Fourth Quarter 2018 Earnings

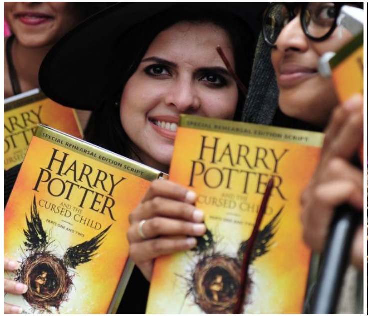
February 28, 2019

Cautionary Notes

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts contained in this presentation, including statements regarding our future results of operations and financial position, industry dynamics, our mission, growth opportunities and business strategy and plans and our objectives for future operations, are forward-looking statements. The words "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms and similar expressions are intended to identify forward-looking statements. The forward-looking statements in this presentation are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including without limitation our ability to maintain and realize the full value of our license agreements; the ongoing level of popularity of our products with consumers; changes in the retail industry and markets for our consumer products; our ability to maintain our relationships with retail customers and distributors; our ability to compete effectively; fluctuations in our gross margin; our dependence on content development and creation by third parties; our ability to develop and introduce products in a timely and cost-effective manner; increases in tariffs, trade restrictions or taxes; risks related to Brexit; counterfeit product risks; risks relating to intellectual property; our ability to attract and retain qualified employees and maintain our corporate culture; risks associated with our international operations; changes in U.S. tax law; foreign currency exchange rate exposure; economic downturns; our dependence on vendors and outsourcers; risks relating to government regulation; risks relating to litigation; any failure to successfully integrate or realize the anticipated benefits of acquisitions or investments; reputational risk resulting from our e-commerce business and social media presence; risks relating to our indebtedness and our ability to secure additional financing; the potential for our electronic data to be compromised, and the important factors discussed under the caption "Risk Factors" in our Form 10-Q for the quarter ended September 30, 2018 and our other filings with the Securities and Exchange Commission.

Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date hereof, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements. You should read this presentation with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. These forward-looking statements speak only as of the date of this presentation, and except as otherwise required by law, we do not plan to publicly update or revise any forward-looking statements contained in this presentation, whether as a result of any new information, future events or otherwise.

Unless otherwise indicated, information contained in this presentation concerning our industry, competitive position and the markets in which we operate is based on information from independent industry and research organizations, other third-party sources and management estimates. Management estimates are derived from publicly available information released by independent industry analysts and other third-party sources, as well as data from our internal research, and are based on assumptions made by us upon reviewing such data, and our experience in, and knowledge of, such industry and markets, which we believe to be reasonable. In addition, projections, assumptions and estimates of the future performance of the industry in which we operate and our future performance are necessarily subject to uncertainty and risk due to a variety of factors, including those described above. These and other factors could cause results to differ materially from those expressed in the estimates made by independent parties and by us.





is built on the principle that

everyone is a fan of something...





…and Funko has something for every fan

MOVIES	TV	MUSIC	SPORTS	ANIME	GAMES
STAR WARS	GOT	METALLICA	NFL	TOKYO GHOUL	FORTNITE
MARVEL	STRANGER THINGS	Prince	NHL	DRAGON BALL Z	OVERWATCH
WARNER BROS. PICTURES	Rick and Morty	Biggie Smalls	NBA	Sailor Moon	CUPHEAD
DC	THE GOLDEN GIRLS	QUEEN		NARUTO	SONIC THE HEDGEHOG
Disney				ONE PUNCH MAN	HORIZON ZERO DAWN
					GOD OF WAR

Funko is like an **"index fund" for pop culture**

NOTE: Represents a sampling of our current portfolio of properties as of January 2019.

Fourth Quarter 2018 Snapshot

Net Sales

38% YoY Growth

- Net Sales **increased 38% to $233.2m** in Q4'18 compared to Q4'17
- Net Sales growth driven by **broad-based growth** across product categories and geographies

Adj. EBITDA[1]

42% YoY Growth

- Adj. EBITDA[1] **increased 42% to $44.8m** in Q4'18 compared to Q4'17
- **Adj. EBITDA margin[1] was 19.2% increased 50 bps** compared to Q4'17

Adj. Pro Forma Net Income[1]

127% YoY Growth

- Adj. Pro Forma Net Income[1] **increased 127% to $22.5m** in Q4'18 driven by growth in sales, lower interest expense and leveraging SG&A costs

Pop! Brand

52% YoY Growth

- In Q4'18, **Pop! Vinyl itself grew 48%** compared to Q4'17
- **Pop! Vinyl was up 39%** in 2018 compared to 2017

Balanced Growth

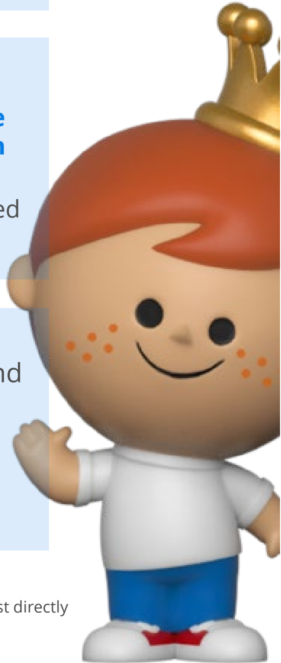
Across Product and Geographic markets

- Sales growth in both our Figures and Other product category **were consistent with top line growth**
- **All of our global markets** showed sales growth in Q4'18 to Q4 '17

Fan Engagement

> 70 million views of our video content in Q4'18

- **3.5 million followers** across Facebook, Twitter, Instagram and YouTube
- **Over 100 million** all time views on our YouTube channel



(1) Adjusted EBITDA, Adjusted EBITDA margin and Adjusted Pro Forma Net Income are non-GAAP measures. Please see the Supplemental Financial Information section for a reconciliation to the most directly comparable GAAP measures for Adjusted EBITDA and Adjusted Pro Forma Net Income. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by net sales.

Q4 & Fiscal Year Earnings Summary

$ in millions, except per share and net sales per active property, unaudited	4Q'18	4Q'17	% Change	2018	2017	% Change
Net Sales	$233.2	$169.5	37.6%	$686.1	$516.1	32.9%
Gross Profit(1)	$85.7	$66.5	28.8%	$258.0	$198.7	29.8%
Gross Margin %(1)	*36.7%*	*39.3%*		*37.6%*	*38.5%*	
Operating Income	$30.5	$19.4	57.3%	$63.5	$42.1	50.8%
Operating Margin %	*13.1%*	*11.4%*		*9.3%*	*8.2%*	
Net Income (Loss)	$17.1	$7.5	128.2%	$28.3	$5.6	405.6%
Adj. Pro Forma Net Income(2)	$22.5	$9.9	127.4%	$41.5	$17.4	138.3%
Adj. Pro Forma Net Income Margin(2)	*9.7%*	*5.8%*		*6.1%*	*3.4%*	
Adj. Pro Forma Earnings per Share(2)	$0.44	$0.20	120.0%	$0.82	$0.34	141.2%
Adj. EBITDA(2)	$44.8	$31.6	41.6%	$116.2	$89.9	29.3%
Adj. EBITDA Margin %(2)	*19.2%*	*18.7%*		*16.9%*	*17.4%*	

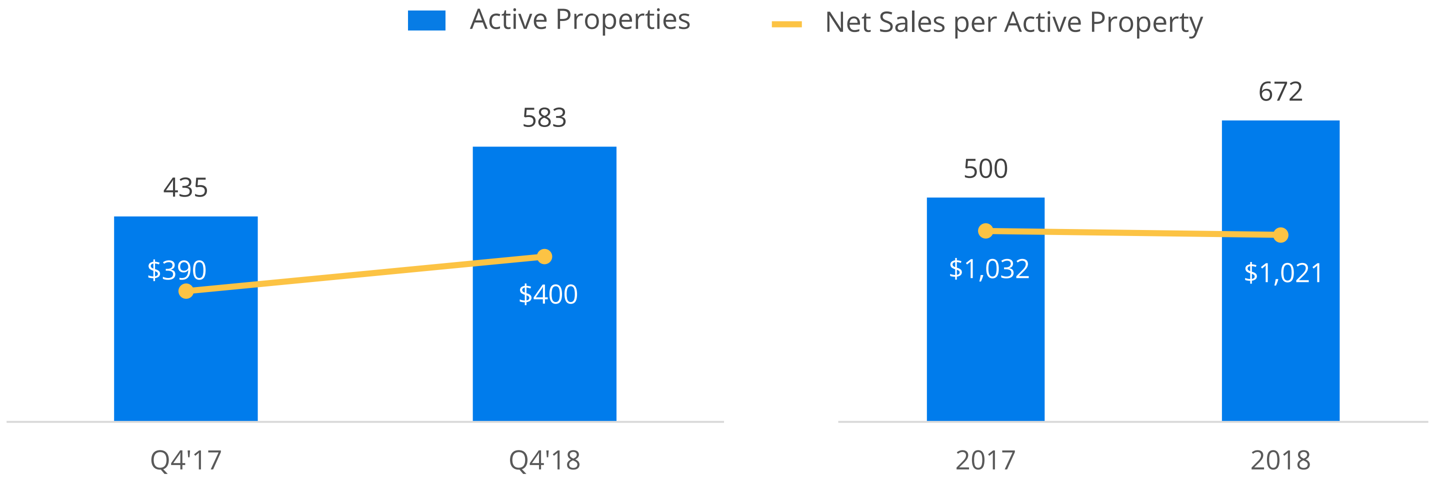
(1) Gross Profit and Gross Margin are calculated exclusive of depreciation and amortization.
(2) Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Pro Forma Net Income, Adjusted Pro Forma Net Income Margin and Adjusted Pro Forma Earnings per Share are non-GAAP measures. Please see the Supplemental Financial Information section for a reconciliation to the most directly comparable GAAP measures for Adjusted EBITDA and Adjusted Pro Forma Net Income. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by Net Sales. Adjusted Pro Forma Net Income Margin is defined as Adjusted Pro Forma Net Income divided by Net Sales.

Q4 & Fiscal Year Active Properties & Net Sales per Active Property

Active Properties & Net Sales per Active Property

Fourth Quarter	Fiscal Year

$ in thousands



Active Properties up **34%**
Net Sales per Active Property up **3%**

Active Properties up **34%**
Net Sales per Active Property down 1**%**

Funko is built on having a **large and diverse set of licenses** with the **ability to access evergreen content**, which allows us to **not be hit-driven**

Top Properties Breakout

	Q1'18	Q2'18	Q3'18	Q4'18
1	Avengers Infinity War 7%*	Harry Potter 6%*	Harry Potter 7%*	Fortnite 12%*
2	Rick and Morty	Deadpool	Nightmare Before Christmas	Harry Potter
3	Game of Thrones	Avengers Infinity War	Marvel	Avengers Infinity War
4	Star Wars	Stranger Things	Overwatch	Marvel Studios The First Ten Years
5	Harry Potter	Disney	Disney	Stranger Things
6	Five Nights at Freddy's	Rick and Morty	Deadpool	Overwatch
7	Stranger Things	Overwatch	Fantastic Beasts The Crimes of Grindelwald	Star Wars
8	Overwatch	Solo A Star Wars Story	Star Wars	Disney Mickey Mouse
9	Star Wars The Last Jedi	IT	Five Nights at Freddy's	Dragon Ball Z
10	DC	Incredibles 2	Stranger Things	Nightmare Before Christmas
Top 10 Properties % of Sales	38%	38%	34%	38%

No property was **> 6% of sales** for 2018

Top 10 properties were only **38% of sales** in Q4'18

Evergreen properties accounted for **46% of sales** in Q4'18

*% of net sales

Q4 & Fiscal Year Product Category Performance

Figures

Fourth Quarter

$ in millions

Fiscal Year

Other

Fourth Quarter

Fiscal Year

Q4 and the fiscal year 2018 showed **consistent sales growth** in product categories and was **in line** with total sales growth for Q4 and the fiscal year 2018

Something For Everyone

The Funko-verse continues to expand with new product categories.

Figures	Other

82% of Sales

18% of Sales

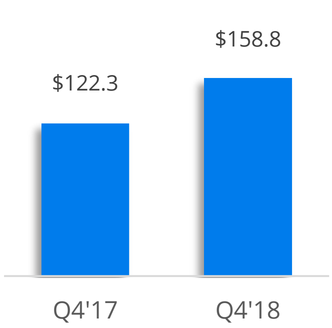
Q4 & Fiscal Year Geographic Performance

United States

Fourth Quarter

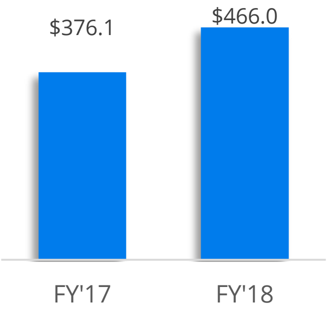
$ in millions

30% Growth



Fiscal Year

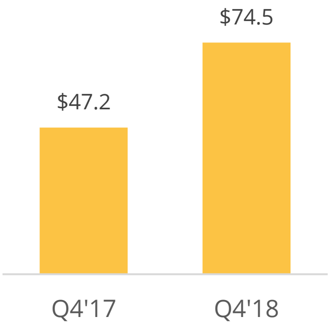
24% Growth



International

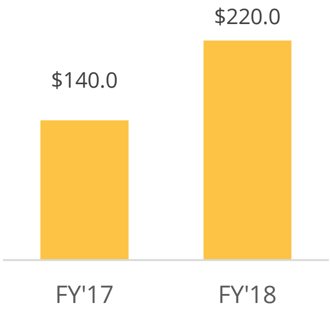
Fourth Quarter

58% Growth



Fiscal Year

57% Growth



- **Excluding Loungefly, U.S. specialty channel up over 41%** for the fiscal year due to increased shelf space and sell-through
- 3rd party **e-commerce sites are up 45% for the fiscal year**
- In Q4'18, **sell-through was up over 10%** at our major US retailers that we are able to monitor

- **European sales were up 49%** in Q4 and 61% for the fiscal ye
- Sales growth in **all international markets**

Global Toy Fair Presence

Funko products are a hit at toy fairs around the world from New York to London to Nuremberg to Hong Kong and beyond.

New York

London

Nuremberg

Hong Kong

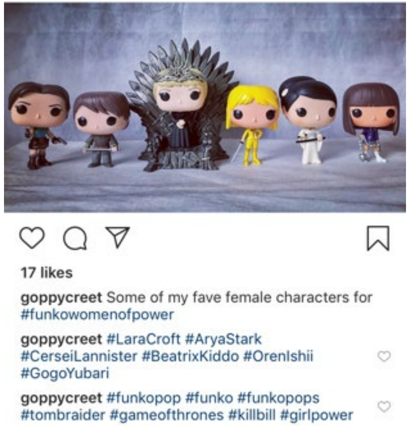
Fan Engagement

Connecting fans to their favorite characters, moments and stories from pop culture.

Campaigns

- Captain Marvel and the #FunkoWomenOfPower campaign create buzz

Over 50 million impressions



Original Content

- In-house video content and Funko Animation Studio shorts

Over 70 million views in Q4

Social Media

- Direct engagement via content and conversation across social channels

900K+ followers

nearly 1M followers

1.3M+ followers

300K+ subscribers

New channels added in 2019

Photo-A-Day Contest

- Engaging audiences with daily challenges for user generated content

545K engagements

Latest Pop! Stars

Everyone has their favorite Funko products, but there are certain products that the media and public just can't get enough of, even before they're available for purchase.

LeBron James

Earned Placements: 173

Earned Impressions: 102,062,129

YAHOO! FINANCE

Britney Spears

Earned Placements: 92

Earned Impressions: 84,436,987

BuzzFeed

Colonel Sanders

Earned Placements: 18

Earned Impressions: 86,953,490

ELITE DAILY

Definitions: Earned Placements represent organic articles that do not have any paid component tied to it. Earned Impressions are any interaction with a piece of content and an audience member that do not have any paid component tied to their reach.

Enhancing the Funko brand thru Retail-tainment

Delivering a pop culture driven **experience** that connects fans to the properties they love through a wide variety of high-quality products.

Our Everett, WA HQ store

Bat Cave at the Everett, WA HQ store

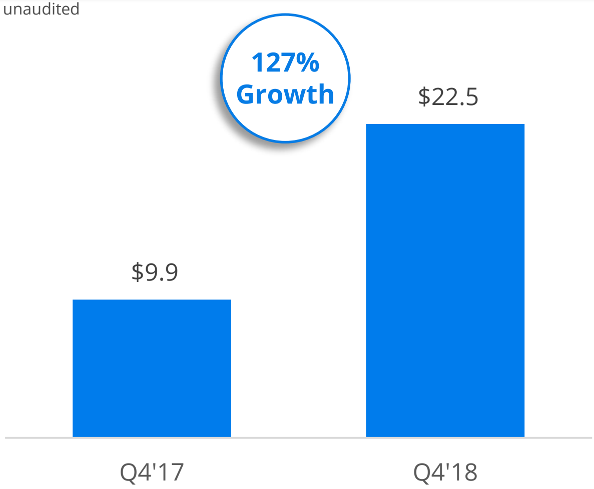
in Late 2019

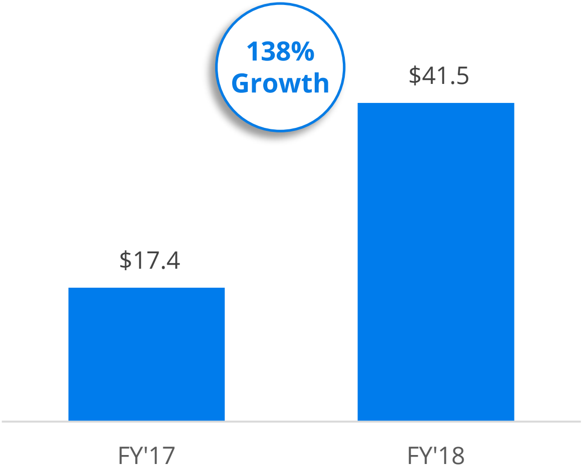
Q4 & Fiscal Year Adjusted Pro Forma Net Income[(1)]

Adjusted Pro Forma Net Income[(1)]

Fourth Quarter	Fiscal Year

$ in millions, unaudited





	Q4'17	Q4'18	FY'17	FY'18
Adjusted Pro Forma Net Income Margin[(1)]	5.8%	9.6%	3.4%	6.0%

Adjusted Pro Forma Net Income improving due to the growth in net sales, reduction in interest expense and leveraging SG&A costs

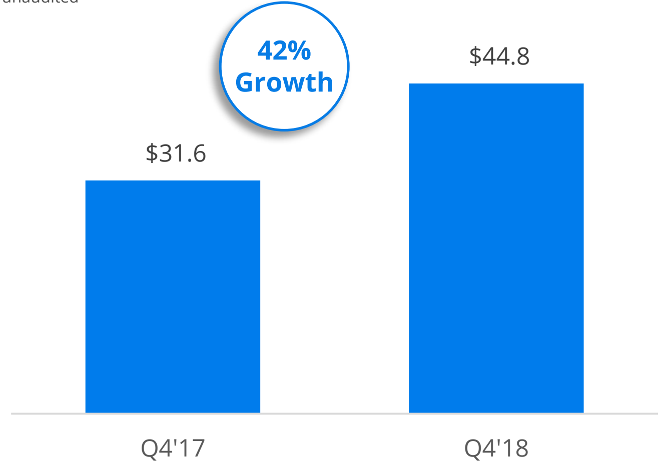
(1) See Supplemental Financial Information section for a reconciliation of Adjusted Pro Forma Net Income, a non-GAAP measures, to the most directly comparable GAAP measure. Adjusted Pro Forma Net Income margin is defined as Adjusted Pro Forma Net Income divided by net sales.

Q4 & Fiscal Year Adjusted EBITDA(1)

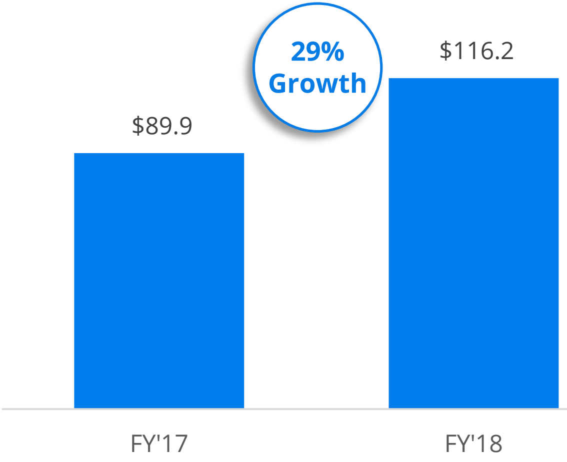
Adjusted EBITDA(1)

Fourth Quarter

$ in millions, unaudited



Fiscal Year



Adj. EBITDA Margin %(1)	Q4'17	Q4'18	FY'17	FY'18
	18.7%	19.2%	17.4%	16.9%

Adj. EBITDA Margin(1) increased 50bps in Q4’18 over Q4’17

(1) See Supplemental Financial Information section for a reconciliation of Adjusted EBITDA, a non-GAAP measure, to the most directly comparable GAAP measure. Adjusted EBITDA margin is defined as Adjusted EBITDA divided by net sales.

Key Balance Sheet Highlights

$ in millions, unaudited	12/31/2018	12/31/2017	% Change
Cash & Cash Equivalents	$13.5	$7.7	74.5%
Accounts Receivable, net	$148.6	$115.5	28.7%
Inventory	$86.6	$79.1	9.5%
Total Debt(1)	$247.3	$233.9	5.7%
Net Debt(2)	$233.8	$226.2	3.4%

(1) Total Debt is defined as Line of Credit Outstandings plus Current Portion of Long-Term Debt, Net of Unamortized Discount plus Long-Term Debt, Net of Unamortized Discount.
(2) Net Debt, a Non-GAAP financial measure, is defined as Total Debt less Cash & Cash Equivalents.

Fiscal Year 2019 Guidance

Fiscal Year 2019 Guidance Range[1]		% Growth YoY
Net Sales	$810 to $825 million	18% to 20%
Adjusted EBITDA[2]	$133 to $143 million	15% to 23%
Adjusted Pro Forma EPS[2]	$1.05 to $1.15	28% to 40%

(1) The guidance should be read in conjunction with Funko's fourth quarter 2018 release issued on February 28, 2019 and is as of such date, and does not take into account any future changes in currency fluctuation.

(2) Adjusted EBITDA and Adjusted Pro Forma Earnings per Share are non-GAAP measures. Please see the Supplemental Financial Information section for a reconciliation to the most directly comparable GAAP measures for Adjusted EBITDA and Adjusted Pro Forma Earnings per Share.

Supplemental Financial Information

Q4 and Fiscal Year Condensed Consolidated Statements of Operations

$ in thousands, unaudited

	4Q'18	4Q'17	% Change	2018	2017	% Change
Net Sales	**$233,224**	**$169,474**	**37.6%**	**$686,073**	**$516,084**	**32.9%**
Cost of Sales(1)	147,526	102,926	43.3%	428,062	317,379	34.9%
Gross Profit(1)	**85,698**	**66,548**	**28.8%**	**258,011**	**198,705**	**29.8%**
Gross Margin(1)	*36.7%*	*39.3%*		*37.6%*	*38.5%*	
Selling, General and Administrative Expenses	45,015	37,532	19.9%	155,321	120,944	28.4%
Acquisition Transaction Costs	-	419	N/A	28	3,641	(99.2%)
Depreciation and Amortization	10,204	9,220	10.7%	39,116	31,975	22.3%
Income from Operations	**30,479**	**19,377**	**57.3%**	**63,549**	**42,145**	**50.8%**
Interest Expense, net	4,509	6,868	(34.3%)	21,739	30,636	(29.0%)
Loss on extinguishment of debt	4,547	5,103	(10.9%)	4,547	5,103	(10.9%)
Other (Income) Expense, net	1,488	(589)	NM	4,082	(734)	NM
Income (Loss) before Income Taxes	**19,935**	**7,995**	**149.3%**	**33,178**	**7,140**	NM
Income Tax Expense	2,818	494	NM	4,867	1,540	216.0%
Net Income (Loss)	**$17,117**	**$7,501**	**128.2%**	**$28,311**	**$5,600**	**NM**
Net Income Attributable to Non-Controlling Interests	11,107	1,875	NM	18,955	1,875	NM
Net Income (loss) Attributable to Funko, Inc.	**$6,010**	**$5,626**	**6.8%**	**$9,356**	**$3,725**	**151.2%**

(1) Cost of Sales, Gross Profit and Gross Margin are shown exclusive of depreciation and amortization.

Condensed Consolidated Balance Sheet

$ in thousands, unaudited	12/31/2018	12/31/2017
Cash and Cash Equivalents	$13,486	$7,728
Accounts Receivable, net	148,627	115,478
Inventory	86,622	79,082
Prepaid Expenses & Other Current Assets	11,904	21,727
Total Current Assets	**260,639**	**224,015**
Property & Equipment, net	44,296	40,438
Goodwill	112,818	110,902
Intangible Assets, net	233,645	250,649
Deferred Tax Asset	7,346	51
Other Assets	4,275	4,258
Total Assets	**$663,019**	**$630,313**
Line of Credit	$20,000	$10,801
Current Portion of Long-Term Debt, net	10,593	7,928
Accounts Payable	36,130	53,428
Income Taxes Payable	4,492	2,268
Accrued Royalties	39,020	25,969
Accrued Expenses & Other Current Liabilities	37,621	27,032
Current Portion of Contingent Consideration	-	2,500
Total Current Liabilities	**137,856**	**129,926**
Long-Term Debt, net	216,704	215,170
Deferred Tax Liability & Liabilities under TRA	6,509	588
Deferred Rent & Other Long-Term Liabilities	5,584	3,474
Total Liabilities	**228,797**	**349,158**
Total Shareholders’ Equity Attributable to Funko, Inc.	156,638	131,167
Non-Controlling Interests	139,728	149,988
Total Liabilities & Stockholders’ Equity	**$663,019**	**$630,313**

Reconciliation of Non-GAAP Financial Metrics

	Three Months Ended December 31,		Year Ended December 31,	
	2018	2017	2018	2017
	(In thousands, except per share data)			
Net income (loss) attributable to Funko, Inc.	$ 6,010	$ 5,626	$ 9,356	$ 3,725
Reallocation of net income attributable to non-controlling interests from the assumed exchange of common units of FAH, LLC for Class A common stock (1)	11,107	1,875	18,955	1,875
Monitoring fees (2)	—	206	—	1,676
Equity-based compensation (3)	3,390	1,246	9,140	5,574
Loss on extinguishment of debt	4,547	5,103	4,547	5,103
Earnout fair market value adjustment (4)	—	—	—	30
Inventory step-up (5)	—	552	—	3,182
Acquisition transaction costs and other expenses (6)	700	1,025	3,391	5,336
Certain severance costs (7)	—	—	1,031	—
Foreign currency transaction loss (gain) (8)	1,488	(588)	4,082	(733)
Income tax expense (9)	(4,697)	(5,131)	(8,975)	(8,345)
Adjusted pro forma net income	22,545	9,914	41,527	17,423
Adjusted pro forma net income margin (10)	9.7%	5.8%	6.1%	3.4%
Weighted-average shares of Class A common stock outstanding-basic	24,821	23,338	23,821	23,338
Equity-based compensation awards and common units of FAH, LLC that are convertible into Class A common stock	26,054	27,297	26,858	27,297
Adjusted pro forma weighted-average shares of Class A stock outstanding - diluted	50,875	50,635	50,679	50,635
Adjusted pro forma earnings per diluted share	$ 0.44	$ 0.20	$ 0.82	$ 0.34

(1) Represents the reallocation of net income attributable to non-controlling interests from the assumed exchange of common units of FAH, LLC for Class A common stock in periods in which income was attributable to non-controlling interests.
(2) Represents monitoring fees paid pursuant to a management services agreement with ACON that was entered into in connection with the ACON acquisition, which terminated upon the consummation of the IPO in November 2017.
(3) Represents non-cash charges related to equity-based compensation programs, which vary from period to period depending on timing of awards.
(4) Reflects the increase in the fair value of contingent liabilities incurred in connection with the Underground Toys acquisition.
(5) Represents a non-cash adjustment to cost of sales resulting from the Underground Toys and Loungefly acquisitions.
(6) Represents legal, accounting, and other related costs incurred in connection with the IPO, acquisitions and other transactions. Included for the three months and year ended December 31, 2018 is a one-time $2.0 million consent fee related to certain existing license agreements and $0.7 million for the recognition of a pre-acquisition contingency related to our Loungefly acquisition.
(7) Represents severance costs incurred in connection with the departure of certain members of senior management, including the founders of Loungefly.
(8) Represents both unrealized and realized foreign currency (gains) losses on transactions other than in U.S. dollars.
(9) Represents the income tax expense (benefit) effect of (i) the above adjustments and (ii) the pass-through entity taxable income as if the parent company were a subchapter C corporation in periods prior to the IPO. This adjustment uses an effective tax rate of 25% for the three months and year ended December 31, 2018 and 36.2% for the three months and year ended December 31, 2017 , respectively.
(10) Adjusted pro forma net income margin, a non-GAAP measure, is defined as adjusted pro forma net income divided by net sales.

Reconciliation of Non-GAAP Financial Metrics Cont.

	Three Months Ended December 31,		Year Ended December 31,	
	2018	2017	2018	2017
	(amounts in thousands)			
Net income (loss)	$ 17,117	$ 7,501	$ 28,311	$ 5,600
Interest expense, net	4,509	6,868	21,739	30,636
Income tax expense	2,818	494	4,867	1,540
Depreciation and amortization	10,204	9,220	39,116	31,975
EBITDA	$ 34,648	$ 24,083	$ 94,033	$ 69,751
Adjustments:				
Monitoring fees (1)	—	206	—	1,676
Equity-based compensation (2)	3,390	1,246	9,140	5,574
Loss on extinguishment of debt	4,547	5,103	4,547	5,103
Earnout fair market value adjustment (3)	—	—	—	30
Inventory step-up (4)	—	552	—	3,182
Acquisition transaction costs and other expenses (5)	700	1,025	3,391	5,336
Certain severance costs (6)	—	—	1,031	—
Foreign currency transaction loss (gain) (7)	1,488	(588)	4,082	(733)
Adjusted EBITDA	$ 44,773	$ 31,627	$ 116,224	$ 89,919
Adjusted EBITDA margin (8)	19.2%	18.7%	16.9%	17.4%

(1) Represents monitoring fees paid pursuant to a management services agreement with ACON that was entered into in connection with the ACON acquisition, which terminated upon the consummation of the IPO in November 2017.
(2) Represents non-cash charges related to equity-based compensation programs, which vary from period to period depending on timing of awards.
(3) Reflects the increase in the fair value of contingent liabilities incurred in connection with the Underground Toys acquisition.
(4) Represents a non-cash adjustment to cost of sales resulting from the Underground Toys and Loungefly acquisitions.
(5) Represents legal, accounting, and other related costs incurred in connection with the IPO, acquisitions and other transactions. Included for the three months and year ended December 31, 2018 is a one-time $2.0 million consent fee related to certain existing license agreements and $0.7 million for the recognition of a pre-acquisition contingency related to our Loungefly acquisition.
(6) Represents severance costs incurred in connection with the departure of certain members of senior management, including the founders of Loungefly.
(7) Represents both unrealized and realized foreign currency (gains) losses on transactions other than in U.S. dollars.
(8) Adjusted EBITDA margin, a non-GAAP measure, is defined as adjusted EBITDA divided by net sales.

Guidance Reconciliation of Net Income to EBITDA, Adjusted EBITDA, Adjusted Pro Forma Net Income and Adjusted Pro Forma Earnings per Diluted Share

	Estimated Range for the Year Ending December 31, 2019 (In millions except per share amounts)	
Net income	$ 47.3	$ 50.8
Interest expense, net	16.0	17.0
Income tax expense	11.5	13.0
Depreciation and amortization	46.0	48.0
EBITDA	$ 120.8	$ 128.8
Adjustments:		
Equity-based compensation (1)	12.0	14.0
Acquisition transaction costs and other expenses (2)	0.3	0.3
Adjusted EBITDA	$ 133.0	$ 143.0
Net income	$ 47.3	$ 50.8
Equity-based compensation (1)	12.0	14.0
Acquisition transaction costs and other expenses (2)	0.3	0.3
Income tax expense (3)	(3.4)	(3.3)
Adjusted pro forma net income	$ 56.1	$ 61.8
Weighted-average shares of Class A common stock outstanding	25.5	25.5
Equity-based compensation awards and common units of FAH, LLC that are convertible into Class A common stock	28.0	28.0
Adjusted pro forma weighted-average shares of Class A stock outstanding - diluted	53.5	53.5
Adjusted pro forma earnings per diluted share	$ 1.05	$ 1.15

(1) Represents non-cash charges related to equity-based compensation programs, which vary from period to period depending on timing of awards.
(2) Represents legal, accounting, and other related costs incurred in connection with potential and completed acquisitions and other transactions.
(3) Represents the income tax expense (benefit) effect of (i) the above adjustments and (ii) the pass-through entity taxable income as if the parent company were a subchapter C corporation. This adjustment uses an effective tax rate of 25%.

The Company is not able to provide the expected impact of unrealized and realized foreign currency (gains) losses on transactions without unreasonable efforts because the calculation for that change is primarily driven by changes in foreign currency exchange rates, principally British pounds and euros. Additionally, the impacts are also driven by fluctuations in product sales and operating expenses in each of those local currencies, which can fluctuate month to month. Therefore, the Company's Adjusted EBITDA, Adjusted Pro Forma Net Income and Adjusted Pro Forma Earnings per Diluted Share for the year ending December 31, 2019, including the above adjustments, may differ materially from that forecasted in the table above.