



FTI CONSULTING, INC. CORPORATE GOVERNANCE GUIDELINES

Amended and Restated Effective as of June 4, 2025

The Board of Directors (the "**Board**") of FTI Consulting, Inc., (the "**Company**") represents the stockholders' interests in supporting a successful business and enhancing long-term financial returns. The Board is responsible for establishing the Company's policies and strategies and for regularly monitoring the effectiveness of management in carrying out those policies and strategies. The Board is accountable to the stockholders of the Company. The Board has adopted these guidelines as part of the Board's commitment to these principles.

Board Composition and Related Matters

1. Size of the Board. The Board has determined that it should have no less than seven and no more than thirteen (13) directors. This permits a full range of experience and fosters effective interaction and productivity. The Board will periodically review the appropriate size of the Board.

2. Composition of Board. The Board shall be composed of at least a majority of independent directors. The Board believes that each of the Chairman of the Board and the Chief Executive Officer should be a director and that it may be appropriate to have other members of management serve as directors, depending upon various facts and circumstances.

3. Independence for Directors. An "independent" director is a director who meets the New York Stock Exchange ("NYSE") definition of independence and the Company's Categorical Standards of Director Independence, as determined by the Board. When determining whether a director is independent, the Board shall affirmatively determine that such director does not have a material relationship with the Company (directly or as a partner, stockholder or officer of an organization that has a relationship with the Company), considering all facts and circumstances that the Board determines are relevant. The Board shall make an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nominating, Corporate Governance and Social Responsibility ("NCGSR") Committee.

4. Positions of Chairman and Chief Executive Officer. The Board has adopted a flexible policy with respect to the combination or separation of the offices of Chairman of the Board and Chief Executive Officer. The Board shall select its Chairman of the Board and the Company's Chief Executive Officer, who may or may not be the same person, in the manner it considers to be in the best interests of the Company at any given point in time.

5. Lead Independent Director. When the Chairman of the Board is not independent, the independent directors will select a Lead Independent Director from among the independent directors, and the Lead Independent Director will be disclosed in the Company's annual proxy statement and will serve for a period of at least one year. The Lead Independent Director will have the following responsibilities: (i) acting as leader of the independent Directors by presiding as Chair in executive sessions of the independent directors and at Board meetings when the Chairman of the Board is not present, and determining the frequency, timing and calling of executive sessions of the independent directors and serving as an ex-officio member of each Board committee; (ii) determining Board and committee meeting agendas and schedules, in consultation with the Chairman of the Board and committee Chairs; (iii) serving as the principal liaison between management and the independent directors by overseeing the exchange of information and supporting data between the Company's management and the Board, including information gathered through meetings with executive officers and other global leaders, providing feedback to management on the scope and quality of information sent to the Board, and leading discussions among the independent directors regarding the Chairman of the Board and the Chief Executive Officer's performance; (iv) championing Board refreshment and self-evaluation by assisting in the NCGSR Committee's efforts to recruit directors and, together with the Chairman, extending invitations to potential directors to join the Board, and leading the Board's annual self-assessment process, including evaluating the effectiveness of the Board's leadership structure; (v) recommending Board and committee membership and leadership to the NCGSR Committee and to the Chairman of the Board; (vi) communicating with stockholders, including engaging in consultation and direct communication with stockholders on behalf of the independent directors and the Board, upon request; (vii) retaining outside advisors and consultants who report directly to the Board on Board-wide issues; and (viii) serving as a liaison between the Chairman of the Board and the independent directors.

6. Board Membership Criteria. The NCGSR Committee shall develop criteria for selecting candidates for election as directors and identifying, evaluating (including inquiries into the background of candidates), recruiting and nominating candidates. In identifying candidates for membership on the Board, the NCGSR Committee takes into account all factors it considers appropriate, which may include strength of character, maturity of judgment, career specialization, relevant skills and the extent to which a particular candidate would fill a present need on the Board. The NCGSR Committee also reviews and determines whether existing members of the Board should stand for reelection, taking into consideration changes in the needs of the Board. The NCGSR Committee also considers director candidates recommended by Company stockholders in accordance with the procedures set forth in the Company's most recent annual proxy statement.

7. Director Orientation and Continuing Education. The NCGSR Committee shall oversee appropriate director orientation and continuing education programs.

8. Director Retirement. A director generally will not be nominated for reelection at any annual stockholder meeting to be held on or following his or her 75th birthday.

9. Conflicts of Interests. In accordance with FTI's policy on conflicts of interest, directors are expected to avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of a conflict. The Board shall annually obtain information from each director in order to monitor potential conflicts of interest, and directors are expected to be mindful of their fiduciary obligations to the Company.

10. Service on Other Boards. Directors who serve on the Company's Board should not serve on more than four other public companies' boards of directors. Directors who serve as an executive officer (other than an executive chair) of another public company should not serve on more than one external public company board.

11. Board Compensation. The Board believes that it must offer a fair and competitive compensation package to the directors in order to attract and retain highly qualified individuals. Further, the Board believes that director compensation should be established at a level consistent with industry standards taking into account the size and scope of the Company's business and the responsibilities of its directors. The NCGSR Committee shall periodically review non-employee director compensation in light of then-current circumstances and market practices. Non-employee directors' compensation (and any changes thereto) shall be determined by the Board upon the recommendation of the NCGSR Committee, after full discussion and concurrence by the Board. Directors who are employees of the Company shall receive no additional remuneration for serving on the Board. Independent directors shall receive no additional remuneration, in the form of consulting fees or other special benefits, beyond that provided for service on the Board. The Board is committed to fostering compensation programs and policies designed to encourage director stock ownership over the long-term. In the view of the Board, these programs and policies help align the interests of directors with those of the Company's stockholders.

12. Annual Review. The Board and each committee will engage in an annual self-evaluation process under the oversight of the NCGSR Committee and the Lead Independent Director (if one is appointed). These evaluations will assess the Board and each committee on which the director serves, in each case as a collective body, rather than the directors on an individual basis. The annual self-assessment process will be completed by the date of the succeeding annual meeting of the Board.

13. Annual Stockholder Meeting. The Board expects that all members shall use their best efforts to attend the Company's annual stockholder meeting.

14. Election of Directors. In an uncontested election, if an incumbent director fails to receive the affirmative vote of a majority of the total votes cast "FOR" and "AGAINST" as to such individual at a meeting of stockholders duly called and at which a quorum is present in accordance with the Amended and Restated Bylaws (the "Bylaws") of the Company, he or she is expected to offer to resign from the Board, and the NCGSR Committee will (a) consider such offer to resign, (b) determine whether to accept such director's resignation and (c) submit such recommendation for consideration by the Board. The director whose offer to resign is under

consideration shall not participate in any deliberation or vote of the NCGSR Committee or Board regarding his or her offer of resignation. Notwithstanding the foregoing, in the event that all directors offer to resign in accordance with this policy, the NCGSR Committee shall make a final determination as to whether to recommend to the Board whether to accept any or all offers to resign, including those offers to resign from members of the NCGSR Committee. The NCGSR Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation. Within 90 days after the date of certification of the election results, the Board will disclose its decision in a press release, filing with the U.S. Securities and Exchange Commission (the "SEC") or by other public announcement. If such incumbent director's offer to resign is not accepted by the Board, such director will continue to serve until the next annual meeting and until his or her successor is duly elected and qualified, or his or her death, resignation, retirement or removal, whichever event shall occur first. If a director's offer to resign is accepted by the Board, or if a nominee for director is not elected, then the Board, in its sole discretion, may fill any resulting vacancy pursuant to the Company's Bylaws or reduce the size of the Board.

Board Meetings

1. Scheduling and Selection of Agenda Items for Board Meetings. To the extent possible, Board meetings should be scheduled well in advance. The Board expects to hold a minimum of five meetings per year. The Lead Independent Director, if one is appointed, or the Chairman of the Board and Chief Executive Officer will be responsible for developing the agenda for each Board meeting and distributing it in advance to the directors. Each Board member is encouraged to suggest inclusion of items on the agenda. The Lead Independent Director, if one is appointed, or the Chairman of the Board and Chief Executive Officer should also consult with each committee Chair regarding items appropriate for the Board agenda.

2. Board Material Distributed in Advance. Information important to the Board's understanding of matters to be discussed at a Board meeting should be distributed in advance so that meeting time may be conserved and the discussion more focused. When appropriate, sensitive subject matters may be discussed at a meeting without advance distribution of written materials to the Board. The Board expects the Chairman of the Board or Lead Independent Director, Chief Executive Officer and other management to regularly provide directors with information about the Company's business so that the Board is fully informed.

3. Director's Attendance and Participation. Meetings will generally be held at the Company's executive offices, but may be held elsewhere or via teleconference. Directors are expected to use their best efforts to attend regularly scheduled meetings. Participation via conference telephone, videoconference, or similar communication equipment is allowed. Each Board member is expected to ensure that other existing and planned future commitments will not materially interfere with the member's service as a director. Each Board member is expected to become familiar with the Company's business and the duties and responsibilities of a director of a publicly-traded company.

4. Management Attendance and Board Access to Management. Key members of management ordinarily should attend Board meetings. The Board encourages management to schedule employees to be present at Board Meetings who can provide insight into the items being discussed or should be given exposure to the Board because of their roles in the Company's business. The Board shall have access to the Company's management for any inquiries the Board determines are appropriate or necessary.

5. Non-Management and Independent Directors' Sessions. It is Board policy to set aside time during each meeting for the independent directors or in lieu of the independent directors, the non-management directors, to meet in executive session without any other directors or members of management present. If the non-management directors include directors who are not independent, the independent directors meet in executive session at least annually. The Lead Independent Director presides at executive sessions. Stockholders and other interested parties may communicate concerns or other issues to the Lead Independent Director or non-management/independent Directors by either telephone or the Internet, and, if preferred, without divulging their name or other personal information, through the Company's hotline operated by EthicsPoint (the "Hotline"). The Hotline can be accessed from any Internet-enabled computer at www.fticonsulting.ethicspoint.com or by telephone by calling 1.866.294.3576.

6. Confidentiality. The Board believes that maintaining the confidentiality of all non-public information about the Company and all deliberations by the Board and its committees is imperative. In order to foster candor, all communications, deliberations and information by or to directors, including, without limitation, the annual self-assessments, shall be kept in the strictest confidence, unless disclosure is authorized or required by law. The Directors represent that their membership and participation on the Board and its committees is predicated on the confidentiality of information being maintained and subject to attorney-client and other privileges that may be available.

Committee Matters

1. Board Committees. The Board has three standing committees: Audit, Compensation and NCGSR. The Board, from time to time, considers whether to add or disband other committees, add responsibilities to a committee or reassign responsibilities among committees.

2. Committee Charters. The Board has adopted written charters for each committee, which are evaluated annually by the committee and the Board. These committee charters are made available on the Company's website.

3. Committee Assignments and Chairs. The Chair of the NCGSR Committee shall be responsible for preparing a slate of director nominees for membership in each committee as well as a proposed Chair of each committee for consideration by the Board at the Board meeting occurring immediately after the stockholder's annual meeting. The Board shall consider the proffered nominees and elect such directors as members or Chairs of such

committees as it so determines. Each independent director shall be willing to serve on a committee and may be considered as a member of at least one committee. Each committee Chair should have previous service on that committee. The Company will comply at all times with the membership requirements established by the NYSE, federal law and the rules and regulations of the SEC with respect to committees of the Board. The Audit, Compensation and NCGSR Committees shall consist solely of independent directors. In addition, directors who serve on the Audit Committee and the Compensation Committee must meet additional, heightened independence criteria applicable to directors serving on these committees under NYSE listing standards.

4. Frequency of Committee Meetings and Committee Agenda. The Lead Independent Director, in consultation with the committee Chairs and appropriate members of management, shall determine the frequency of committee meetings and develop the agenda for each meeting. All agendas and minutes of committee meetings shall be made available to all directors. Any director of the Board, at his or her option, or at the committee's request, may attend meetings of the Board committees but, if he or she is not a member of such committee, he or she shall not be counted in determining the presence of a quorum and shall not be entitled to vote. At any time, a committee may go into executive session and exclude non-members and management from committee proceedings. Committee members are expected to use their best efforts to attend all meetings of each committee of the Board on which he or she serves. Attendance at committee meetings via conference telephone, videoconference or similar communication equipment is allowed. In general, committee meetings will be held at the Company's executive offices, but may be held elsewhere or via teleconference.

5. Resources. The Board and each committee shall have the authority to retain accountants, compensation consultants, counsel, investment bankers and other experts or advisors whose expertise is deemed by the Board or committee necessary or appropriate to carrying out its responsibilities.

Management Responsibility and Review and Management Succession

1. Role of Management. The Board recognizes that it is management's responsibility to carry out the policies and strategies established by the Board and to carry out the operation of the Company's business. To this end, the Board acknowledges that it should not interfere in management's discharge of its responsibilities but should provide oversight and encouragement of management.

2. Board Interaction with Media, Institutional Investors, Press and Others. The Board believes that management should speak for the Company as a general matter. Individual directors may meet or otherwise communicate with the Company's various constituencies when appropriate, but only with the knowledge of the Chairman of the Board and Chief Executive Officer, and, in most instances, at the request of the Chairman of the Board or Chief Executive Officer (except in those rare cases when a member of a Board committee may be

required to communicate with third parties without the knowledge of the Chairman of the Board or Chief Executive Officer as may be advised by counsel).

3. Management Succession. The Compensation Committee shall annually review the performance of the Chairman of the Board and Chief Executive Officer in accordance with the Charter of the Compensation Committee. In the event of a vacancy in the office of any executive officer, including the Chairman of the Board and Chief Executive Officer of the Company, the NCGSR Committee shall identify and nominate candidates for appointment and approval by the full Board. In the event of the untimely death, resignation or termination of the Chairman of the Board or Chief Executive Officer or a temporary vacancy in the office of Chairman of the Board or Chief Executive Officer due to an emergency or other extraordinary event, the Chair of the NCGSR Committee shall call an emergency meeting of the Board at which meeting a person will be designated to temporarily fulfill the duties required of that office and/or delegate the duties to other appropriate executive officers until a replacement candidate is appointed as Chairman of the Board or Chief Executive Officer of the Company, as the case may be, or the Chairman of the Board or Chief Executive Officer resumes his/her post, whichever occurs first.

4. Prohibition on Loans to Directors and Executive Officers. Directors and Section 16 officers of the Company shall not borrow funds from the Company or modify any existing loans from the Company. All loans by the Company to directors and Section 16 officers, or modifications to existing loans by the Company to such persons, are prohibited.

Other

1. Implementation and Alteration of these Guidelines. Implementation of and changes to these guidelines shall be the responsibility of the NCGSR Committee, working with the Chairman of the Board and Chief Executive Officer. The NCGSR Committee reviews these guidelines annually and recommends changes to the Board as appropriate.

2. Disclosure of Guidelines. These guidelines will be available on the Company's website.