



 Investor Presentation


FTI Consulting, Inc.

Cautionary Note about Forward-Looking Statements

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

FTI Consulting: Experts with Impact

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

<p>FCN Publicly Traded</p>	<p>\$4.9B Equity Market Capitalization ⁽¹⁾</p>	<p>1982 Year Founded</p>	<p>6,700+ Employees Worldwide</p>
<p>650+ Senior Managing Directors</p>	<p>88 Cities</p>	<p>29 Countries</p>	<p>9 Specialized Industry Practice Groups</p>
<p>Adviser to 98 of the world's top 100 law firms</p>	<p>59 of Fortune 100 corporations are clients</p>	<p>Adviser to 9 of the world's top 10 bank holding companies</p>	

⁽¹⁾ All statistics above are as of December 31, 2021, except equity market capitalization. Equity market capitalization has been calculated by multiplying the number of total shares outstanding on February 17, 2022, by the closing price per share for February 24, 2022.

Our Global Reach

With offices in 89 cities and 30 countries, FTI Consulting has a presence in every major financial center and every corner of the globe, and we successfully serve our clients wherever challenges and opportunities arise.



The Americas

Argentina
 Brazil
 Canada
 Caribbean
 Colombia
 Mexico
 United States

Europe, the Middle East, Africa

Belgium
 Denmark
 Finland
 France
 Germany
 Ireland
 Israel
 Italy
 Netherlands
 Qatar
 South Africa
 Spain
 United Arab Emirates
 United Kingdom

Asia

China
 India
 Indonesia
 Japan
 Korea
 Malaysia
 Philippines ⁽¹⁾
 Singapore

Australia

Australia

⁽¹⁾ Affiliate

Investment Thesis

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

Organic growth strategy with an emphasis on profitable revenue growth

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

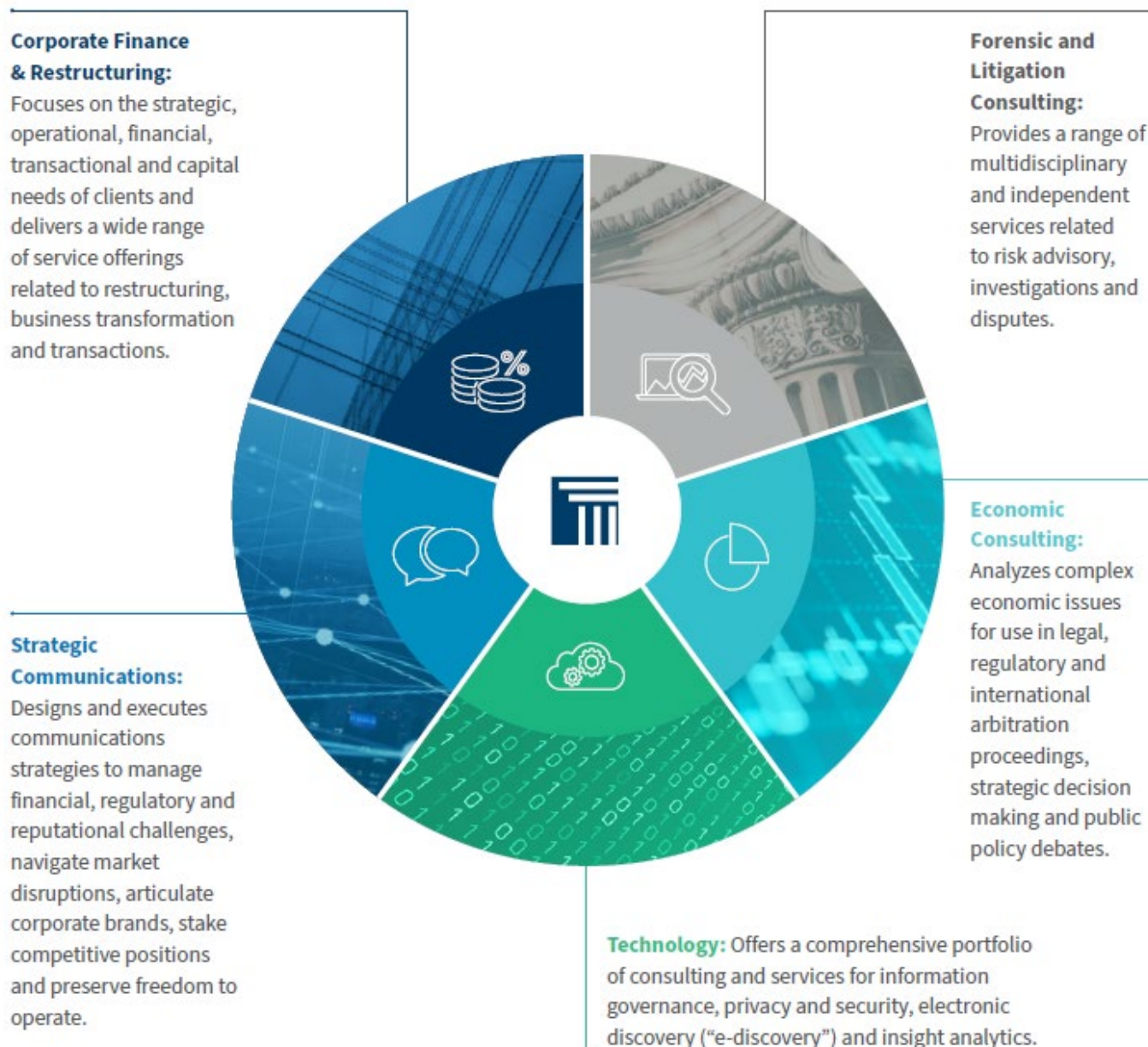
Willingness to invest EBITDA in key growth areas where we have a right to win

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

Path toward **sustained double-digit year-over-year Adjusted EPS growth over time**

Business Snapshot

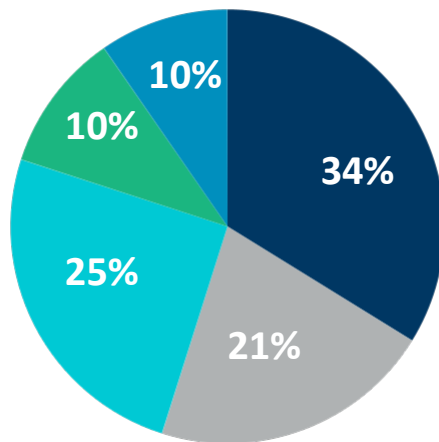
Five Segments, One Purpose



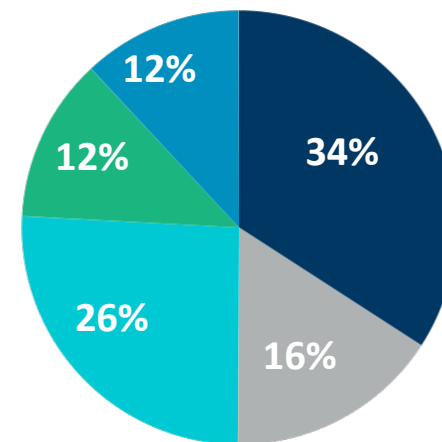
Segment Snapshot

Segment Revenues and Total Adjusted Segment EBITDA

FY 2021 Segment Revenues



FY 2021 Total Adjusted Segment EBITDA ⁽¹⁾



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

Corporate Finance & Restructuring

Services

- **Business Transformation**
 - Finance & Office of the CFO Solutions
 - People & Transformations
 - Revenue & Operations
 - Strategy
 - Technology Transformation
- **Transactions**
 - Diligence
 - Investment Banking & Transaction Opinions
 - Merger Integration & Carve-out Advisory
 - Transaction Strategy
 - Valuation & Financial Advisory Services
- **Turnaround, Restructuring & Bankruptcy**
 - Company Advisory
 - Contentious Insolvency
 - Creditor Advisory
 - Dispute Advisory and Litigation Support
 - Interim Management



(in thousands, except percentages and headcount data)

	2017	2018	2019	2020	2021
Segment Revenues	\$482,041	\$564,479	\$723,721	\$910,184	\$938,969
Segment Gross Profit Margin	33.9%	37.3%	37.2%	36.4%	30.5%
Segment SG&A	\$83,747	\$92,037	\$112,630	\$118,964	\$133,275
Adjusted Segment EBITDA	\$82,863	\$121,660	\$160,735	\$216,830	\$155,482
Adjusted Segment EBITDA Margin	17.2%	21.6%	22.2%	23.8%	16.6%
Utilization	61%	66%	67%	63%	59%
Revenue-Generating Professionals	901	948	1,194	1,655	1,702

Corporate Finance & Restructuring (continued)

Segment Offering

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

Medium-Term Growth Opportunities

Enhance **Business Transformation and Transactions** capabilities

Grow Restructuring globally

Deeper penetration of key industries e.g., Retail, Healthcare, Telecom, Media & Technology ("TMT"), Industrials, Automotive and Energy

FY 2021 Key Financial Commentary

- **Revenues** increased \$28.8 million, or 3.2%, from 2020 to 2021, which included a 2.0% estimated positive impact from FX. Acquisition-related revenues contributed \$3.0 million, or 0.3%, of the increase, compared with 2020. Excluding the estimated impact from FX, revenues increased \$7.8 million, or 0.9%, primarily due to increased demand and realized bill rates across transactions and business transformation services in North America and Europe, the Middle East and Africa, which was partially offset by decreased demand and realized rates for restructuring services.
- **Segment Gross profit** decreased \$44.8 million, or 13.5%, from 2020 to 2021. Gross profit margin decreased 5.9 percentage points from 2020 to 2021. The decrease in gross profit margin was largely due to a 4 percentage point decline in utilization and lower realized bill rates, primarily due to restructuring services, as well as an unfavorable business mix.
- **Adjusted Segment EBITDA** was \$155.5 million, or 16.6% of segment revenues, compared with \$216.8 million, or 23.8% of segment revenues, in the prior year.

Forensic and Litigation Consulting

Services

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



(in thousands, except percentages and headcount data)

	2017	2018	2019	2020	2021
Segment Revenues	\$462,324	\$520,333	\$577,780	\$500,275	\$584,835
Segment Gross Profit Margin	33.9%	36.4%	36.3%	24.5%	29.5%
Segment SG&A	\$88,056	\$96,958	\$109,992	\$94,562	\$104,723
Adjusted Segment EBITDA	\$72,705	\$96,821	\$104,435	\$33,374	\$72,545
Adjusted Segment EBITDA Margin	15.7%	18.6%	18.1%	6.7%	12.4%
Utilization	61%	64%	63%	51%	56%
Revenue-Generating Professionals	1,067	1,153	1,351	1,343	1,496

Forensic and Litigation Consulting (continued)

Segment Offering

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

Medium-Term Growth Opportunities

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

Grow overseas businesses e.g., United Kingdom and Hong Kong

Increase utilization in Disputes, Investigations and Health Solutions practices

FY 2021 Key Financial Commentary

- **Revenues** increased \$84.6 million, or 16.9%, from 2020 to 2021, which included a 1.5% estimated positive impact from FX. Acquisition-related revenues contributed \$8.5 million, or 1.7% of the increase, compared with 2020. Excluding the estimated impact from FX and acquisition-related revenues, revenues increased \$68.7 million, or 13.7%, primarily due to higher demand for our investigations, disputes and health solutions services.
- **Segment Gross profit** increased \$49.5 million, or 40.3%, from 2020 to 2021. Gross profit margin increased 5.0 percentage points from 2020 to 2021. The increase in gross profit margin was largely related to a 5 percentage point increase in utilization, primarily in our disputes, investigations and health solutions services, which was partially offset by higher variable compensation as a percentage of revenues.
- **Adjusted Segment EBITDA** was \$72.5 million, or 12.4% of segment revenues, compared with \$33.4 million, or 6.7% of segment revenues, in the prior year.

Economic Consulting

Services

- **Antitrust & Competition Economics**
 - Damages Analysis
 - M&A-related Antitrust
 - Non-M&A-related Antitrust
- **Financial Economics**
 - Rate Setting
 - Securities Litigation & Risk Management
 - Transfer Pricing
 - Valuation
- **International Arbitration**
 - Business Valuations
 - Commercial and Treaty Disputes
 - Economic Damages
 - Litigation Support



(in thousands, except percentages and headcount data)

	2017	2018	2019	2020	2021
Segment Revenues	\$496,029	\$533,979	\$592,542	\$599,088	\$697,405
Segment Gross Profit Margin	25.9%	25.8%	26.1%	27.5%	27.1%
Segment SG&A	\$71,943	\$73,630	\$76,302	\$78,714	\$77,368
Adjusted Segment EBITDA	\$61,964	\$69,955	\$84,112	\$91,432	\$117,186
Adjusted Segment EBITDA Margin	12.5%	13.1%	14.2%	15.3%	16.8%
Utilization	67%	69%	75%	68%	72%
Revenue-Generating Professionals	683	708	790	891	921

Economic Consulting (continued)

Segment Offering

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

Medium-Term Growth Opportunities

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

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

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

FY 2021 Key Financial Commentary

- **Revenues** increased \$98.3 million, or 16.4%, from 2020 to 2021, which included a 2.1% estimated positive impact from FX. Excluding the estimated impact from FX, revenues increased \$85.6 million, or 14.3%. The increase was primarily due to higher demand for our non-M&A-related antitrust services, along with higher demand and realized bill rates for financial economics and international arbitration services, which was partially offset by lower realized bill rates and demand for M&A-related antitrust services.
- **Segment Gross profit** increased \$24.1 million, or 14.6%, from 2020 to 2021. Gross profit margin decreased 0.4 percentage points from 2020 to 2021. The decrease in gross profit margin was primarily due to higher variable compensation and contractor expenses, which was partially offset by a 4 percentage point improvement in utilization.
- **Adjusted Segment EBITDA** was \$117.2 million, or 16.8% of segment revenues, compared with \$91.4 million, or 15.3% of segment revenues, in the prior year.

Technology

Services

- **Corporate Legal Operations**
 - Advisory on Governance, Policy, Standards and Execution
 - Advisory on Operational Efficiencies
 - Contract Intelligence
 - Subscriptions and Managed Services
- **E-discovery Services and Expertise**
 - Analytics Research
 - Blockchain Advisory Services
 - Consulting and Data Analytics
 - Cross-Border Investigations and Digital Forensics
 - Cryptocurrency Disputes and Investigations
 - E-discovery and Data Compliance Management
 - Managed Document Review
- **Information Governance, Privacy and Security Services**
 - Data Privacy Program Development and Implementation
 - Data Remediation and Disposition for Compliance and Risk Management
 - General Data Protection and Privacy
 - Migration of Data to Cloud Applications
 - Regulatory Readiness Advisory and Implementation



(in thousands, except percentages and headcount data)

	2017	2018	2019	2020	2021
Segment Revenues	\$174,850	\$185,755	\$215,584	\$223,016	\$287,366
Segment Gross Profit Margin	41.9%	40.2%	42.7%	39.7%	38.6%
Segment SG&A	\$62,858	\$59,644	\$57,058	\$57,303	\$67,912
Adjusted Segment EBITDA	\$22,171	\$27,387	\$45,688	\$43,013	\$55,739
Adjusted Segment EBITDA Margin	12.7%	14.7%	21.2%	19.3%	19.4%
Revenue-Generating Professionals	292	306	361	408	468

Technology (continued)

Segment Offering

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

Medium-Term Growth Opportunities

Expand addressable market through new distribution channels for Consulting & Services

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

Grow overseas businesses e.g., EMEA and India

FY 2021 Key Financial Commentary

- **Revenues** increased \$64.4 million, or 28.9%, from 2020 to 2021, which included a 2.1% estimated positive impact from FX. Excluding the estimated impact from FX, revenues increased \$59.8 million, or 26.8%. The increase was driven by increased demand across all practices associated with litigation, investigations and M&A-related “second request” services.
- **Segment Gross profit** increased \$22.4 million, or 25.3%, from 2020 to 2021. Gross profit margin decreased 1.1 percentage points from 2020 to 2021. The decrease in gross profit margin was due to decreased utilization of our consulting services associated with high levels of hiring activity, partially offset by favorable mix and profitability of our managed review services.
- **Adjusted Segment EBITDA** was \$55.7 million, or 19.4% of segment revenues, compared with \$43.0 million, or 19.3% of segment revenues, in the prior year.

Strategic Communications

Services

- **Corporate Reputation**
 - Crisis & Issues Management
 - Digital, Analytics & Insights
 - ESG & Sustainability
 - Litigation Communications
- **Financial Communications**
 - Corporate Governance & Shareholder Activism
 - M&A Communications
 - Restructuring & Financial Issues
- **Public Affairs**
 - Government Investigations
 - Government Relations
 - Public Affairs Research & Opinion Polling
 - Public Affairs Support of Business Strategies
 - Public Policy Advocacy



(in thousands, except percentages and headcount data)

	2017	2018	2019	2020	2021
Segment Revenues	\$192,488	\$223,331	\$243,090	\$228,712	\$267,647
Segment Gross Profit Margin	36.7%	39.1%	37.8%	35.5%	38.2%
Segment SG&A	\$45,947	\$46,772	\$49,703	\$44,779	\$50,114
Adjusted Segment EBITDA	\$27,732	\$42,918	\$44,544	\$38,975	\$54,313
Adjusted Segment EBITDA Margin	14.4%	19.2%	18.3%	17.0%	20.3%
Revenue-Generating Professionals	630	641	728	770	814

Strategic Communications (continued)

Segment Offering

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

Medium-Term Growth Opportunities

Further develop large, complex client relationships

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

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

FY 2021 Key Financial Commentary

- **Revenues** increased \$38.9 million, or 17.0%, from 2020 to 2021, which included a 3.2% estimated positive impact from FX. Excluding the estimated impact from FX, revenues increased \$31.7 million or 13.9%. The increase was primarily due to growth in project- and retainer-based revenues, driven by higher demand for our corporate reputation and public affairs services.
- **Segment Gross profit** increased \$21.0 million, or 25.8%, from 2020 to 2021. Gross profit margin increased 2.7 percentage points from 2020 to 2021. The increase in gross profit margin was driven by lower compensation as a percentage of revenues.
- **Adjusted Segment EBITDA** was \$54.3 million, or 20.3% of segment revenues, compared with \$39.0 million, or 17.0% of segment revenues, in the prior year.

Fourth Quarter 2021

Select Awards & Accolades



Ranked as the **#1 Restructuring Adviser** by dollar volume on *The Deal's* Q4 2021 Bankruptcy League Table

The Deal



Led the Who's Who Legal **Arbitration Expert Witnesses** list for the 12th consecutive year

Who's Who Legal



Recognized for having the **Best Cybersecurity Solution** at the Regulation Asia Awards for Excellence 2021

Regulation Asia



Honored as **Firm of the Year in seven categories** at the annual Who's Who Legal Awards:

- **Arbitration** Expert Firm of the Year
- **Construction** Expert Witness Firm of the Year
- **Consulting** Firm of the Year
- **Insurance** Expert Witnesses Firm of the Year
- **Investigations Digital Forensics** Firm of the Year
- **Restructuring & Insolvency** Advisers Firm of the Year
- **Competition Economics** Firm of the Year

Who's Who Legal

Environmental, Social & Governance (“ESG”): *Our Commitment & Progress*

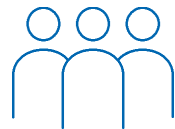
FTI Consulting’s approach to ESG underscores our commitment to being **Experts With Impact™** who make a positive difference for our clients and communities.



Environmental

We strive to do our part in addressing climate change and reducing our collective environmental impact.

- Commitment to achieve net-zero greenhouse gas (“GHG”) emissions by 2030
- Disclose **GHG emissions** and **total energy use**
- **Contract with third parties who represent they use sustainable** practices for new office build outs, such as:
 - **Utilize construction materials** that meet stringent guidelines for **reduced emissions**
 - Leverage **energy efficiency measures**
 - Target diverting at least **75% of total construction waste** from landfills through recycling
- **65% of professionals based in LEED-certified** (or equivalent) offices
- **18% reduction in global office square footage per employee** from 2018 to 2020
- **Server infrastructure is 90%+ virtualized**



Social

We seek to **foster a diverse and inclusive culture** and to **empower our people to help the world more broadly**.

- Participant of the **United Nations’ Global Compact**
- Report on **workforce gender** and **ethnicity demographics** and various **goals to promote diversity & inclusion** at all levels of the firm
- Robust **talent development program** for employees
- Employees may use up to **35 hours** each year to participate in **pro bono projects**
- **Charitable gift matching program**
- Employees receive a **full day of FTI Consulting-sponsored volunteer time** each year



Governance

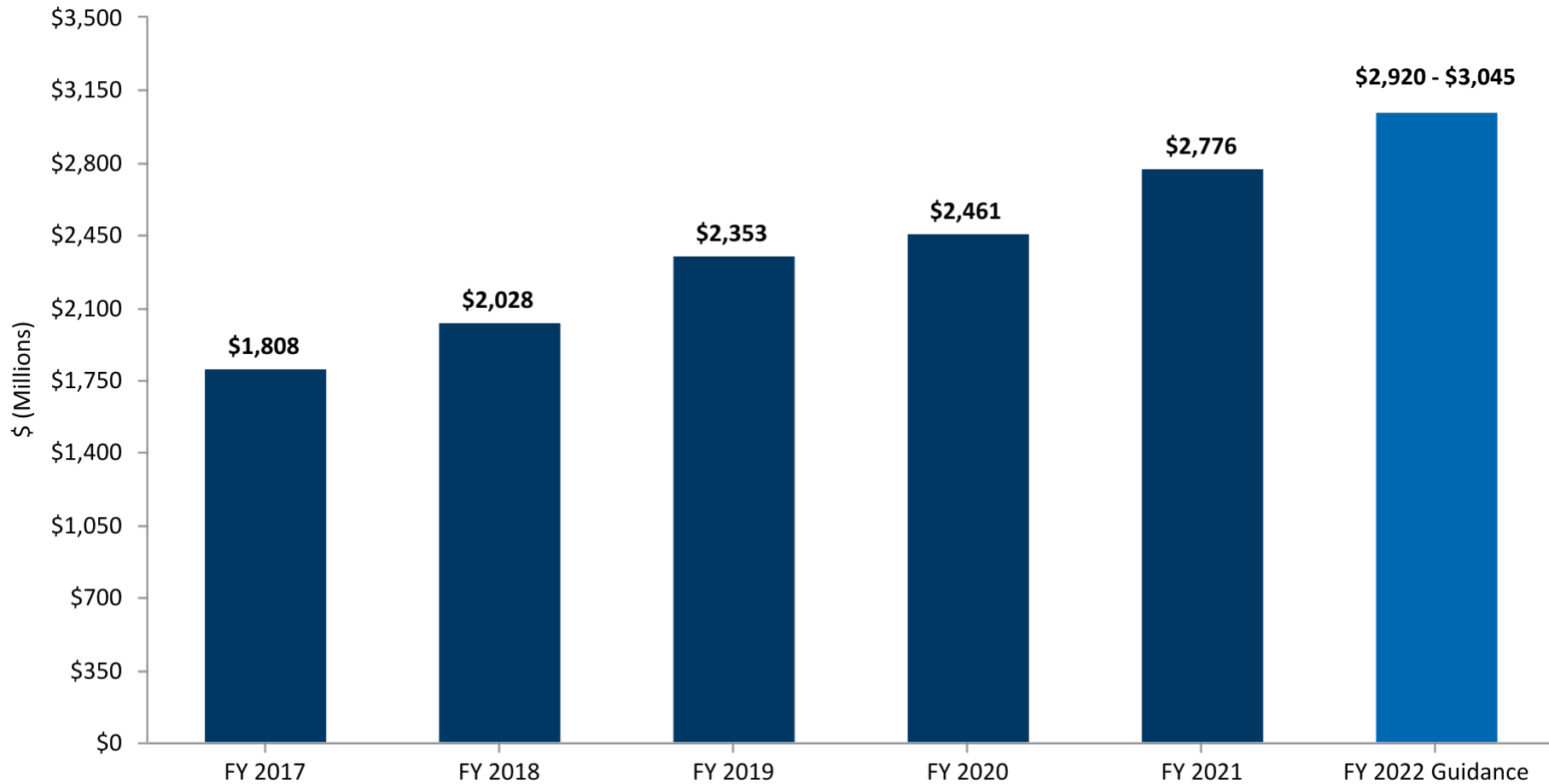
Our approach to corporate governance is informed by **principled actions, effective decision-making, and appropriate monitoring of compliance, risks and performance**.

- **Nominating, Corporate Governance and Social Responsibility Committee** of the Board reviews and oversees ESG-related policies and activities
- **87.5%** of the Board represents **independent directors**
- **Independent** non-employee Chairman of the Board
- Annual **election of directors by majority** in uncontested elections, with **director resignation policy**
- **25% of directors are female**
- **25% of directors are based outside of the U.S.**



Financial Overview

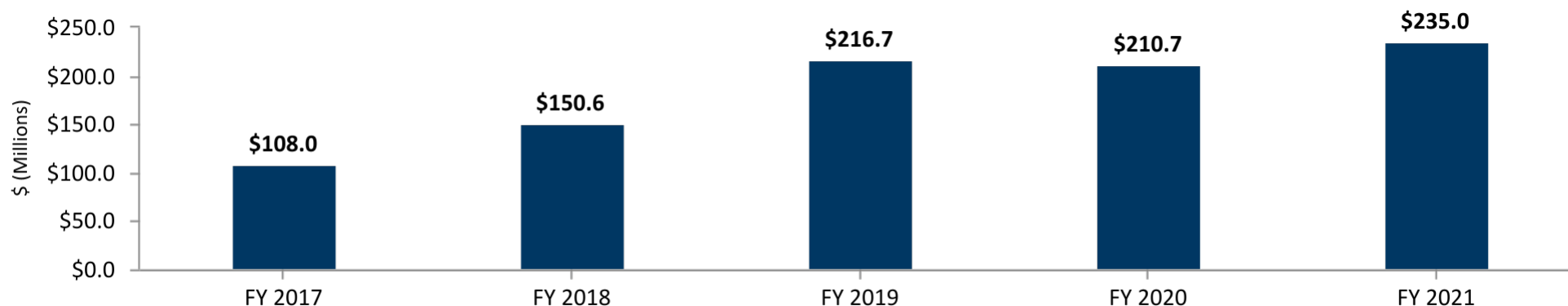
FY 2017 – FY 2022 Guidance Revenues



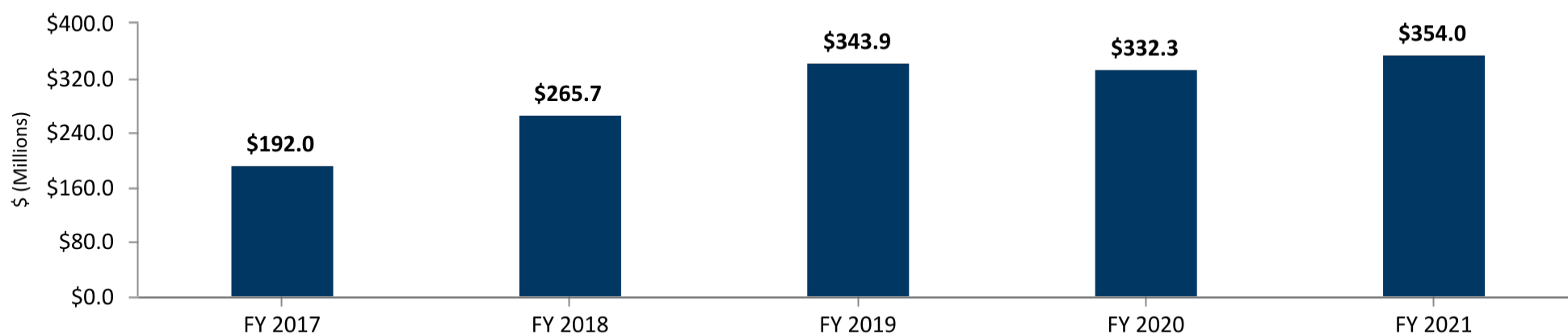
FY 2017 – FY 2021

Net Income and Adjusted EBITDA

Net income



Adjusted EBITDA ⁽¹⁾

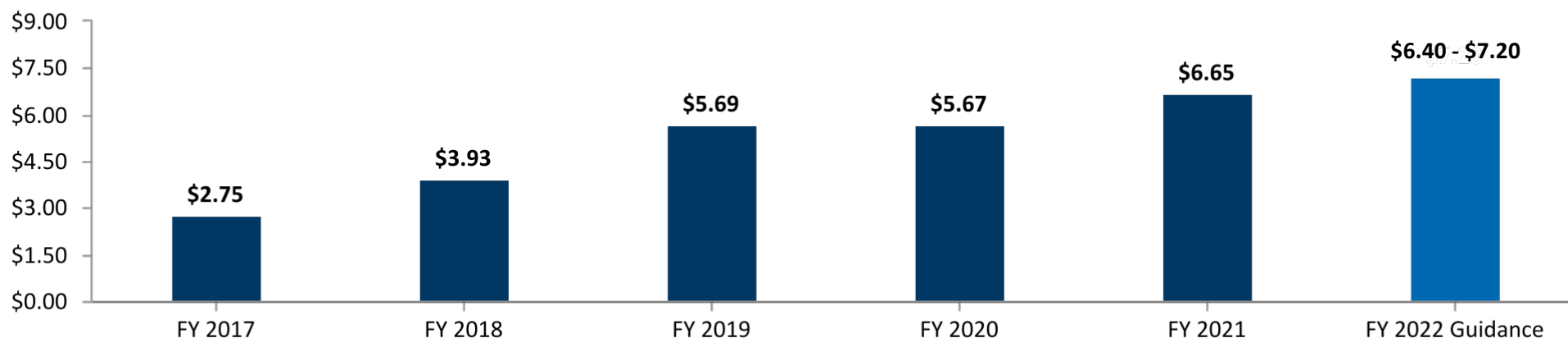


⁽¹⁾ See accompanying financial tables and “End Notes: FTI Consulting Non-GAAP Financial Measures” for the definition and reconciliation of Adjusted EBITDA, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure.

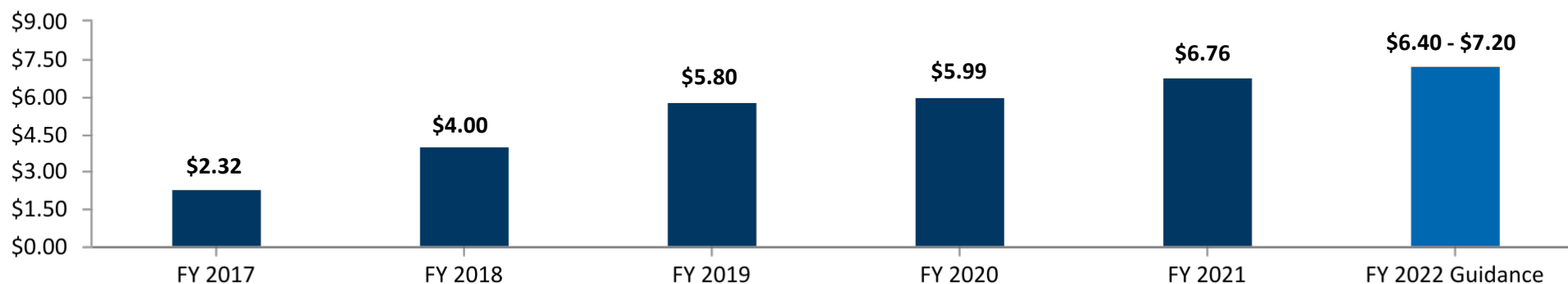
FY 2017 – FY 2022 Guidance

Earnings per Diluted Share and Adjusted Earnings per Diluted Share

Earnings per Diluted Share



Adjusted Earnings per Diluted Share⁽¹⁾



⁽¹⁾ See accompanying financial tables and “End Notes: FTI Consulting Non-GAAP Financial Measures” for the definition and reconciliation of Adjusted Earnings per Diluted Share, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure. FTI Consulting does not currently expect Adjusted EPS to differ from EPS.

Full Year 2021, 2020 and 2019

Select Cash Position and Capital Allocation

All numbers in thousands, except for DSO	2021	2020	2019
Cash and cash equivalents	\$ 494,485	\$ 294,953	\$ 369,373
Accounts receivable, net	\$ 754,120	\$ 711,357	\$ 693,372
Days sales outstanding (“DSO”) ⁽¹⁾	94	95	97
Net cash provided by operating activities	\$ 355,483	\$ 327,069	\$ 217,886
Purchases of property and equipment	\$ (68,569)	\$ (34,866)	\$ (42,072)
Purchase and retirement of common stock	\$ (46,133)	\$ (353,593)	\$ (105,797)
Total Debt ⁽²⁾	\$ 316,245	\$ 316,250	\$ 316,250
Free Cash Flow ⁽³⁾	\$ 286,914	\$ 292,203	\$ 175,814

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

⁽²⁾ Total debt excludes the impact of unamortized deferred issuance costs and unamortized deferred debt discount related to our 2.0% convertible senior notes due 2023 (“2023 Convertible Notes”).

⁽³⁾ See accompanying financial tables and “End Notes: FTI Consulting Non-GAAP Financial Measures” for the reconciliation and definition of Free Cash Flow, which is a non-GAAP financial measure, to the most directly comparable GAAP financial measure.



Financial Tables Reconciliations of Non-GAAP Financial Measures

Reconciliations of Net Income to Adjusted EBITDA

(in thousands)	FY 2021	FY 2020	FY 2019	FY 2018	FY 2017
Net income	\$ 234,966	\$ 210,682	\$ 216,726	\$ 150,611	\$ 107,962
Income tax provision (benefit)	62,981	51,764	71,724	57,181	(20,857)
Interest income and other	(6,193)	412	(2,061)	(4,977)	(3,752)
Interest expense	20,294	19,805	19,206	27,149	25,358
Gain on sale of business	—	—	—	(13,031)	—
Loss on early extinguishment of debt	—	—	—	9,072	—
Depreciation and amortization	34,269	32,118	30,153	31,536	31,177
Amortization of intangible assets	10,823	10,387	8,152	8,162	10,563
Special charges	—	7,103	—	—	40,885
Remeasurement of acquisition-related contingent consideration	(3,130)	—	—	—	702
Adjusted EBITDA ⁽¹⁾	\$ 354,010	\$ 332,271	\$ 343,900	\$ 265,703	\$ 192,038

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

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

(in thousands, except for per share data)

	FY 2021	FY 2020	FY 2019	FY 2018	FY 2017
Net income	\$ 234,966	\$ 210,682	\$ 216,726	\$ 150,611	\$ 107,962
Add back:					
Special charges	—	7,103	—	—	40,885
Tax impact of special charges	—	(1,847)	—	—	(13,570)
Loss on early extinguishment of debt	—	—	—	9,072	—
Tax impact of loss on early extinguishment of debt	—	—	—	(2,359)	—
Remeasurement of acquisition-related contingent consideration	(3,130)	—	—	—	702
Tax impact of remeasurement of acquisition-related contingent consideration	—	—	—	—	(269)
Non-cash interest expense on convertible notes	9,586	9,083	8,606	3,019	—
Tax impact of non-cash interest expense on convertible notes	(2,492)	(2,361)	(2,237)	(775)	—
Gain on sale of business	—	—	—	(13,031)	—
Tax impact of gain on sale of business ⁽¹⁾	—	—	(2,097)	6,798	—
Impact of 2017 Tax Act	—	—	—	—	(44,870)
Adjusted Net Income ⁽²⁾	\$ 238,930	\$ 222,660	\$ 220,998	\$ 153,335	\$ 90,840
Earnings per common share – diluted	\$ 6.65	\$ 5.67	\$ 5.69	\$ 3.93	\$ 2.75
Add back:					
Special charges	—	0.19	—	—	1.04
Tax impact of special charges	—	(0.05)	—	—	(0.34)
Loss on early extinguishment of debt	—	—	—	0.23	—
Tax impact of loss on early extinguishment of debt	—	—	—	(0.06)	—
Remeasurement of acquisition-related contingent consideration	(0.09)	—	—	—	0.02
Tax impact of remeasurement of acquisition-related contingent consideration	—	—	—	—	(0.01)
Non-cash interest expense on convertible notes	0.27	0.24	0.23	0.08	—
Tax impact of non-cash interest expense on convertible notes	(0.07)	(0.06)	(0.06)	(0.02)	—
Gain on sale of business	—	—	—	(0.34)	—
Tax impact of gain on sale of business ⁽¹⁾	—	—	(0.06)	0.18	—
Impact of 2017 Tax Act	—	—	—	—	(1.14)
Adjusted earnings per common share – diluted ⁽²⁾	\$ 6.76	\$ 5.99	\$ 5.80	\$ 4.00	\$ 2.32
Weighted average number of common shares outstanding – diluted	35,337	37,149	38,111	38,318	39,192

⁽¹⁾ For 2019, represents a discrete tax adjustment resulting from a change in estimate related to the accounting for the Ringtail e-discovery software and related business divestiture. 27

⁽²⁾ See “End Notes: FTI Consulting Non-GAAP Financial Measures” for the definitions of Adjusted Net Income and Adjusted Earnings per Diluted Share, which are non-GAAP financial measures.

Reconciliation of Net Income to Total Adjusted Segment EBITDA

(in thousands)

FY 2021

Net income	\$	234,966
Add back:		
Income tax provision		62,981
Interest income and other		(6,193)
Interest expense		20,294
Unallocated corporate expenses		104,457
Segment depreciation expense		31,072
Amortization of intangible assets		10,818
Remeasurement of acquisition-related contingent consideration		(3,130)
Total Adjusted Segment EBITDA ⁽¹⁾	\$	455,265

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

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

(in thousands)	FY 2021	FY 2020	FY 2019
Net cash provided by operating activities	\$ 355,483	\$ 327,069	\$ 217,886
Purchases of property and equipment	(68,569)	(34,866)	(42,072)
Free Cash Flow ⁽¹⁾	\$ 286,914	\$ 292,203	\$ 175,814

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

End Notes

FTI Consulting Non-GAAP Financial Measures

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

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

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

We define 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.



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