# Earnings Presentation Second Quarter 2023

*August 3, 2023* 





# Cautionary note regarding forward-looking statements

Statements in this presentation regarding, among other things, future financial results and performance, achievements, plans, objectives and shares repurchases may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties, and other factors, the occurrence of which are outside JLL's control which may cause JLL's actual results, performance, achievements, plans, and objectives to be materially different from those expressed or implied by such forward looking statements. For additional information concerning risks, uncertainties, and other factors that could cause actual results to differ materially from those anticipated in forward-looking statements, and risks to JLL's business in general, please refer to those factors discussed under "Risk Factors," "Business," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Quantitative and Qualitative Disclosures about Market Risk," and elsewhere in JLL's filed Annual Report on Form 10-K for the year ended December 31, 2022, soon to be filed Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 and other reports filed with the Securities and Exchange Commission. Any forward-looking statements speak only as of the date of this release, and except to the extent required by applicable securities laws, JLL expressly disclaims any obligation or undertaking to publicly update or revise any forward-looking statements contained herein to reflect any change in expectations or results, or any change in events.



Second quarter industry highlights

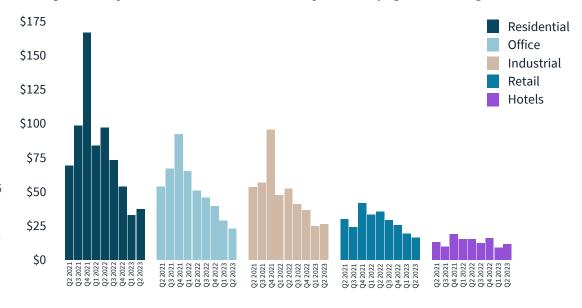


## Capital markets industry highlights

#### Real estate investment volumes by region, 2007 - Q2 2023 YTD

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#### Quarterly investment volumes by sector, Q2 2021 - Q2 2023



#### **Second Quarter Highlights**

- Global direct investment was down 53% local currency (down 54% USD) in the second quarter; with the Americas down 59% local currency (down 60% USD), EMEA down 57% local currency (down 55% USD), and Asia-Pacific down 11% local currency (down 17% USD)
- Higher costs of capital, tighter lending standards and elevated price uncertainty continues to limit capital markets transaction volumes
- Globally, pricing and liquidity dynamics have been most resilient in the industrial and residential sectors and for the highest-quality assets

#### Notes:

- Source: JLL Research, July 2023
- Real estate investment includes office, multifamily residential, retail, hotels, industrial, mixed use, healthcare and alternatives sectors. Excludes entity-level and development transactions.
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### Capital markets industry trends

#### Global fundraising for closed-end funds, 2007 - Q2 2023



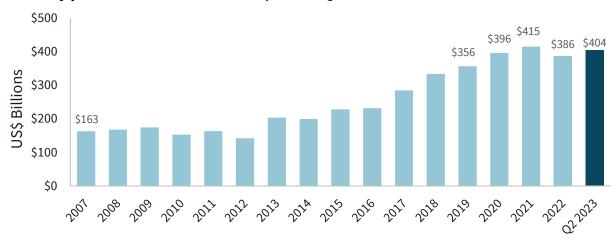
#### Investment volume change YoY by region, Q1 2020 - Q2 2023



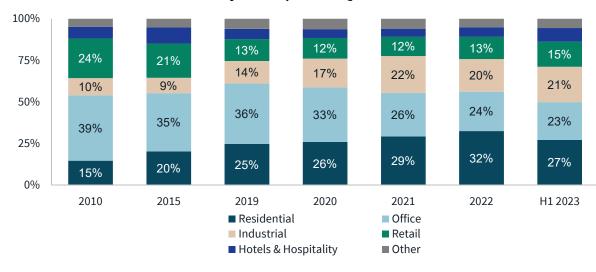
#### Notes:

• Source: JLL Research, Preqin Ltd, July 2023

#### Dry powder in closed-end funds, 2007 - Q2 2023 YTD



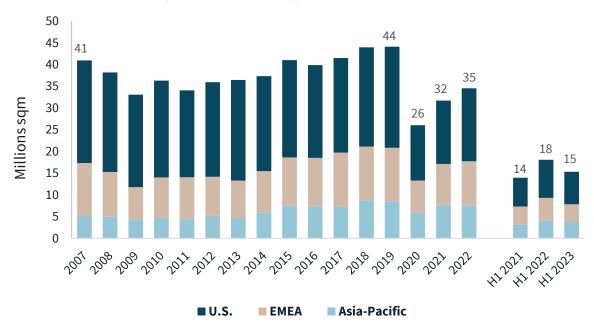
#### Share of investment volume by sector, 2010 - Q2 2023



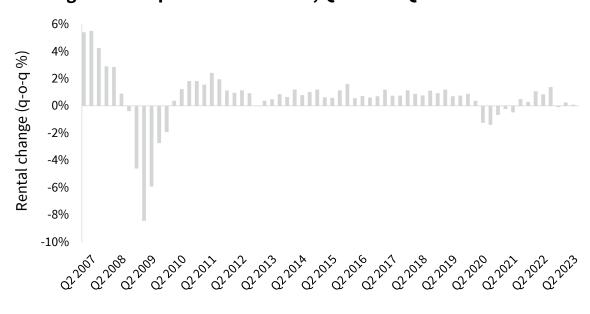


# Office leasing industry highlights

#### Global office leasing volumes by region, 2007 - Q2 2023 YTD



#### Rental growth for prime office assets, Q2 2007 - Q2 2023



#### **Second Quarter Highlights**

- Global office leasing volumes in the second quarter were down 14% compared to the second quarter 2022, with EMEA down 28%, U.S. down 12%, and Asia-Pacific flat
- Occupiers continue to extend their decision-making timeline amid cautious outlook on the macro-economic environment
- In most markets high quality, premium assets are significantly outperforming the rest of the market
- The global office vacancy rate ticked up to 15.6% in the second quarter, with increases in the U.S. and Asia-Pacific, while EMEA largely stayed flat

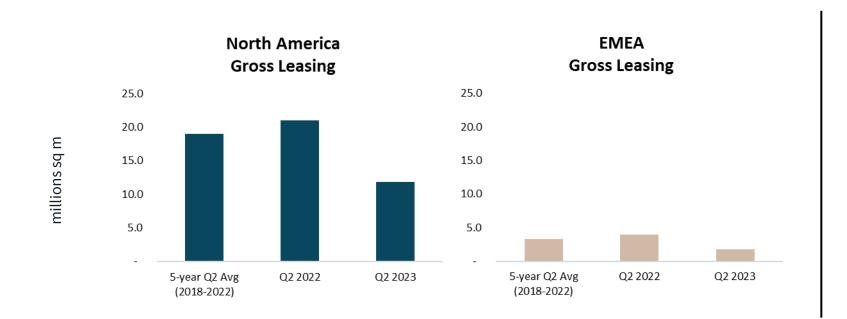
#### Notes:

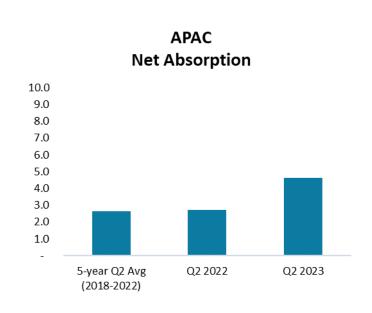
- Source: JLL Research, July 2023
- Prime Office Rental Growth: unweighted average of 30 major markets





### Industrial leasing industry highlights





#### **Second Quarter Highlights**

- Activity in the industrial sector moderated during the second quarter of 2023, with Asia-Pacific showing positive net absorption during the quarter while gross leasing volumes in North America and Europe slowed
- North America and EMEA gross leasing below 5-year historical average as slowdown helps bring supply and demand into balance
- · Asia-Pacific net absorption above 5-year historical average as new supply became available and demand remains strong

#### Notes:

- Source: JLL Research, July 2023
- North America Gross Leasing: 60 city markets; EMEA Gross Leasing: 3 country markets; Asia-Pacific Net Absorption: 35 city markets





Consolidated financials



## Consolidated second quarter 2023 financial results

Margins in local currency; growth rates represent % change over three months ended Q2 2022

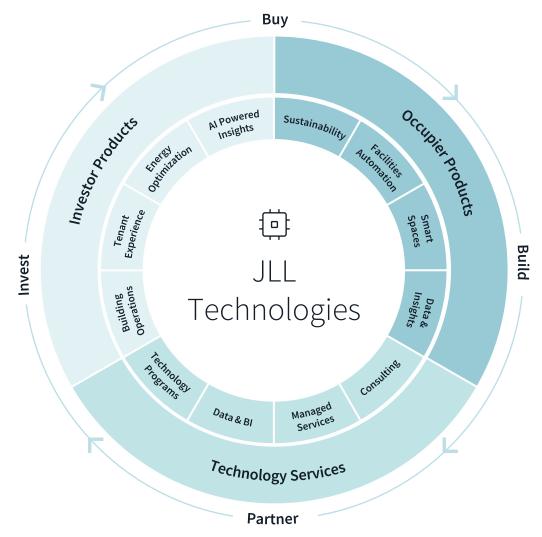
	Q2 2023	Q2 2022	'23/'22 % Chg. USD	'23/'22 % Chg. Local Currency
Revenue	\$5,053M	\$5,278M	<b>↓</b> (4)%	<b>↓</b> (4)%
Fee Revenue	\$1,847M	\$2,139M	<b>↓</b> (14)%	<b>↓</b> (13)%
Operating Income	\$149M	\$235M	<b>↓</b> (37)%	<b>↓</b> (37)%
Operating Income Margin	7.9%	11.0%	<b>↓</b> 290 bps	<b>◆</b> 310 bps
Equity (Losses) Earnings	\$(104)M	\$54M	<b>↓</b> (293)%	<b>↓</b> (293)%
Net Income Attributable to Common Shareholders	\$3M	\$194M	<b>↓</b> (99)%	<b>↓</b> (99)%
Adjusted Net Income	\$24M	\$222M	<b>↓</b> (89)%	<b>↓</b> (89)%
Adjusted Diluted EPS	\$0.50	\$4.48	<b>↓</b> (89)%	<b>↓</b> (89)%
Adjusted EBITDA	\$116M	\$359M	<b>↓</b> (68)%	<b>↓</b> (68)%
Adjusted EBITDA Margin	6.2%	16.8%	<b>↓</b> 1,050 bps	<b>↓</b> 1,060 bps

#### Notes

- Q2 2023 Organic Fee Revenue decline of (13)% local currency
- Non-GAAP İtems listed above include Fee Revenue, Adjusted Net Income, Adjusted EBITDA, Adjusted EBITDA margin and Adjusted Diluted EPS
- Refer to pages 26 30 for definitions and reconciliations of non-GAAP financial measures
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## JLL Technologies



#### Notes:

- The JLLT Investments amount invested and portfolio value as of 6/30/23 shown above include notes receivables
- In Q2 2023, ~\$65 million of notes receivables converted to equity which is now reflected in the value of the portfolio as of June 30, 2023

#### **JLLT Investments Portfolio**

~\$405M Invested as of 6/30/2023 ~\$500M

Value of portfolio as of 6/30/23

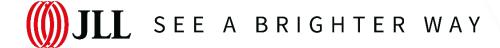
- Launched Spark Venture Fund in 2018
- Invested in more than 50 proptech companies
- Focused on future of work, smart buildings & sustainability

#### Why We Invest

- Enable our business with technology tools
- Provide clients with best-in-class technology solutions
- Gain insights into technology that will disrupt the industry



Business segments results



# Second quarter 2023 financial results – Business segments

\$M. Growth rates in local currency; growth rates represent % change over three months ended Q2 2022

	Revenue	Fee Revenue	Adjusted EBITDA	Adjusted EBITDA Margin (USD)	Adjusted EBITDA Margin (Local Currency)
Markets	\$1,025	\$741	\$99	13.4%	13.2%
Advisory	• (7)%	<b>\Psi</b> (13)%	<b>\(\psi\)</b> (26)%	<b>◆</b> 230 bps	<b>↓</b> 250 bps
Capital	\$448	\$436	\$36	8.3%	8.2%
Markets	<b>•</b> (34)%	<b>•</b> (34)%	<b>•</b> (72)%	<b>▼</b> 1,090 bps	<b>▼</b> 1,100 bps
Work	\$3,375	\$478	\$56	11.8%	11.6%
Dynamics	<b>1</b> 3%	<b>1</b> 3%	<b>•</b> (3)%	<b>↓</b> 60 bps	<b>↓</b> 80 bps
JLL	\$61	\$57	\$(105)	(186.2)%	(186.9)%
Technologies	<b>1</b> 20%	<b>1</b> 8%	<b>\Psi</b> (914)%	<b>▼</b> N.M.	<b>▼</b> N.M.
LaSalle	\$144	\$136	\$30	21.8%	21.7%
	<b>1</b> 26%	• 28%	<b>1</b> 7%	<b>▼</b> 420bps	<b>↓</b> 430 bps
Consolidated	\$5,053	\$1,847	\$116	6.3%	6.2%
	• (4)%	<b>↓</b> (13)%	<b>\(\psi\)</b> (68%)	<b>▼</b> 1,050 bps	<b>▼</b> 1,060 bps

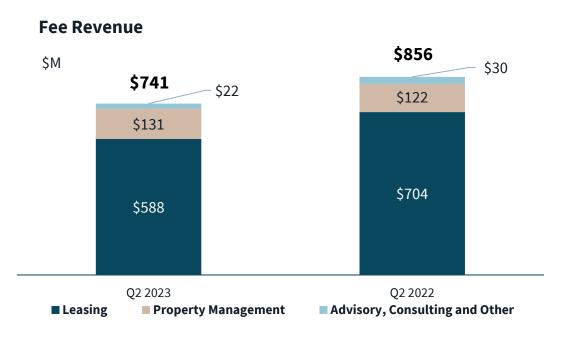
#### Notes



<sup>•</sup> Refer to pages 26 - 30 for definitions and reconciliations of non-GAAP financial measures

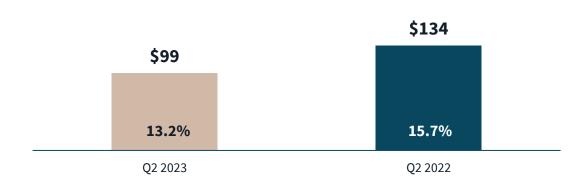
### Markets Advisory

Margins in local currency; growth rates represent % change over three months ended Q2 2022



#### **Adjusted EBITDA**

\$M, % of fee revenue



#### **Second Quarter Highlights**

- Leasing fee revenue decline of 16% local currency / USD was driven by (i) lower transaction volume across asset types, particularly in the office and industrial sectors, and (ii) a decrease in average deal size across most asset types, most notably in the U.S. industrial sector
- Property Management fee revenue growth of 9% local currency (7% USD) was driven by portfolio expansion in the Americas and incremental fees from interest-rate sensitive contract terms in the U.K.
- Adjusted EBITDA margin contraction was primarily due to lower Leasing fee revenue

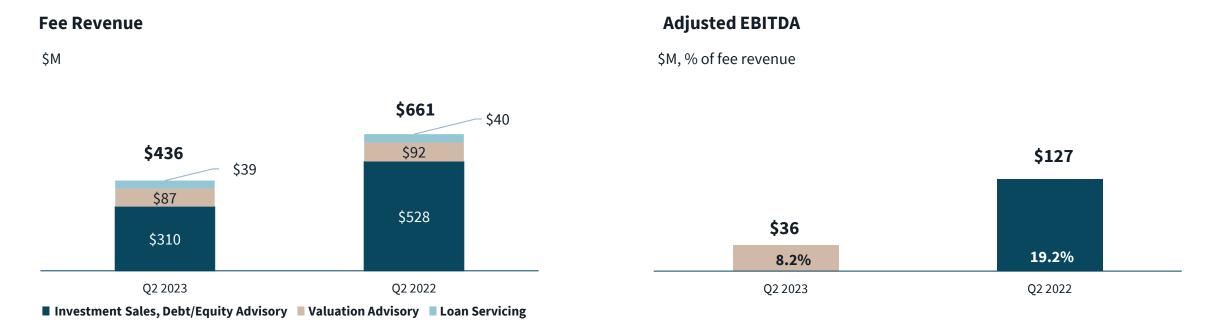
#### Motos

• Refer to pages 26 - 30 for definitions and reconciliations of non-GAAP financial measures



### Capital Markets

Margins in local currency; growth rates represent % change over three months ended Q2 2022



#### **Second Quarter Highlights**

- Fee revenue decline of 34% local currency / USD, continued to reflect muted transaction volumes, particularly in Investment Sales and Debt/Equity Advisory which experienced declines across all asset classes and most geographies compared with the prior-year quarter
- Loan Servicing decline of 3% local currency / USD reflected lower prepayment fees as refinancing activity slowed over the last twelve months, more than offsetting continued growth in the portfolio originated under the Fannie Mae DUS program
- Adjusted EBITDA contraction for the quarter driven by the decline in fee revenue and a \$7.0 million year-over-year negative change in loan loss credit reserves, partially offset by higher equity earnings

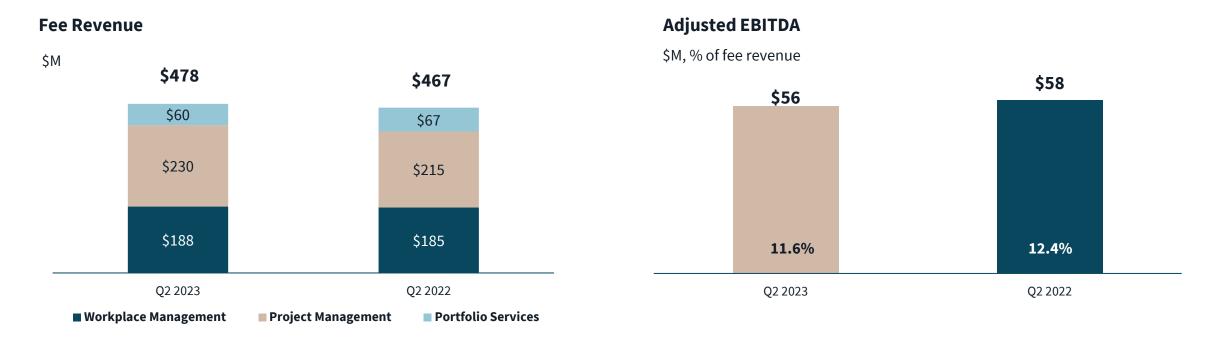
#### Motos:

· Refer to pages 26 - 30 for definitions and reconciliations of non-GAAP financial measures



### Work Dynamics

Margins in local currency; growth rates represent % change over three months ended Q2 2022



#### **Second Quarter Highlights**

- Work Dynamics fee revenue growth of 3% local currency (2% USD) was driven by strength in Project Management and modest growth in Workplace Management, partially offset by lower Portfolio Services and Other
- Project Management fee revenue growth of 8% local currency (7% USD) was driven by continued project demand in certain geographies, most notably Australia, France, MENA and the U.K.
- Adjusted EBITDA margin contraction was attributable to the decline in higher-margin Portfolio Services revenue and continued investments in technology and headcount to support future growth

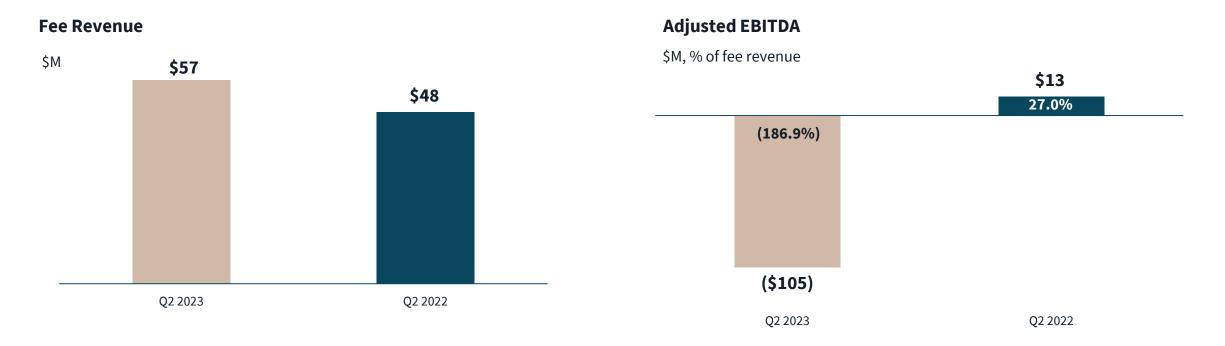
#### Notes

• Refer to pages 26 - 30 for definitions and reconciliations of non-GAAP financial measures



## JLL Technologies

Margins in local currency; growth rates represent % change over three months ended Q2 2022



#### **Second Quarter Highlights**

- Fee revenue growth of 18% local currency / USD driven by solutions and service offerings, largely from existing enterprise clients
- The second quarter 2023 equity loss of \$103.9 million reflected valuation declines primarily from two JLL Technologies' proptech investments due to subsequent financing rounds at decreased per-share values
- Second quarter 2023 Adjusted EBITDA included \$93.9 million from equity losses, net of carried interest; the year-over-year Adjusted EBITDA margin decline was driven by a \$128.8 million adverse change in equity earnings/losses, net of carried interest

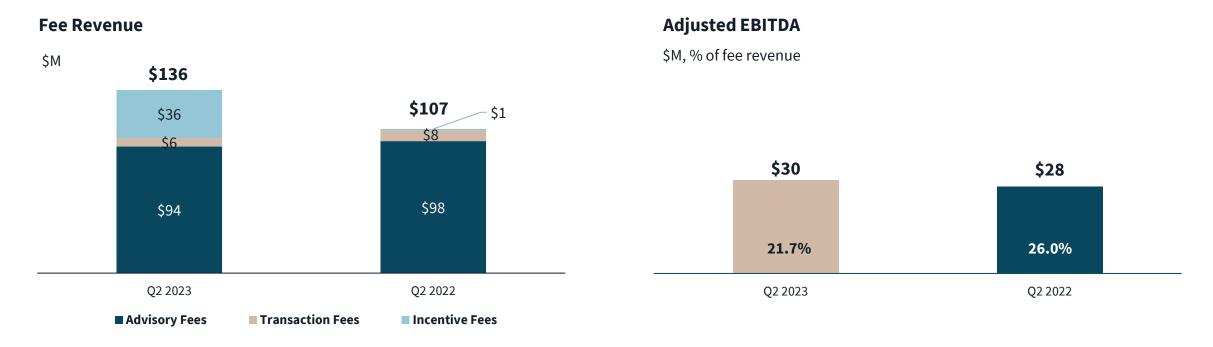
#### Notes

- Refer to pages 26 30 for definitions and reconciliations of non-GAAP financial measures
- Included in Segment operating loss is carried interest expense of \$(10.0) million and \$9.8 million for the second quarter of 2023 and 2022, respectively, related to the segment's equity earnings



### LaSalle

Margins in local currency; growth rates represent % change over three months ended Q2 2022



#### **Second Quarter Highlights**

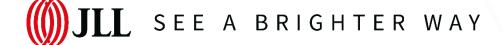
- Fee revenue growth of 28% local currency (27% USD) driven by incentive fees earned on assets managed on behalf of clients, specifically in Japan and the U.S.
- Advisory fees declined 3% local currency (4% USD) resulting from lower asset valuations
- Equity losses of \$5.1 million were primarily attributable to valuation declines in the co-investment portfolio; this compares to equity earnings of \$7.0 million in the second quarter of 2022
- Adjusted EBITDA margin contraction was largely attributable to net equity losses, partially offset by higher incentive fees in the current-year quarter

#### Notes:

- Refer to pages 26 30 for definitions and reconciliations of non-GAAP financial measures
- The market value of JLL's investment in LaSalle LOGIPORT REIT (ticker 3466-TKS) was approximately \$50.3 million as of June 30, 2023
- AUM amounts reported on a one-quarter lag
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Capital allocation and balance sheet



### Debt and leverage

#### **Highlights:**

- Strong balance sheet with ample liquidity provides operational flexibility
- Sequential quarter decline in net debt primarily attributable to positive cash flow from operating activities
- Leverage ratio increase was entirely driven by a decline in the trailing twelve month Adjusted EBITDA, which includes the impact of equity losses this quarter

Debt and leverage (\$M)	Q2 2023	Q1 2023	Q2 2022
Cash and cash equivalents	402	485	568
Total debt	2,344	2,585	2,144
Short-term borrowings	112	104	128
Credit facility	1,850	2,100	1,375
Long term senior notes	382	380	641
Total Net Debt	\$1,942	\$2,100	\$1,576
Adjusted TTM EBITDA	\$840	\$1,083	\$1,607
Net Debt /Adjusted TTM EBITDA	2.3x	1.9x	1.0x
Corporate Liquidity	\$1,902	\$1,735	\$1,943

#### Notes:

- Refer to pages 26 30 for definitions and reconciliations of non-GAAP financial measures
- Credit Facility and Long-Term Senior Notes amounts shown are gross of debt issuance costs
- Credit Facility figures shown in table represent amount drawn

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#### **Investment Grade Credit Ratings**

Moody's: Baa1 S&P: BBB+

\$3.35B

**Credit Facility**Maturing in April 2026

€ 350M

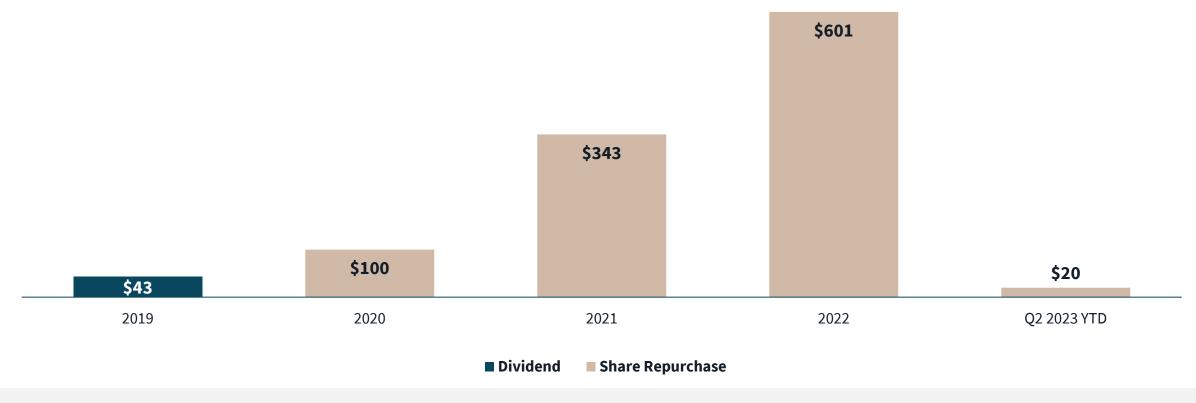
#### **LT Senior Notes**

10-yr debt 1.96% fixed (due 2027) 12-yr debt 2.21% fixed (due 2029)



# Return of capital to shareholders

\$М



#### **Highlights**

- Strong balance sheet provides flexibility to invest in the business while also returning cash to shareholders
- Resumed share repurchase activity in Q2 2023 with \$20 million repurchased; approximately \$1.1 billion remains on our share repurchase authorization
- We are on pace to repurchase enough shares to offset stock comp dilution this year



Financial Targets





# Mid-Term Financial Targets

2025 Consolidated Financial Targets*					
Fee Revenue	\$10-11B				
Adj. EBITDA Margin	16-19%				
Net Debt / Adj. EBITDA	< 2x				
*Unchanged from the November 2022 Investor Brid	efing				



Supplemental materials & non-GAAP reconciliations



### Consolidated YTD 2023 financial results

Margins in local currency; growth rates represent % change over six months ended Q2 2022

	Q2 2023 YTD	Q2 2022 YTD	'23/'22 % Chg. USD	'23/'22 % Chg. Local Currency
Revenue	\$9,768M	\$10,080M	<b>↓</b> (3)%	<b>↓</b> (2)%
Fee Revenue	\$3,431M	\$4,039M	<b>↓</b> (15)%	<b>4</b> (14)%
Operating Income	\$167M	\$411M	<b>↓</b> (59)%	<b>↓</b> (61)%
Operating Income Margin	4.6%	10.2%	<b>◆</b> 530 bps	<b>◆</b> 560 bps
Equity (Losses) Earnings	\$(106)M	\$72M	<b>↓</b> (247)%	<b>↓</b> (247)%
Net (Loss) Income Attributable to Common Shareholders	\$(7)M	\$340M	<b>↓</b> (102)%	<b>4</b> (104)%
Adjusted Net Income	\$56M	\$399M	<b>↓</b> (86)%	<b>↓</b> (88)%
Adjusted Diluted EPS	\$1.15	\$7.94	<b>◆</b> (86)%	<b>↓</b> (87)%
Adjusted EBITDA	\$225M	\$633M	<b>↓</b> (64)%	<b>↓</b> (65)%
Adjusted EBITDA Margin	6.3%	15.7%	<b>♦</b> 910 bps	<b>♦</b> 940 bps

#### Notes

- YTD Q2 2023 Organic Fee Revenue decline of (14)% local currency
- Non-GAAP items listed above include Fee Revenue, Adjusted Net Income, Adjusted EBITDA, Adjusted EBITDA margin and Adjusted Diluted EPS
- Refer to pages 26 30 for definitions and reconciliations of non-GAAP financial measures
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# YTD 2023 financial results – Business segments

\$M. Growth rates in local currency; growth rates represent % change over six months ended Q2 2022

	Revenue	Fee Revenue	Adjusted EBITDA	Adjusted EBITDA Margin (USD)	Adjusted EBITDA Margin (Local Currency)
Markets	\$1,932	\$1,368	\$171	12.5%	12.3%
Advisory	<b>\(\psi\)</b> (7)%	<b>\Psi</b> (13)%	<b>\(\psi\)</b> (31)%	<b>◆</b> 290 bps	<b>↓</b> 310 bps
Capital	\$805	\$785	\$47	5.9%	5.8%
Markets	<b>•</b> (36)%	<b>↓</b> (36)%	<b>•</b> (81)%	<b>▼</b> 1,370 bps	<b>▼</b> 1,380 bps
Work	\$6,651	\$920	\$82	8.9%	8.5%
Dynamics	<b>1</b> 7%	<b>1</b> 7%	<b>•</b> (15)%	<b>▼</b> 170 bps	<b>▼</b> 210 bps
JLL	\$122	\$114	\$(119)	(103.7)%	(104.1)%
Technologies	• 22%	• 23%	<b>↓</b> N.M.	<b>▼</b> N.M.	<b>↓</b> N.M.
LaSalle	\$258	\$244	\$44	18.1%	17.9%
	<b>1</b> 3%	<b>1</b> 4%	<b>\</b> (9%)	<b>↓</b> 430 bps	<b>↓</b> 450 bps
Consolidated	\$9,768	\$3,431	\$225	6.6%	6.3%
	<b>4</b> (2)%	• (14)%	<b>•</b> (65%)	<b>◆</b> 910 bps	<b>◆</b> 940 bps

#### Notes:



<sup>•</sup> Refer to pages 26 - 30 for definitions and reconciliations of non-GAAP financial measures

# Fee revenue / fee-based operating expenses reconciliation

	Three Months	Six Months Ende		
(\$M)	2023	2022	2023	
Revenue	\$5,052.5	\$5,278.4	\$9,768.0	:
Gross contract costs	(3,205.8)	(3,128.4)	(6,339.1)	
Net non-cash MSR and mortgage banking derivative activity	0.6	(11.2)	2.4	
Fee revenue	\$1,847.3	\$2,138.8	\$3,431.3	
Operating expenses	\$4,903.3	\$5,043.3	\$9,601.0	
Gross contract costs	(3,205.8)	(3,128.4)	(6,339.1)	
Fee-based operating expenses	\$1,697.5	\$1,914.9	\$3,261.9	

Six	Months	Ended	Jun 30
	MOTICIES		Juli Ju

2023	2022
\$9,768.0	\$10,079.8
(6,339.1)	(6,032.9)
2.4	(7.6)
\$3,431.3	\$4,039.3
\$9,601.0	\$9,669.0
(6,339.1)	(6,032.9)
\$3,261.9	\$3,636.1



# Reconciliation of net income (loss) attributable to common shareholders to adjusted EBITDA

	Three Months Ended Ju		Six Months Ended Jun 30	
(\$M)	2023	2022	2023	2022
Net income (loss) attributable to common shareholders	\$2.5	\$193.9	\$(6.7)	\$339.5
Interest expense, net of interest income	40.5	15.7	66.8	25.9
Income tax provision (benefit)	0.8	72.8	(1.5)	113.1
Depreciation and amortization <sup>(1)</sup>	59.0	54.5	115.5	108.8
EBITDA	\$102.8	\$336.8	\$174.1	\$587.3
Restructuring and acquisition charges	11.8	25.9	47.5	45.4
Net loss on disposition	1.8	7.5	1.8	7.5
Net non-cash MSR and mortgage banking derivative activity	0.6	(11.2)	2.4	(7.6)
Interest on employee loans, net of forgiveness	(0.9)		(0.7)	
Adjusted EBITDA	\$116.1	\$359.0	\$225.1	\$632.6

Adjusted EBITDA attributable to common shareholders ("Adjusted EBITDA") represents EBITDA attributable to common shareholders ("EBITDA") further adjusted for certain items we do not consider directly indicative of our ongoing performance in the context of certain performance measurements



<sup>(1)</sup> This adjustment excludes the noncontrolling interest portion of amortization of acquisition-related intangibles which is not attributable to common shareholders

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Reconciliation of net income (loss) to adjusted net income and adjusted diluted earnings per share

Three Months Ended June 30

	I nree Months	Ended June 30	SIX Months E	Six Months Ended June 30	
(\$M except per share data)	2023	2022	2023	2022	
Net income (loss) attributable to common shareholders	\$2.5	\$193.9	\$(6.7)	\$339.5	
Shares (in 000s) <sup>(1)</sup>	48,334	49,651	47,652	50,292	
Diluted earnings (loss) per share	\$0.05	\$3.90	\$(0.14)	\$6.75	
Net income (loss) attributable to common shareholders	\$2.5	\$193.9	\$(6.7)	\$339.5	
Restructuring and acquisition charges	11.8	25.9	47.5	45.4	
Net non-cash MSR and mortgage banking derivative activity	0.6	(11.2)	2.4	(7.6)	
Amortization of acquisition-related intangibles <sup>(2)</sup>	17.2	15.8	33.7	32.7	
Net loss on disposition	1.8	7.5	1.8	7.5	
Interest on employee loans, net of forgiveness	(0.9)		(0.7)		
Tax impact of adjusted items	(8.8)	(9.5)	(22.5)	(18.2)	
Adjusted net income	\$24.2	\$222.4	\$55.5	\$399.3	
Shares (in 000s)	48,334	49,651	48,357	50,292	
Adjusted diluted earnings per share(3)	\$0.50	\$4.48	\$1.15	\$7.94	

<sup>(1)</sup> Basic shares outstanding were used in the calculation of dilutive loss per share for the six months ended June 30, 2023, as the impact of unvested stock-based compensation awards would be anti-dilutive



Siv Months Ended June 30

<sup>(2)</sup> This adjustment excludes the noncontrolling interest portion of amortization of acquisition-related intangibles which is not attributable to common shareholders

<sup>(3)</sup> Calculated on a local currency basis, the results for the three and six months ended June 30, 2023, include \$0.01 and \$0.13, respectively, favorable impact due to foreign exchange rate fluctuations

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### Non-GAAP measures

Management uses certain non-GAAP financial measures to develop budgets and forecasts, measure and reward performance against those budgets and forecasts, and enhance comparability to prior periods. These measures are believed to be useful to investors and other external stakeholders as supplemental measures of core operating performance and include the following:

- (i) Fee revenue and Fee-based operating expenses,
- (ii) Adjusted EBITDA attributable to common shareholders ("Adjusted EBITDA") and Adjusted EBITDA margin,
- (iii) Adjusted net income attributable to common shareholders and Adjusted diluted earnings per share,
- (iv) Percentage changes against prior periods, presented on a local currency basis, and
- (v) Free Cash Flow.

However, non-GAAP financial measures should not be considered alternatives to measures determined in accordance with U.S. generally accepted accounting principles ("GAAP"). Any measure that eliminates components of a company's capital structure, cost of operations or investments, or other results has limitations as a performance measure. In light of these limitations, management also considers GAAP financial measures and does not rely solely on non-GAAP financial measures. Because the company's non-GAAP financial measures are not calculated in accordance with GAAP, they may not be comparable to similarly titled measures used by other companies.

#### Adjustments to GAAP Financial Measures Used to Calculate non-GAAP Financial Measures

Gross Contract Costs represent certain costs associated with client-dedicated employees and third-party vendors and subcontractors and are directly or indirectly reimbursed through the fees we receive. These costs are presented on a gross basis in Operating expenses with the equal amount of corresponding fees in Revenue. Excluding gross contract costs from both Fee revenue and Fee-based operating expenses more accurately reflects how the company manages its expense base and operating margins and also enables a more consistent performance assessment across a portfolio of contracts with varying payment terms and structures.

Net Non-Cash Mortgage Servicing Rights ("MSR") and Mortgage Banking Derivative Activity consists of the balances presented within Revenue composed of (i) derivative gains/losses resulting from mortgage banking loan commitment and warehousing activity and (ii) gains recognized from the retention of MSR upon origination and sale of mortgage loans, offset by (iii) amortization of MSR intangible assets over the period that net servicing income is projected to be received. Non-cash derivative gains/losses resulting from mortgage banking loan commitment and warehousing activity are calculated as the estimated fair value of loan commitments and subsequent changes thereof, primarily represented by the estimated net cash flows associated with future servicing rights. MSR gains and corresponding MSR intangible assets are calculated as the present value of estimated cash flows over the estimated mortgage servicing periods. The above activity is reported entirely within Revenue of the Capital Markets segment. Excluding net non-cash MSR and mortgage banking derivative activity reflects how the company manages and evaluates performance because the excluded activity is non-cash in nature.



### Non-GAAP measures (cont.)

Restructuring and Acquisition Charges primarily consist of: (i) severance and employment-related charges, including those related to external service providers, incurred in conjunction with a structural business shift, which can be represented by a notable change in headcount, change in leadership or transformation of business processes; (ii) acquisition, transaction and integration-related charges, including fair value adjustments, which are generally non-cash in the periods such adjustments are made, to assets and liabilities recorded in purchase accounting such as earn-out liabilities and intangible assets; and (iii) lease exit charges. Such activity is excluded as the amounts are generally either non-cash in nature or the anticipated benefits from the expenditures would not likely be fully realized until future periods. Restructuring and acquisition charges are excluded from segment operating results and therefore not a line item in the segments' reconciliation to Adjusted EBITDA.

Amortization of Acquisition-Related Intangibles, primarily composed of the estimated fair value ascribed at closing of an acquisition to assets such as acquired management contracts, customer backlog and relationships, and trade name, is more notable following the company's increase in acquisition activity in recent years. Such non-cash activity is excluded as the change in period-over-period activity is generally the result of longer-term strategic decisions and therefore not necessarily indicative of core operating results.

Gain or Loss on Disposition reflects the gain or loss recognized on the sale of businesses. Given the low frequency of business disposals by the company historically, the gain or loss directly associated with such activity is excluded as it is not considered indicative of core operating performance. In 2023, the \$1.8 million loss related to the disposition of a business in Markets Advisory. In 2022, the \$7.5 million net loss included \$10.5 million of loss related to the disposition of the Russia business, partially offset by a \$3.0 million gain related to a disposition within JLL Technologies.

Interest on Employee Loans, Net of Forgiveness reflects interest accrued on employee loans less the amount of accrued interest forgiven. Certain employees (predominantly in our Leasing and Capital Markets businesses) receive cash payments structured as loans, with interest. Employees earn forgiveness of the loan based on performance, generally calculated as a percentage of revenue production. Such forgiven amounts are reflected in Compensation and benefits expense. Given the interest accrued on these employee loans and subsequent forgiveness are non-cash and the amounts perfectly offset over the life of the loan, the activity is not indicative of core operating performance and is excluded from non-GAAP measures.

