

NEWMARK

Newmark Group, Inc.

(Nasdaq: NMRK)

Second Quarter 2024 Financial Results Presentation
August 2, 2024



Property Type: Various

Disclaimers

Discussion of Forward-Looking Statements

References in this document to “we,” “us,” “our,” the “Company” and “Newmark” mean Newmark Group, Inc., and its consolidated subsidiaries. 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 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. Our expectations are subject to change based on various macroeconomic, social, political, and other factors. None of our long-term targets or goals beyond 2024 should be considered formal guidance.

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"). See the sections of this document including, but not limited to, “Non-GAAP Financial Measures”, “Adjusted Earnings Defined”, “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”, and "Net Leverage", 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. See also “Timing of Outlook for Certain GAAP and Non-GAAP Items” for a discussion of why it is difficult to forecast certain GAAP results without unreasonable effort.

Other Items

Investors may find the following information useful: (i) 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. (ii) Rounding may have also impacted the presentation of certain year-on-year percentage changes. (iii) Decreases in losses may be shown as positive percentage changes in the financial tables. (iv) Changes from negative figures to positive figures may be calculated using absolute values, resulting in positive percentage changes in the tables.

Recent Consolidated Results

HIGHLIGHTS OF CONSOLIDATED RESULTS (USD millions, except per share data)	2Q24	2Q23	Change	YTD 2024	YTD 2023	Change
Revenues	\$633.4	\$585.8	8.1%	\$1,179.9	\$1,106.6	6.6%
GAAP income (loss) before income taxes and noncontrolling interests ("GAAP pre-tax income")	32.5	17.9	80.9%	2.6	(1.5)	280.5%
GAAP net income (loss) for fully diluted shares	20.6	8.9	132.6%	(2.0)	(3.9)	49.7%
GAAP net income (loss) per fully diluted share	0.08	0.04	100.0%	(0.01)	(0.02)	50.0%
Adjusted Earnings before noncontrolling interests and taxes ("Pre-tax Adjusted Earnings")	65.0	50.3	29.3%	107.9	91.1	18.5%
Post-tax Adjusted Earnings to fully diluted shareholders ("Post-tax Adjusted Earnings")	55.8	43.1	29.3%	93.2	78.5	18.8%
Post-tax Adjusted Earnings per share ("Adjusted Earnings EPS")	0.22	0.18	22.2%	0.37	0.32	15.6%
Adjusted EBITDA ("AEBITDA")	86.3	72.9	18.3%	149.8	135.8	10.3%

- On August 1, 2024, Newmark's Board of Directors (the "Board") declared a qualified quarterly dividend of \$0.03 per share payable on September 3, 2024, to Class A and Class B common stockholders of record as of August 16, 2024, which is the same as the ex-dividend date.
- All of the year over year improvement was organic, as the Company made no acquisitions over the TTM¹ ended June 30, 2024.

1. Unless otherwise stated, "TTM" refers to the trailing twelve month ended 6/30/2024.

Notes: (i) See the sections of this document including, but not limited to, "Non-GAAP Financial Measures", "Adjusted Earnings Defined", and "Reconciliation of GAAP Net Income (loss) 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. (ii) The tax rate for Adjusted Earnings was 15.0% in the second quarter of 2024 compared with 15.1% a year earlier. (iii) Newmark's compensation charges with respect to grants of exchangeability generally move in the same direction as the Company's stock price.

Leading Commercial Real Estate Advisor and Service Provider



TTM Revenues
~\$2.5B



2022 + 2023 Transaction Volume
~\$1.7T



Professionals
~7,800



Global Client Service Locations
~170

Top Global Public CRE Services Companies

NEWMARK

CBRE

Colliers

CUSHMAN &
WAKEFIELD

JLL

savills

Acclaimed Industry Leader

MSCI 

Top 3 U.S. Broker by Investment
Volume (2023)
#2 Multifamily Broker (2023)
#2 Office Broker (2023)
#4 Cross-Border Broker (2023)

REAL ESTATE ALERT

#1 Top Office Brokers (1H 2024)
#3 Top Hotel Brokers (1H 2024)
#5 Top Industrial Brokers (1H 2024)

GlobeSt.com

CRE's Best Places to
Work (2024)

Commercial Property Executive

Ranked #2 Top Sales Firms
(2024)

Ranked #2 Top Mortgage
Banking & Brokerage Firms
(2024)

FreddieMac

#4 Freddie Mac Lender (2023)
& MBA's Top 5 Fannie Mae multifamily
loan servicer (2023)

IA  P

Global Outsourcing 100®
for 15th consecutive year
in 2024

Strong Earnings, Cash Generation & Low Leverage



**\$412.2MM of TTM Adjusted EBITDA
&
1.4x net leverage as of June 30, 2024**

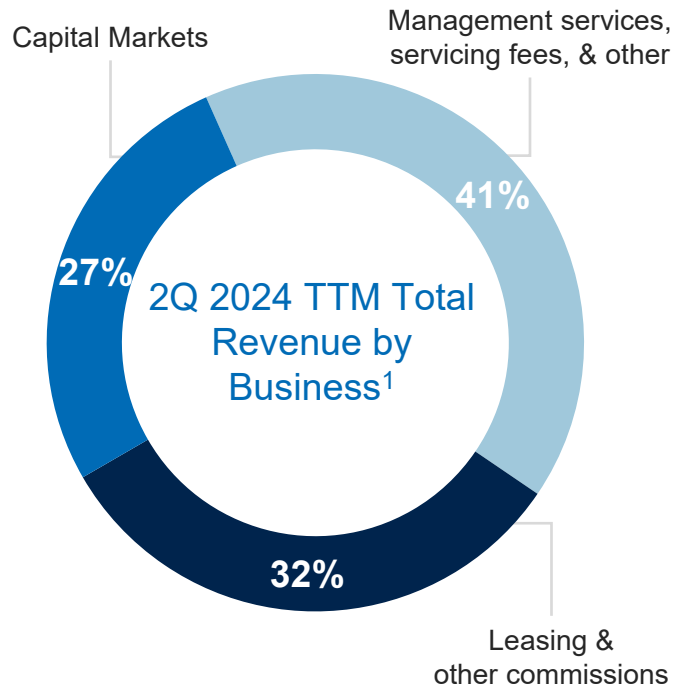
Notes: (i) Headcount and client service locations include independently-owned business partners. Excluding these business partners, we had nearly 7,400 employees in more than 140 offices as of June 30, 2024. Our revenues and volumes are for Newmark company-owned offices only. (ii) Volume figure is the notional value of 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 businesses for the past two calendar years. (iii) GSE lending rankings are based on disclosures by Fannie Mae regarding Multifamily Delegated Underwriting & Servicing Lenders and/or by Freddie Mac about conventional Multifamily Optigo® Lenders. Servicing ranking is per the MBA. (iv) Adjusted EBITDA and net leverage are non-GAAP financial measures. See "Non-GAAP Financial Measures" and "Financial Tables and Reconciliations."

Low Risk Real Estate Services Business with Diversified Revenue Base



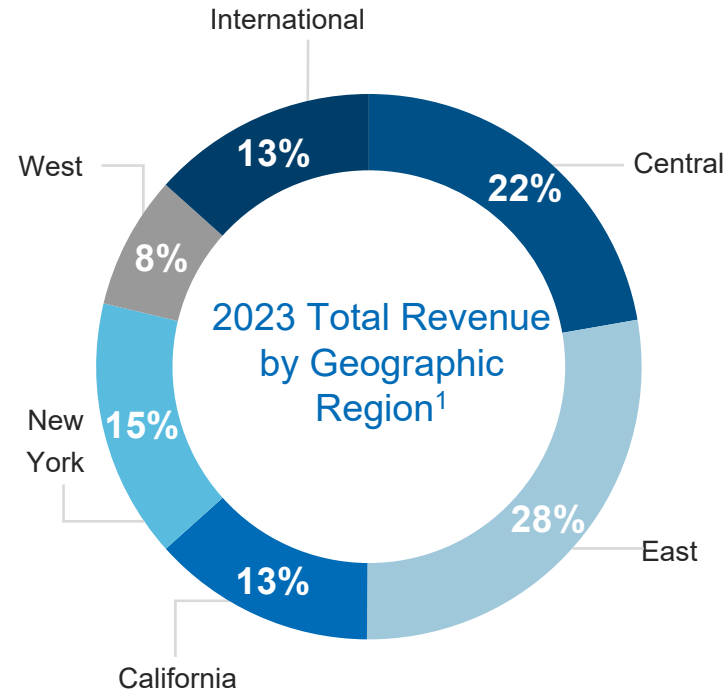
Leading CRE Services Platform

Revenues from “Management services, servicing fees, & other” exceeded \$1B in the TTM and have grown at a ~17% CAGR since our IPO in 2017



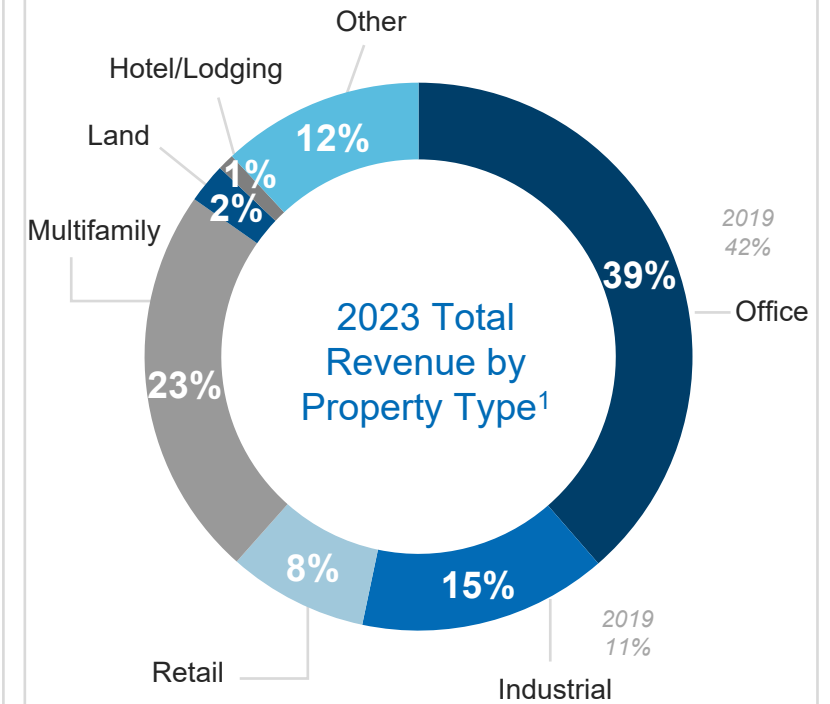
Covering a Broad Geography

Increasingly diversified by region. The addition of Gerald Eve put us at 13% international in 2023



Diversified Revenue Streams

Focused investments driving continued revenue growth across property types



1. Percentage shown reflect TTM total revenue of \$2.5B and 2023 total revenue of \$2.5B as generated by all of Newmark's businesses. The Company historically updates revenue by property type and geography only once a year.

Second Quarter 2024 Highlights¹

\$633.4MM

TOTAL
REVENUES

\$86.3MM

ADJUSTED
EBITDA

\$0.22

POST-TAX
ADJUSTED
EPS

13.6%

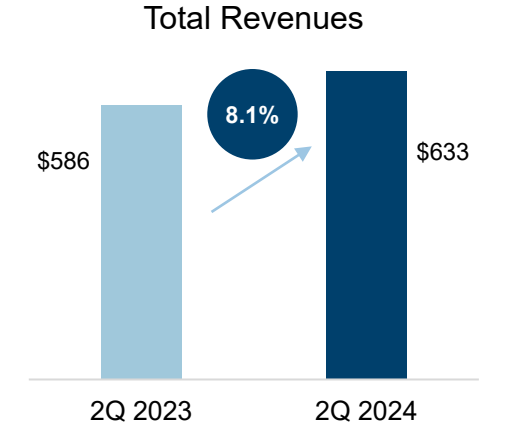
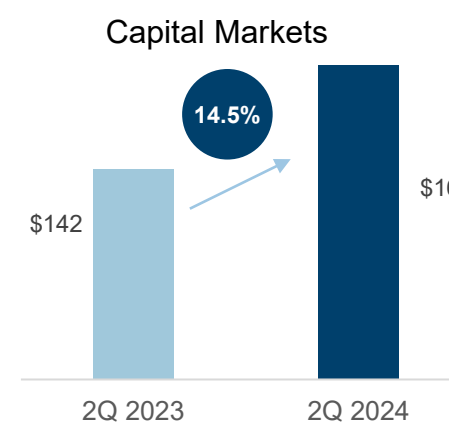
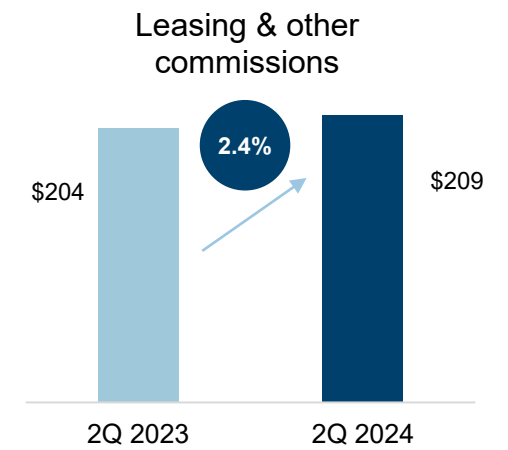
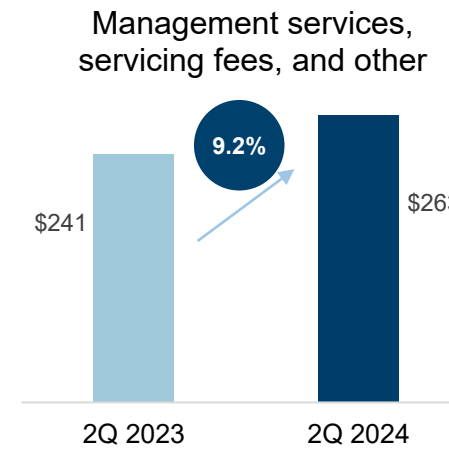
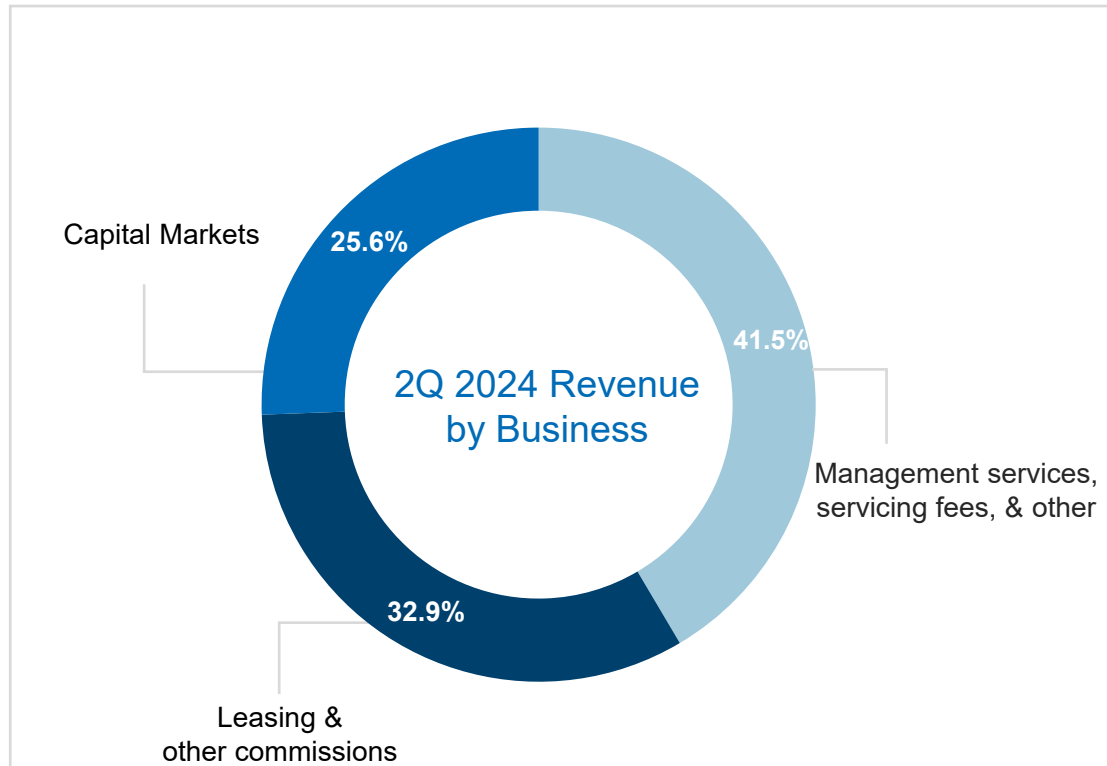
ADJUSTED
EBITDA
MARGIN

- The Company's strong operating leverage drove an 18.3% increase in AEBITDA and 22.2% improvement in AEPS on 8.1% revenue growth.
- 14.5% Capital markets revenue growth outpaced the industry for the fourth consecutive quarter.
- Ranked as the #1 Office broker in the U.S. for the first half of 2024 by Real Estate Alert, with over 30% market share.²
- Management services, servicing fees, and other increased by 9.2%, which was the fourth quarter in a row of strong year-on-year improvement for these businesses.
- Recently added one of the top affordable housing debt and structured finance professionals in the U.S. to partner with the preeminent U.S. affordable housing investment sales team, which joined earlier in the year.
- Added dozens of other industry-leading professionals globally in Debt and structured finance, Investment sales, Leasing, and Valuation & Advisory.

1. For more on items including recent acquisitions and hires as well as any economic or industry data referenced herein, including Newmark's league table rankings, see "Other Useful Information".

2. The Real Estate Alert league table was published on July 23, 2024, and was for brokers representing sellers in deals of at least \$25 million.

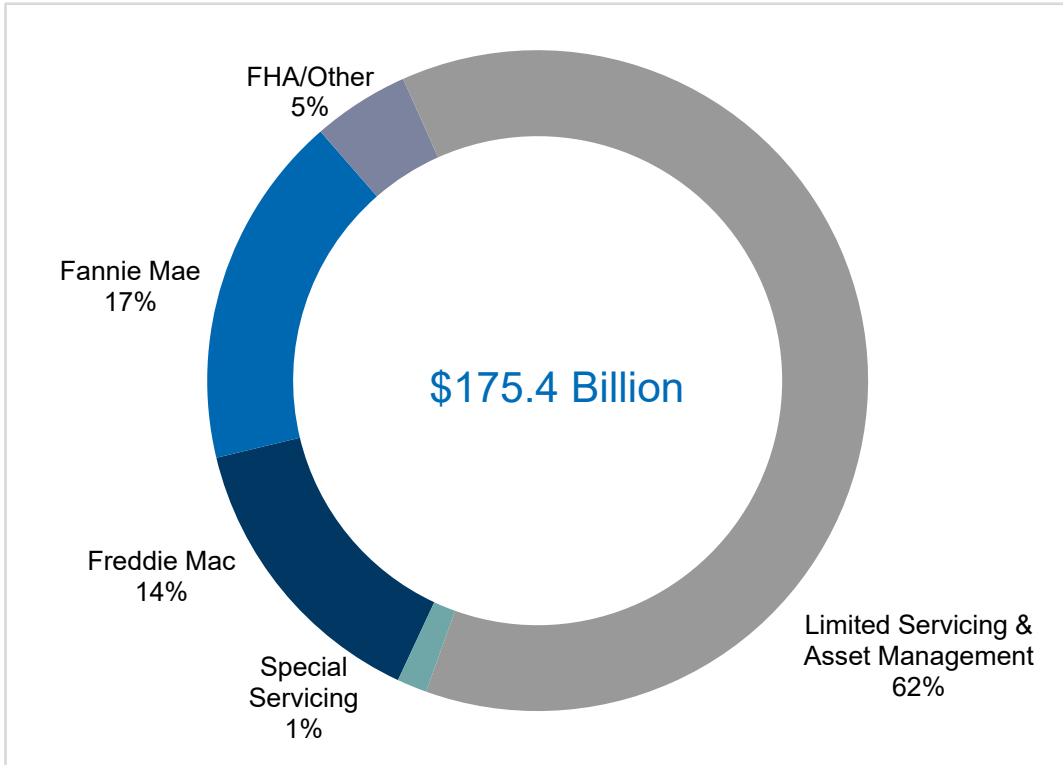
2Q 2024 Revenue Detail



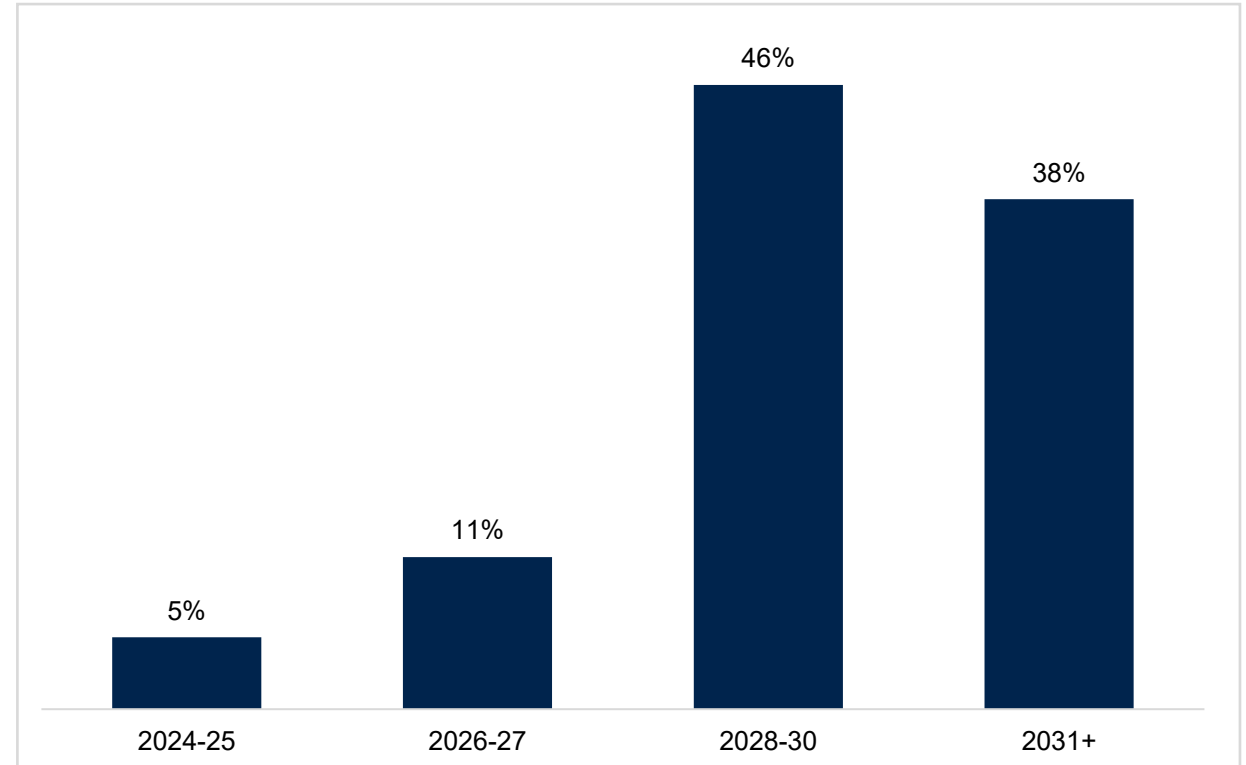
- Management services, servicing fees, and other rose by 9.2%, which reflects growth in fees from Valuation & Advisory, Servicing, and GCS.
- Newmark increased revenues from Leasing and other commissions by 2.4%, led by 15.8% growth in office revenues.
- The Company increased Investment sales fees by 18.2%, which reflected significantly higher industrial and office volumes. This meaningfully outpaced industry-wide volume declines across all major property types of approximately 2% in the U.S. and Europe.
- Newmark's debt business once again gained considerable market share, as Fees from commercial mortgage origination, net, increased by 14.6%, led by approximately 46% growth in Mortgage brokerage and debt placement fees. This was partially offset by a decline in GSE/FHA origination fees, which were impacted by an over 27% decline in U.S. GSE volumes.

Servicing & Asset Management Provides Long-term and Recurring, High-Margin Revenues

Portfolio Composition as of 06/30/2024



Newmark Fannie Mae/Freddie Mac Portfolio Maturities by Year



- Newmark's servicing portfolio generated \$64.0 MM¹ (-1% Y/Y) and \$256.5 MM (+10% Y/Y), respectively, of high-margin, recurring, and predictable revenue during the three and twelve months ended 6/30/2024.
- In 2Q 2024, Servicing fees and escrow interest were up 6.5% and 22.9%, respectively, offset by lower Yield Maintenance Fees and Interest on Loans held for sale.
- As of 6/30/2024, Newmark's higher margin primary servicing portfolio² was up 10% Y/Y to \$63.8 billion, while its weighted-average maturity was 5.8 years.
- Of the Fannie Mae³ and Freddie Mac loans in Newmark's servicing portfolio, only 1.3% will mature in 2024, and over 84% will mature in 2028 or later.

1. Newmark produced \$166.4 mm in servicing fees during the twelve months ended 6/30/2024. In addition to servicing fees, the Company generated \$90.0 mm of other revenues, for a total of \$256.5 mm of servicing & other revenues. These include escrow interest, servicing and asset management 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. Over 98% of the Company's GSE loans include prepayment penalties. Starting in the first quarter of 2024, Newmark's servicing fees also reflect Spring 11's limited servicing and asset management business, retrospectively from the first quarter of 2023 onwards. Please see "Recurring Revenues" under "Certain Revenue Terms Defined" in the appendix for more information regarding Spring11's servicing and asset management revenues.

2. We believe that for the industry, commercial and multifamily servicing and asset management companies earn 40 to 50 basis points on their Fannie Mae servicing book, eight to 10 basis points on Freddie Mac loans, approximately 15 basis points for FHA loans, and 1 to 3 basis points for limited servicing. The fees for special servicing and asset management can vary depending on a variety of factors. Spring11's portfolio currently earns closer to the low end of the latter range but is targeting higher fees over time as it expands its offerings across special servicing and asset management. Limited servicing, special servicing, and asset management together generally produce higher profit margins than Newmark as a whole, but lower profit margins versus GSE/FHA primary servicing. We expect our overall portfolio to continue providing a steady stream of income and cash flow over the life of the serviced loans.

3. Newmark's agency risk sharing portfolio was \$30.4B and its OLTV was 62% at 6/30/2024. Additionally, between 1999 and 2Q 2024, Berkeley Point's risk sharing portfolio losses averaged under 2 basis points annually, which is meaningfully lower than the over 40 basis points that servicers typically earn per year. Therefore, Berkeley Point's cumulative portfolio losses over the past 25.5 years were significantly less than the \$256.5 million of revenues that our overall servicing portfolio generated over the 12 months ended 6/30/2024.

Strong Balance Sheet & Credit Metrics

No near term debt maturities due to the refinancing of our corporate debt

AS OF 06/30/2024, UNLESS OTHERWISE STATED (\$ IN MILLIONS)

Cash and Cash Equivalents \$176.4

	Interest Rate	Maturity	
Senior Notes	7.50%	01/12/2029	\$595.2
Credit Facility	SOFR + 1.50%	04/26/2027	\$150.0
Total Debt			\$745.2
Net Debt			\$568.8
Total Equity			\$1,536.4

- The balance sheet changes from year-end 2023 included cash generated by the business and incremental corporate debt, partially offset by cash used with respect to the hiring of revenue-generating professionals, share repurchases, and normal first half movements in working capital.
- The Company's target is to maintain net leverage at or below 1.5X.

1. Net Debt / TTM Adjusted EBITDA. Adjusted EBITDA and net leverage are non-GAAP financial measures. See "Non-GAAP Financial Measures" and "Financial Tables and Reconciliations."

2. TTM Adjusted EBITDA / TTM Interest Expense.

Credit Metrics

as of 06/30/2024

\$412.2 million
TTM Adjusted EBITDA

1.4x
Net Leverage Ratio as of 06/30/2024¹

8.1x
Interest Coverage Ratio²

Strong Financial Position & Cash Generation



Low Risk Intermediary

- Capital-light model; we do not own real estate
- Virtually no balance sheet risk¹
- ~\$175 billion loan servicing and asset management portfolio



Strong Financial Profile & Credit Metrics

- Operates with investment grade credit metrics
- 1.4x net leverage² ratio as of 06/30/2024; long-term target remains <1.5x
- ~70% expenses are variable²



Strong Cash Flow

- Newmark has a history of strong Cash Flow Generation and Conversion³

Cash & Cash Equivalents

\$176 MM



Undrawn Portion of Credit Facility

\$450 MM



Strong Expected Cash Generation⁴

\$300MM to \$350MM



Significant Expected Available Capital

Nearly \$1 Billion

1. Newmark shares credit losses on a pari passu basis with Fannie Mae. On average, Newmark and the industry have experienced very low net charge offs.

2. Note the following (i) Adjusted EBITDA and net leverage are non-GAAP financial measures. See "Financial Tables and Reconciliations". (ii) Approximately 70% of GAAP and AE expenses over the last 3 fiscal years were variable, on average.

3. Defined as "Net cash provided by (used in) operating activities" under GAAP ("CFFO") divided by Adjusted EBITDA or Post-tax Adjusted Earnings. See "Other useful information" in this document and "Newmark Has A Proven Record of Strong Cash Flow Conversion" in our 1Q 2024 Financial Results presentation.

4. This refers to "Cash Generated by the Business", which was \$341.2 million and \$393.1 million in fiscal years 2023, and 2022, respectively. Please see the "Other useful information" section in the appendix for the definition of this term. From 2017 to 2023, and excluding the impact of the 2021 Equity Event, Cash generated by the business averaged ~82% of Adjusted EBITDA. The above figures assume a similar conversion ratio in 2024.

Strong Growth in Recurring Revenues

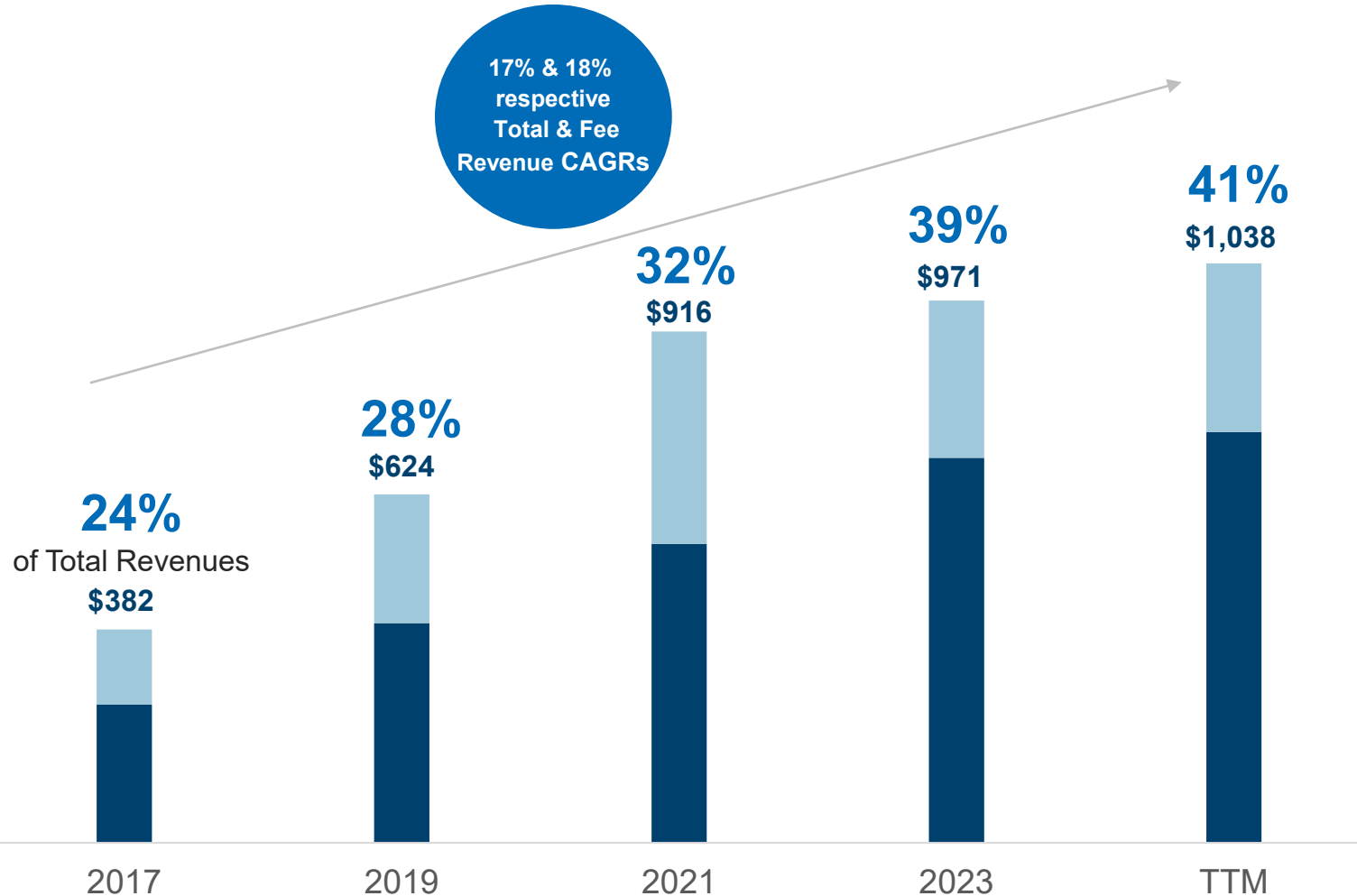
Provides Stable Base of Revenues
(\$ in millions)



Pass through revenues

Fees from management services, servicing, and other

17% & 18%
respective
Total & Fee
Revenue CAGRs

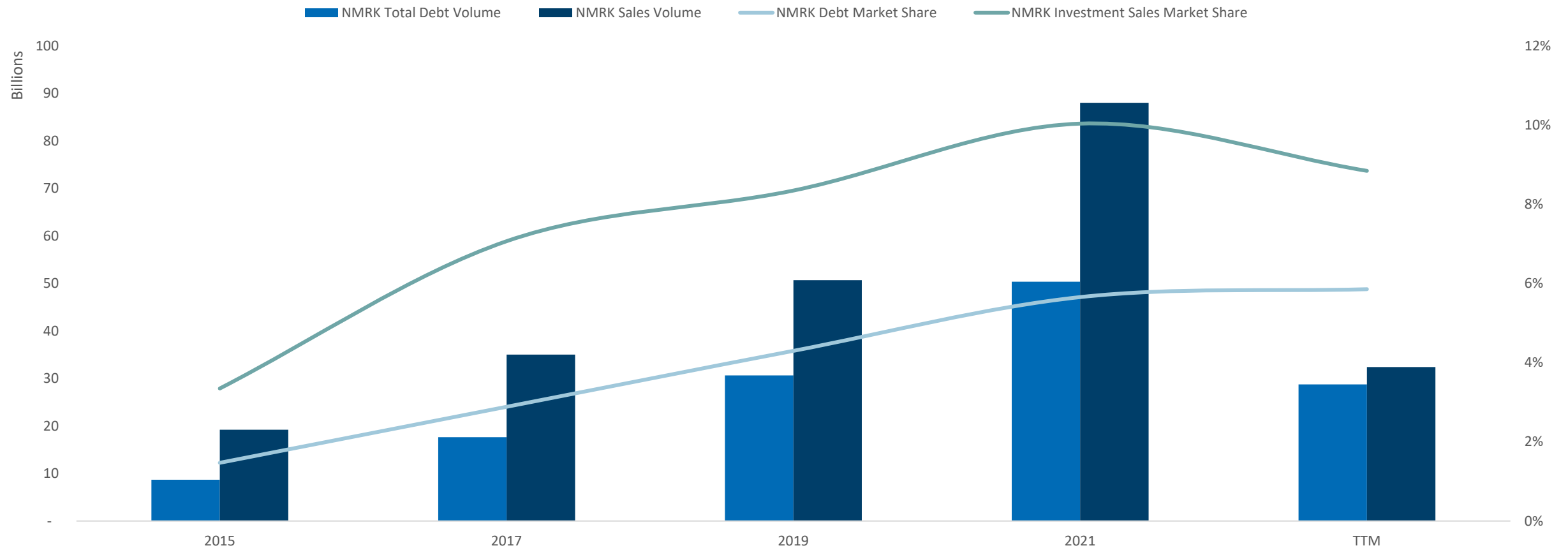


Our fees from these businesses have grown 189% between 2017 and TTM.

We expanded total revenues from these businesses by approximately 172% over the same time period.

Newmark Has a Long-Term Track Record of Gaining Share in U.S. Capital Markets

(TTM figures exclude the Signature Transactions; NMRK's figures shown below include only its U.S. volumes)

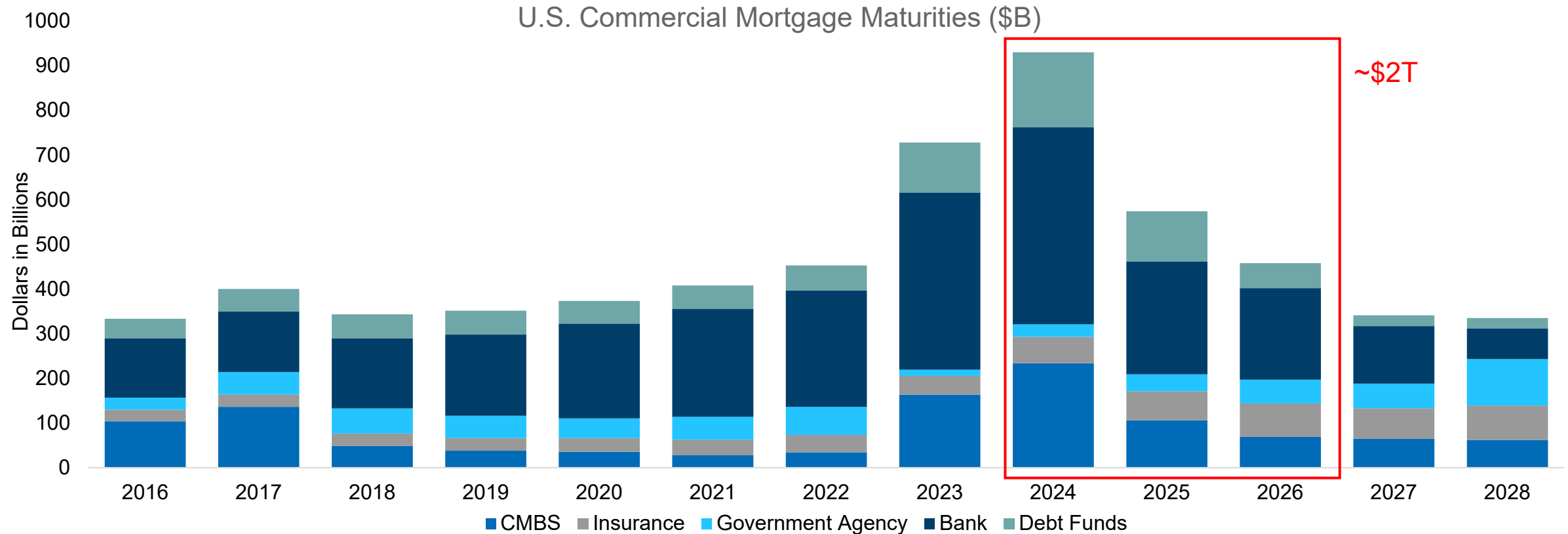


- Proven record of gaining market share.
- Comparing 2015 to TTM ended June 30, 2024:
 - Newmark's investment sales market share grew from 3.4% to 8.8% of total industry volumes (both of which exclude the equity portion of the Signature transactions).
 - Our total debt market share grew from 1.5% to 5.9% of total industry originations (both of which exclude the debt portion of the Signature transactions).

Notes: Investment sales market share is calculated by dividing NMRK's U.S. volumes by MSCI U.S. 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 the MBA commercial/multifamily mortgage origination volumes. For periods such as 2Q 2024, MSCI loan data may be modeled by Newmark Research in lieu of MBA data, and/or revised upwards later. Sources: MSCI, MBA, and Newmark Research as of 07/29/2024. Newmark's volumes above only go back to 2015 because (i) it is as far back as the Company reported stand-alone financials results, (ii) We began acquiring the companies that made up ARA in 2016, and (iii) our volumes include a full year of Berkeley Point only from 2015 onwards. Industry total debt volumes used for the purposes of calculating market share includes brokered and non-brokered debt.

Record Quantities of Debt Maturing in 2024-2028

\$1.3T of Outstanding CRE Debt is Potentially Troubled, \$670B of this is Maturing in 2024-2026¹

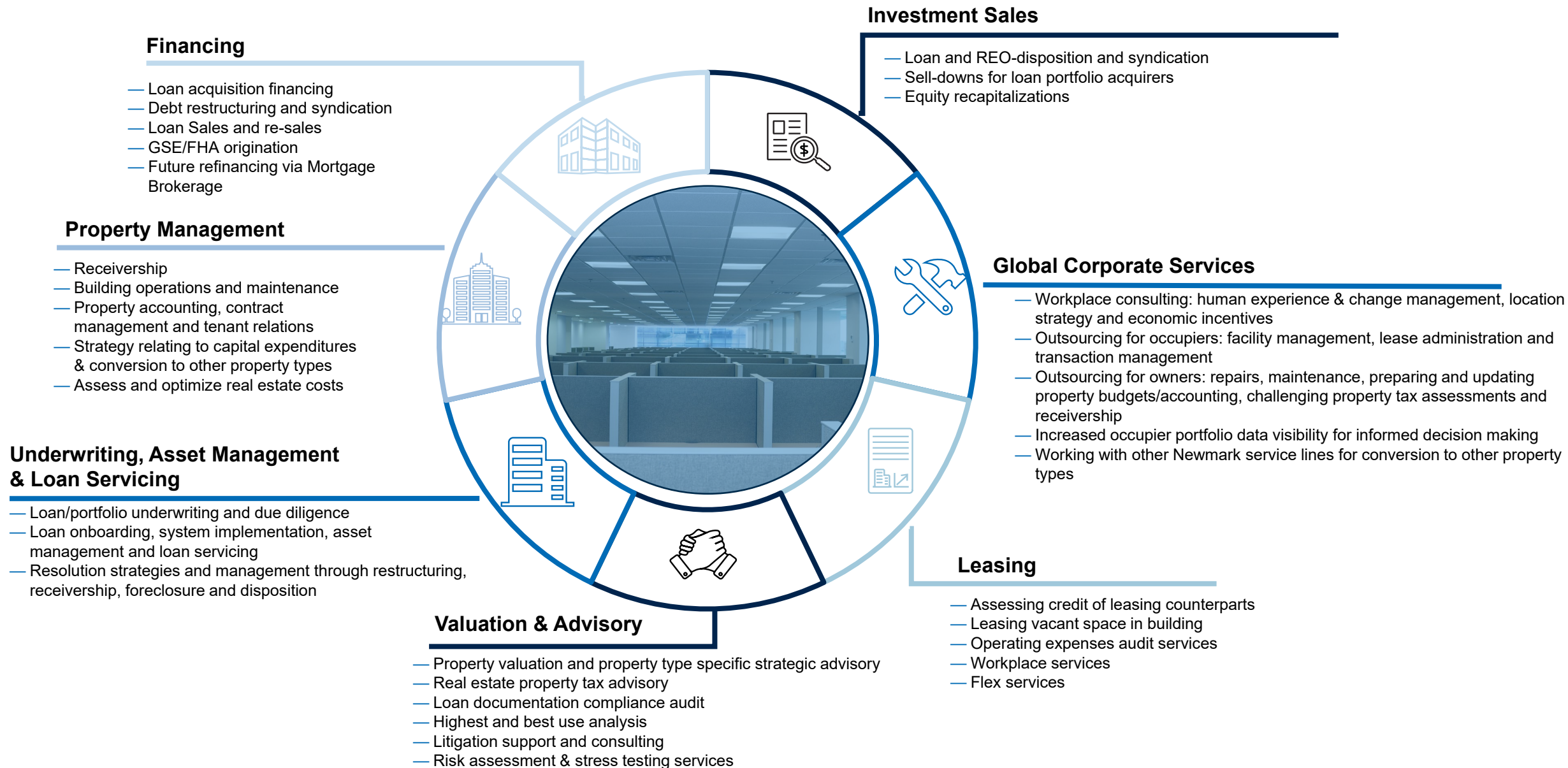


- The MBA expects a record \$929 billion of commercial and multifamily mortgage maturities in 2024 and approximately \$2 trillion by 2026. We expect these maturities will eventually translate into higher sales and acquisition financing as owners and lenders address increased scrutiny and the potential for higher-for-longer interest rates.
- Of these maturities, we believe that approximately:
 - 1/3 will likely result in a loan sale or property sale.
 - 1/3 will need assistance with restructurings and/or recapitalizations.
 - 1/3 will likely require an advisor to help find new lenders.

Sources: Newmark Research, Trepp, and/ or the MBA. Data for 2016-2022 is based on Trepp. Data from 2023 onward is based on the MBA's 2023 loan maturities published in February 2024. Some maturities that are shown in 2023 may have been rolled over to 2024.

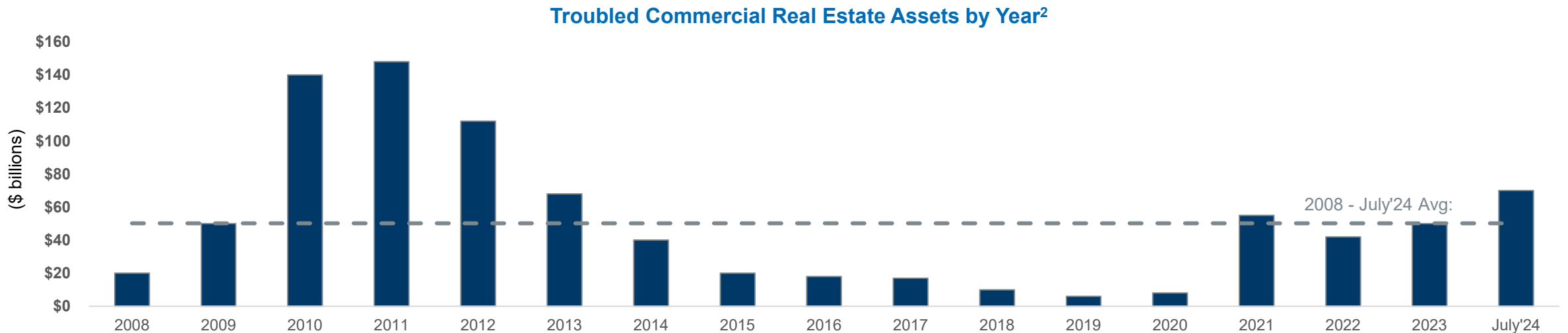
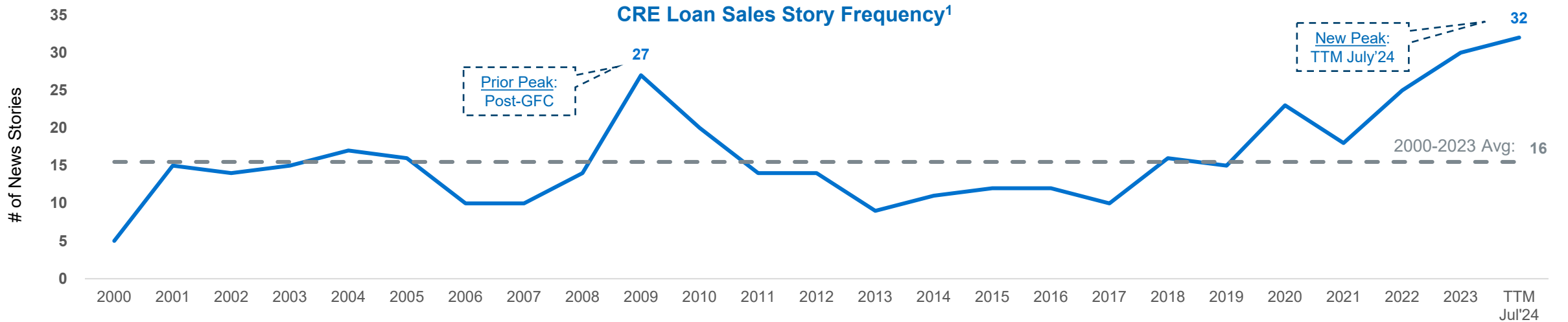
1. Newmark Research used the following methodology: The loans are marked-to-market using an average of cumulative changes in the Dow Jones REIT sector price indices, REIT sector enterprise value indices and Green Street sector CPPI. The \$1.3T covers the 2024 to 2033 maturity period, of which Newmark Research estimates \$670B matures between 2024-2026. This analysis excludes other property types included in the Trepp and MBA figures, such as hotel and healthcare. The Trepp and MBA data excludes loans for acquisitions, development, and construction, as well as loans collateralized by owner-occupied commercial properties.

Distress Creates Demand for Commercial Real Estate Service Providers Like Newmark



Distress Creates Demand for Commercial Real Estate Service Providers Like Newmark (continued)

According to MSCI, the cumulative volume of troubled assets was up 26% relative to a year ago. Market distress should provide tailwinds across our service lines.



Source: Green Street, MSCI, Newmark Research.

(1) Based on Commercial Mortgage Alert and Real Estate Alert stories that mention loan sales as of 7/25/2024.

(2) Per MSCI US Distress Tracker as of 07/25/2024.

Outlook & Targets



Property Type: Various
In Celebration of Newmark's Recent Paris Expansion

2024 Outlook¹

Metric	FY 2023 Actual	Expected YoY Change (Except for Tax Rate)
Total Revenues (millions)	\$2,470.4	3% to 7%
Adjusted EBITDA (millions)	\$398.3	5% to 9%
Adjusted Earnings Per Share	\$1.05	5% to 9%
Adjusted Earnings Tax Rate	15.1%	15% to 18%

- Newmark reiterated its full year 2024 outlook.
- The Company continues to target equity-based compensation equal to 7% to 9% of commission-based revenues over time.
- We continue to expect Newmark’s full year leasing revenues to be down modestly.
- We anticipate Management services, servicing, and other generating solid organic improvement for the remainder of the year.
- We continue to expect sequential earnings improvement in the second half of 2024.
- With respect to share count, the Company continues to target annual growth of 2% or less over time. Newmark expects between 2% and 3% growth in Fully diluted weighted-average share count for Adjusted Earnings for full year 2024 compared with 246.3 million in 2023.²

1. This outlook assumes no material acquisitions or meaningful changes in our stock price. Our expectations are subject to change based on various macroeconomic, social, political, and other factors. None of our targets or goals beyond 2024 should be considered formal guidance.

2. Under the GAAP treasury stock method, Newmark’s fully diluted share count moves in tandem with its stock price over a given period, all else equal. Because the quarterly average price of its Common Class A shares increased by over 65% year-on-year, the Company accelerated the recognition of 2.9 million weighted average share equivalents over the trailing twelve months. This 2.9 million did not represent the issuance of new RSUs. The increase in Newmark’s share price is based on the average daily closing price for the second quarter of 2024 compared with the year earlier as per Bloomberg. Between June 30, 2024 and July 31, 2024, Newmark’s share price increased by an additional 27%, which would have a similar impact on the amount of share equivalents recorded in future periods, all else equal.

Expect to Generate Record Revenue and Earnings When Industry Volumes Normalize¹

We anticipate strong incremental margins and target over \$630 MM AEBITDA in 2026



Newmark invested for growth in 2023 and 1Q 2024

- Acquired Gerald Eve in 1Q 2023.
- Hired a significant number of revenue-generating professionals.



\$425 MM+ of Incremental Revenues

- Expect investments over the last ~15 months to produce over \$425 MM of additional revenues, once recent hires ramp up productivity.
- Anticipate these additional revenues and cost savings initiatives to produce strong incremental margins, similar to our 4Q2023 results.



Expect to Exceed Record 2021 Results

- Once volumes fully normalize (which we target by the second half of 2025) and given our substantial investments, we expect our business to generate more than \$3B in revenues and over \$630 MM in Adjusted EBITDA (on an annual basis).²

Note: We only provided guidance for full year 2024. These targets are for illustrative purposes only and are not meant to be part of our formal outlook. See below for additional notes:

1. See page 13 of our 1Q 2024 Financial Results presentation for additional details.

2. Our targets assume over \$425 MM of revenues above what the Company would otherwise generate absent these investments. Our assumptions include: (i) New producers hired between January 2023 and February 21, 2024, ramp up their productivity and generate more than \$300 MM of revenues annually. (ii) Gerald Eve produces total revenues consistent with the ~£95 million it recorded for its fiscal year ended March 31, 2023 (iii) There are no major change in the relevant exchange rates. For example, the GBP/USD spot rate averaged 1.25 over the twelve months ended February 20, 2024, according to Bloomberg. (iv) There is moderate growth in industry-wide industrial and retail leasing activity and lower office leasing activity, all compared with 2021 levels. (v) Industry-wide capital markets volumes are approximately 20% below 2021 levels.

GAAP Financial Results



Property Type: Multifamily

Newmark Group, Inc. Condensed Consolidated Statements of Operations

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Revenues:				
Management services, servicing fees and other	\$ 262,778	\$ 240,660	\$ 519,712	\$ 452,952
Leasing and other commissions	208,557	203,611	367,356	396,917
Capital markets	162,040	141,573	292,806	256,774
Total revenues	633,375	585,844	1,179,874	1,106,643
Expenses:				
Compensation and employee benefits	377,523	346,930	705,717	675,280
Equity-based compensation and allocations of net income to limited partnership units and FPU's	25,486	19,609	76,929	55,258
Total compensation and employee benefits	403,009	366,539	782,646	730,538
Operating, administrative and other	147,737	146,826	285,680	265,808
Fees to related parties	6,668	6,827	14,209	14,619
Depreciation and amortization	40,879	42,034	84,854	80,864
Total non-compensation expenses	195,284	195,687	384,743	361,291
Total operating expenses	598,293	562,226	1,167,389	1,091,829
Other income, net:				
Other income, net	5,637	3,925	5,623	915
Total other income, net	5,637	3,925	5,623	915
Income from operations	40,719	27,543	18,108	15,729
Interest expense, net	(8,258)	(9,595)	(15,478)	(17,186)
Income (loss) before income taxes and noncontrolling interests	32,461	17,948	2,630	(1,457)
Provision for income taxes	9,046	6,719	5,530	3,663
Consolidated net income (loss)	23,415	11,229	(2,900)	(5,120)
Less: Net income (loss) attributable to noncontrolling interests	9,135	4,800	(927)	(1,199)
Net income (loss) available to common stockholders	\$ 14,280	\$ 6,429	\$ (1,973)	\$ (3,921)

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 (loss) available to common stockholders	\$ 14,280	\$ 6,429	\$ (1,973)	\$ (3,921)
Basic earnings per share	<u>\$ 0.08</u>	<u>\$ 0.04</u>	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>
Basic weighted-average shares of common stock outstanding	<u>173,469</u>	<u>173,939</u>	<u>174,121</u>	<u>173,254</u>

Fully diluted earnings per share

Net income (loss) for fully diluted shares	\$ 20,582	\$ 8,850	\$ (1,973)	\$ (3,921)
Fully diluted earnings per share	<u>\$ 0.08</u>	<u>\$ 0.04</u>	<u>\$ (0.01)</u>	<u>\$ (0.02)</u>
Fully diluted weighted-average shares of common stock outstanding	<u>255,604</u>	<u>244,954</u>	<u>174,121</u>	<u>173,254</u>
Dividends declared per share of common stock	<u>\$ 0.03</u>	<u>\$ 0.03</u>	<u>\$ 0.06</u>	<u>\$ 0.06</u>
Dividends paid per share of common stock	<u>\$ 0.03</u>	<u>\$ 0.03</u>	<u>\$ 0.06</u>	<u>\$ 0.06</u>

Newmark Group, Inc. Condensed Consolidated Balance Sheets

(IN THOUSANDS) (UNAUDITED) (UNDER GAAP)

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
Assets		
Current Assets:		
Cash and cash equivalents	\$ 176,387	\$ 164,894
Restricted cash	101,812	93,812
Loans held for sale, at fair value	818,993	528,944
Receivables, net	552,660	622,508
Other current assets	110,384	95,946
Total current assets	<u>1,760,236</u>	<u>1,506,104</u>
Goodwill	773,855	776,547
Mortgage servicing rights, net	514,203	531,203
Loans, forgivable loans and other receivables from employees and partners, net	787,735	651,197
Right-of-use assets	531,442	596,362
Fixed assets, net	173,721	178,035
Other intangible assets, net	74,239	83,626
Other assets	143,478	148,501
Total assets	<u>\$ 4,758,909</u>	<u>\$ 4,471,575</u>
Liabilities, Redeemable Partnership Interest, and Equity:		
Current Liabilities:		
Warehouse facilities collateralized by U.S. Government Sponsored Enterprises	\$ 792,861	\$ 498,631
Accrued compensation	314,956	400,765
Accounts payable, accrued expenses and other liabilities	581,283	583,564
Payables to related parties	6,732	6,644
Total current liabilities	<u>1,695,832</u>	<u>1,489,604</u>
Long-term debt	745,161	547,260
Right-of-use liabilities	528,424	598,044
Other long-term liabilities	253,065	241,741
Total liabilities	<u>3,222,482</u>	<u>2,876,649</u>
Equity:		
Total equity ⁽¹⁾	<u>1,536,427</u>	<u>1,594,926</u>
Total liabilities, redeemable partnership interest, and equity	<u>\$ 4,758,909</u>	<u>\$ 4,471,575</u>

(1) Includes "redeemable partnership interests," "noncontrolling interests" and "total stockholders' equity."

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

(IN THOUSANDS) (UNAUDITED) (UNDER GAAP)

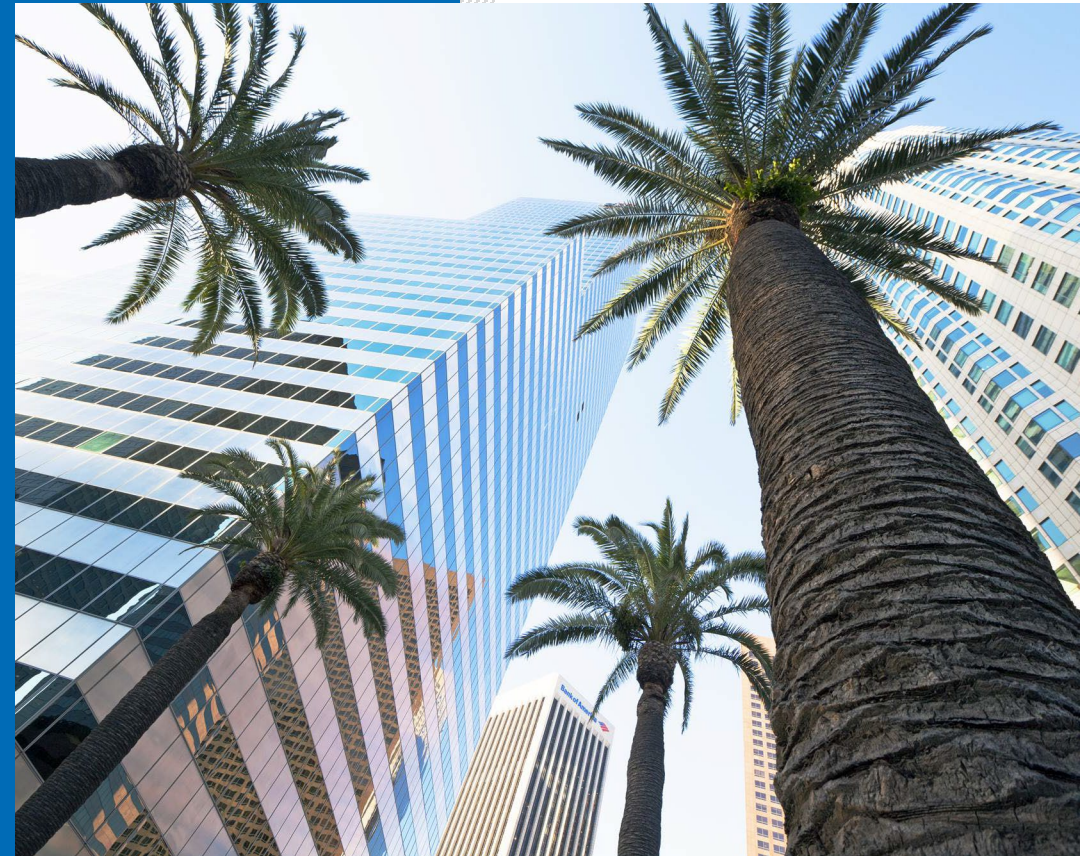
	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Net cash provided by (used in) operating activities	\$ (258,486)	\$ (500,638)	\$ (327,269)	\$ (899,478)
Net cash provided by (used in) investing activities	(9,266)	(15,460)	(16,620)	(133,519)
Net cash provided by (used in) financing activities	307,242	473,098	363,382	971,749
Net increase (decrease) in cash and cash equivalents and restricted cash	39,490	(43,000)	19,493	(61,248)
Cash and cash equivalents and restricted cash at beginning of period	238,709	294,704	258,706	312,952
Cash and cash equivalents and restricted cash at end of period	<u>\$ 278,199</u>	<u>\$ 251,704</u>	<u>\$ 278,199</u>	<u>\$ 251,704</u>
Net cash provided by (used in) operating activity excluding loan originations and sales (1)	<u>\$ 47,986</u>	<u>\$ 12,155</u>	<u>\$ (53,277)</u>	<u>\$ (96,366)</u>

(1) Includes loans, forgivable loans and other receivables from employees and partners in the amount of \$24.7 million and \$47.4 million for the three months ended June 30, 2024 and 2023, respectively, and \$185.7 million and \$177.8 million for the six months ended June 30, 2024 and 2023, respectively. Excluding these loans, net cash provided by (used in) operating activities excluding loan originations and sales would be \$72.7 million and \$59.5 million for the three months ended June 30, 2024 and 2023, respectively, and \$132.5 million and \$81.5 million for the six months ended June 30, 2024 and 2023, respectively.

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 Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, to be filed with the Securities and Exchange Commission in the near future.

Appendix 1:

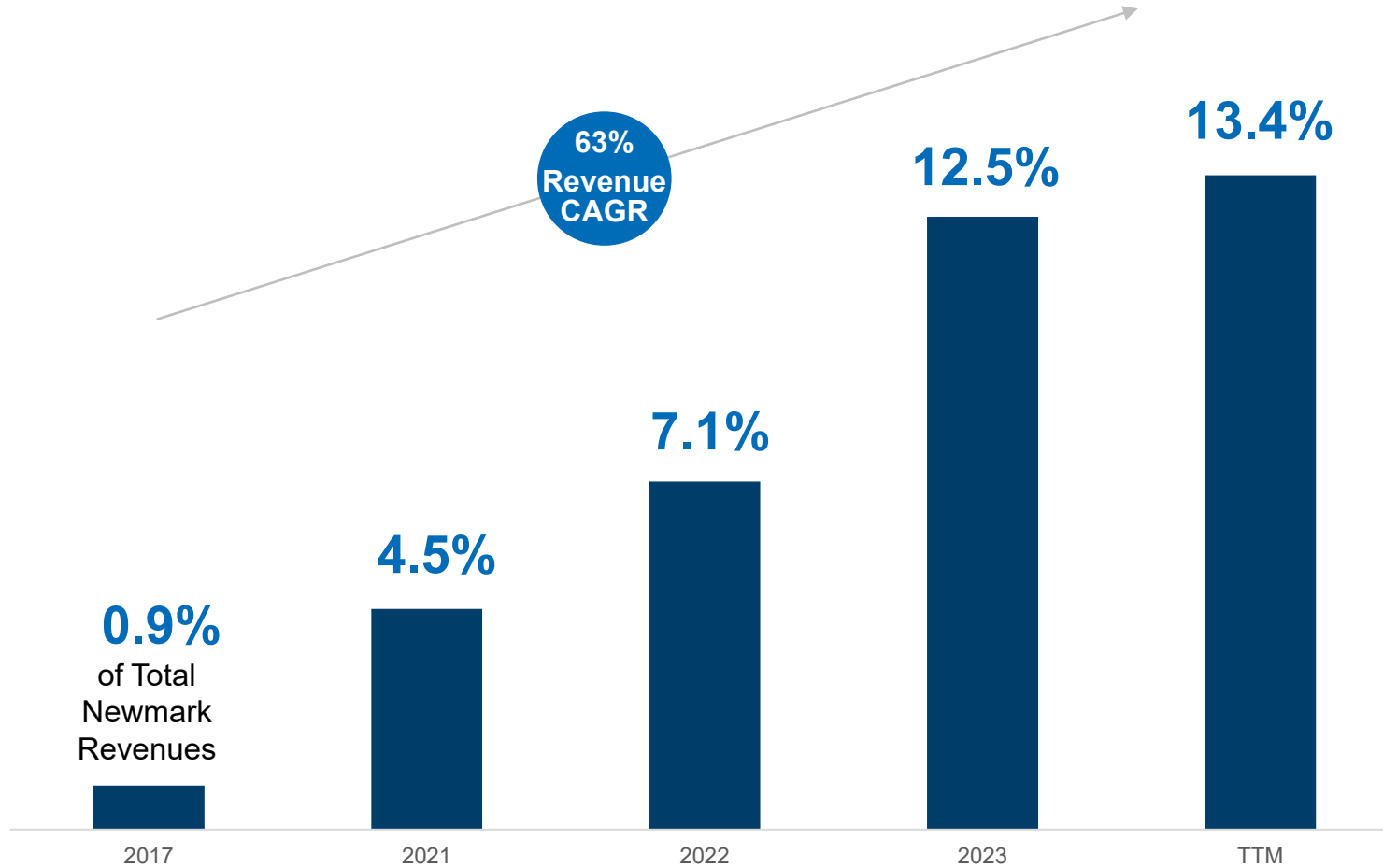
Additional Information on Newmark



Property Type: Office

Increasing Percentage of International Revenue

Newmark's Non-U.S. Revenue



We continued to make progress towards increasing international revenues.

With our recent international hires, we expect to further increase our non-U.S. revenues over time.

Our full service U.S.-listed public peers generated ~28% to 46% of their revenues outside the U.S.¹, which leaves significant upside for Newmark.

Note: All peer percentage are based on reported 2023 total revenues, the last period for which all such data is available. The full service peers are U.S. tickers CBRE, CIGI, CWK, and JLL.

Newmark Volumes

(\$ IN MILLIONS)

	2Q 24	2Q 23	% Change	YTD 2024	YTD 2023	% Change
Fannie Mae	918	661	38.7%	1,753	1,277	37.3%
Freddie Mac	895	2,063	(56.6)%	1,451	2,440	(40.5)%
FHA / Other	-	16	(100.0)%	-	16	(100.0)%
Total Origination Volume	1,813	2,740	(33.8)%	3,204	3,732	(14.2)%
Mortgage Brokerage and Debt Placement	6,329	5,152	22.8%	12,379	8,041	54.0%
Total Debt	8,142	7,892	3.2%	15,583	11,773	32.4%
Investment Sales	8,478	7,217	17.5%	15,147	14,613	3.7%
Total Capital Markets	16,620	15,109	10.0%	30,729	26,386	16.5%

Supplemental Debt Information

Multifamily Debt	4,600	5,257	(12.5)%	8,045	7,100	13.3%
Other Debt	3,542	2,635	34.4%	7,538	4,673	61.3%
Total Debt¹	8,142	7,892	3.2%	15,583	11,773	32.4%

- Newmark gained meaningful market share in Capital Markets during 2Q 2024.
- Investment sales volumes were up 18%, which meaningfully outpacing industry-wide volume declines across all major property types of approximately 2% in the U.S. and Europe.
- Our total debt volumes were up by 3%. Based on their analysis of MBA data and preliminary MSCI lending data, Newmark Research estimates that overall U.S. commercial and multifamily originations may have declined by over 5% in the quarter, with double digit percentage declines in lending by banks and government entities (such as the GSEs) offsetting significant increases by private credit and CMBS lenders.
- Our GSE/FHA origination volumes declined by 34% in the quarter, versus a 27% decrease in U.S. GSE volumes. This reflected an approximately \$947 million Freddie Mac multifamily loan originated by Newmark, which represented 35% of the Company's GSE volumes in that period and was one of the largest GSE loans originated in the U.S. during 2023.

Note: See the sections of this document titled "Newmark and Industry Volumes and/or Data" for more information.

1. These items include all relevant GSE/FHA and/or mortgage brokerage volumes.

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

As of June 30, 2024

	Fully Diluted Shares (millions)	Ownership (%)
Class A owned by Public	131.4	51.9%
Limited partnership units owned by employees ¹	52.4	20.7%
Class A owned by employees	19.0	7.5%
Other owned by employees	4.1	1.6%
Partnership Units owned by Cantor	24.9	9.8%
Class B owned by Cantor	21.3	8.4%
Total*	253.1	100%

	Fully Diluted Shares (millions)	Ownership (%)
Public	131.4	51.9%
Employees	75.5	29.8%
Cantor	46.2	18.3%
Total*	253.1	100%

*Figures may not sum due to rounding

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 have been compensated with Newmark partnership units and partners of BGC have been compensated with BGC units and/or RSUs.

Certain Revenue Terms Defined

Fee and non-fee revenues

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". The amounts recorded as Pass through revenues are also recorded as "Pass through expenses". 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 called "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".

Capital Markets

"Fees from commercial mortgage origination, net" includes origination fees related to Newmark's multifamily GSE/FHA business (which may be used interchangeably with "Loan originations related fees and sales premiums, net") and fees from Commercial mortgage brokerage and debt placement. Beginning in the second quarter of 2024 and retrospectively, "Capital markets" includes Fees from commercial mortgage origination, net, "Investment sales", and "OMSR revenues".

Leasing and Commission-based revenues

Leasing and other commissions includes fees from landlord (or "agency") representation and tenant (or "occupier") representation. Newmark's "commission-based" revenues include Leasing and other commissions, Fees from commercial mortgage origination, net, Investment sales, and Valuation & Advisory. Brokers and originators in these businesses (who together may be referred to as "producers") and revenuegenerating Valuation & Advisory professionals earn a substantial portion, or all their compensation based on their production. Commissionbased revenues exclude OMSR revenues, because Newmark does not compensate its professionals based on this non-cash item.

Recurring revenues

"Servicing and other revenues" may be called Newmark's "servicing business" and includes servicing fees, interest income on loans held for sale, escrow interest, and yield maintenance fees, which all relate primarily to Newmark's multifamily GSE/FHA business. "Management services, servicing fees, and other" (which may also be referred to as "recurring revenues", "recurring businesses", or "management businesses") includes all pass through revenues, as well as fees from Newmark's servicing business, GCS, Property Management, its flexible workspace platform, and Valuation & Advisory, as well as all revenues generated by Spring11. Fees from management services, servicing, and other" are revenues from all recurring businesses excluding Pass through revenues.

Beginning in the first quarter of 2024, the portion of Spring11's revenues associated with its servicing and asset management portfolio were no longer reported under "Management services" but were instead recorded as part of "Servicing and other revenues" for all periods from the first quarter of 2023 onwards. This change had no impact on the overall line items "Fees from management services, servicing, and other" and "Management services, servicing fees, and other", or on the Company's consolidated results.

Contractual Business

"Contractual business", which may be used interchangeably with "contractual services" or "contractual revenues", is defined as business for which the Company has a contract with a client that is generally for a year or longer. Contractual business, when quantified, includes all revenues related to landlord representation (or "agency") leasing, loan servicing (including escrow interest income), outsourcing (including property management, facilities management, and asset management), and lease administration. It also includes certain fees under contract produced by the Company's flexible workspace and tenant representation service lines.

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

Other Useful Information

Signature Transactions

The book value of the overall loan portfolio was approximately \$60 billion when Newmark was retained as an advisor by the FDIC and approximately \$53 billion when the Company began marketing the loans, while the completed transactions had a combined notional value of \$39.5 billion. The latter figure consisted of \$21.7 billion of equity placements recorded as part of the Company's investment sales volumes and \$17.8 billion of loan sales recorded as mortgage brokerage. A portion of the loans did not relate to real estate. For more information, please see various announcements, press releases, and other information on the FDIC website, including: "FDIC Announces Upcoming Sale of the Loan Portfolio from the Former Signature Bank, New York, New York", "SIGF-23 Sale Announcement \$18.5 Billion All Cash Loan Sale", "SIGCRE-23 Sale Announcement \$33.22 Billion Commercial Real Estate Loan Portfolio", "FDIC Signature Bank Receivership Sells 20 Percent Equity Interest in Entity Holding \$9 Billion Rent-Stabilized / Rent-Controlled Multifamily Loans", "FDIC Signature Bridge Bank Receivership Sells Five Percent Equity Interest in Entities Holding \$5.8 Billion of Rent-Stabilized / Rent-Controlled Multifamily Loans", and "FDIC Signature Bridge Bank Receivership Sells 20 Percent Equity Interest in Entity Holding \$16.8 Billion of Commercial Real Estate Loans".

Other Recent Highlights

For more on the other recent highlights mentioned at the beginning of this document, please see: (i) the Newmark press releases titled "Newmark Represents DrinkPAK in Two New Industrial Leases in Fort Worth, Totaling 2.9 Million Square Feet", the article called "2023's Largest Office Lease: Paul Weiss Takes 765K SF at 1345 Avenue of the Americas", and the following press releases: "Fisher Brothers and J.P. Morgan Announce Largest Commercial Office Lease In The United States In 2023 At 1345 Avenue Of The Americas", and "Newmark Facilitates Sale of 2.2 Million-Square-Foot Mixed-Use Corporate Campus in Dallas-Fort Worth" (which, according to Real Estate alert, was the largest U.S. office transaction in 2023 in terms of square footage with respect to a majority or 100% of a building, the second largest including minority interest sales, and the fourth largest in terms of total sales price.)

Recent Acquisitions and Hires

For additional information about key hires thus far in 2024, see the Company's investor relations website for press releases including: "Newmark Lands Leading National Affordable Housing Advisory Team", "Newmark Launches Paris Office, Bolstering Global Expansion with Key Talent Additions", "Newmark Hires Matthew Featherstone as Head of Debt & Structured Finance for the UK and Europe", "Newmark Expands Debt Platform in Partnership with U.S. Capital Markets Team, Industry Powerhouse Jonathan Firestone to Join and Co-Head", as well as additional releases and/or articles with respect to those whose hiring was announced between January 1, 2024, and May 2, 2024 in the "Media" section of Newmark's main website.

On March 10, 2023, the Company acquired London-based real estate advisory firm, Gerald Eve, which operates from nine U.K. offices across multiple business lines and property types. The firm generated a majority of its fiscal year 2022 total revenues from management services, and has particular strength in capital markets, corporate real estate advisory, planning and development, tenant representation, landlord (or agency) leasing, and valuation. For the trailing twelve months ended March 31, 2023, MSCI ranked Gerald Eve at number three for U.K. industrial investment sales. Newmark also announced the acquisitions of three other companies in the second quarter of 2022. Together, these companies contributed revenues to Newmark's management services, leasing, and investment sales businesses.

In the first quarter of 2023, Newmark purchased the approximately 49% of Spring11 that it did not already own, having held a controlling stake since 2017. The acquisition of the balance of Spring11 significantly increased the size of the Company's overall servicing and asset management portfolio. Spring11 provides commercial real estate due diligence, consulting, asset management and limited servicing, as well as advisory services to a variety of clients, including lenders, investment banks and investors.

For more information on these acquisitions, please see the Company's most recent Quarterly Report on Form 10-Q or its most recent Annual Report on Form 10-K, and/or the following the press release on its website: "Newmark Acquires Top UK-Based Real Estate Advisory Firm Gerald Eve".

Cash Flow Conversion Ratios and Cash Generated by the Business

Cash generated by the business means "Net cash provided by (used in) operating activities excluding loan originations and sales", before the impact of cash used for employee loans (which Newmark considers to be a form of investment, but which is recorded as part of operating cash flow) and the impact of cash used with respect to the 2021 Equity Event. For more information, see the section of the Company's most recent quarterly supplemental Excel tables titled "Details of Certain Components Of 'Net Cash Provided By (Used In) Operating Activities'".

Net cash provided by operating activities under GAAP has totaled ~55% of Adjusted EBITDA and ~76% of Post-tax Adjusted Earnings from 2017 (our IPO Year) through 2023. Net cash provided by operating activities excluding activity from loan originations and sales ("CFFO before lending activity"), has totaled ~73% of Post-tax Adjusted Earnings over the same period. Cash generated by the business would have averaged ~82% of Adjusted EBITDA over this 7-year period. While Adjusted EBITDA, Adjusted Earnings, and Cash generated by the business exclude the impact of the 2021 Equity Event, Net cash provided by operating activities under GAAP includes the impact of the 2021 Equity Event.

Other Useful Information (continued)

Newmark and Industry Volumes and/or Data

All industry volume figures are preliminary unless otherwise noted. Please see the accompanying supplemental Excel tables and quarterly financial results press release on the Company's investor relations website, as well as Newmark's forthcoming Quarterly Report on Form 10-Q for more information with respect to volumes for Newmark and/or the industry and for other relevant industry and macroeconomic data.

Newmark's Investment sales figures include investment sales and equity transactions, while Mortgage brokerage figures include the Company's debt placement transactions, all measured in notional terms. Notional volumes for Newmark's mortgage brokerage and GSE/FHA multifamily originations businesses together may be referred to as "Total debt". See below for more on GSE/FHA volumes for Newmark and the industry. Newmark's investment sales and total debt volumes may together be referred to as the Company's volumes for "Capital markets". Over 90% of Newmark's 2023 Investment sales volumes were generated in the U.S., (which included the Signature transactions), while approximately 93% were from the U.S. in both the year to date periods ending June 30, 2024, and June 30, 2023. Most of this international volume was from the Company's U.K. operations. Essentially all of Newmark's Total debt volumes were generated in the U.S. in both periods. Given its recent hires and acquisitions, the Company expects non-U.S. transactions to make up a greater percentage of Newmark's Capital markets revenues and volumes over time.

Fannie Mae and Freddie Mac together are also called the "government sponsored enterprises" or "GSEs", while the Federal Housing Administration is also called the "FHA." The Company calculates its notional GSE/FHA 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. Because industry FHA volumes are not released quarterly, these are generally excluded from comparisons with Newark's origination results.

According to MSCI (previously known as RCA), overall U.S. and European investment sales volumes were down by 2% year-over-year in the quarter ended June 30, 2024. MSCI volumes include the large majority the industry's volumes for transactions of over \$2.5 million in the U.S. and over €5 million in Europe. MSCI also reported that U.S. office and industrial investment sales volumes were down by 20% and 10%, respectively, over the same period. MSCI figures are often revised upwards over time, as they capture a greater percentage of transactions. Newmark Research estimates that U.S. office and industrial, leasing activity was somewhat higher and roughly flat, respectively, and that overall U.K. leasing volumes were down by double-digit percentages, all compared with the second quarter of 2023. These estimates are based on analyses of preliminary CoStar leasing data, which is often revised upwards at later dates. CoStar itself reports that U.S. office demand turned positive in the second quarter of 2024 for the first time since early 2022, while the scarcity of available U.S. retail space cannot satisfy strong demand, which has dampened leasing activity for this property type. Any U.S. industry debt volumes are from the MBA, MSCI, and/or Trepp, while any GSE data is from Fannie Mae, Freddie Mac, and/or the MBA.

Please see the supplemental Excel tables on the Company's investor relations website for more information with respect to Newmark's volumes.

Other Industry Data

Prequin estimates that there was approximately \$394 billion of investible dry powder held by global closed-end funds at real estate focused institutions as of July 24, 2024 of which \$254 billion was held by North America focused funds and \$68 billion by funds focused on Europe. These figures exclude the significant amount of real estate assets held by other types of investors and owners, such as publicly traded REITs, non-traded REITs, and open-ended core property funds. According to the most recent data from MSCI, total global funds under management by real-estate focused institutional investors was \$13.2 trillion in 2023, while the size of the overall investable market was \$19.5 trillion in 2022 (the last year for which this information was release).

There were approximately \$4.7 trillion in U.S. commercial and multifamily mortgage debt outstanding as of year-end 2023 per the MBA (excluding loans for acquisitions, development, and construction, as well as loans collateralized by owner-occupied commercial properties). Of this amount, approximately \$2.6 trillion is expected to mature between 2024 and 2028, with approximately \$2.0 trillion of this debt expected to mature between 2024 and 2026.

Other Items

Investors may find the following information useful: (i) 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. (ii) Rounding may have also impacted the presentation of certain year-on-year percentage changes. (iii) Decreases in losses may be shown as positive percentage changes in the financial tables. (iv) Changes from negative figures to positive figures may be calculated using absolute values, resulting in positive percentage changes in the tables.

Appendix 2:

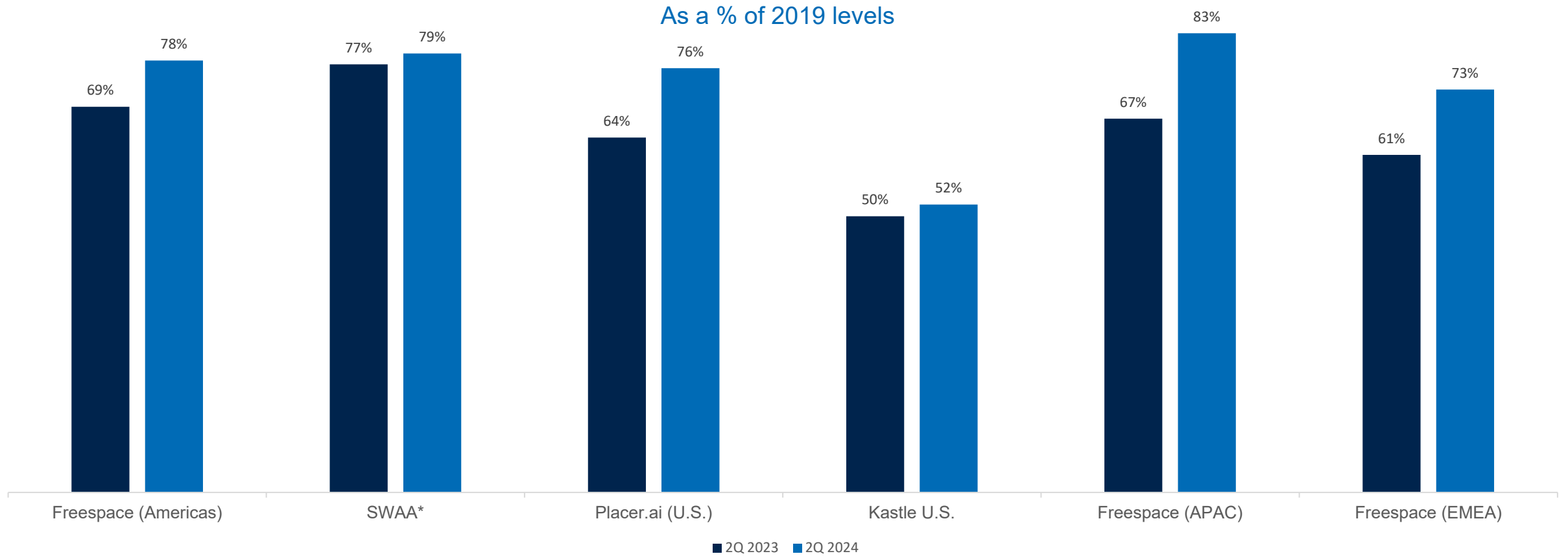
Additional Industry Information



Property Type: Industrial

Return to Workplace Continues to Improve Year-Over-Year

While workplace utilization has not reached pre-pandemic levels, year-over-year change suggests improvement



- While each of the above measures use a different methodology, they all agree that workspace utilization continued to show improvement in 2Q 2024.
- Although down from pre-pandemic levels, most of these measures climbed to post-pandemic highs at some point this year, which should continue to benefit our office-focused service lines.

Sources:

Kastle: Data is from Bloomberg, as of 7/11/2024. Comparing data from 6/12/2024 versus 6/14/2023.

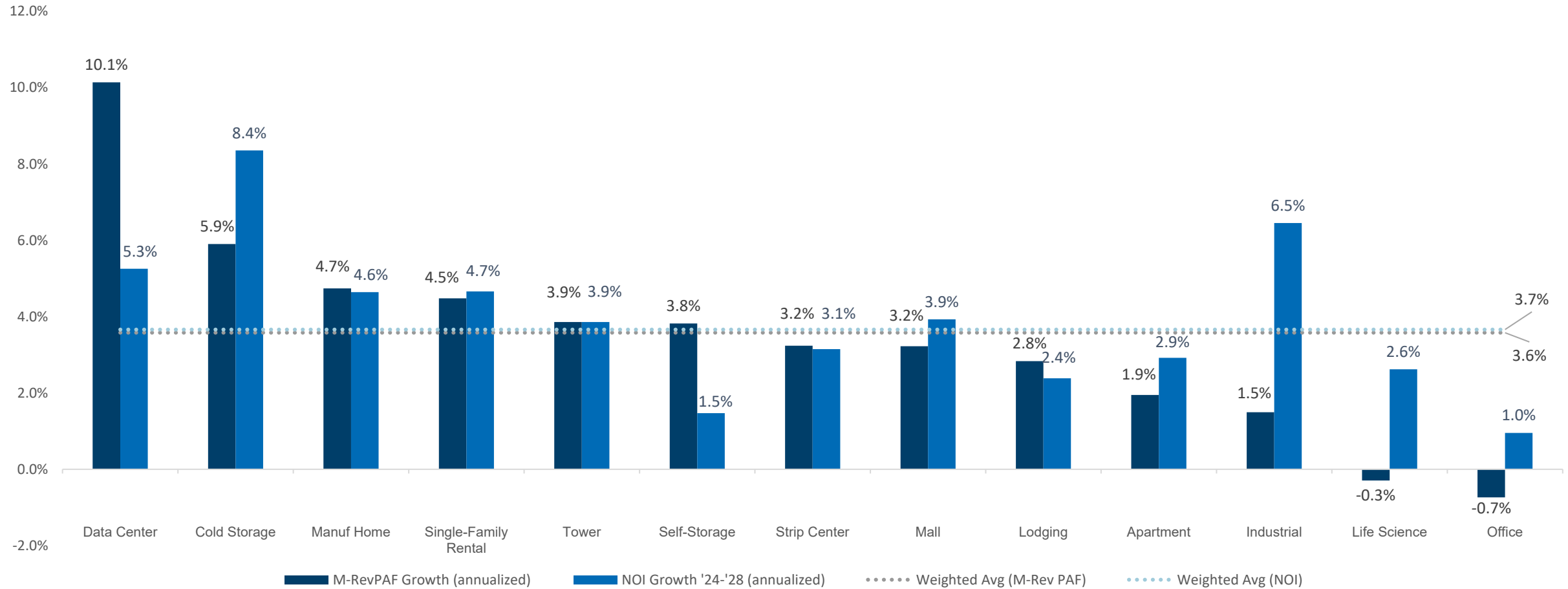
Freespace: Freespace Americas data shown in chart above is as of June 2024 and June 2023. All Freespace data are rebased using 2019 averages.

Survey of Working Arrangements and Attitudes (SWAA data): Data as of 5/1/2024 was used, rebased off year-end 2019 data point. As original data represents share of those working from home ("WFH") the inverse (1-WFH%) was used to make comparable to other indices. In addition to office, this data includes miscellaneous property types such as hospitality, retail, entertainment, wholesale, construction, manufacturing, and health care in the U.S. See also: Barrero, Jose Maria, Nicholas Bloom, and Steven J. Davis, 2021. "Why working from home will stick," National Bureau of Economic Research Working Paper 28731.

Placer.ai: Placer.ai data shown in chart above compares June 2024 and June 2023. As original data represents nationwide office building visits compared to a January 2019 baseline, the inverse (1-placer.ai%) was used to make comparable to other indices.

CRE Industry Fundamentals Expected to Remain Solid, led by Industrial Property Types

Green Street Net Operating Income & Market Rental Revenue Per Available Foot : Baseline Forecast 2024 - 2028 CAGR



- Newmark has invested in growing its businesses across data centers, cold storage, industrial, manufactured housing, single-family rentals, self-storage and malls, which are expected to grow faster than average by one or both measures.
- Office NOI and M-RevPAF growth are expected to turn positive starting in 2026 and 2025, respectively, which should further benefit our office-focused service lines.

Sources: The above is based on estimates from Green Street's U.S. Commercial Property Outlook published on May 29, 2024.

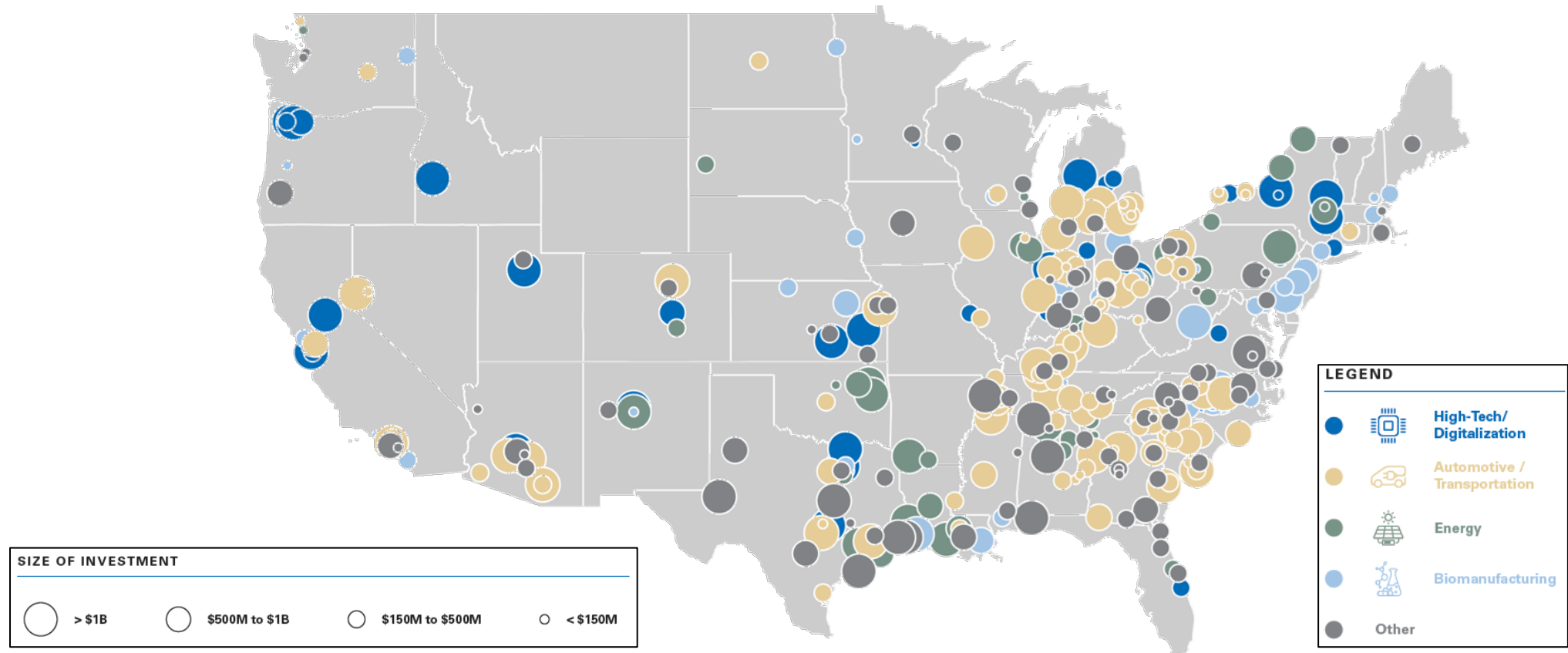
Newmark Research believes that NOI growth is an indicator for industry investment activity while M-RevPAF is tied to the future health of the overall leasing market. Figures are projected NOI and revenue per square foot CAGR from 2024-2028.

M-RevPAF growth = market rent multiplied by occupancy.

Monumental Growth in Domestic Manufacturing is Underway

Since 2020, \$530+ billion has been pledged towards Industrial Investments, Creating 210,000+ jobs in the process

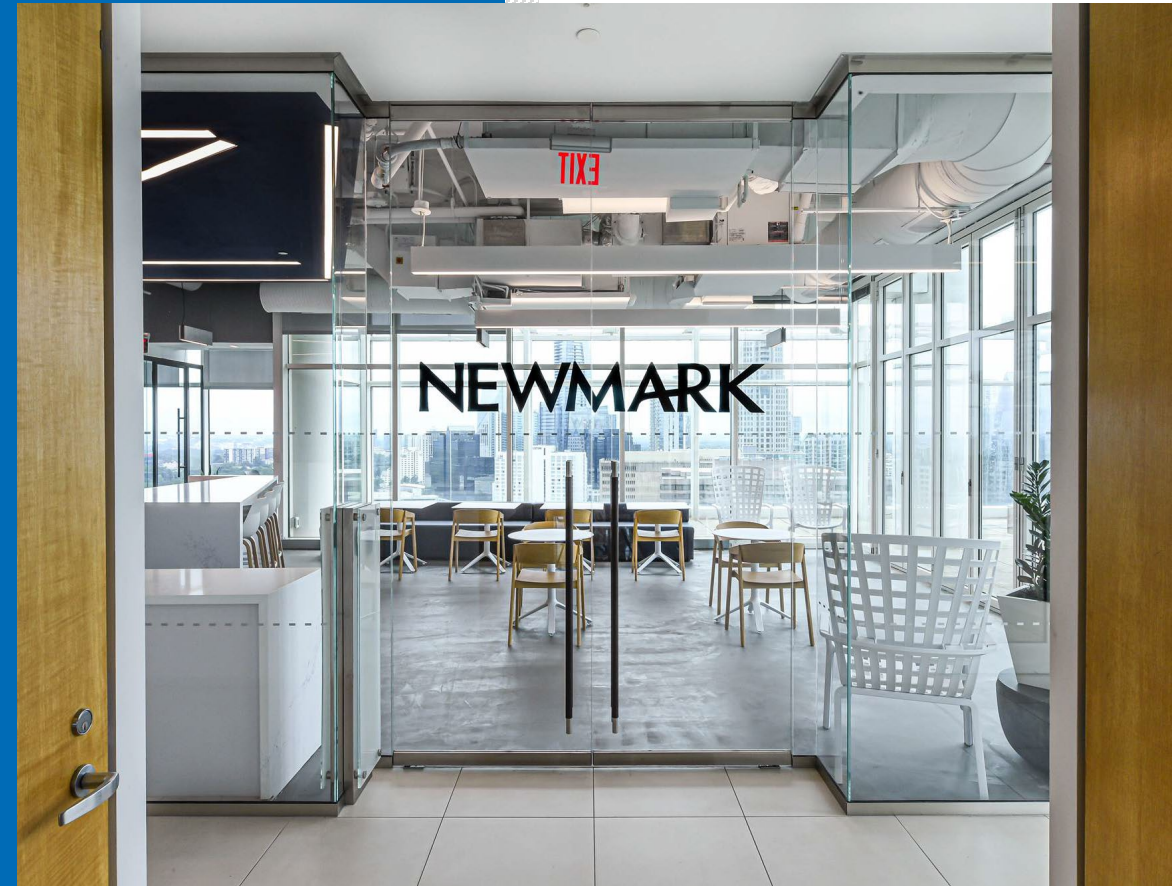
U.S. Major Manufacturing Announcements, 2020-2023



- Spending on manufacturing construction continues to escalate, again setting an all-time record in 2Q24 at \$121.4 billion, adjusted for inflation. This spending was 130% higher than the average over the 10 years ending in 2019. In nominal volumes, this was 275% higher than the average over the 10 years ending in 2019.
- The 2022 passage of the CHIPS and Science Act and the Inflation Reduction Act approved over \$400 billion worth of incentives for growth in U.S.-based high-tech manufacturing.
- We anticipate long-term tailwinds as we continue to invest across our various industrial-focused service lines, which represent a growing proportion of Newmark's total revenues.

Appendix 3:

Financial Tables & Reconciliations



Property Type: Office

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. The Company has made certain clarifications of and/or changes to its non-GAAP measures, including "Calculation of Non-Compensation Expense Adjustments for Adjusted Earnings" that will be applicable for reporting periods beginning with the third quarter of 2023 and thereafter, as described below. Historically, Adjusted Earnings excluded gains or charges related to resolutions of litigation, disputes, investigations, or enforcement matters that are generally non-recurring, exceptional, or unusual, or similar items that that management believes do not best reflect Newmark's underlying operating performance. To help management and investors best assess Newmark's underlying operating performance and for the Company to best facilitate strategic planning, beginning with the third quarter of 2023 and thereafter, calculations of Adjusted Earnings will also exclude unaffiliated third-party professional fees and expense related to these items. Newmark has not modified any prior period non-GAAP measures, as it has determined such amounts were immaterial to previously reported results.

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, as well as certain gains and charges that management believes do not best reflect the underlying operating performance 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 FPU's" (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 stock or partnership units with a capital account may be funded by the redemption of preferred units such as PPSUs.

Non-GAAP Financial Measures (continued)

- 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.
- 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 restricted stock units ("RSUs"), limited partnership units, restricted stock awards, other equity-based awards.
- Charges related to grants of equity awards, including common stock, RSUs, restricted stock awards, or partnership units with capital accounts.
- Allocations of net income to limited partnership units and FPU. 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, RSUs, restricted stock, 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.

Non-GAAP Financial Measures (continued)

Excluded Compensation-Related Items with Respect to the 2021 Equity Event under Adjusted Earnings and Adjusted EBITDA

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.

Calculation of Non-Compensation Expense Adjustments for Adjusted Earnings

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

- Non-cash amortization of intangibles with respect to acquisitions.
- Other acquisition-related costs, including unaffiliated third-party professional fees and expenses.
- Resolutions of non-recurring, exceptional or unusual gains or charges related to resolutions of litigation, disputes, investigations, or enforcement matters that are generally non-recurring, exceptional, or unusual, or similar items that management believes do not best reflect Newmark's underlying operating performance, including related unaffiliated third-party professional fees and expenses.
- Non-cash gains attributable to OMSRs.
- Non-cash 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 intangible assets created from acquisitions.

Non-GAAP Financial Measures (continued)

Calculation of Other income (loss) 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, non-ordinary or non-recurring gains or charges.
- Non-cash GAAP asset impairment charges.
- Gains or losses on divestitures.
- 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 (loss) 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.

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.

Non-GAAP Financial Measures (continued)

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 (loss) before income taxes and noncontrolling interests 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, changes in the value of RSUs and/or restricted stock awards between the date of grant and the date the award vests, 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, when the impact would be anti-dilutive.

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. 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 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 and to make decisions with respect to the Company's operations. 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.
- Fixed asset depreciation and intangible asset amortization.
- Equity-based compensation and allocations of net income to limited partnership units and FPU.
- 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.
- 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.

Non-GAAP Financial Measures (continued)

MANAGEMENT RATIONALE FOR USING ADJUSTED EBITDA

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.

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.

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.

NET LEVERAGE DEFINED

Newmark may also use a non-GAAP measure called "net leverage." "Net debt", when used, is defined as total corporate debt (which excludes Warehouse facilities collateralized by U.S. Government Sponsored Enterprises), net of cash or, if applicable, total liquidity, while "net leverage", when used, equals net debt divided by trailing twelve month Adjusted EBITDA.

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:

Non-GAAP Financial Measures (continued)

- Certain equity-based compensation charges that may be determined at the discretion of management.
- Unusual, 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, disputes, investigations, enforcement matters, or similar items, which are fluid and unpredictable in nature.

TIMING OF OUTLOOK FOR CERTAIN GAAP AND NON-GAAP ITEMS

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- Certain equity-based compensation charges that may be determined at the discretion of management.
- Unusual, 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, disputes, investigations, enforcement matters, or similar items, which are fluid and unpredictable in nature.

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 June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
GAAP net loss available to common stockholders	\$ 14,280	\$ 6,429	\$ (1,973)	\$ (3,921)
Benefit for income taxes (1)	9,046	6,719	5,530	3,663
Net income attributable to noncontrolling interests (2)	9,135	4,800	(927)	(1,199)
GAAP loss before income taxes and noncontrolling interests	\$ 32,461	\$ 17,948	\$ 2,630	\$ (1,457)
Pre-tax adjustments:				
Compensation adjustments:				
Equity-based compensation and allocations of net income to limited partnership units and FPU's (3)	25,486	19,609	76,929	55,258
Other compensation adjustments (4)	229	39	1,159	910
Total Compensation adjustments	25,715	19,648	78,088	56,168
Non-Compensation expense adjustments:				
Amortization of intangibles (5)	4,430	4,589	8,867	8,037
MSR amortization(6)	27,218	27,885	55,366	54,089
Other non-compensation adjustments (7)	4,247	2,192	8,158	3,717
Total Non-Compensation expense adjustments	35,895	34,666	72,391	65,843
Non-cash adjustment for OMSR revenues (8)	(23,395)	(23,046)	(39,539)	(37,145)
Other (income) loss, net:				
Other non-cash, non-dilutive, and /or non-economic items and Nasdaq (9)	(5,636)	1,076	(5,623)	7,714
Total Other (income) loss, net	(5,636)	1,076	(5,623)	7,714
Total pre-tax adjustments	32,579	32,344	105,317	92,580
Adjusted Earnings before noncontrolling interests and taxes ("Pre-tax Adjusted Earnings")	\$ 65,040	\$ 50,292	\$ 107,947	\$ 91,123

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)

GAAP Net loss available to common stockholders:	\$	14,280	\$	6,429	\$	(1,973)	\$	(3,921)
Allocation of net loss to noncontrolling interests (10)		9,642		5,239		529		(71)
Total pre-tax adjustments (from above)		32,579		32,344		105,317		92,580
Income tax adjustment to reflect adjusted earnings taxes (1)		(709)		(875)		(10,661)		(10,097)
Post-tax Adjusted Earnings to fully diluted shareholders ("Post-tax Adjusted Earnings")	\$	55,792	\$	43,137	\$	93,212	\$	78,490
Per Share Data:								
GAAP fully diluted earnings per share	\$	0.08	\$	0.04	\$	(0.01)	\$	(0.02)
Allocation of net income to noncontrolling interests		0.00		0.00		0.01		0.00
Total pre-tax adjustments (from above)		0.13		0.00		0.41		0.38
Income tax adjustment to reflect adjusted earnings taxes		-		0.13		(0.04)		(0.04)
Other		0.01		0.01		(0.00)		0.00
Post-tax Adjusted Earnings per share ("Adjusted Earnings EPS")	\$	0.22	\$	0.18	\$	0.37	\$	0.32
Pre-tax adjusted earnings per share	\$	0.25	\$	0.21	\$	0.42	\$	0.38
Fully diluted weighted-average shares of common stock outstanding		255,604		244,954		255,195		242,378

(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):

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 June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
GAAP provision (benefit) for income taxes	\$ 9.0	\$ 6.7	\$ 5.5	\$ 3.7
Income tax adjustment to reflect Adjusted Earnings	0.7	0.9	10.7	10.1
Provision for income taxes for Adjusted Earnings	<u>\$ 9.7</u>	<u>\$ 7.6</u>	<u>\$ 16.2</u>	<u>\$ 13.8</u>

(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 FPU's are as follows (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Issuance of common stock and exchangeability expenses	\$ 11.9	\$ 9.9	\$ 52.0	\$ 34.5
Limited partnership units amortization	7.2	3.4	10.5	8.2
RSU amortization Expense	5.9	6.2	13.6	12.2
Total equity-based compensation	\$ 25.0	\$ 19.5	\$ 76.1	\$ 54.9
Allocations of net income	0.5	0.1	0.8	0.4
Equity-based compensation and allocations of net income to limited partnership units and FPU's	<u>\$ 25.5</u>	<u>\$ 19.6</u>	<u>\$ 76.9</u>	<u>\$ 55.3</u>

(4) Includes compensation expenses related to severance charges as a result of the cost savings initiatives of \$0.7 million and \$0.3 million for the three months ended June 30, 2024 and 2023, respectively, and \$2.0 million and \$1.5 million for the six months ended June 30, 2024 and 2023, respectively. Also includes commission charges related to non-cash GAAP gains attributable to OMSR revenues of \$(0.5) million and \$(0.3) million for the three months ended June 30, 2024 and 2023, respectively, and \$(0.9) million and \$(0.6) million for the six months ended June 30, 2024 and 2023, respectively.

(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) The components of other non-compensation adjustments are as follows (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Lease expense (credits) related to liquidating entities	\$ 2.6	\$ 2.9	\$ (0.9)	\$ 2.9
Asset impairments	0.3	2.0	3.6	2.9
Unaffiliated third party professional fees and expenses related to legal matters	2.5	-	3.8	-
Proceeds from legal settlements	-	(4.5)	(0.1)	(4.5)
Acceleration of debt issuance costs	-	-	2.6	-
Acquisition costs	-	1.8	-	2.0
Fair value adjustments related to acquisition earnouts	(1.2)	-	(0.8)	0.4
	<u>\$ 4.2</u>	<u>\$ 2.2</u>	<u>\$ 8.2</u>	<u>\$ 3.7</u>

(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 June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Loss from the disposition of assets	-	(0.1)	-	6.3
Unrealized (gain)/loss on marketable securities (i)	-	0.1	-	0.1
(Gains)/losses on non-marketable securities (ii)	-	1.0	-	1.3
Other recoveries and various other GAAP items	(5.5)	-	(5.5)	-
	<u>\$ (5.6)</u>	<u>\$ 1.0</u>	<u>\$ (5.6)</u>	<u>\$ 7.7</u>

(i) Includes \$49 thousand and \$36 thousand of unrealized gain on marketable securities for the three and six months ended June 30, 2024.

(ii) Includes \$48 thousand of gain on non-marketable investments for the three and six months ended June 30, 2024

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

Reconciliation of GAAP Income to Adjusted EBITDA

(in Thousands) (Unaudited)

NEWMARK GROUP, INC.
Reconciliation of GAAP Income (Loss) to Adjusted EBITDA
(in thousands)
(unaudited)

	Three Months Ended June 30,		Three Months Ended June 30,	
	2024	2023	2024	2023
GAAP net income (loss) available to common stockholders	\$ 14,280	\$ 6,429	\$ (1,973)	\$ (3,921)
Adjustments:				
Net loss attributable to noncontrolling interests ⁽¹⁾	9,135	4,800	(927)	(1,199)
Provision for income taxes	9,046	6,719	5,530	3,663
OMSR revenue ⁽²⁾	(23,395)	(23,046)	(39,539)	(37,145)
MSR amortization ⁽³⁾	27,218	27,885	55,366	54,089
Other depreciation and amortization ⁽⁴⁾	13,660	14,149	29,478	26,775
Equity-based compensation and allocations of net income to limited partnership units and FPU's	25,486	19,609	76,926	55,258
Other adjustments ⁽⁶⁾	1,693	1,528	3,492	5,714
Other non-cash, non-dilutive, non-economic items and Nasdaq for Adjusted EBITDA ⁽⁷⁾	(5,636)	1,076	(5,623)	7,714
Interest expense	14,785	13,749	27,023	24,873
Adjusted EBITDA ("AEBITDA")	\$ 86,272	\$ 72,898	\$ 149,753	\$ 135,821

(1) Primarily represents portion of Newmark's net income (loss) 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 \$9.2 million and \$9.6 million for the three months ended June 30, 2024 and 2023, respectively, and \$20.6 million and \$18.7 million for the six months ended June 30, 2024 and 2023, respectively. Also, includes intangible asset amortization related to acquisitions of \$4.4 million and \$4.6 million for the three months ended June 30, 2024 and 2023, respectively, and \$8.9 million and \$8.0 million for the six months ended June 30, 2024 and 2023, 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 FPU's".

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Severance charges	\$ 0.7	\$ 0.3	\$ 2.0	\$ 1.5
Assets impairment not considered a part of ongoing operations	-	-	1.5	-
Commission charges related to non-GAAP gains attributable to OMSR revenues and others	(0.4)	(0.3)	(0.9)	(0.6)
Fair value adjustments related to acquisition earnouts	(1.2)	-	(0.8)	-
Lease expense (credits) related to liquidating entities	2.6	1.5	(0.9)	4.8
Acceleration of debt issuance costs	-	-	2.6	-
	\$ 1.7	\$ 1.5	\$ 3.5	\$ 5.7

(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.

Other Income

(in Millions) (Unaudited)

NEWMARK GROUP, INC.

Other Income (Loss)

(in millions)

(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Other items, net	5.6	3.9	5.6	0.9
Other income (loss), net under GAAP	5.6	3.9	5.6	0.9
To reconcile from GAAP other income (loss), exclude:				
Other items, net	(5.6)	1.1	(5.6)	7.7
Other income (loss), net for Pre-tax Adjusted Earnings and Adjusted EBITDA	—	5.0	—	8.6

Newmark's Other income (loss), net under GAAP includes equity method investments that represent Newmark's pro rata share of net gains or losses and mark-to-market gains or losses on investments. For the three and six months ended June 30, 2024, the difference between GAAP and non-GAAP other income included \$49 thousand and \$36 thousand of unrealized losses on marketable securities. For the three months ended June 30, 2023, the difference included 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.

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