

# Citi Asset Management Conference

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March 12, 2014



Joseph A. Sullivan  
Chief Executive Officer

# Important Disclosures

## Forward-Looking Statements

This presentation may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

These forward-looking statements are not statements of facts or guarantees of future performance, and are subject to risks, uncertainties and other factors that may cause actual results to differ materially from those discussed in the statements.

For a discussion of these risks and uncertainties, please see “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2013 and in the Company’s quarterly reports on Form 10-Q.

## Non-GAAP Financial Measures

This presentation includes certain non-GAAP financial measures. These non-GAAP measures are in addition to, not a substitute for or superior to, measures of financial performance determined in accordance with GAAP. The company undertakes no obligation to update the information contained in this presentation to reflect subsequently occurring events or circumstances.

# Legg Mason Today

- A Diversified Global Asset Management Firm
- Serving Individual and Institutional Investors for Over a Century
- Approximately 2,900 Employees with Offices Around the World
- Headquartered in Baltimore, Maryland
- Ticker: LM (NYSE)

## As of December 31, 2013:

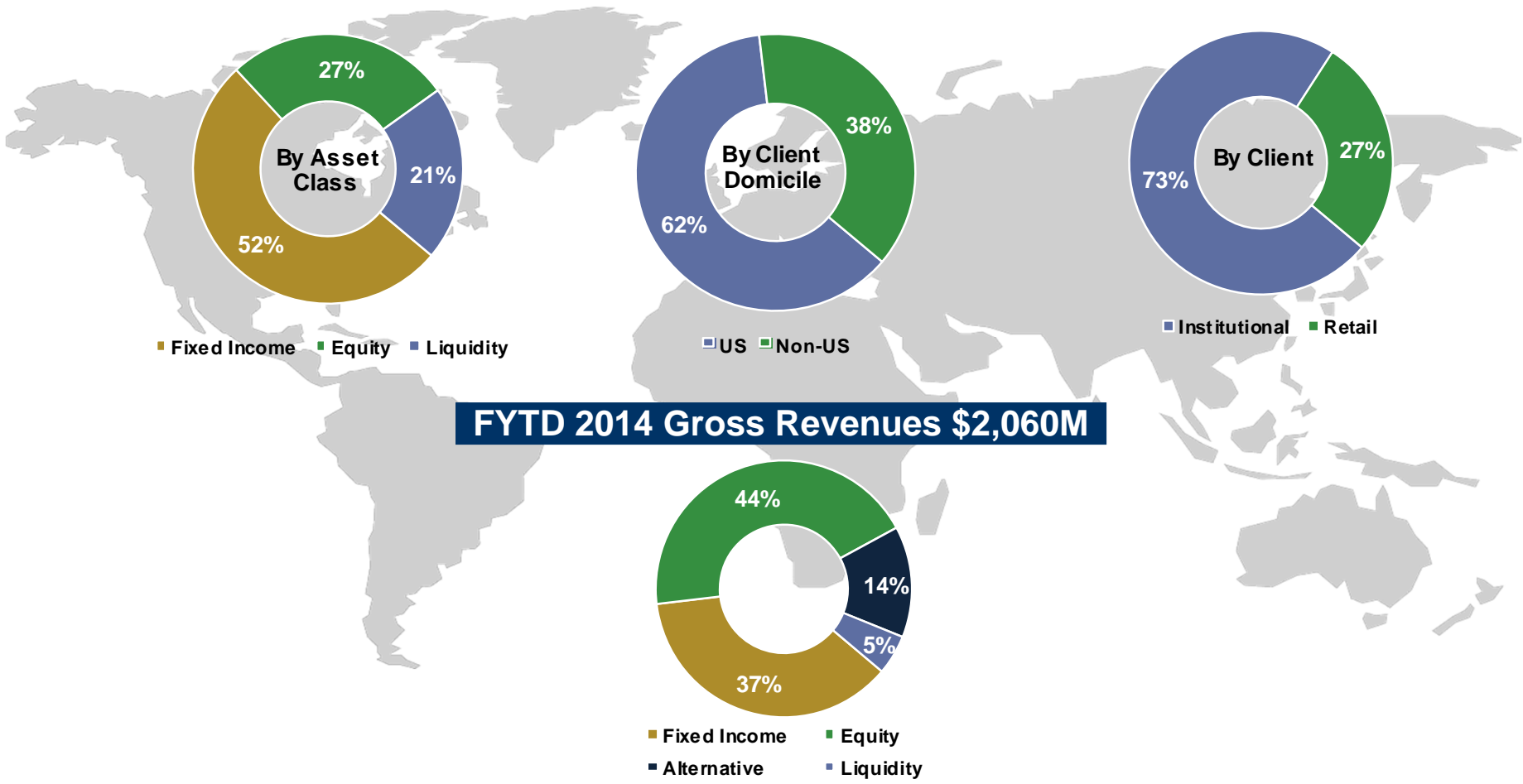
- Revenue TTM: \$2.7B
- Shares Outstanding: 119.0M
- Institutional Holdings: 87%
- Equity Market Cap<sup>1</sup>: \$5.6B
- Stock Price<sup>1</sup>: \$45.96
- AUM: \$680<sup>2</sup>

<sup>1</sup> As of February 28, 2014

<sup>2</sup> As of January 31, 2014

# Pursuing Asset & Revenue Diversity

**Total AUM \$680B**



# Assets Under Management (\$ billions)

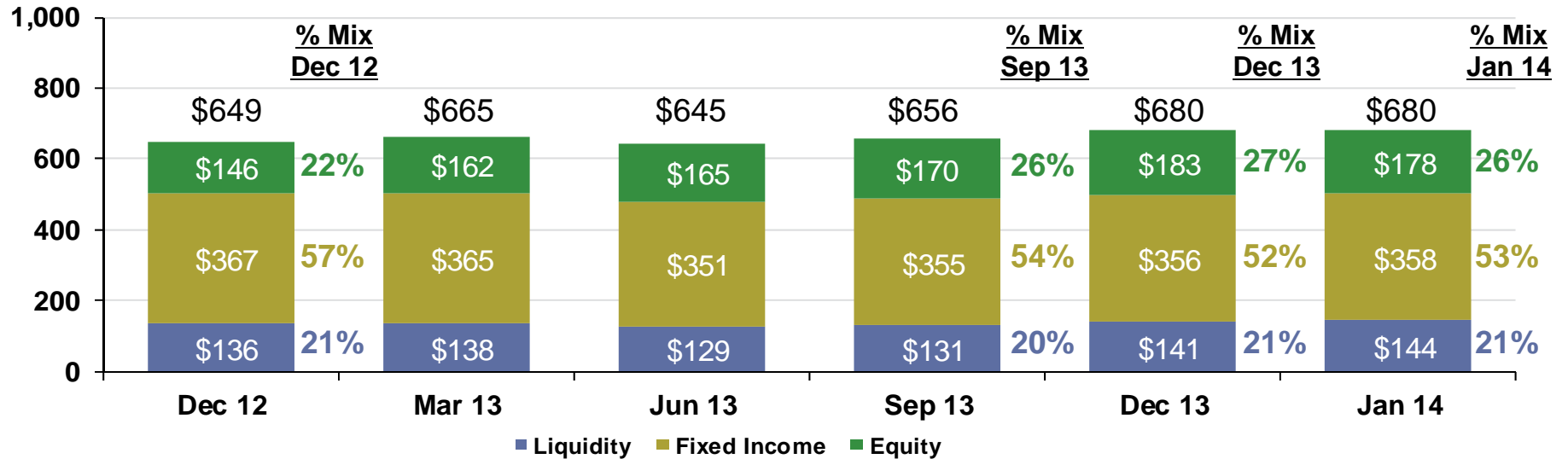
AUM by Affiliate <sup>1</sup>	Dec 13 AUM	Sep 13 AUM	Dec 12 AUM	% Change vs.	
				Sep 13	Dec 12
Western Asset	\$ 450.6	\$ 441.5	\$ 461.7	2%	(2)%
ClearBridge	86.2	77.3	57.5	12%	50%
Royce & Associates	39.9	38.6	35.3	3%	13%
Permal Group <sup>2</sup>	20.0	20.0	16.1	-	24%
Brandywine	50.0	47.8	42.9	5%	17%
Batterymarch	10.7	10.9	12.5	(2)%	(14)%

<sup>1</sup> Primary affiliates ordered by contribution to fiscal year to date 2014 pre-tax earnings

<sup>2</sup> Includes the acquisition of Fauchier Partners beginning March 2013

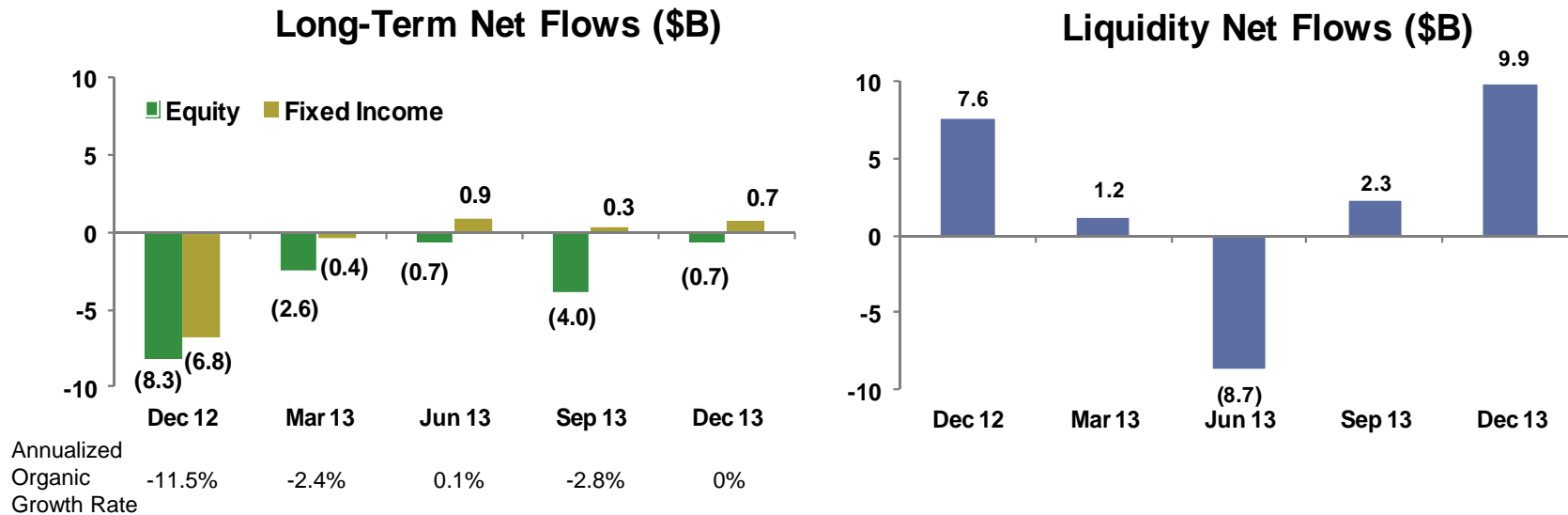
# Assets Under Management by Asset Class

(\$ billions)



- Dec-13 AUM increased 4% or \$23.5B from prior quarter
  - Increase driven by:
    - Market appreciation of \$13.6B (including negative FX impact of \$3.6B)
    - Liquidity inflows of \$9.9B

# Net Flows



- Dec-13 Equity outflows improved \$3.3B from the prior quarter
  - Prior quarter included a loss of a \$1.2B global equity mandate and \$0.6B large cap mandate as well as \$0.7B of outflows related to the Esemplia wind-down
  - Current quarter benefited from large cap inflows, partially offset by continued small cap outflows
- Fixed Income flows were positive for the third quarter in a row
  - Inflows from specialized mandates were partially offset by municipal outflows

# Company Highlights

## Fiscal Third Quarter

- Net Income \$81.7M or \$0.67 per diluted share
- Purchased 2.3M shares for \$90M
- Long-term flows improved by \$3.7B
  - Fixed income flows positive for three consecutive quarters
- 80% or greater of strategy AUM exceeds benchmarks for all periods

## Recent Announcements

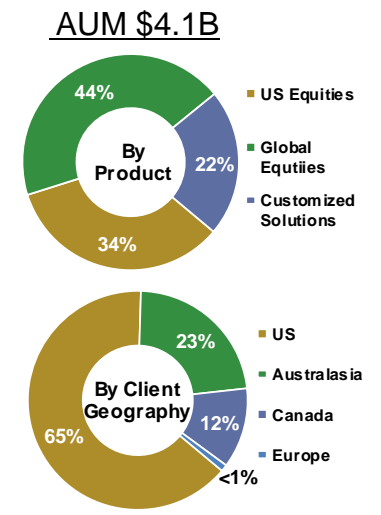
- Announced the agreement to acquire QS Investors
- Hired Thomas K. Hoops as Head of Business Development
- Refinanced bank term loan, significantly extending maturity and locking in a fixed rate at current historical lows
- S&P affirmed BBB rating and changed outlook to Positive from Stable



# Acquisition: QS Investors

Legg Mason will leverage QS Investors capabilities with existing affiliates and global distribution for future growth in the rapidly growing customized solutions, liquid alternatives and smart beta strategies

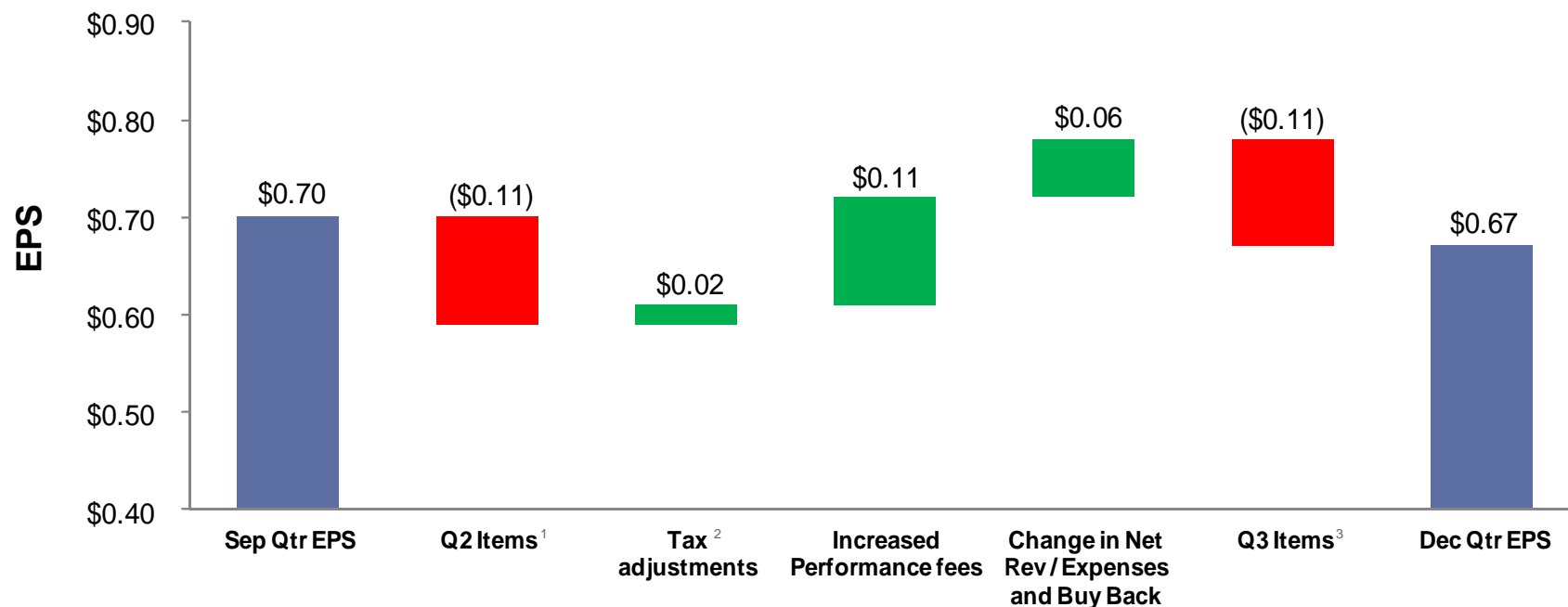
- Leading customized solutions and global quantitative equities provider based in New York
  - \$4.1B in AUM and nearly \$100B in AUA
- Enhances capabilities and operating efficiencies to deliver outcome-oriented products
- Batterymarch and LM Global Asset Allocation will be integrated into QS Investors
- Expanded platform will be branded QS Investors and headed by Janet Campagna, CEO and Rosemary Macedo, CIO
  - Key investment professionals from Batterymarch and LMGAA to join QS Investors
- Year 1 EPS modestly accretive excluding restructuring and transition costs
- Restructuring and transition costs are expected to be \$35M, including \$3M in F4Q14, \$30M in FY15 and \$2M in FY16
- The transaction is expected to close during F1Q15



# Financial Highlights Third Quarter FY 2014

- Net Income of \$82M, \$0.67 per diluted share
- Adjusted income<sup>1</sup> increased to \$125M or \$1.03 per diluted share, compared to \$104M or \$0.85 per diluted share in prior quarter
- Average AUM of \$670B, up \$19.6B or 3% from prior quarter
  - Long-term average AUM increased \$15.1B compared to prior quarter
- Operating revenues \$720M, up \$50M or 8% from the prior quarter
  - Includes \$33M increase in performance fees or \$0.11 per diluted share
- Operating expenses \$598M, up \$35M or 6% from the prior quarter
  - Reflects higher Compensation & Benefits largely related to increased revenues
  - Includes \$2.8 million in incremental costs related to corporate initiatives which totaled \$12.3M or \$0.07 per diluted share
  - Includes \$5M or \$0.04 per diluted share expense related to Fauchier contingent consideration liability
- Operating income \$122M, operating margin 16.9%
- Operating income, as adjusted, \$138M, operating margin, as adjusted, 24.1%
- Repurchased 2.3M shares for \$90M

# Third Quarter Earnings Per Share Rollforward

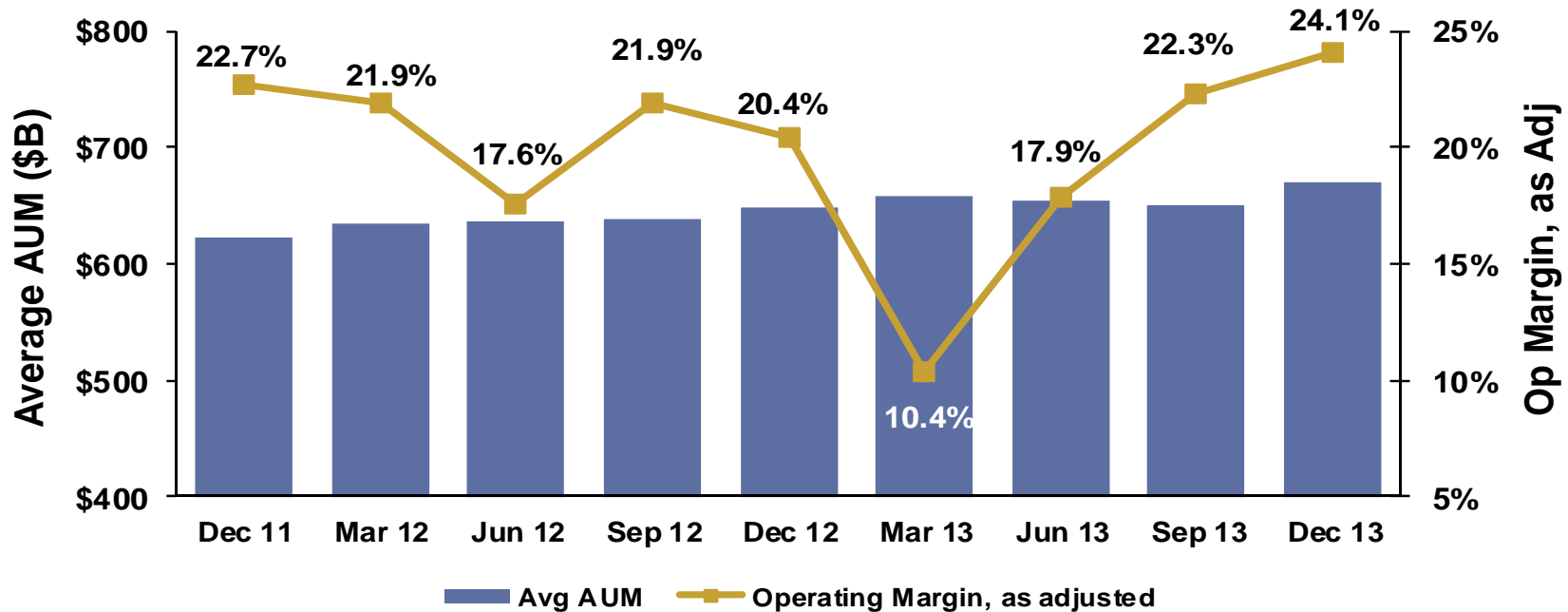


<sup>1</sup> Reflects previously announced costs related to various corporate initiatives \$9.5M, loss on the sale of PCM \$1.8M, and integration costs \$2.4M, more than offset by occupancy lease credits \$3.2M and UK Tax rate adjustment \$19.2M

<sup>2</sup> Represents \$1.8M prior quarter tax expense adjustments related to various tax reserves

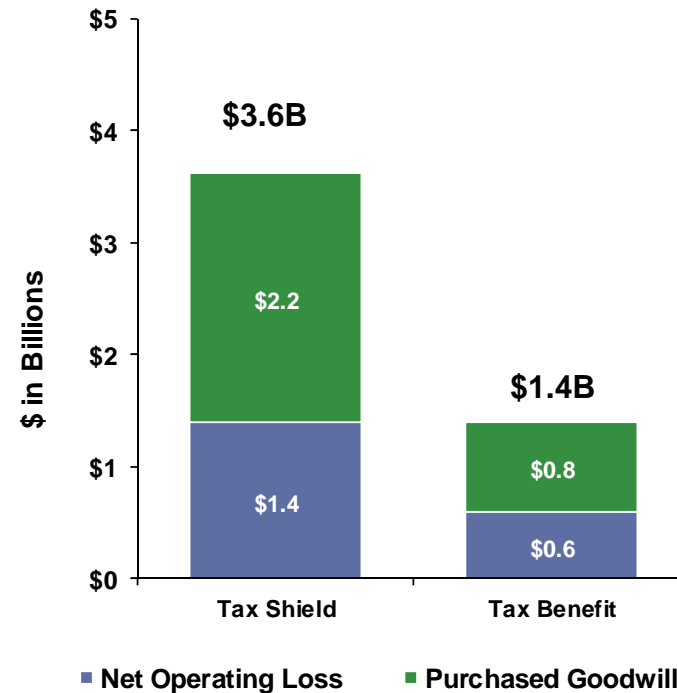
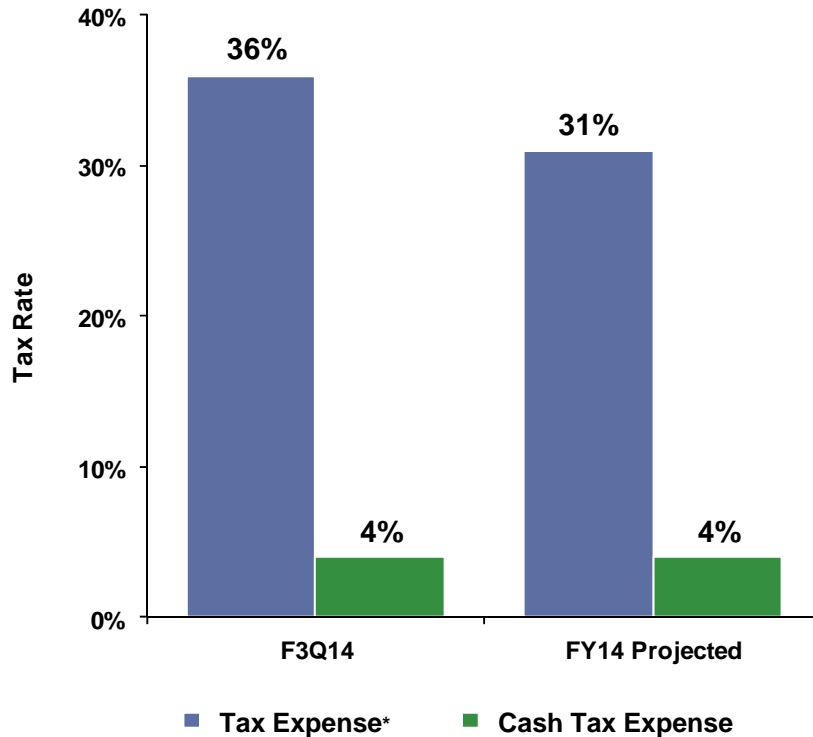
<sup>3</sup> Reflects previously announced costs related to various corporate initiatives \$12.3M and \$5.0M contingent consideration liability from the Fauchier transaction

# Operating Margin, as Adjusted



- Impact on Dec-13 quarter of corporate initiatives and business integration costs approximately 2%
- Prior quarter impact of corporate initiatives costs, business integration costs, and occupancy lease credits reduce operating margin approximately 1½ %

# Significant Tax Benefit - \$3.6B of Future Income Sheltered



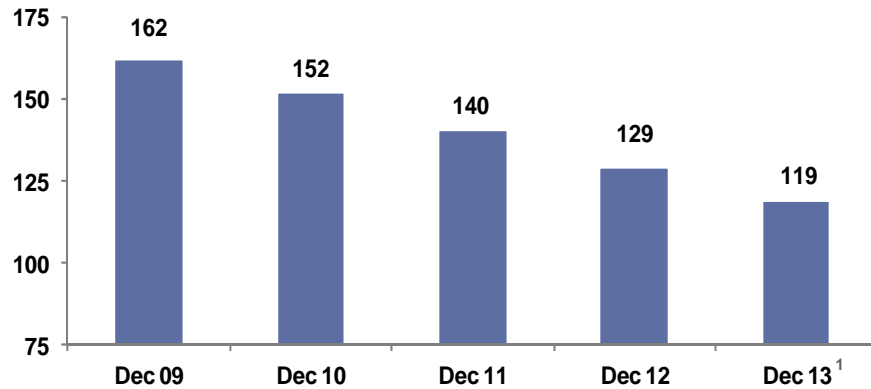
- FY14 includes the impact of UK rate reductions in F2Q

- Future income of \$3.6B is sheltered from federal or state income tax, based on usage of NOL, FTC carryforwards and amortization of tax deductible goodwill

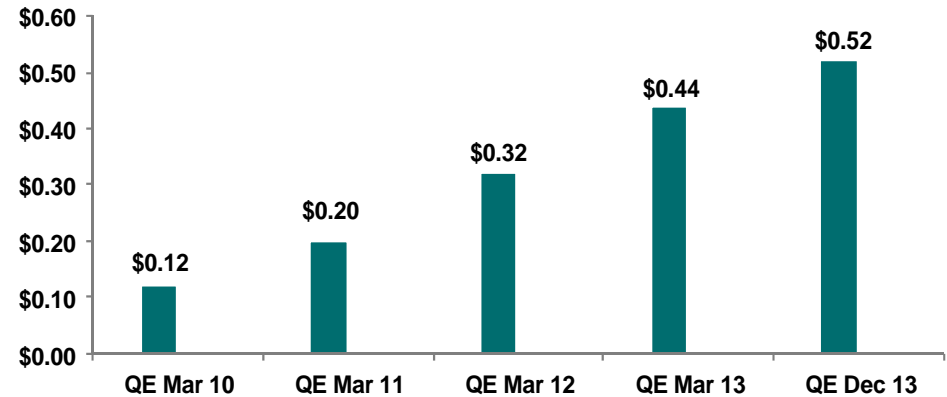
Data as of December 31, 2013  
 \* Excludes the impact of CIVs

# Allocating Cash for the Benefit of Shareholders

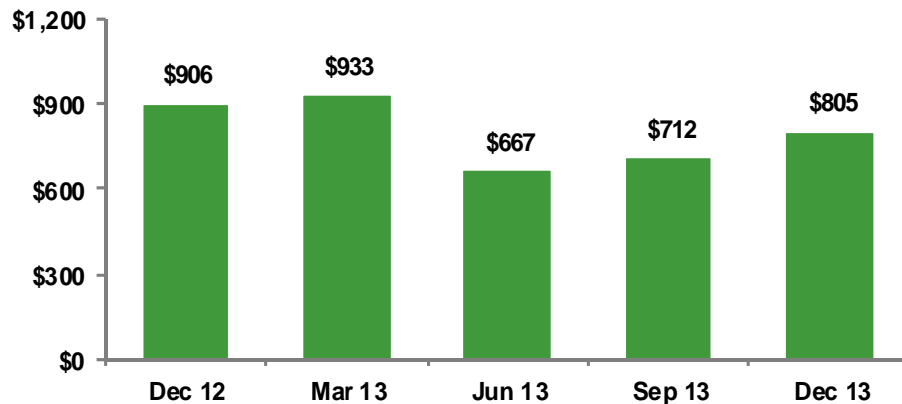
Shares Outstanding (\$M)



Annualized Quarterly Dividend (Per Share)



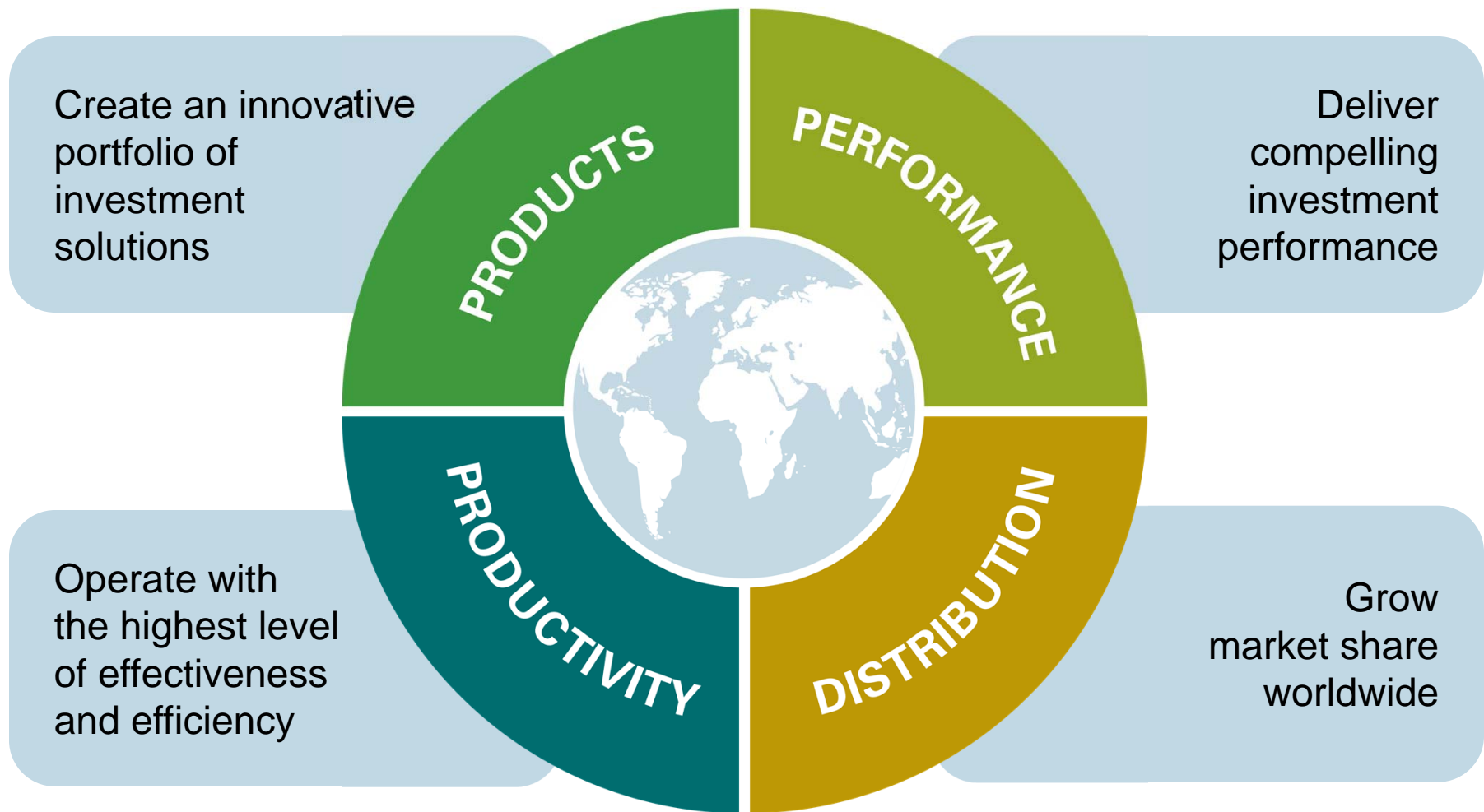
Quarterly Cash Position (\$M)



- Shares outstanding reduced by 43M shares or 26% over the past four years
- Continued dividend growth
- Cash increased by over \$90M, while continuing share repurchases and investing in business initiatives
- Seed investments of \$380M

<sup>1</sup> Post December 13 \$60M in cash was used in repayment of bank term loan

# Strategic Business Priorities



# Progress on Strategic Priorities - Products

- Acquiring QS Investors and will combine with existing capabilities to create a unified retail and institutional solutions-based investment platform
- Appointed Thomas K. Hoops as Head of Business Development
- Identifying products that suit specific needs and create focused campaign

## Top Funds Driving Legg Mason Global Distribution Gross Sales FYTD

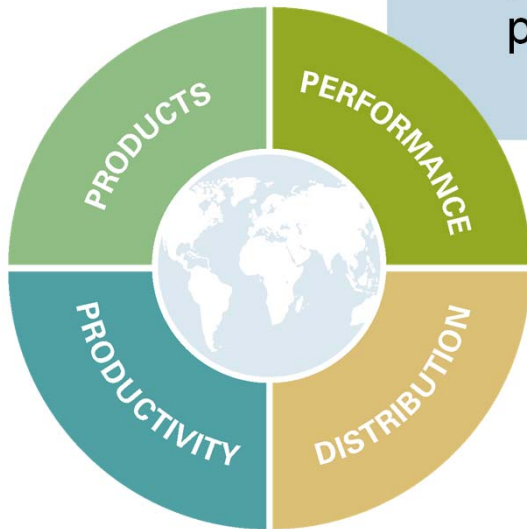
- ClearBridge Aggressive Growth Fund
- ClearBridge American Energy MLP Fund Inc
- ClearBridge Small Cap Growth Fund
- Legg Mason ClearBridge US Aggressive Growth Fund
- Legg Mason Brandywine Global Opportunities Bond Fund
- Legg Mason Brandywine Global Fixed Income Fund
- Legg Mason Brandywine Absolute Return Opportunities Fund
- LM BW Global Fixed Income Absolute Return Fund
- Legg Mason Royce US Small Cap Opportunity Fund
- Legg Mason Western Asset Global High Yield Fund
- Western Asset Core Plus Bond Fund
- Western Asset Short Duration Municipal Income Fund



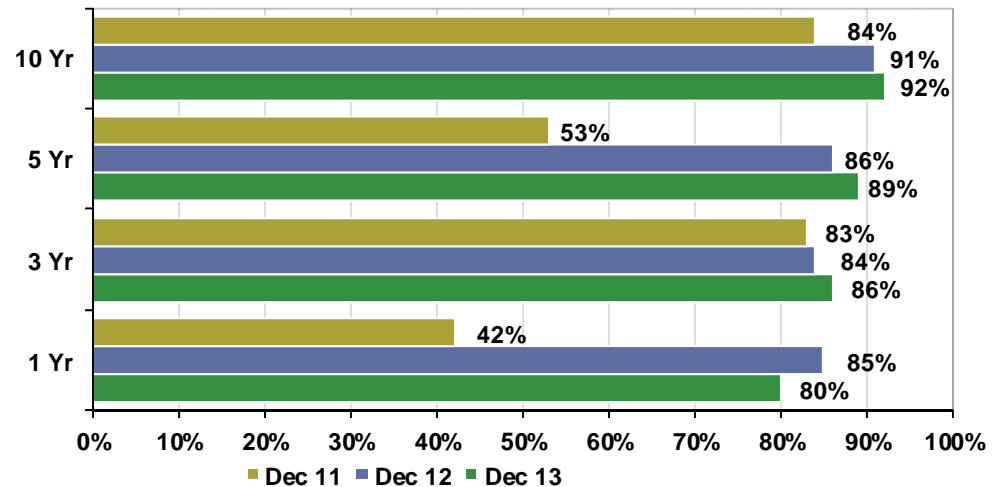


# Progress on Strategic Priorities - Performance

- 80% or more of Strategy performance vs. benchmarks beating peers for all time periods
- Fixed income AUM is the largest driver of Strategy performance and has continued to have strong performance over all time periods



% of Strategy<sup>1</sup> AUM beating Benchmark



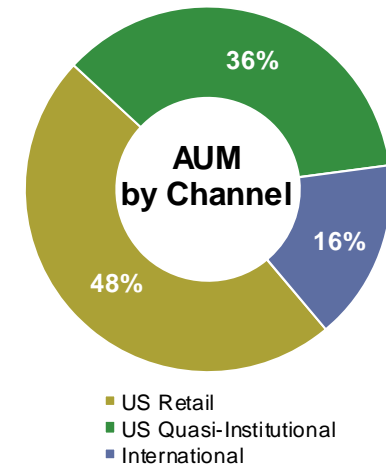
<sup>1</sup> See appendix for details regarding strategy performance

# Progress on Strategic Priorities - Distribution



(\$ Billions)	F3Q14	F2Q14	Change
<b>Gross Sales:</b>			
US	\$11.4	\$ 9.8	\$ 1.6
Int'l	5.8	5.7	0.1
<b>Total</b>	<b>\$17.2</b>	<b>\$15.5</b>	<b>\$ 1.7</b>
<b>Net Flows</b>			
US	\$ -	(\$ 0.7)	\$ 0.7
Int'l	1.7	(1.6)	3.3
<b>Total</b>	<b>\$ 1.7</b>	<b>(\$ 2.3)</b>	<b>\$ 4.0</b>

**Total Long-Term  
AUM: \$243B**



- FYTD14, through Dec-13, gross sales of \$49.7B up 22% from the year ago period
  - US sales improved by 23%
  - International sales improved by 21%
- Sales remain strong, but redemptions reflect industry headwinds in muni and small cap products

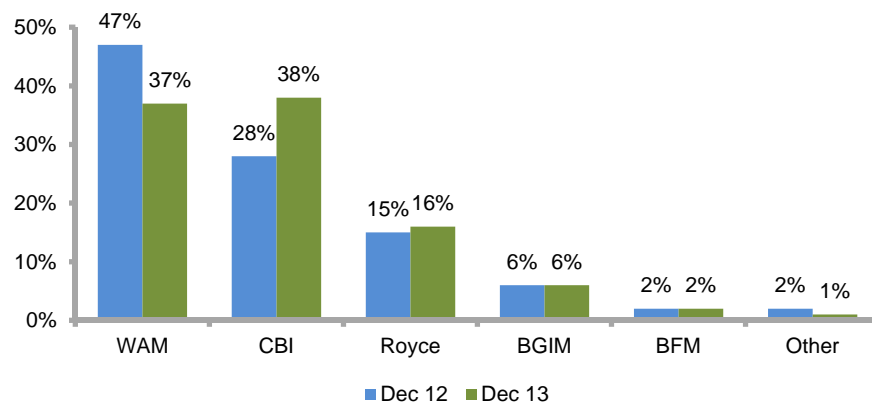
# Global Distribution

**Total Long-Term AUM: \$242.6B<sup>1</sup>**

(\$ Billions)	F3Q14	F2Q14	Change
<b>Gross Sales:</b>			
US	\$11.4	\$ 9.8	\$ 1.6
Int'l	5.8	5.7	0.1
<b>Total</b>	<b>\$17.2</b>	<b>\$15.5</b>	<b>\$ 1.7</b>
<b>Net Flows</b>			
US	\$ -	(\$ 0.7)	\$ 0.7
Int'l	1.7	(1.6)	3.3
<b>Total</b>	<b>\$ 1.7</b>	<b>(\$ 2.3)</b>	<b>\$ 4.0</b>

(\$ Billions)	FYTD14	FYTD13	Change
<b>Gross Sales:</b>			
US	\$31.6	\$25.6	\$6.0
Int'l	18.1	15.0	3.1
<b>Total</b>	<b>\$49.7</b>	<b>\$40.6</b>	<b>\$9.1</b>
<b>Net Flows</b>			
US	(\$1.7)	(\$2.1)	\$0.4
Int'l	0.1	5.0	(4.9)
<b>Total</b>	<b>(\$1.6)</b>	<b>\$2.9</b>	<b>(\$4.5)</b>

**% of Global Distribution Assets by Affiliate**



**Top Funds Driving Legg Mason Global Distribution Gross Sales FYTD**

- ClearBridge Aggressive Growth Fund
- ClearBridge American Energy MLP Fund Inc
- ClearBridge Small Cap Growth Fund
- Legg Mason ClearBridge US Aggressive Growth Fund
- Legg Mason Brandywine Global Opportunities Bond Fund
- Legg Mason Brandywine Global Fixed Income Fund
- Legg Mason Brandywine Absolute Return Opportunities Fund
- LM BW Global Fixed Income Absolute Return Fund
- Legg Mason Royce US Small Cap Opportunity Fund
- Legg Mason Western Asset Global High Yield Fund
- Western Asset Core Plus Bond Fund
- Western Asset Short Duration Municipal Income Fund

# Progress on Strategic Priorities - Productivity

## Actively Building a Better Legg Mason



<b>Ongoing</b>	<ul style="list-style-type: none"> <li>• Efficiency program</li> <li>• Share repurchases</li> <li>• Global distribution optimization</li> <li>• Filling product gaps</li> <li>• Affiliate management equity plans</li> </ul>
<b>FYTD '14</b>	<ul style="list-style-type: none"> <li>• Refinanced bank term loan to extend maturity and lock in fixed rate</li> <li>• S&amp;P affirmed rating of BBB and outlook moved to Positive from Stable</li> <li>• Appointed Thomas K. Hoops as Head of Business Development</li> <li>• Announced new Chairman</li> <li>• Closed sale of Private Capital Management</li> <li>• Wind down of emerging markets affiliate Esemplia</li> <li>• Evolved client service strategy in Canada</li> <li>• Moody's affirmed rating of Baa1 and outlook moved to Stable from Negative</li> <li>• Recruited key new Board members</li> <li>• Implemented management equity plan at Permal</li> <li>• Extended closed-end fund market leadership</li> </ul>
<b>FY '13</b>	<ul style="list-style-type: none"> <li>• Appointed new executive leadership team</li> <li>• Acquired Fauchier Partners</li> <li>• Reduced real estate footprint</li> <li>• Combined LMCM with ClearBridge back office</li> <li>• Implemented re-branding initiatives</li> </ul>

# Appendix

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# Appendix – GAAP Reconciliation

## Adjusted Income<sup>1</sup>

(\$ millions, except per share amounts)	Quarters Ended			Nine Months Ended	
	Dec 13	Sep 13	Dec 12	Dec 13	Dec 12
<b>Net Income (Loss) Attributable to Legg Mason, Inc.</b>	\$ 81.7	\$ 86.3	\$ (453.9)	\$ 215.8	\$ (382.5)
Plus (less):					
Amortization of intangible assets	4.2	3.6	3.5	11.5	10.5
Loss on extinguishment of 2.5% senior notes	-	-	-	-	54.9
Impairment of intangible assets	-	-	734.0	-	734.0
Contingent consideration fair value adjustment	5.0	-	-	5.0	-
Deferred income taxes on intangible assets:					
Impairment charges	-	-	(225.7)	-	(225.7)
Tax amortization benefit	33.7	33.8	33.9	101.2	101.6
U.K. tax rate adjustment	-	(19.2)	-	(19.2)	(18.1)
Imputed interest on convertible debt (2.5% senior notes)	-	-	-	-	5.8
<b>Adjusted Income</b>	<u>\$ 124.6</u>	<u>\$ 104.5</u>	<u>\$ 91.8</u>	<u>\$ 314.3</u>	<u>\$ 280.5</u>
<b>Net Income (Loss) per Diluted Share Attributable to Legg Mason, Inc. Common Shareholders</b>	\$ 0.67	\$ 0.70	\$ (3.45)	\$ 1.75	\$ (2.84)
Plus (less):					
Amortization of intangible assets	0.04	0.03	0.03	0.09	0.08
Loss on extinguishment of 2.5% senior notes	-	-	-	-	0.41
Impairment on intangible assets	-	-	5.58	-	5.45
Contingent consideration fair value adjustment	0.04	-	-	0.04	-
Deferred income taxes on intangible assets:					
Impairment charges	-	-	(1.72)	-	(1.68)
Tax amortization benefit	0.28	0.28	0.26	0.82	0.75
U.K. tax rate adjustment	-	(0.16)	-	(0.15)	(0.13)
Imputed interest on convertible debt (2.5% senior notes)	-	-	-	-	0.04
<b>Adjusted Income per Diluted Share</b>	<u>\$ 1.03</u>	<u>\$ 0.85</u>	<u>\$ 0.70</u>	<u>\$ 2.55</u>	<u>\$ 2.08</u>

<sup>1</sup> See explanations for Use of Supplemental Data as Non-GAAP Financial Information in earnings release.

# Appendix – GAAP Reconciliation

## Operating Margin, as adjusted<sup>1</sup>

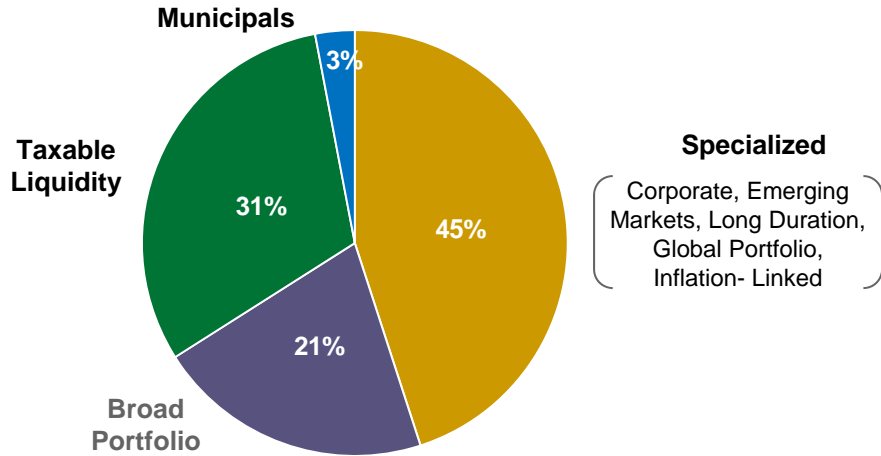
(\$ millions)	Quarters Ended								
	Dec 11	Mar 12	Jun 12	Sep 12	Dec 12	Mar 13	Jun 13	Sep 13	Dec 13
<b>Operating Revenues, GAAP basis</b>	\$ 627.0	\$ 648.6	\$ 630.7	\$ 640.3	\$ 673.9	\$ 667.8	\$ 670.4	\$ 669.9	\$ 720.1
Plus (less):									
Operating revenues eliminated upon consolidation of investment vehicles	0.8	0.7	0.6	0.6	0.6	0.6	0.6	0.5	0.5
Distribution and servicing expense excluding consolidated investment vehicles	(148.3)	(160.3)	(169.8)	(145.1)	(143.4)	(142.3)	(170.1)	(155.1)	(148.8)
<b>Operating Revenues, as Adjusted</b>	<u>\$ 479.5</u>	<u>\$ 489.0</u>	<u>\$ 461.5</u>	<u>\$ 495.8</u>	<u>\$ 531.1</u>	<u>\$ 526.1</u>	<u>\$ 500.9</u>	<u>\$ 515.3</u>	<u>\$ 571.8</u>
<b>Operating Income (Loss), GAAP basis</b>	\$ 59.3	\$ 72.2	\$ 76.1	\$ 79.7	\$ (633.3)	\$ 43.0	\$ 83.5	\$ 106.4	\$ 121.7
Plus (less):									
Gains (losses) on deferred compensation and seed investments	1.7	28.7	1.2	24.4	3.7	7.2	1.9	4.2	6.5
Transition-related costs	42.3	1.9	-	-	-	-	-	-	-
Amortization of intangible assets	4.9	3.6	3.5	3.5	3.5	3.5	3.6	3.6	4.2
Impairment of intangible assets	-	-	-	-	734.0	-	-	-	-
Contingent consideration fair value adjustment	-	-	-	-	-	-	-	-	5.0
Operating income and expenses of consolidated investment vehicles	0.9	0.9	0.6	0.9	0.7	0.8	0.7	0.6	0.6
<b>Operating Income, as Adjusted</b>	<u>\$ 109.1</u>	<u>\$ 107.3</u>	<u>\$ 81.4</u>	<u>\$ 108.5</u>	<u>\$ 108.6</u>	<u>\$ 54.5</u>	<u>\$ 89.7</u>	<u>\$ 114.8</u>	<u>\$ 138.0</u>
Operating Margin, GAAP basis	9.5%	11.1%	12.1%	12.5%	-94.0%	6.4%	12.5%	15.9%	16.9%
Operating Margin, as Adjusted	22.7%	21.9%	17.6%	21.9%	20.4%	10.4%	17.9%	22.3%	24.1%

<sup>1</sup> See explanations for Use of Supplemental Data as Non-GAAP Financial Information in earnings release.

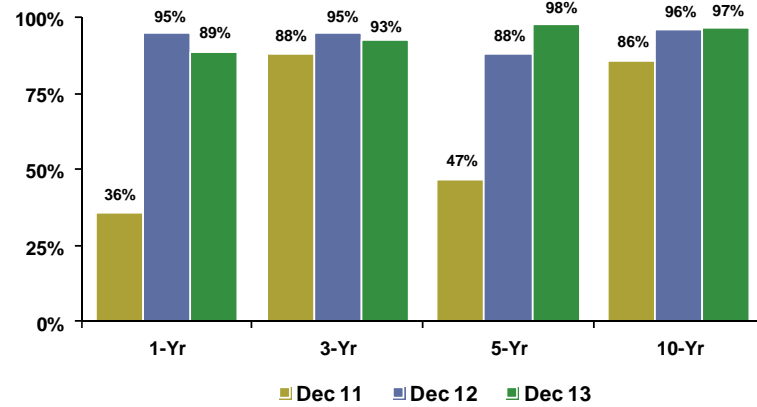
Note: Adjusted results have been changed to remove the impact of Amortization of intangible assets. Prior periods have been restated.

# Appendix - Western Asset Update

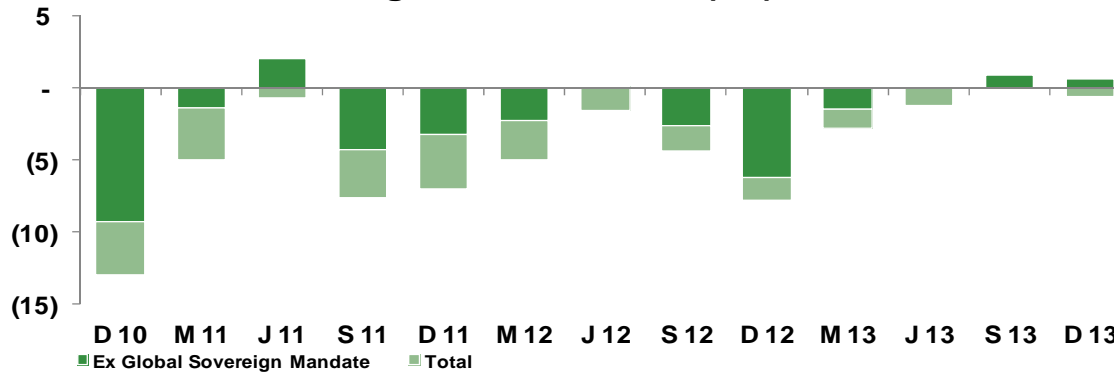
**Total AUM by Mandate: \$451B**



**% of Strategy AUM Beating Benchmark<sup>1</sup>**



**Long-Term Net Flows (\$B)**



<sup>1</sup> Western Asset strategy assets including liquidity



# Appendix – Additional Investment Performance Detail

## % of Strategy AUM Beating Benchmark<sup>1</sup>

	December 31, 2013				December 31, 2012			
	1-Year	3-Year	5-Year	10-Year	1-Year	3-Year	5-Year	10-Year
<b>Total (includes liquidity)</b>	<b>80%</b>	<b>86%</b>	<b>89%</b>	<b>92%</b>	<b>85%</b>	<b>84%</b>	<b>86%</b>	<b>91%</b>
<b>Equity:</b>								
<b>Large cap</b>	<b>65%</b>	<b>90%</b>	<b>78%</b>	<b>75%</b>	<b>64%</b>	<b>66%</b>	<b>85%</b>	<b>79%</b>
<b>Small cap</b>	<b>24%</b>	<b>17%</b>	<b>40%</b>	<b>80%</b>	<b>15%</b>	<b>15%</b>	<b>77%</b>	<b>61%</b>
<b>Total equity (includes other equity)</b>	<b>55%</b>	<b>64%</b>	<b>63%</b>	<b>76%</b>	<b>48%</b>	<b>46%</b>	<b>73%</b>	<b>72%</b>
<b>Fixed income:</b>								
<b>US taxable</b>	<b>94%</b>	<b>95%</b>	<b>95%</b>	<b>97%</b>	<b>97%</b>	<b>94%</b>	<b>82%</b>	<b>90%</b>
<b>US tax-exempt</b>	<b>3%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>
<b>Global taxable</b>	<b>86%</b>	<b>81%</b>	<b>100%</b>	<b>93%</b>	<b>89%</b>	<b>89%</b>	<b>85%</b>	<b>98%</b>
<b>Total fixed income</b>	<b>85%</b>	<b>90%</b>	<b>97%</b>	<b>96%</b>	<b>94%</b>	<b>93%</b>	<b>85%</b>	<b>94%</b>

<sup>1</sup> See appendix for details regarding strategy performance

Past performance is no guarantee of future results. The information shown above does not reflect the performance of any specific fund. Individual fund performance will differ

## Appendix – Strategy Performance

For purposes of investment performance comparisons, strategies are an aggregation of discretionary portfolios (separate accounts, investment funds, and other products) into a single group that represents a particular investment objective. In the case of separate accounts, the investment performance of the account is based upon the performance of the strategy to which the account has been assigned. Each of our asset managers has its own specific guidelines for including portfolios in their strategies. For those managers which manage both separate accounts and investment funds in the same strategy, the performance comparison for all of the assets is based upon the performance of the separate account.

Approximately ninety percent of total AUM is included in strategy AUM as of December 31, 2013, although not all strategies have three, five, and ten year histories. Total strategy AUM includes liquidity assets. Certain assets are not included in reported performance comparisons. These include: accounts that are not managed in accordance with the guidelines outlined above; accounts in strategies not marketed to potential clients; accounts that have not yet been assigned to a strategy; and certain smaller products at some of our affiliates.

Past performance is not indicative of future results. For AUM included in institutional and retail separate accounts and investment funds managed in the same strategy as separate accounts, performance comparisons are based on gross-of-fee performance. For investment funds (including fund-of-hedge funds) which are not managed in a separate account format, performance comparisons are based on net-of-fee performance. These performance comparisons do not reflect the actual performance of any specific separate account or investment fund; individual separate account and investment fund performance may differ. The information in this presentation is provided solely for use in connection with this presentation, and is not directed toward existing or potential clients of Legg Mason.