

**FOCUS FINANCIAL PARTNERS INC.  
CORPORATE GOVERNANCE GUIDELINES**

**1. Director Qualifications**

The minimum qualifications for serving as a member of the Board of Directors (the “*Board*” and each member of the Board, a “*Director*”) of Focus Financial Partners Inc. (“*Focus*”) are that a person demonstrate, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board’s oversight of the business and affairs of Focus and that a person have an impeccable record and reputation for honest and ethical conduct in both his or her professional and personal activities. In addition, nominees for Director shall be selected on the basis of, among other things, experience, knowledge, skills, expertise, diversity, ability to make independent analytical inquiries, understanding of Focus’s business environment, willingness to devote adequate time and effort to Board responsibilities and 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 must be comprised of a majority of directors who meet the criteria for independence required by the listing standards of the NASDAQ Stock Market LLC (the “*NASDAQ*”). The Nominating and Governance Committee is responsible for reviewing with the Board the requisite skills and characteristics of prospective new Board members prior to such individuals joining the Board, as well as reviewing, on an annual basis, the composition of the Board as a whole.

Directors who are also employees of Focus are expected to resign from the Board at the same time they leave employment with Focus. Directors who are also employees of a significant shareholder, and designees of such a significant shareholder, are expected to resign from the Board at the same time they leave employment with such significant shareholder. Directors shall tender their resignation from the Board in the event of retirement or any significant change in their primary job responsibilities. The Board does not believe that a director in this circumstance should necessarily leave the Board, but that the director’s continued service should be re-evaluated. Accordingly, the Nominating and Governance Committee shall review the director’s continuation on the Board in light of all the circumstances and recommend to the Board whether the Board should accept such proposed resignation or request that the director continue to serve on the Board.

The Board has established a mandatory retirement age for Directors. No person having attained the age of 75 years shall be appointed, re-appointed, or nominated for election or re-election as a Director to the Board.

Directors should advise Focus’s General Counsel in advance of accepting an invitation to serve on the board of directors or similar governing body of another public company. Focus’s General Counsel shall then advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee regarding such invitation to serve on the board of directors or similar governing body of another public company. The Nominating and Governance Committee shall consider the number of other public company boards on which a Director or prospective nominee serves in considering his or her availability to fulfill the

responsibilities of a Director. Regardless of such other public company directorships, all Directors are expected to devote all such time as is necessary to fulfill the responsibilities of a Director.

## **2. Director Responsibilities**

The business and affairs of Focus shall be managed by or under the direction of the Board. A Director is expected to spend the time and effort necessary to properly discharge such Director's responsibilities. Accordingly, a Director is expected to regularly attend meetings of the Board and committees on which such Director sits, and to review prior to meetings material distributed in advance for such meetings. A Director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify Focus's General Counsel, who will then notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting.

Information and data that are important to the Board's understanding of the business to be conducted at a Board meeting should, to the extent practicable, be distributed in writing to the Board before the meeting. Directors should review in advance any materials sent to them before the meeting. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

The non-management Directors will meet in executive session at least quarterly. If the group of non-management Directors includes any Directors who are not independent, at least once per year an executive session comprising only independent Directors will be scheduled.

## **3. Board Leadership**

The Board has selected the Chief Executive Officer to serve as Chairman of the Board.

## **4. Board Committees**

The Board has the following standing committees: an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. As required by applicable NASDAQ rules, each committee will have its own charter and all of the members of these committees will be independent Directors; provided, however, that this requirement is subject to applicable transition periods. To the extent required by applicable federal securities laws, tax laws, stock exchange listing requirements, other applicable laws or requirements or any nomination agreements between the Company and any significant shareholders that may be in effect from time to time, members of each of these committees shall satisfy necessary criteria to carry out the duties of each such committee. The committee charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

The Nominating and Governance Committee, in consultation with the Chairman of the Board, will review and recommend committee assignments and committee chair positions to the

Board on at least an annual basis, subject to the obligations of the Company set forth in any nomination agreements with any significant shareholders that may be in effect from time to time. The Nominating and Governance Committee and the Board believe committee members should be rotated periodically based on committee needs and that consideration should be given to rotating a committee chair after approximately five to seven consecutive years of service as chair.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

## **5. Director Access to Officers, Employees and Independent Advisors**

Directors have full and free access to officers and employees of Focus. Any meetings or contacts that a Director wishes to initiate may be arranged through Focus's CEO or Focus's General Counsel or directly by the Director. The Directors will use their judgment to ensure that any such contact is not disruptive to the business operations of Focus and will, to the extent not inappropriate, copy Focus's CEO on any written communications between a Director and an officer or employee of Focus.

The Board and each committee of the Board have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of Focus in advance.

The Board welcomes regular attendance at each Board meeting of senior officers of Focus.

## **6. Director Compensation**

A Director who is also an officer of Focus shall not receive additional compensation for service as a Director.

The form and amount of Director compensation will be determined by the Compensation Committee in accordance with the policies and principles set forth in its charter, and the Compensation Committee will conduct an annual review of Director compensation. The Compensation Committee will consider that Directors' independence may be jeopardized if Director compensation and perquisites exceed customary levels, if Focus makes substantial charitable contributions to organizations with which a Director is affiliated, or if Focus enters into consulting contracts with (or provides other indirect forms of compensation to) a Director or an organization with which the Director is affiliated.

## **7. Director Orientation and Continuing Education**

All new Directors must participate in an orientation program, which should be conducted within three months of the date at which new Directors are elected. This orientation will include presentations by senior management to familiarize new Directors with Focus's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its conflict policies, code of ethics and other controls, its principal officers and its independent auditors.

## **8. CEO Evaluation and Management Succession**

The Compensation Committee will conduct an annual review of Focus's CEO's performance, as set forth in its charter. The Board will review the Compensation Committee's report in order to ensure that the CEO is providing the best leadership for Focus in the long- and short-term. When it is appropriate or necessary, it is the Board's responsibility to remove the CEO and to select his or her successor.

The entire Board will work with the Nominating and Governance Committee to consider potential successors to the CEO in the event of an emergency or the retirement of the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

## **9. Annual Performance Evaluation**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee will receive comments from all Directors and report annually to the Board with an assessment of the Board's performance. The assessment will review the Board's contribution to Focus and make note of areas in which the Board or management believes that the Board could improve.

**Adopted: July 25, 2018**