William Blair Growth Stock Conference
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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 March 31, 2015, as filed with the SEC on May 8, 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.
- $2.0 billion LTM revenues\(^1\)
- Approximately 15,100 contract professionals at ~7,700 clients\(^1\)
- Focused on placing professionals with higher-end math, science and digital/creative skills
- Approximately 2,100 staffing consultants in approximately 164 branch offices in North America and Europe
- Deliver fast, quality sales and fulfillment services
- Staffing industry revenue projected to be $132 billion in 2015\(^2\)
- Participates in the most attractive sub-segments of staffing: Information Technology, Engineering, Life Sciences and Digital/Creative
- 2\(^{nd}\) largest publicly-traded U.S. professional IT staffing firm
- One of the highest gross margins in the industry – 33.5%\(^1\)
- High gross margin despite low contribution (~5%) from permanent placement revenue
- High operating efficiency

\(^1\) Pro forma LTM as of March 31, 2015 as if the acquisition of Creative Circle occurred at the beginning of 2014.
Secular Shift in Professional Staffing

Professional Staffing Industry Revenue

(Dollars in billions)

<table>
<thead>
<tr>
<th>Year</th>
<th>Industry Revenue</th>
</tr>
</thead>
<tbody>
<tr>
<td>2011</td>
<td>$49 billion</td>
</tr>
<tr>
<td>2012</td>
<td>$53 billion</td>
</tr>
<tr>
<td>2013</td>
<td>$56 billion</td>
</tr>
<tr>
<td>2014</td>
<td>$60 billion</td>
</tr>
<tr>
<td>2015</td>
<td>$63 billion</td>
</tr>
</tbody>
</table>

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

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

### 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 levels 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 creative professionals

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

### Industry Dynamics

<table>
<thead>
<tr>
<th>Growth Driver</th>
<th>2015 Expected Growth Contribution²</th>
</tr>
</thead>
<tbody>
<tr>
<td>Marketing Spend &amp; Digital Growth</td>
<td>6 – 8%</td>
</tr>
<tr>
<td>Use of Contingent Labor</td>
<td>2 – 4%</td>
</tr>
</tbody>
</table>

¹ Staffing Industry Analysts (April 2014).
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

<table>
<thead>
<tr>
<th>Financial Services</th>
<th>Healthcare Digitization</th>
<th>Mobile/Applications/Cloud Infrastructure</th>
<th>Social Media</th>
<th>Digital/Creative</th>
</tr>
</thead>
<tbody>
<tr>
<td>Technology has transformed day-to-day operations in the finance sector</td>
<td>Healthcare IT is an evolving industry</td>
<td>Mobile adoption continues to increase rapidly</td>
<td>Extends reach to customers and potential employees</td>
<td>Many marketing and creative functions require specific IT competencies</td>
</tr>
<tr>
<td>Consolidation amongst industry players continues</td>
<td>IT staffing will be integral to catalogue, cleanse and support system development</td>
<td>Widespread smartphone adoption</td>
<td>Corporations are seeking programmers fluent in social media platform development</td>
<td>Digital is the fastest growing segment of the market and an area where companies struggle to source talent</td>
</tr>
<tr>
<td>Regulation and innovation</td>
<td>Conversion to EHR projected to save Medicare and private payers $50+ billion per year</td>
<td>Need for mobile app developers</td>
<td>Rapidly evolving customer needs</td>
<td>Extends brand beyond traditional space</td>
</tr>
<tr>
<td>Global financial markets are increasingly intertwined</td>
<td>Cyber security threats are increasing</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
ASGN Operates in Most Attractive End Markets

**Select Professional Staffing Industry Revenues**

<table>
<thead>
<tr>
<th>Market</th>
<th>Revenues (Dollars in millions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Creative/Marketing</td>
<td>$8 Billion</td>
</tr>
<tr>
<td>Engineering</td>
<td>$9 Billion</td>
</tr>
<tr>
<td>Clinical/Scientific</td>
<td>$2 Billion</td>
</tr>
<tr>
<td>Total</td>
<td>$28 Billion</td>
</tr>
</tbody>
</table>

**ASGN LTM Revenues by Service Offerings**

<table>
<thead>
<tr>
<th>Service Offerings</th>
<th>Revenues (Dollars in millions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Apex</td>
<td>$1,205.9</td>
</tr>
<tr>
<td>- IT</td>
<td></td>
</tr>
<tr>
<td>- Clinical / Scientific</td>
<td></td>
</tr>
<tr>
<td>Oxford</td>
<td>$503.3</td>
</tr>
<tr>
<td>- IT</td>
<td></td>
</tr>
<tr>
<td>- Engineering</td>
<td></td>
</tr>
<tr>
<td>- Clinical / Scientific</td>
<td></td>
</tr>
<tr>
<td>- Perm Placement</td>
<td></td>
</tr>
<tr>
<td>Creative Circle</td>
<td>$238.3</td>
</tr>
<tr>
<td>- Digital / Creative</td>
<td></td>
</tr>
<tr>
<td>Life Sciences Europe</td>
<td>$38.7</td>
</tr>
<tr>
<td>- Clinical / Scientific</td>
<td></td>
</tr>
</tbody>
</table>

**Market Size: 2015**

1. Pro forma LTM as of 3/31/15, which assumes the acquisition of Creative Circle had occurred at the beginning of 2014.
3. 3rd party independent research.
High Margins & Conversion Rates

OnAssignment

Gross Margin & Perm Placement (% of Revenue)

- Q2'14: 33.8% (5% Perm), 33.9% (5%), 33.5% (5%), 33.0% (6%)
- Q3'14: 31.5% (4%), 31.3% (4%), 30.9% (4%), 30.3% (4%)
- Q4'14: 30.5% (4%), 31.9% (19.9%), 18.9% (14.5%)
- Q1'15: 13.0% (13.2%), 12.8% (12.9%), 10.7% (11.7%)

Conversion of Gross Profit into Adjusted EBITDA

- Q2'14: 41.1% (20.5%), 41.3% (19.9%), 41.0% (18.9%), 41.0% (14.5%)
- Q3'14: 30.5% (6.5%), 31.9% (6.2%), 31.3% (5.8%), 28.6% (4.4%)
- Q4'14: 12.5% (5.8%), 13.2% (6.5%), 12.9% (6.2%), 11.7% (5.8%)
- Q1'15: 13.0% (6.5%), 13.2% (6.2%), 12.8% (5.8%), 10.7% (4.4%)

Note: ASGN's operating results are on a pro forma basis, which assumes the acquisition of Creative Circle had occurred at the beginning of 2014.

Source: Company management and company filings.

Kforce and Robert Half results have been adjusted to exclude certain one-time items.
## On Assignment Overview

<table>
<thead>
<tr>
<th>Apex Systems</th>
<th>Oxford Global Resources</th>
<th>Creative Circle</th>
<th>Life Sciences Europe</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Provides mission-critical IT professionals for contract and contract-to-hire positions</td>
<td>• Provides seasoned IT, engineering, regulatory compliance, health information management (HIM), and clinical research professionals (Valesta U.S.) across North American and Europe</td>
<td>• Provides highly specialized professionals in the digital, creative, marketing, advertising and interactive talent to both creative agencies and marketing departments of leading companies</td>
<td>• Provides scientific professionals to clients in the life sciences industries with research and development, product production, quality control and assurance, regulatory affairs and compliance, engineering, consumer testing and clinical research</td>
</tr>
<tr>
<td>Lab Support</td>
<td>CyberCoders</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Provides locally-based contract scientific professionals to clients in the biotechnology, pharmaceutical, food and beverage, medical devices, personal care, chemical, automotive, educational and environmental industries</td>
<td>• Recruits professionals primarily for permanent placement across all industries throughout the U.S.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Geographical Footprint

- **Apex**: U.S. & Canada
- **Oxford**: U.S. & Europe
- **Creative Circle**: U.S. & Canada
- **Life Sciences Europe**: Europe

### Key Statistics

#### Bill Rate

- **Apex**: $54.02
- **Oxford**: $113.02
- **Creative Circle**: ~$60.00
- **Life Sciences Europe**: $47.68

#### Professionals on assignment

- **Apex**: ~9,900
- **Oxford**: ~2,100
- **Creative Circle**: ~2,600 fills/yr (perm placement)
- **Life Sciences Europe**: ~400

### Revenues\(^1\)

- **Apex**: $1,206 million\(^1\)
- **Oxford**: $503 million\(^1\)
- **Creative Circle**: $238 million\(^1\)
- **Life Sciences Europe**: $39 million\(^1\)

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\(^1\) Pro Forma LTM as of March 31, 2015, which assumes the acquisition of Creative Circle had occurred at the beginning of 2014.
**Apex – Overview**

**Apex Systems**
- Provides mission critical IT skill sets to Fortune 500 and mid-market companies
- 100+ National Accounts with a presence in 56 markets
  - Over 16,000 temporary IT professionals staffed annually
- Service clients in:
  - IT, business services, financials, healthcare, pharmaceuticals, government services, consumer industrials and telecommunications industries
- Provides highly skilled professionals:
  - Network Engineers
  - Application Developers
  - Social & Mobile App Developers
  - Help Desk
- Current statistics:
  - Approximately 8,000 contract professionals at ~650 clients
  - Average bill rate of $60 an hour
  - Top 10 clients represent ~30% of division revenue
  - Average assignment length ~7 months

**Lab Support**
- Provides scientific skill sets for every stage of the product life cycle
- Current statistics:
  - Approximately 1,900 contract professionals at ~650 clients
  - Average bill rate of $30 an hour
  - Top 10 clients represent ~24% of division revenue
  - Average assignment length ~5 months

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1 Q1 2015.
Oxford – Overview

Oxford’s disciplined focus on the high-end of IT and engineering markets yields industry leading bill rates, success rates and margins

• Three divisions:
  – Oxford International - U.S. & European recruitment for local & travel assignments
  – Oxford Healthcare Technology - functional and technical recruitment in all aspects of healthcare IT
  – CyberCoders - fills permanent staffing needs

• High-end IT and engineering focus
  – Time sensitive project requirements
  – Average assignment length of ~5 months
  – Average bill rate of $113 per hour

• Proactive, recruiting-driven organization
  – Significantly higher success rate filling engagements than competitors

• Attractive financial characteristics
  – Minimal client and industry business concentration; no customer accounts for more than 3% of sales
  – Top 10 clients represent ~12% of revenue

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

1 Q1 2015.

“The Right Talent. Right now.”
Creative Circle – Overview

Creative Circle

• Provides highly specialized professionals in the digital/creative, advertising and marketing industries

• Highly diversified client base
  – Top 25 clients represent ~12% of division revenue
  – Represents 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

• High value add service and efficient delivery model results in industry leading margins

• Provides highly skilled professionals:
  – Motion Graphics Designers
  – Social Media Specialists
  – Content Managers & Strategists
  – Game Designers

• Current statistics:
  – Approximately 2,800 contract professionals
  – Average bill rate of $60 an hour
Life Sciences Europe – Overview

• **Delivers services in:**
  – Biotechnology, pharmaceutical, food and beverage, medical device, personal care, materials science, chemical, nutraceutical, petrochemical consumer products, environmental, and contract manufacturing industries

• **Provides highly skilled professionals:**
  – Chemists, clinical research associates, clinical lab assistants, engineers, biologists, biochemists, microbiologists, molecular biologists, food scientists, regulatory affairs specialists, lab assistants, and other skilled scientific professionals

• **Current statistics:**
  – Approximately 400 contract professionals at ~150 clients
  – Average bill rate of $48 an hour
Established Domestic Footprint With Significant Scale

Our 2,100 staffing consultants in 164 branch offices provide staffing solutions for in-demand, skilled talent
On Assignment’s Strategic Growth Opportunities

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

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.
ASGN: A History of Persistent Growth

Peter Dameris
Appointed CEO

Implementation of Revitalization Plan

Acquisition of Oxford Global Resources

Acquisition of Apex Systems
On Assignment surpasses $1B

On Assignment transfers listing from NASDAQ to NYSE

Acquisition of Creative Circle
Divested Physician Segment

Acquisition of CyberCoders
Launched 5 year plan for $3B in revenues

Divested Nurse Travel and Allied Healthcare

(In Millions)

<table>
<thead>
<tr>
<th>Year</th>
<th>Revenues</th>
<th>Pro Forma Revenues</th>
</tr>
</thead>
<tbody>
<tr>
<td>2006</td>
<td>$287</td>
<td>--</td>
</tr>
<tr>
<td>2012</td>
<td>$1,135</td>
<td>$1,498</td>
</tr>
<tr>
<td>2013</td>
<td>$1,629</td>
<td>$1,757</td>
</tr>
<tr>
<td>2014</td>
<td>$1,860</td>
<td>$1,951</td>
</tr>
<tr>
<td>2015</td>
<td>--</td>
<td>$2,103 to $2,125</td>
</tr>
</tbody>
</table>

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 of CyberCoders and Creative Circle.
3 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>Years in Industry</th>
<th>Years with ASGN</th>
</tr>
</thead>
<tbody>
<tr>
<td>Peter Dameris</td>
<td>President &amp; CEO</td>
<td>17</td>
<td>11</td>
</tr>
<tr>
<td>Edward Pierce</td>
<td>Executive VP &amp; CFO</td>
<td>14</td>
<td>8</td>
</tr>
<tr>
<td>James Brill</td>
<td>Senior VP, CAO &amp; Treasurer</td>
<td>26</td>
<td>8</td>
</tr>
<tr>
<td>Michael McGowan</td>
<td>COO, On Assignment &amp; President, Oxford Global Resources</td>
<td>20</td>
<td>8</td>
</tr>
<tr>
<td>Rand Blazer</td>
<td>President Apex Systems</td>
<td>30</td>
<td>4</td>
</tr>
<tr>
<td>Ted Hanson</td>
<td>CFO, Apex Systems &amp; President, Lab Support</td>
<td>15</td>
<td>4</td>
</tr>
<tr>
<td>Lawrence Serf</td>
<td>CEO Creative Circle</td>
<td>16</td>
<td>1st</td>
</tr>
<tr>
<td>Dennis Masel</td>
<td>COO Creative Circle</td>
<td>17</td>
<td>1st</td>
</tr>
</tbody>
</table>
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>
Transaction Highlights

On Assignment acquired Creative Circle, a leading provider of professional staffing for digital / IT marketing and creative skill sets, for $570 million plus $30 million potential earn-out payment

- Upfront consideration of $570 million, consisting of $540 million of cash and $30 million of stock
  - On Assignment secured $975 million of credit facilities, consisting of a $150 million revolving credit facility ($50 million drawn at close) and an $825 million term loan B
  - Existing On Assignment debt refinanced as part of the transaction
  - Estimated debt at close: 3.7x pro forma 6/30/15 LTM Adjusted EBITDA\(^1\) (excluding potential synergies)

- Potential earn-out of up to $30 million
  - Earn-out to be payable upon achievement of certain FY 2015 revenue and EBITDA performance metrics for Creative Circle

- Acquired limited liability company interests resulting in significant incremental cash tax savings (estimated to be approximately $14 million per year for 15 years)

- Creative Circle will operate as a division of On Assignment

- Expected to be immediately accretive to Adjusted EPS and GAAP EPS

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\(^1\) Pro forma to exclude certain one-time items; for purposes of calculating consolidated indebtedness, includes impact of $30 million potential earn-out payment.
Uniquely Attractive Transaction Opportunity

The purchase of Creative Circle represents a strategic acquisition completed in a favorable transaction environment

- **Continuation of On Assignment’s Strategy:** On Assignment continues to execute on its strategy of entering compelling staffing segments by acquiring market leaders in adjacent, early adoption growth markets

- **Highly Complementary Combination:** Thoughtful acquisition that addresses increasing convergence of digital and creative with IT, resulting in an attractive and multi-faceted premium product offering

- **Compelling Purchase Terms:** Purchase price, including tax savings with a net present value of ~$91 million, represents ~8.0x 2015 Adjusted EBITDA (excluding earn-out) and ~8.5x 2015 Adjusted EBITDA (including full achievement of earn-out)

- **Opportunistic Financing Market:** Committed financing package allowing On Assignment to take advantage of favorable current market conditions, with modest expected leverage at close. On Assignment has demonstrated a proven track record of rapidly deleveraging and will be complemented by Creative Circle’s strong cash flow generation capabilities

- **Immediate Accretion:** Transaction is expected to be immediately accretive to Adjusted EPS and GAAP EPS
Transaction Rationale

Highly Complementary Combination

- Significantly enhanced market scale and brand presence
- Expansion of customer reach, in addition to addressing the convergence of IT / digital / creative
- Minimal existing overlap allows for attractive cross-sell opportunities to strengthen current client relationships
- Customers will benefit from expanded service offerings
- Strong business and cultural fit

Attractive Revenue Diversification

- Cross-selling opportunities into respective client bases
- Improved penetration into new customer segments
- Enhanced services offering expanding across advertising / creative / marketing verticals will make both companies more marketable in front of their respective clients (i.e., Creative Circle will have more IT credentials and vice versa)

Strong Financial Profile

- Increased scale
- Enhanced growth and margin profile, with potential for synergies, results in tremendous free cash flow creation
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
- 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

**IT Staffing**
- 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

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## Entry Into Highly Attractive Market

<table>
<thead>
<tr>
<th>Topic</th>
<th>Commentary</th>
</tr>
</thead>
</table>
| **Digital / Creative Staffing Market Size**| - The broader addressable opportunity within contingent labor for creative and marketing is over $8 billion  
  - Current spend on temporary staffing is ~$2 billion in the U.S.  
  - Increasing scrutiny by state and federal entities on labor status and misclassification of employment status augments the value proposition for staffing agencies |
| **Marketing Spend Trends**                 | - Overall spend on relevant marketing activities is expected to increase by ~6% annually through 2018  
  - This is heavily weighted by ~13% annual growth in digital advertising and marketing – the most attractive segment of the market |
| **Growth Profile**                         | - Digital is the fastest growing segment of the market and an area where companies struggle to source talent  
  - Depending on the creative staffing agency, ~20-60% of online job postings consist of roles requiring digital expertise |
| **Margin Profile**                         | - Industry gross margins (>40% for creative, inclusive of perm placement) significantly outpace other known staffing segment  
  - This reflects a sustainable need for specialized talent and often a more informal sales process that circumvents VMS / MSP intermediaries |

Source: 3rd party independent research.
Highly Attractive Financial Profile

Creative Circle has demonstrated an ability to grow revenues while maintaining industry-leading margins

- Continued focus on expanding the revenue base with both new and existing clients
- Strong mix of established and new offices, achieving 26% revenue CAGR from 2011 – 2014
- Growth is all organic
- Revenue per staffing consultant is approximately $1.4 million, more than 50% greater than that of the competition¹

Notes:
¹ Competitive set includes 12 publicly traded staffing companies.
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**

### Five-Year Financial Goals

<table>
<thead>
<tr>
<th>Year Ended(ing) December 31</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>5-Year CAGR</th>
<th>5-Year CAGR</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2013 ¹</td>
<td>2013 ², ³</td>
<td>2015 ³</td>
<td>2018 Goal</td>
<td></td>
</tr>
<tr>
<td>Low / High</td>
<td></td>
<td></td>
<td>Low / High</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Revenues</td>
<td>$1,717</td>
<td>$1,757</td>
<td>$2,103 / $2,125</td>
<td>$3,000</td>
<td>11.8% / 11.3%</td>
</tr>
<tr>
<td>Gross Profit</td>
<td>547</td>
<td>578</td>
<td>704 / 719</td>
<td>930 / 960</td>
<td>11.2% / 11.9%</td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td>183</td>
<td>209</td>
<td>253 / 261</td>
<td>345 / 375</td>
<td>13.5% / 15.4%</td>
</tr>
</tbody>
</table>

### 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.

Provides significant scale to reach $3bn

Overall improvement to margins and cash flow conversion
Financials
Q1 2015 Financial Performance

(In thousands, except per share amounts)

<table>
<thead>
<tr>
<th></th>
<th>Q1 2015</th>
<th>Q1 2014</th>
<th>Y-Y Growth</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>As Reported</td>
<td>As Adjusted&lt;sup&gt;1&lt;/sup&gt;</td>
<td>As Reported</td>
</tr>
<tr>
<td><strong>Apex</strong></td>
<td>$294,293</td>
<td>$278,408</td>
<td>5.7%</td>
</tr>
<tr>
<td><strong>Oxford</strong></td>
<td>127,471</td>
<td>117,500</td>
<td>8.5%</td>
</tr>
<tr>
<td><strong>Life Sciences Europe</strong></td>
<td>8,281</td>
<td>10,943</td>
<td>-24.3%</td>
</tr>
<tr>
<td><strong>Consolidated Revenues</strong></td>
<td>430,045</td>
<td>406,851</td>
<td>5.7%</td>
</tr>
<tr>
<td><strong>Consolidated Gross Margin</strong></td>
<td>31.6%</td>
<td>31.5%</td>
<td>10 bps</td>
</tr>
<tr>
<td><strong>EPS (Diluted):</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>From Continuing Operations (Non-GAAP)&lt;sup&gt;3&lt;/sup&gt;</td>
<td>$0.26</td>
<td>$0.25</td>
<td>4.0%</td>
</tr>
<tr>
<td>As Adjusted&lt;sup&gt;4&lt;/sup&gt;</td>
<td>$0.41</td>
<td>$0.40</td>
<td>2.5%</td>
</tr>
<tr>
<td><strong>Adjusted EBITDA</strong></td>
<td>$38,704</td>
<td>$38,238</td>
<td>1.2%</td>
</tr>
<tr>
<td><strong>Adjusted EBITDA Margin</strong></td>
<td>9.0%</td>
<td>9.4%</td>
<td>-40 bps</td>
</tr>
</tbody>
</table>

<sup>1</sup> Adjusted to exclude results of our Physician Segment (which was sold on February 1, 2015) and our European retained search business (which was shut down in December 2014). Results of these businesses are included in Discontinued Operations.

<sup>2</sup> Calculated using the average foreign exchange rates in the first quarter of 2014.

<sup>3</sup> 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.

<sup>4</sup> As 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>3/31/15 LTM¹</th>
<th>2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash Flows from Operating Activities</td>
<td>$120.3</td>
<td>$110.5</td>
</tr>
<tr>
<td>Capital Expenditures</td>
<td>23.7</td>
<td>16.5</td>
</tr>
<tr>
<td>Free Cash Flows</td>
<td>96.6</td>
<td>94.0</td>
</tr>
</tbody>
</table>

### Balance Sheet Data:

<table>
<thead>
<tr>
<th></th>
<th>March 31, 2015</th>
<th>December 31, 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and Cash Equivalents</td>
<td>$76.4</td>
<td>$28.9</td>
</tr>
<tr>
<td>Working Capital</td>
<td>255.1</td>
<td>220.3</td>
</tr>
<tr>
<td>Long-term Debt</td>
<td>316.3</td>
<td>396.9</td>
</tr>
<tr>
<td>Shareholders' Equity</td>
<td>674.8</td>
<td>634.4</td>
</tr>
<tr>
<td>Leverage Ratio *(debt to trailing 12-months EBITDA)*²</td>
<td>1.77x</td>
<td>2.06x</td>
</tr>
</tbody>
</table>

---

¹ Includes accrued earnout liabilities and other indebtedness.

² Estimated leverage ratio at closing of Creative Circle acquisition (assumes closing date of June 30, 2015) will be approximately 3.7x.
## Management Estimates

*(In millions, except per share amounts)*

<table>
<thead>
<tr>
<th></th>
<th>Q2 2015¹</th>
<th></th>
<th>2H 2015⁴</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Low - High</td>
<td>Low - High</td>
<td>Low - High</td>
<td>Low - High</td>
</tr>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><em>Growth Rate</em></td>
<td>4.5% - 5.7%</td>
<td></td>
<td>8.3% - 9.8%</td>
<td></td>
</tr>
<tr>
<td><strong>Gross Margin</strong></td>
<td>32.5% - 33.0%</td>
<td></td>
<td>33.6% - 34.0%</td>
<td></td>
</tr>
<tr>
<td><strong>SG&amp;A Expenses</strong></td>
<td>$107.0 - $108.0</td>
<td></td>
<td>$245.5 - $251.0</td>
<td></td>
</tr>
<tr>
<td><strong>Amortization of Intangible Assets</strong></td>
<td>$5.1</td>
<td></td>
<td>$22.5⁵</td>
<td></td>
</tr>
<tr>
<td><strong>Net Income:</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GAAP</td>
<td>$19.5 - $21.3</td>
<td></td>
<td>$45.9 - $48.4</td>
<td></td>
</tr>
<tr>
<td>Adjusted²</td>
<td>$27.5 - $29.3</td>
<td></td>
<td>$80.7 - $83.2</td>
<td></td>
</tr>
<tr>
<td><strong>EPS (Diluted):</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GAAP</td>
<td>$0.37 - $0.41</td>
<td></td>
<td>$0.87 - $0.92</td>
<td></td>
</tr>
<tr>
<td>Adjusted²</td>
<td>$0.54 - $0.57</td>
<td></td>
<td>$1.53 - $1.57</td>
<td></td>
</tr>
<tr>
<td><strong>Adjusted EBITDA³</strong></td>
<td>$49.0 - $52.0</td>
<td></td>
<td>$138.0 - $142.1</td>
<td></td>
</tr>
<tr>
<td><strong>Diluted Shares</strong></td>
<td>52.1</td>
<td></td>
<td>52.8</td>
<td></td>
</tr>
</tbody>
</table>

1. These estimates do not include any (i) acquisition, integration or strategic planning costs, (ii) results from Creative Circle and (iii) write-off of deferred loan costs related to debt refinancing.
2. 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).
3. 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.
4. Assumes the acquisition of Creative Circle occurs on or before June 30, 2015.
5. Estimates are based on preliminary allocation of the estimated purchase price of Creative Circle.
### Adjusted EPS Estimates

(In millions, except per share amounts)

<table>
<thead>
<tr>
<th></th>
<th>Q2 2015</th>
<th></th>
<th>2H 2015</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Low</td>
<td>High</td>
<td>Low</td>
<td>High</td>
</tr>
<tr>
<td>Net Income - GAAP Basis</td>
<td>$19.5</td>
<td>$21.3</td>
<td>$45.9</td>
<td>$48.4</td>
</tr>
<tr>
<td><strong>Add-backs</strong>¹:</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Amortization of identifiable intangible assets²,⁴</td>
<td>5.1</td>
<td>5.1</td>
<td>22.5</td>
<td>22.5</td>
</tr>
<tr>
<td>Cash income tax savings on amortization of indefinite-lived intangible assets (Goodwill &amp; Trademarks)³,⁴</td>
<td>3.9</td>
<td>3.9</td>
<td>13.3</td>
<td>13.3</td>
</tr>
<tr>
<td><strong>Deductions:</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Income taxes on amortization for financial reporting purposes not deductible for income tax purposes⁵</td>
<td>(0.5)</td>
<td>(0.5)</td>
<td>(1.0)</td>
<td>(1.0)</td>
</tr>
<tr>
<td><strong>Net Income - As Adjusted</strong></td>
<td>$28.0</td>
<td>$29.8</td>
<td>$80.7</td>
<td>$83.2</td>
</tr>
<tr>
<td>Earnings Per Share (Diluted):</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>GAAP Basis</td>
<td>$0.37</td>
<td>$0.41</td>
<td>$0.87</td>
<td>$0.92</td>
</tr>
<tr>
<td>As Adjusted</td>
<td>$0.54</td>
<td>$0.57</td>
<td>$1.53</td>
<td>$1.57</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 Estimates are based on preliminary allocation of the estimated purchase price of Creative Circle.

⁵ 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