

Investor Presentation

FEBRUARY 2017

Disclaimer

Forward-Looking Information

This presentation contains forward-looking statements. All statements other than statements of historical facts contained in this presentation may be forward-looking statements. The words “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “targets,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” and other expressions that are predictions of or indicate future events and trends and that do not relate to historical matters identify forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Important factors that could cause actual results to differ materially from expectations are disclosed under the “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” sections of our annual report on Form 10-K for the year ended March 31, 2016, as amended, and subsequent filings with the Securities and Exchange Commission (the “SEC”). All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. You should evaluate all forward-looking statements made in this presentation in the context of these risks and uncertainties. Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur, and actual results could differ materially from those projected in the forward-looking statements. The forward-looking statements in this presentation are made only as of the date hereof. Except as required by law, we assume no obligation to update these forward-looking statements, or to update the reasons actual results could differ materially from those anticipated in the forward-looking statements, even if new information becomes available in the future.

Our Culture

Employee DNA

- Analytically Driven
- Client Service and Solution Driven
- Entrepreneurial
- Desirous of a Winning Home

Firm's DNA

- Partnership Culture
- Not a “Star” Culture
- Consensual Decision Making
- Measured Risk Taking

Ownership and Controls

- Broad-Based, Long-Term Employee Ownership
- Sophisticated Corporate Procedures and Financial Systems

A Leading Independent Global Investment Bank

Expertise

Mergers & Acquisitions
Capital Markets Advisory
Financial Restructuring
Financial Advisory Services
Strategic Consulting

Global Integrated Platform

Seamlessly Combining
Product and Industry Expertise
worldwide

Growth

2000–2016
Revenue CAGR¹ of 10%
Unadjusted² Net Income CAGR¹ of 10%
Adjusted Net Income CAGR¹ of 12%

1972

Established

1,000+

Clients Served Annually

24

Locations Worldwide³

166

Managing Directors⁴

830

Total Financial Professionals⁴

¹ CAGR based on the fiscal year ended March 31.

² Unadjusted based on historical unaudited financials, not adjusted for any one-time, non-recurring items.

³ As of December 31, 2016; locations include five joint venture offices.

⁴ As of December 31, 2016; Managing Directors excludes Corporate Managing Directors, and MDs at joint ventures.

Principal Investment Highlights

- Strong Track Record of Growth and Profitability
- Low Revenue and Earnings Volatility Through Economic Cycles
- High Quality Earnings
- Long-Tenured Management Team
- Differentiated, Cyclically Balanced Business Model
- Strong Sector Fundamentals for Independent Advisors

Our Three Primary Business Segments

Our business is diversified across clients, services, industries and geographies, as well as cyclically balanced, allowing us to succeed in both bull and bear markets.

	Corporate Finance	Financial Restructuring	Financial Advisory Services
Services	M&A Capital Markets Advisory Illiquid Financial Assets	Out-of-Court and Formal Bankruptcy / Insolvency Proceedings	Financial Opinions Valuation Services Financial Consulting Services
Strengths	Superior Platform Drives Success in Attractive Mid-Cap Market ¹	Global Market Leader with Strong Reputation	High-Margin Provider with Strong Reputation
Managing Directors²	90	42	34
CY 2016 Revenue / % of Total	\$399 / 50%	\$276 / 34%	\$124 / 16%
Revenue per MD³	\$4.4	\$6.6	\$3.7
CY 2016 Transactions Closed / Fee Events	194	68	1,194

Note: All dollar amounts in millions unless otherwise noted. Figures may not tie due to rounding.

1. Defined as transactions under \$1 billion in value.

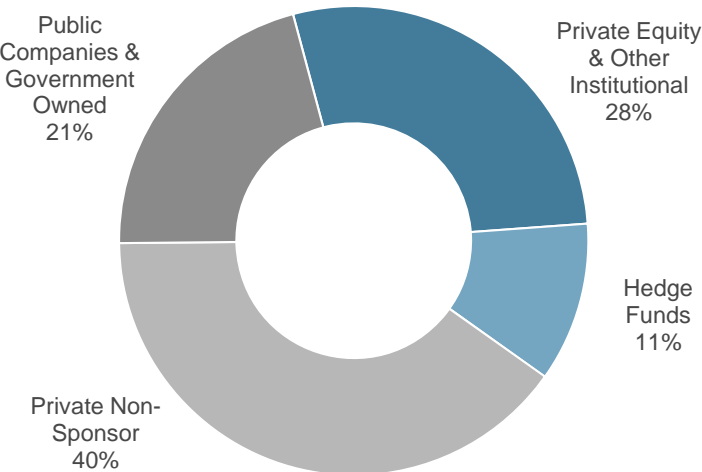
2. As of December 31, 2016; Managing Directors excludes Corporate Managing Directors, and MDs at joint ventures.

3. Represents average of beginning-of-CY16 and end-of-CY16 MD count.

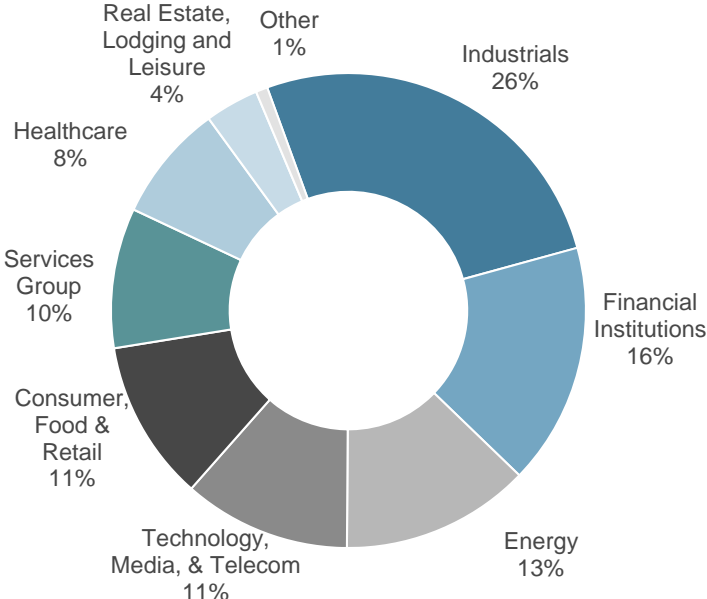
Diversified Revenue Base

- More than 1,000 clients served annually
- For FY 2016:
 - No single transaction fee represented more than 2% of our revenues
 - No individual banker was responsible for more than 3% of our revenues
 - No single employee shareholder owns more than 3% of shares outstanding
- Together, our CF and FR businesses provide a natural hedge

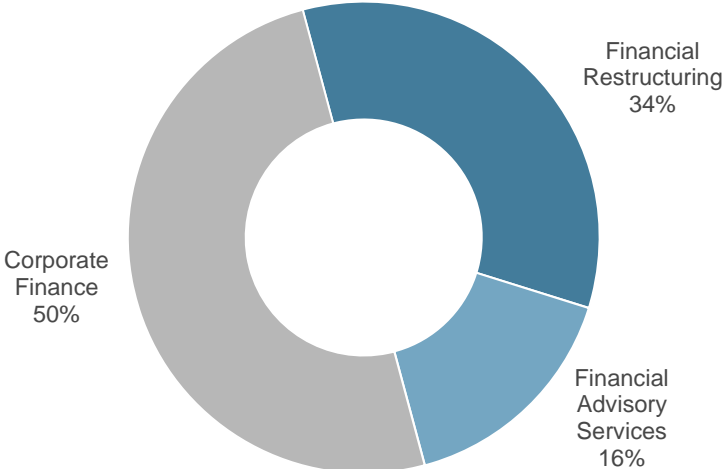
Balanced Client Mix¹



Diversified Industry Mix¹



Diversified Product Mix¹

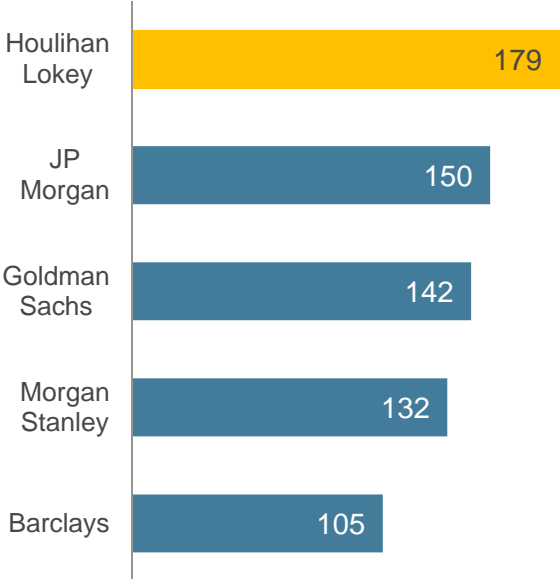


¹ Based on revenues for the CY ended December 31, 2016.

Market Leader in All Three Business Segments

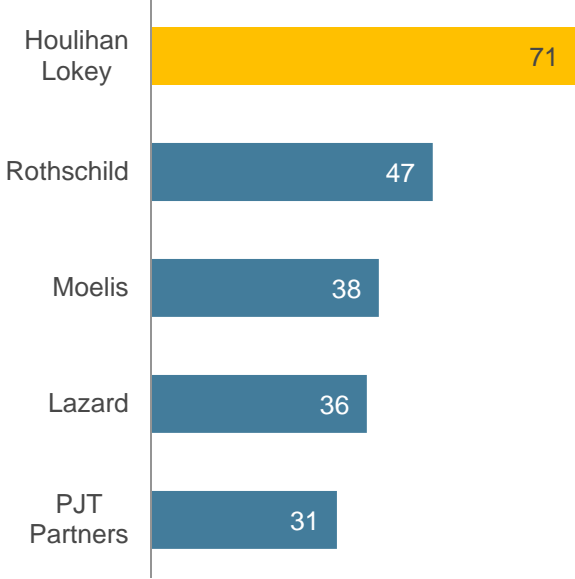
Top U.S. M&A Advisor

CY 2016 Financial Advisors by Number of U.S. M&A Deals



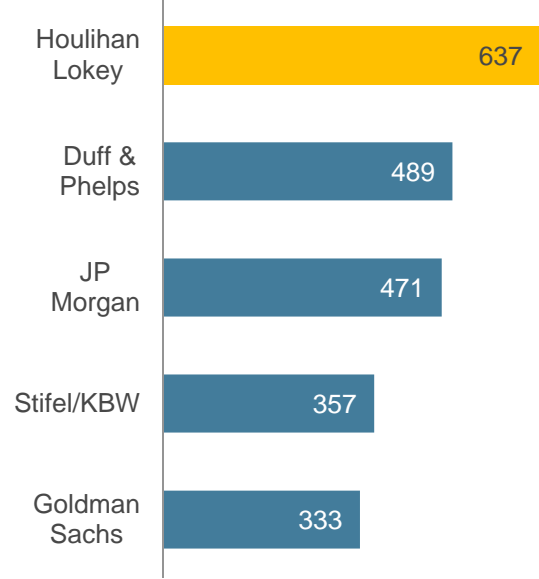
Top Global Restructuring Advisor

CY 2016 Global Distressed Debt & Bankruptcy Restructuring Deals



Top Global Fairness Opinion Advisor

U.S. M&A Fairness Advisors: Announced or Completed Deals (CY 2002 to CY 2016)



#1 U.S. M&A Advisor
 Top 10 Global M&A Advisor
 Leading Capital Markets Advisor

#1 Global Restructuring Advisor
 Advised on 12 of the 15 Largest U.S. Bankruptcies Since 2000
 1,000+ Transactions / Valued Over \$1.5 Trillion

#1 Global M&A Fairness Opinion Advisor
#1 M&A Fairness Opinion Advisor in the U.S. Over the Past 12 Years
 1,000+ Annual Valuation Engagements

We invest in areas where we believe we can excel

Source: Thomson Reuters.

Organic Growth Strengthened by Strategic Acquisitions



BLACK STONE IP
Technology and IP
Financial Advisory Firm

January 2017



LEONARDO & CO.
Continental European
Investment Banking Firm

November 2015



McQueen
Consumer, Food & Retail
Focused Investment
Banking Firm

September 2015




MESA
Media-Focused
Investment Banking Firm

June 2015



HOULIHAN LOKEY
Joint Venture Expanding
Presence in Australia

May 2015



BRIDGE STRATEGY GROUP LLC
AN AFFILIATE OF HOULIHAN LOKEY
Adds Strategic
Consulting Capabilities to
C-Suite Relationships

January 2015




ArchPoint Partners
INVESTMENT BANKING
Technology-Focused
Investment Bank

March 2014



MILESTONE
Specialty Finance
Focused Investment
Bank

December 2012



RED PINE
ADVISORS LLC
Adds Capabilities in
Valuation of Complex,
Illiquid Securities

August 2010



AVISTA
Strategic Partnership
Expanding Presence in
India and Singapore

July 2010

1980-1989

- Corporate Finance
- Financial Restructuring
- Fairness & Capital Adequacy Opinions

1972-1979

- Business Valuations
- Tax Valuations
- ESOP Valuations

1990-1999

- Industry Specialization
- Derivative Security Valuations
- Sovereign Debt Restructuring

2000-2009

- Private Equity Coverage
- Distressed M&A
- Industry Build-Out & Expansion
- Secondary Advisory Services
- Tax & Financial Reporting Valuations
- Portfolio Valuations

2010-Present

- Debt & Equity Capital Markets Advisory
- Hedge Fund Coverage
- Structured Product Valuation
- Private Growth Equity Capital
- Illiquid Financial Assets Intermediation
- Activist Advisory
- Due Diligence Services
- Strategic Consulting
- IP Valuation and Monetization Advisory

Comprehensive Coverage and Global Scale

1,161 Global Employees¹

- 414 Corporate Finance
- 197 Financial Restructuring
- 219 Financial Advisory Services
- 331 Corporate & Administrative

24 Global Locations¹

- 19 Houlihan Lokey Offices
- 5 Joint Venture Offices

1972-1979

1972-1979

- Los Angeles

- San Francisco
- Chicago
- New York

1980-1989

- Atlanta
- Minneapolis
- Washington D.C.
- Dallas

1990-1999

- London
- Paris
- Frankfurt
- Hong Kong
- Tokyo
- Beijing

2000-2009

- Mumbai
- Singapore
- Miami
- Newport Beach
- Madrid
- Sydney
- Amsterdam
- Milan
- Rome
- Houston

Strong Partnership Culture with Experienced Leadership

Deep and Experienced Management Team



Scott L. Beiser

CEO

32+ years with Houlihan Lokey



Irwin N. Gold

Executive Chairman

28+ years with Houlihan Lokey



Scott J. Adelson

Co-President

29+ years with Houlihan Lokey



David A. Preiser

Co-President

25+ years with Houlihan Lokey



J. Lindsey Alley

CFO

21+ years with Houlihan Lokey

Long Tenure Results in Collaborative Culture

Tenured Management Team

27-year average tenure of Management Team

High Banker Retention

12-year average tenure of Managing Directors across all segments¹

Strong Loyalty

More than 50% of MDs reached their respective positions through internal promotions¹

No “Star” Culture

No single individual generated more than 3% of revenues²

¹ As of December 31, 2016.

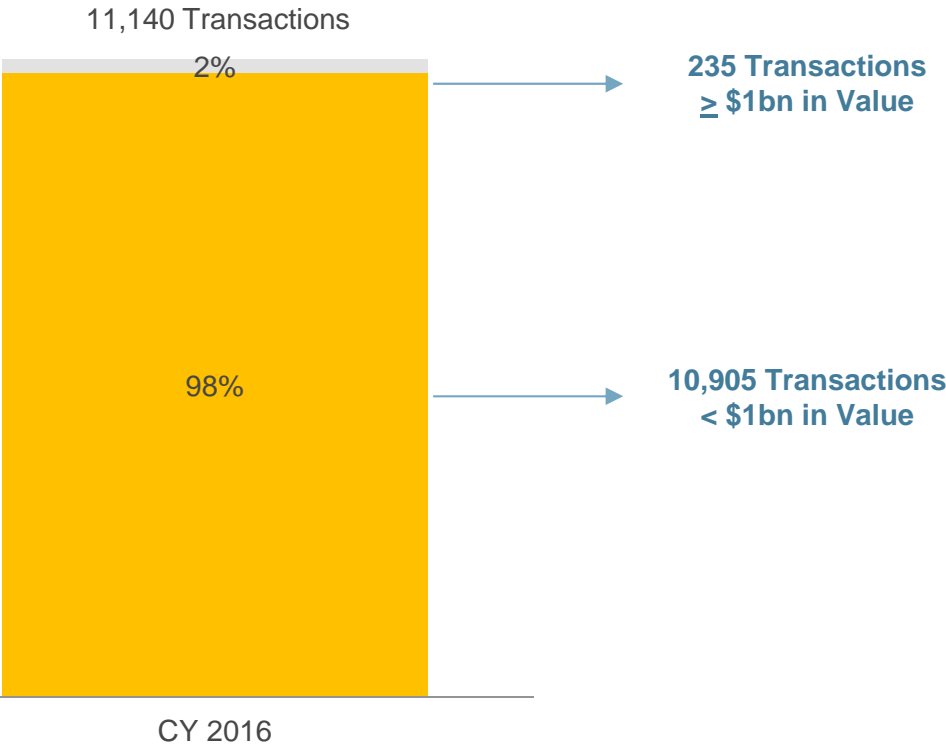
² For the FY ended March 31, 2016.

Overview of Product Lines

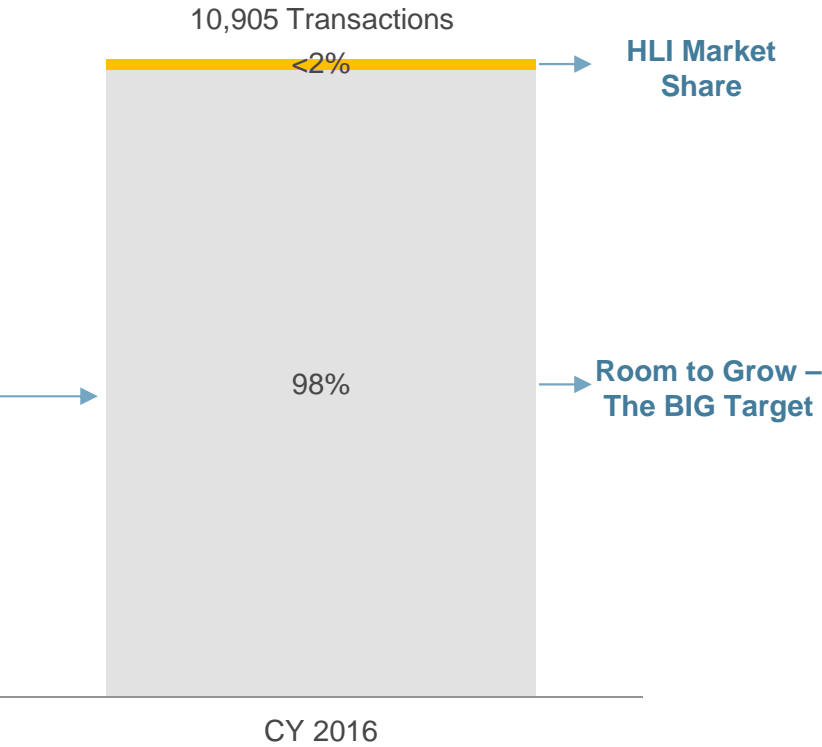
Corporate Finance Business

- Corporate Finance is a leader in the U.S. mid-cap space, which represented approximately 98% of M&A volume in CY 2016
- Our market share in the U.S. mid-cap space is less than 2%, based on the number of M&A transactions we completed in CY 2016
- The mid-cap space is meaningfully less volatile than the large-cap space, which when combined with HLI’s ongoing opportunities to increase its relatively low market share, generally results in less revenue “downside” in weaker M&A markets

U.S. Announced M&A Transactions CY 2016



Mid-Cap Transactions



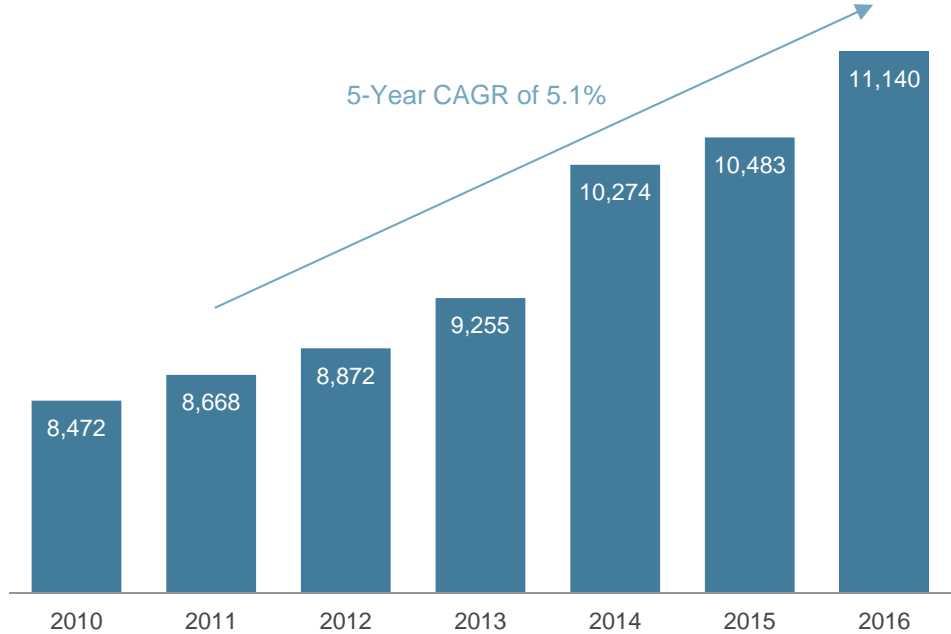
Source: Thomson Reuters.

Corporate Finance Business

- Announced U.S. M&A volume has a 5-year CAGR of 5.1%
- U.S. M&A revenues in our corporate finance business have a 5-year CAGR in excess of 15%, reflecting continued market share gains during the measurement period
- We continue to increase market share as a result of companies choosing to use an advisor, as well as taking market share from firms that don't have the same depth and breadth as the HLI platform

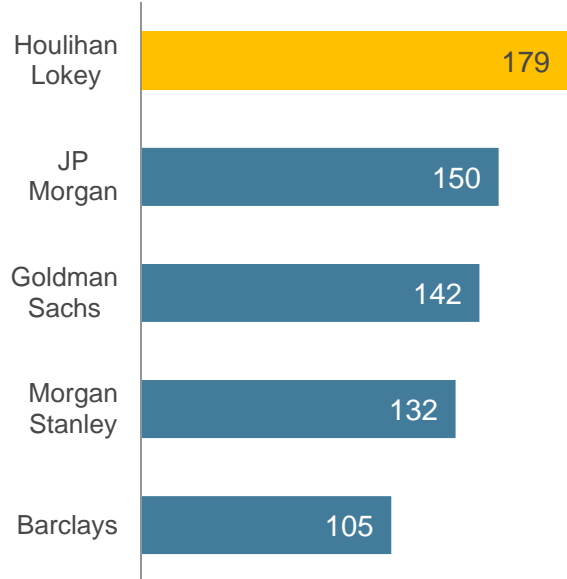
M&A Volume Continues to Increase

U.S. Announced Deals



Top 2016 Financial Advisors

By Number of U.S. M&A Deals



Source: Thomson Reuters, based on calendar year.

Financial Restructuring Business

- Deepest bench in the industry, with 42 MDs and 197 total finance professionals as of December 31, 2016
- A true global player, having closed transactions in more than 60 countries around the world since 2000
- Flexibility to work on large global restructurings as well as mid-cap restructurings
- With strong performance in a historically low interest rate and default rate environment and consolidating market share, we are poised to take advantage when interest rates and/or default rates begin to rise

15 Largest Bankruptcies

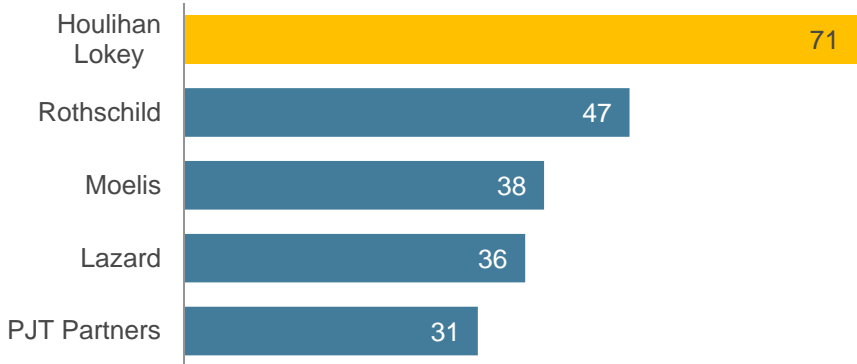
Advisor in 12 of the 15 Largest Bankruptcies 2000-2016

	ASSETS (\$B)
Lehman Brothers Holdings Inc.	691.1
Washington Mutual Inc.	327.9
WorldCom Inc.	103.9
General Motors Corporation	91.0
CIT Group Inc.	80.4
Enron Corp.	65.5
Conseco Inc.	61.4
Energy Future Holdings Corp.	41.0
MF Global Holdings Ltd.	40.5
Chrysler LLC	39.3
Thornburg Mortgage Inc.	36.5
Pacific Gas & Electric	36.2
Refco Inc.	33.3
IndyMac Bancorp	32.7
Global Crossing Ltd.	30.2

Source: BankruptcyData.com, January 2017.

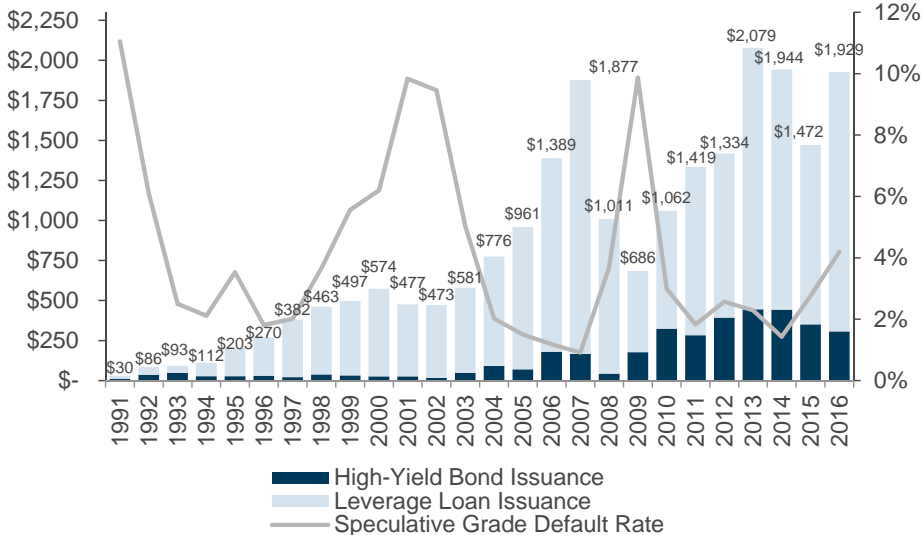
Top Global Restructuring Advisor

2016 Global Distressed Debt & Bankruptcy Restructuring Deals



Global Leveraged Loan and High Yield Issuance

(\$B)



Source: Thomson Reuters, based on calendar year.
Note: All dollar amounts in billions unless otherwise noted.

Financial Advisory Services Business

Services Offered

- Transaction Opinions
- Financial Reporting Opinions
- Dispute Resolution
- Portfolio Valuations
- Strategic and Financial Consulting
- IP Valuation and Monetization Advisory

Diversified Revenue Stream

- More than 1,000 fee events each year
- Approximately one-third of our FAS business is recurring in nature
- Diverse client base made up of corporate clients, sponsors, hedge funds, government agencies and entrepreneurially held companies

Operating Philosophy

- Have chosen to focus on high value-added advice as opposed to commodity services
- Business model developed to mitigate volatility in M&A markets
- Margin targets result in strong profitability for our FAS business

Robust Growth Opportunities

We will continue to grow our talent pool through:

- The development and maturation of bankers
- Opportunistic hires
- Acquisitions and joint ventures



In order to effectuate our growth drivers:

Corporate Finance

- Continued market share gains
- Increasing deal size and deal fees
- Expansion into Europe and Asia-Pacific (replicating the U.S. model)
- Complementary products and services

Financial Restructuring

- Increasing availability and use of leverage
- Increasing complexity of balance sheets
- Globalization of Financial Restructuring

Financial Advisory Services

- Increasing regulatory environment and tax complexity
- Increasingly litigious environment
- Transparency requirements
- Financial and strategic consulting

While maintaining the integrity of our culture

Financial Overview

Strong Top-Line Growth and Disciplined Expense Management

■ Long history of revenue growth through various market cycles

- Revenue CAGR of 10% from FY 2000 to FY 2016 and 10% from FY 2013 to FY 2016
- Resilient business mix consisting of cyclical and countercyclical elements
- Leader in each of our three segments, with ample growth opportunities

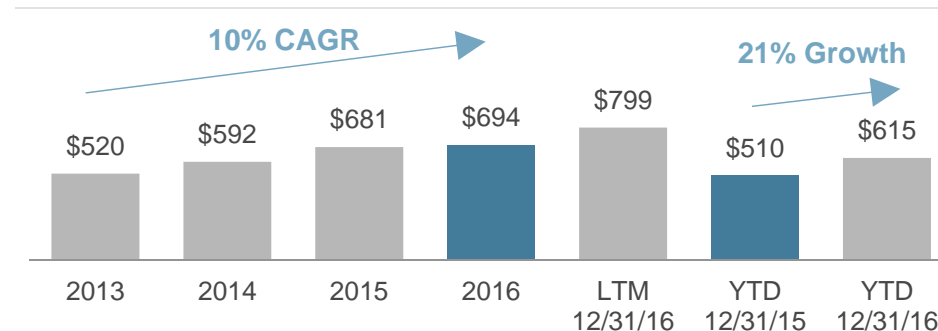
■ Consistent track record of profitability through market cycles

- Maintained double-digit margins through the recession
- Each business segment is profitable

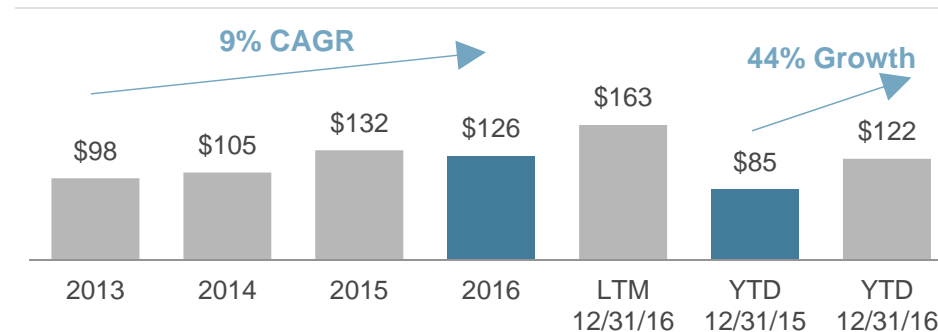
■ Scalable, capital-light model

- Minimal capital balance sheet requirements
- Low leverage levels
- Scalable model that can be further leveraged to support top-line growth
- Broad-based employee shareholder ownership

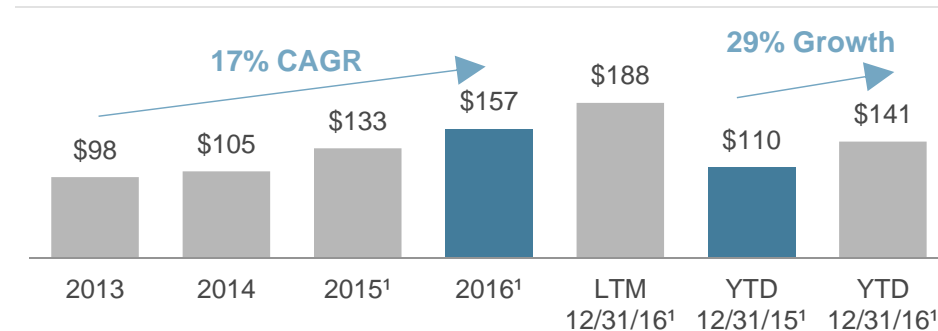
Revenue



GAAP Pre-Tax Income



Adjusted Pre-Tax Income

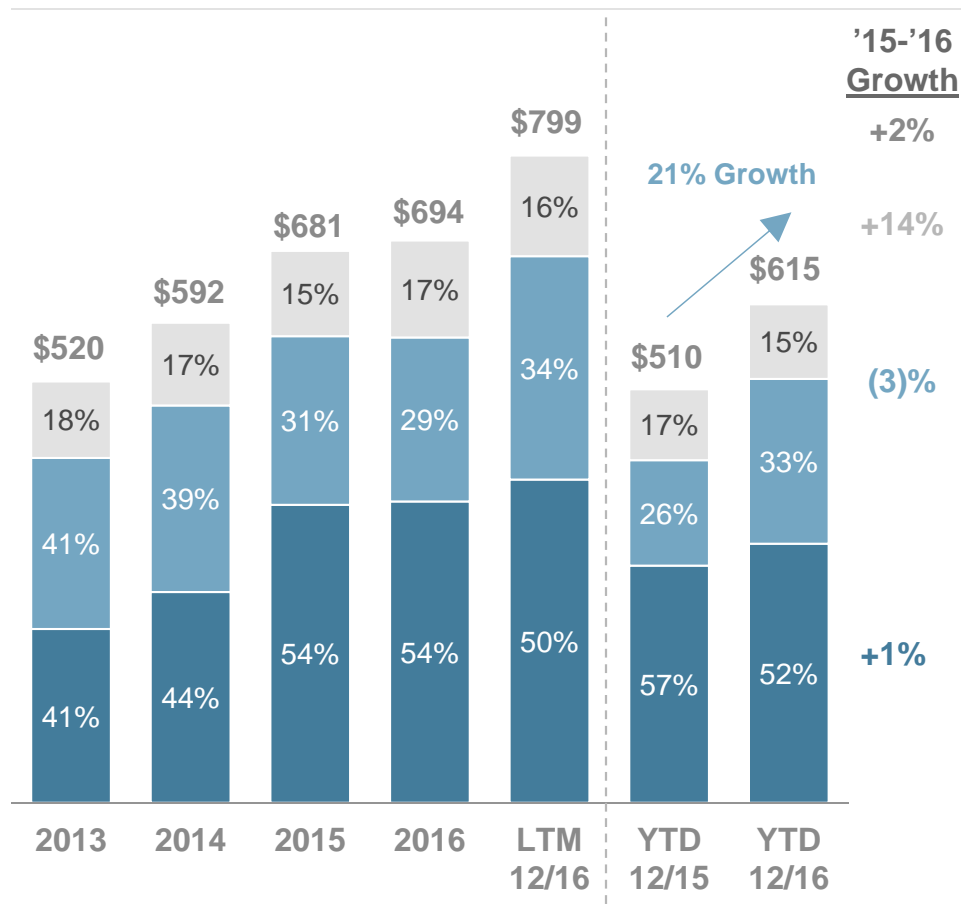


Note: Fiscal year ended March 31. All dollar amounts in millions unless otherwise noted.

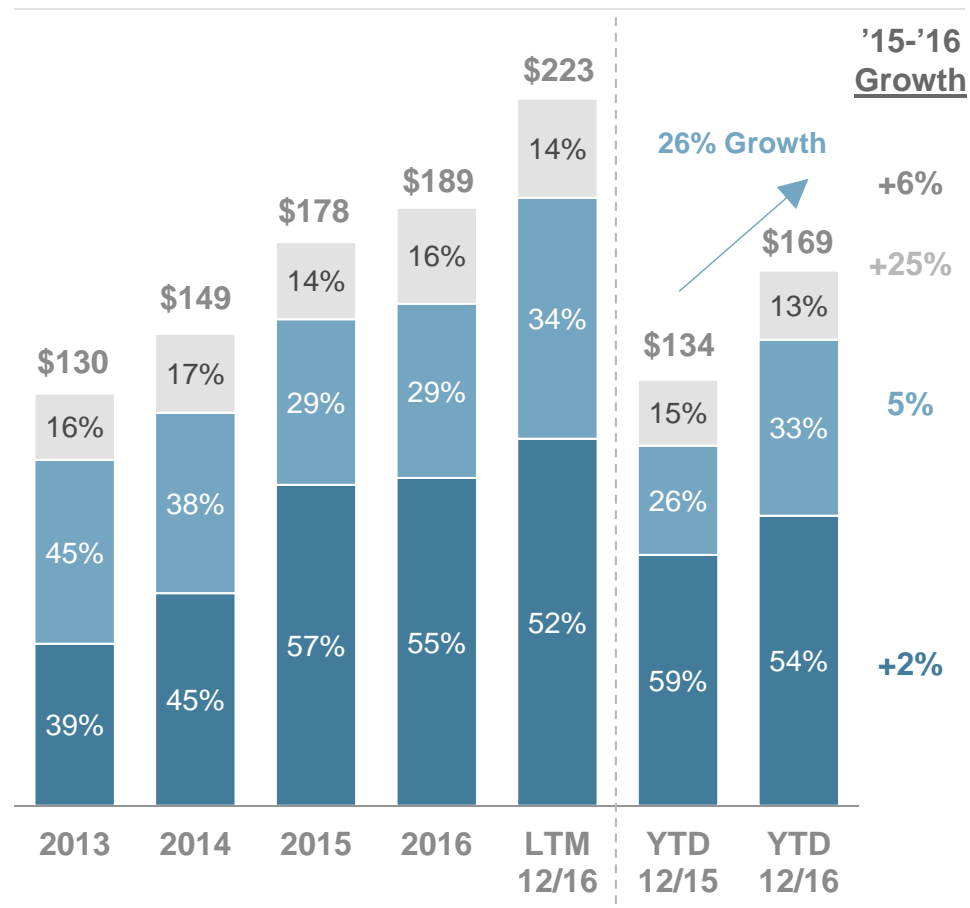
1. Adjustments include IPO-Related Costs, Acquisition-Related Costs, Pre-IPO Stock Grant Vesting, and Adjustments Relating to Previous Ownership Agreements.

Segment Financials

Total Revenue by Segment



Segment Profit^{1,2}



■ Corporate Finance ■ Financial Restructuring ■ Financial Advisory Services

Note: Fiscal year ended March 31. All dollar amounts in millions unless otherwise noted.

1. Segment-level percentages and CAGRs exclude corporate revenues and expenses. We adjust the compensation expense for a business segment in situations where an employee assigned to one business segment is performing work in another business segment and we want to adequately reflect the compensation expense in the business segment where the revenue is being booked.

2. Excludes corporate expenses that are not allocated to the product lines and excludes other income and expenses.

HOULIHAN LOKEY

Our Mission

We help our clients achieve superior outcomes by providing thoughtful, caring advice while acting with honor and integrity. We are strategic in our approach to growth and are committed to creating lasting value for our shareholders. We maintain an intellectually stimulating, fair, and fun place to work. We seek to improve our local and global communities through the responsible and direct actions of our firm and its people.

Our Vision

We will be recognized globally for providing the finest financial advice and service to our clients and the best place to work for our colleagues.

Appendix

Reconciliation of GAAP to Adjusted Financial Information

(Unaudited and in thousands, except share and per share data)

	Three Months Ended		Nine-Month Ended	
	12/31/16	12/31/15	12/31/16	12/31/15
Fee revenue	\$247,680	\$205,523	\$614,991	\$510,169
Employee Compensation and Benefits				
Employee Compensation and Benefits (GAAP)	\$164,971	\$135,981	\$411,677	\$340,926
Less/Plus: Adjustments ¹	(6,455)	(7,666)	(19,461)	(8,480)
Employee Compensation and Benefits (Adjusted)	158,516	128,315	392,216	332,446
Less/Plus: Adjustments ²	3,717	5,637	9,684	11,426
Employee Compensation and Benefits (Adjusted Awarded)	162,233	133,952	401,900	343,872
Non-Compensation Expenses				
Non-Compensation Expenses (GAAP)	\$25,886	\$25,856	\$78,653	\$84,340
Less/Plus: Adjustments ³	0	(1,396)	0	(16,426)
Non-Compensation Expenses (Adjusted)	25,886	24,460	78,653	67,914
Operating Income				
Operating Income (GAAP)	\$56,823	\$43,686	\$124,661	\$84,903
Less/Plus: Adjustments ⁴	6,455	9,062	19,461	24,906
Operating Income (Adjusted)	63,278	52,748	144,122	109,809
Other Income (Expenses), net				
Other Income (Expenses), net (GAAP)	(\$1,084)	(\$1,094)	(\$2,741)	(\$106)
Less/Plus: Adjustments ⁵	0	461	0	282
Other Income (Expenses), net (Adjusted)	(1,084)	(633)	(2,741)	176
Provision for Income Taxes				
Provision for Income Taxes (GAAP)	\$21,759	\$19,931	\$47,653	\$37,810
Less/Plus: Adjustments ⁶	2,520	1,285	7,631	7,133
Provision for Income Taxes (Adjusted)	24,279	21,216	55,284	44,943
Net Income				
Net Income (GAAP)	\$33,980	\$22,661	\$74,267	\$46,961
Less/Plus: Adjustments ⁷	3,935	8,238	11,830	18,081
Net Income (Adjusted)	37,915	30,899	86,097	65,042
Diluted adjusted net income per share of common stock	\$0.57	\$0.47	\$1.29	\$1.03

Note: Figures may not sum due to rounding.

1. Consists of pre-IPO grant vesting, including grants re-awarded following forfeiture, if any ((\$6,455) in Q3 FY17; (\$6,811) in Q3 FY16; (\$19,461) in YTD FY17; (\$9,255) in YTD FY16); and adjustments relating to previous ownership agreements ((\$855) in Q3 FY16; \$775 in YTD FY16).
2. Reflects (i) the expected vesting of grants that were made in prior year periods that were expensed during the period ((\$6,091) in Q3 FY17; (\$5,510) in Q3 FY16; (\$18,585) in YTD FY17; (\$16,721) in YTD FY16), and (ii) estimated normal year-end grants of deferred stock during the period (\$9,808 in Q3 FY17; \$11,147 in Q3 FY16; \$28,269 in YTD FY17; \$28,147 in YTD FY16).
3. Includes costs associated with (i) Houlihan Lokey's initial public offering, corporate reorganization, spin-out of non-operating assets, shareholder solicitation process and other related activities ((\$12,783) in YTD FY16), (ii) costs incurred from completed acquisitions of ((\$1,396) in Q3 FY16; (\$2,637) in YTD FY16), and (iii) adjustments relating to previous ownership agreements ((\$1,006) in YTD FY16).
4. Consists of pre-IPO grant vesting, including grants re-awarded following forfeiture, if any. Q3 and YTD FY16 includes costs associated with (i) Houlihan Lokey's initial public offering, corporate reorganization, spin-out of non-operating assets, shareholder solicitation process and other related activities, (ii) costs incurred from completed acquisitions, and (iii) adjustments relating to previous ownership agreements.
5. Includes adjustments relating to previous ownership agreements (\$461 in Q3 FY16; \$282 in YTD FY16).
6. Reflects the tax impact of described adjustments.
7. Consists of pre-IPO grant vesting, including grants re-awarded following forfeiture, if any, net of the tax impact of described adjustments. Q3 and YTD FY16 includes costs associated with (i) Houlihan Lokey's initial public offering, corporate reorganization, spin-out of non-operating assets, shareholder solicitation process and other related activities, (ii) costs incurred from completed acquisitions, (iii) adjustments relating to previous ownership agreements, (iv) the tax impact of described adjustments, and (v) net income/loss attributable to noncontrolling interests (\$26 in YTD FY16).

CORPORATE FINANCE
FINANCIAL RESTRUCTURING
FINANCIAL ADVISORY SERVICES
STRATEGIC CONSULTING

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