

Virtus Investment Partners Announces Financial Results for First Quarter 2023

- Earnings Per Share Diluted of \$5.21; Earnings Per Share Diluted, as Adjusted, of \$4.20
- Total Sales of \$6.2B; Net Flows of (\$1.9B); Assets Under Management of \$154.8B

Hartford, CT, April 28, 2023 - <u>Virtus Investment Partners, Inc.</u> (NASDAQ: VRTS) today reported financial results for the three months ended March 31, 2023.

Financial Highlights (Unaudited)

(in millions, except per share data or as noted)

		Three Moi	nths	Ended			Three Months Ended	
	3/31/2023 3/31/2022		/31/2022	Change	12	2/31/2022	Change	
U.S. GAAP Financial Measures								
Revenues	\$	197.9	\$	252.4	(22%)	\$	198.4	%
Operating expenses	\$	169.3	\$	186.9	(9%)	\$	167.2	1%
Operating income (loss)	\$	28.6	\$	65.6	(56%)	\$	31.2	(8%)
Operating margin		14.4 %		26.0 %			15.7 %	
Net income (loss) attributable to Virtus Investment Partners, Inc.	\$	38.6	\$	33.1	17%	\$	35.4	9%
Earnings (loss) per share - diluted	\$	5.21	\$	4.22	23%	\$	4.77	9%
Weighted average shares outstanding - diluted		7.410		7.839	(5%)		7.419	<u> </u> %
Non-GAAP Financial Measures (1)								
Revenues, as adjusted	\$	176.9	\$	221.9	(20%)	\$	176.3	%
Operating expenses, as adjusted	\$	129.5	\$	131.9	(2%)	\$	120.2	8%
Operating income (loss), as adjusted	\$	47.4	\$	90.1	(47%)	\$	56.1	(16%)
Operating margin, as adjusted		26.8 %		40.6 %			31.8 %	
Net income (loss) attributable to Virtus Investment Partners, Inc., as adjusted	\$	31.1	\$	61.7	(50%)	\$	38.3	(19%)
Earnings (loss) per share - diluted, as adjusted	\$	4.20	\$	7.87	(47%)	\$	5.17	(19%)
Weighted average shares outstanding - diluted, as adjusted		7.410		7.839	(5%)		7.419	%

⁽¹⁾ See the information beginning on page 10 for reconciliations to the most directly comparable U.S. GAAP measures and other important disclosures

Earnings Summary

The company presents U.S. GAAP and non-GAAP earnings information in this release. Management believes that the non-GAAP financial measures presented reflect the company's operating results from providing investment management and related services to individuals and institutions and uses these measures to evaluate financial performance. Non-GAAP financial measures have material limitations and should not be viewed in isolation or as a substitute for U.S. GAAP measures. Reconciliations of the non-GAAP financial measures to the most comparable U.S. GAAP measures can be found beginning on page 10 of this earnings release.

Virtus Investment Partners, Inc. 2.

Assets Under Management and Asset Flows

(in billions)

		Three Moi	nths E	Ended		Three Months Ended		
	3/3	1/2023	3/	31/2022	Change	12	/31/2022	Change
Ending total assets under management	\$	154.8	\$	183.3	(16%)	\$	149.4	4%
Average total assets under management	\$	152.4	\$	190.1	(20%)	\$	148.6	3%
Total sales	\$	6.2	\$	9.4	(34%)	\$	7.3	(14%)
Net flows	\$	(1.9)	\$	(2.0)	(5%)	\$	(3.4)	(44%)

N/M - Not Meaningful

Total assets under management of \$154.8 billion at March 31, 2023 increased from \$149.4 billion at December 31, 2022 due to market performance and retail separate account net inflows partially offset by net outflows in other products. In addition, other fee-earning assets of \$2.6 billion increased from \$2.5 billion at December 31, 2022.

Total sales of \$6.2 billion compared with \$7.3 billion in the fourth quarter, as higher retail separate account sales were more than offset by lower institutional sales due to a large funding in the prior quarter. Open-end fund sales of \$3.0 billion were essentially unchanged, as higher sales of equity strategies were offset by lower fixed income and alternative sales. Retail separate account sales of \$1.4 billion increased 12% primarily due to small/mid cap equity strategies. Institutional sales of \$1.9 billion compared with \$3.0 billion in the prior quarter, which included a large funding and the issuance of a collateralized loan obligation (CLO).

Net flows of (\$1.9) billion improved from (\$3.4) billion in the prior quarter due to a lower level of redemptions in all products. Open-end fund net flows of (\$1.8) billion improved from (\$3.8) billion due to lower redemptions across all asset classes and included net inflows in small/mid cap, emerging markets, and large cap equity strategies. Retail separate account net flows of \$0.1 billion compared with (\$0.4) billion in the prior quarter due to higher sales and lower redemptions, with continued net inflows in the private client channel. Institutional net flows of (\$0.2) billion compared with \$0.8 billion in the prior quarter due to lower sales, which included the large funding and CLO issuance in the fourth quarter.

Virtus Investment Partners, Inc. 3.

GAAP Results

Operating income of \$28.6 million declined from \$31.2 million in the prior quarter due to a 1% increase in total operating expenses with revenues essentially unchanged. The increase in operating expenses included \$11.4 million of seasonal employment items partially offset by lower fair value adjustments to contingent consideration, operating expenses of consolidated investment products, other operating expenses, and variable incentive compensation.

Net income attributable to Virtus Investment Partners, Inc. of \$5.21 per diluted common share included \$0.93 of fair value adjustments to affiliate noncontrolling interests and \$0.64 of net realized and unrealized gains on investments. Net income per diluted share of \$4.77 in the prior quarter included \$1.53 of fair value adjustments to affiliate noncontrolling interests, \$0.78 of net realized and unrealized gains on investments, (\$1.03) of CLO issuance expenses, (\$0.50) of fair value adjustments to contingent consideration, and (\$0.41) of discrete tax adjustments. The fair value adjustments to affiliate noncontrolling interests and contingent consideration reflected current estimated value and expectations of future payments.

The effective tax rate of 20% decreased from 34% in the prior quarter, primarily reflecting changes in valuation allowances related to marketable securities and other discrete tax adjustments.

Non-GAAP Results

Revenues, as adjusted, of \$176.9 million increased modestly from \$176.3 million in the prior quarter, as higher average assets and fee rate were partially offset by two fewer days in the quarter.

Employment expenses, as adjusted, of \$98.6 million increased from \$88.3 million due to \$11.4 million of seasonal items, primarily payroll taxes and benefits related to the timing of annual incentive payments, partially offset by lower variable incentive compensation. Other operating expenses, as adjusted, of \$29.8 million declined from \$30.8 million in the prior quarter largely due to lower professional fees and seasonally lower travel and related activity. Operating income, as adjusted, of \$47.4 million and the related margin of 26.8% declined from \$56.1 million and 31.8%, respectively, due to the seasonal employment expenses, partially offset by lower other operating expenses and lower variable incentive compensation.

Net income attributable to Virtus Investment Partners, Inc., as adjusted, per diluted common share was \$4.20, a decrease of \$0.97, or 19%, from \$5.17 in the prior quarter. The decline primarily reflected the seasonal items.

The effective tax rate, as adjusted, of 28% compared with 27% in the prior quarter.

Virtus Investment Partners, Inc. 4.

Select Balance Sheet Items (Unaudited)

(in millions)

	As of					As of			
	3/3	31/2023	3/31/2022		Change	12/31/2022		Change	
Cash and cash equivalents	\$	213.4	\$	225.2	(5%)	\$	338.2	(37%)	
Gross debt (1)	\$	260.9	\$	273.6	(5%)	\$	261.6	%	
Contingent consideration (2)	\$	101.2	\$	130.7	(23%)	\$	128.4	(21%)	
Redeemable noncontrolling interests (3)	\$	88.2	\$	129.3	(32%)	\$	95.5	(8%)	
Total equity exc. noncontrolling interests	\$	837.9	\$	816.5	3%	\$	817.0	3%	
Working capital (4)	\$	184.4	\$	196.1	(6%)	\$	180.6	2%	
Net debt (cash) (5)	\$	47.5	\$	48.4	(2%)	\$	(76.7)	N/M	

⁽¹⁾ Excludes deferred financing costs of \$6.3 million, \$7.7 million, and \$6.5 million, as of March 31, 2023, March 31, 2022, and December 31, 2022, respectively

Working capital of \$184.4 million at March 31, 2023 increased modestly from \$180.6 million at December 31, 2022.

During the quarter, the company net settled 70,716 shares of common stock for \$12.2 million to satisfy employee tax obligations.

Acquisition of AlphaSimplex

As previously disclosed, on April 1, 2023 the company completed its acquisition of AlphaSimplex, a leading manager of quantitative alternative investment solutions. Consideration of \$130.0 million was financed with existing balance sheet resources including \$50.0 million drawn from the company's revolving credit facility.

⁽²⁾ Represents estimates of revenue participation and contingent payments

⁽³⁾ Excludes redeemable noncontrolling interests of consolidated investment products of \$18.4 million, \$9.4 million, and \$18.3 million as of March 31, 2023, March 31, 2022, and December 31, 2022, respectively

⁽⁴⁾ Defined as cash and cash equivalents plus accounts receivable, net, less accrued compensation and benefits, accounts payable and accrued liabilities, dividends payable, debt principal payments due over next 12 months and revenue participation amounts earned as of the balance sheet date and due within 12 months

⁽⁵⁾ Defined as gross debt less cash and cash equivalents

N/M - Not Meaningful

Virtus Investment Partners, Inc. 5.

Conference Call and Investor Presentation

Management will host an investor <u>conference call</u> and <u>webcast</u> on Friday, April 28, 2023, at 10 a.m. Eastern to discuss these financial results and related matters. The <u>presentation</u> that will accompany the conference call is available in the <u>Investor Relations</u> section of <u>virtus.com</u>. A <u>replay</u> of the call will be available in the Investor Relations section for at least one year.

About Virtus Investment Partners, Inc.

<u>Virtus Investment Partners</u> (NASDAQ: VRTS) is a distinctive partnership of boutique investment managers singularly committed to the long-term success of individual and institutional investors. We provide investment management products and services from our <u>affiliated managers</u>, each with a distinct investment style and autonomous investment process, as well as select subadvisers. Investment solutions are available across multiple disciplines and product types to meet a wide array of investor needs. Additional information about our firm, investment partners, and strategies is available at <u>virtus.com</u>.

Investor Relations Contact

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U.S. GAAP Condensed Consolidated Statements of Operations (Unaudited)

(in thousands, except per share data)

		hree Moi	nths	Ended			Three Months Ended	
	3,	/31/2023	3	3/31/2022	Change	12	2/31/2022	Change
Revenues								
Investment management fees	\$	164,478	\$	206,817	(20%)	\$	163,648	1%
Distribution and service fees		14,153		20,007	(29%)		14,606	(3%)
Administration and shareholder service fees		18,359		24,344	(25%)		18,973	(3%)
Other income and fees		884		1,272	(31%)		1,144	(23%)
Total revenues		197,874		252,440	(22%)		198,371	%
Operating Expenses								
Employment expenses		98,614		105,993	(7%)		87,676	12%
Distribution and other asset-based expenses		23,715		32,846	(28%)		24,365	(3%)
Other operating expenses		30,730		31,712	(3%)		31,811	(3%)
Operating expenses of consolidated investment products		700		740	(5%)		2,481	(72%)
Change in fair value of contingent consideration		_		_	N/M		5,120	(100%)
Depreciation expense		1,145		935	22%		1,088	5%
Amortization expense		14,391		14,662	(2%)		14,609	(1%)
Total operating expenses		169,295		186,888	(9%)		167,150	1%
Operating Income (Loss)		28,579		65,552	(56%)		31,221	(8%)
Other Income (Expense)								
Realized and unrealized gain (loss) on investments, net		2,670		(2,982)	N/M		3,529	(24%)
Realized and unrealized gain (loss) of consolidated investment products, net		2,596		(13,344)	N/M		4,147	(37%)
Other income (expense), net		(343)		287	N/M		(352)	(3%)
Total other income (expense), net		4,923		(16,039)	N/M		7,324	(33%)
Interest Income (Expense)								
Interest expense		(5,005)		(2,279)	120%		(4,512)	11%
Interest and dividend income		3,238		328	N/M		2,578	26%
Interest and dividend income of investments of consolidated investment products		46,814		20,380	130%		35,889	30%
Interest expense of consolidated investment products		(35,203)		(12,088)	191%		(33,374)	5%
Total interest income (expense), net		9,844		6,341	55%		581	N/M
Income (Loss) Before Income Taxes		43,346		55,854	(22%)		39,126	11%
Income tax expense (benefit)		8,703		16,735	(48%)		13,291	(35%)
Net Income (Loss)		34,643		39,119	(11%)		25,835	34%
Noncontrolling interests		3,981		(6,060)	N/M		9,565	(58%)
Net Income (Loss) Attributable to Virtus Investment Partners, Inc.	\$	38,624	\$	33,059	17%	\$	35,400	9%
Earnings (Loss) Per Share - Basic	\$	5.33	\$	4.38	22%	\$	4.87	9%
Earnings (Loss) Per Share - Diluted	\$	5.21	\$	4.22	23%	\$	4.77	9%
Cash Dividends Declared Per Common Share	\$	1.65	\$	1.50	10%	\$	1.65	%
Weighted Average Shares Outstanding - Basic		7,245		7,546	(4%)		7,262	%
Weighted Average Shares Outstanding - Diluted		7,410		7,839	(5%)		7,419	_%

N/M - Not Meaningful

Assets Under Management - Product and Asset Class

(in millions)

	Three Months Ended									
	3.	/31/2022	0	6/30/2022	9	9/30/2022		12/31/2022		/31/2023
By Product (period end):										
Open-End Funds (1)	\$	73,149	\$	59,479	\$	54,454	\$	53,000	\$	53,865
Closed-End Funds		12,060		10,645		10,146		10,361		10,358
Retail Separate Accounts		40,824		35,248		33,381		35,352		37,397
Institutional Accounts (2)		57,309		50,048		46,993		50,663		53,229
Total	\$	183,342	\$	155,420	\$	144,974	\$	149,376	\$	154,849
By Product (average) (3)										
Open-End Funds (1)	\$	75,537	\$	65,592	\$	60,185	\$	54,870	\$	54,141
Closed-End Funds		11,762		11,405		10,971		10,389		10,424
Retail Separate Accounts		44,538		40,824		35,248		33,381		35,352
Institutional Accounts (2)		58,269		53,560		50,668		49,981		52,444
Total	\$	190,106	\$	171,381	\$	157,072	\$	148,621	\$	152,361
By Asset Class (period end):										
Equity	\$	102,989	\$	84,754	\$	78,034	\$	81,894	\$	87,511
Fixed Income		45,418		39,322		36,910		36,903		36,596
Multi-Asset (4)		23,415		20,261		19,364		19,937		20,597
Alternatives (5)		11,520		11,083		10,666		10,642		10,145
Total	\$	183,342	\$	155,420	\$	144,974	\$	149,376	\$	154,849

Assets Under Management - Average Management Fees Earned (6)

(in basis points)

Three Months Ended 6/30/2022 3/31/2022 9/30/2022 12/31/2022 3/31/2023 By Product: 47.6 Open-End Funds (1) 46.5 46.2 46.8 47.2 58.4 56.9 57.1 Closed-End Funds 57.0 57.1 44.2 Retail Separate Accounts 43.6 42.9 42.2 42.6 31.8 Institutional Accounts (2)(7) 31.5 30.6 31.3 32.0 All Products (7) 41.9 41.2 41.5 41.7 42.0

- (1) Represents assets under management of U.S. retail funds, global funds, exchange traded funds, and variable insurance funds
- (2) Represents assets under management of institutional separate and commingled accounts including structured products
- (3) Averages are calculated as follows:
 - Funds average daily or weekly balances
 - Retail Separate Accounts prior-quarter ending balance
 - Institutional Accounts average of month-end balances in quarter
- (4) Consists of strategies and client accounts with substantial holdings in at least two of the following asset classes: equity, fixed income, and alternatives
- (5) Consists of event-driven, real estate securities, infrastructure, long/short, and other strategies
- (6) Represents investment management fees, as adjusted, divided by average assets. Investment management fees, as adjusted, exclude the impact of consolidated investment products and are net of revenue-related adjustments. Revenue-related adjustments are based on specific agreements and reflect the portion of investment management fees passed through to third-party client intermediaries for services to investors in sponsored investment products
- (7) Includes performance-related fees, in basis points, earned during the three months ended as follows:

	3/31/2022	6/30/2022	9/30/2022	12/31/2022	3/31/2023
Institutional Accounts	0.5	0.3	0.2	0.4	0.2
All Products	0.1	0.1	0.1	0.1	0.1

Assets Under Management - Asset Flows by Product

(in millions)

	Three Months Ended									
	3/3	31/2022	6/	30/2022	9/	30/2022	12	2/31/2022	3/	31/2023
Open-End Funds (1)										
Beginning balance	\$	78,706	\$	73,149	\$	59,479	\$	54,454	\$	53,000
Inflows		4,956		3,120		2,880		3,029		3,011
Outflows		(8,378)		(7,643)		(5,689)		(6,839)		(4,792)
Net flows		(3,422)		(4,523)		(2,809)		(3,810)		(1,781)
Market performance		(6,907)		(9,000)		(2,012)		2,806		2,771
Other (2)		4,772		(147)		(204)		(450)		(125)
Ending balance	\$	73,149	\$	59,479	\$	54,454	\$	53,000	\$	53,865
Closed-End Funds										
Beginning balance	\$	12,068	\$	12,060	\$	10,645	\$	10,146	\$	10,361
Inflows		8		24		157		2		4
Outflows										_
Net flows		8		24		157		2		4
Market performance		(196)		(1,250)		(531)		631		205
Other (2)		180		(189)		(125)		(418)		(212)
Ending balance	\$	12,060	\$	10,645	\$	10,146	\$	10,361	\$	10,358
Retail Separate Accounts										
Beginning balance	\$	44,538	\$	40,824	\$	35,248	\$	33,381	\$	35,352
Inflows		2,022		1,288		1,179		1,221		1,367
Outflows		(1,394)		(1,977)		(1,418)		(1,651)		(1,288)
Net flows		628		(689)		(239)		(430)		79
Market performance		(4,342)		(4,887)		(1,628)		2,401		1,966
Ending balance	\$	40,824	\$	35,248	\$	33,381	\$	35,352	\$	37,397
Institutional Accounts (3)			Φ.			7 0.040		46000	Φ.	7 0.66 2
Beginning balance	\$	51,874	\$	57,309	\$	50,048	\$	46,993	\$	50,663
Inflows		2,449		3,452		1,507		2,999		1,852
Outflows		(1,623)		(3,032)		(1,930)		(2,162)		(2,047)
Net flows		826		420		(423)		837		(195)
Market performance		(5,012)		(7,657)		(2,475)		2,976		2,906
Other (2)	Φ.	9,621	_	(24)	_	(157)	_	(143)	_	(145)
Ending balance	<u>\$</u>	57,309	\$	50,048	\$	46,993	\$	50,663	\$	53,229
Tatal										
Total	ф 1	107 107	ф	102 242	φ	155 400	φ	144074	ф	140.276
Beginning balance	\$	187,186	Þ	183,342	Þ	155,420	Þ	144,974	7	149,376
Inflows		9,435		7,884		5,723		7,251		6,234
Outflows		(11,395)		(12,652)		(9,037)		(10,652)		(8,127)
Net flows		(1,960)		(4,768)		(3,314)		(3,401)		(1,893)
Market performance		(16,457)		(22,794)		(6,646)		8,814		7,848
Other (2)	6 1	14,573	Φ.	(360)	Φ	(486)	Φ	(1,011)	Ф	(482)
Ending balance	\$ 1	183,342	\$	155,420	\$	144,974	\$	149,376	\$	154,849

⁽¹⁾ Represents assets under management of U.S. retail funds, global funds, exchange traded funds, and variable insurance funds

⁽²⁾ Represents open-end and closed-end fund distributions net of reinvestments, the net change in assets from cash management strategies, and the impact of non-sales related activities such as asset acquisitions/(dispositions), seed capital investments/(withdrawals), current income or capital returned by structured products and the use of leverage

⁽³⁾ Represents assets under management of institutional separate and commingled accounts including structured products

Non-GAAP Information and Reconciliations

(in thousands except per share data)

The non-GAAP financial measures included in this release differ from financial measures determined in accordance with U.S. GAAP as a result of the reclassification of certain income statement items, as well as the exclusion of certain expenses and other items that are not reflective of the earnings generated from providing investment management and related services. Non-GAAP financial measures have material limitations and should not be viewed in isolation or as a substitute for U.S. GAAP measures.

The following are reconciliations and related notes of the most comparable U.S. GAAP measure to each non-GAAP measure:

	Three Months Ended										
Revenues	3	3/31/2023	3/31/2022		1	2/31/2022					
Total revenues, GAAP	\$	197,874	\$	252,440	\$	198,371					
Consolidated investment products revenues (1)		2,750		2,354		2,264					
Investment management fees (2)		(9,561)		(12,838)		(9,758)					
Distribution and service fees (2)		(14,154)		(20,008)		(14,607)					
Total revenues, as adjusted	\$	176,909	\$	221,948	\$	176,270					
Operating Expenses											
Total operating expenses, GAAP	\$	169,295	\$	186,888	\$	167,150					
Consolidated investment products expenses (1)		(700)		(740)		(2,481)					
Distribution and other asset-based expenses (3)		(23,715)		(32,846)		(24,365)					
Amortization of intangible assets (4)		(14,391)		(14,662)		(14,609)					
Deferred compensation and related investments (5)		(572)		_		_					
Acquisition and integration expenses (6)		(965)		(6,667)		(6,175)					
Other (7)		592		(122)		637					
Total operating expenses, as adjusted	\$	129,544	\$	131,851	\$	120,157					
Operating Income (Loss)											
Operating income (loss), GAAP	\$	28,579	\$	65,552	\$	31,221					
Consolidated investment products (earnings) losses (1)		3,450		3,094		4,745					
Amortization of intangible assets (4)		14,391		14,662		14,609					
Deferred compensation and related investments (5)		572		_		_					
Acquisition and integration expenses (6)		965		6,667		6,175					
Other (7)		(592)		122		(637)					
Operating income (loss), as adjusted	\$	47,365	\$	90,097	\$	56,113					
Operating margin, GAAP		14.4 %		26.0 %		15.7 %					
Operating margin, as adjusted		26.8 %		40.6 %		31.8 %					

	Three Months Ended								
Income (Loss) Before Taxes	3	/31/2023	3	/31/2022	12	2/31/2022			
Income (loss) before taxes, GAAP	\$	43,346	\$	55,854	\$	39,126			
Consolidated investment products (earnings) losses (1)		(1,412)		806		(441)			
Amortization of intangible assets (4)		14,391		14,662		14,609			
Deferred compensation and related investments (5)		(344)		_		_			
Acquisition and integration expenses (6)		965		6,667		6,175			
Other (7)		(592)		122		(637)			
Seed capital and CLO investments (gains) losses (8)		(10,140)		10,735		(3,322)			
Income (loss) before taxes, as adjusted	\$	46,214	\$	88,846	\$	55,510			
Income Tax Expense (Benefit)									
Income tax expense (benefit), GAAP	\$	8,703	\$	16,735	\$	13,291			
Tax impact of:									
Amortization of intangible assets (4)		4,025		3,974		3,988			
Deferred compensation and related investments (5)		(96)		_		_			
Acquisition and integration expenses (6)		270		1,807		1,686			
Other (7)		1,745		2,603		(3,766)			
Seed capital and CLO investments (gains) losses (8)		(1,722)		(1,041)		(46)			
Income tax expense (benefit), as adjusted	\$	12,925	\$	24,078	\$	15,153			
					-				
Effective tax rate, GAAP ^A		20.1 %		30.0 %		34.0 %			
Effective tax rate, as adjusted ^B		28.0 %		27.1 %		27.3 %			

^A Reflects income tax expense (benefit), GAAP, divided by income (loss) before taxes, GAAP

Net Income (Loss) Attributable to Virtus Investment Partners, Inc.

Net income (loss) attributable to Virtus Investment Partners, Inc., GAAP	\$ 38,624	\$ 33,059	\$ 35,400
Amortization of intangible assets, net of tax (4)	9,687	9,952	9,942
Deferred compensation and related investments (5)	(248)	_	_
Acquisition and integration expenses, net of tax (6)	695	4,860	4,489
Other, net of tax (7)	(9,236)	2,007	(8,216)
Seed capital and CLO investments (gains) losses, net of tax (8)	(8,418)	11,776	(3,276)
Net income (loss) attributable to Virtus Investment Partners, Inc., as adjusted	\$ 31,104	\$ 61,654	\$ 38,339
Weighted average shares outstanding - diluted	7,410	 7,839	 7,419
Earnings (loss) per share - diluted, GAAP	\$ 5.21	\$ 4.22	\$ 4.77
Earnings (loss) per share - diluted, as adjusted	\$ 4.20	\$ 7.87	\$ 5.17

^B Reflects income tax expense (benefit), as adjusted, divided by income (loss) before taxes, as adjusted

	Three Months Ended							
Administration and Shareholder Services Fees	3,	/31/2023	3	/31/2022	12	2/31/2022		
Administration and shareholder service fees, GAAP	\$	18,359	\$	24,344	\$	18,973		
Consolidated investment products fees (1)		30		43		32		
Administration and shareholder service fees, as adjusted	\$	18,389	\$	24,387	\$	19,005		
Employment Expenses								
Employment expenses, GAAP	\$	98,614	\$	105,993	\$	87,676		
Deferred compensation and related investments (5)		(572)		_		_		
Acquisition and integration expenses (6)		_		(4,282)		_		
Other (7)		592		(122)		637		
Employment expenses, as adjusted	\$	98,634	\$	101,589	\$	88,313		
Other Operating Expenses								
Other operating expenses, GAAP	\$	30,730	\$	31,712	\$	31,811		
Acquisition and integration expenses (6)		(965)		(2,385)		(1,055)		
Other operating expenses, as adjusted	\$	29,765	\$	29,327	\$	30,756		
Total Other Income (Expense), Net								
Total other income (expense), net GAAP	\$	4,923	\$	(16,039)	\$	7,324		
Consolidated investment products (1)		5,721		5,136		(3,782)		
Deferred compensation and related investments (5)		(907)		_		_		
Seed capital and CLO investments (gains) losses (8)		(10,140)		10,735		(3,322)		
Total other income (expense), net as adjusted	\$	(403)	\$	(168)	\$	220		
Interest and Dividend Income								
Interest and dividend income, GAAP	\$	3,238	\$	328	\$	2,578		
Consolidated investment products (1)		1,028		868		1,111		
Deferred compensation and related investments (5)		(9)		_		_		
Interest and dividend income, as adjusted	\$	4,257	\$	1,196	\$	3,689		
Total Noncontrolling Interests								
Total noncontrolling interests, GAAP	\$	3,981	\$	(6,060)	\$	9,565		
Consolidated investment products (1)		1,412		(806)		441		
Amortization of intangible assets (4)		(679)		(736)		(679)		
Other (7)		(6,899)		4,488		(11,345)		
Total noncontrolling interests, as adjusted	\$	(2,185)	\$	(3,114)	\$	(2,018)		

Notes to Reconciliations:

Reclassifications:

1. <u>Consolidated investment products</u> - Revenues and expenses generated by operating activities of mutual funds and CLOs that are consolidated in the financial statements. Management believes that excluding these operating activities to reflect net revenues and expenses of the company prior to the consolidation of these products is consistent with the approach of reflecting its operating results from managing third-party client assets.

Other Adjustments:

Revenue Related

2. <u>Investment management/Distribution and service fees</u> - Each of these revenue line items is reduced to exclude fees passed through to third-party client intermediaries who own the retail client relationship and are responsible for distributing company sponsored investment products and servicing the client. The amount of fees fluctuates each period, based on a predetermined percentage of the value of assets under management, and varies based on the type of investment product. The specific adjustments are as follows:

<u>Investment management fees</u> - Based on specific agreements, the portion of investment management fees passed-through to third-party intermediaries for services to investors in sponsored investment products.

<u>Distribution and service fees</u> - Based on distinct arrangements, fees collected by the company then passed-through to third-party client intermediaries for services to investors in sponsored investment products. The adjustment represents all of the company's distribution and service fees that are recorded as a separate line item on the condensed consolidated statements of operations.

Management believes that making these adjustments aids in comparing the company's operating results with other asset management firms that do not utilize third-party client intermediaries.

Expense Related

- 3. <u>Distribution and other asset-based expenses</u> Primarily payments to third-party client intermediaries for providing services to investors in sponsored investment products. Management believes that making this adjustment aids in comparing the company's operating results with other asset management firms that do not utilize third-party client intermediaries.
- 4. <u>Amortization of intangible assets</u> Non-cash amortization expense or impairment expense, if any, attributable to acquisition-related intangible assets, including any portion that is allocated to noncontrolling interests. Management believes that making this adjustment aids in comparing the company's operating results with other asset management firms that have not engaged in acquisitions.
- 5. <u>Deferred compensation and related investments</u> Compensation expense, gains and losses (realized and unrealized), and interest and dividend income related to market performance of deferred compensation and related balance sheet investments. Market performance of deferred compensation plans and related investments can vary significantly from period to period. Management believes that making this adjustment aids in comparing the Company's operating results with prior periods.

6. <u>Acquisition and integration expenses</u> - Expenses that are directly related to acquisition and integration activities. Acquisition expenses include transaction closing costs, change in fair value of contingent consideration, certain professional fees, and financing fees. Integration expenses include costs incurred that are directly attributable to combining businesses, including compensation, restructuring and severance charges, professional fees, consulting fees, and other expenses. Management believes that making these adjustments aids in comparing the company's operating results with other asset management firms that have not engaged in acquisitions.

Components of Acquisition and Integration Expenses for the respective periods are shown below:

		led				
Acquisition and Integration Expenses	3/31/2023 3/31/2022					31/2022
Employment expenses	\$	_	\$	4,282	\$	_
Other operating expenses		965		2,385		1,055
Change in fair value of contingent consideration		_		_		5,120
Total Acquisition and Integration Expenses	\$	965	\$	6,667	\$	6,175

7. Other - Certain expenses that are not reflective of the ongoing earnings generation of the business. Employment expenses and noncontrolling interests are adjusted for fair value measurements of affiliate minority interests. Other operating expenses are adjusted for non-capitalized debt issuance costs. Interest expense is adjusted to remove gains on early extinguishment of debt and the write-off of previously capitalized costs associated with the modification of debt. Income tax expense (benefit) items are adjusted for uncertain tax positions, changes in tax law, valuation allowances, and other unusual or infrequent items not related to current operating results to reflect a normalized effective rate. Management believes that making these adjustments aids in comparing the company's operating results with prior periods.

Components of Other for the respective periods are shown below:

		Three Months Ended				
Other	3/31/2023		3/31/2022		12/31/2022	
Employment expense fair value adjustments	\$	(592)	\$	122	\$	(637)
Tax impact of adjustments		166		(33)		174
Other discrete tax adjustments		(1,911)		(2,570)		3,592
Affiliate minority interest fair value adjustments		(6,899)		4,488		(11,345)
Total Other	\$	(9,236)	\$	2,007	\$	(8,216)

Seed Capital and CLO Related

8. <u>Seed capital and CLO investments (gains) losses</u> - Gains and losses (realized and unrealized) of seed capital and CLO investments. Gains and losses (realized and unrealized) generated by investments in seed capital and CLO investments can vary significantly from period to period and do not reflect the company's operating results from providing investment management and related services.

Management believes that making this adjustment aids in comparing the company's operating results with prior periods and with other asset management firms that do not have meaningful seed capital and CLO investments.

Virtus Investment Partners, Inc. 15.

Definitions:

Revenues, as adjusted, comprise the fee revenues paid by clients for investment management and related services. Revenues, as adjusted, for purposes of calculating net income attributable to Virtus Investment Partners, Inc., as adjusted, differ from U.S. GAAP, namely in excluding the impact of operating activities of consolidated investment products and reduced to exclude fees passed through to third-party client intermediaries who own the retail client relationship and are responsible for distributing the product and servicing the client.

Operating expenses, as adjusted, is calculated to reflect expenses from ongoing continuing operations. Operating expenses, as adjusted, for purposes of calculating net income attributable to Virtus Investment Partners, Inc., as adjusted, differ from U.S. GAAP expenses in that they exclude amortization or impairment, if any, of intangible assets, restructuring and severance, the effect of consolidated investment products, acquisition and integration-related expenses and certain other expenses that do not reflect the ongoing earnings generation of the business.

Operating margin, as adjusted, is a metric used to evaluate efficiency represented by operating income, as adjusted, divided by revenues, as adjusted.

Earnings (loss) per share, as adjusted, represent net income (loss) attributable to Virtus Investment Partners, Inc., as adjusted, divided by weighted average shares outstanding, as adjusted, on either a basic or diluted basis.

Forward-Looking Information

This press release contains statements that are, or may be considered to be, forward-looking statements. All statements that are not historical facts, including statements about our beliefs or expectations, are "forward-looking statements" within the meaning of The Private Securities Litigation Reform Act of 1995, as amended. These statements may be identified by such forward-looking terminology as "expect," "estimate," "intent," "plan," "intend," "believe," "anticipate," "may," "will," "should," "could," "continue," "project," "opportunity," "predict," "would," "potential," "future," "forecast," "guarantee," "assume," "likely," "target" or similar statements or variations of such terms.

Our forward-looking statements are based on a series of expectations, assumptions and projections about the company and the markets in which we operate, are not guarantees of future results or performance, and involve substantial risks and uncertainty including assumptions and projections concerning our assets under management, net asset inflows and outflows, operating cash flows, business plans, and ability to borrow, for all future periods. All forward-looking statements are as of the date of this release only. The company can give no assurance that such expectations or forward-looking statements will prove to be correct. Actual results may differ materially.

Our business and our forward- looking statements involve substantial known and unknown risks and uncertainties, including those discussed under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2022 Annual Report on Form 10-K, as supplemented by our periodic filings with the Securities and Exchange Commission (the "SEC"), as well as the following risks and uncertainties resulting from: (i) any reduction in our assets under management; (ii) inability to achieve expected benefits of strategic transactions; (iii) withdrawal, renegotiation or termination of investment advisory agreements; (iv) damage to our reputation; (v) inability to satisfy financial debt covenants and required payments; (vi) inability to attract and retain key personnel; (vii) challenges from competition; (viii) adverse developments related to unaffiliated subadvisers; (ix) negative changes in key distribution relationships; (x) interruptions, breaches, or failures of technology systems; (xi) loss on our investments; (xii) lack of sufficient capital on satisfactory terms; (xiii) adverse regulatory and legal developments; (xiv) failure to comply with investment guidelines or other contractual requirements; (xv) adverse civil litigation, government investigations, or proceedings; (xvi) unfavorable changes in tax laws or limitations; (xviii) inability to make common stock dividend payments; (xviii)

Virtus Investment Partners, Inc. 16.

impediments from certain corporate governance provisions; (xix) losses or costs not covered by insurance; (xx) impairment of goodwill or other intangible assets; and other risks and uncertainties. Any occurrence of, or any material adverse change in, one or more risk factors or risks and uncertainties referred to above, in our 2022 Annual Report on Form 10-K and our other periodic reports filed with the SEC could materially and adversely affect our operations, financial results, cash flows, prospects and liquidity.

Certain other factors that may impact our continuing operations, prospects, financial results and liquidity, or that may cause actual results to differ from such forward-looking statements, are discussed or included in the company's periodic reports filed with the SEC and are available on our website at virtus.com under "Investor Relations." You are urged to carefully consider all such factors.

The company does not undertake or plan to update or revise any such forward-looking statements to reflect actual results, changes in plans, assumptions, estimates or projections, or other circumstances occurring after the date of this release, even if such results, changes or circumstances make it clear that any forward-looking information will not be realized. If there are any future public statements or disclosures by us that modify or affect any of the forward-looking statements contained in or accompanying this release, such statements or disclosures will be deemed to modify or supersede such statements in this release.