



Lender Presentation

February 6, 2018

**Peter Dameris, Chief Executive Officer
Jim Brill, Chief Administrative Officer**



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 anticipated future financial and operating performances of On Assignment, Inc. (the “Company”). 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 or guarantees: (i) that a potential transaction with ECS Federal, LLC would occur; (ii) what the final terms related to such a potential transaction would be; (iii) that the assumptions made in determining the value of the transaction would be realized; or (iv) that the Company would be able to finance the potential transaction per the terms set forth in the presentation below. Further, the Company makes no assurances that estimates of revenues, gross margin, SG&A, EBITDA¹, Adjusted EBITDA¹, cash flow¹, leverage ratio¹, pro forma information¹, 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, 2016, as filed with the SEC on March 1, 2017 and our Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, as filed with the SEC on November 8, 2017. We specifically disclaim any intention or duty to update any forward-looking statements contained in this presentation.

¹ Non-GAAP measures

Introduction

Introductions

Peter Dameris

CEO, On Assignment

19 years of staffing experience. Joined On Assignment in 2003

Previous experience includes:

- Metamor (NASDAQ: MMWW) – Chairman & CEO
- Quanta (NYSE: PWR) – EVP & COO



James Brill

SVP, CAO & Treasurer, On Assignment

24 years of CFO experience. Joined On Assignment in 2007

Previous experience includes:

- Diagnostic Products (NYSE: DP) – CFO
- Jafra Cosmetics International – CFO



Transaction Overview

On Assignment to acquire ECS Federal LLC (“ECS”), a leading provider of next generation Federal IT and professional services, for \$775 million¹

- The cash consideration of up to \$764 million and transaction costs will be financed via incremental Term Loan B proceeds
 - On Assignment is seeking an amendment to its existing \$200 million Revolver and \$578 million Term Loan B to allow for the transaction and is seeking a new \$822 million 7-year Term Loan B to finance the transaction and related costs
 - Estimated leverage at Close: 3.8x based on pro forma LTM 9/30/17 Adjusted EBITDA² and 3.7x based on preliminary FY 2017 Adjusted EBITDA² (conservatively assumes no synergies)
- Tax basis step-up achieved through Internal Revenue Ruling 99-6 where, for tax reporting purposes, the transaction will be reported as an asset acquisition
 - Cash tax savings estimated to be approximately \$12 million per year for 15 years
- On Assignment also intends to change its name to ASGN Incorporated, effective April 2
- ECS will be a key strategic platform for On Assignment and will be operated as a standalone division post-transaction, under the brand “ECS Federal, A Division of ASGN Incorporated”
- Corporate and Term Loan B facility ratings are Ba2/BB and Ba2/BB, respectively
- The transaction is expected to close April 2, 2018 with standard closing conditions and HSR approval

¹ \$764 million in cash consideration net of \$11 million of ECS capital leases On Assignment will assume

² Excludes certain transaction costs and certain non-material and non-recurring expenses

Transaction Highlights

Large Addressable Market

- Allows On Assignment to enter the attractive ~\$129 billion Federal IT and professional services sector
- ECS is a differentiated business in the Federal IT and professional services market, providing high-end solutions in cyber security, agile software development and advanced engineering

Attractive Strategic Combination

- ECS' highly specialized skills reinforce On Assignment's positioning as a "premium" human capital provider
- Adds talented workforce with ~1,500 cleared employees with deep technical & domain expertise
- Entry into Federal IT and professional services further demonstrates On Assignment's commitment to executing domestic, specialized project opportunities

Ease of Integration

- ECS Federal will operate as a separate division run by ECS management
- Minimal integration costs and challenges given customer bases and end markets
- On Assignment maintains a successful track record of post-transaction integration and has demonstrated its ability to retain key personnel

Attractive Financial Characteristics

- Long-term contracts (average 5 years in length) provide significant revenue visibility; ECS has a backlog of \$1.6 billion
- Past performance and certifications allow for bids on large, complex, competitive long-term contracts as well as the ability to capture limited-competition procurements, providing ample opportunity for growth
- ECS' customers are excellent payers, typically with no bad debt expense and high cash conversion
- Enhances On Assignment's revenue growth and is immediately accretive to Adjusted EPS
- Expect to be under 2.5x leverage by end of 2019 due to attractive debt financing and strong free cash flow

Experienced Management

- "Best-in-class" talent pool of industry professionals in the government services market place
- Industry veterans with a combined 120+ years of Federal services experience

Company Overview

On Assignment Snapshot: Creative Circle Acquisition vs Today

	June 30, 2015 ¹	September 30, 2017	Pro Forma ECS Federal Acquisition
LTM 9/30/17 Revenues	\$2.0 billion	\$2.6 billion	\$3.1 billion
LTM 9/30/17 Adjusted EBITDA	\$248 million	\$299 million	\$371 million
LTM 9/30/17 Adjusted EBITDA Margin	12.2%	11.7%	11.8%
Funded Indebtedness	\$875 million	\$624 million	\$1,400 million ²
Total Debt/LTM EBITDA	3.71x	2.08x	3.81x ³
Market Capitalization	~\$2,010 million	~\$3,394 million	~\$3,792 million ⁴
Corporate Family Ratings	Ba2/BB	Ba2/BB	Ba2/BB
Facility Ratings	Ba2/BB	Ba2/BB	Ba2/BB

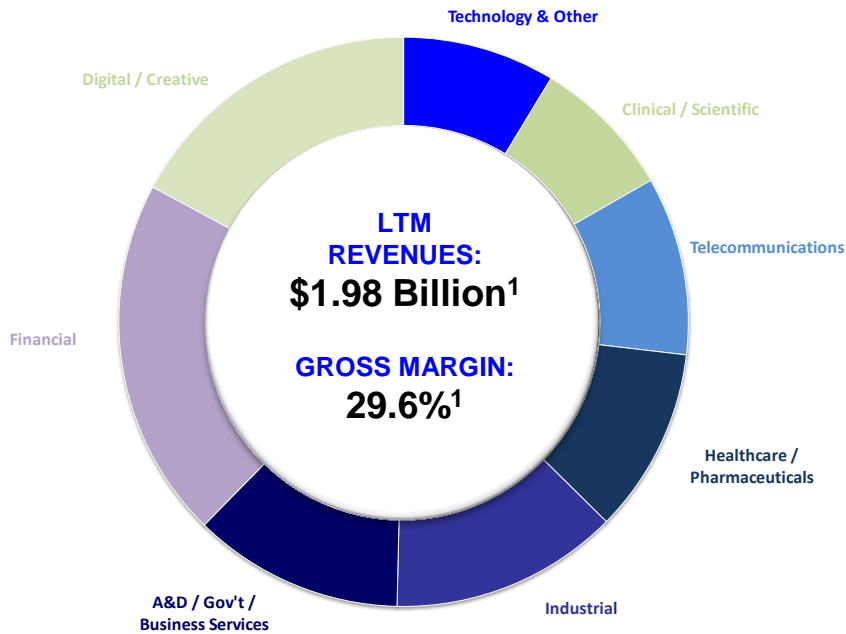
¹ Pro forma for Creative Circle acquisition. Debt and leverage levels represent "at close" figures.

² As of January 31, 2018. There is also a \$200 million Revolver in the capital structure. Excludes \$11 million in assumed ECS Capital Leases

³ Based on Pro Forma LTM 9/30/17 Adjusted EBITDA.

⁴ As of February 5, 2018.

ASGN Overview: APEX Segment



SEGMENT KEY STATISTICS²

Average # of Customers: 3,530

Average Bill Rate: \$58

Top 10 Customers as a % of Revenues: 26.7%

Geographic Footprint

U.S. and Canada

¹ LTM as of September 30, 2017.

² As of Q3 2017.



Provides mission critical IT skill sets

- 200+ National Accounts with a presence in 65 markets
- Service clients in IT, business services, financials, healthcare, pharmaceuticals, government services, consumer industrials and telecommunications industries
- Approximately 12,600 contract professionals at ~740 clients
- Average bill rate of \$62 an hour



Provides scientific skill sets

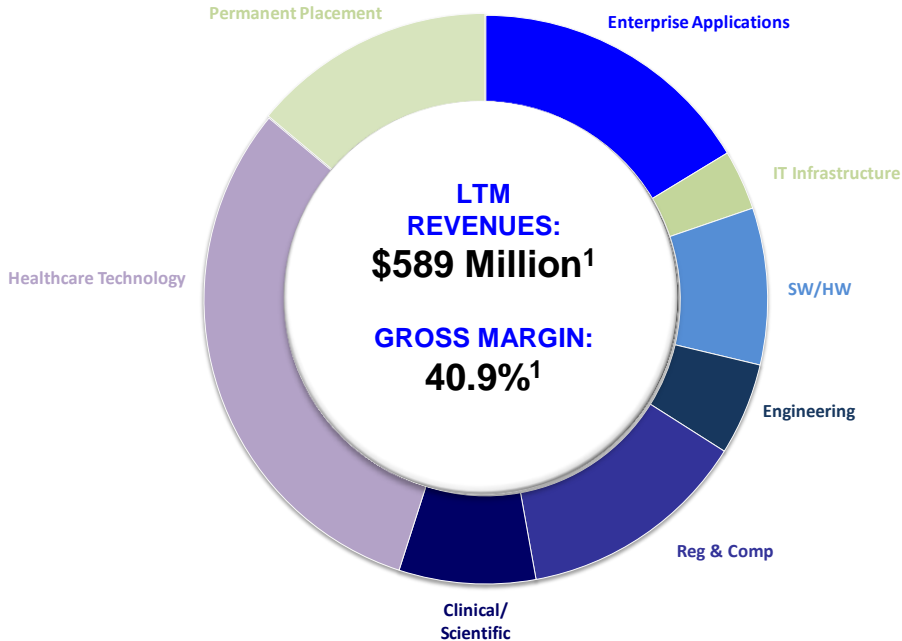
- Service clients in the biotechnology, pharmaceutical, food & beverage, medical devices, personal care, chemical, automotive, educational and environmental industries
- Approximately 2,200 contract professionals at ~600 clients
- Average bill rate of \$33 an hour



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 3,400 contract professionals at ~2,200 clients
- Average bill rate of \$63 an hour

ASGN Overview: OXFORD Segment



SEGMENT KEY STATISTICS²

Average # of Customers: 1,048

Average Bill Rate: \$101

Top 10 Customers as a % of Revenues: 11.3%

Geographic Footprint

U.S. and Europe

¹ LTM as of September 30, 2017.

²As of Q3 2017.



Provides high-end IT & engineering professionals

- 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 \$115 per hour



Provides permanent placement staffing

- Dedicated perm placement practice with automated client generation, lead distribution, and candidate sourcing supported by global cloud solution
- 2.6 million opt-in recipients of job alerts
- 960,000 website visitors per month
- 230,000 web-based job applications received per month



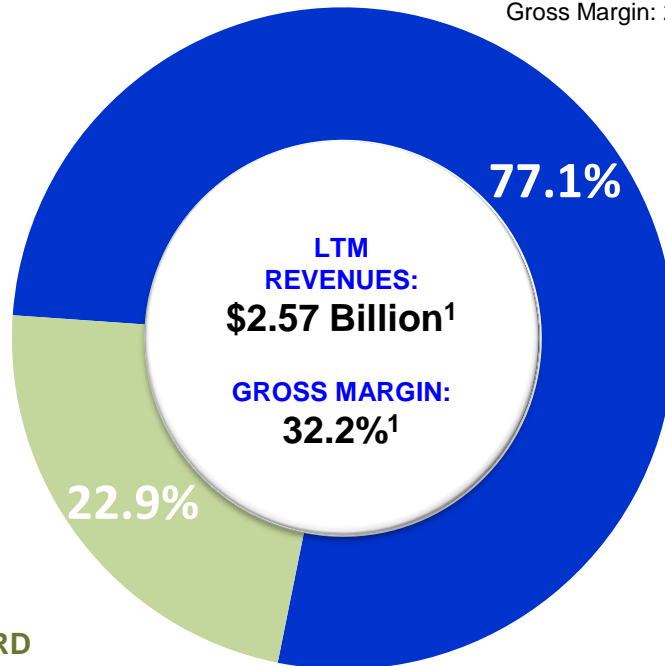
Provides clinical & scientific skill sets in Europe

- Chemists, clinical research associates, clinical lab assistants, engineers, biologists, biochemists, microbiologists, and other skilled scientific professionals
- European operations in the Netherlands, Belgium, Spain and U.K.
- Approximately 600 contract professionals at ~200 clients
- Average bill rate of \$46 an hour

Large and Growing Provider of Professional Services

APEX

LTM Revenues: \$1.98 billion
Gross Margin: 29.6%



OXFORD

LTM Revenues: \$589 million
Gross Margin: 40.9%

Broad Capabilities

- ASGN's Professional Services and Staffing Solutions capabilities delivers IT, Creative, Digital, Engineering and Scientific talent to our clients via a flexible labor pool
- "Light deliverable" model involves shared responsibility between the service provider and the customer

Established Footprint

- 2,492 staffing consultants in 155 branch offices in North America and Europe²
- Delivers fast, quality sales and fulfillment services

Large and Growing End Markets

- The U.S. market for Professional / IT Services, including staffing, measures ~\$275B
- Via ASGN's Contingent Labor/Shared Delivery model, addressable market ~ \$150B

Attractive Business Model

- High operating efficiency with strong conversion of free cash flow
- One of the highest gross margins in the staffing industry – 32.2%¹
- Professional Services Solutions deliver highly attractive financial characteristics compared with staffing solutions

¹ LTM as of September 30, 2017.

² As of Q3 2017.

Go-To-Market Strategy

Staffing & Professional Services Overview

TOTAL ADDRESSABLE MARKET

\$150B

ESTIMATED MARKET SIZE
Staffing and Professional Services
(IT, Engineering, Creative and Scientific)

\$275B

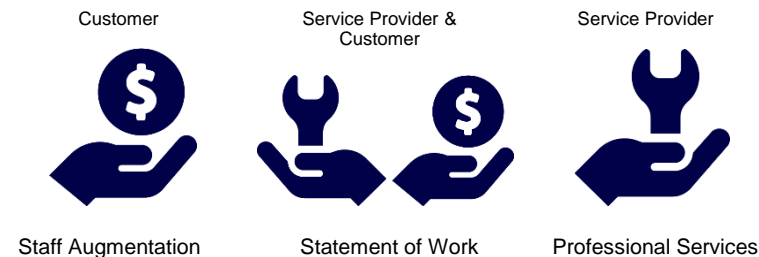
ASGN ADDRESSABLE MARKET

$$\begin{array}{ccccc}
 \$50B^1 & + & 100B^2 & = & \$150B \\
 \text{Temporary Staffing} & & \text{Professional Services} & & \text{On Assignment Model}
 \end{array}$$

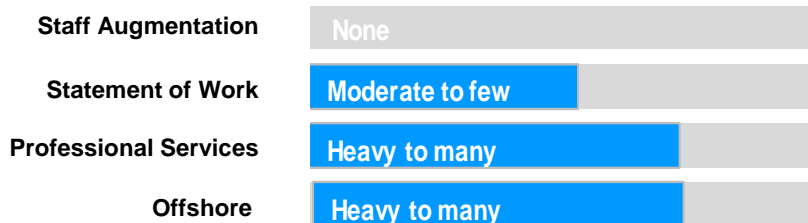
DELIVERY MODELS

Staff Augmentation	Contingent labor pool
Statement of Work	Contingent labor pool
Professional / Consulting	Full time employees
Offshore	Full time employees located outside the US

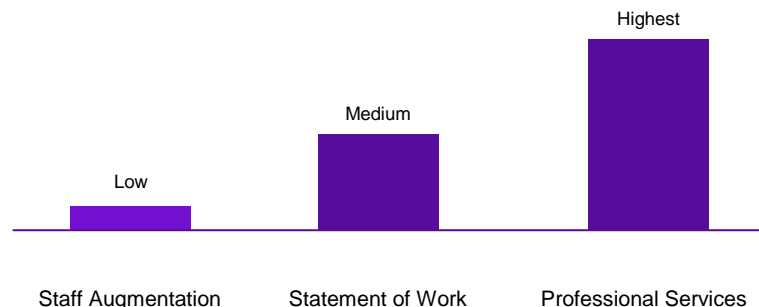
RESPONSIBILITY FOR PROJECT OVERSIGHT



DELIVERABLES ASSIGNED TO SERVICE PROVIDER



COST OF USING SERVICE PROVIDER



¹ Staffing Industry Analysts (September 2017)
² IBISWorld, AdAge and third party independent research

ASGN Operates In The Most Attractive End Markets

“With over 30 years in industry, our strong position as an experienced leader in technology, life sciences and creative solutions is a key differentiator for On Assignment.”

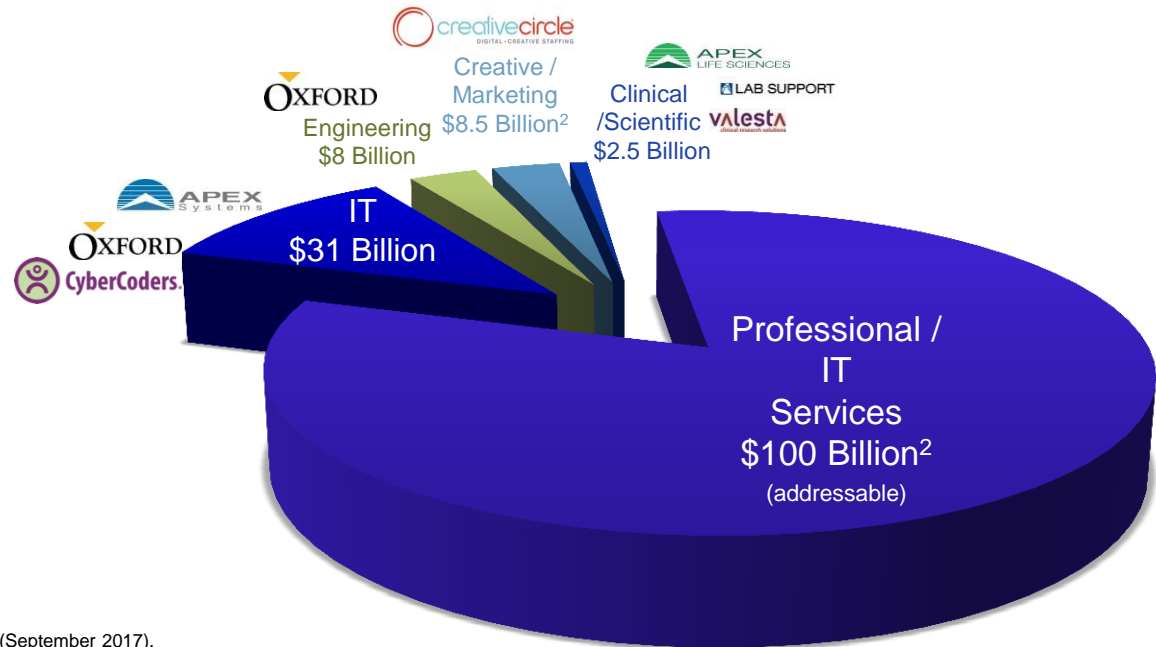
Peter T. Dameris
CEO

ASGN SERVICE OFFERINGS

- 
 - IT
 - Clinical / Scientific
 - Digital / Creative
- 
 - IT
 - Engineering
 - Clinical / Scientific
 - Perm Placement

ADDRESSABLE MARKET SIZE

2017 Estimated Market Size^{1,2}



¹ Staffing Industry Analysts Insight: Staffing Industry Forecast (September 2017).
² 3rd party independent research.

Transaction Rationale

Ease of Integration

- On Assignment has a successful track record of acquisitions and a proven ability to retain and incentivize key personnel for the long-term
- ECS will continue to operate as a separate division with support from On Assignment
- Provides ECS with ability to accelerate growth both organically and via accretive acquisitions
- Limited overlap between existing customer bases and end-markets minimizes integration risk
- ECS management will continue to run day-to-day operations post-transaction

Compelling Financial Characteristics

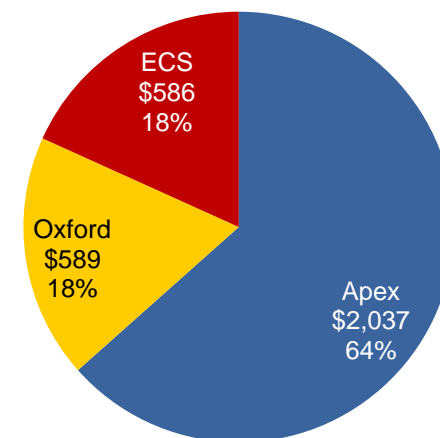
- Increased scale, with pro forma 2017E revenues of \$3.2 billion with industry-leading EBITDA margin and robust cash flow generation
- Provides rapid deleveraging with flexibility to pursue strategic acquisition opportunities
- Government revenue base tends to be more resistant to downturns, especially in the areas ECS focuses on, mitigating On Assignment's risk during a correction in the economy
- ECS' customers are excellent payers, typically with no bad debt expense and high cash conversion
- Past performance and certification allow for bids on large, complex, competitive long-term contracts as well as the ability to capture limited-competition procurements, providing ample room for growth
- Revenue is derived from a mix of fixed fee pricing, time and materials and cost plus reimbursement contracts
- Long-term contracts (average 5 years in length) provide significant revenue visibility; ECS has a backlog of \$1.6 billion

Experienced Management

- "Best-in-class" talent pool of industry professionals in the government services market place
- Industry veterans with a combined 120+ years of combined Federal services experience

Pro Forma 2017E Segment Revenue

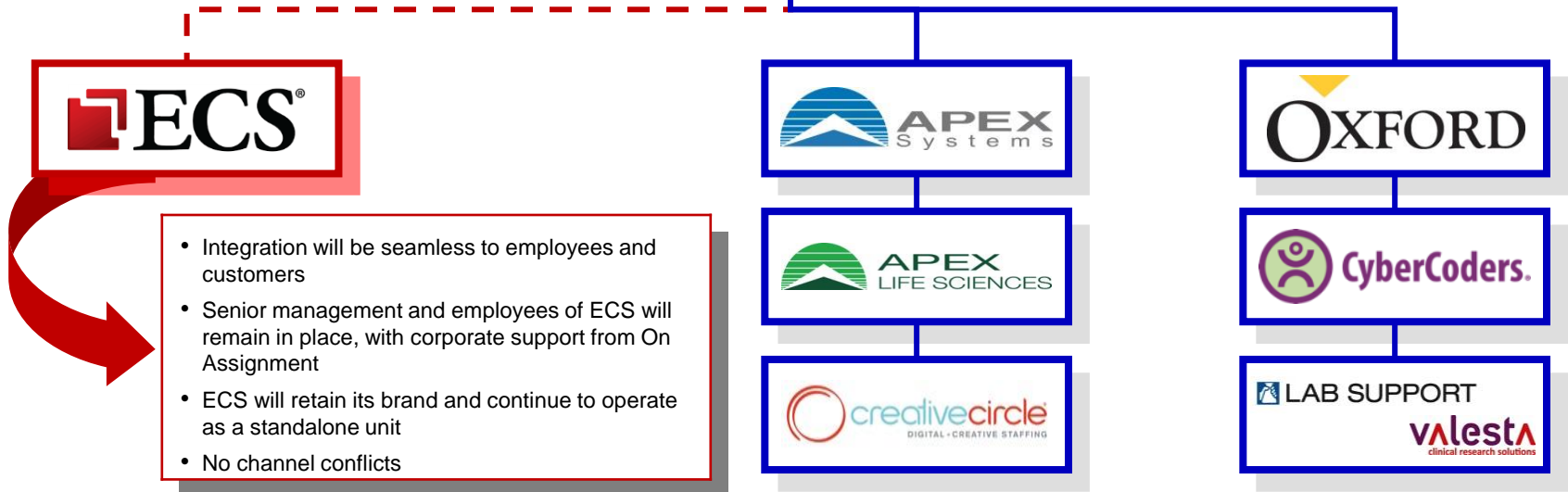
Pro Forma 2017E Revenue: \$3.2 billion



2017E Revenue

APEX
\$2,037 million
OXFORD
\$589 million
ECS
\$586 million

Business Integration

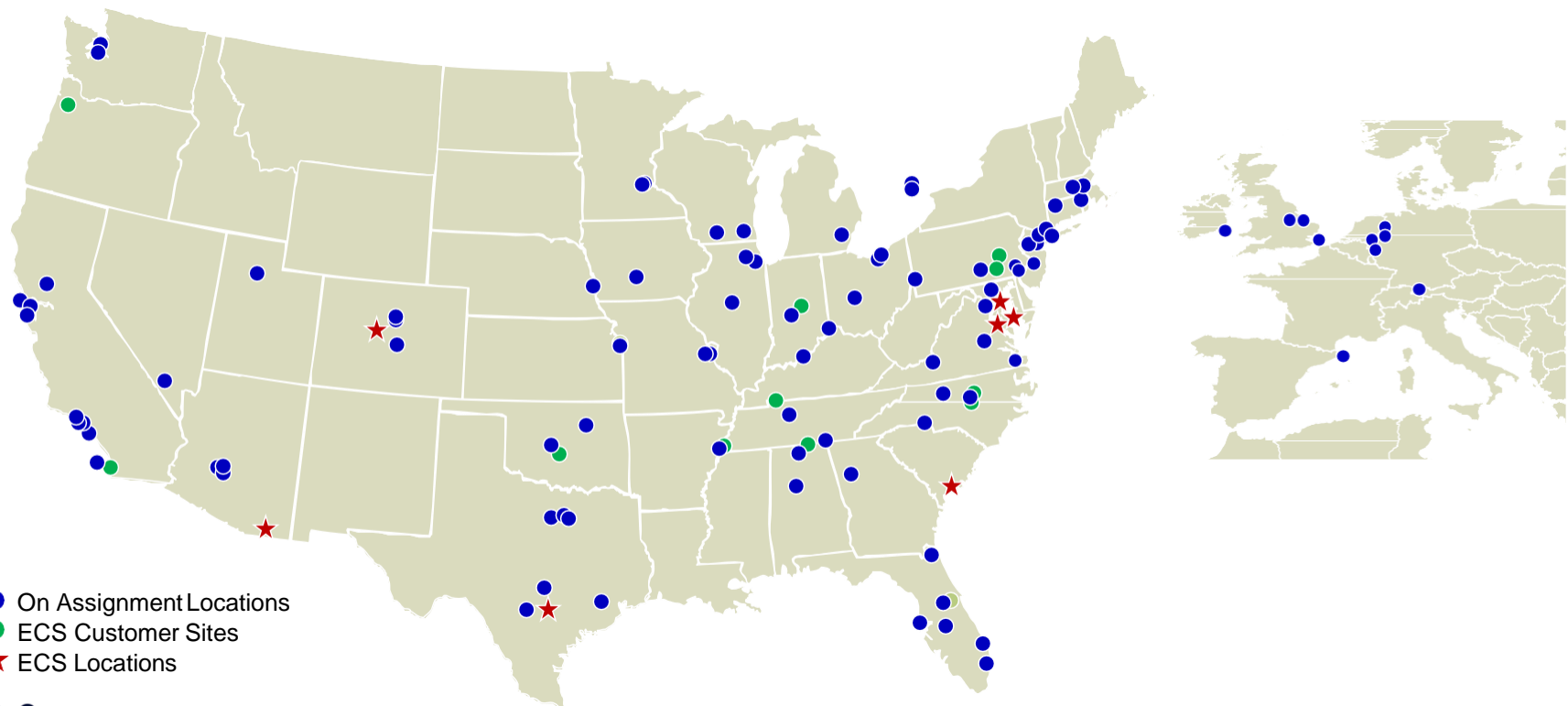


Ease of Integration

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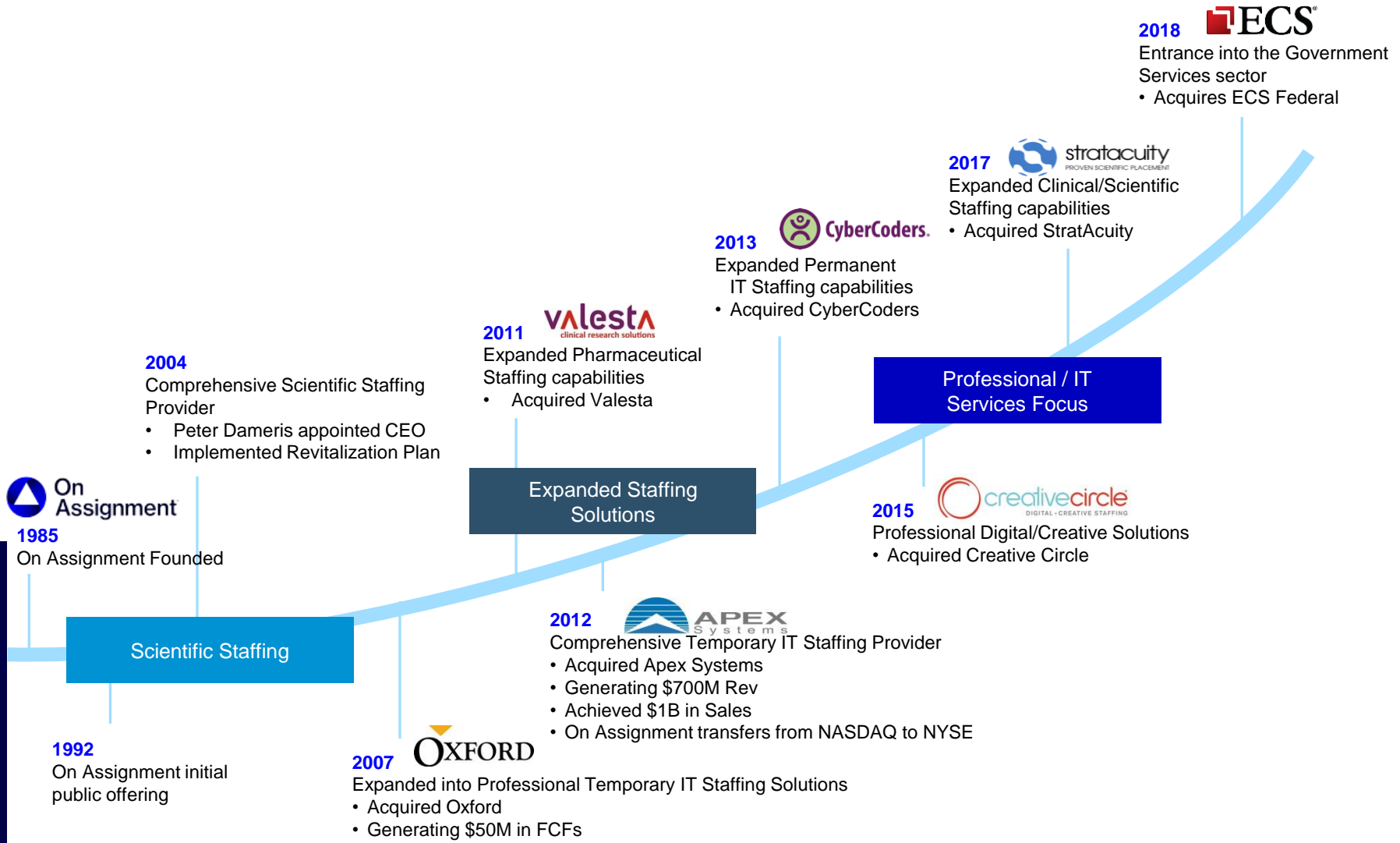
Enhanced Combined Scale

	On Assignment	ECS Federal	Pro Forma
Full Time Employees	~3,500 employees	~2,300 employees	~5,800 employees
Contract Professionals	Q3 2017 average on assignment: 21,132	Currently on assignment: 2,121	~23,253



- On Assignment Locations
- ECS Customer Sites
- ★ ECS Locations

ASGN: A History Of Persistent Growth

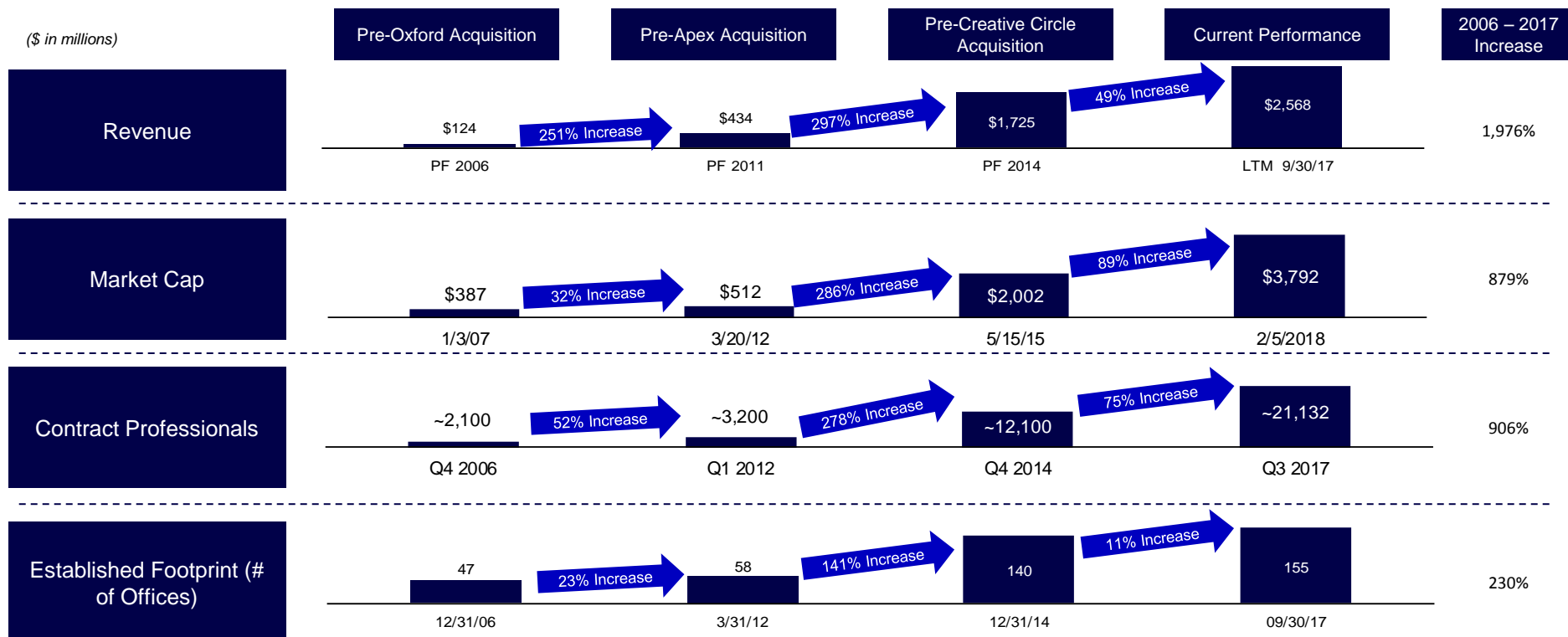


On Assignment's Acquisitions – Before and After

Transaction Highlights

- Have not lost any key employees at Oxford or Apex, and employees have fared better financially post-transaction
- Increased scale in an attractive market, as On Assignment's acquisition of Oxford, and subsequently Apex, resulted in the creation of one of the largest, fastest growing, and most profitable professional staffing companies in the U.S.
- Seamless integration given that Oxford and Apex did not compete against one another, with minimal overlap between the companies' existing customer bases
- Proper alignment of incentives for key Oxford and Apex employees via significant grants of restricted stock units

(\$ in millions)



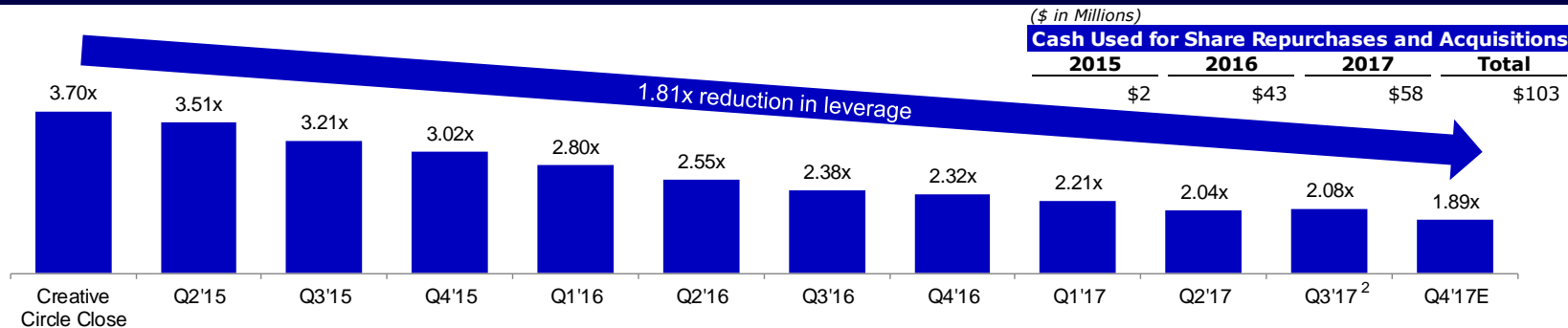
Note: Pro forma for divestitures of Physician, Nurse Travel and Allied Healthcare segments.

Free Cash Flows and Financial Leverage

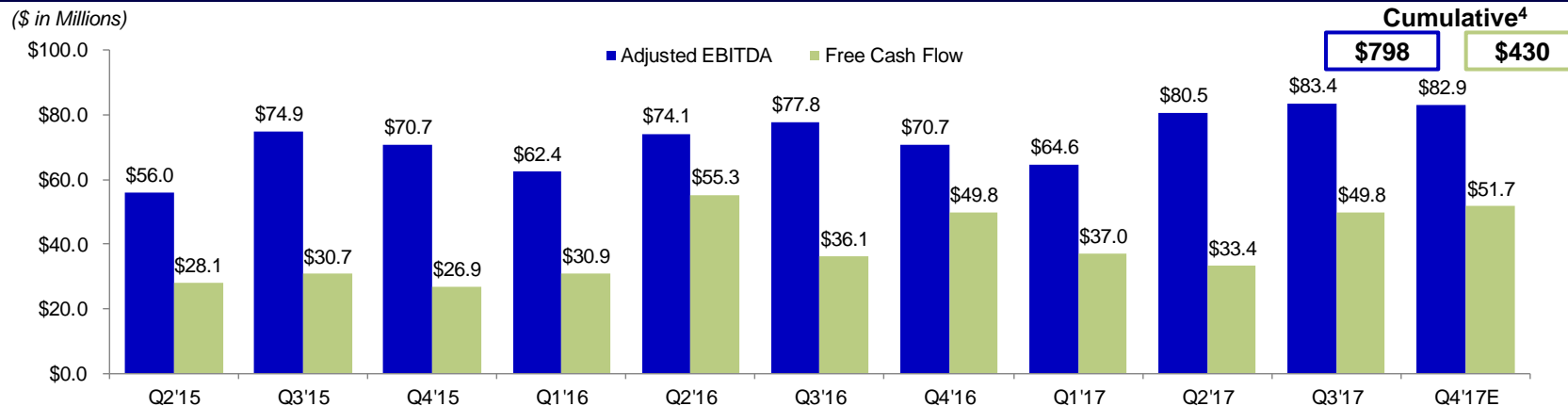
Industry-leading EBITDA margins and strong free cash flows conversion allows for focus on quick deleveraging of balance sheet (leverage profile since Creative Circle transaction below)

- On Assignment has reduced leverage while executing share repurchases and acquisitions

Leverage Ratio¹



Free Cash Flow Generation³



¹ Leverage ratio provides information about compliance with loan covenants and is calculated in accordance with the Company's credit agreement, as filed with the Securities and Exchange Commission ("SEC"), by dividing our total indebtedness by trailing 12 months Adjusted EBITDA

² Q3'17 leverage increased due to the acquisition of Stratacuity and share repurchases

³ Free Cash Flow is defined as cash flows from operating activities less capital expenditures, as reported in 10-Q and 10-K filings

⁴ Cumulative adj. EBITDA and free cash flow since Creative Circle acquisition

Note: Q4'17 figures are per the management team

Experienced Management Team

A Proven Track Record to Execute On Assignment's Growth Strategy

On Assignment			
Peter Dameris	CEO	19 years in industry	14 years with ASGN
Ted Hanson	President, On Assignment	17 years in industry	5 years with ASGN
Rand Blazer	President, Apex Systems	32 years in industry	5 years with ASGN
Edward Pierce	Executive VP & CFO	16 years CFO experience	10 years with ASGN
James Brill	Senior VP, CAO & Treasurer	24 years CFO experience	11 years with ASGN
ECS Federal			
George Wilson	CEO & President	30 years in industry	6 years with ECS
Tom Weston	Senior VP & CFO	27 years in industry	3 years with ECS
John Magee	Senior VP, Strategic Operations	29 years in industry	6 years with ECS

In our pursuit of “talent for the digital world™” On Assignment is positioned to continue as a highly respected and highly profitable organization. Our strategic advantage not only comes from our 30 years of experience and connections, but also from our unmatched ability to provide what companies need most, today and in the future – the right people, with the right skills.

Overview of ECS Federal

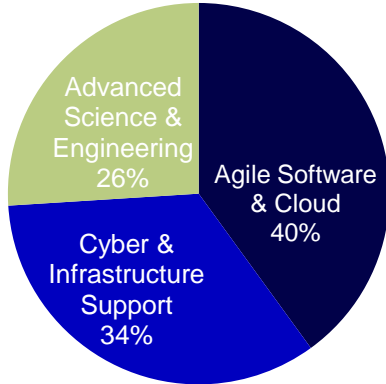
ECS Federal Overview

Business Overview

- ECS Federal, one of the largest privately held government services providers (82% prime contracts), delivers cyber security, cloud, DevOps, IT modernization and advanced science and engineering solutions
- ECS has well established positions on critical IT systems of national importance which provide unmatched customer access and unique visibility into future technology transformation initiatives
 - Engagements are generally longer in duration than management consulting-led models (e.g. PwC, McKinsey) and are among the most highly differentiated in the sector from a technical standpoint
 - In some cases (e.g., NETCOM), ECS is responsible for the design, build and operation of IT systems that have mission-critical functionality for demanding customers
 - Operates four business units: 1) Mission Solutions; 2) Enterprise Solutions; 3) Cyber and Health IT; 4) Advanced Science and Engineering
 - Primary capabilities include 1) Cyber Security and Infrastructure Support; 2) Agile Software Development and Cloud Solutions; 3) Advanced Science, Engineering and Program Support
- Strong positions on critical IT systems of national importance which provide customer access and unique visibility into future technology transformation initiatives
- ~2,300 employees with deep mission knowledge and a diverse set of domain experience as well as 1,000+ unique certifications and accreditations
 - ~1,500 cleared employees

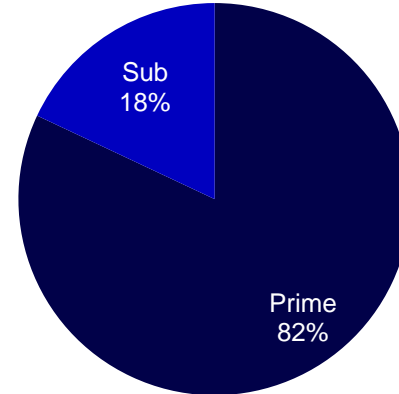
ECS Federal Revenue Composition

Capabilities



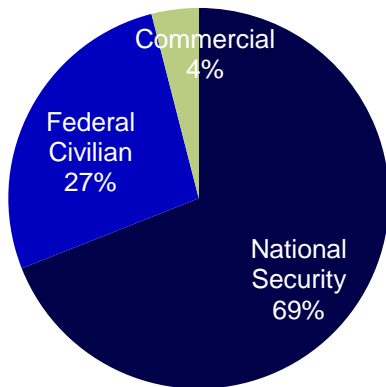
- Leading provider of NextGen IT and advanced science and engineering solutions across multiple mission-critical customer domains to address complex technical challenges of national security

Prime vs. Sub



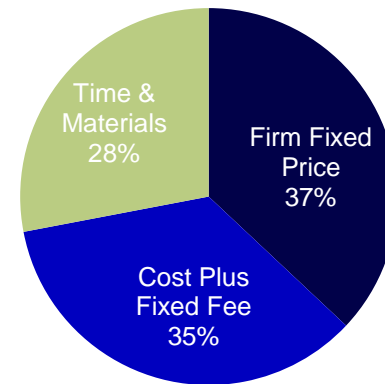
- Prime position on the most coveted GWAC and IDIQ vehicles with \$188 Billion of aggregate value, including the recently awarded full and open Alliant II and DISA Encore III vehicles

Customers



- National Security: Army, Navy, DHA, etc.
- Federal Civilian: DHS, EPA, USPS, etc.

Contract Type



- Operating margins have increased due to the blend of Time & Materials, Firm Fixed Price and Cost Plus Fixed Fee contracts

ECS Federal Key Prime Contract Vehicles

Prime Vehicle	Customer		Ceiling	Term	End	Contract Overview
OASIS	GSA		NA	10 years	2024	<ul style="list-style-type: none"> Gov-wide contract vehicle for complex, best-value services; position in Pools 1, 2 and 3
ALLIANT	GSA		\$50 Billion	10 years	2019	<ul style="list-style-type: none"> Flexible, gov-wide vehicle for procuring high-quality IT support services
ALLIANT II	GSA		\$50 Billion	10 years	2027	<ul style="list-style-type: none"> Follow on to Alliant vehicle, for procuring high-quality IT support services
CIO-SP3	NIH		\$20 Billion	10 years	2022	<ul style="list-style-type: none"> Gov-wide contract for NextGen IT services and solutions
SEWP V	NASA		\$20 Billion	10 years	2025	<ul style="list-style-type: none"> Gov-wide vehicle for providing NextGen IT and cyber solutions
CIO-CS	NIH		\$20 Billion	5 years	2020	<ul style="list-style-type: none"> Gov-wide vehicle fulfilling IT requirements including cyber and hardware deployment
ENCORE III	DISA		\$17.5 Billion	10 years	2027	<ul style="list-style-type: none"> High profile, high value IDIQ contract vehicle to provide IT services to DISA
NETCENTS-2	USAF		\$8 Billion	7 years	2022	<ul style="list-style-type: none"> Air Force mandatory use contract providing network operation and infrastructure
FBI MS & Web	DOJ		\$900 Million	7 years	2024	<ul style="list-style-type: none"> Microsoft Consulting, engineering and web support services across the DOJ
PIRMDS-2	Navy		\$809 Million	5 years	2021	<ul style="list-style-type: none"> IT services for creating, integrating, sustaining and improving business applications
PMSS-3	Army		\$461 Million	5 years	2020	<ul style="list-style-type: none"> Information systems security, enterprise design, integration and consolidation

Other ECS prime contract vehicles include: Seaport-e, EAGLE II, NASPO ValuePoint Cloud Solutions, GSA Schedule 70, GSA Schedule 520 (FABS), GSA Schedule 874 (MOBIS), GSA Professional Engineering Services and GSA Environmental Services

ECS Federal has Franchise Positions on Critical Contracts



Army

NETCOM

\$182M

Contract Value

2016 - 2021

Period of
Performance

- Implementing the largest endpoint security system in the world to assist the DoD's mission to counter cyber and advanced persistent threats to the Army's enterprise
- One of largest cyber managed services contracts in the federal government



DHS

EINSTEIN

\$65M

Contract Value

2014 - 2019

Period of
Performance

- Conducts testing, assessment, authorization and security engineering for EINSTEIN, DHS's baseline system used for detecting, blocking and responding to cyber attacks
- DHS and EINSTEIN system touches entire .gov and should receive steady funding given EINSTEIN's integral role



Army

SUNet / Infra.

\$111M

Contract Value

2017 - 2022

Period of
Performance

- Coordinates all next-gen planning and execution for SUNet Infrastructure, a secure unclassified network for official use by US and allied governments to collaborate and share data



USPS

NCED

\$66M

Contract Value

2016 - 2024

Period of
Performance

- NCED is USPS' training, learning and conference facility; extensive use of high-technology, computerized equipment in all areas of business creates continuing needs for advanced technical and job-proficiency training

ECS Federal Capabilities

Cyber Security & Infrastructure Support

- Delivers advanced cyber security services and solutions to US public sector, Department of Defense and Fortune 500
- Architect and deploy advanced endpoint Security-as-a-Service solutions
- Provides application and infrastructure support to worldwide systems
- Provides Continuous Diagnostics of Mitigation for Department of Homeland Security and .gov domains and performs advanced security, engineering, assessments and authorizations
- 643 billable employees



Army



Navy



DHS

\$196 Million
2017E Revenue

Agile Software Development & Cloud Solutions

- Recognized cloud solutions leader deploying cloud solutions across the AWS and Microsoft Azure / Office 365 platforms within both US public sector and commercial markets
- Develops artificial intelligence to sense, detect, identify, track and geolocate high-value targets
- Develops mission critical enterprise-level solutions using agile and development operations methodologies
- Performs agency-wide migration of data and operations to the cloud
- 644 billable employees



USDJ



FBI



USPS

\$236 Million
2017E Revenue

Advanced Science, Engineering & Program Support

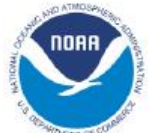
- Advanced engineering services, including systems integration, analysis for NextGen weapons systems and ship, aircraft and drone design and maintenance
- Delivers high-performance, high-fidelity radar cross-section systems, flight termination systems and classified solutions
- Delivering the first Flight Termination System upgrade at the Department of Defense's largest missile range
- Supports shipbuilding and marine operations
- 834 billable employees



Navy PEO IWS



DARPA



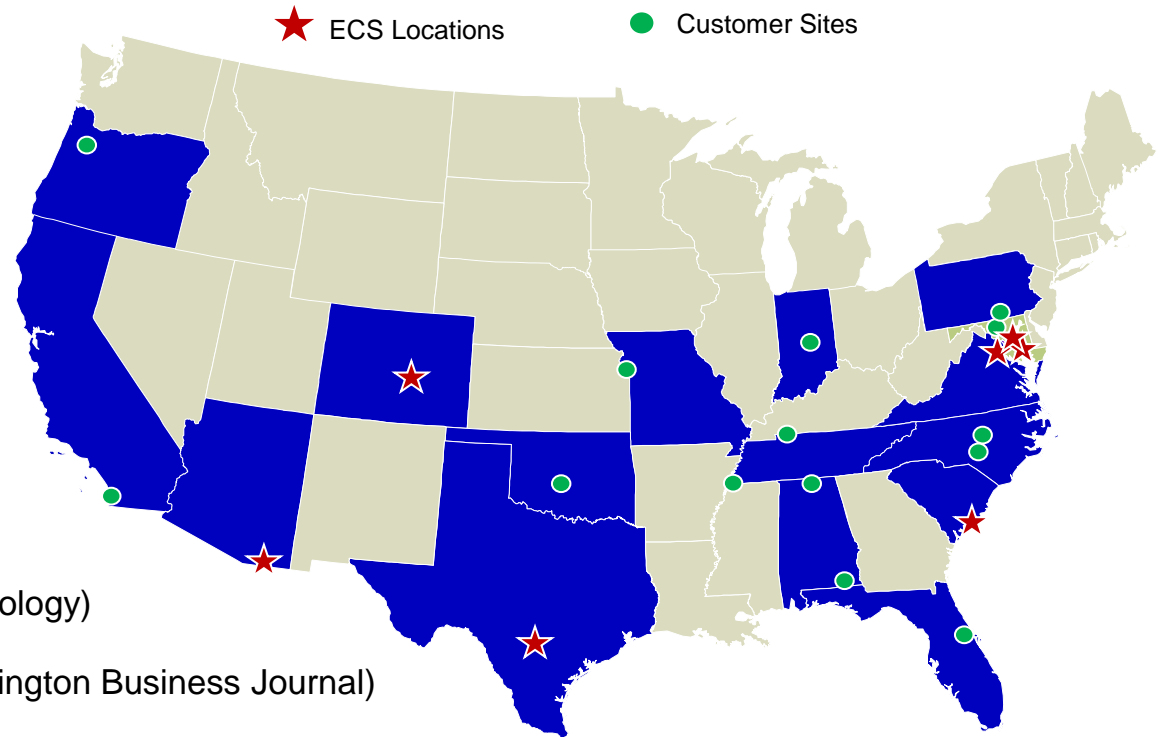
NOAA

\$154 Million
2017E Revenue

ECS Federal Workforce & National Footprint

Key Statistics & Nationwide Footprint

- ~2,300 Total Employees
- 2,121 Billable Employees
- 15% Voluntary Turnover Rate
- 90% Utilization Rate
- 76% Customer Site / 24% ECS Site
- 1,000+ Certifications & Accreditations
- ~1,500 Cleared Employees
- Top 100 Contractor (Washington Technology)
- Top 50 Government Technology (Washington Business Journal)



Technology Partners

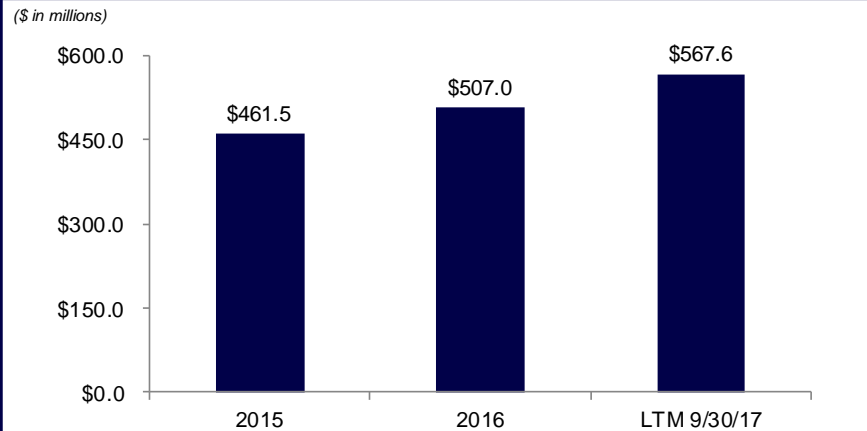


Certificates & Recognition

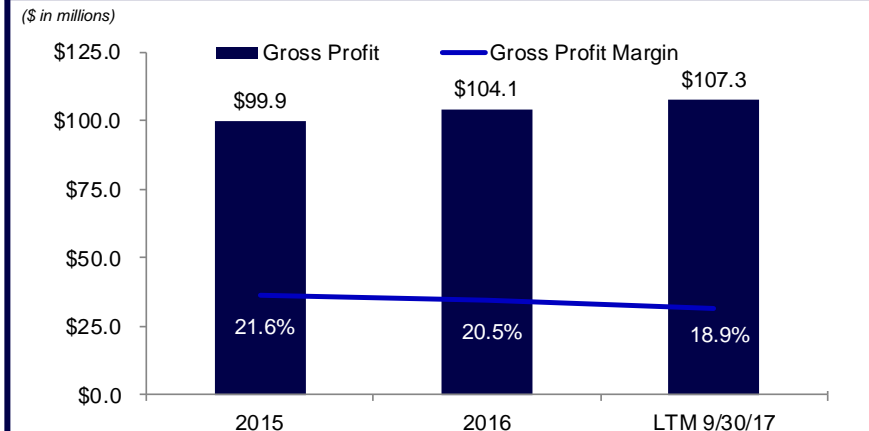


ECS Pro Forma Historical Financial Performance

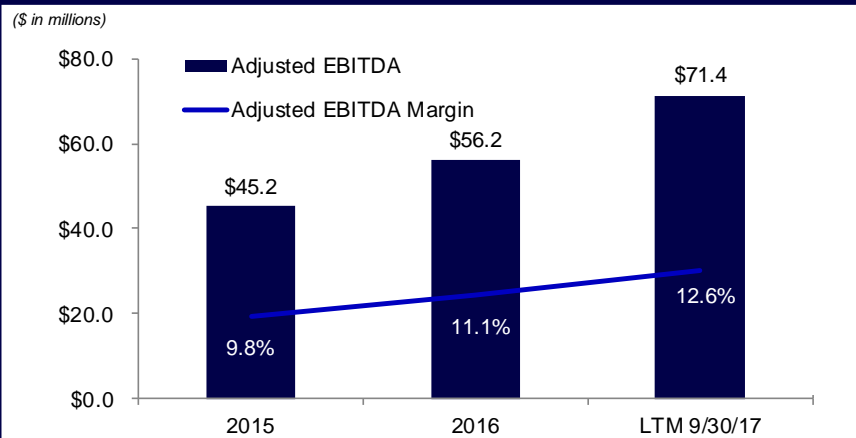
Revenues



Gross Profit & Margin



Adjusted EBITDA & Margin



Note: ECS pro forma includes the acquisitions of i_SW, SPC Federal, KSH Solutions, and InfoReliance as if all of the acquisitions had occurred on January 1, 2015
 Source: ECS Federal/InfoReliance audited annual financial statements and ECS Federal's unaudited, internal financial books and records

Financial Overview

Financial Policy

On Assignment's policy is to maintain a conservative financial position that provides a sound margin of debt coverage and substantial financial flexibility

The Company has opportunistically pursued the ECS acquisition as it satisfies On Assignment's acquisition rationale

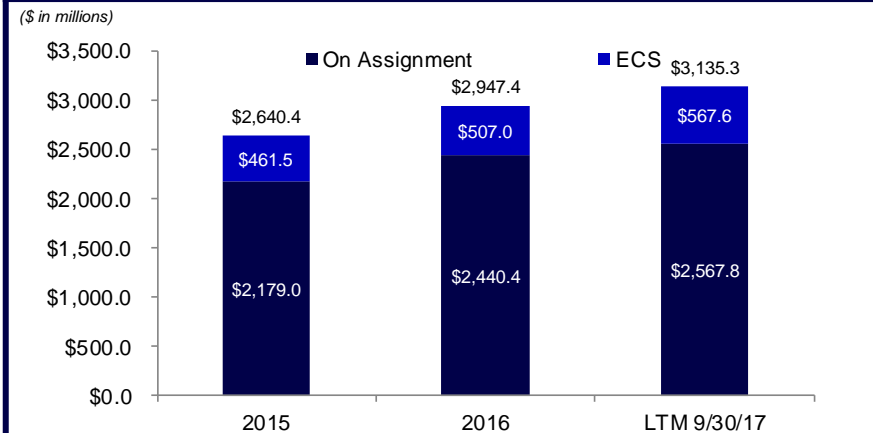
- Continued focus on expanding the revenue base with both new and existing clients
- Diversifies revenue streams with protection against economic downturns since government revenue base of ECS tends to be more resistant during economic downcycles
- ECS' customers are high quality clients, typically with no bad debt expense and high cash conversion
- ECS backlog provides long-term revenue visibility
- Past performance and certification allow for bids on large, complex, competitive long-term contracts as well as the ability to capture limited-competition procurements, providing ample room for growth
- "Best-in-class" talent pool of industry professionals in the government services market place

Following any acquisition, On Assignment's policy is to focus on the execution of the integration plan and the use of free cash flow to reduce debt and enhance financial flexibility

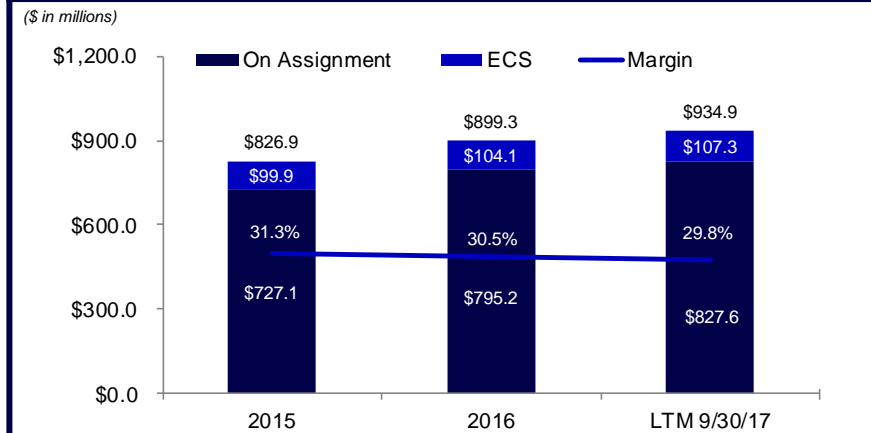
- The Company's goal is to reduce leverage to 2.5x by the end of 2019 through both debt repayment and EBITDA growth

Combined Company Historical Financial Performance

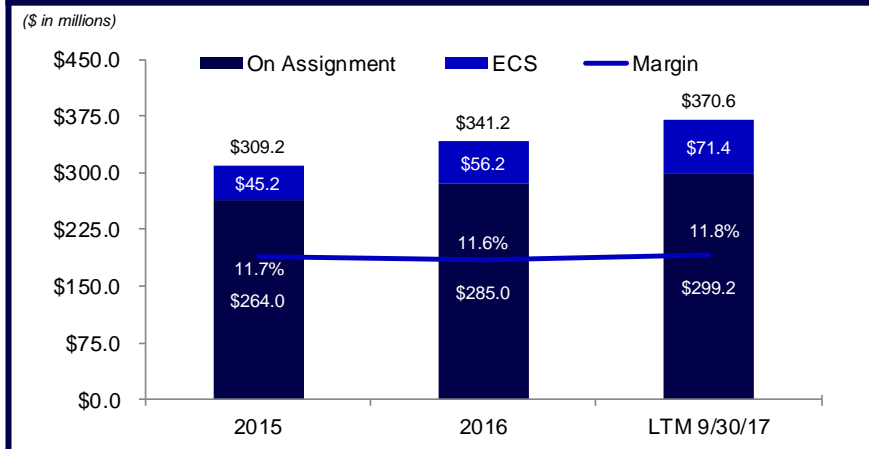
Revenues



Gross Profit & Margin



Adjusted EBITDA & Margin



Note: On Assignment pro forma includes the acquisitions of Creative Circle and LabResource as if the acquisition had occurred at the beginning of 2015; ECS pro forma includes the acquisitions of i_SW, SPC Federal, KSH Solutions, and InfoReliance as if the acquisition had occurred at the beginning of 2015

Source: ASGN FY16 10-K/3Q17 10-Q, ASGN Management, ECS Federal/InfoReliance audited annual financial statements and ECS Federal's unaudited, internal financial books and records

On Assignment Financial Estimates for Q4 and Full Year 2017

(\$ in Millions)	Q4			Full Year		
	2017E ¹	2016	Y-Y Chg.	2017E ¹	2016	Y-Y Chg.
Revenues²	\$ 679.0	\$ 620.9	9.4%	\$ 2,625.9	\$ 2,440.4	7.6%
Gross Profit	\$ 220.7	\$ 198.2	11.3%	\$ 850.1	\$ 795.2	6.9%
Gross Margin	32.5%	31.9%		32.4%	32.6%	
Adjusted EBITDA³	\$ 82.9	\$ 70.7	17.3%	\$ 311.4	\$ 285.0	9.3%
Adjusted EBITDA Margin	12.2%	11.4%		11.9%	11.7%	

¹ Preliminary financial results for fourth quarter and full year 2017, which exceeded previously-announced estimates. These preliminary results are subject to completion of our financial and accounting procedures and the annual independent audit

² Results include contribution of Stratacuity, which was acquired on August 8, 2017. Revenues from Stratacuity were \$4.5 million for the fourth quarter and \$7.5 million for full year 2017

³ Adjusted EBITDA (a non-GAAP measure) is defined as EBITDA (earnings before interest, income taxes, depreciation and amortization) further adjusted for, among other things (i) equity-based compensation expense and (ii) acquisition, integration and strategic planning expenses

Update on Five-Year Strategic Plan Financial Targets

Financial Targets for 2018 (final year of 5-Year Strategic Plan) published in March 2014

- **Revenues of \$3 billion (\$1.7 billion for 2013, the Base Year of the 5-Year Plan)**
 - Financial target implied 5-year revenue CAGR of 11.8%
 - Assumed year-over-year organic growth of 10 percent, and contribution of approximately \$240 million from acquisitions
- **Gross margin of 31 to 32 percent (31.9 percent for 2013)**
 - Assumed revenue mix shift toward higher volume / lower gross margin business (i.e., higher growth in Apex segment)
 - Compression in margin caused by shift in mix of revenues to be partially offset by higher mix of permanent placement revenues
- **Adjusted EBITDA margin of 11.5% to 12.5% (10.7% for 2013)**
 - Assumed a 2% reduction in cash SG&A expenses as a percent of revenues
 - Improvement assumed higher staffing consultant productivity, greater economies of scale & higher efficiency from integration / consolidation initiatives
- **Cumulative Free Cash Flow of \$675 million**

(\$ in Millions)

	2018 Financial	Status
	Targets ¹	
	Low / High	
Revenues	\$3,000	✓
Gross Profit	930 / 960	✓
Adjusted EBITDA	345 / 375	✓
Gross Margin ²	31.0% / 32.0%	✓
Adjusted EBITDA Margin	11.5% / 12.5%	✓
Conversion of GP into Adj. EBITDA	37.1% / 39.1%	✓
Cumulative Free Cash Flow	\$675	✓

¹ Financial goals for 2018 as set forth in the 5-Year Strategic Plan (2018 was the final year of the 5-Year Plan)

² Gross margin target applied to our core business only

Q&A

Appendix

Detailed Historical Financials

Summary Historical Financials

	Fiscal Year Ended December 31,		LTM
	2015 ^{1,2}	2016	9/30/17
<i>(\$ in millions)</i>			
On Assignment Revenue	\$2,179.0	\$2,440.4	\$2,567.8
ECS Revenue	461.5	507.0	567.6
Pro Forma Revenue	2,640.4	2,947.4	3,135.3
On Assignment Gross Profit	727.1	795.2	827.6
ECS Gross Profit	99.9	104.1	107.3
Pro Forma Gross Profit³	826.9	899.3	934.9
% Margin	31.3%	30.5%	29.8%
On Assignment Adjusted EBITDA	264.0	285.0	299.2
ECS Adjusted EBITDA	45.2	56.2	71.4
Pro Forma Adjusted EBITDA	\$309.2	\$341.2	\$370.6
% Margin	11.7%	11.6%	11.8%

¹ On Assignment pro forma includes the acquisitions of Creative Circle and LabResource as if the acquisition had occurred at the beginning of 2015

² ECS pro forma includes the acquisitions of i_SW, SPC Federal, KSH Solutions, and InfoReliance as if the acquisition had occurred at the beginning of 2015

³ ECS gross profit includes fringe expenses related to direct labor

Sources: Company and public filings; ECS and InfoReliance audited annual financial statements; ECS unaudited, internal financial books and records

Pro Forma YTD 9/30/17 Financials

INCOME STATEMENT

Nine Months Ended September 30, 2017

	ASGN Reported ¹	ECS Acquisition ²	ASGN Pro Forma
Revenues	\$1,946.9	\$435.0	\$2,381.9
Gross Profit³	629.4	82.6	712.0
SG&A and Amortization of Intangible Assets	465.5	107.3	572.8
Operating Income	163.9	(24.7)	139.3
Interest Expense, Net	(21.7)	(5.5)	(27.1)
Write-off of Loan Costs	0.0	0.0	0.0
Other Income and Gain (loss) on Disposal of Property and Equipment	0.0	(0.0)	(0.0)
Income Before Taxes	142.3	(30.1)	112.1
Provision (Benefit) for Income Taxes	51.8	1.2	53.0
Income from Continuing Operations	90.5	(31.3)	59.2
Gain on Sale of Discontinued Operations, Net of Tax	0.0	0.0	0.0
Income from Discontinued Operations, Net of Tax	(0.2)	0.0	(0.2)
Net Income	90.3	(31.3)	59.0
EBITDA Reconciliation			
Income from Discontinued Operations, Net of Tax	(0.2)	0.0	(0.2)
Income from Continuing Operations	90.5	(31.3)	59.2
Interest Expense, Net	21.7	5.5	27.2
Provision for Income Taxes	51.8	1.2	53.0
Write-off of Loan Costs	0.0	0.0	0.0
Depreciation & Amortization	43.5	25.7	69.2
EBITDA	\$207.4	\$1.1	\$208.5
Equity-based Compensation	17.9	0.2	18.1
Transaction-related Bonuses	0.0	47.0	47.0
Acquisition, Integration and Strategic Planning	3.1	5.8	8.9
Other	0.0	2.5	2.5
Adjusted EBITDA	\$228.5	\$56.5	\$285.0
% Margin	11.7%	13.0%	12.0%

¹ As reported per 10-Q filed on November 8, 2017

² Pro forma to include the acquisition of InfoReliance as if the acquisition had occurred on January 1, 2017

³ ECS gross profit includes fringe expenses related to direct labor

Sources: Company and public filings; ECS unaudited, internal financial books and records

Pro Forma YTD 9/30/16 Financials

INCOME STATEMENT

Nine Months Ended September 30, 2016

	ASGN Reported ¹	ECS Acquisition ²	ASGN Pro Forma
Revenues	\$1,819.5	\$374.4	\$2,194.0
Gross Profit³	597.0	79.5	676.4
SG&A and Amortization of Intangible Assets	453.1	55.5	508.6
Operating Income	143.9	24.0	167.9
Interest Expense, Net	(25.3)	(1.0)	(26.3)
Write-off of Loan Costs	0.0	0.0	0.0
Other Income and Gain (loss) on Disposal of Property and Equipment	0.0	0.0	0.0
Income Before Taxes	118.6	23.0	141.6
Provision (Benefit) for Income Taxes	45.5	1.5	46.9
Income from Continuing Operations	73.1	21.5	94.7
Gain on Sale of Discontinued Operations, Net of Tax	0.0	0.0	0.0
Income from Discontinued Operations, Net of Tax	0.0	0.0	0.0
Net Income	73.2	21.5	94.7
EBITDA Reconciliation			
Income from Discontinued Operations, Net of Tax	0.0	0.0	0.0
Income from Continuing Operations	73.1	21.5	94.7
Interest Expense, Net ⁴	25.3	1.2	26.5
Provision for Income Taxes	45.5	1.5	46.9
Write-off of Loan Costs	0.0	0.0	0.0
Depreciation & Amortization	46.2	10.2	56.4
EBITDA	\$190.0	\$34.4	\$224.5
Equity-based Compensation	19.8	0.1	19.9
Transaction-related Bonuses	0.0	0.3	0.3
Acquisition, Integration and Strategic Planning	4.5	3.7	8.2
Other	0.0	2.7	2.7
Adjusted EBITDA	\$214.3	\$41.3	\$255.6
% Margin	11.8%	11.0%	11.7%

¹ As reported per 10-Q filed on November 8, 2017

² Pro forma to include the acquisition of InfoReliance as if the acquisition had occurred on January 1, 2016

³ ECS gross profit includes fringe expenses related to direct labor

⁴ ECS Interest Expense for the EBITDA reconciliation includes \$176K of financing charges

Sources: Company and public filings; ECS unaudited, internal financial books and records

Pro Forma 2016 Financials

INCOME STATEMENT		Fiscal Year Ended December 31, 2016		
	ASGN Reported ¹	ECS Acquisition ²	ASGN Pro Forma	
Revenues	\$2,440.4	\$507.0	\$2,947.4	
Gross Profit³	795.2	104.1	899.3	
SG&A and Amortization of Intangible Assets	605.5	73.0	678.5	
Operating Income	189.7	31.1	220.9	
Interest Expense, Net	(32.3)	(1.3)	(33.6)	
Write-off of Loan Costs	0.0	0.0	0.0	
Other Income and Gain (loss) on Disposal of Property and Equipment	0.0	0.0	0.0	
Income Before Taxes	157.4	29.8	187.2	
Provision (Benefit) for Income Taxes	60.2	1.9	62.1	
Income from Continuing Operations	97.2	28.0	125.2	
Gain on Sale of Discontinued Operations, Net of Tax	0.0	0.0	0.0	
Income from Discontinued Operations, Net of Tax	0.0	0.0	0.0	
Net Income	97.2	28.0	125.2	
EBITDA Reconciliation				
Income from Discontinued Operations, Net of Tax	0.0	0.0	0.0	
Income from Continuing Operations	97.2	28.0	125.2	
Interest Expense, Net ⁴	32.3	1.7	34.0	
Provision for Income Taxes	60.2	1.9	62.1	
Write-off of Loan Costs	0.0	0.0	0.0	
Depreciation & Amortization	62.2	14.4	76.6	
EBITDA	\$252.0	\$45.9	\$297.8	
Equity-based Compensation	27.0	0.3	27.3	
Transaction-related Bonuses	0.0	0.3	0.3	
Acquisition, Integration and Strategic Planning	6.0	4.7	10.7	
Other	0.0	5.0	5.0	
Adjusted EBITDA	\$285.0	\$56.2	\$341.2	
% Margin	11.7%	11.1%	11.6%	

¹ As reported per 10-K filed on March 1, 2017

² Pro forma to include the acquisition of InfoReliance as if the acquisition had occurred on January 1, 2016

³ ECS gross profit includes fringe expenses related to direct labor

⁴ ECS Interest Expense for the EBITDA reconciliation includes \$207K of financing charges

Sources: Company and public filings; ECS audited financials and ECS unaudited, internal financial books and records

Pro Forma 2015 Financials

INCOME STATEMENT

Fiscal Year Ended December 31, 2015

	ASGN Reported ¹	Creative Circle and LabResource ²	ECS Acquisition ³	ASGN Pro Forma
Revenues	\$2,065.0	\$113.9	\$461.5	\$2,640.4
Gross Profit⁴	678.7	48.3	99.9	826.9
SG&A and Amortization of Intangible Assets	526.6	34.8	88.2	649.6
Operating Income	152.1	13.5	11.7	177.3
Interest Expense, Net	(26.4)	(10.0)	(1.6)	(38.1)
Write-off of Loan Costs	(3.8)	3.8	0.0	0.0
Other Income and Gain (loss) on Disposal of Property and Equipment	0.0	0.0	(0.6)	(0.6)
Income Before Taxes	121.9	7.2	9.5	138.6
Provision (Benefit) for Income Taxes	50.5	4.6	0.6	55.8
Income from Continuing Operations	71.4	2.6	8.8	82.8
Gain on Sale of Discontinued Operations, Net of Tax	25.7	0.0	0.0	25.7
Income from Discontinued Operations, Net of Tax	0.5	0.0	0.0	0.5
Net Income	97.7	2.6	8.8	109.1

EBITDA Reconciliation

Income from Discontinued Operations, Net of Tax	26.2	0.0	0.0	26.2
Income from Continuing Operations	71.4	2.6	8.8	82.8
Interest Expense, Net	26.4	10.0	1.6	38.1
Provision for Income Taxes	50.5	4.6	0.6	55.8
Write-off of Loan Costs	3.8	(3.8)	0.0	0.0
Depreciation & Amortization	51.3	10.0	12.4	73.7
EBITDA	\$203.4	\$23.5	\$23.5	\$250.4
Equity-based Compensation	22.0	0.0	0.2	22.2
Transaction-related Bonuses	0.0	0.0	11.6	11.6
Acquisition, Integration and Strategic Planning	14.9	0.1	9.3	24.4
Other	0.0	0.0	0.6	0.6
Adjusted EBITDA	\$240.4	\$23.6	\$45.2	\$309.2
% Margin	11.6%	20.7%	9.8%	11.7%

¹ As reported per 10-K filed on March 1, 2017

² Per the On Assignment management team and represents Creative Circle and LabResource performance prior to their respective acquisition close dates

³ Pro forma to include the acquisitions of i_SW, SPC Federal, KSH Solutions, and InfoReliance as if the acquisition had occurred on January 1, 2015

⁴ ECS gross profit includes fringe expenses related to direct labor

Sources: Company and public filings; ECS audited financials and ECS unaudited, internal financial books and records

ECS Federal YTD 9/30/17 EBITDA Bridge

	Financial Results		
	ECS Federal, LLC ¹	Incremental Pre-Acquisition InfoReliance Corporation ¹	Pro Forma Consolidated
Revenue	\$380,450	\$54,556	\$435,006
Direct costs	310,506	41,853	352,359
Gross profit ²	\$69,944	\$12,703	\$82,647
Indirect costs	53,065	39,725	92,790
Depreciation and amortization	13,125	236	13,361
M&A costs	1,170	-	1,170
Other (income) loss	0	-	0
Interest expense, net	4,948	534	5,481
Income taxes	1,186	3	1,188
Net income	<u>(\$3,549)</u>	<u>(\$27,795)</u>	<u>(\$31,344)</u>
EBITDA Reconciliation			
Depreciation and amortization ³	20,211	5,519	25,729
Interest expense, net	4,950	542	5,492
Income taxes	1,186	3	1,188
Equity-based Compensation	163	-	163
Transaction Bonuses	15,869	31,082	46,950
Acquisition, Integration and Strategic Planning Costs	2,084	3,724	5,808
Other ⁴	1,366	1,138	2,504
Adjusted EBITDA	<u>\$42,279</u>	<u>\$14,213</u>	<u>\$56,492</u>

¹ Incremental Pre-Acquisition InfoReliance Corporation data reflects the period from January 2017 through April 2017 for simplicity as the acquisition date was April 17, 2017. Included in ECS Federal is InfoReliance for the period from May 2017 through September 2017

² Gross profit includes fringe expenses on direct labor for consistency with On Assignment presentation of such costs. The historical audited financials in the following slides present these costs as indirect expenses

³ Depreciation and amortization includes \$5.2 million of amortization related to prepaid software maintenance

⁴ Other add-backs consist of non-recurring and normalization adjustments such as one-time moving expenses, executive severance, consulting costs, and one-time software set-up costs

Source: ECS and InfoReliance unaudited, internal financial books and records

ECS Federal YTD 9/30/16 EBITDA Bridge

	Financial Results		
	ECS Federal, LLC	InfoReliance Corporation	Pro Forma Consolidated
Revenue	\$287,656	\$86,778	\$374,434
Direct costs	232,521	62,452	294,973
Gross profit ¹	\$55,135	\$24,327	\$79,462
Indirect costs	26,942	18,451	45,393
Depreciation and amortization	9,843	98	9,941
M&A costs	116	-	116
Other (income) loss	(2)	-	(2)
Interest expense, net	1,018	(8)	1,011
Income taxes	1,488	(4)	1,484
Net income	\$15,731	\$5,789	\$21,519
EBITDA Reconciliation			
Depreciation and amortization	9,843	404	10,247
Interest expense, net	1,018	168	1,186
Income taxes	1,488	(4)	1,484
Equity-based Compensation	126	-	126
Transaction Bonuses	-	305	305
Acquisition, Integration and Strategic Planning Costs	116	3,625	3,741
Other ²	(41)	2,734	2,693
Adjusted EBITDA	\$28,281	\$13,021	\$41,302

¹ Gross profit includes fringe expenses on direct labor for consistency with On Assignment presentation of such costs. The historical audited financials in the following slides present these costs as indirect expenses

² Other add-backs consist of non-recurring and normalization adjustments such as one-time moving expenses, executive severance, consulting costs, and one-time software set-up costs

Source: ECS and InfoReliance unaudited, internal financial books and records

ECS Federal 2016 EBITDA Bridge

(\$ in 000s)	Audited Financial Results		Adjusted Financials	
	ECS Federal, LLC	InfoReliance Corporation	Other Adjustments ¹	Pro Forma Consolidated
Revenue	\$385,376	\$121,611	(\$0.3)	\$506,987
Direct costs	269,568	82,838	(1,046)	351,359
Gross profit	\$115,808	\$38,773	\$1,046	\$155,627
Indirect costs ²	79,166	30,009	1,458	110,632
Depreciation and amortization	12,698	1,417	(395)	13,720
M&A costs	148	-	(0)	148
Other (income) loss	(163)	(8)	169	(3)
Interest expense, net	1,359	160	(212)	1,307
Income taxes	1,660	(4)	203	1,859
Net income	\$20,940	\$7,200	(\$176)	\$27,964
EBITDA Reconciliation				
Depreciation and amortization	12,698	1,417	257	14,372
Interest expense, net	1,359	160	155	1,674
Income taxes	1,660	(4)	203	1,859
Equity-based Compensation	325	-	-	325
Transaction Bonuses	-	-	312	312
Acquisition, Integration and Strategic Planning Costs	-	-	4,682	4,682
Other ³	-	-	4,990	4,990
Adjusted EBITDA	\$36,982	\$8,773	\$10,423	\$56,178

¹ Adjustments based on due diligence conducted on ECS

² Includes fringe expenses related to direct labor

³ Other add-backs consist of non-recurring and normalization adjustments such as one-time moving expenses, executive severance, consulting costs, and one-time software set-up costs

Source: Audited financials and ECS management (other adjustments derived from unaudited, internal financial books and records)

ECS Federal 2015 EBITDA Bridge

(\$ in 000s)	Audited Financial Results			Incremental Pre-Acquisition Financial Results			
	ECS Federal, LLC	InfoReliance Corporation	Audited Financial Statements	i_SW, LLC (1/1-1/30/15)	SPC Federal LLC (1/1-6/5/15)	KSH Solutions Inc. (1/1-10/7/15)	Pro Forma Consolidated
Revenue	\$302,052	\$114,062	\$416,114	\$2,884	\$15,981	\$26,490	\$461,469
Direct costs	202,710	81,019	283,729	1,805	10,770	18,370	314,674
Gross profit	\$99,342	\$33,043	\$132,385	\$1,080	\$5,212	\$8,119	\$146,795
Indirect costs ¹	77,795	27,895	105,690	884	6,102	7,229	119,906
Depreciation and amortization	11,050	880	11,930	5	286	194	12,415
M&A costs	1,793	-	1,793	897	54	25	2,769
Other (income) loss	-	74	74	-	563	-	637
Interest expense, net	889	175	1,064	0	351	159	1,573
Income taxes	321	(7)	314	-	-	334	648
Net income	\$7,494	\$4,027	\$11,521	(\$706)	(\$2,144)	\$178	\$8,849
EBITDA Reconciliation							
Depreciation and amortization	11,050	880	11,930	5	286	194	12,415
M&A costs	1,793	-	1,793	897	54	25	2,769
Interest expense, net	889	175	1,064	0	351	159	1,573
Income taxes	321	(7)	314	-	-	334	648
Noncash SARs expense	203	-	203	-	-	-	203
Other	-	74	74	-	563	-	637
Transaction bonus costs ²	11,567	-	11,567	-	-	-	11,567
Adjusted EBITDA	\$33,317	\$5,148	\$38,465	\$195	(\$891)	\$890	\$38,660
Transaction-related EBITDA Addbacks							6,557
Adjusted Financing EBITDA							\$45,217

¹ Includes fringe expenses related to direct labor

² Transaction bonuses are unaudited and represent one-time transaction bonuses paid in connection with the Lindsay Goldberg investment

Source: Audited financials and ECS management (derived from unaudited, internal financial books and records for i_Sw, LLC, SPC Federal LLC, and KSH Solutions Inc.)



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