
LAZARD

Investor Presentation

October 2017

Disclaimer

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 statements are 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-U.S. GAAP (“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 on pages 44–54 for a detailed explanation of applicable adjustments to corresponding U.S. GAAP measures.

Overview

Preeminent strategic and investment advisory firm

\$2.66bn

LTM Operating Revenue

\$238bn

Assets Under Management

2,800+

Employees

165+

Years Serving Clients

LAZARD

ESTABLISHED PRESENCE AROUND THE WORLD



New York
since 1851



Paris
since 1854



London
since 1870

NORTH AMERICA		SOUTH AMERICA		EUROPE		ASIA	
Boston	2007	Bogotá	2004	Amsterdam	2004	Beijing	2006
Charlotte	2007	Buenos Aires	1981	Bordeaux	1998	Dubai	2007
Chicago	1988	Lima	2004	Brussels	2004	Hong Kong	2001
Houston	2003	Panama City	2004	Dublin	2014	Melbourne	2007
Los Angeles	2003	Santiago	2004	Frankfurt	1988	Mumbai	1984
Mexico City	2017	São Paulo	2004	Geneva	2016	Perth	2010
Minneapolis	2007			Hamburg	1999	Riyadh	2011
Montreal	2006			Lyon	1999	Seoul	1999
San Francisco	1850			Madrid	1999	Singapore	1995
Toronto	2016			Milan	1991	Sydney	1994
				Nantes	2009	Tokyo	1987
				Stockholm	1998		
				Zürich	2007		

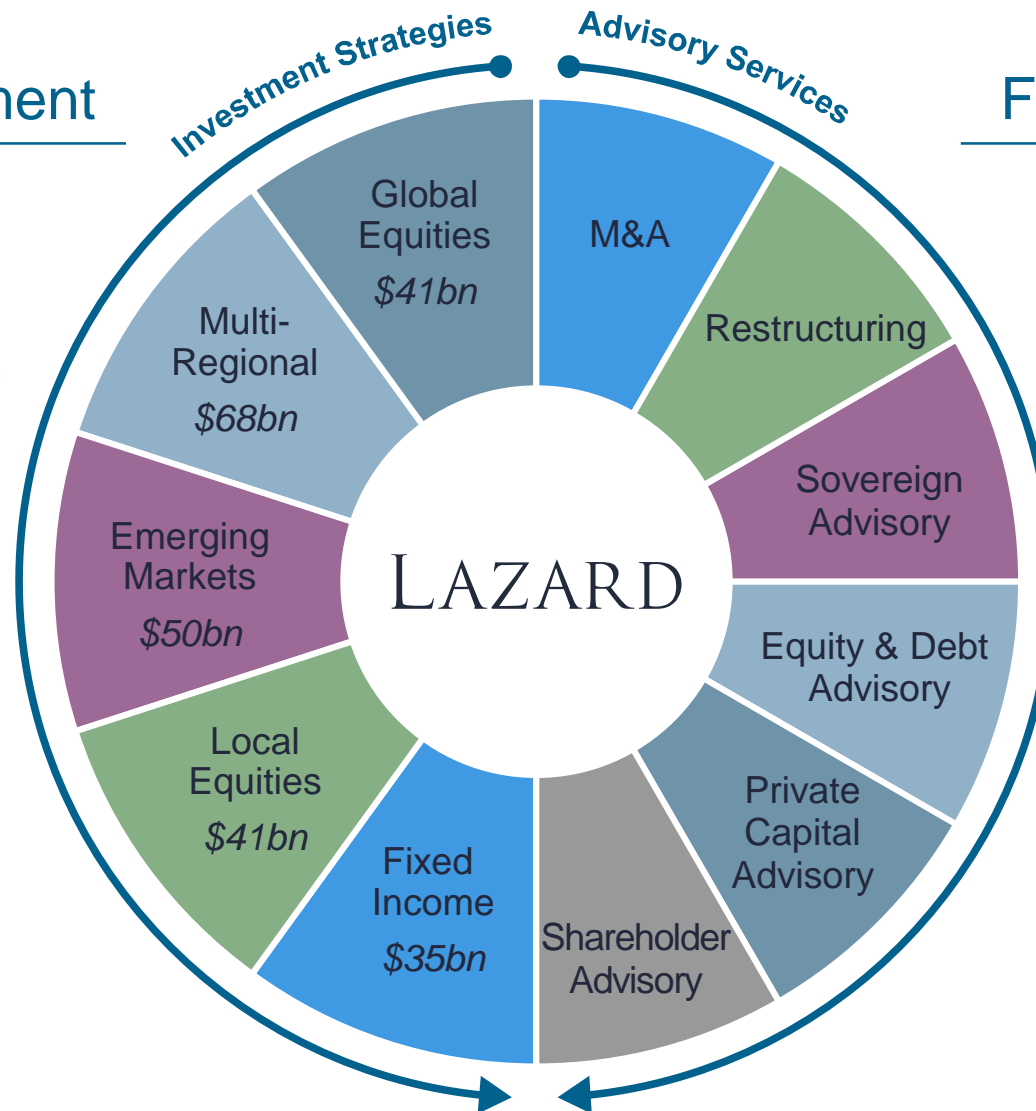
Note: As of September 30, 2017.

Built for Performance

As clients' needs and markets evolve, Lazard is already there

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

Investor Highlights

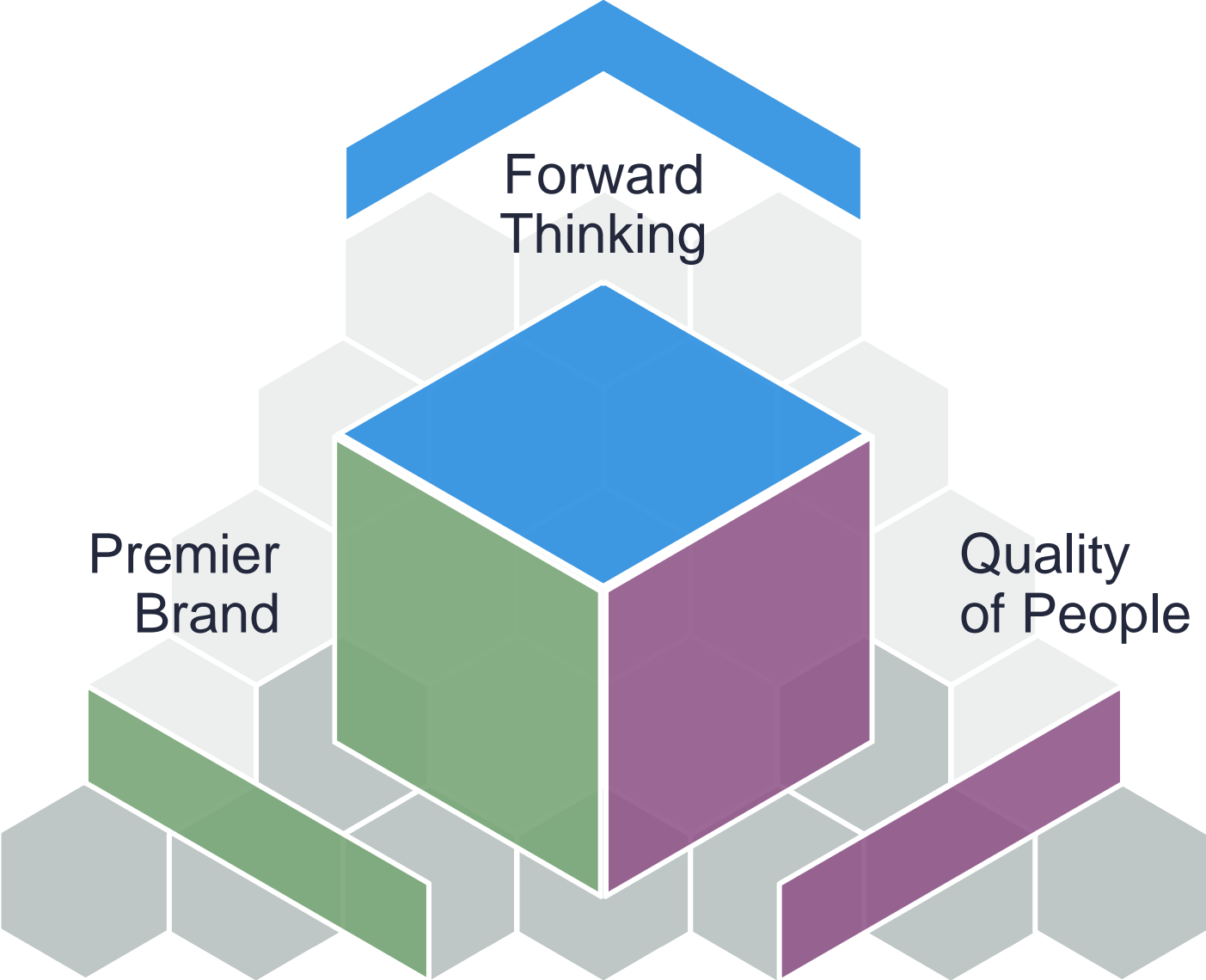
The Lazard Difference

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

“ The bank stands apart in the landscape of finance”

LesEchos

“ 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

Quality of People

Unique assemblage of experience, expertise, interests and characteristics

70+
Nationalities

25+
Average years
of experience
(MDs)

13+
Average years
of tenure (MDs)

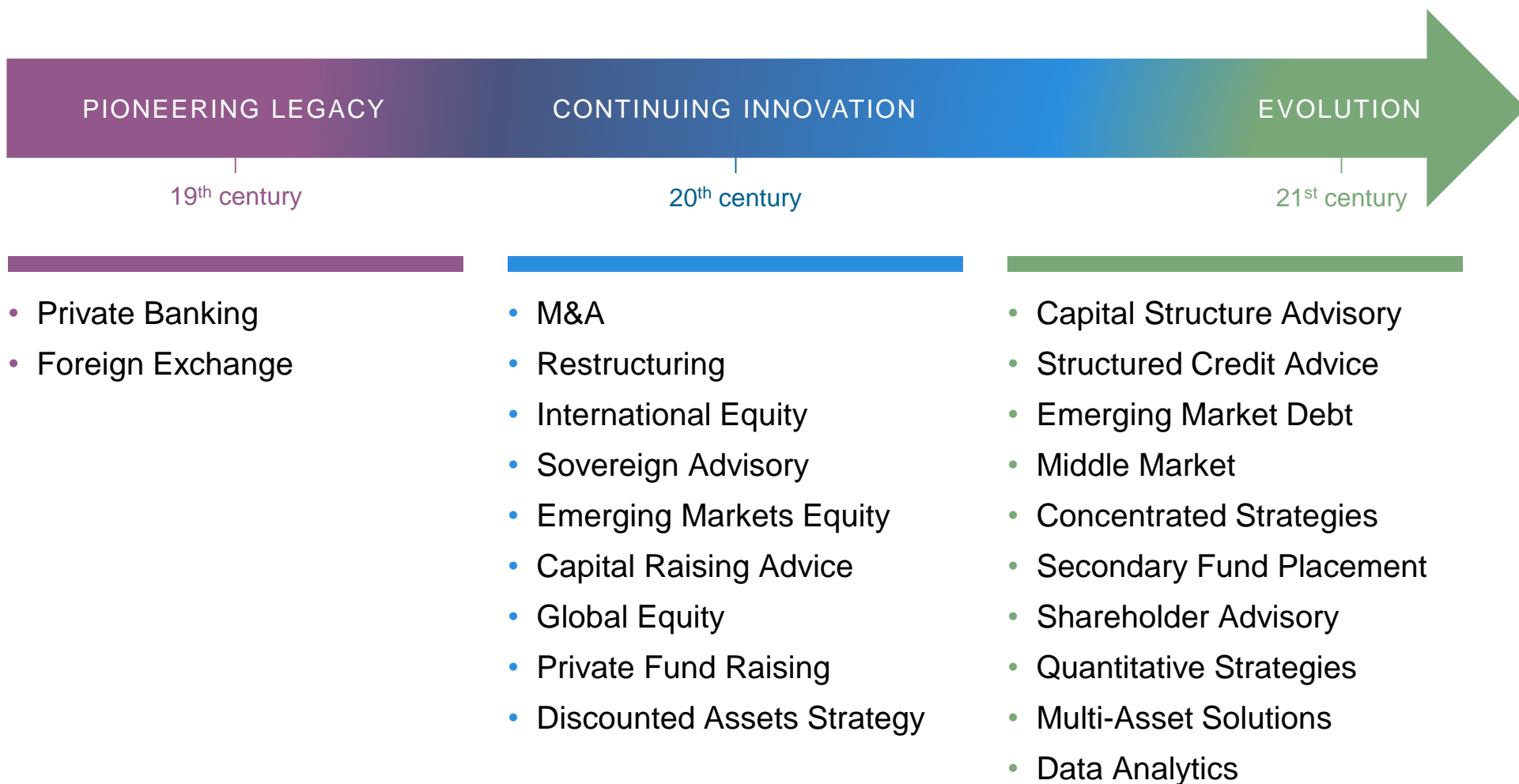
Note: As of September 30, 2017.



— Experience — Expertise — Interests — Characteristics

Forward Thinking

Culture of constant innovation



Proven Stability

The Lazard Difference

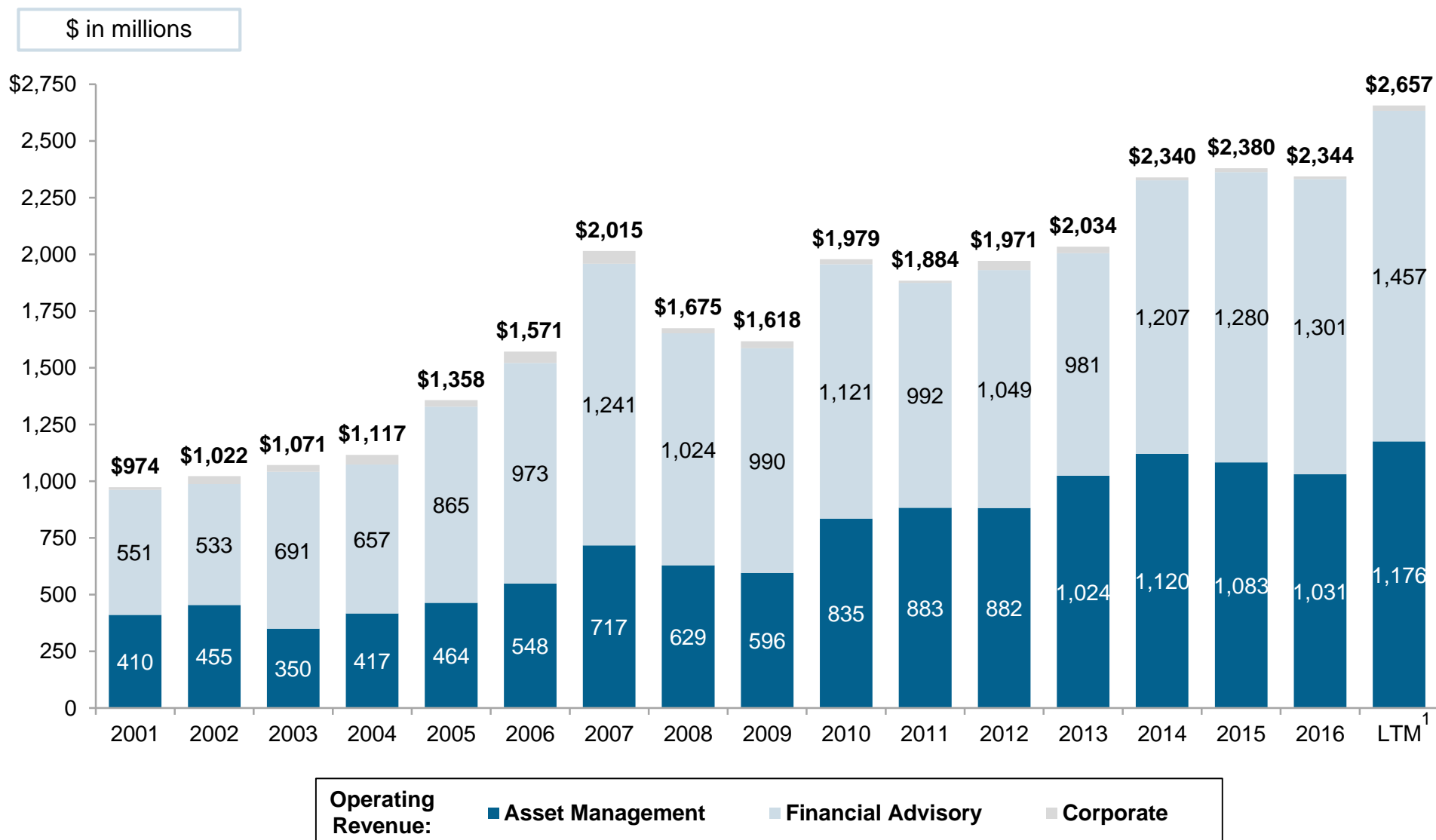
Investment Highlights

- Proven Stability
- High Performance
- Significant Opportunities for Growth

Financial Strategy

Significant Scale; Resilient Revenue Generation

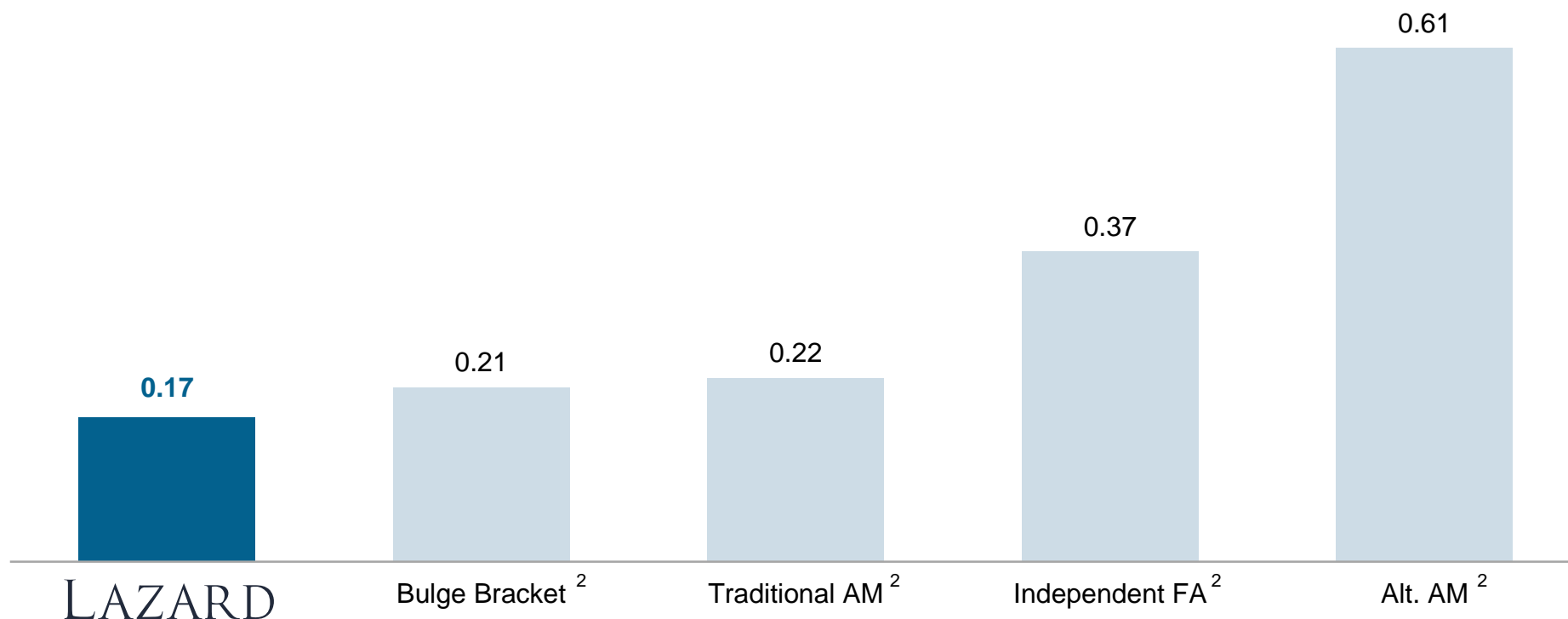
Sizable, growing revenues provide stable platform



Lower Revenue Volatility than Peers

Unique combination of stable businesses minimizes volatility over time

REVENUE VOLATILITY (2005-'16)¹



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

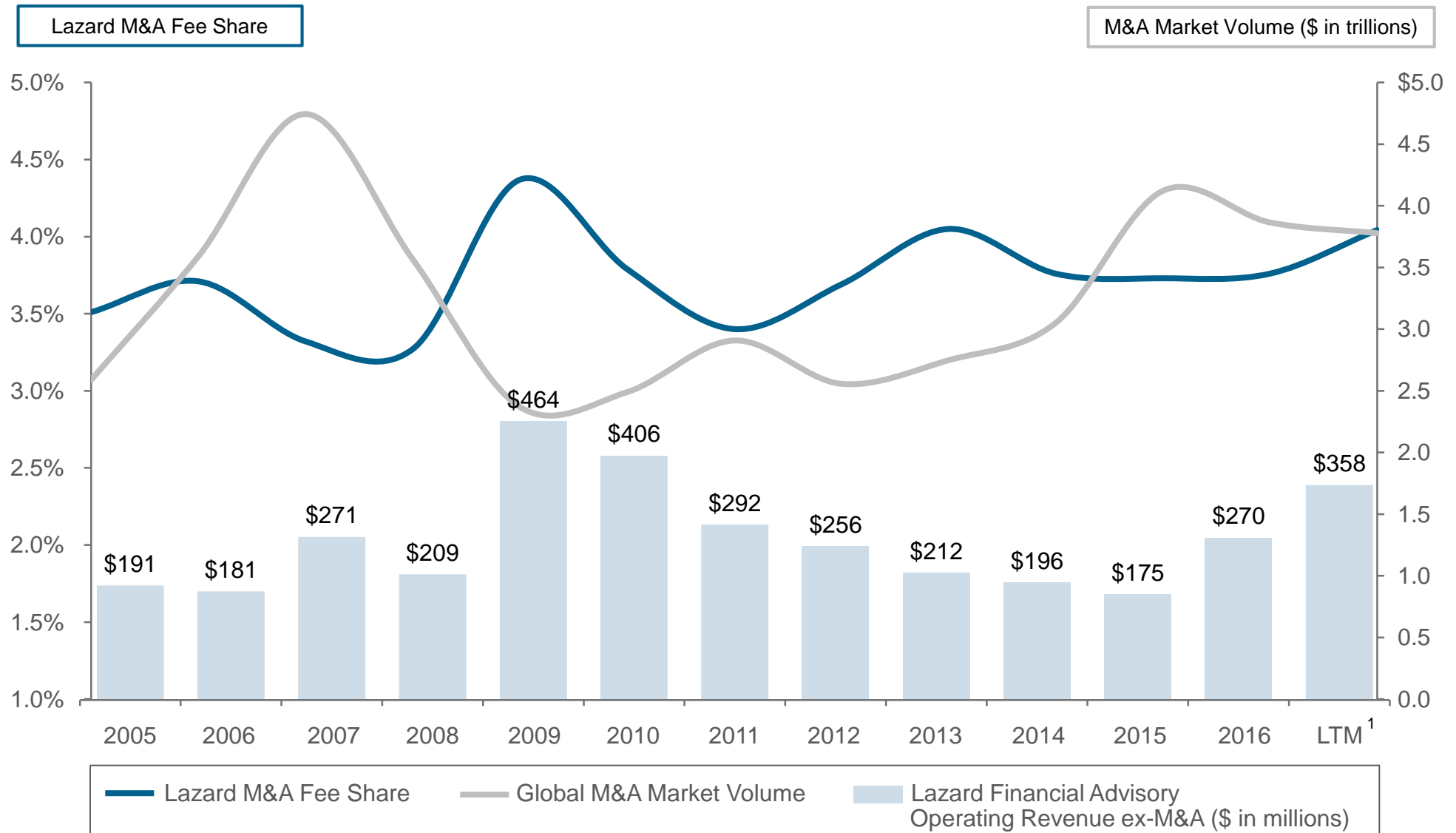
Source: IMF WEO Database, FactSet, company filings.

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, Janus, Legg Mason and T. Rowe Price. Independent Financial Advisory includes Evercore, Greenhill and Moelis. Alternative Asset Management includes Apollo, Blackstone, Fortress, KKR and Och-Ziff.

Stable Financial Advisory Business

Lower cycle exposure: M&A share gains in downturns, augmented by non-M&A revenue

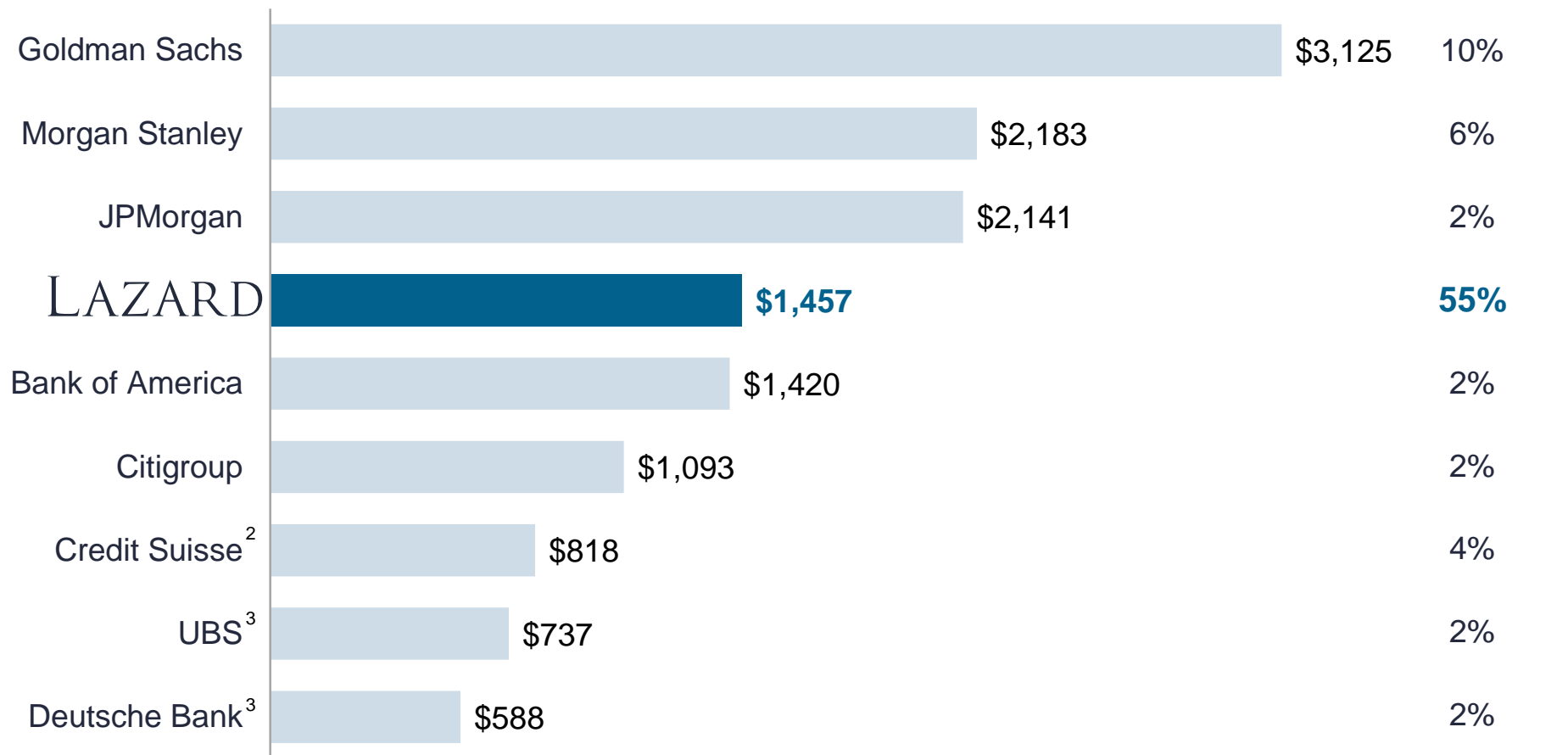


Advisory Business in Global Top Tier

Lazard competes with the largest global banks

LTM¹ ADVISORY REVENUE (\$ IN MILLIONS)

% OF TOTAL REVENUE



Source: Press releases, public filings and analyst research.

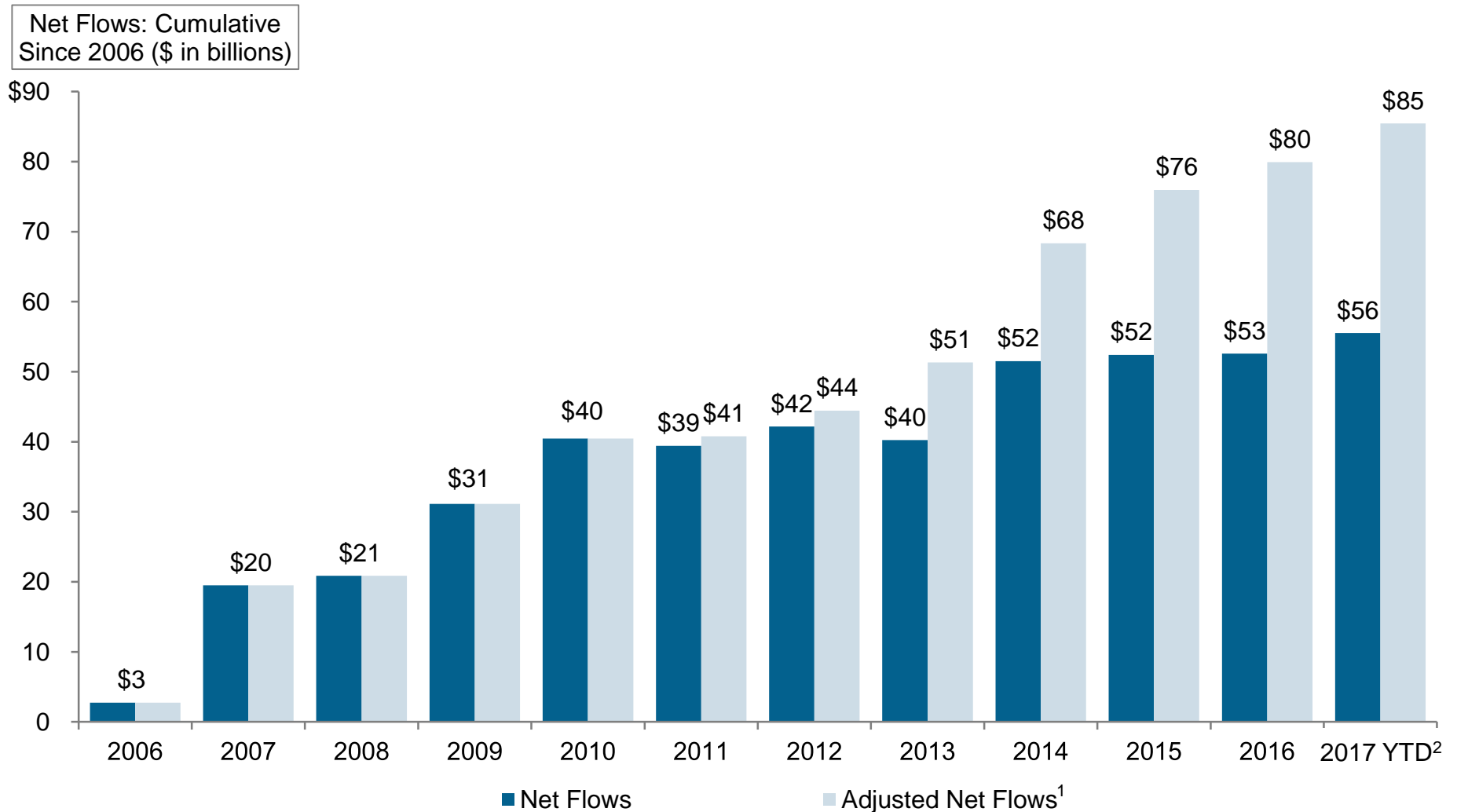
1 Last twelve months as of September 30, 2017.

2 Last twelve months based on Q2 2017 actuals.

3 Based on analyst estimates.

Stable Asset Management Business

Cumulative net inflows of more than \$55 billion in highly volatile period



High Performance

The Lazard Difference

Investment Highlights

- Proven Stability
- High Performance
- Significant Opportunities for Growth

Financial Strategy

High Performance in 2017

Strength across businesses leads to robust results

\$2.66bn

Record LTM
operating revenue

\$1.05bn

Record Financial Advisory
first nine-month operating
revenue

\$238bn

Record assets under
management

3 of 10

Advisor on largest global M&A
announcements for 2017

\$3bn

Net inflows for 2017

#1

Advisor on completed
restructurings globally
for first nine months

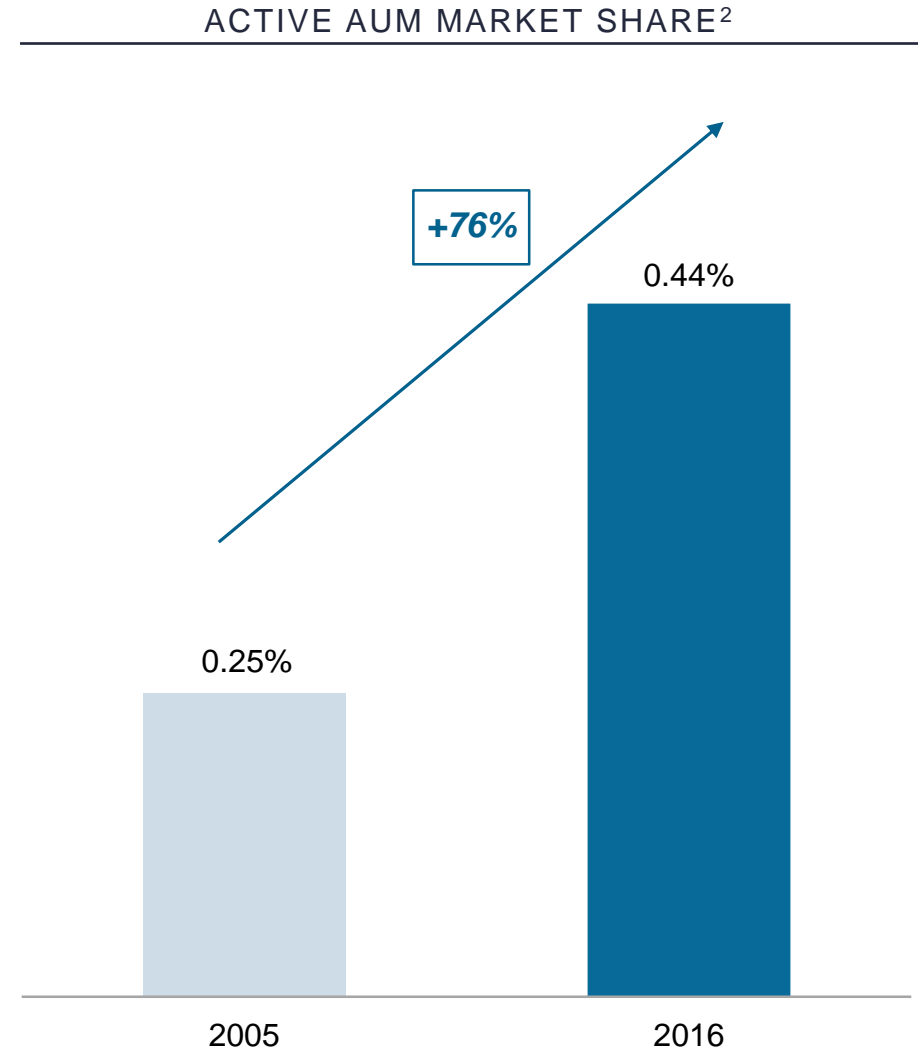
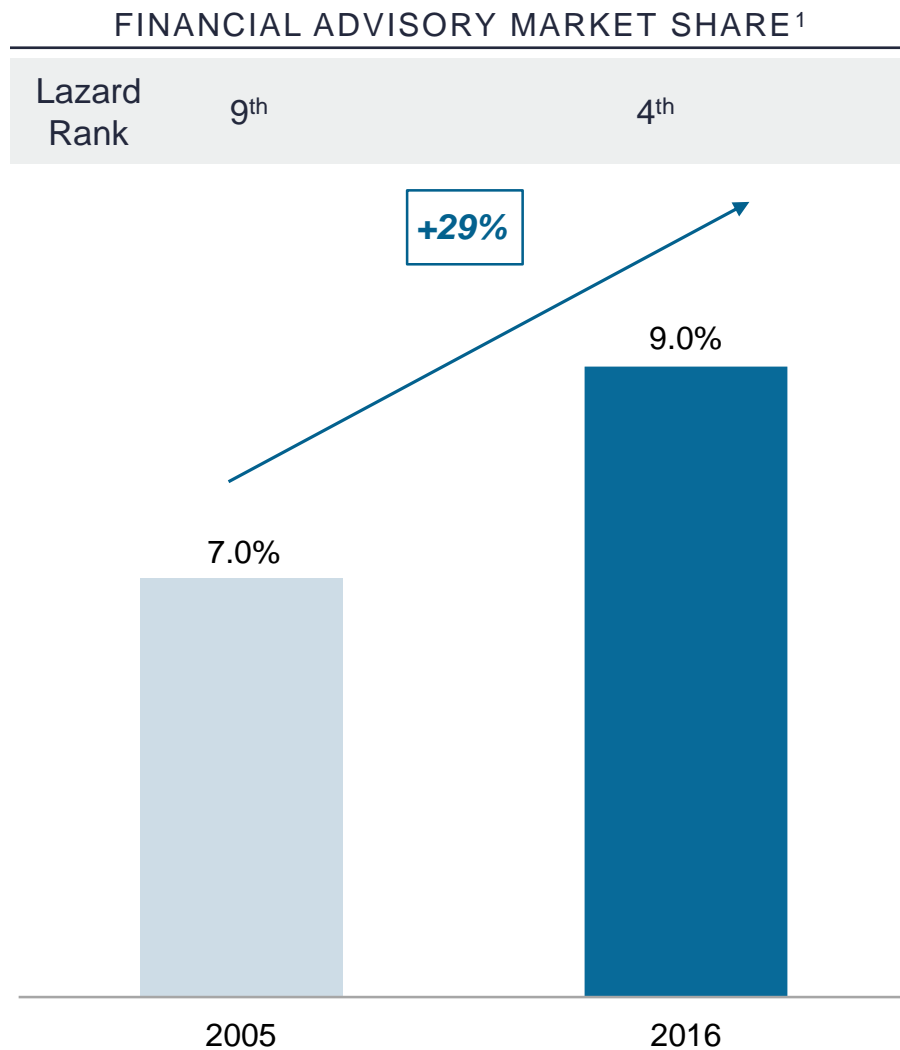
\$315m

All-time record quarterly
operating revenue for
Asset Management in Q3



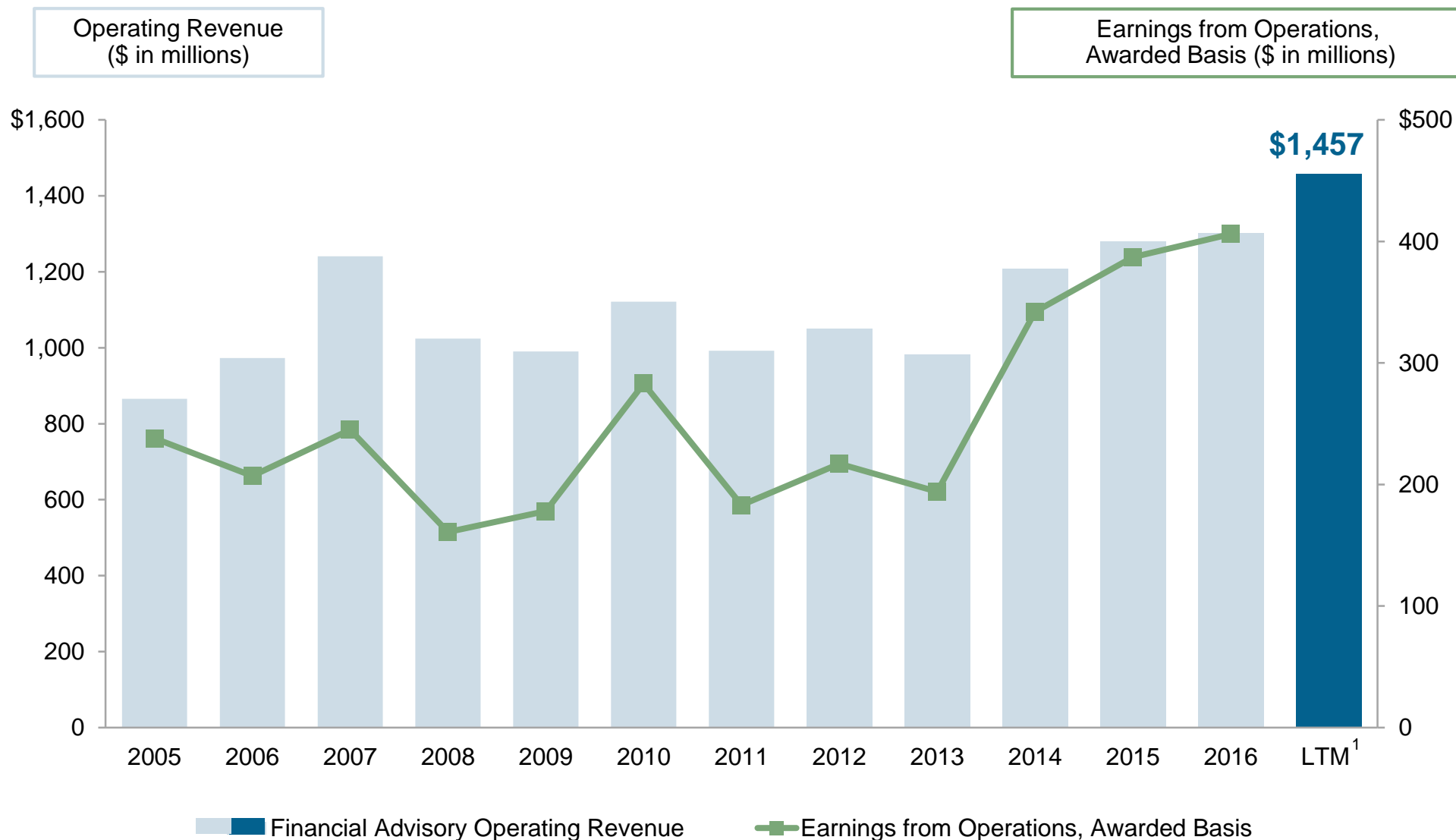
Increasing Market Share

Market share has grown significantly since Lazard's IPO



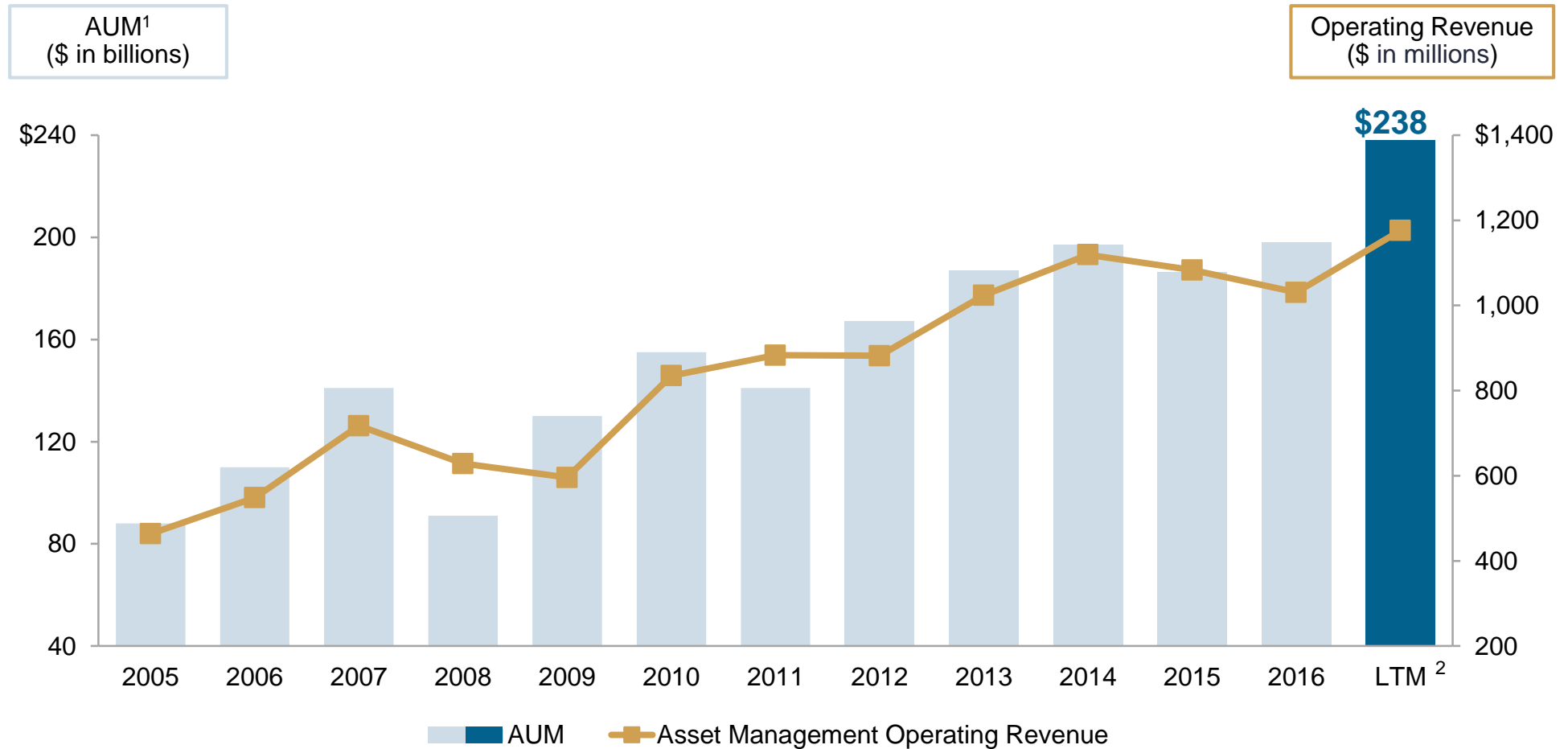
Financial Advisory Performance

Significant growth in earnings from operations



Asset Management Performance

Doubling of AUM since financial crisis and stable fees drive revenue

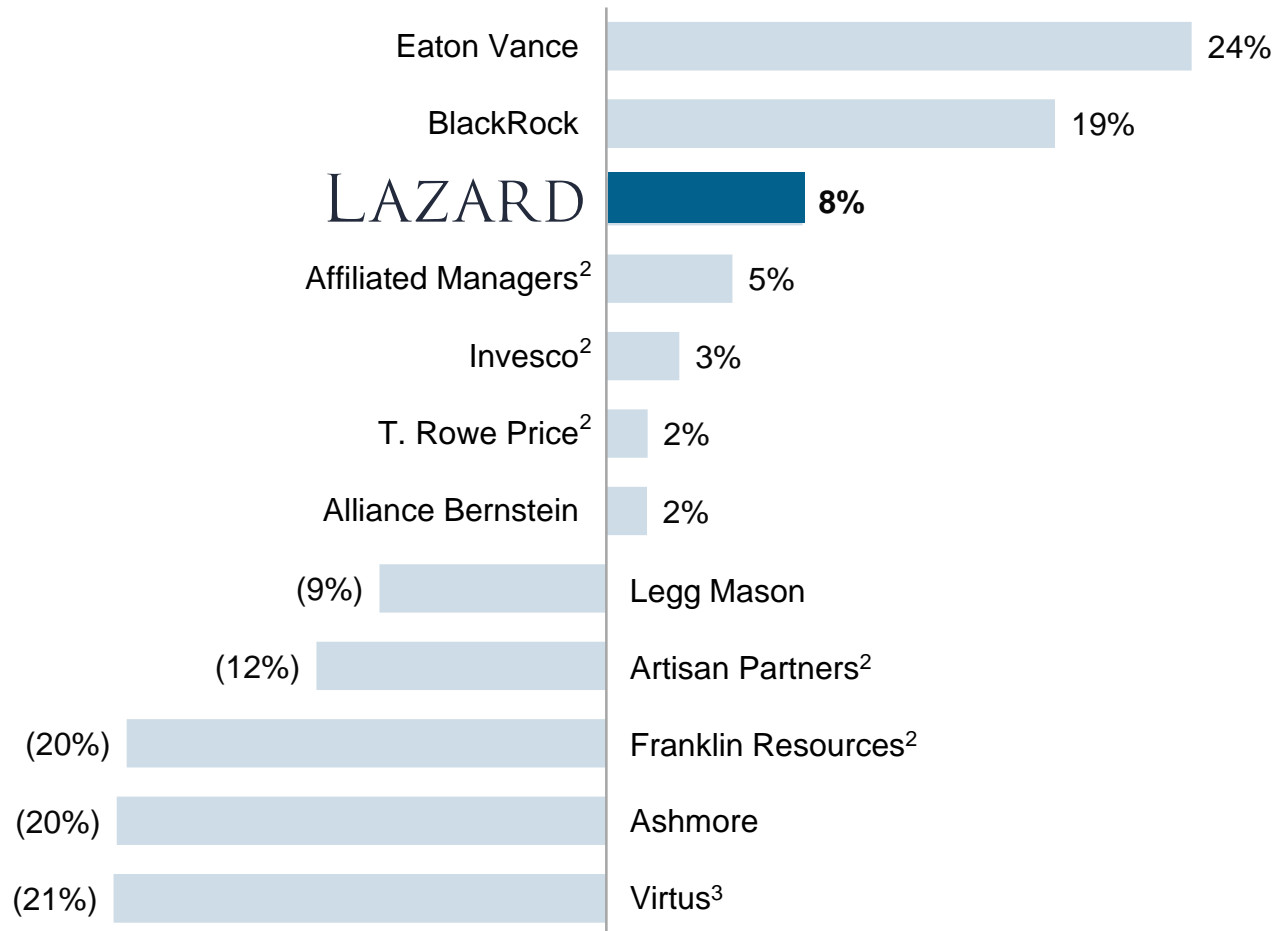


Avg. Fees (bps)	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	LTM ²
Avg. Fees (bps)	45	46	46	45	48	52	54	52	53	53	52	50	51

Strong Net Flows in Volatile Environment

Lazard among top peers with positive net flows in past several years

NET FLOWS AS % OF AUM (2014 - '17 Q3) ¹



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

Ongoing investments

- Geographic expansion
- Selective hiring
- Seeding new strategies

Organic growth

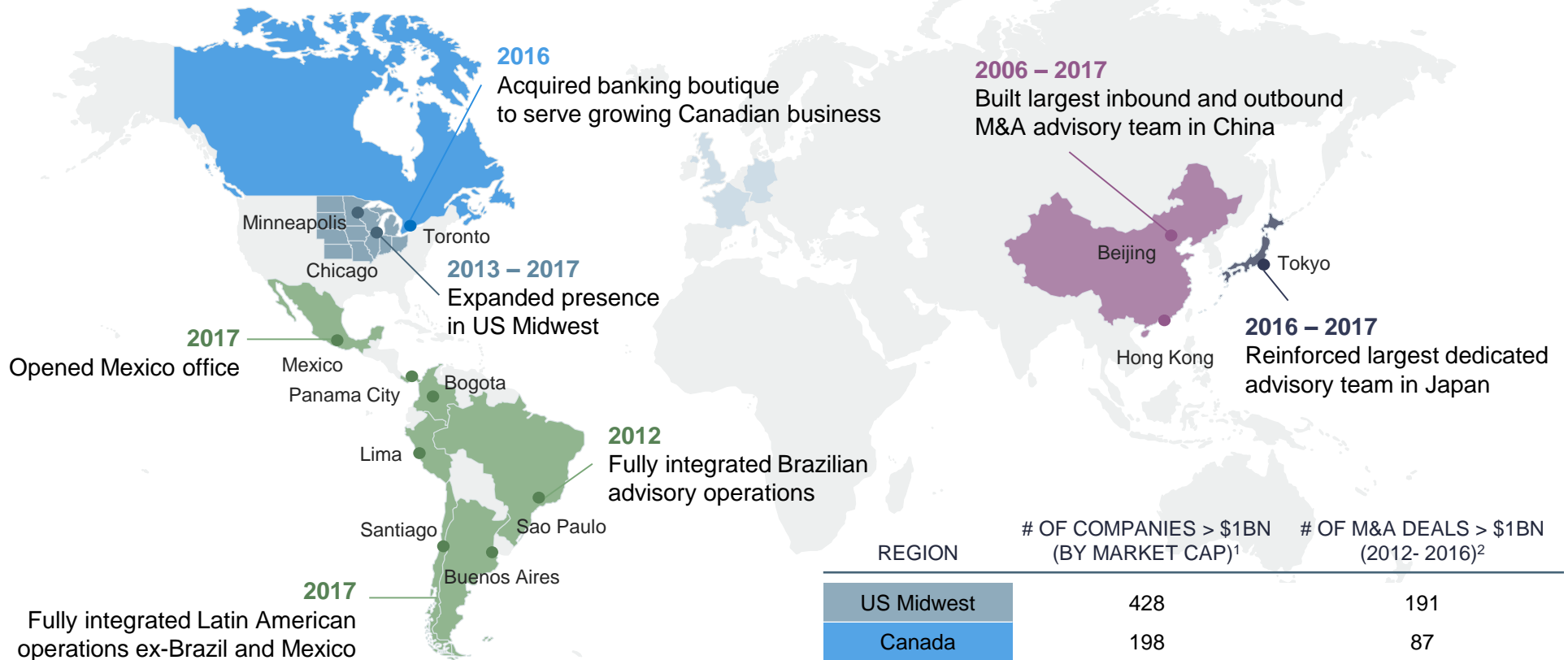
- Investment platform extensions
- New advisory services

Inorganic growth

- Team lift-outs
- Acquisitions

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 (2012-2016) ²
US Midwest	428	191
Canada	198	87
Latin America ³	282	102
Japan	624	89
China	1,893	153 ⁴
France	136	98
Germany	143	109
United Kingdom	262	166

Compared to

Source: Dealogic, Capital IQ.

1 Companies with market cap > \$1bn as of December 31, 2016.

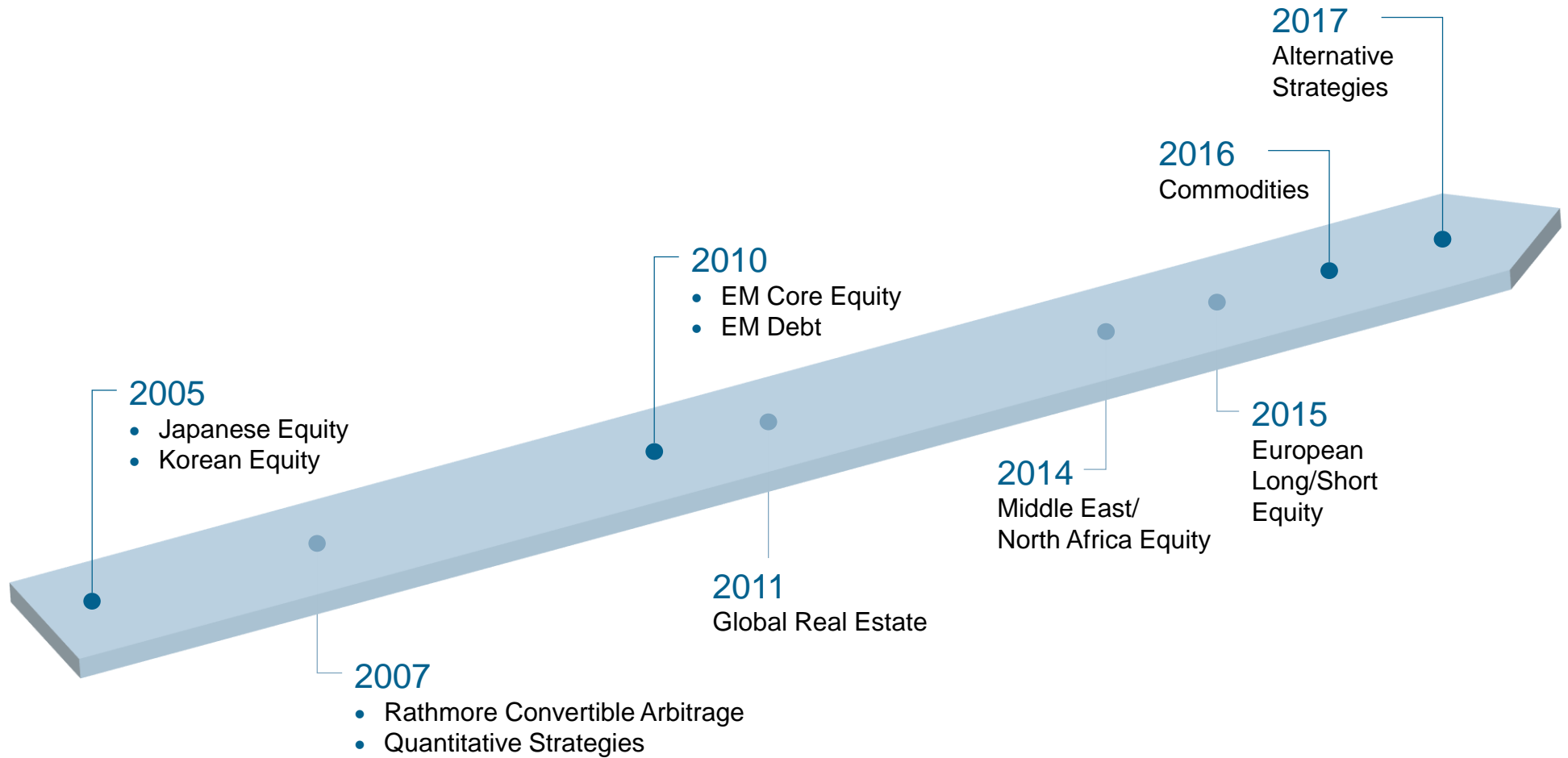
2 Based on announcement date between January 1, 2012 and December 31, 2016. Number based on target nationality.

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

4 Inbound and outbound transactions only.

Targeted Asset Management Lift-Outs

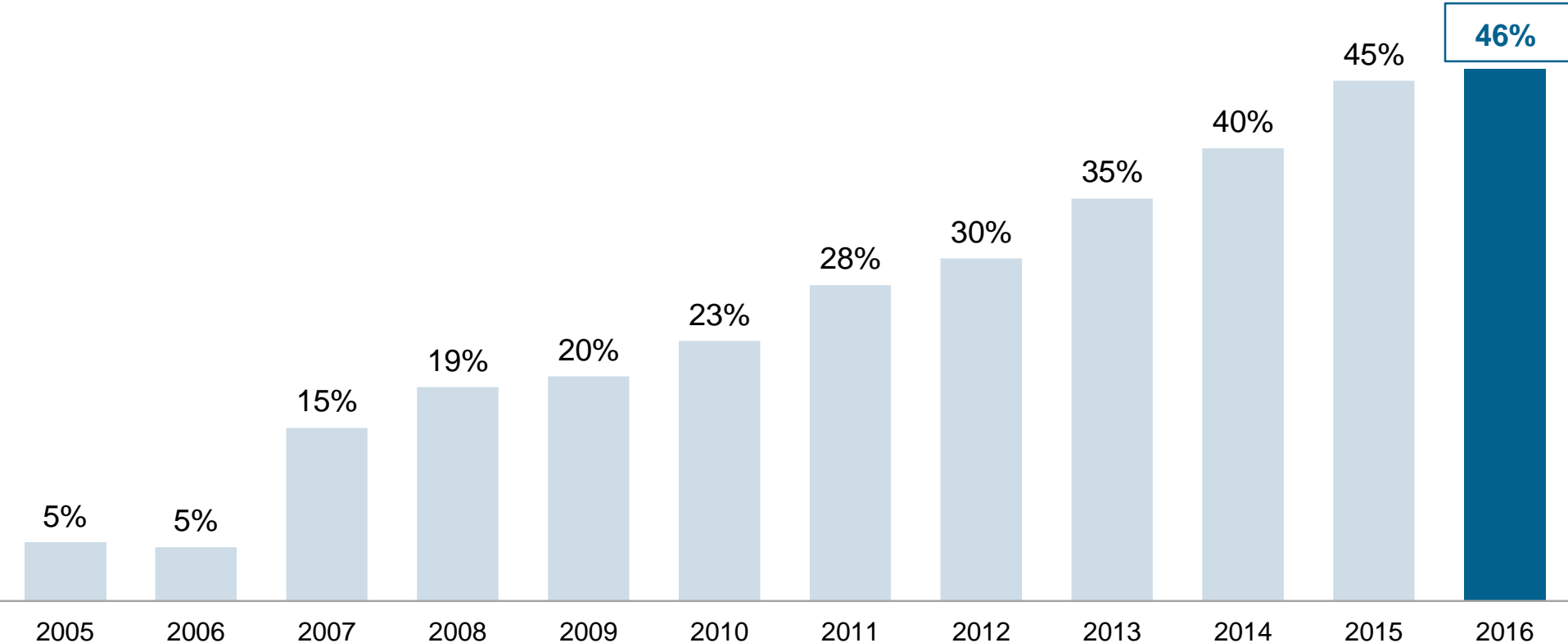
Integral part of successful growth strategy



Ability to Innovate, Scale Investment Strategies

Nearly half of our AUM comes from new strategies

NEW STRATEGIES¹ AS % OF TOTAL AUM



Note: 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

Portfolios have potential to scale quickly

Strategy	Inception	Current AUM (\$billion)
Emerging Markets Debt	2010	>\$15
International Strategic Equity	2001	>13
Global Listed Infrastructure	2005	>10
Quantitative	2008	>10
Global Robotics	2015	>5
Developing Markets Equity	2008	>3

Significant number of portfolios currently in development

Financial Strategy



The Lazard Difference



Investor Highlights

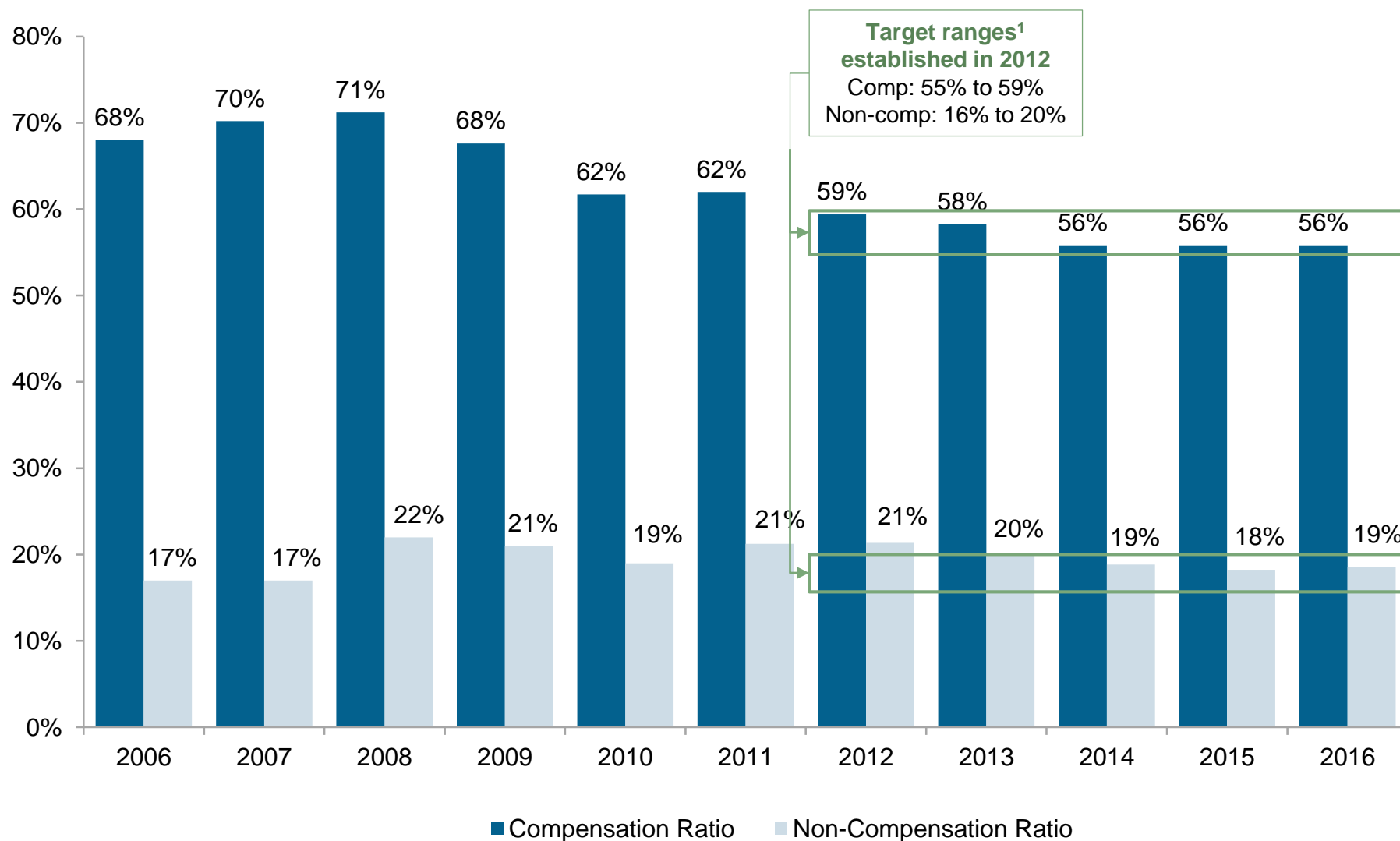


Financial Strategy



Discipline on Costs

Established consistency in compensation and non-compensation expenses

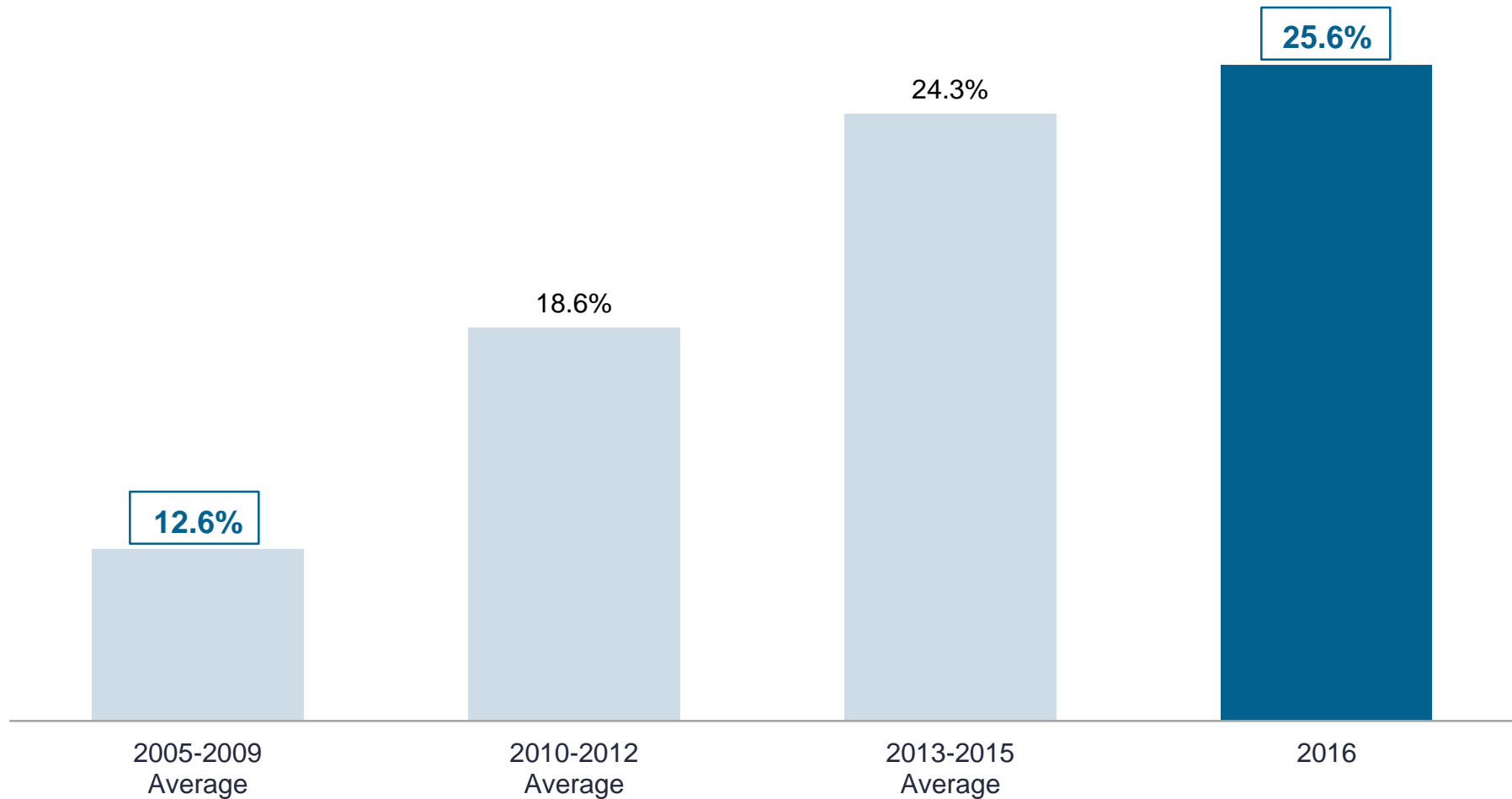


¹ Target ranges based on awarded compensation; compensation, as adjusted; and non-compensation, as adjusted.

Note: Compensation ratio calculated based on awarded compensation. Non-compensation ratio calculated based on non-compensation expense, as adjusted.

Focus on Operating Margins

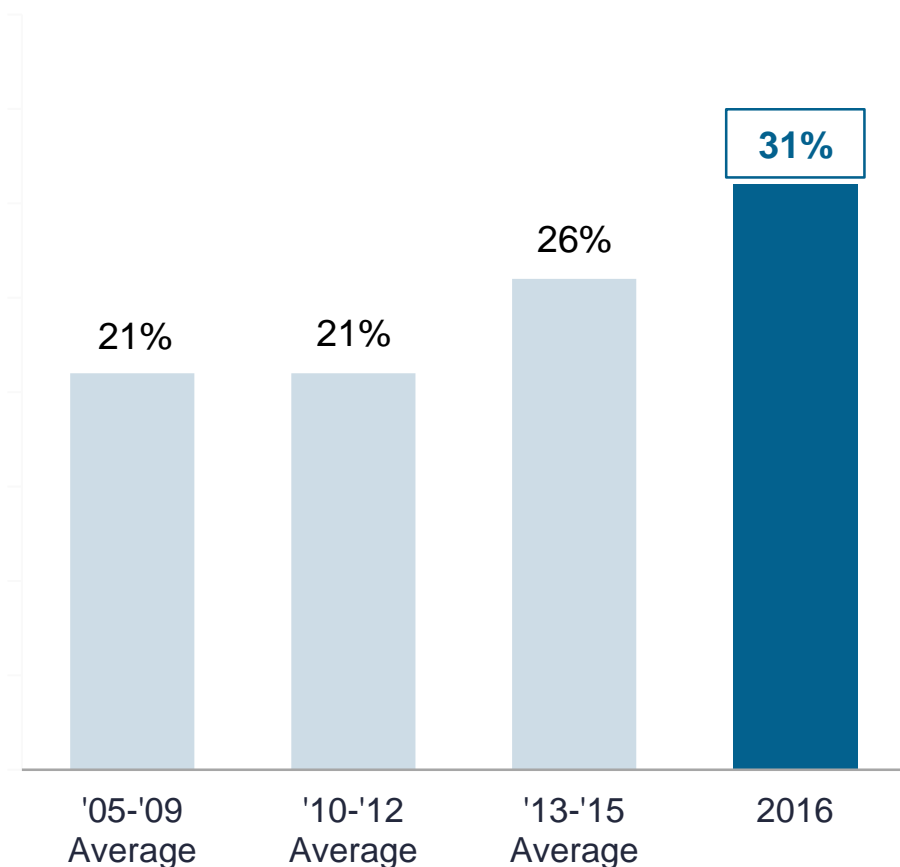
Cost management has resulted in doubling of awarded operating margin



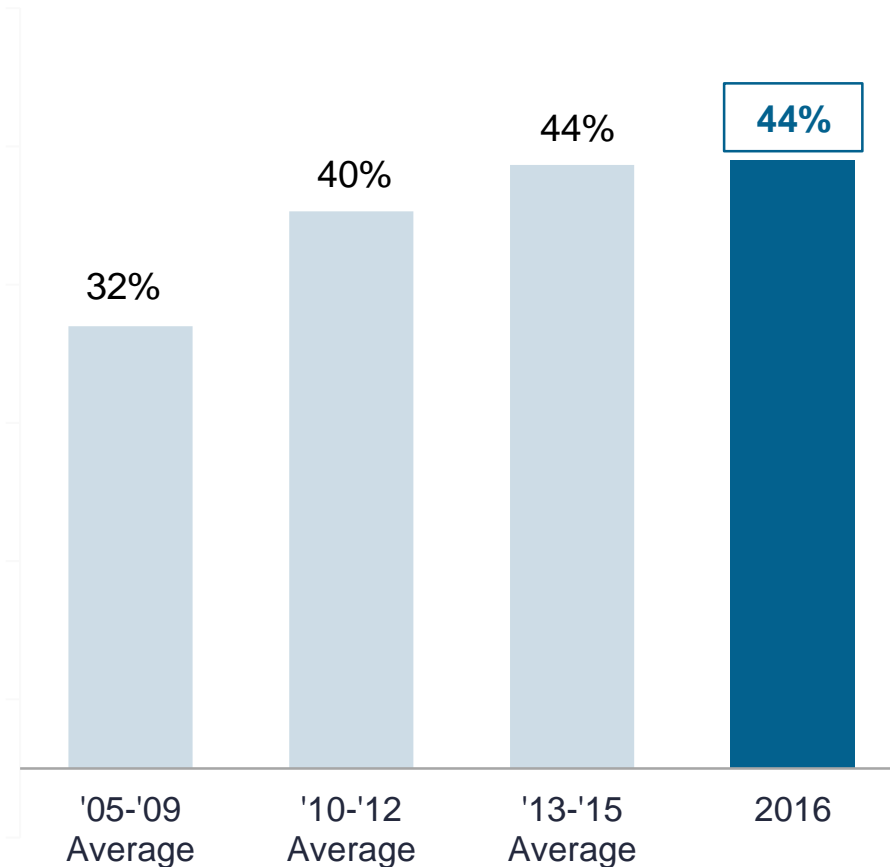
Strong Margin Growth

Operating margin on an awarded basis increased in both businesses

FINANCIAL ADVISORY

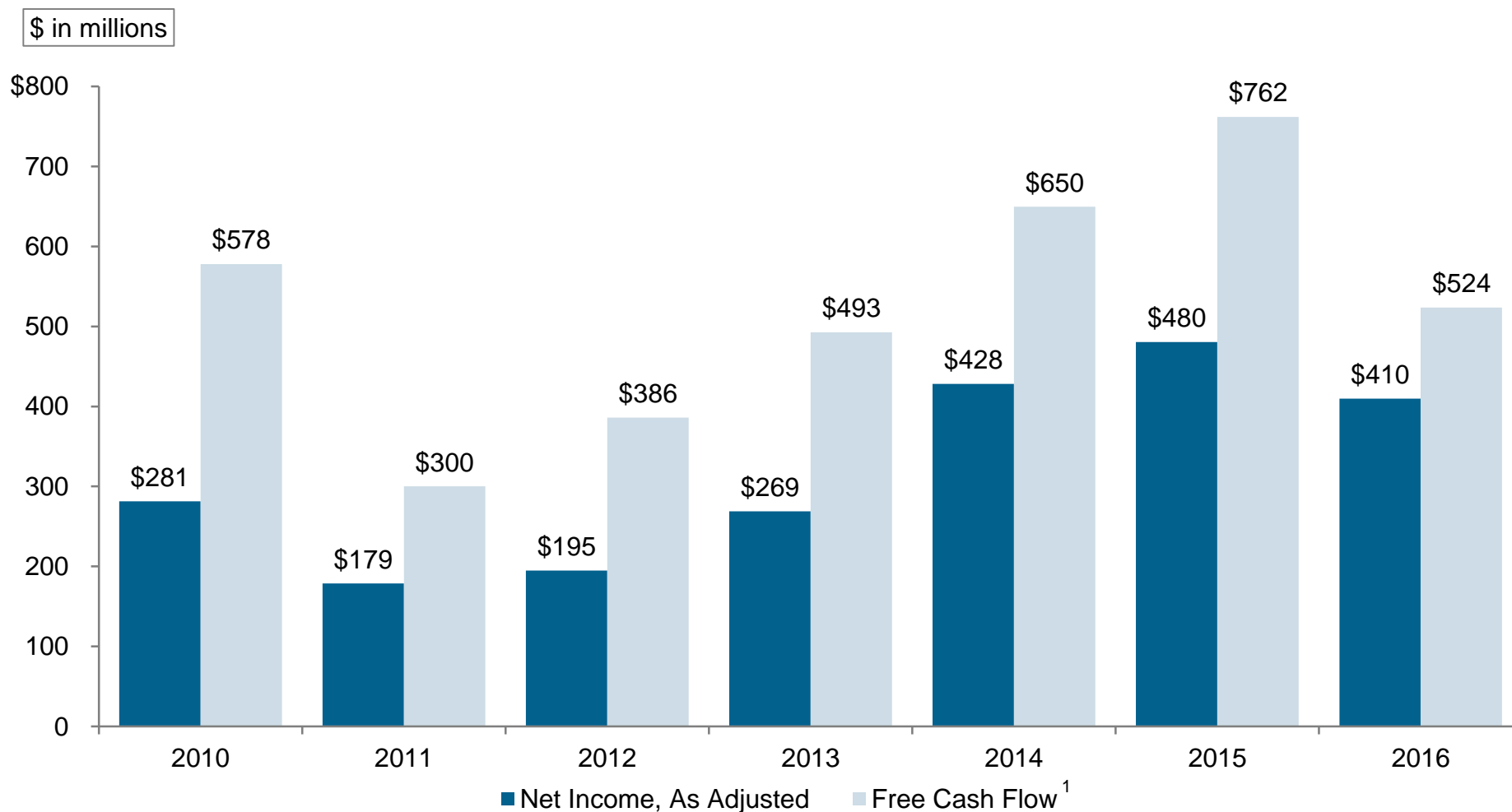


ASSET MANAGEMENT



High Cash Generation for Shareholders

Lazard generates more free cash than adjusted net income



Capital Management Strategy

Commitment to shareholder value creation

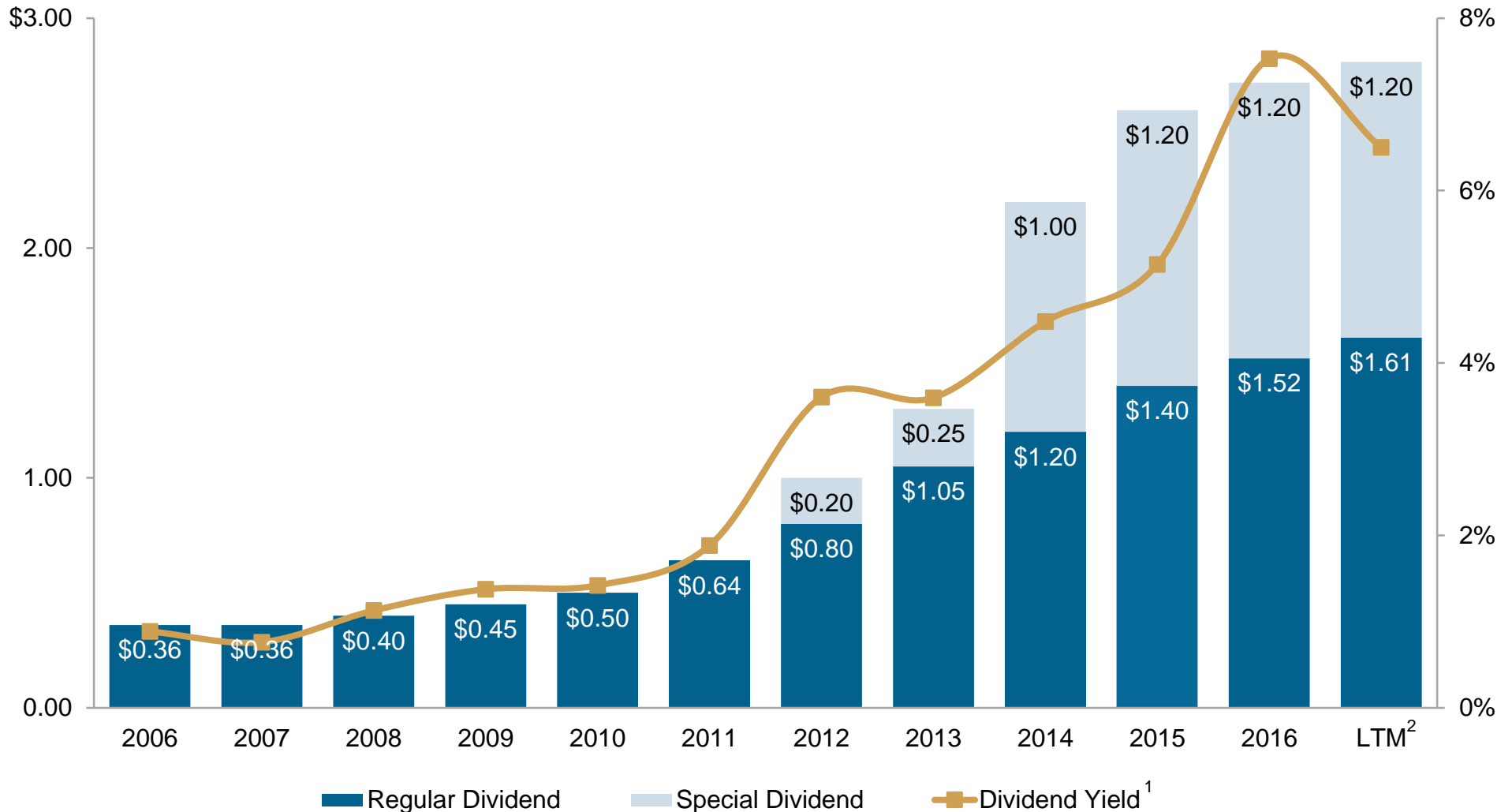
Goals

- Gradually increase quarterly dividend over time
- At minimum, 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 Dividend Growth

Have increased regular dividends for nine consecutive years



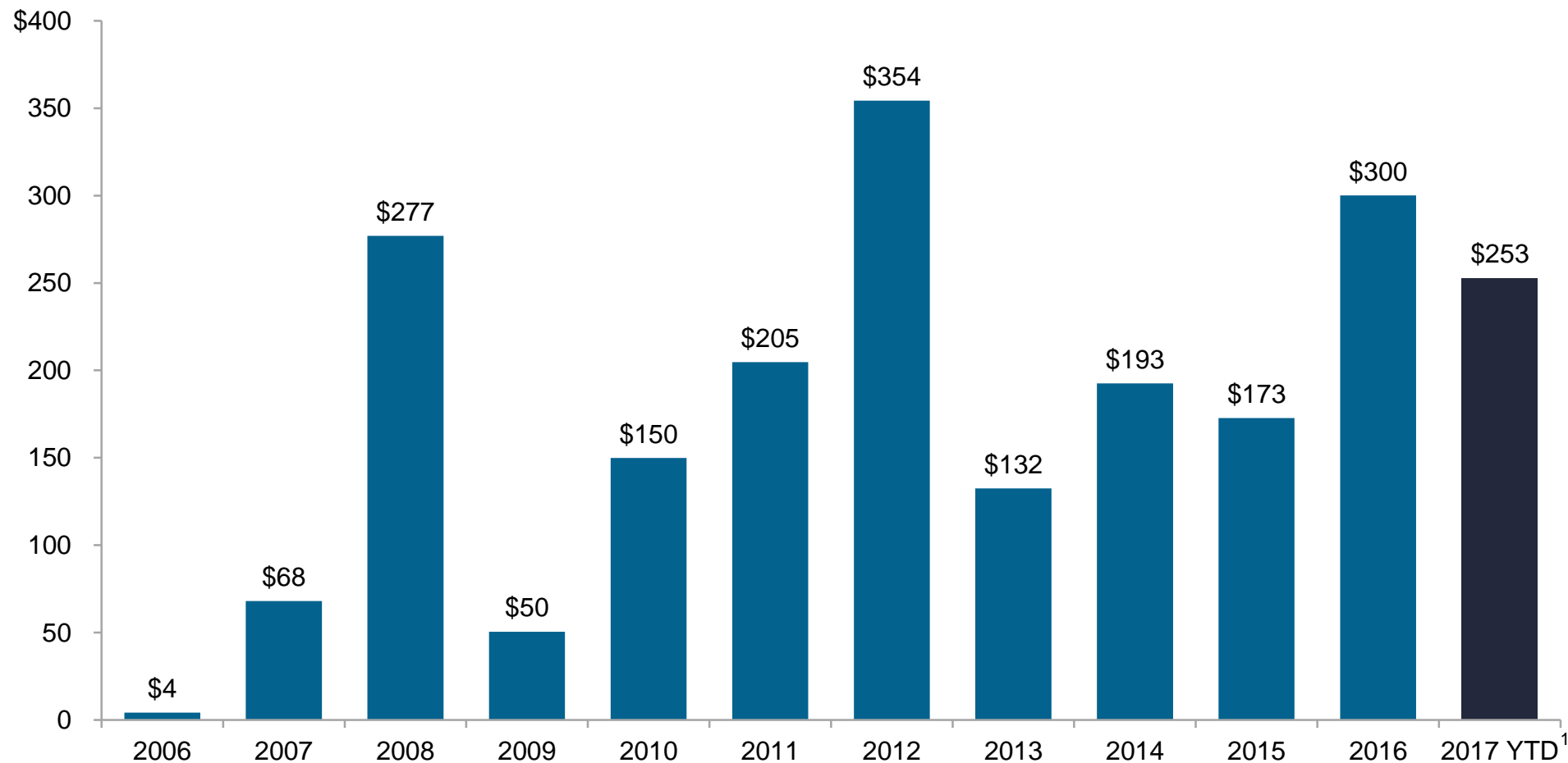
1 Includes all regular and special dividends paid associated with Lazard's fiscal year. Includes regular dividends of \$0.64, \$0.80, \$1.05, \$1.20, \$1.40, \$1.52 and \$1.61 with respect to 2011, 2012, 2013, 2014, 2015, 2016 and LTM, respectively, and special dividends of \$0.20, \$0.25, \$1.00, \$1.20, \$1.20 and \$1.20 with respect to 2012, 2013, 2014, 2015, 2016 and LTM, respectively. Dividend yield calculated based on average share price in each year.

2 Last twelve months as of 9/30/2017 at \$42.76 share price.

Continuous Share Repurchases

Buying back shares through cycles

Share Buybacks
(\$ in millions)



Supplemental Financial Information

Earnings from Operations – Awarded Basis

(\$ in millions, except per share values)

	2011	2012	2013	2014	2015	2016
Operating Revenue	\$1,884	\$1,971	\$2,034	\$2,340	\$2,380	\$2,344
<i>% Growth</i>	(5%)	5%	3%	15%	2%	(2%)
Compensation and benefits, Awarded basis	1,168	1,171	1,187	1,305	1,329	1,309
<i>% of Operating Revenue</i>	62%	59%	58%	56%	56%	56%
Non-Compensation expense	400	421	409	441	434	434
<i>% of Operating Revenue</i>	21%	21%	20%	19%	18%	19%
Earnings from Operations, Awarded basis	\$316	\$379	\$438	\$594	\$617	\$601
<i>Operating Margin</i>	17%	19%	22%	25%	26%	26%
Awarded EPS ¹	\$1.42	\$1.81	\$2.23	\$3.32	\$3.73	\$3.55
<u>Memo:</u>						
Net Income per share, as adjusted	\$1.31	\$1.44	\$2.01	\$3.20	\$3.60	\$3.09
Cash Taxes	\$33	\$51	\$58	\$84	\$69	\$82

¹ Based on net income per share as adjusted, substituting awarded compensation for compensation and benefits as adjusted and cash taxes for income taxes as adjusted.

Supplemental Segment Information

(\$ in millions)

	Financial Advisory ¹			Asset Management ¹			Corporate ²		
	2014	2015	2016	2014	2015	2016	2014	2015	2016
Operating Revenue	\$1,207	\$1,280	\$1,301	\$1,120	\$1,083	\$1,031	\$2,340	\$2,380	\$2,344
<i>% Growth</i>	23%	6%	2%	9%	(3%)	(5%)	15%	2%	(2%)
Compensation and benefits, Awarded basis	\$703	\$733	\$734	\$455	\$443	\$422	\$147	\$153	\$153
<i>% of Operating Revenue</i>	58%	57%	56%	41%	41%	41%	6%	6%	7%
Non-Compensation expense	\$162	\$161	\$161	\$167	\$164	\$160	\$112	\$109	\$113
<i>% of Operating Revenue</i>	13%	13%	12%	15%	15%	16%	5%	5%	5%
Earnings from Operations, Awarded basis	\$342	\$386	\$406	\$498	\$476	\$449			
<i>Operating Margin, Awarded basis</i>	28%	30%	31%	44%	44%	44%			

¹ Segment results are shown before direct and indirect overhead allocations. See the “Reconciliation of U.S. GAAP Operating Income to Earnings from Operations, Awarded Basis” slides for additional information regarding overhead allocations.

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

Estimated Future Amortization of Historical Deferrals¹

(\$ in millions)

	2016A	2017E	2018E	2019E	2020E
2012 Grants	8	—	—	—	—
2013 Grants	57	8	—	—	—
2014 Grants	116	61	7	—	—
2015 Grants	164	115	60	8	—
2016 Grants	6	179	114	62	10
2017 Grants	—	TBD	TBD	TBD	TBD
Other	1	9	13	8	3
Total	\$352	\$372 ²	TBD	TBD	TBD

¹ In accordance with U.S. GAAP, an estimate is made for future forfeitures of deferred compensation awards. The result reflects the cost associated with awards that are expected to vest. Amortization of deferrals beyond 2018 not shown.
² Based on estimates.

Corporate Structure and Tax Facts

Corporate Structure

- ▶ Lazard trades as common stock on the NYSE under ticker symbol "LAZ"
- ▶ Publicly traded partnership for corporate tax purposes and K-1 issuer
- ▶ Lazard does not generate Unrelated Business Taxable Income ("UBTI") and its current corporate structure prevents UBTI from being received by investors

Tax

- ▶ Expect 2017 annual adjusted GAAP tax rate to be in the mid to high 20s, though quarterly rate may fluctuate
- ▶ Approximately \$0.6 billion of tax benefits as of September 30, 2017
- ▶ Currently expect cash taxes to be in the mid to high teens

Lazard Corporate Structure Considerations

CONSIDERATIONS

- ▶ Corporate structure / K-1 issuer status:
 - ▶ Impacts inclusion in some large passive equity indices
 - ▶ Subjects certain investors to additional compliance requirements
 - ▶ Creates misperception that Lazard generates UBTI

ACTIONS

- ▶ Educating market participants, indices and investors that Lazard's traded security is a common stock and not a Limited Partnership / LP structure
- ▶ Continuing investor communications regarding our structural blocking of UBTI
- ▶ Continuing to monitor benefits/issues associated with corporate structure
 - ▶ In current environment, altering corporate structure would likely increase tax rates (e.g., if incorporated in US, potentially >40% effective rate; cash rate would also likely increase)

Earnings from Operations – As Adjusted/Awarded

(\$ in millions)

	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016
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
Compensation and benefits	774	891	1,123	931	1,160	1,166	1,168	1,218	1,197	1,302	1,319	1,325
Non-Compensation expense	257	269	338	368	337	368	400	421	409	441	434	434
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>
<i>Operating Margin, As Adjusted</i>	24%	26%	27%	22%	7%	22%	17%	17%	21%	26%	26%	25%

	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016
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
Compensation and benefits	876	1,068	1,414	1,192	1,094	1,221	1,168	1,171	1,187	1,305	1,329	1,309
Non-Compensation expense	257	269	338	368	337	368	400	421	409	441	434	434
Earnings from Operations	<u>\$224</u>	<u>\$234</u>	<u>\$263</u>	<u>\$115</u>	<u>\$187</u>	<u>\$390</u>	<u>\$316</u>	<u>\$379</u>	<u>\$438</u>	<u>\$594</u>	<u>\$617</u>	<u>\$601</u>
<i>Operating Margin, Awarded Basis</i>	16%	15%	13%	7%	12%	20%	17%	19%	22%	25%	26%	26%

U.S. GAAP Selected Financial Information

Unaudited

(\$ in millions)

	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	
													Q3	9M
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	\$625	\$1,966
<i>% Growth</i>		15%	28%	(19%)	(2%)	24%	(4%)	5%	4%	16%	2%	(1%)		
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	362	1,138
Non-Compensation ¹	260	275	376	404	404	468	425	437	490	467	1,051	475	119	361
Operating Income (loss)	\$342	\$328	\$419	\$25	(\$182)	\$243	\$236	\$124	\$216	\$519	(\$17)	\$517	\$144	\$467
<i>% of Net revenue</i>	26%	22%	22%	2%	(12%)	13%	13%	6%	11%	23%	(1%)	22%	23%	24%

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	
													Q3	9M
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	\$625	\$1,966
Adjustments:														
Revenue related to noncontrolling interests ¹	(2)	(5)	(5)	13	(7)	(16)	(17)	(14)	(15)	(15)	(16)	(21)	(5)	(13)
(Gains) losses related to Lazard Fund Interests ("LFI") and other similar arrangements ²	-	-	-	-	-	-	3	(7)	(14)	(7)	4	(3)	(5)	(18)
Interest Expense ³	59	82	102	105	94	90	86	80	78	62	50	48	12	37
Gain on repurchase of subordinated debt ⁴	-	-	-	-	-	-	(18)	-	-	-	-	-	-	-
MBA Lazard acquisition and Private Equity revenue	-	-	-	-	-	-	-	-	-	-	(12)	(13)	-	-
Operating revenue	<u>\$1,358</u>	<u>\$1,571</u>	<u>\$2,015</u>	<u>\$1,675</u>	<u>\$1,618</u>	<u>\$1,979</u>	<u>\$1,884</u>	<u>\$1,971</u>	<u>\$2,034</u>	<u>\$2,340</u>	<u>\$2,380</u>	<u>\$2,344</u>	<u>\$627</u>	<u>\$1,972</u>

Operating Revenue is a non-GAAP measure which excludes:

¹ Revenue related to the consolidation of noncontrolling interests is excluded from operating revenue because the Company has no economic interest in such amount.

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.

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.

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 Q3	2017 9M
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	\$362	\$1,138
Adjustments:														
Charges pertaining to cost saving initiatives ¹	-	-	-	-	-	-	-	(100)	(52)	-	-	-	-	-
Charges pertaining to staff reductions ²	-	-	-	-	-	-	-	(22)	-	-	-	-	-	-
(Charges)/Credits pertaining to LFI and other similar arrangements ³	-	-	-	-	-	-	3	(7)	(14)	(7)	4	(4)	(5)	(18)
Private Equity incentive compensation ⁴	-	-	-	-	-	-	-	-	(12)	-	-	-	-	-
Compensation related to noncontrolling interests ⁵	-	-	-	-	(2)	(3)	(4)	(4)	(4)	(5)	(5)	(12)	(3)	(6)
2009 and 2010 adjustments ⁶	-	-	-	-	(147)	(25)	-	-	-	-	-	-	-	-
LAM Equity Charge ⁷	-	-	-	(197)	-	-	-	-	-	-	-	-	-	-
2005 adjustment ²⁴	75	-	-	-	-	-	-	-	-	-	-	-	-	-
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	354	1,114
Amortization of deferred incentive awards	-	(23)	(105)	(238)	(333)	(241)	(289)	(335)	(298)	(299)	(321)	(352)		
Total cash compensation and benefits ⁸	774	868	1,018	693	827	925	879	883	899	1,003	998	973		
Deferred year-end incentive awards ⁹	116	204	337	352	239	293	282	272	291	325	336	342		
Sign-on and other special deferred incentive awards ¹⁰	-	13	88	180	39	27	40	42	22	14	26	30		
Adjustment for actual/estimated forfeitures ¹¹	(14)	(24)	(36)	(22)	(17)	(27)	(28)	(27)	(27)	(26)	(27)	(28)		
Year-end foreign exchange adjustment ¹²	-	7	7	(11)	6	3	(5)	1	2	(11)	(4)	(8)		
Compensation and benefits expense - Awarded basis	<u>\$876</u>	<u>\$1,068</u>	<u>\$1,414</u>	<u>\$1,192</u>	<u>\$1,094</u>	<u>\$1,221</u>	<u>\$1,168</u>	<u>\$1,171</u>	<u>\$1,187</u>	<u>\$1,305</u>	<u>\$1,329</u>	<u>\$1,309</u>		
% of Operating revenue - Awarded basis	65%	68%	70%	71%	68%	62%	62%	59%	58%	56%	56%	56%		
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		

Note: See endnotes for information regarding non-GAAP adjustments.

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	2017
													Q3	9M
Non-Compensation expense - U.S. GAAP basis	\$260	\$275	\$376	\$404	\$404	\$468	\$425	\$437	\$490	\$467	\$1,051	\$475	\$119	\$361
Adjustments:														
Expenses associated with ERP system implementation ²⁸	-	-	-	-	-	-	-	-	-	-	-	-	(7)	(15)
Expenses related to office space reorganization ²⁹	-	-	-	-	-	-	-	-	-	-	-	-	(1)	(5)
Charges pertaining to Senior Debt refinancing ¹³	-	-	-	-	-	-	-	-	(54)	-	(60)	(3)	-	-
Charges pertaining to cost saving initiatives ¹	-	-	-	-	-	-	-	(3)	(13)	-	-	-	-	-
Charges pertaining to staff reductions ²	-	-	-	-	-	-	-	(3)	-	-	-	-	-	-
Amortization and other acquisition-related costs ¹⁴	-	-	(21)	(5)	(5)	(8)	(12)	(8)	(10)	(6)	(6)	(36)	(0)	(6)
Non-compensation related to noncontrolling interests ⁵	-	-	-	-	-	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(0)	(1)
Accrual of tax receivable agreement obligation ("TRA") ¹⁵	-	(6)	(17)	(17)	1	(3)	-	-	(2)	(18)	(548)	-	-	-
Expense related to partial extinguishment of TRA obligation ²³	-	-	-	-	-	-	-	-	-	-	(1)	-	-	-
Write-off of Lazard Alternative Investment Holdings option prepayment ¹⁶	-	-	-	-	-	-	(6)	-	-	-	-	-	-	-
Provision for a lease contract for U.K. facility ¹⁶	-	-	-	-	-	-	(5)	-	-	-	-	-	-	-
Restructuring charges ¹⁷	-	-	-	-	(63)	(87)	-	-	-	-	-	-	-	-
Provision for counterparty defaults ⁷	-	-	-	(12)	-	-	-	-	-	-	-	-	-	-
LAM Equity Charge ⁷	-	-	-	(2)	-	-	-	-	-	-	-	-	-	-
IPO related costs ²⁵	(3)	-	-	-	-	-	-	-	-	-	-	-	-	-
Non-compensation expense, as adjusted	\$257	\$269	\$338	\$368	\$337	\$368	\$400	\$421	\$409	\$441	\$434	\$434	\$111	\$334
% of Operating revenue	19%	17%	17%	22%	21%	19%	21%	21%	20%	19%	18%	19%	18%	17%
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	\$627	\$1,972

Note: See endnotes for information regarding non-GAAP adjustments.

Reconciliation of U.S. GAAP Net Income to Net Income, as adjusted

(\$ in millions, except per share values)

	2011	2012	2013	2014	2015	2016	2017	
							Q3	9M
Net income attributable to Lazard Ltd - U.S. GAAP Basis	\$175	\$84	\$160	\$427	\$986	\$388	\$109	\$337
Adjustments:								
Expenses associated with ERP system implementation ²⁸	-	-	-	-	-	-	7	15
Expenses related to office space reorganization ²⁹	-	-	-	-	-	-	1	5
Charges pertaining to cost saving initiatives ¹	-	103	65	-	-	-	-	-
Charges pertaining to Senior Debt refinancing ¹³	-	-	54	-	63	4	-	-
Charges pertaining to staff reductions ²	-	25	-	-	-	-	-	-
Private Equity incentive compensation ⁴	-	-	12	-	-	-	-	-
Gain on repurchase of subordinated debt ¹⁹	(18)	-	-	-	-	-	-	-
Write-off of Lazard Alternative Investment Holdings option prepayment ¹⁶	6	-	-	-	-	-	-	-
MBA Lazard acquisition and Private Equity revenue adjustment ²¹	-	-	-	-	(12)	(13)	-	-
Acquisition-related costs ²⁶	-	-	-	-	-	34	(0)	3
Valuation Allowance for changed tax laws ²⁷	-	-	-	-	-	12	-	-
Gain on partial extinguishment of TRA obligation (net of tax) ²³	-	-	-	-	(259)	-	-	-
Recognition of deferred tax assets (net of TRA accrual) ²²	-	-	-	-	(294)	-	-	-
Provision for a lease contract for U.K. facility ¹⁶	6	-	-	-	-	-	-	-
Tax expense (benefit) allocated to adjustments ¹⁸	-	(21)	(23)	-	(4)	(15)	(5)	(8)
Amount attributable to LAZ-MD Holdings ¹⁸	-	(2)	(1)	-	-	-	-	-
Adjustment for full exchange of exchangeable interests ²⁰ :								
Tax adjustment for full exchange	(1)	(1)	-	-	-	-	-	-
Amount attributable to LAZ-MD Holdings	11	7	2	1	-	-	-	-
Net Income, as adjusted	\$179	\$195	\$269	\$428	\$480	\$410	\$112	\$352
Weighted average shares outstanding:								
U.S. GAAP, diluted	137,630	129,326	133,737	133,813	133,245	132,634	132,394	132,408
As adjusted, diluted	137,630	135,117	133,737	133,813	133,245	132,634	132,394	132,408
Diluted Net Income per share:								
U.S. GAAP Basis	\$1.36	\$0.65	\$1.21	\$3.20	\$7.40	\$2.92	\$0.82	\$2.55
As adjusted	\$1.31	\$1.44	\$2.01	\$3.20	\$3.60	\$3.09	\$0.85	\$2.66

Note: 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			Corporate			Total		
	2014	2015	2016	2014	2015	2016	2014	2015	2016	2014	2015	2016
Net Revenue - U.S. GAAP Basis	\$1,207	\$1,280	\$1,301	\$1,135	\$1,111	\$1,052	(\$42)	(\$37)	(\$20)	\$2,300	\$2,354	2,333
Adjustments ^(a):												
Revenue related to noncontrolling interests ⁵	-	-	-	(15)	(16)	(21)	-	-	-	(15)	(16)	(21)
(Gain) loss related to LFI and other similar arrangements	-	-	-	-	-	-	(7)	4	(3)	(7)	4	(3)
Interest expense	-	-	-	-	-	-	62	50	48	62	50	48
MBA Lazard acquisition and Private Equity revenue adjustment	-	-	-	-	(12)	-	-	-	(13)	-	(12)	(13)
Operating revenue	\$1,207	\$1,280	\$1,301	\$1,120	\$1,083	\$1,031	\$13	\$17	\$12	\$2,340	\$2,380	\$2,344
Operating Income - U.S. GAAP Basis	\$229	\$274	\$284	\$385	\$374	\$281	(\$95)	(\$665)	(\$48)	\$519	(\$17)	\$517
Adjustments:												
Sum of Adjustments - Revenue - U.S. GAAP vs. Operating revenue (from above)	-	-	-	(15)	(28)	(21)	55	54	32	40	26	11
Sum of Adjustments - Compensation and benefits expense, as adjusted to awarded basis ^(b)	1	(12)	(11)	(2)	(2)	24	(2)	4	3	(3)	(10)	16
Charges pertaining to LFI and other similar arrangements ³	-	-	-	-	-	-	7	(4)	4	7	(4)	4
Operating expenses related to noncontrolling interests ⁵	-	-	-	7	7	14	-	-	-	7	7	14
Charges pertaining to Senior Debt refinancing ¹³	-	-	-	-	-	-	-	60	3	-	60	3
Amortization and other acquisition-related costs ¹⁴	-	-	4	6	7	32	-	-	-	6	7	36
Provision pursuant to the tax receivable agreement ¹⁵	-	-	-	-	-	-	19	968	-	18	968	-
Loss (gain) on partial extinguishment of TRA obligation ²³	-	-	-	-	-	-	-	(420)	-	-	(420)	-
Corporate support group allocations to business segments	112	125	129	117	118	119	(229)	(243)	(248)	-	-	-
Total adjustments	113	113	122	113	102	168	(150)	419	(206)	75	634	84
Earnings from Operations, Awarded basis	\$342	\$387	\$406	\$498	\$476	\$449	(\$245)	(\$246)	(\$254)	\$594	\$617	\$601
Operating Margin, Awarded basis	28%	30%	31%	44%	44%	44%	nm	nm	nm	25%	26%	26%

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

(b) See Reconciliation of U.S. GAAP Compensation to Adjusted/Awarded Compensation.

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

(\$ in millions)

	Financial Advisory				Asset Management			
	2010	2011	2012	2013	2010	2011	2012	2013
Net Revenue - U.S. GAAP Basis	\$1,120	\$992	\$1,049	\$981	\$850	\$897	\$896	\$1,039
Adjustments ^(a):								
Revenue related to noncontrolling interests ⁵	-	-	-	-	(15)	(14)	(14)	(15)
Interest expense	1	-	-	-	-	-	-	-
Operating revenue	\$1,121	\$992	\$1,049	\$981	\$835	\$883	\$882	\$1,024
Operating Income - U.S. GAAP Basis	\$169	\$62	(\$9)	\$21	\$265	\$268	\$237	\$335
Adjustments:								
Sum of Adjustments - Revenue - U.S. GAAP vs. Operating revenue (from above)	1	-	-	-	(15)	(14)	(14)	(15)
Sum of Adjustments - Compensation and benefits expense, as adjusted to awarded basis ^(b)	(14)	17	35	17	(33)	(19)	5	(15)
Charges pertaining to cost saving initiatives ¹	-	-	77	48	-	-	13	-
Private Equity incentive compensation ⁴	-	-	-	-	-	-	-	12
2010 adjustments ⁶	20	-	-	-	3	-	-	-
Operating expenses related to noncontrolling interests ⁵	-	-	-	-	5	6	6	6
Amortization and other acquisition-related costs ¹⁴	-	-	-	-	8	12	8	10
Corporate support group allocations to business segments	107	104	114	108	89	97	104	109
Total adjustments	114	121	226	173	57	82	122	107
Earnings from Operations, Awarded basis	\$283	\$183	\$217	\$194	\$322	\$350	\$359	\$442
Operating Margin, Awarded basis	25%	18%	21%	20%	39%	40%	41%	43%

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

(b) See Reconciliation of U.S. GAAP Compensation to Adjusted/Awarded Compensation.

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)	(57)	(128)	(191)	(175)	84	(31)	(21)	(55)	(25)	16
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 ²⁴	(63)	-	-	-	-	(11)	-	-	-	-
Corporate support group allocations to business segments	82	84	94	105	102	66	71	81	85	83
Total adjustments	(38)	(44)	(74)	(65)	190	22	46	18	274	100
Earnings from Operations, Awarded basis	\$238	\$207	\$245	\$161	\$178	\$138	\$181	\$203	\$211	\$197
<i>Operating Margin, Awarded basis</i>	<i>28%</i>	<i>21%</i>	<i>20%</i>	<i>16%</i>	<i>18%</i>	<i>30%</i>	<i>33%</i>	<i>28%</i>	<i>34%</i>	<i>33%</i>
<i>2006-2009 Average Operating Margin, Awarded basis</i>					<i>21%</i>					<i>32%</i>

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

(b) See Reconciliation of U.S. GAAP Compensation to Adjusted/Awarded Compensation.

Free Cash Flow Reconciliation

(\$ in millions)

	2010	2011	2012	2013	2014	2015	2016
Net increase (decrease) in cash and cash equivalents ^(a)	\$292	(\$206)	(\$154)	(\$9)	\$225	\$65	\$27
Add (Subtract):							
Purchase of Class A common stock / Repurchase of common membership interests from members of LAZ-MD Holdings	158	205	355	161	194	173	300
Class A common stock dividends / Distributions to noncontrolling interests ^(b)	60	75	140	123	146	291	336
Settlement of vested share-based incentive compensation	58	94	45	133	85	120	56
Payments for senior and subordinated debt / (Proceeds from) issuance of senior debt, net expenses	10	132	-	85	-	113	(195)
Free Cash Flow	<u>\$578</u>	<u>\$300</u>	<u>\$386</u>	<u>\$493</u>	<u>\$650</u>	<u>\$762</u>	<u>\$524</u>

Notes: (a) As reported in the Lazard Ltd. Consolidated statements of Cash Flow statements, for the respective periods.

(b) Distributions to noncontrolling interests include only those distributions to members of LAZ-MD Holdings that were of a similar nature to dividends to Class A common shareholders .

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

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 \$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 2016, 2015, 2014, 2013, 2012, 2011, 2010, 2009, 2008, 2007, 2006 and 2005, respectively, and cash incentive compensation of \$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 2016, 2015, 2014, 2013, 2012, 2011, 2010, 2009, 2008, 2007 and 2006 related to the 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 2009-2012 represent actual forfeiture experience. The 2013-2016 amounts represent estimated forfeitures.
- 12 Represents an adjustment to the year-end foreign exchange spot rate from the full year average rate for year-end incentive compensation awards.

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).
- 14 Represents amortization of intangibles and for 2016 and 2017, 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 TRA based on the expected utilization of deferred tax assets that are subject to the TRA.
- 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 Gain related to the repurchase of an outstanding subordinated promissory note due to the non-operating nature of such transaction.
- 20 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.
- 21 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.
- 22 For the nine month period ended September 30, 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.

Endnotes related to non-GAAP adjustments (continued)

- 23 In July of 2015 the Company extinguished approximately 47% of the outstanding TRA obligation. Accordingly, for the three month period ended September 30, 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.
- 24 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.
- 25 Represents the exclusion of one-time IPO-related costs.
- 26 Primarily relates to the change in fair value of the contingent consideration associated with certain business acquisitions.
- 27 Represents valuation allowance associated with a change in NYC UBT tax laws.
- 28 Represents expenses associated with Enterprise Resource Planning (ERP) system implementation.
- 29 Represents incremental rent expense and lease abandonment costs related to office space reorganization.