

**FOCUS FINANCIAL PARTNERS INC.  
CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Establishment and Purposes**

The Board of Directors (the “*Board*”) of Focus Financial Partners Inc. (the “*Company*”) has established the Compensation Committee (the “*Committee*”) with the authority, responsibility and specific duties as described in this charter (this “*Charter*”). The Committee’s primary purposes are to:

- provide oversight of:
  - the Company’s executive compensation program;
  - the Company’s employee benefit plans;
  - such other compensation plans as may be established by the Company from time to time for which the Committee is deemed as administrator; and
  - the Company’s policies and programs to promote diversity and inclusion, work-life balance and wellness and regarding antiharassment and nondiscrimination.
- approve the Committee’s report for inclusion in the proxy statement and review and discuss the compensation discussion and analysis, if required to be included in the Company’s annual proxy statement, with management; and
- review, assess and make reports and recommendations to the Board as appropriate on the Company’s talent development and succession planning, with the emphasis on performance and succession at the highest management levels.

**Membership**

The Committee shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee, and may be removed by the Board in its discretion, with consideration given in each case to the obligations of the Company set forth in any nomination agreements between the Company and any significant shareholders that may be in effect from time to time. The Board will appoint one of the members of the Committee to serve as Chairman.

Members of the Committee shall satisfy the independence requirements applicable to Committee membership under the NASDAQ Stock Market LLC’s listing requirements. At least two members of the Committee must also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

## **Administration**

Any member of the Committee may call a meeting of the Committee. Except as otherwise provided by resolution of the Board or the Committee, the presence in person or by telephone of a majority of the Committee's members shall constitute a quorum for any meeting of the Committee. The Committee shall meet as often as it determines necessary to carry out its responsibilities. The Committee may delegate to its Chairman or other members such powers and authority as the Committee deems to be appropriate, except such powers and authority required by law to be exercised by the whole Committee. The Committee may also form and delegate authority and duties to subcommittees as it deems appropriate; provided that any subcommittee shall include those members of the Committee serving pursuant to nomination agreements between the Company and any significant shareholders that may be in effect from time to time.

## **Duties and Responsibilities**

In furtherance of the purposes of the Committee, the Committee shall:

- Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's overall compensation levels based on this evaluation;
- At least annually, review and approve the annual base salaries and annual incentive opportunities of the CEO, executive officers and the directors. The CEO shall not be present during any deliberations or voting with respect to his or her compensation;
- Periodically and as and when appropriate, review and approve the following as they affect the CEO, executive officers and directors:
  - all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities;
  - any employment agreements and severance arrangements;
  - any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and
  - supplemental compensation, perquisites and other personal benefits.
- Receive periodic reports on the Company's compensation programs as they affect all employees and directors;
- Review the Company's policies and programs to promote diversity and inclusion, work-life balance and wellness and regarding antiharassment and nondiscrimination and receive reports on programs in these areas;
- Review the Company's executive compensation program and determine whether it remains effective to attract, motivate, and retain executive officers capable of making

significant contributions to the long-term success of the Company, consistent with stockholder interests;

- Review and approve the Company's compensation philosophy;
- Annually review and approve the Company's compensation philosophy and executive compensation program to ensure that the executive compensation plans of the Company do not incentivize unnecessary risk taking;
- Review and adopt, or recommend to the Board, as appropriate, the adoption of new, or the amendment of existing, executive compensation plans of the Company;
- Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan;
- Approve the Committee's report for inclusion in the proxy statement and review and discuss the compensation discussion and analysis, if required to be included in the Company's annual proxy statement, with management;
- Approve, or recommend to the Board the approval of, as appropriate, and adopt amendments to, retirement, group life, health, hospitalization, medical reimbursement, relocation, displacement, severance or welfare plans;
- Oversee the Company's compliance with requirements of the Sarbanes-Oxley Act of 2002 and all other applicable laws to the extent affecting employee compensation and benefits;
- Oversee the Company's compliance with the SEC's rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes to the extent required, and the requirement under the NASDAQ Stock Market LLC's rules that, with limited exceptions, shareholders approve equity compensation plans; and
- Review, assess and make reports and recommendations to the Board as appropriate on the Company's talent development and succession planning, with the emphasis on performance and succession at the highest management levels.

### **Use of Consultants, Legal Counsel and Advisers**

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall have sole authority to approve the fees and the other terms and conditions of any such retention. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee. Except as otherwise provided under the NASDAQ Stock Market LLC's listing requirements, the

Committee may select a compensation consultant, outside legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management specified in NASDAQ Listing Rule 5605(d)(3), including the following:

- the provision of other services to the Company by the employer of the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the employer of the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of such employer;
- the policies and procedures of the employer of the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or his or her employer with an executive officer of the Company.

## **Governance**

In furtherance of the purposes of the Committee, the Committee shall:

- Make regular reports to the Board and maintain minutes of its meetings and records relating to those meetings and the Committee's activities;
- Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- Annually review its own performance.

## **Limitations of Committee's Role**

Other than specific approvals required by the Committee as contemplated herein, the Committee's job is one of oversight as set forth in this Charter. In fulfilling its oversight role, the Committee members shall be fully protected in relying in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company's officers or employees, or committees of the Board, or by any other person as to matters the members reasonably believe are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

**Adopted: July 25, 2018**