

Reconciliation of GAAP to Non-GAAP Measures ¹

The table below presents a reconciliation of total revenues to Net Service Revenues:

(in millions)	Q1 2019	Q1 2020		FY 2019	Year 2020	
	Actual	Low	High	Actual	Low	High
Total revenues	\$ 934	10 %	11%	\$ 3,856	10%	13%
Less: Insurance costs	683	16	14	2,927	11	13
Net Service Revenues	\$ 251	(5)%	3%	\$ 929	6%	10%

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

(in millions)	Q1 2019	Q1 2020		FY 2019	Year 2020	
	Actual	Low	High	Actual	Low	High
Net income	\$ 63	(13)%	4%	\$ 212	2%	10%
Provision for income taxes	20	(20)	0	58	16	24
Stock-based compensation	9	(1)	(1)	41	6	6
Interest expense and bank fees	5	(20)	(20)	21	(29)	(29)
Depreciation and amortization of intangible assets	11	7	7	46	7	7
Adjusted EBITDA	\$ 108	(13)%	1%	\$ 378	3%	9%
Adjusted EBITDA Margin	43%	40 %	43%	41%	40%	40%

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 amounts)	Q1 2019	Q1 2020		FY 2019	Year 2020	
	Actual	Low	High	Actual	Low	High
Net income	\$ 63	(13)%	4%	\$ 212	2%	10%
Effective income tax rate adjustment	(1)	23	23	(11)	(54)	(45)
Stock-based compensation	9	(1)	(1)	41	6	6
Amortization of intangible assets	1	—	—	5	—	—
Non-cash interest expense	—	(53)	(53)	1	(52)	(52)
Income tax impact of pre-tax adjustments	(3)	9	9	(12)	7	7
Adjusted Net Income	\$ 69	(12)%	4%	\$ 236	5%	12%
GAAP Weighted average shares of common stock - diluted	71			71		
Adjusted Net Income per share - diluted	\$ 0.98	(12)%	4%	\$ 3.33	7%	14%

Note This guidance is as of February 13, 2020.

TriNet undertakes no duty to update this guidance in light of new information or future events.

Please see the accompanying Safe Harbor Statement for important information.

¹ Low and high percentages represent increases (decreases) from the same period in the previous year.

Non-GAAP Financial Measures

In addition to financial measures presented in accordance with U.S. Generally Accepted Accounting Principles (GAAP), we monitor other non-GAAP financial measures 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.

Non-GAAP Measure	Definition	How We Use The Measure
<i>Net Service Revenues</i>	<ul style="list-style-type: none"> Sum of professional service revenues and Net Insurance Service Revenues, or total revenues less insurance costs. 	<ul style="list-style-type: none"> Provides a comparable basis of revenues on a net basis. Professional service revenues are represented net of client payroll costs whereas insurance service revenues are presented gross of insurance costs for financial reporting purposes. Acts as the basis to allocate resources to different functions and evaluates the effectiveness of our business strategies by each business function. Provides a measure, among others, used in the determination of incentive compensation for management.
<i>Adjusted EBITDA</i>	<ul style="list-style-type: none"> Net income, excluding the effects of: <ul style="list-style-type: none"> income tax provision, interest expense, depreciation, amortization of intangible assets, and stock-based compensation expense. 	<ul style="list-style-type: none"> Provides period-to-period comparisons on a consistent basis and an understanding as to how our management evaluates the effectiveness of our business strategies by excluding certain non-cash charges such as depreciation and amortization, and stock-based compensation recognized based on the estimated fair values. We believe these charges are either not directly resulting from our core operations or not indicative of our ongoing operations. Enhances comparisons to prior periods and, accordingly, facilitates the development of future projections and earnings growth prospects. Provides a measure, among others, used in the determination of incentive compensation for management. We also sometimes refer to Adjusted EBITDA margin, which is the ratio of Adjusted EBITDA to Net Service Revenue.
<i>Adjusted Net Income</i>	<ul style="list-style-type: none"> Net income, excluding the effects of: <ul style="list-style-type: none"> effective income tax rate ⁽¹⁾, stock-based compensation, amortization of intangible assets, non-cash interest expense ⁽²⁾, and the income tax effect (at our effective tax rate ⁽¹⁾) of these pre-tax adjustments. 	<ul style="list-style-type: none"> Provides information to our stockholders and board of directors to understand how our management evaluates our business, to monitor and evaluate our operating results, and analyze profitability of our ongoing operations and trends on a consistent basis by excluding certain non-cash charges.

⁽¹⁾ Our 2020 non-GAAP effective tax rate is 25.5% which excludes the income tax impact from stock-based compensation, changes in uncertain tax positions and nonrecurring benefits or expenses from federal legislative changes.

⁽²⁾ Non-cash interest expense represents amortization and write-off of our debt issuance costs.

Safe Harbor Statement

"Safe Harbor" Statement: Statements in this presentation relate to TriNet's future plans, expectations, beliefs, intentions and prospects or are otherwise not historical in nature, are predictive in nature, or that depend upon or refer to future events or conditions. These statements and other similar statements are all "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," "estimate," "expect," "impact," "intend," "may," "plan," "project," "seek," "should," "strategy," "target," "value," "will," "would," "guidance," "high," "low" and similar expressions or variations. These statements are not guarantees of future performance, but are based on management's expectations as of the date hereof and assumptions that are inherently subject to uncertainties, risks and changes in circumstances that are difficult to predict.

Important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements include: our ability to mitigate the business risks we face as a co-employer; our ability to manage unexpected changes in workers' compensation and health insurance claims and costs by worksite employees; the effects of volatility in the financial and economic environment on the businesses that make up our client base; the impact of the concentration of our clients in certain geographies and industries; the impact of failures or limitations in the business systems we rely upon; adverse changes in our insurance coverage or our relationships with key insurance carriers; our ability to manage our client attrition; our ability to improve our technology to satisfy regulatory requirements and meet the expectations of our clients; our ability to effectively integrate businesses we have acquired or may acquire in the future; our ability to effectively manage and improve our operational processes; 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 and security breaches; our ability to secure our information technology infrastructure and our confidential, sensitive and personal information from cyber-attacks and security breaches; our ability to comply with constantly 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 under federal and state regulations; changes in the laws and regulations that govern what it means to be an employer, employee or independent contractor; our ability to comply with the laws and regulations that govern PEOs and other similar industries; the outcome of existing and future legal and tax proceedings; fluctuation in our results of operation and stock price due to factors outside of our control, such as the volume and severity of our workers' compensation and health insurance claims and the amount and timing of our insurance costs, operating expenses and capital expenditure requirements; 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. Any of these factors could cause our actual results to differ materially from our anticipated results.

Further information on risks that could affect TriNet's results is included in our filings with the U.S. Securities and Exchange Commission (SEC), including under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, which 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 Corporation'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>. Except as required by law, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements contained in this presentation, and any forward-looking statements in this presentation speak only as of February 13, 2020. In addition, we do not assume any obligation, and do not intend, to update any of our forward-looking statements, except as required by law.