

Related Person Transaction Policy

A. Statement of Policy

The Board has adopted this Policy to supplement the provisions of the Company's Code of Conduct addressing conflicts of interest arising from transactions with the Company in which an employee or director has a financial interest. Nothing in this Policy is intended to amend or supersede any provision of the Code of Conduct.

This Policy was created and adopted by the Board to assist the Board in reviewing, approving and ratifying related person transactions; and assist the Company in preparing regulatory filings, including the periodic and current reports required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the "1934 Act") and related rules.

This Policy applies to any Related Person Transaction. This Policy is intended to cover a broad range of matters and the review, approval or ratification of a transaction, arrangement or relationship pursuant to this Policy does not necessarily imply that such transaction, arrangement or relationship is required to be disclosed under Item 404(a) of Regulation S-K or any other regulation.

B. Procedures

Any Related Person Transaction proposed to be entered into must be reported to the Company's General Counsel by the Related Person involved with such proposed transaction. Any proposed Related Person Transaction must be approved by the Committee unless (a) it complies with the ratification procedures discussed in Section B below or (b) it is considered pre-approved under Section C below.

The Committee shall review the material facts of all Related Person Transactions that require the Committee's approval and either approve or disapprove of the entry into the Related Person Transaction, subject to the exceptions described below. If advance Committee approval of a Related Person Transaction is not feasible, then the Related Person Transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting. In determining whether to approve or ratify a Related Person Transaction, the Committee will take into account, among other factors it deems appropriate, whether the Related Person Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person's interest in the transaction.

The Committee has reviewed the Related Person Transactions described in Section C below and determined that each of the Related Person Transactions described therein shall be deemed to be pre-approved or ratified (as applicable) by the Committee under the terms of this policy. In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Person Transaction deemed pre-approved pursuant to paragraph (3) or (4) under Section C below shall be provided to the Committee for its review.

As a general rule, any director who has a direct or indirect material interest in the proposed transaction should not participate in the Committee's consideration of the transaction. If a majority of the Committee is not disinterested in a transaction, then all of the disinterested members of the Board must approve or ratify the transaction. If, however, a transaction is one in which all directors or their Immediate Family Members are deemed to have a direct or indirect material interest, interested directors may participate in the consideration, approval or ratification of the transaction.

C. Standing Pre-Approval for Certain Related Person Transactions

The following types of transactions shall be deemed to be pre-approved by the Committee:

1. Certain transactions with the Company. Any transaction with the Company where the Related Person is as a customer of the Company in the ordinary course of business, including brokerage, wealth management and similar services; provided, that such Related Person is not entitled to any discount or benefit greater than any other similarly situated customer or employee.
2. Director compensation. Compensation paid or available to all directors or all nonemployee directors for their service as directors.
3. Executive Officer compensation. Compensation arrangements for Executive Officers of the Company for their service as Executive Officers, if approved by the Compensation Committee of the Board, and relating to employee benefit plans and policies generally available to employees or a class of employees.
4. Certain transactions with other companies.
 - a. For a Related Person other than an Executive Officer or director of the Company: any transaction with another company that occurs in the ordinary course of business if such Related Person's only relationship with that company is as a customer, employee (other than an Executive Officer or director of the other company) and/or less than 10 percent owner, and the amount involved does not exceed the greater of \$1,000,000 or two percent of that company's total annual revenues as reported for the last available year.
 - b. For a Related person that is an Executive Officer or director of the Company: any transaction with another company that occurs in the ordinary course of business if such Related Person's only relationship with that company is as customer and or less than 10 percent owner, and the amount involved does not exceed the lesser of \$1,000,000 or two percent of that company's total annual revenues as reported for the last available year.
 - c. For purposes of this calculation, if the other company is part of a consolidated group, revenue figures shall be considered on a consolidated basis with all companies in the group.
5. Transactions where all shareholders receive proportional benefits. Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis (e.g., dividends or distributions).

6. Certain banking- and trust-related services. Any transaction involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services made in the ordinary course; provided, that such Related Person is not entitled to any discount or benefit greater than any other similarly situated customer or employee.
7. Certain investment-related services. Any transaction involving the provision of investment advice, investment vehicles, brokerage services or other investment related services to a Company-sponsored benefit plan or equity compensation plan, if provided in the ordinary course of business by a company of which a Related Person is a director, officer, employee or less than 10 percent equity owner of such company.
8. Transactions with institutional shareholders and employee benefit plans. Any transaction with the Company involving a shareholder which is either: (a) an investment company, bank, investment adviser or other financial institution which, in each case, files a Schedule 13G with respect to the Company's equity shares and owns shares in the ordinary course of business; or (b) a Company-sponsored employee benefit plan or trustee thereof.

D. Definitions:

“Board” means the Board of Directors of the Company.

“Committee” means the Nominating and Corporate Governance Committee of the Board.

“Company” means Evercore Inc.

“Executive Officer” means “executive officer” as defined by Rule 3b-7 of the 1934 Act.

“Immediate Family Member” means a child, stepchild, parent, stepparent, spouse, sibling, mother in law, father in law, son in law, daughter in law, brother in law, sister in law, or any person sharing the household (other than a tenant or employee).

“Related Person” means: (a) any director (or nominee for director) or executive officer of the Company or anyone who was a director or an executive officer since the beginning of the relevant fiscal year; (b) any Immediate Family Member of a director (or nominee for director) or executive officer of the Company or anyone who was a director or executive officer since the beginning of the relevant fiscal year; and (c) a 5% beneficial owner of the Company's voting securities or any Immediate Family Member of such owner.

“Related Person Transaction” means any financial transaction, arrangement or relationship or series of similar financial transactions, arrangements or relationships involving more than \$120,000 in which the Company is a participant and in which a Related Person has a direct or indirect material interest.

Amended as of August 29, 2017 to reflect the name change from Evercore Partners Inc. to Evercore Inc.