Fourth Quarter Financial Results Presentation

Newmark Group, Inc. (NMRK)
February 16, 2023

NEWMARK

Disclaimer and Other Useful Information

Forward-Looking Statements

Statements in this document regarding Newmark that are not historical facts are "forward-looking statements" that involve risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements. These include statements about the effects of the COVID-19 pandemic on the Company's business, results, financial position, liquidity and outlook, which may constitute forward-looking statements and are subject to the risk that the actual impact may differ, possibly materially, from what is currently expected. Except as required by law, Newmark undertakes no obligation to update any forward-looking statements. For a discussion of additional risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see Newmark's Securities and Exchange Commission filings, including, but not limited to, the risk factors and Special Note on Forward-Looking Information set forth in these filings and any updates to such risk factors and Special Note on Forward-Looking Information contained in subsequent reports on Form 10-K, Form 10-Q or Form 8-K.

Non-GAAP Measures

This presentation should be read in conjunction with Newmark's most recent financial results press releases and/or SEC filings on Forms 10-Q and/or 10-K. U.S. Generally Accepted Accounting Principles is referred to as "GAAP". See the sections of this document including, but not limited to, "Non-GAAP Financial Measures", "Adjusted Earnings Defined", and "Reconciliation of GAAP Net Income to Common Stockholders to Adjusted Earnings Before Noncontrolling Interests and Taxes and GAAP Fully Diluted EPS to Post-Tax Adjusted EPS", including any footnotes to these sections, for the complete and/or updated definitions of these and other non-GAAP terms and how, when and why management uses them, and the differences between results under GAAP and non-GAAP for the periods discussed herein. Please also see the table titled "Reconciliation of GAAP pre-tax income to GAAP pre-tax income excluding other income and the 2021 Equity Event".

Note About Outlook and Long-term Targets

Any outlook discussed in this document is valid only as of February 16, 2023. Such expectations are subject to change based on various macroeconomic, social, political, and other factors, including the COVID-19 pandemic. While our financial and operational targets for periods beyond 2023 do assume acquisitions, they are also subject to change for these same reasons. None of our targets or goals beyond 2023 should be considered formal guidance.

The Impact of Nasdaq and of the 2021 Equity Event

The receipt of shares from Nasdaq may also be referred to as the "Earn-out". In the second quarter of 2021, Newmark recorded a gain of $1,093.9 million related to the final Earn-out, based on the June 30, 2021, closing price of $175.80. Between that date and March 31, 2022, the Company sold 100% of these shares, which contributed to gains in the second through fourth quarters of 2021 and a loss in the first quarter of 2022, all recorded as part of GAAP other income or loss. In aggregate, Newmark sold its Nasdaq stock over this timeframe for the effective price of $180.66 per share, resulting in cumulative proceeds of $1,124.1 million and an additional net gain of $30.2 million. For additional information about the Earn-out and related monetization transactions (the "Nasdaq Forwards"), which were a component of GAAP other income for certain periods from the third quarter of 2017 through the first quarter of 2022, see the sections of the Company's most recent SEC filings on Form 10-Q or Form 10-K titled "Nasdaq Monetization Transactions" and "Exchangeable Preferred Partnership Units and Forward Contract", as well as any updates regarding these topics in subsequent SEC filings.

The "Impact the 2021 Equity Event" is defined in the section of this document called "Excluded Compensation-Related Items with Respect to the 2021 Equity Event under Adjusted Earnings and Adjusted EBITDA (Beginning in Third Quarter 2021, as Updated)" under "Non-GAAP Financial Measures". For additional details on how the 2021 Equity Event impacted share count and GAAP expenses, see the section of the Company's second quarter 2021 financial results press release titled "Additional Details About the Impact of Nasdaq and the 2021 Equity Event" and the related SEC filing on Form 8-K, as well as any subsequent disclosures in filings on Forms 10-Q and/or 10-K.

Recent Acquisitions

In the first quarter of 2023, the Company acquired the approximately 49% of Spring11 that it did not own, having held a controlling stake since 2017. Spring 11 provides commercial real estate due diligence, consulting, and advisory services to a variety of clients, including lenders, investment banks and investors, and has been recorded as part of "management services". Newmark also acquired three companies in 2022. For more information, please see the Company's forthcoming Annual Report on Form 10-K, as well as its website for the press releases including "Newmark Acquires Esteemed Boston-Based Firm McCall & Almy", "Newmark Acquires Premier London Capital Markets and Leasing Real Estate Advisory Firm, BH2" and "Newmark Acquires Renowned North American Retail Advisory Business, Open Realty".

Industry Volumes

Newmark's investment sales figures include investment sales and equity advisory transactions, while mortgage brokerage figures include the Company's debt placement transactions, all measured in notional terms. Investment sales and mortgage brokerage may together be referred to as "capital markets". Fannie Mae and Freddie Mac together are also called the "GSEs", while the Federal Housing Administration is also called the "FHA." Newmark's mortgage brokerage and GSE/FHA originations together may be referred to as "total debt".

The Company calculates its notional origination volumes based on when loans are rate locked, which is consistent with how certain revenues are recorded as part of "Commercial Mortgage Origination, Net". The Company's mix of GSE/FHA originations, and therefore revenues, can vary depending on the size of loans, as well by the categories of loans with respect to the FHA, Freddie Mac, and different Fannie Mae structures. The notional volumes reported by the GSEs are based on when loans are sold and/or securitized, and typically lag those reported by Newmark or estimates from the Mortgage Bankers' Association ("MBA") by 30 to 45 days. Newmark generally calculates its GSE market share based on delivery for enhanced comparability.

Any overall industry investment sales market share and volume data discussed herein are preliminary and from MSCI Real Capital Analytics ("RCA") and Newmark Research, while any GSE data is from Fannie Mae, Freddie Mac, the MBA, and/or Newmark Research. Any other U.S. industry debt volumes are from the MBA, RCA, and/or Newmark Research. Please see the accompanying supplemental Excel tables and quarterly results presentation on the Company's investor relations website for more information with respect to volumes for Newmark and/or the industry. (continued on the next page.)

Disclaimer and Other Useful Information (Continued)

Other Industry Data

The speed of interest rate increases is as measured by the change in the Fed Funds Rate as reported by Bloomberg. Preqin estimated that there was approximately $436 billion of investible dry powder held by global closed-end funds at real estate focused institutions as of December 31, 2022. This is addition to the significant amount of real estate assets held by other types of investors and owners.

According to the most recent data from MSCI, the overall size of the professionally managed global real estate investment market was $11.4 trillion in 2021. Any debt maturities discussed are for the U.S. only and are from Newmark Research, Trepp LLC, and/or RCA.

Certain Revenue Terms Defined

The Company’s total revenues include certain management services revenues that equal their related expenses. These revenues represent fully reimbursable compensation and non-compensation costs recorded as part of Newmark's Global Corporate Services ("GCS") and property management businesses. Such revenues therefore have no impact on the Company's GAAP or non-GAAP earnings measures and may be referred to as "Pass through revenues". Newmark's total revenues also include non-cash gains with respect to originated mortgage servicing rights (“OMSRs”), which represent the fair value of expected net future cash flows from servicing recognized at commitment, net. Such non-cash gains may also be referred to as "OMSR revenues." Newmark may also refer to Pass through revenues and OMSR revenues together as “non-fee revenues”, and the remainder of its total revenues as "fee revenues".

Newmark's commission-based revenues include Leasing and other commissions, Investment sales, fees from commercial mortgage origination, net, and Valuation and Advisory, but does not include OMSR revenues. "Commercial mortgage origination, net" includes origination fees related to Newmark's multifamily GSE/FHA business and fees from commercial mortgage brokerage (together, "Fees from commercial mortgage origination, net“), and includes all OMSR revenues. "Servicing and other revenues" may be referred to as Newmark's "servicing business", and includes servicing fees, interest income on loans held for sale, escrow interest, and yield maintenance fees, all of which also relate to Newmark's multifamily GSE/FHA business.

"Management services, servicing fees, and other" (which may also be referred to as "recurring revenues" or "recurring businesses") includes all pass through revenues, as well as fees from Newmark's servicing business, GCS, property management, and Valuation & Advisory, as well the Company's commercial real estate due diligence, consulting, and advisory services platform. "Fees from management services, servicing, and other" are revenues from these same recurring businesses excluding pass through revenues.

Additional details on current and historical amounts for Newmark's revenues are available in the Company's quarterly supplemental Excel tables.

Revenue and Non-GAAP Earnings Recast

Beginning with the first quarter of 2022, the Company adjusted its line items under in certain financial tables. "Gains from mortgage banking activities/origination, net" was combined with commercial mortgage brokerage revenues as "Commercial mortgage origination, net", while the remainder of what had been "Capital markets" became "Investment sales". This change in presentation had no impact on any period's consolidated revenues or earnings. Since the second quarter of 2021, Newmark has reported Adjusted Earnings and Adjusted EBITDA excluding the Impact of Nasdaq and the 2021 Equity Event. Figures for these items in prior periods under their current and former presentations are contained in the third quarter 2022 Excel supplement on Newmark's Investor Relations website. Beginning with the first quarter of 2022, the Company reclassified an immaterial amount of revenues related to its flexible workspace business as fee revenues from non-fee revenues for all periods from April 1, 2021, onwards, as shown in the third quarter 2022 Excel supplement.

Other Items

As described in our Notification of Late Filing on Form 12b-25 filed on March 2, 2023, the Company required additional time to address a question relating to certain non-cash compensation for restricted partnership units with post-termination amounts. As of December 31, 2022, the accrued liability related to future equity-based post-termination compensation payments was $42.7 million, an increase of $2.8 million from the previously expected amount of $39.9 million (see Note 30 in our 10-K filed on March 16, 2023 — “Compensation”). This resulted in slight changes to certain related line items as of and for the year ended December 31, 2022, in our Consolidated Balance Sheets, Consolidated Statements of Operations, and Consolidated Statements of Cash Flows compared with what was shown in our financial results press release dated February 16, 2023, and the accompanying investor presentation. These changes had no impact on non-GAAP results, and are reflected in this updated document.

Throughout this document, certain other reclassifications may have been made to previously reported amounts to conform to the current presentation and to show results on a consistent basis across periods. Unless otherwise stated, any such changes would have had no impact on consolidated total revenues or earnings under GAAP or for Adjusted Earnings, all else being equal. Certain numbers in the tables or elsewhere throughout this document may not sum due to rounding. Rounding may have also impacted the presentation of certain year-on-year percentage changes. Decreases in losses may be shown as positive percentage changes in the financial tables or charts. Changes from negative figures to positive figures may be calculated using absolute values, resulting in positive percentage changes in the tables or charts.

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Recent Consolidated Results

HIGHLIGHTS OF CONSOLIDATED RESULTS ($ IN MILLIONS)	4Q22	4Q21	Change	2022	2021	Change
Total Revenues	$607.3	$984.5	(38.3)%	$2,705.5	$2,906.4	(6.9)%
GAAP income before income taxes and noncontrolling interests ("GAAP pre-tax income")	18.5	221.5	(91.6)%	154.6	1,221.1	(87.3)%
GAAP pre-tax income excluding other income and the 2021 Equity Event	14.7	176.3	(91.6)%	252.3	433.2	(41.8)%
GAAP net income for fully diluted shares	8.9	189.2	(95.3)%	110.4	744.5	(85.2)%
GAAP net income per fully diluted share	$0.04	$0.74	(94.9)%	$0.45	$3.80	(88.2)%
Adjusted Earnings before noncontrolling interests and taxes ("Pre-tax Adjusted Earnings")	84.6	209.8	(59.7)%	441.4	537.6	(17.9)%
Post-tax Adjusted Earnings to fully diluted shareholders (“Post-tax Adjusted Earnings”)	76.5	166.0	(53.9)%	365.0	432.4	(15.6)%
Post-tax Adjusted Earnings per share ("AEPS")	$0.32	$0.65	(50.8)%	$1.49	$1.64	(9.1)%
Adjusted EBITDA ("AEBITDA")	102.2	225.4	(54.7)%	510.7	597.5	(14.5)%

On February 15, 2023, Newmark's Board of Directors (the "Board") declared a qualified quarterly dividend of $0.03 per share payable on March 17, 2023, to Class A and Class B common stockholders of record as of March 3, 2023. The ex-dividend date is March 2, 2023.

Note: A discussion of GAAP results, Adjusted Earnings, Adjusted EBITDA, and reconciliations of these items, as well as liquidity, to GAAP results are found later in this document, incorporated by reference, and in our most recent financial results press release and/or are available the Company's investor relations website . Please also see the table towards the end of this document for a reconciliation of GAAP pre-tax income to GAAP pre-tax income excluding other income and the 2021 Equity Event.

Leading Global Commercial Real Estate (CRE) Services Provider

Large Scale Player

2022 Revenues	2022 AEBITDA	2021 + 2022 Transaction Volume	Professionals	Global Client Service Locations
$2.7B	**$510.7MM**	**~$1T**	**~6,700**	**~180**

Top 5 Global Public CRE Services Company

CBRE

JLL

CUSHMAN & WAKEFIELD

Colliers

NEWMARK

Acclaimed Industry Leader

REAL CAPITAL ANALYTICS

#4 U.S. Brokers by Investment Volume - 2022
#2 Multifamily Brokers – 2022
#2 Office Brokers - 2022
#2 Cross-Border Brokers – 2022

Fannie Mae®

Top 5 Multifamily Delegated Underwriting & Servicing Lender - 2022

Freddie Mac

7 Multifamily Optigo® Lender - conventional - 2022

IAOP

Global Outsourcing 100® for 13th consecutive year in 2022

55+ Companies acquired since 2011; recent acquisitions include:

Deskeo a KNOTEL company

Leading flexible workspace platforms

BH2

a top-ten London-based real estate advisory firm

McCALL ALMY

a multi-market tenant representation and advisory firm

OPEN REALTY ADVISORS

a retail real estate advisory firm with well-known global clients

Notes: Headcount and client service locations include business partners. Excluding business partners, we had nearly 6,300 employees in over 150 offices in 110 cities as of December 31, 2022. Our revenues and volumes are for Newmark company-owned offices only, for the trailing twelve months ending December 31, 2022. Volume figure is the notional value of all leasing, investments sales, mortgage brokerage, and GSE/FHA origination transacted by the Company as well as the estimated value of all properties appraised by our V&A business for the TTM. Top 5 firms is based on the most recently reported TTM reported GAAP revenues. BH2 rank is based on MSCI-RCA UK data for 2021. RCA rankings as of 12/31/2022 or earlier and based on U.S. properties and portfolios $2.5 MM and greater, and rank is based on our reported total volumes and/or volumes reported to RCA by us or other brokerage firms.

Fourth Quarter and Full Year 2022 Highlights

$607.3MM
REVENUES

$102.2MM
ADJUSTED EBITDA

$0.32
POST-TAX ADJUSTED EPS

16.8%
ADJUSTED EBITDA MARGIN

- Increased Fees from management services, servicing, and other by 18.3% in 2022.
- Grew the percentage of annual total revenues from these businesses by over 200 basis points to approximately 34% as the Company continues to drive towards its 40% target.
- Produced more than 7% of total revenues internationally in 2022, an over 250 basis point year-on-year increase as Newmark approaches its10% goal.
- Repurchased 1.7 million and 24.9 million shares during the quarter and year, respectively, which contributed to fully diluted weighted-average share count decreasing by 7.1% year-on-year to 236.3 million in the fourth quarter of 2022.
- Maintained low net leverage at 0.6X and have access to a $600 million revolving credit facility.

Management Commentary on Business Trends

Management Services, Servicing Fees and other

- Structural review of office design and utilization creates significant opportunities for our flexible workspace business and for Global Corporate Services ("GCS"), Agency Leasing and Property Management
- Continued growth in fee revenues from GCS and Property Management as they benefit from long-term secular trends
- Transaction velocity has temporarily slowed for parts of our V&A and underwriting businesses, although we expect growth to resume in late 2023
- Loan servicing income expected grow further over time and credit quality remains strong; multifamily servicing revenue is stable because it has greater call protection compared with single-family
- The continued rise in interest rates has benefited escrow interest fees but has lowered yield maintenance fees

Leasing & Other Commissions

- Companies continue to assess the impact of remote work, and a slowing US economy
- The Kastle Barometer, which measures daily occupancy in ten large U.S. cities versus pre-pandemic levels, climbed above 50 at the end of January for the first time since early 2020.
- In nearly all markets, Class A office space commands a growing premium to Class B and C space
- Industrial and retail leasing activity have been comparatively stronger than office for Newmark
- We are actively collaborating with clients to differentiate or repurpose underutilized spaces, including conversion of obsolete office into multifamily, life science, industrial, and other uses.

Investment Sales

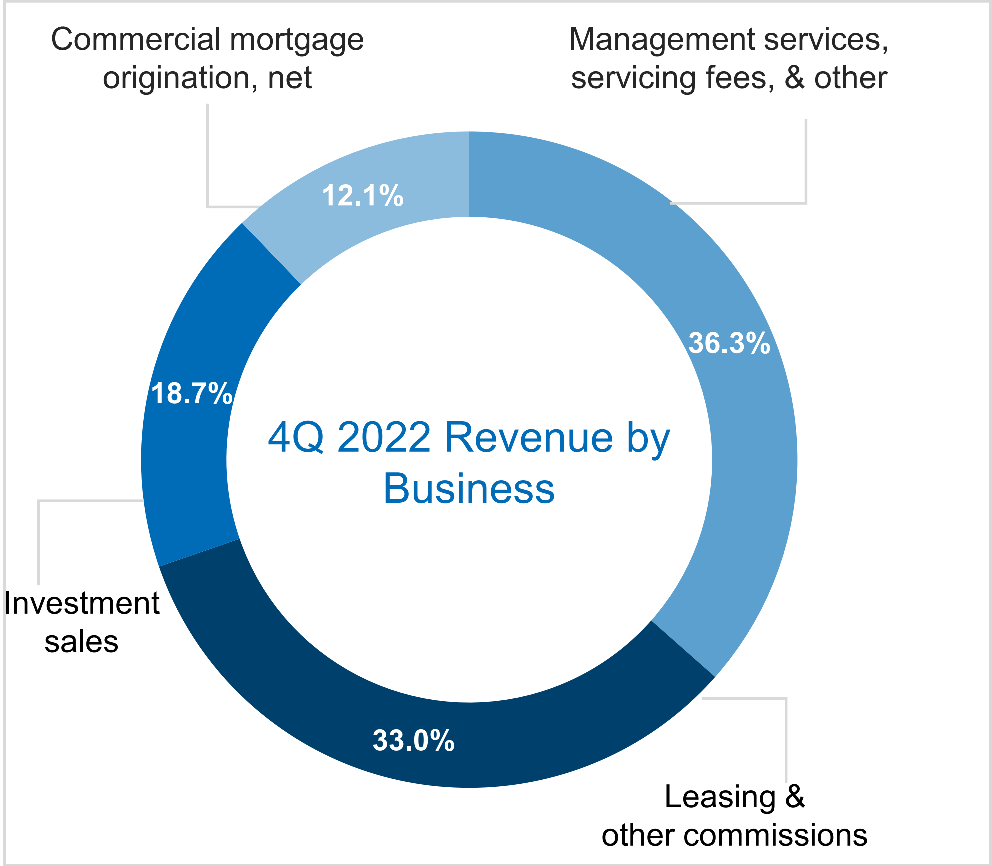
- Approximately $436 billion of global dry powder held by close-end funds and increased institutional allocations to real estate will continue to serve as a long-term tailwind for investment sales
- Multifamily made up over 50% of our investment sales volumes in 2021 and 2022, and although declined for the industry in 4Q2022, we expect activity for this property type to perform better compared with overall industry volumes over time
- Gained market share in U.S. investment sales over the last several years, and expect to replicate these gains outside the U.S. in the coming years
- Newmark remains strong in cross-border capital advisory
- Hiring the industry's best talent to fill coverage gaps and open new markets

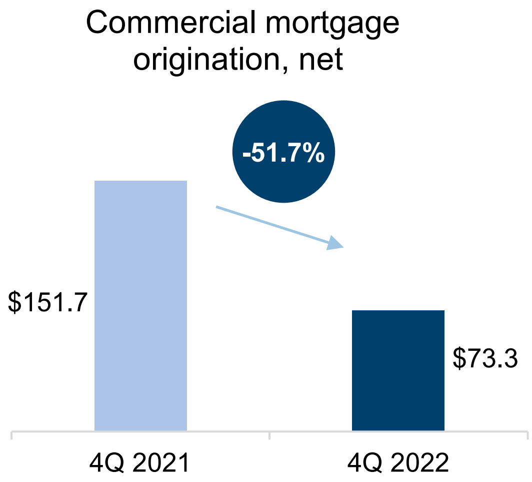
Commercial Mortgage Origination, net

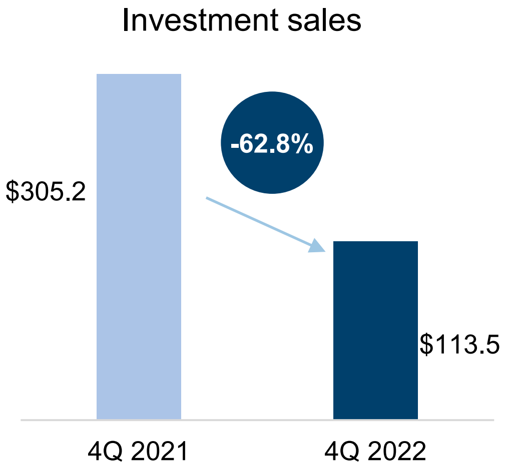
- Over $2.5 trillion of commercial and multifamily debt matures in the U.S. in the next five years, which is expected to provide a tailwind for our origination platform
- While overall debt volumes were down for NMRK and the industry in 2022, we have gained significant market share, as our total debt volumes for all property types and for multifamily increased by approximately 50% and 62%, respectively, between 2019 and 2022
- FHFA 2023 multifamily GSE loan purchase caps of $150 B imply approximately 6% & 7% YoY growth versus their reported 2021 & 2022 volumes
- Multifamily makes up over 50% of our total debt volumes, respectively. We expect our activity for this property type to outperform compared with overall industry volumes over time

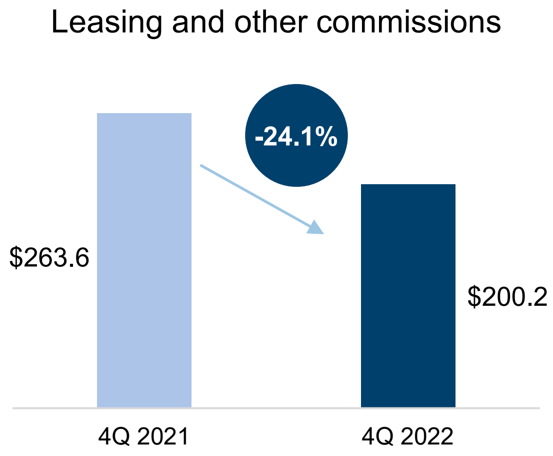
1. Sources: Newmark Research, Preqin Real Estate Online, the MBA. The $436B figure is addition to the significant amount of real estate assets held by other types of investors and owners. According to the most recent data from MSCI, the overall size of the professionally managed global real estate investment market was $11.4 trillion in 2021.

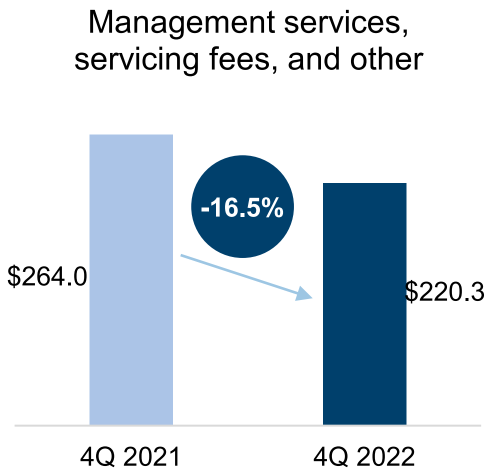
4Q 2022 Revenue Detail[1]







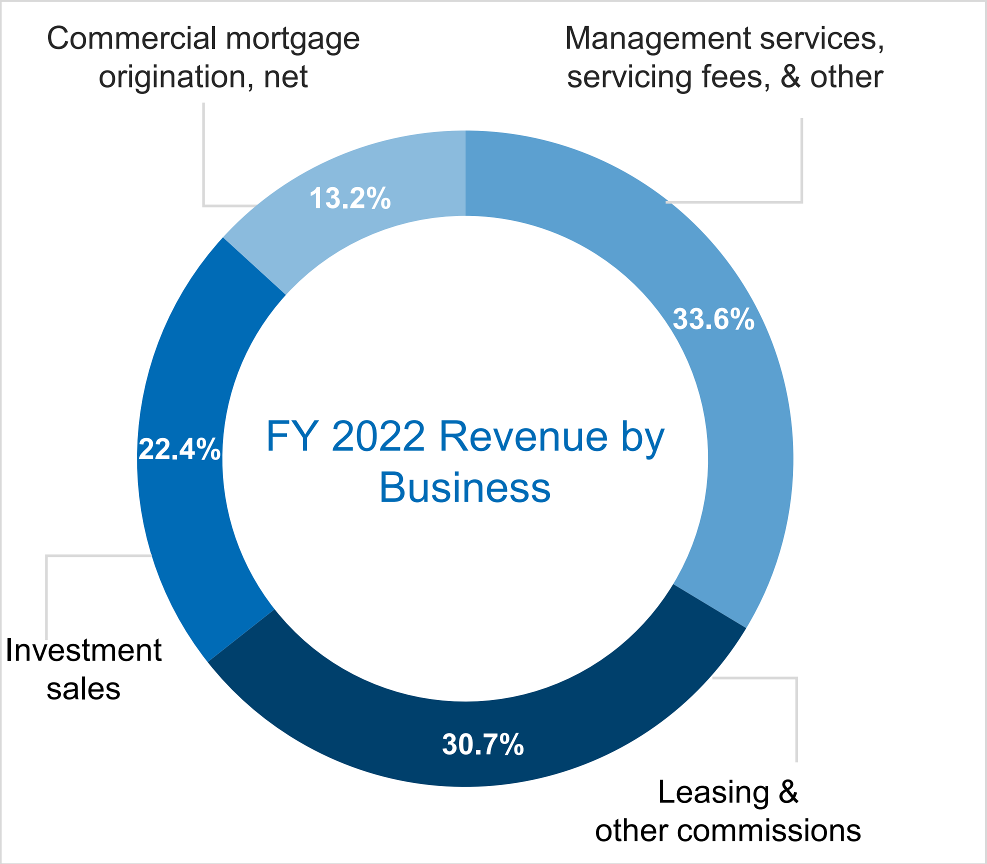


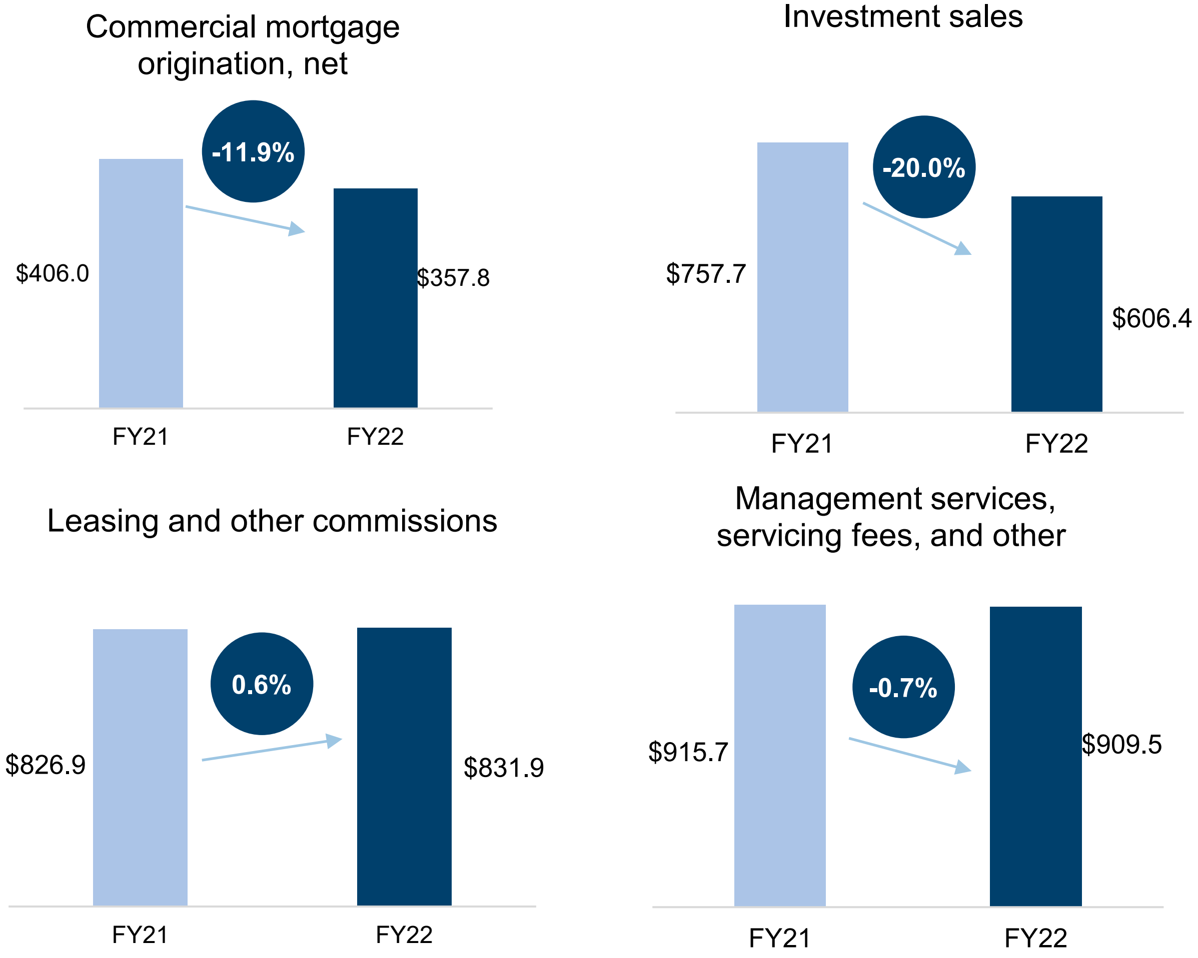


- Fees from management services, servicing fees, and other (which exclude pass through revenues) decreased by 6.3% However, Newmark continued to generate growth in fees from its servicing business, Global Corporate Services, and property management in the quarter.
- Newmark's significant outperformance in the fourth quarter of 2021 made year-on-year comparisons more challenging across the Company's commission-based businesses. Newmark's results for its higher margin capital markets businesses were impacted by the uncertainty related to monetary policy and interest rates. These results also reflect reduced leasing activity across nearly all property types.

1. Newmark's commission-based revenues include Leasing and other commissions, Investment sales, Fees from commercial mortgage origination, net, and Valuation and Advisory, as detailed in its quarterly Excel supplemental tables. In the fourth quarter of 2021, Newmark's fee revenues from (i) leasing and (ii) investment sales and commercial mortgage origination increased by 91% and 79%, respectively year-on-year. For its full service peers (U.S. tickers CBRE, CIGI, CWK, and JLL), the simple averages of their comparable and respective increases were 62% and 64%. Over the same timeframe, Newmark improved Valuation & Advisory revenues by 37%, while the three peers that disclosed such revenues grew them by a simple average of 9%.

FY 2022 Revenue Detail[1]





- Newmark's fee revenues, which exclude the impact of pass through revenues and OMSR revenues, declined by 2.9% in the full year 2022.
- Increased fees from management services, servicing fees, and other (which exclude pass through revenues) by 18.3% in 2022.
- These results reflect reduced leasing activity across all property types. Retail, Industrial, and Hotel/Lodging held up relatively better than other property types for the Company across capital markets and leasing.

1. 1.Newmark's commission-based revenues include Leasing and other commissions, Investment sales, Fees from commercial mortgage origination, net, and Valuation and Advisory, as detailed in its quarterly Excel supplemental tables. For the year 2021, Newmark's fee revenues from (i) leasing and (ii) investment sales and commercial mortgage origination increased by 61% and 52%, respectively year-on-year. For its full service peers (U.S. tickers CBRE, CIGI, CWK, and JLL), the simple averages of their comparable and respective increases were 44% and 52%. Over the same timeframe, Newmark improved Valuation & Advisory revenues by 47%, while the three peers that disclosed such revenues grew them by a simple average of 17%.

Newmark Quarterly Volumes

($ IN MILLIONS)

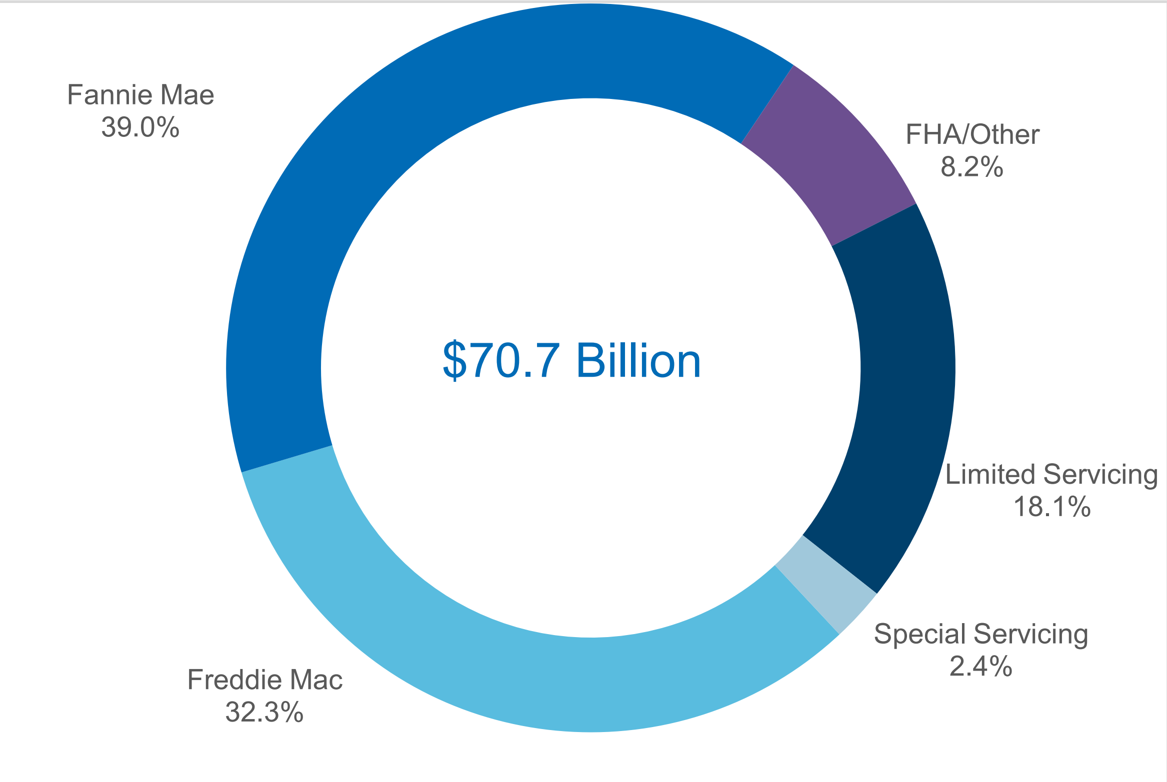
	4Q22	4Q21	% Change	2022	2021	% Change
Investment Sales	11,815	36,949	(68.0)%	71,584	88,009	(18.7)%
Mortgage Brokerage	6,648	17,968	(63.0)%	38,014	41,324	(8.0)%
Total Capital Markets	**18,463**	**54,917**	**(66.4)%**	**109,598**	**129,333**	**(15.3)%**
Fannie Mae	429	1,569	(72.6)%	4,076	4,167	(2.2)%
Freddie Mac	1,440	1,335	7.8%	3,591	4,731	(24.1)%
FHA / Other	23	17	33.3%	123	126	(2.9)%
Total Origination Volume	**1,892**	**2,921**	**(35.2)%**	**7,790**	**9,025**	**(13.7)%**
Multifamily Debt	3,378	12,877	(73.8)%	25,650	30,134	(14.9)%
Non-Multifamily Debt	5,162	8,012	(35.6)%	20,154	20,214	**(0.3)%**
Total Debt	**8,540**	**20,889**	**(59.1)%**	**45,804**	**50,348**	(9.0)%
Total Debt & Capital Markets Volume[1]	**20,355**	**57,838**	**(64.8)%**	**117,388**	**138,358**	**(15.2)%**

- RCA's preliminary U.S. investment sales figures indicate that industry volumes declined by 62% and 15%, respectively, in in the fourth quarter and full year 2022, while the MBA commercial/multifamily origination index was down by 54% and 10% over the same respective periods.
- While overall debt volumes were down for NMRK and the industry in 2022, we have gained significant market share over time, as our total debt volumes for all property types and for multifamily increased by approximately 50% and 62%, respectively, between 2019 and 2022. In comparison, the MBA volumes for all property types and for multifamily increased by approximately 6% and 27%, respectively, over the same timeframe.
- We also gained share in investment sales over time as our 2022 volumes were up approximately 41% versus 2019, while RCA US volumes increased by 21% on the same basis.

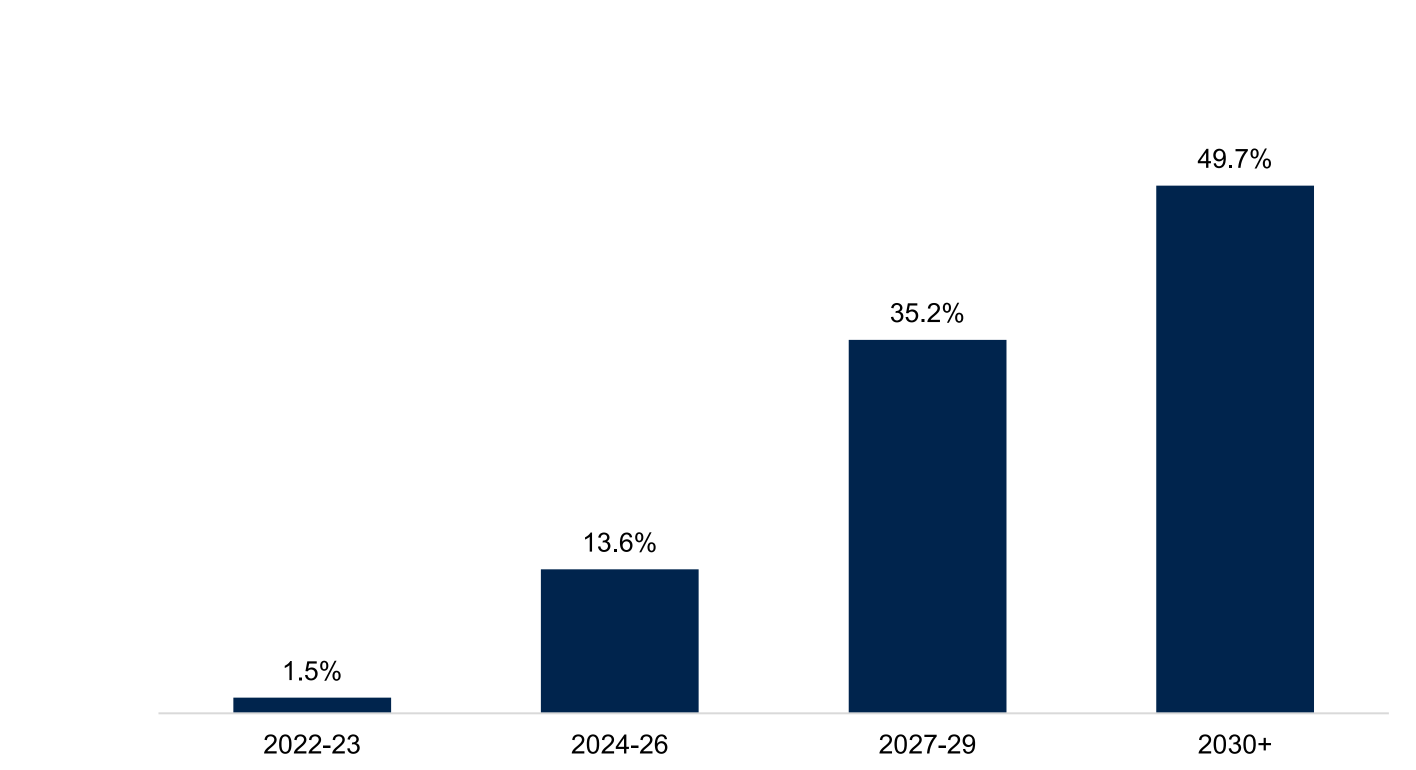
1. See "Other Useful Information" at the beginning of this document for more about industry volumes. Volume figures on this page exclude the notional value of all leasing transacted by the Company as well as the estimated value of any properties appraised by our V&A business.

Mortgage Servicing Provides Recurring, High-Margin Revenues

Servicing Portfolio Composition as of 12/31/2022



Newmark Fannie Mae/Freddie Mac Portfolio Maturities by Year



- Newmark's $70.7 billion total mortgage servicing portfolio generated $216.4 MM[1] (+ 18.9% Y/Y) of high-margin, recurring, and predictable income during the trailing twelve months ended 12/31/2022.
- As of 12/31/2022, Newmark's higher margin primary servicing portfolio[2] was up 4.4% Y/Y to $56.2 billion, while its weighted average maturity was 7.1 years
- Of the Fannie Mae/Freddie Mac loans in Newmark's servicing portfolio, only ~ 5% will mature before 2025 and ~ 85% will mature in 2027 or later

1. Newmark earned $150.3 mm in servicing fees during the twelve months ended 12/31/2022. In addition to servicing fees, the Company generated $66.2 mm of other revenues, for a total of $216.4 mm of non-origination revenues related to its GSE/FHA originations business. These include escrow interest, servicing fees, interest on loans held for sale, and yield maintenance fees. Multifamily mortgage servicing revenue is stable and recurring in part because of greater call protection versus single family mortgages, and because interest income moves in tandem with interest rates. Approximately 99% of the Company's GSE loans include prepayment penalties.
2. We believe that for the industry, multifamily servicers earn 40-50 basis points (BP) on their Fannie servicing book, 8-10 BP on Freddie, and ~15 BP for FHA/Ginnie and 1-3 BP for special and/or primary limited servicing.

Note: Newmark's agency risk sharing portfolio was $ 27.6 B at 12/31/2022. As of that same date, the OLTV of the portfolio was 62%.

Strong Balance Sheet & Credit Metrics

AS OF 12/31/2022 ($ IN MILLIONS)

Cash and Cash Equivalents[1]			$233.0

	Interest Rate	Maturity	
Senior Notes	6.125%	11/15/2023	$547.8
Credit Facility	N/A	3/10/2025	-
Total Long-term Debt[2]			**$547.8**
Net Debt (after adjusting for cash and cash equivalents)			**$314.0**
Total Equity			**$1,528.1**

Credit Metrics
as of 12/31/2022

$510.7 million
TTM Adjusted EBITDA

0.6x
Net Leverage Ratio[3]

12.7x
Interest Coverage Ratio[4]

1. As Newmark sold its Nasdaq shares, this amount and liquidity are nearly the same this period.
2. Under GAAP, the carrying amounts of the senior notes is slightly lower than the notional amounts of $550 mm.
3. Net Debt / TTM Adjusted EBITDA. The Company's target is to maintain net leverage of under 1.5X.
4. TTM Adjusted EBITDA / TTM Interest Expense.

Strong Financial Position & Cash Generation to Support Growth

Low Risk Intermediary

- Virtually no balance sheet risk[1]
- GSE/FHA portfolio provides predictable and high margin revenues
- Capital-light model

Variable Cost Structure

- Approximately 70% of expenses are variable[2]

Average of $345 MM+ of Annual Cash Generated by the Business[3]

- $2.5 billion of AEBITDA and $2.1 billion of cash generated by the business 2017-2022
- Approximately 57% and 82%, respectively, of AEBITDA conversion to operating cash flow and cash generated by the business over same period

Cash & Cash Equivalents **$233 MM** + Credit Facility **$600 MM** + Expected Cash Generated by the Business = Available Capital **$1B+**

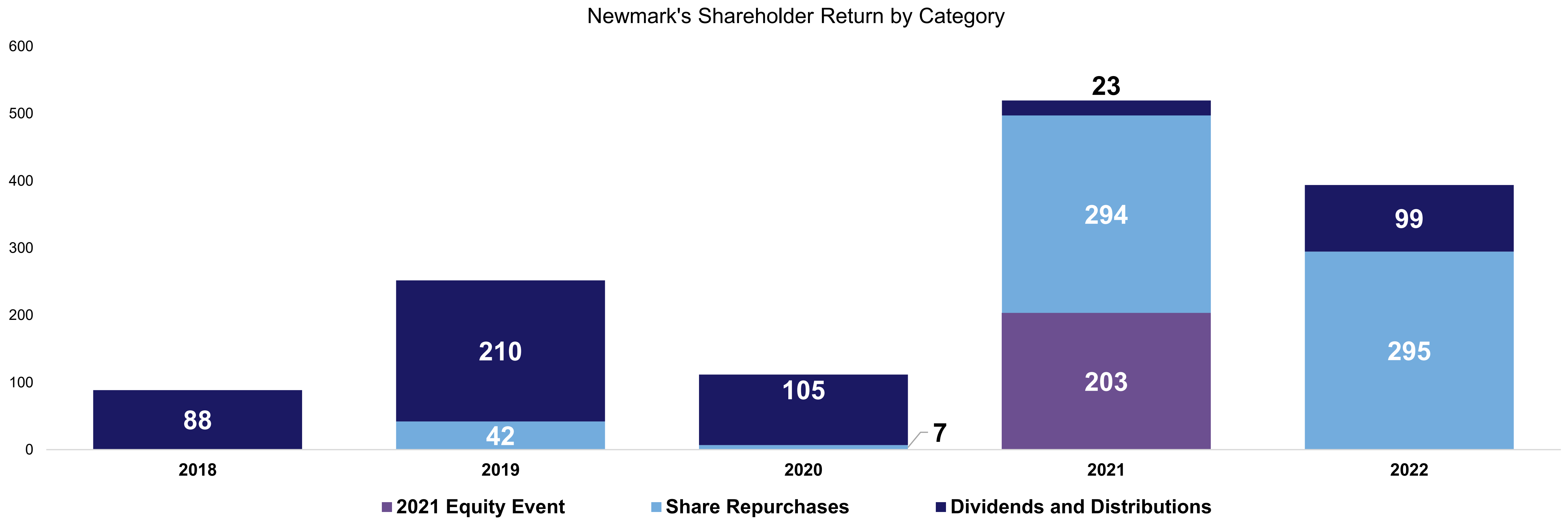
1. Newmark shares credit losses on a pari passu basis with Fannie Mae. On average, Newmark and the industry has experienced very low net charge offs. For more detail, see the May 2020 COVID-19 Supplement on our investor relations website.
2. Over the last 3 years, on a non-GAAP basis.
3. From 2017-2022, the Company generated over $200 million of "Net cash provided by operating activities excluding activity from loan originations and sales", before the impact of cash used with respect to the 2021 Equity Event and excluding cash used with respect to employee loans for new hires and producers, or what "operating cash flow" means on this page. See "Analysis of Adjusted EBITDA Relative to Cash Flow and Cash Generated by the Business " in the appendix for historical cash generated by the business under this methodology.

Updated Outlook for 2023

Metric (in millions, except tax rate)	1Q 2022 Actual	1Q 2023 Guidance	Change YoY	FY2022 Actual	FY 2023 Guidance	Change YoY
Total Revenues	$678.2	$500- $550	(26% - 19%)	$2,705.5	$2,500 - $2,700	(8% - 0%)
Adjusted EBITDA	$126.5	$55 - $75	(57% - 41%)	510.7	$425 - $510	(17% - 0%)
Adjusted Earnings Tax Rate	18.4%	~14% - 17%	N/A	17.1%	~14% - 17%	N/A

- Newmark anticipates solid fee growth across its suite management services and servicing businesses in 2023.
- This guidance reflects the expected 1H 2023 decline in industry-wide capital markets transactions and lower U.S. leasing activity.
- The Company is ahead of schedule with respect to its $50 million annualized fixed cost reduction target and expects to realize at least $35 million during 2023.
- The Company expects full year 2023 fully diluted weighted average share count to be approximately flat to down 1% compared with 245.2 million in 2022. As the Company has previously stated, its long-term target is for net share count issuance to be an average of 2 percent per year or less.
- The Company's full year outlook excludes the potential impact of additional share repurchases, as well as any material future acquisitions.

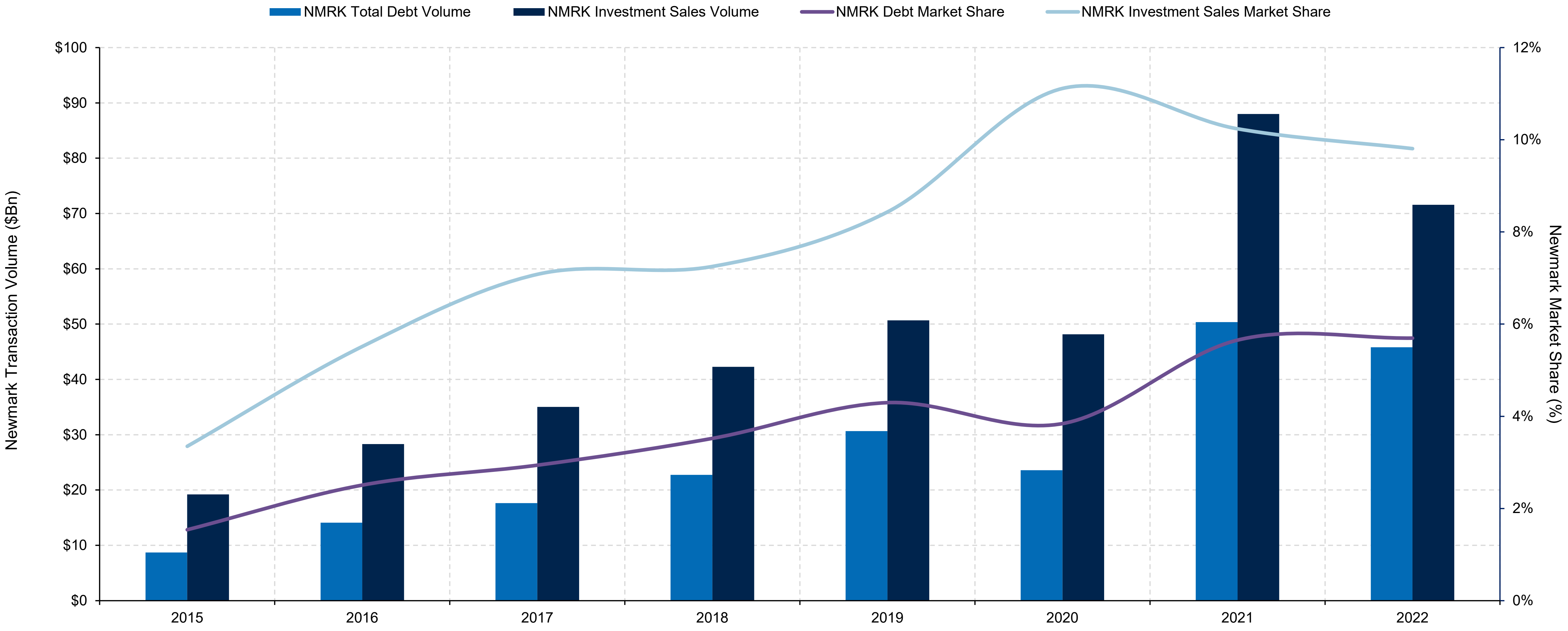
Newmark Has Used its Significant Cash Generation to Fuel Returns of Capital to Shareholders



- Since our IPO, Newmark has produced over $2.5 billion of Adjusted EBITDA, while generating over $1.4 billion of cash flow from operations and ~$1.5 billion from Nasdaq.
- From 2018 to 2022, we have returned over $1.3 billion to shareholders
    - $525 million of dividends and distributions
    - $638 million of ordinary course repurchases
    - $203 million of share/unit repurchases as part of the 2021 Equity Event
- We also reduced our net leverage by nearly 90 percent, all while investing in our business.

Note: Share repurchases include repurchases and/or redemptions of shares and/or units. Dividends and distributions include dividends to common stockholders, as well as earnings distributions to partners. Cash flow from operations is defined as “C” on the “Analysis of Adjusted EBITDA Relative to Cash Flow and Cash Generated by the Business ” slide. Distributions to partners is from the cash flow statement line item "Earnings distributions to limited partnership interests and other noncontrolling interests" and includes distributions to partners and the related taxes.

Newmark has Increased Investment Sales and Debt Volumes 10 Times Faster than the Market

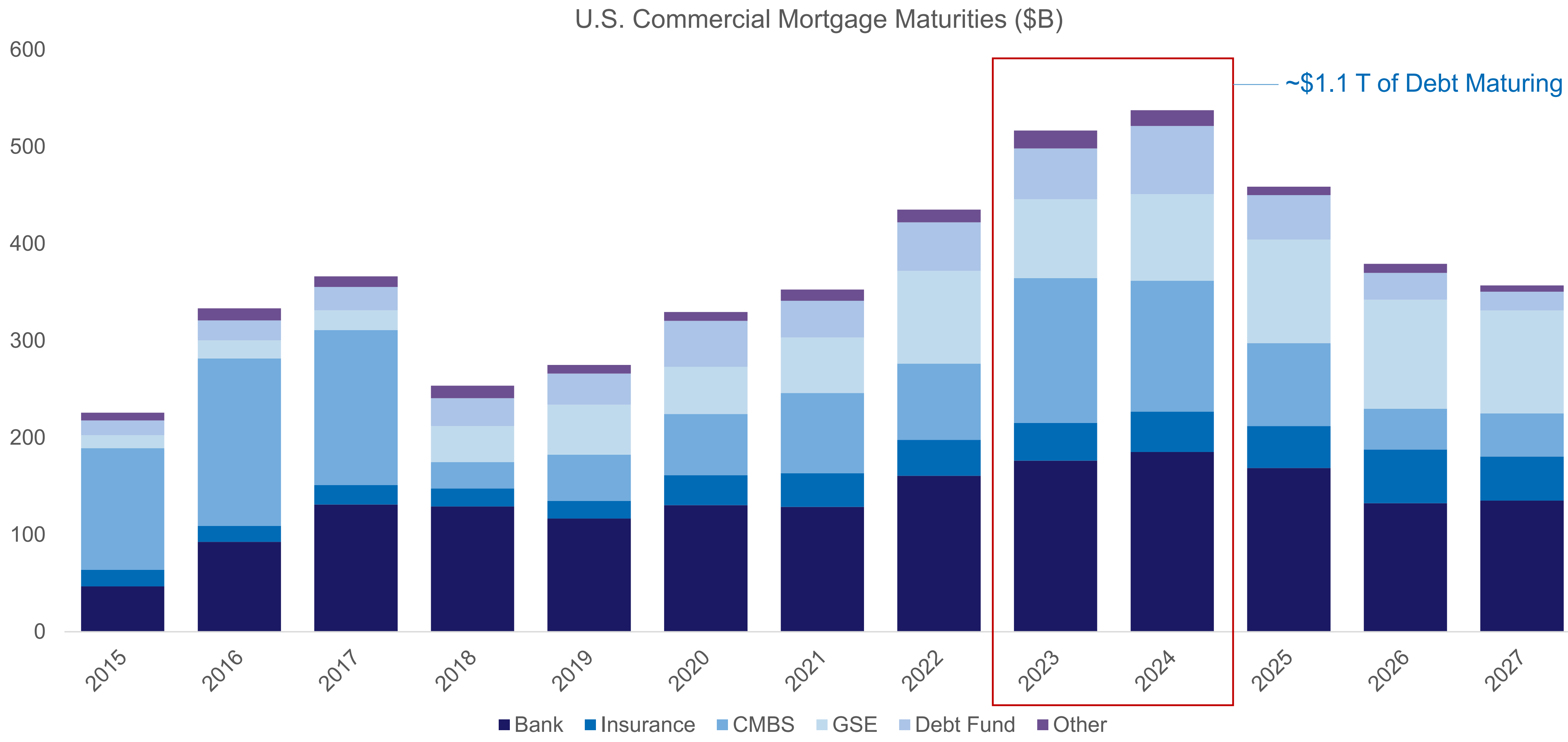


- Proven record of gaining market share
- Comparing 2015 to 2022:
    - RCA and/or MBA Industry U.S. debt originations have grown 42%, while Newmark has expanded its total debt volumes by 426%
    - RCA U.S. investment sales volumes have increased 27%, while Newmark grew its investment sales volumes by 273%

Notes: Investment sales market share is calculated by dividing NMRK's volumes by RCA US investment sales volumes for all dates shown. "NMRK Total Debt Volume" includes Newmark's non-originated mortgage brokerage volume plus GSE/FHA origination volumes. NMRK's debt market share are those volumes divided by either RCA's U.S. financing volumes (for 2015-2018) or the MBA commercial/multifamily volumes (2019-2022). The MBA and RCA have different methodologies for estimating total industry debt originations, and the MBA only began including data for the entire industry from 2019 onward. RCA data may be revised upwards at a later date.
Sources: Newmark Research, RCA, MBA, as of 2/14/2023.

Record Quantities of Debt Maturing in 2023-2024

Commercial Mortgage Maturities by Original Loan Term



- Nearly $2.3 trillion (according to Newmark Research and RCA) or $2.5 trillion (according to Trepp) in commercial mortgage maturities from 2023-2027 should support strong levels of refinancing activity

Trepp, Inc. as of 3Q2022, as well as RCA and Newmark Research as of 4Q2022 (using a slightly different methodology than Trepp)
Note: Newmark Research assumes that loans for which the maturity is unknown have the same maturity distribution as loans with known maturities.

GAAP
Financial Results

Newmark Group, Inc. Condensed Consolidated Statements of Operations

(IN THOUSANDS, EXCEPT PER SHARE DATA) (UNAUDITED) (UNDER GAAP)

	Three Months Ended December 31,		Year Ended December 31,	
Revenues:	**2022**	**2021**	**2022**	**2021**
Management services, servicing fees and other	$ 220,302	$ 263,986	$ 909,485	$ 915,715
Leasing and other commissions	200,193	263,631	831,874	826,942
Investment sales	113,518	305,180	606,416	757,744
Commercial mortgage origination, net	73,269	151,669	357,752	406,042
Total revenues	607,282	984,466	2,705,527	2,906,443
Expenses:				
Compensation and employee benefits	356,680	554,008	1,554,784	1,828,887
Equity-based compensation and allocations of net income to limited partnership units and FPUs	35,338	40,601	138,312	356,345
Total compensation and employee benefits	392,018	594,609	1,693,096	2,185,232
Operating, administrative and other	138,961	159,077	534,843	553,623
Fees to related parties	7,624	6,093	28,502	23,789
Depreciation and amortization	47,057	40,925	165,816	121,729
Total non-compensation expenses	193,642	206,095	729,161	699,141
Total operating expenses	585,660	800,704	2,422,257	2,884,373
Other income, net:				
Other income (loss), net	3,730	45,173	(97,701)	1,232,495
Total other income (loss), net	3,730	45,173	(97,701)	1,232,495
Income from operations	25,352	228,935	185,569	1,254,565
Interest expense, net	(6,896)	(7,439)	(30,970)	(33,473)
Income before income taxes and noncontrolling interests	18,456	221,496	154,599	1,221,092
Provision for income taxes	6,330	36,386	42,054	242,958
Consolidated net income	12,126	185,110	112,545	978,134
Less: Net income attributable to noncontrolling interests	5,699	35,779	29,270	227,406
Net income available to common stockholders	$ 6,427	$ 149,331	$ 83,275	$ 750,728

See the following page for per share data.

Newmark Group, Inc. Condensed Consolidated Statements of Operations *(continued)*

(IN THOUSANDS, EXCEPT PER SHARE DATA) (UNAUDITED) (UNDER GAAP)

Per share data:				
Basic earnings per share				
Net income available to common stockholders (1)	$ 6,427	$ 149,331	$ 83,275	$ 744,528
Basic earnings per share	$ 0.04	$ 0.77	$ 0.46	$ 3.91
Basic weighted-average shares of common stock outstanding	171,515	192,742	180,337	190,179
Fully diluted earnings per share				
Net income for fully diluted shares (1)	$ 8,910	$ 189,197	$ 110,403	$ 744,528
Fully diluted earnings per share	$ 0.04	$ 0.74	$ 0.45	$ 3.80
Fully diluted weighted-average shares of common stock outstanding	236,304	254,318	245,177	195,813
Dividends declared per share of common stock	$ 0.03	$ 0.01	$ 0.12	$ 0.04
Dividends paid per share of common stock	$ 0.03	$ 0.01	$ 0.10	$ 0.04

(1) Includes a reduction for dividends on preferred stock or EPUs in the amount of $0.0 million and $6.2 million for the three and year ended December 31, 2021, respectively. (see Note 1 - "Organization and Basis of Presentation in the Company's most recently filed Form 10-Q and Form 10-K")

Newmark Group, Inc. Condensed Consolidated Balance Sheets

(IN THOUSANDS) (UNAUDITED) (UNDER GAAP)

	December 31, 2022	December 31, 2021
Assets		
Current Assets:		
Cash and cash equivalents	$ 233,016	$ 191,332
Restricted cash	79,936	75,168
Marketable securities	788	524,569
Loans held for sale, at fair value	138,345	1,072,479
Receivables, net	523,742	569,206
Receivables from related parties	-	8,262
Other current assets	100,188	83,337
Total current assets	1,076,015	2,524,353
Goodwill	705,894	657,131
Mortgage servicing rights, net	568,552	550,302
Loans, forgivable loans and other receivables from employees and partners	500,833	453,345
Right-of-use assets	638,592	606,634
Fixed assets, net	155,639	135,756
Other intangible assets, net	80,968	76,199
Other assets	214,266	212,481
Total assets	$ 3,940,759	$ 5,216,201
Liabilities, Redeemable Partnership Interest, and Equity:		
Current Liabilities:		
Warehouse facilities collateralized by U.S. Government Sponsored Enterprises	$ 137,406	$ 1,050,693
Accrued compensation	369,540	462,533
Current portion of accounts payable, accrued expenses and other liabilities	511,584	528,746
6.125% Senior Notes	547,784	-
Repurchase agreements and securities loaned	-	140,007
Current portion of payables to related parties	9,745	10,762
Total current liabilities	1,576,059	2,192,741
Long-term debt	-	545,239
Right-of-use liabilities	627,088	586,069
Other long-term liabilities	196,197	207,012
Total liabilities	2,399,344	3,531,061
Equity:		
Total equity [(1)]	1,541,415	1,685,140
Total liabilities, redeemable partnership interest, and equity	$ 3,940,759	$ 5,216,201

Newmark Group, Inc. Summarized Condensed Consolidated Statements of Cash Flows

(IN THOUSANDS) (UNAUDITED) (UNDER GAAP)

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
Net cash provided by (used in) operating activities	$ 931,608	$ 277,848	$ 1,196,343	$ (48,709)
Net cash provided by (used in) investing activities	(22,174)	29,100	308,629	453,088
Net cash (used in) financing activities	(904,020)	(285,653)	(1,458,520)	(396,278)
Net increase in cash and cash equivalents and restricted cash	5,414	21,295	46,452	8,101
Cash and cash equivalents and restricted cash at beginning of period	307,538	245,205	266,500	258,399
Cash and cash equivalents and restricted cash at end of period	$ 312,952	$ 266,500	$ 312,952	$ 266,500
Net cash (used in) provided by operating activity excluding loan originations and sales	$ 52,112	$ 150,135	$ 261,498	$ (63,035)

Both Net cash (used in) provided by operating activities and Net cash provided by operating activities excluding loan originations and sales reflect $484.4 million of cash used with respect to the 2021 Equity event. Of this amount, $203.5 million related to the 16.3 million reduction in fully diluted shares, and $280.9 million related to amounts paid on behalf of, or to partners for withholding taxes related to unit exchanges and/or redemptions, cash paid for redemption of HDUs, and other items. But for these uses of cash, Net cash provided by operating activities excluding loan originations and sales would have been $421.4 million in the year ended December 31, 2021.

The Condensed Consolidated Statements of Cash Flows are presented in summarized form. For complete Condensed Consolidated Statements of Cash Flows, please refer to Newmark's Annual Report on Form 10-K for the year ended December 31, 2022, to be filed with the Securities and Exchange Commission in the near future.

Appendix 1:

Additional Information on Newmark

Newmark Group, Inc. Fully Diluted Period-End Share Count Summary

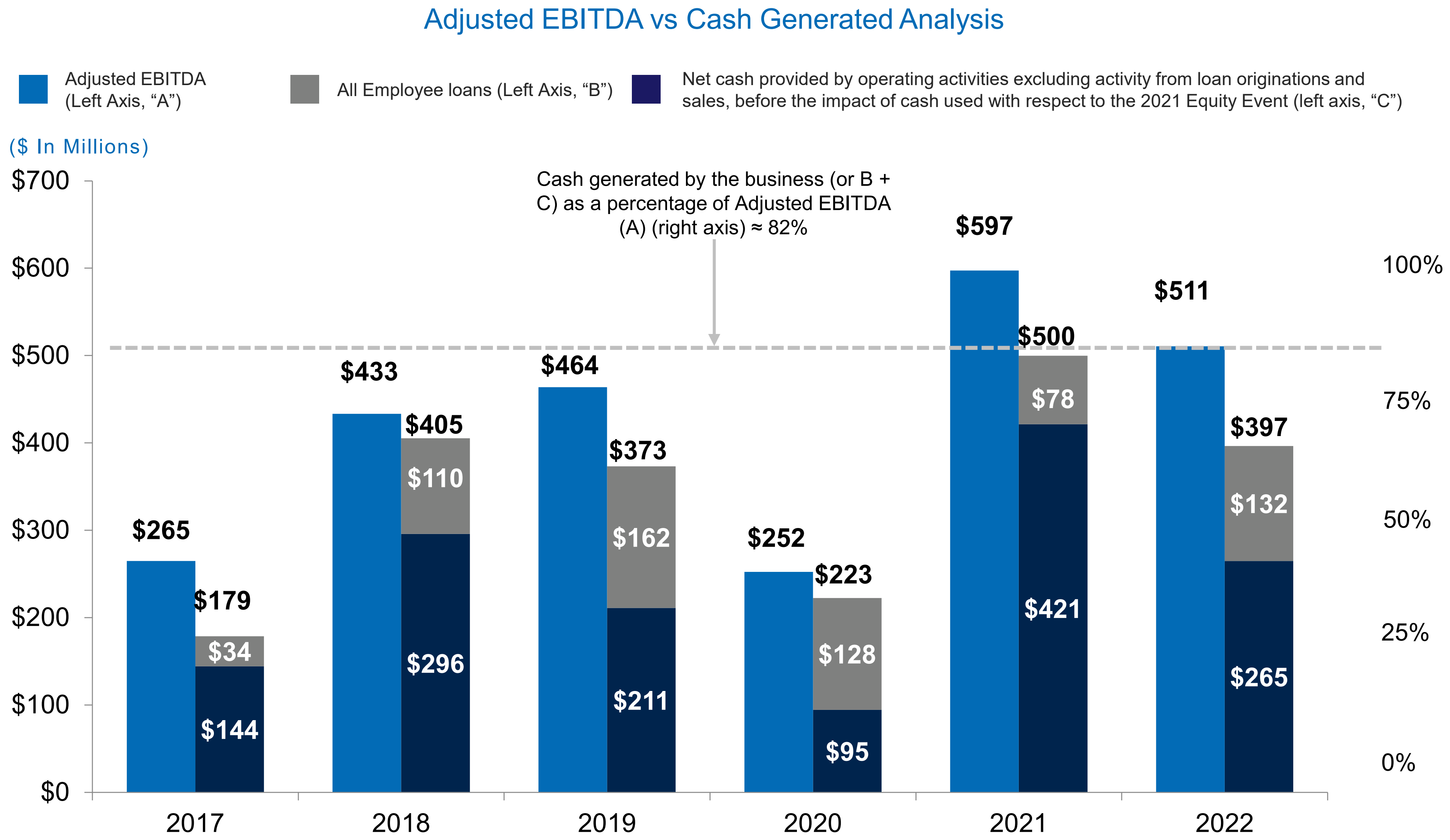
As of December 31, 2022

	Fully-Diluted Shares (millions)	Ownership (%)
Class A owned by Public	127.4	54%
Limited partnership units owned by employees[1]	37.2	16%
Class A owned by employees	23.0	10%
Other owned by employees	2.3	1%
Partnership Units owned by Cantor	24.7	10%
Class B owned by Cantor	21.3	9%
Total	**235.9**	**100%**

	Fully-Diluted Shares (millions)	Ownership (%)
Public	127.4	54%
Employees	62.6	27%
Cantor	45.9	19%
Total	**235.9**	**100%**

1. In conjunction with the spin-off of Newmark, certain limited partnership units were distributed to employees of both Newmark and BGC. Over time, virtually all of the partners of Newmark are expected to only own units and/or shares of Newmark and virtually all of the partners of BGC are expected to only own units and/or shares of BGC. From 1Q 2018 onwards, partners of Newmark are compensated with Newmark partnership units and partners of BGC are compensated with BGC partnership units.

Analysis of Adjusted EBITDA Relative to Cash Flow and Cash Generated by the Business



Notes: The Company recorded “net cash (used in) operating activities excluding activity from loan originations and sales” of $(63.0) million for the year ended December 31, 2021. This reflected $484.4 million of cash used with respect to the 2021 Equity Event. But for this use of cash, net cash provided by operating activities excluding loan originations and sales would have been $421.4 million in the same period. The figures shown for 2021 exclude the impact of the 2021 Equity Event. “All Employee loans” is from the line item “Loans, forgivable loans and other receivables from employees and partners” in the “Consolidated Statements of Cash Flows” and represents the amount of loans issued in the period to both new hires and with respect to renewals of existing employees and partners. In the separate reconciliation of Operating Cash Flow to AEBITDA in this document, a subtotal of this amount is shown, which is only for new hires and called “Employee loans for new hires and producers”. Separately from what is shown on this chart, “Purchases of fixed assets”, or capital expenditures, ranged from approximately $19 million to $62 million over the various twelve-month periods shown, and totaled $176 million for the entire 6 years depicted. “Other income” related to Nasdaq earn-outs is not reflected here, as it was recorded in cash flows from investing activities. Furthermore, this chart is for discussion purposes only. Neither Adjusted EBITDA or the modified version of cash flow shown above are intended to be measures of free cash flow or GAAP cash flow from operations, because these measures do not consider certain cash requirements, such as capital expenditures, tax payments, and/or debt service payments.

Strong EBITDA conversion to Cash Flow

Net cash provided by operating activities has been a weighted average of ~ 75% of Adjusted EBITDA from 2017-2022 (not shown)

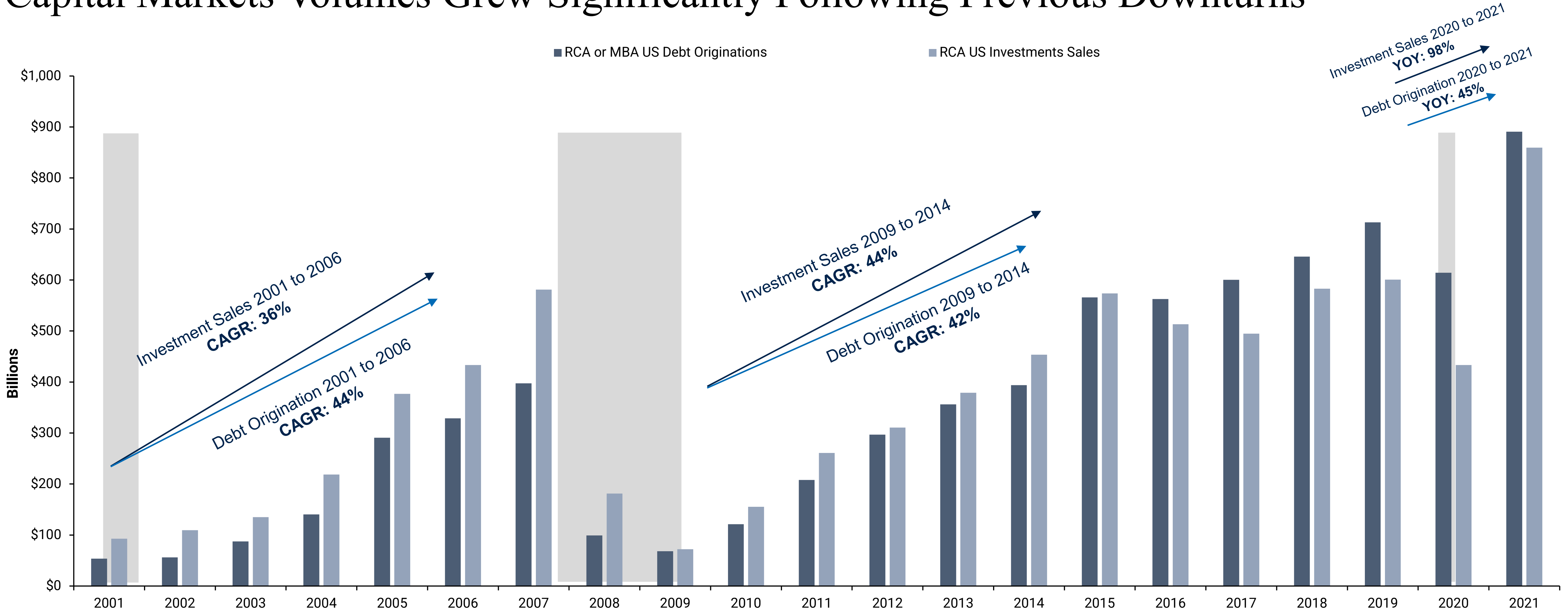
Net cash provided by operating activities excluding activity from loan originations and sales, as well as before the impact of cash used with respect to the 2021 Equity Event has averaged ~ 57% of Adjusted EBITDA over this period

Cash generated by the business, which is the above measure less cash used for employee loans (which we consider to be a form of investment, but which is recorded as part of operating cash flow), has averaged ~ 82% of Adjusted EBITDA over this period

Appendix 2:

Additional Industry Information

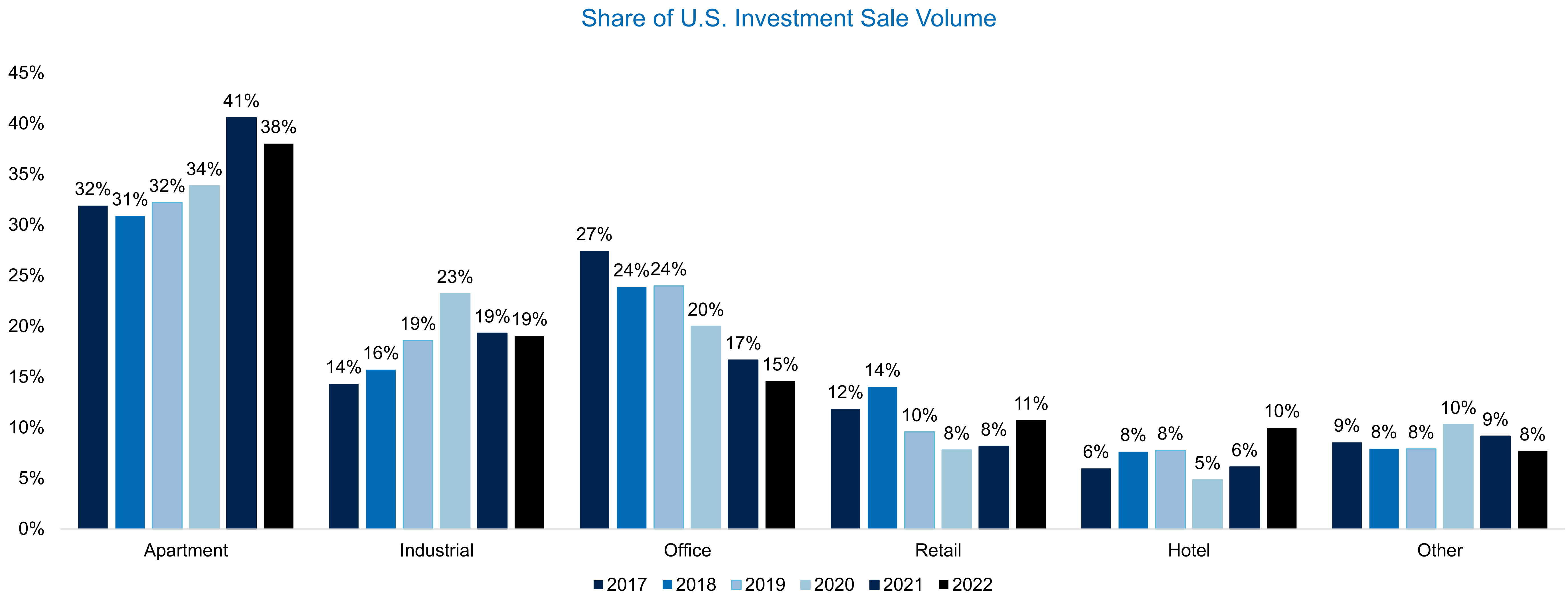
Capital Markets Volumes Grew Significantly Following Previous Downturns



- Recoveries in CRE have historically been driven by increased demand due to favorable relative returns, underinvestment in CRE, and inflation hedging strategies
- Volumes for multifamily and industrial have grown as a proportion of industry volumes over the past several years.

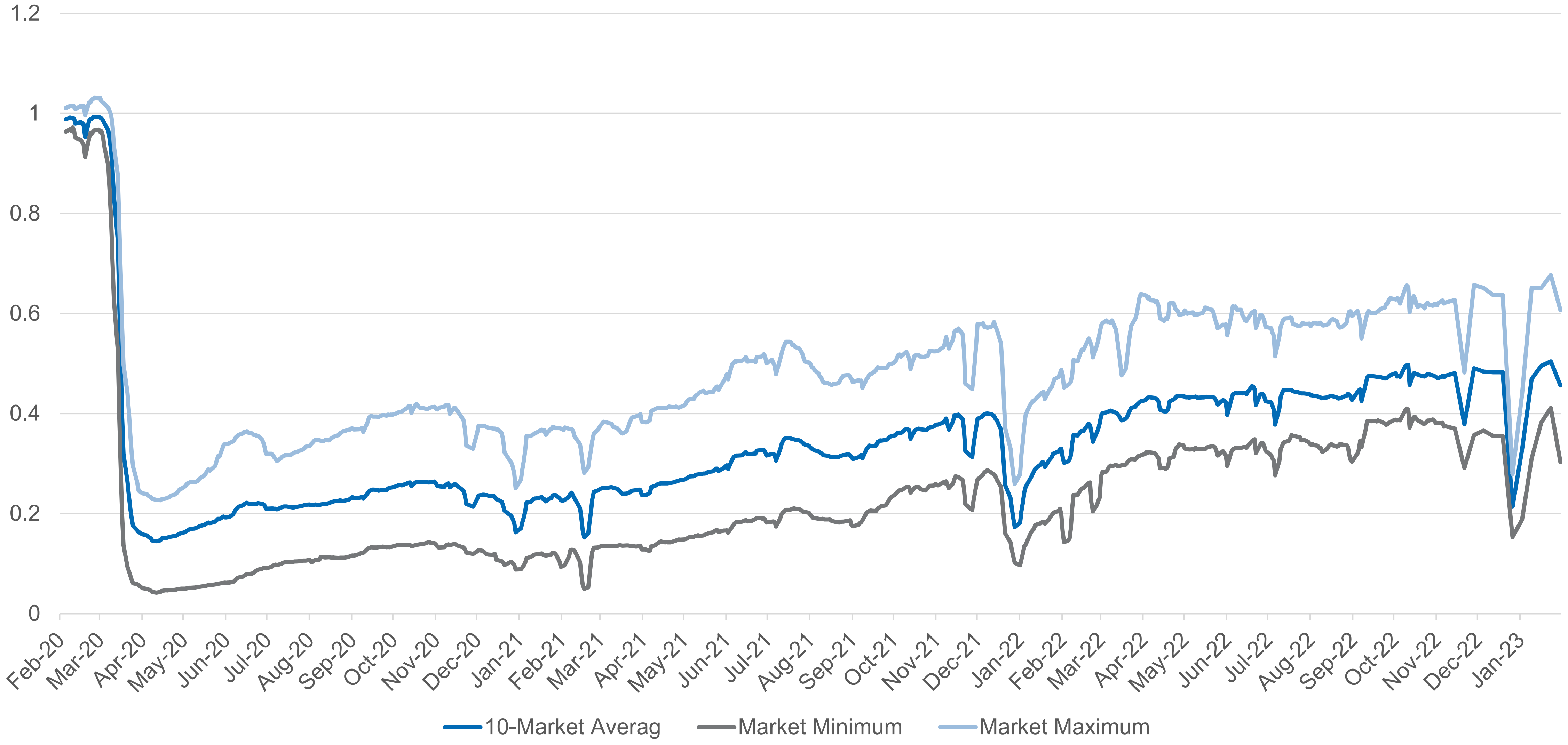
Source: FRED. (recessions) RCA US investment sales volumes for all dates shown . RCA's U.S. financing volumes (for 2001-2018) or the MBA commercial/multifamily volumes (2019-2021). The MBA and RCA have different methodologies for estimating total industry debt originations, and the MBA only began including data for the entire industry from 2019 onward. RCA data may be revised upwards at a later date.

Industry Activity Continues to Concentrate In The Apartment and Industrial Sectors, Though Retail Investment Has Also Outperformed—Office Share Continues to Decline



Source: RCA, Newmark Research.

A Robust Return to Office Could Change Expectations



- The Kastle Barometer, which measures daily occupancy in ten large U.S. cities versus pre-pandemic levels, climbed above 50 percent at the end of January for the first time since early 2020.

Source: Kastle, Newmark Research.

Appendix 3:

Financial Tables & Reconciliations

Non-GAAP Financial Measures

NON-GAAP FINANCIAL MEASURES

This document contains non-GAAP financial measures that differ from the most directly comparable measures calculated and presented in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"). Non-GAAP financial measures used by the Company include "Adjusted Earnings before noncontrolling interests and taxes", which is used interchangeably with "pre-tax Adjusted Earnings"; "Post-tax Adjusted Earnings to fully diluted shareholders", which is used interchangeably with "post-tax Adjusted Earnings"; "Adjusted EBITDA"; and "Liquidity". The definitions of these and other non-GAAP terms are below.

ADJUSTED EARNINGS DEFINED

Newmark uses non-GAAP financial measures, including “Adjusted Earnings before noncontrolling interests and taxes” and “Post-tax Adjusted Earnings to fully diluted shareholders”, which are supplemental measures of operating results used by management to evaluate the financial performance of the Company and its consolidated subsidiaries. Newmark believes that Adjusted Earnings best reflect the operating earnings generated by the Company on a consolidated basis and are the earnings which management considers when managing its business.

As compared with “Income (loss) before income taxes and noncontrolling interests” and “Net income (loss) for fully diluted shares”, both prepared in accordance with GAAP, Adjusted Earnings calculations primarily exclude certain non-cash items and other expenses that generally do not involve the receipt or outlay of cash by the Company and/or which do not dilute existing stockholders. In addition, Adjusted Earnings calculations exclude certain gains and charges that management believes do not best reflect the ordinary results of Newmark. Adjusted Earnings is calculated by taking the most comparable GAAP measures and making adjustments for certain items with respect to compensation expenses, non-compensation expenses, and other income, as discussed below.

CALCULATIONS OF COMPENSATION ADJUSTMENTS FOR ADJUSTED EARNINGS AND ADJUSTED EBITDA

Treatment of Equity-Based Compensation under Adjusted Earnings and Adjusted EBITDA

The Company’s Adjusted Earnings and Adjusted EBITDA measures exclude all GAAP charges included in the line item “Equity-based compensation and allocations of net income to limited partnership units and FPUs” (or “equity-based compensation” for purposes of defining the Company’s non-GAAP results) as recorded on the Company’s GAAP Consolidated Statements of Operations and GAAP Consolidated Statements of Cash Flows. These GAAP equity-based compensation charges reflect the following items:

- Charges with respect to grants of exchangeability, which reflect the right of holders of limited partnership units with no capital accounts, such as LPUs and PSUs, to exchange these units into shares of common stock, or into partnership units with capital accounts, such as HDUs, as well as cash paid with respect to taxes withheld or expected to be owed by the unit holder upon such exchange. The withholding taxes related to the exchange of certain non-exchangeable units without a capital account into either common shares or units with a capital account may be funded by the redemption of preferred units such as PPSUs.
- Charges with respect to preferred units. Any preferred units would not be included in the Company’s fully diluted share count because they cannot be made exchangeable into shares of common stock and are entitled only to a fixed distribution. Preferred units are granted in connection with the grant of certain limited partnership units that may be granted exchangeability or redeemed in connection with the grant of shares of common stock at ratios designed to cover any withholding taxes expected to be paid. The Company believes that this is an acceptable alternative to the common practice among public companies of issuing the gross amount of shares to employees, subject to cashless withholding of shares, to pay applicable withholding taxes.
- GAAP equity-based compensation charges with respect to the grant of an offsetting amount of common stock or partnership units with capital accounts in connection with the redemption of non-exchangeable units, including PSUs and LPUs.
- Charges related to amortization of RSUs and limited partnership units.
- Charges related to grants of equity awards, including common stock or partnership units with capital accounts.

Non-GAAP Financial Measures (continued)

- Allocations of net income to limited partnership units and FPUs. Such allocations represent the pro-rata portion of post-tax GAAP earnings available to such unit holders.

The amount of certain quarterly equity-based compensation charges is based upon the Company’s estimate of such expected charges during the annual period, as described further below under “Methodology for Calculating Adjusted Earnings Taxes”.

Virtually all of Newmark’s key executives and producers have equity or partnership stakes in the Company and its subsidiaries and generally receive deferred equity or limited partnership units as part of their compensation. A significant percentage of Newmark’s fully diluted shares are owned by its executives, partners, and employees. The Company issues limited partnership units as well as other forms of equity-based compensation, including grants of exchangeability into shares of common stock, to provide liquidity to its employees, to align the interests of its employees and management with those of common stockholders, to help motivate and retain key employees, and to encourage a collaborative culture that drives cross-selling and growth.

All share equivalents that are part of the Company’s equity-based compensation program, including REUs, PSUs, LPUs, certain HDUs, and other units that may be made exchangeable into common stock, as well as RSUs (which are recorded using the treasury stock method), are included in the fully diluted share count when issued or at the beginning of the subsequent quarter after the date of grant. Generally, limited partnership units other than preferred units are expected to be paid a pro-rata distribution based on Newmark’s calculation of Adjusted Earnings per fully diluted share.

Certain Other Compensation-Related Items under Adjusted Earnings and Adjusted EBITDA

Newmark also excludes various other GAAP items that management views as not reflective of the Company’s underlying performance for the given period from its calculation of Adjusted Earnings and Adjusted EBITDA. These may include compensation-related items with respect to cost-saving initiatives, such as severance charges incurred in connection with headcount reductions as part of broad restructuring and/or cost savings plans.

The Company also excludes compensation charges related to non-cash GAAP gains attributable to originated mortgage servicing rights (“OMSRs”) because these gains are also excluded from Adjusted Earnings and Adjusted EBITDA. OMSRs represent the fair value of expected net future cash flows from servicing recognized at commitment, net.

Excluded Compensation-Related Items to Related to the 2021 Equity Event under Adjusted Earnings and Adjusted EBITDA (Beginning in Third Quarter 2021, as updated)

Newmark does not view the cash GAAP compensation charges related to 2021 Equity Event (the "Impact of the 2021 Equity Event") as being reflective of its ongoing operations. These consisted of charges relating to cash paid to independent contractors for their withholding taxes and the cash redemption of HDUs. These had been recorded as expenses based on Newmark's previous non-GAAP definitions, but were excluded in the recast non-GAAP results beginning in the third quarter of 2021 for the following reasons:

- But for the 2021 Equity Event, the items comprising such charges would have otherwise been settled in shares and been recorded as equity-based compensation in future periods, as is the Company's normal practice. Had this occurred, such amounts would have been excluded from Adjusted Earnings and Adjusted EBITDA and would also have resulted in higher fully diluted share counts, all else equal.
- Newmark views the fully diluted share count reduction related to the 2021 Equity Event to be economically similar to the common practice among public companies of issuing the net amount of common shares to employees for their vested stock-based compensation, selling a portion of the gross shares pay applicable withholding taxes, and separately making open market repurchases of common shares.
- There was nothing comparable to the 2021 Equity Event in 2020 and nothing similar is currently contemplated after 2021. Accordingly, the only prior period recast with respect to the 2021 Equity Event was the second quarter of 2021.

Non-GAAP Financial Measures (continued)

Calculation of Non-Compensation Expense Adjustments for Adjusted Earnings

Newmark's calculation of pre-tax Adjusted Earnings excludes non-cash GAAP charges related to the following:

- Amortization of intangibles with respect to acquisitions.
- GAAP gains attributable to OMSRs.
- Amortization of mortgage servicing rights (which Newmark refers to as "MSRs"). Under GAAP, the Company recognizes OMSRs equal to the fair value of servicing rights retained on mortgage loans originated and sold. Subsequent to the initial recognition at fair value, MSRs are carried at the lower of amortized cost or fair value and amortized in proportion to the net servicing revenue expected to be earned. However, it is expected that any cash received with respect to these servicing rights, net of associated expenses, will increase Adjusted Earnings and Adjusted EBITDA in future periods.
- Various other GAAP items that management views as not reflective of the Company's underlying performance for the given period, including non-compensation-related charges incurred as part of broad restructuring and/or cost savings plans. Such GAAP items may include charges for exiting leases and/or other long-term contracts as part of cost-saving initiatives, as well as non-cash impairment charges related to assets, goodwill, and/or intangibles created from acquisitions.

Calculation of Other (income) losses for Adjusted Earnings and Adjusted EBITDA

Adjusted Earnings calculations also exclude certain other non-cash, non-dilutive, and/or non-economic items, which may, in some periods, include:

- Unusual, one-time, non-ordinary or non-recurring gains or losses.
- Non-cash GAAP asset impairment charges.
- The impact of any unrealized non-cash mark-to-market gains or losses on "Other income (loss)" related to the variable share forward agreements with respect to Newmark's receipt of the payments from Nasdaq, Inc. ("Nasdaq"), in 2021 and 2022 and the 2020 Nasdaq payment (the "Nasdaq Forwards").
- Mark-to-market adjustments for non-marketable investments.
- Certain other non-cash, non-dilutive, and/or non-economic items.

Due to Nasdaq's sale of its U.S. fixed income business in the second quarter of 2021, the Nasdaq Earn-out and related Forward settlements were accelerated, less certain previously disclosed adjustments. Because these shares were originally expected to be received over a 15 year period ending in 2027, the Earn-out had been included in calculations of Adjusted Earnings and Adjusted EBITDA under Newmark's previous non-GAAP methodology. Due to the acceleration of the Earn-out and the Nasdaq Forwards, the Company now views results excluding certain items related to the Earn-out to be a better reflection of the underlying performance of Newmark's ongoing operations. Therefore, beginning with the third quarter of 2021, other (income) losses for Adjusted Earnings and Adjusted EBITDA also excludes the impact of the below items from relevant periods. These items may collectively be referred to as the "Impact of Nasdaq".

- Realized gains related to the accelerated receipt on June 25, 2021, of Nasdaq shares.
- Realized gains or losses and unrealized mark-to-market gains or losses with respect to Nasdaq shares received prior to the Earn-out acceleration.
- The impact of any unrealized non-cash mark-to-market gains or losses on "Other income (loss)" related to the Nasdaq Forwards. This item was historically excluded under the previous non-GAAP definitions.
- Other items related to the Earn-out.

Non-GAAP Financial Measures (continued)

Newmark's calculations of non-GAAP "Other income (loss)" for certain prior periods includes dividend income on its Nasdaq shares, as these dividends contributed to cash flow and were generally correlated to Newmark's interest expense on short term borrowing against such shares. As Newmark sold 100% of these shares between the third quarter of 2021 and the first quarter of 2022, both its interest expense and dividend income declined accordingly.

METHODOLOGY FOR CALCULATING ADJUSTED EARNINGS TAXES

Although Adjusted Earnings are calculated on a pre-tax basis, Newmark also reports post-tax Adjusted Earnings to fully diluted shareholders. The Company defines post-tax Adjusted Earnings to fully diluted shareholders as pre-tax Adjusted Earnings reduced by the non-GAAP tax provision described below and net income (loss) attributable to noncontrolling interest for Adjusted Earnings.

The Company calculates its tax provision for post-tax Adjusted Earnings using an annual estimate similar to how it accounts for its income tax provision under GAAP. To calculate the quarterly tax provision under GAAP, Newmark estimates its full fiscal year GAAP income before noncontrolling interests and taxes and the expected inclusions and deductions for income tax purposes, including expected equity-based compensation during the annual period. The resulting annualized tax rate is applied to Newmark's quarterly GAAP income before income taxes and noncontrolling interests. At the end of the annual period, the Company updates its estimate to reflect the actual tax amounts owed for the period.

To determine the non-GAAP tax provision, Newmark first adjusts pre-tax Adjusted Earnings by recognizing any, and only, amounts for which a tax deduction applies under applicable law. The amounts include charges with respect to equity-based compensation, certain charges related to employee loan forgiveness, certain net operating loss carryforwards when taken for statutory purposes, and certain charges related to tax goodwill amortization. These adjustments may also reflect timing and measurement differences, including treatment of employee loans, changes in the value of units between the dates of grants of exchangeability and the date of actual unit exchange, variations in the value of certain deferred tax assets and liabilities, and the different timing of permitted deductions for tax under GAAP and statutory tax requirements.

After application of these adjustments, the result is the Company's taxable income for its pre-tax Adjusted Earnings, to which Newmark then applies the statutory tax rates to determine its non-GAAP tax provision. Newmark views the effective tax rate on pre-tax Adjusted Earnings as equal to the amount of its non-GAAP tax provision divided by the amount of pre-tax Adjusted Earnings.

Generally, the most significant factor affecting this non-GAAP tax provision is the amount of charges relating to equity-based compensation. Because the charges relating to equity-based compensation are deductible in accordance with applicable tax laws, increases in such charges have the effect of lowering the Company's non-GAAP effective tax rate and thereby increasing its post-tax Adjusted Earnings.

Newmark incurs income tax expenses based on the location, legal structure, and jurisdictional taxing authorities of each of its subsidiaries. Certain of the Company's entities are taxed as U.S. partnerships and are subject to the Unincorporated Business Tax ("UBT") in New York City. Any U.S. federal and state income tax liability or benefit related to the partnership income or loss, with the exception of UBT, rests with the unit holders rather than with the partnership entity. The Company's consolidated financial statements include U.S. federal, state, and local income taxes on the Company's allocable share of the U.S. results of operations. Outside of the U.S., Newmark is expected to operate principally through subsidiary corporations subject to local income taxes. For these reasons, taxes for Adjusted Earnings are expected to be presented to show the tax provision the consolidated Company would expect to pay if 100% of earnings were taxed at global corporate rates.

CALCULATIONS OF PRE- AND POST-TAX ADJUSTED EARNINGS PER SHARE

Newmark's pre-tax Adjusted Earnings and post-tax Adjusted Earnings per share calculations assume either that:

- The fully diluted share count includes the shares related to any dilutive instruments, but excludes the associated expense, net of tax, when the impact would be dilutive; or
- The fully diluted share count excludes the shares related to these instruments, but includes the associated expense, net of tax.

Non-GAAP Financial Measures (continued)

The share count for Adjusted Earnings excludes certain shares and share equivalents expected to be issued in future periods but not yet eligible to receive dividends and/or distributions. Each quarter, the dividend payable to Newmark's stockholders, if any, is expected to be determined by the Company's Board of Directors with reference to a number of factors, including post-tax Adjusted Earnings per share. Newmark may also pay a pro-rata distribution of net income to limited partnership units, as well as to Cantor for its noncontrolling interest. The amount of this net income, and therefore of these payments per unit, would be determined using the above definition of Adjusted Earnings per share on a pre-tax basis.

The declaration, payment, timing, and amount of any future dividends payable by the Company will be at the discretion of its Board of Directors using the fully diluted share count. For more information on any share count adjustments, see the table of this document and/or the Company's most recent financial results press release titled "Fully Diluted Weighted-Average Share Count for GAAP and Adjusted Earnings."

MANAGEMENT RATIONALE FOR USING ADJUSTED EARNINGS

Newmark's calculation of Adjusted Earnings excludes the items discussed above because they are either non-cash in nature, because the anticipated benefits from the expenditures are not expected to be fully realized until future periods, or because the Company views results excluding these items as a better reflection of the underlying performance of Newmark's ongoing operations. Management uses Adjusted Earnings in part to help it evaluate, among other things, the overall performance of the Company's business, to make decisions with respect to the Company's operations, and to determine the amount of dividends payable to common stockholders and distributions payable to holders of limited partnership units. Dividends payable to common stockholders and distributions payable to holders of limited partnership units are included within "Dividends to stockholders" and "Earnings and tax distributions to limited partnership interests and other noncontrolling interests," respectively, in our unaudited condensed consolidated statements of cash flows.

The term "Adjusted Earnings" should not be considered in isolation or as an alternative to GAAP net income (loss). The Company views Adjusted Earnings as a metric that is not indicative of liquidity, or the cash available to fund its operations, but rather as a performance measure. Pre- and post-tax Adjusted Earnings, as well as related measures, are not intended to replace the Company's presentation of its GAAP financial results. However, management believes that these measures help provide investors with a clearer understanding of Newmark's financial performance and offer useful information to both management and investors regarding certain financial and business trends related to the Company's financial condition and results of operations. Management believes that the GAAP and Adjusted Earnings measures of financial performance should be considered together.

For more information regarding Adjusted Earnings, see the sections of this document and/or the Company's most recent financial results press release titled "Reconciliation of GAAP Net Income to Common Stockholders to Adjusted Earnings Before Noncontrolling Interests and Taxes and GAAP Fully Diluted EPS to Post-Tax Adjusted EPS", including the related footnotes, for details about how Newmark's non-GAAP results are reconciled to those under GAAP.

Non-GAAP Financial Measures (continued)

ADJUSTED EBITDA DEFINED

Newmark also provides an additional non-GAAP financial performance measure, “Adjusted EBITDA”, which it defines as GAAP “Net income (loss) available to common stockholders”, adjusted for the following items:

- Net income (loss) attributable to noncontrolling interest.
- Provision (benefit) for income taxes.
- OMSR revenue.
- MSR amortization.
- Compensation charges related to OMSRs.
- Other depreciation and amortization.
- Equity-based compensation and allocations of net income to limited partnership units and FPUs.
- Various other GAAP items that management views as not reflective of the Company’s underlying performance for the given period. These may include compensation-related items with respect to cost-saving initiatives, such as severance charges incurred in connection with headcount reductions as part of broad restructuring and/or cost savings plans; charges for exiting leases and/or other long-term contracts as part of cost-saving initiatives; and non-cash impairment charges related to assets, goodwill and/or intangibles created from acquisitions.
- Other non-cash, non-dilutive, and/or non-economic items, which may, in certain periods, include the impact of any unrealized non-cash mark-to-market gains or losses on “other income (loss)” related to the Nasdaq Forwards, as well as mark-to-market adjustments for non-marketable investments.
- Interest expense.

Beginning with the third quarter of 2021, calculation of Adjusted EBITDA excludes the Impact of Nasdaq and the Impact of the 2021 Equity Event, (together, the "Impact of Nasdaq and the 2021 Equity Event") which are defined above.

Newmark’s calculation of Adjusted EBITDA excludes certain items discussed above because they are either non-cash in nature, because the anticipated benefits from the expenditures are not expected to be fully realized until future periods, or because the Company views excluding these items as a better reflection of the underlying performance Newmark’s ongoing operations. The Company’s management believes that its Adjusted EBITDA measure is useful in evaluating Newmark’s operating performance, because the calculation of this measure generally eliminates the effects of financing and income taxes and the accounting effects of capital spending and acquisitions, which would include impairment charges of goodwill and intangibles created from acquisitions. Such items may vary for different companies for reasons unrelated to overall operating performance. As a result, the Company’s management uses this measure to evaluate operating performance and for other discretionary purposes. Newmark believes that Adjusted EBITDA is useful to investors to assist them in getting a more complete picture of the Company’s financial results and operations.

Non-GAAP Financial Measures (continued)

Since Newmark's Adjusted EBITDA is not a recognized measurement under GAAP, investors should use this measure in addition to GAAP measures of net income when analyzing Newmark's operating performance. Because not all companies use identical EBITDA calculations, the Company's presentation of Adjusted EBITDA may not be comparable to similarly titled measures of other companies. Furthermore, Adjusted EBITDA is not intended to be a measure of free cash flow or GAAP cash flow from operations, because the Company's Adjusted EBITDA does not consider certain cash requirements, such as tax and debt service payments.

For more information regarding Adjusted EBITDA, see the section of this document and/or the Company's most recent financial results press release titled "Reconciliation of GAAP Net Income to Adjusted EBITDA", including the related footnotes, for details about how Newmark's non-GAAP results are reconciled to those under GAAP EPS.

TIMING OF OUTLOOK FOR CERTAIN GAAP AND NON-GAAP ITEMS

Newmark anticipates providing forward-looking guidance for GAAP revenues and for certain non-GAAP measures from time to time. However, the Company does not anticipate providing an outlook for other GAAP results. This is because certain GAAP items, which are excluded from Adjusted Earnings and/or Adjusted EBITDA, are difficult to forecast with precision before the end of each period. The Company therefore believes that it is not possible for it to have the required information necessary to forecast GAAP results or to quantitatively reconcile GAAP forecasts to non-GAAP forecasts with sufficient precision without unreasonable efforts. For the same reasons, the Company is unable to address the probable significance of the unavailable information. The relevant items that are difficult to predict on a quarterly and/or annual basis with precision and may materially impact the Company's GAAP results include, but are not limited, to the following:

- Certain equity-based compensation charges that may be determined at the discretion of management .
- Unusual, one-time, non-ordinary, or non-recurring items.
- The impact of gains or losses on certain marketable securities, as well as any gains or losses related to associated mark-to- market movements and/or hedging. These items are calculated using period-end closing prices.
- Non-cash asset impairment charges, which are calculated and analyzed based on the period-end values of the underlying assets. These amounts may not be known until after period-end.
- Acquisitions, dispositions, and/or resolutions of litigation, which are fluid and unpredictable in nature.

LIQUIDITY DEFINED

Newmark may also use a non-GAAP measure called "liquidity". The Company considers liquidity to be comprised of the sum of cash and cash equivalents, marketable securities, and reverse repurchase agreements (if any), less securities lent out in securities loaned transactions and repurchase agreements. The Company considers liquidity to be an important metric for determining the amount of cash that is available or that could be readily available to the Company on short notice. For more information regarding liquidity, see the section of this document and/or the Company's most recent financial results press release titled "Liquidity Analysis", including any related footnotes, for details about how Newmark's non-GAAP results are reconciled to those under GAAP.

Reconciliation of GAAP Net Income Available to Common Stockholders to Adjusted Earnings Before Noncontrolling Interests And Taxes And GAAP Fully Diluted EPS to Post-Tax Adjusted EPS

(in Thousands, Except per Share Data) (Unaudited)

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
GAAP net income available to common stockholders	$ 6,427	$ 149,331	$ 83,275	$ 750,728
Provision for income taxes (1)	6,330	36,386	42,054	242,958
Net income attributable to noncontrolling interests (2)	5,699	35,779	29,270	227,406
GAAP income before income taxes and noncontrolling interests	$ 18,456	$ 221,496	$ 154,599	$ 1,221,092
Pre-tax adjustments:				
Compensation adjustments:				
Equity-based compensation and allocations of net income to limited partnership units and FPU's (3)	35,338	40,601	138,312	356,345
Other compensation adjustments (4)	(406)	2,618	2,086	209,759
Total Compensation adjustments	34,932	43,219	140,398	566,104
Non-Compensation expense adjustments:				
Amortization of intangibles (5)	3,402	2,361	14,313	8,864
MSR amortization(6)	28,577	31,937	109,076	89,791
Other non-compensation adjustments (7)	21,621	2,793	32,046	17,806
Total Non-Compensation expense adjustments	53,600	37,091	155,435	116,461
Non-cash adjustment for OMSR revenues (8)	(21,570)	(48,230)	(109,926)	(136,406)
Other (income) loss:				
Other non-cash, non-dilutive, and /or non-economic items and Nasdaq (9)	(845)	(43,790)	100,935	(1,229,626)
Total Other (income) loss	(845)	(43,790)	100,935	(1,229,626)
Total pre-tax adjustments	66,117	(11,710)	286,842	(683,467)
Adjusted Earnings before noncontrolling interests and taxes ("Pre-tax Adjusted Earnings")	$ 84,573	$ 209,786	$ 441,441	$ 537,625

See the following page for a continuation of the table.

Reconciliation of GAAP Net Income Available to Common Stockholders to Adjusted Earnings Before Noncontrolling Interests And Taxes And GAAP Fully Diluted EPS to Post-Tax Adjusted EPS (continued)

(in Thousands, Except per Share Data) (Unaudited) (Continued)

	Three Months Ended December 31, 2022	Three Months Ended December 31, 2021	Year Ended December 31, 2022	Year Ended December 31, 2021
GAAP Net income available to common stockholders:	$ 6,427	$ 149,331	$ 83,275	$ 750,728
Allocation of net income to noncontrolling interests (10)	5,462	34,665	286,842	223,926
Total pre-tax adjustments (from above)	66,117	(11,710)	286,842	(683,467)
Income tax adjustment to reflect adjusted earnings taxes (1)	(1,513)	(6,333)	(33,610)	141,215
Post-tax Adjusted Earnings to fully diluted shareholders ("Post-tax Adjusted Earnings")	$ 76,493	$ 165,953	$ 364,980	$ 432,402
Per Share Data:				
GAAP fully diluted earnings per share(11)	$ 0.04	$ 0.74	$ 0.45	$ 3.80
Allocation of net income (loss) to noncontrolling interests	-	-	-	(0.01)
Exchangeable preferred limited partnership units non-cash preferred dividends	0.00	0.00	0.00	0.02
Total pre-tax adjustments (from above)	0.28	(0.05)	1.17	(2.59)
Income tax adjustment to reflect adjusted earnings taxes	(0.01)	(0.02)	(0.14)	0.53
Other	0.01	(0.02)	0.01	(0.12)
Post-tax Adjusted Earnings per share ("Adjusted Earnings EPS")	$ 0.32	$ 0.65	$ 1.49	$ 1.64
Pre-tax adjusted earnings per share	$ 0.36	$ 0.82	$ 1.80	$ 2.04
Fully diluted weighted-average shares of common stock outstanding	236,304	254,318	245,177	263,954

(1) Newmark's GAAP provision (benefit) for income taxes is calculated based on an annualized methodology. Newmark includes additional tax-deductible items when calculating the provision (benefit) for taxes with respect to Adjusted Earnings using an annualized methodology. These include tax-deductions related to equity-based compensation, and certain net-operating loss carryforwards. The adjustment in the tax provision to reflect Adjusted Earnings is shown below (in millions):

See the following page for a continuation of the table.

Reconciliation of GAAP Net Income Available to Common Stockholders to Adjusted Earnings Before Noncontrolling Interests And Taxes And GAAP Fully Diluted EPS to Post-Tax Adjusted EPS (continued)

(in Thousands, Except per Share Data) (Unaudited) (Continued)

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
GAAP provision for (benefit from) income taxes	$ 6.3	$ 36.4	$ 42.1	$ 243.0
Income tax adjustment to reflect Adjusted Earnings	1.5	6.3	33.6	(141.2)
Provision for income taxes for Adjusted Earnings	$ 7.8	$ 42.7	$ 75.7	$ 101.8

(2) Primarily represents portion of Newmark's net income pro-rated for Cantor and BGC's employees ownership percentage and the noncontrolling portion of Newmark's net income in subsidiaries.

(3) The components of equity-based compensation and allocations of net income to limited partnership units and FPUs are as follows (in millions):

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
Issuance of common stock and exchangeability expenses	$ 23.1	$ 14.5	$ 92.3	$ 312.7
Allocations of net income (loss)	3.1	17.1	15.9	55.2
Limited partnership units amortization	3.1	3.7	8.3	(28.4)
RSU Amortization Expense	6.0	5.3	21.8	16.9
Equity-based compensation and allocations of net income to limited partnership units and FPUs	$ 35.3	$ 40.6	$ 138.3	$ 356.4

(4) Includes compensation expenses related to the cash impact of the 2021 Equity Event of $203.8 million for the full year ended December 31, 2021. Also includes compensation expenses related to severance charges as a result of the cost savings initiatives of $0.0 million and $0.5 million for the three months ended December 31, 2022 and 2021, respectively, and $0.0 million and $2.5 million for the years ended December 31, 2022 and 2021, respectively. Also includes commission charges related to non-cash GAAP gains attributable to OMSR revenues of ($0.4) million and $2.1 million for the three months ended December 31, 2022, and 2021, respectively, and $2.1 million and $3.5 million for the years ended December 31, 2022, and 2021.

(5) Includes Non-cash GAAP charges related to the amortization of intangibles with respect to acquisitions.

(6) Adjusted Earnings calculations exclude non-cash GAAP amortization of mortgage servicing rights (which Newmark refers to as "MSRs"). Subsequent to the initial recognition at fair value, MSRs are carried at the lower of amortized cost or fair value and amortized in proportion to the net servicing revenues expected to be earned. However, it is expected that any cash received with respect to these servicing rights, net of associated expenses, will increase Adjusted Earnings in future periods.

(7) Primarily includes asset impairments and credits the Company does not consider a part of its ongoing operations of $24.1 million and $3.1 million for the three months ended December 31, 2022 and 2021, respectively, and $34.0 million and $15.0 million for the years ended December 31, 2022 and 2021, respectively. Includes legal settlements of ($0.2) million and $2.8 million for the three months and year ended December 31, 2021, respectively. There were no legal settlements for the three months and year ended December 31, 2022.

(8) Adjusted Earnings calculations exclude non-cash GAAP gains attributable to originated mortgage servicing rights (which Newmark refers to as "OMSRs"). Under GAAP, Newmark recognizes OMSRs equal to the fair value of servicing rights retained on mortgage loans originated and sold.

(9) The components of non-cash, non-dilutive, non-economic items are as follows (in millions):

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
Nasdaq Income	-	(45.0)	87.5	(1,212.7)
Realized gain on investment	-	-	-	(27.8)
Unrealized (gain)/loss on marketable securities	0.2	-	0.5	-
Mark-to-market (gains)/losses on non-marketable investments, net	(1.0)	0.9	12.9	(1.6)
Asset impairment	-	0.3	-	12.5
	$ (0.8)	$ (43.8)	$ 100.9	$ (1,229.6)

(10) Excludes the noncontrolling portion of Newmark's net income in subsidiaries which are not wholly owned.

(11) Includes a reduction for dividends on preferred stock or exchangeable preferred partnership units of $0.0 million and $6.2 million for the three months and year ended December 31, 2021. (see Note 1 - and Basis of Presentation" in the Company's most recently filed Form 10-Q or Form 10-K.)

Reconciliation of GAAP Income to Adjusted EBITDA

(in Thousands) (Unaudited)

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
GAAP net income available to common stockholders	$ 6,427	$ 149,331	$ 83,275	$ 750,728
Adjustments:				
Net income attributable to noncontrolling interests[(1)]	5,699	35,779	29,270	227,406
Provision for income taxes	6,330	36,386	42,054	242,958
OMSR revenue[(2)]	(21,570)	(48,230)	(109,926)	(136,405)
MSR amortization[(3)]	28,577	31,937	109,076	89,791
Other depreciation and amortization[(4)]	18,480	8,987	56,740	31,937
Equity-based compensation and allocations of net income to limited partnership units and FPUs	35,338	40,601	138,312	356,344
Other adjustments [(6)]	13,642	5,380	21,134	20,645
Other non-cash, non-dilutive, non-economic items and Nasdaq for Adjusted EBITDA [(7)]	(845)	(43,791)	100,623	(1,025,840)
Interest expense	10,126	9,007	40,120	39,898
Adjusted EBITDA ("AEBITDA")	$ 102,204	$ 225,387	$ 510,678	$ 597,462

(1) Primarily represents portion of Newmark's net income pro-rated for Cantor and BGC employees ownership percentage and the noncontrolling portion of Newmark's net income in subsidiaries.

(2) Non-cash gains attributable to originated mortgage servicing rights.

(3) Non-cash amortization of mortgage servicing rights in proportion to the net servicing revenues expected to be earned.

(4) 'Includes fixed asset depreciation and impairment of $15.1 million and $6.6 million for the three months ended December 31, 2022 and 2021, respectively, and $42.4 million and $23.1 million for the years ended December 31, 2022 and 2021, respectively. Also includes intangible asset amortization related to acquisitions of $3.4 million and $2.4 million for the three months ended December 31, 2022 and 2021, respectively, and $14.3 million and $8.9 million for the years ended December 31, 2022 and 2021, respectively.

(5) Please refer to Footnote 3 under Reconciliation of GAAP Net Income (Loss) Available to Common Stockholders to Adjusted Earnings Before Noncontrolling Interests and GAAP Fully Diluted EPS to Post-tax Adjusted EPS for additional information about the components of "Equity-based compensation and allocations of net income to limited partnership units and FPUs".

(6) The components of other adjustments are as follows (in millions):

	Three Months Ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
Severance charges	$ -	$ 0.5	$ -	$ 2.5
Assets impairment not considered a part of ongoing operations	14.0	2.8	19.0	14.7
Commission charges related to non-GAAP gains attributable to OMSR revenues and others	(0.4)	2.1	2.1	3.4
	$ 13.6	$ 5.4	$ 21.1	$ 20.6

For the three months and year ended December 31, 2022, asset impairments included lease impairments related to acquired businesses.

(7) Please refer to Footnote 9 under Reconciliation of GAAP Net Income (Loss) Available to Common Stockholders to Adjusted Earnings Before Noncontrolling Interests and Taxes and GAAP Fully Diluted EPS to Post-tax Adjusted EPS for additional information about the components of Other non-cash, non-dilutive, non-economic items". Also, includes expenses related to the cash Impact of the 2021 Equity Event of $203.8

Reconciliation of “GAAP pre-tax income” to “GAAP pre-tax income excluding other income and the 2021 Equity Event”

(in Thousands) (Unaudited)

	Three months ended December 31,		Year Ended December 31,	
	2022	2021	2022	2021
GAAP income before income taxes and noncontrolling interests ("GAAP pre-tax income")	18,456	221,496	154,599	1,221,092
Other income (including the Impact of Nasdaq)	(3,730)	(45,173)	97,701	(1,232,495)
2021 Equity Event	-	-	-	444,557
GAAP pre-tax income excluding other income and the 2021 Equity Event	**14,726**	**176,323**	**252,300**	**433,154**

Fully Diluted Weighted-Average Share Count for GAAP And Adjusted Earnings

(in Thousands) (Unaudited)

	Three Months Ended December		Year Ended December 31,	
	2022	2021	2022	2021
Common stock outstanding	171,515	192,742	180,337	190,179
Limited partnership units	34,738	25,795	31,903	-
Cantor units	24,679	24,274	24,656	-
Founding partner units	3,097	3,809	3,385	-
RSUs	1,845	5,965	3,255	4,309
Newmark exchange shares	431	1,733	1,641	1,324
Fully diluted weighted-average share count for GAAP	236,304	254,318	245,177	195,812
Adjusted Earnings Adjustments:				
Common stock outstanding	-	-	-	-
Limited partnership units	-	-	-	40,085
Cantor units	-	-	-	23,841
Founding partner units	-	-	-	4,215
RSUs	-	-	-	-
Other	-	-	-	-
Fully diluted weighted-average share count for Adjusted Earnings	236,304	254,318	245,177	263,953

Liquidity Analysis Table

(in Thousands) (Unaudited)

LIQUIDITY ANALYSIS
(in thousands)
(unaudited)

	December 31, 2022	December 31, 2021
Cash and cash equivalents	$ 233,016	$ 191,332
Marketable securities	788	524,569
Repurchase agreements and securities loaned	-	(140,007)
Total [(1)]	**$ 233,804**	**$ 575,894**

Reconciliation of Adjusted EBITDA to Operating Cash Flows

(in Thousands) (Unaudited)

	For the Three Months Ended December 31,		For the Year Ended December 31,	
	2022	2021	2022	2021
Adjusted EBITDA	$ 102.2	$ 225.4	$ 510.7	$ 597.5
Cash paid for interest	(17.2)	(17.1)	(37.8)	(36.3)
Employee loans for new hires and producers [(1)]	(20.6)	(5.5)	(83.9)	(17.4)
2021 Equity Event	-	-	-	(484.4)
Other working capital	0.8	8.6	(27.9)	(23.0)
Corporate Tax payments	(13.1)	(61.2)	(99.6)	(99.4)
Net cash provided by operations excluding activities from loan originations and sales	**$ 52.1**	**$ 150.1**	**$ 261.5**	**$ (63.0)**

(1) Primarily includes employee loans and advances for new hires, therefore amounts may differ from “Loans, forgivable loans and other receivables from employees and partners” in the consolidated statements of cash flows.

Other Income

($ in Millions)

Nasdaq Impact	-	$46.1	(100.0)%	($87.4)	$1,203.1	(107.3)%
Mark-to-market gains (losses) on non-marketable investments, net	1.0	(0.9)	211.1%	(12.9)	1.6	(906.3)%
Other items, net	2.7	-	NMF	2.6	27.8	(90.6)%
Other income (loss), net under GAAP	**3.7**	**45.2**	**(91.8)%**	**(97.7)**	**1,232.5**	**(107.9)%**
To reconcile from GAAP other income (loss), exclude:						
Nasdaq-related items	-	(44.7)	(100.0)%	87.6	(1,200.3)	(107.3)%
Mark-to-market (gains) losses on non-marketable investments, net	(1.0)	0.9	(211.1)%	12.9	(1.6)	906.3%
Other items, net	0.2	-	NMF	0.4	(27.8)	101.4%
Other income (loss), net for Pre-tax Adjusted Earnings and Adjusted EBITDA	**2.9**	**1.4**	**107.1%**	**3.2**	**2.9**	**10.3%**

Newmark's "Other income (loss), net under GAAP" includes gains and losses related to the Nasdaq shares the Company received in 2021, equity method investments that represent Newmark's pro rata share of net gains or losses on investments, and mark-to-market gains or losses on non-marketable investments. "Other income (loss), net for Pre-tax Adjusted Earnings and Adjusted EBITDA" excludes gains and losses related to the Nasdaq shares and mark-to-market gains or losses on non-marketable investments. The main difference between the two measures of "Other income (loss)" for the full year periods relate to GAAP realized and unrealized gains with respect to Nasdaq shares, as discussed later under "Other Useful Information." In addition, the Company recorded a net total of $12.9 million of mark-to-market losses on non-marketable investments in 2022 compared with $1.6 million gain a year earlier. Newmark also recorded a $27.8 million GAAP non-cash gain related to the acquisition of Deskeo in 2021.

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