

Greenhill

Q1 2018 Update on Performance, Outlook & Strategy

Forward-Looking Statements

- Statements contained in this Presentation that are not based on current or historical fact are forward-looking in nature. Such forward-looking statements are based on current plans, estimates and expectations and are made pursuant to the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on known and unknown risks, assumptions, uncertainties and other factors. For a further discussion of such factors, you should read the Company's Forms 10-K, Forms 10-Q, subsequent Forms 8-K and other periodic reports filed with the Securities and Exchange Commission. The Company's actual results, performance, or achievements may differ materially from any future results, performance, or achievements expressed or implied by such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements.

Summary Investment Thesis

- Strong global brand for advice
 - Focus on larger transactions
 - New and repeat clients
- Long history of strong profit margins and cash generation
 - 2017 a rare exception
- Earnings power / cash flow enhanced by U.S. tax cut
- September 2017 recapitalization plan announcement
 - Created an inflection point and leveraged upside potential
- Expanding via recruitment of senior talent
- Large and growing inside ownership aligns team with shareholders

Greenhill Business Model

- Pure advisory: fully aligned with clients
- Focused on wide range of complex matters
- Global approach via one unified team
- Excellent advice and transaction execution
- Collegial, team-oriented culture
- Goal of maximizing long term value creation for shareholders and team

Scope of the Firm Today

- 22 years old
- 15 offices on 5 continents
- 3 related advisory businesses
 - M&A, restructuring / financing, capital advisory
- Expertise in all industry sectors
 - But room to grow in each
- 71 Managing Directors ^{*}
 - Median age 47
 - 55% here 5+ years, 32% 10+ years
 - 62% recruited, 38% internally developed

Q1 Summary

- Revenue of \$87.5mm, up 54% vs prior year
 - Highest Q1 advisory revenues in Firm history
 - Strong performance in European corporate advisory and global capital advisory
- Operating profit margin of 22%
- EPS of 21 cents (34 cents adjusted for RSU accounting change)
 - vs. prior year loss
- Significant share repurchases

Repeat Transaction Clients, 2016 - Now



TEGNA **ANIXTER**



GANNETT



capvis













Ladbrokes

New Transaction Clients, 2016 - Now



Note: Selected first-time transaction clients

Recent Major M&A Transaction Involvement

Country	Client	Size	Description
	 gsk GlaxoSmithKline	\$13.0bn	Buyout of Novartis JV
	 DANONE ONE PLANET. ONE HEALTH	\$1.6bn	Renewal of strategic partnership with Yakult
	 piret PURE INDUSTRIAL REAL ESTATE TRUST	\$3.1bn	Sale to Blackstone
	Ladbrokes	\$5.3bn	Combination with GVC Holdings
		\$6.0bn	Combination with CB&I
	TSYS	\$1.1bn	Acquisition of Cayan

Major Expansion Plan for Restructuring

- Entered business 17 years ago
- Strong but historically undersized team
- Recently added Neil Augustine, longtime Rothschild group co-head
- Recruiting at all levels
 - Initial goal of ramping up to 25+ professionals

Strong Position in Capital Advisory

- Highly successful 2015 Cogent acquisition
- Global team and network of GP and LP relationships
- Market leader in secondary market deals globally
- Record year in 2017
 - \$71mm revenue, 30% of total advisory revenues
- Strong Q1 2018 performance

Strong History of High Profitability

Pre-Tax Margin (Including All GAAP Compensation Costs)

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u> ⁽¹⁾	<u>2016</u>	<u>2017</u> ⁽²⁾
GHL	35%	38%	21%	23%	25%	25%	25%	17%	26%	(0%)
MC	n.a.	12%	16%	(2%)	10%	18%	9%	26%	27%	25%
LAZ	2%	(12%)	8%	13%	6%	11%	23%	23%	22%	24%
HLI	n.a.	n.a.	n.a.	n.a.	n.a.	18%	19%	18%	20%	22%
EVR	(5%)	7%	9%	7%	11%	18%	19%	11%	19%	21%
PJT	n.a.	n.a.	n.a.	n.a.	n.a.	(3%)	2%	(1%)	3%	2%

***25%+ GAAP Pre-Tax Margin 6 of Last 10 Years;
Sector Best 7 of 10 Years***

Note: HLI figures calendarized to 12/31

(1) LAZ adjusted for tax receivable agreement in 2015

(2) MC, LAZ, EVR and PJT adjusted for tax receivable agreement impact in 2017 in connection to the Tax Cut and Jobs Act; MC adjusted for impact of Australian IPO

Source: Public filings

Expense Outlook Going Forward

Comp Ratio:	56% Q1; full year expected similar, but dependent on revenue and recruiting
Non-comp Operating Costs:	\$19.3mm Q1 (now excludes interest expense and reimbursements); normal annual run rate ~\$70mm
Taxes:	25% Q1; going forward expected rate in low / mid 20%s

Strong History of Generating/Returning Capital

- \$633mm* in dividends since 2004 IPO
 - In excess of current market cap
- \$749mm* in share repurchases
 - Reduced share count since IPO

Recapitalization Plan (Announced Sept. 2017)

- Dividend reduced to fund large share repurchase
- Borrowed \$350mm on attractive terms
- \$20mm combined equity investment by Chairman and CEO
- Additional equity incentive grants to key people
 - 5 year cliff vest
- Announced \$285mm share repurchase plan
 - 41% completed as of April 30 (\$18.37 average price)
 - Will remain disciplined as to price / timing / amount ultimately expended

Objectives were tax efficiency, taking advantage of undervalued stock and creating a catalyst for renewed earnings growth

Recap Begins a New Chapter at GHL

Chapter One (1996 – 2010)

- *From founding through major expansion during financial crisis*
- Generally good M&A environment
- Pioneering IPO
- Steady growth in headcount, accelerated with financial crisis
- Strong revenue growth
- Extraordinary value creation

Chapter Two (2010 – 2017)

- *From end of major expansion until announcement of recapitalization plan*
- Generally soft M&A environment (especially in Europe)
- Generally flat headcount / flat revenue
- Continued very strong cash generation / large dividend
- Strong 2016 results followed by weak 2017 performance

Chapter Three began with our recapitalization announcement

Near Term Objectives for Chapter Three

- Maintain historic business model, including culture
- Increase scale and productivity of team
 - Heavy MD recruiting
 - Equally heavy focus on internal development
 - Use exits as well as additions to drive increased productivity
- Substantially increase total revenue
- Increase diversity of revenue
 - Expand restructuring team
 - Broaden industry sector coverage
- Eliminate costs that don't drive revenue
 - Non-comp costs
 - Personnel upgrades as / when needed

Goal is maximizing the leveraged upside potential created by the recap, for the benefit of our shareholders and team

2018 YTD Managing Director Recruits

Ali Akbar (NY)

RBC Energy Midstream MD

Neil Augustine (NY)

Rothschild Restructuring Co-Head

Romitha Mally (NY)

JPM Consumer MD

Michael Masterson (NY)

Deutsche Transportation Co-Head

Nick Melton (NY)

Rothschild Telecom MD

Matthew Morris (NY)

Willis Insurance MD

Adam Troso (NY)

JPM Real Estate MD

What is Attracting New Talent?

- Strong brand
- Global platform
- Highly collegial culture
 - No politics / bureaucracy
- Lots of “white space”
 - Relative to most other independents
- Recap plan seen as an inflection point
 - Share price seen as attractive

Longer Term Plans Post-Recap

- Maintain historic business model
 - Be the most trusted global advisor for complex deals
- Continue to grow via recruiting and internal talent development
 - Be the best place to work among our peers
- Deleverage post buyback
 - Likely return to “low or no net debt” policy
- Increase dividends once deleveraged
 - Focus on special dividends to maintain financial flexibility