation Consulting	61	18	1,343	1,351
Economic Consulting	47	18	891	790
Technology	38	13	408	361
Strategic Communications	36	17	770	728
Total			5,067	4,424

Our Reportable Segments

The Company is organized into five reportable segments, each of which seeks to be a global leader in its own right by serving as a trusted advisor when our clients are presented with challenging issues and the risks are high.

Corporate Finance & Restructuring

Our Corporate Finance & Restructuring (“Corporate Finance”) 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. We deliver a wide range of services centered around three core offerings: business transformation, transactions and turnaround, restructuring and bankruptcy.

In 2020, our Corporate Finance segment offered the following services:

Business Transformation. We provide business transformation services that support clients through transformational change, disruption and M&A to drive sustainable growth and value, including the following offerings:

- Executive Compensation
- Interim Management
- Merger Integration & Carve-outs
- Office of the CFO Solutions
- Performance Improvement

Transactions. We provide services that support clients to strategize, structure, conduct diligence, integrate, carve-out, value and communicate around business transactions, including the following offerings:

- Investment Banking & Transaction Opinions
- Lender Services
- Structured Finance
- Tax Advisory
- Transaction Services
- Valuation & Financial Advisory Services

Turnaround, Restructuring and Bankruptcy. We provide advisory services to help our clients stabilize finances and operations to reassure creditors and other stakeholders that proactive steps are being taken to preserve and enhance value, including the following offerings:

- Company Advisory
- Contentious Insolvency
- Creditor Advisory
- Dispute Advisory/Litigation Support
- Interim Management

Forensic and Litigation Consulting

Our Forensic and Litigation Consulting (“FLC”) 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. We deliver a wide range

of services centered around five core offerings: construction & environmental solutions, data & analytics, disputes, health solutions and risk and investigations.

In 2020, our FLC segment offered the following services:

Construction & Environmental Solutions. We provide commercial management, risk-based advisory and dispute resolution services for complex construction projects across all industries and help organizations deal with environmental issues or programmatic challenges. Our key services include the following offerings:

- Asset Lifecycle Management
- Capital Program Risk Management
- Cost Analytics & Auditing Services

Data & Analytics. We provide strategic business solutions to clients requiring in-depth analysis of large, disparate sets of financial, operational and transactional data where our professionals work hand-in-hand with industry, regulatory, legal and topical specialists. Our key services include the following offerings:

- Anti-corruption and Anti-money Laundering
- Dispute Resolutions
- Identifying Sanction Breaches and Fraud
- Investigations and Remediation

Disputes. We provide courts and tribunals, parties to disputes, and their legal counsel clear, reliable and objective advice on matters within our expertise, from discovery and investigation to expert witness testimony and damage quantification in international arbitration and dispute resolution consulting. We support our global clients with disputes of all kinds, including the following offerings:

- Claims in International Public Law
- Complex Commercial and Regulatory Disputes
- Financial Products and Broker-dealer Disputes
- Insurance-related Disputes
- Intellectual Property
- Labor & Employment

Health Solutions. We work with a variety of healthcare and life sciences clients to discern innovative solutions that optimize performance in the short-term and prepare for future strategic, operational, financial, and legal challenges. Our diverse team of experts address challenges across the spectrum of healthcare disciplines with specialized capabilities. Our key services include the following offerings:

- Investigations
- Life Sciences
- Performance Improvement
- Quality and Compliance
- Regulatory Risk

Risk and Investigations. We provide compliance, investigative, litigation consulting and remediation expertise on a wide range of investigations to boards of directors, executive management, in-house counsel and their outside legal advisors at law firms. Our experts conduct investigations over a wide scope of issues and allegations, including the following offerings:

- Anti-money Laundering

- Cybersecurity
- Embezzlement and Other Types of Corruption
- Export Controls & Sanctions
- Financial Reporting Fraud
- Foreign Corrupt Practices Act ("FCPA") Violations
- Ponzi Schemes
- Workplace Discrimination

Economic Consulting

Our Economic Consulting segment, including subsidiary Compass Lexecon LLC ("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. We deliver a wide range of services centered around three core offerings: antitrust & competition economics, financial economics and international arbitration.

In 2020, our Economic Consulting segment offered the following services:

Antitrust & Competition Economics. We perform sophisticated economic analyses and provide expert testimony on international and regulatory antitrust and competition proceedings and practices, including the following offerings:

- Damages Analysis
- M&A-Related Antitrust
- Non-M&A-Related Antitrust

Financial Economics. We perform sophisticated economic analysis and modeling of issues and provide expert testimony relating to M&A transactions, antitrust litigation, commercial disputes, international arbitration, regulatory proceedings and a wide range of securities litigation to regulated and unregulated industries and government regulators, including the following offerings:

- Rate Setting
- Securities Litigation & Risk Management
- Transfer Pricing
- Valuation

International Arbitration. We work with companies, governments and members of the international bar to provide independent advice and expert testimony relating to business valuations and economic damages in a wide variety of commercial and treaty disputes before international arbitration tribunals, including the following offerings:

- Business Valuations
- Commercial and Treaty Disputes
- Economic Damages
- Litigation Support

Technology

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. We deliver a full spectrum of services including data collection, data processing, document review, hosting, advanced analytics and consulting.

In 2020, our Technology segment offered the following services:

Corporate Legal Operations. We provide solutions to companies to streamline and optimize legal operations across their organization, in the context of adherence to compliance and minimization of risk, including the following offerings:

- Advisory on Governance, Policy, Standards and Execution
- Contract Intelligence
- Subscriptions and Managed Services

E-discovery Services and Expertise. We provide services to design, manage and host e-discovery workflows on multiple software platforms through our proprietary Acuity® managed review product and other platforms to maximize responsiveness and minimize costs, including the following offerings:

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

Information Governance, Privacy and Security Services. We develop and implement information governance solutions that reduce corporate risk, decrease storage costs, secure data, improve the e-discovery process and enable faster and deeper insight into data and expert testimony defending methods and documentation, including the following offerings:

- 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

Strategic Communications

Our 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. We deliver a wide range of services centered around three core offerings: corporate reputation, financial communications and public affairs.

In 2020, our Strategic Communications segment offered the following services:

Corporate Reputation. We design and provide communications to protect and enhance business reputations, build an organization's public profile and support business outcomes, including the following offerings:

- Crisis & Issues Management
- Digital, Analytics & Insights
- Litigation Communications

Financial Communications. We design and provide communications strategies to help business leaders deliver consistent and credible narratives to raise capital, engage with investors and navigate transitional business events, including the following offerings:

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

Public Affairs. We combine public policy, capital markets and sector-specific expertise to offer unique insights for clients operating at the critical intersection between business and government, including the following offerings:

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

Our Industry Specializations

We employ professionals across our segments and practices who are qualified to provide our core services plus a range of specialized consulting services and solutions that address the strategic, reputational, operational, financial, regulatory, legal and other needs of specific industries. The major industry groups that we service include:

- Aerospace & Defense
- Agriculture
- Airlines & Aviation
- Automotive & Industrial
- Construction
- Energy, Power & Products
- Environmental
- Financial Services
- Healthcare & Life Sciences
- Hospitality, Gaming & Leisure
- Insurance
- Mining
- Public-Sector & Government Contracts
- Real Estate
- Retail & Consumer Products
- Telecom, Media & Technology
- Transportation & Logistics

Our Business Drivers

Factors that drive demand for our business offerings include:

- **Developing Markets.** The growth of multinational companies and global consolidation can precipitate antitrust and competition scrutiny and the spread internationally of issues and practices that historically have been more common in the U.S., such as increased and complex litigation, corporate restructuring and bankruptcy activities, and antitrust and competition scrutiny. Companies in the developing world and multinational companies can benefit from our expert advice to access capital and business markets, comply with the regulatory and other requirements of multiple countries, structure M&A transactions and conduct due diligence, which drives demand for the services of all of our segments.
- **Financial Markets.** Financial market factors, including credit and financing availability, terms and conditions, the willingness of financial institutions to provide debt modifications or relief, corporate debt levels, default rates and capital markets transactions, are significant drivers of demand for our business offerings, particularly our Corporate Finance segment.
- **Litigation and Disputes.** Litigation and business disputes, the complexity of the issues presented, and the amount of potential damages and penalties drive demand for the services offered by many of our segments, particularly our FLC, Economic Consulting and Technology segments. Law firms and their clients, as well as government regulators and other interested third parties, rely on independent outside resources to evaluate claims, facilitate discovery, assess damages, provide expert reports and testimony, manage the pre-trial and in-trial process, and effectively present evidence.
- **M&A Activity.** M&A activity is an important driver for all of our segments. We offer services across all phases of the M&A lifecycle. Our services during the pre-transaction phase include government competition advice and pre-transaction analysis. Our services during the negotiation phase include due diligence, negotiation and other transaction advisory services, government competition and antitrust regulation services, expert witness testimony, asset valuations and financial communications advice. Our services following the close of a transaction include post-M&A integration, transformation and disputes services.
- **Operational Challenges and Opportunities.** Operational challenges and opportunities drive demand for services across all of our segments. Businesses facing challenges require the evaluation and re-evaluation of strategy, risks and opportunities as a result of crisis-driven situations, competition, regulation, innovation and other events that arise in the course of business. These challenges include enterprise risk management, global expansion, competition from established companies, emerging businesses and technologies doing business in emerging markets, and new and changing regulatory requirements and legislation. Management, companies and their boards need outside help to recognize, understand and evaluate such events and effect change, which drives demand for independent expertise that can combine general business acumen with the specialized technical expertise of our service offerings and industry expertise.
- **Regulatory Complexity, Public Scrutiny and Investigations.** Regulatory complexity, public scrutiny and investigations drive demand for services across all of our segments. Increasingly complex global regulations and legislation, greater scrutiny of corporate governance, instances of corporate malfeasance, and more stringent and complex reporting requirements drive demand for our service offerings. The need to understand and address the impact of regulation and legislation, as well as the increasing costs of doing business, has prompted companies to focus on better assessing and managing risks and opportunities. In addition, boards of directors, audit committees and independent board committees have been increasingly tasked with conducting internal investigations of financial wrongdoing, regulatory non-compliance and other issues. These factors and laws, such as the Sarbanes-Oxley Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act in the U.S., have contributed to the demand for independent consultants and experts to investigate and provide analyses to support the work of outside legal counsel, accountants and other advisors. These types of investigations also increasingly demand the use of multiple disciplinary service offerings like ours, which combine skills and capabilities across segments and practices with industry expertise.

Our Competitive Strengths

We compete primarily on the basis of the breadth of our services, the quality of our work, the prominence of our professionals, our geographic reach, our reputation and performance record, our specialized industry expertise and our strong client relationships. We believe our success is driven by a combination of long-standing competitive strengths, including:

- **Pre-eminent Positions and Professionals.** We believe that we have pre-eminent market positions and professionals. During 2020, the awards and recognitions received by the Company include the following:
 - FTI Consulting and Compass Lexecon led the *Who's Who Legal* Consulting Experts Guide for the fifth consecutive year with 154 experts recognized.
 - FTI Consulting named to *Forbes* magazine's list of America's Best Management Consulting Firms for the fifth consecutive year, recognized in 14 sectors and functional areas.
 - FTI Consulting recognized as Consulting Firm of the Year by *Who's Who Legal* for the fourth consecutive year.
 - FTI Consulting subsidiary Compass Lexecon ranked #1 on *Global Arbitration Review's* GAR 100 Expert Witness Firms' Power Index for the third consecutive year.
 - FTI Consulting recognized as a Pacesetter in Financial Crisis Management by *ALM Intelligence*.
 - FTI Consulting ranked #1 U.S. Restructuring Advisor by *The Deal* for the 13th consecutive year.
- **Diversified Service Offerings.** Our five reportable segments offer a diversified portfolio of practices providing services across our four geographic regions. Our broad range of practices and services, the diversity of our revenue streams, our specialized industry expertise and our global reach distinguish us from our competitors. This diversity helps to mitigate the impact of crises, events and changes in a particular practice, industry or country.
- **Diversified Portfolio of Elite Clients.** We provide services to a diverse group of clients, including Fortune 500 companies, FTSE 100 companies, global financial institutions, banks, private equity funds and local, state and national governments and agencies in the U.S. and other countries. Additionally, 96 of the 100 law firms as ranked by American Lawyer Global 100: Most Revenue List refer or engage us on behalf of numerous clients on multiple matters.
- **Demand for Integrated Solutions and a Consultative Approach.** Our breadth and depth of practice and service offerings and industry expertise across the globe drive demand by clients that seek our integrated services and consultative approach covering different aspects of event-driven occurrences, reputational issues and transactions across different jurisdictions.
- **Strong Cash Flow.** Our business model has several characteristics that produce consistent cash flows. Our strong cash flow supports business operations, capital expenditures and our ability to service our indebtedness and pursue our growth and other strategies.

Our Business Strategy

We build client relationships based on the quality of our services, our brand and the reputation of our professionals. We provide diverse complementary services to meet our clients' needs around the world. We emphasize client service and satisfaction. We aim to build strong brand recognition. The following are key elements of our business strategy:

- **Leverage Our Practitioners' and Businesses' Expertise, Geographic Reach, Diverse Service Offerings and Client Relationships.** We work hard to maintain and strengthen our core practices and competencies. We believe that our recognized expertise, geographic reach, diverse service offerings and client relationships, coupled with our successful track record of serving as a trusted advisor for our clients when they are facing their greatest challenges and opportunities, are the most critical elements in a decision to retain us. Many of our professionals are recognized experts in their respective fields.
- **Grow Organically.** Our strategy is to identify where we are best positioned to help our clients solve their most complex issues, invest behind those positions and leverage that success to grow organically.
- **Strategic Acquisitions.** We consider strategic and opportunistic acquisition opportunities on a selective basis. We seek to integrate completed acquisitions and manage investments in a way that fosters organic growth, expands our

geographic presence or complements our segments, practices, services and industry positions. We typically structure our acquisitions to retain the services of key individuals from the acquired companies.

- **Enhance Profitability.** We endeavor to leverage our investments to build positions that will support profitable growth on a sustained basis through a variety of economic conditions.
- **Enhance Value through Capital Allocation.** The strength of our balance sheet gives us the flexibility to allocate capital and create shareholder value in numerous ways, including investments in organic growth, share repurchases and acquisitions, among other capital allocation vehicles.
- **Marketing.** We rely primarily on our senior professionals to identify and pursue business opportunities. Referrals from clients, law firms and other intermediaries and our reputation from prior engagements are also key factors in securing new business. Our professionals often learn about new business opportunities from their frequent contact and close working relationships with clients. In marketing our services, we emphasize our experience, the quality of our services and our professionals' particular areas of expertise, as well as our ability to quickly staff large engagements across multiple jurisdictions. While we aggressively seek new business opportunities, we maintain high professional standards and carefully evaluate potential new client relationships and engagements before accepting them. We also employ or contract with sales professionals who are tasked primarily with marketing the services of our Corporate Finance, FLC, Technology and Strategic Communications segments.

Human Capital Resources

At FTI Consulting, we are united to provide the highest quality services to our clients. We do this by attracting and retaining experts in their fields, empowering a diverse international workforce, providing opportunities for advancement and personal growth, and supporting the communities in which we do business. As of December 31, 2020, we employed 6,321 employees, of which 5,067 were revenue-generating professionals. We also engage independent contractors, who exclusively provide services to FTI Consulting, to supplement our professionals on client engagements as needed.

We advance the best interests of all our stakeholders through:

- **Attracting and Retaining Highly Qualified Professionals.** Our professionals are crucial to delivering our services to clients and generating new business. Through our substantial staff of highly qualified professionals, we can handle a large number of complex global assignments simultaneously. To attract and retain highly qualified professionals, many of whom have an established and widely recognized name in their respective field, we offer significant compensation opportunities, including sign-on bonuses, forgivable loans, retention bonuses, cash incentive bonuses and equity compensation, along with a competitive benefits package and the opportunity to work on challenging global engagements with highly skilled peers.
- **Experts in their Fields.** Our professionals include PhDs, MBAs, JDs, CPAs, CPA-ABVs (CPAs accredited in business valuations), CPA-CFFs (CPAs certified in financial forensics), CRAs (certified risk analysts), Certified Turnaround Professionals, Certified Insolvency and Reorganization Advisors, Certified Fraud Examiners, ASAs (accredited senior appraisers), construction engineers and former senior government officials.
- **Inclusive and High-Performing Culture.** We foster a culture where our professionals can grow their career and achieve their full potential. We also hire and strive to retain professionals with the diverse set of qualities, backgrounds and expertise that our clients and teams demand. We offer robust Diversity, Inclusion & Belonging programs and trainings to our employees across the globe at every level.
- **Talent Development.** We support the development of our professionals at all levels of their career. Our robust talent development program includes induction programs for new hires, milestone programs to prepare promotes for success in their new roles and leadership readiness programs to help our people build the skills needed to advance to our most senior positions. These multi-day training programs are further supplemented by self-directed e-learning programs, among other segment-level talent development opportunities.
- **Corporate Citizenship.** We practice responsible corporate citizenship to drive positive change in the communities in which we do business. All full-time FTI Consulting employees are eligible to participate in our Corporate Citizenship program, which includes matching employee charitable gifts, paid time off for volunteering and corporate-sponsored pro bono engagements.

Employment Agreements

As of December 31, 2020, we had written employment agreements with substantially all of our 615 Senior Managing Directors and equivalent personnel (collectively, "SMD"). These arrangements generally provide for fixed salary and eligibility for incentive payment programs (which, in some cases, may be based on financial measures such as EBITDA or relative total shareholder return), salary continuation benefits, accrued bonuses and other benefits beyond the termination date if an SMD leaves our employment for specified reasons prior to the expiration date of the employment agreement. The length and amount of payments to be paid by us following the termination or resignation of an SMD may vary, depending on whether the employee resigned with or without "good reason" or was terminated by us with or without "cause," retired or did not renew, died or became "disabled," or was terminated as a result of a "change in control" (all such terms as defined in such SMD's employment agreement). All of our written employment agreements with an SMD requires some notice period be given by us or the SMD prior to termination of employment and include covenants providing for restrictions on the SMD competing against, and soliciting employees from, the Company for a specified period of time following the end of the SMD's employment.

Incentive, Retention and Sign-on Payments

Our SMDs, consultants and other professionals may receive incentive, retention or sign-on payments, on a case-by-case basis, through unsecured general recourse forgivable loans, equity awards or other payments (collectively, "Retention Awards"). We believe that providing these multi-year Retention Awards greatly enhances our ability to attract and retain our key professionals.

Some or all of the principal amount and accrued interest of the loans we make will be forgiven by us upon the passage of time, or their repayment will be funded by us through additional cash bonus compensation, provided that the recipient is an employee or consultant on the forgiveness date. In addition, upon certain termination events, accrued interest and the outstanding principal balance may be forgiven, including upon death, disability and, in some cases, retirement or termination by the Company without cause or the recipient with good reason, or the recipient may be required to repay the unpaid accrued interest and outstanding principal balance upon certain other termination events such as voluntary resignation, as provided in the applicable promissory note. The value of the forgivable loans we have made, in the aggregate, as well as on an individual basis, has been, and we anticipate will continue to be, significant. Our executive officers and outside directors are not eligible to receive loans, and no loans have been made to them.

Recipients of sign-on or other retention payments, other than loans, may be required to repay a portion or all of the original payment upon certain termination events. These awards are typically smaller amounts in nature than forgivable loans and have a shorter service requirement than forgivable loans.

Our executive officers, other members of senior management and outside directors, as well as employees and independent service providers, have received and will continue to receive equity awards, which may include stock options and share-based awards (including awards in the form of restricted stock, performance-based restricted stock units, deferred restricted stock units, and cash-settled stock appreciation rights and units), on a case-by-case basis, to the extent that shares are available under our stockholder-approved equity compensation plans. The value of such equity and cash-based awards, in the aggregate, as well as on an individual basis, has been and is expected to continue to be significant.

Select SMDs may participate in certain incentive compensation programs, such as the Key Senior Managing Director Incentive Plan (the "KSIP") or our Senior Managing Director Incentive Compensation Program (the "ICP"). The ICP was closed to new participants effective January 2015. Participants in the KSIP are recommended by management and approved by the Compensation Committee of the Board of Directors of the Company. The KSIP and ICP provide for a combination of forgivable loans, equity awards and retention bonuses that are paid over a range of four to 10 years depending on the program and economic value of the award. These programs may require participants to defer a portion of their bonus in the form of cash or restricted stock over a two- to three-year period.

Clients

During the year ended December 31, 2020, no single client accounted for more than 10% of our consolidated revenues and no reportable segment had a single client that accounted for more than 10% of its respective total segment revenues. In some cases, we may have engagements through law firms that represent a larger percentage of our consolidated revenues or the revenues of a segment; however, in these situations, each law firm engages us on behalf of multiple clients.

Competition

We compete with different companies or businesses of companies depending on the particular nature of a proposed engagement and the requested types of service(s) or the location of the client or delivery of the service(s) or product(s). Our businesses are highly competitive. Our competitors include large organizations, such as the global accounting firms and large management and financial consulting companies, that offer a broad range of consulting services; investment banking firms; information technology ("IT") consulting and software companies that offer niche services that are the same or similar to services or products offered by one or more of our segments and small firms and independent contractors that provide one or more specialized services.

We compete primarily on the basis of the breadth of our services, the quality of our work, the prominence of our professionals, our geographic reach, our reputation and performance record, our specific industry expertise, our ability to staff multiple significant engagements across disciplines and industries in multiple locations, and our strong client relationships. Our Technology segment, particularly with respect to hosting and e-discovery services, and to a lesser extent our other segments, may also compete on price, although the critical nature of the services provided by our Corporate Finance, FLC and Economic Consulting segments typically makes price a secondary consideration. Since our businesses depend in large part on professional relationships, there are low barriers of entry for professionals, including our professionals, electing to work independently, start their own firms or change employers.

Our Corporate Finance segment primarily competes with specialty boutiques and publicly traded companies providing restructuring, bankruptcy and M&A services and, to a lesser extent, large investment banks and global accounting firms.

Our FLC segment primarily competes with other large consulting companies and global accounting firms with service offerings similar to ours.

Our Economic Consulting segment primarily competes with individually recognized economists, specialty boutiques and large consulting companies with service offerings similar to ours.

Our Technology segment primarily competes with consulting and/or software providers specializing in e-discovery, electronically stored information and the management of electronic content. Competitors may offer products and/or services intended to address one piece or more of those areas. There continues to be significant consolidation of companies providing products and services similar to our Technology segment, through M&A and other transactions, which may provide competitors access to greater financial and other resources than those of FTI Consulting. This industry is subject to significant and rapid innovation. Larger competitors may be able to react more quickly to new regulatory or legal requirements and other changes and may be able to innovate more quickly and efficiently.

Our Strategic Communications segment competes with large public relations firms, as well as boutique M&A, crisis communications and public affairs firms.

Some service providers are larger than we are and, on certain engagements, may have an advantage over us with respect to one or more competitive factors. Specialty boutiques or smaller local or regional firms, while not offering the range of services we provide, may compete with us on the basis of geographic proximity, specialty services or pricing advantages.

Corporate Information

Our common stock is listed on the New York Stock Exchange (the "NYSE") under the symbol FCN. Our executive offices are located at 555 12th Street NW, Washington, D.C. 20004. Our telephone number is 202-312-9100. Our website is <http://www.fticonsulting.com>.

Available Information

We make available, free of charge, on or through our website at <http://www.fticonsulting.com>, our annual, quarterly and current reports and any amendments to those reports, our proxy statements, as well as our other filings with the Securities and Exchange Commission ("SEC"), as soon as reasonably practicable after electronically filing them with the SEC. Information posted on our website is not part of this Annual Report or any other report filed with the SEC in satisfaction of the requirements of the Exchange Act. Copies of this Annual Report, as well as other periodic reports filed with the SEC, may also be requested at no charge from our Corporate Secretary at FTI Consulting, Inc., 6300 Blair Hill Lane, Suite 303, Baltimore, MD 21209, telephone number 410-591-4867.

ITEM 1A. RISK FACTORS

All of the following risks could materially and adversely affect our business, financial condition and results of operations. In addition to the risks discussed below and elsewhere in this Annual Report, other risks and uncertainties not currently known to us or that we currently consider immaterial could, in the future, materially and adversely affect our business, financial condition and financial results.

Risks Related to Coronavirus Disease 2019 ("COVID-19")

The COVID-19 pandemic has had, and could continue to have, a negative impact on our financial results and it could potentially have a material adverse impact on our business, financial condition and results of operations, the extent of which is not predictable.

The COVID-19 pandemic has created volatility, uncertainty and economic disruption for FTI Consulting, our clients and vendors, and the markets in which we do business. Government and client actions and related events around the world have impacted, and we expect will continue to impact, how we do business and the services that we provide, for a sustained period. The impact depends on many factors that continue to evolve and are out of our control. Those factors include, among other things, (i) the duration of the COVID-19 pandemic and the types and magnitude of adverse impacts on regional economies, individually, and the global economy, as a whole; (ii) the health and welfare of our employees and contractors and those of our clients and vendors; (iii) evolving business and government actions in response to the pandemic, including moratoriums by governments and regulators on rule making and regulatory and legal proceedings, and stay at home, social distancing measures and travel bans; (iv) the varying impact that the pandemic may have on different industries; (v) the response of our clients or prospective clients to the pandemic, including delays, stoppages or terminations of existing engagements or hiring decisions; (vi) the varying demand for the types of services we offer in the geographic regions in which we offer them; (vii) our ability to continue to effectively market our services; (viii) our ability to replace engagements as they end or are terminated, stopped or delayed; (ix) the ability of our professionals to effectively provide services, including as a result of travel restrictions or the need to work remotely; (x) the type, size, profitability and geographic locations of our engagements; (xi) the ability of our clients to pay, to make timely payments or to pay in full; and (xii) the timing of finding effective treatments or a cure. In some cases, such events have resulted in fewer or delayed engagements, less profitable engagements, reduction of existing or new work, a less profitable mix of work, or reduction in operations. Any of these events and others we have not yet identified have, and could continue to, cause or contribute to the risks and uncertainties facing the Company and our clients and could materially adversely affect our business or portions thereof, and our financial condition, results of operations and/or stock price.

The COVID-19 pandemic has impacted, and could continue to impact, our segments and practices, the types of services they provide, and the regions in which we operate, differently.

The COVID-19 pandemic has impacted, and we expect will continue to impact, the operations of our reportable segments and practices, the services they provide or the regions in which we operate, differently. Current disruptions to our business include governmental actions that delay certain other actions, such as moratoriums on bankruptcies by various jurisdictions, and moratoriums or delays imposed by other governmental or regulatory authorities on legal proceedings, regulatory proceedings and rulemaking. The cancellation, stoppage, delay or decline in number and size of M&A transactions, litigation and governmental and regulatory proceedings, antitrust and competition matters, or other types of investigations and matters on which the Company advises, as well as disruptions in capital markets, has negatively impacted, and could continue to negatively impact, the financial results of one or more of each of our segments or regions. If the Company's ability to market its services is impaired, in some cases the Company has been, and may continue to be, unable to replace engagements that are delayed, stopped or terminated or are otherwise completed with comparable, larger or more profitable engagements on a timely basis, or to maintain the utilization of its revenue generating professionals or to reassign professionals among segments and practices, in which case such events could adversely affect the financial condition, results of operations or prospects of a segment, practice or region or the Company as a whole.

The COVID-19 pandemic could heighten risks related to, or otherwise negatively impact the effectiveness of, cybersecurity, information technology, financial reporting and other corporate functions that the Company relies upon to operate.

The Company has encountered, and may continue to encounter, operational risks arising from changes in the way the Company conducts business during the COVID-19 pandemic. The majority of our employees and contractors, as well as our clients, are working remotely and rely heavily on technology to perform their jobs. Risks arising from our reliance on remote communications, virtual meetings and other forms of technology could include elevated cybersecurity risks and difficulty protecting company and client confidential communications. The Company may also experience impairments or declines in the effectiveness, capabilities and capacity of certain technology we employ, including issues with virtual meetings or other remote communications systems. Certain employees or regions could experience difficulties accessing and maintaining Internet connections or issues with saving and retrieving information from cloud-based and other computing systems relied on by the

Company. Furthermore, the Company's increased reliance during the pandemic on technology for conducting certain corporate functions, such as financial reporting and internal controls, and internal audit, may not be as effective as our historical practice of reliance on a combination of technology and in-person resources. The Company's investment of time and resources to assure the functionality of the Company's systems and mitigate technological risks may be more difficult to achieve or not wholly successful. If the Company experiences cybersecurity issues, is unable to protect confidential information, or is unable to adequately provide services or perform corporate functions, all or portions of the Company's ability to conduct business and operate may be impaired. In such event, the Company's financial condition and results of operations could be materially adversely affected.

The COVID-19 pandemic could adversely impact the health and welfare of our client-facing professionals, as well as our executive officers and other employees of our Company, which could have a material adverse effect on our ability to secure or perform client engagements and our results of operations.

Our client-facing professionals provide unique and highly specialized skills and knowledge to our clients. We rely heavily on our client-facing professionals, including the leaders of our segment and regional operations, to secure and perform client engagements. If the health and welfare of client-facing professionals or employees providing critical corporate functions, including our executive officers, deteriorates, the number of employees so afflicted becomes significant, or an employee with skills and knowledge that cannot be replicated in our organization is impaired due to the COVID-19 pandemic, our ability to win business and provide services, as well as utilization, employee morale, client relationships, business prospects, and results of operations of one or more of our segments or practices, or the Company as a whole, could be materially adversely affected.

Risks Related to Our Reportable Segments

Changes in capital markets, M&A activity, legal or regulatory requirements, general economic conditions and monetary or geopolitical disruptions, as well as other factors beyond our control, could reduce demand for our practice offerings or services, in which case our revenues and profitability could decline.

Different factors outside of our control could affect demand for a segment's practices and our services. These include: (i) fluctuations in U.S. and/or global economies, including economic downturns or recessions and the strength and rate of any general economic recoveries; (ii) the U.S. or global financial markets and the availability, costs, and terms of credit and credit modifications; (iii) level of leverage incurred by countries or businesses; (iv) M&A activity; (v) frequency and complexity of significant commercial litigation; (vi) overexpansion by businesses causing financial difficulties; (vii) business and management crises, including the occurrence of alleged fraudulent or illegal activities and practices; (viii) new and complex laws and regulations, repeals of existing laws and regulations or changes of enforcement of laws, rules and regulations, including antitrust/competition reviews of proposed M&A transactions; (ix) other economic, geographic or political factors; and (x) general business conditions.

We are not able to predict the positive or negative effects that future events or changes to the U.S. or global economies will have on our business or the business of any particular segment. Fluctuations, changes and disruptions in financial, credit, M&A and other markets, political instability and general business factors could impact various segments' operations and could affect such operations differently. Changes to factors described above, as well as other events, including by way of example, contractions of regional economies, or the economy of a particular country, trade restrictions, monetary systems, banking, real estate and retail or other industries; debt or credit difficulties or defaults by businesses or countries; new, repeals of or changes to laws and regulations, including changes to the bankruptcy and competition laws of the U.S. or other countries; tort reform; banking reform; a decline in the implementation or adoption of new laws or regulation, or in government enforcement, litigation or monetary damages or remedies that are sought; or political instability may have adverse effects on one or more of our segments or service, practice or industry offerings.

Our revenues, operating income and cash flows are likely to fluctuate.

We experience fluctuations in our revenues and cost structure and the resulting operating income and cash flows and expect that this will continue to occur in the future. We experience fluctuations in our annual and quarterly financial results, including revenues, operating income and earnings per share, for reasons that include: (i) the types and complexity, number, size, timing and duration of client engagements; (ii) the timing of revenues; (iii) the utilization of revenue-generating professionals, including the ability to adjust staffing levels up or down to accommodate the business and prospects of the applicable segment and practice; (iv) the time it takes before a new hire becomes profitable; (v) the geographic locations of our clients or the locations where services are rendered; (vi) billing rates and fee arrangements, including the opportunity and ability to successfully reach milestones, and complete engagements and collect success fees and other outcome-contingent or performance-based fees; (vii) the length of billing and collection cycles and changes in amounts that may become uncollectible; (viii) changes in the frequency and complexity of government regulatory and enforcement activities; (ix) business and asset

acquisitions; (x) fluctuations in the exchange rates of various currencies against the U.S. dollar; and (xi) economic factors beyond our control.

The results of different segments and practices may be affected differently by the above factors. Certain of our practices, particularly our restructuring practice, tend to experience their highest demand during periods when market and/or industry conditions are less favorable for many businesses. For example, in periods of limited credit availability, reduced M&A activity and/or declining business and/or consumer spending, while not always the case, there may be increased restructuring opportunities that will cause our restructuring practice to experience high demand. On the other hand, those same factors may cause a number of our other segments and practices, such as our antitrust and competition practice in Economic Consulting, to experience reduced demand. The positive effects of certain events or factors on certain segments and practices may not be sufficient to overcome the negative effects of those same events or factors on other parts of our business. In addition, our mix of practice offerings adds complexity to the task of predicting revenues and results of operations and managing our staffing levels and expenditures across changing business cycles and economic environments.

Our results are subject to seasonal and similar factors, such as during the fourth quarter when our professionals and our clients typically take vacations. We may also experience fluctuations in our operating income and related cash flows because of increases in employee compensation, including changes to our incentive compensation structure and the timing of incentive payments, which we generally pay during the first quarter of each year, or hiring or retention payments, which are paid throughout the year. Also, the timing of investments or acquisitions and the cost of integrating them may cause fluctuations in our financial results, including operating income and cash flows. This volatility makes it difficult to forecast our future results with precision and to assess accurately whether increases or decreases in any one or more quarters are likely to cause annual results to exceed or fall short of previously issued guidance. While we assess our annual guidance at the end of each quarter and update such guidance when we think it is appropriate, unanticipated future volatility can cause actual results to vary significantly from our guidance, even where that guidance reflects a range of possible results and has been updated to take account of partial-year results.

If we do not effectively manage the utilization of our professionals or billable rates, our financial results could decline.

Our failure to manage the utilization of our professionals who bill on an hourly basis, or maintain or increase the hourly rates we charge our clients for our services, could result in adverse consequences, such as non- or lower-revenue-generating professionals, increased employee turnover, fixed compensation expenses in periods of declining revenues, the inability to appropriately staff engagements (including adding or reducing staff during periods of increased or decreased demand for our services), or special charges associated with reductions in staff or operations. Reductions in workforce or increases of billable rates will not necessarily lead to savings. In such events, our financial results may decline or be adversely impacted. A number of factors affect the utilization of our professionals. Some of these factors we cannot predict with certainty, including general economic and financial market conditions; the complexity, number, type, size and timing of client engagements; the level of demand for our services; appropriate professional staffing levels, in light of changing client demands and market conditions; utilization of professionals across segments and geographic regions; competition; and acquisitions. In addition, our global expansion into or within locations where we are not well-known or where demand for our services is not well-developed could also contribute to low or lower utilization rates in certain locations.

Segments may enter into engagements such as fixed-fee and time and materials with caps. Failure to effectively manage professional hours and other aspects of alternative fee engagements may result in the costs of providing such services exceeding the fees collected by the Company. Failure to successfully complete or reach milestones with respect to contingent fee or success fee assignments may also lead to lower revenues or the costs of providing services under those types of arrangements may exceed the fees collected by the Company.

Factors that could negatively affect utilization in our segments include:

Corporate Finance — The completion of bankruptcy proceedings; the timing of the completion of other engagements; fewer and smaller restructuring (including bankruptcy) cases; a recovering or strong economy; easy credit availability; low interest rates; and fewer, smaller and less complex M&A and restructuring activity; or less capital markets activity.

FLC — The settlement of litigation; less frequent instances of significant mismanagement, fraud, wrongdoing or other business problems that could result in fewer or less complex business engagements; fewer and less complex legal disputes; fewer class action suits; the timing of the completion of engagements; less government regulation or fewer regulatory investigations; and the timing of government investigations and litigation.

Economic Consulting — Fewer, smaller and less complex M&A activity; less capital markets activity or fewer complex transactions; a reduced number of regulatory filings and less litigation, reduced or less aggressive antitrust and competition regulation or enforcement; fewer government investigations and proceedings; and the timing of client utilization of our services.

Technology — The settlement of litigation; a decline in volume and complexity of litigation proceedings and governmental investigations; a decline in volume and the timing of M&A activities and reduced or less aggressive enforcement of antitrust and competition regulations.

Strategic Communications — Fewer event-driven crises affecting businesses; general economic decline that may reduce certain discretionary spending by clients; a decline in capital markets activity, including M&A; and fewer public securities offerings.

Our segments may face risks of fee non-payment, clients may seek to renegotiate existing fees and contract arrangements, and clients may not accept billable rate or price increases, which could result in loss of clients, fee write-offs, reduced revenues and less profitable business.

In some cases, our segments are engaged by certain clients who are experiencing or anticipate experiencing financial distress or are facing complex challenges, are engaged in litigation or regulatory or judicial proceedings, or are facing foreclosure of collateral or liquidation of assets. This may be true in light of general economic conditions; lingering effects of past economic slowdowns or recession; or business- or operations-specific reasons. Such clients may not have sufficient funds to continue operations or to pay for our services. We typically do not receive retainers before we begin performing services on a client's behalf in connection with a significant number of engagements in our segments. In the cases where we have received retainers, we cannot assure the retainers will adequately cover our fees for the services we perform on behalf of these clients. With respect to bankruptcy cases, bankruptcy courts have the discretion to require us to return all, or a portion of, our fees.

We may receive requests to discount our fees or to negotiate lower rates for our services and to agree to contract terms relative to the scope of services and other terms that may limit the size of an engagement or our ability to pass-through costs. We consider these requests on a case-by-case basis. We routinely receive these types of requests and expect this to continue in the future. In addition, our clients and prospective clients may not accept rate increases that we put into effect or plan to implement in the future. Fee discounts, pressure not to increase or pressure to decrease our rates, and less advantageous contract terms could result in the loss of clients, lower revenues and operating income, higher costs and less profitable engagements. More discounts or write-offs than we expect in any period would have a negative impact on our results of operations. There is no assurance that significant client engagements will be renewed or replaced in a timely manner or at all, or that they will generate the same volume of work or revenues or be as profitable as past engagements.

Certain of our clients prefer fixed and other alternative fee arrangements that place revenue ceilings or other limitations on our fee structure or may shift more of our revenue-generating potential to back-end contingent and success fee arrangements. With respect to such alternative fee arrangements, we may discount our rates initially, which could mean that the cost of providing services exceeds the fees collected by the Company during all or a portion of the term of the engagement. In such cases, the Company's failure to manage the engagement efficiently or collect the success or performance fees could expose the Company to a greater risk of loss on such engagement than other fee arrangements or may cause variations in the Company's revenues and operating results due to the timing of achievement of the performance-based criteria, if achieved at all. A segment's ability to service clients with these fee arrangements at a cost that does not directly correlate to time and materials may negatively impact or result in a loss of the profitability of such engagements, adversely affecting the financial results of the segment.

Our Technology segment faces certain risks, including (i) industry consolidation and a highly competitive environment, (ii) client concentration, (iii) downward pricing pressure, (iv) technology changes and obsolescence, and (v) failure to protect intellectual property ("IP") used by the segment, which individually or together could cause the financial results and prospects of this segment and the Company to decline.

Our Technology segment faces significant competition from other consulting and/or software providers specializing in e-discovery and the management of electronic content. There continues to be consolidation of companies providing products and services similar to those offered by our Technology segment, which may provide competitors access to greater financial and other resources than those of the Company. Larger competitors may be able to react more quickly to new regulatory or legal requirements and other changes, or innovate more quickly and efficiently. Our Technology segment has been experiencing increasing competition from companies providing similar services at lower prices, particularly with respect to hosting and e-discovery services.

The success of our Technology segment and its ability to compete depends significantly on the IP rights we license from third-parties. There is no assurance that (i) the software we license to provide our services will remain competitive or technologically innovative, (ii) new, innovative or improved software or products will not be developed by others that will compete more effectively with the software or products we currently license or use to service our customers, or (iii) we can enter into licenses or other agreements on economically advantageous terms to license or enter into other agreements to use new or more innovative third-party software and products to provide our services. If our Technology segment is unable to license or

otherwise use competitively innovative or technologically advanced software and products to provide our services, we could be unable to retain clients, grow our business and capitalize on market opportunities, which would adversely affect our operating margins and financial results.

Unauthorized use and misuse of IP by employees or third parties could have a material adverse effect on our business, financial condition and results of operations. The available legal remedies for unauthorized use or misuse of IP may not adequately compensate us for the damages caused by such unauthorized use or misuse and consequences arising from such actions.

We face certain risks relating to cybersecurity, the failure to protect the confidentiality of client information against misuse or disclosure, and the use or misuse of social media.

Our reputation for maintaining the confidentiality of proprietary, confidential and trade secret information is critical to the success of our segments. In addition, our Technology segment is dependent on providing secure storage of, and access to, client information as a service. We routinely face cyber-based attacks and attempts by hackers and similar unauthorized users to gain access to or corrupt our information technology systems, which so far, to our knowledge, have been unsuccessful. Such attacks could harm our overall professional reputation, disrupt our business operations, cause us to incur unanticipated losses or expenses, and result in unauthorized disclosures of confidential or proprietary information. We expect to continue to face such attempts. Although we seek to prevent, detect and investigate these network security incidents, and take steps to mitigate the likelihood of network security breaches, there can be no assurance that attacks by unauthorized users will not be attempted in the future or that our security measures will be effective. If we fail to effectively protect the confidentiality of our clients' or our own IP and proprietary information from disclosure or misuse by our employees, contractors or third parties, the financial results of the affected segment or the Company would be adversely affected. There is no certainty that we can maintain the confidentiality or prevent the misuse of our or our clients' information.

The use or misuse of social media by employees or others could reflect negatively on us or our clients and could have a material adverse effect on our business, financial condition and results of operations. The available legal remedies for the use or misuse of social media may not adequately compensate us for the damages caused by such use or misuse and consequences arising from such actions.

We may not manage our growth effectively, and our profitability may suffer.

We experience fluctuations in growth of our different segments, practices and services, including periods of rapid or declining growth. Periods of rapid expansion may strain our management team or human resources and information systems. To manage growth successfully, we may need to add qualified managers and employees and periodically update our operating, financial and other systems, as well as our internal procedures and controls. We also must effectively motivate, train and manage a larger professional staff. If we fail to add or retain qualified managers, employees and contractors when needed, estimate costs, or otherwise manage our growth effectively, our business, financial results and financial condition may suffer.

We cannot assure that we can successfully manage growth through acquisitions and the integration of the companies and assets we acquire or that they will result in the financial, operational and other benefits that we anticipate. Some acquisitions may not be immediately accretive to earnings, and some expansion may result in significant expenditures.

In periods of declining growth, underutilized employees and contractors may result in expenses and costs being a greater percentage of revenues. In such situations, we will have to weigh the benefits of decreasing our workforce or limiting our service offerings and saving costs against the detriment that the Company could experience from losing valued professionals and their industry expertise and clients.

Risks Related to Our Operations

Our international operations involve special risks.

Our international operations involve financial and business risks that differ from or are in addition to those faced by our U.S. operations, including: (i) cultural and language differences; (ii) limited "brand" recognition; (iii) different employment laws and rules, employment or service contracts, compensation methods, and social and cultural factors that could result in employee turnover, lower utilization rates, higher costs and cyclical fluctuations in utilization that could adversely affect financial and operating results; (iv) foreign currency disruptions and currency fluctuations between the U.S. dollar and foreign currencies that could adversely affect financial and operating results; (v) different legal and regulatory requirements and other barriers to conducting business; (vi) greater difficulties in resolving the collection of receivables when legal proceedings are necessary; (vii) greater difficulties in managing our non-U.S. operations, including client relationships, in certain locations; (viii) disparate systems, policies, procedures and processes; (ix) failure to comply with the FCPA and anti-bribery laws of other

jurisdictions; (x) higher operating costs; (xi) longer sales and/or collections cycles; (xii) potential restrictions or adverse tax consequences resulting from the repatriation of foreign earnings, such as trapped foreign losses and importation or withholding taxes; (xiii) different or less stable political and/or economic environments; (xiv) potential increased regulatory and legal complexities surrounding uncertainties related to the U.K.'s exit from the European Union, commonly referred to as Brexit; (xv) conflicts between and among the U.S. and countries in which we conduct business, including those arising from trade disputes or disruptions, the termination or suspension of treaties, or boycotts; (xvi) civil disturbances or other catastrophic events that reduce business activity; and (xvii) political interference with our ability to conduct business in the applicable jurisdiction.

If we are not able to quickly adapt to or effectively manage our operations in geographic markets outside the U.S., our business prospects and results of operations could be negatively impacted.

Failure to comply with governmental, regulatory and legal requirements or with our company-wide Code of Ethics and Business Conduct, Anti-Corruption Policy, Policy on Inside Information and Insider Trading, and other policies could lead to governmental or legal proceedings that could expose us to significant liabilities and damage our reputation.

We have a robust Code of Ethics and Business Conduct, Anti-Corruption Policy, Policy on Inside Information and Insider Trading, and other policies and procedures that are designed to educate and establish the standards of conduct that we expect from our executive officers, outside directors, employees, and independent consultants and contractors. These policies require strict compliance with U.S. and local laws and regulations applicable to our business operations, including those laws and regulations prohibiting improper payments to government officials. In addition, as a corporation whose securities are registered under the Securities Act and publicly traded on the NYSE, our executive officers, outside directors, employees and independent contractors are required to comply with the prohibitions against insider trading of our securities. In addition, we impose certain restrictions on the trading of securities of our clients. Nonetheless, we cannot assure our stakeholders that our policies, procedures and related training programs will ensure full compliance with all applicable legal requirements. Illegal or improper conduct by our executive officers, directors, employees, independent consultants or contractors, or others who are subject to our policies and procedures could damage our reputation in the U.S. and internationally, which could adversely affect our existing client relationships or adversely affect our ability to attract and retain new clients, or lead to litigation or governmental or regulatory proceedings in the U.S. or foreign jurisdictions, which could result in civil or criminal penalties, including substantial monetary awards, fines and penalties, as well as disgorgement of profits.

We may be required to recognize goodwill impairment charges, which could materially affect our financial results.

We assess our goodwill, intangible assets and long-lived assets as required by Generally Accepted Accounting Principles in the United States to determine whether they are impaired and, if they are, to record appropriate impairment charges. Factors we consider include significant underperformance relative to expected historical or projected future operating results and significant negative industry or economic trends. We have previously recorded impairment charges to the carrying value of goodwill of certain segments and it is possible that we may be required to record significant impairment charges in the future. Such charges have had and could have a material adverse impact on our results of operations.

The compromise of confidential or proprietary information could damage our reputation, harm our businesses and adversely impact our financial results.

The Company's own confidential and proprietary information and that of our clients could be compromised, whether intentionally or unintentionally, by our employees, consultants or vendors. A compromise of the security of our information technology systems leading to theft or misuse of our own or our clients' proprietary or confidential information, or the public disclosure or use of such information by others, could result in losses, third-party claims against us and reputational harm, including the loss of clients. The theft or compromise of our or our clients' information could negatively impact our reputation, financial results and prospects. In addition, if our reputation is damaged due to a data security breach, our ability to attract new engagements and clients may be impaired or we may be subjected to damages or penalties, which could negatively impact our businesses, financial results or financial condition.

Governmental focus on data privacy and security has increased, and could continue to increase, our costs of operations.

In reaction to publicized incidents in which electronically stored personal and other information has been lost, accessed or stolen, or transmitted by or to third parties without permission, U.S. and non-U.S. governmental authorities have proposed or adopted or are considering proposing or adopting data security and/or data privacy statutes or regulations, including the California Consumer Privacy Act and the General Data Protection Regulation of the European Union. Continued governmental focus and regulation of data security and privacy may lead to additional legislative and regulatory actions, which could increase the complexity of doing business in the U.S. or the applicable jurisdiction. The increased emphasis on information security and

the requirements to comply with applicable U.S. and foreign data security and privacy laws and regulations has increased, and is expected to continue to increase, our related costs of doing business and could negatively impact our financial results.

Risks Related to Our People

Our failure to recruit and retain qualified professionals and manage headcount needs and utilization could negatively affect our financial results and our ability to staff client engagements, maintain relationships with clients and drive future growth.

We deliver sophisticated professional services to our clients. Our success is dependent, in large part, on our ability to keep our supply of skills and human resources in balance with client demand around the world. To attract and retain clients, we need to demonstrate professional acumen and build trust and strong relationships. Our professionals have highly specialized skills. They also develop strong bonds with the clients they serve. Our continued success depends upon our ability to attract and retain professionals who have expertise, a good reputation and client relationships critical to maintaining and developing our business. We face intense competition in recruiting and retaining highly qualified professionals to drive our organic growth and support expansion of our services and geographic footprint. We cannot assure that we will be able to attract or retain qualified professionals to maintain or expand our business. If we are unable to successfully integrate, motivate and retain qualified professionals, our ability to continue to secure work may suffer. Moreover, competition has caused our costs of retaining and hiring qualified professionals to increase, a trend that could continue and could adversely affect our operating margins and financial results.

Despite fixed terms or renewal provisions, we could face retention issues during and at the end of the terms of those agreements and large compensation expenses to secure extensions. There is no assurance we will enter into new or extend existing employment agreements with our professionals. We monitor contract expirations carefully to commence dialogues with professionals regarding their employment in advance of the actual contract expiration dates. Our goal is to renew employment agreements when advisable and to stagger the expirations of the agreements if possible. Because of the concentration of contract expirations in certain years, we may experience high turnover or other adverse consequences, such as higher costs, loss of clients and engagements or difficulty in staffing engagements, if we are unable to renegotiate employment agreements or the costs of retaining qualified professionals become too high. The implementation of new compensation arrangements may result in the concentration of potential turnover in future years.

Our people are our primary assets and account for the majority of our expenses. During periods of reduced demand for our services, or in response to unfavorable changes in market or industry conditions, we may seek to align our cost structure more closely with our revenues and increase our utilization rates by reducing headcount and eliminating or consolidating underused locations in affected reportable segments or practices. Following such actions, in response to subsequent increases in demand for our services, including as a result of favorable changes in market or industry conditions, we may need to hire, train and integrate additional qualified and skilled personnel and may be unable to do so to meet our needs or our clients' demands on a timely basis. If we are unable to manage staffing levels on a timely basis in light of changing opportunities or conditions, including as a result of the COVID-19 pandemic, our ability to accept or service business opportunities and client engagements, take advantage of positive market and industry developments, and realize future growth could be negatively affected, which could negatively impact our revenues and profitability. In addition, while increased utilization resulting from headcount reductions may enhance our profitability in the near term, it could negatively affect our business over the longer term by limiting the time our professionals have to seek out and cultivate new client relationships and win new projects.

We incur substantial costs to hire and retain our professionals, and we expect these costs to continue and to grow.

We may pay hiring or retention bonuses to secure the services of professionals. Those payments have taken the form of unsecured general recourse forgivable loans, stock options, restricted stock, cash-based stock appreciation rights and other equity- and cash-based awards, and cash payments to attract and retain our professional employees. We make forgivable loans to KSIP participants and may provide forgivable or other types of loans to new hires and professionals who join us in connection with acquisitions, as well as to select current employees and other professionals on a case-by-case basis. The aggregate amount of loans to professionals is significant. We expect to continue issuing unsecured general recourse forgivable loans.

We also provide significant additional payments under the KSIP and annual recurring equity or cash awards under the ICP, the Executive Committee incentive compensation arrangements and other compensation programs, including awards in the form of restricted stock and other stock- or cash-based awards or, alternatively, cash if we do not have adequate equity securities available under stockholder-approved equity plans.

In addition, our Economic Consulting segment has contracts with select economists or professionals that provide for compensation equal to a percentage of such individual's annual collected client fees plus a percentage of the annual fees generated by junior professionals working on engagements managed by such professionals, which results in compensation

expenses for that segment being a higher percentage of segment revenues and Adjusted Segment EBITDA than the compensation paid by other segments. We expect that these arrangements will continue and that the Company may enter into similar arrangements with other economists and professionals hired by the Company.

We rely heavily on our executive officers and the heads of our segments and industry and regional leaders for the success of our business.

We rely heavily on our executive officers and our segment, industry and regional leaders to manage our operations. Given the highly specialized nature of our services and the scale of our operations, our executive officers and the heads of our segments and industry and regional leaders must have a thorough understanding of our service offerings, as well as the skills and experience necessary to manage a large organization in diverse geographic locations. We are unable to predict with certainty the impact that leadership transitions may have on our business operations, prospects, financial results, client relationships, or employee retention or morale.

Professionals may leave our Company to form or join competitors, and we may not have, or may choose not to pursue, legal recourse against such professionals.

Our professionals typically have close relationships with the clients they serve, based on their expertise and bonds of personal trust and confidence. Therefore, the barriers to our professionals pursuing independent business opportunities or joining our competitors should be considered low. Although our clients generally contract for services with us as a company, and not with an individual professional, in the event that a professional leaves, such clients may decide that they prefer to continue working with a specific professional rather than with our Company. Substantially all of our written employment agreements with our Senior Managing Directors and equivalent employees include non-competition and non-solicitation covenants. These restrictions have generally been drafted to comply with state “reasonableness” standards. However, states generally interpret restrictions on competition narrowly and in favor of employees. Therefore, a state may hold certain restrictions on competition to be unenforceable. In the case of employees outside the U.S., we draft non-competition provisions in an effort to comply with applicable foreign law. In the event an employee departs and acts in a way that we believe violates his or her non-competition or non-solicitation agreement, we will consider any legal remedies we may have against such person on a case-by-case basis. We may decide that preserving cooperation and a professional relationship with a former employee or client, or other concerns, outweighs the benefits of any possible legal recourse. We may also decide that the likelihood of success does not justify the costs of pursuing a legal remedy. Therefore, there may be times we may decide not to pursue legal action, even if it is available to us.

Risks Related to Our Client Relationships

If we are unable to accept client engagements due to real or perceived relationship issues, our revenues, growth, client engagements and prospects may be negatively affected.

Our inability to accept engagements from existing or prospective clients, represent multiple clients in connection with the same or competitive engagements, or any requirement that we resign from a client engagement may negatively impact our revenues, growth and financial results. While we follow internal practices to assess real and potential issues in the relationships between and among our clients, engagements, segments, practices and professionals, such concerns cannot always be avoided. For example, we generally will not represent parties adverse to each other in the same matter. Under U.S. federal bankruptcy rules, we generally may not represent both a debtor and its creditors in the same proceeding, and we are required to notify the U.S. Trustee of real or potential conflicts. Even if we begin a bankruptcy-related engagement, the U.S. Trustee could find that we no longer meet the disinterestedness standard because of real or potential changes in our status as a disinterested party and order us to resign, which could result in disgorgement of fees. Acquisitions may require us to resign from a client engagement because of relationship issues that are not currently identifiable. In addition, businesses that we acquire or employees who join us may not be free to accept engagements they could have accepted prior to our acquisition or hire because of relationship issues.

Claims involving our services or adverse publicity could harm our overall professional reputation and our ability to compete and attract business or hire or retain qualified professionals.

Our engagements involve matters that may result in a severe impact on a client’s business, cause the client a substantial monetary loss or prevent the client from pursuing business opportunities. Our ability to attract new clients and generate new and repeat engagements or hire professionals depends upon our ability to maintain a high degree of client satisfaction, as well as our reputation among industry professionals. As a result, any claims against us involving the quality of our services may be more damaging than similar claims against businesses in other industries.

From time to time, we may accept clients or perform engagements that may be viewed as controversial or that generate adverse publicity relating to our involvement or the services that we provide. Such controversial engagements or negative reactions may adversely affect our reputation or the reputations of our employees and other professionals who provide services, or may otherwise harm our ability to attract or retain clients, employees and other professionals, all of which could have an adverse effect on our results of operations, business or prospects.

We may incur significant costs and may lose engagements as a result of claims by our clients regarding our services.

Many of our engagements involve complex analysis and the exercise of professional judgment, including litigation and governmental investigatory matters where we act as experts. Therefore, we are subject to the risk of professional and other liabilities. Although we believe we maintain an appropriate amount of insurance, it is limited. Damages and/or expenses resulting from any successful claim against us, for indemnity or otherwise, in excess of the amount of insurance coverage will be borne directly by us and could harm our profitability and financial resources. Any claim by a client or third party against us could expose us to reputational issues that adversely affect our ability to attract new or maintain existing engagements or clients or qualified professionals or other employees, consultants or contractors.

Our clients may terminate our engagements with little or no notice and without penalty, which may result in unexpected declines in our utilization and revenues.

Our engagements center on transactions, disputes, litigation and other event-driven occurrences that require independent analysis or expert services. Transactions may be postponed or canceled, litigation may be settled or dismissed, and disputes may be resolved, in each case with little or no prior notice to us. If we cannot manage our work in process, our professionals may be underutilized until we can reassign them or obtain new engagements, which can adversely affect financial results.

The engagement letters that we typically enter into with clients do not obligate them to continue to use our services. Typically, our engagement letters permit clients to terminate our services at any time without penalties. In addition, our business involves large client engagements that we staff with a substantial number of professionals. At any time, one or more client engagements may represent a significant portion of a segment's revenues. If we are unable to replace clients or revenues as engagements end or if clients unexpectedly cancel engagements with us or curtail the scope of our engagements and we are unable to replace the revenues from those engagements, eliminate the costs associated with those engagements or find other engagements to utilize our professionals, the financial results of the Company could be adversely affected.

We may not have, or may choose not to pursue, legal remedies against clients that terminate their engagements.

The engagement letters that we typically have with clients do not obligate them to continue to use our services and permit them to terminate the engagement without penalty at any time. Even if the termination of an ongoing engagement by a client could constitute a breach of the client's engagement agreement, we may decide that preserving the overall client relationship is more important than seeking damages for the breach and, for that or other reasons, decide not to pursue any legal remedies against a client, even though such remedies may be available to us. We make the determination whether to pursue any legal actions against a client on a case-by-case basis.

Failures of our internal information technology systems controls may harm our overall professional reputation and disrupt our business operations.

Our reputation for providing secure information storage and maintaining the confidentiality of proprietary, confidential and trade secret information is critical to the success of our businesses, especially our Technology segment, which hosts client information as a service. We routinely face cyber-based attacks and attempts by hackers and similar unauthorized users to gain access to or corrupt our information technology systems, which so far, to our knowledge, have been unsuccessful. Such attacks could harm our overall professional reputation and disrupt our business operations, cause us to incur unanticipated losses or expenses, and result in unauthorized disclosures of confidential or proprietary information. We expect to continue to face such attempts. Although we seek to prevent, detect and investigate these network security incidents and have taken steps to mitigate the likelihood of network security breaches, there can be no assurance that attacks by unauthorized users will not be attempted in the future or that our security measures will be effective.

Risks Related to Competition

If we fail to compete effectively, we may miss new business opportunities or lose existing clients, and our revenues and profitability may decline.

The market for some of our consulting services is highly competitive. We do not compete against the same companies across all of our segments, practices, services, industries or geographic regions. Instead, we compete with different companies

or businesses of companies depending on the particular nature of a proposed engagement and the types of requested service(s) and the location of the client or delivery of the service(s). Our operations are highly competitive.

Our competitors include large organizations, such as the global accounting firms and the large management and financial consulting companies that offer a broad range of consulting services; investment banking firms; IT consulting and software companies, which offer niche services that are the same or similar to services or products offered by one or more of our segments; and small firms and independent contractors that focus on specialized services. Some of our competitors have significantly more financial resources, a larger national or international presence, larger professional staffs and greater brand recognition than we do. Some have lower overhead and other costs and can compete through lower cost-service offerings.

Since our business depends in large part on professional relationships, our business has low barriers to entry for professionals electing to start their own firms or work independently. In addition, it is relatively easy for professionals to change employers.

If we cannot compete effectively or if the costs of competing, including the costs of hiring and retaining professionals, become too expensive, our revenue growth and financial results could be negatively affected and may differ materially from our expectations.

We may face competition from parties who sell us their businesses and from professionals who cease working for us.

In connection with our acquisitions, we generally obtain non-solicitation agreements from the professionals we hire, as well as non-competition agreements from senior managers and professionals. The agreements prohibit such individuals from competing with us during the term of their employment and for a fixed period afterwards and from seeking to solicit our employees or clients. In some cases, but not all, we may obtain non-competition or non-solicitation agreements from parties who sell us their businesses or assets. The duration of post-employment non-competition and non-solicitation agreements typically ranges from six to 12 months. Non-competition agreements with the sellers of businesses or assets that we acquire typically continue longer than 12 months. Certain activities may be carved out of, or otherwise may not be prohibited by, these arrangements. We cannot assure that one or more of the parties from whom we acquire a business or assets, or who do not join us or leave our employment, will not compete with us or solicit our employees or clients in the future. States and foreign jurisdictions may interpret restrictions on competition narrowly and in favor of employees or sellers. Therefore, certain restrictions on competition or solicitation may be unenforceable. In addition, we may not pursue legal remedies if we determine that preserving cooperation and a professional relationship with a former employee or his or her clients, or other concerns, outweighs the benefits of any possible legal recourse or the likelihood of success does not justify the costs of pursuing a legal remedy. Such persons, because they have worked for our Company or a business that we acquire, may be able to compete more effectively with us, or be more successful in soliciting our employees and clients, than unaffiliated third parties.

Risks Related to Acquisitions

We may have difficulty integrating acquisitions or convincing clients to allow assignment of their engagements to us, which can reduce the benefits we receive from acquisitions.

The process of managing and integrating acquisitions into our existing operations may result in unforeseen operating difficulties and may require significant financial, operational and managerial resources that would otherwise be available for the operation, development and organic expansion of our existing operations. To the extent that we misjudge our ability to properly manage and integrate acquisitions, we may have difficulty achieving our operating, strategic and financial objectives.

Acquisitions also may involve a number of special financial, business and operational risks, such as: (i) difficulties in integrating diverse corporate cultures and management styles; (ii) disparate policies and practices; (iii) client relationship issues; (iv) decreased utilization during the integration process; (v) loss of key existing or acquired personnel; (vi) increased costs to improve or coordinate managerial, operational, financial and administrative systems; (vii) dilutive issuances of equity securities, including convertible debt securities, to finance acquisitions; (viii) the assumption of legal liabilities; (ix) future earn-out payments or other price adjustments; (x) potential future write-offs relating to the impairment of goodwill or other acquired intangible assets or the revaluation of assets; (xi) difficulty or inability to collect receivables; and (xii) undisclosed liabilities.

In addition to the integration challenges mentioned above, our acquisitions of non-U.S. companies offer distinct integration challenges relating to foreign laws and governmental regulations, including tax and employee benefit laws, and other factors relating to operating in countries other than the U.S., which we have addressed above in the discussion regarding the difficulties we may face operating globally.

Asset transactions may require us to seek client consents to the assignment of their engagements to us or a subsidiary. All clients may not consent to assignments. In certain cases, such as government contracts and bankruptcy engagements, the

consent of clients cannot be solicited until after the acquisition has closed. Further, such engagements may be subject to security clearance requirements or bidding provisions with which we might not be able to comply. There is no assurance that clients of the acquired entity or local, state, federal or foreign governments will agree to novate or assign their contracts to us.

The Company may also hire groups of selected professionals from another company. In such event, there may be restrictions on the ability of the professionals who join the Company to compete and work on client engagements. In addition, the Company may enter into arrangements with the former employers of those professionals regarding limitations on their work until any time restrictions pass. In such circumstances, there is no assurance that the Company will enter into mutually agreeable arrangements with any former employer, and the utilization of such professionals may be limited, and our financial results could be negatively affected until their restrictions end. The Company could also face litigation risks from group hires.

We may have a different system of governance and management from a company we acquire or its parent, which could cause professionals who join us from an acquired company to leave us.

Our governance and management policies and practices will not mirror the policies and practices of an acquired company or its parent. In some cases, different management practices and policies may lead to workplace dissatisfaction on the part of professionals who join our Company. Some professionals may choose not to join our Company or leave after joining us. Existing professionals may leave us as well. The loss of key professionals may harm our business and financial results and cause us not to realize the anticipated benefits of the acquisition.

Risks Related to Our Indebtedness

Our leverage could adversely affect our financial condition or operating flexibility if the Company fails to comply with operating covenants under applicable debt instruments.

Our senior secured bank revolving credit facility (the "Credit Facility"), or our other indebtedness outstanding from time to time, contains or may contain operating covenants that may, subject to exceptions, limit our ability and the ability of our subsidiaries to, among other things: (i) create, incur or assume certain liens; (ii) make certain restricted payments, investments and loans; (iii) create, incur or assume additional indebtedness or guarantees; (iv) create restrictions on the payment of dividends or other distributions to us from our restricted subsidiaries; (v) engage in M&A transactions, consolidations, sale-leasebacks, joint ventures, and asset and security sales and dispositions; (vi) pay dividends or redeem or repurchase our capital stock; (vii) alter the business that we and our subsidiaries conduct; (viii) engage in certain transactions with affiliates; (ix) modify the terms of certain indebtedness; (x) prepay, redeem or purchase certain indebtedness; and (xi) make material changes to accounting and reporting practices.

In addition, the Credit Facility includes a financial covenant that requires us not to exceed a maximum consolidated total net leverage ratio (the ratio of funded debt (less unrestricted cash up to \$150.0 million) to Consolidated EBITDA, as defined in the Credit Facility).

Operating results below a certain level or other adverse factors, including a significant increase in interest rates, could result in us being unable to comply with certain covenants. If we violate any applicable covenants and are unable to obtain waivers, our agreements governing our indebtedness or other applicable agreement could be declared in default and could be accelerated, which could permit, in the case of secured debt, the lenders to foreclose on our assets securing the debt thereunder. If the indebtedness is accelerated, we may not be able to repay our debt or borrow sufficient funds to refinance it. Even if we are able to obtain new financing, it may not be on commercially reasonable terms or on terms that are acceptable to us. If our debt is in default for any reason, our cash flows, financial results or financial condition could be materially and adversely affected. In addition, complying with these covenants may cause us to take actions that are not favorable to holders of our outstanding indebtedness and may make it more difficult for us to successfully execute our business strategy and compete against companies that are not subject to such restrictions.

We and our subsidiaries may incur significant additional indebtedness.

We and our subsidiaries may incur substantial additional indebtedness, including additional secured indebtedness, in the future. The terms of the indenture, dated as of August 20, 2018, between us and U.S. Bank National Association, as trustee (the "Indenture") governing the 2.0% Convertible Senior Notes due 2023 (the "2023 Convertible Notes") do not restrict us from incurring additional debt, securing existing or future debt, recapitalizing our debt or taking a number of other actions that are not limited by the terms of the Indenture. The terms of the agreements governing our Credit Facility and other indebtedness limit, but do not prohibit, us from incurring additional indebtedness.

Our ability to incur additional indebtedness may have the effect of reducing the funds available to pay amounts due with respect to our indebtedness. If we incur new indebtedness or other liabilities, the related risks that we and our subsidiaries may face could intensify.

We may not be able to generate sufficient cash to service our indebtedness, and we may be forced to take other actions to satisfy our payment obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or to refinance our indebtedness depends on our future performance, including the performance of our subsidiaries, which will be affected by financial, business and economic conditions, competition and other factors. We will not be able to control many of these factors, such as the general economy, economic conditions in the industries in which we operate and competitive pressures. Our cash flow may not be sufficient to allow us to pay principal and interest on our indebtedness and to meet our other obligations. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures or to sell assets, seek additional capital, or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In addition, the terms of existing or future debt agreements, including our Credit Facility, may restrict us from pursuing any of these alternatives.

In the event that we need to refinance all or a portion of our outstanding indebtedness before maturity or as it matures, we may not be able to obtain terms as favorable as the terms of our existing indebtedness or refinance our existing indebtedness at all. If interest rates or other factors existing at the time of refinancing result in higher interest rates upon refinancing, we will incur higher interest expense. Furthermore, if any rating agency changes our credit rating or outlook, our debt and equity securities could be negatively affected, which could adversely affect our financial condition and financial results.

Our Credit Facility is guaranteed by substantially all of our domestic subsidiaries and will be required to be guaranteed by future domestic subsidiaries, including those that join us in connection with acquisitions.

Substantially all of our U.S. subsidiaries guarantee our obligations under our Credit Facility, and substantially all of their assets are pledged as collateral for the Credit Facility. Future U.S. subsidiaries will be required to provide similar guarantees under the Credit Facility. If we default on any guaranteed indebtedness, our U.S. subsidiaries could be required to make payments under their guarantees, and our senior secured creditors could foreclose on our U.S. subsidiaries' assets to satisfy unpaid obligations, which would materially adversely affect our business and financial results.

We may not have the ability to raise the funds necessary to settle conversions of the 2023 Convertible Notes or to repurchase the 2023 Convertible Notes upon a fundamental change, and the agreements governing our other indebtedness contain, and our future debt may contain, limitations on our ability to pay cash upon conversion or repurchase of the 2023 Convertible Notes.

Holders of the 2023 Convertible Notes will have the right to require us to repurchase their 2023 Convertible Notes upon the occurrence of a fundamental change at a fundamental change repurchase price equal to 100% of the principal amount of the 2023 Convertible Notes to be repurchased, plus any accrued and unpaid interest. In addition, upon conversion of the 2023 Convertible Notes, unless we elect to deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the 2023 Convertible Notes being converted in accordance with the terms of the Indenture governing the 2023 Convertible Notes. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of the 2023 Convertible Notes. Our Credit Facility prohibits us from making any cash payments on the conversion or repurchase of the 2023 Convertible Notes if a default or an event of default under that facility exists or would result from such conversion or repurchase, or if, after giving effect to such conversion or repurchase (and any additional indebtedness incurred in connection with such conversion or a repurchase), we would not be in pro forma compliance with certain financial tests under the Credit Facility.

The conditional conversion feature of the 2023 Convertible Notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of the 2023 Convertible Notes is triggered, holders of the 2023 Convertible Notes will be entitled to convert the 2023 Convertible Notes at their option at any time during specific periods listed in the Indenture governing the 2023 Convertible Notes. If one or more holders elect to convert their 2023 Convertible Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their 2023 Convertible Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding

principal of the 2023 Convertible Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

The accounting method for convertible debt securities that may be settled in cash, such as the 2023 Convertible Notes, could have a material effect on our reported financial results.

Under Accounting Standards Codification 470-20, Debt with Conversion and Other Options (“ASC 470-20”), an entity must separately account for the liability and equity components of convertible debt instruments (such as the 2023 Convertible Notes) that may be settled entirely or partially in cash upon conversion in a manner that reflects the issuer’s economic interest cost. The effect of ASC 470-20 on the accounting for the 2023 Convertible Notes is that the equity component is required to be included in the additional paid-in capital section of stockholders’ equity on our consolidated balance sheet, and the value of the equity component would be treated as original issue discount for purposes of accounting for the debt component of the 2023 Convertible Notes. As a result, we will be required to record a greater amount of non-cash interest expense in current periods presented as a result of the amortization of the discounted carrying value of the 2023 Convertible Notes to their face amount over the term of the 2023 Convertible Notes. We will report lower net income in our financial results because ASC 470-20 will require interest to include both the current period’s amortization of the debt discount and the instrument’s coupon interest, which could adversely affect our reported or future financial results, the trading price of our common stock and the trading price of the 2023 Convertible Notes.

In addition, under certain circumstances, convertible debt instruments (such as the 2023 Convertible Notes) that may be settled entirely or partly in cash are currently accounted for utilizing the treasury stock method, the effect of which is that the shares issuable upon conversion of the 2023 Convertible Notes are not included in the calculation of diluted earnings per share, except to the extent that the conversion value of the 2023 Convertible Notes exceeds their principal amount. Under the treasury stock method, for diluted earnings per share purposes, the transaction is accounted for as if the number of shares of common stock that would be necessary to settle such excess, if we elected to settle such excess in shares, is issued. We cannot be sure that the accounting standards in the future will continue to permit the use of the treasury stock method. If we are unable to use the treasury stock method in accounting for the shares issuable upon conversion of the 2023 Convertible Notes, then our diluted earnings per share would be adversely affected.

Our variable rate indebtedness will subject us to interest rate risk, which could cause our annual debt service obligations to increase significantly.

Borrowings under our Credit Facility will be at variable rates of interest, which expose us to interest rate risk. If interest rates increase, our debt service obligations on the variable rate indebtedness would increase even though the amount borrowed remained the same, and our cash flow could be adversely affected. An increase in debt service obligations under our variable rate indebtedness could affect our ability to make payments required under the terms of the agreements governing our indebtedness or our other indebtedness outstanding from time to time.

In July 2017, the Financial Conduct Authority (“FCA”) of the United Kingdom, which regulates the London Interbank Offering Rate (“LIBOR”), announced that it intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021. On December 4, 2020, however, the ICE Benchmark Administration Limited (“IBA”), which is the administrator that publishes LIBOR, published its consultation of the market on its intention to cease the publication of all settings of non-U.S. dollar LIBOR and only the one-week and two-month U.S. dollar LIBOR settings on December 31, 2021, with the publication of the remaining U.S. dollar LIBOR settings being discontinued after June 30, 2023, subject to any rights of the FCA to compel the IBA to continue publication (the “IBA Consultation”). The IBA Consultation closed on January 25, 2021 and the IBA intends to share the results with the FCA and publish shortly thereafter a statement summarizing responses from the IBA Consultation. In connection with the IBA Consultation, the FCA issued a statement supporting IBA’s stated intention to extend the expected cessation date for the dominant tenors of U.S. dollar to June 30, 2023. Our Credit Facility, which was undrawn at December 31, 2020 and is indexed to LIBOR, provides for multiple LIBOR currency and tenor options and may be used in the future. Although our Credit Facility provides for alternative reference rates, such alternative reference rates and the consequences of the phase out of LIBOR cannot be entirely predicted at this time. An alternative reference rate could be higher or more volatile than LIBOR prior to its discontinuance, which could result in an increase in the cost of our indebtedness, impact our ability to refinance some or all of our existing indebtedness or otherwise have a material adverse impact on our business, financial condition and results of operations. Furthermore, there can be no assurance given as to whether all tenor settings of LIBOR will actually cease to be available after 2021, whether certain U.S. dollar LIBOR settings will actually be available until June 30, 2023 or whether U.S. dollar LIBOR or such other LIBOR currency will be replaced by an alternative market benchmark in place of U.S. dollar LIBOR or such other LIBOR currency, as the case may be.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our executive offices located in Washington, D.C., consist of 100,511 square feet under a lease expiring April 2028. Our principal corporate office located in Bowie, Maryland, consists of 30,835 square feet under a lease expiring April 2028. In October 2020, we entered into a material lease agreement, amending and restating the lease agreement entered into during August 2020, for our new principal office space in New York, New York for an initial fixed term of 15 years, subject to two renewal options of five years each. We also lease offices to support our operations in 36 other cities across the U.S., including Chicago, Denver, Houston, Dallas, Los Angeles and San Francisco, and we lease office space to support our international locations in 27 countries — the U.K., Ireland, Finland, France, Germany, Spain, Belgium, Israel, Denmark, Australia, Malaysia, China (including Hong Kong), Japan, Singapore, the United Arab Emirates, South Korea, South Africa, Argentina, Brazil, Colombia, Mexico, Canada, Indonesia, India, Qatar, the Cayman Islands and the British Virgin Islands. We believe our existing leased facilities are adequate to meet our current requirements and that suitable space will be available as needed.

ITEM 3. LEGAL PROCEEDINGS

From time to time in the ordinary course of business, we are subject to claims, asserted or unasserted, or named as a party to lawsuits or investigations. Litigation, in general, and IP and securities litigation, in particular, can be expensive and disruptive to normal business operations. Moreover, the results of legal proceedings cannot be predicted with any certainty, and in the case of more complex legal proceedings, such as IP and securities litigation, the results are difficult to predict at all. We evaluate litigation claims and legal proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these assessments and estimates, we establish reserves and/or disclose the relevant litigation claims or legal proceedings, as appropriate. These assessments and estimates are based on the information available to management at the time and involve a significant amount of management judgment. Actual outcomes or losses may differ materially from those anticipated at the time. We currently are not aware of any asserted or unasserted legal proceedings or claims that we believe would have a material adverse effect on our financial condition or results of our operations.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Common Stock

Our common stock currently trades on the New York Stock Exchange (the "NYSE") under the symbol FCN. As of January 29, 2021, the number of holders of record of our common stock was 216.

Securities Authorized for Issuance under Equity Compensation Plans

The following table includes the number of shares of common stock of the Company authorized or to be issued upon exercise of outstanding options, warrants and rights awarded under our employee equity compensation plans as of December 31, 2020:

Plan Category	(a)	(b)	(c)
	Number of Securities to Be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights <small>(in thousands, except per share data)</small>	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by our security holders	484 ⁽¹⁾	\$ 36.14	1,311 ⁽³⁾
Equity compensation plans not approved by our security holders	54 ⁽²⁾	36.75	—
Total	538	\$ 36.20	1,311

⁽¹⁾ Includes up to (i) 19,748 shares of common stock issuable upon vesting and exercise of outstanding stock options granted under our 2006 Global Long-Term Incentive Plan (as Amended and Restated Effective as of May 14, 2008) and (ii) 464,764 shares of common stock issuable upon vesting and exercise of outstanding stock options granted under our 2009 Omnibus Incentive Compensation Plan (as Amended and Restated Effective as of June 3, 2015).

⁽²⁾ Includes up to 53,552 shares of common stock issuable upon exercise of fully vested stock options granted as employment inducement on July 30, 2014 to an executive officer hire pursuant to Rule 303.08 of the NYSE.

⁽³⁾ Includes 1,310,586 shares of common stock available for issuance under our 2017 Omnibus Incentive Compensation Plan, all of which are available for stock-based awards.

Sales of Unregistered Securities

None.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides information with respect to purchases we made of our common stock during the fourth quarter of 2020:

	Total Number of Shares Purchased		Average Price Paid per Share		Total Number of Shares Purchased as Part of Publicly Announced Program ⁽¹⁾		Approximate Dollar Value That May Yet Be Purchased Under the Program
				(in thousands, except per share data)			
October 1 through October 31, 2020	599 ⁽²⁾	\$	109.09		599 ⁽⁵⁾	\$	117,084
November 1 through November 30, 2020	773 ⁽³⁾	\$	103.06		769 ⁽⁶⁾	\$	37,839
December 1 through December 31, 2020	241 ⁽⁴⁾	\$	106.94		231 ⁽⁷⁾	\$	213,191
Total	1,613				1,599		

⁽¹⁾ On June 2, 2016, our Board of Directors authorized a stock repurchase program of up to \$100.0 million (the "Repurchase Program"). On each of May 18, 2017, December 1, 2017, February 21, 2019 and February 20, 2020, our Board of Directors authorized an additional \$100.0 million, respectively. On each of July 28, 2020 and December 3, 2020, our Board of Directors authorized an additional \$200.0 million, respectively, increasing the Repurchase Program to an aggregate authorization of \$900.0 million. No time limit has been established for the completion of the Repurchase Program, and the Repurchase Program may be suspended, discontinued or replaced by the Board of Directors at any time without prior notice. During the year ended December 31, 2020, we repurchased an aggregate of 3,268,906 shares of our outstanding common stock under the Repurchase Program at an average price of \$108.11 per share for a total cost of approximately \$353.4 million.

⁽²⁾ Includes 367 shares of common stock withheld to cover payroll tax withholdings related to the lapse of restrictions on restricted stock.

⁽³⁾ Includes 3,677 shares of common stock withheld to cover payroll tax withholdings related to the lapse of restrictions on restricted stock.

⁽⁴⁾ Includes 10,758 shares of common stock withheld to cover payroll tax withholdings related to the lapse of restrictions on restricted stock.

⁽⁵⁾ During the month ended October 31, 2020, we repurchased and retired 598,730 shares of common stock, at an average price per share of \$109.09, for an aggregate cost of \$65.3 million.

⁽⁶⁾ During the month ended November 30, 2020, we repurchased and retired 768,889 shares of common stock, at an average price per share of \$103.04, for an aggregate cost of \$79.2 million.

⁽⁷⁾ During the month ended December 31, 2020, we repurchased and retired 230,921 shares of common stock, at an average price per share of \$106.72, for an aggregate cost of \$24.6 million.

ITEM 6. SELECTED FINANCIAL DATA

We derived the selected financial data presented below for the periods or dates indicated from our consolidated financial statements. The data below should be read in conjunction with our consolidated financial statements, related notes and other financial information appearing in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Part II, Item 8 of this Annual Report on Form 10-K (the "Annual Report").

A number of factors have caused our results of operations and financial position to vary significantly from one year to the next and can make it difficult to evaluate period-to-period comparisons. The most significant of these factors include: acquisitions, special charges and stock repurchases.

Income Statement, Balance Sheet and Stockholders' Equity Data

	Year Ended December 31,				
	2020	2019	2018	2017	2016
	(in thousands, except per share data)				
Income Statement Data					
Revenues	\$ 2,461,275	\$ 2,352,717	\$ 2,027,877	\$ 1,807,732	\$ 1,810,394
Operating expenses					
Direct cost of revenues	1,672,711	1,534,896	1,328,074	1,215,560	1,210,771
Selling, general and administrative expenses	488,411	504,074	465,636	432,013	436,716
Special charges	7,103	—	—	40,885	10,445
Amortization of intangible assets	10,387	8,152	8,162	10,563	10,306
	2,178,612	2,047,122	1,801,872	1,699,021	1,668,238
Operating income	282,663	305,595	226,005	108,711	142,156
Other income (expense)					
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)	—	—
Income before income tax provision (benefit)	262,446	288,450	207,792	87,105	127,803
Income tax provision (benefit)	51,764	71,724	57,181	(20,857)	42,283
Net income	\$ 210,682	\$ 216,726	\$ 150,611	\$ 107,962	\$ 85,520
Earnings per common share — basic	\$ 5.92	\$ 5.89	\$ 4.06	\$ 2.79	\$ 2.09
Earnings per common share — diluted	\$ 5.67	\$ 5.69	\$ 3.93	\$ 2.75	\$ 2.05
Weighted average number of common shares outstanding					
Basic	35,602	36,774	37,098	38,697	40,943
Diluted	37,149	38,111	38,318	39,192	41,709

	December 31,				
	2020	2019	2018	2017	2016
	(in thousands)				
Balance Sheet Data					
Cash and cash equivalents	\$ 294,953	\$ 369,373	\$ 312,069	\$ 189,961	\$ 216,158
Working capital ⁽¹⁾	\$ 459,536	\$ 566,124	\$ 482,783	\$ 383,851	\$ 404,716
Total assets	\$ 2,777,363	\$ 2,783,142	\$ 2,379,121	\$ 2,257,241	\$ 2,225,368
Long-term debt, net	\$ 286,131	\$ 275,609	\$ 265,571	\$ 396,284	\$ 365,528
Stockholders' equity	\$ 1,400,181	\$ 1,489,142	\$ 1,348,825	\$ 1,191,971	\$ 1,207,358

⁽¹⁾ Working capital is defined as current assets less current liabilities.

	Year Ended December 31,				
	2020	2019	2018	2017	2016
	(in thousands)				
Stockholders' Equity Data					
Shares of common stock repurchased and retired	3,269	1,258	952	4,674	537
Total cost	\$ 353,385	\$ 105,915	\$ 55,722	\$ 168,001	\$ 21,479

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a discussion and analysis of our consolidated financial condition, results of operations and liquidity and capital resources for each of the two years in the period ended December 31, 2020 and significant factors that could affect our prospective financial condition and results of operations. This discussion should be read in conjunction with our consolidated financial statements and notes included in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report. For a similar discussion and analysis of our results for the year ended December 31, 2019 compared with our results for the year ended December 31, 2018, refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report for the year ended December 31, 2019, filed with the United States ("U.S.") Securities and Exchange Commission ("SEC") on February 25, 2020. Historical results and any discussion of prospective results may not indicate our future performance.

Business Overview

FTI Consulting is a global business advisory firm dedicated to helping organizations manage change, mitigate risk and resolve disputes: financial, legal, operational, political & regulatory, reputational and transactional. Individually, each of our segments and practices is staffed with experts recognized for the depth of their knowledge and a track record of making an impact. Collectively, FTI Consulting offers a comprehensive suite of services designed to assist clients across the business cycle, from proactive risk management to rapid response to unexpected events and dynamic environments.

We report financial results for the following five reportable segments:

Our **Corporate Finance & Restructuring ("Corporate Finance")** 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. We deliver a wide range of services centered around three core offerings: business transformation, transactions and turnaround, restructuring and bankruptcy.

Our **Forensic and Litigation Consulting ("FLC")** 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. We deliver a wide range of services centered around five core offerings: construction & environmental solutions, data & analytics, disputes, health solutions and risk and investigations.

Our **Economic Consulting** segment, including subsidiary Compass Lexecon LLC, 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. We deliver a wide range of services centered around three core offerings: antitrust & competition economics, financial economics and international arbitration.

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. We deliver a full spectrum of services including data collection, data processing, document review, hosting, advanced analytics and consulting.

Our **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. We deliver a wide range of services centered around three core offerings: corporate reputation, financial communications and public affairs.

We derive substantially all of our revenues from providing professional services to both U.S. and global clients. Most of our services are rendered under time and expense arrangements that obligate the client to pay us a fee for the hours that we incur at agreed-upon rates. Under this arrangement, we typically bill our clients for reimbursable expenses, which may include the cost of producing our work product and other direct expenses that we incur on behalf of the client, such as travel costs. We also render services for which certain clients may be required to pay us a fixed-fee or recurring retainer. These arrangements are generally cancelable at any time. Some of our engagements contain performance-based arrangements in which we earn a contingent or success fee when and if certain predefined outcomes occur. This type of success fee may supplement a time and expense or fixed-fee arrangement. Success fee revenues may cause variations in our revenues and operating results due to the

timing of when achieving the performance-based criteria becomes probable. Seasonal factors, such as the timing of our employees' and clients' vacations and holidays, may impact the timing of our revenues across our segments.

In our Technology segment, certain clients are billed based on the amount of data storage used or the volume of information processed. Unit-based revenues are defined as revenues billed on a per item, per page or some other unit-based method and include revenues from data processing and hosting. Unit-based revenues include revenues associated with the software products that are made available to customers via a web browser ("on-demand"). On-demand revenues are charged on a unit or monthly basis and include, but are not limited to, processing and review related functions.

Our financial results are primarily driven by:

- the number, size and type of engagements we secure;
- the rate per hour or fixed charges we charge our clients for services;
- the utilization rates of the revenue-generating professionals we employ;
- the timing of revenue recognition related to revenues subject to certain performance-based contingencies;
- the number of revenue-generating professionals;
- the types of assignments we are working on at different times;
- the length of the billing and collection cycles; and
- the geographic locations of our clients or locations in which services are rendered.

We define acquisition growth as revenues of acquired companies in the first 12 months following the effective date of an acquisition. Our definition of organic growth is the change in revenues, excluding the impact of all such acquisitions.

When significant, we identify the estimated impact of foreign currency ("FX") driven by our businesses with functional currencies other than the U.S. dollar ("USD"). The estimated impact of FX on the period-to-period performance results is calculated as the difference between the prior period results multiplied by the average FX exchange rates to USD in the current period and the prior period results, multiplied by the average FX exchange rates to USD in the prior period.

Non-GAAP Financial Measures

In the accompanying analysis of financial information, 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 U.S. ("GAAP"). Certain of these financial measures are considered not in conformity with GAAP ("non-GAAP financial measures") under the SEC rules. Specifically, we have 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

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 the accompanying analysis of financial information. As described in Note 20, "Segment Reporting" in Part II, Item 8, "Financial Statements and Supplementary Data" of this Annual Report, we evaluate the performance of our operating segments based on Adjusted Segment EBITDA, and Segment Operating Income is a component of the definition of Adjusted Segment EBITDA.

We define Segment Operating Income as a segment's share of consolidated operating income. We define 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. 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 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 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. Reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures are included elsewhere in this report.

Full Year 2020 Executive Highlights

Financial Highlights

	Year Ended December 31,		
	2020	2019	% Increase (Decrease)
	(dollar amounts in thousands, except per share amounts)		
Revenues	\$ 2,461,275	\$ 2,352,717	4.6 %
Special charges ⁽¹⁾	\$ 7,103	\$ —	100.0 %
Net income	\$ 210,682	\$ 216,726	-2.8 %
Adjusted EBITDA	\$ 332,271	\$ 343,900	-3.4 %
Earnings per common share — diluted	\$ 5.67	\$ 5.69	-0.4 %
Adjusted earnings per common share — diluted	\$ 5.99	\$ 5.80	3.3 %
Net cash provided by operating activities	\$ 327,069	\$ 217,886	50.1 %
Total number of employees	6,321	5,567	13.5 %

⁽¹⁾ Excluded from non-GAAP financial measures.

Revenues

Revenues for the year ended December 31, 2020 increased \$108.6 million, or 4.6%, as compared with the year ended December 31, 2019. Acquisition-related revenues contributed \$40.7 million, or 1.7%, compared with 2019. Excluding the acquisition-related revenues, revenues increased \$67.8 million, or 2.9%, primarily due to increased demand for our Corporate Finance segment, which was partially offset by lower demand for our FLC segment, as well as a \$38.5 million decrease in pass-through revenues, primarily resulting from a Coronavirus Disease 2019 ("COVID-19") pandemic related decline in billable travel and entertainment expenses, compared with 2019.

Special Charges

During the year ended December 31, 2020, we recorded a special charge of \$7.1 million, which consists of the following components:

- \$4.7 million of lease abandonment and other relocation costs associated with the consolidation of office space in New York, New York. The lease abandonment costs include non-cash charges of \$4.4 million related to accelerated amortization on operating lease assets and accelerated depreciation on lease-related property and equipment; and
- \$2.4 million of employee severance and other employee-related costs associated with performance-related actions in our FLC segment that impacted 16 employees. All of these amounts will be paid in cash within the next 12 months.

There were no special charges recorded during the year ended December 31, 2019.

The following table details the special charges by segment:

	Year Ended December 31, 2020
	(in thousands)
Corporate Finance	\$ 861
FLC	3,484
Economic Consulting	35
Technology	276
Strategic Communications	2,074
Segment special charge	6,730
Unallocated Corporate	373
Total	\$ 7,103

Net income

Net income for the year ended December 31, 2020 decreased \$6.0 million, or 2.8%, as compared with the year ended December 31, 2019. The decrease in net income was due to higher compensation expenses, primarily related to a 14.5% increase in billable headcount and higher variable compensation, as well as a special charge of \$7.1 million, which were partially offset by an increase in revenues, a decline in selling, general and administrative ("SG&A") expenses and a lower effective tax rate, primarily due to a combined \$11.2 million tax benefit from the use of foreign tax credits and the deferred tax benefit of an intellectual property license agreement between subsidiaries.

Adjusted EBITDA

Adjusted EBITDA for the year ended December 31, 2020 decreased \$11.6 million, or 3.4%, as compared with the year ended December 31, 2019. Adjusted EBITDA was 13.5% of revenues for the year ended December 31, 2020 compared with 14.6% of revenues for the year ended December 31, 2019. The decrease in Adjusted EBITDA, which excludes the special charge, was due to higher compensation expenses, primarily related to a 14.5% increase in billable headcount and higher variable compensation, which were partially offset by an increase in revenues and a decline in SG&A expenses.

EPS and Adjusted EPS

EPS for the year ended December 31, 2020 decreased \$0.02 to \$5.67 compared with \$5.69 for the year ended December 31, 2019. 2020 EPS included a \$7.1 million special charge, which reduced EPS by \$0.14. The decrease in EPS was primarily due to the lower operating results described above, which were partially offset by a lower effective tax rate and a decline in diluted weighted average shares outstanding.

Adjusted EPS for the year ended December 31, 2020 increased \$0.19 to \$5.99 compared with \$5.80 for the year ended December 31, 2019. Adjusted EPS for the year ended December 31, 2020 excludes the \$7.1 million special charge and \$9.1 million of non-cash interest expense related to the 2.0% convertible senior notes due 2023 (the "2023 Convertible Notes"), which increased Adjusted EPS by \$0.14 and \$0.18, respectively. Adjusted EPS for the year ended December 31, 2019 excluded \$8.6 million of non-cash interest expense related to the 2023 Convertible Notes, which increased Adjusted EPS by \$0.17 and a discrete tax adjustment resulting from a change in estimate related to the accounting for the Ringtail e-discovery software and related business divestiture (collectively, "Ringtail Divestiture"), which decreased Adjusted EPS by \$0.06.

Liquidity and Capital Allocation

Net cash provided by operating activities for the year ended December 31, 2020 increased \$109.2 million to \$327.1 million compared with \$217.9 million for the year ended December 31, 2019. The increase in net cash provided by operating activities was primarily due to higher cash collections, combined with lower non-compensation-related operating costs, which were partially offset by higher compensation, primarily related to headcount growth, and an increase in income tax payments. Days sales outstanding ("DSO") was 95 days as of December 31, 2020 compared with 97 days as of December 31, 2019.

A portion of net cash provided by operating activities was used to repurchase and retire approximately 3.3 million shares of our common stock under our Repurchase Program for an average price per share of \$108.11, at a total cost of \$353.4 million during the year ended December 31, 2020. We had \$213.2 million remaining under the Repurchase Program to repurchase additional shares as of December 31, 2020.

Free Cash Flow was an inflow of \$292.2 million and \$175.8 million for the years ended December 31, 2020 and 2019, respectively. The increase was primarily due to higher net cash provided by operating activities, as described above.

Other Strategic Activities

During the year ended December 31, 2020, we acquired certain assets of Delta Partners Group Limited, a leading telecom, media and technology focused strategy consulting and investment banking firm with offices in Dubai, New York, Singapore, Barcelona, Johannesburg, San Francisco and Sydney.

Also, during the year ended December 31, 2020, we entered into a material lease agreement for our new principal office space in New York, New York to consolidate existing office space into fewer locations and in anticipation of future office space needs in view of our current leases, which are scheduled to expire in November 2021.

COVID-19 Pandemic

The COVID-19 pandemic has created global volatility, economic uncertainty and general market disruption. During the year ended December 31, 2020, the COVID-19 pandemic impacted each of our segments, practices and regions differently. In general, limitations in our ability to service our clients due to social distancing, travel restrictions and remote work negatively impacted our financial results, though we benefited from a decline in travel and entertainment expenses. In addition, we experienced a reduction in demand, and in some cases delays, in our ability to provide certain services due to regulatory moratoriums and postponements of legal proceedings and investigations. These events arising from the COVID-19 pandemic negatively impacted our segment results to a varied extent during the year ended December 31, 2020, but they particularly negatively impacted our FLC segment. While restructuring and bankruptcy services provided by our Corporate Finance segment experienced increased demand as compared with the year ended December 31, 2019 as a result of the adverse economic impact of the COVID-19 pandemic, during the second half of 2020 we experienced a decline in activity as compared with the first half of 2020 primarily resulting from government-backed stimulus packages and the availability of other financing sources. The extent to which the COVID-19 pandemic will continue to impact our business is difficult to predict.

Headcount

Our total headcount increased 13.5% from 5,567 as of December 31, 2019 to 6,321 as of December 31, 2020. The following table includes the net billable headcount additions (reductions) for the year ended December 31, 2020:

Billable Headcount	Corporate Finance ⁽¹⁾⁽²⁾	FLC ⁽¹⁾	Economic Consulting	Technology	Strategic Communications	Total
December 31, 2019	1,194	1,351	790	361	728	4,424
Additions (reductions), net	461	(8)	101	47	42	643
December 31, 2020	1,655	1,343	891	408	770	5,067
Percentage change in headcount from December 31, 2019	38.6 %	-0.6 %	12.8 %	13.0 %	5.8 %	14.5 %

⁽¹⁾ There were 66 revenue-generating professionals in Europe, Middle East and Africa (“EMEA”) who moved from FLC to Corporate Finance during the year ended December 31, 2020.

⁽²⁾ There were 151 revenue-generating professionals added during the year ended December 31, 2020 related to the acquisition of a strategy consulting and investment banking business within the Corporate Finance segment.

RESULTS OF OPERATIONS

Segment and Consolidated Operating Results:

	Year Ended December 31,	
	2020	2019
	(in thousands, except per share data)	
Revenues		
Corporate Finance	\$ 910,184	\$ 723,721
FLC	500,275	577,780
Economic Consulting	599,088	592,542
Technology	223,016	215,584
Strategic Communications	228,712	243,090
Total revenues	\$ 2,461,275	\$ 2,352,717
Segment operating income		
Corporate Finance	\$ 205,029	\$ 152,948
FLC	23,899	98,648
Economic Consulting	85,690	78,201
Technology	30,869	35,022
Strategic Communications	31,639	39,174
Total segment operating income	377,126	403,993
Unallocated corporate expenses	(94,463)	(98,398)
Operating income	282,663	305,595
Other income (expense)		
Interest income and other	(412)	2,061
Interest expense	(19,805)	(19,206)
	(20,217)	(17,145)
Income before income tax provision	262,446	288,450
Income tax provision	51,764	71,724
Net income	\$ 210,682	\$ 216,726
Earnings per common share — basic	\$ 5.92	\$ 5.89
Earnings per common share — diluted	\$ 5.67	\$ 5.69

Reconciliation of Net Income to Adjusted EBITDA:

	Year Ended December 31,	
	2020	2019
	(in thousands)	
Net income	\$ 210,682	\$ 216,726
Add back:		
Income tax provision	51,764	71,724
Interest income and other	412	(2,061)
Interest expense	19,805	19,206
Depreciation and amortization	32,118	30,153
Amortization of intangible assets	10,387	8,152
Special charges	7,103	—
Adjusted EBITDA	\$ 332,271	\$ 343,900

Reconciliation of Net Income and EPS to Adjusted Net Income and Adjusted EPS:

	Year Ended December 31,	
	2020	2019
	(in thousands, except per share data)	
Net income	\$ 210,682	\$ 216,726
Add back:		
Special charges	7,103	—
Tax impact of special charges	(1,847)	—
Non-cash interest expense on convertible notes	9,083	8,606
Tax impact of non-cash interest expense on convertible notes	(2,361)	(2,237)
Tax impact of gain on sale of business ⁽¹⁾	—	(2,097)
Adjusted Net Income	<u>\$ 222,660</u>	<u>\$ 220,998</u>
Earnings per common share — diluted	<u>\$ 5.67</u>	<u>\$ 5.69</u>
Add back:		
Special charges	0.19	—
Tax impact of special charges	(0.05)	—
Non-cash interest expense on convertible notes	0.24	0.23
Tax impact of non-cash interest expense on convertible notes	(0.06)	(0.06)
Tax impact of gain on sale of business ⁽¹⁾	—	(0.06)
Adjusted earnings per common share — diluted	<u>\$ 5.99</u>	<u>\$ 5.80</u>
Weighted average number of common shares outstanding — diluted	<u>37,149</u>	<u>38,111</u>

⁽¹⁾ In 2019, represents a discrete tax adjustment resulting from a change in estimate related to the accounting for the Ringtail Divestiture in 2018.

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

	Year Ended December 31,	
	2020	2019
	(in thousands)	
Net cash provided by operating activities	\$ 327,069	\$ 217,886
Purchases of property and equipment	(34,866)	(42,072)
Free Cash Flow	<u>\$ 292,203</u>	<u>\$ 175,814</u>

Year Ended December 31, 2020 Compared with December 31, 2019**Revenues and operating income**

See “Segment Results” for an expanded discussion of revenues, gross profit and SG&A expenses.

Unallocated corporate expenses

Unallocated corporate expenses decreased \$3.9 million, or 4.0%, to \$94.5 million in 2020 from \$98.4 million in 2019. The decrease was primarily due to lower travel and entertainment expenses due to restrictions imposed by governments to reduce the spread of COVID-19, and lower variable compensation for our executive and regional leadership.

Interest income and other

Interest income and other, which includes FX gains and losses, decreased \$2.5 million to a \$0.4 million loss for the year ended December 31, 2020, compared with \$2.1 million of income for the year ended December 31, 2019. The decrease was primarily due to \$1.0 million in lower interest income and a \$1.0 million increase in net FX losses.

FX gains and losses, both realized and unrealized, relate to the remeasurement or settlement of monetary assets and liabilities that are denominated in a currency other than an entity's functional currency. These monetary assets and liabilities include cash, as well as third-party and intercompany receivables and payables.

Interest expense

Interest expense increased \$0.6 million, or 3.1%, to \$19.8 million in 2020 from \$19.2 million in 2019.

Income tax provision

Our income tax provision decreased \$20.0 million, or 27.8%, to \$51.8 million in 2020 from \$71.7 million in 2019. Our effective tax rate was 19.7% for 2020 as compared with 24.9% for 2019. The lower effective tax rate in 2020 was primarily due to a combined \$11.2 million tax benefit from the use of foreign tax credits and the deferred tax benefit of an intellectual property license agreement between subsidiaries, as well as a favorable discrete tax adjustment related to share-based compensation.

SEGMENT RESULTS

Total Adjusted Segment EBITDA

We evaluate the performance of each of our operating segments based on Adjusted Segment EBITDA, which is a GAAP financial measure. The following table reconciles net income to Total Adjusted Segment EBITDA, a non-GAAP financial measure, for the years ended December 31, 2020 and 2019:

	Year Ended December 31,	
	2020	2019
	(in thousands)	
Net income	\$ 210,682	\$ 216,726
Add back:		
Income tax provision	51,764	71,724
Interest income and other	412	(2,061)
Interest expense	19,805	19,206
Unallocated corporate expenses ⁽¹⁾	94,463	98,398
Total segment operating income	377,126	403,993
Add back:		
Segment depreciation expense	29,381	27,369
Amortization of intangible assets	10,387	8,152
Segment special charges	6,730	—
Total Adjusted Segment EBITDA	\$ 423,624	\$ 439,514

⁽¹⁾ Includes a \$0.4 million special charge.

Other Segment Operating Data

	Year Ended December 31,	
	2020	2019
Number of revenue-generating professionals (at period end):		
Corporate Finance	1,655	1,194
FLC	1,343	1,351
Economic Consulting	891	790
Technology ⁽¹⁾	408	361
Strategic Communications	770	728
Total revenue-generating professionals	5,067	4,424
Utilization rates of billable professionals: ⁽²⁾		
Corporate Finance	63 %	67 %
FLC	51 %	63 %
Economic Consulting	68 %	75 %
Average billable rate per hour: ⁽³⁾		
Corporate Finance	\$ 468	\$ 452
FLC	\$ 335	\$ 337
Economic Consulting	\$ 494	\$ 500

⁽¹⁾ The number of revenue-generating professionals for the Technology segment excludes as-needed professionals, who we employ based on demand for the segment's services. We employed an average of 331 and 285 as-needed employees during the years ended December 31, 2020 and 2019, respectively.

⁽²⁾ We calculate the utilization rate for our billable professionals by dividing the number of hours that all of our billable professionals worked on client assignments during a period by the total available working hours for all of our billable professionals during the same period. Available hours are determined by the standard hours worked by each employee, adjusted for part-time hours, U.S. standard work weeks and local country holidays. Available working hours include vacation and professional training days, but exclude holidays. Utilization rates are presented for our segments that primarily bill clients on an hourly basis. We have not presented utilization rates for our Technology and Strategic Communications segments as most of the revenues of these segments are not generated on an hourly basis.

⁽³⁾ For engagements where revenues are based on number of hours worked by our billable professionals, average billable rate per hour is calculated by dividing revenues (excluding revenues from success fees, pass-through revenues and outside consultants) for a period by the number of hours worked on client assignments during the same period. We have not presented average billable rates per hour for our Technology and Strategic Communications segments as most of the revenues of these segments are not based on billable hours.

CORPORATE FINANCE & RESTRUCTURING

	Year Ended December 31,	
	2020	2019
	(dollars in thousands, except rate per hour)	
Revenues	\$ 910,184	\$ 723,721
Percentage change in revenues from prior year	25.8 %	
Operating expenses		
Direct cost of revenues	578,875	454,214
Selling, general and administrative expenses	118,964	112,630
Special charges	861	—
Amortization of intangible assets	6,455	3,929
	705,155	570,773
Segment operating income	205,029	152,948
Percentage change in segment operating income from prior year	34.1 %	
Add back:		
Depreciation and amortization of intangible assets	10,940	7,787
Special charges	861	—
Adjusted Segment EBITDA	\$ 216,830	\$ 160,735
Gross profit ⁽¹⁾	\$ 331,309	\$ 269,507
Percentage change in gross profit from prior year	22.9 %	
Gross profit margin ⁽²⁾	36.4 %	37.2 %
Adjusted Segment EBITDA as a percent of revenues	23.8 %	22.2 %
Number of revenue-generating professionals (at period end)	1,655	1,194
Percentage change in number of revenue-generating professionals from prior year	38.6 %	
Utilization rate of billable professionals	63 %	67 %
Average billable rate per hour	\$ 468	\$ 452

⁽¹⁾ Revenues less direct cost of revenues

⁽²⁾ Gross profit as a percentage of revenues

Year Ended December 31, 2020 Compared with December 31, 2019

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.

SG&A expenses increased \$6.3 million, or 5.6%, from 2019 to 2020. SG&A expenses of 13.1% of revenues in 2020 compared with 15.6% in 2019. The increase in SG&A expenses was primarily due to acquisition-related expenses and higher infrastructure support costs, largely related to an increase in headcount, which was partially offset by a decrease in travel and entertainment and bad debt expenses.

FORENSIC AND LITIGATION CONSULTING

	Year Ended December 31,	
	2020	2019
	(dollars in thousands, except rate per hour)	
Revenues	\$ 500,275	\$ 577,780
Percentage change in revenues from prior year	-13.4 %	
Operating expenses		
Direct cost of revenues	377,530	367,988
Selling, general and administrative expenses	94,562	109,992
Special charges	3,484	—
Amortization of intangible assets	800	1,152
	476,376	479,132
Segment operating income	23,899	98,648
Percentage change in segment operating income from prior year	-75.8 %	
Add back:		
Depreciation and amortization of intangible assets	5,991	5,787
Special charges	3,484	—
Adjusted Segment EBITDA	\$ 33,374	\$ 104,435
Gross profit ⁽¹⁾	\$ 122,745	\$ 209,792
Percentage change in gross profit from prior year	-41.5 %	
Gross profit margin ⁽²⁾	24.5 %	36.3 %
Adjusted Segment EBITDA as a percent of revenues	6.7 %	18.1 %
Number of revenue-generating professionals (at period end)	1,343	1,351
Percentage change in number of revenue-generating professionals from prior year	-0.6 %	
Utilization rate of billable professionals	51 %	63 %
Average billable rate per hour	\$ 335	\$ 337

⁽¹⁾ Revenues less direct cost of revenues

⁽²⁾ Gross profit as a percentage of revenues

Year Ended December 31, 2020 Compared with December 31, 2019

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.

SG&A expenses decreased \$15.4 million, or 14.0%, from 2019 to 2020. SG&A expenses of 18.9% of revenues in 2020 compared with 19.0% in 2019. The decrease in SG&A expenses was primarily driven by lower travel and entertainment, bad debt, hiring and other general and administrative expenses.

ECONOMIC CONSULTING

	Year Ended December 31,	
	2020	2019
	(dollars in thousands, except rate per hour)	
Revenues	\$ 599,088	\$ 592,542
Percentage change in revenues from prior year	1.1 %	
Operating expenses		
Direct cost of revenues	434,324	437,862
Selling, general and administrative expenses	78,714	76,302
Special charges	35	—
Amortization of intangible assets	325	177
	513,398	514,341
Segment operating income	85,690	78,201
Percentage change in segment operating income from prior year	9.6 %	
Add back:		
Depreciation and amortization of intangible assets	5,707	5,911
Special charges	35	—
Adjusted Segment EBITDA	\$ 91,432	\$ 84,112
Gross profit ⁽¹⁾	\$ 164,764	\$ 154,680
Percentage change in gross profit from prior year	6.5 %	
Gross profit margin ⁽²⁾	27.5 %	26.1 %
Adjusted Segment EBITDA as a percent of revenues	15.3 %	14.2 %
Number of revenue-generating professionals (at period end)	891	790
Percentage change in number of revenue-generating professionals from prior year	12.8 %	
Utilization rate of billable professionals	68 %	75 %
Average billable rate per hour	\$ 494	\$ 500

⁽¹⁾ Revenues less direct cost of revenues

⁽²⁾ Gross profit as a percentage of revenues

Year Ended December 31, 2020 Compared with December 31, 2019

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 contractor revenues, which was partially offset by a 7 percentage point decline in utilization.

SG&A expenses increased \$2.4 million, or 3.2%, from 2019 to 2020. SG&A expenses of 13.1% of revenues in 2020 compared with 12.9% in 2019. The increase in SG&A expenses was primarily driven by higher bad debt, which was partially offset by lower travel and entertainment expenses.

TECHNOLOGY

	Year Ended December 31,	
	2020	2019
	(dollars in thousands)	
Revenues	\$ 223,016	\$ 215,584
Percentage change in revenues from prior year	3.4 %	
Operating expenses		
Direct cost of revenues	134,568	123,504
Selling, general and administrative expenses	57,303	57,058
Special charges	276	—
	192,147	180,562
Segment operating income	30,869	35,022
Percentage change in segment operating income from prior year	-11.9 %	
Add back:		
Depreciation and amortization of intangible assets	11,868	10,666
Special charges	276	—
Adjusted Segment EBITDA	\$ 43,013	\$ 45,688
Gross profit ⁽¹⁾	\$ 88,448	\$ 92,080
Percentage change in gross profit from prior year	-3.9 %	
Gross profit margin ⁽²⁾	39.7 %	42.7 %
Adjusted Segment EBITDA as a percent of revenues	19.3 %	21.2 %
Number of revenue-generating professionals (at period end) ⁽³⁾	408	361
Percentage change in number of revenue-generating professionals from prior year	13.0 %	

⁽¹⁾ Revenues less direct cost of revenues

⁽²⁾ Gross profit as a percentage of revenues

⁽³⁾ Includes personnel involved in direct client assistance and revenue-generating consultants and excludes professionals employed on an as-needed basis

Year Ended December 31, 2020 Compared with December 31, 2019

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.

SG&A expenses increased \$0.2 million, or 0.4%, from 2019 to 2020. SG&A expenses of 25.7% of revenues in 2020 compared with 26.5% in 2019.

STRATEGIC COMMUNICATIONS

	Year Ended December 31,	
	2020	2019
	(dollars in thousands)	
Revenues	\$ 228,712	\$ 243,090
Percentage change in revenues from prior year	-5.9 %	
Operating expenses		
Direct cost of revenues	147,414	151,319
Selling, general and administrative expenses	44,779	49,703
Special charges	2,074	—
Amortization of intangible assets	2,806	2,894
	197,073	203,916
Segment operating income	31,639	39,174
Percentage change in segment operating income from prior year	-19.2 %	
Add back:		
Depreciation and amortization of intangible assets	5,262	5,370
Special charges	2,074	—
Adjusted Segment EBITDA	\$ 38,975	\$ 44,544
Gross profit ⁽¹⁾	\$ 81,298	\$ 91,771
Percentage change in gross profit from prior year	-11.4 %	
Gross profit margin ⁽²⁾	35.5 %	37.8 %
Adjusted Segment EBITDA as a percent of revenues	17.0 %	18.3 %
Number of revenue-generating professionals (at period end)	770	728
Percentage change in number of revenue-generating professionals from prior year	5.8 %	

⁽¹⁾ Revenues less direct cost of revenues

⁽²⁾ Gross profit as a percentage of revenues

Year Ended December 31, 2020 Compared with December 31, 2019

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.

SG&A expenses decreased \$4.9 million, or 9.9%, from 2019 to 2020. SG&A expenses of 19.6% of revenues in 2020 compared with 20.4% in 2019. The decrease in SG&A expenses was primarily due to lower travel and entertainment expenses.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

	Year Ended December 31,	
	2020	2019
	(dollars in thousands)	
Cash Flows		
Net cash provided by operating activities	\$ 327,069	\$ 217,886
Net cash used in investing activities	\$ (60,120)	\$ (60,606)
Net cash used in financing activities	\$ (360,053)	\$ (103,311)
DSO	95	97

We generally finance our day-to-day operations, capital expenditures, acquisitions and share repurchases through cash flows from operations. During the first quarter of our fiscal year, our cash needs generally exceed our cash flows from operations due to the payment of annual incentive compensation. Our operating cash flows generally exceed our cash needs subsequent to the second quarter of each year.

Our operating assets and liabilities consist primarily of billed and unbilled accounts receivable, notes receivable from employees, accounts payable, accrued expenses and accrued compensation expenses. The timing of billings and collections of receivables, as well as compensation and vendor payments, affect the changes in these balances.

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.

Year Ended December 31, 2020 Compared with December 31, 2019

Net cash provided by operating activities increased \$109.2 million, or 50.1%, from 2019 to 2020. The increase in net cash provided by operating activities was primarily due to higher cash collections, combined with lower non-compensation-related operating costs, which were partially offset by higher compensation, primarily related to headcount growth, and an increase in income tax payments. DSO was 95 days as of December 31, 2020 and 97 days as of December 31, 2019.

Net cash used in investing activities decreased \$0.5 million, or 0.8%, from 2019 to 2020. The decrease in net cash used in investing activities was primarily due to a decrease of \$7.0 million in capital expenditures, partially offset by an increase of \$6.5 million in payments for the acquisition of businesses, net of cash received.

Net cash used in financing activities increased \$256.7 million, or 248.5%, from 2019 to 2020. The increase in net cash used in financing activities was primarily due to an increase of \$247.8 million in payments for common stock repurchases under the Repurchase Program.

Capital Resources

As of December 31, 2020, our capital resources included \$295.0 million of cash and cash equivalents and available borrowing capacity of \$548.9 million under the \$550.0 million revolving line of credit under our senior secured bank revolving credit facility (the "Credit Facility"). As of December 31, 2020, we had no outstanding borrowings under our Credit Facility and \$1.1 million of outstanding letters of credit, which reduced the availability of borrowings under the Credit Facility. We use letters of credit primarily in lieu of security deposits for our leased office facilities. The \$550.0 million revolving line of credit under the Credit Facility includes a \$75.0 million sublimit for borrowings in currencies other than USD, including the euro, British pound, Australian dollar and Canadian dollar.

The availability of borrowings, as well as issuances and extensions of letters of credit, under our Credit Facility is subject to specified conditions. We may choose to repay outstanding borrowings under the Credit Facility at any time before maturity without premium or penalty. Borrowings under the Credit Facility in USD, euro and British pound bear interest at an annual rate equal to the London Interbank Offered Rate ("LIBOR"), plus an applicable margin or an alternative base rate plus an applicable margin. The alternative base rate means a fluctuating rate per annum equal to the highest of (1) the rate of interest in effect for such day as the prime rate announced by Bank of America, (2) the federal funds rate plus the sum of 50 basis points, and (3) the one-month LIBOR plus 100 basis points. Borrowings under the Credit Facility in Canadian dollars bear interest at an annual rate equal to the Canadian Dealer Offered Rate plus an applicable margin. Borrowings under the Credit Facility in Australian dollars bear interest at an annual rate equal to the Bank Bill Swap Reference Bid Rate plus an applicable margin. The

Credit Facility is guaranteed by substantially all of our domestic subsidiaries and is secured by a first priority security interest in substantially all of the assets of FTI Consulting and such domestic subsidiaries. Subject to certain conditions, at any time prior to maturity, we will be able to invite existing and new lenders to increase the size of the facility up to a maximum of \$700.0 million.

Our Credit Agreement and other indebtedness outstanding from time to time contains or may contain covenants that, among other things, may limit our ability to: incur additional indebtedness; create liens; pay dividends on our capital stock, make distributions or repurchases of our capital stock or make specified other restricted payments; consolidate, merge or sell all or substantially all of our assets; guarantee obligations of other entities or our foreign subsidiaries; enter into hedging agreements; enter into transactions with affiliates or related persons; or engage in any business other than consulting-related businesses. In addition, the Credit Agreement includes a financial covenant that requires us not to exceed a maximum consolidated total net leverage ratio (the ratio of funded debt (less unrestricted cash up to \$150.0 million) to Consolidated EBITDA, as defined in the Credit Agreement). As of December 31, 2020, we were in compliance with the covenants contained in the Credit Agreement and the indenture, dated as of August 20, 2018, between us and U.S. Bank National Association, as trustee (the "Indenture"), governing the 2023 Convertible Notes.

Future Capital Needs

We anticipate that our future capital needs will principally consist of funds required for:

- operating and general corporate expenses relating to the operation of our businesses;
- capital expenditures, primarily for information technology equipment, office furniture and leasehold improvements;
- debt service requirements, including interest payments on our long-term debt;
- compensation to designated executive management and senior managing directors under our various long-term incentive compensation programs;
- discretionary funding of the Repurchase Program;
- contingent obligations related to our acquisitions;
- potential acquisitions of businesses; and
- other known future contractual obligations.

During 2020, we spent \$34.9 million in capital expenditures to support our organization, including direct support for specific client engagements. During 2021, we currently expect to make capital expenditures to support our organization in an aggregate amount between \$70 million and \$80 million, which includes costs related to leasehold improvements for our new principal office space in New York, New York. Our estimate takes into consideration the needs of our existing businesses but does not include the impact of any purchases that we may be required to make as a result of future acquisitions or specific client engagements that are not completed or not currently contemplated. Our capital expenditure requirements may change if our staffing levels or technology needs change significantly from what we currently anticipate, if we are required to purchase additional equipment specifically to support new client engagements or if we pursue and complete additional acquisitions.

2023 Convertible Notes

Our 2023 Convertible Notes were issued pursuant to the Indenture. The 2023 Convertible Notes bear interest at a fixed rate of 2.0% per year, payable semiannually in arrears on February 15 and August 15 of each year, beginning on February 15, 2019. The 2023 Convertible Notes will mature on August 15, 2023, unless earlier converted or repurchased. Upon conversion, the 2023 Convertible Notes may be settled, at our election, in cash, shares of our common stock or a combination of cash and shares of our common stock.

Each \$1,000 principal amount of the 2023 Convertible Notes will be convertible into 9.8643 shares of our common stock, which is equivalent to a conversion price of approximately \$101.38 per share of common stock, at maturity, subject to adjustment upon the occurrence of specified events. Prior to the close of business on the business day immediately preceding May 15, 2023, the 2023 Convertible Notes may be converted only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ending on September 30, 2018 (and only during such calendar quarter), if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any

five consecutive trading day period (the "Measurement Period") in which the trading price (as defined in the Indenture) per \$1,000 principal amount of the 2023 Convertible Notes for each trading day of the Measurement Period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate in effect on each such trading day; or (3) upon the occurrence of specified corporate events. On or after May 15, 2023, until the close of business on the business day immediately preceding the maturity date of August 15, 2023, holders may convert their 2023 Convertible Notes at any time, regardless of the foregoing circumstances.

We may not redeem the 2023 Convertible Notes prior to the maturity date.

If we undergo a fundamental change (as defined in the Indenture), subject to certain conditions, holders may require us to repurchase for cash all or part of their 2023 Convertible Notes in principal amounts of \$1,000 or a multiple thereof. The fundamental change repurchase price will be equal to 100% of the principal amount of the 2023 Convertible Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. In addition, in certain circumstances, we may be required to increase the conversion rate for any 2023 Convertible Notes converted in connection with a make-whole fundamental change (as defined in the Indenture). See Note 1, "Description of Business and Summary of Significant Accounting Policies" and Note 14, "Debt" in Part II, Item 8 and "Risk Factors" in Part I, Item 1A of this Annual Report for a further discussion of the 2023 Convertible Notes.

Cash Flows

For the years ended December 31, 2020, 2019 and 2018 our cash flows from operations exceeded our cash needs for capital expenditures and debt service requirements. We believe that our cash flows from operations, supplemented by short-term borrowings under our Credit Facility, as necessary, will provide adequate cash to fund our long-term cash needs for the next 12 months or longer.

Our conclusion that we will be able to fund our cash requirements for the next 12 months by using existing capital resources and cash generated from operations does not take into account exacerbation of, or additional or prolonged disruptions caused by, the COVID-19 pandemic that could result in a material adverse impact on our business, which are events beyond our control, or the impact of any future acquisitions, unexpected significant changes in number of employees or other unanticipated uses of cash. The anticipated cash needs of our business could change significantly if we pursue and complete additional business acquisitions, if our business plans change, if events, including economic disruptions, arising from the COVID-19 pandemic worsen, or if other economic conditions change from those currently prevailing or from those now anticipated, or if other unexpected circumstances arise that may have a material effect on the cash flow or profitability of our business, including material negative changes in the health and welfare of our employees or those of our clients, and the operating performance or financial results of our business. Any of these events or circumstances, including any new business opportunities, could involve significant additional funding needs in excess of the identified currently available sources and could require us to raise additional debt or equity funding to meet those needs. Our ability to raise additional capital, if necessary, is subject to a variety of factors that we cannot predict with certainty, including:

- our future profitability;
- the quality of our accounts receivable;
- our relative levels of debt and equity;
- the volatility and overall condition of the capital markets; and
- the market prices of our securities.

Any new debt funding, if available, may be on terms less favorable to us than our Credit Facility or the 2023 Convertible Notes. See "Forward-Looking Statements" under the heading "Risk Factors" in Part I, Item 1A, of this Annual Report.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements and we have not entered into any transactions involving unconsolidated subsidiaries or special purpose entities that would be expected to have a material impact on our financial condition or results of operations.

Future Contractual Obligations

The following table sets forth our estimates as to the amounts and timing of our future contractual obligations as of December 31, 2020. The information in the table reflects future unconditional payments and is based on the terms of the relevant agreements, appropriate classification of items under GAAP currently in effect and certain assumptions such as interest rates. Future events could cause actual payments to differ from these amounts.

Future contractual obligations related to our long-term debt assume that payments will be made based on the current payment schedule and that interest payments will be at their stated rates and exclude any additional revolving line of credit borrowings or repayments subsequent to December 31, 2020 and prior to the November 30, 2023 maturity date of our Credit Facility.

Contractual Obligations	Total	Payments Due by Period			
		Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
			(in thousands)		
Long-term debt ⁽¹⁾	\$ 335,225	\$ 6,325	\$ 328,900	\$ —	\$ —
Operating leases	243,486	49,666	75,489	54,388	63,943
Total obligations	\$ 578,711	\$ 55,991	\$ 404,389	\$ 54,388	\$ 63,943

⁽¹⁾ Includes principal and interest payments. Projected interest payments may differ in the future based on the balance outstanding on our Credit Facility, as well as changes in market interest rates.

On October 26, 2020, the Company entered into a material lease agreement, amending and restating the lease agreement entered into as of August 19, 2020 (the "Lease") for its new principal office space in New York, New York to consolidate existing office space into fewer locations and in anticipation of future office space needs in view of its current leases, which are scheduled to expire in November 2021. The Company expects to accept possession of the premises on or about April 1, 2021, subject to the satisfaction of certain conditions. The Lease shall continue for an initial fixed term of 15 years, subject to two renewal options of five years each. Fixed rental payments under the Lease are scheduled to commence in April 2022, payable in monthly installments, and will aggregate approximately \$145 million, excluding lease-related incentives over the term of the Lease. During the lease term, the Company will be responsible for its percentage share of the leased square footage of the premises of increases in taxes over a base tax year of July 1, 2021-June 30, 2022 and operating expenses over a base operating year of calendar year 2021.

Effect of Inflation

Inflation is not generally a material factor affecting our business. General operating expenses such as salaries, employee benefits and lease costs are, however, subject to normal inflationary pressures.

Critical Accounting Policies

General. Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which we have prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. We evaluate our estimates, including those related to revenues, goodwill and intangible assets, income taxes and contingencies, on an ongoing basis. Our estimates are based on current facts and circumstances, historical experience and various other assumptions that we believe are reasonable, which form the basis for making judgments about the values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe that the following critical accounting policies reflect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Revenue Recognition. Revenues are recognized when we satisfy a performance obligation by transferring services promised in a contract to a customer and in an amount that reflects the consideration that we expect to receive in exchange for those services. Performance obligations in our contracts represent distinct or separate services that we provide to our customers. If, at the outset of an arrangement, we determine that a contract with enforceable rights and obligations does not exist, revenues are deferred until all criteria for an enforceable contract are met.

We generate the majority of our revenues by providing consulting services to our clients. Most of our consulting service contracts are based on one of the following types of contract arrangements:

- *Time and expense arrangements* require the client to pay us based on the number of hours worked at contractually agreed-upon rates. We recognize revenues for these contract arrangements based on hours incurred and contracted rates utilizing a right-to-invoice practical expedient because we have a right to consideration for services completed to date. When a time and expense arrangement has a not-to-exceed or "cap" amount and we expect to perform work in excess of the cap, we recognize revenues up to the cap amount specified by the client, or based on the efforts or hours incurred as a percentage of total efforts or hours expected to be incurred (i.e., "proportional performance method").
- *Fixed-fee arrangements* require the client to pay a fixed fee in exchange for a predetermined set of professional services. We recognize revenues earned to date by applying the proportional performance method. Generally, these arrangements have one performance obligation.
- *Performance-based or contingent arrangements* represent forms of variable consideration. In these arrangements, our fees are based on the attainment of contractually defined objectives with our client, such as completing a business transaction or assisting the client in achieving a specific business objective. We recognize revenues earned to date in an amount that is probable not to reverse and by applying the proportional performance method when the criteria for over time revenue recognition are met.

Certain fees in our time and materials arrangements may be subject to approval by a third party, such as a bankruptcy court or other regulatory agency. In such cases, we record revenues based on the amount we estimate we will be entitled to in exchange for our services and only to the extent a significant reversal of revenue is not likely to occur when the uncertainty associated with the estimate is subsequently resolved. Potential fee reductions imposed by bankruptcy courts and other regulatory agencies or negotiated with specific clients are estimated on a specific identification basis. Our estimates may vary depending on the nature of the engagement, client economics, historical experience and other appropriate factors. When there are changes in our estimates of potential fee reductions, we record such changes to revenues with a corresponding offset to our billed and unbilled accounts receivable.

In our Technology segment we generate unit-based revenues that are recognized at agreed-upon per unit rates for the amount of data stored or processed, the number of concurrent users accessing the information, or the number of pages or images processed for a client.

Reimbursable expenses, including those relating to travel, out-of-pocket expenses, outside consultants and other outside service costs, are generally included in revenues, and an equivalent amount of reimbursable expenses is included in costs of services in the period in which the expense is incurred.

Timing of revenue recognition often differs from the timing of billing to our customers. Generally, we transfer goods or services to a customer before the customer pays consideration or payment is due. If we have an unconditional right to invoice and receive payment for goods or services already provided, we record billed and unbilled receivables on our Consolidated Balance Sheets. Our contract terms generally include a requirement of payment within 30 days when no contingencies exist. Payment terms and conditions vary depending on the jurisdiction, market and type of service, and whether regulatory or other third-party approvals are required. At times, we may execute contracts in a form provided by customers that might include different payment terms and contracts may be negotiated at the client's request.

Goodwill and Intangible Assets. Goodwill represents the purchase price of acquired businesses in excess of the fair market value of net assets acquired at the date of acquisition. Intangible assets may include customer relationships, trademarks and acquired software.

We test our goodwill and indefinite-lived intangible assets for impairment annually as of the first day of the fourth quarter and whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. On a quarterly basis, we monitor the key drivers of fair value to detect events or other changes that would warrant an interim impairment test. Important factors we consider that could trigger an interim impairment review include, but are not limited to, the following:

- significant underperformance relative to expected historical or projected future operating results;
- a significant change in the manner of our use of the acquired asset or the strategy for our overall business;
- a significant market decline related to negative industry or economic trends; and/or
- our market capitalization relative to net carrying value.

We assess our goodwill for impairment at the reporting unit level. A reporting unit is an operating segment or a business one level below that operating segment if discrete financial information is available and regularly reviewed by the chief operating decision makers.

Our annual goodwill impairment test may be conducted using a qualitative assessment or a quantitative assessment. Under GAAP, we have an unconditional option to bypass the qualitative assessment and perform a quantitative impairment test. We determine whether to perform a qualitative assessment first or to bypass the qualitative assessment and proceed with the quantitative goodwill impairment test for each of our reporting units based on the excess of fair value over carrying value from the most recent quantitative tests and other events or changes in circumstances that could impact the fair value of the reporting units.

In the qualitative assessment, we consider various factors, events or circumstances, including macroeconomic conditions, industry and market considerations, cost factors, overall financial performance and other relevant reporting unit specific events. If, based on the qualitative assessment, we determine that it is not “more likely than not” that the fair value of a reporting unit is less than its carrying value, we do not prepare a quantitative impairment test. If we determine otherwise, we will prepare a quantitative assessment for potential goodwill impairment.

In the quantitative assessment, we compare the estimated fair value of the reporting unit with the carrying amount of that reporting unit. We estimate fair value using a combination of an income approach (based on discounted cash flows) and market approaches, using appropriate weighting factors. If the fair value exceeds the carrying amount, goodwill is not impaired. However, if the carrying value exceeds the fair value of the reporting unit, an impairment loss shall be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit.

The cash flows employed in the income approach are based on our most recent forecasts, budgets and business plans, as well as various growth rate assumptions for years beyond the current business plan period, discounted using an estimated weighted average cost of capital (“WACC”), which reflects an assessment of the risk inherent in the future revenue streams and cash flows. The WACC consists of (1) a risk-free rate of return, (2) an equity risk premium that is based on the historical rate of return for equity securities of publicly traded companies, (3) the current after-tax market rate of return on debt of companies with business characteristics similar to our reporting units and (4) a company-specific risk premium. We weight the cost of equity and debt by the relative market value percentages of our equity and debt. In the market approach, we utilize market multiples derived from comparable guideline companies and comparable market transactions to the extent available. These valuations are based on estimates and assumptions, including projected future cash flows, determination of appropriate comparable guideline companies and the determination of whether a premium or discount should be applied to such comparable guideline companies.

The process of evaluating the potential impairment of goodwill is highly subjective and requires significant judgment and estimates. There can be no assurance that the estimates and assumptions used in our goodwill impairment testing will prove to be accurate predictions of the future. If our assumptions regarding forecasted cash flows are not achieved or market conditions significantly deteriorate, we may be required to record goodwill impairment charges in future periods, whether in connection with our next annual impairment test or prior to that, if a triggering event occurs outside of the quarter during which the annual goodwill impairment test is performed. It is not possible at this time to determine if any future impairment charge would result or, if it does, whether such charge would be material.

Intangible assets with finite lives are amortized over their estimated useful lives and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. These events or changes in circumstances may include a significant deterioration of operating results, changes in business plans or changes in anticipated future cash flows. If an impairment indicator is present, we evaluate recoverability of assets to be held and used by a comparison of the carrying value of the assets with future undiscounted net cash flows expected to be generated by the assets. We group assets at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows generated by other asset groups. If the total of the expected undiscounted future cash flows is less than the carrying amount of the asset group, we estimate the fair value of the asset group to determine whether an impairment loss should be recognized.

Significant New Accounting Pronouncements

See Note 2, “New Accounting Standards” in Part II, Item 8 of this Annual Report.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk from changes in interest rates, changes in the price of our common stock and changes in foreign exchange rates.

Interest Rate Risk and Market Risk

We are exposed to interest rate risk related to debt obligations outstanding. Interest rate changes expose our fixed rate long-term borrowings to changes in fair value and expose our variable rate borrowings to changes in our interest expense. As of December 31, 2020, there were no variable rate debt instruments outstanding as there were no outstanding borrowings under our Credit Facility. Future interest rate risk may be affected by revolving line of credit borrowings subsequent to December 31, 2020 and prior to the November 30, 2023 maturity date of our Credit Facility.

From time to time, we may use derivative instruments to manage our interest rate risk and market risk exposure. All of our derivative transactions are entered into for non-trading purposes.

The following table presents principal cash flows and related interest rates by year of maturity for our 2023 Convertible Notes and the fair value of the debt as of December 31, 2020 and 2019. Our stock price affects the fair value of our 2023 Convertible Notes, which is determined based on the last actively traded prices in an over-the-counter market for our 2023 Convertible Notes. The last actively traded prices for our 2023 Convertible Notes per \$1,000 principal amount were \$1,255.28 and \$1,258.55 as of December 31, 2020 and 2019, respectively.

						December 31, 2020		December 31, 2019	
	2021	2022	2023	2024	Thereafter	Total	Fair Value	Total	Fair Value
Long-Term Debt	(dollars in thousands)								
Fixed rate	\$ —	\$ —	\$ 316,250	\$ —	\$ —	\$ 316,250	\$ 396,982	\$ 316,250	\$ 398,016
Average interest rate	—	—	5.4 %	—	—	5.4 %	—	5.4 %	—

Foreign Currency Exchange Rate Risk**Exchange Rate Risk**

Our FX exposure primarily relates to intercompany receivables and payables and third-party receivables and payables that are denominated in currencies other than the functional currency of our legal entities. Our largest FX exposure is unsettled intercompany payables and receivables, which are reviewed on a regular basis. In cases where settlement of intercompany balances is not practical, we may use cash to create offsetting currency positions to reduce exposure. Gains and losses from FX transactions are included in interest income and other on our Consolidated Statements of Comprehensive Income. See Note 8, "Interest Income and Other" in Part II, Item 8 of this Annual Report for information.

Translation of Financial Results

Most of our foreign subsidiaries operate in a currency other than USD; therefore, increases or decreases in the value of USD against other major currencies will affect our operating results and the value of our balance sheet items denominated in foreign currencies. Our most significant exposures to translation risk relate to functional currency assets and liabilities that are denominated in the British pound, euro, Australian dollar and Canadian dollar. The following table details the unrealized changes in the net investments of foreign subsidiaries whose currencies are denominated in currencies other than USD for the years ended December 31, 2020, 2019 and 2018. These translation adjustments are reflected in "Other comprehensive income (loss)" on our Consolidated Statements of Comprehensive Income.

Changes in Net Investment of Foreign Subsidiaries	Year Ended December 31,		
	2020	2019	2018
	(in thousands)		
British pound	\$ 13,599	\$ 7,390	\$ (15,590)
Euro	12,543	(1,323)	(2,753)
Australian dollar	6,619	(208)	(6,077)
Canadian dollar	1,209	1,020	(1,639)
All other	442	91	(1,543)
Total	\$ 34,412	\$ 6,970	\$ (27,602)

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

FTI Consulting, Inc. and Subsidiaries

Consolidated Financial Statements

INDEX

	<u>Page</u>
<u>Management's Report on Internal Control over Financial Reporting</u>	55
<u>Report of Independent Registered Public Accounting Firm — Internal Control over Financial Reporting</u>	56
<u>Report of Independent Registered Public Accounting Firm — Consolidated Financial Statements</u>	57
<u>Consolidated Balance Sheets — December 31, 2020 and 2019</u>	59
<u>Consolidated Statements of Comprehensive Income — Years Ended December 31, 2020, 2019 and 2018</u>	60
<u>Consolidated Statements of Stockholders' Equity — Years Ended December 31, 2020, 2019 and 2018</u>	61
<u>Consolidated Statements of Cash Flows — Years Ended December 31, 2020, 2019 and 2018</u>	62
<u>Notes to Consolidated Financial Statements</u>	63

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2020. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets, (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that our receipts and expenditures are being made only in accordance with the authorization of our management and directors, and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2020 based on the framework in the 2013 Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2020.

KPMG LLP, the independent registered public accounting firm that audited our financial statements, has issued an audit report on their assessment of internal control over financial reporting, which is included elsewhere in this Annual Report.

Date: February 25, 2021

/s/ STEVEN H. GUNBY

Steven H. Gunby
President and Chief Executive Officer
(Principal Executive Officer)

/s/ AJAY SABHERWAL

Ajay Sabherwal
Chief Financial Officer
(Principal Financial Officer)

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
FTI Consulting, Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited FTI Consulting, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2020 and 2019, the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes (collectively, the consolidated financial statements), and our report dated February 25, 2021 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

McLean, Virginia
February 25, 2021

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
FTI Consulting, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of FTI Consulting, Inc. and subsidiaries (the Company) as of December 31, 2020 and 2019, the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes. (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2020, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 25, 2021 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Change in Accounting Principle

The Company changed its method of accounting for leases as of January 1, 2019 due to the adoption of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 842, *Leases*.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates.

Changes in estimates of potential fee reductions

As discussed in Note 1 to the consolidated financial statements, for certain arrangements, the Company records revenues based on the amount it estimates it will be entitled to in exchange for its services and only to the extent that a significant reversal of revenue is not likely to occur when the uncertainty associated with the estimate is subsequently resolved. The Company records changes to revenue when there are changes in estimates of potential fee reductions imposed by bankruptcy courts or other regulatory agencies or negotiated with specific clients. Revenues for the year ended December 31, 2020 were approximately \$2.5 billion, which includes the previously mentioned changes.

We identified the evaluation of changes in estimates of potential fee reductions as a critical audit matter. There was a high degree of subjectivity and audit effort in evaluating the likely outcome of potential fee reductions imposed by bankruptcy courts or other regulatory agencies or negotiated by specific clients, which may vary depending on the nature of the engagement, client economics, historical experience and other appropriate factors.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's revenue process, including controls related to the monthly analysis of estimated potential fee reductions by arrangement, and review of the related changes to revenue. For a sample of changes in estimates of potential fee reductions, we inspected relevant evidence, including: (1) contractual documents, (2) regulatory correspondence if applicable, and (3) historical trends and analysis performed by the Company that supported the change, and also inquired of relevant Company personnel to assess the rationale for making the change. For a sample of arrangements, we assessed the existence and accuracy of the billed receivables by confirming amounts recorded directly with the Company's clients. We compared actual collections and write-offs to previous billed and unbilled receivables to assess the Company's ability to accurately record changes in estimates of potential fee reductions.

/s/ KPMG LLP

We have served as the Company's auditor since 2006.

McLean, Virginia
February 25, 2021

Consolidated Balance Sheets
(in thousands, except per share data)

	December 31,	
	2020	2019
Assets		
Current assets		
Cash and cash equivalents	\$ 294,953	\$ 369,373
Accounts receivable, net	711,357	693,372
Current portion of notes receivable	35,253	35,106
Prepaid expenses and other current assets	88,144	80,810
Total current assets	1,129,707	1,178,661
Property and equipment, net	101,642	93,672
Operating lease assets	156,645	159,777
Goodwill	1,234,879	1,202,767
Intangible assets, net	41,550	38,432
Notes receivable, net	61,121	69,033
Other assets	51,819	40,800
Total assets	\$ 2,777,363	\$ 2,783,142
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable, accrued expenses and other	\$ 170,066	\$ 158,936
Accrued compensation	455,933	416,903
Billings in excess of services provided	44,172	36,698
Total current liabilities	670,171	612,537
Long-term debt, net	286,131	275,609
Noncurrent operating lease liabilities	161,677	176,378
Deferred income taxes	158,342	151,352
Other liabilities	100,861	78,124
Total liabilities	1,377,182	1,294,000
Commitments and contingencies (Note 16)		
Stockholders' equity		
Preferred stock, \$0.01 par value; shares authorized — 5,000; none outstanding	—	—
Common stock, \$0.01 par value; shares authorized — 75,000; shares issued and outstanding — 34,481 (2020) and 37,390 (2019)	345	374
Additional paid-in capital	—	216,162
Retained earnings	1,506,271	1,413,453
Accumulated other comprehensive loss	(106,435)	(140,847)
Total stockholders' equity	1,400,181	1,489,142
Total liabilities and stockholders' equity	\$ 2,777,363	\$ 2,783,142

See accompanying notes to consolidated financial statements.

Consolidated Statements of Comprehensive Income
(in thousands, except per share data)

	Year Ended December 31,		
	2020	2019	2018
Revenues	\$ 2,461,275	\$ 2,352,717	\$ 2,027,877
Operating expenses			
Direct cost of revenues	1,672,711	1,534,896	1,328,074
Selling, general and administrative expenses	488,411	504,074	465,636
Special charges	7,103	—	—
Amortization of intangible assets	10,387	8,152	8,162
	<u>2,178,612</u>	<u>2,047,122</u>	<u>1,801,872</u>
Operating income	282,663	305,595	226,005
Other income (expense)			
Interest income and other	(412)	2,061	4,977
Interest expense	(19,805)	(19,206)	(27,149)
Gain on sale of business	—	—	13,031
Loss on early extinguishment of debt	—	—	(9,072)
	<u>(20,217)</u>	<u>(17,145)</u>	<u>(18,213)</u>
Income before income tax provision	262,446	288,450	207,792
Income tax provision	51,764	71,724	57,181
Net income	\$ <u>210,682</u>	\$ <u>216,726</u>	\$ <u>150,611</u>
Earnings per common share — basic	\$ 5.92	\$ 5.89	\$ 4.06
Earnings per common share — diluted	\$ 5.67	\$ 5.69	\$ 3.93
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustments, net of tax expense of \$—, \$— and \$373	\$ 34,412	\$ 6,970	\$ (27,602)
Total other comprehensive income (loss), net of tax	34,412	6,970	(27,602)
Comprehensive income	\$ <u>245,094</u>	\$ <u>223,696</u>	\$ <u>123,009</u>

See accompanying notes to consolidated financial statements.

Consolidated Statements of Stockholders' Equity
(in thousands)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount				
Balance at December 31, 2017	<u>37,729</u>	<u>\$ 377</u>	<u>\$ 266,035</u>	<u>\$ 1,045,774</u>	<u>\$ (120,215)</u>	<u>\$ 1,191,971</u>
Net income	—	\$ —	\$ —	\$ 150,611	\$ —	\$ 150,611
Other comprehensive loss:						
Cumulative translation adjustment	—	—	—	—	(27,602)	(27,602)
Issuance of common stock in connection with:						
Exercise of options	1,051	11	41,557	—	—	41,568
Restricted share grants, less net settled shares of 58	319	3	(3,097)	—	—	(3,094)
Stock units issued under incentive compensation plan	—	—	1,059	—	—	1,059
Purchase and retirement of common stock	(952)	(10)	(55,728)	—	—	(55,738)
Cumulative effect due to adoption of new accounting standard	—	—	—	342	—	342
Conversion feature of convertible senior notes, due 2023, net	—	—	34,131	—	—	34,131
Share-based compensation	—	—	15,577	—	—	15,577
Balance at December 31, 2018	<u>38,147</u>	<u>\$ 381</u>	<u>\$ 299,534</u>	<u>\$ 1,196,727</u>	<u>\$ (147,817)</u>	<u>\$ 1,348,825</u>
Net income	—	\$ —	\$ —	\$ 216,726	\$ —	\$ 216,726
Other comprehensive income:						
Cumulative translation adjustment	—	—	—	—	6,970	6,970
Issuance of common stock in connection with:						
Exercise of options	256	3	9,685	—	—	9,688
Restricted share grants, less net settled shares of 78	245	3	(6,520)	—	—	(6,517)
Stock units issued under incentive compensation plan	—	—	1,413	—	—	1,413
Purchase and retirement of common stock	(1,258)	(13)	(105,928)	—	—	(105,941)
Share-based compensation	—	—	17,978	—	—	17,978
Balance at December 31, 2019	<u>37,390</u>	<u>\$ 374</u>	<u>\$ 216,162</u>	<u>\$ 1,413,453</u>	<u>\$ (140,847)</u>	<u>\$ 1,489,142</u>
Net income	—	\$ —	\$ —	\$ 210,682	\$ —	\$ 210,682
Other comprehensive income:						
Cumulative translation adjustment	—	—	—	—	34,412	34,412
Issuance of common stock in connection with:						
Exercise of options	140	1	4,933	—	—	4,934
Restricted share grants, less net settled shares of 93	220	3	(10,759)	—	—	(10,756)
Stock units issued under incentive compensation plan	—	—	2,314	—	—	2,314
Purchase and retirement of common stock	(3,269)	(33)	(235,554)	(117,864)	—	(353,451)
Share-based compensation	—	—	22,904	—	—	22,904
Balance at December 31, 2020	<u>34,481</u>	<u>\$ 345</u>	<u>\$ —</u>	<u>\$ 1,506,271</u>	<u>\$ (106,435)</u>	<u>\$ 1,400,181</u>

See accompanying notes to consolidated financial statements.

Consolidated Statements of Cash Flows
(in thousands)

	Year Ended December 31,		
	2020	2019	2018
Operating activities			
Net income	\$ 210,682	\$ 216,726	\$ 150,611
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	32,661	30,153	31,536
Amortization and impairment of intangible assets	10,387	8,152	8,162
Acquisition-related contingent consideration	5,593	2,372	479
Provision for expected credit losses	19,692	19,602	17,872
Share-based compensation	22,904	17,978	15,577
Amortization of debt discount and issuance costs	11,214	11,615	5,456
Loss on early extinguishment of debt	—	—	9,072
Gain on sale of business	—	—	(13,031)
Deferred income taxes	(9,132)	(3,712)	20,831
Other	45	302	769
Changes in operating assets and liabilities, net of effects from acquisitions:			
Accounts receivable, billed and unbilled	(26,800)	(141,894)	(72,034)
Notes receivable	8,029	10,445	8,987
Prepaid expenses and other assets	4,640	(22,648)	(2,258)
Accounts payable, accrued expenses and other	13,901	(8,907)	8,908
Income taxes	(22,549)	24,496	(8,890)
Accrued compensation	38,627	61,339	52,510
Billings in excess of services provided	7,175	(8,133)	(3,885)
Net cash provided by operating activities	327,069	217,886	230,672
Investing activities			
Payments for acquisition of businesses, net of cash received	(25,271)	(18,791)	—
Purchases of property and equipment	(34,866)	(42,072)	(32,270)
Proceeds from sale of business	—	—	50,283
Other	17	257	731
Net cash provided by (used in) investing activities	(60,120)	(60,606)	18,744
Financing activities			
Borrowings under revolving line of credit	289,500	45,000	233,500
Repayments under revolving line of credit	(289,500)	(45,000)	(333,500)
Proceeds from issuance of convertible notes	—	—	316,250
Payments of long-term debt	—	—	(300,000)
Payments of debt issue and debt prepayment costs	—	—	(16,149)
Purchase and retirement of common stock	(353,593)	(105,797)	(55,738)
Net issuance of common stock under equity compensation plans	(5,823)	3,171	38,475
Payments for business acquisition liabilities	(3,948)	(2,282)	(3,029)
Deposits and other	3,311	1,597	2,672
Net cash used in financing activities	(360,053)	(103,311)	(117,519)
Effect of exchange rate changes on cash and cash equivalents	18,684	3,335	(9,789)
Net increase (decrease) in cash and cash equivalents	(74,420)	57,304	122,108
Cash and cash equivalents, beginning of period	369,373	312,069	189,961
Cash and cash equivalents, end of period	\$ 294,953	\$ 369,373	\$ 312,069
Supplemental cash flow disclosures			
Cash paid for interest	\$ 7,752	\$ 7,606	\$ 21,687
Cash paid for income taxes, net of refunds	\$ 83,445	\$ 50,941	\$ 45,568
Non-cash investing and financing activities:			
Issuance of stock units under incentive compensation plans	\$ 2,314	\$ 1,413	\$ 1,059
Business acquisition liabilities not yet paid	\$ 6,209	\$ 9,746	\$ —

See accompanying notes to consolidated financial statements

Notes to Consolidated Financial Statements

(dollar and share amounts in tables expressed in thousands, except per share data)

1. Description of Business and Summary of Significant Accounting Policies

Description of Business

FTI Consulting, Inc., including its consolidated subsidiaries (collectively, the “Company,” “we,” “our” or “FTI Consulting”), is a global business advisory firm dedicated to helping organizations manage change, mitigate risk and resolve disputes: financial, legal, operational, political & regulatory, reputational and transactional. Individually, each of our segments and practices is staffed with experts recognized for the depth of their knowledge and a track record of making an impact. Collectively, FTI Consulting offers a comprehensive suite of services designed to assist clients across the business cycle, from proactive risk management to rapid response to unexpected events and dynamic environments. We operate through five reportable segments: Corporate Finance & Restructuring (“Corporate Finance”), Forensic and Litigation Consulting (“FLC”), Economic Consulting, Technology and Strategic Communications.

Accounting Principles

Our financial statements are prepared in conformity with United States (“U.S.”) generally accepted accounting principles (“GAAP”). The consolidated financial statements include the accounts of FTI Consulting and all of our subsidiaries. All intercompany transactions and balances have been eliminated. Reclassifications of certain prior period amounts have been made to conform to the current period presentation.

Foreign Currency

Results of operations for our non-U.S. subsidiaries are translated from the designated functional currency to the reporting currency of the U.S. dollar (“USD”). Revenues and expenses are translated at average exchange rates for each month, while assets and liabilities are translated at balance sheet date exchange rates. Resulting net translation adjustments are recorded as a component of stockholders’ equity in “Accumulated other comprehensive loss.”

Transaction gains and losses arising from currency exchange rate fluctuations on transactions denominated in a currency other than the local functional currency are included in “Interest income and other” on the Consolidated Statements of Comprehensive Income. Such transaction gains and losses may be realized or unrealized depending upon whether the transaction settled during the period or remains outstanding at the balance sheet date.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. Due to the inherent uncertainty involved in making those assumptions, actual results could differ from those estimates. Our most significant estimates relate to revenues and the assessment of the recoverability of goodwill and intangible assets. Other estimates include, but are not limited to, the realization of deferred tax assets and the fair value of acquisition-related contingent consideration. Management bases its estimates on historical trends, projections, current experience and other assumptions that it believes are reasonable.

Concentrations of Risk

We do not have a single customer that represents 10% or more of our consolidated revenues. We derive the majority of our revenues from providing professional services to clients in the U.S. For the year ended December 31, 2020, we derived approximately 37% of our consolidated revenues from the work of professionals who are assigned to locations outside the U.S. We believe that the geographic and industry diversity of our customer base throughout the U.S. and internationally minimizes the risk of incurring material losses due to concentrations of credit risk.

Revenue Recognition

Revenues are recognized when we satisfy a performance obligation by transferring services promised in a contract to a customer and in an amount that reflects the consideration that we expect to receive in exchange for those services. Performance obligations in our contracts represent distinct or separate services that we provide to our customers. If, at the outset of an arrangement, we determine that a contract with enforceable rights and obligations does not exist, revenues are deferred until all criteria for an enforceable contract are met.

We generate the majority of our revenues by providing consulting services to our clients. Most of our consulting service contracts are based on one of the following types of contract arrangements:

- *Time and expense arrangements* require the client to pay us based on the number of hours worked at contractually agreed-upon rates. We recognize revenues for these contract arrangements based on hours incurred and contracted rates utilizing a right-to-invoice practical expedient because we have a right to consideration for services completed to date. When a time and expense arrangement has a not-to-exceed or "cap" amount and we expect to perform work in excess of the cap, we recognize revenues up to the cap amount specified by the client, based on the efforts or hours incurred as a percentage of total efforts or hours expected to be incurred (i.e., proportional performance method).
- *Fixed-fee arrangements* require the client to pay a fixed fee in exchange for a predetermined set of professional services. We recognize revenues earned to date by applying the proportional performance method. Generally, these arrangements have one performance obligation.
- *Performance-based or contingent arrangements* represent forms of variable consideration. In these arrangements, our fees are based on the attainment of contractually defined objectives with our client, such as completing a business transaction or assisting the client in achieving a specific business objective. We recognize revenues earned to date in an amount that is probable not to reverse and by applying the proportional performance method when the criteria for over time revenue recognition are met.

Certain fees in our time and materials arrangements may be subject to approval by a third-party, such as a bankruptcy court and other regulatory agency. In such cases, we record revenues based on the amount we estimate we will be entitled to in exchange for our services and only to the extent a significant reversal of revenue is not likely to occur when the uncertainty associated with the estimate is subsequently resolved. Potential fee reductions imposed by bankruptcy courts and other regulatory agencies or negotiated with specific clients are estimated on a specific identification basis. Our estimates may vary depending on the nature of the engagement, client economics, historical experience and other appropriate factors. When there are changes in our estimates of potential fee reductions, we record such changes to revenues with a corresponding offset to our billed and unbilled accounts receivable.

In our Technology segment we generate unit-based revenues that are recognized at agreed-upon per unit rates for the amount of data stored or processed, the number of concurrent users accessing the information, or the number of pages or images processed for a client.

Reimbursable expenses, including those relating to travel, out-of-pocket expenses, outside consultants and other outside service costs, are generally included in revenues, and an equivalent amount of reimbursable expenses is included in costs of services in the period in which the expense is incurred.

Timing of revenue recognition often differs from the timing of billing to our customers. Generally, we transfer goods or services to a customer before the customer pays consideration or payment is due. If we have an unconditional right to invoice and receive payment for goods or services already provided, we record billed and unbilled receivables on our Consolidated Balance Sheets. Our contract terms generally include a requirement of payment within 30 days when no contingencies exist. Payment terms and conditions vary depending on the jurisdiction, market and type of service, and whether regulatory or other third-party approvals are required. At times, we may execute contracts in a form provided by customers that might include different payment terms and contracts may be negotiated at the client's request.

Direct Cost of Revenues

Direct cost of revenues consists primarily of billable employee compensation and related payroll benefits, the cost of contractors assigned to revenue-generating activities and direct expenses billable to clients. Direct cost of revenues also includes expense for cloud-based computing and depreciation expense on the software used to host and process client information. Direct cost of revenues does not include an allocation of corporate overhead and non-billable segment costs.

Share-Based Compensation

Share-based compensation cost is estimated at the grant date based on the fair value of the award and is recognized as expense over the requisite service period or performance period of the award. The amount of share-based compensation expense recognized at any date must at least equal the portion of grant date value of the award that is vested at that date.

The fair value of restricted share awards and restricted stock units is measured based on the closing price of the underlying stock on the date of grant. The fair value of performance share units that contain market-based vesting conditions is measured using a Monte Carlo pricing model. The compensation cost of performance stock units with market-based vesting

conditions is based on the grant date fair value and is not subsequently reversed if it is later determined that the market condition is unlikely to be met or is expected to be lower than originally expected. For performance share units that contain performance-based vesting conditions, the compensation cost is adjusted each reporting period based on the probability of the awards vesting.

We use the Black-Scholes pricing model to determine the fair value of stock options on the date of grant. The Black-Scholes pricing model requires the development of assumptions, including volatility and expected term, which are based on our historical experience. The risk-free interest rate is based on the term of U.S. Treasury interest rates that is consistent with the expected term of the share-based award.

For all our share-based awards, we recognize forfeitures in compensation cost when they occur.

Acquisition-Related Contingent Consideration

The fair value of acquisition-related contingent consideration is estimated at the acquisition date utilizing either the present value of our probability-weighted estimate of future cash flows or a Monte Carlo simulation. Subsequent to the acquisition date, on a quarterly basis, the contingent consideration liability is remeasured at current fair value with any changes recorded in earnings. Accretion expense is recorded to acquisition-related contingent consideration liabilities for changes in fair value due to the passage of time. Remeasurement gains or losses and accretion expense are included in "Selling, general and administrative" ("SG&A") expenses on the Consolidated Statements of Comprehensive Income.

Advertising Costs

Advertising costs consist of marketing, advertising through print and other media, professional event sponsorship and public relations. These costs are expensed as incurred. Advertising costs totaled \$15.2 million, \$18.6 million and \$15.5 million for the years ended December 31, 2020, 2019 and 2018, respectively, and are included in SG&A expenses on the Consolidated Statements of Comprehensive Income.

Income Taxes

Our income tax provision consists principally of U.S. federal, state and international income taxes. We generate income in a significant number of states located throughout the U.S. and in foreign countries in which we conduct business. Our effective income tax rate may fluctuate due to a change in the mix of earnings between higher and lower state or country tax jurisdictions and the impact of non-deductible expenses. Additionally, we record deferred tax assets and liabilities using the asset and liability method of accounting, which requires us to measure these assets and liabilities using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not that some portion, or all, of the deferred tax asset will not be realized. In evaluating our ability to recover our deferred tax assets, we consider all available positive and negative evidence, including scheduled reversals of temporary differences, projected future taxable income, tax planning strategies and recent results of operations.

Cash Equivalents

Cash equivalents consist of money market funds, commercial paper and certificates of deposit with maturities of three months or less at the time of purchase.

Allowance for Expected Credit Losses

We estimate the current-period provision for expected credit losses on a specific identification basis. Our judgments regarding a specific client's credit risk considers factors such as the counterparty's creditworthiness, knowledge of the specific client's circumstances and historical collection experience for similar clients. Other factors include, but are not limited to, current economic conditions and forward-looking estimates. Our actual experience may vary from our estimates. If the financial condition of our clients were to deteriorate, resulting in their inability or unwillingness to pay our fees, we may need to record additional provisions for expected credit losses in future periods. The risk of credit losses may be mitigated to the extent that we received a retainer from some of our clients prior to performing services.

We maintain an allowance for expected credit losses, which represents the aggregate amount of credit risk arising from the inability of specific clients to pay our fees or disputes that may affect our ability to fully collect our billed accounts receivable. We record our estimate of lifetime expected credit losses concurrently with the initial recognition of the underlying receivable. Accounts receivable, net of the allowance for expected credit losses, represents the amount we expect to collect. At each reporting date, we adjust the allowance for expected credit losses to reflect our current estimate. Adjustments to the allowance for expected credit losses are recorded to SG&A expenses on the Consolidated Statements of Comprehensive Income. Our billed accounts receivables are written off when the potential for recovery is considered remote.

The Company voluntarily revised the presentation of billed and unbilled accounts receivables in the Consolidated Balance Sheets. Previously, changes in estimates of our potential fee reductions, such as those imposed by bankruptcy courts and other regulatory agencies, were presented within allowance for expected credit losses in the Consolidated Balance Sheets. Our presentation was revised in the current year to report adjustments to estimates of our potential fee reductions within billed and unbilled receivables. As a result of the change, billed and unbilled receivables were reduced by approximately \$58.3 million and \$172.1 million, respectively, and the allowance for expected credit losses was reduced by approximately \$230.3 million as compared with the amounts previously presented on the Consolidated Balance Sheets in our Annual Report on Form 10-K for the year ended December 31, 2019. The presentation did not impact the Consolidated Statements of Comprehensive Income, Consolidated Statements of Stockholder's Equity or Consolidated Statements of Cash Flows.

Property and Equipment

We record property and equipment, including improvements that extend useful lives, at cost, while maintenance and repairs are expensed as incurred. We calculate depreciation using the straight-line method based on estimated useful lives ranging from one to seven years for furniture, equipment and software. We amortize leasehold improvements over the shorter of the estimated useful life of the asset or the lease term. We capitalize costs incurred during the application development stage of computer software developed or obtained for internal use. Capitalized software developed for internal use is classified within furniture, equipment and software and is amortized over the estimated useful life of the software, which is generally three years. Purchased software licenses to be sold to customers are capitalized and amortized over the license term.

Notes Receivable from Employees

Notes receivable from employees principally include unsecured general recourse forgivable loans and retention payments, which are provided to attract and retain certain of our senior employees and other professionals. Generally, all of the principal amount and accrued interest of the forgivable loans we make to employees and other professionals will be forgiven according to the stated terms of the loan agreement, provided that the professional is providing services to the Company on the forgiveness date and upon other specified events, such as death or disability. Professionals who terminate their employment or services with us prior to the end of the forgiveness period are required to repay the outstanding, unforgiven loan balance and any accrued but unforgiven interest. If the termination was by the Company without cause or by the employee with good reason, or, subject to certain conditions, if the employee terminates his or her employment due to retirement or non-renewal of his or her employment agreement, the loan may be forgiven or continue to be forgivable, in whole or in part. We amortize forgivable loans ratably over the requisite service period, which ranges from a period of one to 10 years. The amount of expense recognized at any date must at least equal to the portion of the principal forgiven on the forgiveness date.

Goodwill and Intangible Assets

Goodwill represents the purchase price of acquired businesses in excess of the fair market value of net assets acquired at the date of acquisition. Intangible assets may include customer relationships, trademarks and acquired software.

We test our goodwill and indefinite-lived intangible assets for impairment annually as of the first day of the fourth quarter and whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. On a quarterly basis, we monitor the key drivers of fair value to detect events or other changes that would warrant an interim impairment test. Important factors we consider that could trigger an interim impairment review include, but are not limited to, the following:

- significant underperformance relative to expected historical or projected future operating results;
- a significant change in the manner of our use of the acquired asset or the strategy for our overall business;
- a significant market decline related to negative industry or economic trends; and/or
- our market capitalization relative to net carrying value.

We assess our goodwill for impairment at the reporting unit level. A reporting unit is an operating segment or a business one level below that operating segment if discrete financial information is available and regularly reviewed by the chief operating decision makers.

Our annual goodwill impairment test may be conducted using a qualitative assessment or a quantitative assessment. Under GAAP, we have an unconditional option to bypass the qualitative assessment and perform a quantitative impairment test. We determine whether to perform a qualitative assessment first or to bypass the qualitative assessment and proceed with the quantitative goodwill impairment test for each of our reporting units based on the excess of fair value over carrying value from the most recent quantitative tests and other events or changes in circumstances that could impact the fair value of the reporting units.

In the qualitative assessment, we consider various factors, events or circumstances, including macroeconomic conditions, industry and market considerations, cost factors, overall financial performance and other relevant reporting unit specific events. If, based on the qualitative assessment, we determine that it is not "more likely than not" that the fair value of a reporting unit is less than its carrying value, we do not prepare a quantitative impairment test. If we determine otherwise, we will prepare a quantitative assessment for potential goodwill impairment.

In the quantitative assessment, we compare the estimated fair value of the reporting unit with the carrying amount of that reporting unit. We estimate fair value using a combination of an income approach (based on discounted cash flows) and market approaches, using appropriate weighting factors. If the fair value exceeds the carrying amount, goodwill is not impaired. However, if the carrying value exceeds the fair value of the reporting unit, an impairment loss shall be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit.

Intangible assets with finite lives are amortized over their estimated useful life and reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We amortize our acquired finite-lived intangible assets on a straight-line basis over periods ranging from two to 15 years.

Impairment of Long-Lived Assets

We review long-lived assets such as property and equipment, operating lease assets and finite-lived intangible assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. These events or changes in circumstances may include a significant deterioration of operating results, changes in business plans or changes in anticipated future cash flows. If an impairment indicator is present, we evaluate recoverability of assets to be held and used by a comparison of the carrying value of the assets with future undiscounted net cash flows expected to be generated by the assets. We group assets at the lowest level for which there are identifiable cash flows that are largely independent of the cash flows generated by other asset groups. If the total of the expected undiscounted future cash flows is less than the carrying amount of the asset group, we estimate the fair value of the asset group to determine whether an impairment loss should be recognized.

Leases

We determine if a contract is a leasing arrangement at inception. Operating lease assets represent our right to control the use of an identified asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease assets and liabilities are recognized on the Consolidated Balance Sheets at the commencement date based on the present value of lease payments over the lease term. We use the incremental borrowing rate on the commencement date in determining the present value of our lease payments. We recognize operating lease expense for our operating leases on a straight-line basis over the lease term.

We lease office space and equipment under non-cancelable operating leases, which may include renewal or termination options that are reasonably certain of exercise. Most leases include one or more options to renew, with renewal terms that can extend the lease term up to seven years. Leases with an initial term of 12 months or less are not recorded on the balance sheet and are expensed on a straight-line basis. Lease and non-lease components are accounted for together as a single lease component for operating leases associated with our office space and our equipment leases. We apply a portfolio approach for certain equipment leases to effectively account for the operating lease assets and liabilities.

Billings in Excess of Services Provided

Billings in excess of services provided represent amounts billed to clients, such as retainers, in advance of work being performed. Clients may make advance payments, which are held on deposit until completion of work or are applied at predetermined amounts or times. Excess payments are either applied to final billings or refunded to clients upon completion of

work. Payments in excess of related accounts receivable and unbilled receivables are recorded as billings in excess of services provided within the liabilities section of the Consolidated Balance Sheets.

Convertible Notes

We separately recorded the liability and equity components of our 2.0% convertible senior notes due 2023 ("2023 Convertible Notes"). The carrying amount of the liability component was calculated by measuring the fair value of a similar debt instrument that does not have an associated convertible feature. The carrying amount of the equity component representing the conversion option was determined by deducting the fair value of the liability component from the par value of the 2023 Convertible Notes. The equity component is not remeasured as long as it continues to meet the conditions for equity classification. The excess of the principal amount of the liability component over its carrying amount ("debt discount") is amortized to interest expense over the term of the 2023 Convertible Notes using the effective interest rate method.

We record debt issuance costs as an adjustment to the carrying amount of the related liability and equity components of our 2023 Convertible Notes. We amortize the debt discount and debt issuance costs on the liability component using the effective interest rate method over the expected life of the debt instrument.

Upon conversion, the 2023 Convertible Notes may be settled, at our election, in cash, shares of our common stock or a combination of cash and shares of our common stock.

2. New Accounting Standards

Recently Adopted Accounting Standards

In August 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2018-15 ("ASU 2018-15"), *Internal Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract*, which requires companies to capitalize implementation costs of a hosting arrangement that is a service contract and expense those costs over the term of the hosting arrangement. On January 1, 2020, we prospectively adopted ASU 2018-15 for eligible costs incurred on or after the adoption date. The adoption of this standard resulted in the recognition of additional internal use software costs, which are included in the "Property and equipment, net" financial statement line item on the Consolidated Balance Sheets. The impact was not material on the Consolidated Balance Sheets as of December 31, 2020 or on the Consolidated Statements of Comprehensive Income, Consolidated Statements of Stockholders' Equity or Consolidated Statements of Cash Flows for the year ended December 31, 2020.

Accounting Standards Not Yet Adopted

In August 2020, the FASB issued ASU 2020-06, *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*, which simplifies accounting for convertible instruments by removing major separation models required under current GAAP. The ASU also removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception and simplifies the diluted earnings per share calculation in certain areas. The amendments in this ASU are effective for annual and interim periods beginning after December 15, 2021, although early adoption is permitted. The Company is in the process of evaluating the impact of this new guidance on its consolidated financial statements.

3. Earnings per Common Share

Basic earnings per common share is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per common share adjusts basic earnings per common share for the effects of potentially dilutive common shares. Potentially dilutive common shares include the dilutive effects of shares issuable under our equity compensation plans, including stock options and restricted shares (restricted share awards, restricted stock units and performance stock units), each using the treasury stock method.

Because we expect to settle the principal amount of the outstanding 2023 Convertible Notes in cash, we use the treasury stock method for calculating the potential dilutive effect of the conversion feature on earnings per common share, if applicable. The conversion feature had a dilutive impact on earnings per common share for the years ended December 31, 2020 and 2019, as the average market price per share of our common stock for the periods exceeded the conversion price of \$101.38 per share. See Note 14, "Debt" for additional information about the 2023 Convertible Notes.

	Year Ended December 31,		
	2020	2019	2018
Numerator — basic and diluted			
Net income	\$ 210,682	\$ 216,726	\$ 150,611
Denominator			
Weighted average number of common shares outstanding — basic	35,602	36,774	37,098
Effect of dilutive restricted shares	763	820	729
Effect of dilutive stock options	419	455	491
Effect of dilutive convertible notes	365	62	—
Weighted average number of common shares outstanding — diluted	37,149	38,111	38,318
Earnings per common share — basic	\$ 5.92	\$ 5.89	\$ 4.06
Earnings per common share — diluted	\$ 5.67	\$ 5.69	\$ 3.93
Antidilutive stock options and restricted shares	66	19	175

4. Revenues

We generate the majority of our revenues by providing consulting services to our clients. See Note 1, "Description of Business and Summary of Significant Accounting Policies" for additional information on the types of consulting contract arrangements we provide.

Revenues are recognized when we satisfy a performance obligation by transferring services promised in a contract to a customer and in an amount that reflects the consideration that we expect to receive in exchange for those services. Performance obligations in our contracts represent distinct or separate services that we provide to our customers. If, at the outset of an arrangement, we determine that a contract with enforceable rights and obligations does not exist, revenues are deferred until all criteria for an enforceable contract are met.

Revenues recognized during the current period may include revenues from performance obligations satisfied or partially satisfied in previous periods. This primarily occurs when the estimated transaction price has changed based on our current probability assessment over whether the agreed-upon outcome for our performance-based and contingent arrangements will be achieved. The aggregate amount of revenues recognized related to a change in the transaction price in the current period, which related to performance obligations satisfied or partially satisfied in a prior period, was \$19.0 million, \$28.9 million and \$16.1 million for the years ended December 31, 2020, 2019 and 2018, respectively.

Unfulfilled performance obligations primarily consist of fees not yet recognized on certain fixed-fee arrangements and performance-based and contingent arrangements. As of December 31, 2020 and 2019, the aggregate amount of the remaining contract transaction price allocated to unfulfilled performance obligations was \$8.5 million and \$2.3 million, respectively. We expect to recognize the majority of the related revenues over the next 24 months. We elected to utilize the optional exemption to exclude from this disclosure fixed-fee and performance-based and contingent arrangements with an original expected duration of one year or less and to exclude our time and expense arrangements for which revenues are recognized using the right-to-invoice practical expedient.

Contract assets are defined as assets for which we have recorded revenues but are not yet entitled to receive our fees because certain events, such as completion of the measurement period or client approval, must occur. The contract asset balance was \$2.6 million and \$1.3 million as of December 31, 2020 and 2019, respectively.

Contract liabilities are defined as liabilities incurred when we have received consideration but have not yet performed the agreed-upon services. This may occur when clients pay fees before work begins. The contract liability balance was immaterial as of December 31, 2020 and 2019, respectively.

5. Accounts Receivable and Allowance for Expected Credit Losses

The following table summarizes the components of "Accounts receivable, net" as presented on the Consolidated Balance Sheets:

	December 31,	
	2020	2019
Accounts receivable:		
Billed receivables	\$ 513,459	\$ 482,333
Unbilled receivables	236,285	246,205
Allowance for expected credit losses	(38,387)	(35,166)
Accounts receivable, net	\$ 711,357	\$ 693,372

The following table summarizes total provision for expected credit losses and write-offs:

	Year Ended December 31,		
	2020	2019	2018
Provision for expected credit losses	\$ 19,692	\$ 19,602	\$ 17,872
Write-offs	\$ 24,717	\$ 12,734	\$ 21,465

Our provision for expected credit losses includes recoveries, direct write-offs and charges to other accounts. Billed accounts receivables are written off when the potential for recovery is considered remote. See Note 1, "Description of Business and Summary of Significant Accounting Policies" for additional information on our accounting policies for revenue recognition and allowance for expected credit losses.

6. Special Charges

During the year ended December 31, 2020, we recorded a special charge of \$7.1 million, which consists of the following components:

- \$4.7 million of lease abandonment and other relocation costs associated with the consolidation of office space in New York, New York. The lease abandonment costs include non-cash charges of \$4.4 million related to accelerated amortization on operating lease assets and accelerated depreciation on lease-related property and equipment; and
- \$2.4 million of employee severance and other employee-related costs associated with performance-related actions in our FLC segment that impacted 16 employees. All of these amounts will be paid in cash within the next 12 months.

There were no special charges recorded during the years ended December 31, 2019 and 2018.

The following table details the special charges by segment:

	Year Ended December 31, 2020
Corporate Finance	\$ 861
FLC	3,484
Economic Consulting	35
Technology	276
Strategic Communications	2,074
Segment special charge	6,730
Unallocated Corporate	373
Total	\$ 7,103

7. Share-Based Compensation

Share-Based Incentive Compensation Plans

Under the Company's 2017 Omnibus Incentive Compensation Plan, effective as of June 7, 2017, there were 1,310,586 shares of common stock available for grant as of December 31, 2020.

Share-Based Compensation Expense

The table below reflects the total share-based compensation expense recognized in our Consolidated Statements of Comprehensive Income for the years ended December 31, 2020, 2019 and 2018:

Income Statement Classification	2020		2019		2018	
	Options ⁽¹⁾	Restricted Shares ⁽²⁾	Options ⁽¹⁾	Restricted Shares ⁽²⁾	Options ⁽¹⁾	Restricted Shares ⁽²⁾
Direct cost of revenues	\$ 9	\$ 13,080	\$ 497	\$ 11,869	\$ 780	\$ 9,804
Selling, general and administrative expenses	126	11,926	2,628	9,005	2,027	8,191
Total	\$ 135	\$ 25,006	\$ 3,125	\$ 20,874	\$ 2,807	\$ 17,995

⁽¹⁾ Includes options and cash-settled stock appreciation rights.

⁽²⁾ Includes restricted share awards, restricted stock units, performance stock units and cash-settled restricted stock units.

Stock Options

We did not grant any stock options during the years ended December 31, 2020, 2019 and 2018. Historically, we used the Black-Scholes option-pricing model to determine the fair value of our stock option grants.

A summary of our stock option activity during the year ended December 31, 2020 is presented below. The aggregate intrinsic value of stock options outstanding and exercisable, or fully vested, at December 31, 2020 in the table below represents the total pre-tax intrinsic value, which is calculated as the difference between the closing price of our common stock on the last trading day of 2020 and the exercise price, multiplied by the number of in-the-money options that would have been received by the option holders had all option holders exercised their options on December 31, 2020. The aggregate intrinsic value changes based on fluctuations in the fair market value per share of our common stock.

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Stock options outstanding at December 31, 2019	678	\$ 35.98		
Stock options granted	—	N/A		
Stock options exercised	(140)	\$ 35.14		
Stock options forfeited	—	N/A		
Stock options outstanding at December 31, 2020	538	\$ 36.20	4.3	\$ 40,065
Stock options exercisable at December 31, 2020	538	\$ 36.20	4.3	\$ 40,065

Cash received from option exercises for the years ended December 31, 2020, 2019 and 2018 was \$4.9 million, \$9.7 million and \$41.6 million, respectively. The tax benefit realized from stock options exercised totaled \$0.4 million, \$0.7 million and \$4.0 million for the years ended December 31, 2020, 2019 and 2018, respectively.

The intrinsic value of stock options exercised is the amount by which the market value of our common stock on the exercise date exceeds the exercise price. The total intrinsic value of stock options exercised for the years ended December 31, 2020, 2019 and 2018 was \$11.0 million, \$13.2 million and \$26.4 million, respectively.

As of December 31, 2020, there was no unrecognized compensation cost related to stock options.

Restricted Share Awards

A summary of our restricted share awards activity during the year ended December 31, 2020 is presented below:

	Shares	Weighted Average Grant Date Fair Value
Unvested restricted share awards outstanding at December 31, 2019	957	\$ 52.86
Restricted share awards granted	165	\$ 116.75
Restricted share awards vested	(242)	\$ 48.95
Restricted share awards forfeited	(7)	\$ 56.08
Unvested restricted share awards outstanding at December 31, 2020	873	\$ 66.00

As of December 31, 2020, there was \$32.0 million of unrecognized compensation cost related to unvested restricted share awards. That cost is expected to be recognized ratably over a weighted average period of 3.8 years. The total fair value of restricted share awards that vested during the years ended December 31, 2020, 2019 and 2018 was \$27.9 million, \$18.6 million and \$10.4 million, respectively.

Restricted Stock Units

A summary of our restricted stock units activity during the year ended December 31, 2020 is presented below:

	Shares	Weighted Average Grant Date Fair Value
Restricted stock units outstanding at December 31, 2019	313	\$ 43.45
Restricted stock units granted	57	\$ 114.95
Restricted stock units released	(55)	\$ 48.08
Restricted stock units forfeited	—	N/A
Restricted stock units outstanding at December 31, 2020	315	\$ 55.45

As of December 31, 2020, there was \$3.9 million of unrecognized compensation cost related to unvested restricted stock units. That cost is expected to be recognized ratably over a weighted average period of 4.7 years. The total fair value of restricted stock units released for the years ended December 31, 2020, 2019 and 2018 was \$6.1 million, \$4.5 million and \$5.4 million, respectively.

Performance Stock Units

Performance stock units represent common stock potentially issuable in the future, subject to achievement of either market or performance conditions. Our current outstanding performance stock units that are subject to market conditions vest based on the adjusted total shareholder return of the Company as compared with the adjusted total shareholder return of the Standard & Poor's 500 Index over the applicable performance period. Our current outstanding performance stock units that are subject to performance conditions vest based on Adjusted EBITDA metrics over the applicable performance period. The vesting and payout range for all of our performance stock units is typically between 0% and up to 150% of the target number of shares granted at the end of a two- or three-year performance period.

A summary of our performance stock units activity during the year ended December 31, 2020 is presented below:

	Shares	Weighted Average Grant Date Fair Value
Performance stock units outstanding at December 31, 2019	361	\$ 60.67
Performance stock units granted ⁽¹⁾	109	\$ 130.58
Performance stock units released	(100)	\$ 37.48
Performance stock units forfeited	—	N/A
Performance stock units outstanding at December 31, 2020	370	\$ 87.50

⁽¹⁾ Performance stock units granted are presented at the maximum potential payout percentage of 150% of target shares granted.

As of December 31, 2020, there was \$8.0 million of unrecognized compensation cost related to unvested performance stock units. That cost is expected to be recognized ratably over a weighted average period of 0.8 years. The total fair value of performance stock units that released during the years ended December 31, 2020, 2019 and 2018 was \$12.6 million, \$5.8 million and \$1.4 million, respectively.

The weighted average grant date fair value per share of restricted share awards, restricted stock units and performance stock units awarded during the years ended December 31, 2020, 2019 and 2018 was \$120.99, \$80.10 and \$51.73, respectively. The fair value of our restricted share awards, restricted stock units and performance stock units that are subject to performance conditions is determined based on the closing market price per share of our common stock on the grant date. The fair value of our performance stock units subject to market conditions is calculated using a Monte Carlo simulation as of the grant date.

8. Interest Income and Other

The table below presents the components of "Interest income and other" as shown on the Consolidated Statements of Comprehensive Income:

Interest Income and Other	Year Ended December 31,		
	2020	2019	2018
Interest income	\$ 3,735	\$ 4,761	\$ 5,448
Foreign exchange transaction gains (losses), net	(4,099)	(3,056)	261
Other	(48)	356	(732)
Total	\$ (412)	\$ 2,061	\$ 4,977

9. Balance Sheet Details

	December 31,	
	2020	2019
Prepaid expenses and other current assets		
Prepaid expenses	\$ 48,220	\$ 39,740
Income tax receivable	10,300	8,161
Other current assets	29,624	32,909
Total	\$ 88,144	\$ 80,810
Accounts payable, accrued expenses and other		
Accounts payable	\$ 13,124	\$ 18,346
Accrued expenses	65,082	46,511
Accrued interest payable	2,902	2,243
Accrued taxes payable	14,719	35,895
Current operating lease liabilities	42,716	35,727
Other current liabilities	31,523	20,214
Total	\$ 170,066	\$ 158,936

10. Property and Equipment

Property and equipment consist of the following:

	December 31,	
	2020	2019
Leasehold improvements	\$ 97,074	\$ 99,837
Construction in progress	15,291	4,359
Furniture and equipment	26,127	36,698
Computer equipment and software	107,901	119,904
	<u>246,393</u>	<u>260,798</u>
Accumulated depreciation	(144,751)	(167,126)
Property and equipment, net	<u>\$ 101,642</u>	<u>\$ 93,672</u>

Depreciation expense for property and equipment totaled \$32.6 million, \$30.1 million and \$26.2 million during the years ended December 31, 2020, 2019 and 2018, respectively.

11. Goodwill and Intangible Assets

Goodwill

The table below summarizes the changes in the carrying amount of goodwill by reportable segment:

	Corporate Finance ⁽¹⁾	FLC ⁽¹⁾	Economic Consulting ⁽¹⁾	Technology ⁽¹⁾	Strategic Communications ⁽²⁾	Total
Balance as of December 31, 2018	\$ 450,997	\$ 231,537	\$ 268,547	\$ 96,723	\$ 124,512	\$ 1,172,316
Acquisitions ⁽³⁾	27,389	—	—	—	—	27,389
Foreign currency translation adjustment and other	456	583	130	47	1,846	3,062
Balance as of December 31, 2019	<u>478,842</u>	<u>232,120</u>	<u>268,677</u>	<u>96,770</u>	<u>126,358</u>	<u>1,202,767</u>
Acquisitions ⁽³⁾	20,632	—	—	—	—	20,632
Foreign currency translation adjustment and other	6,598	1,254	410	51	3,167	11,480
Balance as of December 31, 2020	<u>\$ 506,072</u>	<u>\$ 233,374</u>	<u>\$ 269,087</u>	<u>\$ 96,821</u>	<u>\$ 129,525</u>	<u>\$ 1,234,879</u>

⁽¹⁾ There were no accumulated impairment losses for the Corporate Finance, FLC, Economic Consulting or Technology segments as of December 31, 2020, 2019 and 2018.

⁽²⁾ Amounts for our Strategic Communications segment include gross carrying values of \$323.7 million, \$320.5 million and \$318.7 million as of December 31, 2020, 2019 and 2018, respectively, and accumulated impairment losses of \$194.1 million as of December 31, 2020, 2019 and 2018.

⁽³⁾ During the years ended December 31, 2020 and 2019, we acquired businesses that were assigned to the Corporate Finance segment. We recorded \$20.6 million and \$27.4 million in goodwill as a result of the acquisitions in 2020 and 2019, respectively. The purchase price allocation for the 2020 acquisition is preliminary. We have included the results of the acquired businesses' operations in the Corporate Finance segment since the acquisition dates.

Intangible Assets

Intangible assets were as follows:

	Weighted Average Useful Life in Years	December 31, 2020			December 31, 2019		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizing intangible assets							
Customer relationships ⁽¹⁾	13.9	\$ 111,556	\$ 85,180	\$ 26,376	\$ 99,613	\$ 76,808	\$ 22,805
Trademarks ⁽¹⁾	5.7	11,809	2,768	9,041	9,855	653	9,202
Acquired software and other	9.2	3,618	2,585	1,033	3,386	2,061	1,325
	13.0	126,983	90,533	36,450	112,854	79,522	33,332
Non-amortizing intangible assets							
Trademarks	Indefinite	5,100	—	5,100	5,100	—	5,100
Total		<u>\$ 132,083</u>	<u>\$ 90,533</u>	<u>\$ 41,550</u>	<u>\$ 117,954</u>	<u>\$ 79,522</u>	<u>\$ 38,432</u>

⁽¹⁾ During the year ended December 31, 2020, we acquired a strategy consulting and investment banking business, and its related intangible assets were assigned to the Corporate Finance segment.

Intangible assets with finite lives are amortized over their estimated useful life. We recorded amortization expense of \$10.4 million, \$8.2 million and \$8.2 million during the years ended December 31, 2020, 2019 and 2018, respectively.

We estimate our future amortization expense for our intangible assets with finite lives to be as follows:

Year	As of December 31, 2020 ⁽¹⁾
2021	\$ 10,710
2022	8,683
2023	4,972
2024	3,504
2025	2,787
Thereafter	5,794
	<u>\$ 36,450</u>

⁽¹⁾ Actual amortization expense to be reported in future periods could differ from these estimates as a result of new intangible asset acquisitions, impairments, changes in useful lives, or other relevant factors or changes.

12. Notes Receivable from Employees

The table below summarizes the changes in the carrying amount of our notes receivable from employees:

	December 31,	
	2020	2019
Notes receivable from employees — beginning	\$ 104,139	\$ 113,699
Notes granted	34,383	28,879
Repayments	(8,043)	(13,179)
Amortization	(29,444)	(26,294)
Cumulative translation adjustment and other	(4,661)	1,034
Notes receivable from employees — ending	96,374	104,139
Less: current portion	(35,253)	(35,106)
Notes receivable from employees, net of current portion	<u>\$ 61,121</u>	<u>\$ 69,033</u>

As of December 31, 2020 and 2019, there were 320 and 303 notes outstanding, respectively. Total amortization expense for the years ended December 31, 2020, 2019 and 2018 was \$29.4 million, \$26.3 million and \$36.4 million, respectively.

13. Financial Instruments

The following table presents the carrying amounts and estimated fair values of our financial instruments by hierarchy level as of December 31, 2020 and 2019:

	December 31, 2020			
	Carrying Amount	Hierarchy Level (Fair Value)		
		Level 1	Level 2	Level 3
Liabilities				
Acquisition-related contingent consideration, including current portion ⁽¹⁾⁽²⁾	\$ 20,118	\$ —	\$ —	\$ 20,118
2023 Convertible Notes ⁽³⁾	286,131	—	396,982	—
Total	<u>\$ 306,249</u>	<u>\$ —</u>	<u>\$ 396,982</u>	<u>\$ 20,118</u>
December 31, 2019				
	Carrying Amount	Hierarchy Level (Fair Value)		
		Level 1	Level 2	Level 3
Liabilities				
Acquisition-related contingent consideration, including current portion ⁽¹⁾	\$ 14,826	\$ —	\$ —	\$ 14,826
2023 Convertible Notes ⁽³⁾	275,609	—	398,016	—
Total	<u>\$ 290,435</u>	<u>\$ —</u>	<u>\$ 398,016</u>	<u>\$ 14,826</u>

⁽¹⁾ The short-term portion is included in “Accounts payable, accrued expenses and other,” and the long-term portion is included in “Other liabilities” on the Consolidated Balance Sheets.

⁽²⁾ During the year ended December 31, 2020, we acquired a strategy consulting and investment banking business that was assigned to the Corporate Finance segment and recorded an acquisition-related contingent consideration liability.

⁽³⁾ The carrying values include unamortized deferred debt issue costs and debt discount.

The fair values of financial instruments not included in this table are estimated to be equal to their carrying values as of December 31, 2020 and December 31, 2019.

We estimate the fair value of our 2023 Convertible Notes based on their last actively traded prices. The fair value of our debt is classified within Level 2 of the fair value hierarchy because it is traded in less active markets.

We estimate the fair value of acquisition-related contingent consideration using either a probability-weighted discounted cash flow model or a Monte Carlo simulation. These fair value estimates represent Level 3 measurements as they are based on significant inputs not observed in the market and reflect our own assumptions. We have multiple valuation models that use different inputs and assumptions based on the timing of the acquisitions. As a result, the significant unobservable inputs used in these models vary. The acquisition-related contingent consideration subject to the probability-weighted discounted cash flow model was valued using significant unobservable inputs, including a discount rate of 13.5% and future cash flows. The acquisition-related contingent consideration liabilities subject to the Monte Carlo simulation were valued using significant unobservable inputs, including volatility rates between 31.5% and 40.0% and discount rates between 14.0% and 13.6%, which reflect the weighted average of our cost of debt and adjusted cost of equity of the acquired companies, and future cash flows. Significant increases (or decreases) in these unobservable inputs in isolation would result in significantly lower (or higher) fair values. We reassess the fair value of our acquisition-related contingent consideration at each reporting period based on additional information as it becomes available.

The change in our liability for acquisition-related contingent consideration for our Level 3 financial instruments is as follows:

	Contingent Consideration	
Balance at December 31, 2017	\$	3,750
Accretion expense ⁽¹⁾		479
Payments		(531)
Balance at December 31, 2018	\$	3,698
Additions ⁽²⁾		9,746
Accretion expense ⁽¹⁾		2,372
Payments		(1,000)
Foreign currency translation adjustment ⁽³⁾		10
Balance at December 31, 2019	\$	14,826
Additions ⁽²⁾		3,460
Accretion expense ⁽¹⁾		5,593
Payments		(4,692)
Foreign currency translation adjustment ⁽³⁾		931
Balance at December 31, 2020	\$	20,118

⁽¹⁾ Accretion expense is included in "Selling, general and administrative expenses" on the Consolidated Statements of Comprehensive Income.

⁽²⁾ During the years ended December 31, 2020 and 2019, we acquired businesses that were assigned to the Corporate Finance segment.

⁽³⁾ Foreign currency translation adjustments are included in "Other comprehensive income (loss), net of tax" on the Consolidated Statements of Comprehensive Income.

14. Debt

The table below summarizes the components of the Company's debt:

	December 31,	
	2020	2019
2023 Convertible Notes	\$ 316,250	\$ 316,250
Total debt	316,250	316,250
Less: deferred debt discount	(26,310)	(35,393)
Less: deferred debt issue costs	(3,809)	(5,248)
Long-term debt, net ⁽¹⁾	\$ 286,131	\$ 275,609
Additional paid-in capital	\$ 35,306	\$ 35,306
Discount attribution to equity	(1,175)	(1,175)
Equity component, net	\$ 34,131	\$ 34,131

⁽¹⁾ There were no current portions of long-term debt as of December 31, 2020 and 2019.

2023 Convertible Notes

On August 20, 2018, we issued the 2023 Convertible Notes in an aggregate principal amount of \$316.3 million. The 2023 Convertible Notes bear interest at a fixed rate of 2.0% per year, payable semiannually in arrears on February 15 and August 15 of each year, and will mature on August 15, 2023, unless earlier converted or repurchased. The 2023 Convertible Notes are senior unsecured obligations of the Company.

The 2023 Convertible Notes are convertible at maturity at a conversion rate of 9.8643 shares of our common stock per \$1,000 principal amount of the 2023 Convertible Notes (equivalent to a conversion price of approximately \$101.38 per share of common stock). Holders may convert their 2023 Convertible Notes at any time prior to the close of business on the business day immediately preceding May 15, 2023 only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ending on September 30, 2018 (and only during such calendar quarter), if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the "Measurement Period") in which the trading price (as defined in the indenture governing the 2023 Convertible Notes) per \$1,000 principal amount of the 2023 Convertible Notes for each trading day of the Measurement Period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate in effect on each such trading day; or (3) upon the occurrence of specified corporate events. On or after May 15, 2023, until the close of business on the business day immediately preceding the maturity date of August 15, 2023, holders may convert their 2023 Convertible Notes at any time, regardless of the foregoing circumstances. The circumstances required to allow the holders to convert their 2023 Convertible Notes were not met as of December 31, 2020.

If we undergo a fundamental change (as defined in the indenture governing the 2023 Convertible Notes), subject to certain conditions, holders may require us to repurchase for cash all or part of their 2023 Convertible Notes.

The debt discount is amortized to interest expense over the term of the 2023 Convertible Notes using the effective interest rate method. We incurred debt issue costs and allocated the total amount to the liability and equity components of the 2023 Convertible Notes based on their relative values. The debt issue costs attributable to the liability component are amortized to interest expense over the term of the 2023 Convertible Notes using the effective interest rate method. Issuance costs attributable to the equity component were netted with the equity component in stockholders' equity.

The table below summarizes the amount of interest cost recognized by us for both the contractual interest expense and amortization of the debt discount for the 2023 Convertible Notes:

	Year Ended December 31,		
	2020	2019	2018
Contractual interest expense	\$ 6,325	\$ 6,325	\$ 2,302
Amortization of debt discount ⁽¹⁾	9,083	8,606	3,018
Total	\$ 15,408	\$ 14,931	\$ 5,320

⁽¹⁾ The effective interest rate of the liability component is 5.45%.

2022 Notes

On November 15, 2018, we redeemed the \$300.0 million outstanding principal amount of our 6.0% senior notes due 2022 ("2022 Notes"), pursuant to the terms of the indenture governing the 2022 Notes. We recognized a loss on early extinguishment of debt of \$9.1 million, consisting primarily of a redemption premium of \$6.0 million and a \$3.1 million non-cash write-off of unamortized deferred financing costs. This loss has been recorded in "Loss on early extinguishment of debt" within the Consolidated Statements of Comprehensive Income.

Credit Facility

On June 26, 2015, we entered into a credit agreement, which provides for a \$550.0 million senior secured bank revolving credit facility ("Original Credit Facility") maturing on June 26, 2020. In November 2018, we amended and restated the credit agreement to the Original Credit Facility, to, among other things, extend the maturity to November 30, 2023 and incurred an additional \$1.7 million of debt issuance costs (the Original Credit Facility as amended and restated, the "Credit Facility"). At the Company's option, borrowings under the Credit Facility in USD, euro and British pound will bear interest at either one-, two- or three-month London Interbank Offered Rate ("LIBOR") or an alternative base rate, in each case plus the applicable margin. The applicable margin will fluctuate between 1.25% per annum and 2.00% per annum, in the case of LIBOR borrowings, or between 0.25% per annum and 1.00% per annum, in the case of base rate borrowings, in each case, based upon the Company's Consolidated Total Net Leverage Ratio (as defined in the Credit Facility) at such time. The lenders have a security interest in substantially all of the assets of the Company and substantially all of its domestic subsidiaries.

Under the Credit Facility, we are required to pay a commitment fee rate that fluctuates between 0.20% and 0.35% per annum and a letter of credit fee rate that fluctuates between 1.25% and 2.00% per annum, in each case, based upon the Company's Consolidated Total Net Leverage Ratio.

There were no borrowings outstanding under the Credit Facility as of December 31, 2020 and 2019. Additionally, \$1.1 million of the borrowing limit was used for letters of credit (and, therefore, unavailable) as of December 31, 2020.

There were \$1.3 million and \$2.0 million of unamortized debt issue costs related to the Credit Facility as of December 31, 2020 and 2019, respectively. These amounts were included in "Other assets" on our Consolidated Balance Sheets.

15. Leases

We lease office space and equipment under non-cancelable operating leases. We recognize operating lease expense on a straight-line basis over the lease term, which may include renewal or termination options that are reasonably certain of exercise. Leases with an initial term of 12 months or less are not recorded on the Consolidated Balance Sheets and are expensed on a straight-line basis. Most leases include one or more options to renew, with renewal terms that can extend the lease term from six months to seven years. The exercise of lease renewal options is at our sole discretion. Certain of our lease agreements include rental payments that are adjusted periodically for inflation. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The table below summarizes the carrying amount of our operating lease assets and liabilities:

Leases	Classification	December 31,	
		2020	2019
Assets			
Operating lease assets	Operating lease assets	\$ 156,645	\$ 159,777
Total lease assets		\$ 156,645	\$ 159,777
Liabilities			
Current			
Operating lease liabilities	Accounts payable, accrued expenses and other	\$ 42,716	\$ 35,727
Noncurrent			
Operating lease liabilities	Noncurrent operating lease liabilities	161,677	176,378
Total lease liabilities		\$ 204,393	\$ 212,105

The table below summarizes total lease costs:

Lease Cost	Year Ended December 31,	
	2020	2019
Operating lease costs	\$ 51,764	\$ 45,144
Short-term lease costs	2,476	3,173
Variable lease costs	12,986	11,962
Sublease income	(4,226)	(5,015)
Total lease cost, net	\$ 63,000	\$ 55,264

We sublease certain of our leased office spaces to third parties. Our sublease portfolio consists of leases of office space that we have vacated before the lease term expiration. Operating lease expense on vacated office space is reduced by sublease rental income, which is recorded to SG&A expenses on the Consolidated Statements of Comprehensive Income. Our sublease arrangements do not contain renewal options or restrictive covenants. We estimate future sublease rental income to be \$4.6 million in 2021, \$0.8 million in 2022, \$0.6 million in 2023, \$0.6 million in 2024 and \$0.3 million in 2025. There is no future sublease rental income estimated for the years beyond 2025.

The maturity analysis below summarizes the remaining future undiscounted cash flows for our operating leases and includes a reconciliation to operating lease liabilities reported on the Consolidated Balance Sheets:

	As of December 31, 2020
2021	\$ 49,666
2022	41,055
2023	34,434
2024	29,688
2025	24,700
Thereafter	63,943
Total future lease payments	243,486
Less: imputed interest	(39,093)
Total	\$ 204,393

The table below includes cash paid for our operating lease liabilities, other non-cash information, our weighted average remaining lease term and weighted average discount rate:

	Year Ended December 31,	
	2020	2019
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 56,075	\$ 46,079
Operating lease assets obtained in exchange for lease liabilities	\$ 32,759	\$ 37,774
Weighted average remaining lease term (years)		
Operating leases	6.7	6.5
Weighted average discount rate		
Operating leases	5.4 %	5.6 %

On October 26, 2020, the Company entered into a material lease agreement, amending and restating the lease agreement entered into as of August 19, 2020 (the "Lease") for its new principal office space in New York, New York. The Company expects to accept possession of the premises on or about April 1, 2021, subject to the satisfaction of certain conditions. The Lease shall continue for an initial fixed term of 15 years, subject to two renewal options of five years each. Fixed rental payments under the Lease are scheduled to commence in April 2022, payable in monthly installments, and will aggregate approximately \$145 million, excluding lease-related incentives over the term of the Lease. The Lease is not included in operating lease assets and operating lease liabilities on the Consolidated Balance Sheets as of December 31, 2020 as the Company does not yet have the right to use the premises.

16. Commitments and Contingencies

The Company entered into a material lease agreement for its new principal office space in New York, New York during the year ended December 31, 2020. See Note 15, "Leases" for additional information about the terms of the Lease.

We are subject to legal actions arising in the ordinary course of business. In management's opinion, we believe we have adequate legal defenses and/or insurance coverage with respect to the eventuality of such actions. We do not believe any settlement or judgment relating to any pending legal action would materially affect our financial position or results of operations.

17. Income Taxes

The table below summarizes significant components of deferred tax assets and liabilities:

	December 31,	
	2020	2019
Deferred tax assets		
Allowance for expected credit losses	\$ 14,676	\$ 13,041
Accrued vacation and bonus	30,694	27,438
Share-based compensation	13,522	12,647
Notes receivable from employees	13,333	12,187
State net operating loss carryforward	2,090	2,066
Foreign net operating loss carryforward	9,437	9,388
Federal tax credit and capital loss carryforward	—	7,336
Deferred compensation	240	2,117
Operating lease assets	41,283	43,397
Employee benefits obligations	2,339	1,191
Other, net	3,701	1,898
Total deferred tax assets	131,315	132,706
Deferred tax liabilities		
Revenue recognition	(8,351)	(6,732)
Operating lease liabilities	(28,523)	(29,671)
Property and equipment, net	(7,663)	(3,797)
Equity debt discount	(6,623)	(8,890)
Goodwill and intangible assets	(202,842)	(209,250)
Total deferred tax liabilities	(254,002)	(258,340)
Foreign withholding tax	(1,980)	(1,195)
Valuation allowance	(13,300)	(19,865)
Net deferred tax liabilities	\$ (137,967)	\$ (146,694)

As of December 31, 2020 and 2019, the Company recorded certain deferred tax assets related to foreign tax credits, capital loss and foreign net operating loss carryforwards, which can be carried forward for periods ranging from 10 years to indefinite. Based on forward-looking financial information, the Company believes it is not more likely than not that the attributes will be utilized. Therefore, valuation allowances of \$13.3 million and \$19.9 million are recorded against the Company's deferred tax assets as of December 31, 2020 and 2019, respectively.

During the year ended December 31, 2020, a U.S. subsidiary of the Company (the "Licensor") entered into an intellectual property license agreement with a United Kingdom ("U.K.") subsidiary of the Company (the "Licensee") in consideration of royalty payments that have been partially prepaid (the "License Agreement"). The prepaid royalties remitted to the Licensor were taxable in the U.S. for the year ended December 31, 2020. The impact on the U.S. current income tax provision was mainly offset by a deferred foreign income tax benefit related to the future tax deductions arising from amortization of intangible assets in the U.K. The License Agreement provided sufficient taxable income in the U.S. to fully utilize the Company's existing foreign tax credits, which were previously subject to a valuation allowance.

As of December 31, 2020, the Company has not recorded a \$27.9 million deferred tax liability related to the basis difference in the investment in our foreign subsidiaries, as the investment is considered permanent in nature.

The table below summarizes the components of income before income tax provision from continuing operations:

	Year Ended December 31,		
	2020	2019	2018
Domestic	\$ 122,800	\$ 150,860	\$ 96,543
Foreign	139,646	137,590	111,249
Total	\$ 262,446	\$ 288,450	\$ 207,792

The table below summarizes the components of income tax provision from continuing operations:

	Year Ended December 31,		
	2020	2019	2018
Current			
Federal	\$ 22,164	\$ 30,651	\$ 10,847
State	10,257	7,702	4,447
Foreign	29,390	37,083	21,056
	<u>61,811</u>	<u>75,436</u>	<u>36,350</u>
Deferred			
Federal	3,936	(1,767)	14,538
State	362	785	503
Foreign	(14,345)	(2,730)	5,790
	<u>(10,047)</u>	<u>(3,712)</u>	<u>20,831</u>
Income tax provision	<u>\$ 51,764</u>	<u>\$ 71,724</u>	<u>\$ 57,181</u>

Our income tax provision from continuing operations resulted in effective tax rates that varied from the federal statutory income tax rate as summarized below:

	Year Ended December 31,		
	2020	2019	2018
Income tax expense at federal statutory rate	\$ 55,114	\$ 60,575	\$ 43,636
State income taxes, net of federal benefit	10,567	8,430	4,950
Detriment from foreign tax rates	1,175	3,425	3,655
Other expenses not deductible for tax purposes	3,079	4,362	3,543
Adjustment to reserve for uncertain tax positions	(1,231)	2,504	(132)
Impact of 2017 U.S. tax reform	—	(1,088)	(656)
Sale of Ringtail business	—	(2,097)	3,798
Share-based compensation	(6,560)	(4,447)	(1,371)
Release of valuation allowance on foreign tax credits	(7,336)	—	—
Income tax benefit related to the License Agreement, net	(3,899)	—	—
Other adjustments, net	855	60	(242)
Income tax provision	<u>\$ 51,764</u>	<u>\$ 71,724</u>	<u>\$ 57,181</u>

The income tax provision for the years ended December 31, 2020 and 2019 was \$51.8 million and \$71.7 million, respectively. The decrease in expense is primarily attributable to lower pre-tax income in 2020 as compared with 2019, the release of the valuation allowance on foreign tax credits and the income tax benefit related to the License Agreement.

We file numerous consolidated and separate income tax returns in the U.S. federal jurisdiction and in many city, state and foreign jurisdictions. We are no longer subject to U.S. federal income tax examinations for years prior to 2016. We are also no longer subject to state and local or foreign tax examinations by tax authorities for years prior to 2014.

Our liability for uncertain tax positions was \$7.3 million and \$11.1 million as of December 31, 2020 and 2019, respectively. The Company does not expect any of the uncertain tax positions to settle within the next 12 months. As of December 31, 2020, our accrual for the payment of tax-related interest and penalties was not significant.

18. Stockholders' Equity

2016 Stock Repurchase Program

On June 2, 2016, our Board of Directors authorized a stock repurchase program of up to \$100.0 million (the "Repurchase Program"). On each of May 18, 2017, December 1, 2017, February 21, 2019 and February 20, 2020, our Board of Directors authorized an additional \$100.0 million, respectively. On each of July 28, 2020 and December 3, 2020, our Board of Directors authorized an additional \$200.0 million, respectively, increasing the Repurchase Program to an aggregate authorization of \$900.0 million. No time limit has been established for the completion of the Repurchase Program, and the Repurchase Program may be suspended, discontinued or replaced by the Board of Directors at any time without prior notice. As of December 31, 2020, we have \$213.2 million available under the Repurchase Program to repurchase additional shares.

The following table details our stock repurchases under the Repurchase Program:

	Year Ended December 31,		
	2020	2019	2018
Shares of common stock repurchased and retired	3,269	1,258	756
Average price paid per share	\$ 108.11	\$ 84.16	\$ 53.88
Total cost	\$ 353,385	\$ 105,915	\$ 40,722

As we repurchase our common shares, we reduce stated capital on our Consolidated Balance Sheets for the \$0.01 of par value of the shares repurchased, with the excess purchase price over par value recorded as a reduction of additional paid-in capital. If additional paid-in capital is reduced to zero, we record the remainder of the excess purchase price over par value as a reduction of retained earnings. During the year ended December 31, 2020, due to the volume of repurchases, we recorded a reduction to stated capital for the par value of the shares repurchased, with a portion of the excess purchase price over par value recorded as a reduction of additional paid-in capital of \$235.6 million, which reduced additional paid-in capital to zero, and the remainder of the excess purchase price over par value of \$117.9 million recorded as a reduction of retained earnings.

2018 Repurchase Transaction

On August 13, 2018, our Board of Directors authorized the use of a portion of the proceeds from the issuance of the 2023 Convertible Notes to repurchase up to \$25.0 million of common stock. On August 16, 2018, 196,050 shares of our common stock were repurchased at \$76.51 per share for a total cost of \$15.0 million. This is a separate repurchase transaction outside of the Repurchase Program.

Common Stock Outstanding

Common stock outstanding was 34.5 million shares and 37.4 million shares as of December 31, 2020 and 2019, respectively. Common stock outstanding includes unvested restricted stock awards, which are considered issued and outstanding under the terms of the restricted stock award agreements.

19. Employee Benefit Plans

We maintain a qualified defined contribution 401(k) plan, which covers substantially all of our U.S. employees. Under the plan, participants are entitled to make pre-tax and/or Roth post-tax contributions up to the annual maximums established by the Internal Revenue Service. We match a certain percentage of participant contributions pursuant to the terms of the plan, which contributions are limited to a percentage of the participant's eligible compensation. Effective in 2020, we increased our matching percentage. We made contributions related to the plan of \$26.2 million, \$17.4 million and \$15.2 million during the years ended December 31, 2020, 2019 and 2018, respectively.

We also maintain several defined contribution pension plans for our employees in the U.K. and other foreign countries. We contributed to these plans \$9.2 million, \$7.3 million and \$7.7 million during the years ended December 31, 2020, 2019 and 2018, respectively.

20. Segment Reporting

We manage our business in five reportable segments: Corporate Finance, FLC, Economic Consulting, Technology and Strategic Communications.

Our Corporate Finance 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. We deliver a wide range of services centered around three core offerings: business transformation, transactions and turnaround, restructuring and bankruptcy.

Our FLC 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. We deliver a wide range of services centered around five core offerings: construction & environmental solutions, data & analytics, disputes, health solutions and risk and investigations.

Our Economic Consulting segment, including subsidiary Compass Lexecon LLC, 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. We deliver a wide range of services centered around three core offerings: antitrust & competition economics, financial economics and international arbitration.

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. We deliver a full spectrum of services including data collection, data processing, document review, hosting, advanced analytics and consulting.

Our 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. We deliver a wide range of services centered around three core offerings: corporate reputation, financial communications and public affairs.

We evaluate the performance of our operating segments based on Adjusted Segment EBITDA, a GAAP financial measure. 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 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 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.

The table below presents revenues and Adjusted Segment EBITDA for our reportable segments:

	Year Ended December 31,		
	2020	2019	2018
Revenues			
Corporate Finance	\$ 910,184	\$ 723,721	\$ 564,479
FLC	500,275	577,780	520,333
Economic Consulting	599,088	592,542	533,979
Technology	223,016	215,584	185,755
Strategic Communications	228,712	243,090	223,331
Total revenues	<u>\$ 2,461,275</u>	<u>\$ 2,352,717</u>	<u>\$ 2,027,877</u>
Adjusted Segment EBITDA			
Corporate Finance	\$ 216,830	\$ 160,735	\$ 121,660
FLC	33,374	104,435	96,821
Economic Consulting	91,432	84,112	69,955
Technology	43,013	45,688	27,387
Strategic Communications	38,975	44,544	42,918
Total Adjusted Segment EBITDA	<u>\$ 423,624</u>	<u>\$ 439,514</u>	<u>\$ 358,741</u>

The table below reconciles net income to Total Adjusted Segment EBITDA. Unallocated corporate expenses primarily include indirect costs related to centrally managed administrative functions that have not been allocated to the segments. These administrative costs include costs related to executive management, legal, corporate office support costs, information technology, accounting, marketing, human resources and company-wide business development and strategy functions.

	Year Ended December 31,		
	2020	2019	2018
Net income	\$ 210,682	\$ 216,726	\$ 150,611
Add back:			
Income tax provision	51,764	71,724	57,181
Interest income and other	412	(2,061)	(4,977)
Interest expense	19,805	19,206	27,149
Gain on sale of business	—	—	(13,031)
Loss on early extinguishment of debt	—	—	9,072
Unallocated corporate expenses ⁽¹⁾	94,463	98,398	96,595
Segment depreciation expense	29,381	27,369	27,979
Amortization of intangible assets	10,387	8,152	8,162
Segment special charges	6,730	—	—
Total Adjusted Segment EBITDA	\$ 423,624	\$ 439,514	\$ 358,741

⁽¹⁾ Includes a \$0.4 million special charge.

The table below presents assets by reportable segment, reconciled to consolidated amounts. Segment assets primarily include accounts and notes receivable, fixed assets purchased specifically for the segment, goodwill and intangible assets.

	December 31,	
	2020	2019
Corporate Finance	\$ 925,082	\$ 814,820
FLC	412,803	462,155
Economic Consulting	553,217	543,475
Technology	200,396	200,430
Strategic Communications	214,503	217,129
Total segment assets	2,306,001	2,238,009
Unallocated corporate assets	471,362	545,133
Total assets	\$ 2,777,363	\$ 2,783,142

The table below details total revenues by country. Revenues have been attributed to locations based on the location of the legal entity generating the revenues.

	Year Ended December 31,		
	2020	2019	2018
U.S.	\$ 1,544,777	\$ 1,555,133	\$ 1,372,116
U.K.	421,125	389,338	302,576
All other foreign countries	495,373	408,246	353,185
Total revenues	\$ 2,461,275	\$ 2,352,717	\$ 2,027,877

We do not have a single customer that represents 10% or more of our consolidated revenues.

The table below details information on our long-lived assets and net assets by geographic location, which is based on the location of the legal entity holding the assets. We define net assets as total assets less total liabilities.

	December 31, 2020			December 31, 2019		
	U.S.	U.K.	All Other Foreign Countries	U.S.	U.K.	All Other Foreign Countries
Property and equipment, net	\$ 64,923	\$ 19,150	\$ 17,569	\$ 63,563	\$ 16,423	\$ 13,686
Net assets	\$ 763,159	\$ 196,708	\$ 440,314	\$ 925,288	\$ 196,087	\$ 367,767

21. Quarterly Financial Data (unaudited)

	Quarter Ended			
	March 31	June 30	September 30	December 31
2020				
Revenues	\$ 604,593	\$ 607,852	\$ 622,249	\$ 626,581
Operating income	\$ 73,056	\$ 65,599	\$ 73,070	\$ 70,938
Net income	\$ 56,747	\$ 48,174	\$ 50,172	\$ 55,589
Earnings per common share — basic ⁽¹⁾	\$ 1.56	\$ 1.33	\$ 1.41	\$ 1.63
Earnings per common share — diluted ⁽¹⁾	\$ 1.49	\$ 1.27	\$ 1.35	\$ 1.57
Weighted average common shares outstanding				
Basic	36,415	36,169	35,639	34,198
Diluted	38,190	37,852	37,086	35,484

	Quarter Ended			
	March 31	June 30	September 30	December 31
2019				
Revenues	\$ 551,274	\$ 606,119	\$ 593,106	\$ 602,218
Operating income	\$ 87,162	\$ 88,095	\$ 82,138	\$ 48,200
Net income	\$ 62,645	\$ 64,598	\$ 60,422	\$ 29,061
Earnings per common share — basic ⁽¹⁾	\$ 1.69	\$ 1.75	\$ 1.65	\$ 0.80
Earnings per common share — diluted ⁽¹⁾	\$ 1.64	\$ 1.69	\$ 1.59	\$ 0.76
Weighted average common shares outstanding				
Basic	36,981	36,960	36,617	36,545
Diluted	38,219	38,168	37,938	38,126

⁽¹⁾ The sum of the quarterly earnings per share amounts may not equal the annual amounts due to changes in the weighted average number of common shares outstanding during each quarterly period.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES**Evaluation of Disclosure Controls and Procedures**

An evaluation of the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in Rule 13a-15(e) under the Exchange Act), as of the end of the period covered by this Annual Report on Form 10-K was made under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (a) were effective to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is timely recorded, processed, summarized and reported, and (b) included, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Management’s Report on Internal Control over Financial Reporting

Management’s report on internal control over financial reporting is included in Part II, Item 8, “Financial Statements and Supplementary Data.”

Changes in Internal Control over Financial Reporting

There have not been any changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

Certain information required in Part III is omitted from this report but is incorporated herein by reference from our definitive proxy statement for the 2021 Annual Meeting of Stockholders to be filed within 120 days after the end of our fiscal year ended December 31, 2020, pursuant to Regulation 14A with the U.S. Securities and Exchange Commission ("SEC").

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information contained in our proxy statement under the captions "Information About the Board of Directors and Committees," "Corporate Governance" and "Information About Our Executive Officers and Compensation" is incorporated herein by reference.

We have adopted the FTI Consulting, Inc. Code of Ethics and Business Conduct ("Code of Ethics"), which applies to our Chairman of the Board, President, Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and Controller, and our other financial professionals, as well as all our other executive officers, including chief strategy and transformation officer, chief human resources officer, general counsel, and chief risk officer, and our other officers, directors, employees and independent contractors. The Code of Ethics is publicly available on our website at <https://www.fticonsulting.com/~media/Files/us-files/our-firm/guidelines/fti-code-of-conduct.pdf>. If we make any substantive amendments to the Code of Ethics or grant any waiver, including any implicit waiver, from a provision of the Code of Ethics to our President, Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and Controller or persons performing similar functions, other executive officers or directors, we will disclose the nature of such amendment or waiver on our website within four business days following the date of the amendment or waiver, or in a Current Report on Form 8-K filed with the SEC. We will provide a copy of our Code of Ethics without charge upon request to our Corporate Secretary, FTI Consulting, Inc., 6300 Blair Hill Lane, Suite 303, Baltimore, Maryland 21209.

ITEM 11. EXECUTIVE COMPENSATION

The information contained in our proxy statement under the caption "Information About Our Executive Officers and Compensation" is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information contained in our proxy statement under the captions "Security Ownership of Certain Beneficial Owners and Management" and this Annual Report under the caption Part II, Item 5, "Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities — Securities Authorized for Issuance under Equity Compensation Plans" is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information contained in our proxy statement under the captions "Certain Relationships and Related Party Transactions," "Information About the Board of Directors and Committees," and "Corporate Governance" is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information contained in our proxy statement under the caption "Principal Accountant Fees and Services" is incorporated herein by reference.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE

- (a) (1) The following financial statements are included in this Annual Report:
 - Management's Report on Internal Control over Financial Reporting
 - Report of Independent Registered Public Accounting Firm — Internal Control over Financial Reporting
 - Report of Independent Registered Public Accounting Firm — Consolidated Financial Statements
 - Consolidated Balance Sheets — December 31, 2020 and 2019
 - Consolidated Statements of Comprehensive Income — Years Ended December 31, 2020, 2019 and 2018
 - Consolidated Statements of Stockholders' Equity — Years Ended December 31, 2020, 2019 and 2018
 - Consolidated Statements of Cash Flows — Years Ended December 31, 2020, 2019 and 2018
 - Notes to Consolidated Financial Statements
- (2) All schedules are omitted as the information is not required or is otherwise provided.
- (3) Exhibit Index

Exhibit Number	Description of Exhibits
3.1	Articles of Incorporation of FTI Consulting, Inc., as Amended and Restated. (Filed with the Securities and Exchange Commission on May 23, 2003 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated May 21, 2003 and incorporated herein by reference.)
3.2	Articles of Amendment dated June 1, 2011 to Charter of FTI Consulting, Inc. (Filed with the Securities and Exchange Commission on June 2, 2011 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 1, 2011 and incorporated herein by reference.)
3.3	Bylaws of FTI Consulting, Inc., as Amended and Restated on June 1, 2011. (Filed with the Securities and Exchange Commission on June 2, 2011 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 1, 2011 and incorporated herein by reference.)
3.4	Amendment No. 1 to Bylaws of FTI Consulting, Inc. (Filed with the Securities and Exchange Commission on December 16, 2013 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated December 13, 2013 and incorporated herein by reference.)
3.5	Amendment No. 2 to Amended and Restated Bylaws of FTI Consulting, Inc. (Filed with the SEC on September 22, 2014 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated September 17, 2014 and incorporated herein by reference.)
4.1	Indenture, dated as of August 20, 2018, between FTI Consulting, Inc. and U.S. Bank National Association, as Trustee. (Filed with the Securities and Exchange Commission on August 20, 2018 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated August 20, 2018 and incorporated herein by reference.)
4.2	Form of 2.0% Convertible Senior Notes due 2023 (included in Exhibit 4.1). (Filed with the Securities and Exchange Commission on August 20, 2018 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated August 14, 2018 and incorporated herein by reference.)
4.3	Description of Securities (Filed with the Securities and Exchange Commission on February 25, 2020 as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the Year Ended December 31, 2019 and incorporated herein by reference.)
10.1 *	FTI Consulting, Inc. 2004 Long-Term Incentive Plan, as Amended and Restated as of April 27, 2005. (Filed with the Securities and Exchange Commission on May 24, 2005 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated May 18, 2005 and incorporated herein by reference.)
10.2 *	Form of Incentive Stock Option Agreement used with 2004 Long-Term Incentive Plan. (Filed with the Securities and Exchange Commission on November 9, 2004 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 and incorporated herein by reference.)
10.3 *	Form of Restricted Stock Agreement used with 2004 Long-Term Incentive Plan, as amended. (Filed with the Securities and Exchange Commission on November 9, 2004 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 and incorporated herein by reference.)
10.4 *	FTI Consulting, Inc. Non-Employee Director Compensation Plan established effective April 27, 2005. (Filed with the Securities and Exchange Commission on May 24, 2005 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated May 18, 2005 and incorporated herein by reference.)
10.5 *	Form of FTI Consulting, Inc. Non-Employee Director Compensation Plan Stock Option Agreement. (Filed with the Securities and Exchange Commission on May 24, 2005 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated May 18, 2005 and incorporated herein by reference.)
10.6 *	Form of FTI Consulting, Inc. Non-Employee Director Compensation Plan Restricted Stock Agreement. (Filed with the Securities and Exchange Commission on May 24, 2005 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated May 18, 2005 and incorporated herein by reference.)
10.7 *	Form of FTI Consulting, Inc. Non-Employee Director Compensation Plan Stock Unit Agreement. (Filed with the Securities and Exchange Commission on May 24, 2005 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated May 18, 2005 and incorporated herein by reference.)

Exhibit Number	Description of Exhibits
10.8 *	<u>Form of Nonqualified Stock Option Agreement used with 2004 Long-Term Incentive Plan. (Filed with the Securities and Exchange Commission on January 13, 2006 as an exhibit to FTI Consulting, Inc.'s Registration Statement on Form S-4/A and incorporated herein by reference.)</u>
10.9 *	<u>Amendment to FTI Consulting, Inc. 2004 Long-Term Incentive Plan, as Amended and Restated Effective April 27, 2005. (Filed with the Securities and Exchange Commission on March 31, 2006 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated March 29, 2006 and incorporated herein by reference.)</u>
10.10 *	<u>Amendment dated as of June 6, 2006 to the FTI Consulting, Inc. Non-Employee Director Compensation Plan. (Filed with the Securities and Exchange Commission on June 7, 2006 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 6, 2006 and incorporated herein by reference.)</u>
10.11 *	<u>Amendment dated as of June 6, 2006 to the FTI Consulting, Inc. 2004 Long-Term Incentive Plan, as Amended and Restated Effective as of April 27, 2005, as further amended. (Filed with the Securities and Exchange Commission on June 7, 2006 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 6, 2006 and incorporated herein by reference.)</u>
10.12 *	<u>FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan. (Filed with the Securities and Exchange Commission on June 6, 2006 as exhibit 4.3 to FTI Consulting, Inc.'s Registration Statement on Form S-8 (333-134789) and incorporated herein by reference.)</u>
10.13 *	<u>Form of FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan Incentive Stock Option Agreement. (Filed with the Securities and Exchange Commission on June 6, 2006 as an exhibit to FTI Consulting, Inc.'s Registration Statement on Form S-8 (333-134789) and incorporated herein by reference.)</u>
10.14 *	<u>Form of FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan Restricted Stock Agreement. (Filed with the Securities and Exchange Commission on June 6, 2006 as an exhibit to FTI Consulting, Inc.'s Registration Statement on Form S-8 (333-134789) and incorporated herein by reference.)</u>
10.15 *	<u>FTI Consulting, Inc. Deferred Compensation Plan for Key Employees and Non-Employee Directors. (Filed with the Securities and Exchange Commission on April 28, 2006 as an exhibit to FTI Consulting, Inc.'s Definitive Proxy Statement on Schedule 14A and incorporated herein by reference.)</u>
10.16 *	<u>Form of FTI Consulting, Inc. Deferred Compensation Plan For Key Employees and Non-Employee Directors Restricted Stock Unit Agreement for Non-Employee Directors. (Filed with the Securities and Exchange Commission on June 6, 2006 as an exhibit to FTI Consulting, Inc.'s Registration Statement on Form S-8 (333-134790) and incorporated herein by reference.)</u>
10.17 *	<u>Form of FTI Consulting, Inc. Deferred Compensation Plan For Key Employees and Non-Employee Directors Stock Unit Agreement for Non-Employee Directors. (Filed with the Securities and Exchange Commission on June 6, 2006 as an exhibit to FTI Consulting, Inc.'s Registration Statement on Form S-8 (333-134790) and incorporated herein by reference.)</u>
10.18 *	<u>FTI Consulting, Inc. 2007 Employee Stock Purchase Plan. (Filed with the Securities and Exchange Commission on April 28, 2006 as an exhibit to FTI Consulting, Inc.'s Definitive Proxy Statement on Schedule 14A and incorporated herein by reference.)</u>
10.19 *	<u>FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan, Amended and Restated Effective October 25, 2006. (Filed with the Securities and Exchange Commission on October 26, 2006 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated October 25, 2006 and incorporated herein by reference.)</u>
10.20 *	<u>FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan/Appendix II: Australian Sub-Plan. (Filed with the Securities and Exchange Commission on December 15, 2006 as an exhibit to FTI Consulting, Inc.'s Registration Statement on Form S-4 (File No. 333-139407) and incorporated herein by reference.)</u>
10.21 *	<u>FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan/Appendix III: Ireland Sub-Plan. (Filed with the Securities and Exchange Commission on December 15, 2006 as an exhibit to FTI Consulting, Inc.'s Registration Statement on Form S-4 (File No. 333-139407) and incorporated herein by reference.)</u>

Exhibit Number	Description of Exhibits
10.22 *	FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan/Appendix IV: United Kingdom Sub-Plan. (Filed with the Securities and Exchange Commission on December 13, 2006 as an exhibit to FTI Consulting, Inc.'s Registration Statement on Form S-4 (File No. 333-139407) and incorporated herein by reference.)
10.23 *	FTI Consulting, Inc. Non-Employee Director Compensation Plan Stock Option Agreement under FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan. (Filed with the Securities and Exchange Commission on December 13, 2006 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated December 11, 2006 and incorporated herein by reference.)
10.24 *	FTI Consulting, Inc. Non-Employee Director Compensation Plan Restricted Stock Agreement under FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan. (Filed with the Securities and Exchange Commission on December 13, 2006 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated December 11, 2006 and incorporated herein by reference.)
10.25 *	FTI Consulting, Inc. Non-Qualified Stock Option Agreement under FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan. (Filed with the Securities and Exchange Commission on May 9, 2007 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 and incorporated herein by reference.)
10.26 *	FTI Consulting, Inc. Non-Employee Director Compensation Plan Amended and Restated Effective as of February 20, 2008. (Filed with the Securities and Exchange Commission on May 7, 2008 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 and incorporated herein by reference.)
10.27 *	FTI Consulting, Inc. Deferred Compensation Plan For Key Employees and Non-Employee Directors Restricted Stock Unit Agreement for Non-Employee Directors Under the Non-Employee Director Compensation Plan, as Amended and Restated Effective as of February 20, 2008. (Filed with the Securities and Exchange Commission on May 7, 2008 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 and incorporated herein by reference.)
10.28 *	FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan Restricted Stock Agreement Under the Non-Employee Director Compensation Plan, as Amended and Restated Effective as of February 20, 2008. (Filed with the Securities and Exchange Commission on May 7, 2008 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 and incorporated herein by reference.)
10.29 *	Form of Restricted Stock Unit Agreement for Non-Employee Directors under the Non-Employee Director Compensation Plan, as Amended and Restated Effective as of February 20, 2008. (Filed with the Securities and Exchange Commission on August 7, 2008 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 and incorporated herein by reference.)
10.30 *	Form of Stock Unit Agreement for Non-Employee Directors under the Non-Employee Director Compensation Plan, as Amended and Restated Effective as of February 20, 2008. (Filed with the Securities and Exchange Commission on August 7, 2008 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 and incorporated herein by reference.)
10.31 *	Form of FTI Consulting, Inc. 2004 Long-Term Incentive Plan Incentive Stock Option Agreement. (Filed with the Securities and Exchange Commission on August 7, 2008 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 and incorporated herein by reference.)
10.32 *	FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan (Amended and Restated Effective as of May 14, 2008). (Filed with the Securities and Exchange Commission on August 7, 2008 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 and incorporated herein by reference.)
10.33 *	Form of FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan Restricted Stock Agreement under the Non-Employee Director Compensation Plan, as Amended and Restated Effective as of February 20, 2008. (Filed with the Securities and Exchange Commission on August 7, 2008 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 and incorporated herein by reference.)

Exhibit Number	Description of Exhibits
10.34 *	Form of Incentive Stock Option Agreement under the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan, as Amended and Restated. (Filed with the Securities and Exchange Commission on November 6, 2008 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 and incorporated herein by reference.)
10.35 *	FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission on April 23, 2009 as an exhibit to FTI Consulting, Inc.'s Definitive Proxy Statement and incorporated herein by reference.)
10.36 *	Form of FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan Incentive Stock Option Agreement. (Filed with the Securities and Exchange Commission on June 3, 2009 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 3, 2009 and incorporated herein by reference.)
10.37 *	Form of FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan Restricted Stock Agreement. (Filed with the Securities and Exchange Commission on June 3, 2009 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 3, 2009 and incorporated herein by reference.)
10.38 *	Form of FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan Restricted Stock Unit Agreement for Non-Employee Directors. (Filed with the Securities and Exchange Commission on June 3, 2009 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 3, 2009 and incorporated herein by reference.)
10.39 *	Form of FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan Stock Unit Agreement for Non-Employee Directors. (Filed with the Securities and Exchange Commission on June 3, 2009 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 3, 2009 and incorporated herein by reference.)
10.40 *	Form of FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan Restricted Stock Agreement for Non-Employee Directors. (Filed with the Securities and Exchange Commission on June 3, 2009 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 3, 2009 and incorporated herein by reference.)
10.41 *	Form of FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan Nonstatutory Stock Option Agreement. (Filed with the Securities and Exchange Commission on June 3, 2009 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 3, 2009 and incorporated herein by reference.)
10.42 *	FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan Cash-Based Performance Award Agreement. (Filed with the Securities and Exchange Commission on March 29, 2010 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated March 25, 2010 and incorporated herein by reference.)
10.43 *	FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan as Amended and Restated Effective as of June 2, 2010. (Filed with the Securities and Exchange Commission on April 23, 2010 as Appendix A to FTI Consulting, Inc.'s Definitive Proxy Statement dated April 23, 2010 and incorporated herein by reference.)
10.44 *	FTI Consulting, Inc. Incentive Compensation Plan. (Filed with the Securities and Exchange Commission on April 18, 2011 as an exhibit to FTI Consulting, Inc.'s Definitive Proxy Statement on Schedule 14A and incorporated herein by reference.)
10.45 *	Employment Agreement dated as of December 13, 2013, by and between FTI Consulting, Inc. and Steven Gunby. (Filed with the Securities and Exchange Commission on December 16, 2013 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated December 13, 2013 and incorporated herein by reference.)
10.46 *	Form of Cash-Based Stock Appreciation Right Award Agreement. (Filed with the Securities and Exchange Commission on March 27, 2014 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated March 26, 2014 and incorporated herein by reference.)
10.47 *	Form of Cash Unit Award Agreement. (Filed with the Securities and Exchange Commission on March 27, 2014 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated March 26, 2014 and incorporated herein by reference.)

Exhibit Number	Description of Exhibits
10.48 *	<u>Form of Cash-Based Performance Award Agreement. (Filed with the Securities and Exchange Commission on March 27, 2014 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated March 26, 2014 and incorporated herein by reference.)</u>
10.49 *	<u>Form of FTI Consulting, Inc. Restricted Stock Agreement for Employment Inducement Awards to Chief Financial Officer and Chief Strategy and Transformation Officer. (Filed with the Securities and Exchange Commission on August 22, 2014 as an exhibit to FTI Consulting, Inc.'s Registration Statement on Form S-8 (File No.: 333-198311) and incorporated herein by reference.)</u>
10.50 *	<u>Form of FTI Consulting, Inc. Non-Statutory Stock Option Agreement for Employment Inducement Award to Chief Financial Officer and Chief Strategy and Transformation Officer. (Filed with the Securities and Exchange Commission on August 22, 2014 as an exhibit to FTI Consulting, Inc.'s Registration Statement on Form S-8 (File No.: 333-198311) and incorporated herein by reference.)</u>
10.51 *	<u>Offer of Employment Letter dated July 15, 2014, by and between FTI Consulting, Inc. and Paul Linton. (Filed with the Securities and Exchange Commission on October 30, 2014 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 and incorporated herein by reference.)</u>
10.52 *	<u>Offer of Employment Letter dated July 2, 2014, by and between FTI Consulting, Inc. and Holly Paul. (Filed with the Securities and Exchange Commission on October 30, 2014 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 and incorporated herein by reference.)</u>
10.53 *	<u>Amendment No. 1 to Offer of Employment Letter dated July 27, 2014, by and between FTI Consulting, Inc. and Holly Paul. (Filed with the Securities and Exchange Commission on October 30, 2014 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 and incorporated herein by reference.)</u>
10.54 *	<u>The FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan (Amended and Restated Effective as of June 3, 2015). (Filed as Appendix A to FTI Consulting, Inc.'s Definitive Proxy Statement on Schedule 14A filed with the SEC on April 21, 2015 and incorporated herein by reference.)</u>
10.55 *	<u>Form of Non-Statutory Stock Option Award Agreement under FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan (Amended and Restated Effective as of June 3, 2015). (Filed with the Securities and Exchange Commission on February 25, 2016 as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference.)</u>
10.56 *	<u>Form of Incentive Stock Option Award Agreement under FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan (Amended and Restated Effective as of June 3, 2015). (Filed with the Securities and Exchange Commission on February 25, 2016 as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference.)</u>
10.57 *	<u>Form of Restricted Stock Award [or Restricted Stock Unit] Agreement under FTI Consulting, Inc. 2009 Omnibus Incentive Compensation Plan (Amended and Restated Effective as of June 3, 2015). (Filed with the Securities and Exchange Commission on February 25, 2016 as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference.)</u>
10.58 **	<u>Security Agreement dated as of June 26, 2015, by and among FTI Consulting, Inc., the other grantors party thereto and Bank of America, N.A., as administrative agent. (Filed as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 26, 2015 filed with the SEC on June 30, 2015 and incorporated herein by reference.)</u>
10.59 **	<u>Pledge Agreement, dated as of June 26, 2015, by and among FTI Consulting, Inc., the other pledgors party thereto and Bank of America, N.A., as administrative agent. (Filed as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated June 26, 2015 filed with the SEC on June 30, 2015 and incorporated herein by reference.)</u>
10.60 *	<u>Employment Letter dated May 14, 2015 between FTI Consulting, Inc. and Curtis Lu. (Filed as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 filed with the Securities and Exchange Commission on July 30, 2015 and incorporated by reference herein.)</u>

Exhibit Number	Description of Exhibits
10.61 *	<u>FTI Consulting, Inc. Non-Employee Director Compensation Plan Amended and Restated as of January 1, 2016. (Filed with the Securities and Exchange Commission on February 25, 2016 as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference.)</u>
10.62 *	<u>Form of Deferred Restricted Stock Unit Award Agreement for Non-Employee Directors Pursuant to the FTI Consulting, Inc. Non-Employee Director Compensation Plan Amended and Restated as of January 1, 2016. (Filed with the Securities and Exchange Commission on February 25, 2016 as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference.)</u>
10.63 *	<u>Form of Restricted Stock Unit Award Agreement for Non-Employee Directors Pursuant to the FTI Consulting, Inc. Non-Employee Director Compensation Plan Amended and Restated as of January 1, 2016. (Filed with the Securities and Exchange Commission on February 25, 2016 as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference.)</u>
10.64 *	<u>Form of Restricted Stock [or Restricted Stock Unit] Award Agreement for Non-Employee Directors Pursuant to the FTI Consulting, Inc. Non-Employee Director Compensation Plan Amended and Restated as of January 1, 2016. (Filed with the Securities and Exchange Commission on February 25, 2016 as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference.)</u>
10.65 *	<u>FTI Consulting, Inc. Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as Appendix A to FTI Consulting, Inc.'s Definitive Proxy Statement on Schedule 14A dated April 20, 2016 filed with the SEC on April 20, 2016 and incorporated herein by reference.)</u>
10.66 *	<u>Offer of Employment Letter dated as of July 5, 2016, by and between FTI Consulting, Inc. and Ajay Sabherwal. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated July 14, 2016 filed with the SEC on July 18, 2016 and incorporated herein by reference.)</u>
10.67 *	<u>Amendment No. 1 dated as of December 5, 2016 to Employment Agreement made and entered into as of December 13, 2013, by and between FTI Consulting, Inc. and Steven Gunby. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated December 5, 2016 filed with the SEC on December 5, 2016 and incorporated herein by reference.)</u>
10.68 *	<u>Amendment No. 2 effective as of March 21, 2017 to Employment Agreement dated as of December 13, 2013, as amended, by and between FTI Consulting, Inc. and Steven Gunby. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated March 21, 2017, filed with the SEC on March 23, 2017 and incorporated herein by reference.)</u>
10.69 *	<u>Amendment No. 1 effective as of March 21, 2017 to Offer of Employment Letter dated as of July 5, 2016, by and between FTI Consulting, Inc. and Ajay Sabherwal. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated March 21, 2017, filed with the SEC on March 23, 2017 and incorporated herein by reference.)</u>
10.70 *	<u>Amendment No. 1 effective as of March 21, 2017 to Offer of Employment Letter dated July 15, 2014, by and between FTI Consulting, Inc. and Paul Linton. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated March 21, 2017, filed with the SEC on March 23, 2017 and incorporated herein by reference.)</u>
10.71 *	<u>Amendment No. 1 effective as of March 21, 2017 to Employment Letter dated May 14, 2015, by and between FTI Consulting, Inc. and Curtis Lu. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated March 21, 2017, filed with the SEC on March 23, 2017 and incorporated herein by reference.)</u>
10.72 *	<u>Amendment No. 2 effective as of March 21, 2017 to Offer of Employment Letter dated July 15, 2014, by and between FTI Consulting, Inc. and Holly Paul. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated March 21, 2017, filed with the SEC on March 23, 2017 and incorporated herein by reference.)</u>

Exhibit Number	Description of Exhibits
10.73 *	FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan (Effective as of June 7, 2017), (Included as Appendix A to FTI Consulting, Inc.'s Definitive Proxy Statement on Schedule 14A filed on April 25, 2017 and incorporated herein by reference.)
10.74 *	Form of Executive Long-Term Incentive Pay Restricted Stock Award Agreement under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.75 *	Form of Executive Long-Term Incentive Pay Incentive Stock Option Award Agreement under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.76 *	Form of Executive Long-Term Incentive Pay Performance-Based Restricted Stock Unit Award Agreement under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.77 *	Form of General Restricted Stock Award Agreement under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.78 *	Form of General Restricted Stock Unit Award Agreement under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.79 *	Form of General Incentive Stock Option Agreement under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.80 *	Form of General Nonstatutory Stock Option Agreement under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.81 *	Form of General Performance-Based Restricted Stock Unit Award Agreement under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.82 *	Form of General Cash Unit Award Agreement under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.83 *	Form of General Cash-Based Stock Appreciation Right Award Agreement under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.84 *	Form of General Cash-Based Performance Unit Award Agreement under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.85 *	Form of Restricted Stock Award Agreement for Non-Employee Directors under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)

Exhibit Number	Description of Exhibits
10.86 *	Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.87 *	Form of Deferred Stock Unit Award Agreement for Non-Employee Directors under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.88 *	Form of Deferred Restricted Stock Unit Award Agreement for Non-Employee Directors under the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on July 27, 2017 and incorporated herein by reference.)
10.89 *	Amendment No. 3 dated March 16, 2018 to that Employment Agreement dated as of December 13, 2013, by and between FTI Consulting, Inc. and Steven H. Gunby. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on April 26, 2018 and incorporated herein by reference.)
10.90 **	Amendment and Restatement Agreement, dated as of November 30, 2018, among FTI Consulting, Inc., a Maryland corporation, the Subsidiaries of the Company party thereto, as Guarantors, the Lenders and L/C Issuers party thereto and Bank of America, N.A., as administrative agent (including Annex C-Amended and Restated Credit Agreement dated as of November 30, 2018), by and among FTI Consulting, Inc., the designated borrowers party thereto, the guarantors party thereto, the lenders party thereto, and Bank of America, N.A., as administrative agent. (Filed with the Securities and Exchange Commission on December 3, 2018 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated November 30, 2018 and incorporated herein by reference.)
10.91 *	Amendment No. 4 dated as of February 28, 2019 to Employment Agreement dated as of December 13, 2013, by and between FTI Consulting, Inc. and Steven H. Gunby. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated February 28, 2020, filed with the SEC on March 4, 2019 and incorporated herein by reference.)
10.92 *	Amendment No. 2 effective as of February 28, 2019 to Offer of Employment Letter dated as of July 5, 2016, by and between FTI Consulting, Inc. and Ajay Sabherwal. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated February 28, 2020, filed with the SEC on March 4, 2019 and incorporated herein by reference.)
10.93 *	Amendment No. 2 effective as of February 28, 2019 to Offer of Employment Letter dated as of July 15, 2014, by and between FTI Consulting, Inc. and Paul Linton. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated February 28, 2020, filed with the SEC on March 4, 2019 and incorporated herein by reference.)
10.94 *	Amendment No. 2 effective as of February 28, 2019 to Offer of Employment Letter dated as of May 14, 2015, by and between FTI Consulting, Inc. and Curtis Lu. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated February 28, 2020, filed with the SEC on March 4, 2019 and incorporated herein by reference.)
10.95 *	Amendment No. 3 effective as of February 28, 2019 to Offer of Employment Letter dated as of July 15, 2014, by and between FTI Consulting, Inc. and Holly Paul. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated February 28, 2020, filed with the SEC on March 4, 2019 and incorporated herein by reference.)
10.96 *	Offer Letter dated as of March 1, 2019, by and between FTI Consulting, Inc. and Brendan Keating. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated March 6, 2020, filed with the SEC on March 7, 2019 and incorporated herein by reference.)
10.97 *	Amendment No. 5 made and entered into as of January 8, 2020 to Employment Agreement dated December 13, 2013, by and between FTI Consulting, Inc. and Steven H. Gunby. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated January 9, 2020, filed with the SEC on January 13, 2020 and incorporated herein by reference.)

Exhibit Number	Description of Exhibits
10.98 *	<u>Amendment No. 1 to the FTI Consulting, Inc. 2017 Omnibus Incentive Compensation Plan, Effective as of June 3, 2020 (Filed as Appendix B to FTI Consulting, Inc.'s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 16, 2020 and incorporated herein by reference.)</u>
10.99 ±	<u>Amended and Restated Lease dated as of October 26, 2020 by and between 1166 LLC and FTI Consulting, Inc. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, filed with the SEC on October 29, 2020 and incorporated herein by reference.)</u>
14.0 †	<u>FTI Consulting, Inc. Code of Ethics and Business Conduct, as Amended and Restated effective February 18, 2020.</u>
21.1 †	<u>Subsidiaries of FTI Consulting, Inc.</u>
23.0 †	<u>Consent of KPMG LLP.</u>
31.1 †	<u>Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended (Section 302 of the Sarbanes-Oxley Act of 2002).</u>
31.2 †	<u>Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended (Section 302 of the Sarbanes-Oxley Act of 2002).</u>
32.1 †	<u>Certification of Principal Executive Officer Pursuant to 18 USC, Section 1350 (Section 906 of the Sarbanes-Oxley Act of 2002).</u>
32.2 †	<u>Certification of Principal Financial Officer Pursuant to 18 USC, Section 1350 (Section 906 of the Sarbanes-Oxley Act of 2002).</u>
99.1	<u>Policy on Disclosure Controls, as Amended and Restated Effective as of January 1, 2016. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on February 28, 2017 and incorporated herein by reference.)</u>
99.2 †	<u>Policy on Inside Information and Insider Trading, as Amended and Restated Effective April 1, 2019.</u>
99.3	<u>Corporate Governance Guidelines, as last Amended and Restated Effective as of September 20, 2018. (Filed with the Securities and Exchange Commission as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the Year Ended December 31, 2018, filed with the SEC on February 27, 2019 and incorporated herein by reference.)</u>
99.4	<u>Categorical Standards of Director Independence, as last Amended and Restated Effective as of February 25, 2009. (Filed with the Securities and Exchange Commission on February 28, 2013 as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2012 and incorporated herein by reference.)</u>
99.5	<u>Charter of Audit Committee of the Board of Directors, as last Amended and Restated Effective as of February 23, 2011. (Filed with the Securities and Exchange Commission on April 18, 2011 as an exhibit to FTI Consulting, Inc.'s Definitive Proxy Statement on Schedule 14A and incorporated herein by reference.)</u>
99.6	<u>Charter of the Compensation Committee of the Board of Directors, as last Amended and Restated Effective as of February 27, 2013. (Filed with the Securities and Exchange Commission on May 9, 2013 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 and incorporated herein by reference.)</u>
99.7	<u>Charter of the Nominating and Corporate Governance Committee, as last Amended and Restated Effective as of December 16, 2009. (Filed with the Securities and Exchange Commission on February 26, 2010 as an exhibit to FTI Consulting, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2009 and incorporated herein by reference.)</u>
99.8 †	<u>Anti-Corruption Policy, as Amended and Restated Effective February 18, 2020.</u>

Exhibit Number	Description of Exhibits
101	The following financial information from the Annual Report on Form 10-K of FTI Consulting, Inc. for the year ended December 31, 2020, included herewith, and formatted in Inline XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Comprehensive Income; (iii) Consolidated Statements of Stockholders' Equity; (iv) Consolidated Statements of Cash Flows; and (v) Notes to the Consolidated Financial Statements, tagged as blocks of text.
104	The cover page from the Company's Annual Report on Form 10-K for the year ended December 31, 2020, formatted in Inline XBRL (included as Exhibit 101).

* Management contract or compensatory plan or arrangement.

† Filed or furnished herewith.

** With certain exceptions, annexes, exhibits and schedules (or similar attachments) to the Amendment and Restatement Agreement and exhibits and Schedules to the Amended and Restated Credit Agreement are not filed. FTI Consulting, Inc. will furnish supplementally a copy of any omitted annex, exhibit or schedule to the Securities and Exchange Commission upon request.

± Exhibits and Schedules (or similar attachments) to the Amended and Restated Lease are not filed. FTI Consulting, Inc. will furnish supplementally a copy of any omitted Exhibit or Schedule (or similar attachment) to the Securities and Exchange Commission upon request.

ITEM 16. FORM 10-K SUMMARY

None.

CODE OF ETHICS AND BUSINESS CONDUCT

EXPERTS WITH IMPACT





A LETTER FROM OUR PRESIDENT AND CEO, STEVEN H. GUNBY

Dear Colleagues,

Over the last 30 years, FTI Consulting has grown to become a market-leading global consulting firm by serving as a trusted advisor to our clients in both good and bad times. As trusted advisors, our clients look to us to protect their interests with unquestionable integrity.

Our Code of Ethics and Business Conduct is designed to help us meet this expectation. This Code reflects our corporate values, outlines our collective intentions with respect to how we conduct global business activities and addresses important laws and policies that apply to our day-to-day interactions with key constituents.

Direct and honest communications and behavior are critical to the success of our firm. By committing to those behaviors and following this Code, we will continue to protect and strengthen our reputation.

I urge each of you to familiarize yourself with the elements of this document. It may not address every situation you encounter, but it will help you make the right decisions. If you are not sure how

the Code applies to a particular circumstance, or if you see something that you believe violates this Code, I encourage you to contact our [Chief Risk & Compliance Officer](#), our [General Counsel](#) or our [Human Resources Department](#). You will never be punished or retaliated against for making an honest, accurate report of your suspicions or concerns.

It is an honor to be a part of this terrific group of individuals, a group that aspires to enhance our Company's reputation each and every day. I look forward to working with each of you as we continue to strengthen our firm's legacy as an unparalleled business partner.

Sincerely,

A handwritten signature in black ink, appearing to read "S. H. Gunby". The signature is fluid and cursive, written over a light blue horizontal line.

Steven H. Gunby
President and CEO
FTI Consulting, Inc.

FTI CONSULTING, INC. CORE VALUES



FTI CONSULTING, INC. CORE VALUES

Since its founding, FTI Consulting has dedicated itself to providing its clients with market leading management consulting advisory services, performed in accordance with the highest ethical standards. By consistently delivering sophisticated and innovative solutions to the challenging and complex issues that impact enterprise value, FTI Consulting has earned its reputation as a premier consulting firm.

FTI Consulting's institutional reputation relates directly to our individual commitment to professional responsibility as well as professional excellence. Our continued status as a trusted and respected advisor to the business community and the law firms that serve it, as well as to institutions in the public sector, depends in large measure on our adherence to the highest standards of professionalism, independent judgment, expert advice and accountability. These bedrocks of our corporate culture are reflected in our Company values.

INTEGRITY

I act with integrity

CREATIVITY

I am committed to continuous improvement

ACHIEVEMENT

I am committed to quality and accountable for results

RESPECT

I welcome diversity and differences of opinion

EMPATHY

I support others



TABLE OF CONTENTS

A LETTER FROM OUR PRESIDENT AND CEO, STEVEN H. GUNBY	i	Coordinating Our Corporate Communications	19
FTI CONSULTING, INC. CORE VALUES	iii	Social Media	19
INTRODUCTION TO OUR CODE OF ETHICS AND BUSINESS CONDUCT	2	IDENTIFYING AND DISCLOSING PERSONAL CONFLICTS OF INTEREST	21
Getting to Know Our Code	2	Financial Interests	21
Scope of Our Code	2	Offering and Accepting Gifts and Entertainment	21
Complying with Our Code, Laws and Regulations	3	Outside Business Activities	23
OUR RESPONSIBILITIES UNDER THE CODE	5	Business with Friends and Family Members	24
Understanding Our Shared Responsibilities	5	Corporate Opportunities	24
Accepting Additional Responsibilities as Managers	5	Personal Use of Corporate Property and Corporate Information	24
ADDRESSING OUR QUESTIONS AND CONCERNS	7	COMPLYING WITH LAWS	26
Seeking Advice and Making Reports	7	Anti-Corruption Laws	26
Investigations of Reports	7	Abiding by U.S. and International Competition Laws	27
No Retaliation at FTI Consulting	8	Abiding by Economic Sanctions and Anti-Boycott Laws	27
Notice of Whistleblower Rights of Employees	8	Preventing Money Laundering and Terrorist Financing	28
Consequences	8	Abiding by Export Control Laws	28
RESPECT FOR OUR COLLEAGUES	10	RESPECT FOR OUR STOCKHOLDERS AND THE PUBLIC	30
Diversity	10	Protecting Our Company Against Fraud and Theft	30
Equal Opportunity and Nondiscrimination	10	Truthful and Accurate Reporting	31
Harassment	10	Records Management and Document Retention	31
Workplace Relationships	11	PROTECTING FTI CONSULTING ASSETS AND PROPERTY	33
Upholding Human Rights	11	Proper Expenditures	33
Substance Abuse	12	Protecting Intellectual Property	33
Pornography	12	Using FTI Consulting Technology Resources	34
Providing Consistent, Quality Services	14	OUR ROLE IN THE COMMUNITY	36
PROTECTING CONFIDENTIAL INFORMATION AND OBSERVING CAREFUL COMMUNICATIONS PRACTICES	16	Charitable Contributions	36
Complying with Data Protection Laws	16	Political Contributions and Campaigning	36
Protecting Personal Employee Information	16	Lobbying	36
Preserving Third-Party Information	17	Employing Sustainable Practices	36
Protecting FTI Consulting's Confidential Information	18	WAIVERS AND AMENDMENTS OF OUR CODE	38
Prohibition Against Trading on Inside Information	18		

INTRODUCTION TO OUR CODE OF ETHICS AND BUSINESS CONDUCT



INTRODUCTION TO OUR CODE OF ETHICS AND BUSINESS CONDUCT

GETTING TO KNOW OUR CODE

While working at FTI Consulting, Inc. and its subsidiary companies and affiliates (“FTI Consulting” or our “Company”), all of us are expected to perform our work with integrity, honesty and purpose. These principles are reflected in this Code of Ethics and Business Conduct (our “Code”). Our Code, as well as other FTI Consulting policies and procedures, should be followed at all times, wherever we do business or interact with the public.

Our Code is a guide for making sound decisions in complex situations. It provides information, support and resources to help us act ethically and comply with the laws and regulations that affect our business. Our conduct is the foundation of our reputation, and our individual business decisions help us to maintain the trust we have built with our clients and other stakeholders. For this reason, we have a continuing responsibility to understand and comply with our Code and other Company policies, and seek guidance where appropriate. Our Company also encourages us to report violations that we observe. This is an important dimension of accountability.

If you are ever unsure whether an action or decision is ethical and acceptable under our Code, ask yourself:

- Am I adhering to the spirit and meaning of all applicable laws, regulations and our Code and Company policies?
- Do my actions reflect the highest standards of honesty, integrity and accountability?
- Is my decision responsible and in furtherance of long- and short-term Company goals?
- Are my actions explainable and justifiable to my colleagues, managers, senior management, clients and other stakeholders?

If the answer to any of the above questions is not a resounding “Yes,” you should reconsider your proposed course of action and seek guidance.

Similarly, if the answer to any of the below questions is other than a resounding “No,” you should stop immediately.

- Would I be embarrassed if my actions were reported publicly?
- Would FTI Consulting suffer any potentially negative consequences due to my actions?

SCOPE OF OUR CODE

FTI Consulting’s reputation and continued success depend on our integrity and accountability, as individuals and as an institution. For this reason, our Code applies to all of us, including all FTI Consulting worldwide employees, officers and outside directors (collectively known as “personnel”). Our Company also expects all agents, vendors, contractors, consultants, business partners and all third-party representatives to uphold similar standards when working with our clients and representing our Company around the world. In short, we must all live up to the ethical standards outlined in our Code.

COMPLYING WITH OUR CODE, LAWS AND REGULATIONS

FTI Consulting conducts business in many countries throughout the world. As a global organization, we must know and follow the laws and regulations that apply to our work in all locations where we operate. Because we are a public company based in the United States, United States laws govern our business operations and conduct. However, the global reach of our business means we are subject to the laws of other countries as well. If you ever have a question about which legal standard to follow, seek guidance from FTI Consulting's Legal department before taking action.

FTI Consulting will use all reasonable means to prevent and immediately halt the occurrence of conduct that violates our Code. Anyone who directly or indirectly performs, facilitates, condones or approves of any illegal or unethical conduct will be subject to disciplinary measures, consistent with applicable laws and regulations.

OUR RESPONSIBILITIES UNDER THE CODE



OUR RESPONSIBILITIES UNDER THE CODE

UNDERSTANDING OUR SHARED RESPONSIBILITIES

We are all expected to read, understand, stay apprised of and comply with our Code, all other Company policies, and all applicable laws and regulations. Keep in mind that this Code reflects general principles to guide us in making ethical decisions. It is not intended to address every situation that may arise. In situations where customary conduct is at odds with our Code, other Company policies or applicable local laws or regulations, we must comply with the more stringent standard. Any violation of law or regulations will also be considered a violation of our Code. If you have questions, or if you are unsure of which rule to follow, you may seek guidance from your manager, segment or region leader, the Chief Risk & Compliance Officer, or the Legal department.

For your convenience, the Code contains references to many, but not all, policies that are available on our Company's website or FTI Atlas. In addition to asking questions, we should all refer to these resources for additional guidance.

ACCEPTING ADDITIONAL RESPONSIBILITIES AS MANAGERS

Holding a management position at FTI Consulting means accepting an additional set of responsibilities. Our managers, at all levels, are expected to demonstrate a strong commitment to professionalism and to lead by example. If you are a manager, you must:

- Act as a role model to inspire ethical conduct and compliance by others.
- Ensure that all of your direct reports understand their responsibilities under this Code.
- Create an "open-door" environment where your direct reports and other FTI Consulting colleagues feel comfortable asking questions or making reports.
- Encourage your colleagues to voice their opinions and concerns about Company policies and internal practices.
- When your direct reports or other colleagues raise a concern, escalate it appropriately.
- Consider professionalism and accountability to be an integral part of the performance evaluations of your direct reports.
- Supervise your direct reports to ensure compliance with this Code, other Company policies and procedures, and applicable laws and regulations.

As a manager, you must also ensure that FTI Consulting individuals who voice their opinion or make reports are informed of FTI Consulting's non-retaliation policy. Further, take appropriate action if you witness an act of retaliation or suspect one has occurred, and report such conduct immediately to your manager, segment or region leader or FTI Consulting's Chief Risk & Compliance Officer.

ADDRESSING OUR QUESTIONS AND CONCERNS



ADDRESSING OUR QUESTIONS AND CONCERNS

SEEKING ADVICE AND MAKING REPORTS

If you become aware of an actual or potential violation of this Code, another corporate policy or any applicable law or regulation, you are strongly encouraged to report it promptly (managers are required to do so), where allowed by applicable law. Making such a report may allow FTI Consulting to manage the consequences of any illegal or unethical act before it becomes a bigger issue. It can also stop a situation from escalating. In addition, timely reporting helps FTI Consulting to assess the operation of its risk management programs and procedures and to prevent future misconduct.

You can ask questions or raise concerns in several ways:

- Your Manager
- Our Human Resources Department
- Our Chief Risk & Compliance Officer
- The Legal department
- The FTI Consulting Integrity Helpline:
 - In the U.S. by calling 1-866-294-3576
 - In the United Kingdom, by calling applicable toll free number:
 - 0-500-89-0011 United Kingdom (C&W) or
 - 0-800-89-0011 United Kingdom (British Telecom)
 - At the prompt dial 866-294-3576
 - From a country other than the U.S. or UK, by following the instructions for filing a report on the Internet (described below) until you reach the FTI Consulting landing page. On that page, click the link for the list of international access codes to find the telephone number for your location.
- Via the web: www.fticonsulting.ethicspoint.com

The Helpline is staffed by an outside company and is available 24 hours a day, 7 days a week. Reports to the Helpline may be made on a confidential or anonymous basis where local law allows, and the information will be relayed to FTI Consulting for further investigation. Please note, however, that it may be more difficult for our Company to thoroughly investigate reports that are made anonymously. For this reason, you are encouraged to share your identity when making a report.

See also FTI Consulting's Policy on Reporting Concerns and Non-Retaliation.

INVESTIGATIONS OF REPORTS

We are each expected to cooperate fully in any internal or external investigation. Our Company will treat reported information in a confidential manner to the extent permitted by local laws and consistent with good business practices, and will always uphold our commitment to our non-retaliation policy.

When making an internal report, you can also expect the following:

- Your report will be handled promptly.
- Your report will be verified for accuracy and completeness.
- You may receive follow-up communications requesting additional information.

Please refrain from conducting your own investigation. Such actions could compromise the integrity of our Company's investigation. Any unauthorized investigation is strongly discouraged and may result in disciplinary action. If you are asked to participate in any investigation other than by Human Resources or the Legal Department of FTI Consulting, whether internal or external, you must contact FTI Consulting's General Counsel immediately.

NO RETALIATION AT FTI CONSULTING

FTI Consulting strictly prohibits acts of retaliation against any person for providing information in good faith regarding any conduct that you believe constitutes a violation of law or this Code, or assisting in an investigation. Acting in “good faith” means that you come forward with all of the information you have and believe you are giving a sincere and complete report. In other words, it does not matter whether your report turns out to be true, as long as you deliver it honestly. An individual who makes a report in bad faith, or who retaliates against a person for making a report or participating in an investigation in good faith, may be subject to disciplinary action, up to and including termination, as local law permits. Anyone making a report in bad faith may also be subject to disciplinary action, as local law permits.

See also FTI Consulting’s Policy on Reporting Concerns and Non-Retaliation

NOTICE OF WHISTLEBLOWER RIGHTS OF EMPLOYEES

Nothing in this Code of Conduct or other FTI Consulting policy or employee handbook, or in any applicable employment, restrictive covenants, severance, release or other written agreement between an employee and FTI Consulting or its affiliates, (1) prohibits an employee from making reports, charges or complaints of possible violations of law or regulations to a government agency in accordance with any applicable legal whistleblower protection law, even if doing so would require an employee to share confidential or other proprietary information of the Company, (2) prevents an employee from making truthful statements to any such government agency in response to legal process, required governmental testimony or filings, or administrative or arbitral

proceedings, (3) prohibits an employee from collecting any financial incentives in connection with any of the foregoing activities, or (4) requires notification to, or prior approval by, FTI Consulting or its affiliates in connection with any of the foregoing activities.

See also FTI Consulting’s Policy on Reporting Concerns and Non-Retaliation

CONSEQUENCES

Violations of our Code, policies or the law may carry serious consequences for the individuals involved and our Company. Those engaging in unethical or illegal behavior, or who otherwise violate our Code and policies, and those who direct, condone, approve or facilitate such behavior, may be subject to disciplinary action, up to and including termination, subject to local laws. Furthermore, such behavior places all of us at risk of damaged reputation, hinders our professional prospects, and may subject us—as individuals and as an institution—to fines and civil or criminal liability.

RESPECT FOR OUR COLLEAGUES



RESPECT FOR OUR COLLEAGUES

DIVERSITY

For our Company to succeed as a global professional services firm, we must strive to reflect the diversity of the communities in which we operate. That means we must maintain a workplace atmosphere that attracts, develops and retains people from various backgrounds. If we do not treat one another with respect, we will not maintain a comfortable and professional atmosphere. Our professionalism is vital to building our Company's reputation and retaining our diverse talent base. Together, we must strive to create a workplace that is free from discrimination and harassment.

[See also your applicable Employee Handbook](#)

EQUAL OPPORTUNITY AND NONDISCRIMINATION

Discriminating against someone for his or her traits is a violation of our Code, Company policies and, in some cases, the law. Such actions have no place within FTI Consulting. FTI Consulting does not discriminate against others on the basis of race, color, gender, age, sexual orientation or identity, national origin, ethnicity, religion, marital status, pregnancy, physical or mental disability or veteran status. Our Company makes employment-related decisions based on merit. To be clear, "employment-related decisions" include those involving the hiring, placement, promotion, demotion, transfer, training, compensation, benefits and termination of personnel.

[See also your applicable Employee Handbook](#)

HARASSMENT

In addition, our Company does not tolerate harassment. Harassment can take many forms, including verbal remarks, physical advances or visual displays, and may come from colleagues, managers, vendors, contractors or clients. The legal definition of harassment may vary depending on where we are doing business, but such behavior always has the purpose or effect of creating an intimidating, offensive or demeaning environment for another person. It is a form of discrimination and, as such, has no place at FTI Consulting.

It is important to note that harassment can be sexual or non-sexual in nature. Sexual harassment may include:

- Unwanted advances
- Inappropriate touching
- Sexually suggestive comments or jokes
- Requests for sexual favors
- Inappropriate comments about another's appearance

Non-sexual harassment may include:

- Offensive comments
- Jokes or pictures related to race, religion, ethnicity, gender or age

In order to keep harassment out of our workplace, we must be sure that our comments and actions are appropriate and respectful. If you feel that you have experienced or observed any discriminatory or harassing behavior, you are encouraged to disclose the situation to the Chief Human Resources Officer, your manager, segment or region leader, or FTI Consulting's General Counsel, immediately.

[See also FTI Consulting's Global Employee Handbook](#)

QUESTION

Danica was recently awarded a senior position within her department after years of exemplary service. In her previous role, Danica showed strong leadership and ingenuity, helping facilitate necessary developments and offering key recommendations for improvement. She is proud of the work she's done, and feels her promotion is deserved. Kate, one of Danica's colleagues, was also considered for the position, and feels angry that Danica was chosen over her. She proceeds to make comments—both to other FTI Consulting personnel and to Danica herself—that suggest Danica shared an inappropriate personal relationship with the hiring manager. The rumors become more aggressive, and many mischaracterizations of Danica's character are made. Danica is mortified, and Kate's insinuations are making it difficult for her to focus on her work. What should she do?

ANSWER

Danica should report the situation to her manager or the Chief Human Resources Officer immediately. Kate is engaging in harassing behavior, succeeding in creating a hostile environment and making Danica uncomfortable. All FTI Consulting personnel deserve to contribute to a positive, respectful workplace. It is difficult for us to meet our commitments to our Company and other stakeholders if we do not first meet our commitments to each other. False and harassing statements detract from the integrity of our Company's business and undermine our effectiveness as a team. Danica does not need to endure this harassment.

WORKPLACE RELATIONSHIPS

A consenting romantic or sexual relationship between a supervisor/manager and an employee, between two colleagues or between a client and employee may lead to complications and difficulties for all concerned: the individuals involved, the Company and any client affected by this relationship.

Any such relationship, therefore, may be contrary to the best interests of the Company. Accordingly, the Company strongly discourages such relationships and any conduct (such as dating between a supervisor/manager and employee or a client and an employee) that may reasonably be expected to lead to a romantic or sexual relationship. Should such a relationship arise, you may be required to report or disclose it. Please consult your Employee Handbook for instructions.

See also [FTI Consulting's Global Employee Handbook](#)

UPHOLDING HUMAN RIGHTS

As part of our commitment to our global community, we uphold individual human rights in all of our operations and we oppose the use of modern slavery in all forms. This means, in part, that we provide reasonable working hours and fair wages for those who work on our behalf. FTI Consulting has a zero-tolerance policy for the use of child or forced labor, or human trafficking practices. Further, we will not knowingly do business with subcontractors, business partners or vendors who violate these practices. FTI Consulting could be held accountable for the conduct of these individuals and entities. Therefore, if you have reason to believe any third party is engaging in any of the above practices, report the misconduct immediately. For more information, contact FTI Consulting's Chief Risk and Compliance Officer.

With respect to labor and employment matters, we adopt and adhere to the following principles set forth in the UN Global Compact:

PRINCIPLE 1: Businesses should support and respect the protection of internationally proclaimed human rights.

PRINCIPLE 2: Businesses should make sure that they are not complicit in human rights abuses.

PRINCIPLE 3: Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining.

PRINCIPLE 4: Businesses should uphold the elimination of all forms of forced and compulsory labor.

PRINCIPLE 5: Businesses should uphold the effective abolition of child labor.

PRINCIPLE 6: Businesses should uphold the elimination of discrimination in respect of employment and occupation.

[See also FTI Consulting's Human Rights Policy.](#)

SUBSTANCE ABUSE

The work we perform for FTI Consulting requires us to have sharp, clear minds. Therefore, we must never report to work under the influence of drugs, alcohol or any other substance that may impair our ability to work safely and productively. Our Company prohibits the possession, use, sale, purchase or distribution of any illegal drugs or controlled substances by any employee, consultant or contractor on Company premises, during working hours or when conducting Company business. Lawfully prescribed medications are allowed to be used while at work, provided that their use does not adversely affect job performance or our safety. While FTI Consulting may permit limited alcohol use at approved Company events, you must always use good judgment and exercise moderation in these situations.

[See also FTI Consulting's Global Employee Handbook](#)

VIOLENCE

Acts of threats or violence interfere with our commitment to health and safety and will never be tolerated. Any threatening behavior, even if made in a seemingly joking manner, must be reported immediately. Also, weapons are never permitted on any FTI Consulting premises. If you or someone you know is in immediate danger, call local law enforcement authorities immediately. Then, report the matter internally through normal channels.

PORNOGRAPHY

It is not permissible to possess, distribute, or view pornographic material on FTI Consulting property, or use FTI Consulting equipment (including computers) to obtain or view such materials. You are strongly encouraged to report the existence of pornography on the Company's systems or premises to Human Resources so that appropriate action may be taken, including notification of the proper authorities.

[See also FTI Consulting's Policy on Acceptable Use of Technology Resources](#)

SERVING OUR CLIENTS AND BUSINESS PARTNERS



SERVING OUR CLIENTS AND BUSINESS PARTNERS

PROVIDING CONSISTENT, QUALITY SERVICES

At FTI Consulting, we compete effectively and with enthusiasm. There is no room for unfair or unethical business practices in what we do. We must remain honest in all of our sales, marketing, advertising and business pursuits. We must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information or any other intentional unfair practices. We must make only factual and truthful statements about FTI Consulting and the exceptional services we offer. We should each be familiar with the marketing and advertising review procedures that apply to our work.

QUESTION

Julian is making a sales pitch to a major health-care organization and feels confident about his representation of FTI Consulting's restructuring services. After his presentation, the floor is open to discussion, and Julian is engaged in a lively, optimistic debate. However, as Julian is adding in his final comments, he misspeaks, prompting an additional question from the potential client, to which he does not know the answer. Not wanting to lose momentum or come across as incompetent, Julian fabricates a response he does not know to be true. Is this truly detrimental?

ANSWER

Yes. Inevitably, we face situations where we may not feel certain about the answers we are expected to provide. The appropriate response to these situations is honesty. Julian should avoid the potential spread of misinformation by amending his previous statement, or agreeing to follow up with the potential client when he has all of the facts. False statements and promises not only affect future business with our clients—they affect FTI Consulting's reputation for integrity.

PROTECTING CONFIDENTIAL
INFORMATION AND OBSERVING CAREFUL
COMMUNICATIONS PRACTICES



PROTECTING CONFIDENTIAL INFORMATION AND OBSERVING CAREFUL COMMUNICATIONS PRACTICES

COMPLYING WITH DATA PROTECTION LAWS

Many countries have unique legal requirements governing the use, disclosure and/or privacy of data and information (for example, the EU General Data Protection Regulation (“GDPR”), the U.S. Health Insurance Portability and Accountability Act (“HIPAA”), etc.). We are committed to the consistent application of data privacy and data protection laws when processing personal data. We are required to ensure that personal information is processed with due care to prevent any misuse or unauthorized access.

All processing of personal data, such as, data on employees, business partners, clients and suppliers, must be in compliance with applicable data protection laws. In addition, we are obliged to ensure that we:

- Keep confidential information safe from loss, theft, or accidental disclosure.
- Comply with all applicable data protection laws and regulations, as well as all applicable FTI Consulting policies regarding data processing and data transfer.
- Implement information security safeguards designed to protect personal information.
- Collaborate with our business partner’s on ensuring data security and in investigating and responding to data protection breaches, if they occur.

More specific information about the use of data and information appear in the sections below and in other FTI Consulting policies. If you are unsure of local requirements, or have other privacy-related questions, you should contact your manager, FTI Consulting’s Chief Risk & Compliance Officer, the Legal department, or, in countries where applicable, a Data Protection Officer.

See also FTI Consulting’s [Data Privacy Policy](#); [FTI Consulting’s Information Security Policy](#); [FTI Consulting’s Policy on Acceptable Use of Technology Resources](#); [FTI Consulting’s Incident Response and Reporting Policy](#); [FTI Consulting’s HIPAA Privacy Compliance Policy](#); regional and local privacy-related policies

PROTECTING PERSONAL EMPLOYEE INFORMATION

As FTI Consulting personnel, we recognize and protect the confidentiality of employee medical and personnel information. Such information must not be shared or discussed inside or outside FTI Consulting, except as required by law or appropriate legal process, or in connection with an appropriate, lawful business use, or as authorized by the employee. Disclosure of such information to anyone outside FTI Consulting under any other circumstances must be approved by the Legal department, or, in countries where applicable, a Data Protection Officer.

Nothing in this policy is intended to or shall prohibit any non-supervisory employee from discussing the employee’s wages or terms and conditions of employment with any other individual, entity, union or governmental agency. Further, nothing in this policy is intended to or shall prohibit any conduct protected by Section 7 of the U.S. National Labor Relations Act or other applicable labor law, and an employee will not be subject to disciplinary action or other adverse employment action for engaging in such protected activity.

PRESERVING THIRD-PARTY INFORMATION

To uphold our Company's reputation and best serve our clients, FTI Consulting is committed to protecting the privacy of third-party information as vigilantly as we do our own. This means we must collect, use and safeguard client information as we would our own confidential information. We must never share the material, non-public information of our clients with a third party or any colleague who does not have a business need to know it.

We must also take steps to prevent the accidental disclosure of client information. In the rare event that such a disclosure should occur, we must follow established Company procedures for addressing the situation. Similarly, in the event of a potential data compromise incident, immediately contact Information Security, your segment or region leader and the Legal department. Never share any details about the incident with others, internally or externally, who do not have a business or legal need to know it.

Many countries have unique legal requirements governing the use, disclosure and/or privacy of client information. If you are unsure of local requirements, or have other privacy-related questions, you should contact your manager, FTI Consulting's Chief Risk & Compliance Officer, or the Legal department.

See also [FTI Consulting's Information Security Policy](#); [FTI Consulting's Policy on Acceptable Use of Technology Resources](#); [FTI Consulting's Incident Response and Reporting Policy](#); [FTI Consulting's HIPAA Privacy Compliance Policy](#)

QUESTION

Alyssa, a Healthcare Analyst, has a large amount of confidential data pertaining to several of FTI Consulting's largest clients. The nature of her work requires her to travel frequently, and oftentimes she updates her records electronically while commuting between locations. As her schedule has become increasingly hectic, Alyssa even finds herself discussing client data on calls while at the airport or riding the train. Should she be taking any additional precautions when working with this information?

ANSWER

Yes. While it may be tempting to conduct FTI Consulting work while commuting, it is important to understand that our conversations in airports, on trains or in other open areas are not private. Anyone may overhear a vital piece of confidential information regarding our clients or our Company. Similarly, others may be able to view private data on our laptops or other electronic devices. In this instance, Alyssa must take steps to limit the information she discusses on calls, never disclosing confidential client information in a place where others may overhear. She must wait until she is in a private location, with a secure network connection or encryption capabilities, before working on sensitive client documents. By taking these steps, we maintain our clients' trust and protect the integrity of their private information.

PROTECTING FTI CONSULTING'S CONFIDENTIAL INFORMATION

Confidential information generated and gathered in our business is a valuable Company asset. Protecting this type of information plays a vital role in FTI Consulting's success, and it must be maintained in strict confidence, unless otherwise required to be disclosed by law or our Company. Our responsibility to protect proprietary and confidential information continues even after leaving FTI Consulting. This means that you must return all such information in your possession upon your departure. Further, you may never disclose such information to a new employer, no matter how much time has passed since your employment with FTI Consulting has ended.

Refer to *Protecting Intellectual Property* at page 33 of this Code for additional information.

To ensure that FTI Consulting's confidential information, including its intellectual property, is properly protected, none of us may disclose it to anyone outside of FTI Consulting, except when authorized or legally required to do so (as noted elsewhere, this does not apply to discussion of your wages or the terms and conditions of employment). We also cannot discuss this information with colleagues who do not have a business need to know it. Take care not to lose, misplace or leave confidential information (or technologies containing such information) unattended. In addition, never discuss this information where those who do not have a business need to know it might overhear—such as elevators, airport terminals, trains, restaurants and Company break rooms.

See also FTI Consulting's *Information Security Policy*; FTI Consulting's *Policy on Acceptable Use of Technology Resources*; FTI Consulting's *HIPAA Privacy Compliance Policy*.

PROHIBITION AGAINST TRADING ON INSIDE INFORMATION

While working on behalf of FTI Consulting, we may become aware of material, non-public information about our Company, our clients or other companies. Material, non-public information (also known as "inside information") is information about a company that is not known to the general public and that could influence a typical investor's decision to buy, sell or hold that company's securities. Information stops being "non-public" when it has been effectively disclosed to the public and a reasonable waiting period has passed to allow the information to be absorbed by the marketplace.

Buying or selling securities of a company while you possess inside information is a criminal offense in many countries, including the U.S., and is prohibited by Company policy. This applies to stock, options, debt securities or any derivative securities of FTI Consulting, Inc., as well as our clients and vendors. Further, if you reveal inside information to anyone, including family or household members, and that person then buys or sells securities (or passes the information on to someone else that buys or sells securities), you may be liable for "tipping."

FTI Consulting maintains extensive policies on whether and how we may trade in Company and client securities. Your business practice group may adopt additional requirements and restrictions on your personal trading due to your job responsibilities or the laws of the jurisdiction in which you are located. If you have any doubt whether non-public information you possess is material, do not trade on that information and contact FTI Consulting's Chief Risk & Compliance Officer or the Legal department.

See also FTI Consulting's *Policy on Inside Information and Insider Trading*.

COORDINATING OUR CORPORATE COMMUNICATIONS

Only authorized persons can speak as representatives of FTI Consulting on matters of Company business.

From time to time, we may receive inquiries from representatives in the news media, analysts or investment community regarding, among other things, our clients, our financial results, our business strategy, or issues related to employees and other matters. Unless you are specifically designated by FTI Consulting to handle such requests (or unless the request concerns wages or terms and conditions of employment), you should not respond to them. Instead, forward such inquiries to the Head of Investor Relations and Corporate Communications immediately. Similarly, you should forward all information requests from any government or regulatory body to FTI Consulting's General Counsel immediately (you are not required to do so for requests related to wages or the terms and conditions of employment).

You may also receive invitations from professional, industry, media or other groups or organizations—often referred to as “expert networks”—to consult on matters relating to FTI Consulting or the industries and businesses we service. These expert networks may ask us to participate in telephone consultations, in-person meetings or educational events to benefit their clients and other parties. Participation in such activities is generally prohibited (exceptions require written pre-approval from the Chief Risk & Compliance Officer or the General Counsel).

See also [FTI Consulting's Policy on Disclosure Controls](#)

SOCIAL MEDIA

Social media affords us many opportunities through which to engage our stakeholders. However, we may use social media—including blogs, podcasts, discussion forums, and social networks—for FTI Consulting-related business purposes only when properly authorized, and

only as long as such usage and communications comply with our Code. If you do not know whether you have been authorized to use social media for FTI Consulting-related purposes, contact the Head of Investor Relations and Communications. As noted elsewhere, the rules set out in this section are not intended to prohibit discussion of your wages or the terms and conditions of employment.

Limited personal use of social media is allowed, provided:

- Only approved personnel can speak for FTI Consulting
- Identify yourself as a FTI Consulting employee when personally participating on social networking sites if you are discussing FTI Consulting's business and related industry topics
- Personal recommendations are personal
- Personal use of FTI Consulting equipment for social media purposes must comply with applicable policies
- Do not accept payment to blog outside of your work for FTI Consulting

If you disclose confidential Company information through social media or networking sites, delete your posting immediately and report the disclosure to the Chief Information Officer, as well as the Chief Risk & Compliance Officer.

Due to the highly sensitive nature of our business and the laws that apply to our work, even seemingly harmless disclosures could prove damaging to FTI Consulting or our clients. If you believe you have witnessed the inappropriate use of FTI Consulting's technologies or electronic communications in social media, notify the Head of Investor Relations and Communications immediately.

If you have any questions about using Company technology resources for social media, consult with FTI Consulting's Head of Investor Relations and Communications.

See also [FTI Consulting's Social Media Policy and Acceptable Use Policy](#)

IDENTIFYING AND DISCLOSING PERSONAL CONFLICTS OF INTEREST



IDENTIFYING AND DISCLOSING PERSONAL CONFLICTS OF INTEREST

All of us are responsible for acting in FTI Consulting's best interests at all times. As much as possible, we must avoid situations in which our personal interests and loyalties are—or appear to be—incompatible with those of our Company or are influenced by personal gain or benefit. Situations that benefit a family member or other related third party should also be avoided. However, these situations—called “*conflicts of interest*”—do arise on occasion. When this happens, report the conflict immediately. Reporting allows FTI Consulting to mitigate any possible adverse consequences.

As a rule, when acting on FTI Consulting's behalf, we should always put our Company's interests ahead of our own. Exceptions to conflict of interest situations will only be granted by the express written consent of FTI Consulting's Chief Risk & Compliance Officer. If you have questions about any of these policies or need to discuss a potential conflict, you should consult with your manager, segment or region leader or FTI Consulting's Chief Risk & Compliance Officer.

While it is not possible to describe every situation that could give rise to a conflict of interest, some of the more common conflict of interest situations are outlined below.

FINANCIAL INTERESTS

Our Company respects our right to manage our personal finances. However, some outside financial interests may improperly influence—or could be appear to influence—your performance at FTI Consulting. This influence may arise, for example, because of the amount of an investment or the particular organization in which you invest, such as an FTI Consulting competitor, client, vendor or other business partner. Subject to other FTI policies and applicable insider trading laws, investing in a client, vendor or competitor may be permissible, but you should consider carefully whether such an investment

would generate the appearance of a conflict. You must disclose any such relationships before directly or indirectly investing in or conducting business with such person or entity.

OFFERING AND ACCEPTING GIFTS AND ENTERTAINMENT

Business gifts and entertainment are commonly exchanged to develop and encourage strong working relationships with our clients, vendors and other business partners. In order to avoid even the appearance of a conflict of interest, good judgment and moderation should always serve as our guides in these situations. Giving or receiving a gift or offer of entertainment is not an appropriate activity if it creates a sense of obligation, puts us in a situation where we may appear biased, or is done with the intent to influence a business decision.

“Gifts” are usually goods and services, but can be defined as any item of value. For example, when the person offering a meal or entertainment is not attending the event, it is considered a gift. We may give or accept a gift only when it meets *all* of the following criteria:

- Nominal or otherwise reasonable in value and not lavish
- Infrequent
- In good taste
- Unsolicited
- Not cash or a cash equivalents
- Not restricted or prohibited by the terms of any applicable contract

If you are giving the gift, make sure it comports with a client's gift policy. It is important to be certain of this *before* giving any gifts.

“Entertainment” includes meals and events where both the person offering and the person accepting attend, such as meals or sporting events. The entertainment should advance an FTI Consulting business purpose. Just as with gifts, we may give or accept entertainment only when it fits *all* of the above standards.

If you are offered or are offering a gift or a form of entertainment that does not meet these guidelines, you must obtain written approval before accepting or giving it by contacting your manager or segment or region leader and FTI Consulting’s Chief Risk & Compliance Officer.

Keep in mind that the United States Foreign Corrupt Practices Act (the “FCPA”), the UK Bribery Act and other local laws and regulations govern the giving of gifts and entertainment to government officials. The UK Bribery Act and various laws in other jurisdictions also criminalize gifts and payments to private persons under certain circumstances. Please also see the “Adhering to Anti-Corruption Laws” section of this Code—as well as the *Anti-Corruption Policy*—for more details.

QUESTION

Yvonne manages FTI Consulting’s relationships with several healthcare organizations. During the holiday season, one such organization sends Yvonne a traditional gift basket to thank her for her tireless service and dedication to facilitating superior communication. Attached to the basket, however, is an envelope containing a U.S. \$50 gift card to a moderately-priced, local restaurant. Yvonne knows that, while the basket is likely an acceptable gift, the gift card is a cash equivalent and is therefore prohibited under Company policy. What should she do?

ANSWER

Yvonne should contact her supervisor or FTI Consulting’s Chief Risk & Compliance Officer to discuss the gift. While she may be able to retain the gift basket, assuming its retail value is reasonable and such gifts from this organization are infrequent, FTI Consulting’s policy prohibits us from accepting cash or cash equivalents. By reporting the gift, Yvonne allows FTI Consulting to evaluate the gift, and avoids the appearance of accepting a bribe.

OUTSIDE BUSINESS ACTIVITIES

A conflict of interest may arise if an employee engages in an outside activity that may be inconsistent with FTI Consulting's business interests. It is our responsibility to avoid situations in which our loyalty to FTI Consulting, or availability to perform our job duties when required, could be compromised. Questions regarding outside activities should be directed to FTI Consulting's Chief Risk & Compliance Officer.

If you are invited to participate as a member of the board of directors of a for-profit entity, you must notify the Chief Risk & Compliance Officer who will help to analyze the potential for conflict. You must also contact the Chief Risk & Compliance Officer before taking on outside employment in an area in which FTI Consulting provides services or that involve the professional skills you use as an FTI Consulting employee.

Your participation in trade associations, professional societies, charitable institutions or quasi-government organizations on a non-compensated basis will generally not give rise to a conflict of interest. However, you should inform the Chief Risk & Compliance Officer if the activity is similar to services provided by FTI Consulting or if it might be contrary to the interests of FTI Consulting or its clients.

QUESTION

Adrian has worked for our Company for several years as a consultant. During his tenure, he has compiled a vast amount of critical research and analysis. Currently, Adrian is working with an old friend from his graduate program to launch an independent consulting firm, using data he's collected and analyzed through his work for our Company and its clients. Since he plans to operate on weekends and after-hours, Adrian believes this will not affect his work for FTI Consulting, and is therefore not a conflict. Is he correct?

ANSWER

No. While it sounds as though Adrian's outside employment hours would not affect the amount of time he is able to devote to FTI Consulting, his business venture still creates a conflict of interest. Not only would Adrian's independent firm likely be in direct competition with our Company; he would also be misappropriating and making improper use of confidential Company information. At a minimum, Adrian should contact FTI Consulting's Chief Risk & Compliance Officer to discuss the situation before acting.

BUSINESS WITH FRIENDS AND FAMILY MEMBERS

A conflict of interest can also arise if you or your family member has a personal or financial interest in a company that is an FTI Consulting client, potential client, vendor, potential vendor or competitor. A conflict may also arise if you or a family member has an interest in a transaction between or among such parties and FTI Consulting, or an FTI Consulting competitor. The same holds true if you have a family member or related party who works for a competitor or client. If you find yourself in such a situation, remove yourself from the process and report the situation to FTI Consulting's Chief Risk & Compliance Officer, as well as your supervisor right away. If you are instructed to proceed, you must not use your position to influence the decision, negotiation or contract in a manner that could directly or indirectly benefit you or your family member/friend in any way.

In addition, it is important to avoid directly or indirectly supervising family and friends. When a personal or family relationship between FTI Consulting personnel exists—especially if it is also a reporting relationship—it may appear that the subordinate is receiving preferential treatment or favoritism. For this reason, you should never be placed in a position where you have direct decision-making authority over a family member, or vice versa.

Our Company also discourages indirect employment relationships between family members. Remember, we must avoid even the *appearance* of bias. If such a situation arises, you must disclose the facts to your manager or segment or region leader promptly.

See also [FTI Consulting's Global Employee Handbook](#)

CORPORATE OPPORTUNITIES

While performing work on behalf of our Company, we each have a duty to put FTI Consulting's interests ahead of our own. This means never taking for yourself (or for the benefit of friends and family) opportunities that are discovered in the course of FTI Consulting employment or through our connections at FTI Consulting, or that are developed through the use of corporate property or information, unless FTI Consulting has already been offered the opportunity and informed you that in writing that it will not pursue the opportunity.

PERSONAL USE OF CORPORATE PROPERTY AND CORPORATE INFORMATION

You should never use FTI Consulting assets, property, information or position for improper personal gain, or otherwise compete with our Company. You may not divert Company property or Company personnel to work on your outside business interests. This includes using Company letterhead for personal correspondence.

COMPLYING WITH LAWS



COMPLYING WITH LAWS

We must comply with the laws that apply to us wherever we conduct business. Some of these laws are discussed below.

ANTI-CORRUPTION LAWS

We never use, support or promote corrupt practices in the locations where we do business. Many countries have enacted anti-corruption laws, and we abide by them wherever we work. These include the US Foreign Corrupt Practices Act (“FCPA”), the UK Bribery Act, and other laws, including laws implementing the OECD Convention Against Corruption, the United Nations Convention Against Corruption and local jurisdictional laws and regulations. These laws generally prohibit bribery of “Government Officials,” and some also criminalize bribery of private persons.

In general, anti-corruption laws specifically prohibit making, promising, offering or authorizing any bribe or kickback in order to obtain an improper business advantage. Our Company will not tolerate any form of improper payments. Just as we cannot make improper payments on FTI Consulting’s behalf, we also cannot engage an agent or any type of third party to make an improper payment for us. FTI Consulting also prohibits “facilitating payments,” which are small payments made to individual officials to expedite routine government actions.

A “bribe” or improper payment can be anything of value, including:

- Cash payments
- Charitable donations
- Loans
- Travel expenses
- Gifts and entertainment
- Other favors

In short, any payment or anything of value given with the intent—or even the *apparent* intent—to improperly influence decisions, obtain information, obtain or retain business, secure services or induce others to take actions favorable to FTI Consulting, is bribery, and is never allowed.

Anti-corruption laws are complex, and the consequences of violating these laws are severe. For this reason, you should avoid any activity that could be construed as corrupt. Keep in mind that FTI Consulting has an extensive *Anti-Corruption Policy*, available on FTI Consulting’s website and FTI Atlas, with which we all must be familiar and comply with in full. Refer to this policy for more information on what constitutes a “bribe,” “kickback,” “government official” and “payment,” as well as other relevant information.

You may also discuss any concerns you have relating to anti-corruption laws with FTI Consulting’s Chief Risk & Compliance officer or the Legal Department.

[See also FTI Consulting’s *Anti-Corruption Policy*](#)

ABIDING BY U.S. AND INTERNATIONAL COMPETITION LAWS

Competition laws (also called “antitrust laws” in some countries) are designed to preserve a level playing field for all businesses. As such, they promote open and fair competition and prohibit any agreement or practice that unreasonably restrains trade. FTI Consulting complies with competition laws wherever we do business. In general, avoid entering into agreements relating to competitively sensitive matters (such as fixing pricing or market share) or with competitors unless you have been specifically authorized to do so by your manager or practice leader in consultation with the Legal department. Violations of competition laws may subject both the individuals involved and our Company to severe consequences. Report any questionable incident regarding competitively sensitive matters to FTI Consulting’s Chief Risk & Compliance Officer or the Legal department immediately.

ABIDING BY ECONOMIC SANCTIONS AND ANTI-BOYCOTT LAWS

It is our Company’s policy to fully comply with:

- U.S. and other applicable laws and regulations prohibiting or restricting transactions with certain designated foreign governments, entities, persons, or end-uses, and
- U.S. anti-boycott laws.

To this end, we may not:

- Conduct any transaction involving prohibited entities or persons (e.g., those listed on various U.S. and UK Government lists – see <http://www.state.gov/strategictrade/redflags/>)

- Travel on Company business to any of the countries subject to U.S. sanctions prohibiting such travel without first obtaining clearance from FTI Consulting’s Chief Risk & Compliance Officer
- Retain a third party (e.g., agents, sales representatives, distributors, contractors) to conduct any of the above actions

In addition, under U.S. law, we must not cooperate with any request concerning unsanctioned foreign boycotts or related restrictive trade practices. This means we cannot take any action, furnish any information or make any declaration that could be viewed as participation in an illegal foreign boycott. There are severe penalties for violation of these laws, making them all the more important to follow. FTI Consulting is required to report any suspected boycott requests to the U.S. government. You should immediately notify FTI Consulting’s Chief Risk & Compliance Officer if you suspect you have received any form of a boycott-related request for information, whether oral or written.

QUESTION

Nigel is providing business advice to a client. During the course of the engagement, the client asks Nigel for help in acquiring an Iranian company. Can Nigel provide the requested assistance?

ANSWER

Nigel should immediately consult with the Chief Risk & Compliance Officer or the Legal department. Iran is subject to broad U.S. sanctions and our ability to accept work that involves Iran is limited. In addition, to the extent new parties are added to an engagement, it may be necessary to run an updated conflicts check.

PREVENTING MONEY LAUNDERING AND TERRORIST FINANCING

FTI Consulting is dedicated to the fight against money laundering and terrorist financing. These illicit activities have become the focus of considerable attention by governments, international organizations and law enforcement agencies around the world. This is an issue that our Company takes extremely seriously.

“Money laundering” is the process by which criminal funds are moved through the financial system in order to hide all traces of their criminal origin. “Terrorist financing” refers to the use of funds that may come from legitimate or criminal sources but are destined for terrorist organizations.

It is extremely important that we know and comply with all laws and regulations aimed to halt money laundering and terrorist financing. To do this, we must be vigilant and exercise good judgment when dealing with unusual or suspicious client transactions. This, of course, means never alerting an organization or individual with whom you have a relationship of any impending or ongoing investigation against them. You also have a duty to alert FTI Consulting’s Chief Risk & Compliance Officer or the Legal department about any situation that seems inappropriate or suspicious. If you have further questions or concerns, contact FTI Consulting’s Chief Risk & Compliance Officer.

ABIDING BY EXPORT CONTROL LAWS

As a global company, we deliver our product offerings and services all over the world. It is therefore critical that we comply carefully with all applicable laws and regulations that regulate our international trading activity. We must understand and follow the laws relating to exports or imports from and to the U.S. and other jurisdictions.

An “export” occurs when a product, service, technology or piece of information is shipped to a person in another country. An export can also occur when technology, technical information or software is provided in any way (including verbally, in the case of information) to a non-U.S. citizen located in either the U.S. or a third country. Before engaging in exporting activity, you are expected to verify the eligibility of both the location of delivery and the recipient. You also must obtain all required licenses and permits, and pay all proper duties.

“Import” activity, or bringing the goods we purchase from a foreign or external source into another country, is also generally subject to various laws and regulations. Specifically, this activity may require the payment of duties and taxes, as well as the submission of certain filings.

For more information on prohibited locations, entities or persons generally, please direct any questions or concerns to FTI Consulting’s Chief Risk & Compliance Officer or the Legal department.

RESPECT FOR OUR STOCKHOLDERS AND THE PUBLIC



RESPECT FOR OUR STOCKHOLDERS AND THE PUBLIC

PROTECTING OUR COMPANY AGAINST FRAUD AND THEFT

FTI Consulting's reputation depends on the integrity of all of our actions and dealings. In addition, we are committed to protecting FTI Consulting's revenue, property, and other assets. Accordingly, fraud, theft, negligence and waste are never tolerated. This includes asset theft, as well as the falsification of information and financial statement fraud. Any such conduct is considered a disciplinary offense and may result in stronger consequences.

Acts of fraud may include the intentional concealment of facts with the purpose of deceiving or misleading others. Fraud may also include:

- Misstatements arising from fraudulent financial reporting (such as improper revenue recognition, overstatement of assets or understatement of liabilities)
- Misstatements arising from misappropriation of assets (such as wire fraud, fictitious vendors)
- Expenditures and liabilities for improper purposes
- Fraudulently obtained revenue and assets, or the avoidance of costs and expenses
- Fraud in our fulfillment of disclosure obligations
- Expense fraud

FTI Consulting has created a control environment intended to prevent, detect and mitigate the risk of fraud. We are encouraged to bring to the attention of the Chief Financial Officer any opportunities or motives for fraud not adequately covered by existing controls. Any concerns regarding fraud or financial irregularities should be brought to the immediate attention of the Chief Financial Officer, the Chief Risk & Compliance Officer, or the Legal department.

QUESTION

Raquel is responsible for preparing her department's quarterly financial reports and is generally quick to detect and correct any irregularities. These are usually the result of rushed entries and clerical errors, and don't often require much of Raquel's time to fix. This quarter, however, Raquel is noticing persistent irregularities that seem much more complex—even intentional. She finally pinpoints the source of the misreported revenue, and has no doubt that these entries are part of a larger fraudulent act. Should she speak up?

ANSWER

Yes. Raquel has identified a clear pattern of fraud in her team's financial reporting, and must report her suspicions immediately. It is not enough to simply correct the entries, if doing so is even possible. One or more of Raquel's colleagues is knowingly maintaining improper records, which is behavior that must be corrected and appropriately disciplined. Raquel herself will not face any retaliation for making such a report in good faith, even if the investigation proves that no misconduct occurred.

TRUTHFUL AND ACCURATE REPORTING

We must each do our part to make certain that the financial documents our Company discloses to the public are both accurate and honest. While it may not seem as though some of the information we generate has an impact on our Company's financial records, we all play a role in ensuring this important duty is fulfilled. Therefore, every piece of data or information that we submit in Company records—including personnel, time and expense reports, by client and jurisdiction, and safety records—must be absolutely honest, accurate and complete. We must follow our Company's system of internal controls and all applicable accounting requirements when recording this data. We must also submit appropriate engagement and contract documentation, at all times.

In addition, we are responsible for reporting financial transactions accurately, completely, fairly, and in a timely and understandable manner. We are expected to ensure that the data we provide for the preparation of financial statements, regulatory reports and publicly-filed documents complies with all applicable accepted accounting principles, as well as FTI Consulting's internal control procedures and other applicable disclosure rules. Our stockholders rely on us to fulfill these duties in order to accurately reflect our Company's operations and financial condition. Anyone who intentionally makes a materially false or misleading report, or falsifies financial information—directly or indirectly—is subject to disciplinary action to the fullest extent allowed by law. The same is true of anyone who makes a payment or establishes an account on behalf of FTI Consulting with the understanding that such payment or account will be used in a way other than as described in supporting documentation.

See also FTI Consulting's [Policy on Disclosure Controls](#); FTI Consulting's [Anti-Corruption Policy](#)

RECORDS MANAGEMENT AND DOCUMENT RETENTION

Managing our records is a critical component to building trust with our clients, regulators and stockholders. Such records include all electronic, emailed, imaged and paper documents created, received and maintained as evidence or information used by our Company for legal, regulatory, accounting and business purposes. Effectively managing these records allows us to meet our business needs and ensure our records are available when needed. In addition, it helps us comply with all applicable laws and regulations and preserve any relevant documents in case of litigation, audits or investigations.

We all must follow the records management practices and policies and retention schedules in the locations where we operate. A "legal hold" applies to records connected with subpoenas seeking information and actual or anticipated litigation or regulatory action. You must retain and preserve—not destroy—all records that may be responsive until you are advised how to proceed by FTI Consulting's Legal department. If you become aware of a subpoena or pending or threatened legal or regulatory action, or if you believe that someone has improperly concealed, altered or destroyed a record, you should report it to FTI Consulting's Legal department.

See also FTI Consulting's [Records Retention Policy and Schedule](#)

PROTECTING FTI CONSULTING ASSETS AND PROPERTY



PROTECTING FTI CONSULTING ASSETS AND PROPERTY

PROPER EXPENDITURES

We are all accountable for the proper expenditure of Company funds within our area of responsibility. This includes Company money spent on travel or other business expenses. Please consult FTI Consulting's expense reimbursement policy, or contact your manager or segment or region leader with any questions you may have.

See also [FTI Consulting's Travel & Expense Administration and Reimbursement Policy](#)

PROTECTING INTELLECTUAL PROPERTY

You may have access to FTI Consulting's intellectual property ("IP") through the course of your work. This information is considered valuable Company property, and an asset we must protect. It includes "trade secrets"—data that gives FTI Consulting a competitive advantage. Such confidential information could be harmful to our Company if disclosed. This includes information communicated in both written and electronic documents, as well as verbal conversations. Some examples of trade secrets include:

- Client lists
- Terms and conditions, rates or fees offered to certain clients
- Marketing and strategic plans
- Financial data
- Pricing information and costs
- Processes
- Technological developments, including information systems and computer software

IP also includes intangible property such as copyrights, patents, trademarks, design rights, logos and brands. The law protects our rights to this property as it does other

forms of physical property. To the extent permissible by law, the rights to all IP created with Company materials, on Company time, at our Company's expense or within the scope of our duties belong to FTI Consulting.

We must never knowingly infringe upon the intellectual property rights of others. Be especially cautious when preparing advertising or promotional materials that use the name, logo or printed materials of another company, or when operating a software program on an FTI Consulting computer.

QUESTION

Samir is a User Experience Designer for FTI Consulting, and a member of an extensive network of design professionals. He often meets with a few of his contacts outside of the office to go over mockups and receive critical feedback in improving his work product. The individuals with whom Samir meets do not conduct business with our Company, but Samir values their outside opinions and does not feel that FTI Consulting's confidential information is being compromised in any way. Is his assumption correct?

ANSWER

No. The work that Samir performs on behalf of FTI Consulting—including any comps or mockups he creates—is considered Company property. Due to the proprietary nature of these materials, Samir should not be sharing them with outside parties who do not have a business need to see them. Doing so—even with trusted contacts—could put our Company's confidential information at risk. Instead, Samir should talk to his manager about obtaining feedback internally within an authorized group setting.

USING FTI CONSULTING TECHNOLOGY RESOURCES

We are all responsible for properly and appropriately using FTI Consulting technology resources, including the e-mail system, the Internet, and Company-issued mobile devices and computers. The technology and hardware that our Company provides to us, or gives us access to use, is FTI Consulting property. Incidental personal use of such resources is allowed as long as the usage does not interfere with your job performance or the performance of any other FTI Consulting employees, and would not otherwise harm the Company.

Because these technology resources belong to FTI Consulting, subject to applicable law, you should not have any expectation of privacy while they are assigned to your care, even for personal use. This includes e-mail and instant messages and anything you create, store, send or receive on the technology resources. While our Company does not actively monitor our personal communications, it may access e-mails and other personal information as local laws permit. FTI Consulting may also monitor the use of its technologies to the extent allowed by law.

As a rule, when using any Company technology resources, we should always conduct ourselves professionally and courteously. In addition to following all discrimination and harassment policies, we may not use the technology resources to solicit for religious or political causes, commercial enterprises, outside organizations or other activities that are unrelated to our responsibilities at FTI Consulting. E-mail and other electronic communications generated on FTI Consulting computer networks are subject to discovery in litigation or a regulatory inquiry, as applicable local laws provide. We should exercise due care and common sense in all of our electronic communications.

Violation of these policies may be grounds for discipline, including possible termination, as local laws permit. Additional questions about the appropriate use of the FTI Consulting technology resources should be directed to your manager or the enterprise information security and privacy team.

See also [FTI Consulting's Acceptable Use Policy](#)

QUESTION

Leila, who works in accounting, has informed her colleagues of a recent fundraiser for her son's after-school program. Having received little support by word of mouth, Leila has decided to launch an e-mail campaign to garner additional donations. She sends out a daily email to her team, including testimonials from other donors and a lengthy personal appeal. It's for a good cause, and Leila is not a manager, so there is no added pressure on FTI Consulting personnel. Is Leila allowed to do this?

ANSWER

No. FTI Consulting's technology resources must not be used to solicit for this cause. Leila does not need to hold a management role for her actions to produce unwanted pressure on her colleagues. Sending out e-mail reminders to her team—especially in excess—is an inappropriate use of Company e-mail and time, and is likely distracting to her team. Leila should solicit her son's fundraiser in her personal time, and avoid pressuring her colleagues to contribute.

OUR ROLE IN THE COMMUNITY



OUR ROLE IN THE COMMUNITY

CHARITABLE CONTRIBUTIONS

We have the power to make a positive difference in the communities where we live and work through our volunteer and charitable activities. While we are encouraged to support our communities by making personal charitable contributions, if you wish to give on behalf of FTI Consulting, you must never do so in an effort to improperly gain or retain a business advantage. You must also obtain all proper approvals prior to making a donation on behalf of FTI Consulting.

For more information on the proper procedures for donations and obtaining approval, consult the "Donations to Charities" section of the *Anti-Corruption Policy*, your practice leader or FTI Consulting's Chief Risk & Compliance Officer.

See also [FTI Consulting's Anti-Corruption Policy](#); [FTI Consulting's Charitable Giving and Matching Gift Policy](#)

POLITICAL CONTRIBUTIONS AND CAMPAIGNING

As employees, we may participate in the political process on our own time and in compliance with local laws. However, these activities are subject to many rules around the world. Therefore, no Company funds, assets, services, time, equipment or facilities may be contributed, whether directly or indirectly, to any politician, candidate for political office, political party, political action committee or political cause without the prior written approval of FTI Consulting's Chief Executive Officer. This applies to resources that may even *appear* to be an endorsement or contribution. This policy also applies regardless of whether you think that the laws of a particular country allow your activities. You should direct any questions to FTI Consulting's Chief Risk & Compliance Officer.

For more information, consult the "Political Contributions" section of the *Anti-Corruption Policy*.

See also [FTI Consulting's Anti-Corruption Policy](#)

LOBBYING

Lobbying activities may require disclosure and may be subject to specific rules. The term "lobbying" covers many kinds of activity. You may be engaged in lobbying if your work involves:

- Contacts with legislators, regulators, executive branch officials or their staffs
- Communications with government officials
- Efforts to influence legislative or administrative action
- Providing gifts or entertainment to government officials

If you intend to engage in lobbying work on behalf of FTI Consulting or its subsidiaries, as opposed to a client engagement within and subject to internal procedures of your practice, you must discuss any such activities with FTI Consulting's Chief Risk & Compliance Officer.

EMPLOYING SUSTAINABLE PRACTICES

We demonstrate our dedication to the communities where we work by considering the environment in all of our business activities. We aim to act as environmental stewards when conducting business on our Company's behalf. This means that we must comply with all applicable environmental laws and regulations, as well as any guidelines set forth by our Company. We show our respect for the environment by striving to minimize any environmental hazards, conserve and protect natural resources, and manage our use of energy and other resources responsibly.

See also [FTI Consulting's Environmental Responsibility Policy](#)

WAIVERS AND AMENDMENTS OF OUR CODE



WAIVERS AND AMENDMENTS OF OUR CODE

Our Code and other policies apply equally to all employees, officers and directors of FTI Consulting. As such, waivers of our Code for executive officers or directors are made only in extremely limited circumstances. Waivers for officers and non-employee directors of FTI Consulting, Inc. must be approved in advance by the Board of Directors or a Committee of the Board that has been delegated that authority, and then promptly disclosed to stockholders as required by applicable SEC rules and regulations and the law. Only the Chief Executive Officer of FTI Consulting, Inc. may grant waivers to other FTI Consulting employees.



EXPERTS WITH IMPACT

About FTI Consulting

FTI Consulting, Inc. is a global business advisory firm dedicated to helping organizations protect and enhance enterprise value in an increasingly complex legal, regulatory and economic environment. FTI Consulting professionals, who are located in all major business centers throughout the world, work closely with clients to anticipate, illuminate and overcome complex business challenges in areas such as investigations, litigation, mergers and acquisitions, regulatory issues, reputation management and restructuring.

Schedule of Subsidiaries of FTI Consulting, Inc.

Legal Name	Jurisdiction
Andersch AG	Germany
Andersch digital GmbH	Germany
Andersch Management GmbH	Germany
Compass Lexecon (Belgium) SPRL	Belgium
Compass Lexecon LLC	Maryland
[f/k/a Lexecon, LLC]	
[f/k/a LI Acquisition Company, LLC]	
FD MWA Holdings Inc.	Delaware
Ferrier Hodgson Management Services Inc.	Philippines
FH Asset Management Corp.	Philippines
FH Corporate Services Inc.	Philippines
FTI Capital Advisors – Canada ULC	Canada
[f/k/a FTI Consulting (Canada) Capital Advisors ULC]	
FTI Capital Advisors (Australia) Pty Ltd	Australia, New South Wales
FTI Capital Advisors (DIFC) Limited	United Arab Emirates
FTI Capital Advisors, LLC	Maryland
[f/k/a FTI Merger & Acquisition Advisors, LLC]	
FTI Capital Management LLC	Maryland
FTI Capital Management (Cayman) Limited	Cayman Islands
FTI Consulting—FD Australia Holdings Pty Ltd	Australia, Victoria
[f/k/a FD Australia Holdings Pty Ltd]	
FTI Consulting—Qatar LLC	Qatar
[f/k/a Dispute Resolution Consulting LLC]	
FTI Consulting (Asia) Ltd	Hong Kong
[f/k/a International Risk Limited]	
FTI Consulting (Australia) Pty Ltd	Australia
FTI Consulting (Beijing) Co., Limited	Beijing, China
[f/k/a—FD (Beijing) Consulting Co., Ltd.]	
FTI Consulting (BVI) Limited	British Virgin Islands
[f/k/a FTI Forensic Accounting Limited]	
[f/k/a Forensic Accounting Limited]	
FTI Consulting (Cayman) Ltd	Cayman Islands
FTI Consulting (China) Ltd.	China
[f/k/a Thompson Market Services (Shanghai) Co. Ltd]	
FTI Consulting (CM) Limited	Ireland
[f/k/a K Capital Source Limited]	
FTI Consulting (Government Affairs) LLC	New York
FTI Consulting (Hong Kong) Limited	Hong Kong

Legal Name	Jurisdiction
FTI Consulting Capital Advisors (Hong Kong) Limited [f/k/a FTI Consulting (Hong Kong) Services Four Limited] [f/k/a Sun Easy Investment Limited]	Hong Kong
FTI Consulting (Hong Kong) Services One Limited [f/k/a Chater Secretaries Limited]	Hong Kong
Power Famous Limited [f/k/a FTI Consulting (Hong Kong) Services Three Limited] [f/k/a Power Famous Limited]	Hong Kong
FTI Consulting (Hong Kong) Services Two Limited [f/k/a Lansdowne Nominees Limited]	Hong Kong
FTI Consulting (Ireland) Limited [f/k/a Financial Dynamics Ireland Ltd.]	Ireland
FTI Consulting (Perth) Pty Ltd [f/k/a FD PTY LIMITED] [f/k/a FD Third Person Perth Pty Limited] [f/k/a Kudos Consultants Pty Limited]	Australia
FTI Consulting (SC) Inc. [f/k/a FD U.S. Communications, Inc.]	New York
FTI Consulting (SC) Ltda. [f/k/a FD Gravitas Ltda.]	Colombia
[f/k/a Gravitas Comunicaciones Estrategicos Limitada]	
FTI Consulting (Singapore) PTE. LTD. [f/k/a FS Asia Advisory Pte. LTD.]	Singapore
FTI Consulting (Strategic Communications) S.A.S. [f/k/a Financial Dynamics S.A.S.]	France
FTI Consulting (Sydney) Pty Ltd [f/k/a FD (Sydney) PTY LTD] [f/k/a FD Third Person Pty Limited] [f/k/a Third Person Communications Pty Limited]	Australia, New South Wales
FTI Consulting Acuity LLC	Maryland
FTI Consulting B.V. [f/k/a Irharo B.V.]	Netherlands
FTI Consulting Belgium SRL [f/k/a FTI Consulting Belgium SA] [f/k/a Blueprint Partners SA]	Belgium
FTI Consulting Canada Inc. [f/k/a Watson, Edgar, Bishop, Meakin & Aquirre Inc.]	British Columbia, Canada
FTI Consulting Canada ULC	British Columbia, Canada
FTI Consulting Capital Advisors (Singapore) Pte Ltd.	Singapore
FTI Consulting Colombia S.A.S.	Colombia
FTI Consulting Denmark ApS	Denmark

Legal Name	Jurisdiction
FTI Consulting Deutschland GmbH	Germany
FTI Consulting Deutschland Group Holdings GmbH	Germany
FTI Consulting Deutschland Holding GmbH	Germany
[f/k/a Maia Neunundzwanzigste Vermögensverwaltungs-GmbH]	
FTI Consulting Directors (Cayman) Limited	Cayman Islands
FTI Consulting Finland Limited	England and Wales
FTI Consulting Global Holdings Limited	England and Wales
FTI Consulting Group Holdings, Inc.	District of Columbia
FTI Consulting Group Limited	England and Wales
[f/k/a Financial Dynamics Ltd.]	
FTI Consulting Gulf Limited	England and Wales
[f/k/a FD Gulf Limited]	
[f/k/a FD Dubai Limited]	
FTI Consulting Holdings, Inc.	Delaware
FTI Consulting India Private Limited	India
[f/k/a FD Communications India Private Limited]	
FTI Consulting International Limited	British Virgin Islands
FTI Consulting LLC	Maryland
FTI Consulting LLP	England and Wales
[f/k/a—FTI Consulting Management LLP]	
FTI Consulting Malaysia SDN. BHD.	Malaysia
FTI Consulting Management Limited	England and Wales
[f/k/a—FTI Consulting Limited]	
[f/k/a—Carmill Limited]	
FTI Consulting Management Ltd	Hong Kong
[f/k/a—FTI Consulting (Asia) Limited]	
[f/k/a— Baker Tilly Hong Kong Business Recovery Ltd] [f/k/a Baker Tilly Purserblade Asia Limited]	
[f/k/a Purserblade Asia Limited]	
FTI Consulting Management Services Limited	British Virgin Islands
FTI Consulting Management Solutions Limited	Ireland
[f/k/a Distinct Intelligence Limited]	
FTI Consulting Media Center FZ-LLC	United Arab Emirates
FTI Consulting Mexico S DE RL DE CV	Mexico
(f/k/a FDFTI Mexico S DE RL DE CV)	
FTI CONSULTING MEXICO SERVICES. S DE R.L. DE C.V.	Mexico
FTI Consulting Panama, SDAD. LTDA.	Panama
FTI Consulting Platt Sparks LLC	Texas
FTI Consulting Pte Ltd.	Singapore
[f/k/a International Risk (Singapore) Pte Ltd].	
FTI Consulting Realty LLC	New York
FTI Consulting Realty, Inc.	California

Legal Name	Jurisdiction
FTI Consulting S.A.	Argentina
FTI Consulting SC GmbH	Germany
[f/k/a Financial Dynamics GmbH]	
[f/k/a A & B Financial Dynamics gmbh]	
FTI Consulting Services (Israel) Ltd.	Israel
FTI Consulting Solutions Limited	England And Wales
[f/k/a Brewer Consulting Limited]	
FTI Consulting South Africa (Pty) Ltd.	S. Africa
[f/k/a FD Media and Investor Relations Pty Ltd.]	
[f/k/a Beachhead Media and Investor Relations (Proprietary) Limited]	
FTI Consulting Spain, S.R.L.	Spain
FTI Consulting Technology (Sydney) Pty Ltd.	Australia
[f/k/a FTI Ringtail (AUST) PTY LTD]	
[f/k/a FTI Australia Pty Ltd.]	
FTI Consulting Technology LLC	Maryland
[f/k/a FTI Technology LLC]	
[f/k/a FTI Repository Services, LLC]	
FTI Consulting Technology Software Corp	Washington
[f/k/a Attenex Corporation]	
FTI Consulting UK1 Holdings Limited	England and Wales
FTI Consulting UK2 Holdings Limited	England and Wales
FTI Consulting UK3 Holdings Limited	England and Wales
FTI Consultoria Ltda.	Brazil
[f/k/a FTI Holder Consultoria LTDA]	
[f/k/a FTI Holder Consultoria S.A.]	
[f/k/a Arbok Holdings S.A.]	
FTI Director Services Limited	British Virgin Islands
[f/k/a FS Director Services Limited]	
FTI Director Services Number 2 Limited	British Virgin Islands
[f/k/a FS Director Services Number 2 Limited]	
FTI Director Services Number 3 Limited	British Virgin Islands
[f/k/a FS Director Services Number 3 Limited]	
FTI Financial Services Limited	England and Wales
[f/k/a Hoodwell Limited]	
FTI France SAS	Paris, France
FTI General Partner (BVI) Limited	British Virgin Islands
FTI General Partner LLC	Maryland
FTI Hosting LLC	Maryland
FTI International LLC	Maryland
[f/k/a FTI FD LLC]	
FTI Investigations, LLC	Maryland
FTI UK Holdings Limited	

Legal Name

FTI, LLC
Gravitas Panama S.A.
Greenleaf Power Management LLC
IRL (Holdings) Limited
PT. FTI Consulting Indonesia
Sports Analytics LLC
The Lost City Estates S.A.
Thompson Market Services Limited
Value Realisation GP LTD
VR GP 1 LLC
VR GP 2 LLC
VR GP 3 LLC
VR GP 4 LLC

Jurisdiction

England and Wales
Maryland
Panama
Maryland
British Virgin Islands
Indonesia
Panama
Hong Kong
Cayman Islands fin
Delaware
Delaware
Delaware
Delaware

Consent of Independent Registered Public Accounting Firm

The Board of Directors
FTI Consulting, Inc:

We consent to the incorporation by reference in the registration statements No. 333-218558 and No. 333-238898 on Form S-8 of FTI Consulting, Inc. of our reports dated February 25, 2021, with respect to the consolidated balance sheets of FTI Consulting, Inc. and subsidiaries (the Company) as of December 31, 2020 and 2019, the related consolidated statements of comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes, and the effectiveness of internal control over financial reporting as of December 31, 2020, which reports appear in the December 31, 2020 annual report on Form 10-K of FTI Consulting, Inc.

Our report on the consolidated financial statements refers to the Company's adoption of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 842, *Leases*.

/s/ KPMG LLP

McLean, Virginia
February 25, 2021

Certification of Principal Executive Officer
Pursuant to Rule 13a-14(a) and 15d-14(a)
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Steven H. Gunby, certify that:

1. I have reviewed this Annual Report on Form 10-K of FTI Consulting, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2021

By: _____

/s/ STEVEN GUNBY

Steven H. Gunby
President and Chief Executive Officer
(principal executive officer)

Certification of Principal Financial Officer
Pursuant to Rule 13a-14(a) and 15d-14(a)
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Ajay Sabherwal, certify that:

1. I have reviewed this Annual Report on Form 10-K of FTI Consulting, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2021

By: _____ /s/ AJAY SABHERWAL
Ajay Sabherwal
Chief Financial Officer
(principal financial officer)

Certification of Principal Executive Officer
Pursuant to 18 U.S.C. Section 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Annual Report of FTI Consulting, Inc. (the "Company") on Form 10-K for the year ended December 31, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven H. Gunby, President and Chief Executive Officer (principal executive officer) of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 25, 2021

By: _____ /s/ STEVEN GUNBY
Steven H. Gunby
President and Chief Executive Officer
(principal executive officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Certification of Principal Financial Officer
Pursuant to 18 U.S.C. Section 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Annual Report of FTI Consulting, Inc. (the "Company") on Form 10-K for the year ended December 31, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ajay Sabherwal, Chief Financial Officer (principal financial officer) of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 25, 2021

By: _____ /s/ AJAY SABHERWAL
Ajay Sabherwal
Chief Financial Officer
(principal financial officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Policy on Inside Information and Insider Trading

Issued By: The Legal Department

Policy Number:

Region: Global

Supersedes: Previous version Jan. 1, 2016

Segment: All

Issue Date: April 1, 2019

Policy Owner: Legal Department

Effective Date: April 1, 2019

Policy Approver: The Board of Directors

I. PURPOSE

FTI Consulting is committed to upholding both the letter and the spirit of the securities laws of the United States and other jurisdictions in which we conduct business. These laws prohibit the buying or selling of securities using material, non-public information or passing such information along to others who buy or sell securities. Insider trading is a serious matter that can carry severe criminal or civil penalties for both our Company and the individuals involved.

This Policy explains the strict legal and ethical prohibitions against insider trading and the related offense of “tipping.” It further establishes rules that we must observe both to comply with these legal and ethical standards and avoid even the appearance of impropriety.

II. SCOPE

This Policy applies to FTI Consulting, Inc., together with its subsidiaries and affiliates worldwide (collectively “FTI Consulting” or the “Company”). This Policy applies to all FTI Consulting employees, non-employee directors, consultants and contractors, as well as all former, temporary or retired officers (collectively “covered individuals”).

The restrictions in this Policy also apply to a spouse, partner and minor children (no matter where they live) and anyone else living in an employee’s household. This Policy also applies to an entity over which a covered employee has significant influence as it relates to securities trading decisions of that entity, such as partnerships, trusts, and estates.

III. DEFINITIONS OF INSIDER TRADING AND TIPPING

Insider trading is the act of buying or selling stock or other securities, including derivative securities, based on “inside,” or material, non-public information. It includes actions that are intended either to make a profit or avoid a loss.

Information is **material** if it would be considered important by a reasonable investor in determining whether to buy, hold or sell the stock or other securities of the company to which the information relates.

Material information is “**non-public**” if it has not been widely disseminated to the public through major newswire services, national news services, financial news services, a web-cast generally available to the public or a filing with the U.S. Securities and Exchange Commission (the “SEC”). For purposes of this Policy, information relating to FTI Consulting is considered non-public until the Company has made any necessary disclosure, whether through a press release or other Company disseminated public announcement.

“**Tipping**” refers to the act of providing another person or entity with inside information regarding FTI Consulting (or any other public company). For purposes of this Policy, prohibited tipping includes providing inside information to anyone, including friends, family members or acquaintances, under circumstances that suggest that you or another tipper were trying to help such person or entity to make a profit or avoid a loss.

IV. POLICY OVERVIEW

You may not use material, non-public information to trade in the securities of FTI Consulting, a client, vendor, or any other company. Similarly, you may not engage in unlawful tipping. This holds true whether information is obtained in the course of employment, from friends, relatives, acquaintances or strangers, or from overhearing the conversations of others. Where specific conduct may be permitted under local law, but is prohibited by this Policy, this Policy must be followed.

It is important to avoid even the appearance of insider trading or unlawful tipping. In this regard, confidential information relating to the performance, operating results, and financial condition of FTI Consulting should only be communicated internally on a need to know basis and only the minimum necessary amount of information should be shared. To further help avoid the appearance of insider trading, the Company has implemented a number of additional rules and restrictions related to personal securities trading. These restrictions, which are set out in the sections below, do not apply to the following types of investments:

- Mutual funds
- Exchange traded funds (“ETFs”)
- Other non-discretionary (i.e. pre-arranged) purchases of securities such as through 401(k) plans, and 529 plans)
- Managed Account transactions are permissible as long as you obtain written confirmation from the person or entity managing your account that you (or, if applicable, a member of your immediate family) do not exercise investment discretion or otherwise have direct or indirect influence or control over investment decisions.

V. RESTRICTIONS ON TRADING IN FTI CONSULTING SECURITIES

As noted above, you may never trade in securities of FTI Consulting at any time that you possess inside information about our Company nor may you tip based on such information. Common examples of FTI Consulting inside information include:

- A merger or acquisition involving FTI Consulting or another company
- Information regarding FTI Consulting's financial results or projections of future earnings or losses
- Pending regulatory action or major litigation concerning FTI Consulting
- Unannounced stock offerings
- Major changes in management
- The awarding or loss of a significant contract or client engagement
- Any other information that if made public would be likely to have an effect on the price of FTI Consulting securities

The restrictions contained in this section generally do not apply to the surrender of equity awards to "fund" Company withholding taxes on vesting.

In addition to these basic prohibitions against insider trading and unlawful tipping, the Company has imposed the following rules with respect to trading in FTI Consulting securities that apply, whether or not you possess inside information:

- You may not engage in derivative securities and hedging transactions with respect to FTI Consulting securities. By way of example and not limitation, derivative transactions and hedging activities include trading in options, warrants, puts and calls or similar instruments; engaging in derivative securities transactions; and hedging or monetization transactions, such as zero-cost collars and forward sale contracts. Other similar speculative activities involving FTI Consulting securities, including placing bets on the price movement of FTI Consulting securities (e.g., spread betting), are strictly prohibited.
- You may not engage in a "short sale" or take an equivalent position in FTI Consulting shares of common stock. Moreover, transactions in certain put and call options for the Company's securities may in some instances constitute a short sale.
- You may not hold FTI Consulting securities in a margin account or pledge (or hypothecate) as collateral any FTI Consulting securities.
- You may not net exercise stock options without the prior consent of the Compensation Committee of the Board of Directors of FTI Consulting.

A. "Restricted Persons"

Because of the nature of their duties at FTI Consulting, certain employees and our non-employee directors are subject to additional restrictions relating to trading in FTI Consulting securities. These "Restricted Persons," who will receive written notice of their status, include:

- Non-employee members of the FTI Consulting Board of Directors
- Board-appointed officers of FTI Consulting
- Employees who are members of FTI Consulting's Executive Committee

- Other employees or consultants designated by management who have access to a range of financial and other sensitive information about FTI Consulting, or who gain access to material non-public information in connection with a specific project or transaction¹

In addition to the other prohibitions in this Policy, Restricted Persons may only trade in securities of FTI Consulting (1) during prescribed trading windows **and** (2) with prior approval from FTI Consulting's General Counsel (or, in the General Counsel's absence, the Chief Ethics and Compliance Officer).

i. Trading Window

The "trading window" for Restricted Persons begins immediately before the stock market opens on the business day after the release of FTI Consulting's quarterly and annual earnings, and ends after the stock market closes on the last trading day prior to the 11th day of the last month of each fiscal quarter and fiscal year. If earnings are released at a time after the U.S. stock market has opened, the release date for purposes of this policy is deemed to be the next trading day.

The Company may, on occasion, close the trading window at different times, or keep the trading window closed for a longer period. If you are advised that a special trading blackout is being imposed, both that fact and the reasons for imposing it must be treated as material non-public information that cannot be disclosed. If you have any doubts about whether the trading window is open, you should check with the Legal department.

ii. Pre-Approval Requirement

As noted, Restricted Persons must always obtain prior approval from FTI Consulting's General Counsel (or, in the General Counsel's absence, the Chief Ethics and Compliance Officer), before making any trade in the securities of FTI Consulting. The person who made the request for approval of a trade shall keep confidential the General Counsel's decision on that request. Requests for approval of trades by the General Counsel or those who directly or indirectly report to him/her should be submitted to and reviewed by the Chief Financial Officer.²

iii. Exceptions to the Rules Affecting Restricted Employees

Notwithstanding the above restrictions, making bona fide gifts of FTI Consulting securities or exercising stock options by paying cash to convert options to held shares is generally permitted at all times. However, the following guidelines should be observed:

- You may make bona fide gifts of FTI Consulting securities regardless of whether the trading window is open, so long as you obtain the prior approval of FTI Consulting's General Counsel or Chief Ethics and Compliance Officer.

¹ The Legal department has adopted a procedure for working with business units to add and remove names from the list of Restricted Persons and notify affected individuals accordingly.

² If both the General Counsel and the Chief Financial Officer plan to trade during the same window period, those trades must be approved by another individual who does not plan to trade in that timeframe. In such a case, the first approver will be the Chief Executive Officer. If the CEO also plans to trade in that same window period, then the approval authority will shift to the Chairman of the Audit Committee and then to the Chairman of the Board, if necessary.

- If the gift is to a charitable organization, neither you nor any of your immediate family members (including in-laws and anyone residing in your household) may be a trustee, director, officer or employee of that organization.
- If the gift is to an immediate family member (or person living in your same household), that person must agree not to sell the FTI Consulting securities except during an open trading window.

iv. Rule 10b5-1 Plans

Pursuant to SEC Rule 10b5-1, employees are permitted to set up transactions that will take place at a future date so long as the employee does not possess inside information at the time the plan is established. These plans create a rebuttable presumption that a transaction does not violate the insider trading rules.

To be valid, a 10b5-1 plan must meet applicable regulatory requirements and be approved by the Legal department. At a high level, 10b5-1 plans generally require the following:

- a. The Restricted Employee must adopt a binding, good faith contract for trading securities in which another person (who does not have material nonpublic information) will execute trades for the Restricted Person's account
- b. The contract must be in the form of a written plan for trading securities, which is: (i) adopted during an open window period; (ii) adopted when the individual is not in possession of material nonpublic information, and (iii) approved by the Legal Department, prior to any trades under that Plan being executed.
- c. The plan should specify the dates, prices, and amounts of securities to be sold and cannot be modified during the specified execution period (i.e., the individual is not permitted to exercise any subsequent influence over how, when or whether to effect purchases or sales of FTI Consulting securities).

VI. RESTRICTIONS ON TRADING IN CLIENT, VENDOR AND OTHER NON-FTI CONSULTING SECURITIES

Failure to maintain the confidentiality of information entrusted to the Company, particularly confidential client information, could seriously damage our reputation and business. Allegations of insider trading would be particularly damaging.

In addition to the basic prohibitions against insider trading in FTI Consulting securities, the Company has the following rules with respect to trading in the securities of companies other than FTI Consulting. (As a reminder, you may never trade in the securities of a client or any other company, while you are in the possession of inside information.) These rules apply regardless of whether or not you possess inside information about such companies:

- You may not trade in securities of any client during the pendency of an engagement for that client on which you are working or over which you have supervisory responsibilities, without the prior written approval of FTI Consulting's General Counsel or Chief Ethics and Compliance Officer.
- You may not trade in securities issued by a company that is the subject of a litigation proceeding or transaction engagement in which you are providing services – even if that company is not a FTI Consulting

client, without the prior written approval of FTI Consulting's General Counsel or Chief Ethics and Compliance Officer.

VII. RELATIONSHIP TO OTHER POLICIES ADDRESSING CONFIDENTIAL TREATMENT OF INFORMATION

As noted throughout this Policy, in order to maintain FTI Consulting's reputation and avoid even the appearance of insider trading, it is critical that FTI Consulting protect the confidential information developed by or entrusted to it. The Company maintains a number of policies addressing the protection of confidential information, including among others:

- Data Privacy Policy
- Social Media Policy
- Policy on Disclosure Controls
- Information Security Policy
- Code of Ethics and Business Conduct

You are expected to be familiar with and comply with each of these policies, all of which can be found on *Atlas*.

Some of the elements of our duty to maintain confidentiality that you should keep in mind in complying with the Company's insider trading concerns include the following:

- Only certain individuals are authorized to make statements about the financial performance and business plans of FTI Consulting or any affiliate. Do not make public statements on subjects that you are not authorized to discuss.
- FTI Consulting policies must be followed with respect to safeguarding information and data, including proper use of social media sites.
- Careful consideration should be given prior to providing other employees with material non-public information. The number of insiders should always be kept to the practical minimum.
- Steps should be taken to ensure that consultants and independent contractors have taken necessary measures to ensure that their employees and contractors understand and acknowledge the implications of the misuse or improper disclosure of inside information.
- FTI Consulting's General Counsel or the Chief Ethics and Compliance Officer must be informed immediately if inside information is disclosed to any person (internal or external) who is not authorized to receive such inside information.
- Certain of our businesses and business units are required to maintain lists for each client specifying the names of employees and contractors who have access to confidential information relating to that client ("insider lists"). The personnel named on an insider list are prohibited from trading in the securities of such client.

VIII. REPORTING NON-COMPLIANCE

If you become aware of or have reason to believe that any of your colleagues have violated this Policy, the securities laws of the United States or applicable laws of any other jurisdiction, the Company encourages you to promptly



report your concerns to FTI Consulting's General Counsel or Chief Ethics and Compliance Officer or via the FTI Consulting Integrity Helpline (to the extent such reporting is not prohibited by local laws). You will not be retaliated against for making a report in good faith.

IX. WHERE TO GET HELP

If you have any questions about this Policy, please contact FTI Consulting's Legal department or the Chief Ethics and Compliance Officer.

Anti-Corruption Policy

Issued By: Ethics & Compliance

Policy No.:

Region: Global

Supersedes: Previous version issued 2/19/2014

Segment: All Employees

Issue Date: February 18, 2020

Policy Owner: Matt Pachman

Effective Date: February 18, 2020

Policy Approver: Board of Directors

Overview

FTI Consulting, Inc. (“FTI” or the “Company”) policy prohibits bribery in any form. It is FTI’s policy to comply with the letter and the spirit of anti-corruption laws in the United States and every other jurisdiction in which we do business. FTI’s Anti-Corruption Policy demonstrates and reflects our commitment to the highest prevailing international anti-corruption standards.

In particular, as a corporation domiciled in the United States, the Company is subject to the United States Foreign Corrupt Practices Act (the “FCPA”). The UK Bribery Act 2010 applies to FTI’s operations in the UK and has broad extra-territorial effect. Finally, laws implementing the OECD Convention Against Corruption, the United Nations Convention Against Corruption, and additional laws in countries throughout the world govern the conduct of FTI employees in various jurisdictions. Virtually, all of these laws prohibit bribery of “Government Officials”. The UK Bribery Act, and various laws in many jurisdictions (including certain U.S. states) also criminalize bribery of private persons.

This Policy is applicable to the Company, its subsidiaries and affiliates worldwide. Where specific conduct may be permitted under this Policy but is prohibited by local law, FTI employees must comply with local law. Managers are responsible for ensuring that their teams comply with this Policy. Where additional guidance is needed, please contact the Chief Risk & Compliance Officer.

All employees of the Company and its direct and indirect subsidiaries are subject to this Policy. As discussed more fully below, it also applies to third parties acting on the Company’s behalf and for its benefit. You are expected to become familiar with and comply with this Policy, to participate in training, and to communicate the values underlying this policy in your interactions with colleagues and third parties.

The Company strictly prohibits engaging in or tolerating bribery or any other form of corruption. No employee will be penalized for failing to pay a bribe. If employees have any doubts or questions as to whether their conduct is permissible under governing law or this Policy, they should contact the Chief Risk & Compliance Officer, or the FTI Consulting Integrity Helpline (specific contact information appears at the end of this Policy).

February 18, 2020

Summary of the Policy

A. Public Bribery – Prohibition of Bribery of Government Officials

This Policy strictly prohibits the Company and its officers, directors, employees and agents from offering, promising or giving *anything of value* to a Government Official, directly or indirectly, with the intention of influencing him or her in his or her capacity as a Government Official to obtain or retain business or obtain or retain a business advantage.

This Policy prohibits an *offer or promise* of a bribe, even if the Government Official rejects the offer, or it fails to bring about the desired outcome.

1. What is “Anything of Value”?

Under our Policy the term “anything of value” is broadly defined to include both financial and other non-financial advantages. Things of value include, for example, gifts, entertainment, favors, services, loans and loan guarantees, the use of property or equipment, job offers, transportation, and the payment of expenses or debts.

Importantly, this Policy does not recognize any “small payment” exception for payments made with an intention to bribe. Specifically, this Policy prohibits “speed,” “grease” or “facilitation” payments, which include payments made solely to expedite or secure the performance of routine actions such as: (1). obtaining licenses, permits and other official documents to qualify to do business in a foreign country; (2) processing governmental papers, such as visas and work orders; (3) providing police protection, mail services and inspection of goods or of contract performance; (4) providing telephone service, utilities, loading or unloading cargo and protecting perishable goods from deteriorating; and (5) actions of a similar nature.

It may be permissible, in relation to Company business with a Government Official, to incur expenses in connection with the legitimate promotion or demonstration of the Company’s services and products. Such expenses are discussed more fully below.

2. Who is a “Government Official”?

The term Government Official is broadly defined to include any individual who holds a legislative, administrative or judicial position of any kind, whether appointed or elected; who exercises a public function; or who is an official or agent of a public international organization (such as the United Nations, the World Bank or the International Monetary Fund). Government Official also includes any official of a political party, and any candidate for political office.

In addition, under our Policy, Government Official includes any executive, officer, agent or employee of a government-owned or government-controlled business (such as a state-owned bank or utility, a sovereign wealth fund, or a public university).

Finally, under our Policy, Government Official includes any person who is acting in an official capacity for the entities described above, including a private consultant who also holds a position with, or acts on behalf of, a government or with a public international organization, or with an enterprise owned or controlled by a government.

3. What is an “Improper Advantage”?

Giving or agreeing to give a Government Official a thing of value that could violate this Policy may arise in varied settings. Bribery concerns do not arise solely in the context of trying to win a contract or business. Governing law and our Policy prohibit payments to secure any business advantage. By way of example, improper payments or benefits may not be conveyed to a Government Official:

- to influence the award of a government contract;
- to prevent some governmental action, such as the imposition of a tax or fine;
- to obtain confidential information about business opportunities, bids or the activities of competitors;
- to obtain a permit or license, other than to cover appropriate application fees;
- to obtain relief or exemption from government controls or regulations of any kind; or
- to affect the nature of regulations or the application of regulatory provisions.

B. Private Bribery: Prohibition of Bribery in the Private Sector

This Policy strictly prohibits the Company and its officers, directors, employees and third party agents from offering, promising or giving *anything of value* to a private person, directly or indirectly, with the intention of inducing a person to improperly perform a relevant function or activity (such as his or her work) or to reward a person for having improperly performed a relevant function or activity.

This Policy prohibits an *offer or promise* of a bribe, even if the private person rejects the offer, or it fails to bring about the desired outcome.

It is permissible, in relation to Company business with private persons, to incur reasonable, proportionate and good faith expenses in connection with the promotion of the Company’s services and products and in the provision of corporate hospitality. Such expenses are discussed more fully below.

C. Solicitation, Extortion, Health and Safety

This Policy prohibits bribery payments even where they have been requested or demanded by a Government Official or if the Government Official threatens adverse action against the Company unless a payment is made.

If a payment is made to protect an individual’s health and safety, it must be immediately reported to the Chief Risk & Compliance Officer and must be accurately recorded in the Company’s books and records to reflect the amount and purpose of the payment. If at all practicable, contact should be made with the Chief Risk & Compliance Officer before such a payment is made. If prior consultation is not practicable, the fact of payment and the circumstances should be reported as soon as possible thereafter.

D. Conflicts of Interest and Kickbacks

Conflicts of interest arise when a personal interest interferes or even appears to interfere, with the best interests of the Company. It is a duty for all employees to at all times act in the best interests of the

Company. You are required to familiarize yourself with the Company's policies on conflicts of interest (see the Code of Ethics and Business Conduct).

A conflict of interest can develop into a bribery problem when an employee requests, agrees to receive or receives anything of value (whether financial or otherwise), in a manner that interferes with the employee's judgment in performing his or her functions on behalf of the Company. Company policy strictly prohibits receiving bribes, kickbacks, or improper benefits.

E. Books, Records and Accounting

FTI is required to maintain books and accounting records of the Company so that they accurately reflect all transactions in reasonable detail. These record-keeping requirements apply to all payments, not merely those that would be material in the traditional financial sense.

Officers, directors, employees and third parties are prohibited from manipulating books or records in an effort to mask transactions, either by characterizing them in some oblique way, or by omitting them from the Company's books or records entirely. Accordingly, no undisclosed or unrecorded accounts may be maintained for any purpose.

F. Penalties Are Severe

Companies whose employees are found to have violated the law may face harsh penalties, including significant fines. In addition, such a company may be precluded from doing business with government entities in the US, Europe and elsewhere. Individuals who violate the law may be subject to imprisonment.

Violation of this Policy and/or relevant laws will result in discipline by the Company, up to and including termination of employment, as appropriate.

Meals, Entertainment, Travel, and Gifts

It is permissible under this Policy to incur certain expenses for a Government Official that are directly related to the promotion or demonstration of the Company's services and products. In addition, this Policy allows reasonable meal and entertainment expenses for private persons in the context of establishing and maintaining appropriate business relationships. As discussed more fully below, any such expenses must be reasonable and appropriate.

In all interactions – both in the public and private sector – hospitality and promotional expenses may not be used to exert improper influence. Thus, even reasonable expenses are prohibited if they are for the purpose of improperly influencing a business or regulatory decision, or if they are to reward a person for having improperly performed a relevant function or activity.

Finally, a benefit (even if considered reasonable under this policy) may not be conveyed if the recipient is not permitted to accept it; for example because the recipient's company policy forbids it or it is prohibited under local law or regulation.

All promotional expenses must also be fully documented, supported by original receipts, properly approved, and submitted in accordance with the following procedures, and any other procedures governing expense authorization and approval policies and procedures.

February 18, 2020

A. Meals, Gifts, and Entertainment of Government Officials

Meals, entertainment, and gifts are “things of value” under this Policy, and may never be provided to a Government Official for the purpose of influencing a Government Official to obtain or retain business or to secure a business advantage. Lavish meals, extravagant entertainment or cash gifts are never appropriate.

Meal and related entertainment expenses for a Government Official paid by the Company require the prior approval of the Chief Risk & Compliance Officer.¹ If it is not feasible to obtain prior approval, meal and related entertainment expenses for a Government Official may be incurred without prior approval by the Chief Risk & Compliance Officer only if all of the following conditions are met:

- (a) the meal or entertainment occurs in connection with substantive business meetings, occurs in the same general location as such meetings, and is attended by appropriate Company representatives;
- (b) the value of the meal or entertainment expenses are consistent with applicable entertainment or expense policy;
- (c) the entertainment or meals are permitted under applicable U.S. and local written laws, as well as any rules or regulations of the recipient’s employer; and
- (d) the expenses are properly recorded and approved in accordance with Company policies.

The Chief Risk & Compliance Officer should be informed of any such expenditures as soon as possible after they are incurred.

Gifts to a Government Official should only be given as a goodwill gesture, and gifts may never be provided for the purpose of obtaining or retaining business or any improper advantage. Cash gifts are never permitted. Any items provided to a Government Official should be limited to logo gifts and may be provided only if the following conditions are met:

- (e) the item is of *nominal value* bearing the FTI or subsidiary company’s logo;
- (f) the gift is permitted under applicable U.S. and local written laws, as well as any rules or regulations of the recipient’s employer; and
- (g) the expenses involved are properly recorded and approved in accordance with Company policies.

Gifts that do not meet all of the foregoing criteria must be reviewed and approved in advance by the Chief Risk & Compliance Officer.

¹ The Chief Risk & Compliance Officer may waive this preclearance requirement for certain practice groups that possess expertise in the area of government gift rules.

B. Travel for Government Officials

At times, the Company may be requested to pay the travel and lodging expenses of a Government Official in connection with trips to meet with Company representatives, or attend seminars sponsored by the Company. Reimbursements by the Company for such expenses on behalf of a Government Official require the prior written approval of the Chief Risk & Compliance Officer.

Reimbursement is generally acceptable where the expenses relate to reasonable and *bona fide* travel, accommodation and meal expenses in connection with a contract between the Company and the government, or the demonstration of Company capabilities relating to proposed business with the government. Wherever possible, the Company should arrange to directly reimburse expenses to the governmental entity rather than reimburse the Government Official personally. In no case should reimbursements be made:

- by cash payment directly to a Government Official;
- for expenses relating to family members or other persons accompanying a Government Official;
- for expenses relating to destinations that are not directly related to the Company's facilities, products, or services; or
- for travel expenses in excess of those that would likely be incurred by Company employees of equivalent status as the Government Official if such Company employees were to travel to the same destination.

C. Private Hospitality

In the private sector, hospitality may never be provided if the purpose is to improperly influence a person in the performance of his or her duties, or to reward improper performance of his or her duties. Reasonable, proportionate hospitality made in good faith in interactions with private persons and entities is permitted for purposes of establishing and maintaining business relationships.

Meal and related entertainment expenses for private persons may be incurred without prior approval by the Chief Risk & Compliance Officer only if all of the following conditions are met:

- (a) the meal or entertainment occurs in connection with substantive discussions of the Company's services and is attended by appropriate Company representatives;
- (b) the value of the meal or entertainment expenses are consistent with applicable entertainment or expense policy;
- (c) the entertainment or meals are permitted under applicable laws, as well as any rules or regulations of the recipient's employer; and
- (d) the expenses are properly recorded and approved in accordance with Company policies.

FTI sponsors a number of annual promotional and educational events. You must take particular care in inviting a business person to these events if there is a business decision expected or pending with the person's employer that could benefit the Company. If you have any questions regarding the appropriateness of extending an invitation to a promotional or educational event, you should contact the Chief Risk & Compliance Officer.

Political Contributions

It is the Company's Policy that no Company funds, assets, services, or facilities shall be contributed to any politician, candidate for political office, political party, or political action committee without the prior written approval of FTI's Chief Executive Officer, whether or not the written laws of the relevant country allow such payments. A "political contribution" includes not only monetary contributions, but also payments for fundraising dinners or other material support.

All of the following criteria must be met when the Company makes a political contribution to a politician, candidate for political office, political party, or political action committee in a foreign country:

- (a) **Compliance with Local Law:** The General Counsel must be consulted and provide confirmation that such a payment is legal under the applicable foreign country's law.
- (b) **CEO Approval:** FTI's Chief Executive Officer must approve any political contribution before any payment is made. The request for approval must be written and include information sufficient to prove the political contribution is *bona fide*.
- (c) **Record Retention:** All documents pertaining to the contribution, including documents described in paragraphs (a) and (b), should be forwarded to the Accounting Department and to the Chief Risk & Compliance Officer for FTI's compliance files.

Donations to Charities and Event Sponsorships

Charitable donations and event sponsorships may be used as a means to conceal a bribe. Even *bona fide* donations could be construed as an attempt to influence a Government Official or another person. Accordingly, donations to charities and event sponsorships must not be made in an effort to obtain or retain business or a business advantage for the Company with a Government Official or any other private person, or company. The following procedures must be observed before making a donation of Company funds, assets, services, or facilities to a charitable entity or in connection with an event sponsorship (these are in addition to, not in lieu of, any other applicable expense or authorization policy or procedure):

- (a) If the donation involves a Government Official (including an event honoring a Government Official or an organization established or controlled by or named after a Government Official), written notice must be provided to the Chief Risk & Compliance Officer: This notice should describe the charity, the identity of the party requesting the donation, the names of persons contacted at the charity, the amount of the proposed contribution and any supporting documentation should be submitted. The Chief Risk & Compliance Officer, in

consultation with the Legal Department, must first determine that the contribution fully complies with local law before any donation is made. All documents relating to the donation, including documents should be forwarded to the Accounting Department and to the Chief Risk & Compliance Officer for FTI Consulting's compliance files.

- (b) If the donation does not involve a Government Official, appropriate due diligence must be performed to ensure that the recipient of the donation is a *bona fide* and legitimate organization (the organization must be a legitimate charitable organization in the case of a charitable contribution). Unless the recipient entity is both known to the Company and to the general business community, this diligence should include documented research to confirm that the recipient is a legitimate charitable entity.

Relationships with Agents and Business Partners

A. Agents

Company Policy strictly prohibits using an agent, consultant, intermediary, or other third party to pay or give a bribe. The actions of third parties present particular risks, because in certain circumstances the Company and its employees can be held liable for improper payments made by a third party even if the Company did not have actual knowledge of the payment. Accordingly, this Policy provides for strict due diligence and controls when dealing with third parties who may interact with a Government Official or who may interact with private parties for or on behalf of the Company. Whenever the Company seeks to engage a consultant, agent, representative, subcontractor, or other third party ("Agent") in a context in which the Agent may interact with a Government Official or act for or on behalf of the Company in private matters, the following guidelines must be followed:

1. Due Diligence

Due diligence must be performed to ensure that the Agent is a *bona fide* and legitimate entity; is qualified to perform services for which it will be retained; and maintains standards consistent with the ethical and reputational standards of the Company. This will generally be accomplished through compliance with FTI Consulting's Contractor Procurement & Administration Policy. Diligence should be tailored to the particular corruption risks of the situation and be undertaken in accordance with applicable policies. In appropriate circumstances, this diligence may include external research and confirmation of the Agent's qualifications, and an in-person meeting or interview with the principals of the Agent. In addition to public profile information, it may be appropriate to have the Agent respond to written questions regarding its structure, history, connections to Government Officials, and references.

Record Retention: All documents relating to the diligence should be retained for seven years following the end of the Agent's work on the project. Diligence should be enhanced if there are red flags of improper activity, such as the following:

- unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, unusual commissions, or mid-stream compensation payments;

- requests for payments in a different country, to a third party, to a bank account outside of the country in which the Agent operates, or in cash or other untraceable funds;
- a close relationship between the representative and a Government Official or commercial counterparty;
- any refusal or hesitancy by the Agent to promise in writing to abide by FTI's Policy and governing law;
- charges against the Agent for violation of local or foreign laws, or regulations concerning the award of government or other contracts;
- a demand or strong suggestion by a Government Official or commercial counterparty that a particular Agent should be retained;
- reliance by the Agent on government or business contacts as opposed to knowledgeable staff and investment of time to promote the Company's interests; or
- the Agent expresses a desire to keep his representation of the Company or the terms of his retention secret.

2. Written Contract

Agreements with Agents must be in writing and must describe the services to be performed, the basis for compensation of the Agent, the amounts to be paid, and other material terms and conditions of the representation. Written agreements must contain the following provisions:

- A representation that the Agent will remain in compliance with all relevant anti-corruption laws, including the FCPA. The Agent should be required periodically to certify its compliance with laws, and to notify the Company of any breaches of compliance with anti-corruption laws.
- A provision allowing the Company to terminate the contract if the Company believes, in good faith, that the Agent has breached relevant anti-corruption laws or the FCPA.
- A provision that requires the Agent to respond to reasonable requests for information from the Company regarding the work performed under the agreement and related expenditures by the Agent.

Agreements with Agents who may interact with Government Officials must be reviewed and approved by the Legal Department.

3. Supervision

The FTI Business Contact (i.e., the person in the business unit who is procuring the services of the Agent) is responsible for supervising the Agent and monitoring the Agent's conduct at a level commensurate with the risks associated with the Agent's activities.

4. Payment Procedures

Payments to an Agent should never be made in cash, and should be made to the Agent's bank account in the country where the services are performed or where the Agent's offices are located. Payment to other locations must be approved in advance by the Chief Risk & Compliance Officer.

B. Business Partnerships and Co-Promotion Activities

From time to time, the Company may partner with another entity ("Business Partner") for example for the purposes of submitting a proposal, bid, or tender application. Such combinations could present legal and reputational risks to the Company, if the conduct of the Business Partner is inconsistent with the Company's Policy or in violation of relevant anti-corruption laws. Accordingly, the Company should perform appropriate diligence of potential Business Partners in such circumstances. In addition, the Company should obtain written agreement that:

- the Business Partner will act in compliance with all relevant anti-corruption laws in connection with proposed business; and
- if a project is secured, the Business Partner will notify the Company of any breaches of relevant anti-corruption laws.

C. Joint Ventures and Business Combinations

In considering and executing joint ventures and other business combinations, the Company should ensure that there is appropriate due diligence of the potential partner, and that there are appropriate legal protections in agreements with the partner. Because each transaction is likely to involve unique factors, the Chief Risk & Compliance Officer should be consulted early in the process regarding an appropriate due diligence work plan, and appropriate representations, warranties, and covenants.

Where to Get Help

You may ask questions about this Policy or report suspected violations by contacting the Chief Risk & Compliance Officer (+1-202-312-9182) or any member of the Legal Department. You may also contact the FTI Consulting Integrity Helpline:

- In the U.S. by calling 1-866-294-3576
- In the United Kingdom, by calling applicable toll free number:
 - 0-500-89-0011 United Kingdom (C&W) or
 - 0-800-89-0011 United Kingdom (British Telecom)
 - At the prompt dial 866-294-3576
- From a country other than the U.S. or UK, by following the instructions for filing a report on the Internet (described below) until you reach the FTI Consulting landing page. On that page, click the link for the list of international access codes to find the telephone number for your location.
- Via the web: www.ethicspoint.com

