Safe Harbor

This presentation contains “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and involve a high degree of risk and uncertainty. Forward-looking statements include statements regarding the Company's anticipated future financial and operating performance. All statements in this presentation, other than those setting forth strictly historical information, are forward-looking statements. Forward-looking statements are not guarantees of future performance, and actual results might differ materially. In particular, the Company makes no assurances that estimates of revenues, gross margin, SG&A, Adjusted EBITDA, cash flow and other financial metrics will be achieved. Factors that could cause or contribute to such differences include actual demand for our services, our ability to attract, train and retain qualified staffing consultants, our ability to remain competitive in obtaining and retaining staffing clients, the availability of qualified temporary and permanent placement professionals, management of our growth, continued performance of our enterprise-wide information systems, and other risks detailed from time to time in our reports filed with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC on March 2, 2015 and our Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, as filed with the SEC on November 6, 2015. We specifically disclaim any intention or duty to update any forward-looking statements contained in this presentation.
Key Investment Highlights

• Large and Growing Provider of Professional Staffing Services
• Strategically Positioned to Capitalize on Secular Shift in Professional Staffing and the Convergence of IT and Digital/Creative Skill Sets
• Differentiated Platform Featuring High-end and Mission Critical Skill Sets
• Established Footprint with Significant Scale
• Experienced Management Team with a Proven Track Record to Execute On Assignment’s Growth
• Attractive Financial Characteristics – Strong Operating Margins and Substantial Free Cash Flow Generation
Large and Growing Provider of Professional Staffing Services

- One of the largest professional staffing companies in the U.S.
- $2.1 billion LTM revenues
- Approximately 16,700 contract professionals at ~4,300 clients
- Focused on placing professionals with higher-end math, science and digital/creative skills
- Approximately 2,250 staffing consultants in approximately 156 branch offices in North America and Europe
- Deliver fast, quality sales and fulfillment services
- Staffing industry revenue projected to be $134 billion in 2015
- Participates in the most attractive sub-segments of staffing: Information Technology, Engineering, Life Sciences and Digital/Creative
- 2nd largest U.S. professional IT staffing firm
- One of the highest gross margins in the industry – 33.4%
- High gross margin despite low contribution (~6%) from permanent placement revenue
- High operating efficiency

Revenues

- Apex $1,534 million 72.8%
- Oxford $572 million 27.2%
- Total Revenues: $2.1 Billion

Gross Margin

- Apex 30.5%
- Oxford 41.4%
- On Assignment 33.4%
Secular Shift in Professional Staffing

Professional Staffing Industry Revenue

(Dollars in billions)

<table>
<thead>
<tr>
<th>Year</th>
<th>Professional</th>
<th>Commercial</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011</td>
<td>$49</td>
<td>$53</td>
</tr>
<tr>
<td>2012</td>
<td>$53</td>
<td>$56</td>
</tr>
<tr>
<td>2013</td>
<td>$56</td>
<td>$60</td>
</tr>
<tr>
<td>2014</td>
<td>$60</td>
<td>$64</td>
</tr>
<tr>
<td>2015</td>
<td>$64</td>
<td></td>
</tr>
</tbody>
</table>

CAGR: 6.8%

Growth Drivers

- Variable cost structure provides potential cost savings and staff flexibility
- Technology is increasingly embedded in business
- Aging U.S. population may constrain workforce supply
- Healthcare reform may stimulate staffing demand
- Companies are utilizing temporary labor as a larger percentage of their workforce

Commercial vs. Professional Staffing Trend

1995
Industry Revenue: $55 billion

2015
Industry Revenue: $134 billion

Structural Change Towards Professional Staffing

- Driven in part by IT staffing (the largest)
- Rapid rate of technological change driving companies to flexible workforces
- Increasing scarcity of math & science skills and new graduates
- Specialized expertise eliminates the need for training or long lead times to reach full productivity

Source: Staffing Industry Analysts.
Market Overview

**Information Technology**
- 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.

- IT is one of the fastest growth areas of staffing, fueled by:
  - The penetration of technology
  - Rate for computer and mathematical temporary occupations expanding rapidly
  - Cycle of current technical skills becoming obsolete and shortage of new technical skills becoming more acute
  - Shorter development cycle
  - IT a priority for U.S. healthcare organization
  - Immigration reform and “political winds” driving trends toward onshore resources

- Demand for senior-level IT and engineering consultants among the most robust in staffing

**Clinical/Scientific**
- Scientific professionals assist clients in the life sciences industries with research and development, production, quality control assurance, regulatory affairs and compliance, engineering, consumer testing and clinical research

- Highly fragmented; market dynamics favorable

- Middle markets, small/medium clients favor personalized service

- Clinical trials already in progress tend to carry through the length of assignments which can last several months or even years

- The industry is saturated with start-up companies with venture capital-backed funding that, in some cases, may have a need for the use of temporary help or “temp-to-perm” staffing models as a way of managing a flexible workforce

**Digital/Creative**
- Digital/Creative professionals assist both creative agencies and marketing departments with their digital, marketing, advertising and creative needs

- The rapid growth of digital / IT and interactive media has led the creative staffing industry to experience growth at rates far more robust than the broader staffing industry

- The market is highly fragmented with limited competitors of significant size or scale

- Strong growth in online advertising and the increasing importance of CMO and marketing departments with budgets for IT/digital spend is fueling demand for temporary digital/creative professionals

- Current estimated market size of $8 billion, growing 8 – 12% per year (temporary staffing capturing $2 billion of this market)²

---

1 Staffing Industry Analysts (September 2015).
2 3rd party independent research.
IT Growth Drivers

**Highlights**

- Constant technology change and specialization
- Growth in IT spending
- Supply/demand imbalance for IT professionals
- Increasing compliance requirements in financial services and healthcare industries
- Healthcare reform will stimulate demand for staffing in the long run
- Changing business model for resource use by CIO’s

**Emerging Trends**

- **Financial Services**
  - Technology has transformed day-to-day operations in the finance sector
  - Consolidation amongst industry players continues
  - Regulation and innovation
  - Global financial markets are increasingly intertwined

- **Healthcare Digitization**
  - Healthcare IT is an evolving industry
  - IT staffing will be integral to catalogue, cleanse and support system development
  - Conversion to EHR projected to save Medicare and private payers $50+ billion per year

- **Mobile/Applications/Cloud Infrastructure**
  - Mobile adoption continues to increase rapidly
  - Widespread smartphone adoption
  - Need for mobile app developers
  - Rapidly evolving customer needs
  - Cyber security threats are increasing

- **Social Media**
  - Extends reach to customers and potential employees
  - Corporations are seeking programmers fluent in social media platform development
  - Extends brand beyond traditional space

- **Digital/Creative**
  - Many marketing and creative functions require specific IT competencies
  - Digital is the fastest growing segment of the market and an area where companies struggle to source talent
Convergence of IT and Digital / Creative Staffing

Market Dynamics

- Many marketing and creative functions identified through research require specific IT competencies
- Customer decision maker (marketing vs. IT) can vary based on company and usage case
- Likewise, there is a blurred distinction among staffing vendors about how these placements are classified and reported
- Given the growth of digital marketing, demand for skill specializations at this convergence is expected to grow more rapidly than traditional creative marketing roles
- Substantial cross-fertilization opportunities between the two organizations leading to new revenue opportunities, as customers seek solutions that enable two-way communications between individuals, brands, and institutions

Sample Skill Specializations by Function

Digital / Creative & Marketing Staffing
- Creative Director
- Marketing Manager
- Media Planner
- Creative Services Coordinator
- Campaign Manager
- Brand Specialist
- Account Manager
- Art Director
- Interactive Account Director
- Product Manager
- Packaging & Promotions Manager

IT Staffing
- Mobile Designer
- Print / Web Designer
- Software Interface Designer
- Website Designer
- WordPress Developer
- Python Developer
- Flash Designer
- UI / UX Design Specialist
- Web Banner Designer
- Usability Specialist
- Technical Writer
- Solutions Architect
- Data Network Analyst
- Desktop Support Technician
- Java / LDAP Engineer
- Systems Engineer
- Technical Delivery Manager
- SQA Engineer
- Database Architect
- Software Engineering Manager
- Senior Release Engineer
- Scrum Team Business Analyst

On Assignment
The “Sharing Economy”

Freelancers\(^1\) are a significant & growing portion of US workers

- 54 million people, representing 34% of the U.S. workforce
- From 2014 to 2015, the number of diversified workers has increased from 9.3 mm to 14.1 mm professionals, largely due to increased participation in the “sharing economy”

<table>
<thead>
<tr>
<th>Category</th>
<th>Number of Freelancers</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Independent</td>
<td>19.3 million</td>
<td>Don't have an employer...do freelance, temporary, or supplemental work on a project-by-project basis</td>
</tr>
<tr>
<td>Contractors</td>
<td>36%</td>
<td>Freelancers defined as individuals who have engaged in supplemental, temporary, project- or contract-based work within the past 12 months.</td>
</tr>
<tr>
<td>Moonlighters</td>
<td>13.2 million</td>
<td>Professionals with a primary, traditional job who also moonlight doing freelance work</td>
</tr>
<tr>
<td>Diversified</td>
<td>14.1 million</td>
<td>Multiple sources of income; mix of traditional and Freelance work</td>
</tr>
<tr>
<td>workers</td>
<td>26%</td>
<td>Freelance work</td>
</tr>
<tr>
<td>Temporary</td>
<td>4.6 million</td>
<td>Single employer, client, job, or contract project where employment is temporary</td>
</tr>
<tr>
<td>workers</td>
<td>8%</td>
<td>Diversified workers</td>
</tr>
<tr>
<td>Freelance</td>
<td>2.5 million</td>
<td>Business owners with 1-5 employees</td>
</tr>
<tr>
<td>Business Owners</td>
<td>5%</td>
<td>Freelance workers</td>
</tr>
</tbody>
</table>

\(^1\)Freelancers defined as individuals who have engaged in supplemental, temporary, project- or contract-based work within the past 12 months.

Source: “Freelancing in America,” an online survey of 7,107 U.S. adults who have done paid work in the past 12 months. Commissioned by Freelancer’s Union and Upwork and conducted by independent research firm Edelman Berland from July 30 to August 14, 2015.
ASGN Operates in the Most Attractive End Markets

Select Professional Staffing Industry Revenues

Market Size: 2015

- Clinical/Scientific: $2 Billion
- Engineering: $9 Billion
- Creative/Marketing: $8 Billion

ASGN LTM Revenues by Service Offerings

- Apex
  - IT
  - Clinical / Scientific
  - Digital / Creative
  - Total Revenues: $1,534.1

- Oxford
  - IT
  - Engineering
  - Clinical / Scientific
  - Perm Placement
  - Total Revenues: $572.1

Total Revenues: $2,106.2

1 Pro forma LTM as of 9/30/15, which assumes the acquisitions had occurred at the beginning of 2014.
2 Staffing Industry Analysts Insight: Staffing Industry Forecast (September 2015).
3 3rd party independent research.
High Margins & Conversion Rates

**Gross Margin & Perm Placement (% of Revenue)**

- Q4'14: 33.6%
- Q1'15: 33.0%
- Q2'15: 33.6%
- Q3'15: 33.5%
- Q4'15E: 33.2%

- Q4'14: 30.9%
- Q1'15: 30.3%
- Q2'15: 31.8%
- Q3'15: 32.1%

**Notes:**
ASGN's operating results are on a pro forma basis, which assumes the acquisitions had occurred at the beginning of 2014. Source: Company management and company filings; ASGN Q4 estimate assumes high end of management guidance.

**Conversion of Gross Profit into Adjusted EBITDA**

- Q4'14: 37.5%
- Q1'15: 31.9%
- Q2'15: 36.5%
- Q3'15: 39.1%
- Q4'15E: 36.9%

- Q4'14: 18.9%
- Q1'15: 14.5%
- Q2'15: 22.6%
- Q3'15: 24.6%

**Notes:** Kforce and Robert Half results have been adjusted to exclude certain one-time items.

**Adjusted EBITDA**

- Q4'14: 12.6%
- Q1'15: 10.5%
- Q2'15: 12.3%
- Q3'15: 13.1%
- Q4'15E: 12.3%

- Q4'14: 5.8%
- Q1'15: 4.4%
- Q2'15: 7.2%
- Q3'15: 7.9%
On Assignment Overview

**Apex**

**Apex Systems**
- Provides mission-critical IT professionals for contract and contract-to-hire positions

**Lab Support**
- Provides locally-based contract scientific professionals to clients in various Life Sciences industries

**Creative Circle**
- Provides highly specialized digital, creative, marketing, advertising and interactive talent to both creative agencies and marketing departments of leading companies

**Geographic Footprint**
- U.S. & Canada

**Key Statistics**

<table>
<thead>
<tr>
<th></th>
<th>Avg. # of Customers</th>
<th>Avg. Bill Rate</th>
<th>Top 10 Customers as a percentage of revenues</th>
</tr>
</thead>
<tbody>
<tr>
<td>Apex Systems</td>
<td>3,207</td>
<td>$55.51</td>
<td>22.7%</td>
</tr>
<tr>
<td></td>
<td>$1,534 million¹</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1 Pro forma LTM as of September 30, 2015, which assumes the acquisitions had occurred at the beginning of 2014.

**Oxford**

**Oxford Global Resources**
- Provides seasoned IT, engineering, regulatory compliance, health information management, and clinical research professionals across North America and Europe

**CyberCoders**
- Recruits professionals primarily for permanent placement across all industries throughout the U.S.

**Life Sciences Europe**
- Provides scientific professionals to clients in the life sciences industries

**Geographic Footprint**
- U.S. & Europe

**Key Statistics**

<table>
<thead>
<tr>
<th></th>
<th>Avg. # of Customers</th>
<th>Avg. Bill Rate</th>
<th>Top 10 Customers as a percentage of revenues</th>
</tr>
</thead>
<tbody>
<tr>
<td>Oxford Global Resources</td>
<td>1,114</td>
<td>$99.33</td>
<td>8.7%</td>
</tr>
<tr>
<td></td>
<td>$572 million¹</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

27.2%
Apex Overview

Provides mission critical IT skill sets

• 100+ National Accounts with a presence in 56 markets
• Service clients in IT, business services, financials, healthcare, pharmaceuticals, government services, consumer industrials and telecommunications industries
• Approximately 8,900 contract professionals at ~700 clients
• Average bill rate of $61 an hour

Provides scientific skill sets

• Service clients in the biotechnology, pharmaceutical, food and beverage, medical devices, personal care, chemical, automotive, educational and environmental industries
• Approximately 2,200 contract professionals at ~700 clients
• Average bill rate of $30 an hour
• Average assignment length ~5 months

Provides creative/digital professionals

• Supports creative and marketing departments for over 200 of the Fortune 1000 listed companies
• Large, attractive end markets; spans virtually all industries including retail, financial services, automotive, entertainment & leisure, and consumer
• Approximately 2,800 contract professionals at ~1,800 clients
• Average bill rate of $61 an hour

Note: Chart based on Q3 '15 results
Creative Circle - Profile

- Headquartered in Los Angeles, CA, Creative Circle is the leading provider of professional staffing for highly specialized and hard-to-find skill sets in digital / advertising, creative, and IT marketing.

- Nationwide network of 22 offices consisting of 177 staffing consultants – 87 account executives and 90 recruiters.

- Large and diverse client base, including more than 200 customers from Fortune 1000-listed companies spanning large, attractive end markets (e.g., retail, financial services, automotive, entertainment & leisure, and consumer).

- Since 2011, Creative Circle has increased revenue at a 26% CAGR – over 2x the industry growth rate.

- In 2014, achieved 42% gross margin and 21% Adjusted EBITDA margin with approximately 7% of revenues from permanent placements.

Geographic Footprint

Company Timeline

<table>
<thead>
<tr>
<th>Year</th>
<th>Event</th>
</tr>
</thead>
<tbody>
<tr>
<td>2002</td>
<td>Founded; first office opened in Los Angeles</td>
</tr>
<tr>
<td>2003</td>
<td>Opened second office in New York</td>
</tr>
<tr>
<td>2007</td>
<td>Revenue exceeds $50 million; 5th office opened</td>
</tr>
<tr>
<td>2011</td>
<td>Revenue breaks $100 million; 10th office opened</td>
</tr>
<tr>
<td>2012</td>
<td>Acquired by Morgan Stanley Private Equity</td>
</tr>
<tr>
<td>2014</td>
<td>Revenue exceeds $200 million; 22 offices in North America, including 1 National Office</td>
</tr>
</tbody>
</table>
Oxford Overview

High-end IT and engineering focus
- Minimal client and industry business concentration; no customer accounts for more than 3% of sales
- Significantly higher success rate filling engagements than competitors
- Average bill rate of $113 per hour
- Top 10 clients represent ~12% of revenue
- Average assignment length of ~5 months

Provides permanent placement staffing
- Dedicated perm placement practice with automated client generation, lead distribution, and candidate sourcing supported by global cloud solution
  - 2.5 million opt-in recipients of job alerts
  - 11,000+ clients
  - 700,000 website visitors per month
  - 137,000 web-based job applications received per month

Provides clinical & scientific skill sets
- European operations in the Netherlands, Belgium & United Kingdom
- Provides highly skilled professionals such as chemists, clinical research associates, clinical lab assistants, engineers, biologists, biochemists, microbiologists, and other skilled scientific professionals
- Approximately 500 contract professionals at ~178 clients
- Average bill rate of $45 an hour

Note: Chart based on Q3 '15 results
Established Domestic Footprint With Significant Scale

*Our 2,250 staffing consultants in 156 branch offices provide staffing solutions for in-demand, skilled talent*
## On Assignment’s Strategic Growth Opportunities

| Cyclical Stabilization and Growth | • Labor markets indicate job recovery continues to strengthen, albeit at an anemic rate  
• Companies will look to temporary staffing to meet cyclical recovery in demand |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Secular Trends Will Favor On Assignment | • Aging U.S. population may constrain supply of available workforce  
• On Assignment focuses on the highly-skilled component of the labor force, which companies typically find most difficult to fill/hire |
| Numerous Areas of Opportunity for Incremental Revenues | • Information technology  
• Scientific  
• Digital/creative  
• Permanent placement |
| Acquisition Environment Is Favorable | • On Assignment is well positioned to enhance its market position and/or capitalize on new capabilities / service offerings  
• Low borrowing costs and quick deleveraging |
| Significant Sources of EPS Leverage | • Revenue growth vs. fixed costs creates margin opportunity  
• Strong cash flow generation provides liquidity for rapid deleveraging and executing acquisition strategies with internally generated cash  
• Approximately $33 million in annual cash tax savings¹ |

¹ Includes $19 million in combined estimated cash tax shields from 338(H)(10) elections associated with the acquisitions of Apex, Oxford and CyberCoders and $14 million related to the asset purchase of Creative Circle.
Revenues as reported in the Company’s Forms 10-K.

Adjusted for the divestiture of the Physician Segment and pro forma for the acquisitions.

Based on Q4 2015 estimates provided by On Assignment Management.

1. Revenues as reported in the Company’s Forms 10-K.
2. Adjusted for the divestiture of the Physician Segment and pro forma for the acquisitions.
3. Based on Q4 2015 estimates provided by On Assignment Management.
Experienced Management Team With a Proven Track Record to Execute On Assignment’s Growth Strategy

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Industry Experience</th>
<th>Years with ASGN</th>
</tr>
</thead>
<tbody>
<tr>
<td>Peter Dameris</td>
<td>President &amp; CEO</td>
<td>17 years in industry</td>
<td>11 years with ASGN</td>
</tr>
<tr>
<td>Edward Pierce</td>
<td>Executive VP &amp; CFO</td>
<td>14 years CFO experience</td>
<td>8 years with ASGN</td>
</tr>
<tr>
<td>James Brill</td>
<td>Senior VP, CAO &amp; Treasurer</td>
<td>26 years CFO experience</td>
<td>8 years with ASGN</td>
</tr>
<tr>
<td>Michael McGowan</td>
<td>COO, On Assignment &amp; President, Oxford Global Resources</td>
<td>20 years in industry</td>
<td>8 years with ASGN</td>
</tr>
<tr>
<td>Rand Blazer</td>
<td>President Apex Systems</td>
<td>30 years in industry</td>
<td>4 years with ASGN</td>
</tr>
<tr>
<td>Ted Hanson</td>
<td>CFO, Apex Systems &amp; President, Lab Support</td>
<td>15 years in industry</td>
<td>4 years with ASGN</td>
</tr>
<tr>
<td>Lawrence Serf</td>
<td>CEO Creative Circle</td>
<td>16 years in industry</td>
<td>1st year with ASGN</td>
</tr>
<tr>
<td>Dennis Masel</td>
<td>COO Creative Circle</td>
<td>17 years in industry</td>
<td>1st year with ASGN</td>
</tr>
</tbody>
</table>
Five-Year Financial Goals

*Creative Circle’s strong growth and margin profile is a meaningful addition to On Assignment as it continues to track to its five-year plan*

- **$3 billion** in revenue
- Stable gross margin ~31% to 32%
- Adjusted EBITDA margin: 11.5% to 12.5%
- Cumulative free cash flow of more than $675 million
- Continued double digit EPS growth

<table>
<thead>
<tr>
<th>($ in millions)</th>
<th>Announced 5-Year Plan in March 2014</th>
<th>Pro Forma for Divestitures and Acquisitions of CyberCoders and Creative Circle</th>
<th>Announced 5-Year Plan in March 2014</th>
<th>2018 Goal</th>
</tr>
</thead>
<tbody>
<tr>
<td>Year Ended(ing) December 31</td>
<td>2013 1</td>
<td>2013 2, 3</td>
<td>2015 3</td>
<td>2018 Goal</td>
</tr>
<tr>
<td>Revenues</td>
<td>$1,717</td>
<td>$1,757</td>
<td>$2,164 / $2,169</td>
<td>$3,000 / $3,000</td>
</tr>
<tr>
<td>Gross Profit</td>
<td>547</td>
<td>578</td>
<td>719 / 723</td>
<td>930 / 960</td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td>183</td>
<td>206</td>
<td>259 / 262</td>
<td>345 / 375</td>
</tr>
</tbody>
</table>

- Gross Margin 4
  - 31.9% / 32.9%
  - 32.2% / 33.3%
  - 31.0% / 32.0%
- Adjusted EBITDA Margin 5
  - 10.7% / 11.7%
  - 12.0% / 12.1%
  - 11.5% / 12.5%
- Conversion of GP into Adj. EBITDA
  - 33.5% / 35.7%
  - 36.1% / 36.3%
  - 37.1% / 39.1%

Notes:

1. Includes the results for Whitaker Medical & CyberCoders as if these acquisitions had occurred at the beginning of the year.
2. Historical 2013 figures are pro forma to include the operating results of CyberCoders as if the acquisition had occurred at the beginning of 2013 and excludes the operating results of the Physician Segment and European retained search unit.
3. Pro forma reflects the combined estimated operating results of On Assignment and Creative Circle.
4. Margins remain stable over 5-year period. High end of margin assumes higher contribution from permanent placement.
5. Improvement in operating leverage driven by the operational realignment and economies of scale.
Financials
## Q3 2015 Financial Performance

<table>
<thead>
<tr>
<th></th>
<th>Q3 2015 As Reported</th>
<th>Q3 2014 As Reported</th>
<th>Y-Y Growth As Reported</th>
</tr>
</thead>
<tbody>
<tr>
<td>Apex</td>
<td>$421,067</td>
<td>$306,027</td>
<td>37.6%</td>
</tr>
<tr>
<td>Oxford</td>
<td>$151,056</td>
<td>$136,416</td>
<td>10.7%</td>
</tr>
<tr>
<td><strong>Consolidated Revenues</strong></td>
<td><strong>572,123</strong></td>
<td><strong>442,443</strong></td>
<td><strong>29.3%</strong></td>
</tr>
<tr>
<td><strong>Consolidated Gross Margin</strong></td>
<td><strong>33.5%</strong></td>
<td><strong>32.7%</strong></td>
<td><strong>0.7%</strong></td>
</tr>
<tr>
<td><strong>EPS (Diluted):</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>From Continuing Operations (Non-GAAP)</td>
<td>$0.47</td>
<td>$0.41</td>
<td>14.6%</td>
</tr>
<tr>
<td>As Adjusted</td>
<td>$0.82</td>
<td>$0.56</td>
<td>46.4%</td>
</tr>
<tr>
<td><strong>Adjusted EBITDA</strong></td>
<td>$74,914</td>
<td>$52,944</td>
<td>41.5%</td>
</tr>
<tr>
<td><strong>Adjusted EBITDA Margin</strong></td>
<td><strong>13.1%</strong></td>
<td><strong>12.0%</strong></td>
<td><strong>1.1%</strong></td>
</tr>
</tbody>
</table>

1 EPS from continuing operations has been adjusted to exclude (i) the write-off of loan costs related to refinancing of the credit facility and (ii) acquisition, integration and strategic planning expenses.

2 Adjusted EPS, a non-GAAP measurement, is calculated by adjusting GAAP EPS for (i) after-tax acquisition, strategic planning and integration expenses, (ii) amortization of identifiable intangible assets and (iii) the cash income tax savings on the tax amortization of indefinite-lived intangible assets (goodwill and trademarks).
Selected Cash Flow and Balance Sheet Data

*(In millions)*

### Cash Flows Data:

<table>
<thead>
<tr>
<th></th>
<th>9/30/15 LTM</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash Flows from Operating Activities</td>
<td>$115.4</td>
<td>$96.0</td>
</tr>
<tr>
<td>Capital Expenditures</td>
<td>23.6</td>
<td>19.7</td>
</tr>
<tr>
<td>Free Cash Flows</td>
<td>91.7</td>
<td>76.3</td>
</tr>
</tbody>
</table>

### Balance Sheet Data:

<table>
<thead>
<tr>
<th></th>
<th>September 30, 2015</th>
<th>December 31, 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and Cash Equivalents</td>
<td>$28.9</td>
<td>$28.9</td>
</tr>
<tr>
<td>Working Capital</td>
<td>250.0</td>
<td>220.3</td>
</tr>
<tr>
<td>Long-term Debt (includes current portion)</td>
<td>804.0</td>
<td>415.1</td>
</tr>
<tr>
<td>Shareholders' Equity</td>
<td>758.6</td>
<td>634.4</td>
</tr>
<tr>
<td>Leverage Ratio <em>(debt to trailing 12-months EBITDA)</em></td>
<td>3.21x</td>
<td>2.06x</td>
</tr>
</tbody>
</table>

---

1 Includes accrued earnout liabilities and other indebtedness.
2 Excludes unamortized debt issuance costs.
Management Estimates

(In millions, except per share amounts)

<table>
<thead>
<tr>
<th></th>
<th>Q4 2015¹</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Low</td>
</tr>
<tr>
<td>Revenues</td>
<td>563.0</td>
</tr>
<tr>
<td>Growth Rate²</td>
<td>11.5%</td>
</tr>
<tr>
<td>Gross Margin</td>
<td>32.8%</td>
</tr>
<tr>
<td>SG&amp;A Expenses</td>
<td>128.3</td>
</tr>
<tr>
<td>Amortization of Intangible Assets</td>
<td>11.3</td>
</tr>
<tr>
<td>Net Income:</td>
<td></td>
</tr>
<tr>
<td>GAAP</td>
<td>21.2</td>
</tr>
<tr>
<td>Adjusted³</td>
<td>38.4</td>
</tr>
<tr>
<td>EPS (Diluted):</td>
<td></td>
</tr>
<tr>
<td>GAAP</td>
<td>0.40</td>
</tr>
<tr>
<td>Adjusted³</td>
<td>0.72</td>
</tr>
<tr>
<td>Adjusted EBITDA⁴</td>
<td>66.7</td>
</tr>
<tr>
<td>Diluted Shares</td>
<td>53.5</td>
</tr>
</tbody>
</table>

¹ These estimates do not include any (i) acquisition, integration or strategic planning costs, (ii) write-off of deferred loan costs related to debt refinancing.

² Assumes the acquisitions had occurred at the beginning of 2014.

³ Adjusted Net Income, a non-GAAP financial measure, is defined as net income adjusted for, (i) acquisition, integration and strategic planning expenses, (ii) amortization of identifiable intangible assets, and (iii) cash tax savings on indefinite-lived intangible assets (goodwill & trademarks).

⁴ Adjusted EBITDA, a non-GAAP financial measure, is defined as EBITDA (earnings before interest, income taxes, depreciation and amortization) adjusted for, among other things, (i) equity-based compensation expense and (ii) acquisition, integration and strategic planning expenses.
Adjusted EPS Estimates

<table>
<thead>
<tr>
<th>(In millions, except per share amounts)</th>
<th>Q4 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Low</td>
</tr>
<tr>
<td>Net Income - GAAP Basis</td>
<td>$ 21.2</td>
</tr>
<tr>
<td><strong>Add-backs</strong>:</td>
<td></td>
</tr>
<tr>
<td>Amortization of identifiable intangible assets</td>
<td>11.3</td>
</tr>
<tr>
<td>Cash income tax savings on amortization of indefinite-lived intangible assets (Goodwill &amp; Trademarks)</td>
<td>6.6</td>
</tr>
<tr>
<td><strong>Deductions</strong>:</td>
<td></td>
</tr>
<tr>
<td>Income taxes on amortization for financial reporting purposes not deductible for income tax purposes</td>
<td>(0.6)</td>
</tr>
<tr>
<td><strong>Net Income - As Adjusted</strong></td>
<td>$ 38.4</td>
</tr>
<tr>
<td><strong>Earnings Per Share (Diluted):</strong></td>
<td></td>
</tr>
<tr>
<td>GAAP Basis</td>
<td>$ 0.40</td>
</tr>
<tr>
<td>As Adjusted</td>
<td>$ 0.72</td>
</tr>
</tbody>
</table>

**Table above shows adjustments to GAAP Net Income to calculate Adjusted Net Income**

1. Add backs would also include acquisition, strategic planning and integration expenses, after tax.

2. Amortization of identifiable intangible assets (e.g., customer/contractor relationships, non-compete agreements, etc.) related to the acquired businesses.

3. Income tax benefit (assuming 39 percent marginal tax rate) from amortization for income tax purposes of certain indefinite-lived intangible assets (goodwill & trademarks), on acquisitions in which the company received a step-up in tax basis. For income tax purposes, these assets are amortized on a straight-line basis over 15 years. For financial reporting purposes, these assets are not amortized and a deferred tax provision is recorded that fully offsets the cash tax benefit in the determination of net income.

4. Income taxes (assuming a 39 percent marginal rate) on the portion of amortization of identifiable intangible assets that are not deductible for income tax purposes (mainly amortization associated with the CyberCoders acquisition that the Company was not able to step-up the tax basis in those acquired assets for tax purposes).
On Assignment