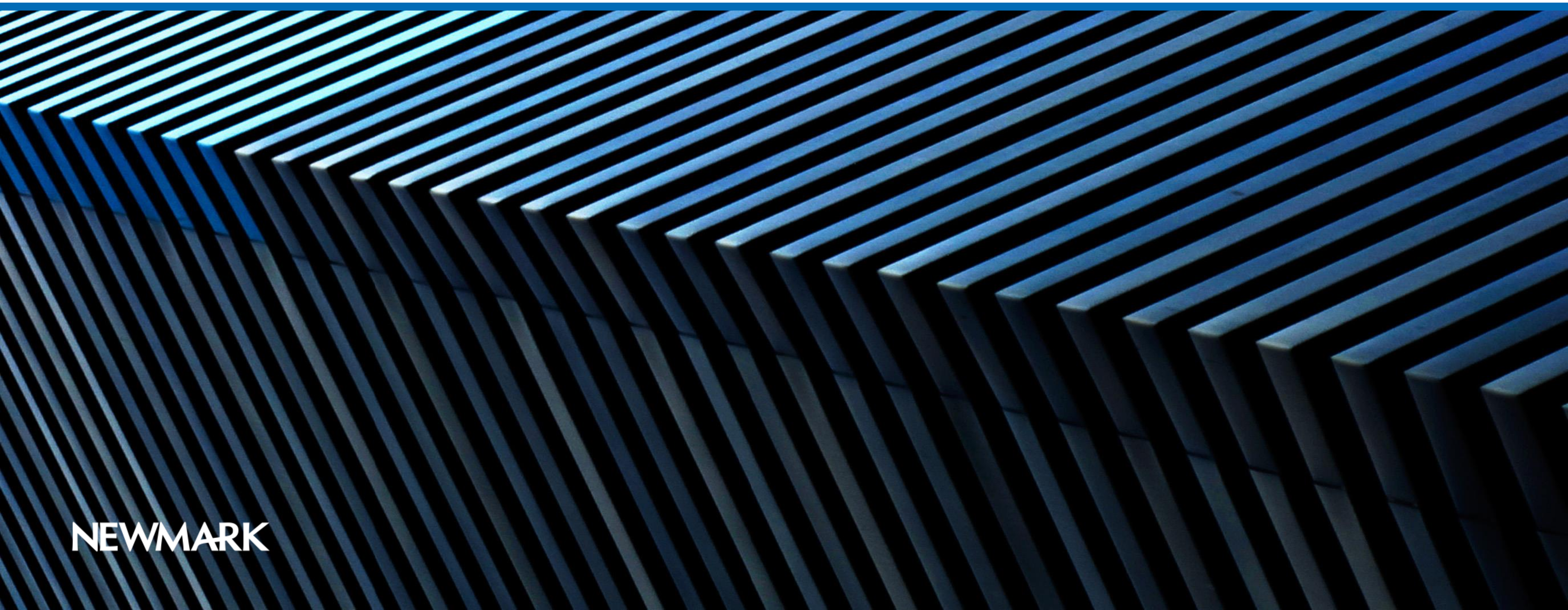
NEWMARK

FOURTH QUARTER 2021

Newmark Group, Inc. Earnings Presentation



Disclaimer

Forward-Looking Statements

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 effects of the COVID-19 pandemic on 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.

Note About Outlook and 2025 Targets

Any outlook discussed in this document is made only as of February 11, 2022. These expectations are subject to change based on various macroeconomic, social, political, and other factors, including the COVID-19 pandemic. While our 2025 financial and operational targets do assume acquisitions, they are also subject to change for these same reasons. None of our targets or goals through 2025 should be considered formal guidance.

Other Items

Newmark Group, Inc. (NASDAQ: NMRK) ("Newmark" or "the Company") generally operates as "Newmark", or derivations of this name. The discussion of financial results reflects only those businesses owned by the Company and does not include the results for the independently-owned offices that use some variation of the Newmark name in their branding or marketing. Throughout this document, certain percentage changes are described as "NMF" or "not meaningful figure". Year-over-year decreases in losses are shown as positive changes in the financial tables herein. Year-over-year changes from negative figures to positive figures may be calculated using absolute values, resulting in positive percentage changes in the financial tables.

Certain 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. Any such changes would have had no impact on consolidated revenues or earnings under GAAP or for Adjusted Earnings, all else being equal unless otherwise noted. Certain numbers in the tables throughout this document may not sum due to rounding. Rounding may have also impacted the presentation of certain year-on-year percentage changes.

In order to better reflect how Newmark organizes its businesses and to improve comparability with its peers, the Company will adjust its line items under "Revenue Detail" beginning with the first quarter of 2022. "Gains from mortgage banking activities/origination, net" will be combined with mortgage brokerage revenues and be recorded as "Commercial mortgage origination, net", while investment sales will become a stand-alone line-item. This change in presentation will have no impact on any period's consolidated revenues or earnings. Revenues under the current and recast revenue line items are in the Company's supplemental excel tables. The Company will continue providing additional details with respect to its GSE/FHA lending business in its quarterly filing on Forms 10-Q and 10-K.

Newmark, Grubb & Ellis, ARA, Computerized Facility Integration, Excess Space Retail Services, Inc., Knotel, Deskeo, and Berkeley Point are trademarks/service marks, and/or registered trademarks/service marks and/or service marks of Newmark Group, Inc. and/or its affiliates.

The receipt of shares from Nasdaq, Inc. ("Nasdaq") is also referred to as the "Earn-out". For additional information about Newmark's receipt of Nasdaq shares and related monetization transactions (the "Nasdaq Forwards"), which are a component of other income, see the sections of the Company's most recent SEC filings on Form 10-Q or Form 10-K titled "Nasdaq Monetization Transactions" and "Exchangeable Preferred Partnership Units and Forward Contract", as well as any updates regarding these topics in subsequent SEC filings.

Unless otherwise stated, any cash flow figures refer to cash flows from operations excluding activity from loan originations and sales, net, for all periods, and exclude the Impact of the 2021 Equity Event for 2021. Any future targets for cash flow refer to cash flows from operations excluding activity from loan originations and sales, net, before cash used with respect to employee loans for new hires and producers. See the appendix for more details.

Non-GAAP Measures

This presentation should be read in conjunction with Newmark's most recent financial results press releases. Unless otherwise stated, throughout this document Newmark refers to its income statement results only on an Adjusted Earnings basis. Newmark may also refer to the non-GAAP items "Adjusted EBITDA" and "Liquidity". U.S. Generally Accepted Accounting Principles is referred to as "GAAP". The impact of Nasdaq and the 2021 Equity Event are defined and discussed in Newmark's 2Q2021 and 4Q2021 Financial Results press releases. Terms such as "GAAP income before income taxes and noncontrolling interests" and "GAAP net income for fully diluted shares" may be used interchangeably with terms such as "GAAP pre-tax earnings" and "GAAP post-tax earnings". See the sections of this document including "Non-GAAP Financial Measures", "Adjusted Earnings Defined", "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", "Fully diluted weighted-average share count for GAAP and Adjusted Earnings", "Adjusted EBITDA Defined", and "Reconciliation of GAAP Net Income to Adjusted EBITDA", including any footnotes to these sections, for the complete and updated definitions of these non-GAAP terms and how, when and why management uses them, as well as for the differences between results under GAAP and non-GAAP for the periods discussed herein. Newmark's most recent quarterly supplemental Excel tables include reconciliations between GAAP and non-GAAP measures for all periods from 2017 through the third quarter of 2021. These Excel tables and the Company's quarterly financial results presentations are available for download at ir.nmrk.com. These materials may include other useful information that may not be contained herein.

Highlights of Consolidated Results

HIGHLIGHTS OF CONSOLIDATED RESULTS ($ IN MILLIONS)	4Q21	4Q20	Change	FY21	FY20	Change
Revenues	$984.5	$601.4	63.7%	$2,906.4	$1,905.0	52.6%
GAAP income before income taxes and noncontrolling interests	221.5	(6.3)	3620.2%	1221.1	146.3	734.8%
GAAP net income (loss) for fully diluted shares	189.2	(5.4)	3589.4%	744.5	70.3	959.4%
Adjusted Earnings before noncontroling interests and taxes ("Pre-tax AE")	209.8	93.0	125.7%	537.6	191.8	180.3%
Post-tax Adjusted Earnings to fully diluted shareholders ("Post-tax AE")	166.0	75.7	119.2%	432.4	159.1	171.8%
Adjusted EBITDA (AEBITDA)	225.4	107.9	108.9%	597.5	252.9	136.2%
GAAP Net Income per fully diluted share	$0.74	($0.03)	2566.7%	$3.80	$0.39	874.4%
Post-tax Adjusted Earnings per share ("AEPS")	$0.65	$0.29	124.1%	$1.64	$0.60	173.3%

A discussion of GAAP results, Adjusted Earnings, Adjusted EBITDA, and reconciliations of these items, as well as liquidity, to GAAP results are found later in this document, incorporated by reference, and also in our most recent financial results press release and/or are available at http://ir.nmrk.com/.

Global Reach | Newmark By The Numbers

Newmark's company-owned offices and business partners as of December 31, 2021 (except as noted)

~6,200
PROFESSIONALS

~160
CLIENT SERVICE LOCATIONS

$2.9B
ANNUAL REVENUES*

$138.4B
CAPITAL MARKETS AND ORIGINATION VOLUME*

50+
COMPANIES ACQUIRED, LAST 10 YEARS*

*Newmark's company-owned offices only, as of year ending December 31, 2021

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4Q 2021 Highlights

$984.5M REVENUES	$225.4M ADJUSTED EBITDA	$0.65 POST-TAX ADJUSTED EPS	22.9% ADJUSTED EBITDA MARGIN

- Record total revenues of $984.5 million, up by 63.7%
- Best-ever Adjusted EBITDA of $225.4 million and post-tax Adjusted EPS of $0.65
- All-time high capital markets revenues of $380.1 million, up by 99.7%, driven by record volumes, which were up by approximately 99.8% to $54.9 billion
- Record revenues from management services, servicing fees, and other, which increased by 53.0% to $264.0 million

Management Commentary on Business Trends

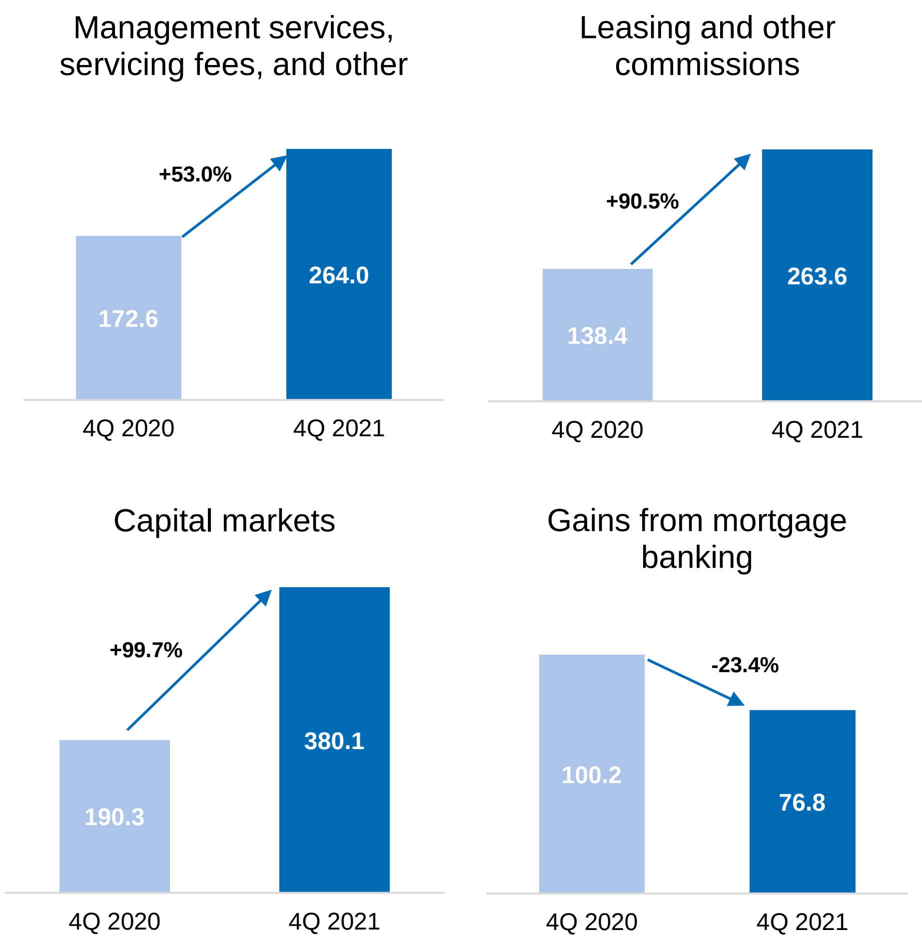
Revenue Category	Near-Term Trends
Capital Markets	– Approximately $400 billion of global dry powder, low interest rates and desire to monetize profits will continue to serve as a catalyst for increased capital markets activity – Multifamily, industrial, and alternative property types (life science, medical office, academics, seniors housing, self storage, etc.) benefitting from high investor demand – Loan sale advisory and "special situations" increasing – Debt market originations are diverse and robust, propelled by private debt funds
Leasing & Other Commissions	– Life science, logistics and technology industries continue to represent significant portion of demand; retail showing signs of recovery as landlords report higher leasing demand – Short-term renewals giving way to longer-term commitments, driving office leasing activity; leasing pipelines have regenerated and, in some cases, exceed 2019 activity – Major markets are still down from 2019 levels, which represents an opportunity for future growth
Gains from Mortgage Banking Activities/ Origination, net	– FHFA increased the 2022 multifamily GSE loan purchase caps by 11.4% to a combined total of $156 billion, which is expected to result in a corresponding increase in industry volumes – Newmark continues to expand its multifamily debt offerings through greater access to insurance companies, debt funds, banks and other sources of capital
Management Services, Servicing Fees and other	– Return to office and structural review of office design and utilization creates significant opportunities for Knotel and for Global Corporate Services ("GCS") – Strong growth in fee revenues and square feet managed by our GCS and Property Management businesses as the long-term secular trends continue to benefit outsourcing – Mortgage servicing income expected to continue to grow over time and credit quality remains strong; multifamily servicing revenue is stable in part because it has greater call protection compared to single-family

Sources: Newmark Research, Preqin Real Estate Online

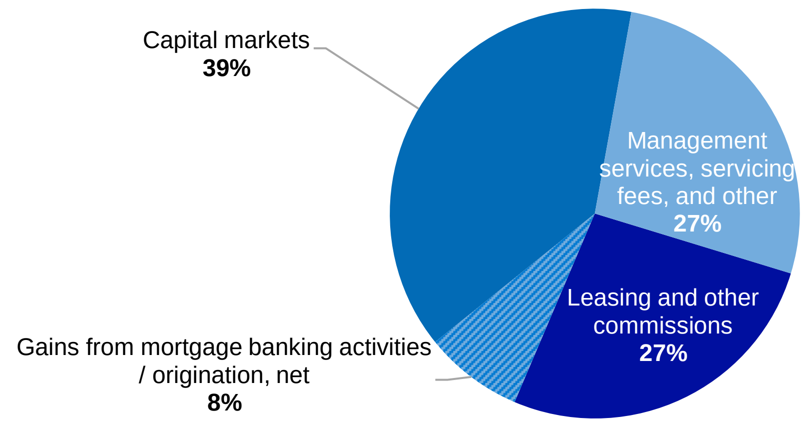
4Q 2021 Revenue Performance

($ IN MILLIONS)

4Q 2021 Revenue



4Q 2021 Revenue Composition[1]



- Total revenues benefited from much stronger demand across all major property types. In particular, multifamily investment sales and debt, office led by life science, retail, and industrial
- Management services, servicing fees, and other increased 53.0% to an all-time quarterly record as the Company continued to focus on growing these recurring and predictable businesses
- Leasing and other commissions grew 90.5%, to an all-time fourth quarter high
- Capital markets grew 99.7%, with quarterly records in revenues driven by significant growth in investment sales and mortgage brokerage volumes

1 The Company's total revenues include OMSR revenue and pass-through management services revenues. Newmark may refer to these two items together as "non-fee revenue", and the remainder of its top line as "fee revenues". In the fourth quarters of 2021 and 2020, total fee revenues were $816.0 million and $464.1 million, respectively, while non-fee revenues were $168.5 million and $137.3 million. Details on current and historical amounts for fee and non-fee revenues are available in the Company's supplemental Excel tables. Additionally, investment sales, mortgage brokerage, and GSE/FHA multifamily lending revenues are contained in two separate line items: (1) Capital markets (which consists of investment sales and non-originated mortgage brokerage); and (2) Gains from mortgage banking activities/ origination, net (which the Company may also refer to as "GSE/FHA origination" or "agency lending"). The Company's mix of 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.

Newmark Quarterly Volumes

($ IN MILLIONS)

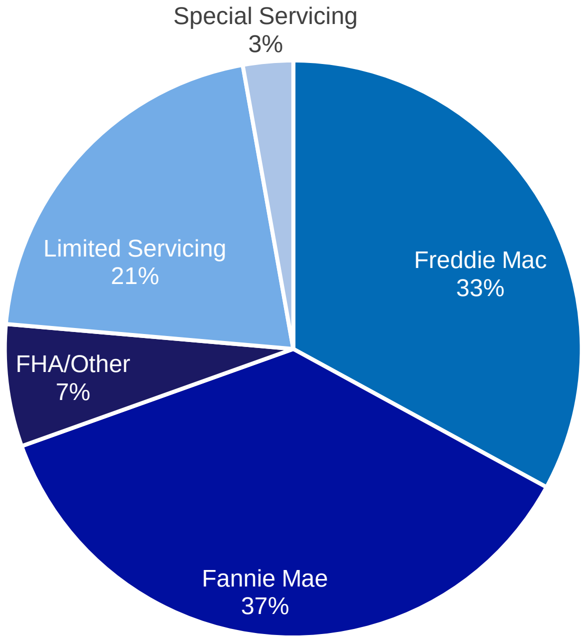
	4Q21	4Q20	% Change	FY21	FY20	% Change
Investment Sales	36,949	22,849	61.7%	88,009	48,158	82.8%
Mortgage Brokerage	17,968	4,640	287.2%	41,324	12,296	236.1%
Total Capital Markets	**54,917**	**27,489**	**99.8%**	**129,333**	**60,454**	**113.9%**
Fannie Mae	1,569	1,892	(17.1)%	4,167	5,421	(23.1)%
Freddie Mac	1,335	2,024	(34.0)%	4,731	5,692	(16.9)%
FHA / Other	17	107	(83.8)%	126	192	(34.0)%
Total Origination Volume	**2,921**	**4,023**	**(27.4)%**	**9,025**	**11,305**	**(20.2)%**
Total Debt & Capital Markets Volume[1]	**57,838**	**31,512**	**83.5%**	**138,358**	**71,759**	**92.8%**

- Newmark's investment sales volumes were up 61.7% to a quarterly record of $36.9 billion, outperforming the Company's 2019 levels by 121.4%
- On the strength of Newmark's multifamily platform, the Company generated record quarterly mortgage brokerage and originations volume of $20.9 billion, up 141.1%

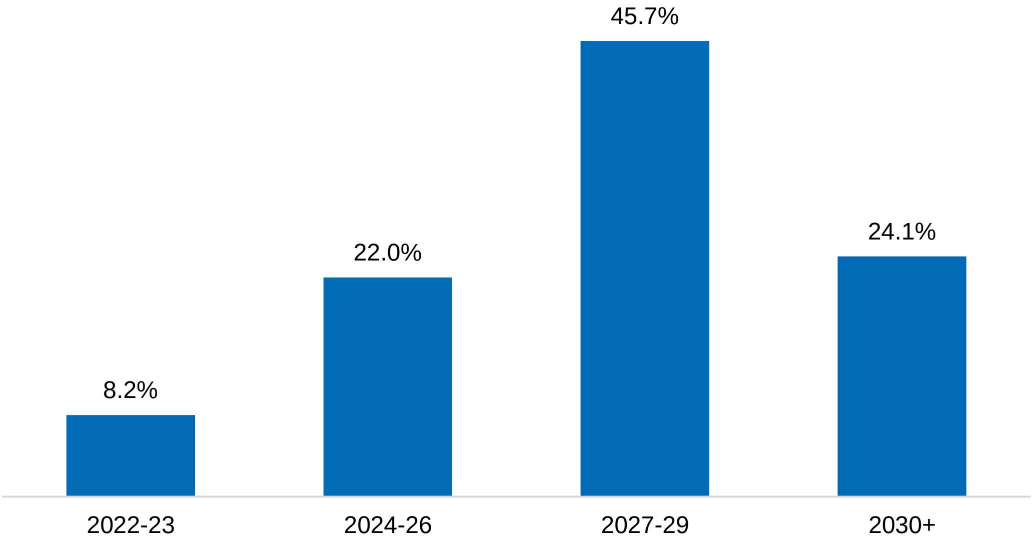
1. Newmark's investment sales figures include investment sales and equity advisory transactions, while mortgage brokerage figures include the Company's non-originated debt placement transactions, all measured in notional terms. The Company calculates its notional origination volumes based on when loans are rate locked, which is consistent with how revenues are recorded for "Gains from mortgage banking activities/origination, net". The Company's mix of 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 calculates its GSE market share based on delivery for enhanced comparability. Any overall industry investment sales market share and volume data discussed herein are preliminary and from Real Capital Analytics ("RCA") and Newmark Research, while any GSE data is from Fannie Mae, Freddie Mac, and Newmark Research. Any U.S. industry debt volumes are based on the MBA commercial/multifamily origination index.

Mortgage Servicing Provides Recurring, High-Margin Revenues

Servicing Portfolio Composition As of 12/31/2021



GSE Portfolio Maturities by Year



– Newmark's ~$70 billion (+2.6% Y/Y) total mortgage servicing portfolio generated $180.1 million[1] of high-margin, recurring, and predictable income during the trailing twelve months ended 12/31/2021

– As of 12/31/2021, Newmark's higher margin primary servicing portfolio[2] was up 6.1% Y/Y to $53.8 billion, while its weighted average maturity was 7.5 years

– Of the GSE loans in Newmark's servicing portfolio, only ~8% will mature before 2024 and ~70% will mature in 2027 or later

1. Newmark earned $139.4 mm in servicing fees during the twelve months ended 12/31/2021. In addition to servicing fees, the Company generated $40.7 mm of other revenues, for a total of $180.1 mm of non-origination revenues related to its GSE/FHA originations business. Other revenues include interest income on loans held for sale, escrow interest, and yield maintenance fees. Multifamily mortgage servicing revenue is stable and recurring in part because of greater call protection versus single family mortgages. Approximately 99% of the Company's GSE loans include prepayment penalties.
2. We believe that for the industry, multifamily servicers earn 40-50 basis points (BP) on their Fannie servicing book, 8-10 BP on Freddie, and ~15 BP for FHA/Ginnie and 1-3 BP for special and/or primary limited servicing.

Note: Newmark's agency risk sharing portfolio was $25.8B at 12/31/2021. As of 12/31/2021, the OLTV of the portfolio was 63% and the DSCR was 2.10x. By property type, 97% of the portfolio is multifamily and the remainder is seniors and student housing. 91% of the portfolio was located in suburban markets as of 12/31/2021.

Strong Balance Sheet & Access to Capital

($ in millions)

	As of 12/31/2021
Cash and Cash Equivalents	$180.1
Marketable Securities	$524.6
Securities Loaned	($140.0)
Total Liquidity	**$564.7**

	Interest Rate	Maturity	
Senior Notes	6.125%	11/15/2023	$545.2
Total Long-term Debt (1)		`	**$545.2**
Net Debt (after adjusting for liquidity)			**($19.4)**
Total Capital			**$1,664.2**

Credit Metrics as of 12/31/2021

$597.5mm

FY Adjusted EBITDA

0.0x

Net Leverage Ratio

Net Debt/Adjusted EBITDA

15.0x

Interest Coverage Ratio

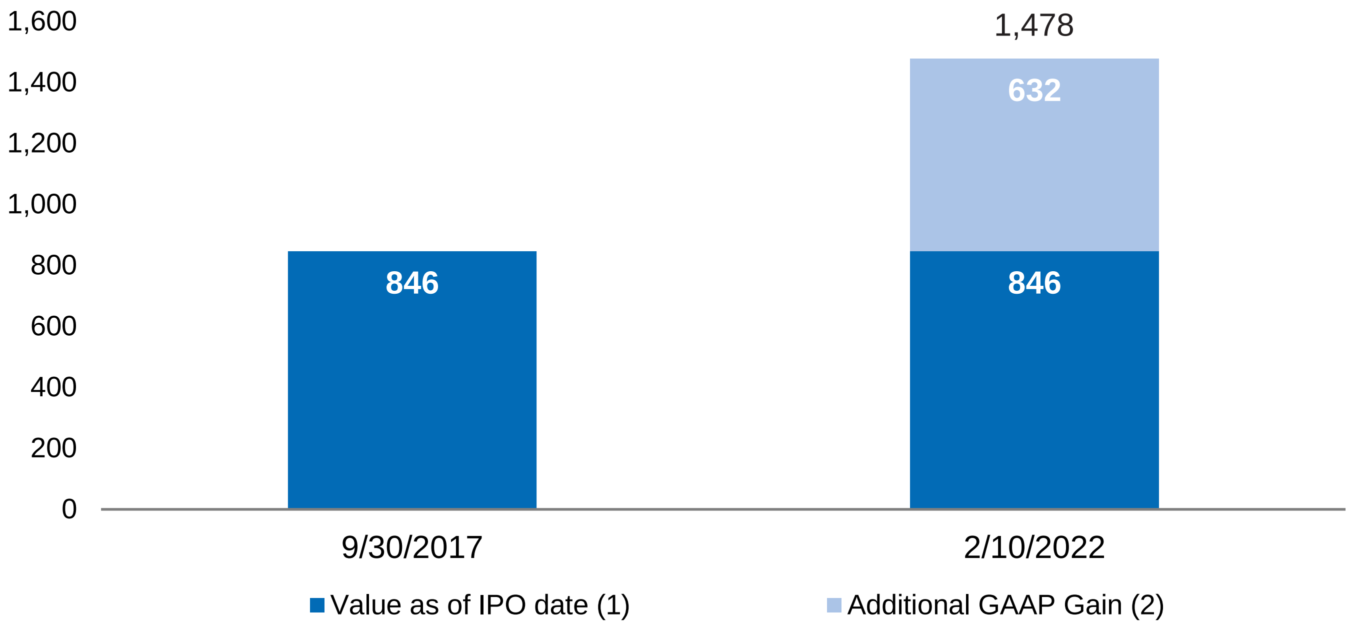
Adjusted EBITDA/Interest Expense

- Undrawn availability on the Credit Facility was $465.0 million as of December 31, 2021
- As of 12/31/2021, Newmark held 2.5 million shares of Nasdaq stock on its balance sheet worth $524.6 million
- As of 2/10/2022, Newmark held 1.1 million shares of Nasdaq worth $192 million

1. Under GAAP, the carrying amounts of the senior notes is slightly lower than the notional amounts of $550mm.

Nasdaq-related Proceeds are Currently ~ 75% Above the Value as of the IPO

NEWMARK'S NASDAQ EARNINGS ARE 75% ABOVE ORIGINAL VALUE ($ IN MILLIONS)



- In our 2017 IPO filings, we expected to receive NDAQ shares worth $846.7 million over eleven years
- Due to the appreciation of NDAQ, as well as our careful management of this asset, we generated ~75% more than originally anticipated between 2017 and 2/10/2022
- As of 12/31/2021, we have recorded a total of $1,561.8 million of pre-tax GAAP Earnings through NDAQ. The cumulative pre-tax gain through 2/10/2022 is $1,478.4 million
- The Company has used these proceeds to repay debt and pursue acquisitions to grow the business across multiple business lines

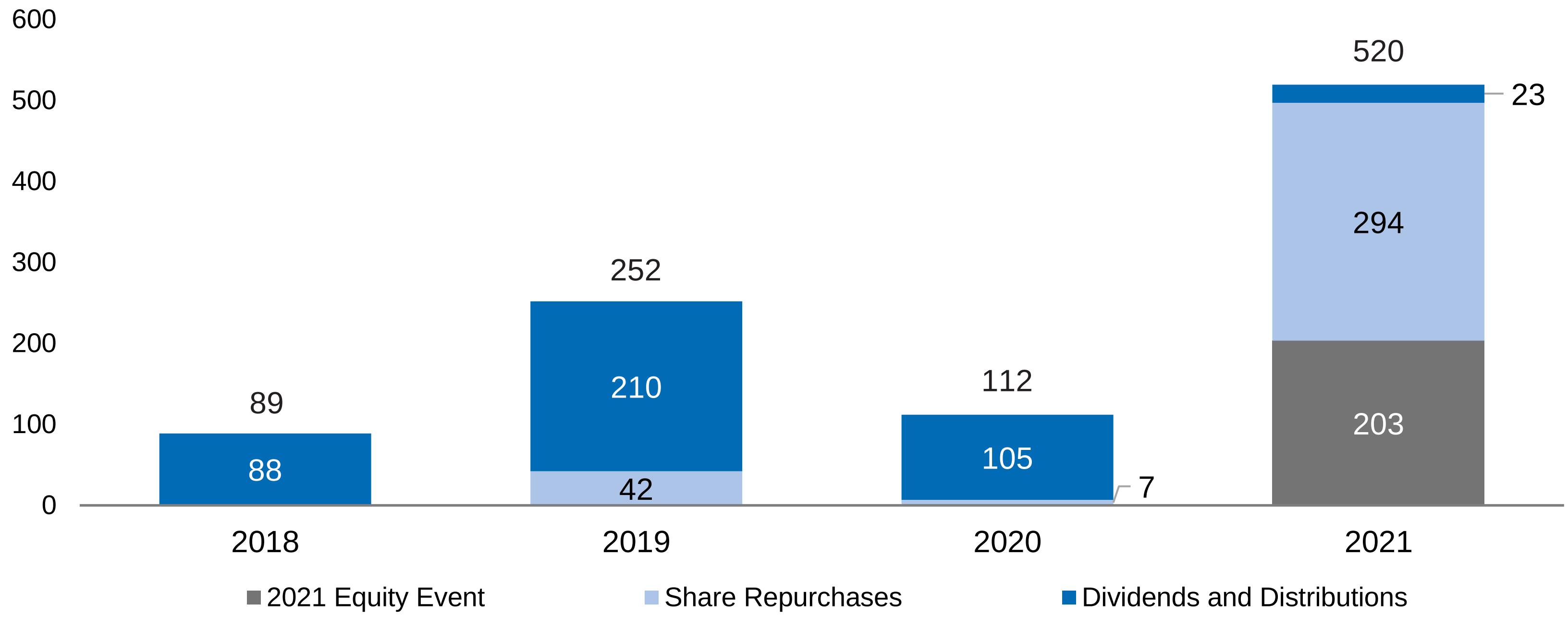
Note: As of 2/10/2022, the value of the Company's Nasdaq shares is $192 million.

1.Value as of IPO date reflects Newmark's estimated value of its Nasdaq shares at the time of Newmark's IPO, using the closing price for Nasdaq as of 9/30/2017.

2. Additional GAAP Gain reflects the difference between the Company's IPO estimates and the total increase in value since then as of 2/10/2022, inclusive of dividends received. In addition, Newmark estimates that the cost of its 2018 Nasdaq Monetization transactions was approximately $147MM, including reduced interest expenses.

Newmark Has Also Used its Nasdaq Proceeds to Fuel Returns of Cash to Shareholders

NEWMARK'S SHAREHOLDER RETURN BY CATEGORY ($ IN MILLIONS)



– From 2018 to 2021, Newmark has returned nearly $1 billion to fully diluted shareholders
  - $426 million of dividends and distributions;
  - $343 million of ordinary course repurchases; and
  - $203 million of share/unit repurchases as part of the 2021 Equity Event

Note: Share repurchases include repurchases and/or redemptions of shares and/or units. Dividends and distributions include dividends to common stockholders and earnings distributions to limited partnership interests and other noncontrolling interests.

Outlook for 2022

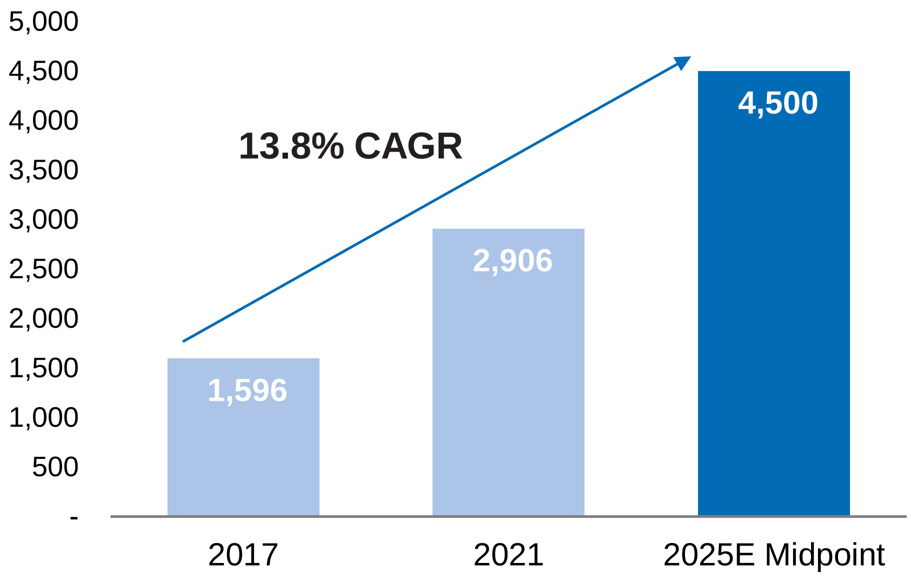
2022 Metric ($ in millions, except tax rate)	2021 Actual	Guidance	% Change YoY
FY Total Revenues	$2,906.4	3,000 - 3,100	3%-7%
FY Adjusted EBITDA	597.5	620 – 650	4%-9%
FY Adjusted Earnings Tax Rate	18.9%	17% - 19%	

- The Company's guidance excludes the potential impact of any material future acquisitions.
- This outlook is also subject to change based on various macroeconomic, social, political, and other factors, including the COVID-19 pandemic.
- We expect our equity-based compensation charges to be less than the 2017-2020 average of 11.2 percent of commission-based revenues through 2025.
- For full year 2022, we anticipate such charges to be between 7 and 9 percent of our commission-based revenues.

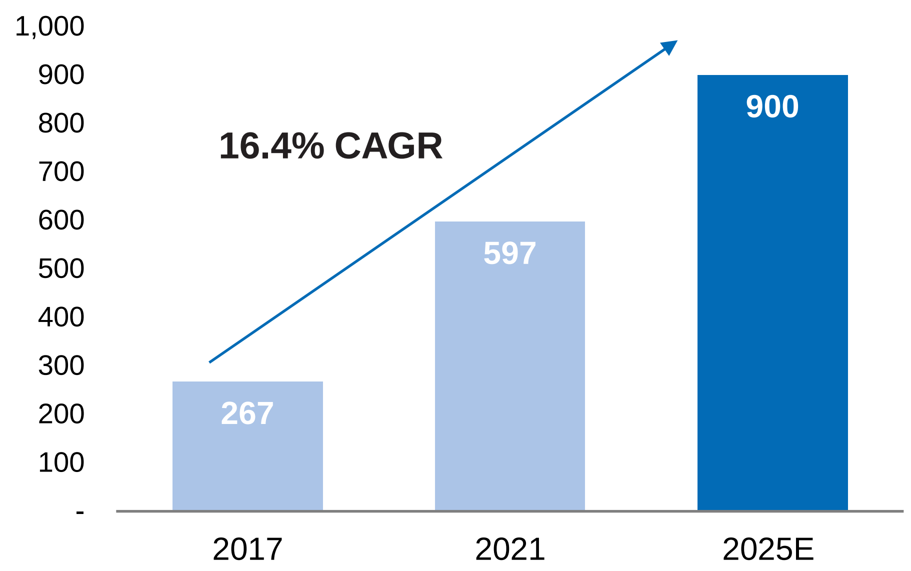
Note: Equity-Based Compensation averaged 11.2% of commissioned based revenues from 2017-2020 and averaged 15% of commissioned based revenues in 2021. Results for 2021 reflect the acceleration of equity-based compensation related to the 2021 Equity Event, and are therefore not comparable to 2017 - 2020. Newmark had previously anticipated taking compensation charges related to the 2021 Equity Event over a longer timeframe. Because these charges were accelerated, the Company expects GAAP compensation expenses to be lower and GAAP earnings to be higher in certain future periods compared with what they otherwise would have been, all else equal. “Equity-Based Compensation” is GAAP “Equity-based compensation and allocations of net income to limited partnership units and FPUs”, excluding allocations of net income to limited partnership units and FPUs. Please see our quarterly filings on Forms 10-Q and 10-K for more information on equity-based compensation. Please see the appendix of this document as well as the supplemental excel tables on our investor relations website for more details on commission-based revenues, which are subsets of both GAAP revenues and fee revenues. Commission-based revenues reflect our results across leasing, capital markets, origination, and Valuation & Advisory, as shown in our supplemental excel tables and in the appendix of this presentation.

Newmark Remains on Track to Continue Strong Track Record of Growth

REVENUE GROWTH SINCE IPO ($ IN MILLIONS)



ADJUSTED EBITDA GROWTH SINCE IPO ($ IN MILLIONS)



– Newmark remains on track to meet its stated 2025 targets of $4.25 - $4.75 billion in revenue and $900 million in Adjusted EBITDA
– The Company will continue to use its significant liquidity and cash flow generation to invest in organic growth, and to pursue acquisitions, professionals, and opportunities globally, all while maintaining investment grade metrics

Note: Newmark's IPO date is 12/15/2017. 2025E reflects ranges or midpoint of 2025 targets. The above figures are the Company's targets for 2022-2025, but should not be considered guidance.

GAAP Financial Results

Newmark Group, Inc. Condensed Consolidated Statements of Operations

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

	Three Months Ended December 31,		Year Ended December 31,	
Revenues:	2021	2020	2021	2020
Leasing and other commissions	$ 263,631	$ 138,377	$ 826,942	$ 513,842
Capital Markets	380,051	190,268	938,305	454,106
Commissions	643,682	328,645	1,765,247	967,948
Gains from mortgage banking activities/origination, net	76,798	100,228	225,481	310,914
Management services, servicing fees and other	263,986	172,553	915,715	626,136
Total revenues	984,466	601,426	2,906,443	1,904,998
Expenses:				
Compensation and employee benefits	554,008	362,676	1,828,887	1,147,360
Equity-based compensation and allocations of net income to limited partnership units and FPUs	40,603	56,215	356,347	130,759
Total compensation and employee benefits	594,611	418,891	2,185,234	1,278,119
Operating, administrative and other	159,077	79,322	553,623	294,405
Fees to related parties	6,093	5,447	23,789	22,573
Depreciation and amortization	40,925	36,580	121,729	141,193
Total non-compensation expenses	206,095	121,349	699,141	458,171
Total operating expenses	800,706	540,240	2,884,375	1,736,290
Other income, net:				
Other income (loss), net	45,173	(58,367)	1,232,495	15,290
Total other income (loss), net	45,173	(58,367)	1,232,495	15,290
Income from operations	228,933	2,819	1,254,563	183,998
Interest expense, net	(7,439)	(9,111)	(33,473)	(37,728)
Income before income taxes and noncontrolling interests	221,494	(6,292)	1,221,090	146,270
Provision for income taxes	36,386	(1,165)	242,958	36,993
Consolidated net income	185,108	(5,127)	978,132	109,277
Less: Net income attributable to noncontrolling interests	35,779	(1,346)	227,406	29,217
Net income available to common stockholders	$ 149,329	$ (3,781)	$ 750,726	$ 80,060

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:	**Three Months Ended December 31,**		**Year Ended December 31,**	
	2021	**2020**	**2021**	**2020**
Basic earnings per share				
Net income available to common stockholders (1)	$ 149,329	$ (5,422)	$ 744,526	$ 70,281
Basic earnings per share	$ 0.77	$ (0.03)	$ 3.91	$ 0.39
Basic weighted-average shares of common stock outstanding	192,742	180,830	190,179	179,106
Fully diluted earnings per share				
Net income for fully diluted shares (1)	$ 189,197	$ (5,422)	$ 744,526	$ 70,281
Fully diluted earnings per share	$ 0.74	$ (0.03)	$ 3.80	$ 0.39
Fully diluted weighted-average shares of common stock outstanding	254,318	180,830	195,813	179,690
Dividends declared per share of common stock	$ 0.01	$ 0.01	$ 0.04	$ 0.13
Dividends paid per share of common stock	$ 0.01	$ 0.01	$ 0.04	$ 0.13

(1) Includes a reduction for dividends on preferred stock or exchangeable preferred partnership units of $0.0 million and $6.2 million for the three months and year ended December 31, 2021, respectively, and $1.6 million and $9.8 million for the three months and year ended December 31, 2020, respectively. (see Note 1 - and Basis of Presentation" in the Company's most recently filed Form 10-Q or Form 10-K.)

Newmark Group, Inc. Condensed Consolidated Balance Sheets

(IN THOUSANDS) (UNAUDITED) (UNDER GAAP)

	December 31, 2021	December 31, 2020
Assets		
Current Assets:		
Cash and cash equivalents	$ 180,131	$ 191,448
Restricted cash	75,168	66,951
Marketable securities	524,569	33,283
Loans held for sale, at fair value	1,072,479	1,086,805
Receivables, net	580,408	376,795
Receivables from related parties	8,260	-
Other current assets	82,039	63,790
Total current assets	2,523,054	1,819,072
Goodwill	657,131	560,332
Mortgage servicing rights, net	550,302	494,729
Loans, forgivable loans and other receivables from employees and partners, net	453,345	454,270
Right-of-use assets	607,148	190,469
Fixed assets, net	135,756	96,367
Other intangible assets, net	76,199	44,289
Other assets	213,776	322,922
Total assets	$ 5,216,711	$ 3,982,450
Liabilities, Redeemable Partnership Interest, and Equity:		
Current Liabilities:		
Warehouse facilities collateralized by U.S. Government Sponsored Enterprises	1,050,693	$ 1,061,202
Accrued compensation	463,569	279,872
Accounts payable, accrued expenses and other liabilities	517,815	326,548
Repurchase agreements and securities loaned	140,007	33,278
Payables to related parties	10,762	4,392
Total current liabilities	2,182,846	1,705,292
Long-term debt	545,239	680,385
Right-of-use liabilities	586,583	218,629
Other long-term liabilities	215,261	436,952
Total liabilities	3,529,929	3,041,258
Total equity (1)	1,686,782	941,192
Total liabilities, redeemable partnership interest, and equity	$ 5,216,711	$ 3,982,450

(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)

	For the Three Months Ended December 31,		For the Year Ended December 31,	
	2021	2020	2021	2020
Net cash provided by (used in) operating activities	$ 266,647	$ 563,356	$ (59,910)	$ (777,694)
Net cash (used in) provided by investing activities	29,100	(16,108)	453,088	(3,602)
Net cash (used in) provided by financing activities	(285,653)	(625,511)	(396,278)	817,823
Net increase (decrease) in cash and cash equivalents and restricted cash	10,094	(78,263)	(3,100)	36,527
Cash and cash equivalents and restricted cash at beginning of period	245,205	336,662	258,399	221,872
Cash and cash equivalents and restricted cash at end of period	$ 255,299	$ 258,399	$ 255,299	$ 258,399
Net cash (used in) provided by operating activity excluding loan originations and sales (1)	$ 138,934	$ 112,427	$ (74,236)	$ 93,822

(1) Reflects $484.4 million of cash used with respect to the 2021 Equity Event. Of this amount, $203.5 million related to the 16.3 million reduction in fully diluted shares, and $280.9 million related to amounts paid on behalf of, or to partners for withholding taxes related to unit exchanges and/or redemptions, cash paid for redemption of HDUs, and other items. But for these uses of cash, net cash provided by operating activities excluding loan originations and sales would have been $410.2 million in the year ended December 31, 2021.

Includes payments for new hires and producers in the amount of $5.5 million and $17.4 million for the three months and year ended December 31, 2021, respectively, and $5.2 million and $72.7 million for the three months and year ended December 31, 2020, 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 Annual Report on Form 10-K for the year ended December 31, 2021, to be filed with the Securities and Exchange Commission in the near future.

Appendix

Newmark Operating Model

($ IN MILLIONS)

	4Q21	4Q20	Change	YTD 21	YTD 20	Change
Commission-Based Revenues[1]	718.8	400.4	79.5%	2,011.1	1,191.2	68.8%
Management Fees & Other Revenue[2]	97.2	63.7	52.5%	318.8	260.8	22.3%
Non-Fee Revenues[3]	168.5	137.3	22.7%	576.6	453.1	27.3%
Total Revenue	**984.5**	**601.4**	**63.7%**	**2,906.4**	**1,905.0**	**52.6%**
Commission-Based Compensation[4]	370.3	204.2	81.3%	1,032.9	598.6	72.5%
Support and Operational Expenses[5]	229.8	157.8	45.6%	728.7	612.4	19.0%
Costs Related to Non-Fee Revenues[3]	120.2	74.9	60.5%	440.2	258.3	70.4%
Total Expenses for Adjusted Earnings	**720.4**	**437.0**	**64.9%**	**2,201.8**	**1,469.3**	**49.9%**
Other Items:						
Non-cash adjustment for OMSR revenue[6]	(48.2)	(62.4)	(22.7)%	(136.4)	(194.8)	(30.0)%
Other Income[7]	1.4	0.1	1158.2%	2.9	(11.2)	(125.7)%
Interest Expense, Net	(7.4)	(9.1)	(18.3)%	(33.5)	(37.7)	(11.3)%
Pre-Tax Adjusted Earnings	**209.8**	**93.1**	**125.4%**	**537.6**	**192.0**	**180.0%**
Adjustments:						
Interest Expense	9.0	10.7	(15.8)%	39.9	44.6	(10.5)%
Depreciation & Amortization	6.6	4.1	60.9%	19.9	16.3	22.1%
Adjusted EBITDA	**225.4**	**107.9**	**108.9%**	**597.5**	**252.9**	**136.2%**

1. Includes Leasing and other commissions, Capital markets, Origination fees, and Valuation and Advisory.
2. Includes fees from mortgage servicing, property management, project management, facility management, underwriting, consulting, and interest income on loans held for sale.
3. Non-fee revenues include all pass-through revenues related to Newmark's management services businesses and OMSR revenue. Costs related to non-fee revenues include pass-through costs related to Newmark's management services business.
4. Represents a percentage of Commission-based Revenue and excludes equity-based compensation, which is consistent with the Company's Adjusted Earnings methodology.
5. Includes non-commission compensation, non-compensation expenses (but excludes equity-based compensation), employee loan amortization, and interest expense on loans held for sale.
6. Adjusted Earnings calculations exclude non-cash GAAP gains attributable to OMSRs. Under GAAP, Newmark recognizes OMSRs equal to the fair value of servicing rights retained on mortgage loans originated and sold.
7. Primarily Nasdaq dividend income related to 2.5 million shares held as of 12/31/2021 and Real Estate Joint Venture-related earnings.

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

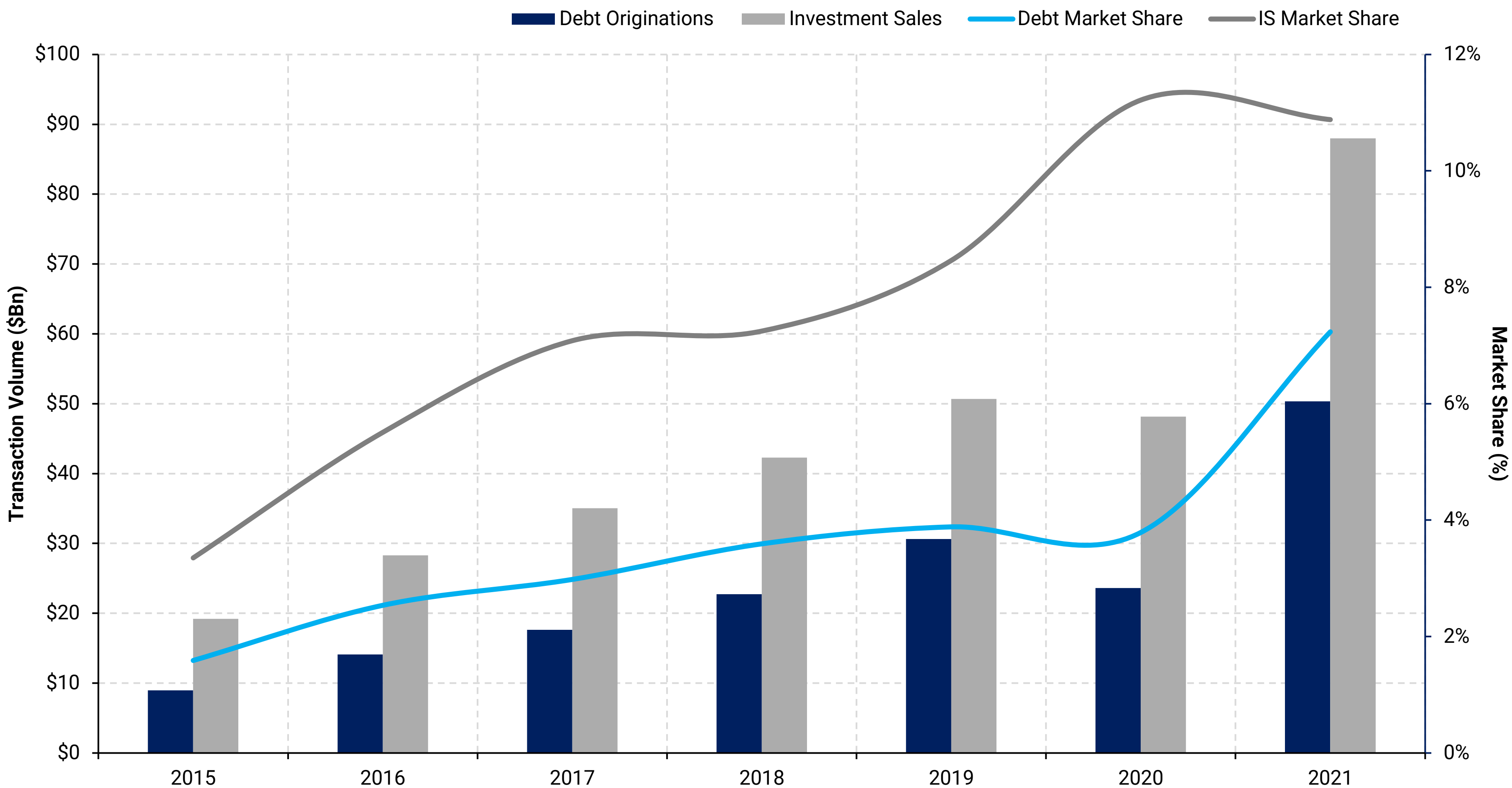
As of December 31, 2021

	Fully-Diluted Shares (millions)	Ownership (%)
Class A owned by Public	143.6	57%
Limited partnership units owned by employees[1]	28.2	11%
Class A owned by employees	24.6	10%
Other owned by employees[2]	8.3	3%
Partnership Units owned by Cantor	24.6	10%
Class B owned by Cantor	21.3	8%
Total	**250.7**	**100%**

	Fully-Diluted Shares (millions)	Ownership (%)
Public	143.6	57%
Employees	61.1	24%
Cantor	45.9	18%
Total	**250.7**	**100%**

1. In conjunction with the spin-off of Newmark, the limited partnership units are owned by 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 are compensated with Newmark partnership units and partners of BGC are compensated with BGC partnership units.
2. These primarily represent contingent shares and/or units for which all necessary conditions have been satisfied except for the passage of time.

Newmark Has A Proven Track Record of Gaining Market Share

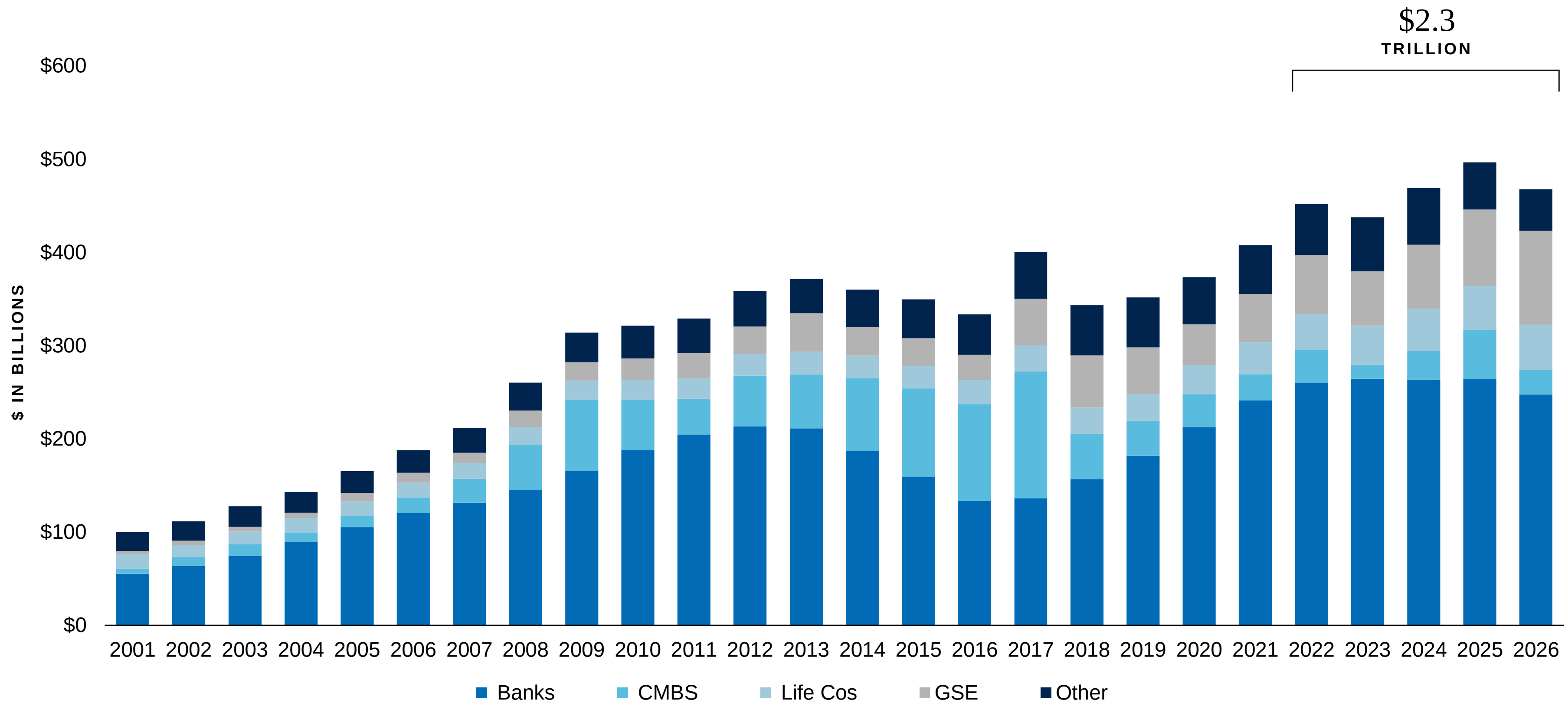


- Comparing 2015 to the trailing twelve months ended December 31, 2021
  - RCA Industry U.S. debt originations have grown 28.4%, while Newmark has expanded its total debt volumes by 462.0%
  - RCA U.S. investment sales volumes have increased 41.1%, while Newmark grew its investment sales volumes by 358.0%

Note: "Debt originations" includes Newmark's non-originated mortgage brokerage volume plus GSE/FHA origination volume, while the comparable industry statistics are U.S. financing volumes.

Source for industry data: Newmark Research, Real Capital Analytics financing

Projected Commercial Mortgage Maturities

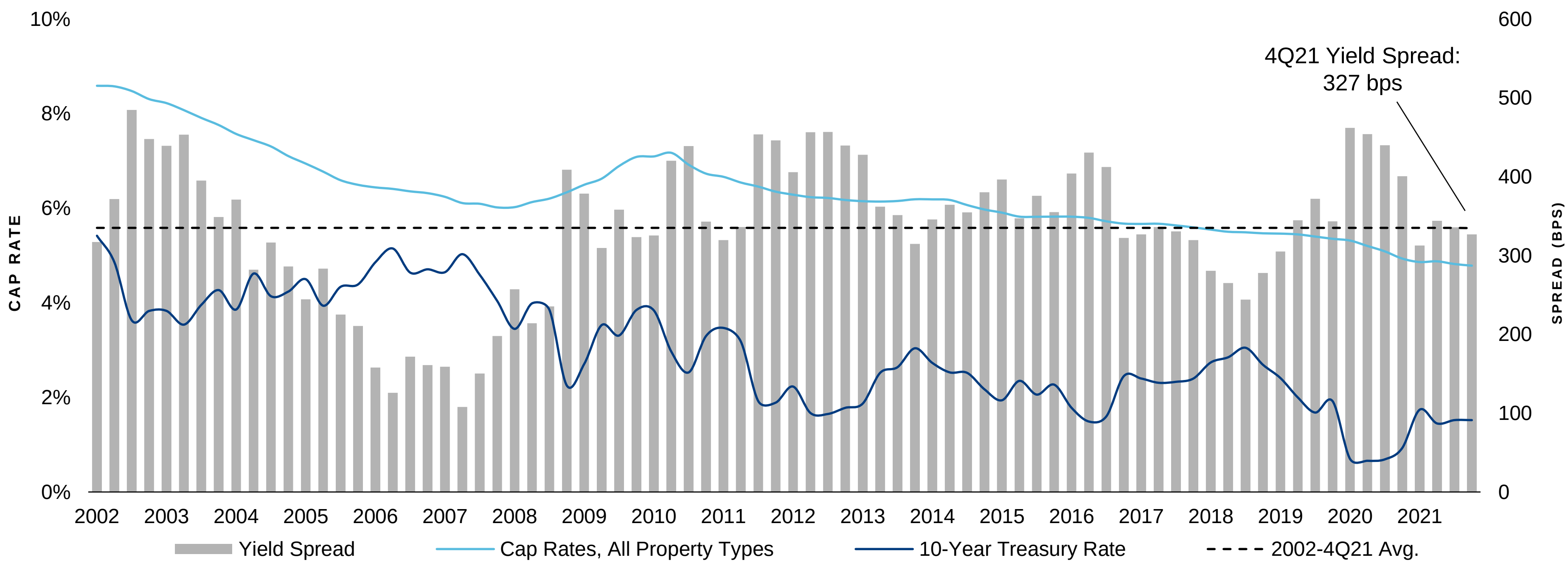


– More than $2.3 trillion in commercial mortgage maturities from 2022 – 2026 should support strong levels of refinancing activity.

Source: Newmark Research, Trepp

Cap Rates Remain Attractive Spread over UST

Historical U.S. Cap Rate Yield Spread Over 10-Year U.S. Treasuries



- National cap rates compressed 20 basis points year-over-year, reaching 4.79% on average in 4Q21. This in part due to strong investor appetite for multifamily and industrial, as well as record levels of fund dry powder.
- Commercial real estate yields currently offer a 327 basis point premium to the 10-year U.S. Treasury Note, eight basis points below the long-term average spread.

Source: Newmark Research, Real Capital Analytics ($25M+ Transactions), Federal Reserve Bank of St. Louis, and Bloomberg

Non-GAAP Definitions and Reconciliation Tables

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 terms are below.

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. In addition, Adjusted Earnings calculations exclude certain gains and charges that management believes do not best reflect the ordinary results 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 FPUs” (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 shares or units with a capital account may be funded by the redemption of preferred units such as PPSUs.
- 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. 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.
- Charges related to amortization of RSUs and limited partnership units.
- Charges related to grants of equity awards, including common stock or partnership units with capital accounts.
- Allocations of net income to limited partnership units and FPUs. Such allocations represent the pro-rata portion of post-tax GAAP earnings available to such unit holders.

Non-GAAP Financial Measures *(continued)*

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 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 (which Newmark refers to as "OMSRs") because these gains are also excluded from Adjusted Earnings and Adjusted EBITDA.

Excluded Compensation-Related Items to Related to the 2021 Equity Event under Adjusted Earnings and Adjusted EBITDA (Beginning in Third Quarter 2021, as updated)

Newmark does not view the GAAP compensation charges related to 2021 Equity Event that were not equity-based compensation as being reflective of its ongoing operations (the "Impact of the 2021 Equity Event"). These consisted of charges relating to cash paid to independent contractors for their withholding taxes and the cash redemption of HDUs. These were recorded as expenses based on Newmark's previous non-GAAP results, 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. 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 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.

Non-GAAP Financial Measures *(continued)*

Calculation of Non-Compensation Expense Adjustments for Adjusted Earnings

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

- Amortization of intangibles with respect to acquisitions.
- 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 intangibles created from acquisitions.

Non-Cash Adjustment Related to Originated Mortgage Servicing Rights for Adjusted Earnings

Newmark's calculation of pre-tax Adjusted Earnings excludes non-cash GAAP gains attributable to originated mortgage servicing rights (which Newmark refers to as "OMSRs"). As previously disclosed, beginning in the fourth quarter of 2020, OMSRs are no longer included in non-compensation adjustments for Adjusted Earnings but instead shown as a separate line item in the Company's "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". This presentation has no impact on previously reported Adjusted Earnings.

Calculation of Other (income) losses for Adjusted Earnings and Adjusted EBITDA (Beginning in Third Quarter 2021, as Updated)

Adjusted Earnings calculations also exclude certain other non-cash, non-dilutive, and/or non-economic items, which may, in some periods, include:

- Unusual, one-time, non-ordinary or non-recurring gains or losses;
- Non-cash GAAP asset impairment charges;
- 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 expected receipt of the Nasdaq payments in 2021 and 2022 and the recently settled 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 the sale of Nasdaq's 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) losses for Adjusted Earnings and Adjusted EBITDA also excludes the impact of the below items. These items may collectively be referred to as the "Impact of Nasdaq".

Non-GAAP Financial Measures *(continued)*

- 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.
- Dividend income on Nasdaq shares.
- 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 expected receipt of the Nasdaq payments in 2021 and 2022 and the recently settled 2020 Nasdaq payment (the “Nasdaq Forwards”). This item was historically excluded under the previous non-GAAP definitions.
- Other items related to the Earn-out.

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 before noncontrolling interests and taxes 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; 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.

Non-GAAP Financial Measures *(continued)*

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.

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, including post-tax Adjusted Earnings per share. 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 amount of this net income, and therefore of these payments per unit, would be determined using the above definition of Adjusted Earnings per share on a pre-tax basis.

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. In addition, the non-cash preferred dividends are excluded from Adjusted Earnings per share as Newmark expected to redeem the related exchangeable preferred limited partnership units ("EPUs") with Nasdaq shares. For more information on any share count adjustments, see the table of Exhibit 99.1 to this Current Report on Form 8-K 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, to make decisions with respect to the Company's operations, and to determine the amount of dividends payable to common stockholders and distributions payable to holders of limited partnership units. Dividends payable to common stockholders and distributions payable to holders of limited partnership units are included within "Distributions to stockholders" and "Earnings distributions to limited partnership interests and noncontrolling interests," respectively, in our unaudited, condensed, consolidated statements of cash flows.

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 Exhibit 99.1 to this Current Report on Form 8-K and/or the Company's most recent financial results press release titled "Reconciliation of GAAP Income to Adjusted Earnings 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.
- Other depreciation and amortization;
- Equity-based compensation and allocations of net income to limited partnership units and FPUs;
- 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 variable share forward agreements with respect to Newmark's receipt of the Nasdaq payments in 2021 and 2022 and the 2020 Nasdaq payment (the "Nasdaq Forwards"), as well as mark-to-market adjustments for non-marketable investments.
- Interest expense.

Beginning with the third quarter of 2021, calculation of Adjusted EBITDA excludes 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.

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 Exhibit 99.1 to this Current Report on Form 8-K and/or the Company's most recent financial results press release titled "Reconciliation of GAAP Income to Adjusted EBITDA", including the related footnotes, for details about how Newmark's non-GAAP results are reconciled to those under GAAP EPS.

Non-GAAP Financial Measures *(continued)*

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:

- Certain equity-based compensation charges that may be determined at the discretion of management throughout and up to the period-end;
- Unusual, one-time, 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 including with respect to the Nasdaq Forwards. 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, which are fluid and unpredictable in nature.

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 Exhibit 99.1 to this Current Report on Form 8-K 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.

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 December 31,		Year Ended December 31,	
	2021	2020	2021	2020
GAAP net income available to common stockholders	$ 149,329	$ (3,781)	$ 750,726	$ 80,060
Provision for income taxes [(1)]	36,386	(1,165)	242,958	36,993
Net income attributable to noncontrolling interests[(2)]	35,779	(1,346)	227,406	29,217
GAAP income before income taxes and noncontrolling interests	$ 221,494	$ (6,292)	$ 1,221,090	$ 146,270
Pre-tax adjustments:				
Compensation adjustments:				
Equity-based compensation and allocations of net income to limited partnership units and FPUs [(3)]	40,603	56,215	356,347	130,759
Other compensation adjustments[(4)]	2,618	6,727	209,760	14,281
Total Compensation adjustments	43,221	62,942	566,107	145,040
Non-Compensation expense adjustments:				
Amortization of intangibles [(5)]	2,361	1,958	8,864	7,012
MSR amortization[(6)]	31,937	25,315	89,791	111,252
Other non-compensation adjustments [(7)]	2,793	13,060	17,806	3,701
Total Non-Compensation expense adjustments	37,091	40,333	116,461	121,965
Non-cash adjustment for OMSR revenue[(8)]	(48,230)	(62,392)	(136,406)	(194,814)
Other (income) loss, net:				
Other non-cash, non-dilutive, and /or non-economic items and Nasdaq [(9)]	(43,791)	58,359	(1,229,626)	(26,689)
Total Other (income) loss, net	(43,791)	58,359	(1,229,626)	(26,689)
Total pre-tax adjustments	(11,709)	99,242	(683,464)	45,502
Adjusted Earnings before noncontrolling interests and taxes ("Pre-tax Adjusted Earnings")	$ 209,785	$ 92,950	$ 537,626	$ 191,772

See the following page for a continuation of the table.

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 December 31, 2021	Three Months Ended December 31, 2020	Year Ended December 31, 2021	Year Ended December 31, 2020
GAAP net income available to common stockholders:	$ 149,329	$ (3,781)	$ 750,726	$ 80,060
Allocation of net income to noncontrolling interests (10)	34,665	(1,890)	223,926	28,014
Total pre-tax adjustments (from above)	(11,709)	99,242	(683,464)	45,502
Income tax adjustment to reflect adjusted earnings taxes (1)	(6,333)	(17,860)	141,215	5,515
Post-tax Adjusted Earnings to fully diluted shareholders ("Post-tax Adjusted Earnings")	$ 165,953	$ 75,711	$ 432,403	$ 159,091
GAAP fully diluted earnings per share (11)	$ 0.74	$ (0.03)	$ 3.80	$ 0.39
Allocation of net income to noncontrolling interests	-	-	(0.01)	-
Exchangeable preferred limited partnership units non-cash preferred dividends	0.00	0.01	0.02	0.02
Total pre-tax adjustments (from above)	(0.05)	0.37	(2.59)	0.17
Income tax adjustment to reflect adjusted earnings taxes	(0.02)	(0.07)	0.53	0.02
Other	(0.02)	0.01	(0.12)	-
Post-tax Adjusted Earnings per share ("Adjusted Earnings EPS")	$ 0.65	$ 0.29	$ 1.64	$ 0.60
Pre-tax adjusted earnings per share	$ 0.82	$ 0.35	$ 2.04	$ 0.72
Fully diluted weighted-average shares of common stock outstanding	254,318	264,868	263,954	264,851

(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):

	Three Months Ended December 31, 2021	Three Months Ended December 31, 2020	Year Ended December 31, 2021	Year Ended December 31, 2020
GAAP provision for (benefit from) income taxes	$ 36.4	$ (1.2)	$ 243.0	$ 37.0
Income tax adjustment to reflect Adjusted Earnings	6.3	17.8	(141.2)	(5.5)
Provision for income taxes for Adjusted Earnings	$ 42.7	$ 16.6	$ 101.8	$ 31.5

See the following page for notes to the table.

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)

(2) Primarily represents Cantor's pro-rata portion of Newmark's net income and the noncontrolling portion of Newmark's net income in subsidiaries which are not wholly owned.

(3) The components of equity-based compensation and allocations of net income to limited partnership units and FPUs are as follows (in millions):

	Three Months Ended December 31,		Year Ended December 31,	
	2021	2020	2021	2020
Issuance of common stock and exchangeability expenses	$ 14.5	$ 47.4	$ 312.7	$ 69.0
Allocations of net income (loss)	17.1	(0.3)	55.2	30.5
Limited partnership units amortization	3.7	5.9	(28.4)	18.7
RSU Amortization Expense	5.3	3.3	16.9	12.6
Equity-based compensation and allocations of net income to limited partnership units and FPUs	$ 40.6	$ 56.3	$ 356.4	$ 130.8

(4) Includes compensation expenses related to severance charges as a result of the cost savings initiatives of $0.5 million and $4.7 million for the three months ended December 31, 2021 and 2020, respectively, and $2.5 million and $8.8 million for the year ended December 31, 2021 and 2020, respectively. Also includes commission charges related to non-cash GAAP gains attributable to OMSR revenues of $2.1 million and $2.0 million for the three months ended December 31, 2021 and 2020, respectively, and $3.5 million and $5.5 million for year ended December 31, 2021 and 2020. For the three months and year ended December 31, 2021, includes $0.0 million and $203.8 million, respectively, related to the 2021 Equity Event.

(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 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 in future periods.

(7) Primarily includes asset impairments the Company does not consider a part of its ongoing operations of $3.1 million and $12.0 million for the three months ended December 31, 2021 and 2020, respectively, and $15.0 million and $2.7 million for the year ended December 31, 2021 and 2020, respectively. Includes legal settlements for $(0.2) million and $2.8 million for the three months and year ended December 31, 2021, respectively. December 31, 2020 includes $12.8 million of acquisitions earnout reversals.

(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

(9) The components of non-cash, non-dilutive, non-economic items are as follows (in millions):

	Three Months Ended December 31,		Year Ended December 31,	
	2021	2020	2021	2020
Nasdaq Impact	(45.0)	(5.0)	(1,212.7)	(124.7)
Unrealized gain on investment	-	-	(27.8)	-
Mark-to-market (gains)/losses on non-marketable investments, net	0.9	57.3	(1.6)	84.2
Asset impairment	0.3	6.1	12.5	13.2
Contingent consideration and other expenses	-	-	-	0.9
	$ (43.8)	$ 58.4	$ (1,229.6)	$ (26.4)

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

(11) Includes a reduction for dividends on preferred stock or exchangeable preferred partnership units of $0.0 million and $6.2 million for the three months and year ended December 31, 2021, respectively, and $1.6 million and $9.8 million for the three months and year ended December 31, 2020, respectively. (see Note 1 - and Basis of Presentation" in the Company's most recently filed Form 10-Q or Form 10-K.)

Reconciliation of GAAP Income to Adjusted EBITDA

(IN THOUSANDS) (UNAUDITED)

	Three Months Ended December 31,		Year Ended December 31,	
	2021	2020	2021	2020
GAAP net income available to common stockholders	**$ 149,329**	**$ (3,781)**	**$ 750,726**	**$ 80,060**
Adjustments:				
Net income attributable to noncontrolling interests[1]	35,779	(1,346)	227,406	29,217
Provision for income taxes	36,386	(1,165)	242,958	36,993
OMSR revenue[2]	(48,230)	(62,392)	(136,406)	(194,815)
MSR amortization[3]	31,937	25,315	89,791	111,252
Other depreciation and amortization[4]	8,987	11,265	31,938	29,941
Equity-based compensation and allocations of net income to limited partnership units and FPUs [5]	40,603	56,215	356,347	130,759
Other adjustments [6]	5,380	14,209	20,644	11,016
Other non-cash, non-dilutive, non-economic items and Nasdaq [7]	(43,791)	58,851	(1,025,840)	(26,082)
Interest expense	9,007	10,696	39,897	44,600
Adjusted EBITDA ("AEBITDA")	**$ 225,387**	**$ 107,867**	**$ 597,461**	**$ 252,941**

(1) Primarily represents portion of Newmark's net income 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 revenue expected to be earned.

(4) Includes fixed asset depreciation of $6.6 million and $9.3 million for the three months ended December 31, 2021 and 2020, respectively and $23.1 million and $22.9 million for the year ended December 31, 2021 and 2020, respectively. Also includes intangible asset amortization and impairments related to acquisitions of $2.4 million and $1.7 million for the three months ended December 31, 2021 and 2020, respectively, and $8.9 million and $6.7 million for the year ended December 31, 2021 and 2020, 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 FPUs".

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

	Three Months Ended December 31,		Year Ended December 31,	
	2021	2020	2021	2020
Severance charges	0.5	4.7	2.5	8.8
Assets impairment not considered a part of ongoing operations	2.8	7.5	14.7	9.5
Commission charges related to non-GAAP gains Attributable to OMSR revenues	2.1	2.0	3.5	5.5
Acquisition earnout reversal	-	-	-	(12.8)
	$ 5.4	$ 14.2	$ 20.6	$ 11.0

(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".

Reconciliation of Operating Cash Flow (Excluding Activity from Loan Originations And Sales) to Adjusted EBITDA

(IN MILLIONS) (UNAUDITED)

	For the Three Months Ended December 31,		For the Year Ended December 31,	
	2021	2020	2021	2020
Adjusted EBITDA	$ 225.4	$ 107.9	$ 597.5	$ 252.9
Cash paid for interest	(17.1)	(10.7)	(36.3)	(39.9)
Employee loans for new hires and producers	(5.5)	(5.2)	(17.4)	(72.7)
2021 Equity Event (1)	-	-	(484.4)	-
Other working capital	(2.6)	31.2	(34.2)	33.8
Corporate Tax payments	(61.2)	(10.8)	(99.4)	(80.3)
Net cash (used in) provided by operations excluding activities from loan originations and sales	**$ 138.9**	**$ 112.4**	**$ (74.2)**	**$ 93.8**

(1) Reflects $484.4 million of cash used with respect to the 2021 Equity Event. Of this amount, $203.4 million related to the 16.3 million reduction in fully diluted shares, and $280.9 million related to amounts paid on behalf of, or to partners for withholding taxes related to unit exchanges and/or redemptions, cash paid for redemption of HDUs, and other items. But for these uses of cash, net cash provided by operating activities excluding loan originations and sales would have been $410.2 million in the year ended December 31, 2021.

Liquidity Analysis Table

(IN MILLIONS) (UNAUDITED)

	December 31, 2021	December 31, 2020
Cash and cash equivalents	$ 180,131	$ 191,448
Marketable securities	524,569	33,283
Repurchase agreements and securities loaned	(140,007)	(33,278)
Total [(1)]	**$ 564,693**	**$ 191,453**

(1) Undrawn availability on the Credit Facility was $465.0 million and $325.0 million as of December 31, 2021 and December 31, 2020, respectively.

Other Income

($ IN MILLIONS)

	4Q21	4Q20	Change	FY21	FY20	Change
Nasdaq-related items	$46.1	($1.4)	3392.9%	$1,203.1	$111.3	981.0%
Mark-to-market (losses) gains on non-marketable investments, net	(0.9)	(57.3)	98.4%	1.6	(84.2)	101.9%
Other items, net	-	0.3	(100.0)%	27.8	(11.6)	(339.7)%
Other income (loss), net under GAAP	**45.2**	**(58.4)**	**(177.4)%**	**1,232.5**	**15.4**	**7903.2%**
Exclude:						
Nasdaq-related items	(44.7)	1.6	(2893.8)%	(1,200.2)	(111.0)	(981.3)%
Mark-to-market (losses) gains on non-marketable investments, net	0.9	57.3	(98.4)%	(1.6)	84.2	(101.9)%
Other items, net	-	-	N/A	(27.8)	0.9	(3188.9)%
Other income (loss), net for pre-tax Adjusted Earnings and Adjusted EBITDA	**1.4**	**0.4**	**250.0%**	**2.9**	**(10.5)**	**127.6%**

Newmark's fourth quarter of 2021 other income, net under GAAP included realized and unrealized gains related to the appreciation of Nasdaq shares.

Fully Diluted Weighted-Average Share Count for GAAP And Adjusted Earnings

(IN THOUSANDS) (UNAUDITED)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2021	2020	2021	2020
Common stock outstanding	192,742	180,830	190,179	179,106
Limited partnership units	25,795	-	-	-
Cantor units	24,274	-	-	-
Founding partner units	3,809	-	-	-
RSUs	5,965	-	4,309	355
Newmark exchange shares	1,733	-	1,324	229
Fully diluted weighted-average share count for GAAP	**254,318**	**180,830**	**195,812**	**179,690**
Adjusted Earnings Adjustments:				
Common stock outstanding	-	-	-	-
Limited partnership units	-	54,550	40,085	57,112
Cantor units	-	22,736	23,841	22,789
Founding partner units	-	5,099	4,215	5,260
RSUs	-	1,428	-	-
Newmark exchange shares	-	225	-	-
Fully diluted weighted-average share count for Adjusted Earnings	**254,318**	**264,868**	**263,953**	**264,850**

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