



Deutsche Bank Leveraged Finance Conference

Kelly Tuminelli, CFO

October 2023

Cautionary Note Regarding Forward-Looking Statements and Other Financial Information

For purposes of this presentation, the terms “TriNet,” “the Company,” “we,” “us” and “our” refer to TriNet Group, Inc., and its subsidiaries. This presentation contains statements that are not historical in nature, are predictive in nature, or that depend upon or refer to future events or conditions or otherwise contain forward-looking statements within the meaning of Section 21 of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. Forward-looking statements are often identified by the use of words such as, but not limited to, “ability,” “anticipate,” “believe,” “can,” “continue,” “could,” “design,” “estimate,” “expect,” “forecast,” “hope,” “impact,” “intend,” “may,” “outlook,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “strategy,” “target,” “value,” “will,” “would” and similar expressions or variations intended to identify forward-looking statements. Examples of forward-looking statements include, among others, TriNet’s expectations regarding: the notes offering, the revolving credit facility amendment and the equity tender offer and share repurchase, the impact of the Zenefits and Clarus R+D acquisitions on our business; our ability to successfully diversify our overall service and technology offerings to support SMBs throughout their lifecycle; our plans and ability to grow our client base; our expectations regarding medical utilization rates by our WSEs and the impact of inflation on our insurance costs; the effect that our stock repurchase and tender offer programs will have on our business; our ability to leverage our scale and industry HR experience to deliver vertical focused offerings and the impact of such offerings; planned improvements to our technology platform and HRIS software; our ability to improve operating efficiencies; the impact of our client service initiatives and whether they enhance client experience and satisfaction; our continued ability to provide access to a broad range of benefit programs on a cost-effective basis; our expectations regarding the volume and severity of insurance claims and insurance claim trends; the effectiveness of our risk strategies for, and management of, workers’ compensation, health benefit insurance costs and deductibles, and EPLI risk; the metrics that may be indicators of future financial performance; the relative value of our benefit offerings versus those SMBs can independently obtain; the impact that our benefit offerings have for SMBs seeking to attract and retain employees; the principal competitive drivers in our market; the impact of our plans to improve our sales performance, grow new clients, and manage client attrition; our investment strategy and its impact on our ability to generate future interest income, net income, and Adjusted EBITDA; seasonal trends and their impact on our business; fluctuations in the period-to-period timing of when we incur certain operating expenses; the estimates and assumptions we use to prepare our financial statements; our belief that we can meet our present and reasonably foreseeable operating cash needs and future commitments through existing liquid assets and continuing cash flows from corporate operating activities; and other expectations, outlooks and forecasts on our future business, operational and financial performance.

Important factors that could cause actual results, level of activity, performance or achievements to differ materially from those expressed or implied by these forward-looking statements are discussed above and throughout our Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on February 15, 2023 (our 2022 Form 10-K), including those appearing under the heading “Risk Factors” in Item 1A, and under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of our 2022 Form 10-K, and those appearing in the other periodic filings we make with the SEC, and including risk factors associated with: our ability to manage unexpected changes in workers’ compensation and health insurance claims and costs by worksite employees; our ability to mitigate the unique business risks we face as a co-employer; the effects of volatility in the financial and economic environment on the businesses that make up our client base; loss of clients for reasons beyond our control and the short-term contracts we typically use with our clients; the impact of regional or industry-specific economic and health factors on our operations; the impact of failures or limitations in the business systems and service centers we rely upon; the impact of our Recovery Credits on our business and client loyalty and retention; changes in our insurance coverage or our relationships with key insurance carriers; our ability to improve our services and technology to satisfy client and regulatory expectations; our ability to effectively integrate businesses we have acquired or may acquire in the future; our ability to effectively manage and improve our operational effectiveness and resiliency; our ability to attract and retain qualified personnel; the effects of increased competition and our ability to compete effectively; the impact on our business of cyber-attacks, breaches, disclosures and other data-related incidents; our ability to protect against and remediate cyber-attacks, breaches, disclosures and other data-related incidents, whether intentional or inadvertent and whether attributable to us or our service providers; our ability to comply with evolving data privacy and security laws; our ability to manage changes in, uncertainty regarding, or adverse application of the complex laws and regulations that govern our business; changing laws and regulations governing health insurance and employee benefits; our ability to be recognized as an employer of worksite employees and for our benefits plans to satisfy all requirements under federal and state regulations; changes in the laws and regulations that govern what it means to be an employer, employee or independent contractor; the impact of new and changing laws regarding remote work; our ability to comply with the licensing requirements that govern our HCM solutions; the outcome of existing and future legal and tax proceedings; fluctuation in our results of operations and stock price due to factors outside of our control; our ability to comply with the restrictions of our credit facility and meet our debt obligations; and the impact of concentrated ownership in our stock by Atairos and other large stockholders. Any of these factors could cause our actual results to differ materially from our anticipated results.

Forward-looking statements are not guarantees of future performance but are based on management’s expectations as of the date of this presentation and assumptions that are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from our current expectations and any past results, performance or achievements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

The information provided in this presentation is based upon the facts and circumstances known as of the date of this presentation, and any forward-looking statements made by us in this presentation speak only as of the date of this presentation. We undertake no obligation to revise or update any of the information provided in presentation, except as required by law.

Non-GAAP Financial Measures

In addition to financial measures presented in accordance with U.S. Generally Accepted Accounting Principles (GAAP), we present other non-GAAP financial measures in this presentation that we use to manage our business, to make planning decisions, to allocate resources, and to use as performance measures in our executive compensation plan. These key financial measures provide an additional view of our operational performance over the long term and provide information that we use to maintain and grow our business.

The presentation of these non-GAAP financial measures is used to enhance the understanding of certain aspects of our financial performance. It is not meant to be considered in isolation, superior to, or as a substitute, for the directly comparable financial measures prepared in accordance with GAAP. **Reconciliations of the non-GAAP financial measures included in this presentation to TriNet's financial results as determined in accordance with GAAP are included in Appendix A.**

Agenda

- 1 TriNet Overview
- 2 Financial Review
- 3 Q&A
- 4 Appendix

TriNet Overview

Investment Highlights

Innovation leader serving large,
under-penetrated market

Increased operational scale and
financial leverage

Differentiated PEO vertical product
offerings and HRIS software platform

Profitable growth supported by
strong corporate cash generation

Large Market Opportunity

~61 million

Number of Employees who work for companies with 500 or fewer employees⁵

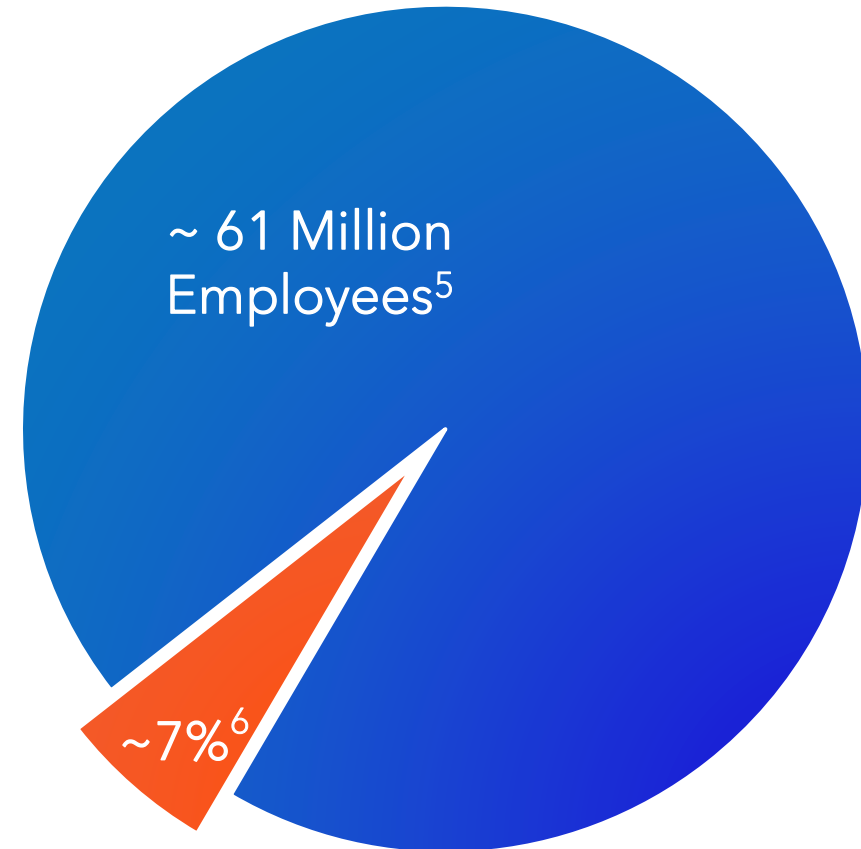
7%

Approximate percentage of SMB Worksite Employees (WSEs) who work for SMBs using a PEO⁶

480+

PEO industry is made up of over 480 PEO service providers⁶

Underpenetrated SMB Market



^{5,6} See Appendix B

Challenges Facing SMBs



Compliance

- Significant regulatory oversight
- Risks for federal, state, and local noncompliance are high

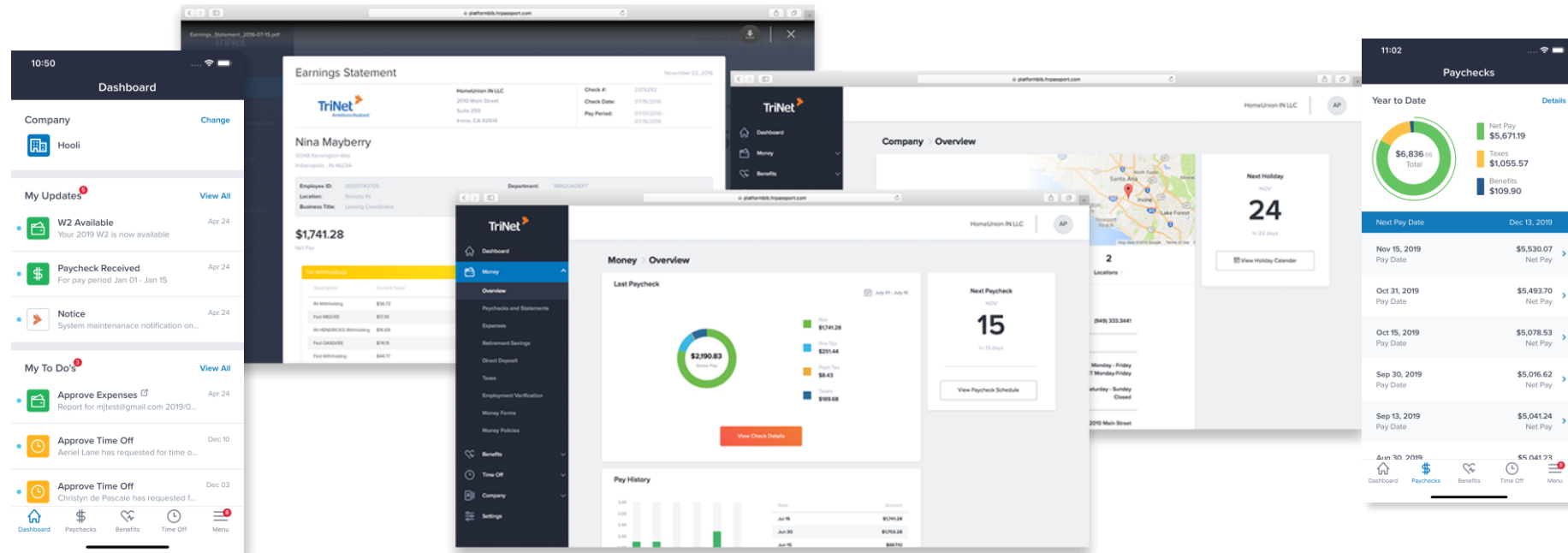
Complexity

- Federal, state, and local regulations continue to diverge
- Managing HR across multiple jurisdictions

Cost

- SMBs pay multiple vendors and employees for a variety of operational and insurance solutions
- Expensive for SMBs to ensure compliance and to vigorously defend themselves

A Leading PEO Technology Platform



- Benefits Enrollment
- New Hire Onboarding
- Automatic Payroll

- Workforce Analytics
- Mobile App
- Time Tracking

- Expense Management
- Marketplace
- Integration Center

Common PEO Product and Service Capabilities



HR Expertise

- ACA compliance guidance
- Employee onboarding and orientation
- Benefits funding guidance and strategy
- Employee resource center
- HR compliance best practices review
- Human Capital Assessment
- Retention tracking
- Support hiring/terminating
- Assists with reporting and analytics
- Immigration services
- PTO policies and guidance
- Recruitment and interview training



Benefit Options

- Medical (PPO, HMO, HDHP)
- Dental
- Vision
- Flexible Spending Account (FSA) and Health Savings Account (HSA) administration
- Life/AD&D
- Short-term and long-term disability
- COBRA administration
- 401(k) setup and administration
- Payroll contributions
- Benefits enrollment and administrative access
- Employee Assistance Program (EAP)
- Employee discounts and perks
- Commuter benefits
- Pet insurance



Payroll Services

- Payroll processing and management
- Online paystubs
- Federal, state, and local employment tax filing and remittance
- W-2 administration
- Wage garnishment
- Payroll reporting
- Direct deposit



Risk Mitigation

- Workers' compensation
- Employment Practices Liability Insurance (EPLI)
- Compliance expertise for applicable federal/state employment laws
- Sexual harassment awareness training
- Unemployment insurance claim administration
- Workplace safety best practices
- Claims management
- Affordable Care Act compliance
- Employee handbook
- EEO-1 reporting
- Termination guidance
- Workplace employment posters
- Wage and hour guidance




Technology Platform

- Employee and manager self-service platform
- Online on-boarding and benefits enrollment
- PTO tracking
- Database management and custom reporting
- Online training
- Performance management
- Expense management
- Applicant tracking
- Background screening
- Compensation benchmarks
- Total compensation statements
- HR reports (census, payroll, deductions, benefits, etc.)
- Visa tracking

Scaled Service Model

**Rapid access to HR expertise:
when they want, how they want**



Personalized
strategic resource
Account Manager



Specialized experts
**HR Guidance
Benefits
Payroll
Platform**



Responsive support for
your employees, 24/7
Solution Center

Vertical Strategy



Full-service HR solutions tailored to our targeted Verticals for PEO clients

- Different industries have different needs
- SMBs want partners who know their industries and can scale with them
- Vertical Strategy for PEO aligns sales force, service teams, and product development
- Focused development and enhancement of vertical products on our platform

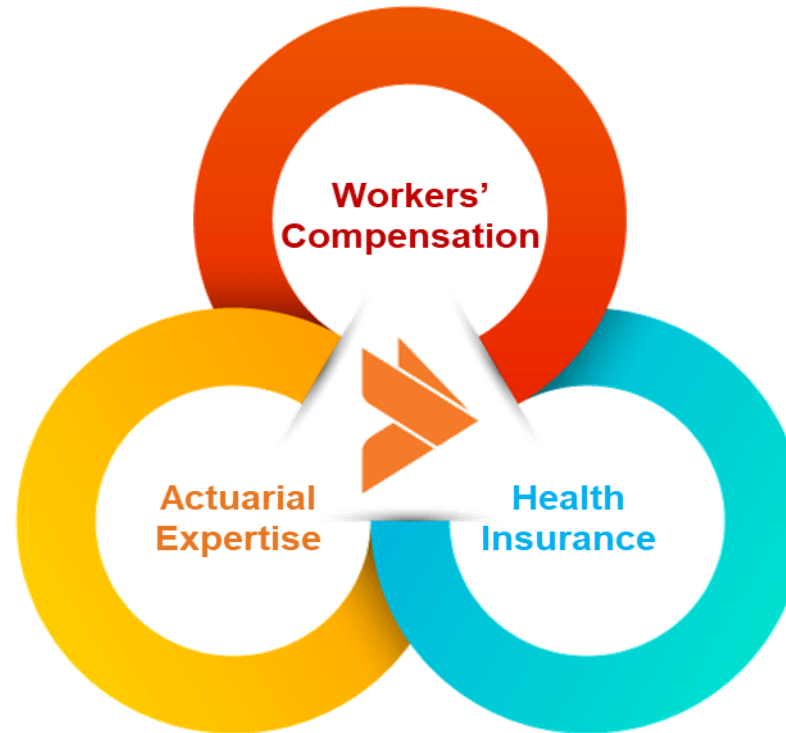
Insurance Services

Workers' Compensation

- Provide fully insured, industry standard **\$1 million** per claim deductible policies
- Assist clients by providing risk management services

Actuarial Expertise

- Maintain internal workers' compensation and health actuaries
- Tasked with ensuring clients are appropriately priced to risk and experience
- Critical for tracking and forecasting claims

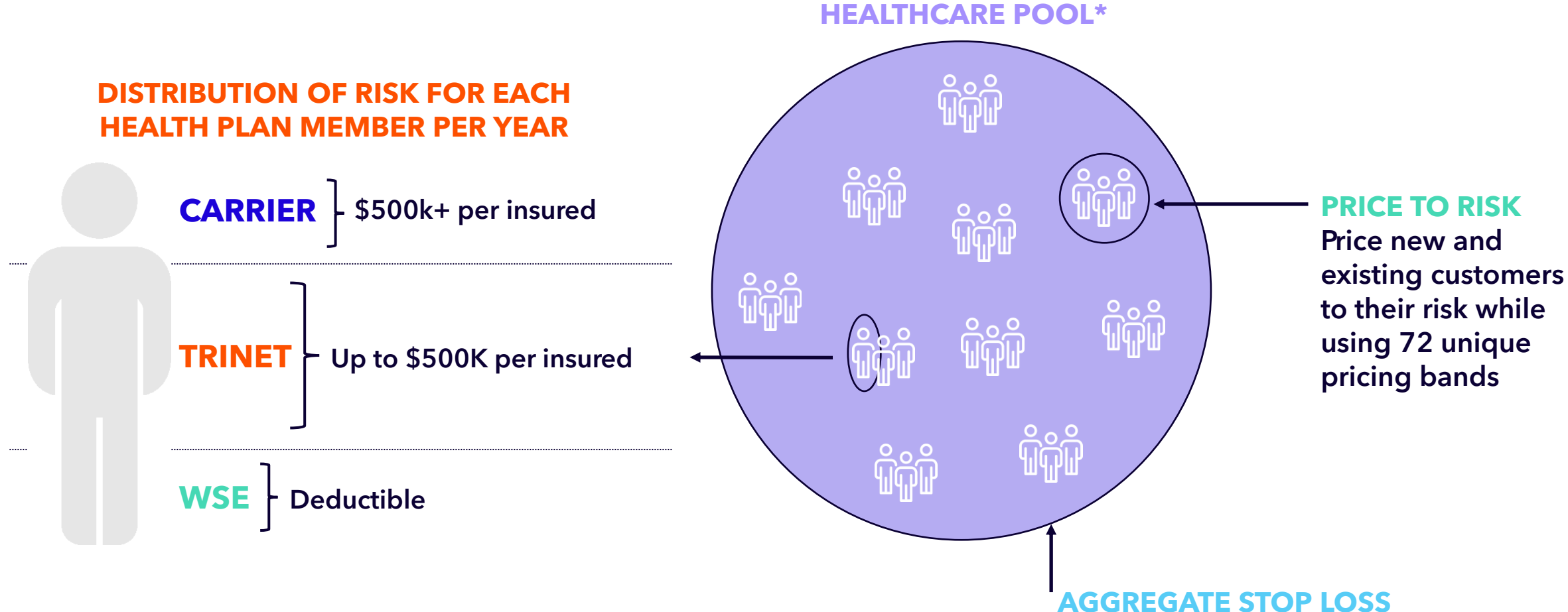


Health Insurance

- Offer 200+ fully insured health plans
- Scale enables us to offer national and regional health offerings aligned to our target verticals
- We manage an aggregate deductible layer for the majority of our group health insurance fees
- By managing this deductible layer, we work with our carrier partners to construct offerings we believe will be more attractive to our target verticals

Managing Health Insurance Risk

TriNet manages a deductible layer of risk within our minimum premium health plans



* Healthcare Pool is comprised of all active members and COBRA subscribers

Experienced Leadership Team



Burton M. Goldfield
President &
Chief Executive Officer



Kelly Tuminelli
Executive Vice President &
Chief Financial Officer



Samantha Wellington
Executive Vice President,
Business Affairs, Chief Legal
Officer and Secretary



Alex Warren
Chief Revenue Officer



Michael Mendenhall
Chief Marketing Officer and Chief
Communications Officer



Catherine Wragg
Chief People Officer



Jeff Hayward
Chief Technology Officer



Jay Venkat
Chief Digital and Innovation
Officer



Thomas Rose
Senior Vice President,
Customer Success and
Operations

Financial Review



Financial Model

Revenue Growth

- Vertical strategy drives volume growth
- Customer experience drives retention
- Insurance products priced to risk

EBITDA Growth from Operating Leverage

- Disciplined Operating Expense management
- Use scale in operations and service of our customers
- Continuous process improvement

Strong Corporate Operating Cash Flow*

- Efficient Working Capital
- CAPEX light
- Profitability supported by corporate operating cash flows

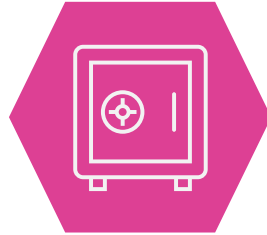
* Non-GAAP measure; see Appendix A for reconciliation to closest GAAP measure

Financial Policy



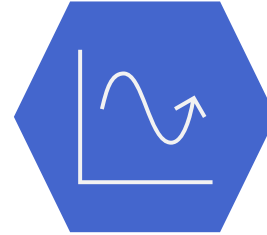
Prioritize

**Capital
Deployment for
Organic Growth**



Maintain

**Appropriate Cash
Buffer & Prudent
Access to Liquidity**



Target

**Leverage Ratio of
1.5x-2.0x Adjusted
EBITDA***



Deploy/Return

**75%, on Average,
of Corporate
Operating Cash
Flow* via Capital
Returns/ M&A,
Annually**

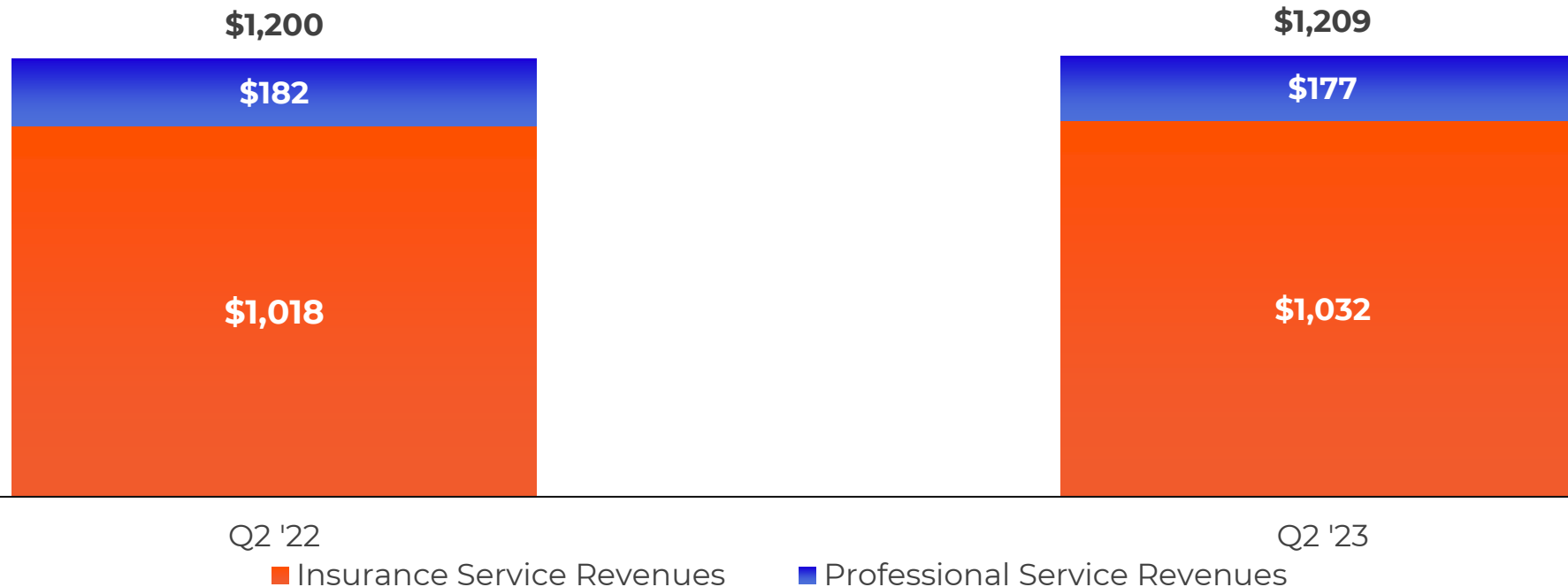
*Non-GAAP measure; see Appendix A for reconciliation to closest GAAP measure

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Q2 2023 Financial Highlights

Q2 2023 Total Revenues⁴

- In Q2 '23, Total Revenues increased **1%** year-over-year, and Professional Service Revenues decreased **3%** year-over-year, driven by lower WSE volume offset by rate growth



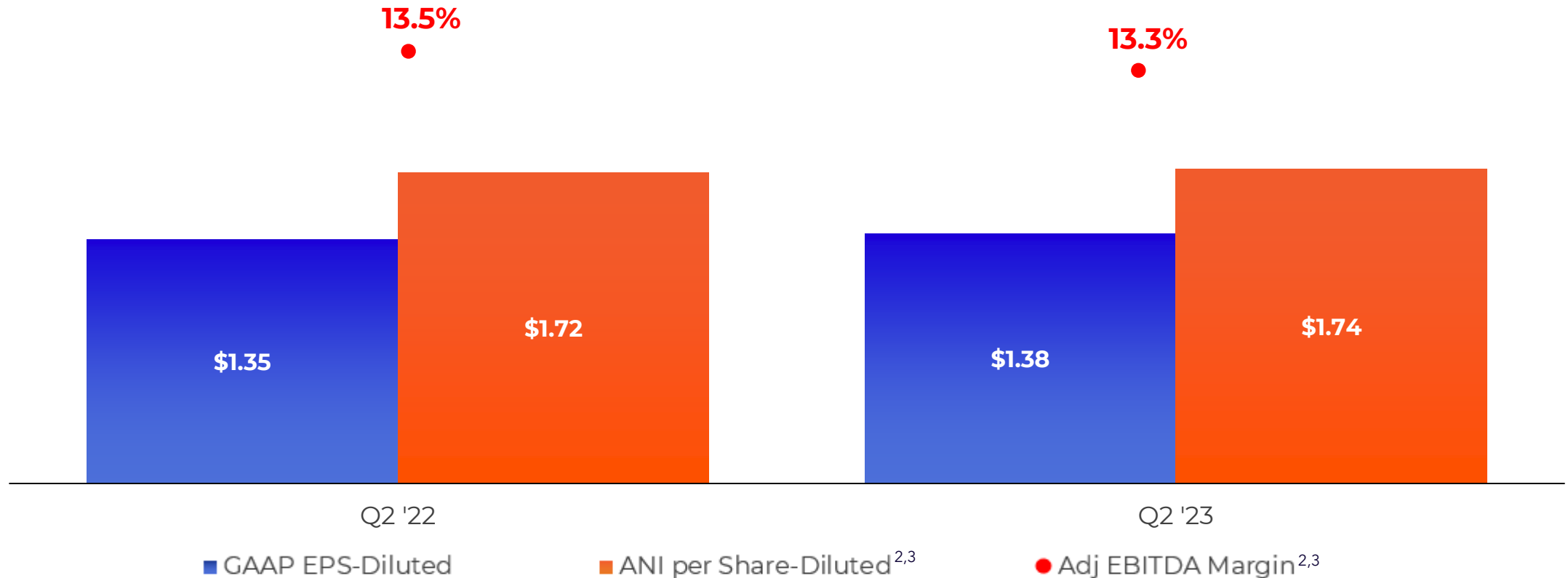
Q2 2023 Insurance Cost Ratio^{1,4}

- Insurance Cost Ratio¹ was largely **unchanged** year-over-year in Q2 '23
- The Q2 '23 Insurance Cost Ratio was impacted by increased Insurance Cost growth driven by health utilization and health cost inflation offset by favorable prior period development in workers compensation



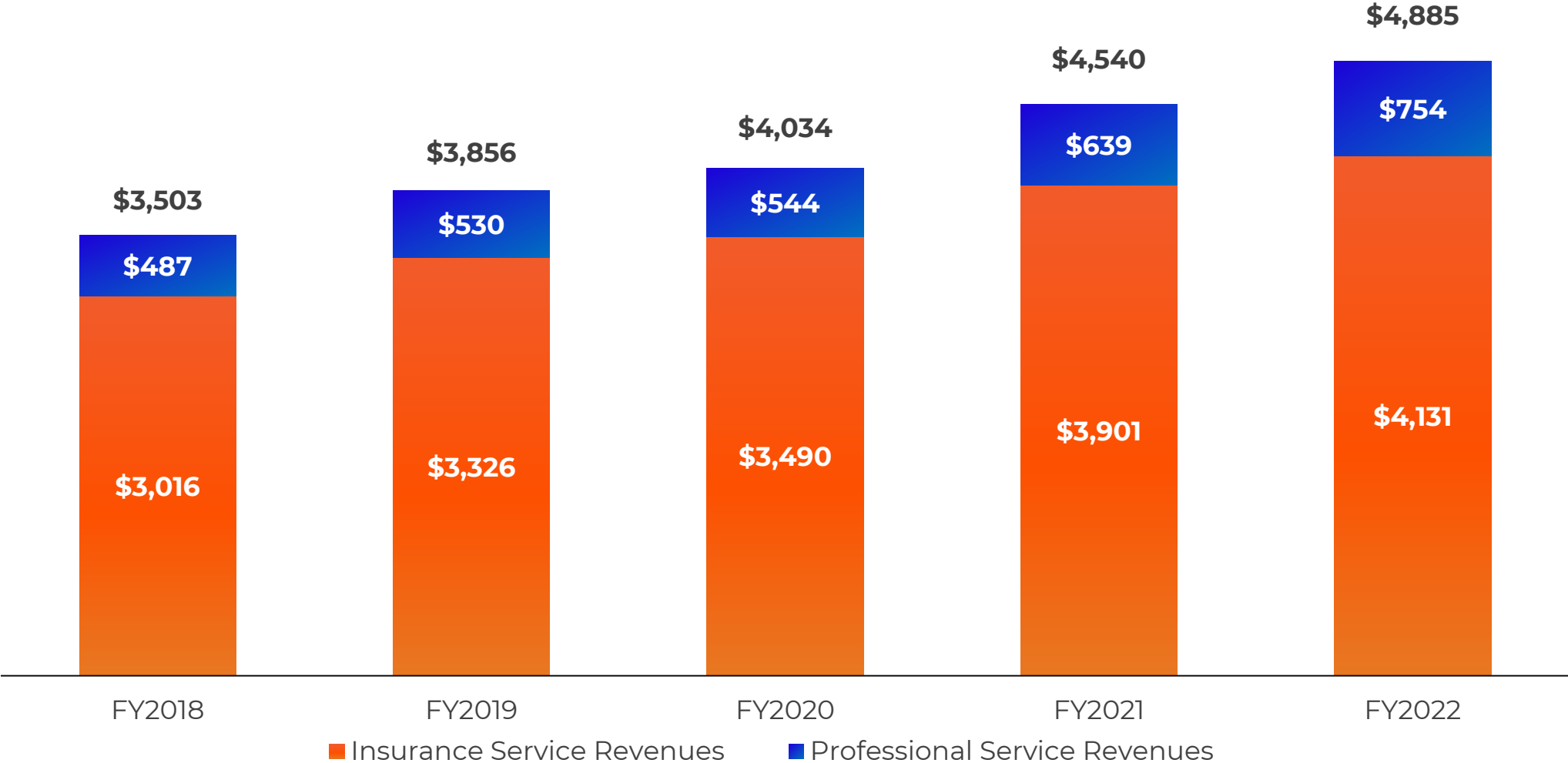
Q2 2023 EPS⁴ & Adjusted EBITDA Margin^{2,3,4}

- GAAP Net Income per share-diluted grew **2%** and Adjusted Net Income (ANI) per share-diluted^{2,3} grew **1%** in Q2 '23
- For Q2 '23, Adjusted EBITDA Margin^{2,3} contracted slightly



Historical Financial Performance

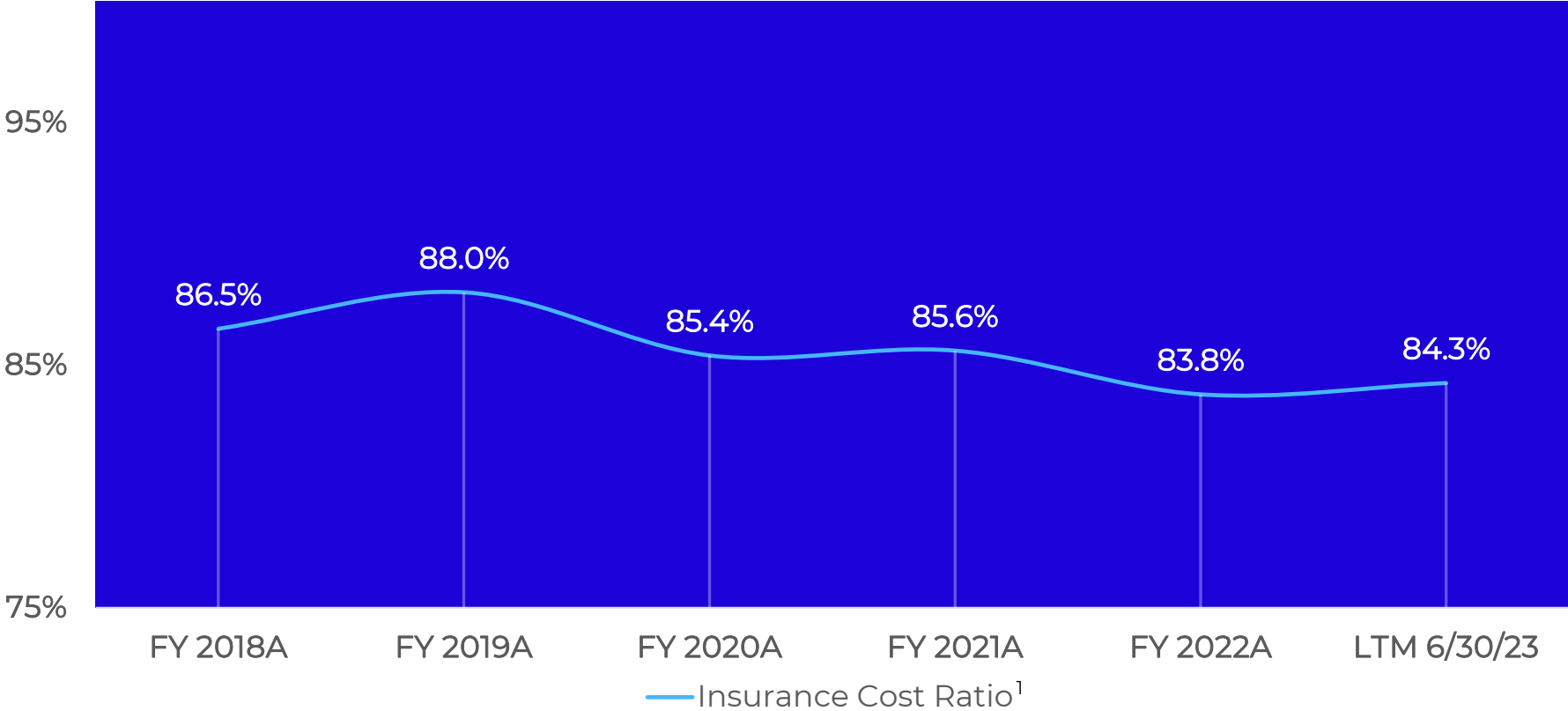
Consistent Total Revenues⁴ Growth



*9% Total Revenues & 12% Professional Service Revenues CAGR⁵
From 2018 Through 2022*

Historical Insurance Cost Ratio^{1,4}

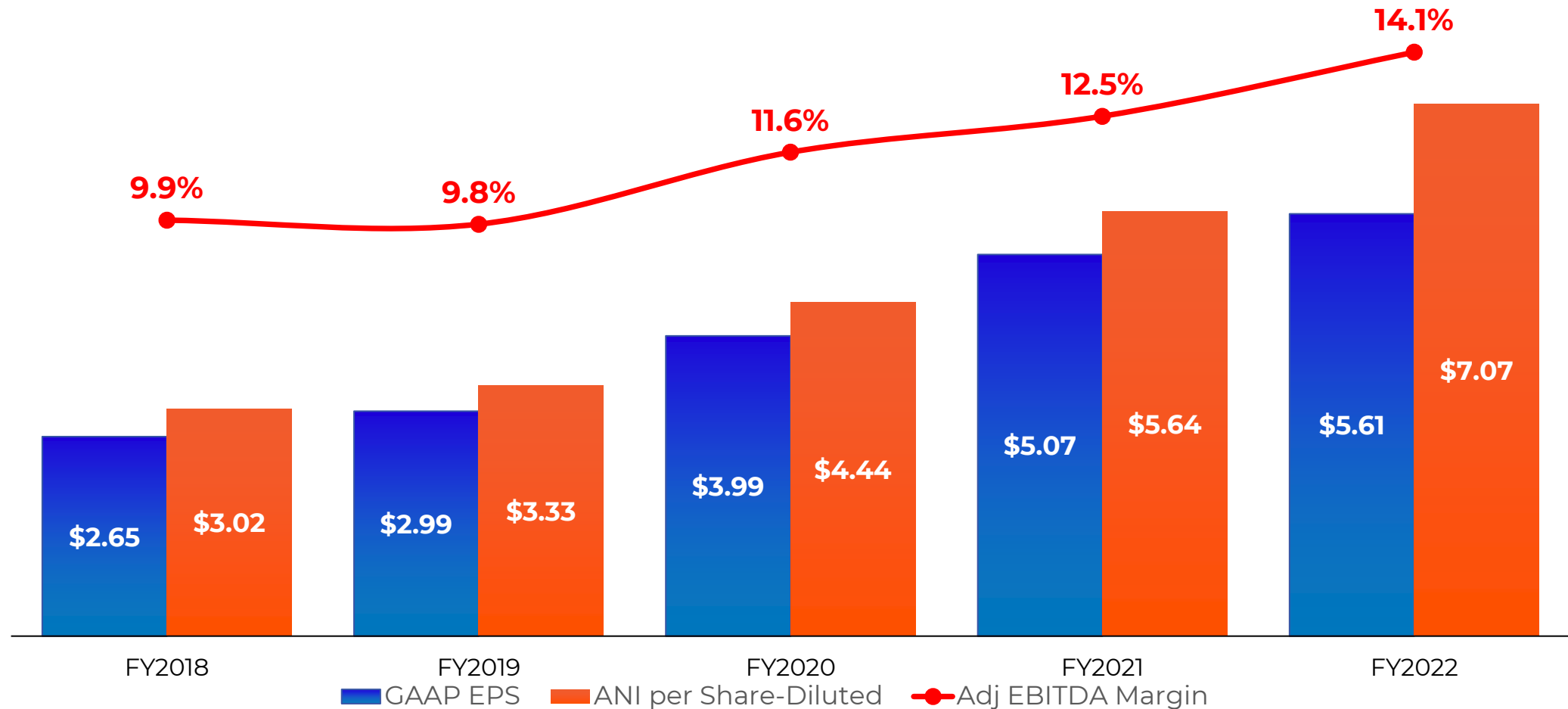
Insurance Cost Ratio
FY 2018A - LTM 6/30/23



Priced for Stable Insurance Cost Experience

^{1,4} See Appendix B

Attractive EPS⁴ Growth & Adj EBITDA Margin^{2,3,4} Expansion



21% GAAP EPS CAGR⁵ and 24% Adjusted EPS^{2,3} CAGR⁵ From 2018 Through 2022
with Adjusted EBITDA Margin^{2,3} Expansion

Q&A

Appendix

Appendix A

Reconciliation of non-GAAP financial measures to GAAP financial measures

Reconciliation of GAAP to Non-GAAP Measures

The table below presents a reconciliation of Net income to Adjusted EBITDA:

(in millions)	Year Ended December 31,				
	2022	2021	2020	2019	2018
Net income	\$ 355	\$ 338	\$ 272	\$ 212	\$ 192
Provision for income taxes	127	103	85	58	49
Stock based compensation	62	50	43	41	44
Interest expense, bank fees and other ⁽¹⁾	39	20	21	21	22
Depreciation and amortization of intangible assets ⁽²⁾	64	54	47	46	40
Amortization of cloud computing arrangements	4	—	—	—	—
Transaction and integration costs	37	—	—	—	—
Adjusted EBITDA	\$ 688	\$ 565	\$ 468	\$ 378	\$ 347
Adjusted EBITDA Margin	14.1 %	12.5 %	11.6 %	9.8 %	9.9 %

⁽¹⁾ Amount includes \$17M of realized investments losses on sales and impairments related to AFS securities in 2022.

⁽²⁾ Amount includes impairment of customer relationship intangibles in 2021.

The table below presents a reconciliation of Net income to Adjusted Net Income:

(in millions)	Year Ended December 31,				
	2022	2021	2020	2019	2018
Net income	\$ 355	\$ 338	\$ 272	\$ 212	\$ 192
Effective income tax rate adjustment	5	(10)	(6)	(11)	(13)
Stock based compensation	62	50	43	41	44
Amortization of other intangible assets, net ⁽¹⁾	18	12	5	5	5
Non-cash interest expense	1	3	1	1	4
Transaction and integration costs	37	—	—	—	—
Income tax impact of pre-tax adjustments	(30)	(17)	(12)	(12)	(14)
Adjusted Net Income	\$ 448	\$ 376	\$ 303	\$ 236	\$ 218

⁽¹⁾ Amount includes impairment of customer relationship intangibles in 2021.

Appendix A

Reconciliation of non-GAAP financial measures to GAAP financial measures

Reconciliation of GAAP to Non-GAAP Measures

The table below presents a reconciliation of net income to Adjusted EBITDA:

(in millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net income	\$ 83	\$ 85	\$ 214	\$ 230
Provision for income taxes	28	31	78	85
Stock based compensation	17	18	28	30
Interest expense, bank fees and other ⁽¹⁾	6	5	13	11
Depreciation and amortization of intangible assets	18	16	36	29
Amortization of cloud computing arrangements	2	—	4	2
Transaction and integration costs	7	7	12	17
Adjusted EBITDA	\$ 161	\$ 162	\$ 385	\$ 404
Adjusted EBITDA Margin	13.3 %	13.5 %	15.7 %	16.7 %

The table below presents a reconciliation of net income to Adjusted Net Income and Adjusted Net Income per share - diluted:

(in millions, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Net income	\$ 83	\$ 85	\$ 214	\$ 230
Effective income tax rate adjustment	—	—	3	5
Stock based compensation	17	18	28	30
Amortization of intangible assets ⁽¹⁾	5	5	11	8
Non-cash interest expense	1	1	1	1
Transaction and integration costs	7	7	12	17
Income tax impact of pre-tax adjustments	(8)	(8)	(13)	(15)
Adjusted Net Income	\$ 105	\$ 108	\$ 256	\$ 276
GAAP weighted average shares of common stock - diluted	60	63	60	64
Adjusted Net Income per share - diluted	\$ 1.74	\$ 1.72	\$ 4.24	\$ 4.30

The table below presents a reconciliation of net cash provided by (used in) operating activities to Corporate Operating Cash flows:

(in millions)	Six Months Ended June 30,	
	2023	2022
Net cash provided by operating activities	\$ 67	\$ 125
Less: Change in WSE related other current assets	89	9
Less: Change in WSE related liabilities	(277)	(177)
Net cash used in operating activities - WSE	\$ (188)	\$ (168)
Net cash provided by operating activities - Corporate	\$ 255	\$ 293

Appendix B

Please refer to our most recent Annual Report and Quarterly Reports for a more detailed discussion of our Statement of Cash Flows

Cash Flows

The following table presents our cash flow activities for the stated periods:

(in millions)	Six Months Ended June 30,					
	2023			2022		
	Corporate	WSE	Total	Corporate	WSE	Total
Net cash provided by (used in):						
Operating activities	\$ 255	\$ (188)	\$ 67	\$ 293	\$ (168)	\$ 125
Investing activities	(31)	—	(31)	(184)	(7)	(191)
Financing activities	(100)	—	(100)	(385)	—	(385)
Net increase (decrease) in cash and cash equivalents, unrestricted and restricted	\$ 124	\$ (188)	\$ (64)	\$ (276)	\$ (175)	\$ (451)
Cash and cash equivalents, unrestricted and restricted:						
Beginning of period	\$ 406	\$ 1,131	\$ 1,537	\$ 660	\$ 1,078	\$ 1,738
End of period	\$ 530	\$ 943	\$ 1,473	\$ 384	\$ 903	\$ 1,287
Net increase (decrease) in cash and cash equivalents:						
Unrestricted	\$ 127	\$ —	\$ 127	\$ (276)	\$ —	\$ (276)
Restricted	\$ (3)	\$ (188)	\$ (191)	\$ —	\$ (175)	\$ (175)

Operating Activities

Components of net cash provided by (used in) operating activities are as follows:

(in millions)	Six Months Ended June 30,	
	2023	2022
Net cash provided by operating activities	\$ 67	\$ 125
Net cash used in operating activities - WSE	(188)	(168)
Net cash provided by operating activities - Corporate	255	293

Appendix C – End Notes

- ¹ Insurance costs to insurance service revenues ratio, or Insurance Cost Ratio, is a ratio obtained by dividing GAAP Insurance Costs by GAAP Insurance Service Revenues.
- ² Non-GAAP financial measure. See Slide 3 and Appendix A for more information about these non-GAAP financial measures, including reconciliations to GAAP. Additional information on these and our other non-GAAP measures, including reconciliations, can also be found in the annual and quarterly reports we file with the Securities and Exchange Commission.
- ³ Adjusted EBITDA is a non-GAAP measure calculated as Net income, excluding the effects of income tax provision, interest expense, bank fees and other, depreciation, amortization of intangible assets, and stock-based compensation expense. Corporate Operating Cash Flow is a non-GAAP measure calculated as Net cash (used in) provided by operating activities, excluding Change in WSE related other current assets and Change in WSE related liabilities and adding Net cash (used in) provided by operating activities – WSE. Corporate Cash + Invested Assets is a non-GAAP measure calculated by adding Cash and cash equivalents, Investments and Investments, noncurrent. Adjusted EBITDA Margin is a non-GAAP measure calculated by dividing non-GAAP measures Adjusted EBITDA by Total Revenues. Free Cash Flow is a non-GAAP measure calculated by subtracting Capital Expenditures from Net cash (used in) provided by operating activities – Corporate. Gross leverage ratio is a non-GAAP measure calculated by dividing Long-term debt by Adjusted EBITDA. Net leverage ratio is a non-GAAP measure calculated by dividing Long-term debt excluding Corporate cash by Adjusted EBITDA.
- ⁴ For more information regarding these measures or the components of these measures, please see our Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, including under the headings “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. Our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q are available on our investor relations website at <http://investor.trinet.com> and on the SEC’s website at www.sec.gov. Copies of these filings are also available by contacting TriNet’s Investor Relations Department at (510) 875-7201 or by clicking on the links under SEC Filings on TriNet’s Investor Relations website at <http://investor.trinet.com>.
- ⁵ US Census Bureau, 2018 SUSB Annual Data Tables by Establishment Industry; the total number of employees employed by firms with 500 or fewer employees.
- ⁶ National Association of Professional Employer Organizations (NAPEO); NAPEO White Paper Series #9, The PEO Industry Footprint 2021, May 2021.