



**RYAN
SPECIALTY
GROUP**

INVESTOR PRESENTATION

November 2021



DISCLAIMER

Forward-Looking Statements:

This presentation by Ryan Specialty Group Holdings, Inc. (the “Company,” “we,” “us”) contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995 that involve substantial risks and uncertainties, that reflect the Company’s current expectations and projections with respect to, among other things, its financial condition, results of operations, plans, objectives, future performance and business. These forward-looking statements may be preceded by, followed by or include the words “anticipate,” “estimate,” “expect,” “project,” “plan,” “intend,” “believe,” “may,” “will,” “should,” “can have,” “likely” and variations of such words and similar expressions. All forward-looking statements are subject to risks and uncertainties, known and unknown, that may cause actual results to differ materially from those that the Company expected. For more detail on the risk factors that may affect the Company’s results, see the section entitled “Risk Factors” in our Prospectus filed in connection with our IPO with the Securities and Exchange Commission on July 23, 2021, and in other documents that we file with, or furnish to, the SEC. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. Given these factors, as well as other variables that may affect the Company’s operating results, you are cautioned not to place undue reliance on these forward-looking statements, not to assume that past financial performance will be a reliable indicator of future performance, and not to use historical trends to anticipate results or trends in future periods. The forward-looking statements included in this presentation relate only to events as of the date hereof. We do not undertake, and expressly disclaim, any duty or obligation to update publicly any forward-looking statement after the date of this release, whether as a result of new information, future events, changes in assumptions or otherwise.

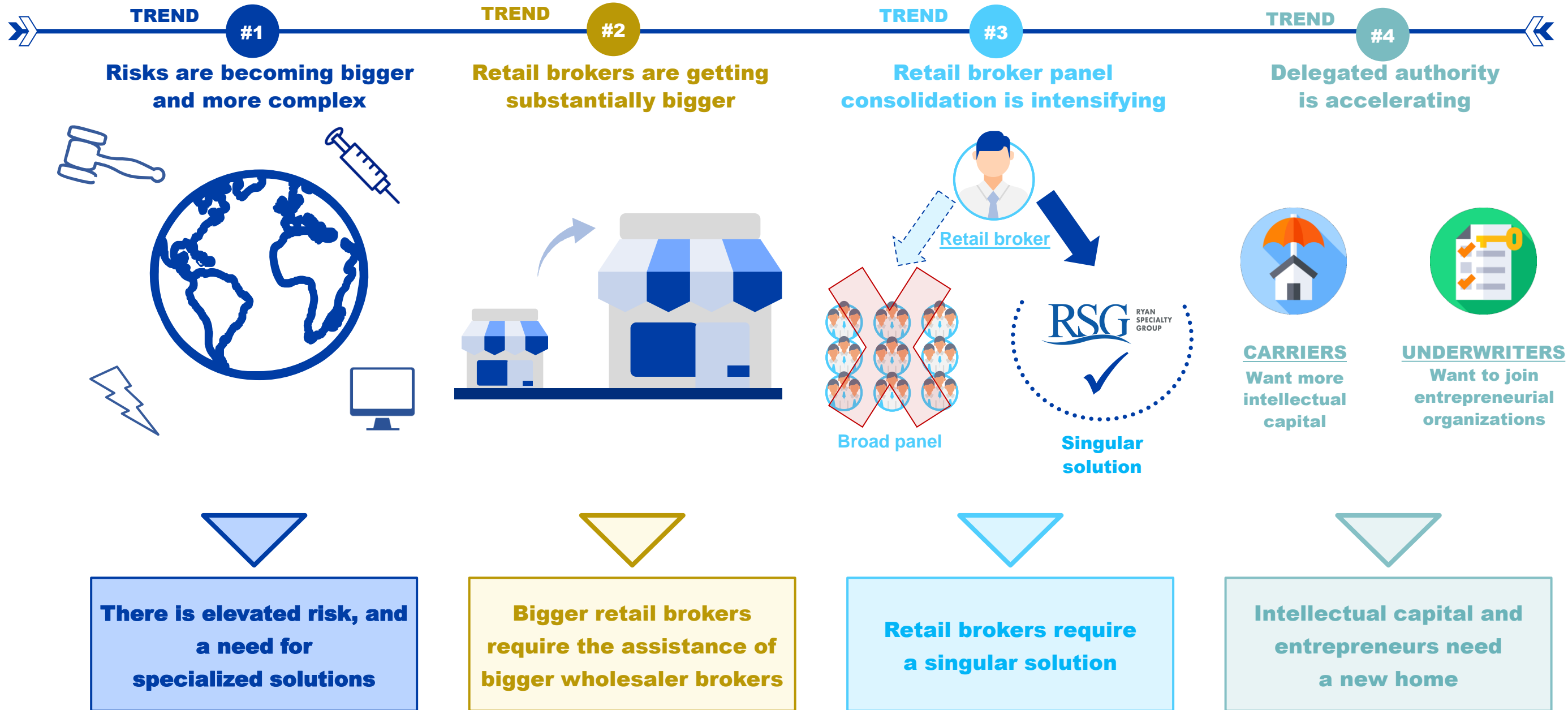
Market and Industry Data

This presentation includes information concerning economic conditions, the Company’s industry, the Company’s markets and the Company’s competitive position that is based on a variety of sources, including information from independent industry analysts and publications, as well as the Company’s own estimates and research. The Company’s estimates are derived from publicly available information released by third party sources, as well as data from its internal research, and are based on such data and the Company’s knowledge of its industry, which the Company believes to be reasonable. The independent industry publications used in this presentation were not prepared on the Company’s behalf. This information involves many assumptions and limitations, and you are cautioned not to give undue weight to these estimates. The Company has not independently verified the accuracy or completeness of the data contained in these industry publications and other publicly available information. Accordingly, we make no representations as to the accuracy or completeness of that data nor do we undertake to update such data after the date of this presentation.

Non-GAAP Measures

This presentation contains the following financial measures: Organic Revenue Growth Rate (or “Organic Growth”), Adjusted EBITDAC, Adjusted EBITDAC Margin, each of which are not recognized under generally accepted accounting principles in the United States (“GAAP”). The Company believes that non-GAAP financial information, when taken collectively, may be helpful to investors because it provides consistency and comparability with past financial performance and assists in comparisons with other companies, some of which use similar non-GAAP financial information to supplement their GAAP results. The non-GAAP financial information is presented for supplemental informational purposes only, should not be considered a substitute for financial information presented in accordance with GAAP, and may be different from similarly-titled non-GAAP measures used by other companies. Organic Revenue Growth Rate (or “Organic Growth”), Adjusted EBITDAC, Adjusted EBITDAC Margin each have limitations as an analytical tool, respectively, and you should not consider any of these measures either in isolation or as a substitute for other methods of analyzing the results as reported under GAAP. Please see the appendix for a reconciliation of such non-GAAP financial information to the most comparable GAAP measure.

OUR FOUNDING THESIS

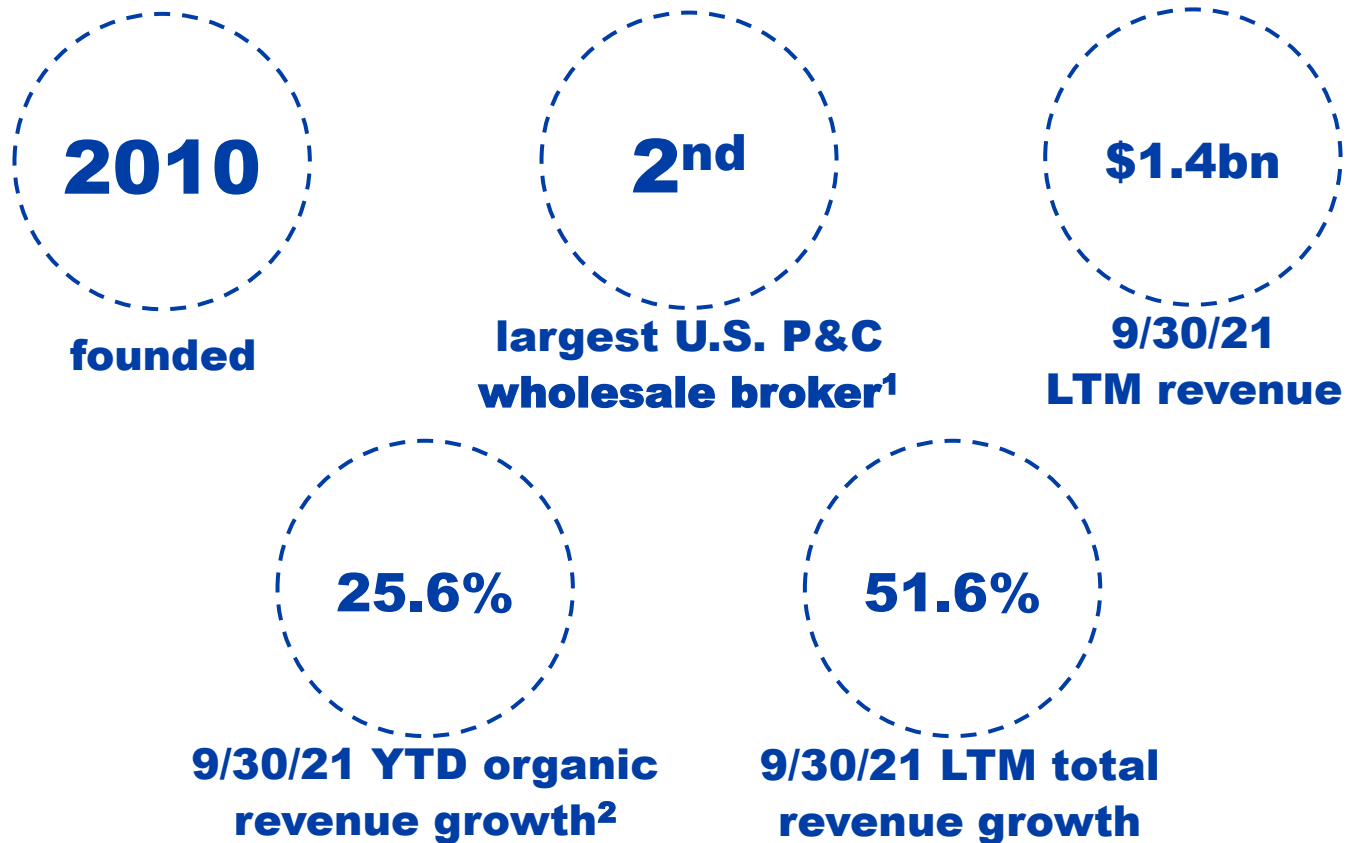


WHO WE ARE

We are a **rapidly growing provider of specialty products and solutions** for insurance brokers, agents and carriers

For **retail insurance brokers**, we assist in the **placement of complex or otherwise hard-to-place risks**

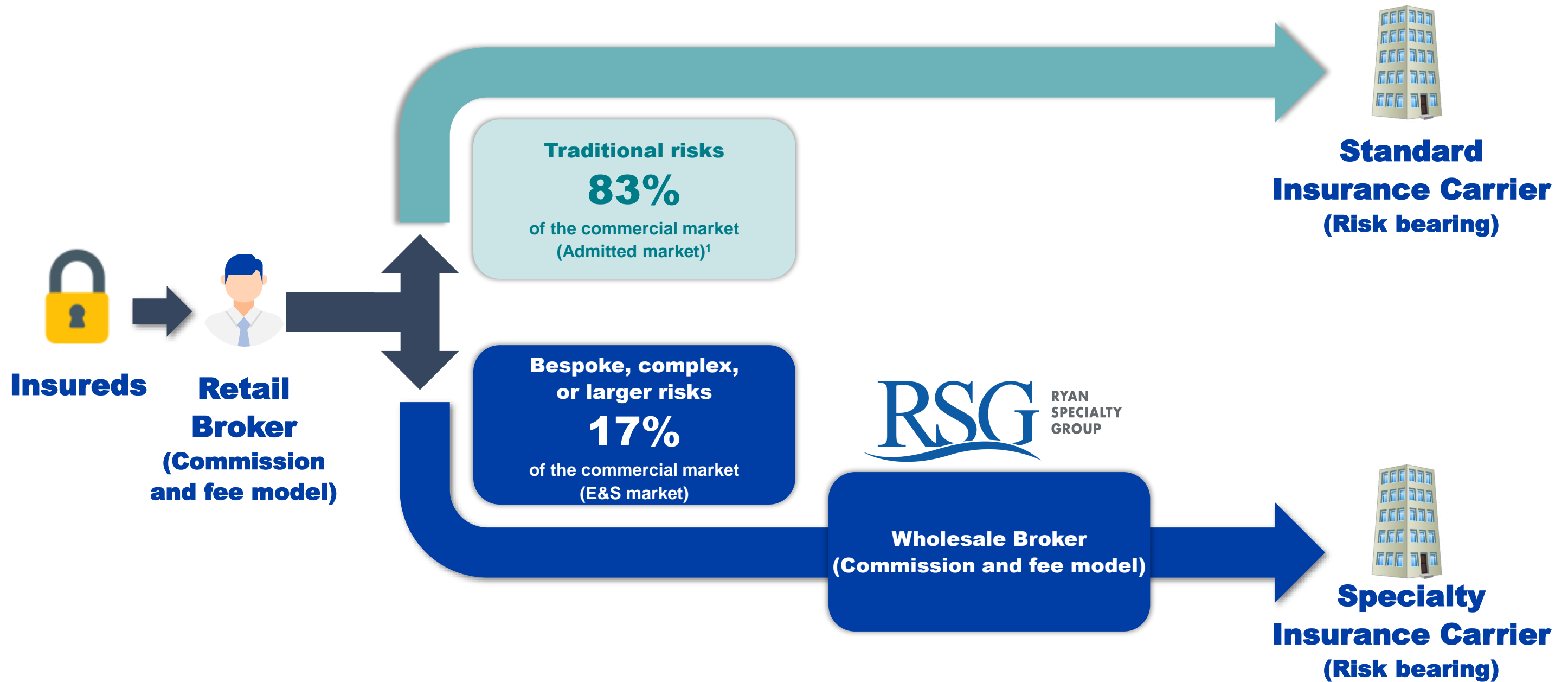
For **insurance carriers**, we work with retail and wholesale insurance brokers to **source, onboard, underwrite and service** these same risks



¹ Source: Business Insurance, company filings

² Please see the appendix for a reconciliation of organic revenue growth to the most comparable GAAP measure.

DRIVING VALUE BY SECURING COVERAGE FOR COMPLEX SPECIALTY RISKS



Source: SNL, AM Best; ¹ -29% of RSG's business was in the admitted market for the year ended 12/31/2020

71% OF OUR PREMIUMS ARE PLACED IN THE ATTRACTIVE E&S MARKET¹

WHAT IS THE E&S MARKET?



Market for highly specialized insurance risks



Freedom of rate and form



Tailor coverage to the needs of insureds



Facilitates coverage which wouldn't be possible otherwise

WHAT IS DRIVING THE E&S MARKET?



Increasing catastrophe losses and risk of climate change



Increasing jury verdicts and social inflation

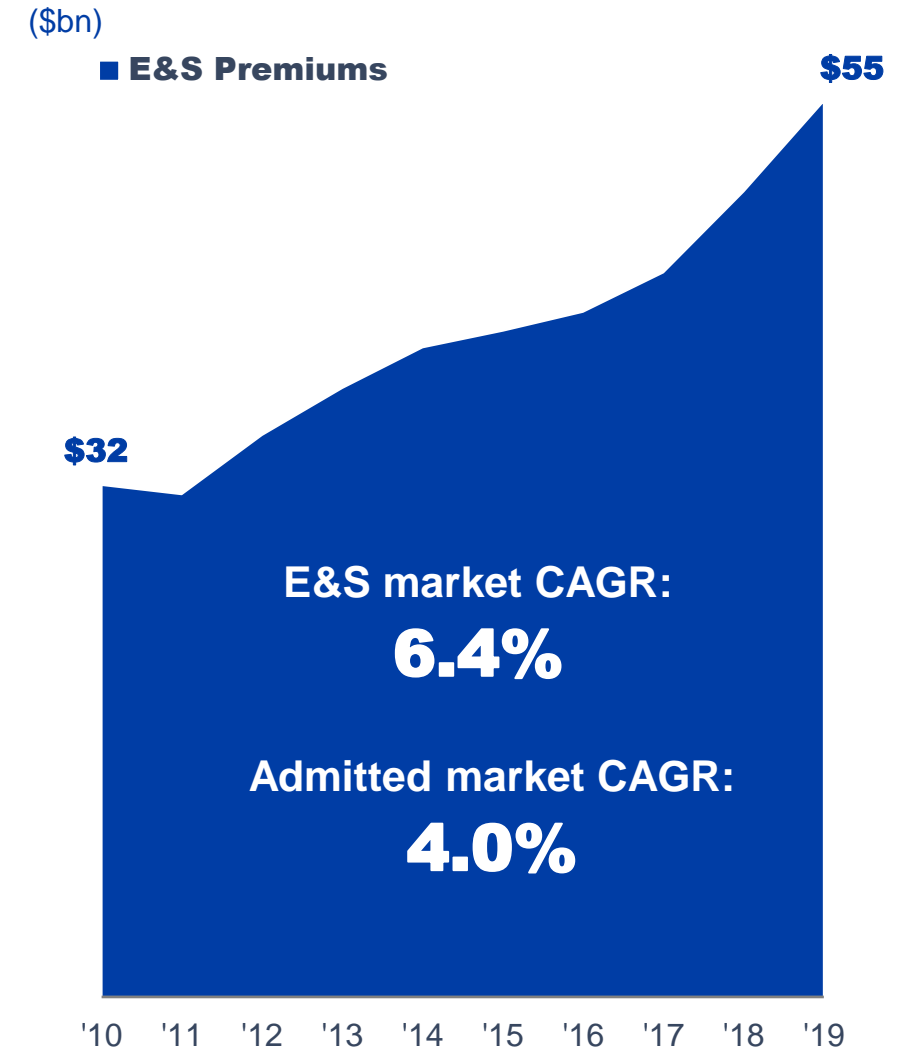


Proliferation of cyber threats as more business is done online



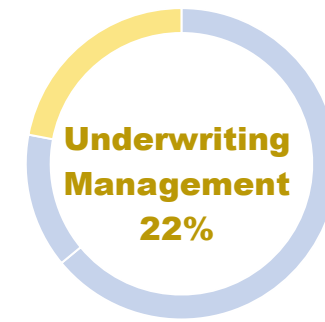
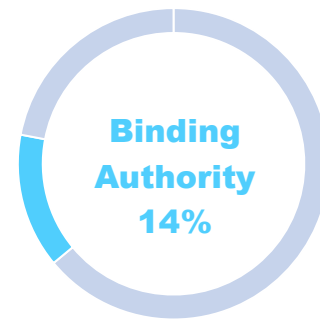
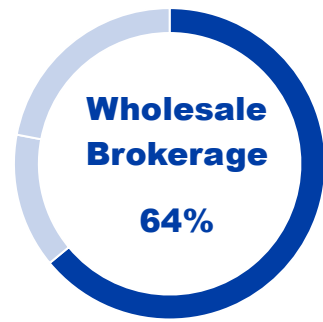
Emergence of novel health risks

E&S GROWTH OVER THE PAST DECADE²



¹ For the year ended 12/31/2020; ² AM Best, SNL Financial

COMPREHENSIVE, FULL-SERVICE PRODUCT OFFERING



Brand



Operating model

- Distributes a wide range of products from insurance carriers to retail brokers

- Places larger-volume, smaller premium policies efficiently with insurance carriers

- Designs, underwrites, binds and administers policies on behalf of carriers

Value proposition

- Focused, specialized servicing of retail agent's most challenging risks

- Timely and secure access to insurance carriers through in-house binding arrangements

- Provides carriers with effective market expertise in distinct and complex niches

Illustrative coverages

- Construction liability
- Directors and officers
- Vacant property
- Environmental liability
- Coastal wind coverage

- Manufacturing
- Start-ups
- Distressed property
- Subsidized housing
- Long-haul trucking

- Cyber
- Renewable energy
- Professional liability
- Transactional liability
- Product liability

MULTIPLE AVENUES FOR GROWTH

ORGANIC GROWTH

- Deepen and broaden relationships with retail brokers
 - Access to **>15,500 retail insurance brokerage firms**
 - **RSG's revenue growth with the top 100 retail brokerage firms exceeded RSG's organic revenue growth of 20% in 2020¹**

STRATEGIC ACQUISITIONS

- **Over 40 acquisitions** completed since founding
- Approximately **\$59mm** of revenue acquired in 2019, and **\$240mm** of revenue acquired in 2020
- Ability to improve performance at acquired firms

BINDING AUTHORITY OPPORTUNITY

- M&A and panel consolidation in binding authority are in nascent stages
- Opportunity to comprehensively address the delegated authority market, which **represents 38% of E&S premiums** in 2020³

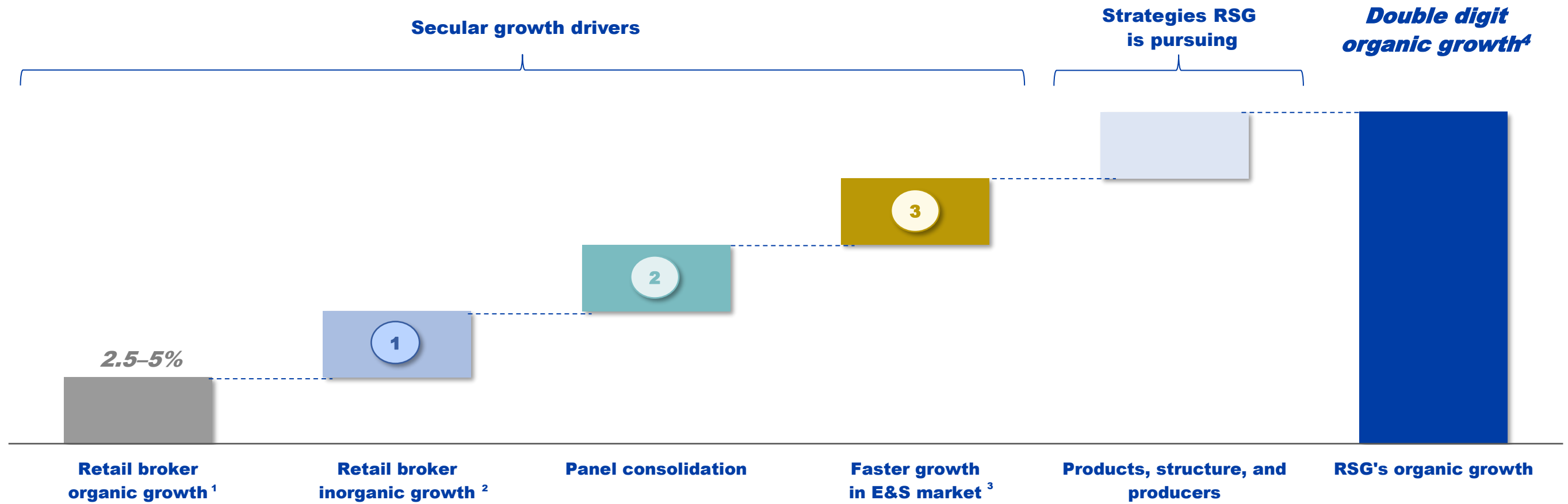
INTERNAL DEVELOPMENT & NEW HIRES

- Each producer cohort hired between 2016 – 2018 **had a positive contribution margin by their second year²**
- World class training and development programs, **RSG University**



¹ See appendix for details; ² Represents revenue less expenses; ³ Per AM Best September 16, 2021 Market Segment Report

FINANCIAL RESULTS DRIVEN BY MARKET FUNDAMENTALS



1 Estimated to be **~5%²** which feeds into RSG's organic growth

2 Retail brokers are consolidating wholesale broker panels from **hundreds to 1-3**

3 E&S market growth is outpacing admitted market growth by **~2-3%³** (retail brokers have minimal E&S concentration)

¹ Represents 2019 and 2020 public commercial insurance brokerage median organic growth

² Represents approximated inorganic growth (11% total growth for top 100 brokers less 5% organic growth)

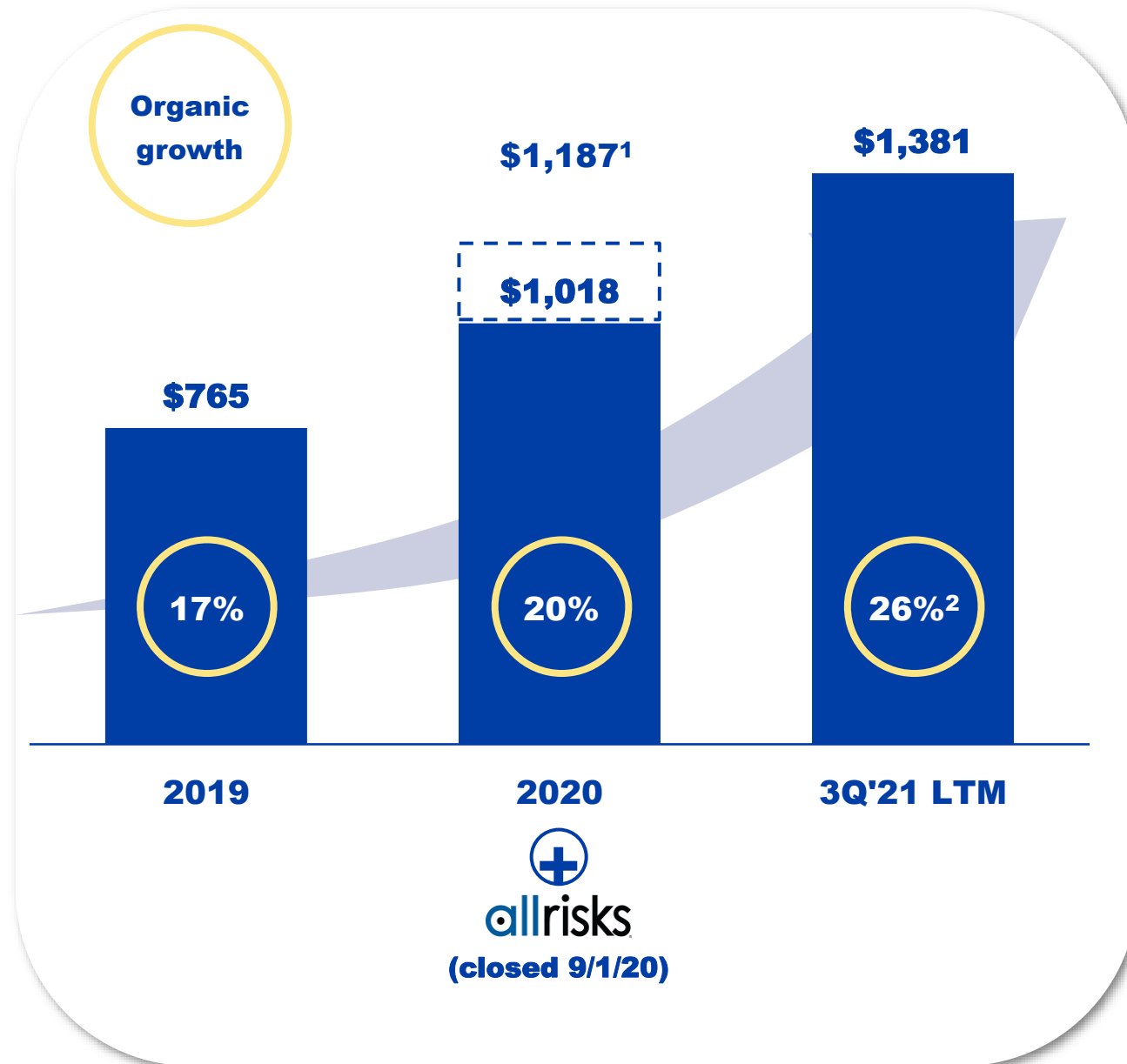
³ Represents approximate E&S market outperformance relative to the admitted market over the past decade

⁴ Represents 2019 and 2020 RSG organic growth

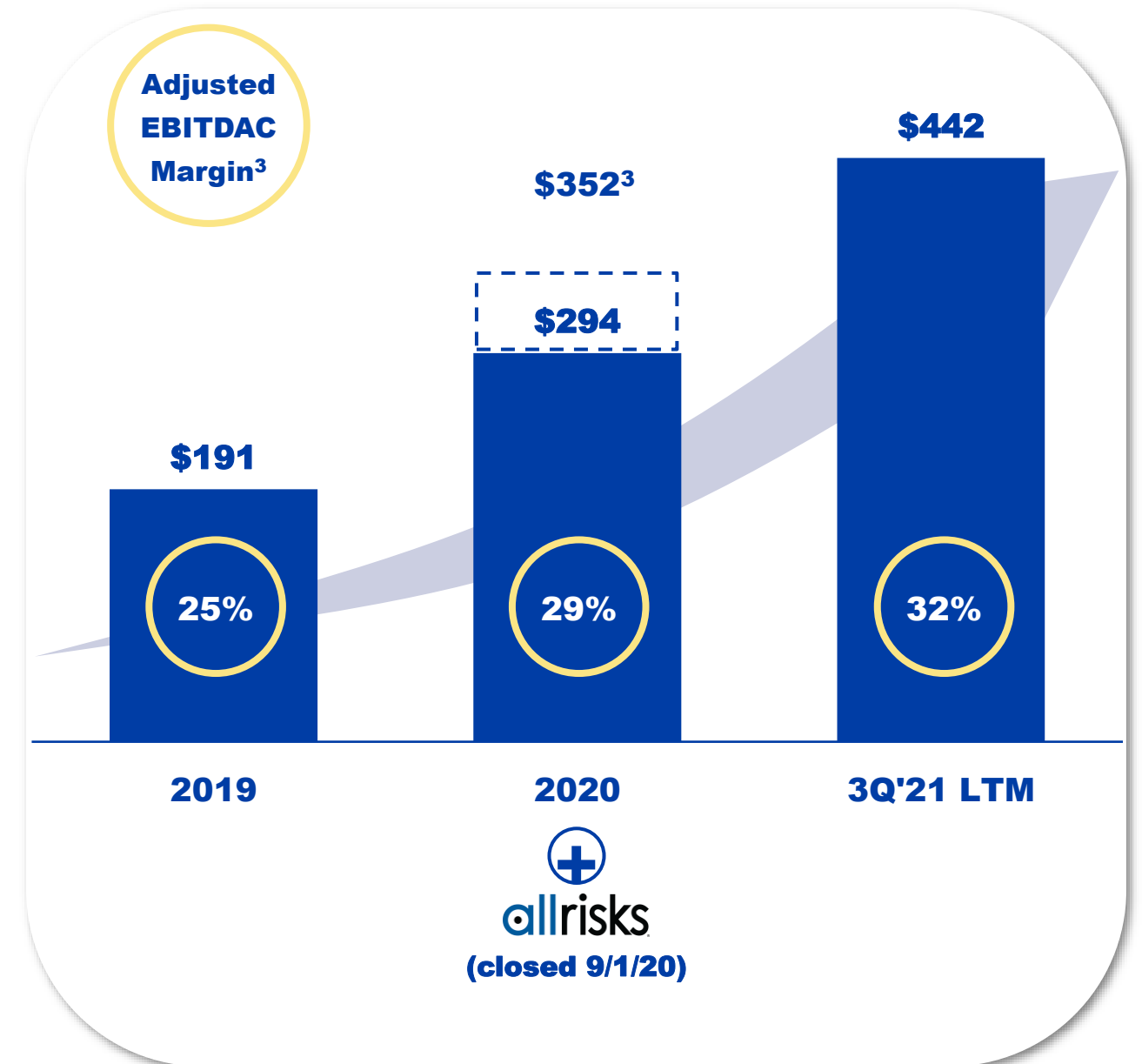
Source: SNL, AM Best, company filings; Public insurance commercial brokerage median includes AJG, AON, BRO, BRP, MMC, and WLTW

PROVEN HISTORY OF DOUBLE-DIGIT ORGANIC GROWTH AND STRONG MARGINS

REVENUE (\$MM)



ADJUSTED EBITDAC (\$MM)



¹ Includes pro forma effect of All Risks, transaction closed 9/1/20

² Represents nine months ended 9/30/21, information sufficient to readily calculate 3Q21 LTM Organic Growth has not been previously disclosed

³ Please see the appendix for a reconciliation of Organic Growth, Adjusted EBITDAC, and Adjusted EBITDAC Margin to the most comparable GAAP measure

KEY INVESTMENT HIGHLIGHTS



Proven Ability to Attract, Retain and Develop Human Capital



Deep Connectivity with Retail Brokers, Free of Channel Conflict



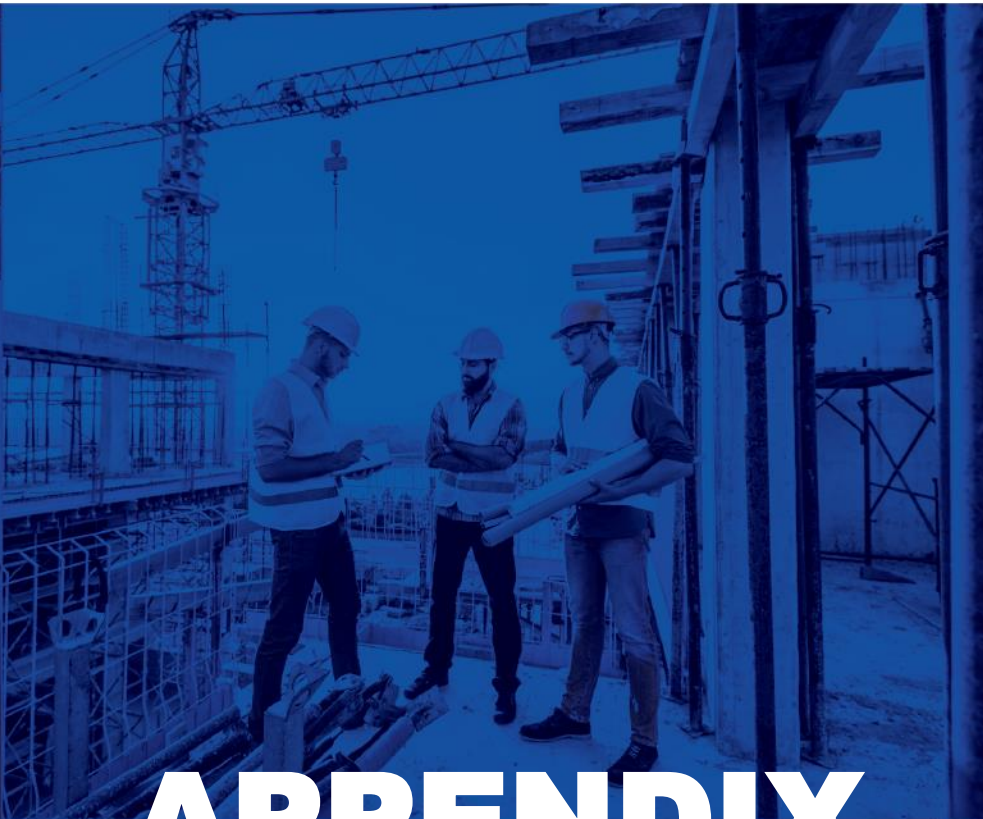
Comprehensive Product Offering and Collaborative Relationships with Carriers



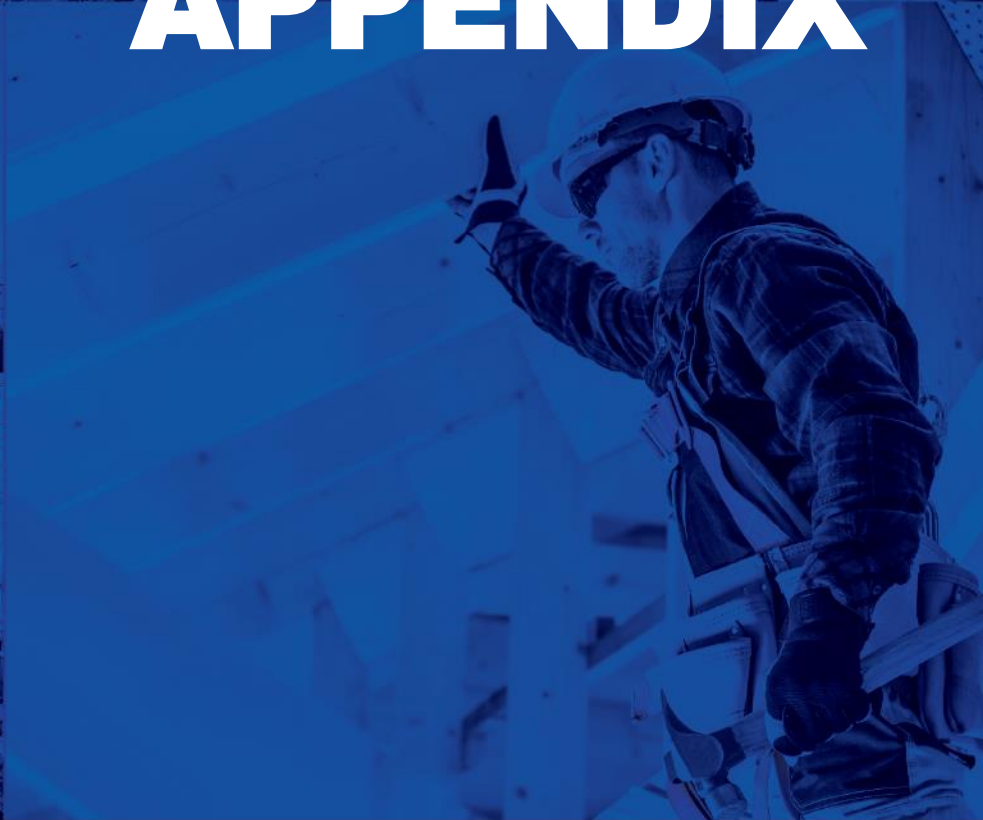
Fragmented Industry and Benefits of Scale Perpetuate M&A



Visionary, Iconic and Aligned Leadership Team



APPENDIX



ADJUSTED EBITDAC RECONCILIATION

(\$MM)	2019	2020	9/30/21 LTM	COMMENTARY
EBITDAC	\$155	\$193	\$223	See next page for details
Acquisition-related expense	\$10	\$18	\$2	<ul style="list-style-type: none"> ■ Acquisition and related restructuring adjustments ■ Primarily a result of the All Risks transaction
Acquisition-related long-term incentive compensation	2	13	37	
Restructuring and related expense	–	13	21	
Amortization and expense related to discontinued prepaid incentives	10	14	13	■ Discontinued incentive plan
Other non-operating loss (income)	(3)	32	74	<ul style="list-style-type: none"> ■ Non cash adjustment related to fair value of Onex Preferred due to decision to pursue an IPO (Onex Preferred was refinanced with the IPO)
Equity based compensation	8	11	15	
Discontinued programs expense	9	(1)	(2)	
Other non-recurring items	1	0	1	
IPO-related expenses	0	0	59	<ul style="list-style-type: none"> ■ IPO adjustment related to: <ul style="list-style-type: none"> ■ one-time payments made at the IPO ■ expense related to revaluation of pre-IPO equity awards ■ first period of expense related to new, one-time IPO awards
(Income) / loss from equity method investments in related party	1	(0)	(1)	
Adjusted EBITDAC	\$191	\$294	\$442	
Adjusted EBITDAC Margin	25.0%	28.8%	32.0%	
Pro Forma Impact of All Risks	–	\$58	–	
Pro Forma Adjusted EBITDAC	–	\$352	–	

Note: Please refer to appendix page for additional detail on adjustments; Numbers may not sum due to rounding

SUMMARY FINANCIALS AND RECONCILIATIONS

INCOME STATEMENT (\$MM)

	2019	2020	9/30/21 LTM
Revenues:			
Net commissions and fees	\$758.4	\$1,016.7	\$1,380.7
Fiduciary investment income	6.7	1.6	0.5
Total Revenue	\$765.1	\$1,018.3	\$1,381.2
Expenses:			
Compensation and benefits	\$494.4	\$686.2	\$962.9
General and administrative	118.2	107.4	122.6
Amortization	48.3	63.6	110.9
Depreciation	4.8	3.9	4.9
Change in contingent consideration	(1.6)	(1.3)	0.1
Total operating expenses	\$664.1	\$859.7	\$1,201.3
Operating Income	\$101.0	\$158.5	\$179.9
Operating Income Margin	13.2%	15.6%	13.0%
Interest expense	(\$35.5)	(\$47.2)	(\$81.2)
Income (Loss) from equity method investments in related party	(1.0)	0.4	0.6
Other non-operating income (loss)	3.5	(32.3)	(73.8)
Income (loss) before income taxes	\$68.0	\$79.5	\$25.6
Income tax expense	(\$4.9)	(\$9.0)	(\$2.1)
Net Income	\$63.1	\$70.5	\$23.5

ADJUSTED EBITDAC RECONCILIATION (\$MM)

	2019	2020	9/30/21 LTM
Total Revenue	\$765.1	\$1,018.3	\$1,381.2
Net Income	\$63.1	\$70.5	\$23.5
Interest expense	\$35.5	\$47.2	\$81.2
Income tax expense	4.9	9.0	2.1
Depreciation	4.8	3.9	4.9
Amortization	48.3	63.6	110.9
Change in contingent consideration	(1.6)	(1.3)	0.1
EBITDAC	\$155.0	\$192.9	\$222.6
Acquisition-related expense	\$10.0	\$18.3	\$2.2
Acquisition-related long-term incentive compensation	2.1	13.1	37.4
Restructuring and related expense	0.0	12.9	21.3
Amortization and expense related to discontinued prepaid incentives	9.7	14.2	12.6
Other non-operating loss (income)	(3.5)	32.3	73.8
Equity based compensation	7.8	10.8	14.9
Discontinued programs expense	8.6	(0.8)	(1.9)
Other non-recurring items	0.7	0.3	0.5
IPO related expenses	-	-	58.9
(Income) / loss from equity method investments in related party	1.0	(0.4)	(0.6)
Adjusted EBITDAC	\$191.4	\$293.5	\$441.7
Net Income Margin	8.2%	6.9%	1.7%
Adjusted EBITDAC Margin	25.0%	28.8%	32.0%

SUMMARY FINANCIALS AND RECONCILIATIONS (CONT'D)

ADJUSTED NET INCOME RECONCILIATION (\$MM)

	2019	2020	9/30/21 LTM
Total Revenue	\$765.1	\$1,018.3	\$1,381.2
Net Income	\$63.1	\$70.5	\$23.5
Income tax expense	\$4.9	\$9.0	\$2.1
Amortization	48.3	63.6	110.9
Amortization of deferred issuance costs	1.5	5.0	11.8
Change in contingent consideration	(1.6)	(1.3)	0.1
Acquisition-related expense	10.0	18.3	2.2
Acquisition-related long-term incentive compensation	2.1	13.1	37.4
Restructuring and related expense	0.0	12.9	21.3
Amortization and expense related to discontinued prepaid incentives	9.7	14.2	12.6
Other non-operating loss (income)	(3.5)	32.3	73.8
Equity based compensation	7.8	10.8	14.9
Discontinued programs expense	8.6	(0.8)	(1.9)
Other non-recurring items	0.7	0.3	0.5
IPO related expenses	-	-	58.9
(Income) / loss from equity method investments in related party	1.0	(0.4)	(0.6)
Adjusted Pre-tax Income	\$152.6	\$247.3	\$367.4
Tax expense	(38.0)	(61.9)	(93.5)
Adjusted Net Income	\$114.6	\$185.4	\$273.9
Net Income Margin	8.2%	6.9%	1.7%
Adjusted Net Income Margin	15.0%	18.2%	19.8%

ORGANIC GROWTH RECONCILIATION (\$MM)

	2019	2020	9/30/21 YTD
Total Revenue Change	25.3%	33.1%	52.5%
Less: Mergers and Acquisitions	(7.9%)	(12.9%)	(26.7%)
Change in Other	0.1%	0.2%	(0.2%)
Organic Revenue Growth Rate	17.5%	20.4%	25.6%