

CHARTER OF LEAD INDEPENDENT DIRECTOR

BACKGROUND

If the Chairman of the Board of Directors (the “Board”) of Focus Financial Partners Inc. (the “Company”) does not meet the criteria for independence required by the listing standards of the NASDAQ Stock Market LLC (the “NASDAQ”) (e.g., if the offices of Chairman of the Board and Chief Executive Officer are held by the same person), the members of the Board (each, a “Director”) shall appoint from among their number an independent Director to act as the lead independent Director of the Board (the “Lead Independent Director”) as described in this charter (this “Charter”). The Lead Independent Director shall generally assist in optimizing the effectiveness and independence of the Board by performing the duties and responsibilities described in this Charter on behalf of the Board, and such other duties and responsibilities as determined from time to time by the Board.

DUTIES AND RESPONSIBILITIES

The specific duties and responsibilities of the Lead Independent Director are to:

- Preside over all meetings or executive sessions of independent Directors and report to the Board, as appropriate, concerning such sessions;

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- Review Board meeting agendas and schedules in collaboration with the Chairman of the Board to ensure there is sufficient time for discussion, recommend matters for the Board to consider and advise on the information submitted to the Board by management;
- Serve as a liaison and supplemental channel of communication between other Directors and the Chairman of the Board, without inhibiting direct communications between the Chairman of the Board and other Directors;
- Serve as the principal liaison for consultation and communication between the independent Directors and stockholders;
- Consult with inside and outside counsel and other advisors as he or she deems appropriate in fulfilling the Lead Independent Director role;
- Collaborate with the Compensation Committee of the Board on the annual performance evaluation of the Chief Executive Officer;
- Collaborate with the Nominating, Governance and Sustainability Committee of the Board on matters related to Board effectiveness and independence, including the performance and structure of the Board and its committees, and the performance of individual Directors; and
- Perform such other duties as the Board may from time to time delegate.

QUALIFICATIONS OF LEAD INDEPENDENT DIRECTOR

The Lead Independent Director shall have the following qualifications:

- Satisfy the criteria for independence required by the listing standards of the NASDAQ;
- Have sufficient experience and knowledge of the Board, the Company and the Company's business to serve effectively;
- Have the willingness and ability to devote the necessary time to the position and to effectively work closely with and in an advisory capacity to the Chairman of the Board;

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- Possess the ability to achieve consensus and alignment among the independent Directors and consensus between independent Directors and the Chairman of the Board;
- Show good judgment and diplomacy and be a proactive leader;
- Be available to effectively discuss with other Directors any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Chairman of the Board or to the Board; and
- Help optimize the effectiveness of the Board and ensure that it operates independently of management.

APPOINTMENT AND REMOVAL OF LEAD INDEPENDENT DIRECTOR

The Lead Independent Director shall be appointed by a majority of the Directors and may be removed by a majority of the Directors at any time.

TERM OF LEAD INDEPENDENT DIRECTOR

The Lead Independent Director shall serve until his or her successor is duly appointed and qualified, or until his or her earlier removal or resignation or such time as he or she no longer satisfies the criteria for independence required by the listing standards of the NASDAQ.

ABSENCE OF LEAD INDEPENDENT DIRECTOR

If the Lead Independent Director is not present at any meeting of the Board, a majority of the Directors present may select another independent Director to act as Lead Independent Director for the purpose and duration of such meeting.



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Adopted: March 20, 2020