Acquisition of Apex Systems, Inc.
March 20, 2012

Peter Dameris
President & CEO

Jim Brill
CFO

Mike McGowan
President, Oxford

Rand Blazer
COO, Apex Systems

Ted Hanson
CFO, Apex Systems
Safe Harbor

Certain statements made in this presentation should be considered forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. These include statements about our future results of operations and operating targets, the size of the markets in which we operate, and our efforts to increase our market share and revitalize our business. We caution investors that these forward-looking statements are not guarantees of future performance, and actual results may differ materially. Investors should consider the important risks and uncertainties that may cause actual results to differ, including those discussed in our annual report on Form 10-K for the year ended December 31, 2011 and other filings we make with the Securities and Exchange Commission. We assume no obligation to update this presentation, which speaks as of today's date.
Transaction Overview

On Assignment to acquire Apex Systems, a leading information technology and workforce solutions firm, for $600 million in cash and stock

- Cash consideration of $383 million
  - On Assignment has secured committed financing for $540 million of credit facilities, consisting of a $50 million revolving credit facility (undrawn at close) and a $490 million term loan
  - Existing On Assignment and Apex Systems debt to be refinanced as part of the transaction
  - Estimated funded debt at close: 3.75x pro forma 3/31/12E LTM Adjusted EBITDA¹ (excluding any potential synergies)

- Stock consideration of $217 million
  - Stock consideration based on an ASGN share price of $13.79, subject to collar
  - Based on a fixed price collar of +/- 10%, a maximum of 17.5 million and a minimum of 14.3 million new ASGN shares will be issued to Apex Systems shareholders at transaction close

- Structured as a merger with a Section 338(h)(10) election, resulting in significant cash tax savings (estimated to be approximately $14 million per year for 15 years)

- Apex Systems will operate as a division of On Assignment

- Transaction is expected to close in Q2 2012
  - Standard closing conditions including HSR approval and On Assignment shareholder approval

Note:
¹ Excludes transaction costs and certain non-material and non-recurring expenses
## Transaction Highlights

| Increased Scale in an Attractive Market | • The On Assignment and Apex Systems combination creates one of the largest, fastest growing and most profitable professional staffing companies in the U.S.  
| | • Transaction accretion excludes any potential synergy savings  
| | • Pro forma combined 2011 revenue of $1.3 billion |
| Apex & Oxford: A Powerful Combination in IT Staffing | • Immediately becomes the second largest IT staffing provider in the U.S. with approximately $1 billion of revenue from IT staffing in 2011 (represents ~75% of total pro forma combined revenue of $1.3 billion)  
| | • Uniquely positioned in the marketplace as the only company providing a “full spectrum” of IT staffing solutions from high-end to mission-critical assignments  
| | • Benefit from strong secular trend in IT staffing  
| | • Expected industry growth of 12% in 2012 |
| Ease of Integration | • Seamless integration given that Apex and Oxford do not compete against one another  
| | • Oxford specializes in high-end IT skills and Apex focuses on mission critical IT skills  
| | • Minimal overlap in existing customer bases  
| | • On Assignment has a proven track record of successful platform acquisitions |
| Attractive Financial Characteristics | • Expected to be immediately accretive on both a GAAP and cash EPS basis  
| | • The combined company benefits from the 338(h)(10) election, resulting in approximately $14 million of annual cash tax savings over 15 years  
| | • Increased scale along with strong revenue and free cash flow generation results in rapid deleveraging |
| Experienced Management Team | • On Assignment is bolstered by Apex Systems’ senior management team and its impressive track record of consistent revenue growth and industry leading margins  
| | • Veteran cadre of seasoned industry professionals |
Transaction Rationale

Highly Complementary Acquisition

• Focused on different sets of IT skills
• No channel conflicts
• Limited integration required
• Similar business models and corporate cultures

Diversifies Revenues

• Broaden services offering across IT skills
• Vertical and geographical diversification
• Improve penetration into new customers
• Increases ability to expand customer base in the Healthcare vertical
• Expand permanent placement business
• Significant cross-selling opportunities
• Diversifies Apex revenue stream beyond IT staffing

Strong Financial Profile

• Accretive to revenue growth and earnings
• Strong conversion of EBITDA to cash flow
• Significant cash tax savings, resulting in rapid debt paydown

Potential Synergies

• Leverage highly scalable back-office infrastructure
• Consolidation of billing and payroll
• Leverage expertise in sales and recruiting
Merger Integration

- Integration will be seamless to employees, contract professionals and customers
- Senior management of both On Assignment and Apex remain in place and ultimately report to CEO Peter Dameris
- No major changes to recruitment and sales models and commission plans
- No channel conflicts
Apex & Oxford: A Powerful Combination in IT Staffing

Overview

Selected Positions
- Mission critical IT staffing that Fortune 1000 and mid-market companies require to run daily operations
  - Network Engineers
  - Application Developers
  - Social & Mobile App. Developers
  - Help Desk
- $60 per hour
- Qualified Database: 400,000+
- Currently on assignment: ~16,500
- Full-time employees: ~1,100
- Deep industry knowledge and relationship with clients
- Sales-driven culture

Average Bill Rate
- $116 per hour¹
- Qualified Database: 35,000+
- Currently on assignment: ~1,400
- Full-time employees: ~590
- Unsurpassed recruiting capability to fulfill coveted, high-end and scarce skill set

Contract Professional / Employees
- Offers full spectrum of IT staffing services from high-end special projects to mission critical daily operations
- Flexible staffing services to meet clients' needs
- Full spectrum of IT skills
- Bill rates and skill set appropriate for high-end and everyday IT projects
- Estimated combined average bill rate of ~$75 per hour
- Diverse database of talent to meet all IT needs
- Powerful combination of well-respected, fast-growing IT staffing firms

Other

¹ Q4 2011 Average
A Focus on Information Technology

**Forecasted IT staffing revenues to be $22.7 billion in 2012**

- IT staffing involves providing temporary professionals and placing full-time employees in areas ranging from multiple platform systems integration to end-user support, including specialists in programming, networking systems integration, database design and help desk support.

<table>
<thead>
<tr>
<th>Industry Potential</th>
</tr>
</thead>
<tbody>
<tr>
<td>• IT has recovered quicker than most other staffing segments; and is the only professional staffing segment expected to surpass 2008 levels in the current year</td>
</tr>
<tr>
<td>• Growth in 2012 is expected to be driven by demand in the healthcare industry, given deadlines for conversions implemented by the US Dept. of Health &amp; Human Services</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Shortage of Talent</th>
</tr>
</thead>
<tbody>
<tr>
<td>• One of the main constraints on growth in this segment is a shortage of talent, and not necessarily demand, due to the exodus of many mid-career professionals following the tech bubble and a steady decline in new computer science graduates</td>
</tr>
</tbody>
</table>

**Growth Characteristics**

• IT segment is estimated to grow by 13% in 2011 and 12% in 2012

**Projected Market Size**

($ in billions)

<table>
<thead>
<tr>
<th>Year</th>
<th>2006</th>
<th>2007</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011E</th>
<th>2012P</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$19.0</td>
<td>$20.5</td>
<td>$19.8</td>
<td>$15.8</td>
<td>$17.9</td>
<td>$20.2</td>
<td>$22.7</td>
</tr>
</tbody>
</table>

Source:

1 Staffing Industry Analysts Insight: Staffing Industry Forecast (September 2011)
Pro Forma Business Diversification

IT and Engineering staffing represents ~75% of pro forma revenue

2011 Revenue

- **APEX SYSTEMS**: $705.2 million
- **IT AND ENGINEERING (OXFORD)**: $266.7 million
- **LIFE SCIENCES**: $155.3 million
- **HEALTHCARE STAFFING**: $94.6 million
- **PHYSICIAN STAFFING**: $80.6 million

Pro Forma 2011 Revenue Mix

- Apex Systems: 55%
- IT and Engineering (Oxford): 20%
- Life Sciences: 12%
- Healthcare Staffing: 7%
- Physician Staffing: 6%
## 2009A – 2012E Pro Forma Combined Company Financials

Fiscal Year Ended December 31, ($ in millions)

<table>
<thead>
<tr>
<th></th>
<th>2009A</th>
<th>2010A</th>
<th>2011A</th>
<th>2012E</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>$800.1</td>
<td>$985.1</td>
<td>$1,302.5</td>
<td>$1,534.1</td>
</tr>
<tr>
<td>% Growth</td>
<td>23.1%</td>
<td>32.2%</td>
<td>17.8%</td>
<td></td>
</tr>
<tr>
<td>Gross Profit</td>
<td>$249.4</td>
<td>$304.9</td>
<td>$393.5</td>
<td>$465.9</td>
</tr>
<tr>
<td>% Gross Margin</td>
<td>31.2%</td>
<td>30.9%</td>
<td>30.2%</td>
<td>30.4%</td>
</tr>
<tr>
<td>Adjusted EBITDA as a % of Revenue</td>
<td>6.9%</td>
<td>7.9%</td>
<td>9.7%</td>
<td>9.9%</td>
</tr>
</tbody>
</table>

Note:
1. Pro forma income statement will be included in the proxy statement to be filed by On Assignment with the SEC
2. Adjusted EBITDA adds back stock-based compensation, acquisition related expenses and non-recurring expenses
Pro Forma Cash Flow Generation

Since 2007, On Assignment and Apex combined have generated $285 million in Free Cash Flow from operations\(^1\)

Both organizations have exhibited strong cash flow generation, even through the financial crisis, and have the ability to rapidly deleverage.

Note: Chart dollars are in thousands
\(^1\) Free cash flow is defined as cash flow from operations less capital expenditures.
Apex Systems Overview

• Apex has capitalized on the secular shift within IT Staffing
• One of the fastest growing staffing firms in North America
• Over 1,200 clients (mostly Fortune 1000) with a presence in 49 markets
• Over 16,000 temporary IT professionals staffed annually

Largest IT Staffing firms in the U.S. ($ in Millions)

<table>
<thead>
<tr>
<th>Rank</th>
<th>Company</th>
<th>Revenue</th>
<th>Market Share</th>
<th>% of Change YoY</th>
<th>$ Change YoY</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>TEKsystems (Allegis Group)</td>
<td>$2,364</td>
<td>13%</td>
<td>18.3%</td>
<td>$365</td>
</tr>
<tr>
<td>2</td>
<td>Manpower Group</td>
<td>875</td>
<td>5%</td>
<td>15.1%</td>
<td>115</td>
</tr>
<tr>
<td>3</td>
<td>Adecco</td>
<td>841</td>
<td>5%</td>
<td>13.6%</td>
<td>101</td>
</tr>
<tr>
<td>4</td>
<td>Volt Information Services</td>
<td>714</td>
<td>4%</td>
<td>15.5%</td>
<td>96</td>
</tr>
<tr>
<td>5</td>
<td>Kforce</td>
<td>574</td>
<td>3%</td>
<td>12.5%</td>
<td>64</td>
</tr>
<tr>
<td>6</td>
<td>Apex Systems</td>
<td>547</td>
<td>3%</td>
<td>42.6%</td>
<td>164</td>
</tr>
<tr>
<td>7</td>
<td>Technisource (SFN Group)</td>
<td>504</td>
<td>3%</td>
<td>9.6%</td>
<td>44</td>
</tr>
<tr>
<td>8</td>
<td>Sapphire Technologies (Randstad)</td>
<td>447</td>
<td>2%</td>
<td>4.4%</td>
<td>19</td>
</tr>
<tr>
<td>9</td>
<td>Insight Global</td>
<td>388</td>
<td>2%</td>
<td>48.7%</td>
<td>127</td>
</tr>
<tr>
<td>10</td>
<td>Collabera</td>
<td>311</td>
<td>2%</td>
<td>35.2%</td>
<td>81</td>
</tr>
</tbody>
</table>

Note: Shaded regions indicate recessionary periods

Source: Staffing Industry Analysts

Strong Revenue Growth ($ in Millions)

Revenue CAGR: 30.4%

Note: Shaded regions indicate recessionary periods
National Presence with Scale

Apex currently operates in 43 out of SIA’s Top 50 Markets

- 900+ Sales & Recruiting Staff
- 190+ Support Staff
- 6,000+ IT Professionals on Billing with Clients Each Week and Rapidly Growing
- 1.4 million+ Candidates
- National Training Center
- 1,200+ Clients
- 100+ National Accounts

High Operating Leverage and Infrastructure to Support a Much Larger Company
Enviable, Blue Chip Client Base Across All Industries

Information Technology
- Computers
- Peripherals
- Hardware
- Software
- Semiconductors
- Internet

Business Services
- Outsourced Services
- Data Processing

Financials
- Banks
- Insurance
- Capital Markets
- Commercial Banking
- Mortgage
- REIT

Healthcare / Pharma
- Biotechnology
- Life Sciences
- Health Technology
- Suppliers
- Equipment

Government Services
- Government Activities
- Aerospace / Defense
- Compressus
- Government Contractor

Consumer Industrials
- Food
- Retail
- Auto
- Hotels
- Machinery
- Professional Services
- Construction
- Engineering
- Utilities
- Energy

Telecommunications
- Wireless
- Wireline
- Media
- Cable
- Communications Equipment
Proven Leadership Team

**Rand Blazer**
- Former CEO of Bearing Point
- Grew KPMG Consulting/Bearing Point from $700 million to $3.4 billion in 7 years
- Former President and GM of SAP Public Services, Inc.

**Ted Hanson**
- 13 year tenure with Apex Systems
- Former Virginia CFO of the Year
- Former CFO of a telecommunications firm

**Strong Second Tier Management**
- 7 EVPs whose average tenure with Apex is 13 years
- 52 Principals who have contributed significantly to the performance of Apex with an average tenure at Apex of 10 years
Strong Financial Performance

- One of the fastest growing pure play IT firms in the U.S.
- Proven ability to perform well through economic uncertainty
- Industry leading profit margins
- Large scale firm with potential to realize significant operating leverage

Gross Profit & Margin

<table>
<thead>
<tr>
<th>Year</th>
<th>Gross Profit</th>
<th>Gross Margin</th>
</tr>
</thead>
<tbody>
<tr>
<td>2004</td>
<td>$41</td>
<td></td>
</tr>
<tr>
<td>2005</td>
<td>$58</td>
<td></td>
</tr>
<tr>
<td>2006</td>
<td>$94</td>
<td></td>
</tr>
<tr>
<td>2007</td>
<td>$126</td>
<td></td>
</tr>
<tr>
<td>2008</td>
<td>$128</td>
<td></td>
</tr>
<tr>
<td>2009</td>
<td>$113</td>
<td></td>
</tr>
<tr>
<td>2010</td>
<td>$155</td>
<td></td>
</tr>
<tr>
<td>2011</td>
<td>$193</td>
<td></td>
</tr>
<tr>
<td>LTM</td>
<td>$197</td>
<td></td>
</tr>
</tbody>
</table>

EBITDA & EBITDA Margin

<table>
<thead>
<tr>
<th>Year</th>
<th>EBITDA</th>
<th>EBITDA Margin</th>
</tr>
</thead>
<tbody>
<tr>
<td>2004</td>
<td>$12</td>
<td></td>
</tr>
<tr>
<td>2005</td>
<td>$13</td>
<td></td>
</tr>
<tr>
<td>2006</td>
<td>$24</td>
<td></td>
</tr>
<tr>
<td>2007</td>
<td>$34</td>
<td></td>
</tr>
<tr>
<td>2008</td>
<td>$33</td>
<td></td>
</tr>
<tr>
<td>2009</td>
<td>$23</td>
<td></td>
</tr>
<tr>
<td>2010</td>
<td>$43</td>
<td></td>
</tr>
<tr>
<td>2011</td>
<td>$65</td>
<td></td>
</tr>
<tr>
<td>LTM</td>
<td>$67</td>
<td></td>
</tr>
</tbody>
</table>

Source: Company management
Note: Shaded regions indicate recessionary periods
1 LTM as of January 2012
Track Record of Outperforming the Competition

- Singular focus on IT staffing which benefits from favorable secular and sector trends
- National presence and robust infrastructure leading to high operating leverage
- People-centric culture and sales-driven organization
- Best-in-class leadership

Source: Wall Street research, Staffing Industry Analysts (SIA) and company filings
Note: Shaded regions indicated recessionary periods and LTM as of January 2012

1 Revenue growth represents SIA’s staffing industry growth
2 Industry margin represents average EBITDA margins for ADEN, ASGN, KFRC, MAN, and RAND
Additional Information and Where to Find It

In connection with the transaction, On Assignment will prepare a proxy statement to be filed with the SEC. When completed, a definitive proxy statement and a form of proxy will be mailed to the shareholders of the Company. BEFORE MAKING ANY VOTING DECISION, ON ASSIGNMENT’S SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT REGARDING THE TRANSACTION CAREFULLY AND IN ITS ENTIRETY BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. On Assignment’s shareholders will be able to obtain, without charge, a copy of the proxy statement (when available) and other relevant documents filed with the SEC from the SEC’s website at http://www.sec.gov. On Assignment’s shareholders will also be able to obtain, without charge, a copy of the proxy statement and other relevant documents (when available) by directing a request by mail or telephone to On Assignment, Inc., Attn: Investor Relations, 36745 Malibu Hills Road, Calabasas, California 91301, telephone: (818) 878-3136, or from the investor relations section of the company’s website, http://www.onassignment.com.

On Assignment, Apex Systems and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the transaction. Information regarding On Assignment’s directors and executive officers is available in On Assignment’s notice of annual meeting and proxy statement for its most recent annual meeting and On Assignment’s Annual Report on Form 10-K for the year ended December 31, 2011, which were filed with the SEC on April 27, 2011 and March 14, 2012, respectively. Other information regarding the participants in the solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC.