EVERCORE

Corporate Governance Principles

The Board of Directors ("Board") of Evercore Inc. ("Company") is governed by the following general principles:

1. The Board's paramount duty is to oversee the CEO or, if applicable, the Co-CEOs, and other senior management in the competent and ethical management of the Company. The selection, compensation and evaluation of a well-qualified and ethical CEO or, if applicable, Co-CEOs, is the single most important function of the Board.
2. Open communication between the Board and management is crucial to the Company's long-term success. Management is responsible for creating, developing and implementing the strategy of the Company. The Board is responsible for reviewing the strategy and guiding its implementation in the context of the overall scope of the business and the interests of its stockholders. Management is responsible for operating the Company in an effective and ethical manner in order to produce long-term value for stockholders. Senior management and the Board are expected to know how the Company earns its income and what risks the Company is undertaking in the course of carrying out its business. Neither management's nor the Board's personal interests should be placed ahead of, or in conflict with, the interests of the Company.
3. Management is responsible, under the oversight of the Board and its Audit Committee, for producing financial statements that fairly present the financial condition and results of operations of the Company, and for making the timely, understandable and complete disclosures that stockholders and prospective investors need to permit them to assess the financial and business soundness and risks of the Company.
4. The Company is responsible for dealing (i) with its employees in a fair and equitable manner; (ii) with the communities in which it operates with good citizenship; and (iii) with government in accordance with, and a commitment to, all applicable laws, rules and regulations.

Based on the preceding principles, the Board has adopted the following corporate governance policies:

1. The Board's Responsibilities and Duties.

In addition to its general responsibility to oversee management, the Board is also responsible for performing a number of specific functions. It is the Board's duty to:

1.1. Appoint the CEO or, if applicable, the Co-CEOs.

1.2. Appoint the other officers of the Company.

1.3. Review and monitor fundamental financial and business strategies and review, monitor and approve major corporate actions.

1.4. Monitor and oversee the Company's financial position.

1.5. Evaluate the performance of, and set the compensation for, the CEO or, if applicable, the Co-CEOs and the other executive officers through its Compensation Committee.

1.6. Ensure that the Company's policies and compliance systems in place are consistent with the objective that the Company, its officers and directors act legally, ethically and responsibly.

1.7. Participate in Board meetings, review relevant materials in advance of meetings, serve on Board Committees and prepare for meetings and for discussions with management.

1.8. Spend the time needed, and meet as frequently as necessary, to properly discharge its responsibilities.

1.9. Understand the Company's business, industry and primary risks.

2. Board Composition and Compensation.

2.1. The Company's Certificate of Incorporation and By-laws allow the number of directors to be from time to time fixed exclusively by resolution adopted by the majority of the Board. Changes to the size of the Board shall be recommended by the Nominating and Corporate Governance Committee and approved by the full Board.

2.2. Board Selection

2.2.1. The Board is responsible for nominating directors. In nominating directors, the Board, with the assistance of the Nominating and Corporate Governance Committee, will take into account a variety of factors it considers appropriate, which may include the following: strength of character and leadership skills; general business acumen and experience; knowledge of strategy, finance, international business, government affairs and familiarity with the Company's business and industry; age; number of other board seats; and willingness to commit the necessary time -all to ensure an active Board whose members work well together and possess the collective knowledge and expertise required by the Board. Selection shall be made in the context of an assessment of the perceived needs of the Board at the point in time the selection is being made. At least a majority of the directors shall be independent directors, as determined in accordance with section 3 below.

2.2.2. The Nominating and Corporate Governance Committee considers and establishes procedures regarding recommendations for nomination to the Board, including nominations submitted by stockholders. Recommendations of stockholders should be sent to the Company, to the attention of the Corporate Secretary. Any recommendations submitted to the Corporate Secretary should be in writing and should include whatever supporting material the stockholder considers appropriate in support of that recommendation, but must include the information that would be required under the rules of the SEC in a proxy statement soliciting proxies for the election of such candidate and a signed consent of the candidate to serve as a director of the Company, if elected. The Nominating and Corporate Governance Committee will evaluate all potential candidates in the same manner, regardless of the source of the recommendation. Based on the information provided to the Nominating and Corporate Governance Committee, it will make an initial determination whether to conduct a full evaluation of a candidate. As part of the full evaluation process, the Nominating and Corporate Governance Committee may conduct interviews, obtain additional background information and conduct reference checks of the candidate. The Nominating and Corporate Governance Committee may also ask the candidate to meet with management and other members of the Board.

2.3. The following are the criteria for remaining a director:

2.3.1. All non-executive directors are expected voluntarily to review and assess their own membership of the Board from time to time and, particularly, before standing for re-election, taking into account length of service, age, qualifications and expertise relevant to the Company's then current business. In addition, the Nominating and Corporate Governance Committee will adopt a formal process for evaluating on an annual basis the effectiveness of the Board and each of its Committees and determining opportunities for their improvement. The sole purpose of this evaluation is to increase the effectiveness of the Board.

2.3.2. Non-executive directors must notify the Lead Independent Director, the Chairman (or if applicable, the Co-Chairmen) of the Board, and the Chair of the Nominating and Corporate Governance Committee (or such alternate non-executive director(s) as may be designated by the Chair of the Nominating and Corporate Governance Committee) of his or her retirement, of any change in employer, and of any other significant change in the director's principal professional occupation or roles and responsibilities. The Lead Independent Director, the Chairman (or if applicable, the Co-Chairmen) of the Board, and the Chair of the Nominating and Corporate Governance Committee (or such alternate non-executive director(s) as may be designated by Chair of the Nominating and Corporate Governance Committee) will then consider the continued appropriateness of Board membership under the new circumstances and the action, if any, to be taken with respect to such new circumstances.

2.3.3. The Board has not adopted term or age limits. While limits may promote fresh ideas and viewpoints, they may also result in the loss of the contribution of directors who have been able to develop, over a period of time, insight into the Company, the continuity of its strategy and its operations, culture and management and a working relationship with the other directors.

2.3.4. If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion and shall not vote on the matter.

2.3.5. It is the policy of the Board that every director should seek the consent of the Lead Independent Director, the Chairman (or if applicable, the Co-Chairmen) of the Board, and the Chair of the Nominating and Corporate Governance Committee (or such alternate non-executive director(s) as may be designated by the Chair of the Nominating and Corporate Governance Committee) and confirm the absence of any actual or potential conflict, prior to accepting any invitation to serve on another corporate board or with a government or advisory group.

2.3.6. Absent special circumstances, each director is expected to attend the annual meetings of stockholders.

2.3.7. Any nominee in an uncontested election who does not receive a greater number of "for" votes than "withhold" votes shall promptly tender his or her resignation following certification of the vote. A contested election means an election for which the Company receives a notice pursuant to the Article I, Section 12(A)(1)(c) of the Company's By-Laws that a stockholder intends to nominate a director or directors and such proposed nomination has not been withdrawn by such stockholder on or prior to the tenth day preceding the date the Company first mails its notice of meeting for such meeting to the stockholders. The Corporate Governance Committee shall consider the resignation offer and shall recommend to the Board the action to be taken. Any director whose resignation is under consideration shall not participate in the Corporate Governance Committee recommendation regarding whether to accept the resignation. The Board shall take action within 90 days following certification of the vote, and the Company will promptly disclose the Board's decision and the reasons therefore, in a press release or a Form 8-K furnished to the Securities and Exchange Commission.

2.4. Board Compensation

2.4.1. The Board's compensation will be determined annually following the annual meeting of stockholders. The compensation of directors should fairly reward them for their efforts on behalf of the Company and should be structured to align their interests with the long-term interests of the Company's stockholders. The Board may seek outside expertise to determine the appropriateness and competitiveness of its compensation.

2.4.2. When determining the form and amount of director compensation, the Board should critically evaluate the customary amount of a director's fees and emoluments and consider whether the Company has made substantial charitable contributions to organizations in which a director is affiliated, entered into consulting contracts with or provided any indirect form of compensation to adirector.

3. Categorical Standards for Director Independence.

3.1. The Board determines each director's independence on an annual basis based on applicable regulatory and stock exchange requirements and these standards. The Board's determination, and the basis for such determination, shall be disclosed in its proxy statement for each annual meeting of stockholders.

3.2. For purposes of these standards:

3.2.1. "Executive Officer" means an "officer" within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934; and

3.2.2. "Immediate Family" means a director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares the director's home, but excluding any person who is no longer an immediate family member as a result of legal separation or divorce, or death or incapacitation.

3.3. An "independent" director shall be defined to mean a director who has none of the relationships with the Company set forth in section 3.4.1 below, and otherwise has no direct or indirect material relationship with the Company (either directly or as a stockholder, principal or officer of a company that has a relationship with the Company) that would interfere with the exercise of independent judgment by such director.

3.4. The Board, in its business judgment, will determine, based on all relevant facts and circumstances and in a manner consistent with the standards set forth below, whether a director has a relationship with the Company or to its management that would interfere with such director's exercise of his or her independent judgment. The following standards shall be followed by the Board in determining director independence:

3.4.1. Under any circumstances, a director is not independent if:

3.4.1.1. the director is, or has been within the preceding three years, employed by the Company;

3.4.1.2. an Immediate Family member of the director was employed as an Executive Officer of the Company within the preceding three years;

3.4.1.3. the director, or an Immediate Family member of that director, received within the preceding three years more than $100,000 in any twelve-month period in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

3.4.1.4. the director or an Immediate Family member of that director is a current partner of a firm that is the Company's internal or external auditor; the director is a current employee of such a firm; the director has an Immediate Family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or the director or an Immediate Family member of that director was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time;

3.4.1.5. the director or an Immediate Family member is, or has been within the preceding three years, employed as an Executive Officer of another company where any of the Company's present Executive Officers at the same time serves or served on such other company's compensationcommittee; or

3.4.1.6. the director is a current employee, or an Immediate Family member is a current Executive Officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the preceding three fiscal years, exceeds the greater of $1,000,000 or two percent (2%) of the consolidated gross revenues of the other company.

3.4.2. The following commercial or charitable relationships will not be considered to be material relationships that would impair a director's independence:

3.4.2.1. if the director or an Immediate Family member is an Executive Officer or director of another company in which the Company owns an equity interest, and the amount of the equity interest held by the Company is less than ten percent (10%) of the outstanding voting securities of the company at which the director or an Immediate Family member serves as an Executive Officer or director;

3.4.2.2. if the director or an Immediate Family member of that director serves as an Executive Officer, director or trustee of a charitable organization, and the Company's annual charitable contributions to that organization (excluding contributions by the Company under any established matching gift program) are less than the greater of $1,000,000 or two percent (2%) of that organization's consolidated gross revenues in its most recent fiscal year; and

3.4.2.3. if the director is a current employee, or an Immediate Family member is a current Executive Officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the preceding three fiscal years, did not exceed the greater of $1,000,000 or two percent (2%) of the consolidated gross revenues of the other company.

3.4.3. For relationships not covered by the standards contained in section 3.4.2 above, the determination of whether or not the relationship is material, and therefore whether the director is independent, shall be made by the Board.

3.5. The Board may determine that a director who has a relationship that exceeds the limits described in section 3.4.2 above is nonetheless independent, so long as such relationship is not otherwise described in section 3.4.1 above. The basis for any such determination will be explained in the Company's next proxy statement.

4. Committees of the Board.

4.1. The Board has established the following Committees to assist it in discharging its responsibilities: (i) Audit; (ii) Compensation; and (iii) Nominating and Corporate Governance. The current charters of the Audit, Compensation and Nominating and Corporate Governance Committees are published on the Company's website and will be mailed to stockholders upon written request. The Committee chairs report the highlights of their meetings to the full Board following each meeting of the respective Committees. The Committees may hold meetings in conjunction with meetings of the full Board. The Audit, Compensation and Nominating and Corporate Governance Committees are comprised solely of independent directors in accordance with all applicable regulatory and stock exchange requirements.

4.2. While the rotation of Committee members at certain set intervals should be considered periodically, rotation is not required because the Board believes there are significant benefits attributable to continuity and experience gained in service on a particular Committee over time.

5. The Relationship of the Board to Management.

5.1. To enhance open communication between the Board and management, the Board's policy is to periodically invite senior executives of the Company to attend Board meetings. The Board does not expect all senior executives to attend on a regular basis.

5.2. From time to time, the Board, each of its Committees and the Company may engage outside advisors to provide advice on specific issues. These advisors may also be invited to attend Board meetings. The Corporate Secretary and the Company's independent registered public accounting firm have open invitations to attend Board meetings.

5.3. The Board will meet in executive session regularly. If this group includes directors who do not meet the independence standards of the New York Stock Exchange, the directors who are so independent shall also meet in executive session at least once a year. The non-management directors shall establish and publicly disclose in the annual proxy statement the procedure by which a presiding director is selected for each executive session.

5.4. Board members will have complete access to the Company's management, and Board members will exercise judgment to ensure that contact with management is not distracting to the business operation of the Company. The Board and each of its Committees shall have the right at any time to retain outside financial, legal or other advisors.

6. CEO Evaluation and Management Succession.

6.1. The Compensation Committee will conduct an annual review of the CEO's, or if applicable, the co-CEOs' performance, as set forth in its charter. The Board of Directors will review the Compensation Committee's report in order to confirm that the CEO, or if applicable, the co-CEOs is/are providing effective leadership for the Company in the long-and short-term.

6.2. The Compensation Committee will periodically report to the Board on succession planning. The entire Board will work with the Compensation Committee to nominate and evaluate potential successors to the CEO, or if applicable, a co-CEO. The CEO, or if applicable, co-CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

7. Director Orientation and Continuing Education.

7.1. Directors are expected to attend training and/or education programs to the extent they would help them better understand the operations of the Company, the industry in which the Company operates and corporate governance "best practices." The Company will reimburse its board members for the costs associated with such training and education. Such orientation and continuing education programs shall be overseen by the Nominating and Corporate Governance Committee of the Board.

8. Communicating with the Board.

8.1. Stockholders interested in communicating directly with the Board, non-management directors or an individual director may do so by writing to the Corporate Secretary, Evercore Inc., 55 East 52nd Street, 23rd Floor, New York, New York 10055, attention: the Board, non-management directors or the name of the individual director, as applicable. Communications are distributed to the Board, or to any individual director or directors as appropriate, depending onthe facts and circumstances outlined in the communication, In that regard, the Board has requested that certain items that are unrelated to its duties and responsibilities should be excluded, such as:

- spam;
- junk mail and mass mailings;
- resumes and other forms of job inquiries;
- surveys; and
- business solicitations or advertisements.

In addition, material that is unduly hostile, threatening, illegal or similarly unsuitable will be excluded, with the provision that any communication that is filtered out must be made available to any non-management director upon request. Any concerns relating to accounting, internal controls or auditing matters will be brought to the attention of the Audit Committee.

Adopted June 3, 2008

Amended July 11, 2008

Amended August 29, 2017

Amended July 27, 2021