

RGP[®]

Dare to Work Differently™

Investor Presentation

April 2023



Within this presentation, we make “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements relate to expectations concerning matters that are not historical facts. Such forward-looking statements may be identified by words such as “anticipates,” “believes,” “can,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “remain,” “should” or “will” or the negative of these terms or other comparable terminology. In this presentation, such statements include statements regarding our growth and operational plans, the competitiveness of our business model, our ability to capture demand when the buying environment improves, and expectations regarding our continued growth and ability to deliver increased stockholder value. These statements and all phases of the Company’s operations are subject to known and unknown risks, uncertainties and other factors that could cause our actual results, levels of activity, performance or achievements and those of our industry to differ materially from those expressed or implied by these forward-looking statements.

Risks and uncertainties include, but are not limited to, the following: risks related to an economic downturn or deterioration of general macroeconomic conditions (including recessionary pressures, decreases in consumer spending power or confidence and significant uncertainty in the global economy and capital markets resulting from rising inflation, volatility in energy and commodity prices, the impact of the Russia-Ukraine war, increasing diplomatic and trade friction between the U.S. and China and related supply chain issues), risks arising from epidemic diseases or pandemics, potential adverse effects to our and our clients’ liquidity and financial performances from bank failures or other events affecting financial institutions, the highly competitive nature of the market for professional services, risks related to the loss of a significant number of our consultants, or an inability to attract and retain new consultants, the possible impact on our business from the loss of the services of one or more key members of our senior management, risks related to potential significant increases in wages or payroll-related costs, our ability to secure new projects from clients, our ability to achieve or maintain a suitable pay/bill ratio, our ability to compete effectively in the competitive bidding process, risks related to unfavorable provisions in our contracts which may permit our clients to, among other things, terminate the contracts partially or completely at any time prior to completion, our ability to realize the level of benefit that we expect from our restructuring initiatives, risks that our recent digital expansion and technology transformation efforts may not be successful, our ability to build an efficient support structure as our business continues to grow and transform, our ability to grow our business, manage our growth or sustain our current business, our ability to serve clients internationally, additional operational challenges from our international activities including due to social, political, regulatory, legal and economic risks in the countries and regions in which we operate, possible disruption of our business from our past and future acquisitions, the possibility that our recent rebranding efforts may not be successful, our potential inability to adequately protect our intellectual property rights, risks that our computer hardware and software and telecommunications systems are damaged, breached or interrupted, risks related to the failure to comply with data privacy laws and regulations and the adverse effect it may have on our reputation, results of operations or financial condition, our ability to comply with governmental, regulatory and legal requirements and company policies, the possible legal liability for damages resulting from the performance of projects by our consultants or for our clients’ mistreatment of our personnel, risks arising from changes in applicable tax laws or adverse results in tax audits or interpretations, the possible adverse effect on our business model from the reclassification of our independent contractors by foreign tax and regulatory authorities, the possible difficulty for a third party to acquire us and resulting depression of our stock price, the operating and financial restrictions from our credit facility, risks related to the variable rate of interest in our credit facility, the possibility that we are unable to or elect not to pay our quarterly dividend payment, and other factors and uncertainties as are identified in our most recent Annual Report on Form 10-K for the year ended May 28, 2022 and our other public filings made with the Securities and Exchange Commission (File No. 0-32113). Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business or operating results.

You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof.

The Company does not intend, and undertakes no obligation, to update the forward-looking statements in this presentation to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, unless required by law to do so.



Company Overview.

- Nasdaq Ticker: **RGP**
- Global footprint across North America, Europe and Asia Pacific
- Big Four heritage, brought agility to professional services in the late 90s
- Premier global consulting firm powering clients' operational needs and change initiatives
- Compelling professional destination for gig-minded knowledge workers
- RGP's first-to-market, employee-model digital staffing platform (HUGO) connects talent and business directly
- Macro trends around workforce flexibility and agility, the rise of the independent worker and the "Project Economy" strongly favor RGP's model

RGP®



Forbes **2023**

**AMERICA'S BEST
MANAGEMENT
CONSULTING FIRMS**



POWERED BY STATISTA

Forbes **2023**

**AMERICA'S
BEST MID-SIZE
EMPLOYERS**



POWERED BY STATISTA



Investment Highlights.

RGP®

- Emerging leader in a rapidly shifting employment paradigm and “Project Economy” positioned for significant and sustained growth
- Secular macro trends driving both supply and demand curves at unprecedented rates strongly favor RGP’s business model
- Fast-growing digital transformation capabilities aligned with rising marketplace demand for improved employee, customer and workplace experience
- RGP’s first-to-market, self-service digital staffing platform (HUGO) positioned to drive long-term profitable growth for professional staffing business
- Extensive global client base propelling consistent growth from marquee client and industry programs
- Achieved foundational operational efficiency and executing holistic technology transformation to further drive leverage
- Robust free cash flow generation supporting reliable stockholder returns

By the Numbers.

2,100
clients

1,900
MSAs globally

\$808M

LTM Q3 FY23
Revenue

4,100
borderless employees
(Billable consultants* and management personnel)
* Not all are full-time equivalents

87%
of Fortune 100

77%
of Fortune 500

40.5%

LTM Q3 FY23
Gross Margin

4-Year average
consultant tenure

80% retention rate of
Top 100 clients over last 5 years

33% N. American consultants
hired via employee referrals

Clients served in
39 countries

13.6%
LTM Q3 FY23
Adj EBITDA Margin**

66% employees comprised of
minorities or women

** See the Appendix for reconciliations of Non-GAAP Measures.



Our Business Model is Organically Diverse and Inclusive.

Minorities or Women



66.0%

of our US
employees*

*As of May 31, 2022



100%

of our
executive
leaders



40%

of our
directors

Paradigm for Parity Coalition Company

We have been Working this Way Since '99.



RGP

In a world where the talent market is tighter than ever and the pace of change is at an all-time high, RGP is positioned to win.

We have entered a new employment paradigm. Knowledge workers are going **gig** and **projects** are replacing roles.

Welcome to the era of human agility. **It's about time. It's our time.**

RGP, the pioneer of human agility.

71%

Human capital and C-suite leaders plan to **shift more work to contingent, project or contract***

*2022 Randstad Talent Trends Report

We support project needs

Run this Place

Operational Needs

- Supporting clients' operational needs and filling gaps to help clients maintain operational excellence
- Bringing highly experienced talent with professional services and industry experience to co-deliver alongside client teams
- Key buyer set includes C-Suite leaders like the CFO, CAO, CPO, CIO, CMO, and CHRO
- The Great Resignation and tightening professional labor market has spurred demand for these services

Change this place

Transformational Needs

- Leading and supporting complex change initiatives with a Sleeves Up ethos
- Bringing expertise in Project Management and Organizational Change Management across a myriad of subject matter areas
- Projects focused on Finance, Digital, Supply Chain and Compliance Transformation
- Relentless pace of change driving unprecedented transformation activity in our client base

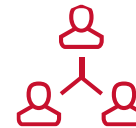
Expert Project Consulting Bolstered by High-End On-demand Talent.



Project Consulting

61% of Revenue *

We partner with you to deliver value and impact, bringing our depth of experience and “sleeves up” approach to project execution.



On-demand Talent

35% of Revenue *

Tapping into our agile talent pool, we mobilize the right resources to support your organization’s transformation journey.



Other Services

4% of Revenue *

From digital workflows to back-office functions, we support vital business processes, freeing you to focus on transformation. Our award-winning recruiters will help you quickly find and assess top talent for business-critical positions.

* Percentage of Revenue calculated based on the LTM Revenue

Our Portfolio of Brands.

RGP®

RGP®

Dare to Work Differently™

A global consulting firm focused on project execution with experienced and diverse talent

veracity.
AN RGP COMPANY

Digitally obsessed, human-centered problem solvers transforming business for the modern world

HUGO
by RGP™

Digital platform that matches mid-level Finance & Accounting professionals with project work

COUNTSY

On-demand Backoffice
Accounting | HR | CFO | Platform

SITRICK AND COMPANY
A UNIT OF SITRICK GROUP, LLC
LOS ANGELES | NEW YORK | SAN FRANCISCO | BOSTON | WASHINGTON DC

Corporate, financial, transactional and crisis communications – ranked among the nation’s top strategic communications firms

Digital Engagement.

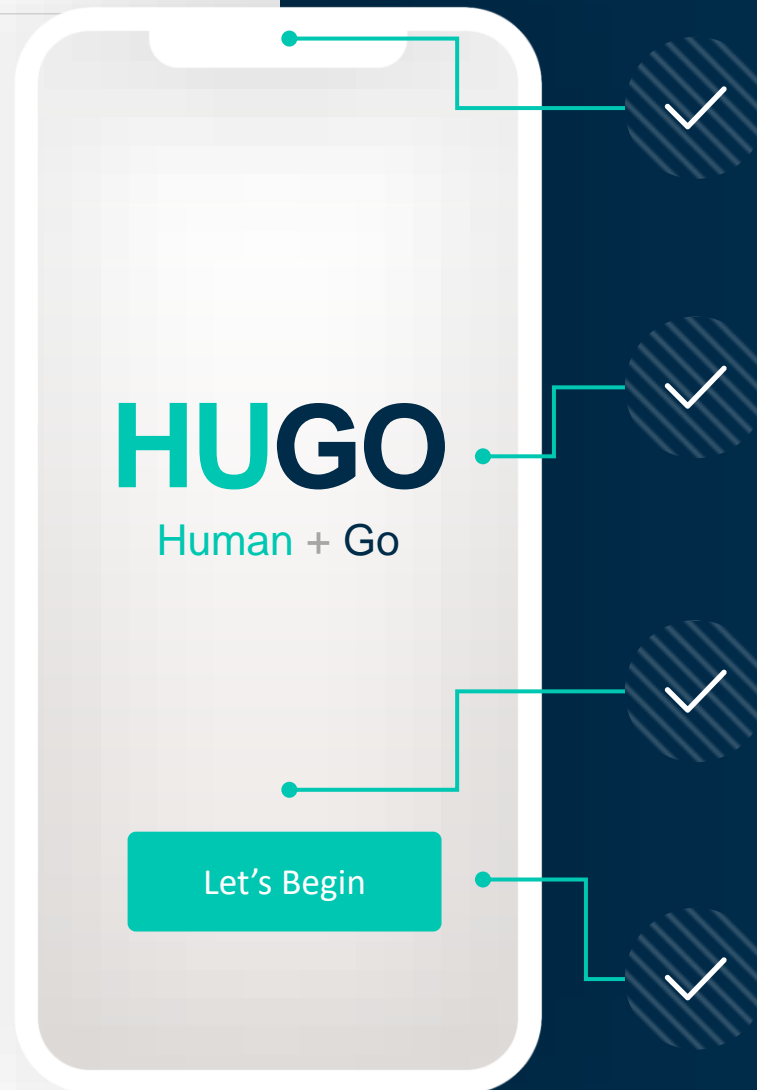
The Future of Professional Staffing.

Our first-to-market self-service digital staffing platform is designed to offer clients unprecedented **transparency, speed and control**. We have built a curated digital hub where talent and business can connect and engage directly.

Limited pilot launched in October 2021.

Currently operating in three primary markets – New York/New Jersey, Southern California and Texas.

Key Differentiators.



Paradigm Platform

Designed to challenge the status quo, through delightful design coupled with empowering transparency and control.

Empowering and Rewarding the User

Tools that empower and reward users while lowering overhead.

An Employee Model

HUGO represents employees of RGP. The connection to talent is stronger and associated employment risks are mitigated when compared to contractor-based marketplaces.

The Power of Choice

Clients at any time can choose to access the expertise of RGP personnel throughout the HUGO experience.

Enterprise Growth Drivers.

A number of transformative levers, bolstered by highly favorable macro trends, position RGP for strong growth in the coming years.

Brand Clarity + Amplification

Bring clarity and focus to our brand architecture and brand positioning to own the opportunity around project execution

Go-To-Market Operations

Continue to grow and expand strategic account and industry programs, improve pricing, digitize and optimize the consultant and client experience, and create a new Emerging Account segment

Digital

Expand high-demand digital transformation offerings

HUGO

Increase adoption of and reliance on self-service digital engagement platform to drive faster long-term growth in professional staffing business

M&A

Pursue highly targeted acquisition opportunities in tip-of-the-spear areas like digital transformation and workforce strategy



Revenue Growth

Resilient revenue trend over the last twelve months through Q3 FY23, despite softening in the macroeconomic environment

Steady upward trend in average bill rates with significant upside



Gross Margin (GM)

Industry-leading GM of 40.5% over the last twelve months through Q3 FY23

Maintaining strong bill-pay ratio in a highly tight labor market

Evolving the mix of business to further expand GM



EBITDA Performance

Adjusted EBITDA Margin* of 13.6% over the last twelve months through Q3 FY23

Foundational operational initiatives have generated significant and sustainable improvement to overall cost structure

Launched holistic transformation of enterprise technology infrastructure to drive further leverage in support of growth

* See the Appendix for reconciliations of Non-GAAP Measures.

Financial Highlights.

RGP[®]

Results of Operations

(\$ in thousands)	FY2020	FY2021	FY2022	LTM Q3 FY2023
Revenue	\$ 703,353	\$ 629,516	\$ 805,018	\$808,225
Revenue Growth Rate	(3.5%)	(10.5%)	27.9%	0.4%
Gross Margin	39.2%	38.3%	39.3%	40.5%
Adjusted SG&A Percentage ⁽¹⁾	30.7%	30.2%	26.6%	26.9%
Adjusted EBITDA ⁽²⁾	\$ 59,886	\$ 52,794	\$ 103,131	\$110,319
Adjusted EBITDA Margin ⁽²⁾	8.5%	8.4%	12.8%	13.6%

(1) Excludes stock-based compensation expense, technology transformation costs, restructuring costs, and contingent consideration adjustments

(2) Adjusted EBITDA is earnings before interest, taxes, depreciation, amortization, stock-based compensation expense, goodwill impairment charge, technology transformation costs, restructuring costs, and contingent consideration adjustments. See the Appendix for reconciliations of Non-GAAP Measures.

Financial Highlights.

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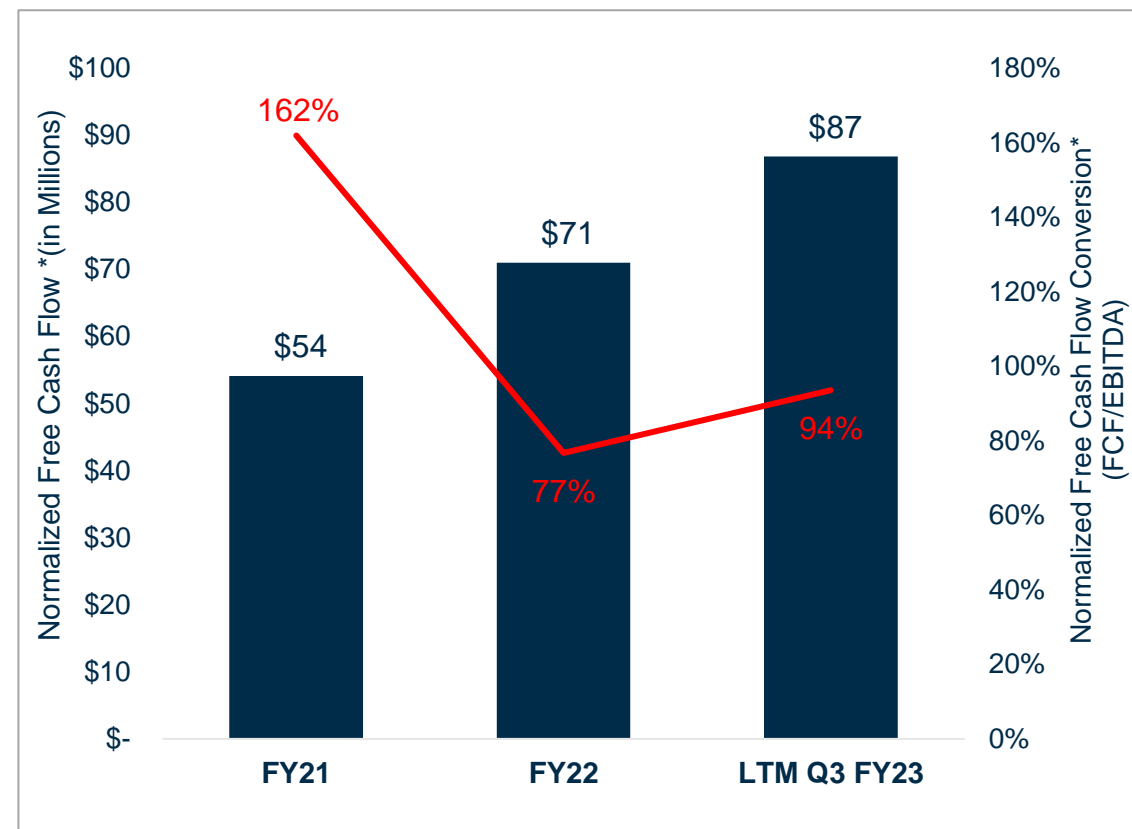
Balance Sheet

(\$ in thousands)	FY2020	FY2021	FY2022	Q3 FY2023
Cash	\$ 95,624	\$ 74,391	\$ 104,224	\$103,905
Current Assets	\$ 230,999	\$ 235,265	\$ 308,541	\$262,554
Total Assets	\$ 529,181	\$ 520,644	\$ 581,473	\$532,320
Current Liabilities	\$ 94,901	\$ 100,906	\$ 124,322	\$102,090
Long-term Debt	\$ 88,000	\$ 43,000	\$ 54,000	-
Total Liabilities	\$ 225,520	\$ 191,098	\$ 209,024	\$125,485
Equity	\$ 303,661	\$ 329,546	\$ 372,449	\$406,835
Working Capital	\$ 136,098	\$ 134,359	\$ 184,219	\$160,464
Net Debt ⁽¹⁾	\$ (7,624)	\$ (31,391)	\$ (50,224)	\$ (103,905)

(1) Net Debt is calculated as Long-term Debt less Cash

Strong Cash Flow Generation.

(\$ in millions)	FY2021	FY2022	LTM Q3 FY2023
Cash from operating activities	\$ 39.9	\$ 49.4	\$ 90.6
Less: Capital expenditures	\$ (3.8)	\$ (3.0)	\$ (1.8)
Free cash flow*	\$ 36.1	\$ 46.4	\$ 88.8
Income taxes paid (refund)	\$ 18.0	\$ 24.6	\$ (1.9)
Normalized Free cash flow*	\$ 54.1	\$ 71.0	\$ 86.9
EBITDA*	\$ 33.4	\$ 92.5	\$ 92.8
Normalized Free cash flow conversion* (FCF/EBITDA)	161.9%	76.8%	93.6%



* EBITDA, Free cash flow, Normalized Free cash flow and Normalized Free cash flow conversion presented are Non-GAAP Measures. Please refer to the Appendix for reconciliations of Non-GAAP Measures.

Capital Allocation Framework.

RGP generates strong operating cash flow and allocates capital between organic investments, acquisitions, debt repayment, and direct return to stockholders, while maintaining a balanced leverage ratio.



Investment in Growth

Strategically allocate capital to organic investments and targeted M&A that drive long-term value for our stockholders.



Debt Repayment

Strong free cash flow supports borrowing capacity and expedited deleveraging.



Return to Stockholders

Provide return to our stockholders through dividends and share repurchases.

Focused on Creating and Unlocking Stockholder Value.

RGP delivers competitive returns to its stockholders.

\$65M
Share Repurchases*

\$88M
Dividends*

3%

Industry Leading
Dividend Yield

10
Years

Consistent Dividend
Return

*over the last 5 years
Note: share count as of 3/30/2023 is 33,628,762



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Thank You



Appendix

Reconciliations of non-GAAP measures.

Reconciliation of net income (loss) to Adjusted EBITDA

(\$ in millions)	LTM Q3			
	FY2020	FY2021	FY2022	FY2023
Net income	\$ 28.3	\$ 25.2	\$ 67.2	\$ 63.1
Adjustments:				
Amortization expense	5.7	5.2	4.9	5.0
Depreciation expense	5.0	3.9	3.6	3.6
Interest expense, net	2.1	1.6	1.0	1.0
Income tax expense (benefit)	6.9	(2.5)	15.8	20.1
EBITDA	\$ 48.0	\$ 33.4	\$ 92.5	\$ 92.8
Stock-based compensation expense	6.1	6.6	8.2	9.7
Restructuring costs	5.0	8.3	0.8	(0.3)
Contingent consideration adjustment	0.8	4.5	0.2	-
Goodwill Impairment				3.0
Technology transformation costs	-	-	1.4	5.1
Adjusted EBITDA	\$ 59.9	\$ 52.8	\$ 103.1	\$ 110.2
Revenue	\$ 703.4	\$ 629.5	\$ 805.0	\$ 808.2
Net Income Margin	4.0%	4.0%	8.3%	7.8%
Adjusted EBITDA margin	8.5%	8.4%	12.8%	13.6%

Reconciliations of non-GAAP measures.

Reconciliation of run-rate SG&A leverage

(\$ in millions)	FY2020	FY2021	FY2022	LTM Q3 FY2023
GAAP SG&A expense	\$ 228.1	\$ 209.3	\$ 224.7	231.7
Less:				
Stock-based compensation expense	6.1	6.6	8.2	9.7
Restructuring costs	5.0	8.3	0.8	(0.3)
Contingent consideration adjustment	0.8	4.5	0.2	-
Technology transformation costs	-	-	1.4	5.1
Adjusted SG&A	\$ 216.2	\$ 189.9	\$ 214.1	\$ 217.2
Revenue	\$ 703.4	\$ 629.5	\$ 805.0	\$ 808.2
Adjusted SG&A leverage	30.7%	30.2%	26.6%	26.9%

Reconciliations of non-GAAP measures.

Reconciliation of cash from operating activities to free cash flow and normalized free cash flow

(\$ in millions)	LTM Q3			
	FY2020	FY2021	FY2022	FY2023
Cash from operating activities	\$ 49.5	\$ 39.9	\$ 49.4	\$ 90.6
Less: Capital expenditures	(2.3)	(3.8)	(3.0)	(1.8)
Free cash flow	\$ 47.2	\$ 36.1	\$ 46.4	\$ 88.8
EBITDA	\$ 48.0	\$ 33.4	\$ 92.5	\$ 92.8
Free cash flow conversion	98.3%	108.1%	50.2%	95.7%
Free cash flow	\$ 47.2	\$ 36.1	\$ 46.4	\$ 88.8
Income taxes paid	8.3	18.0	24.6	(1.9)
Normalized free cash flow	\$ 55.5	\$ 54.1	\$ 71.0	\$ 86.9
EBITDA	\$ 48.0	\$ 33.4	\$ 92.5	\$ 92.8
Normalized free cash flow conversion	115.6%	161.9%	76.8%	93.6%