

## FTI Consulting, Inc.

Second Quarter 2015 Earnings Conference Call

### **Cautionary Note About Forward-Looking Statements**

This presentation includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which involve uncertainties and risks. Forwardlooking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues, future results and performance, expectations, plans or intentions relating to acquisitions and other matters, business trends and other information that is not historical, including statements regarding estimates of our medium-term growth targets or other future financial results. When used in this press release, words such as "anticipates," "aspirational," "estimates," "expects," "goals," "intends," "believes," "forecasts," "targets," "objectives" and variations of such words or similar expressions are intended to identify forwardlooking statements. All forward-looking statements, including, without limitation, estimates of our future financial results, are based upon our expectations at the time we make them and various assumptions. Our expectations, beliefs, projections and growth targets are expressed in good faith, and we believe there is a reasonable basis for them. However, there can be no assurance that management's expectations, beliefs, estimates or growth targets will be achieved, and the Company's actual results may differ materially from our expectations, beliefs, estimates and growth targets. The Company has experienced fluctuating revenues, operating income and cash flow in prior periods and expects that this will occur from time to time in the future. Other factors that could cause such differences include declines in demand for, or changes in, the mix of services and products that we offer, the mix of the geographic locations where our clients are located or where services are performed, adverse financial, real estate or other market and general economic conditions, which could impact each of our segments differently, the pace and timing of the consummation and integration of past and future acquisitions, the Company's ability to realize cost savings and efficiencies, competitive and general economic conditions, retention of staff and clients and other risks described under the heading "Item 1A Risk Factors" in the Company's most recent Form 10-K filed with the SEC and in the Company's other filings with the SEC, including the risks set forth under "Risks Related to Our Reportable Segments" and "Risks Related to Our Operations." We are under no duty to update any of the forward looking statements to conform such statements to actual results or events and do not intend to do so.



### Today's Speakers

Steven Gunby President & Chief Executive Officer

### David Johnson Chief Financial Officer





### Second Quarter 2015 Financial Review

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

	Q2 2015	Q1 2015	% Variance	(	Q2 2014	% Variance
Revenues	\$ 449,137	\$ 432,338	3.9%	\$	454,324	-1.1%
Fully Diluted Earnings Per Share	\$ 0.52	\$ 0.57	-8.8%	\$	0.42	23.8%
Adjusted Earnings Per Diluted Share <sup>(1)</sup>	\$ 0.50	\$ 0.57	-12.3%	\$	0.55	-9.1%
Adjusted EBITDA <sup>(1)</sup>	\$ 55,789	\$ 58,668	-4.9%	\$	59,903	-6.9%
Adjusted EBITDA Margin <sup>(1)</sup>	12.4%	13.6%	-		13.2%	-



(1) See "Financial Tables" and "End Notes: FTI Consulting Non-GAAP Data Reconciliations" for the definition and reconciliation of Adjusted EBITDA and Adjusted Earnings Per Diluted Share, which are non-GAAP financial measures, to the most directly comparable GAAP measures, and the definition of Adjusted EBITDA Margin.

### Second Quarter 2015 Segment Financial Review

### All numbers in \$000s, except for percentages

	Q2 2015	Q1 2015	% Variance	Q2 2014	% Variance
Corporate Finance/Restructuring					
Revenue	\$ 109,113	\$ 106,212	2.7%	\$ 104,020	<b>4.9</b> %
Adjusted Segment EBITDA <sup>(1)</sup>	\$ 22,032	\$ 22,480	- <b>2.0</b> %	\$ 19,133	<b>15.2</b> %
Adjusted Segment EBITDA Margin <sup>(1)</sup>	20.2%	21.2%	-	18.4%	-
Forensic & Litigation Consulting					
Revenue	\$ 126,131	\$ 123,265	2.3%	\$ 119,081	5.9%
Adjusted Segment EBITDA <sup>(1)</sup>	\$ 19,979	\$ 22,071	-9.5%	\$ 22,271	-10.3%
Adjusted Segment EBITDA Margin <sup>(1)</sup>	15.8%	17.9%	-	18.7%	-
Economic Consulting					
Revenue	\$ 108,698	\$ 106,081	<b>2.5</b> %	\$ 117,227	-7.3%
Adjusted Segment EBITDA <sup>(1)</sup>	\$ 15,292	\$ 11,556	32.3%	\$ 18,043	<b>-15.2</b> %
Adjusted Segment EBITDA Margin <sup>(1)</sup>	14.1%	10.9%	-	15.4%	-
Technology					
Revenue	\$ 61,826	\$ 54,654	13.1%	\$ 60,720	<b>1.8</b> %
Adjusted Segment EBITDA <sup>(1)</sup>	\$ 12,166	\$ 10,073	20.8%	\$ 15,104	-19.5%
Adjusted Segment EBITDA Margin <sup>(1)</sup>	19.7%	18.4%	-	24.9%	-
Strategic Communications					
Revenue	\$ 43,369	\$ 42,126	3.0%	\$ 53,276	- <b>18.6</b> %
Adjusted Segment EBITDA <sup>(1)</sup>	\$ 5,631	\$ 5,752	<b>-2.1</b> %	\$ 5,834	-3.5%
Adjusted Segment EBITDA Margin <sup>(1)</sup>	13.0%	13.7%	-	10.9%	-



(1) See "Financial Tables" and "End Notes: FTI Consulting Non-GAAP Data Reconciliations" for the definition and reconciliation of Adjusted Segment EBITDA, which is a non-GAAP financial measure, to the most directly comparable GAAP measure, and the definition of Adjusted Segment EBITDA Margin.

Region	Percentage of Q2 2015 Revenues	Percentage of Q1 2015 Revenues	Percentage of Q2 2014 Revenues
North America	73.4%	73.7%	72.4%
EMEA	17.5%	17.5%	17.2%
Asia Pacific	6.1%	6.0%	7.1%
Latin America	3.0%	2.8%	3.3%

Region	Q2 2015 vs. Q1 2015 Revenue Growth	Q2 2015 vs. Q2 2014 Revenue Growth
North America	3.3%	0.1%
EMEA	3.9%	0.6%
Asia Pacific	6.5%	-14.2%
Latin America	12.3%	-9.1%



### Cash Position/Capital Allocation

All numbers in \$000s except for DSOs

	Year to Date Q2 2015		Year to Date Q1 2015		Year to Date Q2 2014
Cash and cash equivalents	\$ 239,988	\$	225,295	\$	94,412
Accounts receivable, net	\$ 549,300	\$	513,285	\$	579,737
Days sales outstanding ("DSO")	104		101		108
Net cash (used in) provided by operating activities	\$ (30,731)	\$	(51,333)	\$	(77,104)
Purchases of property and equipment	\$ 17,533	\$	8,876	\$	21,778
Payments for acquistion of businesses, net of cash received	\$ 576	\$	-	\$	15,611
Purchase and retirment of common stock <sup>(1)</sup>	\$ -	\$	-	\$	4,367
Total Debt	\$ 711,000	\$	711,000	\$	711,000





### **Question & Answer Session**







# **Financial Tables**

### Condensed Consolidated Statements of Comprehensive Income Three Months Ended June 30, 2015 and 2014

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

	Three Months Ended June 30,			
	2015 (unaudited)	2014 (unaudited)		
Revenues	\$449,137	\$454,324		
Operating expenses				
Direct cost of revenues	291,469	295,549		
Selling, general & administrative expenses	109,045	107,032		
Special charges	-	9,364		
Acquisition-related contingent consideration	(1,538)	(5)		
Amortization of other intangible assets	3,007	3,452		
	401,983	415,392		
Operating income	47,154	38,932		
Other income (expense)				
Interest income & other	950	1,448		
Interest expense	(12,473)	(12,908)		
	(11,523)	(11,460)		
Income before income tax provision	35,631	27,472		
Income tax provision	13,922	10,225		
Net income	21,709	17,247		
Earnings per common share – basic	0.53	0.43		
Earnings per common share – diluted	0.52	0.42		
Weighted average common shares outstanding – basic	40,792	39,681		
Weighted average common shares outstanding- diluted	41,696	40,750		
Other comprehensive income, net of tax: Foreign currency translation adjustments, net of tax \$0	\$13,298	\$7,694		
Total other comprehensive income, net of tax	\$13,298	\$7,694		
Comprehensive income	\$35,007	\$24,941		



# Condensed Consolidated Statements of Comprehensive Income Six Months Ended June 30, 2015 and 2014

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

	Six Months Endeo	June 30,
	2015 (unaudited)	2014 (unaudited)
Revenues	\$881,475	\$879,876
Operating expenses		
Direct cost of revenues	570,499	569,824
Selling, general & administrative expenses	211,259	215,419
Special charges	-	9,364
Acquisition-related contingent consideration	(1,304)	(1,848)
Amortization of other intangible assets	6,019	8,068
	786,473	800,827
Operating income	95,002	79,049
Other income (expense)		
Interest income & other	813	2,451
Interest expense	(24,841)	(25,563)
	(24,028)	(23,112)
Income before income tax provision	70,974	55,937
Income tax provision	25,579	20,573
Net income	45,395	35,364
Earnings per common share – basic	1.12	0.89
Earnings per common share – diluted	1.09	0.87
Weighted average common shares outstanding – basic	40,607	39,560
Weighted average common shares outstanding- diluted	41,529	40,604
<b>Other comprehensive (loss) income, net of tax:</b> Foreign currency translation adjustments, net of tax \$0	(\$7,184)	\$12,422
Total other comprehensive (loss) income, net of tax	(\$7,184)	\$12,422
Comprehensive income	\$38,211	\$47,786



### Operating Results by Business Segment Three Months Ended June 30, 2015 and 2014

All numbers in \$000s, except for bill rate per hour and headcount data

Three Months Ended June 30, 2015	Revenues	Adjusted EBITDA <sup>(1)</sup>	Adjusted Segment EBITDA Margin <sup>(1)</sup>	Utilization	Average Billable Rate	Revenue-Generating Headcount (at period end)
Corporate Finance/Restructuring	\$109,113	\$22,032	20.2%	70%	\$394	775
Forensic and Litigation Consulting	126,131	19,979	15.8%	66%	\$318	1,169
Economic Consulting	108,698	15,292	14.1%	71%	\$530	554
Technology <sup>(2)</sup>	61,826	12,166	19.7%	N/M	N/M	364
Strategic Communications <sup>(2)</sup>	43,369	5,631	13.0%	N/M	N/M	551
Total	\$449,137	\$75,100	16.7%			3,413
Unallocated Corporate		(19,311)				
Adjusted EBITDA <sup>(1)</sup>		\$55,789	12.4%			

Three Months Ended June 30, 2014	Revenues	Adjusted EBITDA <sup>(1)</sup>	Adjusted Segment EBITDA Margin <sup>(1)</sup>	Utilization	Average Billable Rate	Revenue-Generating Headcount (at period end)
Corporate Finance/Restructuring	\$104,020	\$19,133	18.4%	71%	\$412	713
Forensic and Litigation Consulting	119,081	22,271	18.7%	71%	\$323	1,059
Economic Consulting	117,227	18,043	15.4%	78%	\$522	525
Technology <sup>(2)</sup>	60,720	15,104	24.9%	N/M	N/M	328
Strategic Communications (2)	53,276	5,834	10.9%	N/M	N/M	566
Total	\$454,324	\$80,385	17.7%			3,191
Unallocated Corporate		(20,482)				
Adjusted EBITDA <sup>(1)</sup>		\$59,903	13.2%			

<sup>(1)</sup> See "End Notes: FTI Consulting Non GAAP Data Reconciliations" for the definition of Adjusted EBITDA, Adjusted Segment EBITDA, and Adjusted Segment EBITDA Margin, which are non-GAAP financial measures.

<sup>(2)</sup> The majority of the Technology and Strategic Communications segments' revenues are not generated based on billable hours. Accordingly, utilization and average billable rate metrics are not presented as they are not meaningful as a segment-wide metric.



### Operating Results by Business Segment Six Months Ended June 30, 2015 and 2014

### All numbers in \$000s, except for bill rate per hour and headcount data

Six Months Ended June 30, 2015	Revenues	Adjusted EBITDA <sup>(1)</sup>	Adjusted Segment EBITDA Margin <sup>(1)</sup>	Utilization	Average Billable Rate	Revenue-Generating Headcount (at period end)
Corporate Finance/Restructuring	\$215,325	\$44,512	20.7%	72%	\$384	775
Forensic and Litigation Consulting	249,396	42,050	16.9%	67%	\$318	1,169
Economic Consulting	214,779	26,848	12.5%	72%	\$515	554
Technology <sup>(2)</sup>	116,480	22,239	19.1%	N/M	N/M	364
Strategic Communications <sup>(2)</sup>	85,495	11,383	13.3%	N/M	N/M	551
Total	\$881,475	\$147,032	16.7%			3,413
Unallocated Corporate		(32,575)				
Adjusted EBITDA <sup>(1)</sup>		\$114,457	13.0%			

Six Months Ended June 30, 2014	Revenues	Adjusted EBITDA <sup>(1)</sup>	Adjusted Segment EBITDA Margin <sup>(1)</sup>	Utilization	Average Billable Rate	Revenue-Generating Headcount (at period end)
Corporate Finance/Restructuring	\$198,002	\$30,084	15.2%	71%	\$396	713
Forensic and Litigation Consulting	240,510	48,765	20.3%	73%	\$319	1,059
Economic Consulting	224,078	31,073	13.9%	75%	\$519	525
Technology <sup>(2)</sup>	120,783	32,452	26.9%	N/M	N/M	328
Strategic Communications (2)	96,503	8,563	8.9%	N/M	N/M	566
Total	\$879,876	\$150,937	17.2%			3,191
Unallocated Corporate		(39,838)				
Adjusted EBITDA <sup>(1)</sup>		\$111,099	12.6%			

<sup>(1)</sup> See "End Notes: FTI Consulting Non GAAP Data Reconciliations" for the definition of Adjusted EBITDA, Adjusted Segment EBITDA, and Adjusted Segment EBITDA Margin, which are non-GAAP financial measures.

<sup>(2)</sup> The majority of the Technology and Strategic Communications segments' revenues are not generated based on billable hours. Accordingly, utilization and average billable rate metrics are not presented as they are not meaningful as a segment-wide metric.



### Reconciliation of Non-GAAP Financial Measures Three Months Ended June 30, 2015 and 2014

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

	Three Months E	nded June 30,
	2015	2014
Net income	\$21,709	\$17,247
Special charges, net of tax effect	-	5,523
Remeasurement of acquisition-related contingent consideration, net of tax effect	(1,005)	(164)
Adjusted Net Income <sup>(1)</sup>	\$20,704	\$22,606
Earnings per common share – diluted	\$0.52	\$0.42
Speical charges, net of tax effect	-	0.14
Remeasurement of acquisition-related contingent consideration, net of tax effect	(0.02)	(0.01)
Adjusted EPS – diluted <sup>(1)</sup>	\$0.50	\$0.55
Weighted average number of common shares outstanding – diluted	41,696	40,750

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



### Reconciliation of Non-GAAP Financial Measures Six Months Ended June 30, 2015 and 2014

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

	Six Months En	ded June 30,
	2015	2014
Net income	\$45,395	\$35,364
Special charges, net of tax effect	-	5,523
Remeasurement of acquisition-related contingent consideration, net of tax effect	(1,005)	(1,514)
Adjusted Net Income <sup>(1)</sup>	\$44,390	\$39,373
Earnings per common share – diluted	\$1.09	\$0.87
Speical charges, net of tax effect	-	0.14
Remeasurement of acquisition-related contingent consideration, net of tax effect	(0.02)	(0.04)
Adjusted EPS – diluted <sup>(1)</sup>	\$1.07	\$0.97
Weighted average number of common shares outstanding – diluted	41,529	40,604

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





## Reconciliation of Net Income and Operating Income to Adjusted EBITDA Three Months Ended June 30, 2015 and 2014

All numbers in \$000s

Three Months Ended June 30, 2015	Corporate Finance/ Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$21,709
Interest income and other							(950)
Interest expense							12,473
Income tax provision							13,922
Operating income <sup>(1)</sup>	\$21,906	\$18,476	\$14,282	\$8,465	\$4,126	(\$20,101)	\$47,154
Depreciation and amortization	682	922	886	3,508	515	790	7,303
Amortization of other intangible assets	935	581	308	193	990	-	3,007
Remeasurement of acquisition-related contingent consideration	(1,491)	-	(184)	-	-	-	(1,675)
Adjusted EBITDA <sup>(1)</sup>	\$22,032	\$19,979	\$15,292	\$12,166	\$5,631	(\$19,311)	\$55,789

Three Months Ended June 30, 2014	Corporate Finance/ Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$17,247
Interest Income and other							(1,448)
Interest expense							12,908
Income tax provision							10,225
Operating income <sup>(1)</sup>	\$17,068	\$20,839	\$16,840	\$10,905	\$4,030	(\$30,750)	\$38,932
Depreciation and amortization	854	1,019	981	3,981	677	904	8,416
Amortization of other intangible assets	1,211	674	222	218	1,127	-	3,452
Special charges	-	-	-	-	-	9,364	9,364
Remeasurement of acquisition-related contingent consideration	-	(261)	-	-	-	-	(261)
Adjusted EBITDA <sup>(1)</sup>	\$19,133	\$22,271	\$18,043	\$15,104	\$5,834	(\$20,482)	\$59,903

<sup>(1)</sup>See "End Notes: FTI Consulting Non-GAAP Data Reconciliations" for the definition of Segment Operating Income and Adjusted EBITDA, which are non-GAAP financial measures.



## Reconciliation of Net Income and Operating Income to Adjusted EBITDA Six Months Ended June 30, 2015 and 2014

All numbers in \$000s

Six Months Ended June 30, 2015	Corporate Finance/ Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$45,395
Interest income and other							(813)
Interest expense							24,841
Income tax provision							25,579
Operating income <sup>(1)</sup>	\$42,670	\$38,950	\$24,578	\$14,663	\$8,323	(\$34,182)	\$95,002
Depreciation and amortization	1464	1,937	1838	7,185	1080	1607	15,111
Amortization of other intangible assets	1869	1,163	616	391	1980	-	6,019
Remeasurement of acquisition-related contingent consideration	(1,491)	-	(184)	-	-	-	(1,675)
Adjusted EBITDA <sup>(1)</sup>	\$44,512	\$42,050	\$26,848	\$22,239	\$11,383	(\$32,575)	\$114,457

Six Months Ended June 30, 2014	Corporate Finance/ Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$35,364
Interest Income and other							(2,451)
Interest expense							25,563
Income tax provision							20,573
Operating income <sup>(1)</sup>	\$25,675	\$46,241	\$29,270	\$23,971	\$5,035	(\$51,143)	\$79,049
Depreciation and amortization	1645	2,034	2,062	8,045	1274	1,941	17,001
Amortization of other intangible assets	3,426	1424	528	436	2,254	-	8,068
Special charges	-	-	-	-	-	9,364	9,364
Remeasurement of acquisition-related contingent consideration	(662)	(934)	(787)	-	-	-	(2,383)
Adjusted EBITDA <sup>(1)</sup>	\$30,084	\$48,765	\$31,073	\$32,452	\$8,563	(\$39,838)	\$111,099

<sup>(1)</sup> See "End Notes: FTI Consulting Non-GAAP Data Reconciliations" for the definition of Segment Operating Income and Adjusted EBITDA, which are non-GAAP financial measures.



### End Notes: FTI Consulting Non-GAAP Data Reconciliations

We define Adjusted Net Income and Adjusted Earnings per Diluted Share ("Adjusted EPS") as Net Income and Earnings Per Diluted Share, respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt. 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 this measure, when considered together with our GAAP financial results, provides management and investors with a more complete understanding of our business operating results, including underlying trends, by excluding the effects of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges and losses on early extinguishment of debt.

We define Segment Operating Income as a segment's share of consolidated operating income. We define Total Segment Operating Income 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 EBITDA 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 and losses on early extinguishment of debt. 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 as the total of Adjusted Segment EBITDA for all segments, which excludes unallocated corporate expenses. We define Adjusted EBITDA Margin as Adjusted EBITDA as a percentage of total revenues. We define Adjusted Segment EBITDA Margin as Adjusted Segment EBITDA as a percentage of a segment's share of revenue. We use Adjusted Segment EBITDA to internally evaluate the financial performance of our segments because we believe it is a useful supplemental measure which reflects current core operating performance and provides an indicator of the segment's ability to generate cash. We also believe that these measures, when considered together with our GAAP financial results, provide management and investors with a more complete understanding of our operating results, including underlying trends, by excluding the effects of remeasurement of acquisition-related contingent consideration, special charges, and goodwill impairment charges. 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 measures, considered along with corresponding GAAP measures, provide management and investors with additional information for comparison of our operating results to the operating results of other companies.

Non-GAAP financial measures are not defined in the same manner by all companies and may not be comparable to 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.





# Appendix

### Second Quarter 2015 Awards & Accolades

FTI Consulting named <b>2015 Arbitration</b> <b>Expert Firm of the Year</b> by Who's Who Legal	Compass Lexecon named <b>2015 Competition</b> <b>Economist Firm of the Year</b> and Janusz Ordover named <b>Competition Economist Individual Expert</b> <b>of the Year</b> by Who's Who Legal
FTI Technology recognized as a 'Leader' in the 2015 Gartner 'Magic Quadrant for E- discovery Software' report for third consecutive year	Ringtail recognized as a <b>top online review</b> <b>platform in 2015</b> Best of The <i>National Law</i> <i>Journal</i> reader rankings
FTI Consulting named <b>Global Turnaround</b> <b>Consulting Firm of the Year</b> by the Global M&A Network	Five professionals recognized as <b>world leading</b> <b>patent litigation expert witnesses</b> in <i>Intellectual</i> <i>Asset Management</i> ("IAM") magazine's Patent 1000 – The World's Leading Patent Professionals guide
Five Forensic & Litigation Consulting professionals recognized by Who's Who Legal as world leading construction and insurance experts	Honored with <b>eight Turnaround Atlas Awards</b> from the Global M&A Network, including engagements with Momentive Performance Materials, IAP Worldwide Services, Overseas Shipholding Group, Classic Party Rentals, Preferred Sands, Unitek Global Services, Clearlake Capital Group, FiberTower Network Services



# Critical Thinking at the Critical Time ™