Focus Financial Partners Inc.

Credit Update

November 28, 2022

VISION *for* VISIONARIES.

Disclaimer

Special Note Regarding Forward-Looking Statements

Some of the information in this presentation may contain forward-looking statements. Forward-looking statements give our current expectations, contain projections of results of operations or of financial condition, or forecasts of future events. Words such as “may,” “assume,” “forecast,” “position,” “predict,” “strategy,” “expect,” “intend,” “plan,” “estimate,” “anticipate,” “believe,” “project,” “budget,” “potential,” “continue,” “will” and similar expressions are used to identify forward-looking statements. They can be affected by assumptions used or by known or unknown risks or uncertainties. Consequently, no forward-looking statements can be guaranteed. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this presentation. Actual results may vary materially. You are cautioned not to place undue reliance on any forward-looking statements. You should also understand that it is not possible to predict or identify all such factors and should not consider the following list to be a complete statement of all potential risks and uncertainties. Factors that could cause our actual results to differ materially from the results contemplated by such forward-looking statements include the impact and duration of the outbreak of the novel coronavirus, fluctuations in wealth management fees, our reliance on our partner firms and the principals who manage their businesses, our ability to make successful acquisitions, unknown liabilities of or poor performance by acquired businesses, harm to our reputation, our inability to facilitate smooth succession planning at our partner firms, our inability to compete, our reliance on key personnel, our inability to attract, develop and retain talented wealth management professionals, our inability to retain clients following an acquisition, write down of goodwill and other intangible assets, our failure to maintain and properly safeguard an adequate technology infrastructure, cyber-attacks, our inability to recover from business continuity problems, inadequate insurance coverage, the termination of management agreements by management companies, our inability to generate sufficient cash to service all of our indebtedness, the failure of our partner firms to comply with applicable U.S. and non-U.S. regulatory requirements, legal proceedings and governmental inquiries and certain other factors. All forward-looking statements are expressly qualified in their entirety by the foregoing cautionary statements. Our forward-looking statements speak only as of the date of this presentation or as of the date as of which they are made. Except as required by applicable law, including federal securities laws, we do not intend to update or revise any forward-looking statements.

Updated Credit Overview

	New First Lien Term Loan B [1]	New First Lien Term Loan A (with 9 month delayed draw)	Extended First Lien Revolver	Existing First Lien Term Loan – Tranche B *(unchanged)*
Amount	$1,760 million	$240 million	$650 million	$790.4 million [2]
Maturity	June 2028	November 2027	November 2027	June 2028
Applicable Margin	SOFR + 325 bps on $910 million variable portion 0.53%[4] + 325 bps on $850 million fixed via hedges 101 soft call feature for 6 months	SOFR + 250 bps on drawn	SOFR + 225 bps on drawn with step downs based on Net Leverage Ratio [3] 50 bps on undrawn portion with step downs based on Net Leverage Ratio [3]	SOFR + 250 bps
OID	98.25	98.5	Not Applicable	99.25
SOFR Floor	0.50%	0.50%	0.00%	0.50%
Amortization	1.00% / $17.6 million per annum	When drawn 3/31/23 – 12/31/23: 1.0% 3/31/24 – 12/31/24: 2.0% 3/31/25 – 12/31/25: 2.0% 3/31/26 – 12/31/26: 5.0% 3/31/27 – 12/31/27: 7.5%	Not Applicable	1.00% / $8.0 million per annum
Net Leverage Ratio[3] Covenant	6.25x			

1. Replaces First Lien Term Loan – Tranche A with outstanding balance of $1,598.4 million as of November 28, 2022.
2. As of November 28, 2022.
3. Net Leverage Ratio represents the First Lien Leverage Ratio (as defined in the Credit Facility) and means the ratio of amounts outstanding under the First Lien Term Loan and First Lien Revolver plus other outstanding debt obligations secured by a lien on the assets of Focus LLC (excluding letters of credit other than unpaid drawings thereunder) minus unrestricted cash and cash equivalents to Consolidated EBITDA (as defined in the Credit Facility). Net Leverage Ratio covenant is for the benefit of the First Lien Revolver and New First Lien Term Loan A only.
4. Swaps converted from LIBOR to SOFR on November 28, 2022 with amended weighted average fixed rate of 0.53% with unchanged maturity dates of March/April 2024.