

## **ASGN Incorporated**

### **INSIDER TRADING POLICY**

Effective December 10, 2015

The following is the insider trading policy of ASGN Incorporated and its subsidiaries (the “Company”) and outlines the procedures that all Company personnel must follow. This policy and procedure arises from our responsibilities as a public company. Failure to comply with these procedures could result in a serious violation of the securities laws by you and/or the Company and can involve both civil and criminal penalties. It is important that you review our policy carefully. The insider trading policy provides as follows:

1. Any officer, director, employee or other person associated with the Company who knows of any material information (see the attached definition) concerning the Company that has not been disclosed to the public must refrain from trading (purchase or sale), and must refrain from advising others to trade, in the Company’s securities until public disclosure of such information (the information must be available to the public for one business day before trading is allowed – see number 4 below).
2. Any officer, director or employee who knows of any material information concerning the Company that has not been disclosed to the public must report such information promptly to the Chief Executive Officer or Chief Financial Officer.
3. Officers and directors and other designated individuals may engage in a transaction (purchase or sale) in the Company’s securities only during the period commencing after the close of business on the first business day after the day on which the Company’s financial results for any particular fiscal period have been released to the national wire services and ending on the 15<sup>th</sup> day of the third month of each quarter financial results were released (i.e., March, June, September, and December, as applicable).
4. Employees may engage in a transaction (purchase or sale) in the Company’s stock at any time except (a) between the date on which any material information that has not been disclosed to the public is in the possession of the employee and the close of business on the business day after the day such information is publicly disclosed or (b) during a black-out period established by the Company.
5. No member of the Board, officer, employee or other person associated with the Company may trade in any interest or position relating to the future price of the Company’s securities, such as a put, call or short sale.
6. It does not matter that the “insider” may have decided to engage in a transaction before learning of the undisclosed material information or that delaying the transaction might result in economic loss. It is also irrelevant that publicly disclosed information about the Company might, even aside from the undisclosed material information, provide a substantial basis for engaging in the transaction. You simply cannot trade in Company’s securities while in possession of undisclosed material information about the Company, including its subsidiaries. The only exceptions to the policy are as follows:

(a) Exercise of a stock option under the Company's stock option plans. Note that this exception does not include a subsequent sale of the shares acquired pursuant to the exercise of the option under the stock option plans.

(b) Purchase of shares under the Company's Employee Stock Purchase Plan. Once again, please note that this exception does not include a subsequent sale of such shares.

(c) Non-employee directed purchases under the Company's 401(k) Plan, if applicable.

Violation of the laws against insider trading can result in both civil and criminal penalties and may result in termination of your employment by the Company. Therefore, please review the attached information carefully. If you have any questions, please contact the Chief Legal Officer.

7. Each member of the Board, each executive officer, and certain other designated persons having access to material nonpublic information also are required to get approval before trading in the Company's securities. Requests for approval to purchase or sell the Company's securities must be submitted in writing to Chief Legal Officer in advance, including in the request the maximum proposed number of shares to purchase or sell and the proposed timing of such transaction. These written requests may be delivered in person, by facsimile or email transmission. Written approval must be received from the Chief Legal Officer before any transaction is consummated.

**POLICY STATEMENT**  
**REGARDING TRANSACTIONS IN**  
**ASGN Incorporated**

**Definition of Insider - Reason for Policy**

An “insider” is a person who possesses, or has access to material information concerning ASGN Incorporated or its subsidiaries (the “Company”) that has not been fully disclosed to the public (see below for a definition of “Material Information”). Insiders may be subject to criminal prosecution and/or civil liability for trading (purchase or sale) in the Company’s securities or options and other derivative instruments on such securities when they know material information concerning the Company that has not been fully disclosed to the public. Criminal prosecution for insider trading can and often does result in prison sentences for the violator. Civil actions may be brought by private plaintiffs or the Securities and Exchange Commission (“SEC”); the SEC is authorized by statute to seek a penalty in such actions of the profits made or losses avoided by the violator. Finally, in addition to the potential criminal and civil liabilities mentioned above, in certain circumstances the Company may be able to recover all profits made by an insider, plus collect other damages.

Insider trading proscriptions are not limited to trading by the insider alone; it is also illegal to advise others to trade on the basis of undisclosed material information. Liability in such cases can extend both to the “tippee” – the person to whom the insider disclosed inside information – and to the “tipper,” the insider himself.

Finally, insider trading can cause a substantial loss of confidence in the Company and its stock on the part of the public and the securities markets. This could obviously have an adverse impact on the Company and its stockholders.

**Applicability of Policy**

This policy applies to all transactions in the Company’s securities by “insiders.” As a rule of thumb insiders are (1) members of the Board of Directors and officers of the Company, and (2) any employee of the Company who knows material information regarding the Company that has not been fully disclosed to the public. This policy also applies to the immediate families (defined as direct family living in the same household) of such insiders. A person can be an insider for a limited time with respect to certain material information even though he or she is not an officer or director. For example, a secretary who knows that a letter of intent with a major corporate partner has just been signed may be an insider with respect to that information until the news has been fully disclosed to the public.

**Definition of Full Disclosure**

Full disclosure to the public generally means the filing of information with the SEC via EDGAR, distribution of a press release, or even through social media such as Facebook or Twitter so long as the Company has previously designated on its website that information would be so distributed. A speech to an audience, a TV or radio appearance, or an article in an obscure magazine, does not qualify as full disclosure. Full disclosure means that the securities markets have had the opportunity to digest the news. Generally, a full day following publication via one

of the methods described above is regarded as sufficient for dissemination and interpretation of material information.

### **Definition of Material Information**

It is not possible to define all categories of material information. In general, information should be regarded as material if there is likelihood that it would be considered important by an investor in making a decision regarding the purchase or sale of the Company's securities. While it may be difficult under this standard to determine whether certain information is material, there are various categories of information that would almost always be regarded as material, such as information covering proposed acquisitions, unanticipated changes in the level of revenues or expenses, proposed commencement or changes in dividends, planned stock splits, new equity or debt offerings and similar matters. If any insider has questions as to the materiality of information, he or she should contact the Company's Chief Legal Officer for clarification.

Further, any officer, director or employee who believes he or she would be regarded as an insider who is contemplating a transaction in the Company's securities and who is unsure of the applicability of this policy must contact the Chief Legal Officer prior to executing the transaction to determine if he or she may properly proceed. Officers and directors should be particularly careful, since avoiding the appearance of engaging in securities transactions on the basis of material undisclosed information can be as important as avoiding a transaction actually based on such information.

Any employee who has access to inside information on a regular basis (for example, receipt of monthly financial highlights) is well advised to utilize the same trading window defined above for officers and directors. Such an employee must submit a request to purchase or sell the Company's securities in writing to the Company's Chief Legal Officer, including in the request the maximum proposed number of shares to purchase or sell and the proposed timing of such transaction. Such written request may be delivered in person, by facsimile or email transmission. Written approval must be obtained from the Chief Legal Officer before any transaction is consummated.

### **Almost No Exceptions**

There are almost no exceptions to the prohibition against insider trading. For example, it does not matter that the transactions in question may have been planned or committed to before the insider came into possession of the undisclosed material information, regardless of the economic loss that the person may believe he or she might suffer as a consequence of not trading.

As noted above, this policy applies to the immediate families of insiders. Although immediate family is narrowly defined, an employee should be especially careful with respect to family or to unrelated persons living in the same household.

Finally, remember that there are no limits on the size of a transaction that will trigger insider trading liability; relatively small trades have in the past occasioned SEC investigations and lawsuits.