

FTI Consulting, Inc.

Fourth Quarter and Full Year 2019 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. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues, future results and performance, expectations, plans or intentions relating to acquisitions, share repurchases and other matters, business trends and other information that is not historical, including statements regarding estimates of our future financial results. When used in this presentation, words such as “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “forecasts” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, estimates of our future financial results, are based upon our expectations at the time we make them and various assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them. However, there can be no assurance that management’s expectations, beliefs and estimates will be achieved, and the Company’s actual results may differ materially from our expectations, beliefs and estimates. Further, preliminary results are subject to normal year-end adjustments. The Company has experienced fluctuating revenues, operating income and cash flows in prior periods and expects that this will occur from time to time in the future. Other factors that could cause such differences include declines in demand for, or changes in, the mix of services and products that we offer, the mix of the geographic locations where our clients are located or where services are performed, fluctuations in the price per share of our common stock, adverse financial, real estate or other market and general economic conditions, and other future events, which could impact each of our segments differently and could be outside of our control, the pace and timing of the consummation and integration of future acquisitions, the Company’s ability to realize cost savings and efficiencies, competitive and general economic conditions, retention of staff and clients, new laws and regulations, or changes thereto, including the 2017 U.S. Tax Cuts and Jobs Act, and the risks described under the heading “Part I, Item 1A Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2019, filed with the Securities and Exchange Commission (“SEC”) and in the Company’s other filings with the SEC, including the risks set forth under “Risks Related to Our Reportable Segments” and “Risks Related to Our Operations.” We are under no duty to update any of the forward-looking statements to conform such statements to actual results or events and do not intend to do so.

Fourth Quarter 2019: Financial Review

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

	Q4 2019	Q4 2018	% Variance	Percentage Change in Revenues Excluding the Estimated Impact of Foreign Currency Translation for Q4 2019 vs. Q4 2018
Consolidated Results				
Revenues	\$ 602,218	\$ 504,993	19.3%	19.6%
Net Income	\$ 29,061	\$ 23,724	22.5%	
Earnings per Diluted Share	\$ 0.76	\$ 0.61	24.6%	
Adjusted Earnings per Diluted Share ⁽¹⁾	\$ 0.80	\$ 0.83	-3.6%	
Adjusted EBITDA ⁽¹⁾	\$ 58,284	\$ 53,656	8.6%	
Adjusted EBITDA Margin ⁽¹⁾	9.7%	10.6%	—	
Segment Results				
Corporate Finance & Restructuring				
Revenues	\$ 181,054	\$ 144,784	25.1%	25.4%
Adjusted Segment EBITDA	\$ 24,798	\$ 24,281	2.1%	
Adjusted Segment EBITDA Margin	13.7%	16.8%	—	
Forensic and Litigation Consulting				
Revenues	\$ 150,262	\$ 132,083	13.8%	14.1%
Adjusted Segment EBITDA	\$ 17,369	\$ 21,479	-19.1%	
Adjusted Segment EBITDA Margin	11.6%	16.3%	—	
Economic Consulting				
Revenues	\$ 153,054	\$ 128,396	19.2%	19.5%
Adjusted Segment EBITDA	\$ 17,346	\$ 12,109	43.2%	
Adjusted Segment EBITDA Margin	11.3%	9.4%	—	
Technology				
Revenues	\$ 51,533	\$ 41,720	23.5%	23.8%
Adjusted Segment EBITDA	\$ 7,804	\$ 2,674	191.8%	
Adjusted Segment EBITDA Margin	15.1%	6.4%	—	
Strategic Communications				
Revenues	\$ 66,315	\$ 58,010	14.3%	15.1%
Adjusted Segment EBITDA	\$ 9,877	\$ 11,297	-12.6%	
Adjusted Segment EBITDA Margin	14.9%	19.5%	—	

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

Full Year 2019: Financial Review

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

	FY 2019	FY 2018	% Variance	Percentage Change in Revenues Excluding the Estimated Impact of Foreign Currency Translation for FY 2019 vs. FY 2018
Consolidated Results				
Revenues	\$ 2,352,717	\$ 2,027,877	16.0%	17.3%
Net Income	\$ 216,726	\$ 150,611	43.9%	
Earnings per Diluted Share	\$ 5.69	\$ 3.93	44.8%	
Adjusted Earnings per Diluted Share ⁽¹⁾	\$ 5.80	\$ 4.00	45.0%	
Adjusted EBITDA ⁽¹⁾	\$ 343,900	\$ 265,703	29.4%	
Adjusted EBITDA Margin ⁽¹⁾	14.6%	13.1%	—	
Segment Results				
Corporate Finance & Restructuring				
Revenues	\$ 723,721	\$ 564,479	28.2%	29.4%
Adjusted Segment EBITDA	\$ 160,735	\$ 121,660	32.1%	
Adjusted Segment EBITDA Margin	22.2%	21.6%	—	
Forensic and Litigation Consulting				
Revenues	\$ 577,780	\$ 520,333	11.0%	12.0%
Adjusted Segment EBITDA	\$ 104,435	\$ 96,821	7.9%	
Adjusted Segment EBITDA Margin	18.1%	18.6%	—	
Economic Consulting				
Revenues	\$ 592,542	\$ 533,979	11.0%	12.3%
Adjusted Segment EBITDA	\$ 84,112	\$ 69,955	20.2%	
Adjusted Segment EBITDA Margin	14.2%	13.1%	—	
Technology				
Revenues	\$ 215,584	\$ 185,755	16.1%	17.1%
Adjusted Segment EBITDA	\$ 45,688	\$ 27,387	66.8%	
Adjusted Segment EBITDA Margin	21.2%	14.7%	—	
Strategic Communications				
Revenues	\$ 243,090	\$ 223,331	8.8%	11.5%
Adjusted Segment EBITDA	\$ 44,544	\$ 42,918	3.8%	
Adjusted Segment EBITDA Margin	18.3%	19.2%	—	

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

Cash Position and Capital Allocation Snapshot:

As of December 31, 2019, September 30, 2019 and December 31, 2018

All numbers in \$000s, except for DSO

	As of December 31, 2019	As of September 30, 2019	As of December 31, 2018
Cash and cash equivalents	\$ 369,373	\$ 258,470	\$ 312,069
Accounts receivable, net	\$ 693,372	\$ 739,463	\$ 554,608
Days Sales Outstanding ("DSO") ⁽¹⁾	97	108	93
Net cash provided by operating activities	\$ 217,886	\$ 131,304	\$ 230,672
Purchases of property and equipment	\$ (42,072)	\$ (6,365)	\$ (32,270)
Purchase and retirement of common stock	\$ (105,797)	\$ (11,056)	\$ (55,738)
Total Debt ⁽²⁾	\$ 316,250	\$ 316,250	\$ 316,250
Free Cash Flow ⁽³⁾	\$ 175,814	\$ 124,939	\$ 198,402

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

⁽²⁾ Total debt excludes the impact of unamortized deferred debt issue costs of \$5.2 million, \$5.6 million and \$6.7 million as of December 31, 2019, September 30, 2019 and December 31, 2018, respectively, and excludes the impact of unamortized deferred debt discount of \$35.4 million, \$37.6 million and \$44.0 million as of December 31, 2019, September 30, 2019 and December 31, 2018, respectively, related to our 2.0% convertible senior notes due 2023.

⁽³⁾ See "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

Reconciliation of Net Income to Adjusted Net Income and Earnings Per Diluted Share to Adjusted Earnings Per Diluted Share:

Three Months Ended December 31, 2019 and December 31, 2018

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

	Three Months Ended December 31, 2019	Three Months Ended December 31, 2018
Net income	\$ 29,061	\$ 23,724
Loss on early extinguishment of debt	—	9,072
Tax impact of loss on early extinguishment of debt	—	(2,359)
Non-cash interest expense on convertible notes	2,195	2,080
Tax impact on non-cash interest expense on convertible notes	(571)	(534)
Adjusted Net Income ⁽¹⁾	\$ 30,685	\$ 31,983
Earnings per Diluted Share	\$ 0.76	\$ 0.61
Loss on early extinguishment of debt	—	0.23
Tax impact of loss on early extinguishment of debt	—	(0.06)
Non-cash interest expense on convertible notes	0.06	0.06
Tax impact of non-cash interest expense on convertible notes	(0.02)	(0.01)
Adjusted Earnings per Diluted Share ⁽¹⁾	\$ 0.80	\$ 0.83
Weighted average number of common shares outstanding—diluted	38,126	38,628

⁽¹⁾ 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 Adjusted Net Income and Earnings Per Diluted Share to Adjusted Earnings Per Diluted Share:

Year Ended December 31, 2019 and December 31, 2018

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

	Year Ended December 31, 2019	Year Ended December 31, 2018
Net income	\$ 216,726	\$ 150,611
Loss on early extinguishment of debt	—	9,072
Tax impact of loss on early extinguishment of debt	—	(2,359)
Non-cash interest expense on convertible notes	8,606	3,019
Tax impact on non-cash interest expense on convertible notes	(2,237)	(775)
Gain on sale of business	—	(13,031)
Tax impact of gain on sale of business	(2,097)	6,798
Adjusted Net Income ⁽¹⁾	\$ 220,998	\$ 153,335
Earnings per Diluted Share	\$ 5.69	\$ 3.93
Loss on early extinguishment of debt	—	0.23
Tax impact of loss on early extinguishment of debt	—	(0.06)
Non-cash interest expense on convertible notes	0.23	0.08
Tax impact of non-cash interest expense on convertible notes	(0.06)	(0.02)
Gain on sale of business	—	(0.34)
Tax impact of gain on sale of business	(0.06)	0.18
Adjusted Earnings per Diluted Share ⁽¹⁾	\$ 5.80	\$ 4.00
Weighted average number of common shares outstanding—diluted	38,111	38,318

⁽¹⁾ 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 and Operating Income to Adjusted EBITDA:

Three Months Ended December 31, 2019 and December 31, 2018

All numbers in \$000s

Three Months Ended December 31, 2019

	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$ 29,061
Interest income and other							3,680
Interest expense							4,835
Income tax provision							10,624
Operating income	\$ 22,478	\$ 15,895	\$ 16,022	\$ 4,942	\$ 8,483	\$ (19,620)	\$ 48,200
Depreciation and amortization	1,037	1,187	1,280	2,862	694	710	7,770
Amortization of other intangible assets	1,283	287	44	—	700	—	2,314
Adjusted EBITDA ⁽¹⁾	\$ 24,798	\$ 17,369	\$ 17,346	\$ 7,804	\$ 9,877	\$ (18,910)	\$ 58,284

Three Months Ended December 31, 2018

	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$ 23,724
Interest income and other							(2,903)
Interest expense							7,076
Loss on early extinguishment of debt							9,072
Income tax provision							7,834
Operating income	\$ 22,620	\$ 20,134	\$ 10,667	\$ 426	\$ 9,975	\$ (19,019)	\$ 44,803
Depreciation and amortization	894	1,042	1,398	2,248	555	835	6,972
Amortization of other intangible assets	767	303	44	—	767	—	1,881
Adjusted EBITDA ⁽¹⁾	\$ 24,281	\$ 21,479	\$ 12,109	\$ 2,674	\$ 11,297	\$ (18,184)	\$ 53,656

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

Reconciliation of Net Income and Operating Income to Adjusted EBITDA:

Year Ended December 31, 2019 and December 31, 2018

All numbers in \$000s

Year Ended December 31, 2019

	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$ 216,726
Interest income and other							(2,061)
Interest expense							19,206
Income tax provision							71,724
Operating income	\$ 152,948	\$ 98,648	\$ 78,201	\$ 35,022	\$ 39,174	\$ (98,398)	\$ 305,595
Depreciation and amortization	3,858	4,635	5,734	10,666	2,476	2,784	30,153
Amortization of other intangible assets	3,929	1,152	177	—	2,894	—	8,152
Adjusted EBITDA ⁽¹⁾	\$ 160,735	\$ 104,435	\$ 84,112	\$ 45,688	\$ 44,544	\$ (95,614)	\$ 343,900

Year Ended December 31, 2018

	Corporate Finance & Restructuring	Forensic and Litigation Consulting	Economic Consulting	Technology	Strategic Communications	Unallocated Corporate	Total
Net income							\$ 150,611
Interest income and other							(4,977)
Interest expense							27,149
Loss on early extinguishment of debt							9,072
Gain on sale of business							(13,031)
Income tax provision							57,181
Operating income	\$ 115,124	\$ 91,262	\$ 64,052	\$ 14,912	\$ 37,250	\$ (96,595)	\$ 226,005
Depreciation and amortization	3,428	4,237	5,607	12,405	2,302	3,557	31,536
Amortization of other intangible assets	3,108	1,322	296	70	3,366	—	8,162
Adjusted EBITDA ⁽¹⁾	\$ 121,660	\$ 96,821	\$ 69,955	\$ 27,387	\$ 42,918	\$ (93,038)	\$ 265,703

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

Years and Three Months Ended December 31, 2019 and December 31, 2018

All numbers in \$000s

	Year Ended December 31, 2019	Three Months Ended December 31, 2019	Year Ended December 31, 2018	Three Months Ended December 31, 2018
Net cash provided by operating activities	\$ 217,886	\$ 141,020	\$ 230,672	\$ 144,400
Purchases of property and equipment	(42,072)	(15,046)	(32,270)	(4,429)
Free Cash Flow ⁽¹⁾	\$ 175,814	\$ 125,974	\$ 198,402	\$ 139,971

End Notes:

FTI Consulting Non-GAAP Financial Measures

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

*Adjusted EBITDA
Adjusted EBITDA Margin
Adjusted Net Income
Adjusted Earnings per Diluted Share
Free Cash Flow*

We have included the definitions of Segment Operating Income (Loss) 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 (Loss) as a segment's share of consolidated operating income. We use Segment Operating Income (Loss) 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 Adjusted EBITDA, which is a non-GAAP financial measure, as consolidated net income before income tax provision, other non-operating income (expense), depreciation, amortization of intangible assets, remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, gain or loss on sale of a business and losses on early extinguishment of debt. We believe that these non-GAAP financial measures, when considered together with our GAAP financial results and GAAP financial measures, provide management and investors with a more complete understanding of our operating results, including underlying trends. In addition, EBITDA is a common alternative measure of operating performance used by many of our competitors. It is used by investors, financial analysts, rating agencies and others to value and compare the financial performance of companies in our industry. Therefore, we also believe that these non-GAAP financial measures, considered along with corresponding GAAP financial measures, provide management and investors with additional information for comparison of our operating results with the operating results of other companies.

We define Adjusted Net Income and Adjusted Earnings per Diluted Share ("Adjusted EPS"), which are non-GAAP financial measures, as net income and earnings per diluted share ("EPS"), respectively, excluding the impact of remeasurement of acquisition-related contingent consideration, special charges, goodwill impairment charges, losses on early extinguishment of debt, non-cash interest expense on convertible notes, gain or loss on sale of a business and the impact of adopting the 2017 U.S. Tax Cuts and Jobs Act. 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.

Appendix

Fourth Quarter and Full Year 2019: Select Geographic Review

Percentage of Consolidated Revenues			Revenue Growth	
Region	Q4 2019	FY 2019	Q4 2019 vs. Q4 2018	FY 2019 vs. FY 2018
North America	65.5%	67.3%	15.3%	13.1%
EMEA	26.1%	24.6%	29.7%	27.8%
Asia Pacific	6.7%	6.6%	20.1%	10.9%
Latin America	1.7%	1.5%	25.3%	-0.4%

Fourth Quarter 2019: Select Awards & Accolades



**Communications Firm
of the Year**
The M&A Advisor



**Restructuring Deal of the
Year**
Middle Markets & Large
Global M&A Network



**Best End-To-End E-Discovery
Provider**
Washington D.C. market
LegalTimes



**Corporate Restructuring
Firm of the Year**
*Turnaround, Restructuring &
Insolvency Awards*



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



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



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