

Arthur J. Gallagher & Co.

CFO Commentary

December 11, 2018

Arthur J. Gallagher & Co.
Non-GAAP Measures and Forward-Looking Statements

Information Regarding Non-GAAP Measures

In this CFO Commentary, we have provided information regarding Adjusted EBITDAC Margin (for the brokerage and risk management segments) and Adjusted Net Earnings Attributable to Controlling Interests (for the corporate segment) presented on a forward-looking and historical basis. Adjusted EBITDAC Margin is Adjusted EBITDAC divided by Adjusted Revenue (EBITDAC, Revenue (for the brokerage segment), and Revenue before Reimbursements (for the risk management segment), respectively, adjusted to exclude the impact of net gains realized from sales of books of business, acquisition integration costs, workforce related charges, lease termination related charges, acquisition related adjustments and the period-over-period impact of foreign currency translation, as applicable (acquisition integration costs are related to certain of our large acquisitions outside the scope of our usual tuck-in strategy, not expected to occur on an ongoing basis in the future once we fully assimilate the applicable acquisition)). EBITDAC is net earnings before interest, income taxes, depreciation, amortization and the change in estimated acquisition earnout payables. Adjusted Net Earnings Attributable to Controlling Interests is net earnings attributable to controlling interests adjusted to exclude the impact of U.S. tax reform, a litigation settlement and our home office move. Management believes that both Adjusted EBITDAC Margin and Adjusted Net Earnings Attributable to Controlling Interests are meaningful indicators of our operating performance. The adjustments made to each measure are intended to improve the comparability of our results between periods by eliminating the impact of items that have a high degree of variability and, in the case of the litigation settlement, home office move and U.S. tax reform, are unlikely to recur during the next two years.

We have not reconciled the forward-looking Adjusted EBITDAC Margin information to the most directly comparable GAAP measure because certain material items that impact this measure, including the timing and exact amount of highly variable elements of revenue (such as acquired revenue), gains from the sales of books of business and acquisition related adjustments, have not yet occurred or are out of management's control or cannot be reasonably predicted. Accordingly, a reconciliation of forward-looking Adjusted EBITDAC Margin to the corresponding GAAP measure is not available without unreasonable effort. Please see our most recent earnings release and page 3 of this CFO Commentary for reconciliations of historical non-GAAP information to the closest GAAP information. The non-GAAP information provided in this CFO Commentary should be used in addition to, but not as a substitute for, GAAP information.

Cautionary Statement Regarding Forward-Looking Statements

This CFO Commentary contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, for our brokerage and risk management segments, 2018 estimates of the impact of foreign currency on EPS and revenues, integration costs, workforce and lease termination costs, adjusted EBITDAC margin, amortization, depreciation, change in estimated earnout payables, acquisition rollover revenues, the adjusted effective tax rate, earnings from continuing operations attributable to noncontrolling interests and the weighted average multiple paid for acquisitions. These forward-looking statements also include, for our corporate segment, estimates of the net earnings attributable to controlling interests impact of various items, including interest and banking costs, Gallagher's clean energy investments, acquisition costs, corporate expenses and the impact of U.S. tax reform. We also make forward-looking statements relating to our clean energy investments, including the low and high ranges of potential 2018 annual after-tax earnings of the various clean energy plants, and Chem-Mod royalty income, net of noncontrolling interests.

Actual results may differ materially from the estimates set forth herein. Readers are therefore cautioned against relying on any of the forward-looking statements, which are neither statements of historical fact nor guarantees or assurances of future performance. Statements regarding our clean energy investments and future effective tax rates could be materially impacted by various risk and uncertainties, including uncertainties related to political and regulatory risks, such as potential actions by Congress or challenges by the IRS eliminating, reducing or failing to extend the availability of tax credits under IRC Section 45 retroactively and/or going forward; the ability to maintain and find co-investors; the potential for divergent business objectives by co-investors and other stakeholders; plant operational risks, including supply-chain risks; utilities' future use of, or demand for, coal; the market price of coal; the costs of moving a clean coal plant; intellectual property litigation risks; and environmental risks. The other forward-looking statements referred to above could be materially impacted by various risks and uncertainties including litigation related to our micro-captive advisory business; application of the new revenue recognition guidance; our changing understanding or new IRS guidance relating to U.S. tax reform; changes in the economy (for example, as a result of trade wars or Brexit) or premium rates; changes in our acquisition pipeline and number of completed acquisitions; changes in our competitive position; changes in accounting standards; and fluctuations in global exchange rates. Please refer to Gallagher's filings with the SEC, including Item 1A, "Risk Factors," of its most recently filed Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, for a detailed discussion of these and other factors that could impact its forward-looking statements. Any forward-looking statement made by Gallagher in this press release speaks only as of the date on which it is made. Except as required by applicable law, Gallagher does not undertake to update the information included herein.

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	ACTUAL			ESTIMATES ON OCTOBER 25, 2018		ESTIMATES ON DECEMBER 11, 2018	
	Q1 2018	Q2 2018	Q3 2018	Q4 2018	Full Year 2018	Q4 2018	Full Year 2018
BROKERAGE SEGMENT							
Foreign Currency Impact on Earnings Per Share <i>(shown as an adjustment to prior year numbers)</i>	\$0.01	\$0.01	(\$0.01)	very little impact	Approx. \$0.02	very little impact	Approx. \$0.02
Foreign Currency Impact on Revenues <i>(shown as an adjustment to prior year numbers)</i>	\$24.3 million	\$11.4 million	(\$10.1 million)	(\$10 million)	Approx. \$16 million	(\$10 million)	Approx. \$16 million
Integration Costs Per Share	None	None	\$0.01	Approx. \$0.01	Approx. \$0.02	Approx. \$0.01	Approx. \$0.02
Workforce & Lease Termination Costs Per Share	\$0.03	\$0.01	\$0.06	(1) Approx. \$0.02 to \$0.03	Approx. \$0.12 to \$0.13	(1) Approx. \$0.04	Approx. \$0.14
Adjusted EBITDAC Margin	Expanded 49 bpts over Q1 2017	Expanded 80 bpts over Q2 2017	Expanded 21 bpts over Q3 2017 (+81 bpts ex M&A roll-in)	difficult to expand margins if organic is below 3%		difficult to expand margins if organic is below 3%	
Amortization - Recurring	\$67 million pretax	\$67 million pretax	\$71 million pretax	\$71 million pretax	\$276 million pretax (2)	\$73 million pretax	\$278 million pretax (2)
Depreciation - Recurring	\$15 million pretax	\$14 million pretax	\$16 million pretax	\$16 million pretax	\$61 million pretax	\$16 million pretax	\$61 million pretax
Change in Estimated Earnout Payable - Recurring	\$5 million pretax	\$5 million pretax	\$4 million pretax	\$4 million pretax	\$18 million pretax	\$4 million pretax	\$18 million pretax
Rollover Revenues from Acquisitions	----- See table on page 5 -----						
Adjusted Effective Tax Rate	25.0%	25.3%	25.1%	----- 25% to 26% -----		----- 25% to 26% -----	
Earnings from continuing operations attributable to noncontrolling interests	\$5.0 million	\$2.1 million	\$1.6 million	Approx. \$1 to \$2 million	Approx. \$10 million	Approx. \$1 to \$2 million	Approx. \$10 million
RISK MANAGEMENT SEGMENT							
Foreign Currency Impact on Earnings Per Share <i>(shown as an adjustment to prior year numbers)</i>	very little impact	very little impact	very little impact	very little impact	very little impact	very little impact	very little impact
Foreign Currency Impact on Revenues <i>(shown as an adjustment to prior year numbers)</i>	\$1.3 million	\$0.2 million	(\$2.5 million)	(\$2 million)	very little impact	(\$1 million)	very little impact
Workforce & Lease Termination Costs Per Share	\$0.00	\$0.01	\$0.01	(1) Approx. \$0.01	Approx. \$0.03	(1) Approx. \$0.01	Approx. \$0.03
Adjusted EBITDAC Margin (before reimbursements)	16.5%	17.7%	18.0%	----- 17.0% to 17.5% -----		----- 17.0% to 17.5% -----	
Amortization - Recurring	\$1 million pretax	\$1 million pretax	\$1 million pretax	\$1 million pretax	\$4 million pretax	\$1 million pretax	\$4 million pretax
Depreciation - Recurring	\$9 million pretax	\$9.5 million pretax	\$10 million pretax	\$10 million pretax	\$38.5 million pretax	\$10 million pretax	\$38.5 million pretax
Adjusted Effective Tax Rate	26.3%	26.7%	26.0%	----- 26% to 27% -----		----- 26% to 27% -----	
OTHER							
Weighted Average Multiple of EBITDAC for Acquisition Pricing	6.6x	(3) 8.9x (Q2 2018) 8.5x (YTD 2018)	7.7x (Q3 2018) 8.2x (YTD 2018)	----- 7.5x to 8.5x -----		----- 7.5x to 8.5x -----	

Notes

Yellow highlighted rows will be presented as adjustments to GAAP earnings

All estimates related to foreign currency is based on December 10, 2018 exchange rates.

(1) During the third and fourth quarters, we took actions to eliminate or restructure a total of approximately 400 positions. Estimated severance and other compensation-related charges for the fourth quarter 2018 could total approximately \$10 million, after tax.

(2) As we do more acquisitions, for every dollar we spend, increase amortization by about 1% of the purchase price per quarter.

(3) Increase in Q2 2018 and YTD 2018 acquisition multiple is driven by one larger acquisition closed in the second quarter. Excluding this acquisition, in Q2 2018 the weighted average multiple would be 7.5x (7.0x YTD 2018).

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CORPORATE SEGMENT

	2017*			2018 Actual			ESTIMATES ON OCTOBER 25, 2018		ESTIMATES ON DECEMBER 11, 2018	
	Pretax Earnings (Loss)	Income Tax Benefit (Expense)	Net Earnings (Loss) Attributable to Controlling Interests	Pretax Earnings (Loss)	Income Tax Benefit (Expense)	Net Earnings (Loss) Attributable to Controlling Interests	Net Earnings (Loss) Attributable to Controlling Interests Range Low to High		Net Earnings (Loss) Attributable to Controlling Interests Range Low to High	
1st Quarter										
Interest and banking costs	\$ (30.7)	\$ 12.3	\$ (18.4)	\$ (32.5)	\$ 8.5	\$ (24.0)				
Clean-energy related (1)	(51.1)	114.2	63.1	(56.9)	109.4	52.5				
Acquisition costs	(2.7)	0.7	(2.0)	(2.0)	0.3	(1.7)				
Corporate	(11.8)	17.7	5.9	(13.5)	17.0	3.5				
Impact of U.S. tax reform (2)	-	-	-	(0.6)	(6.1)	(6.7)				
Litigation settlement (3)	(5.5)	1.1	(4.4)	-	-	-				
Home office early lease term and move (4)	(4.0)	1.6	(2.4)	-	-	-				
Reported 1st quarter	(105.8)	147.6	41.8	(105.5)	129.1	23.6				
Litigation settlement (3)	5.5	(1.1)	4.4	-	-	-				
Home office early lease term and move (4)	4.0	(1.6)	2.4	-	-	-				
Adjusted 1st quarter	\$ (96.3)	\$ 144.9	\$ 48.6	\$ (105.5)	\$ 129.1	\$ 23.6				
2nd Quarter										
Interest and banking costs	\$ (32.4)	\$ 13.0	\$ (19.4)	\$ (34.4)	\$ 8.9	\$ (25.5)				
Clean-energy related (1)	(38.5)	49.4	10.9	(44.8)	59.2	14.4				
Acquisition costs	(2.4)	0.6	(1.8)	(3.0)	0.4	(2.6)				
Corporate	(16.1)	9.1	(7.0)	(14.7)	6.0	(8.7)				
Impact of U.S. tax reform (2)	-	-	-	(0.8)	(4.9)	(5.7)				
Litigation settlement (3)	(5.6)	1.2	(4.4)	-	-	-				
Home office early lease term and move (4)	(3.0)	1.2	(1.8)	-	-	-				
Reported 2nd quarter	(98.0)	74.5	(23.5)	(97.7)	69.6	(28.1)				
Litigation settlement (3)	5.6	(1.2)	4.4	-	-	-				
Home office early lease term and move (4)	3.0	(1.2)	1.8	-	-	-				
Adjusted 2nd quarter	\$ (89.4)	\$ 72.1	\$ (17.3)	\$ (97.7)	\$ 69.6	\$ (28.1)				
3rd Quarter										
Interest and banking costs	\$ (31.9)	\$ 12.8	\$ (19.1)	\$ (37.6)	\$ 9.8	\$ (27.8)				
Clean-energy related (1)	(36.0)	70.0	34.0	(46.1)	75.8	29.7				
Acquisition costs	(2.3)	0.9	(1.4)	(2.5)	0.1	(2.4)				
Corporate	(22.1)	12.4	(9.7)	(17.7)	10.3	(7.4)				
Impact of U.S. tax reform (2)	-	-	-	(0.5)	(1.1)	(1.6)				
Home office early lease term and move (4)	(6.2)	2.5	(3.7)	-	-	-				
Reported 3rd quarter	(98.5)	98.6	0.1	(104.4)	94.9	(9.5)				
Home office early lease term and move (4)	6.2	(2.5)	3.7	-	-	-				
Adjusted 3rd quarter	\$ (92.3)	\$ 96.1	\$ 3.8	\$ (104.4)	\$ 94.9	\$ (9.5)				
4th Quarter										
Interest and banking costs	\$ (31.8)	\$ 12.7	\$ (19.1)				\$ (30.0)	\$ (28.0)	\$ (30.0)	\$ (28.0)
Clean-energy related (1)	(35.7)	60.4	24.7				17.0	20.0	18.0	21.0
Acquisition costs	(3.8)	0.7	(3.1)				(2.0)	(1.0)	(2.0)	(1.0)
Corporate	(18.1)	14.2	(3.9)				(8.0)	(7.0)	(8.0)	(7.0)
Impact of U.S. tax reform (2)	(2.5)	4.0	1.5				(3.5)	(2.5)	(3.5)	(2.5)
Reported 4th quarter	(91.9)	92.0	0.1				(26.5)	(18.5)	(25.5)	(17.5)
Impact of U.S. tax reform (2)	2.5	(4.0)	(1.5)							
Adjusted 4th quarter	\$ (89.4)	\$ 88.0	\$ (1.4)				\$ (26.5)	\$ (18.5)	\$ (25.5)	\$ (17.5)
Full Year										
Interest and banking costs	\$ (126.8)	\$ 50.8	\$ (76.0)				\$ (107.3)	\$ (105.3)	\$ (107.3)	\$ (105.3)
Clean-energy related (1)	(161.3)	294.0	132.7				113.6	116.6	114.6	117.6
Acquisition costs	(11.2)	2.9	(8.3)				(8.7)	(7.7)	(8.7)	(7.7)
Corporate	(68.1)	53.4	(14.7)				(20.6)	(19.6)	(20.6)	(19.6)
Impact of U.S. tax reform (2)	(2.5)	4.0	1.5				(17.5)	(16.5)	(17.5)	(16.5)
Litigation settlement (3)	(11.1)	2.3	(8.8)				-	-	-	-
Home office early lease term and move (4)	(13.2)	5.3	(7.9)				-	-	-	-
Reported Full Year	(394.2)	412.7	18.5				(40.5)	(32.5)	(39.5)	(31.5)
Impact of U.S. tax reform (2)	2.5	(4.0)	(1.5)							
Litigation settlement (3)	11.1	(2.3)	8.8				-	-	-	-
Home office early lease term and move (4)	13.2	(5.3)	7.9				-	-	-	-
Adjusted Full Year	\$ (367.4)	\$ 401.1	\$ 33.7				\$ (40.5)	\$ (32.5)	\$ (39.5)	\$ (31.5)

Notes:

*A new revenue recognition accounting standard, ASC 606, was adopted as of January 1, 2018, using the full retrospective method to restate each prior period presented.

Accordingly, all 2017 amounts have been restated from previously reported information.

(1) Pretax earnings are presented net of amounts attributable to noncontrolling interests.

(2) Consists of the book tax expense from (a) adjusting December 31, 2017 initial estimates from the U.S. tax legislation passed in the fourth quarter of 2017, which among other changes lowered the U.S. corporate tax rate from 35% to 21% effective January 1, 2018 and (b) the on-going impact of such legislation – principally the partial taxation of foreign earnings, nondeductible executive compensation and entertainment expenses. The ultimate impact of the new tax legislation may further differ from our current estimates of December 31, 2017 amounts, due to, among other things, changes in interpretations and assumptions Gallagher has made, or additional regulatory or accounting guidance that may be issued with respect to the new tax legislation. Any additional taxes associated with the ongoing impact of the tax legislation will most likely have a de minimis impact on our cash taxes paid due to tax credits generated from our clean energy investments.

(3) During the third quarter of 2015, Gallagher settled litigation against certain former U.K. executives and their advisors for a pretax gain of \$31.0 million (\$22.3 million net of costs and taxes). Incremental expenses that arose in connection with this matter resulted in after-tax charges through June 30, 2017.

(4) Consists of move-related and lease abandonment costs associated with relocating Gallagher's corporate headquarters to a nearby suburb of Chicago.

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Clean Energy Investments

The following provides certain information related to Gallagher's investments in limited liability companies that own 34 clean coal production plants, which produce refined coal using proprietary technologies owned by Chem-Mod. We believe that the production and sale of refined coal at these plants qualifies to receive refined coal tax credits under IRC Section 45 through 2019 for the fourteen 2009 Era Plants and through 2021 for the twenty 2011 Era Plants. The underlying operations of those investments where Gallagher has a controlling ownership interest are consolidated.

(\$ in millions)	Gallagher's Book Value at September 30, 2018	Estimated (1)	
		Low Range 2018 After-tax Earnings	High Range 2018 After-tax Earnings
Investments that own 2009 Era Plants			
12 Under long-term production contracts	\$ 6.4	\$ 16.2	\$ 17.0
2 Not currently in active negotiations for long-term production contracts	-	Not Estimable	
Investments that own 2011 Era Plants			
19 Under long-term production contracts	47.6	75.4	76.8
1 In early stages of negotiations for long-term production contract	0.2	Not Estimable	
Chem-Mod royalty income, net of noncontrolling interests (2)	4.0	23.0	23.8

(1) Reflects management's current best estimate of the 2018 low and high ranges of after-tax earnings based on production estimates from the host utilities and preliminary investment partner assumptions. Host utilities have not, and may not, consistently utilize the fuel plants at ultimate production levels due to seasonal electricity demand, weather conditions, as well as many other operational, regulatory and environmental compliance reasons.

(2) Gallagher's investment in Chem-Mod generates royalty income from refined coal plants owned by those limited liability companies in which it invests as well as refined coal production plants owned by other unrelated parties. Estimates are based on production estimates provided by licensees.

All estimates set forth above regarding the potential future earnings impact of our clean energy investments are subject to significant risks. Please refer to Gallagher's filings with the SEC, including Item 1A, "Risk Factors" in its most recently filed Annual Report on Form 10-K and any subsequently filed Quarterly Reports on Form 10-Q for a more detailed discussion of these and other factors that could impact the information above.

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Clean Energy Investments - Continued

Accounting for Clean Energy Investments

The quarterly GAAP accounting for Gallagher's tax advantaged clean energy investments is complex, but generally requires: (a) operating expenses associated with producing clean-coal to be recognized in the period of production; (b) tax benefits relating to (a) to be recognized in the period of production; but (c) associated tax credits to be recognized as a component of the tax provision based on the proportion of that quarter's consolidated reported pretax earnings to expected total consolidated reported annual pretax earnings, with certain modifications and without anticipation of future acquisitions.

The accounting for Gallagher's tax advantaged clean energy investments reflects a considerable amount of estimation, including tax credits to be produced for the full year, annual GAAP earnings and the seasonal spread of GAAP earnings between each quarter. After adopting the new revenue recognition standard, ASC 606, Gallagher's reported first quarter earnings from its core operations is higher than in the remaining three quarters of the year. This can result in a substantial number of tax credits being recognized in the first quarter for GAAP purposes, even before the tax credits being recognized have been produced. The following table shows credits produced compared to tax credits recognized for the first, second and third quarters of 2018 and for the full year 2017 as restated for the adoption of ASC 606.

(in millions)	2017		2018 Actual	
	As Restated for Adoption of ASC 606		Credits Produced	Credits Recognized
	Credits Produced	Credits Recognized		
1st Quarter	\$ 51.0	\$ 93.9	\$ 61.6	\$ 94.6
2nd Quarter	56.6	34.1	59.6	47.6
3rd Quarter	66.7	55.6	76.3	63.8
4th Quarter	55.4	46.1	<i>nep</i>	<i>nep</i>
Full Year	<u>\$ 229.7</u>	<u>\$ 229.7</u>	<u>\$ 197.5</u>	<u>\$ 206.0</u>

Other Commentary

Acquisition Rollover Total Revenues - Brokerage Segment

(in millions)	Actual			Estimated (i)
	1st Quarter 2018	2nd Quarter 2018	3rd Quarter 2018	4th Quarter 2018
1st Quarter 2017 Acquisitions	\$ 1.5	NA	NA	NA
2nd Quarter 2017 Acquisitions	9.9	\$ 1.9	NA	NA
3rd Quarter 2017 Acquisitions	9.2	11.5	\$ 5.1	NA
4th Quarter 2017 Acquisitions	10.0	6.5	5.7	\$ 1.0
1st Quarter 2018 Acquisitions	5.3	8.6	7.8	5.0
2nd Quarter 2018 Acquisitions	NA	11.2	34.1	35.0
3rd Quarter 2018 Acquisitions	NA	NA	12.4	12.0
4th Quarter 2018 Acquisitions	NA	NA	NA	10.0
Total	<u>\$ 35.9</u>	<u>\$ 39.7</u>	<u>\$ 65.1</u>	<u>\$ 63.0</u>

(i) Values for 2018 represent the mid-point of forecasted revenues for acquisitions closed by December 10, 2018. Excludes future acquisitions. Actual revenues may be different than forecasted.

Also, forecasted acquisition rollover revenues are shown in U.S. dollars at foreign exchange rates as of December 10, 2018. Any future strengthening or weakening of the U.S. dollar will impact the amounts forecasted above.

nep = no estimate provided