

MOELIS & COMPANY

Related Persons Transactions Policy

adopted as of April 15, 2014

This Related Person Transactions Policy (this “Policy”) has been adopted by the Board of Directors (the “Board”) of Moelis & Company (the “Company”).

A. General Policy.

It is the general policy of the Company that, in advance of the Company entering into a Related Person Transaction (as defined below), the Company’s Audit Committee shall determine that the Transaction (as defined below) is conducted on terms that are fair to the Company. All Related Person Transactions must be reviewed and approved by the Audit Committee in advance of the Company entering into any such Transaction, or ratified by the Audit Committee, in accordance with the procedures set forth below.

B. Definitions.

“Related Person” – A related person is a director, executive officer, nominee for the Board, beneficial owner of more than 5% of any class of the Company’s voting securities, and any of the forgoing person’s immediate family members (including children, stepchildren, parents, stepparents, spouses, siblings, parents in-law, children in-law, siblings in-law, and any person sharing the household of the director, executive officer, nominee, or shareholder, other than tenants and employees).

“Related Person Transaction” – A related person transaction involves a Transaction in which the Company and either (i) a Related Person, (ii) a person who was a Related Person in the 12 months prior to the Transaction, or (iii) an entity in which a Related Person has a direct or indirect material interest, are participants, and in which the amount involved in the Transaction exceeds \$120,000.

“Transaction” – A transaction includes any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements, or relationships.

C. Requirements for Approval of a Transaction with a Related Person.

In order for the Audit Committee to approve a Related Person Transaction:

(1) The Transaction should be presented to the Audit Committee before it is entered into by the Company;

(2) The Audit Committee must be satisfied that it has been fully informed as to the direct and indirect interests, relationships and conflicts or potential conflicts present in the proposed Transaction, specifically including:

- (a) the Related Person's name and relationship to the Company;
- (b) a complete description of the proposed Transaction, including both economic and non-economic features, and a copy of any proposed written agreement governing the Transaction;
- (c) the nature of the Related Person's direct or indirect interest in the Transaction; and
- (d) the Related Person's relationship to or ownership interest in any other party to, or which has an interest in, the Transaction.

(3) The Audit Committee must determine that, being fully apprised of the above, it believes, nonetheless, the Transaction is fair to the Company and, if necessary, the Company has developed an appropriate plan to manage any conflicts or potential conflicts of interest.

(4) In the event an Audit Committee member or his or her immediate family member is a Related Person with respect to a proposed Transaction presented to the Audit Committee, such Audit Committee member shall not participate in the determination whether to approve the proposed Transaction.

(5) In the event Company management determines that it is impractical or undesirable to wait until a meeting of the Audit Committee to consummate a Related Person Transaction, the Chair of the Audit Committee may pre-approve or ratify such Transaction in accordance with this Policy. In addition, the Board of Directors has delegated to the Chair of the Audit Committee the authority to pre-approve or ratify any Related Person Transaction in which the aggregate amount involved is expected to be less than \$1 million. Any such approval or ratification must be reported to the Audit Committee at its next regularly scheduled meeting.

(6) The types of Related Person Transactions described below under the section "Standing Pre-Approval for Certain Related Person Transactions," shall be deemed to be pre-approved or ratified (as applicable) by the Audit Committee under the terms of this Policy. In connection with each regularly scheduled meeting of the Audit Committee, a summary of each new Related Person Transaction deemed pre-approved pursuant to paragraphs (1), (2) or (3) under section "Standing Pre-Approval for Certain Related Person Transactions" below shall be provided to the Audit Committee for its review.

D. Standing Pre-Approval for Certain Related Person Transactions

Subject to Section C(6) above, each of the following types of Transactions shall be deemed to be pre-approved by the Audit Committee, even if the aggregate amount involved exceeds \$120,000:

(1) Certain Transactions with the Company. Any Transaction with the Company where the Related Person is a client or supplier of the Company in the ordinary course of business, including investment banking advisory, asset management, brokerage, wealth management and similar services; provided, that such Related Person is not entitled to any discount or benefit greater than any other similarly situated client, supplier or employee.

(2) Certain Transactions with other companies. Any Transaction with another company with which a Related Person's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved doesn't exceed the greater of \$1 million or 2% of that company's total annual revenues.

(3) Certain Company charitable contributions. Any charitable contribution, grant, endowment or pledge by the Company to a charitable organization, foundation or university as to which a Related Person's only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not exceed the lesser of \$1 million or 2% of the charitable organization's total annual receipts.

(4) Transactions where all shareholders receive proportional benefits. Any Transaction where the Related Person's interest arises solely from the ownership of the Company's common stock, and all holders of such common stock receive the same benefit on a pro rata basis (*e.g.*, dividends or distributions).

(5) Certain Transactions with Moelis Asset Management LP. Any Transaction with Moelis Asset Management LP and/or its subsidiaries that is contemplated by the Master Separation Agreement and Master Services Agreement or otherwise contemplated by the disclosure in the Company's Registration Statement on Form S-1 relating to its initial public offering.

E. Ratification.

In the event that the Company enters into a Related Person Transaction that has not received approval by the Audit Committee, or a Transaction that was not originally a Related Person Transaction becomes a Related Person Transaction, the Audit Committee must review such Transaction promptly, and may ratify such Transaction, provided that, in such case, unless there is otherwise a compelling business or legal reason for the Company to continue with the Transaction, the Audit Committee may only ratify the Transaction if it determines that (i) the Transaction is fair to the Company, and (ii) any failure to comply with this Policy was not due to fraud or deceit.

F. Notification.

The General Counsel of the Company shall be responsible for ensuring that this Policy is distributed to all executive officers, directors, nominees to the Board, and beneficial owners of more than 5% of any class of the Company's voting securities. Such Related Persons shall also be notified that they are responsible for informing their immediate family members and entities in which they have a direct or indirect material interest of the Policy.

G. Responsibilities of Related Persons.

Any director, executive officer or nominee to the Board of the Company who proposes to enter into a Related Person Transaction or becomes aware of an unapproved Transaction, shall notify the General Counsel of such proposal or Transaction, and to the extent known, provide the General Counsel all of the information required under Section (C)(2) of this Policy, as well as

any other information requested by the General Counsel. The General Counsel, upon receiving such notification, shall be responsible for requiring that any proposed Transaction be presented to the Audit Committee for consideration in accordance with this Policy.

H. Review of Ongoing Transactions

The Audit Committee shall annually review any previously approved or ratified Related Person Transactions that remain ongoing. Based on all relevant facts and circumstances, taking into consideration the Company's contractual obligations, the Audit Committee shall determine if it is in the best interests of the Company and its stockholders to continue, modify or terminate the Related Person Transaction.

I. Disclosure

All Related Person Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.