

Focus Financial Partners, LLC

Form of Exchange Notice

Deliver by e-mail to: unitholders@focuspartners.com

The undersigned hereby provides notice, as required pursuant to Section 3.6(b) of the Fourth Amended and Restated Operating Agreement (the “**Focus LLC Agreement**”) of Focus Financial Partners, LLC (“**Focus LLC**”), of its intent to effect an Exchange on the next Exchange Date to occur at least 15 days after the receipt of this notice by Focus LLC, as described below. (Except as otherwise noted, any capitalized terms used herein have the meanings assigned to such terms in the Focus LLC Agreement.)

Name of Exchanging Member:	
Current e-mail address for statement:	
Number of vested Common Units to be exchanged (together with the same number of shares of Class B Common Stock to be cancelled) <u>originally acquired pre-IPO (ie before July 30, 2018)</u> :	
Number of vested Incentive Units to be exchanged (Incentive Units with lower hurdle amounts to be exchanged first) <u>originally acquired pre-IPO (ie before July 30, 2018)</u> :	
Number of vested Common Units to be exchanged (together with the same number of shares of Class B Common Stock to be cancelled) <u>originally acquired post-IPO (ie after July 30, 2018)</u> :	
Number of vested Incentive Units to be exchanged (Incentive Units with lower hurdle amounts to be exchanged first) <u>originally acquired post-IPO (ie after July 30, 2018)</u> :	

<p>Select the method by which your shares will be transferred from the transfer agent, AST, to your custodian/brokerage account:</p>	<p><input type="checkbox"/> <u>DRS</u> – Have your custodian/broker make this request with the information that should be provided by AST on the day following exchange via e-mail if we have your current e-mail address. If no box is checked, this is the default selection that will be applied to your exchange.</p> <p><input type="checkbox"/> <u>DWAC</u> – Provide us with your four digit DTC broker name and number in the following spaces: Name: _____ #_____.</p> <p>Instruct your custodian/broker to initiate the DWAC for the shares on the Exchange Date. You will need to know the exact number of shares you will receive. If you are exchanging Incentive Units, this will be provided to you once established.</p> <p>For additional help in transferring your shares from AST to your custodian or broker, you can contact our AST Relationship Manger, Vito Cirone, on 718-921-8300 ext. 6449.</p>
<p>Election with respect to limitation on payments under the applicable IPO TRA pursuant to Section 3.1(c) thereof (check one):</p>	<p><input type="checkbox"/> No election is made hereby pursuant to Section 3.1(c) of the applicable IPO TRA and that the default provisions of Section 3.1(c) if the IPO TRA will govern this Exchange. If no box is checked, this is the default selection that will be applied to your exchange.</p> <p><input type="checkbox"/> The exchanging Member hereby elects, pursuant to Section 3.1(c) of the applicable IPO TRA, for the following percentage to be used in determining the limitation to be applied to payments under the applicable IPO TRA with respect to this Exchange: _____%</p> <p><input type="checkbox"/> The exchanging Member hereby elects, pursuant to Section 3.1(c) of the applicable IPO TRA, for no limitation to apply to payments under the applicable IPO TRA with respect to this Exchange.</p>

The undersigned acknowledges that, unless a registration statement for the resale of the shares of Class A Common Stock to be issued upon the Exchange is effective, such shares will be “restricted securities” that may be sold publicly only in compliance with Rule 144 or Rule 701 under the Securities Act.

SIGNATURE

The name and signature on this Form of Exchange Notice must correspond exactly to the name of the Unitholder on the records of Focus LLC. If this Form of Exchange Notice is signed by a trustee, executor, administrator, guardian, officer of an entity, attorney-in-fact or any others acting in a representative or fiduciary capacity, the person signing must give such person’s full title in such capacity.

Name of Unitholder _____

Signature(s) _____

Dated _____

Name of Signatory (if signing for an Entity) _____

Capacity (if signing for an Entity) _____

Address _____

Telephone Number _____

Employer Identification Number or Social Security Number _____