

Risk Factors Comparison 2024-02-23 to 2023-02-23 Form: 10-K

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You should carefully consider the following risks and all of the other information set forth in this Form 10-K, including our consolidated financial statements and related notes. The following risks comprise the material risks of which we are aware. If any of the events or developments described below actually occurred, our business, financial condition or results of operations would likely suffer. Risk Factors Summary The following is a summary of certain material risks of which we are aware. You should carefully consider this summary, together with the more detailed description of each risk factor contained below.

- Difficult market conditions can adversely affect our business in many ways, including by reducing the volume of transactions involving our Financial Advisory business and reducing the value or performance of the assets we manage in our Asset Management business.
- **Consequences of geopolitical conditions, military conflicts, wars and acts of terrorism could adversely affect our business, financial condition and results of operations.**
- Fluctuations in foreign currency exchange rates could reduce our stockholders' equity and net income or negatively impact the portfolios of our Asset Management clients and may affect the levels of our AUM.
- Our results of operations may be affected by fluctuations in the fair value of positions held in our investment portfolios.
- Our business, financial condition and results of operations could be materially adversely affected by pandemics, including the ongoing COVID-19 pandemic.
- Due to the nature of our business, financial results could differ significantly from period to period, which may make it difficult for us to achieve steady earnings growth on a quarterly basis.
- Our ability to retain ~~our~~ **and attract** managing directors and other key professional employees, including maintaining compensation levels at an appropriate level, is critical to the success of our business and failure to do so may materially adversely affect our results of operations and financial position.
- The financial services industry, and all of the businesses in which we compete, are intensely competitive.
- A substantial portion of our revenue is derived from Financial Advisory fees, which are not long-term contracted sources of revenue and are subject to intense competition.
- If the number of debt defaults, bankruptcies or other factors affecting demand for our Restructuring services declines, our Restructuring revenue could suffer.
- Certain of our services are dependent on the availability of private capital for deployment in illiquid asset classes.
- Potential underwriting **or deal manager** activities or advisory roles on capital raises **or exchange transactions** may expose us to risk.
- Our investment style in our Asset Management business, including the mix of asset classes and investment strategies comprising our AUM, may underperform or generate less demand than other investment approaches, which may result in significant client or asset departures or a reduction in AUM.
- We could lose clients and suffer a decline in our Asset Management revenue and earnings if the investments we choose in our Asset Management business perform poorly, regardless of overall trends in the prices of securities.
- Because many of our Asset Management clients can remove the assets we manage on short notice, we may experience unexpected declines in revenue and profitability.
- Access to clients through intermediaries and consultants is important to our Asset Management business, and reductions in referrals from such intermediaries or consultants or poor reviews of our products or our organization by such intermediaries or consultants could materially reduce our revenue and impair our ability to attract new clients.
- Our Asset Management business relies on non-affiliated third-party service providers.
- Certain of our investments are in relatively high-risk, illiquid assets, and we may lose some or all of the principal amount of these investments or fail to realize any profits from these investments for a considerable period of time.
- We may pursue new business lines, acquisitions, joint ventures, cooperation agreements or other growth or geographic expansion strategies that may result in additional risks and uncertainties in our business and could present unforeseen integration obstacles or costs.
- An inability to access the debt and equity capital markets as a result of our debt obligations, credit ratings or other factors could impair our liquidity, increase our borrowing costs or otherwise adversely affect our financial position or results of operations.
- The soundness of third parties, including our clients, as well as financial, governmental and other institutions, could adversely affect us.
- Other operational risks may disrupt our businesses, result in regulatory action against us or limit our growth.
- Extensive regulation of our businesses limits our activities and results in ongoing exposure to the potential for significant penalties, including fines or limitations on our ability to conduct our businesses.
- The financial services industry faces substantial litigation and regulatory risks, and we may face damage to our professional reputation and legal liability if our services are not regarded as satisfactory or if conflicts of interest should arise.
- Expectations relating to ESG considerations expose us to potential liabilities, increased costs, reputational harm, and other adverse effects on our business.
- Employee misconduct, which is difficult to detect and deter, could harm us by impairing our ability to attract and retain clients and subjecting us to significant legal liability and reputational harm.
- A failure in or breach of our information systems or infrastructure, or those of third parties with which we do business, including as a result of ~~cyber attacks~~ **cybersecurity incidents or threats**, could disrupt our businesses, lead to reputational harm and legal liability or otherwise impact our ability to operate our business.
- Failure to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could materially adversely affect our business.
- Uncertainty regarding the outcome of future arrangements between the European Union and the United Kingdom may adversely affect our business.
- ~~In the event of a change~~ **Changes in relevant tax laws, regulations or treaties or an** adverse interpretation of ~~relevant income~~ **these items by** ~~tax law, regulation~~ **authorities could negatively impact** ~~or our effective~~ **treaty**, or a failure to qualify for treaty benefits, ~~our overall tax rate may be substantially higher than the rate used for purposes of our consolidated financial statements.~~
- Tax authorities may challenge our tax computations and ~~classifications, our~~ transfer pricing methods and our application of related policies and methods.
- **Anti-takeover provisions in our organizational documents and Delaware law could delay or prevent a change in control.**
- Our subsidiaries may be required to make payments under the Amended and Restated Tax Receivable Agreement. The IRS may

challenge the tax basis increases upon which payments are based and, under certain circumstances, our subsidiaries may have made or could make payments under the Amended and Restated Tax Receivable Agreement in excess of our subsidiaries' cash tax savings. • **We may fail to realize the anticipated benefits of the Conversion or those benefits may take longer to realize than expected or not offset the costs of the Conversion, which could have a material and adverse impact on the trading price of our common stock.** • Lazard Ltd, Inc. is a holding company and, accordingly, depends upon distributions from Lazard Group to pay dividends and taxes and other expenses. • Lazard Group is a holding company and, accordingly, depends on its subsidiaries to make distributions to Lazard Group to enable it to service its obligations under its indebtedness. Risks Related to Economic and Current Conditions Impacting Us and our Business ~~Difficult market conditions can adversely affect our business in many ways, including by reducing the volume of transactions involving our Financial Advisory business and reducing the value or performance of the assets we~~ manage in our Asset Management business, which, in each case, could materially reduce our revenue or income and adversely affect our financial position. As a financial services firm, our businesses are materially affected by conditions in the global financial markets and economic conditions throughout the world. Unfavorable economic and market conditions can adversely affect our financial performance in both the Financial Advisory and Asset Management businesses. The future market and economic climate may deteriorate because of many factors, such as a general slowing of economic growth globally or regionally, periods of disruption or volatility in securities markets, volatility and tightening of liquidity in credit markets, volatility or significant realignments in currency markets, increases in interest rates, inflation, corporate or sovereign defaults, natural disasters, pandemics, terrorism or political uncertainty or instability. For example, revenue generated by our Financial Advisory business is directly related to the volume and value of the transactions in which we are involved. During periods of unfavorable or uncertain market or economic conditions, the volume and value of M & A transactions may decrease, thereby reducing the demand for our Financial Advisory services and increasing price competition among financial services companies seeking such engagements. Our results of operations would be adversely affected by any such reduction in the volume or value of M & A transactions. In addition, our profitability would be adversely affected due to our fixed costs and the possibility that we would be unable to reduce our variable costs without reducing revenue or within a timeframe sufficient to offset any decreases in revenue relating to changes in market and economic conditions. Within our Financial Advisory business, we have typically seen that, during periods of economic strength and growth, our Mergers and Acquisitions practice historically has been more active and our Restructuring practice has been less active. Conversely, during periods of economic weakness and contraction, we typically have seen that our Restructuring practice has been more active and our Mergers and Acquisitions practice has been less active. As a result, revenue from our Restructuring practice has tended to correlate negatively to our revenue from our Mergers and Acquisitions practice over the course of business cycles. These trends are cyclical in nature and subject to periodic reversal. However, these trends do not cancel out the impact of economic conditions in our Financial Advisory business, which may be adversely affected by a downturn in economic conditions, leading to decreased Mergers and Acquisitions practice activity, notwithstanding improvements in our Restructuring practice. ~~Moreover, revenue improvements in our Mergers and Acquisitions practice in strong economic conditions could be offset in whole or in part by any related revenue declines in our Restructuring practice.~~ While we generally have experienced a counter- cyclical relationship between our Mergers and Acquisitions practice and our Restructuring practice, this relationship may not continue in the future, and there is no certainty that strength in one practice will offset, or partially offset, weakness in the other. Our Asset Management business also would be expected to generate lower revenue in a market or general economic downturn. Under our Asset Management business' s arrangements, ~~investment advisory~~ **asset management** fees we receive typically are based on the market value of AUM. Accordingly, a decline in the prices of securities, or in specific geographic markets or sectors that constitute a significant portion of our AUM (e. g., our emerging markets strategies), would be expected to cause our revenue and income to decline by causing: • the value of our AUM to decrease, which would result in lower ~~investment advisory~~ **asset management** fees; • some of our clients to withdraw funds from our Asset Management business due to the uncertainty or volatility in the market, or in favor of investments they perceive as offering greater opportunity or lower risk, which would also result in lower ~~investment~~ **asset management** advisory fees; • some of our clients or prospective clients to hesitate in allocating **new** assets to our Asset Management business due to the uncertainty or volatility in the market, which would also result in lower ~~investment advisory~~ **asset management** fees; or • negative absolute performance returns for some accounts that have performance- based incentive fees, which would result in a reduction of revenue from such fees. Our AUM declines from time to time. If our Asset Management revenue declines without a commensurate reduction in our expenses, our net income would be reduced. In addition, in the event of a market or general economic downturn, our alternative investment and private equity practices also may be impacted by a difficult fund raising environment and reduced exit opportunities in which to realize the value of their investments. Fluctuations in foreign currency exchange rates may also affect the levels of our AUM and our ~~investment advisory~~ **asset management** fees. See " Fluctuations in foreign currency exchange rates could reduce our stockholders' equity and net income or negatively impact the portfolios of our Asset Management clients and may affect the levels of our AUM " below. **Global financial markets and economic conditions have experienced, and may continue to experience, volatility and disruptions due to geopolitical conditions, military conflicts, wars and acts of terrorism globally, including as a result of the events themselves and the responses, such as the imposition of sanctions, by the U. S., the European Union and other countries. Geopolitical instability, conflicts and related sanctions that have been or may be imposed may have further global economic and other consequences, including reduced consumer confidence, decreased economic growth, increased inflation and higher interest rates, each of which could adversely affect our performance in both our Financial Advisory and Asset Management businesses resulting from, among other things, decreased M & A activity and downward pressure on assets under management. In addition, businesses have seen, and expect to continue to see, increased risks of cyberattacks related to geopolitical and military conflicts, including in retaliation for sanctions imposed by the United States and other countries. Such impacts could intensify other risks to**

our businesses and industry described herein and could otherwise have an adverse effect on our business, financial condition and results of operations.

We are exposed to fluctuations in foreign currencies, including through advisory fees paid to our Financial Advisory business and management fees paid to our Asset Management business. Our financial statements are denominated in U. S. Dollars and, for the year ended December 31, 2022-2023, we received a portion of our consolidated net revenue in other currencies, predominantly in Euros and British Pounds. In addition, we pay a portion of our expenses in such other currencies. The exchange rates of these currencies versus the U. S. Dollar affect the carrying value of our assets and liabilities as well as our revenues, expenses and net income. We do not generally hedge such foreign currency exchange rate exposure arising in our subsidiaries outside of the U. S. Fluctuations in foreign currency exchange rates may also make period to period comparisons of our results of operations difficult. Fluctuations in foreign currency exchange rates also can impact the portfolios of our Asset Management clients. Client portfolios are invested in securities across the globe, although most portfolios are funded in a single base currency. Foreign currency exchange rate fluctuations can adversely impact investment performance for a client's portfolio and also may affect the levels of our AUM. As our AUM include significant assets that are denominated in currencies other than U. S. Dollars, an increase in the value of the U. S. Dollar relative to non- U. S. currencies, with all other factors held constant, generally would result in a decrease in the dollar value of our AUM, which, in turn, would result in lower U. S. Dollar- denominated revenue in our Asset Management business. As of December 31, 2022-2023, AUM with foreign currency exposure represented approximately 65-64% of our total AUM. See Note 14 of Notes to Consolidated Financial Statements for additional information regarding the impact on stockholders' equity from currency translation adjustments and Note 2 of Notes to Consolidated Financial Statements for additional information regarding the impact on operating results from currency transaction adjustments. We invest capital in various types of equity and debt securities in order to seed equity, debt and alternative investment funds and for general corporate purposes. Such investments are subject to market fluctuations due to changes in the market prices of securities, interest rates or other market factors, such as liquidity. While we may seek to hedge the market risk for some of these investments, an effective hedge may not be available and, if available, may not be fully effective. These investments are adjusted for accounting purposes to fair value at the end of each quarter, regardless of our intended holding period, with any related gains or losses reflected in our results of operations and therefore may increase the volatility of our earnings, even though such gains or losses may not be realized. Pandemics, such as the ongoing coronavirus ("COVID-19") pandemic, have affected, and may continue to affect, the global community and our business, financial condition and results of operations. The nature and severity of the impact will continue to depend largely on future developments, including by affecting the economies emergence of new variants of COVID-19, availability of effective treatments and markets in the extent to which we actions have been or may be taken to contain or address its impact globally. These actions, such as restrictions on in-person meetings and travel, vaccine mandates or other similar restrictions and limitations, may be, or have been, relaxed or suspended, but may also be reinstated if other pandemics occur in the future or if the COVID-19 pandemic worsens again. The timing and impact of any such actions or reinstatements remains difficult to predict. Moreover, pandemics may adversely affect the economies in countries and regions in which our businesses operate and the global financial markets, including the global debt and equity capital markets. These economies and markets have experienced, and may continue to experience, significant volatility due to pandemics such as COVID-19. For example, disruptions to, and volatility in, the global financial markets as a result of a pandemic such as COVID-19 may result in a decrease in the volume and value of M & A transactions, thereby reducing the demand for our Financial Advisory services and increasing price competition among financial services companies seeking such engagements. Those same market disruptions may result in a decrease in our AUM resulting in lower investment advisory asset management fees for our Asset Management business, may affect our ability to effect transactions for our Asset Management clients and may negatively impact the liquidity of the assets held in our client portfolios. Furthermore, any such disruptions may affect our ability to incur debt or issue equity on acceptable terms, or at all, to fund our working capital requirements, refinance existing indebtedness or make acquisitions and other investments. Counterparty and client defaults to which we may be exposed, may also become more frequent due to pandemic risks. Our efforts to mitigate the impact of the COVID-19 pandemic have required, and future pandemics may require, significant investments of time and resources across our businesses. For example, protective and preventative actions, including in response to recommendations or orders by governmental institutions limiting certain business or commercial activities in jurisdictions in which we operate around the world, have resulted in, and may in the future result in, reduced productivity and limit the ability of our personnel to effectively communicate with each other or clients, which may adversely impact our business, financial condition and results of operations. Furthermore, as many employees continue to perform all or a portion of their job functions remotely on a regular basis, there can be no assurance that our measures implemented to protect the confidentiality of our and our clients' confidential information will be adequate. Any unauthorized disclosure of such information could result in legal action, regulatory sanctions and reputational or financial harm. See "A failure in or breach of our information systems or infrastructure, or those of third parties with which we do business, including as a result of cyber attacks, could disrupt our businesses, lead to reputational harm and legal liability or otherwise impact our ability to operate our business". Risks Related to Our Business and Operations We experience significant fluctuations in quarterly revenue and profits. These fluctuations generally can be attributed to the fact that we earn a substantial portion of our Financial Advisory revenue upon the successful completion of a transaction or a restructuring, the timing of which is uncertain and is not subject to our control. As a result, our Financial Advisory business is highly dependent on market conditions and the decisions and actions of our clients, interested third parties and governmental authorities. For example, a client or counterparty could delay or terminate an acquisition transaction because of a failure to agree upon final terms, failure to obtain necessary regulatory consents or board of directors, or acquirer's or stockholder stockholders' approval, failure to secure necessary financing, adverse market conditions or because the seller's business is experiencing unexpected operating or financial problems. Anticipated bidders for assets of a client during a restructuring transaction may not materialize or our client may not be able to restructure its operations or indebtedness,

for example, due to a failure to reach agreement with its principal creditors. In addition, a bankruptcy court may deny our right to collect a success or completion fee. In these circumstances, other than in engagements where we receive retainers, we often do not receive any advisory fees other than the reimbursement of certain expenses, despite the fact that we devote resources to these transactions. Accordingly, the failure of one or more transactions to close either as anticipated or at all could cause significant fluctuations in quarterly revenue and profits and could materially adversely affect our business, financial condition and results of operations. For more information, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. In addition, our Asset Management revenue is particularly sensitive to fluctuations in our AUM. Asset Management fees are predominantly based on the daily, monthly or quarterly ~~average~~ AUM. As a result, a reduction in AUM at the end of a day, month or quarter (as a result of market depreciation, withdrawals, fluctuations in foreign currency exchange rates or otherwise) will result in a decrease in management fees. Similarly, the timing of flows, contributions and withdrawals are often out of our control and may be inconsistent from quarter to quarter. Incentive fees are driven by investment performance (either absolute performance or relative to an established benchmark), which is directly impacted by market movements, and may therefore fluctuate from period to period. As a result of such fluctuations, it may be difficult for us to achieve steady revenue and earnings growth on a quarterly basis. Our people are our most important asset. We must retain the services of our managing directors and other key professional employees, and strategically recruit and hire new talented employees, to obtain and successfully execute the Financial Advisory and Asset Management engagements that generate substantially all of our revenue. In general, our industry continues to experience change and be subject to significant competitive pressures with respect to the retention of top talent, which makes it more difficult for us to retain professionals. Loss of key employees may occur due to perceived opportunity for promotion, compensation levels or composition of compensation, work environment, retirement or the pursuit of philanthropic, civic or similar service opportunities or other individual reasons, some of which may be beyond our control. If managing directors and other key professional employees were to retire, join an existing competitor, form a competing company or otherwise leave us, we could need to replace them, and some of our clients could eventually choose to use the services of that competitor or some other competitor instead of our services. In any such event, our financial advisory fees, asset management fees or AUM could decline. The employment arrangements, non-competition agreements and retention agreements we have or will enter into with our managing directors and other key professional employees may not sufficiently prevent our managing directors and other key professional employees from resigning from practice or competing against us. In addition, these arrangements and agreements **may face enforceability challenges and** have a limited duration and expire after a certain period of time. We continue to be subject to intense competition in the financial services industry regarding the recruitment and retention of key professionals, and have experienced departures from and added to our professional ranks as a result. Furthermore, we seek to align the interests of our managing directors and other key professional employees with that of our shareholders by awarding deferred compensation in the form of equity, and any change in our ability to grant such awards, including as a result of a shareholder vote against any of our equity incentive plans, could have a negative impact on our ability to promote such alignment. Certain changes to our employee compensation arrangements may result in increased compensation and benefits expense. In addition, any changes to the mix of cash and deferred incentive compensation granted to our employees may affect certain financial measures applicable to our business, including ratios of compensation and benefits expense to revenue, and may result in the issuance of increased levels of common stock, ~~par value \$ 0.01 per share,~~ to our employees upon vesting of restricted stock units (“RSUs”), performance-based restricted stock units (“PRSUs”), restricted stock awards (“RSAs”), profits interest participation rights (“PIPRs”) or other equity-based awards in a particular year. Our compensation levels, results of operations and financial position may be significantly affected by many factors, including general economic and market conditions, our operating and financial performance, staffing levels and competitive pay conditions. The financial services industry is intensely competitive, and we expect it to remain so. We compete on the basis of a number of factors, including the quality of our advice, our employees and transaction execution, the range and price of our products and services, our innovation and our reputation. We have experienced intense fee competition in some of our businesses in recent years, and we believe that we may experience pricing pressures in these and other areas in the future as some of our competitors seek to obtain increased market share by reducing fees. A number of factors increase the competitive risks of our Financial Advisory and Asset Management businesses:

- there are relatively few barriers to entry impeding the launch of new asset management and financial advisory firms, including a relatively low cost of entering these businesses, and the successful efforts of new entrants, including major banks and other financial institutions, into our lines of business have resulted in increased competition;
- other industry participants will from time to time seek to recruit our employees away from us in order to compete in our lines of business; and
- certain of our practices and products are newly established and relatively small. In addition, many of our competitors have the ability to offer a wide range of products, from loans, deposit-taking and insurance to brokerage, asset management and investment banking services, including products and services which we do not currently offer, which may enhance their competitive position. They may also have the ability to support investment banking, including financial advisory services, with commercial banking, insurance and other financial services in an effort to gain market share, which could result in pricing pressure in our businesses. Competitive pressure could adversely affect our ability to attract new or retain existing clients, make successful investments, retain our people or maintain AUM, any of which would adversely affect our results of operations and financial condition. A substantial portion of our revenue is derived from Financial Advisory fees, which are not long-term contracted sources of revenue and are subject to intense competition, and declines in our Financial Advisory engagements could have a material adverse effect on our business, financial condition and results of operations. We historically have earned a substantial portion of our revenue from advisory fees paid to us by our Financial Advisory clients, which usually are payable upon the successful completion of a particular transaction or restructuring. For example, for the year ended December 31, ~~2022~~ **2023**, Financial Advisory services accounted for approximately ~~60~~ **55**% of our consolidated net revenue. We expect that we will continue to rely on Financial Advisory fees for a substantial portion of our revenue for the foreseeable

future, and a decline in our Financial Advisory engagements or the market for financial advisory services would adversely affect our business, financial condition and results of operations. In addition, we operate in a highly competitive environment where typically there are typically no long-term contracted sources of revenue. Each revenue-generating engagement typically is separately awarded and negotiated. Furthermore, many businesses do not routinely engage in transactions requiring our services, and as a consequence, our fee paying engagements with many clients are not likely to be predictable. We may also lose clients from time-to-time as a result of, among other reasons, the sale of, merger or restructuring of a client, a change in a client's senior management or competition from other financial advisors and financial institutions. As a result, our engagements with clients are constantly changing, and our Financial Advisory fees could decline quickly due to the factors discussed above. We provide various restructuring and restructuring-related advice to companies in financial distress or to their creditors or other stakeholders. Historically, the fees from restructuring-related services have been a significant part of our Financial Advisory revenue. A number of factors could affect demand for these advisory services, including general economic conditions, the availability and cost of debt and equity financing and changes to laws, rules and regulations, including those that protect creditors, and the deregulation or privatization of particular industries. In such periods, our revenues from restructuring services may decline. We provide private fund advisory and fundraising services for alternative investment strategies, including private equity and real estate. Additionally, we may provide financial advice in connection with private placements for private companies. Our ability to find suitable engagements and earn fees in these businesses depends on the availability of private and public capital for investments in illiquid assets. The availability of such capital depends on a number of factors, including many that are outside our control, such as the general macroeconomic environment, changes in the weight investors give to alternative asset investments as part of their overall investment portfolio among asset classes, and market liquidity and volatility. Further, certain investors, such as public pension plans, may have policies prohibiting the use of placement agents by fund sponsors or managers in connection with a limited partner's investment. To the extent private and public capital focused on illiquid investment opportunities for our clients is limited by the foregoing or other circumstances, our fees generated by these services and, therefore, our results may be adversely affected. As part of our Financial Advisory business, we sometimes act as an underwriter in public offerings and other distributions of securities or as a financial advisor in connection with a capital raise. While not an ordinary part of our business, if we act as an underwriter, we may incur losses and be subject to reputational harm to the extent that, for any reason, the underwriting syndicate in any given transaction is unable to sell the relevant securities at the anticipated price levels. Similarly, we may incur losses and be subject to reputational harm to the extent that, for any reason, we are unable to assist a client in raising capital at anticipated price levels when we act as financial advisor. In addition, if we act as an underwriter, deal manager or financial advisor, we may also be subject to liability for material misstatements or omissions in prospectuses and other offering documents relating to the applicable transactions. In such cases, any indemnification provisions in the applicable underwriting, deal manager or financial advisory agreement may not be available to us or may not be sufficient to protect us against losses arising from such liability. Operational risk in connection with any offering or capital raise we participate in could arise in the form of errors, deficiencies or noncompliance and also could expose us to risk. We seek to manage the risks associated with underwriting, deal manager and financial advisory activities through screening, internal review and diligence, but such efforts may not be effective in all cases. Even when securities prices are rising generally, performance can be affected by investment style and mix of asset classes. For example, many of the equity investment strategies in our Asset Management business share a common investment orientation towards relative value investing. We believe this style tends to outperform the market in some market environments and underperform it in others. In particular, a prolonged growth environment, as we have seen over the last several years, may cause some of our investment strategies to go out of favor with some clients, advisors, consultants or third-party intermediaries. In addition, all of our investment strategies are actively managed strategies which seek to outperform relative to a benchmark or generate an absolute return. Management fees for actively managed strategies tend to be higher than those charged for passively managed strategies. The perception that actively managed strategies have, on average, underperformed relative to passively managed strategies over time, combined with greater pressure on clients to acquire asset management services at lower costs, has contributed to increased trends toward passively managed investment strategies. This, in turn, may adversely affect demand for our strategies or result in fee pressure on our business overall. In combination with poor performance relative to peers, changes in personnel, challenging market environments or other difficulties, the underperformance of our investment style may result in significant client or asset departures or a reduction in AUM. Investment performance affects our AUM relating to existing clients and is one of the most important factors in retaining clients and competing for new Asset Management business. Poor investment performance could impair our revenue and growth because: • existing clients might withdraw funds from our Asset Management business in favor of better performing products, which would result in lower investment advisory asset management fees; • our incentive fees, which provide us with a set percentage of returns on some alternative investment and private equity funds and other accounts, would decline; • third-party financial intermediaries, rating services, advisors or consultants may rate our products poorly, which may result in client withdrawals and reduced asset flows; or • firms with which we have strategic alliances may terminate such relationships with us, and future strategic alliances may be unavailable. Over certain time periods, we may have a higher concentration of assets in certain strategies. To the extent that this is the case, underperformance, changes in investment personnel or other changes in these strategies, as well as changes in a variety of macroeconomic and other factors, may result in a significant withdrawal withdrawals of assets and related declines in. If a significant amount of clients withdraw from these strategies for any reason, our revenues would decline and our operating results would be adversely affected. Our investment advisory contracts are generally terminable upon very short notice. Institutional and individual clients, and firms with which we have strategic alliances, can terminate their relationship with us, reduce the aggregate amount of AUM or shift their funds to other types of accounts with different rate structures or to other investment asset management firms for a number of reasons, including investment performance relative to the market, prior years or other investment asset management firms, departures

from or changes to the teams that manage our investment products, changes in prevailing interest rates and financial market performance or for no stated reason. In addition, the ability to terminate relationships may allow clients to renegotiate **reduced for lower** fees paid for asset management services. In addition, in the U. S., as required by the Investment Company Act, each of our investment advisory contracts with the mutual funds we advise or sub- advise automatically terminates upon its “ assignment. ” Each of our other investment advisory contracts subject to the provisions of the Investment Advisers Act provide, as required by the Investment Advisers Act, that the contract may not be “ assigned ” without the consent of the customer. A sale of a sufficiently large block of shares of our voting securities or other transactions could be deemed an “ assignment ” in certain circumstances. An assignment, actual or constructive, would trigger these termination provisions and could adversely affect our ability to continue managing client accounts. Our ability to market our Asset Management services relies in part on receiving mandates from the client base of national and regional securities firms, banks, insurance companies, defined contribution plan administrators, investment consultants and other intermediaries. To an increasing extent, our Asset Management business uses referrals from accountants, lawyers, financial planners and other professional advisors. The inability to have this access could materially adversely affect our Asset Management business. In addition, many of these intermediaries and consultants review and evaluate our products and our organization. Poor reviews or evaluations of either the particular product or of us may result in client withdrawals or an inability to attract new clients through such intermediaries or consultants. Our Asset Management business has entered into service agreements with third- party service providers for client order management and the execution and settlement of client securities transactions. This business faces the risk of operational failure of any of our clearing agents, the exchanges, clearing houses or other intermediaries we use to facilitate our securities transactions. We oversee and manage these relationships. Poor oversight and control or inferior performance or service on the part of the service provider could result in our loss of customers and violations of applicable rules and regulations. Any such failure could **also** adversely affect our ability to effect transactions and to manage our exposure to risk, and thereby adversely affect our results of operations. We have made, and in the future may make, principal investments in public or private companies or in alternative investments (including private equity funds) established by us, and we continue to hold principal investments directly or through funds managed by certain affiliates of Lazard, including Edgewater, as well as third parties. Making principal investments is risky, and we may lose some or all of the principal amount of our investments. Certain of these types of investments may be in relatively high- risk, illiquid assets. Because it may take several years before attractive alternative investment opportunities are identified, some or all of the capital committed by us to these funds is likely to be invested in government securities, other short- term, highly- rated debt securities and money market funds that traditionally have offered investors relatively lower returns. In addition, these investments may be adjusted for accounting purposes to fair value at the end of each quarter, and any related gains or losses would affect our results of operations and could increase the volatility of our earnings, even though such fair value fluctuations may have no cash impact. It takes a substantial period of time to identify attractive alternative investment opportunities, to raise all the funds needed to make an investment and then to realize the cash value of an investment through resale. Even if an alternative investment proves to be profitable, it may be several years or longer before any profits can be realized in cash or other proceeds. Our revenue from our private equity business is derived in part from management fees, which are calculated as a percentage of committed capital or invested capital depending on the stage of each respective fund. Transaction and advisory fees are also earned. Incentive fees are earned if investments are profitable over a specified threshold. Our ability to form new alternative investment funds is subject to a number of uncertainties, including past performance of our funds, market or economic conditions, competition from other fund managers and the ability to negotiate terms with major investors. We routinely assess our strategic position and may in the future pursue new business lines or seek acquisitions or other transactions or growth strategies to further enhance our competitive position. We have in the past pursued joint ventures and other transactions aimed at expanding the geography and scope of our operations. We expect to continue to explore new business lines, acquisitions, growth strategies and partnership or strategic alliance opportunities that we believe to be attractive. Acquisitions, growth strategies, joint ventures and new business lines involve a number of risks and present financial, managerial and operational challenges. These risks and challenges include potential disruption of our ongoing business and distraction of management, difficulty integrating personnel and financial and other systems, difficulty hiring additional management and other critical personnel and other challenges arising from the increased scope, geographic diversity and complexity of our operations. To the extent that we pursue business opportunities outside of the U. S. and our other principal business locations, including through acquisitions, joint ventures or other geographic expansion of our existing businesses, we may become subject to political, economic, legal, operational, regulatory and other risks that are inherent in operating in a foreign country, including risks of potential price, capital and currency exchange controls, licensing requirements and other regulatory restrictions, as well as the risk of hostile actions against or affecting our business or people. Our ability to remain in compliance with local laws in a particular foreign jurisdiction could adversely affect our businesses and our reputation. In addition, our clients and other stakeholders may react unfavorably to our acquisition, growth and joint venture strategies or new business lines; we may not realize any anticipated benefits from such actions, we may be exposed to additional liabilities of any new business line, acquired business or joint venture; we may be exposed to litigation in connection with a new business line, acquisition, growth or joint venture transaction; and we may not be able to renew on similar terms (or at all) previously successful joint ventures or similar arrangements, any of which could materially adversely affect our business, financial position and results of operations. As of December 31, **2022-2023**, Lazard Group and its subsidiaries had approximately \$ 1. 7 billion in debt outstanding, of which \$ 400 million, \$ 300 million, \$ 500 million and \$ 500 million relate to Lazard Group senior notes that mature in 2025, 2027, 2028 and 2029, respectively. This debt has certain mandated payment obligations, which may constrain our ability to operate our business. If we decide to redeem or retire this debt before maturity, we may be required to pay a significant premium to do so, which may adversely impact our earnings and affect our financial position. In addition, in the future we may need to incur debt or issue equity in order to fund our working capital requirements or refinance existing

indebtedness, as well as to make acquisitions and other investments. The amount of our debt obligations may impair our ability to raise debt or issue equity for financing purposes. Our access to funds also may be impaired if regulatory or governmental authorities take significant action against us or for a variety of other possible reasons. In addition, our borrowing costs and our access to the debt capital markets depend significantly on **market factors, including benchmark interest rates, and** our credit ratings. These ratings are assigned by rating agencies, which may reduce or withdraw their ratings or place us on “credit watch” with negative implications at any time. We have exposure to many different industries, institutions, products, counterparties and clients, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds and other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit and settlement risk may be exacerbated when the collateral held by us, if any, cannot be fully realized or is liquidated at prices not sufficient to recover the full amount of the loan, credit balance or derivative exposure due to us. LFG and LFB offer wealth management and banking services to high net worth individuals and families. In order to support this business, LFB may extend lines of credit to such clients. These loans are fully collateralized, but collateral values could fluctuate over time. In the event that the clients are unable to repay their loans and we are unable to realize the collateral for sums that exceed the underlying amount of the loan, we may lose some or all of these amounts. In addition, we have and may continue to enter into joint ventures, partnerships and invest in entities in which we share ownership or management with unaffiliated third parties. In certain circumstances, we may not have complete control over governance, financial reporting, operations, legal and regulatory compliance or other matters relating to such joint ventures, partnerships or entities. As a result, we may face certain operating, financial, legal, regulatory compliance, reputational and other risks relating to these joint ventures, partnerships and entities, including risks related to the financial strength of such third parties; the willingness of such third parties to provide adequate funding for the joint venture, partnership or entity; differing goals, strategies, priorities or objectives between us and such third parties; our inability to unilaterally implement actions, policies or procedures with respect to the joint venture, partnership or entity that we believe are favorable; legal and regulatory compliance risks relating to actions of the joint venture, partnership, entity or such third parties; the risk that the actions of such third parties could damage our brand image and reputation; and the risk that we will be unable to resolve disputes with such third parties. Our business is highly dependent on communications and information systems, including those of our vendors. Any failure or interruption of these systems, whether caused by fire, other natural disaster, power or telecommunications failure, geopolitical instability, act of terrorism or war, system modification or upgrade or a delay of any modification or upgrade or otherwise, could materially adversely affect our business. Although back-up systems are in place, our back-up procedures and capabilities in the event of a failure or interruption may not be adequate. **Particularly in Aspects of our business, including** our Asset Management business, we rely heavily on our financial, accounting, trading, compliance and other data processing systems and those of our third-party vendors or service providers who support these functions. We expect that we will need to review whether to continue to upgrade and expand the capabilities of these systems, **including legacy systems,** in the future to avoid disruption of, or constraints on, our operations, and any such system upgrades or expansions could result in significant costs to us. We may need to hire additional staff in order to continue to upgrade or expand the capabilities of our systems, **including with respect to quickly advancing technologies like generative artificial intelligence,** and failure to attract and retain staff with the proper skillset could disrupt or constrain our operations. Certain investment teams within our Asset Management business, **for example,** employ proprietary systems, including quantitative models, in connection with their investment processes. These systems and models are often designed and, with assistance from technology personnel, maintained by employees who are members of those investment teams. If any of the foregoing systems **fail** to operate properly or **are** disabled, including for reasons beyond our control, we could suffer **material** financial loss, a disruption of our businesses, liability to clients, regulatory intervention **or** and reputational damage. The inability of our systems (or those of our vendors or service providers) to accommodate an increasing volume of transactions also could constrain our ability to expand our businesses. In addition, errors resulting from these issues or from human error when conducting a trade or other transaction could expose us to significant risk. In addition, if we were to experience a local or regional disaster or other business continuity problem, such as a pandemic or **other** man-made or natural disaster, our continued success **will** depend, in part, on the availability of our personnel and office facilities and the proper functioning of and remote accessibility to our **computer** **computers,** telecommunications, transaction processing and other information systems and operations, as well as those of third parties on whom we rely. Such events could lead us to experience operational challenges, and our inability to successfully recover could materially disrupt our businesses and cause material financial loss, regulatory actions, reputational harm **or** and legal liability. For additional information regarding operational risks with respect to our businesses, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Operational Risk” below. Risks Related to Legal or Regulatory Factors and Taxation The financial services industry is subject to extensive regulation. We are subject to regulation by governmental and self-regulatory organizations in the jurisdictions in which we operate around the world. Many of these regulators, including U. S. and non-U. S. government agencies and self-regulatory organizations, as well as state securities commissions in the U. S., are empowered to conduct administrative proceedings that can result in censure, fine, the issuance of cease-and-desist orders or the suspension or expulsion of a regulated entity from registration or membership. The requirements imposed by our regulators are generally designed to ensure the integrity of the financial markets and to protect customers and other third parties who deal with us and not to protect our stockholders. Consequently, these regulations often serve to limit our activities, including through net capital, customer protection and market conduct requirements. We face the risk of significant intervention by regulatory and governmental authorities, including extended investigation and surveillance activity, adoption of costly or restrictive new regulations and judicial or administrative proceedings that may result in substantial penalties. Among other things, we could be fined or be prohibited from engaging in some of our business activities. In addition, the regulatory environment in which we operate is subject to modification and

further regulation. Such changes may increase the expenses that we incur without necessarily leading to commensurate increases in revenue and income. Certain laws and regulations within the U. S. and externally include extraterritorial application that may lead to overlapping or conflicting legal and regulatory burdens with additional risks and implementation expenses. New laws or regulations or changes in the enforcement of existing laws or regulations applicable to us and our clients also may adversely affect our business, and our ability to function in this environment will depend on our ability to continually monitor and react to these changes. The U. S. and other governments and institutions have taken actions, and may in the future take further actions, in response to geopolitical events and disruption and volatility in the global financial markets, including actions such as the institution of sanctions against Russia and others by the U. S. and other governments and institutions as a result of the Russian invasion of Ukraine. Such further actions could include expanding current or enacting new standards, requirements and rules that may be applicable to us and our subsidiaries. The effect, complexity and scope of any such expanded or new standards, requirements and rules is uncertain and could increase costs of compliance, monitoring and reporting and result in increased potential for litigation, sanctions and other liabilities, all of which could have adverse consequences to our business, financial condition and results of operations. While we continue to examine the requirements of new regulations that may become applicable to us in the U. S. and in the European Union (see “ Business — Regulation ” above), and previously announced actual or potential regulations that may be modified, we are not able to predict the ultimate effect on us. The regulatory environment in which our clients operate may also impact our business. For example, changes in antitrust laws or the enforcement of antitrust laws could affect the level of M & A activity, and changes in state laws may limit investment activities of state pension plans. In addition, many tax laws and regulations have been modified, or are otherwise under review, in the U. S. and in many other jurisdictions in which we and our clients operate. Actual and proposed changes to these laws and regulations may affect the level of M & A activity, including cross- border M & A activity. For the asset management businesses in general, there have been a number of highly publicized cases involving fraud or other misconduct by employees of asset management firms, as well as industry- wide regulatory inquiries. These cases and inquiries have resulted in increased scrutiny from regulators, governments and investors and may result in new rules and regulations for mutual funds, hedge funds, private equity funds and their investment managers. This regulatory scrutiny and these rulemaking initiatives may result in an increase in operational and compliance costs or the risk of assessment of significant fines or penalties against our Asset Management business and may otherwise limit our ability to engage in certain activities. Specific regulatory changes also may have a direct impact on the revenue of our Asset Management business. In addition to regulatory scrutiny and potential fines and sanctions, regulators continue to examine different aspects of the asset management industry. For example, the use of “ soft dollars, ” where a portion of commissions paid to broker- dealers in connection with the execution of client trades also pays for research and other eligible services that are used by investment advisors, has in the last several years been reexamined by different regulatory bodies and industry participants. Although a substantial portion of the research relied on by our Asset Management business in its investment decision- making processes is generated internally by our investment personnel, external research, including external research and other eligible services traditionally paid for with soft dollars, is also important to the process. This external research includes materials provided by broker- dealers and research firms, as well as eligible data and analytics services from various sources. In connection with the implementation of the EU Markets in Financial Instruments Directive II (“ MiFID II ”) in 2018, our Asset Management affiliates in France, Germany and the U. K. decided to pay for broker research services from their own resources. This has reduced our ability to utilize commissions to pay for research services and other soft dollar services in certain European jurisdictions. Similar pressures may come from future changes within the asset management industry itself, which may further increase our costs related to external research services. For the year ended December 31, 2022-2023, our Asset Management business obtained research and other eligible services through third-party soft dollar arrangements, the total value of which we estimate to be approximately \$ 24 million. In addition, new regulations affecting the asset management business, including those regarding the management of U. S. mutual funds, hedge funds, Undertakings for the Collective Investment in Transferable Securities (“ UCITS ”) funds and the use of certain investment products may impact our Asset Management business and result in increased costs. For example, the European Union has adopted updated directives on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (“ UCITS V ”) with respect to various subjects. Among other things, UCITS V establishes remunerations policies that impact the structure of compensation for certain portfolio managers and other personnel within the Company. UCITS V also establishes certain regulations governing oversight and independence of depository functions. While these rules have already been implemented, they could further impact our personnel or result in changes to our operations, resulting in increased costs to the business. In addition, many regulators around the world, including those in the U. S., continue to adopt disclosure requirements impacting the asset management business, as well as changes to the laws, rules and regulations relating to recordkeeping and reporting obligations. Legislators and regulators around the world continue to explore changes to, and additional oversight of, the financial industry generally. The impact of the potential changes on us are uncertain and may result in an increase in costs or a reduction of revenue associated with our businesses. See “ Business — Regulation ” above for a further discussion of the regulatory environment in which we conduct our businesses. In recent years, the volume of claims and amount of damages claimed in litigation and regulatory proceedings against financial advisors has increased. The activities of our Financial Advisory business may subject us to the risk of significant legal actions by our clients and third parties, including our clients’ stockholders, under securities or other laws. Such legal actions may include allegations relating to aiding and abetting breaches of fiduciary duties and to materially false or misleading statements or misrepresentations made in connection with securities and other transactions, including private placements. We may also be exposed to potential liability for the fairness opinions and other advice provided to participants in corporate transactions. In our Asset Management business, we make investment decisions on behalf of our clients, which could result in substantial losses. Many of our business activities may subject us to the risk of legal actions alleging negligence, misconduct, breach of fiduciary

duty or breach of contract. ~~In addition, we have, and may in the future continue to, sponsor or otherwise make investments in special purpose acquisition companies, or SPACs. There are potential litigation risks associated with transactions involving SPACs and uncertainty whether regulatory, tax or other authorities will implement additional or adverse policies relating to SPACs and SPAC sponsorship and investing.~~ We increasingly confront actual and potential conflicts of interest relating to our Financial Advisory business, as well as to the fact that we have both a Financial Advisory business and an Asset Management business. Additionally, our pursuit of new business lines or other growth opportunities, ~~including our sponsoring of SPACs,~~ could result in additional actual or potential conflicts of interest. It is possible that actual, potential or perceived conflicts of interest, including with respect to the use or disclosure of confidential information, could give rise to client dissatisfaction, litigation or regulatory or governmental enforcement actions, which could have the effect of limiting our business opportunities. Appropriately identifying and managing actual or perceived conflicts of interest is complex and difficult, and our reputation could be damaged if we fail, or appear to fail, to deal appropriately with one or more potential or actual conflicts of interest. We have adopted various policies, controls and procedures to address or limit actual or perceived conflicts of interest. However, these policies, controls and procedures may not be adhered to by our employees or be effective in reducing the applicable risks. Any failure of, or failure to adhere to, these policies, controls and procedures may result in regulatory or governmental sanctions or client litigation. We may also face competition from time to time from other financial services firms that do not operate under similar policies, controls and procedures. Our Financial Advisory engagements typically include broad indemnities from our clients and provisions designed to limit our exposure to legal claims relating to our services, but these provisions may not protect us or may not be available or adhered to in all cases. We also are subject to claims arising from disputes with employees for alleged wrongful termination, discrimination or harassment, among other things. These risks often may be difficult to assess or quantify, and their existence and magnitude often remain unknown for substantial periods of time. We may incur significant legal expenses in defending ourselves against litigation or regulatory or governmental action. Substantial legal liability or significant regulatory or governmental action against us could materially adversely affect our business, financial condition or results of operations and cause significant reputational harm to us, which could seriously harm our business. As a financial services firm, we depend to a large extent on our relationships with our clients and our reputation for integrity and high-caliber professional services to attract and retain clients. Companies across all industries are facing increasing scrutiny from customers, clients, regulators, investors, and other stakeholders related to their ESG practices and disclosures. In addition to governments and regulators, the investment community and society at large is increasingly focused on these practices, especially as they relate to the environment and climate change, health and safety, diversity, equity, inclusion, labor conditions and human and civil rights. As a result, there is heightened demand for information related to ESG factors, such as climate change, natural resources, waste reduction, energy, human capital, and risk oversight, including with respect to our supply chain, which expands the nature, scope, and complexity of matters that we are expected to manage, assess, and report. We also make statements about our ESG goals and initiatives through our ESG Corporate Sustainability reporting and our Asset Management Sustainable Investing perspectives, which is available on our public websites. We may not achieve our ESG goals and initiatives. In addition, some stakeholders may disagree with our goals and initiatives. Any failure, or perceived failure, to achieve our goals, further our initiatives, adhere to our public statements, comply with federal, state or international ESG laws and regulations, or meet evolving and varied stakeholder expectations and standards could result in legal and regulatory proceedings against us or client dissatisfaction and materially adversely affect our business, reputation, results of operations, financial condition and stock price. There have been a number of highly publicized cases involving fraud or other misconduct by employees in the financial services industry generally, and we run the risk that employee misconduct could occur in our business as well. For example, misconduct by employees could involve the improper use or disclosure of confidential information, which could result in legal action, regulatory sanctions and reputational or financial harm. Our Financial Advisory business often requires that we deal with confidences of great significance to our clients or their counterparties, improper use of which may harm our clients or our relationships with our clients. Any breach of confidences as a result of employee misconduct may adversely affect our reputation, impair our ability to attract and retain Financial Advisory clients and subject us to liability. Similarly, in our Asset Management business, we have authority over client assets, and we may, from time to time, have custody of such assets. In addition, we often have discretion to trade client assets on the client's behalf and must do so acting in the best interests of the client. As a result, we are subject to a number of obligations and standards, and the violation of those obligations or standards may adversely affect our clients and us. It is difficult to detect and deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in all cases. In recent years, the U. S. Department of Justice and the SEC have also devoted greater resources to the enforcement of the Foreign Corrupt Practices Act. In addition, the U. K., France and other jurisdictions have expanded the reach of their anti-bribery laws. While we have developed and implemented policies and procedures designed to ensure compliance with anti-bribery and other laws, such policies and procedures may not be effective in all instances to prevent violations. Any determination that we have violated these laws could subject us to, among other things, civil and criminal penalties, material fines, profit disgorgement, injunction against future conduct, securities litigation and reputational damage, any one of which could adversely affect our business, financial condition and results of operations. Our operations rely on **electronic information systems that we use for the secure collection, processing, storage and transmission maintenance, use, sharing, dissemination or disposition of confidential our and other our clients' information involving our computer systems, hardware, software and networks**, which we refer to as "information systems", **including our computer and involving the information systems, hardware, software and networks and those of our third parties with which we do business - party vendors and service providers**. Such information systems, which frequently include "cloud"-based networks and services, **have in the past and may in the future** be subject to unauthorized or fraudulent access, computer viruses or other malicious code or other threats, including "phishing" **and social engineering** attempts, that are constantly evolving and that could have a **material** security impact on us. There can be no assurance that we will not suffer material losses

relating to **cybersecurity incidents or threats, including** cyber attacks **on that exploit vulnerabilities**, or other security breaches involving ~~our information and payment~~ systems, or the information systems of third parties with which we do business, despite taking protective measures to prevent such breaches. The increased use of mobile technologies and remote working technologies can heighten these and other operational risks, as can the advancing sophistication and increased frequency and severity of ~~cyber-security~~ **cybersecurity attacks incidents and threats** globally. In addition, attacks against us, our customers and our third-party vendors **can have in the past and may in the future** increase during periods of **severe heightened** diplomatic or armed conflict. ~~A~~ **If a successful cyber attack or other security-cybersecurity incident or threat breach were to occur** against us, our customers or other third parties with which we do business, our confidential or proprietary information, or the confidential or proprietary information of our clients or their counterparties, that is stored in, or transmitted through, such information systems could ~~be result in compromised-~~ **compromise or misappropriated-misappropriation of such information**. Any such cyber attack or other ~~security-cybersecurity breach-~~ **incident or threat**, or any disruption of or failure in the physical or logical infrastructure or operating systems that support such information systems or our businesses, could significantly impact our ability to operate our businesses and could result in reputational damage, legal liability, the loss of clients or business opportunities and financial losses that are either not insured against or not fully covered through any insurance maintained by us. Additionally, as geopolitical tensions rise, cyber retaliation between nation states can impact the business of those countries, which could adversely affect our business. As ~~cyber-~~ threats continue to multiply, become more sophisticated, frequent and severe and threaten additional aspects of our businesses, we may also be required to expend additional resources on information security and compliance costs in order to continue to modify or enhance our protective measures or to investigate and remediate any ~~information security-~~ **cybersecurity** vulnerabilities or other exposures. Additionally, certain of our third-party vendors or service providers, which may process or otherwise have access to confidential or sensitive data, may ~~take, have taken or may take further preventative or protective actions in connection with the COVID-19 pandemic, including instituting~~ **instituted** policies **requiring allowing** their respective employees who are capable of performing their functions remotely to do so and implementing or expanding back-up procedures and capabilities, and may be experiencing a growing demand for their services. As such, such vendors and service providers may be more susceptible to interruptions or confidentiality or security breaches than in prior periods. Any failure of or interruption to their systems or any back-up procedures and capabilities as a result of such actions or such growth in demand could materially adversely affect our business, financial condition and results of operations. See “Other operational risks may disrupt our businesses, result in regulatory action against us or limit our growth.” Similarly, due to the **unprecedented significant** number of employees frequently deploying the remote working capabilities of our information systems, including on home networks or through increased use of mobile technologies, we face a heightened risk of operational interruptions and security breaches involving such systems. Additionally, such home and mobile technology resources could be more susceptible to interruptions and security breaches than our dedicated business resources. There can be no assurance that protective measures and policies we have instituted in an effort to reduce the likelihood and severity of such interruptions and breaches, including as a result of ~~cyber attacks-~~ **cybersecurity incidents or threats**, will be adequate. ~~Failure to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could materially adversely affect our business.~~ We have documented and tested our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act, which requires annual management assessments of the effectiveness of our internal controls over financial reporting and a report by our independent auditors regarding our internal control over financial reporting. We are in compliance with Section 404 of the Sarbanes-Oxley Act as of December 31, ~~2022-~~ **2023**. However, if we fail to maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. Failure to maintain an effective internal control environment could materially adversely affect our business. Uncertainty regarding the outcome of future arrangements between the European Union and the U. K. may adversely affect our business. The Company has a significant presence in the U. K. and many European Union countries. The U. K. left the European Union on January 31, 2020. Prior to that date, the U. K. adopted numerous European Union laws and regulations into U. K. domestic legislation in order to ensure continuity. The “Retained EU Law **(Revocation and Reform) Act 2023**”, which came into **force** ~~bill announced by the U. K. Government on September 22-~~ **January 1, 2022-2024**, **revoked certain** ~~to the extent passed into U. K. law by the U. K. Parliament, will result in the disapplication of European Union legacy laws by the end of 2023 unless (“retained EU laws”) and gave~~ the U. K. Government ~~has legislated to retain or replace them-~~ **the power to amend, repeal or restate the remaining retained EU laws**. There is currently no certainty on which **retained EU** ~~European Union legacy-~~ laws and regulations will be changed going forward and the U. K. may diverge from these laws and regulations and may decide not to adopt rules that correspond to future European Union legislation. To the extent that different regulatory systems impose overlapping or inconsistent requirements on the conduct of the Company’s business, the Company may face additional complexity and costs in its compliance efforts, as well as potential increased costs to the extent the Company is required to make further adjustments to how the Company operates its business in the U. K. and / or the European Union. **Changes in relevant tax laws, regulations or treaties or an adverse interpretation of these items could negatively impact our effective tax rate.** We are a multinational company subject to tax in multiple U. S. and foreign jurisdictions. Our effective tax rate is based upon the application of currently ~~applicable-~~ **enacted** income tax laws, regulations and treaties, and current judicial and administrative interpretations of those income tax laws, regulations and treaties, and upon our non-U. S. subsidiaries’ ability to qualify for benefits under those treaties. Those income tax laws, regulations and treaties, and the administrative and judicial interpretations of them, are subject to change at any time, and any such change may be retroactive. In ~~the United States-~~ **addition, recent or future changes to tax laws, regulations and tax treaties may have an adverse impact on us. For example**, the Tax Cuts and Jobs Act of 2017 includes several international provisions applicable to us. ~~These provisions are complex and could adversely~~

impact our effective tax rate in future years. In addition, if we were to convert into a U. S. corporation, we could be subject to additional U. S. taxes, and future payments required under our Tax Receivable Agreement could be accelerated, both of which could reduce the **recently** amount of our cash available for distribution or reinvestment. Enacted **enacted** on August 16, 2022, the Inflation Reduction Act imposes two new types of tax, effective January 1 **among other items**, **an** 2023- a 15 % corporate alternative minimum **“ book ”** tax (“CAMT”) on **certain large** adjusted financial statement income (“AFSI”) of applicable corporations **with three-year average AFSIs above specified thresholds** and a **new** 1 % excise tax on **corporate net** stock repurchases **made by certain publicly traded corporations after December 31, 2022**. **Interim Some** guidance **has been issued** on the application of the **CAMT alternative minimum book tax** and the excise tax **was issued** on December 27, 2022, but several aspects of **the Tax Cuts and Jobs Act and** the Inflation Reduction Act remain uncertain and the Treasury regulations implementing **its the** provisions are forthcoming. **All of** In addition, **the these provisions** eligibility of our non-U. S. subsidiaries for treaty benefits generally depends upon, among other things, at least 50 % of the principal class of shares in such subsidiaries being **“ ultimately owned ”** by U. S. citizens and persons who are **complex and could adversely impact our effective** “ qualified residents ” for purposes of a tax treaty. It is possible that this requirement may not be met, and even if it is met, we may not be able to document that fact to the satisfaction of the IRS. If our non-U. S. subsidiaries are not treated as eligible for treaty benefits, such subsidiaries will be subject to additional U. S. taxes, including **“ branch profits tax ”** on their **“ effectively connected earnings and profits ”** (as determined for U. S. federal income tax purposes) at a rate **in future years** of 30 % **rather than a treaty rate of 5 %**. Multiple levels of government, foreign legislatures and international organizations, such as the Organization for Economic Co-operation **Cooperation** and Development (“ OECD ”) and the European Union, are increasingly focused on tax reform and have proposed and implemented tax legislation and regulations that could affect the taxation of multinational companies. For example, the enactment of all or part of the recommendations set forth or that may be introduced in the OECD project on Base Erosion and Profit Shifting by tax authorities in the countries in which we operate could unfavorably impact our overall tax rate. **Additionally** In addition, the Economic Substance Act came into effect in Bermuda **OECD continues to advance proposals for modernizing international tax rules, including the introduction of a 15 % global minimum tax and its Base Erosion and Profit Shifting project, which is focused** on January 1 **several issues**, **including the** 2019. This new law requires companies registered in Bermuda carrying on one or more **“ relevant activities ”** to maintain a substantial economic presence in Bermuda and to satisfy economic substance requirements. The list of **“ relevant activities ”** includes carrying on as a business any one or more of: banking, insurance, fund management, financing, leasing, headquarters, shipping **shifting of profits among affiliated**, distribution and service center, intellectual property and holding entities **in different tax jurisdictions**. **Each** At present, it is unclear which additional measures, if any **implemented**, we would **could unfavorably** be required to take in order to satisfy the relevant requirements in Bermuda. Any implementation of, or changes to, any such laws, regulations and treaties that impact us could materially adversely affect our business, financial condition or our **results overall tax rate. Tax authorities may challenge our tax computations and classifications, our transfer pricing methods and our application** of operations **related policies and methods**. Our tax returns are subject to audit by **U. S. federal**, **state**, local and foreign tax authorities. These authorities may successfully challenge certain tax positions or deductions taken by our subsidiaries. For example, tax authorities may contest intercompany allocations of fee income, management charges or interest charges among affiliates in different tax jurisdictions. While we believe that we have provided the appropriate required reserves (see Note 2 of Notes to Consolidated Financial Statements), it is possible that a tax authority may disagree with all, or a portion, of the tax benefits claimed. If a tax authority were to successfully challenge our positions, it could result in significant additional tax costs or payments under the tax receivable agreement described below. In addition, there are additional transfer pricing and standardized country- by- country reporting requirements being implemented. Additional information from country- by- country reporting, certain local information- sharing arrangements and other documentation held by tax authorities is expected to be subject to greater information- sharing arrangements, and any challenges from tax authorities reviewing such information could adversely impact our overall tax obligations or our business, financial condition or results of operations. **Our certificate of incorporation and by- laws contain provisions that may make the merger or acquisition of the Company more difficult, for example:**

- **permitting our Board of Directors to issue one or more series of preferred stock;**
- **providing that any vacancy on the board of directors may be filled only by a majority of the directors then in office or by the sole remaining director;**
- **requiring advance notice for stockholder proposals and nominations;**
- **providing that, subject to certain limitations, (i) the Board of Directors is expressly authorized to adopt, amend and repeal our by- laws and (ii) that our stockholders may only adopt, amend and repeal our by- laws with the approval of at least a majority of the outstanding shares of our capital stock entitled to vote thereon (or, in some cases, a super- majority) ;**
- **providing that the Board of Directors will be divided into three classes of directors serving staggered three- year terms;**
- **establishing limitations on convening stockholder meetings;**
- **requiring stockholder action by written consent to be unanimous; and**
- **providing for the removal of directors only for cause.**

In addition, certain provisions of Delaware law give us the ability to delay or prevent a transaction that could cause a change in our control. These provisions may also discourage acquisition proposals or delay or prevent a change in control. The market price of our common stock could be adversely affected to the extent that such provisions discourage potential takeover attempts that our stockholders may favor. As further discussed in “ Management ’ s Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates — Income Taxes ” and Note 19 of Notes to Consolidated Financial Statements, the Second Amended and Restated Tax Receivable Agreement, dated as of October 26, 2015 (the “ Amended and Restated Tax Receivable Agreement ”), between Lazard and LTBP Trust, a Delaware statutory trust (the “ Trust ”), provides for the payment by our subsidiaries to the Trust of a significant portion of the cash savings, if any, in U. S. federal, state and local income tax or franchise tax that we actually realize as a result of certain tax benefits that are subject to the Amended and Restated Tax Receivable Agreement. Any amount paid by our subsidiaries to the Trust will generally be

distributed to the owners of the Trust, including certain of our executive officers, in proportion to their beneficial interests in the Trust. If the IRS successfully challenges the tax basis increases we receive, under certain circumstances, our subsidiaries may have made or could make payments under the Amended and Restated Tax Receivable Agreement in excess of our subsidiaries' cash tax savings.

Risks Relating to Our Conversion to a U. S. C- Corporation We believe that the Conversion may over time, among other things, act as a catalyst for enhanced stockholder ownership, as some institutional investors are subject to constraints on owning stock of companies not incorporated in the U. S. or taxed as a partnership, and potentially provide increased liquidity benefits for our common stock. However, the level of investor interest in our common stock may not meet our expectations. Moreover, even though we have made efforts to simplify our tax structure and reporting as a result of the Conversion, this may not result in the sustained increased demand for our common stock that we anticipate. Consequently, we may fail to realize the anticipated benefits of the Conversion or those benefits may take longer to realize than we expect. Moreover, there can be no assurance that the anticipated benefits of the Conversion will offset its costs, which could be greater than we expect. Our failure to achieve the anticipated benefits of the Conversion at all or in a timely manner, or a failure of any benefits realized to offset its costs, could have a material and adverse impact on the trading price of our common stock.

Risks Relating to Our Capital Structure Lazard Ltd, Inc. is a holding company and has no independent means of generating significant revenue or cash. We control Lazard Group through our indirect control of both of the managing members of Lazard Group. **Our Following the Conversion, all of our operating income will be subject to U. S. federal corporate income taxes, which we anticipate will increase our effective tax rate and the amount of cash used to pay taxes. In addition, our** subsidiaries incur income taxes on the net taxable income of Lazard Group in their respective tax jurisdictions. We intend to continue to cause Lazard Group to make distributions to our subsidiaries in an amount sufficient to cover all applicable taxes payable by us and dividends, if any, declared by us. To the extent that our subsidiaries need funds to pay taxes on their share of Lazard Group' s net taxable income, or if Lazard Ltd, Inc. needs funds for any other purpose, and Lazard Group is restricted from making such distributions under applicable law or regulation, or is otherwise unable to provide such funds, it could materially adversely affect our business, financial condition or, results of operations **and / or ability to return capital to our shareholders** . Lazard Group is a holding company and therefore depends on its subsidiaries to make distributions to Lazard Group to enable it to service its obligations under its indebtedness. Lazard Group depends on its subsidiaries, which conduct the operations of its businesses, for distributions, dividends and other payments to generate the funds necessary to meet its financial obligations, including payments of principal and interest on its indebtedness. However, none of Lazard Group' s subsidiaries is obligated to make funds available to it for servicing such financial obligations, and the group of entities that constitute Lazard Group' s subsidiaries may change over time. The earnings from, or other available assets of, Lazard Group' s subsidiaries may not be sufficient to pay dividends or make distributions or loans to enable Lazard Group to make payments with respect to its financial obligations when such payments are due. In addition, even if such earnings were sufficient, the agreements governing the current and future obligations of Lazard Group' s subsidiaries, regulatory requirements, including regulatory capital requirements, with respect to our broker- dealer and other regulated subsidiaries, foreign exchange controls and a variety of other factors may impede our subsidiaries' ability to provide Lazard Group with sufficient dividends, distributions or loans to fund its financial obligations, when due.

SPECIAL NOTE REGARDING FORWARD- LOOKING STATEMENTS We have made statements under the captions " Business, " " Risk Factors, " " Management' s Discussion and Analysis of Financial Condition and Results of Operations " and in other sections of this Form 10- K that are forward- looking statements. In some cases, you can identify these statements by forward- looking words such as " may, " " might, " " will, " " should, " " could, " " would, " " expect, " " plan, " " anticipate, " " believe, " " estimate, " " predict, " " potential, " " target, " " goal " or " continue, " and the negative of these terms and other comparable terminology. These forward- looking statements, which are subject to known and unknown risks, uncertainties and assumptions about us, may include projections of our future financial performance based on our growth strategies, business plans and initiatives and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward- looking statements. These factors include, but are not limited to, the numerous risks and uncertainties outlined in " Risk Factors, " including the following: • a decline in general economic conditions or the global or regional financial markets; • a decline in our revenues, for example due to a decline in overall M & A activity, our share of the M & A market or our AUM; • losses caused by financial or other problems experienced by third parties; • losses due to unidentified or unanticipated risks; • a lack of liquidity, i. e., ready access to funds, for use in our businesses; **and** • competitive pressure on our businesses and on our ability to retain and attract employees at current compensation levels ; **and** • **changes in relevant tax laws, regulations or treaties or an adverse interpretation of these items** . These risks and uncertainties are not exhaustive. Other sections of this Form 10- K describe additional factors that could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for our management to predict all risks and uncertainties, nor can management assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward- looking statements. Although we believe the **expectations statements** reflected in the forward- looking statements are reasonable, we cannot guarantee future results, level of activity, performance **or**, achievements **or events** . Moreover, neither we nor any other person assumes responsibility for the accuracy or completeness of any of these forward- looking statements. You should not rely upon forward- looking statements as predictions of future events. We are under no duty to update any of these forward- looking statements after the date of this Form 10- K to conform our prior statements to actual results or revised expectations and we do not intend to do so. Forward- looking statements include, but are not limited to, statements about: • financial goals, including ratios of compensation and benefits expense to operating revenue; • ability to

deploy surplus cash through dividends, share repurchases and debt repurchases; • ability to offset stockholder dilution through share repurchases; • possible or assumed future results of operations and operating cash flows; • strategies and investment policies; • financing plans and the availability of short- term borrowing; • competitive position; • future acquisitions, including the consideration to be paid and the timing of consummation; • potential growth opportunities available to our businesses; • potential impact of investments in our technology infrastructure and data science capabilities; • recruitment and retention of our managing directors and employees; • potential levels of compensation expense, including ~~awarded compensation and benefits expense and~~ adjusted compensation and benefits expense, and non- compensation expense; • potential operating performance, achievements, productivity improvements, efficiency and cost reduction efforts; • statements regarding ESG goals and initiatives; • likelihood of success and impact of litigation; • **ability to realize the anticipated benefits of the Conversion and impact on the trading price of our stock;** • expected tax rates, including effective tax rates; • changes in interest and tax rates; • availability of certain tax benefits, including certain potential deductions; • potential impact of certain events or circumstances on our financial statements and operations; • changes in foreign currency exchange rates; • expectations with respect to the economy, the securities markets, the market for mergers, acquisitions, restructuring and other financial advisory activity, the market for asset management activity and other macroeconomic, regional and industry trends; • effects of competition on our business; and • impact of new or future legislation and regulation, including tax laws and regulations, on our business. The Company is committed to providing timely and accurate information to the investing public, consistent with our legal and regulatory obligations. To that end, **Lazard and the Company** uses its **operating companies use their website-websites**, its ~~twitter account (twitter.com /Lazard)~~ and other social media sites to convey information about **our their** businesses, including the anticipated release of quarterly financial results, quarterly financial, statistical and business- related information, and the posting of updates of AUM in ~~our Asset Management business~~ **various mutual funds, hedge funds and other investment products managed by LAM LLC and LFG**. Investors can link to Lazard ~~Ltd, Inc.~~, Lazard Group and their operating company websites through <http://www.lazard.com>. Our websites and social media sites and the information contained therein or connected thereto shall not be deemed to be incorporated into this Form 10- K. **34**