
LAZARD

Investor Presentation

April 2020

Safe Harbor

This presentation contains certain statements, estimates and forecasts with respect to future performance and events. These statements, estimates and forecasts are “forward-looking statements.” In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as “may,” “might,” “will,” “would,” “should,” “could,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “target,” “goal” or “continue” or the negatives thereof or variations thereon or similar terminology. All statements other than statements of historical fact included in this presentation are forward-looking statements and are based on various underlying assumptions and expectations and are subject to known and unknown risks and uncertainties, and may include projections of our future financial performance based on our growth strategies, business plans and anticipated trends in our business. These forward-looking statements, including with respect to the current COVID-19 pandemic, are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance, targets, goals or achievements expressed or implied in the forward-looking statements. These factors include, but are not limited to, those discussed in our Annual Report on Form 10-K under Item 1A “Risk Factors,” and also discussed from time to time in our quarterly reports on Form 10-Q and current reports on Form 8-K, including the following: (a) a decline in general economic conditions or the global or regional financial markets, (b) a decline in our revenues, for example due to a decline in overall mergers and acquisitions (“M&A”) activity, our share of the M&A market or our assets under management (“AUM”), (c) losses caused by financial or other problems experienced by third parties, (d) losses due to unidentified or unanticipated risks, (e) a lack of liquidity, i.e., ready access to funds, for use in our businesses, and (f) competitive pressure on our businesses and on our ability to retain and attract employees at current compensation levels. As a result, there can be no assurance that the forward-looking statements included in this presentation will prove to be accurate or correct. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Neither we nor any other person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. We are under no duty to update any of these forward-looking statements to conform our prior statements to actual results or revised expectations and we do not intend to do so.

This presentation uses non-GAAP measures for (a) operating revenue, (b) compensation and benefits expense, as adjusted, (c) compensation and benefits expense, awarded basis (d) non-compensation expense, as adjusted (e) earnings from operations, (f) pre-tax income, as adjusted, (g) pre-tax income per share, as adjusted (h) earnings from operations, awarded basis (i) operating margin, as adjusted (j) operating margin, awarded basis (k) net income, as adjusted, (l) net income per share, as adjusted, (m) awarded EPS, and (n) free cash flow. Such non-GAAP measures are not meant to be considered in isolation or as a substitute for the corresponding U.S. GAAP measures, and should be read only in conjunction with our consolidated financial statements prepared in accordance with U.S. GAAP. We believe that certain non-GAAP measures provide a more meaningful basis for assessing our operating results and comparisons between present, historical and future periods. See the attached appendices and related notes for a detailed explanation of applicable adjustments to corresponding U.S. GAAP measures.

Unless otherwise indicated, all information in this presentation relates to Lazard Ltd and its direct and indirect subsidiaries on a consolidated basis as of March 31, 2020.

Our Firm

Lazard's mission is to provide trusted financial advice and investment solutions to our clients. We have built a global network of relationships with key decision makers in business, government and investing institutions. We operate as a local firm in local markets, and serves clients with multinational resources and global perspective.

Global Offices


40 Cities | Countries 25

FOUNDED

1848

NYSE LISTED

2005



NEW YORK LONDON PARIS AMSTERDAM BEIJING BOGOTÁ BORDEAUX BOSTON BRUSSELS
BUENOS AIRES CHARLOTTE CHICAGO DUBAI DUBLIN FRANKFURT GENEVA HAMBURG
HONG KONG HOUSTON LOS ANGELES LYON MADRID MELBOURNE MEXICO CITY MILAN
MINNEAPOLIS MONTREAL NANTES PANAMA CITY RIYADH SAN FRANCISCO SANTIAGO
SÃO PAULO SEOUL SINGAPORE STOCKHOLM SYDNEY TOKYO TORONTO ZÜRICH

170+

Years Serving Clients

\$2.49bn

LTM Operating
Revenue

\$193bn

Assets Under
Management

3,000+

Employees

LAZARD

As of March 31, 2020

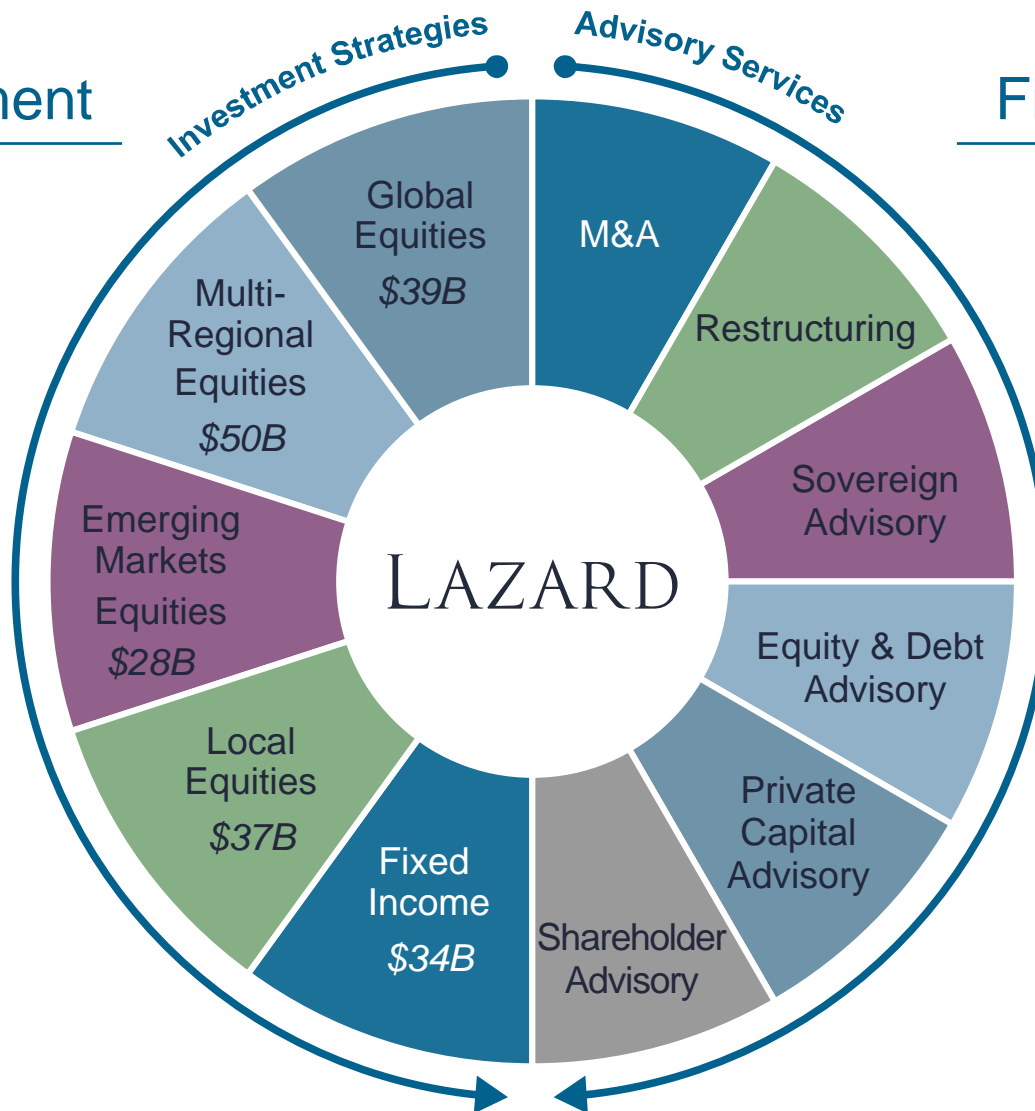


Leadership and Diversification

Anticipating and meeting the evolving needs of clients

Asset Management

- Locally established teams with global perspective
- Investment platforms across asset classes and regions
- Investment-led manager; ~35% of staff are investment professionals
- Serving a primarily institutional client base globally



Financial Advisory

- Global platform built over decades of commitment to local markets
- Built-out advisory teams across sectors
- Unrivaled network of senior-level advisory bankers
- Serving leaders of business and government globally

Our Response to COVID-19

Today the world is confronting a health pandemic of unprecedented proportion and impact. We took swift action that reflects our mission to support our employees, serve our clients, and contribute to our communities

Strategy & Execution

Provide Clients Insights

- Expert and timely market analysis, including pandemic treatment and diagnostic landscape
- Ongoing strategic advisory and transactional support
~75 restructuring/debt advisory projects globally
- Asset management virtual meeting forums since March
>500 company engagements
~600 investor updates and 100 publications
- Business continuity, connectivity and compliance

Mobility & Collaboration

Protect Our Employees

- As of March 13, ~95% employees working remotely
- Technology enables seamless, secure mobile access
- Business continuity sites operational and dedicated emergency management teams
- Secure, cloud-based corporate network
- Town halls provide livestreamed business and COVID-19 updates
- Spring internship programs continue virtually

Prudent Liquidity

Ensure Financial Stability

- Investment grade balance sheet with strong liquidity, long-term maturities aligned with highly cash generative businesses
- Cost discipline remains in focus, consistent with target ranges over the cycle
- Capital management strategy prioritizes shareholder value consistently returning capital through dividends and share repurchases

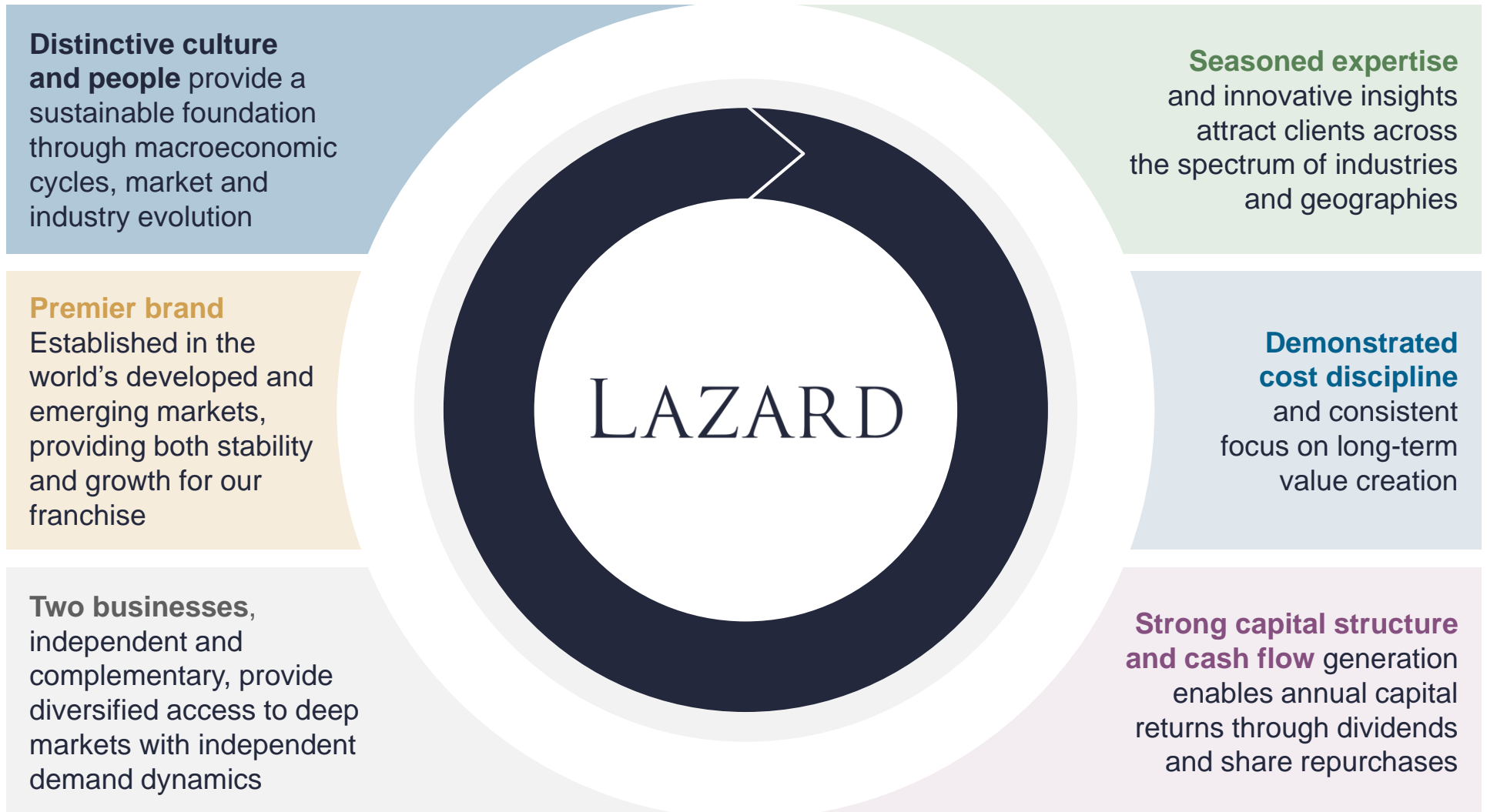
Rapid Resources

Engage with Community

- Flexibility to care for family
- Lazard@Home candid and close-up
- Lazard Foundation
- Feeding America donation
- Doubled employee matching for local COVID-19 relief

Long-term Investment Thesis

Lazard is a uniquely diversified, global financial advisory and investment manager with an established track record of performance



Our Purpose is Serving Clients

Culture is central to delivering for our clients and our long-term success

“We aim to provide a unique perspective with unparalleled execution”



Clients first – Our success is derived from an ability to provide preeminent advice



Deliver excellence – Insight, innovation and integrity underpins all that we do



Global integration – Leveraging our partnership across continents and cultures



Diversity and collaboration – Derive our best ideas from a wealth of perspectives and experience



Destination for top talent – Investment and development of people, our most valuable asset



Technology-driven – Agile and adaptive resources, investments in infrastructure and innovative applications

Investor Highlights

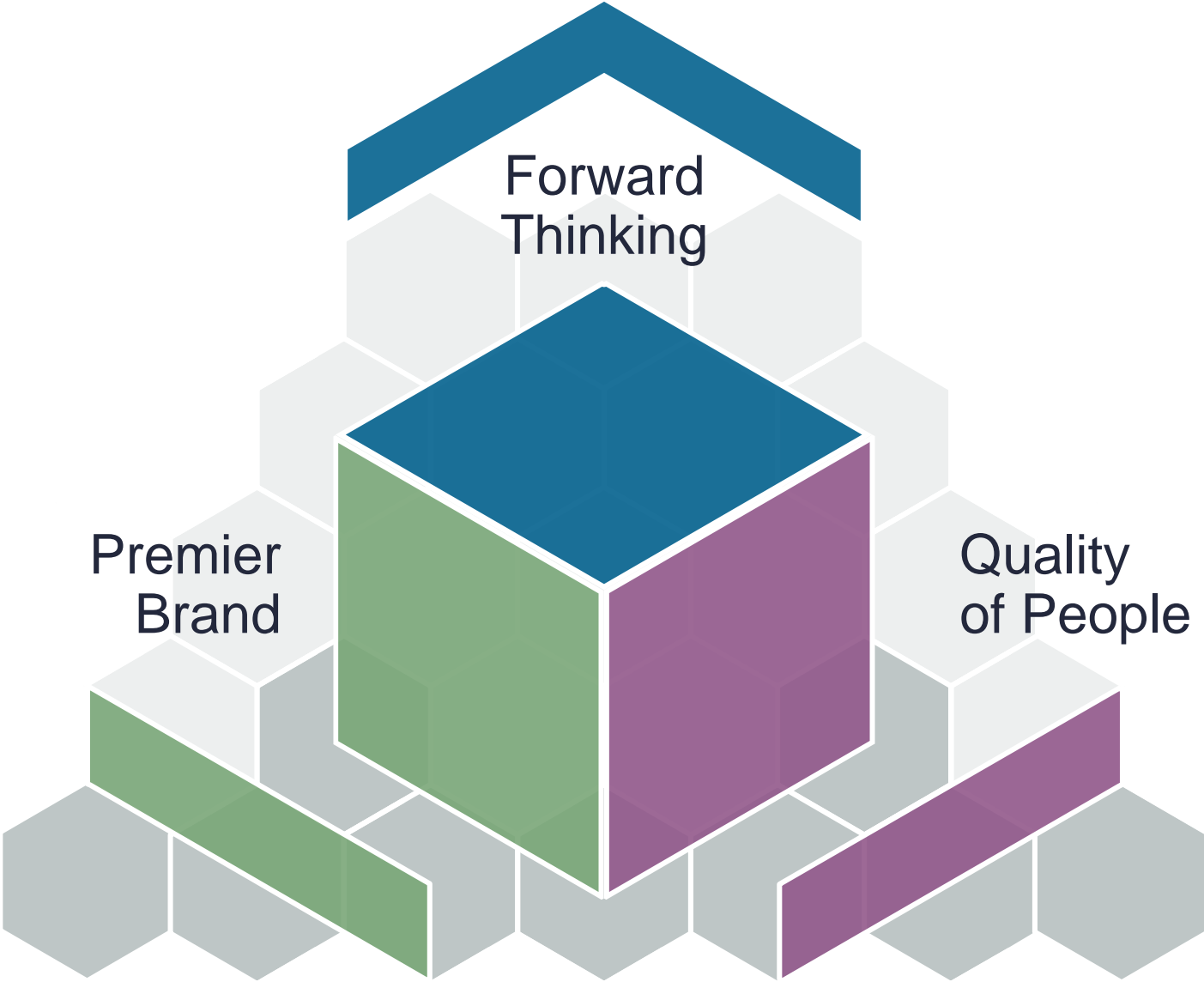
The Lazard Difference

Investment Highlights

Financial Strategy

The Lazard Difference

A firm built across centuries, structured around the needs of our clients



Premier Brand

Lazard is known globally for excellence, discretion, integrity and results

“ One of the most influential financial institutions in the world”

THE TIMES
OF LONDON

“ Showing bigger Wall Street rivals the power of simplicity”

BREAKINGVIEWS

“ One of the world’s most influential investment banks”

DER SPIEGEL

“ Lazard’s top-tier brand allows it to punch above its weight class”

BARRON’S

“ Success built on its bankers’ discretion and its long-term relationships with clients”

The Economist

“ A formidable reputation in the world’s boardrooms”

FINANCIAL NEWS

“ Lazard can tackle the most seemingly insurmountable crises”

EUROMONEY

“ The bank stands apart in the landscape of finance”

Les Echos

Quality of People

Unique assemblage of experience, expertise, interests and characteristics

85+

Nationalities

25+

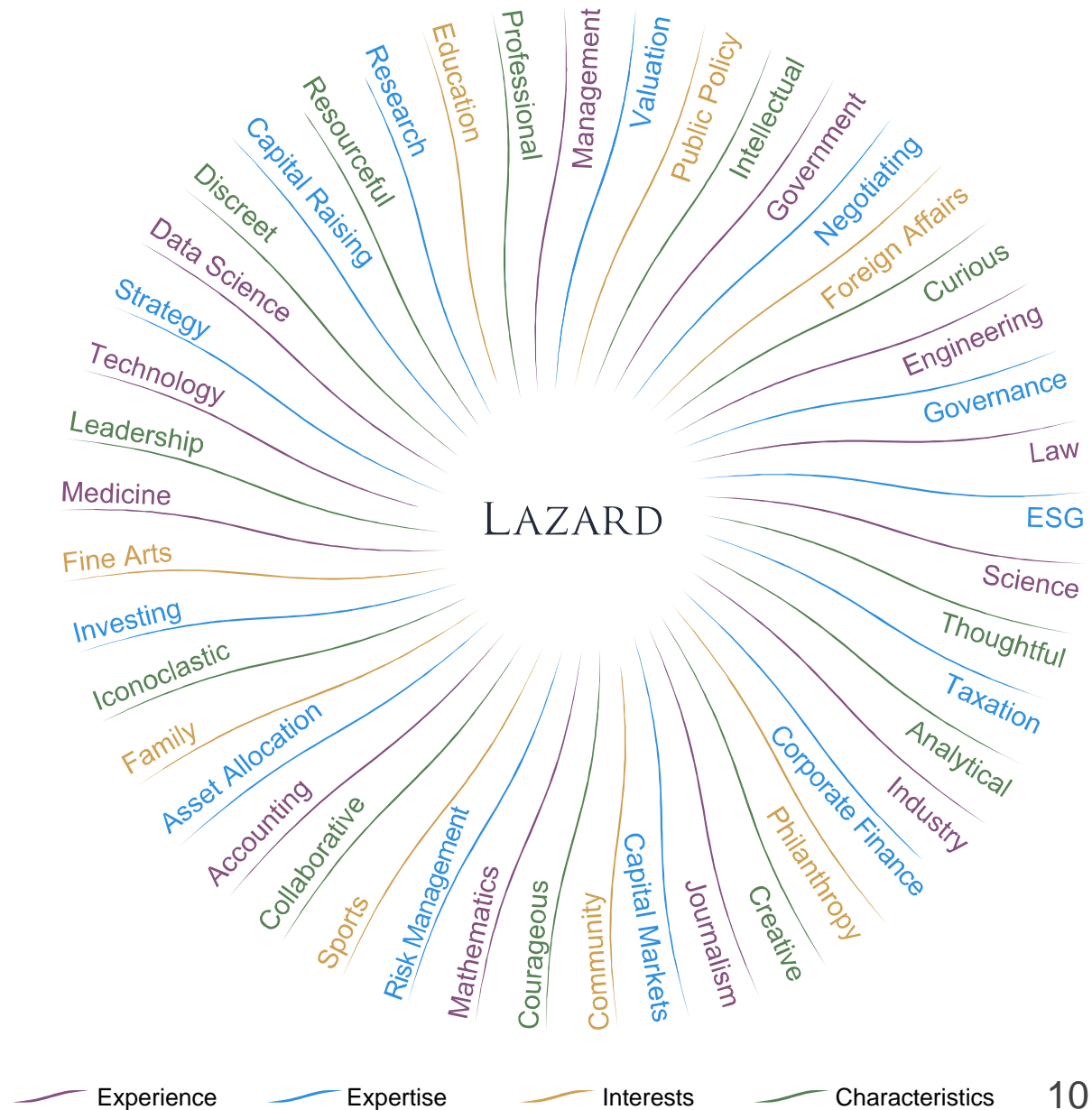
Average years of experience (MDs)

14

Average years of tenure (MDs)

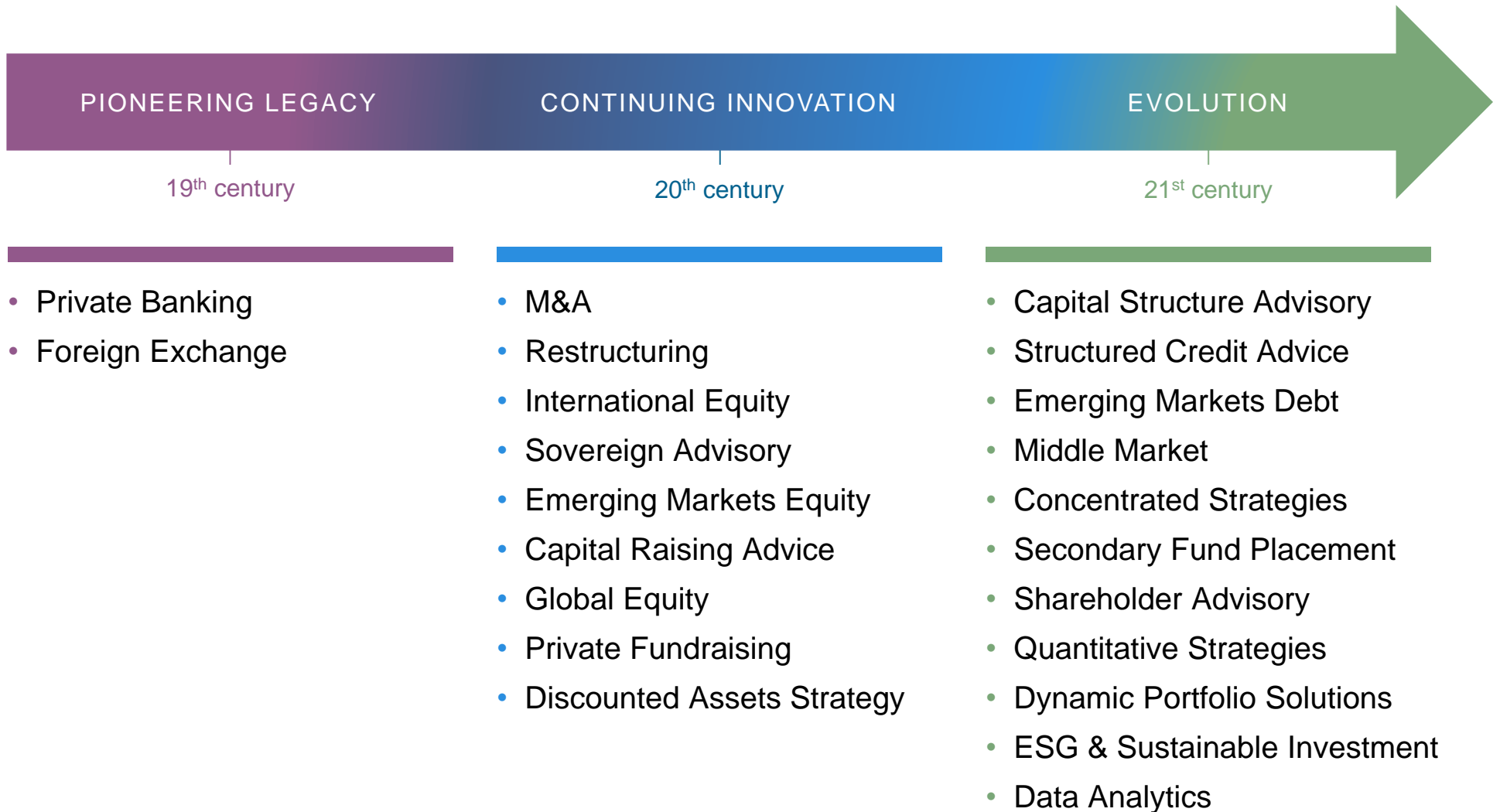
As of March 31, 2020

LAZARD



Forward Thinking

Culture of innovation



Technology Driven

We are well-positioned for a future hybrid work environment

Remote collaboration



Optimizing workflow connectivity

Real-time engagement through productivity platforms: Webex, Jabber, Slack and Symphony



Global information ecosystem

- Live, interactive town halls
- Lazard IQ knowledge center
- Tech academy training



Business continuity planning

- Critical function capabilities

Infrastructure & Analytics



Virtual network access

- Secure remote-access
- Enhanced cyber-security



High-power processing

Portfolio evaluation and execution, compliance and risk management



Enterprise finance / risk

- Centralized global platform

Customer-centric solutions



Data privacy

- Multi-factor authentication
- Secure and single-source



Transaction execution

- Data room due diligence
- Trade processing



Digitization and personalization

- 360 portfolio view
- Specialized solutions

CLOUD BASED DATA PLATFORM

Technology architecture built to support firm-wide data and analytics initiatives in a global and scalable enterprise model

Proven Stability

The Lazard Difference

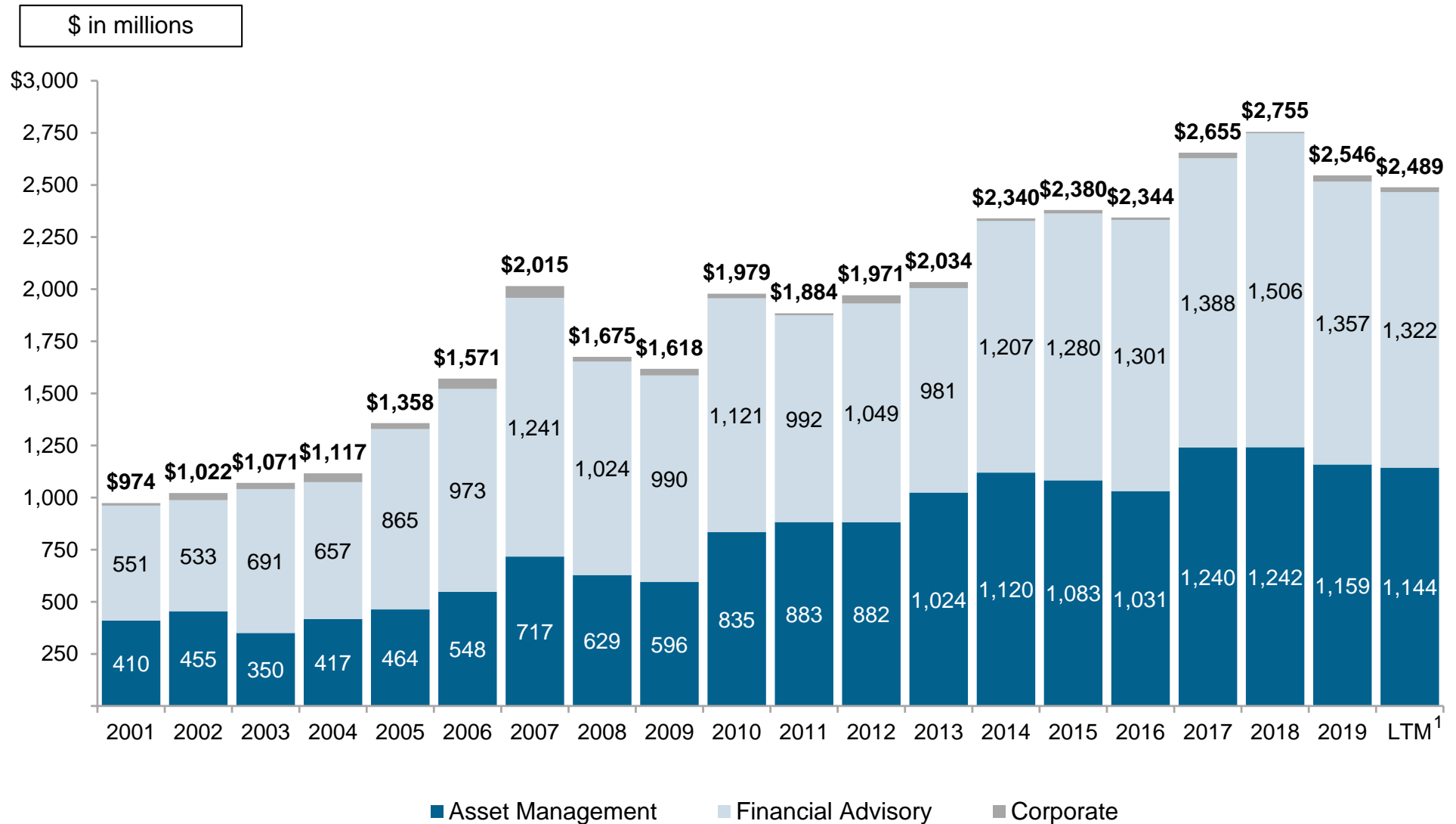
Investment Highlights

- Proven Stability
- High Performance
- Significant Opportunities for Growth

Financial Strategy

Strong Operating Revenue Generation

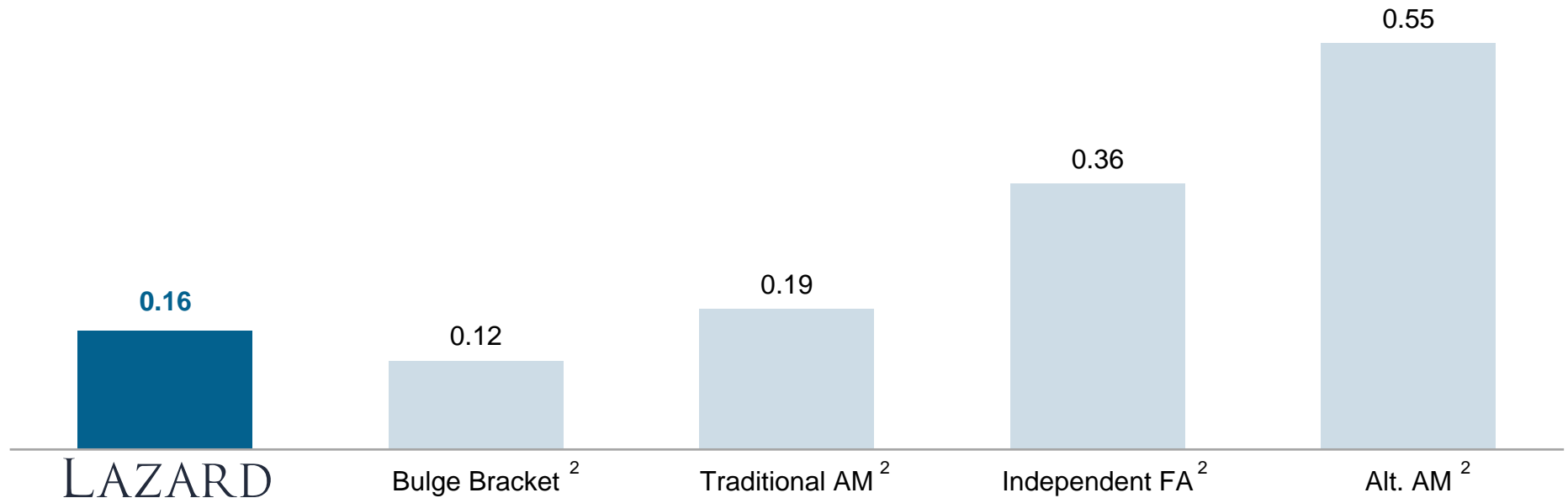
Significant scale provides stable platform through cycle



Lower Revenue Volatility than Peers

Unique combination of stable businesses minimizes volatility over time

OPERATING REVENUE VOLATILITY (2009-2019)¹



Peer samples do not include firms that no longer exist, which, if included, could have resulted in higher volatility.

Source: IMF WEO Database, FactSet, company filings.

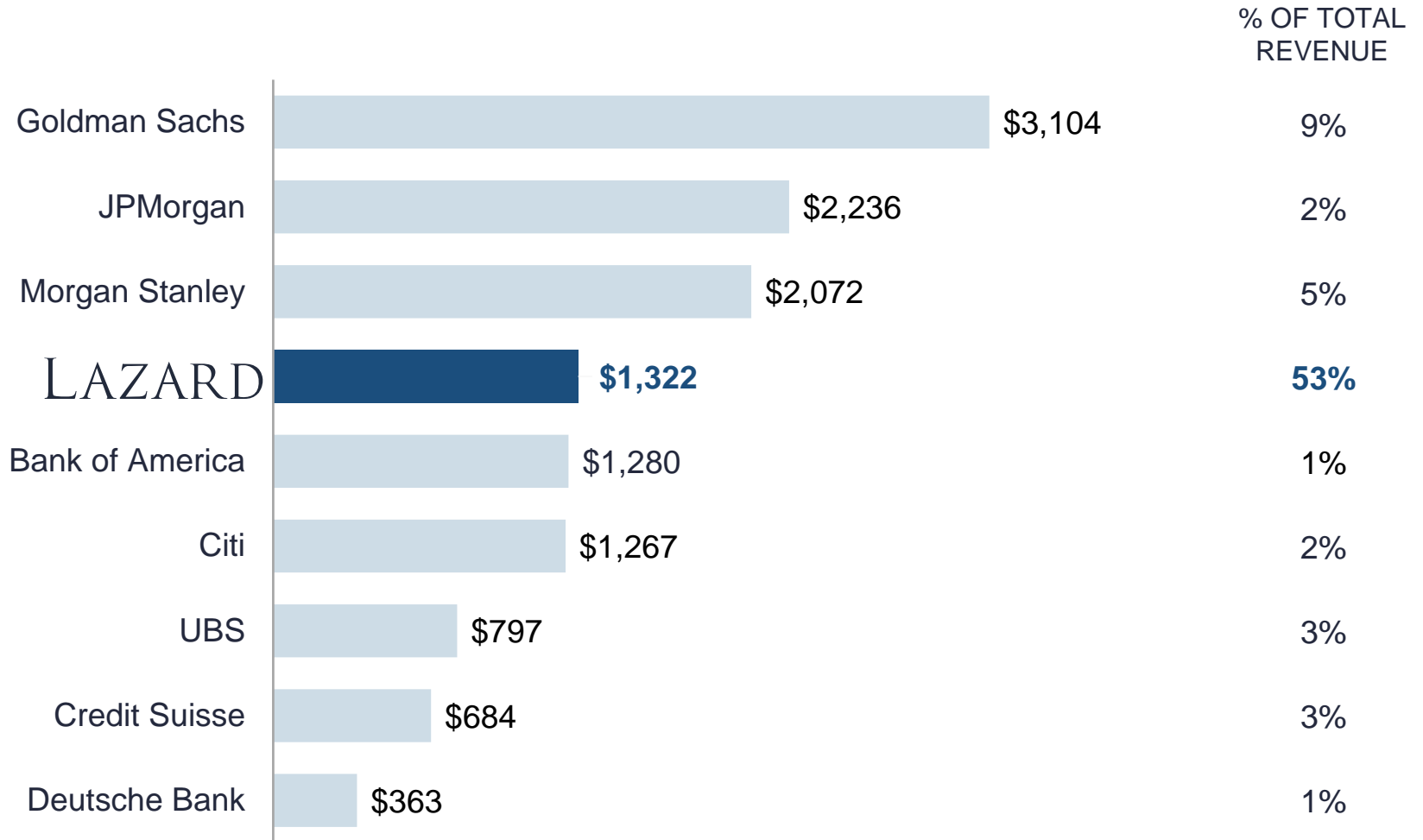
1 Volatility for each firm calculated as one standard deviation of annual revenue over the period divided by average revenue.

2 Bulge Bracket includes Bank of America, Citi, Credit Suisse, Deutsche Bank, Goldman Sachs, JPMorgan, Morgan Stanley and UBS. Traditional Asset Management includes Alliance Bernstein, Blackrock, Eaton Vance, Franklin Resources, Invesco, Legg Mason and T. Rowe Price. Independent Financial Advisory includes Evercore, Greenhill and Moelis. Alternative Asset Management includes Apollo, Blackstone, KKR and Sculptor Capital Management.

Advisory Business in Global Top Tier

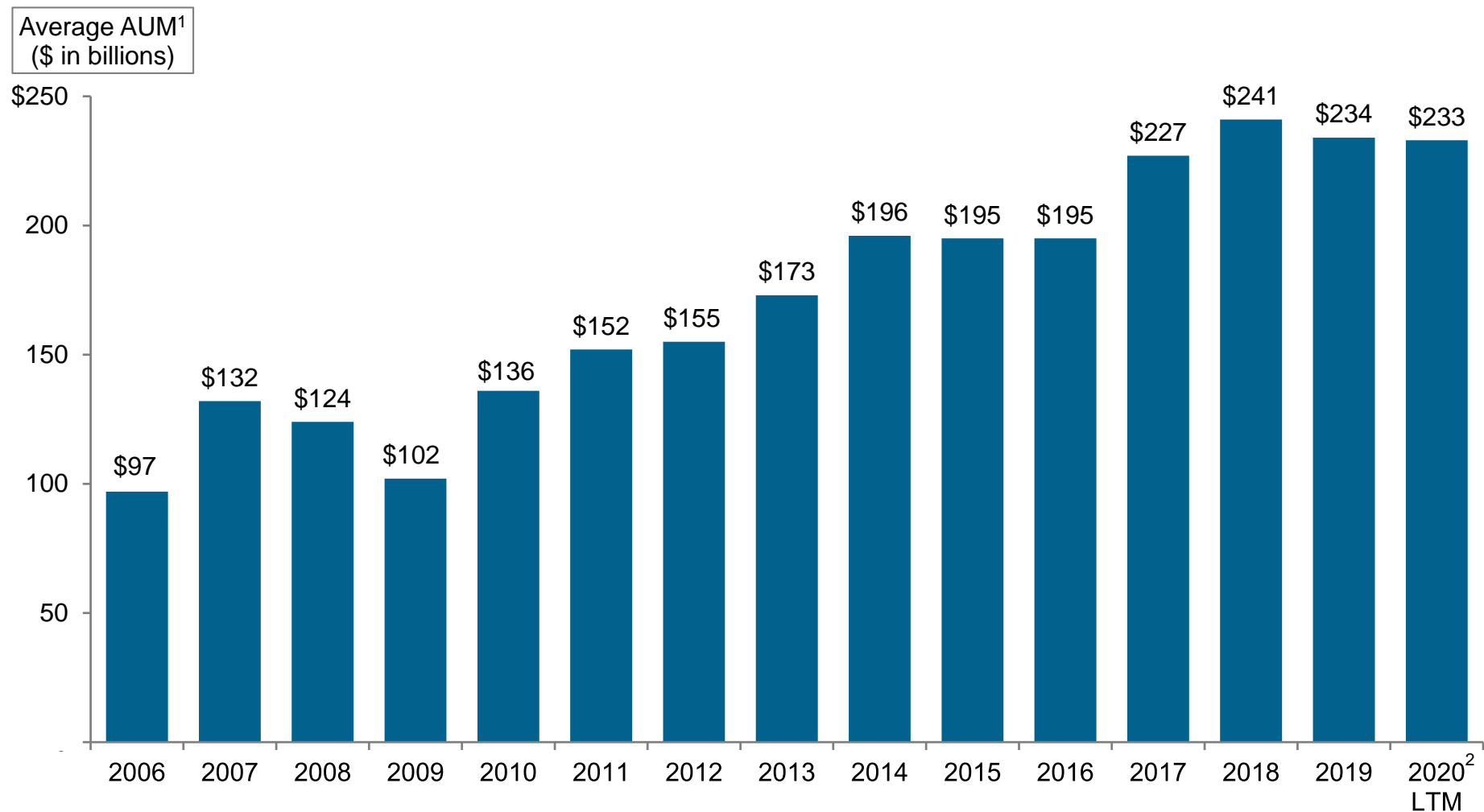
Lazard competes with the largest global banks

LTM¹ ADVISORY REVENUE (\$ IN MILLIONS)



Stable Asset Management Business

Assets Under Management provides stability to long-term revenue generation



High Performance

The Lazard Difference

Investment Highlights

- Proven Stability
- High Performance
- Significant Opportunities for Growth

Financial Strategy

High Performance

Performance across businesses leads to strong results

\$2.49bn

Operating revenue LTM

\$295mn

Financial Advisory operating revenue Q1 2020

\$211mn

Return of capital to shareholders Q1 2020

\$563mn

Q1 operating revenue

\$269mn

Asset Management operating revenue Q1 2020

\$193bn

Assets under management as of March 31, 2020

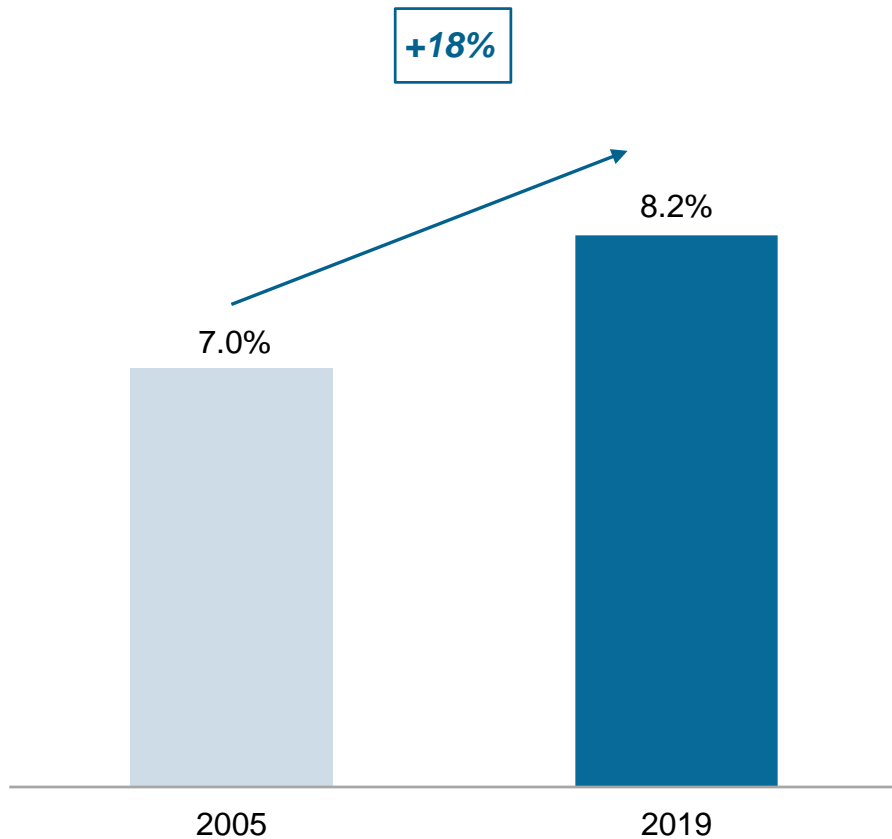


Increasing Market Share

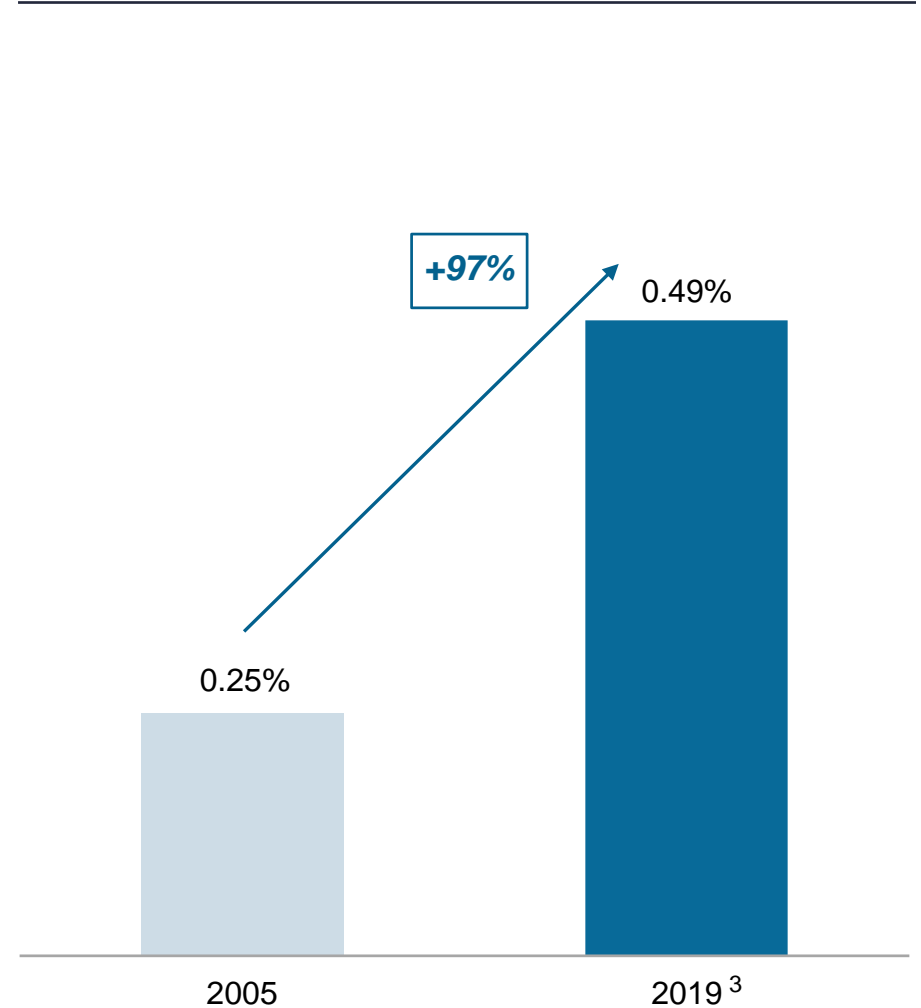
Market share has grown significantly since Lazard's IPO

FINANCIAL ADVISORY MARKET SHARE¹

Lazard Rank	9 th	6 th
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ACTIVE AUM MARKET SHARE²

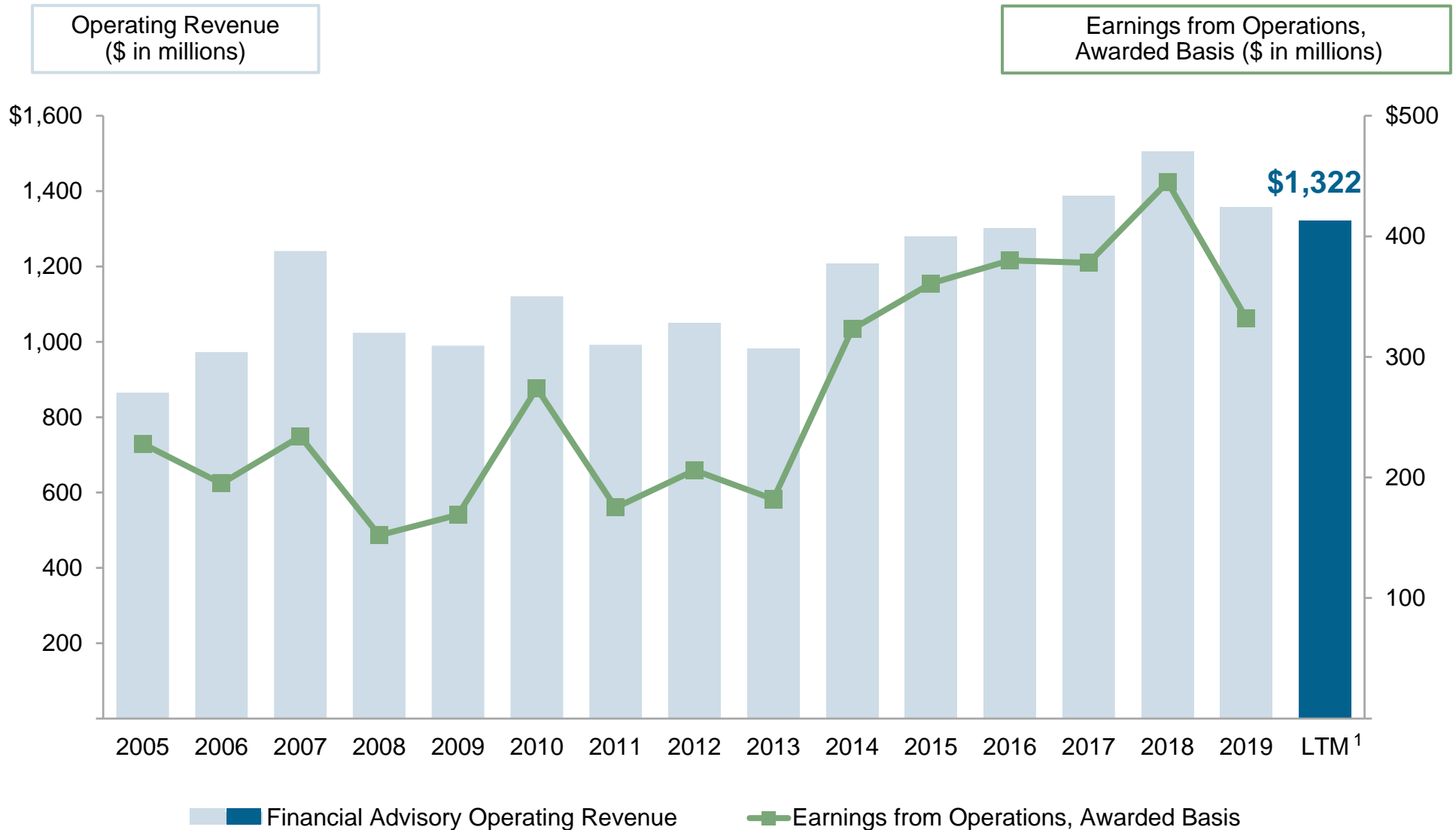


Source: Company filings, BCG reports.

- 1 Calculated as a percentage of the top ten financial advisory firms by revenue
- 2 Active AUM estimated based on annual BCG asset management reports and excludes alternatives
- 3 Global assets under management estimated based on 2018 assets

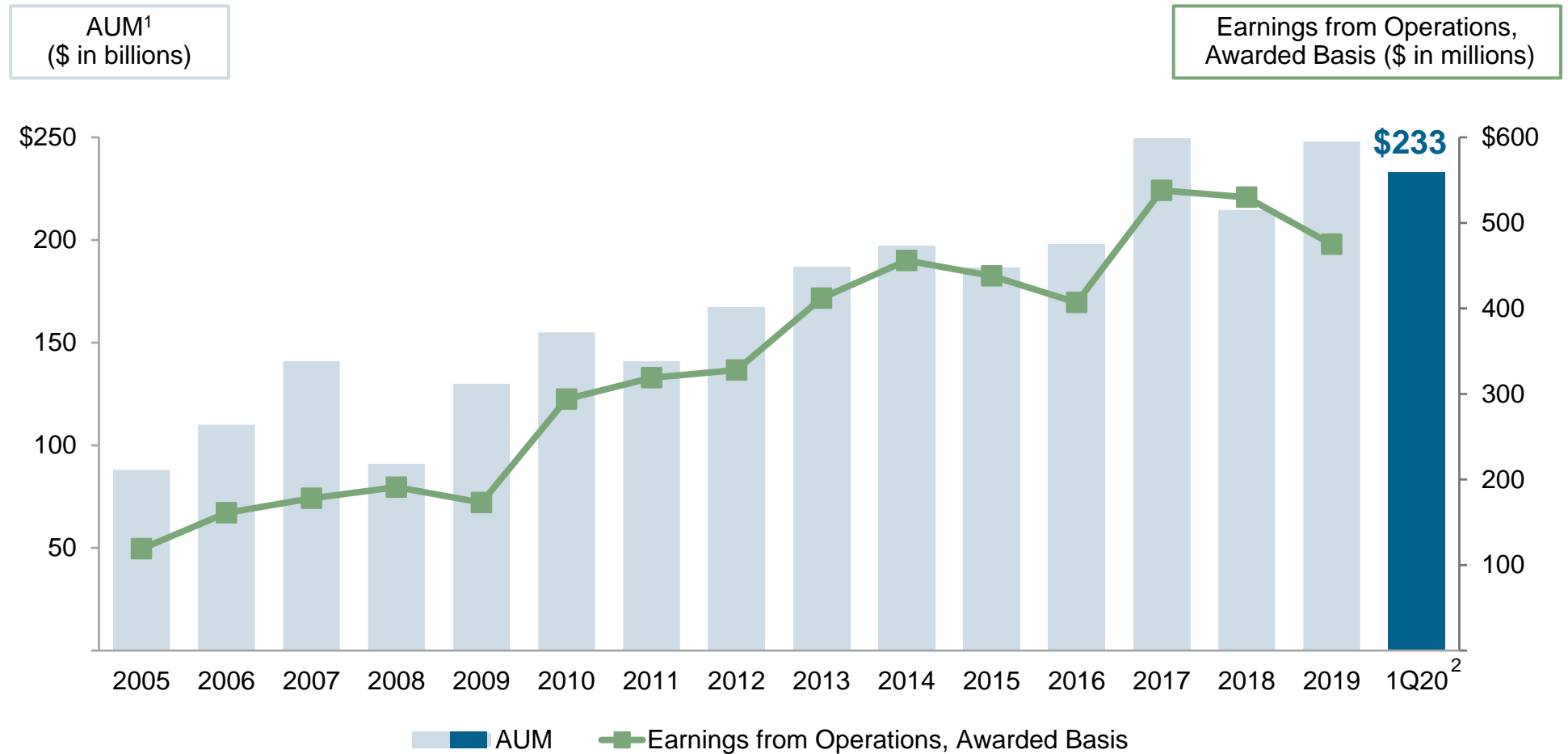
Financial Advisory Performance

Significant growth in earnings from operations



Asset Management Performance

Doubling of AUM since financial crisis and stable fees drive earnings



Year	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	1Q20 ²
Avg. Fees (bps)	45	46	46	45	48	52	54	52	53	53	52	50	51	49	47	46



Significant Opportunities for Growth

The Lazard Difference

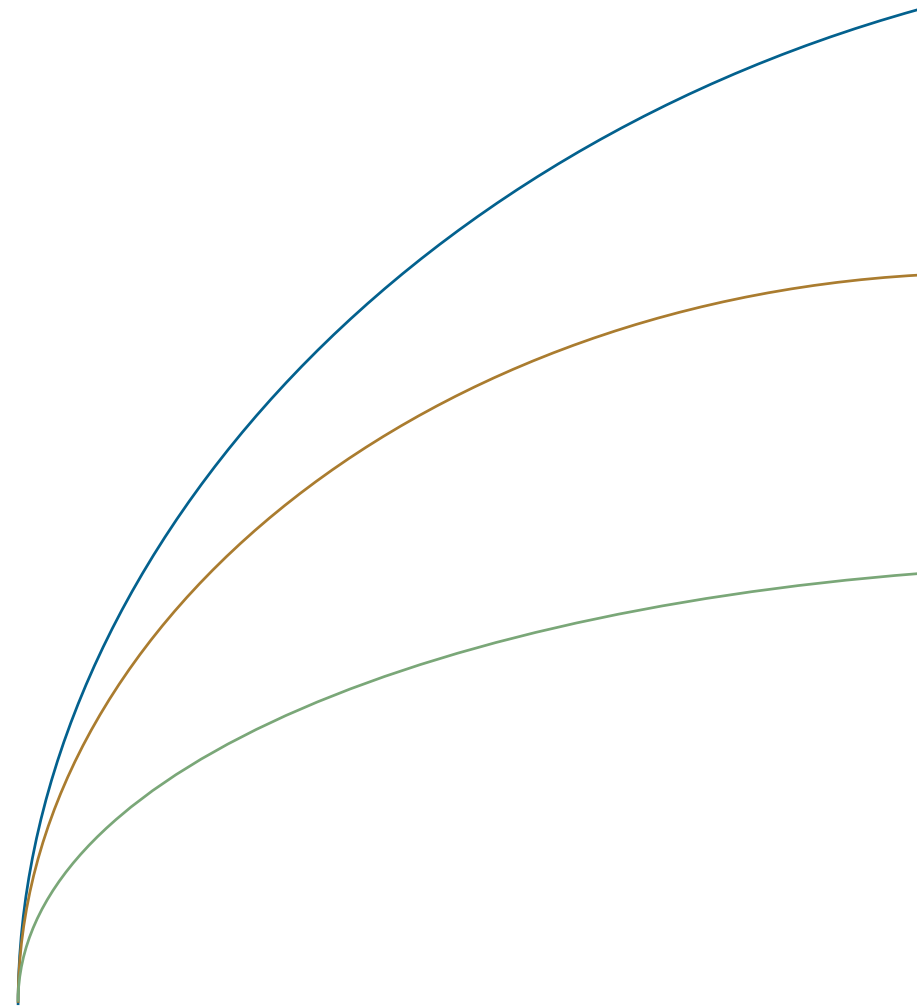
Investment Highlights

- Proven Stability
- High Performance
- Significant Opportunities for Growth

Financial Strategy

Growth Framework

Stable foundation and high performance create multiple growth opportunities



Inorganic growth

- Team lift-outs
- Acquisitions

Ongoing investments

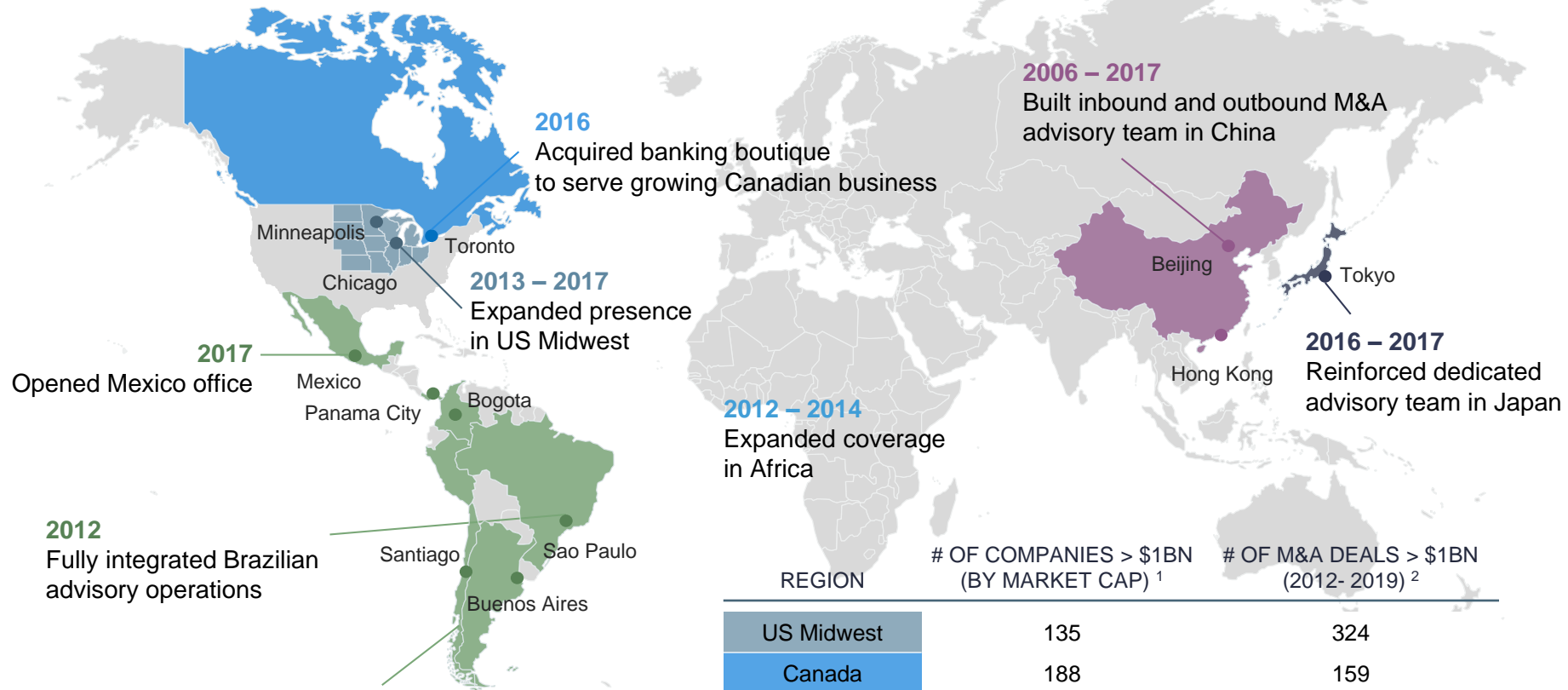
- Geographic expansion
- Selective hiring
- Seeding new strategies

Organic growth

- Investment platform extensions
- New advisory services

Investing in Financial Advisory Growth

Increasing our total addressable market by scaling the franchise



REGION	# OF COMPANIES > \$1BN (BY MARKET CAP) ¹	# OF M&A DEALS > \$1BN (2012-2019) ²
US Midwest	135	324
Canada	188	159
Latin America ³	298	163
Japan	708	142
China	1,641	255 ⁴
France	135	162
Germany	153	178
United Kingdom	264	288

Compared to

Source: Dealogic, Capital IQ

¹ Companies with market cap > \$1bn as of December 31, 2019

² Based on announcement date between January 1, 2012 and December 31, 2019. Number based on target nationality

³ Latin America includes Argentina, Brazil, Chile, Colombia, Mexico, Panama and Peru

⁴ Inbound and outbound transactions only

Financial Advisory Diversity of Revenues

Sophisticated, local financial expertise, paired with global execution capabilities

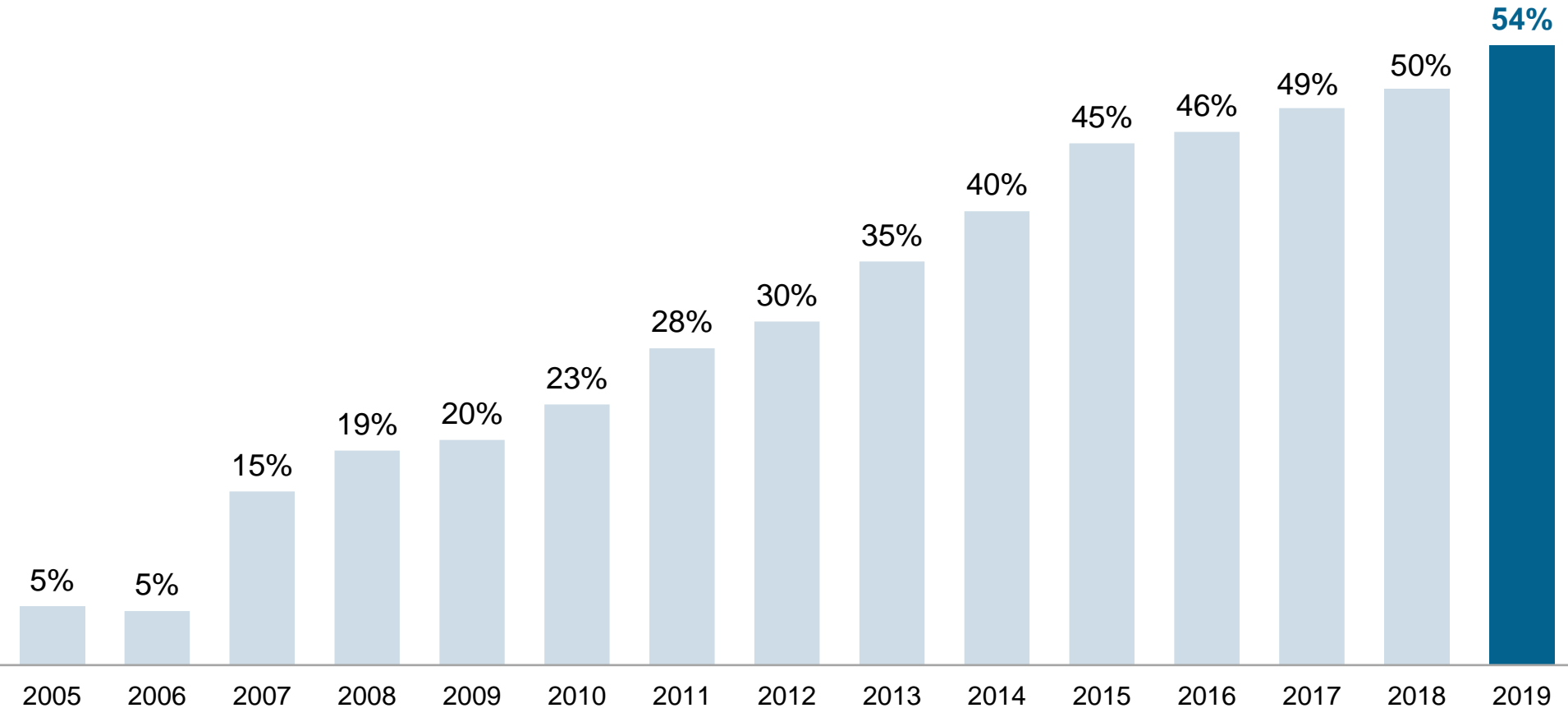
LAZARD

Shareholder Advisory	Restructuring Advisory	Mergers & Acquisition Advisory	Public & Private Capital Advisory	Sovereign Advisory
<ul style="list-style-type: none">• Activism• Governance• Investor analytics	<ul style="list-style-type: none">• Chapter 11• Out-of-court restructuring• Recapitalization• Liability/liquidity management• Asset divestiture	<ul style="list-style-type: none">• Public/private valuation• Industry specialization• Cross-border• Special committee• Mega, large, mid, small capitalization	<ul style="list-style-type: none">• Equity• Debt• Public to Private Equity• Structured finance	<ul style="list-style-type: none">• Liability/liquidity management• Bond negotiation• Capital adequacy

Ability to Innovate, Scale Investment Strategies

New strategies represent half of our total AUM

NEW STRATEGIES¹ AS % OF TOTAL AUM



Note: Data excludes Lazard Frères Gestion
1 Includes strategies with less than \$1 billion AUM as of December 31, 2005 and strategies launched after December 31, 2005

Investment Strategies Scaled in Recent Years

Demonstrated ability to seed new portfolios and scale quickly

Scaled Strategies	Strategy/Platform			Inception	Current AUM (\$B)
	Quantitative Equity Platform			2008	~\$15
	Global Listed Infrastructure			2005	~\$13
	International Strategic Equity			2001	~\$12
	Emerging Markets Debt Platform			2010	>\$10
	US Equity Concentrated			2003	>\$7
	Global Robotics			2015	~\$5
	Global Convertibles			2007	~\$4
Product Focus	New Opportunities for Growth				
	Developing Markets Equity		Emerging Markets Core Equity		Global Equity Franchise
	Global & International Quality Growth		US Equity Focus		Global & US Sustainable Equity
	Alternative Investments			Dynamic Portfolio Solutions	



Financial Strategy



The Lazard Difference



Investor Highlights

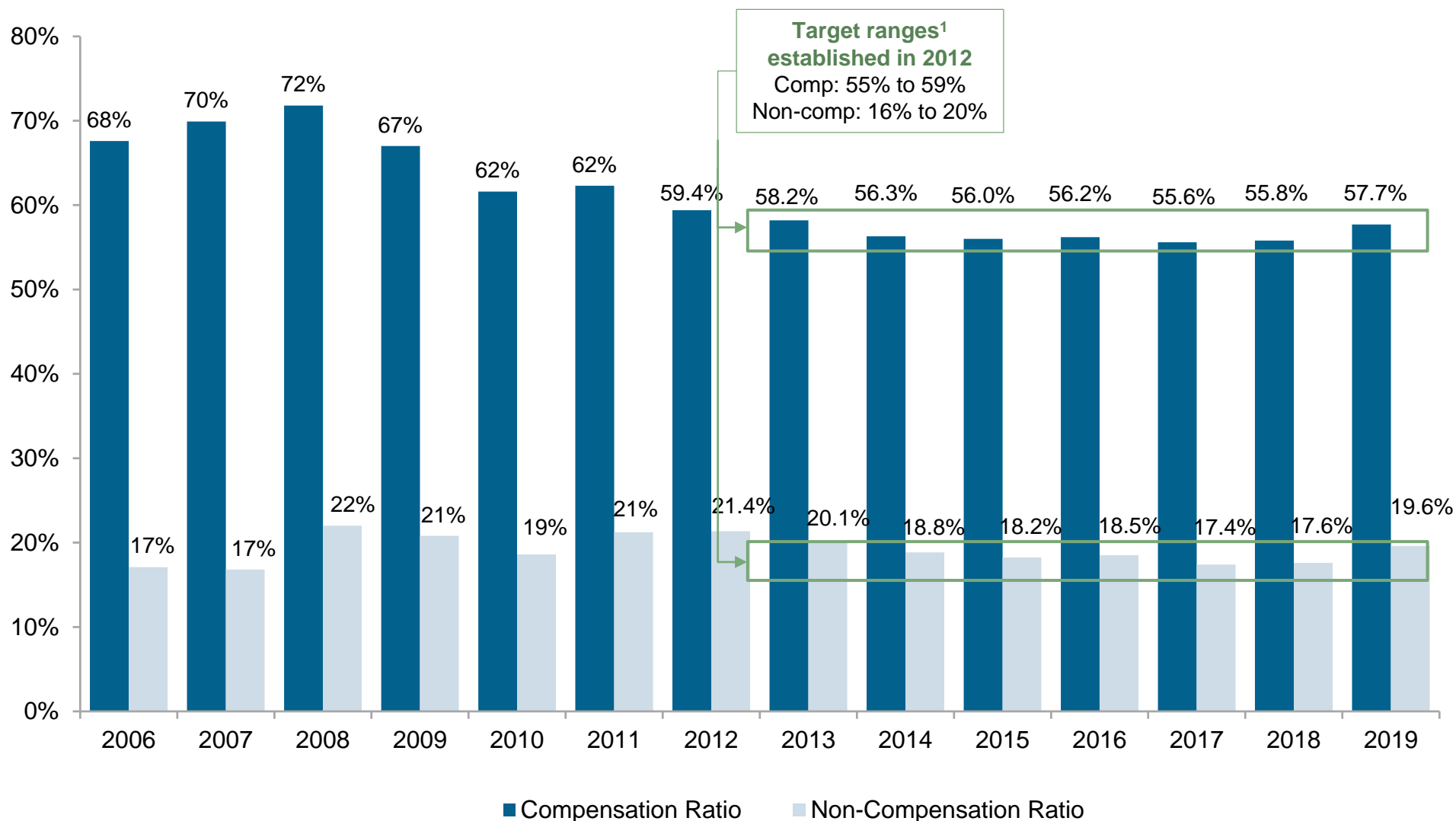


Financial Strategy



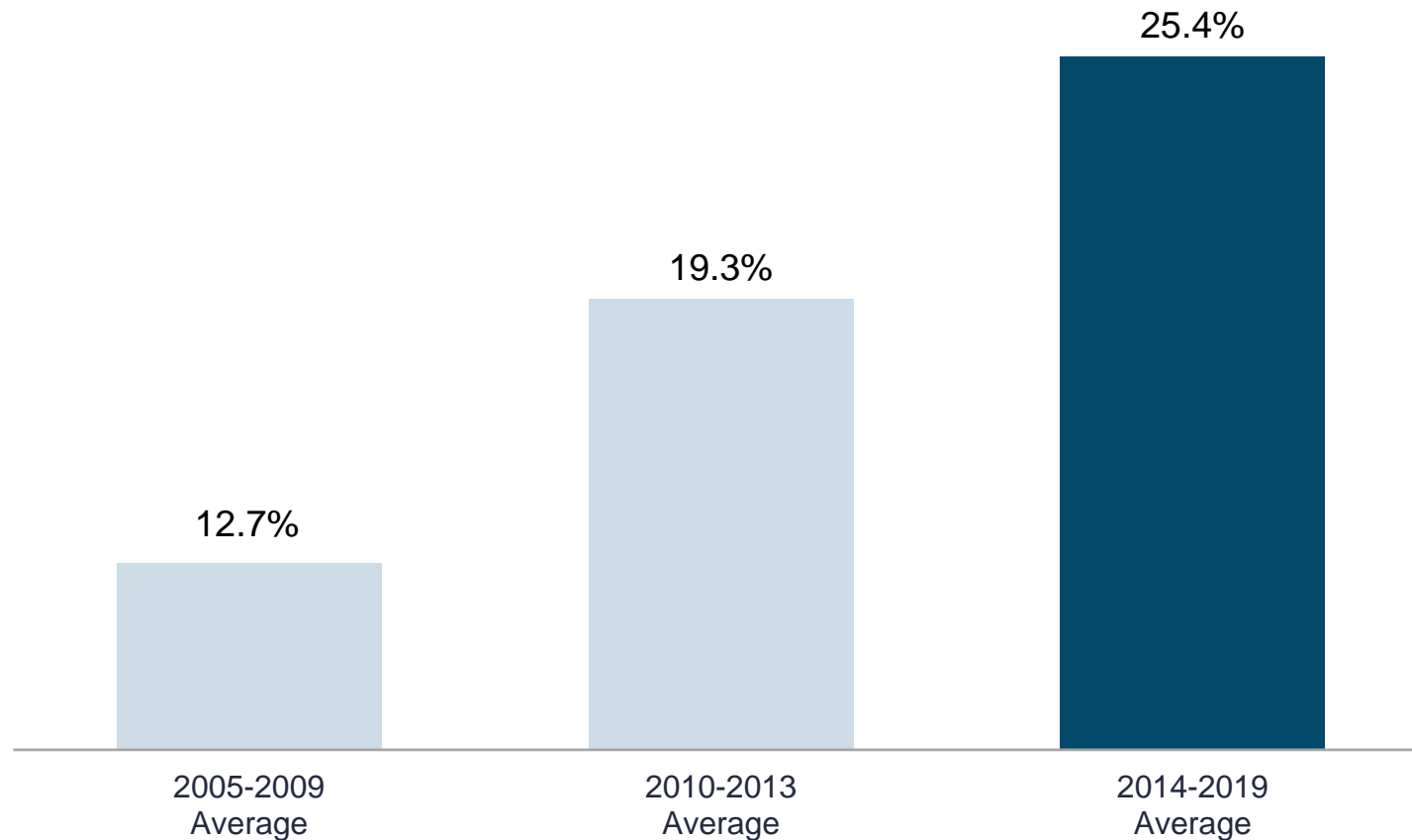
Discipline on Costs

Consistency in compensation and non-compensation expenses while increasing investment



Focus on Operating Margins

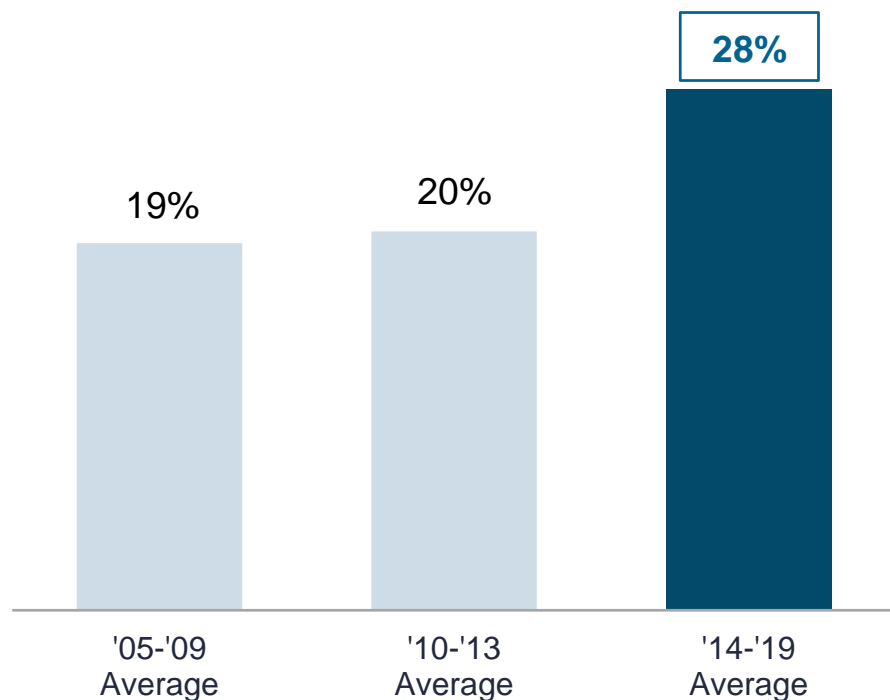
Increased revenues and cost management has resulted in significant impact on operating margin, awarded basis



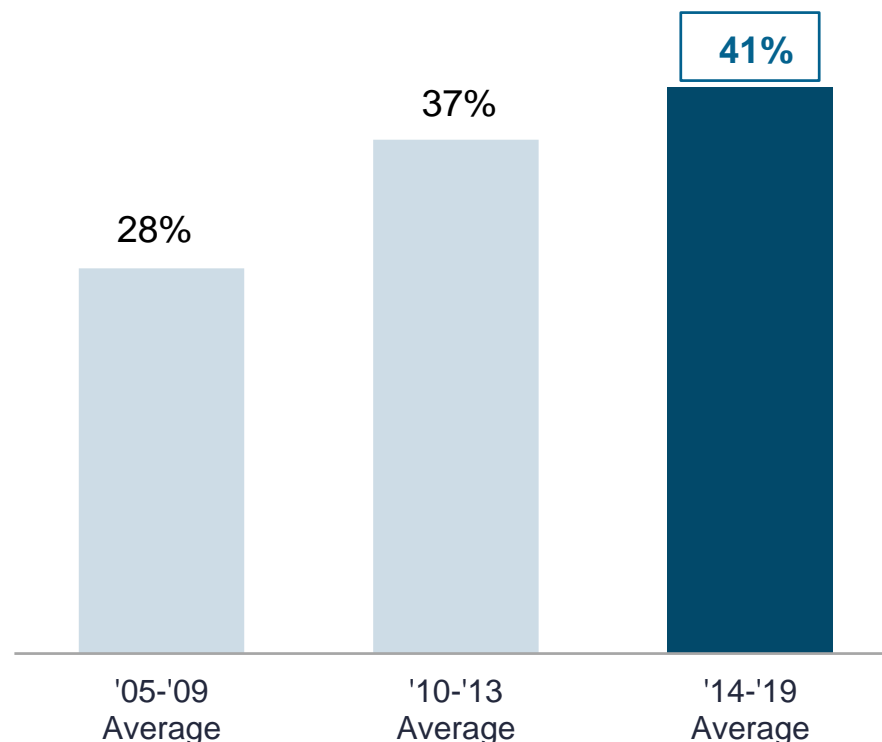
Operating Margin Growth

Operating margin, awarded basis increased in both businesses since 2005

FINANCIAL ADVISORY



ASSET MANAGEMENT



Capital Management Strategy

Commitment to shareholder value creation



Goals

- Gradually increase common dividend over time
- Repurchase shares to offset dilution from year-end share-based compensation
- Retain appropriate cash balance to support operations, accruals consistent with our business, and regulatory requirements
- Disciplined approach to identifying and executing on growth and investment opportunities
- Return capital to shareholders annually in the form of additional share repurchases and/or extra cash dividends



Strong Balance Sheet and Liquidity

Disciplined leverage profile and consistent access to capital markets provides flexible balance sheet to navigate varying market environments

Strong liquidity profile

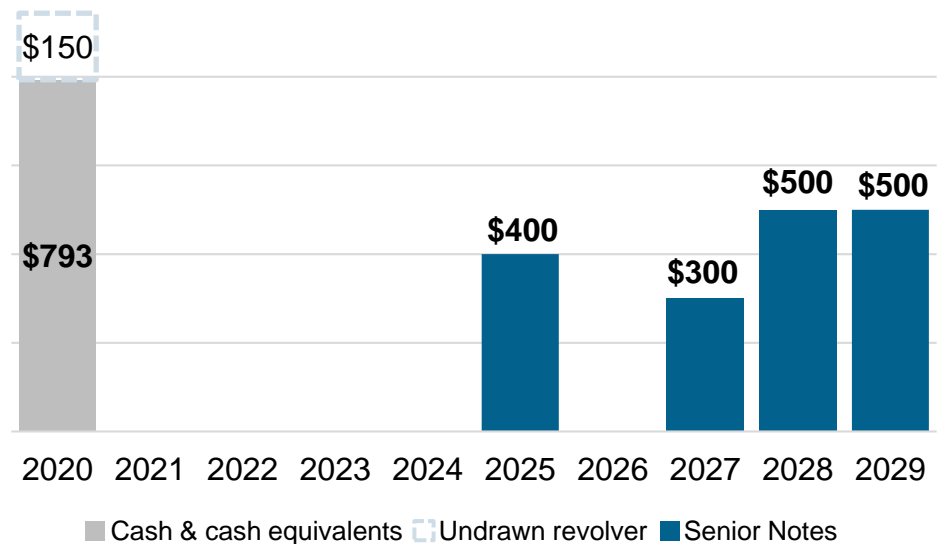
- Current cash and cash equivalents – \$793 million
- Undrawn revolving credit facility – \$150 million

Investment Grade capital structure

- Senior Notes – \$1.7 billion
- Nearest maturity ~5 years
- No financial covenants
- Weighted average coupon ~4.13%

Balanced debt profile with long-term maturities

(\$ in millions)



Investment Grade Credit Ratings

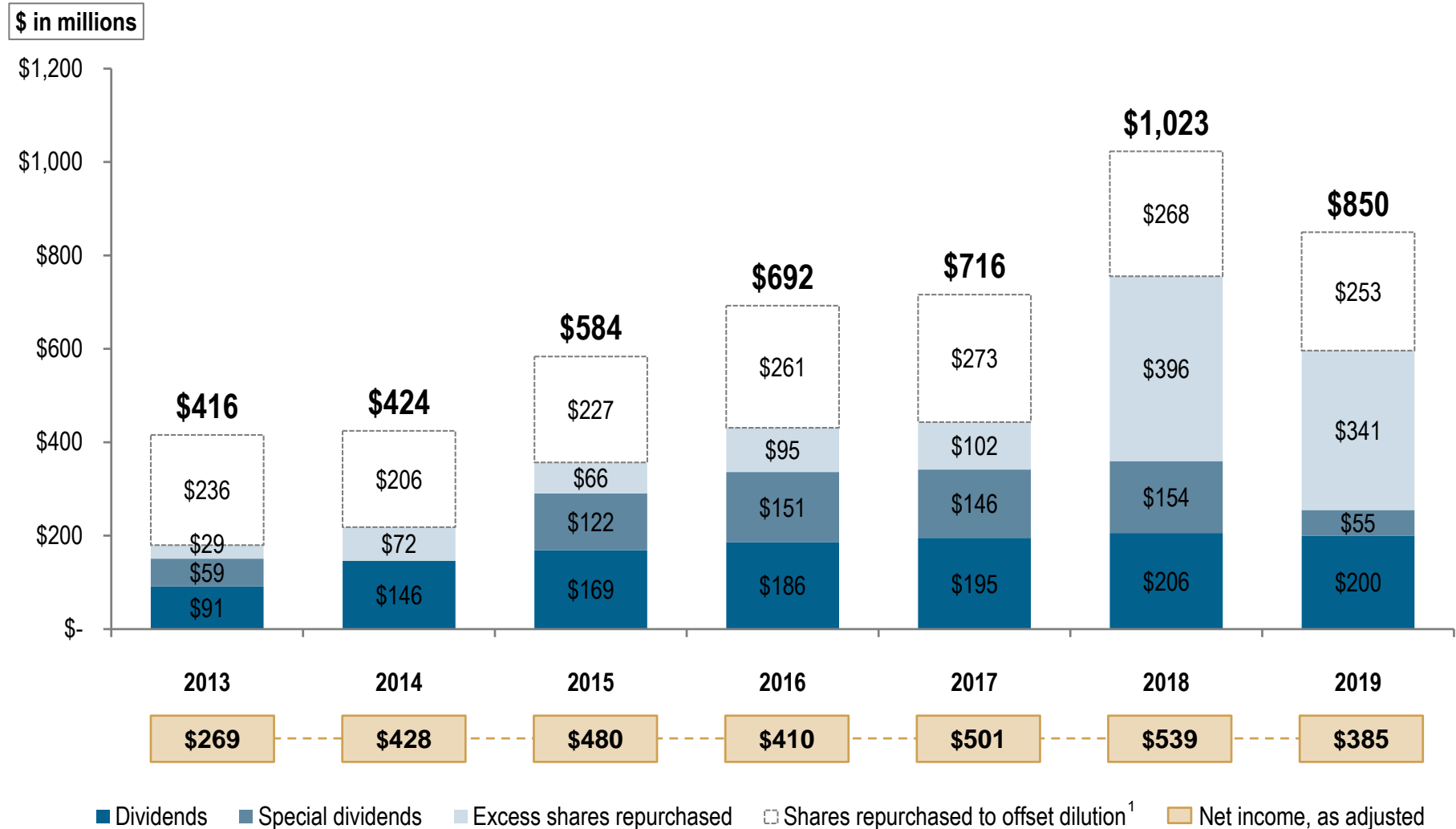
Fitch	BBB+ Stable
S&P	BBB+ Stable
Moody's	Baa3 Negative

Reports as of April 8, 2020



Significant Cash Generation

Total capital return provides significant capital return to shareholders in addition to offsetting dilution from stock-based compensation



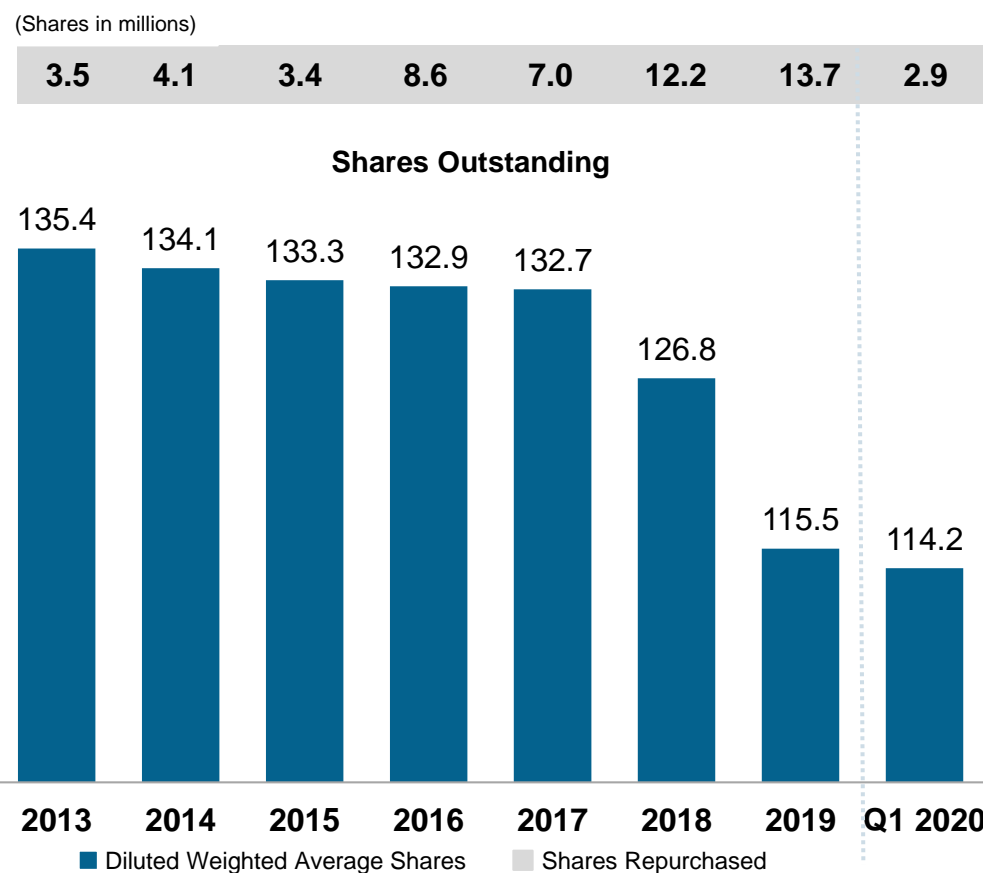
Strong Capital Returns to Shareholders

Balancing dividend growth and share repurchases through the cycle

Annual Dividends



Share Repurchases



Supplemental Financial Information

LAZARD

Corporate Structure & Tax Reform Considerations

Corporate Structure

Bermuda corporation with common stock traded on the NYSE

- Corporate governance structure consistent with U.S. peers and files annual proxy statement
 - Files 10-K and 10-Q with SEC, including IRS Employer Identification Number
- Partnership structure for U.S. tax purposes
 - K-1 issuer for dividends – no Unrelated Business Taxable Income (UBTI) or Effectively Connected Income (ECI)
 - No separate state filing requirements, appropriate for tax-exempt investors
 - Foreign investors only subject to withholding tax on U.S. portion of dividends

Investor Diversification

Broadly diversified investor base includes key indexes, mutual funds and global institutions

- Included in Russell and CRSP market capitalization weighted indexes, and Dow Jones U.S. Select Dividend Index
 - Approximately 21% of Lazard holders identified as index investors, compared to generally de minimis for publicly traded partnerships
- Float approximately 97% held by a broad range of active and passive institutional investors
 - Representing approximately 255 mutual funds and 88 ETFs

Impact of Tax Reform

US tax reform provisions (2017) suggest conversion to a U.S. C-corporation would result in a significantly higher tax rate

- Current analysis indicates a conversion under the new tax law could add approximately 10 percentage points to our steady-state effective tax rate
- Net operating losses (NOLs) restrict our ability to use foreign tax credits and to access the new special deduction for foreign earnings, resulting in double taxation for non-U.S. earnings
- Expansion of categories of foreign income to be taxed would result in increased tax payments

U.S. GAAP Selected Financial Information

(\$ in millions)

	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	Q1 '20
Net revenue	\$1,301	\$1,494	\$1,918	\$1,557	\$1,531	\$1,905	\$1,830	\$1,912	\$1,985	\$2,300	\$2,354	\$2,333	\$2,644	\$2,826	\$2,587	\$538
<i>% Growth</i>		15%	28%	(19%)	(2%)	24%	(4%)	5%	4%	16%	2%	(1%)	13%	7%	(8%)	
Operating Expenses:																
Compensation and benefits	699	891	1,123	1,128	1,309	1,194	1,169	1,351	1,279	1,314	1,320	1,341	1,513	1,515	1,563	320
Non-Compensation ¹	260	275	376	404	404	468	425	437	490	467	1,051	475	306	631	631	134
Operating Income (loss)	\$342	\$328	\$419	\$25	(\$182)	\$243	\$236	\$124	\$216	\$519	(\$17)	\$517	\$825	\$681	\$393	\$84
<i>% of Net revenue</i>	26%	22%	22%	2%	(12%)	13%	13%	6%	11%	23%	(1%)	22%	31%	24%	15%	16%

Reconciliation of U.S. GAAP Net Revenue to Operating Revenue

(\$ in millions)

	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	Q1 '20
Net revenue - U.S. GAAP Basis	\$1,301	\$1,494	\$1,918	\$1,557	\$1,531	\$1,905	\$1,830	\$1,912	\$1,985	\$2,300	\$2,354	\$2,333	\$2,644	\$2,826	\$2,587	\$538
Adjustments:																
(Revenue) loss related to noncontrolling interests ¹	(2)	(5)	(5)	13	(7)	(16)	(17)	(14)	(15)	(15)	(16)	(21)	(16)	(19)	(23)	3
(Gains) losses related to Lazard Fund Interests ("LFI") and other similar arrangements ²	-	-	-	-	-	-	3	(7)	(14)	(7)	4	(3)	(23)	14	(32)	20
Interest Expense ³	59	82	102	105	94	90	86	80	78	62	50	48	50	54	75	19
Gain on repurchase of subordinated debt ⁴	-	-	-	-	-	-	(18)	-	-	-	-	-	-	-	-	-
MBA Lazard acquisition and Private Equity revenue adjustment ⁵	-	-	-	-	-	-	-	-	-	-	(12)	(13)	-	-	-	-
Distribution fees, reimbursable deal costs and bad debt expense ⁶	-	-	-	-	-	-	-	-	-	-	-	-	-	(121)	(76)	(16)
Private Equity investment adjustment ⁷	-	-	-	-	-	-	-	-	-	-	-	-	-	-	12	-
Expenses associated with the business realignment ³¹	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4	-
Operating revenue	\$1,358	\$1,571	\$2,015	\$1,675	\$1,618	\$1,979	\$1,884	\$1,971	\$2,034	\$2,340	\$2,380	\$2,344	\$2,655	\$2,755	\$2,546	\$563

Operating Revenue is a non-GAAP measure which excludes:

- 1 Noncontrolling interests principally related to Edgewater and ESC Funds, and is a non GAAP measure.
- 2 Changes in the fair value of investments held in connection with LFI and other similar deferred compensation arrangements for which a corresponding equal amount is excluded from compensation and benefits expense.
- 3 Interest expense related to corporate financing activities because such expense is not considered to be a cost directly related to the revenue of our business. For year ended 2016, includes excess interest of \$0.6 million due to the delay between the issuance of the 2027 notes and the settlement of the 2017 notes. For year ended 2015, includes excess interest expense of \$2.7 million due to the delay between the issuance of the 2025 senior notes and the settlement of the 2017 notes. For the year ended 2018, excess interest expense of \$0.3 million due to the period of time between the issuance of 2028 notes and the settlement of 2020 notes. For the first quarter 2019, excess interest expense of \$0.3 million due to the period of time between the issuance of the 2029 notes and the settlements of 2020 notes.
- 4 Gain related to the repurchase of the then outstanding subordinated promissory note due to the non-operating nature of such transaction.
- 5 For the year ended December 31, 2016, represents a gain relating to the Company's acquisition of MBA Lazard resulting from the increase in fair value of the Company's investment in the business. For the year ended December 31, 2015, represents revenue relating to the Company's disposal of the Australian private equity business which was adjusted for the recognition of an obligation, which was previously recognized for U.S. GAAP.
- 6 Represents certain distribution fees and reimbursable deal costs paid to third parties for which an equal amount is excluded from both non-GAAP revenue and non-compensation expense, respectively, and excludes bad debt expense, which represents fees that are deemed uncollectible.
- 7 Represents write-down of private equity investment to potential transaction value.

Reconciliation of U.S. GAAP Compensation to Adjusted/Awarded Compensation

(\$ in millions)

	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	Q1 '20
Compensation and benefits expense - U.S. GAAP basis	\$699	\$891	\$1,123	\$1,128	\$1,309	\$1,194	\$1,169	\$1,351	\$1,279	\$1,314	\$1,320	\$1,341	\$1,513	\$1,515	\$1,563	\$320
Adjustments:																
2005 adjustment ²³	75	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
LAM Equity Charge ⁷	-	-	-	(197)	-	-	-	-	-	-	-	-	-	-	-	-
2009 and 2010 adjustments ⁶	-	-	-	-	(147)	(25)	-	-	-	-	-	-	-	-	-	-
Compensation related to noncontrolling interests ⁵	-	-	-	-	(2)	(3)	(4)	(4)	(4)	(5)	(5)	(12)	(8)	(11)	(11)	(2)
(Charges)/Credits pertaining to LFI and other similar arrangements ³	-	-	-	-	-	-	3	(7)	(14)	(7)	4	(4)	(24)	14	(32)	20
Expenses associated with the business realignment ³¹	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(57)	-
Charges pertaining to cost saving initiatives ¹	-	-	-	-	-	-	-	(100)	(52)	-	-	-	-	-	-	-
Charges pertaining to staff reductions ²	-	-	-	-	-	-	-	(22)	-	-	-	-	-	-	-	-
Expenses associated with ERP system implementation ²⁷	-	-	-	-	-	-	-	-	-	-	-	-	-	(1)	-	-
Private Equity incentive compensation ⁴	-	-	-	-	-	-	-	-	(12)	-	-	-	-	-	-	-
Compensation and benefits expense, as adjusted	774	891	1,123	931	1,160	1,166	1,168	1,218	1,197	1,302	1,319	1,325	1,481	1,517	1,464	338
Amortization of deferred incentive awards	-	(23)	(105)	(238)	(333)	(241)	(289)	(335)	(298)	(299)	(321)	(352)	(367)	(376)	(368)	
Total cash compensation and benefits ⁸	774	868	1,018	693	827	925	879	883	899	1,003	998	973	1,114	1,141	1,096	
Deferred year-end incentive awards ⁹	116	204	337	352	239	293	282	272	291	325	336	342	351	378	361	
Sign-on and other special deferred incentive awards ¹⁰	-	13	88	180	39	27	40	42	22	14	26	30	36	46	38	
Adjustment for actual/estimated forfeitures ¹¹	(14)	(24)	(35)	(23)	(16)	(27)	(28)	(27)	(27)	(25)	(27)	(28)	(25)	(28)	(26)	
Compensation and benefits expense - Awarded basis	<u>\$876</u>	<u>\$1,061</u>	<u>\$1,408</u>	<u>\$1,202</u>	<u>\$1,089</u>	<u>\$1,218</u>	<u>\$1,173</u>	<u>\$1,170</u>	<u>\$1,185</u>	<u>\$1,317</u>	<u>\$1,333</u>	<u>\$1,317</u>	<u>\$1,476</u>	<u>\$1,537</u>	<u>\$1,469</u>	
% of Operating revenue - Awarded basis	65%	68%	70%	72%	67%	62%	62%	59%	58%	56%	56%	56%	56%	56%	58%	
Memo: Operating Revenue	\$1,358	\$1,571	\$2,015	\$1,675	\$1,618	\$1,979	\$1,884	\$1,971	\$2,034	\$2,340	\$2,380	\$2,344	\$2,655	\$2,755	\$2,546	



Reconciliation of U.S. GAAP Non-Compensation Expense to Non-Compensation, As Adjusted

(\$ in millions)

	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	Q1 '20
Non-Compensation expense - U.S. GAAP basis	\$260	\$275	\$376	\$404	\$404	\$468	\$425	\$437	\$490	\$467	\$1,051	\$475	\$306	\$631	\$631	\$134
Adjustments:																
IPO related costs ²⁴	(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Provision (benefit) pursuant to the tax receivable agreement obligation ("TRA") ¹⁵	-	(6)	(17)	(17)	1	(3)	-	-	(2)	(18)	(548)	-	203	6	-	-
Amortization and other acquisition-related costs (benefits) ¹⁴	-	-	(21)	(5)	(5)	(8)	(12)	(8)	(10)	(6)	(6)	(36)	(10)	16	(19)	(0)
Provision for counterparty defaults ⁷	-	-	-	(12)	-	-	-	-	-	-	-	-	-	-	-	-
LAM Equity Charge ⁷	-	-	-	(2)	-	-	-	-	-	-	-	-	-	-	-	-
Restructuring charges ¹⁷	-	-	-	-	(63)	(87)	-	-	-	-	-	-	-	-	-	-
Non-compensation related to noncontrolling interests ⁵	-	-	-	-	-	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(1)
Write-off of Lazard Alternative Investment Holdings option prepayment ¹⁶	-	-	-	-	-	-	(6)	-	-	-	-	-	-	-	-	-
Provision for a lease contract for U.K. facility ¹⁶	-	-	-	-	-	-	(5)	-	-	-	-	-	-	-	-	-
Expenses associated with the business realignment ³¹	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(7)	-
Charges pertaining to cost saving initiatives ¹	-	-	-	-	-	-	-	(3)	(13)	-	-	-	-	-	-	-
Charges pertaining to staff reductions ²	-	-	-	-	-	-	-	(3)	-	-	-	-	-	-	-	-
Charges pertaining to Senior Debt refinancing ¹³	-	-	-	-	-	-	-	-	(54)	-	(60)	(3)	-	(7)	(7)	-
Loss (gain) on partial extinguishment of TRA obligation ²²	-	-	-	-	-	-	-	-	-	-	(1)	-	-	-	-	-
Expenses associated with ERP system implementation ²⁷	-	-	-	-	-	-	-	-	-	-	-	-	(25)	(27)	(17)	-
Expenses related to office space reorganization ¹²	-	-	-	-	-	-	-	-	-	-	-	-	(11)	(2)	(5)	(4)
Expenses associated with Lazard Foundation ²⁹	-	-	-	-	-	-	-	-	-	-	-	-	-	(10)	-	-
Distribution fees, reimbursable deal costs, and bad debt expense ²⁸	-	-	-	-	-	-	-	-	-	-	-	-	-	(121)	(76)	(16)
Non-compensation expense, as adjusted	<u>\$257</u>	<u>\$269</u>	<u>\$338</u>	<u>\$368</u>	<u>\$337</u>	<u>\$368</u>	<u>\$400</u>	<u>\$421</u>	<u>\$409</u>	<u>\$441</u>	<u>\$434</u>	<u>\$434</u>	<u>\$461</u>	<u>\$484</u>	<u>\$499</u>	<u>\$113</u>
% of Operating revenue	19%	17%	17%	22%	21%	19%	21%	21%	20%	19%	18%	19%	17%	18%	20%	20%
Memo: Operating Revenue	\$1,358	\$1,571	\$2,015	\$1,675	\$1,618	\$1,979	\$1,884	\$1,971	\$2,034	\$2,340	\$2,380	\$2,344	\$2,655	\$2,755	\$2,546	\$563

Reconciliation of U.S. GAAP Net Income to Net Income, As Adjusted

(\$ in millions, except per share values)

	2012	2013	2014	2015	2016	2017	2018	2019	Q1 '20
Net income attributable to Lazard Ltd - U.S. GAAP Basis	\$84	\$160	\$427	\$986	\$388	\$254	\$527	\$287	\$64
Adjustments:									
Charges pertaining to staff reductions ²	25	-	-	-	-	-	-	-	-
Charges pertaining to cost saving initiatives ¹	103	65	-	-	-	-	-	-	-
Expenses associated with the business realignment ³¹	-	-	-	-	-	-	-	68	-
Amount attributable to LAZ-MD Holdings ¹⁸	(2)	(1)	-	-	-	-	-	-	-
Tax (benefit) allocated to adjustments ¹⁸	(21)	(23)	-	(4)	(15)	(13)	(10)	(27)	(1)
Private Equity incentive compensation ⁴	-	12	-	-	-	-	-	-	-
Charges pertaining to Senior Debt refinancing ¹³	-	54	-	63	4	-	7	7	-
Gain on partial extinguishment of TRA obligation (net of tax) ²²	-	-	-	(259)	-	-	-	-	-
Recognition of deferred tax assets (net of TRA accrual) ²¹	-	-	-	(294)	-	-	-	-	-
MBA Lazard acquisition and Private Equity revenue adjustment ²⁰	-	-	-	(12)	(13)	-	-	-	-
Valuation Allowance for changed tax laws ²⁶	-	-	-	-	12	-	-	-	-
Acquisition-related (benefits)/costs ²⁵	-	-	-	-	34	7	(19)	17	-
Reduction of deferred tax assets (net of TRA reduction) ¹⁵	-	-	-	-	-	217	-	-	-
Reduction of tax receivable agreement obligation ¹⁵	-	-	-	-	-	-	(6)	(1)	-
Expenses associated with ERP system implementation ²⁷	-	-	-	-	-	25	29	17	-
Expenses related to office space reorganization ¹²	-	-	-	-	-	11	2	5	4
Expenses associated with Lazard Foundation ²⁹	-	-	-	-	-	-	10	-	-
Private Equity investment adjustment ³⁰	-	-	-	-	-	-	-	12	-
Adjustment for full exchange of exchangeable interests ¹⁹ :									
Tax adjustment for full exchange	(1)	-	-	-	-	-	-	-	-
Amount attributable to LAZ-MD Holdings	7	2	1	-	-	-	-	-	-
Net Income, as adjusted	\$195	\$269	\$428	\$480	\$410	\$501	\$539	\$385	\$67
Weighted average shares outstanding:									
U.S. GAAP, diluted	129,326	133,737	133,813	133,245	132,634	132,480	129,768	116,080	114,120
As adjusted, diluted	135,117	133,737	133,813	133,245	132,634	132,480	129,768	117,348	114,160
Diluted Net Income per share:									
U.S. GAAP Basis	\$0.65	\$1.21	\$3.20	\$7.40	\$2.92	\$1.91	\$4.06	\$2.44	\$0.56
As adjusted	\$1.44	\$2.01	\$3.20	\$3.60	\$3.09	\$3.78	\$4.16	\$3.28	\$0.58



Earnings from Operations – As Adjusted/Awarded

(\$ in millions)

	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
As Adjusted															
Operating Revenue	\$1,358	\$1,571	\$2,015	\$1,675	\$1,618	\$1,979	\$1,884	\$1,971	\$2,034	\$2,340	\$2,380	\$2,344	\$2,655	\$2,755	\$2,546
Compensation and benefits	774	891	1,123	931	1,160	1,166	1,168	1,218	1,197	1,302	1,319	1,325	1,481	1,517	1,464
Non-Compensation expense	257	269	338	368	337	368	400	421	409	441	434	434	461	484	499
Earnings from Operations	<u>\$327</u>	<u>\$411</u>	<u>\$554</u>	<u>\$376</u>	<u>\$121</u>	<u>\$445</u>	<u>\$316</u>	<u>\$332</u>	<u>\$428</u>	<u>\$597</u>	<u>\$627</u>	<u>\$585</u>	<u>\$713</u>	<u>\$754</u>	<u>\$583</u>
Operating Margin, As Adjusted	24%	26%	27%	22%	7%	22%	17%	17%	21%	26%	26%	25%	27%	27%	23%
Adjusted EPS	\$1.72	\$2.24	\$2.77	\$1.65	\$0.09	\$2.06	\$1.31	\$1.44	\$2.01	\$3.20	\$3.60	\$3.09	\$3.78	\$4.16	\$3.28
Awarded															
Operating Revenue	\$1,358	\$1,571	\$2,015	\$1,675	\$1,618	\$1,979	\$1,884	\$1,971	\$2,034	\$2,340	\$2,380	\$2,344	\$2,655	\$2,755	\$2,546
Compensation and benefits	876	1,061	1,408	1,202	1,089	1,218	1,173	1,170	1,185	1,317	1,333	1,317	1,476	1,537	1,469
Non-Compensation expense	257	269	338	368	337	368	400	421	409	441	434	434	461	484	499
Earnings from Operations	<u>\$224</u>	<u>\$241</u>	<u>\$269</u>	<u>\$105</u>	<u>\$192</u>	<u>\$393</u>	<u>\$311</u>	<u>\$380</u>	<u>\$440</u>	<u>\$582</u>	<u>\$613</u>	<u>\$593</u>	<u>\$718</u>	<u>\$734</u>	<u>\$578</u>
Operating Margin, Awarded Basis	16%	15%	13%	6%	12%	20%	17%	19%	22%	25%	26%	25%	27%	27%	23%

Supplemental Segment Information

Non-GAAP - Unaudited

(\$ in millions)

	Financial Advisory				Asset Management				Corporate			
	2016	2017	2018	2019	2016	2017	2018	2019	2016	2017	2018	2019
Operating Revenue	\$1,301	\$1,388	\$1,506	\$1,357	\$1,031	\$1,240	\$1,242	\$1,159	\$2,344	\$2,655	\$2,755	\$2,546
<i>% Growth</i>	2%	7%	9%	(10%)	(5%)	20%	0%	(7%)	(2%)	13%	4%	(8%)
Compensation and benefits, Awarded basis	\$755	\$830	\$881	\$837	\$454	\$521	\$524	\$498	\$108	\$125	\$132	\$134
<i>% of Operating Revenue</i>	58%	60%	58%	62%	44%	42%	42%	43%	5%	5%	5%	5%
Non-Compensation expense	\$166	\$180	\$180	\$188	\$170	\$181	\$188	\$186	\$98	\$100	\$116	\$125
<i>% of Operating Revenue</i>	13%	13%	12%	14%	16%	15%	15%	16%	4%	4%	4%	5%
Earnings from Operations, Awarded basis	\$380	\$378	\$445	\$332	\$407	\$538	\$530	\$475				
<i>Operating Margin, Awarded basis</i>	29%	27%	30%	24%	40%	43%	43%	41%				

1 Segment results exclude expenses not directly associated with the businesses. See the "Reconciliation of U.S. GAAP Operating Income to Earnings from Operations, Awarded Basis" for additional information regarding overhead allocations on pages 46-48.

2 Awarded compensation and non-compensation amounts recorded in the Corporate segment are measured as a percentage of total Lazard operating revenue.

Reconciliation of U.S. GAAP Operating Income to Earnings from Operations, Awarded Basis

(\$ in millions)

	Financial Advisory					Asset Management					Corporate					Total				
	2015	2016	2017	2018	2019	2015	2016	2017	2018	2019	2015	2016	2017	2018	2019	2015	2016	2017	2018	2019
Net Revenue - U.S. GAAP Basis	\$1,280	\$1,301	\$1,388	\$1,556	\$1,374	\$1,111	\$1,052	\$1,256	\$1,332	\$1,242	(\$37)	(\$20)	\$1	(\$61)	(\$29)	\$2,354	\$2,333	2,644	\$2,826	\$2,587
Adjustments (a):																				
Revenue related to noncontrolling interests ⁵	-	-	-	-	-	(16)	(21)	(16)	(19)	(23)	-	-	-	(0)	-	(16)	(21)	(16)	(19)	(23)
(Gain) loss related to LFI and other similar arrangements	-	-	-	-	-	-	-	-	-	-	4	(3)	(23)	14	(32)	4	(3)	(23)	14	(32)
Interest expense	-	-	-	-	-	-	-	-	1	(4)	50	48	50	54	79	50	48	50	54	75
M&A Lazard acquisition and Private Equity revenue adjustment	-	-	-	-	-	(12)	-	-	-	-	-	(13)	-	-	-	(12)	(13)	-	-	-
Losses associated with the business realignment ³¹	-	-	-	-	4	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4
Private Equity investment adjustment ⁷	-	-	-	-	-	-	-	-	-	-	-	-	-	-	12	-	-	-	-	12
Distribution fees, reimbursable deal costs and bad debt expense ²⁸	-	-	-	(49)	(20)	-	-	-	(72)	(56)	-	-	-	(0)	-	-	-	-	(121)	(76)
Operating revenue	\$1,280	\$1,301	\$1,388	\$1,506	\$1,357	\$1,083	\$1,031	\$1,240	\$1,242	\$1,159	\$17	\$12	\$27	\$7	\$30	\$2,380	\$2,344	\$2,655	\$2,755	\$2,546
Operating Income (loss) - U.S. GAAP Basis	\$274	\$284	\$244	\$357	\$148	\$374	\$281	\$445	\$420	\$355	(\$665)	(\$48)	\$136	(\$96)	(\$110)	(\$17)	\$517	\$825	\$681	\$393
Adjustments:																				
Sum of Adjustments - Revenue - U.S. GAAP vs. Operating revenue (from above)	-	-	-	(49)	(16)	(28)	(21)	(16)	(89)	(83)	54	32	27	68	59	26	11	11	(72)	(40)
Sum of Adjustments - Compensation and benefits expense, as adjusted to awarded basis (b, c)	(14)	(15)	6	(24)	(11)	(4)	19	(1)	7	3	4	4	-	(3)	3	(14)	8	5	(20)	(5)
Charges (credits) pertaining to LFI and other similar arrangements ³	-	-	-	-	-	-	-	-	-	-	(4)	4	23	(14)	32	(4)	4	23	(14)	32
Operating expenses related to noncontrolling interests ⁵	-	-	-	-	-	7	14	10	13	13	-	-	-	-	-	7	14	10	13	13
Charges pertaining to Senior Debt refinancing ¹³	-	-	-	-	-	-	-	-	-	-	60	3	-	7	6	60	3	-	7	6
Amortization and other acquisition-related costs ¹⁴	-	4	9	(19)	17	7	32	-	-	-	-	-	-	-	-	7	36	9	(19)	17
Provision (benefit) pursuant to the tax receivable agreement ¹⁵	-	-	-	-	-	-	-	-	-	-	968	-	(203)	-	-	968	-	(203)	(6)	-
Loss (gain) on partial extinguishment of TRA obligation ²²	-	-	-	-	-	-	-	-	-	-	(420)	-	-	(6)	1	(420)	-	-	-	1
Expenses related to office space reorganization ¹²	-	-	-	-	-	-	-	-	-	-	-	-	11	2	4	-	-	11	2	4
Expenses associated with the business realignment ³¹	-	-	-	-	40	-	-	-	-	17	-	-	-	-	8	-	-	-	-	65
Distribution fees, reimbursable deal costs and bad debt expense ²⁸	-	-	-	50	20	-	-	-	72	56	-	-	-	-	-	-	-	-	122	76
Expenses associated with Lazard Foundation ²⁹	-	-	-	-	-	-	-	-	-	-	-	-	-	10	-	-	-	-	10	-
Expenses associated with ERP system Implementation ²⁷	-	-	12	16	9	-	-	12	13	8	-	-	1	2	-	-	-	25	29	17
Corporate support group allocations to business segments (c)	102	107	108	114	125	82	82	88	96	106	(184)	(189)	(194)	(210)	(231)	-	-	2	-	-
Total adjustments	88	96	135	88	184	64	126	93	111	120	478	(146)	(335)	(144)	(119)	630	76	(107)	53	185
Earnings from Operations, Awarded basis	\$362	\$380	\$378	\$445	\$332	\$438	\$407	\$538	\$530	\$475	(\$187)	(\$194)	(\$199)	(\$240)	(\$229)	\$613	\$593	\$718	\$735	\$578
Operating Margin, Awarded basis	28%	29%	27%	30%	24%	40%	40%	43%	43%	41%	nm	nm	nm	nm	nm	26%	25%	27%	27%	23%

Notes: (a) See "Reconciliation of U.S. GAAP Net Revenue to Operating Revenue" on page 40.

(b) See "Reconciliation of U.S. GAAP Compensation to Adjusted/Awarded Compensation" on page 41.

(c) Operating margins for Financial Advisory and Asset Management reflect a reallocation of expenses from Corporate to the business segments.

Reconciliation of U.S. GAAP Operating Income to Earnings from Operations, Awarded Basis

(\$ in millions)

	Financial Advisory					Asset Management				
	2010	2011	2012	2013	2014	2010	2011	2012	2013	2014
Net Revenue - U.S. GAAP Basis	\$1,120	\$992	\$1,049	\$981	\$1,207	\$850	\$897	\$896	\$1,039	\$1,135
Adjustments ^(a):										
Revenue related to noncontrolling interests ⁵	-	-	-	-	-	(15)	(14)	(14)	(15)	(15)
Interest expense	1	-	-	-	-	-	-	-	-	-
Operating revenue	\$1,121	\$992	\$1,049	\$981	\$1,207	\$835	\$883	\$882	\$1,024	\$1,120
Operating Income - U.S. GAAP Basis	\$169	\$62	(\$9)	\$21	\$229	\$265	\$268	\$237	\$335	\$385
Adjustments:										
Sum of Adjustments - Revenue - U.S. GAAP vs. Operating revenue (from above)	1	-	-	-	-	(15)	(14)	(14)	(15)	(15)
Sum of Adjustments - Compensation and benefits expense, as adjusted to awarded basis ^(b, c)	(13)	17	36	18	(5)	(34)	(20)	4	(15)	(8)
Charges pertaining to cost saving initiatives ¹	-	-	77	48	-	-	-	13	-	-
Private Equity incentive compensation ⁴	-	-	-	-	-	-	-	-	12	7
2010 adjustments ⁶	20	-	-	-	-	3	-	-	-	-
Operating expenses related to noncontrolling interests ⁵	-	-	-	-	-	5	6	6	6	6
Amortization and other acquisition-related costs ¹⁴	-	-	-	-	-	8	12	8	10	-
Corporate support group allocations to business segments ^(c)	97	96	102	95	99	62	67	74	78	81
Total adjustments	105	113	215	161	94	29	51	91	76	71
Earnings from Operations, Awarded basis	\$274	\$175	\$206	\$182	\$323	\$294	\$319	\$328	\$411	\$456
Operating Margin, Awarded basis	24%	18%	20%	19%	27%	35%	36%	37%	40%	41%

Notes: (a) See "Reconciliation of U.S. GAAP Net Revenue to Operating Revenue" on page 40.

(b) See "Reconciliation of U.S. GAAP Compensation to Adjusted/Awarded Compensation" on page 41.

(c) Operating margins for Financial Advisory and Asset Management reflect a reallocation of expenses from Corporate to the business segments.

For all numerical footnotes, see endnotes for information regarding non-GAAP adjustments.

Reconciliation of U.S. GAAP Operating Income to Earnings from Operations, Awarded Basis

(\$ in millions)

	Financial Advisory					Asset Management				
	2005	2006	2007	2008	2009	2005	2006	2007	2008	2009
Net Revenue - U.S. GAAP Basis	\$865	\$973	\$1,240	\$1,023	\$987	\$466	\$553	\$725	\$615	\$602
Adjustments (a):										
Revenue related to noncontrolling interests ⁵	-	-	-	-	-	(2)	(5)	(8)	13	(7)
Interest expense	-	-	1	1	4	-	1	-	1	1
Operating revenue	\$865	\$973	\$1,241	\$1,024	\$991	\$464	\$549	\$717	\$629	\$596
Operating Income - U.S. GAAP Basis	\$276	\$251	\$319	\$226	(\$12)	\$116	\$135	\$185	(\$63)	\$97
Adjustments:										
Sum of Adjustments - Revenue - U.S. GAAP vs. Operating revenue (from above)	-	-	1	1	4	(2)	(4)	(8)	14	(6)
Sum of Adjustments - Compensation and benefits expense, as adjusted to awarded basis ^(b, c)	(57)	(128)	(191)	(175)	84	(31)	(20)	(54)	(24)	17
Operating expenses related to noncontrolling interests ⁵	-	-	-	-	-	-	-	-	-	2
Amortization and other acquisition-related costs ¹⁴	-	-	22	4	-	-	-	-	1	5
LAM Equity Charge ⁷	-	-	-	-	-	-	-	-	199	-
2005 Adjustments ²³	(63)	-	-	-	-	(11)	-	-	-	-
Corporate support group allocations to business segments ^(c)	71	72	83	96	93	47	51	55	64	58
Total adjustments	(49)	(56)	(85)	(74)	181	3	27	(7)	254	76
Earnings from Operations, Awarded basis	\$227	\$195	\$234	\$152	\$169	\$119	\$162	\$178	\$191	\$173
Operating Margin, Awarded basis	26%	20%	19%	15%	17%	26%	30%	25%	30%	29%
2006-2009 Average Operating Margin, Awarded basis					19%					28%

Notes: (a) See "Reconciliation of U.S. GAAP Net Revenue to Operating Revenue" on page 40.

(b) See "Reconciliation of U.S. GAAP Compensation to Adjusted/Awarded Compensation" on page 41.

(c) Operating margins for Financial Advisory and Asset Management reflect a reallocation of expenses from Corporate to the business segments.

Estimated Future Amortization of Historical Deferrals¹

(\$ in millions)

	2018A	2019A	2020E	2021E	2022E
2014 Grants	9	—	—	—	—
2015 Grants	59	8	—	—	—
2016 Grants	109	53	6	—	—
2017 Grants	183	96	60	8	—
2018 Grants	15	191	95	62	16
2019 Grants	—	18	201	110	64
2020 Grants	—	—	TBD	TBD	TBD
Other	1	2	28	20	20
Total	\$376	\$368	\$390	TBD	TBD

Endnotes related to non-GAAP adjustments

- 1 For the years ended December 31, 2013 and 2012, represents charges pertaining to cost saving initiatives including severance and benefit payments, acceleration of unrecognized amortization of deferred incentive compensation previously granted to individuals terminated, settlement of certain contractual obligations, occupancy cost reduction and other non-compensation related costs, and for purposes of net income, net of applicable tax benefits.
- 2 For the year ended December 31, 2012 represents charges pertaining to staff reductions including severance and benefit payments, acceleration of unrecognized amortization of deferred incentive compensation previously granted to individuals terminated, and other non-compensation related costs, and for purposes of net income, net of applicable tax benefits.
- 3 Represents changes in the fair value of the compensation liability recorded in connection with Lazard Fund Interests (“LFI”) and other similar deferred incentive compensation arrangements for which a corresponding equal amount is excluded from operating revenue.
- 4 Represents an adjustment to match the timing of the recognition of carried interest revenue subject to clawback to the recognition of the related incentive compensation expense, which is not aligned under U.S. GAAP. Such adjustment will reduce compensation expense prior to the recording of revenue and increase compensation expense in periods when revenue is recognized, generally at the end of the life of a fund.
- 5 Amounts related to the consolidation of noncontrolling interests which are excluded because the Company has no economic interest in such amounts.
- 6 For the year ended December 31, 2009, represents expenses in connection with the acceleration of unamortized restricted stock units granted to our former Chairman and Chief Executive Officer and the accelerated vesting of deferred cash awards previously granted; for the year ended December 31, 2010, represents expenses related to the accelerated vesting of restricted stock units in connection with the Company’s change in retirement policy.
- 7 For the year ended December 31, 2008 excludes (i) compensation and benefits and non-compensation charges in connection with the Company’s repurchase of all outstanding Lazard Asset Management (“LAM”) Equity units held by certain current and former MDs and employees of LAM and (ii) a provision for losses from counterparty defaults related to the bankruptcy filing of one of our prime brokers.
- 8 Includes base salaries and benefits of \$705, \$696 million, \$648 million, \$575 million, \$584 million, \$570 million, \$530 million, \$516 million, \$507 million, \$453 million, \$422 million, \$468 million, \$456 million, \$398 million and \$380 million for 2019, 2018, 2017, 2016, 2015, 2014, 2013, 2012, 2011, 2010, 2009, 2008, 2007, 2006 and 2005, respectively, and cash incentive compensation of \$391, \$446, \$466 million, \$398 million, \$414 million, \$433 million, \$369 million, \$367 million, \$372 million, \$473 million, \$405 million, \$225 million, \$562 million, \$470 million and \$394 million, for the respective years.
- 9 Grant date fair value of deferred incentive compensation awards granted applicable to the relevant year-end compensation process (i.e. grant date fair value of deferred incentive awards granted in 2019, 2018, 2017, 2016, 2015, 2014, 2013, 2012, 2011, 2010, 2009, 2008, 2007 and 2006 related to the 2018, 2017, 2016, 2015, 2014, 2013, 2012, 2011, 2010, 2009, 2008, 2007, 2006 and 2005 year-end compensation processes, respectively).
- 10 Represents special deferred incentive awards that are granted outside the year-end compensation process, and includes grants to new hires, retention awards and performance units earned under PRSU grants.
- 11 Under U.S. GAAP, an estimate is made for future forfeitures of the deferred portion of such awards. This estimate is based on both historical experience and future expectations. The result reflects the cost associated with awards that are expected to vest. This calculation is undertaken in order to present awarded compensation on a similar basis to GAAP compensation. Amounts for 2012-2015 represent actual forfeiture experience. The 2016-2019 amounts represent estimated forfeitures.
- 12 Represents incremental rent expense and lease abandonment costs related to office space reorganization and an onerous lease provision.

Endnotes related to non-GAAP adjustments (continued)

- 13 For the year ended December 31, 2013, represents charges related to the refinancing of the Company's 7.125% Senior Notes maturing on May 15, 2015 and the issuance of \$500 million of 4.25% Senior Notes maturing on November 14, 2020. The charges include a pre-tax loss on the extinguishment of \$54.1 million. For the period ended March 31, 2015, represents charges related to the extinguishment of \$450 million of the 6.85% Senior Notes maturing in June 2017 and the issuance of \$400 million of 3.75% notes maturing in February 2025. The charges include a pre-tax loss on extinguishment of \$60.2 million and excess interest expense of \$2.7 million (due to delay between the issuance of the 2025 notes and the settlement of the 2017 notes). For the period ended December 31, 2016, represents charges related to the extinguishment of \$98 million of the Company's 6.85% Senior Notes maturing in June 2017 and the issuance of \$300 million of 3.625% notes maturing in March 2027. The charges include a pre-tax loss on the extinguishment of \$3.1 million and excess interest expense of \$0.6 million (due to the delay between the issuance of the 2027 notes and the settlement of 2017 notes). For the period ended December 31, 2018, represents charges related to the extinguishment of \$250 million of the Company's 4.25% Senior Notes maturing in November 2020 and the issuance of \$500 million of 4.50% notes maturing in September 2028. The charges include a pre-tax loss on the extinguishment of \$6.5 million and excess interest expense of \$0.3 million (due to the period of time between the issuance of the 2028 notes and the settlement of 2020 notes). For the period ended March 31, 2019, represents charges related to the extinguishment of \$168 million of the Company's 4.25% Senior Notes maturing in November 2020 and the issuance of \$500 million of 4.375% notes maturing in March 2029. The charges include a pre-tax loss on the extinguishment of \$6.5 million and excess interest expense of \$0.3 million (due to the period of time between the issuance of the 2029 notes and the settlement of 2020 notes).
- 14 Represents amortization of intangibles, and for 2016, 2017, 2018 and 2019, primarily relates to the change in fair value of the contingent consideration associated with certain business acquisitions.
- 15 Represents amounts the Company may be required to pay LTBP Trust under the Tax Receivable Agreement based on the expected utilization of deferred tax assets that are subject to the TRA. For the year ended December 31, 2017, as a result of the 2017 US Tax Cuts and Jobs Act, the Company incurred a charge of approximately \$420 million primarily relating to the reduction in certain deferred tax assets, with an offsetting benefit of approximately \$203 million relating to the reduction in our Tax Receivable Agreement obligation. For the year ended December 31, 2018, represents tax rate adjustment associated with the 2017 US Tax Cuts and Jobs Act.
- 16 Represents (i) a charge related to the write-off of a partial prepayment of the Company's option to acquire the fund management activities of Lazard Alternative Investment Holdings and (ii) a provision for a lease contract for the Company's leased facility in the U.K.
- 17 For the years ended December 31, 2009 and 2010, represents severance and benefit payments, acceleration of unrecognized amortization of deferred incentive compensation previously granted to individuals terminated and other charges in connection with the reduction and realignment of staff.
- 18 Represents the tax benefit applicable to adjustments described above and for the years ended December 31, 2012 and 2013, the portion of adjustments described above attributable to LAZ-MD Holdings.
- 19 Represents a reversal of noncontrolling interests related to LAZ-MD Holdings ownership of Lazard Group common membership interests and an adjustment for Lazard Ltd entity-level taxes to effect a full exchange of interests.

Endnotes related to non-GAAP adjustments (continued)

20. For the year ended December 31, 2016 represents a gain relating to the Company's acquisition of MBA Lazard resulting from the increase in fair value of the Company's investment in the business. For the year ended December 31, 2015 represents revenue relating to the Company's disposal of the Australian private equity business adjusted for the recognition of an obligation, which was previously recognized for U.S. GAAP.
21. For the nine month period ended December 31, 2015, represents the recognition of deferred tax assets of \$1,217 million, net of accrual of \$962 million for the tax receivable agreement. For the three month period ended December 31, 2015, represents the recognition of deferred tax assets of \$39 million relating to the release of additional valuation allowance
22. In July of 2015 the Company extinguished approximately 47% of the outstanding TRA obligation. Accordingly, for the three month period ended December 31, 2015 and the twelve month period ended December 31, 2015, the Company recorded a pre-tax gain of \$420 million and a related tax expense of \$161 million.
23. Reflects payments for services rendered by our employee members of LAM and managing directors, which prior to the IPO were accounted for as either distributions from members' capital or as minority interest expense.
24. Represents the exclusion of one-time IPO-related costs.
25. Primarily relates to the change in fair value of the contingent consideration associated with certain business acquisitions.
26. Represents valuation allowance associated with a change in NYC UBT tax laws.
27. Represents expenses associated with Enterprise Resource Planning (ERP) system implementation.
28. Represents certain distribution fees and reimbursable deal costs paid to third parties for which an equal amount is excluded from both non-GAAP operating revenue and non-compensation expense, respectively, and excludes bad debt expense, which represents fees that are deemed uncollectible.
29. Represents expenses associated with the Lazard Foundation unconditional commitment.
30. Represents write-down of private equity investment to potential transaction value.
31. Represents losses and expenses associated with the business realignment which includes employee reductions and closing of subscale office and investment strategies.