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# Proxy Statement

2023 NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS





4400 Cox Road, Suite 110  
Glen Allen, Virginia 23060

April 27, 2023

Dear Fellow Stockholder:

On behalf of your Board of Directors and management, you are cordially invited to attend the 2023 Annual Meeting of Stockholders (the "Annual Meeting") of ASGN Incorporated (the "Company" or "ASGN"), at which you will be asked to vote upon:

1. the election of Mark A. Frantz, Jonathan S. Holman and Arshad Matin, as directors for three-year terms to expire at our 2026 Annual Meeting of Stockholders;
2. an advisory vote to approve the Company's named executive officer compensation for the year ended December 31, 2022;
3. an advisory vote on the frequency of future advisory votes on executive compensation;
4. the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2023; and
5. such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

The Annual Meeting will be held on Thursday, June 15, 2023, at 9:00 a.m. Eastern Time. The Annual Meeting will be held as a virtual meeting of stockholders, to be conducted exclusively online via live webcast. We believe that this virtual format prioritizes the health and well-being of our stockholders, and provides a format in which all of our stockholders have access to attend the meeting regardless of where they are located.

You will be able to participate in the Annual Meeting, submit questions during the Annual Meeting, and vote your shares electronically during the meeting by visiting [www.meetnow.global/MGQ257C](http://www.meetnow.global/MGQ257C). Because the Annual Meeting is being conducted electronically, you will not be able to attend the meeting in person. Details regarding how to participate in the live webcast of the Annual Meeting and the business to be conducted at the meeting are provided in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement, which you are urged to read carefully.

Please promptly vote your shares by telephone, using the Internet, or by signing and returning your proxy in the enclosed envelope.

Your vote is important no matter how many shares you own. In order to ensure that your shares will be represented at the Annual Meeting, please vote your shares using one of the voting instruments available to you.

We thank you for your continued interest in ASGN and look forward to seeing you at the Annual Meeting.

Sincerely,

/s/ Theodore S. Hanson

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Theodore S. Hanson

*Chief Executive Officer*

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4400 Cox Road, Suite 110  
Glen Allen, Virginia 23060

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

to be held on Thursday, June 15, 2023

The 2023 Annual Meeting of Stockholders of ASGN Incorporated (the "Company" or "ASGN") will be held virtually and exclusively online via live webcast on Thursday, June 15, 2023, at 9:00 a.m. Eastern Time, for the purpose of considering and voting upon:

1. the election of Mark A. Frantz, Jonathan S. Holman and Arshad Matin, as directors for three-year terms to expire at our 2026 Annual Meeting of Stockholders;
2. an advisory vote to approve the Company's named executive officer compensation for the year ended December 31, 2022;
3. an advisory vote on the frequency of future advisory votes on executive compensation;
4. the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2023; and
5. such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this notice. The expenses of printing proxy materials, including expenses involved in forwarding materials to beneficial owners of stock, will be paid by ASGN Incorporated. Only stockholders of record at the close of business on April 19, 2023 are entitled to notice of, and to vote at, the Annual Meeting.

All stockholders are cordially invited to attend the live webcast of the Annual Meeting by visiting [www.meetnow.global/MGQ257C](http://www.meetnow.global/MGQ257C). To participate in and vote at the Annual Meeting, stockholders will need the unique 15-digit control number (printed in the box marked by the arrow) in their Notice of Internet Availability of Proxy Materials or proxy card (if you request a printed copy of the proxy materials). However, to ensure your representation at the Annual Meeting, you may access your proxy card by going to [www.envisionreports.com/ASGN](http://www.envisionreports.com/ASGN), entering the information requested on your computer screen and following the simple instructions, or by calling (in the United States, U.S. territories, and Canada) toll free 1-800-652-VOTE (8683) on a touchtone telephone and following the simple instructions provided by the recorded message. The instructions for voting can be found with your proxy card, on the Notice, and on the website listed in the Notice. If you received or requested a printed version of the proxy card, you may also vote by mail. Any stockholder of record attending the Annual Meeting may vote during the Annual Meeting even if the stockholder has previously returned a proxy card. If you hold your shares in "street name," you must obtain a proxy in your name from your bank, broker or other holder of record in order to vote by ballot at the Annual Meeting.

By Order of the Board,

/s/ Jennifer Hanks Painter

Jennifer Hanks Painter

*Secretary*

April 27, 2023

# 2023 PROXY STATEMENT

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# Proxy Summary

This summary highlights information contained elsewhere in this Proxy Statement. Please refer to this complete document and our 2022 Annual Report.

## 2023 Annual Meeting of Stockholders Details



### Date and Time

Thursday, June 15, 2023  
at 9:00 a.m. ET



### Place

Virtual Meeting:  
[meetnow.global/MGQ2257C](https://meetnow.global/MGQ2257C)



### Record Date

Close of Business, ET,  
April 19, 2023





### Voting

Stockholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and each of the proposals voted on.

### Admission

All holders of the Company's common stock are invited to attend the Annual Meeting of Stockholders.

### Proxy Voting Roadmap

	Proxy Voting Roadmap			
Voting Matters	 <b>PROPOSAL 1</b> Election of three directors	 <b>PROPOSAL 2</b> Advisory vote to approve the Company's named executive officers compensation	 <b>PROPOSAL 3</b> Advisory vote to approve the frequency of future advisory votes on executive compensation (once each year)	 <b>PROPOSAL 4</b> Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm
	✓ <b>FOR</b> <b>Each Nominee</b>	✓ <b>FOR</b>	✓ <b>FOR</b> <b>Once Each Year</b>	✓ <b>FOR</b>
	Page 2	Page 47	Page 48	Page 49
	Board Recommendations			

# PROXY STATEMENT

For the Annual Meeting of Stockholders to be Held on

Thursday, June 15, 2023

ASGN Incorporated (the “Company,” “ASGN,” “we,” “our,” or “us”) is providing these proxy materials in connection with the solicitation by the Board of Directors (the “Board”) of ASGN of proxies to be voted at our 2023 Annual Meeting of Stockholders (the “Annual Meeting”) to be held on **Thursday, June 15, 2023 at 9:00 a.m. Eastern Time**, or at any adjournment or postponement thereof. A Notice of Internet Availability of Proxy Materials (the “Notice”) will be mailed to each stockholder entitled to vote at the Annual Meeting commencing on or about April 27, 2023.

## PROPOSAL ONE – ELECTION OF DIRECTORS

The Bylaws of ASGN provide that our Board shall be comprised of not less than four but no more than 11 directors and the exact number within that range may be fixed by the Board. The number of directors on our Board is currently fixed at 11, three of whom are women, one of which identifies as Hispanic-American (Maria Hawthorne), and the Chair of our Board identifies as Asian-American. The Board is divided into three classes, as equal in number as possible. At each Annual Meeting, one class of directors is elected for a three-year term.

At this year’s Annual Meeting, three directors will be elected to serve until our 2026 Annual Meeting of Stockholders or until their successors are elected and qualified. Each of Mark A. Frantz, Jonathan S. Holman and Arshad Matin have terms that are expiring and have been nominated to stand for re-election. Unless otherwise instructed by stockholders, the persons named as proxies will vote the proxies received by them FOR the election of Mark A. Frantz, Jonathan S. Holman and Arshad Matin. Each of the nominees have consented to serve if elected, but if any of them are unable or unwilling to serve, the persons

named as proxies may exercise their discretion to vote for substitute nominees.

### Vote Required

The nominees receiving the affirmative vote of a majority of the votes cast will be elected as directors.

### Board Recommendation

The Board unanimously recommends that our stockholders vote FOR the three directors set forth below who are up for election or re-election this year.

Set forth below are the nominees’ biographies which include the skills, qualifications and experiences of each of the nominees.

## Director Nominees Up for Election

### Mark A. Frantz Director

Mr. Frantz has been a director on ASGN's Board since June 2019, after serving as an advisor to the Board since June 2018. He is currently a general partner of Blue Delta Capital Partners, a growth capital firm focused on the U.S. federal government services marketplace, which he co-founded in 2009. Mr. Frantz contributes to the Board his track record helping grow leading U.S. government services companies, and he possesses a very deep understanding of market dynamics and drivers within the government contracting sector, as well as decades of experience with mergers and acquisitions across both government and commercial services markets.

#### Key Qualifications

##### Government Contracting

Mr. Frantz's successful track record helping grow U.S. government companies, and deep understanding of market dynamics and drivers within the government contracting sector support ASGN's own business development in the government space.

##### Capital Markets Expertise

His extensive experience in venture capital and investment banking provides support to ASGN's M&A strategies.

##### Advisory Roles

Board of Directors, CSRA Inc. (2015 - 2018); former New York Stock Exchange ("NYSE") government services company sold to General Dynamics for \$9.7B

##### Education

Bachelor of Arts in History and Political Science

*Allegheny College*

Juris Doctorate and Master of Business Administration

*University of Pittsburgh*

### Jonathan S. Holman Director

Mr. Holman has been a director on ASGN's Board since March 1994. He is the founder and since 1981 the president of The Holman Group, Inc., an executive search firm that has recruited over 150 chief executive officers to public and private companies ranging from start-ups to companies with over \$1B in revenues. Mr. Holman provides the Board, including our Compensation Committee, with meaningful insight regarding hiring and salary practices of publicly-traded companies. In addition, Mr. Holman provides the Board with human resources experience.

#### Key Qualifications

##### Salary Practice Expertise

Possesses extensive skills and experience in compensation matters; and has meaningful insight into hiring and salary practices of publicly-traded companies.

##### Hiring and Human Resources Experience

He was one of the top 200 executive recruiters in the world in The Global 200 Executive Recruiters and was one of the top 250 executive recruiters in the world in The New Career Makers.

##### Advisory Roles

Member of the National Association of Corporate Directors Compensation Committee Roundtable which addresses best practices in compensation-related matters

Board Member, Congregation Emanu-El, one of the largest synagogues in the United States

##### Education

Bachelor of Arts in Politics

*Princeton University*

Master of Business Administration

*Stanford University*



#### Career Highlights

**Co-Founder and General Partner**, Blue Delta Capital Partners (2009 - Present)

**Partner**, RedShift Ventures, a venture capital firm focused on rapidly commercializing new technologies (2007 - 2009)

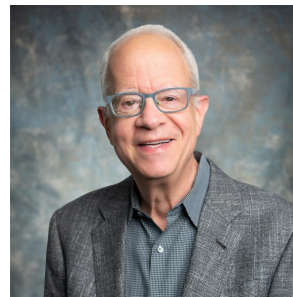
**Managing General Partner**, In-Q-Tel, the strategic venture capital affiliate of the U.S. intelligence community (2006)

**Principal** Carlyle Venture Partners, a multinational private equity firm (2001 - 2006)

**Associate to Senior Chairman**, Alex Brown, investment bank (1997 - 2000)

**Economic and Technology Policy Advisor** to Pennsylvania Governor Tom Ridge (1993 - 1997)

**Associate Director**, White House Office of Intergovernmental Affairs (1990 - 1993)



#### Career Highlights

**Founder and President**, The Holman Group, Inc., a high-level CEO recruitment firm (1981 - Present)

**Partner**, Bacci Bennett, executive recruitment firm (1978 - 1981)

**Director of HR**, E. & J. Gallo Winery (1971 - 1978)

**HR Manager**, Central Research Laboratories and other HR positions, Pfizer, multinational pharmaceutical and biotechnology corporation. (1968 - 1971)

## Arshad Matin Chair of the Board

Mr. Matin has been a director on ASGN's Board since June 2014 and became Chair in June 2021. He is currently President and Chief Executive Officer of Avetta, LLC, a private company providing supply chain risk management solutions, a position he has held since October 2019. Mr. Matin brings to the Board extensive experience managing and advising public and private high-technology companies.



### Key Qualifications

#### Strategic Advisory Expertise

Leverages current and former service as a chief executive officer to provide strategic advice for public and private high-technology companies.

#### Executive Leadership

Mr. Matin was formerly responsible for business accounting for over \$1.5B in revenues across over 4,500 employees.

#### Advisory Roles

Director and compensation committee member, VTEX, a public digital commerce platform headquartered in the United Kingdom

Trustee, Texas Children's Hospital

Director, Houston Endowment

Director, East Asia Society

#### Education

Bachelor of Engineering in Electrical Engineering

*Regional Engineering College, India*

Master of Business Administration

*The Wharton School of the University of Pennsylvania*

Master of Science, Computer Engineering

*The University of Texas at Austin*

### Career Highlights

**President and Chief Executive Officer**, Avetta, LLC, a private company providing supply chain risk management solutions (2019 - Present)

**Entrepreneur in Residence**, Warburg Pincus, a private equity firm (2018 - 2019)

**Chief Executive Officer**, Paradigm, Ltd., a software developer to the oil and gas industry (2013 - 2018)

**Executive Vice President**, IHS Inc., a publicly-traded information and analytics firm (2012 - 2013)

**President and Chief Executive Officer**, Seismic Micro-Technology, a global leader in geology and geophysics software (2007 - 2011)

**GM of Enterprise Security**, Symantec, a security software company (2006 - 2007)

**President and Chief Executive Officer**, Bindview, a

provider of IT security compliance software (2004 - 2005)

**Partner**, McKinsey & Company in technology and software industries (1995 - 2004)

## Directors with Terms Ending in 2025

### Brian J. Callaghan Director

Mr. Callaghan has been a director on ASGN's Board since May 2012. Mr. Callaghan co-founded Apex Systems, Inc. ("Apex Systems") in 1995 and was Co-CEO until 2012 when the company was sold to ASGN. Mr. Callaghan was recognized in 2003 as Ernst & Young's Entrepreneur of the Year. Mr. Callaghan brings over 25 years of information technology ("IT") staffing experience to the Board and provides extensive knowledge about all aspects of the IT staffing business and business growth strategies.



### Key Qualifications

#### IT (Information Technology) Staffing Experience

His 25 plus years of staffing experience including extensive knowledge of IT staffing support ASGN's recruitment efforts.

#### Business Development

As the Co-Founder of Apex Systems, he leverages his past experience to assist ASGN in business development and growth strategies. At Apex Systems, he worked directly with customers, led staff, strategy, forecasting and building systems to support growth.

#### Advisory Roles

Part-owner of Richmond Flying Squirrels, the Double-A affiliate of the San Francisco Giants

Part-owner of Omaha Storm Chasers, the Triple-A affiliate of the Kansas City Royals

#### Education

Bachelor of Science in Psychology

*Virginia Polytechnic Institute and State University*

### Career Highlights

**Co-Founder and Co-CEO**, Apex Systems (1995 - 2012)

## **Theodore S. Hanson** **Chief Executive Officer and Director**

Mr. Hanson has served as Chief Executive Officer of ASGN since May 2019 and has been a member of ASGN's Board since June 2019. He joined ASGN as Chief Financial Officer of Apex Systems, as a result of the Company's acquisition of Apex Systems in May 2012, and also held the title of President from December 2016 through December 2021.



### **Key Qualifications**

#### **Executive Leadership**

President of Apex Life Sciences; Chief Financial Officer, Apex Systems; Chief Financial Officer, Property Technologies Ltd.

He is an accomplished business operator, strategic M&A acquirer and integrator, and leader of capital allocation, debt and equity strategy as our CEO.

#### **Extensive Financial Reporting Experience**

Corporate Controller Apex Systems  
Accountant, Keiter, Stephens, Hurst, Gary and Shreaves

#### **Advisory Roles**

Advisory Council, Pamplin School of Business, Virginia Tech  
Director, Apex Center for Entrepreneurs, Virginia Tech

#### **Education**

Bachelor of Science in Accounting and Business Management  
*Virginia Polytechnic Institute and State University*  
Master of Business Administration  
*Virginia Commonwealth University*

### **Career Highlights**

**Chief Executive Officer**, ASGN Incorporated (2019 – Present)

**President**, ASGN Incorporated (2016 – 2021)

**Chief Financial Officer**, Apex Systems, Inc. (2001 – 2012)

**Corporate Controller**, Apex Systems, Inc. (1998 – 2001)

**Chief Financial Officer**, Property Technologies Ltd., a voice and data solutions firm for the commercial and hospitality industries (1996 – 1998)

**CPA**, Keiter, Stephens, Hurst, Gary and Shreaves, an independent accounting firm (1991 – 1996)

## **Maria R. Hawthorne** **Director**

Ms. Hawthorne has been a director on ASGN's Board since June 2021. Most recently, Ms. Hawthorne served as President and CEO of PS Business Parks, Inc. ("PS Business Parks"), a publicly-traded real estate investment trust that saw double-digit growth during her tenure. Further, from December 2021 to July 2022, she supported PS Business Parks by acting in an interim chief operating officer capacity until the company was sold to Blackstone. Ms. Hawthorne is an experienced public company Board member and accomplished CEO and contributes to the Company's Board her extensive experience in financial and operational strategies, capital markets, acquisitions, enterprise risk management and leadership development.



### **Key Qualifications**

#### **Leadership Development**

She is an accomplished CEO who has served in multiple leadership roles throughout her career and is able to offer extensive expertise in career development and succession planning.

#### **Mergers and Acquisitions**

She leverages her prior experience in capital markets and acquisitions to support ASGN's M&A strategy.

#### **Financial Operational Strategy**

Experienced public company board member that contributes extensive experience in financial and operational strategies and enterprise risk management.

#### **Advisory Roles**

Director and audit committee member, Essex Property Trust, a publicly-traded real estate investment trust  
Member, National Association of Corporate Directors, Southern California Roundtable

#### **Education**

Bachelor of Arts in International Relations  
*Pomona College*

### **Career Highlights**

**Chief Executive Officer**, PS Business Parks (2016 - 2020)

**President**, PS Business Parks (2015 - 2020)

**Chief Financial Officer**, PS Business Parks (2017 - 2018)

**EVP, Chief Administrative Officer**, PS Business Parks (2013 - 2015)

**Executive Vice President, East Coast**, PS Business Parks (2011 - 2013)

**Senior Vice President**, PS Business Parks (2004 - 2011)

**Vice President, Virginia**, PS Business Parks (2001 - 2004)

**Regional Manager, Virginia**, PS Business Parks (1994 - 2001)

**General Manager, Leasing Director and Property Manager**, American Office Park Properties (1988 - 1994)

## **Edwin A. Sheridan, IV** **Director**

Mr. Sheridan has been a director on ASGN's Board since May 2012. Mr. Sheridan co-founded Apex Systems in 1995 and was Co-CEO until 2012 when the company was sold to ASGN. Mr. Sheridan was recognized in 2003 as Ernst & Young's Entrepreneur of the Year. Mr. Sheridan brings over 25 years of IT staffing experience to the Board and provides extensive knowledge about all aspects of the IT staffing business and business growth strategies.

### **Key Qualifications**

#### **IT Staffing Experience**

His 25 plus years of staffing experience including extensive knowledge of IT staffing supports ASGN's own recruitment efforts. As the Co-Founder of Apex Systems, he was a recruiter, account manager and regional operations manager.

#### **Business Development**

He leverages his own past experience to assist ASGN in business development and growth strategies.

#### **Advisory Roles**

Investor/Mentor: Databricks, Sentinel One, EVERFI, Inc., Core4ce, ThreatQuotient Inc., IronNet, Sweetgreen, B.Well and AON3D

Director, Apex Center for Entrepreneurs at Virginia Tech

Director, Peace Players International, an international community improvement and leadership organization

Director, Gonzaga College high school



### **Key Qualifications (cont.)**

Global Leadership Circle Member, ONE.org, a global movement campaigning to end extreme poverty and preventable disease

Honorary Director, Inova Schar Cancer Institute Molecular Tumor Board

### **Education**

Bachelor of Arts in English and Political Science, Minor in Business Administration

*Virginia Polytechnic Institute and State University*

### **Career Highlights**

**Co-Founder and Co-CEO**, Apex Systems (1995 - 2012)

## *Directors with Terms Ending in 2024*

## **Vice Admiral Joseph W. Dyer, USN (Retired)** **Director**

Vice Admiral Dyer has been a director on ASGN's Board since March 2021 and was an advisor to the Board beginning in 2018. He is currently a consultant in the aerospace, defense and technology markets focused on autonomous systems, artificial intelligence and wideband communications. He most recently was the chief strategy officer of National Spectrum Consortium from 2014 to 2021, and was a Commissioner on the Congressional National Defense Authorization Act Section 809 Acquisition Streamlining Commission from 2016 to 2019. He brings to the Board an extensive military background and commercial expertise, which converge at the intersection of technology, finance and risk management.

### **Key Qualifications**

#### **Military Background**

His extensive work in the military and with the U.S. government at the intersection of technology, finance and risk management supports ASGN's business development in the government space. He won the Department of Defense Acquisition Excellence Award and the Order of Daedalians as the program manager of the F/A-18 program.

#### **Commercial Expertise**

Senior corporate leader in the development of iRobot Corporation, the first publicly-traded mobile robots company.

#### **Advisor of High-Tech Companies**

Advised various high-tech companies from their initial public offering to their generation of long-term success, offering ASGN guidance on continued growth strategies.

#### **Advisory Roles**

Director, Nauticus Robotics, Inc., a Nasdaq-traded company that develops intelligent, sustainable ocean technology for energy, aquaculture and security applications (December 2022 to present); audit committee member and nominating and governance committee chair Fellow, National Academy of Public Administration

Fellow, Society of Experimental Test Pilots - Received the James H. Doolittle Award for Outstanding Engineering Achievement in Aerospace  
Director, Technology Service Corporation (TSC), a high technology company that provides engineering consulting services and specialized products to the U.S. Government and industry (2019 to present)

Advisory Board Member, The Center for the Study of Democracy



### **Key Qualifications (cont.)**

Director, Avian Inc., a private company linking talented people to important work about which they are passionate (2019 to present)

### **Education**

Bachelor of Science in Chemical Engineering  
*North Carolina State University*

Master of Science in Financial Management  
*Naval Postgraduate*

### **Career Highlights**

**President of Government and Industrial Division, Chief Operating Officer and Chief Strategy Officer**, iRobot Corporation (2003 – 2013)

**Chair**, NASA Aerospace Safety and Advisory Panel (2003 – 2016)

**Commander**, Naval Air Systems Command (2000 – 2003)

**Commander**, Naval Air Warfare Center Aircraft Division Patuxent River and Naval Aviation's Chief Engineer (1997 – 2000)

**F/A-18 Program Manager**, Engineering and manufacturing development efforts (1994 – 1997)

**U.S. Navy Chief Test Pilot** (1991 – 1994)

## **Maribel A. Joliet** **Director**

Ms. Joliet has been a director on ASGN's Board since December 2016. Most recently she was the Senior Vice President and Treasurer of Hilton Hotels Corporation, in which she was instrumental in the company's sale to Blackstone Group for \$27 billion. Ms. Joliet was an executive at Hilton from 1998 to 2008. Ms. Joliet has a strong background in financing, acquisitions, deal structuring, strategic planning, and operational integration.

### **Key Qualifications**

#### **Mergers and Acquisitions Expertise**

Her extensive background in financing, acquisitions, deal structuring, strategic planning and operational integration supports ASGN's M&A efforts.

#### **Capital Markets and Investment Initiatives**

Possesses deep knowledge in capacity as a treasurer of credit ratings, debt/equity issuances, interest rate risk, cash management and foreign exchange.

#### **Advisory Roles**

Chair of the Board of Directors and audit and nominating and corporate governance committee member of Kayne Anderson BDC Inc., a management investment company

Member of Las Madrinan, a philanthropic organization supporting pediatric care and research at Children's Hospital Los Angeles

Board Member of Know the Glow, a vision non-profit

Member of National Association of Corporate Directors Compensation Committee Roundtable

## **Marty R. Kittrell** **Director**

Mr. Kittrell has been a director on ASGN's Board since September 2012. Most recently he was the executive vice president and chief financial officer of Dresser, Inc., a multi-national provider of technology products and services for developing energy and natural resources, a position he held from December 2007 until the company's sale to General Electric in February 2011. Mr. Kittrell has extensive experience with the analysis and preparation of financial statements, risk management, corporate strategy, mergers and acquisitions, organization development, board practices and corporate finance, including public offerings of equity and debt.

### **Key Qualifications**

#### **Corporate Finance Experience**

Possesses an extensive background in analysis and preparation of financial statements, mergers and acquisitions and equity and debt offerings; former CPA.

#### **Corporate Risk Management**

Served in multiple company chief financial officer positions in which he led the financial risk management processes for companies in the technology, commercial, consumer and industrial sectors.

#### **Advisory Roles**

Member, Board of Trustees and chair of the finance committee and treasurer, Lipscomb University

Director, Tokens Media LLC, an entertainment company producing radio programs, live shows and podcasts

Director, CaredFor, Inc., a software company service addiction and mental health programs

Director, Columbia Pipeline Group, Inc. and its predecessor NiSource (2007 – 2016)



### **Key Qualifications (cont.)**

#### **Education**

Bachelor of Science  
*University of Scranton*  
Master of Business Administration  
*Marywood University*

### **Career Highlights**

**Senior Vice President and Treasurer**, Hilton Hotels Corporation, a publicly-traded hotel company (1998 – 2008)

**Coverage Officer and Corporate Banker**, Wachovia (1996 – 1998)

**Coverage Officer and Corporate Banker**, Corestates Bank (1989 – 1996)



### **Key Qualifications (cont.)**

#### **Education**

Bachelor of Science in Accounting  
*Lipscomb University*

### **Career Highlights**

**Chief Financial Officer**, Dresser, Inc., a multi-national provider of technology products and services for developing energy and natural resources (2007- 2011)

**Chief Financial Officer and Executive Vice President**, Andrew Corporation, a manufacturer of hardware communications networks (2003– 2007)

**Audit Manager and Staff Accountant**, Price Waterhouse (1977 - 1983)

## **Carol J. Lindstrom** **Director**

Ms. Lindstrom has been a director on ASGN's Board since March 2021. She was previously the Vice Chair at Deloitte LLP until 2016, and is currently an advisor at Carrick Capital Partners, a growth-oriented investment firm focused on software enabled businesses, a role she has held since 2016. She also serves as a director on two other public company boards, Genpact Ltd. and Exponent Inc. She supports our Board with her expertise growing and managing consulting services and large scale technology projects, and she is aligned with many of the technology companies in Northern California.



### **Key Qualifications**

#### **Growing and Managing Consulting Services**

Ms. Lindstrom was the Vice Chair at a global accounting firm helping build its technology consulting practice, a skillset which supports ASGN's own commercial consulting buildout.

#### **Large-Scale Technology Project Deployment**

She is aligned with many technology companies in Northern California, helping ASGN with potential IT business development.

#### **Advisory Roles**

Director, Genpact Ltd., a public global professional services firm delivering digital transformation

Director, Exponent Inc., a public engineering and consulting firm

Director, Workday Foundation

Director, Homeful Foundation

Director, St. Helena Hospital Foundation

President, Deloitte Foundation (2010 – 2014)

Director, Deloitte & Touche Tohmatsu Global Board (2007 – 2013)

Director, Deloitte LLP (2006 - 2012)

#### **Education**

Bachelor of Arts in Linguistics

*University of California, Los Angeles*

### **Career Highlights**

**Vice Chair**, Deloitte LLP (2010 - 2016)

**Managing Director, Deloitte LLP**, Orange County and San Francisco offices, Americas Technology and E-business and Digital Practices

**Partner**, Andersen Consulting (now Accenture PLC) (1987 – 1993)

**Advisor**, Carrick Capital Partners (2016 – Present)

## Board Experience Matrix

The matrix set forth below provides a listing of experience that our directors have in various areas that are important to the Company.

	Matin	Callaghan	Dyer	Frantz	Hanson	Hawthorne	Holman	Joliet	Kittrell	Lindstrom	Sheridan
<b>Skills and Experience</b>											
<b>Other Public Board Experience</b>	✓			✓		✓		✓	✓	✓	
<b>Staffing Industry Experience</b>		✓			✓						✓
<b>Government Contract Experience</b>			✓	✓	✓	✓					
<b>Consulting Industry Experience</b>	✓		✓		✓					✓	
<b>CEO or Business Head</b>	✓	✓	✓	✓	✓	✓	✓		✓	✓	✓
<b>Client Experience, Investor Relations or Services</b>	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
<b>International</b>	✓		✓		✓			✓		✓	
<b>Talent Management, Culture or Compensation</b>	✓	✓		✓	✓	✓	✓			✓	✓
<b>Finances, Capital Allocation or Accounting and Audit</b>	✓	✓		✓	✓	✓		✓	✓	✓	
<b>Mergers and Acquisitions or Corporate Development</b>	✓			✓	✓	✓		✓	✓		
<b>Marketing or Sales</b>	✓	✓			✓	✓				✓	✓
<b>Risk Management</b>	✓	✓	✓		✓	✓			✓	✓	✓
<b>Corporate Governance</b>	✓				✓	✓	✓		✓	✓	✓
<b>Technology, Systems or Cybersecurity</b>	✓	✓	✓	✓	✓				✓	✓	✓

## Independent Directors and Material Proceedings

The Board met on March 22, 2023 and reviewed the independence of its 11 members. With the exception of Mr. Hanson, our Chief Executive Officer, all of the directors were deemed to be independent under the current listing standards of the NYSE. For each independent director, the Board has made a subjective determination that no relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out his or her responsibilities as a director. In making these determinations, the Board has considered information provided by the directors and management with regard to the business and personal activities, relationships and related party transaction of each director as they may relate to ASGN and members of management. There are no family relationships among our executive officers and directors.

There are no material legal proceedings to which the Company or any of its subsidiaries is a party, or of which any of their property is subject. There are no material legal proceedings to

which any director, officer or affiliate of the Company, any owner of record or beneficially of more than five percent of the Company's voting securities, or any associate of any such director, officer, affiliate of the Company or security holder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries. Further, there are no legal proceedings in the last 10 years where a director or executive officer was a party and that are material to the person's ability or integrity, including bankruptcy, criminal convictions, orders enjoining certain activities, adverse findings by courts, the Securities and Exchange Commission (the "SEC") or the Commodity Futures Trading Commission, nor are there any adverse orders relating to violations of securities or commodities laws.

## Role of the Board

The Board oversees the Company's Chief Executive Officer and other executive officers in the competent and ethical operation of the Company. The Board ensures that the long-term interests of the stockholders are considered in the operation of the Company.

## Board Leadership Structure

The Board has consistently maintained an independent Chair of the Board. Mr. Matin joined our Board in 2014 and took on the role of Chair in June 2021. The Board has made a determination that the Board leadership structure is appropriate and that the structure allows the Board to fulfill its duties effectively and efficiently. The Company has determined that its leadership structure is appropriate because the Chair of the Board is independent, as defined by the NYSE and the SEC. An independent Chair, like independent Board members, allows for an objective evaluation of the performance of the Company and its officers. Nonetheless, the Board recognizes that the Chief Executive Officer has invaluable insight into the Company due to the nature of his position, and recognizes the value of having him on the Board. Accordingly, the Board believes that the Company's stockholders and interests are best served by having

the Chief Executive Officer serve as a director but not a Board committee member.

## Board Committees and Meetings

The Board held six meetings during 2022 and acted by unanimous written consent on two additional occasions. The Board has a Compensation Committee, an Audit Committee, a Nominating and Corporate Governance Committee, and a Strategy and Technology Committee. The Board has determined that the chairs and committee members of the Compensation Committee, the Audit Committee and the Nominating and Corporate Governance Committee, are independent under applicable NYSE and SEC rules.

The members and chairs who serve on the Committees currently and during 2022 are identified in the table below.

DIRECTOR	AGE	DIRECTOR SINCE	AUDIT COMMITTEE	COMPENSATION COMMITTEE	NOMINATING & CORPORATE GOVERNANCE COMMITTEE	STRATEGY & TECHNOLOGY COMMITTEE
Arshad Matin	59	Jun. 2014				Member
Brian J. Callaghan	52	May 2012	Member	Member		
Joseph W. Dyer	76	Mar. 2021				Chair
Mark A. Frantz	53	Jun. 2019			Member	Member
Theodore S. Hanson	55	Jun. 2019				
Maria R. Hawthorne	63	Jun. 2021	Member			
Jonathan S. Holman	77	Mar. 1994		Chair	Member	
Mariel A. Joliet	57	Dec. 2016	Member	Member		
Marty R. Kittrell ★	66	Sep. 2012	Chair			
Carol Lindstrom	69	Mar. 2021				Member
Edwin A. Sheridan, IV	53	May 2012			Chair	

★ Financial Expert

## Compensation Committee

The Compensation Committee held five meetings during 2022 and acted by unanimous written consent on eight occasions. The Compensation Committee meets in executive session without management present on a regular basis. The Compensation Committee reviews our general compensation policies, sets the compensation levels for our executive officers, including the Chief Executive Officer, administers our equity plans, and approves all equity grants to employees, directors and consultants. The Compensation Committee approves the compensation, including incentive compensation, of executive officers of ASGN and determines the terms of key agreements concerning employment, compensation and termination of employment. The Compensation Committee evaluates the Chief Executive Officer's performance in light of goals and objectives that have been set for him. The Board has determined that each member of the Compensation Committee is independent within the meaning of the NYSE rules requiring members of

compensation committees to be independent, and each is a non-employee director for purposes of Section 16 of the Exchange Act.

## Audit Committee

The Audit Committee held 11 meetings during 2022. The Audit Committee reviews, acts on and reports to the Board with respect to various auditing and accounting matters. The Audit Committee performs functions required of audit committees of public companies under applicable laws, rules and regulations and the requirements of the NYSE. The primary functions of the Audit Committee are to assist the Board in its responsibility for oversight of:

- the quality and integrity of our financial statements and our financial reporting and disclosure practices;

- our systems of internal controls regarding finance, accounting and SEC compliance;
- the qualification, independence and oversight of performance of our independent registered public accounting firm including its appointment, compensation, evaluation and retention;
- our ethical compliance programs; and
- risk issues related to financial statements.

Additional functions of the Audit Committee include, but are not limited to, reviewing compliance with and reporting under Section 404 of the Sarbanes-Oxley Act of 2002, reviewing matters of disagreement, if any, between management and our independent registered public accounting firm, and regularly meeting with management, our independent registered public accounting firm, and internal audit staff, to review the adequacy of our internal controls.

Rules adopted by the NYSE and the SEC impose strict independence requirements for all members of the Audit Committee. Audit Committee members are barred from accepting, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or an affiliate of the Company, other than in the member's capacity as a member of the Board and any Board committee fees. In addition, an Audit Committee member may not be an affiliated person, as defined in the Securities Exchange Act of 1934, as amended (the "Exchange Act") of the Company except in his or her capacity as a member of the Board and any Board committee. The Board has determined that each current member of the Audit Committee meets all applicable independence requirements and that each Audit Committee member has no material relationship with the Company that would jeopardize the director's ability to exercise independent judgment. In addition, the Board has determined that Mr. Kittrell, based on his experience, skills and education as described above, is the Audit Committee financial expert, as that term is defined under the SEC rules.

The Company has adopted a process, which the Audit Committee oversees, for identifying and disclosing related-party and significant transactions, and for identifying deficiencies and significant changes in internal controls each quarter in connection with filing our quarterly reports on Form 10-Q and our annual reports on Form 10-K. See "Certain Relationships and Related Party Transactions" on p. 54 of this Proxy Statement.

## *Nominating and Corporate Governance Committee*

The Nominating and Corporate Governance Committee held four meetings during 2022. The Nominating and Corporate Governance Committee evaluates director nominee candidates and makes recommendations to the Board with respect to the nomination of individuals for election to the Board and to serve as Board advisers and committee members, consistent with criteria approved by the Board. In addition, the Nominating and Corporate Governance Committee makes recommendations to the Board concerning the size, structure and composition of the Board and its committees, as well as monitoring the qualification and performance of, and the Company's succession planning regarding, key executives. The committee has oversight responsibility over the Company's annual Environmental, Social

and Governance ("ESG") report and the Company's ESG performance. The Board has determined that each member of the Nominating and Corporate Governance Committee is independent within the meaning of the NYSE rules requiring members of nominating committees to be independent. The Nominating and Corporate Governance Committee recommended the nominations of Messrs. Frantz, Holman and Martin for election at this year's Annual Meeting.

The Nominating and Corporate Governance Committee Charter, and the Corporate Governance Guidelines established by the Nominating and Corporate Governance Committee, set forth certain criteria for the committee to consider in evaluating potential director nominees. However, in considering potential director nominees, the Nominating and Corporate Governance Committee considers the entirety of each candidate's credentials. Qualifications considered by the Nominating and Corporate Governance Committee are noted in the director matrix set forth in the Election of Directors section above, and vary according to the particular areas of expertise being sought as a complement to the existing composition of the Board. Further, the committee considers:

- personal and professional ethics and integrity;
- business judgment;
- familiarity and/or experience with general issues affecting our business and the industries in which we operate;
- qualifications as an audit committee financial expert;
- diversity; and
- qualifications as an independent director.

The Nominating and Corporate Governance Committee relies primarily on recommendations for director candidates from its members, other directors, members of management, our auditors and third parties. Existing directors being considered for re-nomination are evaluated based on their performance as directors, experience, skills, education and independence to ensure that they continue to meet the qualifications above.

Although there are no specific minimum qualifications or any specific qualities or skills that the Nominating and Corporate Governance Committee believes that the potential nominees must have, the Nominating and Corporate Governance Committee considers and evaluates each candidate based upon an assessment of certain criteria as set forth in the Nominating and Corporate Governance Committee charter. The Nominating and Corporate Governance Committee Charter also provides for the importance of diversified Board membership, in terms of both the individuals involved and their various experiences and areas of expertise. The Nominating and Corporate Governance Committee considers diversity in identifying nominees, including differences in viewpoints, gender, race and other diverse characteristics, and these factors are all considered for purposes of nominating directors.

The Nominating and Corporate Governance Committee will also consider timely written suggestions from our stockholders. Stockholders wishing to suggest a candidate for director nomination for the 2024 Annual Meeting of Stockholders should mail their suggestions to ASGN Incorporated, 26745 Malibu Hills Road, Calabasas, California 91301, Attn: Secretary. Pursuant to our Bylaws, a stockholder's notice for director nominations shall be delivered to the Secretary not earlier than the close of

business on the 120<sup>th</sup> day, and not later than the close of business on the 90<sup>th</sup> day, prior to the first anniversary of the Annual Meeting. The manner in which director nominee candidates suggested in accordance with this policy are evaluated shall not differ from the manner in which candidates recommended by other sources are evaluated. As of March 31, 2023, there were no director candidates put forward by stockholders for consideration at the Annual Meeting.

The Nominating and Corporate Governance Committee evaluates the Board's leadership structure and believes that separation of the Chief Executive Officer and Chair of the Board positions is in the best interest of the Company, assures an adequate level of independence of the Board, and is best aligned with the interests of its stockholders.

## *Strategy and Technology Committee*

The Board believes that the strategy of the Company is a significant area of focus for the Board and established a special committee to address this area. The Board also believes that review and oversight of IT and cybersecurity risks and the importance of IT risk management measures is a critical Board function and tasked the committee with these matters as well. The Strategy and Technology committee assists the Board with respect to matters of strategy and technology by engaging with management to ensure that:

- the Company has established an effective strategy and strategic planning process;
- the Company's technology programs enable the Company's strategic plans and support the Company's cybersecurity efforts; and
- the Company's proposed acquisitions, divestitures or other key investments of capital fulfill the Company's strategic plans.

The Strategy and Technology Committee held four meetings in 2022.

The written charters governing the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Strategy and Technology Committee, and the Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics, and Supplemental Code of Business Conduct and Ethics for Directors, Executive Officers and Financial Officers, are posted on the Investor Relations Corporate Governance page of our website at [www.asgn.com](http://www.asgn.com). You may also obtain a copy of any of these documents without charge by writing to: ASGN Incorporated, 26745 Malibu Hills Road, Calabasas, California 91301, Attn: Secretary.

## *Risk Oversight*

The Board has an active role, as a whole and at the committee level, in overseeing management of the Company's risks. Company representatives report quarterly to the Board on risks that the Company faces and further report on an ad hoc basis as issues arise. IT, including cybersecurity, has been identified by

the Company as an area of risk meriting additional oversight. The Company's Chief Technology Officer reports quarterly to the Board on cybersecurity issues, such as what threats have been encountered in the past quarter, assessments of such risks, and the steps we are taking to mitigate these risks and other cybersecurity risks in the future.

The Board regularly reviews and determines the Company's risk management philosophies, policies and processes. The Board is primarily responsible for overseeing the management of the Company's risks associated with the Board's governance and delegation decisions. The Board oversees officers' identification and management of risk management issues and meets quarterly with such officers regarding risk management issues of the Company, and the processes and procedures used for identifying and managing risk. The Board also regularly receives reports from those officers that are responsible for the day-to-day management of the Company's risks to determine if the Company's reporting processes or other flow of information to the Board could be improved.

The Audit Committee is primarily responsible for overseeing the management of the Company's accounting and financial reporting matters and risks related to the Company's accounting and financial practices. The Audit Committee Charter provides that the Audit Committee's responsibilities include inquiry of management and the Company's outside auditors regarding key financial statement risk areas, including the Company's processes for identifying and assessing such risk areas and the steps the Company has taken with regard to such risk areas. In connection with these responsibilities, the Audit Committee routinely reviews and evaluates the Company's processes for identifying and assessing key financial statement risk areas and for formulating and implementing steps to address such risk areas. The Audit Committee is also responsible for inquiry of management and the Company's outside auditors regarding significant business risks or exposures, including the Company's processes for identifying and assessing such risks and exposures, and the steps management has taken to minimize such risks and exposures.

The Compensation Committee is responsible for overseeing risks associated with human capital and compensation practices and incentives. Upon evaluation, the Compensation Committee has determined that the Company's compensation practices and policies are not reasonably likely to have a material adverse effect on the Company. In making this determination, the Compensation Committee considered that none of the compensation policies and practices at any business unit carry a significant portion of the Company's risk profile, has a significantly different compensation structure than other units, or pays compensation expenses as a significant percentage of the unit's revenues.

Our Nominating and Corporate Governance Committee oversees risks related to environmental, social and governance issues.

The Strategy and Technology Committee focuses on cybersecurity risks and the importance of IT risk management.

The Board believes that the process it has established to administer the Board's risk oversight function is effective under its leadership structure as described above under "Board Leadership Structure."

## Meetings

In 2022, each of our current directors attended all of the meetings of the Board and the committees on which he or she served, with the exception of one director who was unable to attend a Board meeting. Our independent directors regularly meet as a group in executive sessions outside the presence of management presided over by the non-executive independent Chair of our Board.

## Attendance of Directors at the 2022 Annual Meeting of Stockholders

Our Board of Directors has a policy with respect to director attendance at annual meetings of stockholders which requires that the directors attend the Annual Meeting unless they are unable to do so as a result of health reasons or exigent personal circumstances, and if that is the case, the director must notify the Chair of the Board as promptly as possible. All of our directors attended our 2022 Annual Meeting of Stockholders.

## Director Compensation

The following table shows compensation information for each of ASGN's non-executive directors for the year ended December 31, 2022.

<b>Name<sup>(1)</sup></b>	<b>Fees Earned in Cash</b>	<b>Stock Awards<sup>(2)</sup></b>	<b>Total</b>
Arshad Matin, Chair	\$176,364	\$149,989	\$326,353
Brian J. Callaghan	97,909	149,989	247,898
Joseph W. Dyer	98,182	149,989	248,171
Mark A. Frantz	90,455	149,989	240,444
Maria R. Hawthorne	91,546	149,989	241,535
Jonathan S. Holman	108,182	149,989	258,171
Mariel A. Joliet	97,364	149,989	247,353
Marty R. Kittrell	108,727	149,989	258,716
Carol J. Lindstrom	85,455	149,989	235,444
Edwin A. Sheridan, IV	98,182	149,989	248,171

- (1) Directors who are also employees of ASGN receive no additional compensation for their service as a director. Accordingly, Mr. Hanson, our Chief Executive Officer, did not receive any compensation for his service as a director. Compensation paid to Mr. Hanson in connection with his employment is disclosed in the "Summary Compensation Table" set forth on p. 35.
- (2) Amounts shown in the table above reflect the aggregate grant date fair value of the awards, computed in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in Note 12 to the consolidated financial statements for the year ended December 31, 2022 included in our Annual Report on Form 10-K filed on February 27, 2023. The amounts for all of the non-executive directors were calculated based on the grant date fair value per share of \$124.06, which was the closing sale price of our common stock on the date of grant, January 3, 2022. As of December 31, 2022, each of the non-executive directors listed above held 604 unvested shares. No options were outstanding for any director at December 31, 2022.

The Compensation Committee recommends, and the Board reviews and approves, the form and amount of director compensation. In 2019, the Compensation Committee retained Semler Brossy Consulting Group, LLC ("Semler Brossy") as its independent compensation consultant to help determine compensation for the Board of Directors. In 2022, Semler Brossy was again retained to review and update director compensation. The Board approved the compensation plan proposed by Semler Brossy and recommended by the Compensation Committee for the Board effective June 2019. That compensation plan remained the same through June 16, 2022, when the Board approved an updated director compensation plan. In connection with Semler Brossy's review in 2022, the consultant provided market data based on the executive compensation peer group, noting that the Company's Board compensation was approximately 11 percent below market, and proposed increases in compensation to bring the directors' total compensation to approximately six percent above the median of the Company's executive compensation peer group. The Compensation Committee retained its practice for providing a

substantial portion of a director's annual retainer in the form of equity compensation.

From January 1 through June 16, 2022, the annual cash fee for non-executive directors was \$75,000, and committee members received an annual fee for their committee services. Audit committee members received an additional \$10,000 annually for their services, and the other committee members received an additional \$5,000 annually per committee. From June 17, 2022 through present, non-executive directors received an annual cash fee of \$85,000, audit committee members received an additional \$12,000 annually, compensation committee members received \$7,500 annually and the other committee members continued to receive \$5,000 annually per committee. In addition, the Board and committee chairs received fees for their services as chairpersons as set forth below. All fees are paid on a quarterly basis and are pro rated to reflect a partial quarter served. The committee chair fees set forth below are in addition to the committee member fees noted above.

## Outside Director

## Additional Annual Cash Retainer

	Jan. 1 - June 16, 2022	June 17 - Dec. 31, 2022
Chair of the Board	\$80,000	\$100,000
Audit Committee Chair	15,000	18,000
Compensation Committee Chair	15,000	17,500
Nominating and Corporate Governance Committee Chair	10,000	15,000
Strategy and Technology Committee Chair	10,000	15,000

On January 3, 2022, the non-executive directors received their annual restricted stock unit ("RSU") grant with a grant-date value of approximately \$150,000, with one-half of the RSU grants vesting on the grant date and the remaining half vesting on the one-year anniversary of the grant date. On June 16, 2022, the Board approved an increase to grants starting in 2023, which

have a grant-date value of \$185,000, with all the other terms remaining the same. In addition, we reimburse all directors for their reasonable expenses incurred when attending Board and committee meetings, and up to \$2,500 annually per director for director education and training.

## Environmental Social Governance at ASGN

We strive to positively impact the world around us, both through the work that we do for our clients and our broader actions to support our communities. Our vision is 'To engage and mobilize tomorrow's workforce responsibly and sustainably.'<sup>TM</sup> In April 2023 we published our annual Environmental Social Governance (ESG) report. The charts included in the full report include interactive year-over-year comparisons. Our ESG reporting disclosures now include the Global Reporting Index ("GRI"), the Task Force on Climate-related Financial Disclosures ("TCFD")

and the United Nations Global Compact ("UNGC") Communication on Progress ("COP"). By mid-year, we expect to disclose through the Carbon Disclosures Project ("CDP") and the S&P Corporate Sustainability Assessment ("CSA"). Our ESG efforts are overseen by our Board's Nominating and Corporate Governance Committee.

To read or download ASGN's full ESG Report please visit [asgn.com/sustainability](https://asgn.com/sustainability).

FOCUS AREA	ACTIONS TOWARD COMMITMENTS	NEW COMMITMENTS
<p><b>Data and Security</b></p> <p>ECS, ASGN's government segment, leads our Company-wide efforts to ensure that all our brands follow the Cybersecurity Maturity Model Certification version 2 ("CMMC 2.0") framework and operate at the highest levels of cybersecurity. Our clients include the Department of Defense, the National Security Agency and several Federal civilian agencies. Our Board of Directors' Strategy and Technology Committee meets regularly on cybersecurity, innovation and security roadmap planning efforts.</p>	<ul style="list-style-type: none"> <li>* Assisted our large commercial clients in aligning with industry standards and best practices (e.g., CMMC 2.0, NIST 800-171).</li> <li>* Conducted annual independent external audits of our information security program and systems.</li> <li>* Made cybersecurity an ongoing Company-wide priority.</li> <li>* Standardized platforms, tools and processes across all our divisions.</li> </ul>	<ul style="list-style-type: none"> <li>* Align our technology operations with our overall corporate strategy.</li> <li>* Deepen our technology modernization targets.</li> <li>* Continue to work with third-party assessor organizations.</li> </ul>
<p><b>Responsible Business</b></p> <p>We provide and uphold a culture of ethics and integrity. We maintain robust governance and oversight, and the highest standards of honest, integrity and trustworthiness. We are a dependable and trustworthy partner. Our responsible business ethos enhances and preserves long-term value for our stockholders.</p>	<ul style="list-style-type: none"> <li>* Engaged our Board on climate-related enterprise risk management.</li> <li>* Identified climate-related risks and impacts on our business strategy.</li> <li>* Established a Company-wide supplier diversity policy.</li> <li>* Integrated ethics and integrity questions into our Company-wide annual engagement survey.</li> </ul>	<ul style="list-style-type: none"> <li>* Establish a comprehensive Enterprise Risk Management ("ERM") program.</li> <li>* Comply with the SEC's forthcoming ESG disclosure rules.</li> </ul>

FOCUS AREA	ACTIONS TOWARD COMMITMENTS	NEW COMMITMENTS
<p><b>Our Workforce</b></p> <p>We are dedicated to the professional development and career advancement of our team and to supporting their well-being. We provide our employees with the following types of training: compliance, data security, ethics, diversity, equity and inclusion (DEI), leadership, new manager, and role-specific training. Through our participation in the UN Global Compact's Sustainable Development Goals (SDGs) Accelerator Program in 2022, ASGN aligned with SDG 5 (Gender Equality) and SDG 10 (Reduced Inequalities). As of December 31, 2022, employees from underrepresented racial and ethnic groups accounted for over 30 percent of our U.S. internal workforce, and 43.7 percent of executive/senior-level officers and managers were women and non-white men.</p>	<ul style="list-style-type: none"> <li>* Exceeded 40 percent diversity (women and diverse people including racial and ethnic diversity, sexual orientation, physical abilities and veteran status) in executive/senior-level officers and managers, ahead of our 2025 target.</li> <li>* Became a signatory to the UN Women's Empowerment Principles ("WEPs").</li> <li>* Adopted a Company-wide Supplier Diversity Policy.</li> <li>* Established Company-wide policies on workplace health and safety and employee wellness.</li> <li>* Expanded Company-wide employee wellness programs including monthly reimbursements for fitness memberships.</li> </ul>	<ul style="list-style-type: none"> <li>* Pilot a pay equity audit at our largest commercial brand, Apex Systems.</li> <li>* Establish a Company-wide employee mentorship program.</li> <li>* Establish a Company-wide diversity council.</li> <li>* Implement the UN WEP program across all brands to elevate our Company-wide commitment to gender equality.</li> </ul>
<p><b>Social Responsibility</b></p> <p>We support a culture of caring and making a positive difference. We do this through employee engagement, charitable contributions, and volunteering to uplift the organizations and communities our employees care most about.</p>	<ul style="list-style-type: none"> <li>* In process of establishing a Company-wide giving program to unite best practices across all brands and standardize reporting.</li> <li>* In 2022, ASGN and its employees collectively raised over \$540,000 for 432 different non-profit organizations.</li> </ul>	<ul style="list-style-type: none"> <li>* Establish a Company-wide giving program to increase employee engagement, charitable contributions, and brand loyalty.</li> </ul>
<p><b>Environmental Responsibility</b></p> <p>We are committed to achieving our goal of reducing our carbon emissions by 55 percent on a per employee basis by 2030 compared to our 2019 baseline. To achieve this goal, we are developing and implementing carbon reduction measures with respect to our office buildings, employee commuting, business travel, procurement practices and employee engagement.</p>	<ul style="list-style-type: none"> <li>* Established a carbon emissions reduction plan.</li> <li>* Became a signatory of the Science Based Target Initiative ("SBTi").</li> <li>* Obtained third party verification of our GHG inventory.</li> <li>* Made progress toward becoming eligible for ISO 14001 certification.</li> <li>* Expanded our ESG disclosures, which now include the CDP, the GRI, the Sustainability Accounting Standards Board ("SASB"), S&amp;P CSA, the TCFD, and the UNGC's COP.</li> </ul>	<ul style="list-style-type: none"> <li>* Implement our carbon emissions reduction plan by exploring our renewable energy options and establishing a sustainable procurement policy and supply chain program, sustainable business travel guidelines, Company-wide communications to build awareness and engagement, and a sustainable employee commuting pilot program.</li> <li>* Submit our science-based targets to the SBTi for approval.</li> <li>* Begin the ISO 14001 certification process for ASGN's headquarters in Glen Allen, Virginia.</li> </ul>

## Director and Executive Officer Stock Ownership Guidelines

ASGN's Stock Ownership Guidelines govern our directors, named executive officers and other designated officers that require that certain ownership levels of ASGN stock be met within five years from appointment or promotion to one of the designated positions. Effective January 2023, each Board member must own shares of the Company with a fair market value of five times the director's annual cash retainer fee, which is \$85,000 for a total ownership requirement of shares with a fair market value of \$425,000. The required levels of ownership for executives are based upon a multiple of their annual base salary. Our Chief Executive Officer is required to own a number of shares with a value of five times his annual base salary, and our other named executive officers are required to own a number of shares with a fair market value of three times their annual base salary. The guidelines also provide that directors and officers must retain any net shares that vest or are exercised until such

time as the appropriate ownership levels are met. Shares that would be issuable upon the vesting of time-vesting RSUs are considered beneficially owned for purposes of the policy. Stock options and RSUs that have outstanding performance requirements are not included in beneficial ownership. A hardship provision provides a process by which the Compensation Committee can grant an exemption in its sole discretion for exigent circumstances. As of March 1, 2023, all of our directors and named executive officers are compliant with the policy or are within the initial grace period of their hire or promotion.

## Director and Executive Officer Hedging and Pledging Transactions Policy

ASGN's Hedging and Pledging Transactions Policy prohibits hedging and pledging of the Company's stock for the Company's directors and executive officers. The policy prohibits participants from pledging the Company's stock as collateral directly or in a margin account, and prohibits participants from

hedging the financial risk of ownership of the Company's stock. These limitations include any prepaid variable forward contracts, equity swaps, collars or similar financial instruments designed to hedge or offset any decrease in the market value of the Company's stock. In cases of hardship, officers and directors subject to this policy may request approval for an exemption from the Nominating and Corporate Governance Committee of the Board.

## Ethics

ASGN's Code of Business Conduct and Ethics is applicable to all directors, officers and employees of ASGN. More importantly, the code reflects our policy for dealing with all persons, including our customers, employees, investors, regulators and vendors, with honesty and integrity. A copy of our Code of Business Conduct and Ethics can be found on the Investor Relations-Governance-Governance Documents page of our website at [www.asgn.com](http://www.asgn.com). In addition, ASGN adopted a Supplemental Code of Business Conduct and Ethics for Directors, Executive Officers and Financial Officers, which applies to our directors, Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and other executive officers and senior financial officers. The codes comply with the requirements of Section 406 of the Sarbanes-Oxley Act of 2002. The supplemental code focuses on honest and ethical conduct, full, fair and accurate disclosure in our SEC filings and other public disclosures, compliance with applicable government laws, rules and regulations, and prompt internal reporting of violations of the code. This policy is located on the same page on our website as our Code of Business Conduct and Ethics. You may also obtain a copy of these documents without charge by writing to ASGN Incorporated, 26745 Malibu Hills Road, Calabasas, California 91301, Attn: Secretary.

## Communicating with the Board

We invite stockholders and other interested parties to communicate any concerns they may have about ASGN with either the Chair of the Board or the directors as a group by writing to the attention of either the Chair of the Board or the directors at ASGN Incorporated, 26745 Malibu Hills Road, Calabasas, California 91301. Any and all such communication will be forwarded by the Secretary of the Company to the Chair of the Board, or all of the directors, as applicable.

## Compensation Committee Interlocks and Insider Participation

During 2022, the Compensation Committee of the Board was composed of Messrs. Holman (Chair) and Callaghan and Ms. Joliet. There are no Compensation Committee interlocks and no member of the Compensation Committee is or in 2022 was an officer or employee of ASGN or its subsidiaries, and none of them had any relationships requiring disclosure of certain relationships and related-party transactions. None of the Company's executives served as a member of the Compensation Committee.

# SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth the beneficial ownership by the persons listed below of shares of ASGN's common stock as of March 31, 2023.

Certain information in the table concerning stockholders other than our directors and officers is based on information contained in filings made by such beneficial owners with the SEC. Pursuant to Rule 13d-3 of the Exchange Act among other determining factors, shares are deemed to be beneficially owned by a person if that person has the right to acquire shares (for example, upon the vesting of an RSU) within 60 days of the date that information is provided. In addition, we note that Section 16(a) of the Exchange Act requires the Company's officers and directors, and persons who own more than 10 percent of a registered class of the Company's equity securities, to file reports of securities ownership and changes in such ownership with the SEC. In determining the percentage ownership of any person, the amount of shares outstanding is deemed to include any shares beneficially owned by such person (and only such person)

but excludes any securities held by or for the account of the Company or its subsidiaries. As a result, the percentage of outstanding shares held by any person in the table below does not necessarily reflect the person's actual voting power. As of March 31, 2023, there were 49,197,958 shares of ASGN common stock outstanding.

The following tables set forth the beneficial ownership of ASGN's common stock as of March 31, 2023 of the following persons:

- all stockholders known by us to beneficially own more than five percent of our common stock;
- each of our directors;
- each of our named executive officers, as identified; and
- all of our directors and executive officers as a group

Unless otherwise indicated, each person listed has sole voting power and sole investment power.

## Ownership of More than Five Percent of the Common Stock of ASGN

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (# of shares)	Percent of Common Stock <sup>(4)</sup>
FMR LLC 245 Summer Street Boston, MA 02210	5,996,690 <sup>(1)</sup>	11.7%
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	5,893,259 <sup>(2)</sup>	11.5%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	4,927,926 <sup>(3)</sup>	9.6%

(1) Based on information contained in a Schedule 13G/A filed with the SEC on February 9, 2023 by FMR LLC ("FMR") on its own behalf and on behalf of several affiliated entities, FMR has sole dispositive power of all of the listed Company's shares. FMR lists the following subsidiaries, affiliates, other companies and persons on whose behalf the filing was made who may also beneficially own, or be deemed to beneficially own, shares of our common stock: FIAM LLC, Fidelity Institutional Asset Management Trust Company, Fidelity Management & Research Company LLC, Fidelity Management Trust Company, Strategic Advisers LLC, Abigail P. Johnson and members of the Johnson family.

(2) Based on information contained in a Schedule 13G/A filed with the SEC on January 26, 2023 by BlackRock, Inc. on behalf of various subsidiaries, BlackRock, Inc. directly or indirectly has sole voting power of 5,788,595 shares of our common stock, and sole dispositive power of 5,893,259 shares. The subsidiaries listed in the filing as beneficially owning the shares set forth above include: BlackRock Life Limited, BlackRock Advisors, LLC, Aperio Group, LLC, BlackRock (Netherlands) B.V., BlackRock Fund Advisors, BlackRock Institutional Trust Company, National Association, BlackRock Asset Management Ireland Limited, BlackRock Financial Management, Inc., BlackRock Japan Co., Ltd., BlackRock Asset Management Schweiz AG, BlackRock Investment Management, LLC, BlackRock Investment Management (UK) Limited, BlackRock Asset Management Canada Limited, BlackRock (Luxembourg) S.A., BlackRock Investment Management (Australia) Limited, BlackRock (Singapore) Limited and BlackRock Fund Managers Ltd.

(3) Based on information contained in a Schedule 13G/A filed with the SEC on February 9, 2023 by The Vanguard Group, Inc. ("Vanguard") on its own behalf and on behalf of certain clients, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, Vanguard has shared voting power of 84,330 shares of the Company's common stock, sole dispositive power over 4,791,948 shares, and shared dispositive power over 135,978 shares.

(4) For each beneficial owner included in the table above, percentage ownership is calculated by dividing the number of shares beneficially owned by such holder by the 49,197,958 shares of the Company's common stock outstanding as of March 31, 2023. To the knowledge of the Company, none of the holders listed above had the right to acquire any additional shares of the Company on or within 60 days after March 31, 2023.

## Ownership of Directors and Management of ASGN

<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership (# of shares)<sup>(3)</sup></b>	<b>Percent of Common Stock<sup>(4)</sup></b>
Brian J. Callaghan <sup>(1)</sup>	321,741	*
Joseph W. Dyer	7,374	*
Mark A. Frantz	8,415	*
Maria R. Hawthorne	2,712	*
Jonathan S. Holman	10,672	*
Mariel A. Joliet	10,043	*
Marty R. Kittrell	4,265	*
Carol J. Lindstrom	3,585	*
Arshad Matin	11,094	*
Edwin A. Sheridan, IV <sup>(2)</sup>	734,339	1.4%
Theodore S. Hanson	354,817	*
Randolph C. Blazer	125,372	*
Marie L. Perry	2,546	*
Jennifer H. Painter	44,523	*
Rose L. Cunningham	3,133	*
Edward L. Pierce	108,355	*
All directors and executive officers as a group (16 persons)	1,752,986	3.4%

\* Represents less than one percent of the shares outstanding.

- (1) All of the ASGN shares beneficially owned by Mr. Callaghan are held in a trust in which he and his wife are both trustees, with the exception that 5,245 shares are held in his name directly.
- (2) Mr. Sheridan holds 40,644 of the ASGN shares he beneficially owns in a revocable trust, 690,414 shares are held in a limited liability company for which he is the sole beneficiary and has the sole right to vote and invest the shares, and the remainder are held in his name directly.
- (3) All amounts shown include shares available upon vesting of RSUs that will vest within 60 days of March 31, 2023, including the number of shares that were expected to be issued to the named executive officers upon certification of performance-based RSUs vesting on April 8, 2023.
- (4) For each individual included in the table above, percentage ownership is calculated by dividing the number of shares beneficially owned by the sum of the 49,197,958 shares of the Company's common stock outstanding as of March 31, 2023, plus the number of shares of common stock that are issuable upon the vesting of RSUs within 60 days of March 31, 2023 held by such individual (but not giving effect to the shares of common stock that are issuable upon the vesting of RSUs held by others).

The following individuals were executive officers of ASGN in 2022:

<b>Name</b>	<b>Age</b>	<b>Title</b>	<b>Years Experience in Industry</b>	<b>Years with ASGN</b>
Theodore S. Hanson*	55	Chief Executive Officer	over 20 years in industry	24 years with ASGN and Apex Systems
Randolph C. Blazer*	72	President	over 40 years in industry	16 years with ASGN and Apex Systems
Marie L. Perry*	57	EVP, Chief Financial Officer	7 years CFO experience	1 year
Jennifer H. Painter*	53	SVP, Chief Legal Officer and Secretary	17 years GC experience	10 years
James L. Brill	72	SVP, Chief Administrative Officer and Treasurer	over 35 years as finance executive	16 years
Rose L. Cunningham*	48	VP, Chief Accounting Officer and Controller	over 10 years as a controller	10 years
Edward L. Pierce*	66	Former EVP, Chief Financial Officer, and Executive Advisor	over 20 years CFO experience	11 years

\* These individuals are our named executive officers as defined in Item 402 of Regulation S-K of the Securities Act of 1933, as amended (the "Securities Act").

The biography of our Chief Executive Officer is included in the section above entitled "Director Nominees Up for Election" on p. 5.

**Randolph C. Blazer** joined ASGN as President of Apex Systems in May 2012 as a result of the Company's acquisition of Apex Systems, and was promoted to President of the Company in January 2022. Prior to the acquisition, Mr. Blazer served as Apex Systems' Chief Operating Officer from 2007 to 2012. Formerly, Mr. Blazer served as president of the public sector for SAP America. From 2000 through 2004, Mr. Blazer was chairman and chief executive officer of BearingPoint Inc., one of the world's largest consulting and systems integration firms. From 1977 through 2000, Mr. Blazer held increasing senior positions with KPMG. Under his leadership, KPMG Consulting launched the fourth-largest IPO in NASDAQ's history, becoming the first of the Big Five consulting firms to separate from its audit and tax parent and become an independent, publicly-traded company. Since September 2012, Mr. Blazer has been a board member of InSite Holdings, Inc., a private company that provides building solutions for facilities and real estate teams. Mr. Blazer holds a bachelor's degree in economics from McDaniel College and a master of business administration degree from the University of Kentucky.

**Marie L. Perry** joined ASGN in January 2012 as Executive Vice President, Finance, and was promoted to the role of Executive Vice President, Chief Financial Officer in August 2022. Prior to ASGN, Ms. Perry was chief financial officer for the U.S. division of Brinks, Incorporated, a NYSE-traded global leader in total cash management, route-based secure logistics and payment solutions, from August 2020 to January 2022. Prior to Brinks, Ms. Perry was chief financial and chief administrative officer for Jamba Juice, Inc., a lifestyle brand built on offering premium blended beverages from May 2016 to January 2019. From 2003 to 2016, she held increasing roles at Brinker International, Inc., a casual dining company with over 1,600 locations and 100,000 employees, beginning with assistant controller to vice president to acting chief financial officer, controller and treasurer. From 1994 to 2003 she was a manager then managing director of corporate accounting at AMR Corporation (American Airlines) and a certified public accountant at KPMG US LLP from 1990 to 1998. An industry and

community leader, Ms. Perry was named one of the 50 Most Powerful and Influential Women in Texas by the Texas Diversity Council. From 2018 to present, Ms. Perry has served on the audit and compensation committees for the board of directors of Ruth's Hospitality Group, a fine dining steakhouse company trading on NASDAQ with over 150 locations worldwide. Ms. Perry received her bachelor of business administration degree in accounting from Texas A&M University and her master of business administration degree from The University of Texas at Austin.

**Jennifer Hanks Painter** joined ASGN in June 2013 as its General Counsel and Secretary and was promoted to Senior Vice President, Chief Legal Officer in 2014. Ms. Painter focuses on legal and compliance issues affecting the Company, including mergers and acquisitions, litigation, corporate governance and Board support. Ms. Painter joined ASGN after serving as general counsel, chief compliance officer and secretary of MRV Communications, Inc., a global provider of telecommunications equipment and services, from 2009 to 2013. From 2004 through 2008, Ms. Painter served as vice president and assistant general counsel for The Ryland Group, Inc., a leading national homebuilder traded on the NYSE. From 2001 through 2004, Ms. Painter served as vice president and general counsel of Cadiz, Inc., a water and agricultural company traded on NASDAQ. Prior to joining Cadiz, Ms. Painter was employed as an associate with Sullivan & Cromwell LLP, an international law firm, where she dealt with mergers and acquisitions, securities, and other corporate matters. She was an officer in the U.S. Army Corps of Engineers prior to her legal career. She received a bachelor of science degree in civil engineering from the U.S. Military Academy and a juris doctor degree from Loyola Law School of Los Angeles.

**James L. Brill** joined ASGN as Senior Vice President, Finance and Chief Financial Officer in January 2007, and has been instrumental in the growth of ASGN. In his current role as Chief Administrative Officer and Treasurer which he took on in 2012, Mr. Brill oversees human resources, risk management, banking and cash management along with assisting in investor relations. Prior to ASGN, Mr. Brill was vice president, finance and chief financial officer of Diagnostic Products Corporation, a

medical diagnostic products and solutions company that was later acquired for \$1.9 billion by Siemens in July 2006. Mr. Brill was also the chief financial officer of Jafra Cosmetics International; vice president of finance and administration, and chief financial officer of Vertel Corporation, a provider of telecommunication systems management software and services; and senior vice president, finance and chief financial officer of Merisel, Inc., a worldwide distributor of computer hardware and software. Mr. Brill served on the board of directors of Onvia Inc., a provider of business to government commerce intelligence for companies desiring to grow their public sector business and for government agencies desiring to improve their procurement efficiencies from 2004 until its sale in December 2017, and was the chairman of their audit committee. Mr. Brill holds a bachelor of science degree from the U.S. Naval Academy and a masters of business administration degree from the UCLA Anderson School of Management.

**Rose L. Cunningham** joined ASGN in September 2013 as Assistant Controller and was promoted to the role of Vice President, Finance and Corporate Controller in July 2014. In December 2022 she was appointed as the Chief Accounting Officer of ASGN in addition to her Controller role. From 2005 to 2012, Ms. Cunningham held various roles, including senior manager and senior director of financial reporting, and vice president, corporate controller, at THQ Inc., a former NASDAQ-traded global developer and publisher of interactive entertainment software. From 2002 to 2005, Ms. Cunningham held various roles including controller at Clearant, Inc., a start-up biotechnology company. She began her career in public accounting as an auditor working for Arthur Andersen LLP and Ernst & Young LLP from 1998 to 2002. She received her bachelor of science degree in accounting from Loyola Marymount University and is a certified public accountant (inactive).

**Edward L. Pierce** joined ASGN in September 2012 as Executive Vice President and Chief Financial Officer, and he remained in that position until August 2022, when he transitioned to the role of Executive Advisor until his retirement in March 2023. Prior to his role as the Company's Chief Financial Officer, Mr. Pierce served on the Board of Directors for the Company from December 2007 to August 2012. From March 2011 through August 2012, Mr. Pierce was an executive in residence at Flexpoint Ford, a private equity firm. From October 2006 to March 2011, Mr. Pierce served as executive vice president and chief financial officer, and later as president of First Acceptance Corporation, a publicly-traded retailer, servicer and underwriter of non-standard private passenger automobile insurance. From May 2001 through February 2006, Mr. Pierce served as the executive vice president, chief financial officer and as a director of BindView Corporation. From November 1994 through January 2001, Mr. Pierce held various financial management positions, including executive vice president and chief financial officer of Metamor Worldwide, Inc. Mr. Pierce received his bachelor of science degree in accounting from Harding University and began his career with Arthur Andersen & Co. in Houston, Texas.

## Compensation Committee Chair Letter

Dear Stockholder,

2022 marked another strong year for ASGN. While the broader impacts of COVID-19 slowly subsided, we continued to face significant macroeconomic challenges including rapid inflation and the conflict in Ukraine. Despite these challenges, our team managed to produce excellent, industry-leading results. Notable achievements in 2022 include:

- Full year revenues of approximately \$4.6 billion, up 14.3 percent year-over-year and representing a new Company record;
- Net income from continuing operations of \$266.9 million, up 15.1 percent year-over-year (with net income of \$268.1 million, which is 34.6 percent less than the prior year, as 2021 included the gain on sale of our Oxford business);
- Adjusted EBITDA<sup>1</sup> improved 15.8 percent as compared to 2021, at a margin of 12.2 percent;
- IT consulting services is approaching 50 percent of our total revenues, increasingly focusing our business on high-end, higher margin consulting work; and
- Continued progress on and achievement of our ESG and DEI commitments, including exceeding 40 percent diversity in executive/senior-level officer and manager roles, ahead of our 2025 target, and becoming a signatory to the UN Women's Empowerment Principles.

As a committee, we believe that our executive compensation program effectively supports our business strategy and aligns our leadership team with our stockholders' interests. Executives are motivated to achieve strong top- and bottom-line growth as well as market-leading shareholder returns, with one of the components of their three-year equity grants being total stockholder return relative to our peers. Our stockholders have expressed support for our programs, both through direct feedback and through a 98.8% support on our 2022 Say on Pay vote. Given this strong level of support and the continued effectiveness of our programs, we maintained our designs for 2022 and planned no significant changes for 2023. In the following Executive Compensation Discussion and Analysis section, our goal is to be completely clear and transparent on steps taken to support our objectives, and to demonstrate our unequivocal emphasis on tying pay to performance.

Jonathan S. Holman  
(Compensation Committee Chair)

(1) Adjusted EBITDA is a non-GAAP metric. Please refer to Annex A for a reconciliation to the nearest GAAP metric.

# EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

## Executive Summary

Our executive compensation program is designed to attract and retain high-caliber executive officers, and to motivate and reward performance that is consistent with our corporate objectives and stockholder interests. Our policy is to provide a competitive total compensation package that shares our success with our named executive officers, as well as other employees, when our goals are met.

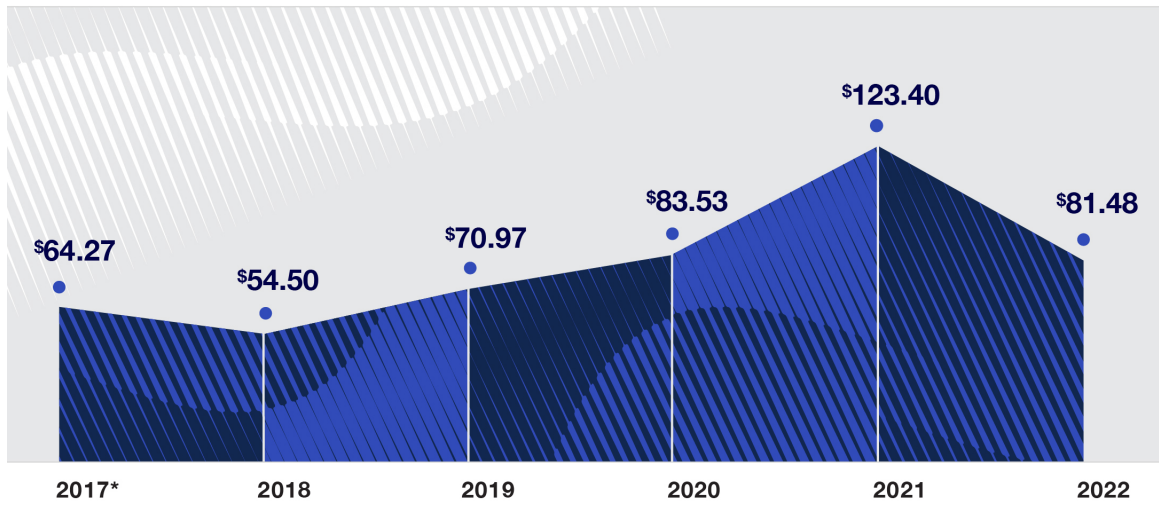
### Company Performance

Despite ongoing macroeconomic challenges and market pressures in 2022, the combination of our differentiated business model and strong operational performance by our team led to the ninth consecutive year that we achieved above-industry

growth in the end markets we serve. Our status as an industry leader is further evidenced by our robust financial performance as our differentiated business offerings and impactful merger and acquisition strategy have allowed us to gain market share and drive meaningful performance.

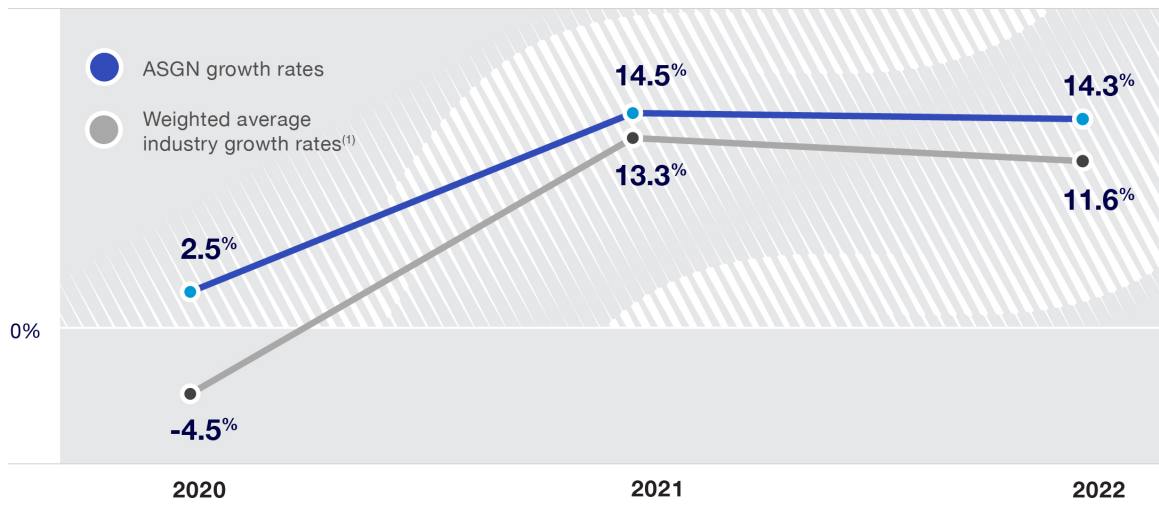
We put a strong focus on reported growth as well as on our consulting business, which grew 49.7 percent in 2022 revenues over the prior year and 38.9 percent on an organic basis compared to growth of approximately 6.6 percent in 2022 revenues over the prior year in the consulting markets in which we serve as estimated by FactSet Market Intel and company filings as of March 1, 2023. We have also increased our offerings with two acquisitions in 2022, with 14.3 percent growth in 2022 revenues over the prior year on a consolidated reported basis, and 10.3 percent growth on an organic basis.

#### FIVE-YEAR STOCK PERFORMANCE



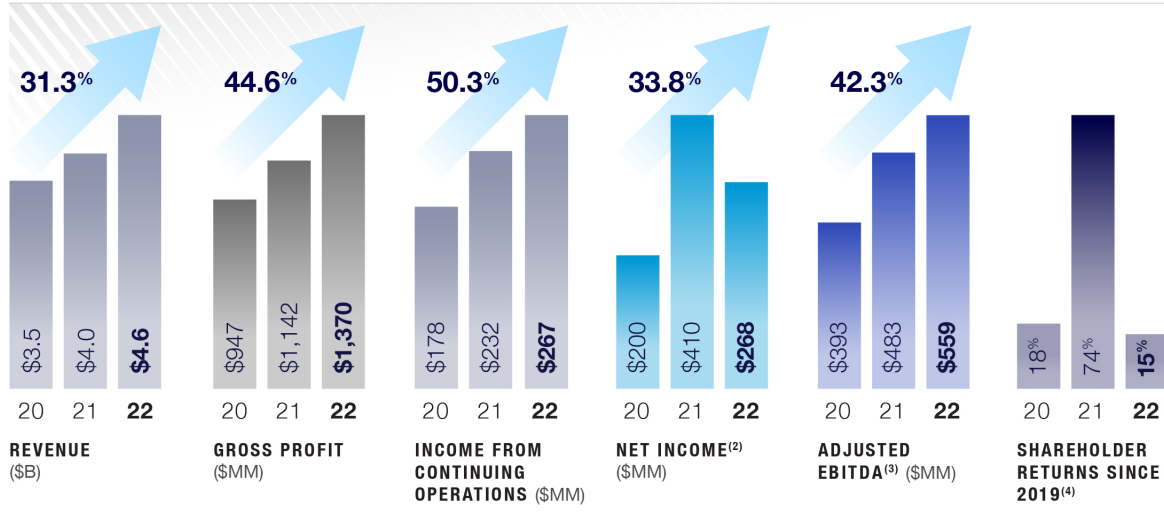
\*As of December 31 of the applicable year.

#### REVENUE GROWTH VS WEIGHTED AVERAGE INDUSTRY RATES



(1) Weighted average industry growth rates for IT consulting (by Gartner Market Statistics), federal government IT services (by Deltek GovWinIQ Federal IT forecast), and IT staffing, marketing/creative staffing and direct hire (Staffing Industry Analysts' April 2023 report). The average industry growth rates are weighted by the relative size of ASGN's revenues in each of these industries.

## ASGN PERFORMANCE HIGHLIGHTS <sup>(1)</sup>



(1) Financials reflect reported values.

(2) Net income in 2021 includes the gain on sale of the Oxford business.

(3) A reconciliation of Adjusted EBITDA to net income for 2022 is included in Annex A, and is in Annex A of our prior proxy statements for the prior year numbers.

(4) Each bar reflects total returns since December 31, 2019 through December 31 of the applicable year.

## ASGN's Strategic Direction

Through our strategic goals of Execute, Scale, and Acquire, we drive strong financial performance through sustainable strategic actions that provide short-term benefits to our business and position us for long-term success.

<b>Execute</b>	<ul style="list-style-type: none"> <li>* Expand IT service offerings to customers</li> <li>* Deploy digital technologies to enhance connectivity, productivity and efficiency in a new hybrid work environment</li> <li>* Emphasize environmental, social and governance efforts that drive long-term financial returns</li> </ul>
<b>Scale</b>	<ul style="list-style-type: none"> <li>* Grow base of large accounts that are stable revenue sources and quickly adopt new technologies</li> <li>* Deepen penetration among existing customer base through value-added service offerings</li> <li>* Utilize free cash flow in best interests of all stakeholders</li> </ul>
<b>Acquire</b>	<ul style="list-style-type: none"> <li>* Target acquisitions that bring new solution capabilities with industry expertise and new customers</li> <li>* Focus on companies with financial and cultural profiles similar to ASGN</li> <li>* Ensure acquisitions are accretive to earnings while also supporting ASGN's strategy</li> </ul>

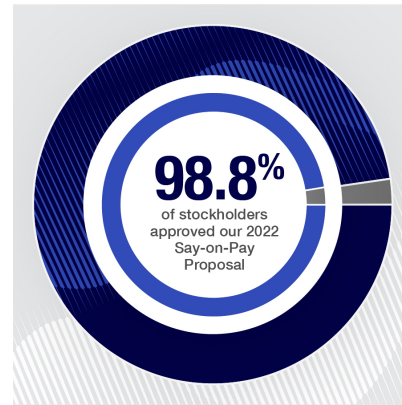
ASGN is a leading provider of IT services and professional solutions, including technology, creative and digital, across the commercial and government sectors. In addition to our significant government and consulting businesses, we are a leader in multiple areas of the U.S. staffing industry. According to the most recent report published in September 2022 by Staffing

Industry Analysts ("SIA"), a globally-recognized staffing industry research company representing over \$100 billion in annual contingent workforce spend and with over 1,000 member companies, ASGN is the third-largest IT staffing company and second-largest marketing and creative staffing company in the United States.

## Summary of Say-on-Pay and Responsiveness

Stockholder engagement is a key value and a significant part of our ongoing review of corporate governance and executive compensation practices. We are committed to actively seeking feedback from our stockholders to foster a constructive dialog on our programs as well as the decision-making process behind them.

In the past year, our Compensation Chair has reached out to stockholders representing over half of our outstanding stock. 98.8 percent of the votes for the 2022 Say-on-Pay proposal were cast FOR the proposal. The Compensation Committee considered this strong support, alongside feedback from our stockholder engagement discussions, when determining to largely maintain our 2022 compensation program design.



## Say-on-Pay Engagement and Responses

Stockholder Engagement Process	Feedback Heard	Compensation Committee Actions
<ul style="list-style-type: none"> <li>◦ In the past two years we spoke with several of our larger stockholders to discuss our business, compensation and ESG programs and governance.</li> <li>◦ We shared feedback from our stockholders with the Compensation and the Nominating and Corporate Governance Committee.</li> </ul>	<ul style="list-style-type: none"> <li>◦ Stockholders were generally supportive of our broader business strategy and performance.</li> <li>◦ Stockholders generally expressed a high level of support for our compensation programs while providing commentary on performance metrics, including their structure.</li> <li>◦ Stockholders generally expressed a high level of support for our compensation programs while providing commentary on performance metrics, including their structure.</li> </ul>	<ul style="list-style-type: none"> <li>◦ On the strength of the support of our compensation programs and their continuing effectiveness, the Committee elected not to make substantive changes for 2022.</li> <li>◦ The Compensation Committee continues to consider the outcomes of future Say-on-Pay votes alongside stockholder feedback when assessing our compensation programs.</li> </ul>

# Compensation Philosophy

## Program Overview

Our executive compensation program is tied to our near-and long-term business strategy and keeps our named executive officers focused on sustaining industry-leading financial and share-price performance.

Element	Purpose
<p><b>Base Salary</b></p> <ul style="list-style-type: none"> <li>✓ Attract and retain</li> <li>✓ Stable value delivery</li> </ul> <p><b>Cash Incentives</b></p> <ul style="list-style-type: none"> <li>✓ Pay for short-term performance</li> <li>✓ Align with strategy</li> </ul> <p><b>Equity</b></p> <ul style="list-style-type: none"> <li>✓ Pay for sustained, long-term performance</li> <li>✓ Align executives and stockholders</li> <li>✓ Long-term retention</li> </ul>	<ul style="list-style-type: none"> <li>• Fixed compensation, payable in cash</li> <li>• Provides executives with security and continuity in compensation</li> <li>• Key component of attracting and retaining qualified executives</li> <li>• Variable, cash-based compensation rewards executives for performance against key financial, operating and strategic goals</li> <li>• Performance-based, with payouts only received for strong performance</li> <li>• Emphasizes long-term operational performance and stockholder value growth</li> <li>• Ties opportunities for wealth creation and stock ownership directly to the long-term success of ASGN</li> <li>• Promotes retention of executives</li> <li>• Aligns executives with the interests of our stockholders</li> <li>• Encourages maximization of stockholder value</li> </ul>

## Compensation Policies and Practices

Our pay-for-performance philosophy and executive compensation governance provide a framework for executives to achieve ASGN's financial and strategic goals without encouraging excessive risk-taking in their business decisions. Key practices include:

WHAT WE DO	WHAT WE DON'T DO
<ul style="list-style-type: none"> <li>✓ Emphasis on pay-for-performance</li> <li>✓ Challenging performance goals for incentive programs, requiring above-market performance to be earned at target levels, and significantly higher performance for stretch goals above target</li> <li>✓ Compensation program designed to mitigate undue risk-taking</li> <li>✓ Double-trigger required for change in control severance provisions</li> <li>✓ Rigorous stock ownership guidelines for executives and directors</li> <li>✓ Clawback policy in place for executive performance compensation</li> <li>✓ The Compensation Committee engages an independent compensation consultant</li> </ul>	<ul style="list-style-type: none"> <li>✗ No gross-ups related to executive compensation, excise taxes or otherwise</li> <li>✗ Directors and executives are prohibited from hedging and pledging the Company's stock</li> <li>✗ No excessive perquisites</li> <li>✗ No repricing of stock option awards</li> </ul>

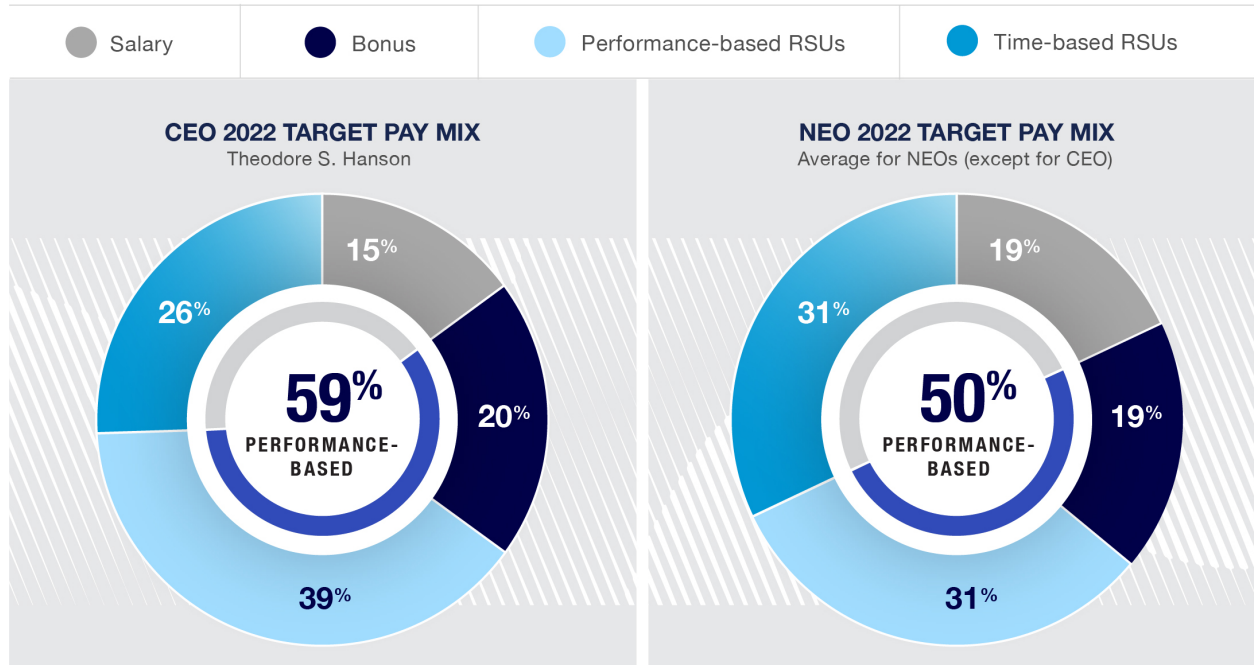
## 2022 Compensation Program

The Compensation Committee strives to achieve a balance between cash and equity compensation as well as long-term and short-term incentive compensation which aligns with our stockholders' interests. A fundamental objective of the Compensation Committee is to make a substantial portion of each executive officer's compensation contingent upon the Company's performance, as well as upon his or her own individual level of performance so that each executive officer is

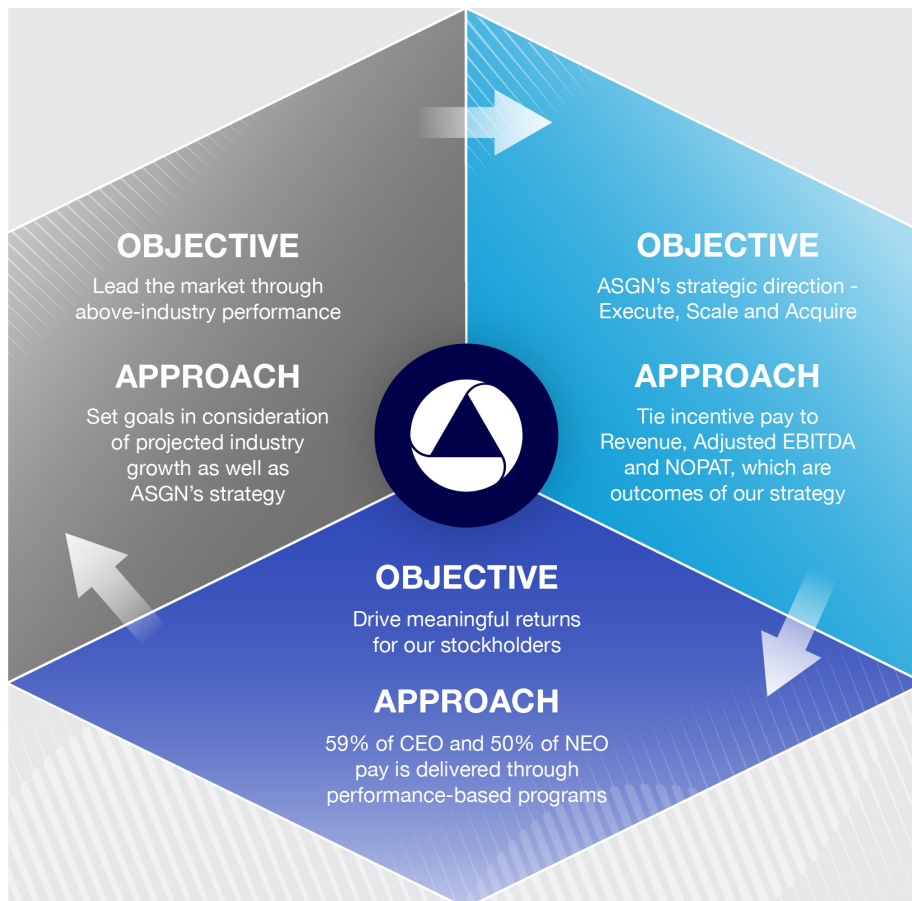
compensated for results. The Compensation Committee furthers this objective through an annual performance-based cash incentive program and an equity incentive program which includes equity for which vesting is subject to performance of the Company's stock versus our industry over a three-year period. The Compensation Committee uses equity awards to align the remuneration potential for the executive officers with stockholder interests.

The following tables illustrate that a significant portion of our named executive officers' 2022 annual target compensation was performance-based.

**2022 COMPENSATION**



*ASGN's Executive Pay Design Supports the Company's Corporate Strategy*



## Named Executive Officers' Total Target Compensation for 2022

Each year, the Compensation Committee assesses the competitive positioning of our named executive officers relative to our peers and, if appropriate in consideration of each executive's context, role and performance, adjusts their target compensation for the following year. The table below reflects the Compensation Committee's compensation decisions for named executive officer target compensation in 2022, based on the committee's assessment of the Company's and each executive's performance in 2021 as applicable. The equity incentive values shown below reflect the dollar-denominated target value of the

awards, without inclusion of a Monte Carlo modification for accounting purposes.

Note that for Mr. Blazer, the table below shows the annualized value of his 2022 equity awards and reflects the committee's perspective on target pay for fiscal year 2022 - his 2022 award was sized at \$6,000,000 and is intended to cover equity grants for 2022, 2023 and 2024. See "Special Compensation Actions in 2022" for additional detail.

Name	Salary	Target Short-Term Cash Incentive Bonus	Time-Based RSUs	Performance-Based RSUs	Total
Theodore S. Hanson	\$1,025,000	\$1,383,750	\$1,800,000	\$2,700,000	\$6,908,750
Randolph C. Blazer <sup>(1)</sup>	950,000	1,045,000	1,000,000	1,000,000	3,995,000
Marie L. Perry	575,000	517,500	575,000	575,000	2,242,500
Jennifer H. Painter	500,000	400,000	500,000	500,000	1,900,000
Rose L. Cunningham	310,425	232,819	125,000	125,000	793,244
Edward L. Pierce	675,000	607,500	600,000	600,000	2,482,500

- (1) To support long-term retention and performance, Mr. Blazer received a front-loaded equity award in 2022 intended to cover annual equity grants for 2022, 2023 and 2024. The Compensation Committee does not intend to provide Mr. Blazer additional equity awards during this period. Mr. Blazer's time- and performance-based RSU values for 2022 reflect the amortized value of his front-loaded equity awards. For additional detail, see "Special Compensation Actions in 2022".

Note that the equity amounts listed in the table above that were delivered as performance-based RSUs will not match the amounts in the Stock Award column in the Summary Compensation Table below because the accounting treatment of our performance-based RSUs takes into account a Monte Carlo

valuation which deviates slightly from the target award value. Further, Ms. Perry was hired on January 31, 2022 so received a partial year of salary and bonus. The amounts in the table above show her annualized salary and target bonus opportunity.

## Salary

Our salaries reflect the responsibilities of each named executive officer and the competitive market for comparable professionals in our industry and are set to create an incentive for executives to remain with us. Base salaries and benefits packages are the

fixed components of our named executive officers' compensation and do not vary with the Company's performance. Each named executive officer's base salary is set by considering market data as well as the performance of such officer.

Name	2021 Annual Salary	2022 Annual Salary	Increase
Theodore S. Hanson	\$975,000	\$1,025,000	5%
Randolph C. Blazer	900,000	950,000	6%
Marie L. Perry		575,000	N/A
Jennifer H. Painter	475,000	500,000	5%
Rose L. Cunningham	298,486	310,425	4%
Edward L. Pierce	650,000	675,000	4%

## Annual Cash Incentive Bonus

For 2022, the Compensation Committee maintained the bonus design introduced in 2021 requiring significant outperformance of goals to achieve maximum performance, with an intent to only provide maximum payouts in exceptional performance years. This updated goal-setting approach was implemented in part in response to stockholder input received during the Compensation Committee Chair's outreach efforts in prior years.

Named executive officers are eligible to receive annual cash incentive bonuses for 2022, subject to the achievement of rigorous performance goals tied to profitability and growth objectives at the corporate level as well as individual objectives for each executive. Targets are generally set by the Compensation Committee and are informed by both the Company's strategic plans and the projected growth of the broader market.

### 2022 Financial Goals:

	<b>Threshold (25% Payout)</b>	<b>75% Payout</b>	<b>Target (100% Payout)</b>	<b>150% Payout</b>	<b>Max (200% Payout)</b>	<b>Results</b>	<b>Payout Achieved</b>
Consolidated ASGN Targets (80% Adjusted EBITDA, 20% Revenue) growth over prior year:							
Adj. EBITDA	3.10%	6.10%	7.65%	9.17%	10.65%	14.14%	200%
Revenue	3.10%	6.10%	9.15%	10.65%	12.15%	12.56%	200%

For purposes of the above, Adjusted EBITDA is different from the similar metric we provide in our earnings releases. For a reconciliation of Performance Target Adjusted EBITDA to net income, see Annex A.

### Individual Performance Targets

Executives were also measured on their individual performance relative to the key management by objective performance targets ("MBOs"), and the Compensation Committee certified achievement for the MBOs as set forth below:

<b>Name</b>	<b>MBO</b>	<b>Assessment of Performance</b>	<b>Achievement (% of Target)</b>
Theodore S. Hanson	<ul style="list-style-type: none"> <li>Progress on key Company ESG goals (25%)</li> <li>Corporate strategy (25%)</li> <li>Revenue synergy targets (25%)</li> <li>Succession management (25%)</li> </ul>	<ul style="list-style-type: none"> <li>Super Stretch (200%)</li> <li>Stretch (150%)</li> <li>Target (100%)</li> <li>Super Stretch (200%)</li> </ul>	163%
Randolph C. Blazer	<ul style="list-style-type: none"> <li>Revenue synergy targets (50%)</li> <li>Strategy and M&amp;A (50%)</li> </ul>	<ul style="list-style-type: none"> <li>Target (100%)</li> <li>Stretch (150%)</li> </ul>	125%
Marie L. Perry	<ul style="list-style-type: none"> <li>CFO transition (50%)</li> <li>IR and marketing plan (50%)</li> </ul>	<ul style="list-style-type: none"> <li>Super Stretch (200%)</li> <li>Stretch (150%)</li> </ul>	175%
Jennifer H. Painter	<ul style="list-style-type: none"> <li>Legal budget management (50%)</li> <li>CFO transition (50%)</li> </ul>	<ul style="list-style-type: none"> <li>Stretch (150%)</li> <li>Super Stretch (200%)</li> </ul>	175%
Rose L. Cunningham	<ul style="list-style-type: none"> <li>CFO transition (20%)</li> <li>Support CFO with team assessment (20%)</li> <li>Finance/accounting management plan (20%)</li> <li>Acquisition support (20%)</li> <li>Accounting process efficiencies (20%)</li> </ul>	<ul style="list-style-type: none"> <li>Super Stretch (200%)</li> <li>Stretch (150%)</li> <li>Stretch (150%)</li> <li>Super Stretch (200%)</li> <li>Target (100%)</li> </ul>	160%
Edward L. Pierce	<ul style="list-style-type: none"> <li>CFO transition (100%)</li> </ul>	<ul style="list-style-type: none"> <li>Super Stretch (200%)</li> </ul>	200%

## Fiscal Year 2022 Cash Incentive Bonus Goals

The financial goals of our 2022 cash incentive bonus were based: (i) on the Company's adjusted EBITDA growth percentage; and (ii) the Company's revenue growth percentage. The Compensation Committee chose these metrics because they align with our key priorities and effectively balance the incentivization of both top- and bottom-line growth.

The financial targets that we set are based on both our internal financial plans and third-party market growth estimates and are designed to reward executives for execution against our business strategy and outperforming our peers. No awards are paid unless the threshold growth percentages are achieved, and the maximum award under the plan is capped at 200 percent of target.

Based on the performance achievement outlined above, executives received the following payouts for 2022:

Name	Component Weighting		Payouts		
	Financial Targets	MBOs	Financial Targets	MBOs	Total
Theodore S. Hanson	80%	20%	\$2,214,000	\$449,719	\$2,663,719
Randolph C. Blazer	80%	20%	1,672,000	261,250	1,933,250
Marie L. Perry	80%	20%	759,000	166,031	925,031
Jennifer H. Painter	80%	20%	640,000	140,000	780,000
Rose L. Cunningham	80%	20%	372,510	74,502	447,012
Edward L. Pierce	80%	20%	972,000	243,000	1,215,000

## Equity Incentive Compensation

The Compensation Committee annually approves grants of RSUs to ASGN's executive officers, including its named executive officers. These grants are designed to balance the comparatively short-term rewards of the annual cash incentive bonuses with long-term stock price performance, to align the interests of each executive officer with those of the stockholders, and to provide each individual with a significant incentive to manage their responsibilities from the perspective of an owner with an equity stake in the business. In addition, ASGN believes that granting equity awards with long vesting periods creates a retention incentive and encourages the executive officers to focus on the Company's long-term business objectives and long-term stock price performance.

## 2022 Awards

As in 2021, ASGN's executives received two types of annual equity grants in 2022: (i) RSU awards based on time, and (ii) performance-based RSUs with a three-year financial target and relative TSR modifier. These awards were sized in consideration of each executive's role and responsibility and intended to create alignment and retention incentives to drive long-term performance and further tie executives to stockholder outcomes.

The 2022 time-based and performance-based RSUs awarded to our named executive officers are listed below. The dollar-denominated target amounts listed in the table will not match the amounts in the Stock Award column in the Summary Compensation Table or the Grants of Plan-Based Awards table because the accounting treatment of the performance-based RSU awards takes into account a Monte Carlo valuation which deviates slightly from the target award value.

Name	Time-Based RSU Awards (# of RSUs)	Performance-Based RSU Awards (# of RSUs at 100% achievement)	Aggregate Target Award Value
Theodore S. Hanson	14,509	24,120	\$4,500,000
Randolph C. Blazer	24,181	26,800	6,000,000
Marie L. Perry	5,249	5,136	1,150,000
Jennifer H. Painter	4,030	4,466	1,000,000
Rose L. Cunningham	1,007	1,116	250,000
Edward L. Pierce	4,836	5,360	1,200,000

- (1) To support long-term retention and performance, Mr. Blazer received a front-loaded equity award in 2022 intended to cover annual equity grants for 2022, 2023 and 2024 at an equivalent \$2 million per year rate that he received in 2021. The Compensation Committee does not intend to provide Mr. Blazer further annual equity awards during this period.

## Time-Based RSUs

Our Compensation Committee wanted to provide stability and retention to our named executive officers, so awarded a portion of their RSUs based on their continued service to the Company through the vesting period. On January 3, 2022, our Chief Executive Officer received 40 percent of the value of his annual equity grant in time-based RSUs, and the other named executive officers received 50 percent of the value of their equity grant in time-based RSUs. These awards vest in three equal, annual installments on each of January 2, 2023, 2024 and 2025, subject to the executives' continued service to the Company through each such date.

## Performance-Based RSUs

The remainder of each executive's 2022 grants was delivered as performance-based RSUs which vest upon achievement of the average of three years of NOPAT growth over a three-year performance period, with the potential for positive or negative adjustment based on the Company's TSR over the performance period relative to a 45-company comparator group outlined below. NOPAT, which is a non-GAAP (U.S. Generally Accepted Accounting Principles) financial measure, is GAAP net operating income as adjusted for non-GAAP items including depreciation, amortization, stock-based compensation, acquisition, integration and strategic planning expenses, and other adjustments including the elimination of any benefits from acquisitions or dispositions during the year. The performance-based RSUs will

be eligible to vest on January 2, 2025 subject to achievement of the performance targets as follows, and subject to pro rata vesting in the case of the named executive officer's termination

of employment due to a termination by the Company without cause or potentially certain retirement circumstances:

## Payout Schedule

Three-Year Average NOPAT Growth Goals		Relative TSR Modifier	
NOPAT Growth vs. Prior Year Actual	Achievement	Relative TSR	Modifier Impact
≥ 10.0%	200%	≥75 <sup>th</sup> P	+25%
8.5%	150%	40 <sup>th</sup> - 60 <sup>th</sup> P	—
7.0%	100%	≤25 <sup>th</sup> P	-25%
4.0%	75%		
2.0%	50%		
<2.0%	—%		

Outcomes relative to this schedule are measured annually over the three years and averaged to determine final NOPAT payout.

The final NOPAT growth outcome is then modified by an increase or decrease of up to 25 percent of the number of RSUs issued based on ASGN's TSR performance relative to a 45-company comparator group (outlined below).

**TSR Comparator Group:** The following companies constitute the TSR comparator group for 2022 performance-based RSU awards, and were selected using the same following criteria as used the prior two years:

- Categories:
    - IT Consulting and Other Services;
    - Research and Consulting Services; and
    - Human Resource and Employment Services
  - Publicly-traded, U.S.-based company
  - Russell 3000 constituent
  - >\$500MM in revenue
- Amdocs Limited
  - KBR, Inc.
  - Atlas Technical Consultants, Inc.
  - Kelly Services, Inc.
  - Barrett Business Services, Inc.
  - Kforce Inc.
  - Booz Allen Hamilton Holding Corporation
  - Korn Ferry
  - CACI International Inc.
  - Kyndryl Holdings, Inc.
  - CBIZ, Inc.
  - LegalZoom.com, Inc.
  - Cognizant Technology Solutions Corporation
  - Leidos Holdings, Inc.
  - CoStar Group, Inc.
  - ManpowerGroup Inc.
  - CRA International, Inc.
  - ManTech International Corporation
  - Dun & Bradstreet Holdings, Inc.
  - Mistras Group, Inc.
  - DXC Technology Company
  - Nielsen Holdings plc
  - EPAM Systems, Inc.
  - Perficient, Inc.
  - Equifax Inc.
  - Resources Connection, Inc.
  - First Advantage Corporation
  - Robert Half International Inc.
  - FTI Consulting, Inc.
  - Science Applications International Corporation
  - Gartner, Inc.
  - Sterling Check Corp.
  - Heidrick & Struggles International, Inc.
  - Thoughtworks Holding, Inc.
  - HireRight Holdings Corporation
  - TransUnion
  - Huron Consulting Group Inc.
  - TriNet Group, Inc.
  - ICF International, Inc.
  - TrueBlue, Inc.
  - Insperity, Inc.
  - Unisys Corporation
  - International Business Machines Corporation
  - Verisk Analytics, Inc.
  - Jacobs Engineering Group Inc.

## Special Compensation Actions in 2022

**Randolph C. Blazer.** In recognition of ongoing leadership transitions and ambitious growth plans within the Apex Segment, the Compensation Committee determined it was critical to retain Mr. Blazer and provide enhanced incentive to achieve our strategic goals over the next three years given his extensive experience and track record of success leading the Company's operations. Considering these factors, the committee provided Mr. Blazer with a \$6,000,000 equity award in 2022, intended to reflect three years of grants (\$2,000,000 in annual equity for each of 2022, 2023 and 2024 which was equivalent to his 2021 RSU grant amount) so that they will be fully vested in three years. Mr. Blazer is not eligible to receive additional equity awards until 2025. His equity award consists of 50 percent time-vesting RSUs and 50 percent with a three-year performance target, which is the same target as for the other named executive officers.

**Marie L. Perry.** Ms. Perry entered into an employment agreement with the Company in January 2022 upon her employment, which provides for an annual base salary of \$575,000 and a target annual equity award of \$1,150,000. She is also eligible to receive a target annual cash incentive bonus equal to 90 percent of her base salary, with a maximum annual bonus opportunity of an additional 90 percent of her base salary. In connection with entering into the employment agreement, she received a cash bonus of \$255,000 and RSUs with a \$600,000 value on the date of grant, vesting one-third each on the first, second and third anniversaries of the grant date, with the third tranche subject also to her relocation to the greater Richmond, Virginia area. When she relocates, she will be eligible for reimbursement of expenses up to \$80,000.

## Process for Determining Compensation

The role of our Compensation Committee is to oversee our executive plans and policies, administer our equity plans, and approve all compensation for our named executive officers.

Our Compensation Committee generally seeks input from our Chief Executive Officer and our Chief Legal Officer when discussing executive performance and compensation levels for named executive officers (other than their own compensation). Our Chief Legal Officer has the responsibility of advising the Compensation Committee and coordinating with any third-party compensation advisers. The Compensation Committee also works with our Chief Financial Officer to evaluate the financial, accounting and tax implications of compensation actions. None of our named executive officers participates in deliberations regarding his or her own compensation. Our Compensation Committee deliberates and determines compensation decisions related to our Chief Executive Officer in executive session, outside of the presence of the Chief Executive Officer.

The Compensation Committee oversees the executive compensation program and determines compensation for the Company's executive officers. The Compensation Committee recognizes that, from time to time, it is appropriate to enter into compensatory agreements with key executives, and has done so with each of our named executive officers. Through these agreements, ASGN seeks to further motivate such individuals, retain their services, and secure confidentiality and non-solicitation obligations, applicable both during and after their employment. These compensatory agreements include executive employment agreements and severance arrangements.

The Compensation Committee also compares our performance against that of our peer group as part of its oversight responsibilities and uses industry performance data to set performance targets. The peer group was developed with advice from Semler Brossy to include ASGN's key business and talent competitors, with a focus on:

- Related industry companies in the staffing and consulting and government services areas; and
- Companies generally within a range of 0.25x to 2.0x of ASGN's revenue and market cap on a pro-forma basis (with some exceptions for strong business fits).

Based on these criteria, the peer group used for 2022 compensation is presented in the table below, and is the same peer group that was used for 2021 compensation with the

exception that Perspecta Inc. was acquired and is now a private company:

Name	Financials (in millions) <sup>(1)</sup>	
	Revenues	Capitalization
Amedisys, Inc.	\$2,214	\$5,263
Booz Allen Hamilton Holding Corporation	7,859	10,972
CACI International Inc.	6,044	6,009
EPAM Systems, Inc.	3,758	38,001
FTI Consulting, Inc.	2,776	5,267
ICF International, Inc.	1,553	1,936
Insperty, Inc.	4,973	4,527
Kelly Services, Inc.	4,910	662
Kforce Inc.	1,580	1,618
Korn Ferry	1,820	3,667
ManTech International Corporation	2,554	2,975
Pediatrix Medical Group, Inc.	1,911	2,308
Premier, Inc.	1,721	4,263
Robert Half International Inc.	6,461	12,344
Science Applications International Corporation	7,056	5,570
Unisys Corporation	2,054	1,382
Willis Towers Watson plc	8,998	28,987
75th Percentile	6,253	8,491
50th Percentile	2,776	4,527
25th Percentile	1,866	2,122
<b>ASGN Incorporated</b>	<b>\$4,010</b>	<b>\$6,392</b>

(1) Revenues reflect last 12 months as of December 31, 2021, and the market capitalization values are as of December 31, 2021 (end of fiscal year prior to 2022 pay decisions).

## Other Benefits

### Company-Sponsored Health and Welfare Benefits

Our executives and their legal dependents are eligible to participate in Company-sponsored health and welfare plans. These benefits are designed to be competitive with overall market practices and to attract and retain employees with the skills and experience needed to promote ASGN's goals. The Compensation Committee believes that providing this coverage opportunity and enabling payment of the employee portion of such coverage costs through payroll deductions encourages our executives and their legal dependents to avail themselves of appropriate medical, dental and other health care services, as necessary, to help ensure our executives' continued ability to contribute their efforts towards achieving ASGN's growth, profitability and other goals.

### 401(k) Plan

ASGN and its subsidiaries offer tax-qualified 401(k) plans to our U.S. employees.

## Deferred Compensation Plan

The Company maintains a Second Amended and Restated Deferred Compensation Plan (the "DCP") to provide an added benefit to executives who want to defer more of their compensation than they are able to under our 401(k) plan. Under the DCP, executives can defer up to 100 percent of their bonus and 75 percent of their base salary to a later date or series of dates at their election. The deferred amounts are not taxable to the participant until paid out pursuant to the participant's deferral election. Participants can choose from a number of investment fund options that are similar to the investment fund options available under the Company's 401(k) plan, and can change their investment fund election from time to time. The Company does not match any contributed funds. The plan is administered by a third party administrator, and the funds are invested by a rabbi trustee. The benefits to the plan are that funds contributed to the plan are tax-deferred without government contribution limits, however, upon a change in control of the Company, participants lose the deferral benefit and funds will be distributed to them in a lump sum. Further, the funds are not protected in the event of a corporate insolvency or bankruptcy and are considered unsecured claims against the Company. Participants are not allowed to withdraw their funds from the plan early, however in the case of an unforeseeable emergency, a participant may request a hardship exemption.

## Severance and Change in Control Benefits

In 2022, each of our named executive officers was party to an employment or other agreement that provides for severance upon a qualifying termination of employment. Additionally, pursuant to the Company's Change in Control Severance Plan, as amended from time to time (the "CIC Severance Plan") in which all of the named executives participate, ASGN provides for cash severance, the vesting of equity grants and other benefits in the event the executive is terminated under certain defined circumstances following a change in control of our Company. Further, the named executive officers' performance-based RSU grants provide for pro rata vesting if an executive is terminated by the Company without cause, or if the executive retires under certain circumstances with the approval of the Compensation Committee at its sole discretion. We feel that these severance triggers and levels (described in more detail below) are appropriate to ensure our executive officers' financial security, commensurate with their positions, in order to permit them to stay focused on their duties and responsibilities and promote the best interests of ASGN in all circumstances.

## Perquisites

In 2022, ASGN made reasonable perquisites available to Messrs. Hanson, Blazer and Pierce and Ms. Perry, including a monthly automobile allowance, payment or reimbursement of actual expenses incurred by the executive officer in connection with an annual physical examination (subject to specific limits), and/or payment or reimbursement of actual expenses incurred for tax preparation and financial planning services (again, not to exceed specific limits). The Compensation Committee acknowledges the considerable time and focus demanded of our executive officers by their work duties as well as their role as "ambassadors" of ASGN, and authorizes these benefits in order to limit the impact and distraction of attending to these personal responsibilities. Additionally, the Compensation Committee believes the executives perceive these perquisites to be valuable and therefore helpful in attracting and retaining qualified leaders.

## Other Considerations

### Clawback Policy

Under our clawback policy, the Compensation Committee can, in its discretion, taking into account all appropriate circumstances, require and direct the Company to seek reimbursement or forfeiture of any annual incentive payment, bonus, or long-term incentive payment or award to a named executive officer that was approved, awarded, paid, or granted to such individual, where: (1) the payment was predicated upon achieving certain financial results that were subsequently the subject of a restatement of any Company financial statement filed with the SEC; (2) the Compensation Committee determines the named executive officer caused or substantially caused the need for the restatement by (i) engaging in intentional or reckless misconduct, or (ii) knowingly failing to act to prevent misconduct; and (3) a lower payment would have been made to the named executive officer based upon the restated financial results. The reimbursement or forfeiture will be limited to the amount by which the named executive officer's payment for the relevant period exceeds the lower payment that would have been made based upon the restated financial results, and will only apply to payments made in the year in which the restatement is filed or in

the two completed fiscal years prior to the year in which the restatement is filed. The Compensation Committee has noted that the NYSE has filed proposed listing standards with the SEC in February 2023 which implement the Dodd-Frank Wall Street Reform and Consumer Protection Act, and expects to amend its policy to be compliant with the new listing standards when they become effective.

## Tax Provisions and Accounting Consequences

The Compensation Committee considers the anticipated tax consequences to us and our executive officers when reviewing our compensation programs, as the deductibility of some types of compensation payments or the amount of tax imposed on the payments can depend upon the timing of an executive's vesting or exercise of previously granted rights or termination of employment. In 2022, the Compensation Committee considered the requirements of Code Section 409A where applicable when structuring the executive compensation packages. Section 409A of the Code requires that "nonqualified deferred compensation" be deferred and/or paid under plans or arrangements that satisfy the requirements of the statute with respect to the timing of deferral elections, timing of payments, and certain other matters. Failure to satisfy these requirements can expose employees and other service providers to accelerated income tax liabilities, penalty taxes, and interest on their vested compensation under such plans. Changes in applicable tax laws and regulations, the increase in our stock price, and other factors beyond the Compensation Committee's control can also affect the deductibility of compensation.

Code Section 280G disallows a tax deduction with respect to excess parachute payments to certain executives of companies which undergo a change in control. In addition, Code Section 4999 imposes a 20 percent tax penalty on the individual receiving the excess payment. A parachute payment is compensation that is linked to or triggered by a change in control and may include, but is not limited to, bonus payments, severance payments, certain fringe benefits, and payments and acceleration of vesting from long-term incentive plans including stock options and other equity-based compensation. Excess parachute payments are parachute payments that exceed a threshold determined under Code Section 280G based on the executive's prior compensation. In approving the compensation arrangements for our executive officers, our Compensation Committee considers all elements of the cost to our Company of providing such compensation, including the potential impact of Code Section 280G. Our Board and its Compensation Committee have noted the unfavorable consequences to the Company and its executives of triggering such excess payments, and have taken measures to minimize these negative consequences and none of our named executive officers or any other employees have tax gross-up provisions in any of their compensation agreements or arrangements.

The Compensation Committee also regularly considers the accounting implications of significant compensation decisions, especially in connection with decisions that relate to equity compensation awards. In particular, ASC Topic 718 requires us to recognize an expense for the fair value of equity-based compensation awards. As accounting standards change, we may revise certain programs to appropriately align accounting expenses of our awards with our overall executive compensation philosophy and objectives.

## Compensation Committee Report

While the tax accounting impact of any compensation arrangement are factors to be considered in determining appropriate compensation, such impact is evaluated in light of the Compensation Committee's overall compensation philosophy and objectives. The Compensation Committee will consider ways to maximize the deductibility of executive compensation, while retaining the discretion it deems necessary to compensate executive officers in a manner commensurate with performance and the competitive environment for executive talent. The Compensation Committee may continue to award compensation which is not fully deductible to our executive officers if it determines that such award is consistent with its philosophy and is in our and our stockholders' best interests.

### Compensation Consultant

In 2022, the Compensation Committee retained Semler Brossy as its independent compensation consultant. The Compensation Committee has assessed the independence of Semler Brossy pursuant to SEC and NYSE rules and concluded that no conflict of interest exists that would prevent Semler Brossy from independently representing the Compensation Committee.

### Say-on-Pay

We provide our stockholders with the opportunity to cast an annual advisory vote on the compensation of our named executive officers (a "say-on-pay proposal"). At our 2022 Annual Meeting of Stockholders held on June 16, 2022, 98.8 percent of the votes affirmatively voted on the say-on-pay proposal at that meeting voted in favor of the proposal. The Company submits compensation for named executive officers for advisory vote on an annual basis pursuant to the advisory recommendation of stockholders made in 2017 which is up for vote again this year, and the Compensation Committee will continue to consider the outcome of the Company's say-on-pay proposals when making future compensation decisions for our named executive officers.

Notwithstanding anything to the contrary set forth in any of the Company's previous filings under the Securities Act or the Exchange Act that might incorporate future filings, in whole or in part, including the Company's Annual Report on Form 10-K for the year ended December 31, 2022 and its Registration Statements on Forms S-3 and S-8, the following Report shall not be incorporated by reference into any such filings.

The Compensation Committee of the Board of ASGN has reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K promulgated under the Exchange Act and, based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Executive Compensation Discussion and Analysis be included in this Proxy Statement and the Company's Annual Report on Form 10-K for the year ended December 31, 2022.

Compensation Committee of the Board of Directors

Jonathan S. Holman (Chair)

Brian J. Callaghan

Mariel A. Joliet

## SUMMARY COMPENSATION TABLE

The following table sets forth the compensation earned by our named executive officers for services rendered in all capacities to ASGN for the years ended December 31, 2022, 2021 and 2020.

Name and Principal Position	Year	Salary	Bonus	Stock Awards <sup>(2)</sup>	Non-Equity Incentive Plan <sup>(4)</sup>	All Other Compensation <sup>(5)</sup>	Total
Theodore S. Hanson Chief Executive Officer	2022	\$1,025,000		\$4,710,065	\$2,663,719	\$21,581	\$8,420,365
	2021	975,000		6,244,850	2,315,625	10,803	9,546,278
	2020	930,000		4,298,408	1,367,100	10,803	6,606,311
Randolph C. Blazer President	2022	950,000		6,233,315 <sup>(3)</sup>	1,933,250	28,705	9,145,270
	2021	900,000		2,704,284	1,710,000	27,581	5,341,865
	2020	838,000		2,032,912	1,093,590	27,634	3,992,136
Marie L. Perry Executive Vice President and Chief Financial Officer	2022 <sup>(1)</sup>	527,083	255,000	1,794,560	925,031	270	3,501,944
Jennifer H. Painter Senior Vice President, Chief Legal Officer and Secretary	2022	500,000		1,038,785	780,000	11,581	2,330,366
	2021	475,000		969,108	741,000	270	2,185,378
	2020	430,000		755,039	390,225	270	1,575,534
Rose L. Cunningham Vice President, Chief Accounting Officer and Controller	2022	310,425		259,574	447,012	11,599	1,028,610
Edward L. Pierce Former Executive Vice President and Chief Financial Officer and Executive Advisor	2022	675,000		1,246,638	1,215,000	16,863	3,153,501
	2021	650,000		1,651,767	1,140,750	270	3,442,787
	2020	630,000		1,277,753	609,840	270	2,517,863

- (1) Ms. Perry was hired on January 31, 2022, so the salary reflects a partial year of her \$575,000 annualized base pay, and the Non-Equity Incentive Plan amount is the pro rata bonus amount for the year.
- (2) Amounts shown in the "Stock Awards" column reflect the aggregate grant date fair value of the awards for accounting purposes, computed in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts with respect to stock-based awards are included in Note 12 to the consolidated financial statements for the year ended December 31, 2022 included in our Annual Report. With respect to the performance-based RSUs granted in 2022 that vest based on achievement of financial metrics modified by an rTSR goal and are deemed to be performance awards, the grant date fair value of the awards is the closing price of ASGN's common stock on the date of grant, plus the fair value of the TSR modifier estimated using a Monte Carlo valuation model. 50 percent of the annual awards for the named executive officers are performance-based except for Mr. Hanson (the performance portion of his award is 60 percent), and the maximum value of the performance awards (assuming the achievement of maximum goals) is \$5.4 million, \$6.0 million, \$1.15 million, \$1.0 million, \$500,000 and \$1.2 million for Messrs. Hanson and Blazer, Mmes. Perry, Painter and Cunningham, and Mr. Pierce, respectively.
- (3) The annual RSU grant to Mr. Blazer for 2022 is intended to reflect three years of grants. Mr. Blazer is not eligible to receive additional annual equity awards until 2025.
- (4) The amounts set forth in the "Non-Equity Incentive Plan" column in 2022 represent payouts described in "Annual Cash Incentive Bonus" beginning on p. 28. All non-equity incentive plan compensation amounts were earned based on performance in the year reported and were paid out in February of the subsequent year.
- (5) The amounts set forth in the "All Other Compensation" column in 2022 for Mr. Hanson include \$10,675 of 401(k) plan matching contributions; \$6,000 for his auto allowance; reimbursement of \$2,500 for tax preparation fees and \$1,500 for a physical exam; and payment by ASGN of the following insurance premiums: \$270 for life, \$256 for long-term disability, \$315 for short-term disability, and \$65 for accidental death and dismemberment. Mr. Blazer's 2022 amount includes \$17,899 of 401(k) plan matching contributions; \$6,000 for his auto allowance; and payment by ASGN of \$2,306 of personal liability insurance premium. Ms. Perry's 2022 amount includes life insurance premiums paid by ASGN. The 2022 amounts for Ms. Painter include \$10,675 of 401(k) plan matching contributions; and payment by ASGN of the following insurance premiums: \$270 for life, \$256 for long-term disability, \$315 for short-term disability, and \$65 for accidental death and dismemberment. The 2022 amounts for Mr. Pierce include \$10,675 of 401(k) plan matching contributions; \$5,400 for his auto allowance; and payment by ASGN of the following insurance premiums: \$270 for life, \$256 for long-term disability, \$315 for short-term disability, and \$65 for accidental death and dismemberment.

## GRANTS OF PLAN-BASED AWARDS

The following table sets forth summary information regarding all grants of plan-based awards made to our named executive officers in the year ended December 31, 2022. The Compensation Committee approved the RSU awards and cash bonus amounts for the named executive officers at its meeting on December 8, 2021 (except for Ms. Perry's cash bonus approved on January 3, 2022 and RSU awards approved on February 6, 2022), and set performance targets on February 10, 2022.

Name	Approval Date	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (\$) <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards (#) <sup>(2)</sup>			All Other Stock Awards: Number of Shares or Units (#) <sup>(3)</sup>	Grant Date Fair Value of Stock Awards (\$) <sup>(4)</sup>
			Threshold	Target	Maximum	Threshold	Target	Maximum		
Theodore S. Hanson	12/8/2021	1/3/2022							14,509	\$1,799,987
	12/8/2021	2/10/2022	\$553,500	\$1,383,750	\$2,767,500					
	12/8/2021	2/10/2022				6,030	24,120	48,240		2,910,078
Randolph C. Blazer	12/8/2021	1/3/2022							24,181	2,999,895
	12/8/2021	2/10/2022	418,000	1,045,000	2,090,000					
	12/8/2021	2/10/2022				6,700	26,800	53,600		3,233,420
Marie L. Perry	2/6/2022	2/6/2022							5,249	599,908
	2/6/2022	2/6/2022							5,031	574,993
	1/3/2022	2/10/2022	189,750	474,375	948,750					
	2/6/2022	2/10/2022				1,284	5,136	10,272		619,658
Jennifer H. Painter	12/8/2021	1/3/2022							4,030	499,962
	12/8/2021	2/10/2022	160,000	400,000	800,000					
	12/8/2021	2/10/2022				1,117	4,466	8,932		538,823
Rose L. Cunningham	12/8/2021	1/3/2022							1,007	124,928
	12/8/2021	2/10/2022	93,128	232,819	465,638					
	12/8/2021	2/10/2022				279	1,116	2,232		134,645
Edward L. Pierce	12/8/2021	1/3/2022							4,836	599,954
	12/8/2021	2/10/2022	243,000	607,500	1,215,000					
	12/8/2021	2/10/2022				1,340	5,360	10,720		646,684

- (1) Executive annual cash incentive compensation is determined by the Compensation Committee. See "Compensation Discussion and Analysis—Annual Cash Incentive Bonus Compensation" for a general description of the criteria used in determining annual incentive compensation paid to our named executive officers. Amounts shown in these columns represent each named executive officer's cash incentive bonus opportunity for 2022.
- (2) Represents the RSU awards in 2022 that have performance targets. The awards have a February 10, 2022 grant date even though they were approved by the Compensation Committee in December 2021 because the performance targets were not set until that date. The awards are subject to achievement of a financial metric modified by relative total shareholder return ("rTSR") performance over a three-year period. The "Threshold" amount represents the minimum number of RSUs that could vest if the applicable performance goals are achieved at the threshold levels. The "Maximum" amount represents the maximum number of shares that could be issued upon vesting of the RSUs. See "Compensation Philosophy - Equity Incentive Compensation" beginning on p. 29 for a general description of the criteria used in determining the equity compensation granted to our named executive officers.
- (3) These RSU awards vest based on continued service to the Company, and do not have performance requirements.
- (4) Amounts shown in this column reflect the aggregate grant date fair value of the awards for accounting purposes, computed in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts with respect to stock-based awards are included in Note 12 to the consolidated financial statements for the year ended December 31, 2022 included in our Annual Report. With respect to the performance-based RSUs granted in 2022 that vest based on the achievement of a financial metric modified by an rTSR goal, the grant date fair value of the awards is the closing price of ASGN's common stock on the date of grant, plus the fair value of the rTSR modifier estimated using a Monte Carlo valuation model.

# NARRATIVE TO SUMMARY COMPENSATION TABLE AND GRANTS OF PLAN-BASED AWARDS TABLE

We have entered into employment agreements with certain of our named executive officers as described in this section. Under the terms of their employment agreements or separate protective covenant agreements which all of our employees sign, the named executives must comply with certain confidentiality, non-solicitation and release requirements during and after their employment. See "Payments Upon Termination or Change in Control" for a discussion of payments and benefits to which the executive officers are entitled pursuant to their employment or severance agreements and the Company's CIC Severance Plan upon their termination of employment and/or change in control.

Under the terms of employment agreements for Messrs. Hanson, Blazer and Pierce and Ms. Perry, they are entitled to a minimum annual base salary, subject to annual increases thereafter. The base salary, annual cash incentive bonus targets and equity incentive compensation targets of each named executive officer are discussed above under "Named Executive Officers' Total Target Compensation for 2022" beginning on p. 27. Each of the named executive officers are also entitled to participate in our incentive, savings, retirement and welfare plans. In addition, the employment agreements for the executives set forth below include the following provisions:

## *Theodore S. Hanson*

Mr. Hanson entered into an employment agreement with ASGN in June 2019 in connection with his promotion to President and Chief Executive Officer of ASGN. Pursuant to his employment agreement, Mr. Hanson receives a minimum annual base salary of \$850,000, though it was increased to \$1,025,000 effective as of January 1, 2022. He was eligible to receive a target annual cash incentive bonus equal to 100 percent of his base salary, with a maximum annual bonus opportunity of an additional 100 percent of his base salary, which amounts were increased to 135 percent for target and maximum in 2022. The agreement further provides that Mr. Hanson is eligible for a monthly automobile allowance in the amount of \$500, an annual physical examination allowance up to \$1,500, and tax preparation and financial planning services up to \$2,500 annually. In connection with entering into his employment agreement, he received performance-based RSUs with a target value of \$500,000.

## *Randolph C. Blazer*

Mr. Blazer entered into an employment agreement with Apex Systems in January 2007, which was amended on several occasions, most recently in May 2012. Pursuant to his employment agreement, Mr. Blazer served as President of Apex Systems until he was promoted to the role of President of ASGN. Mr. Blazer's employment agreement provides that he is eligible for a monthly automobile allowance in the amount of \$500, and reimbursement of expenses for an annual physical examination up to \$1,500 and tax preparation and financial planning services up to \$2,500 annually.

## *Marie L. Perry*

Ms. Perry entered into an employment agreement with the Company in January 2022 upon her employment. Ms. Perry's employment agreement provides for an annual base salary of \$575,000 and a target annual equity award of \$1,150,000. She is also eligible to receive a target annual cash incentive bonus equal to 90 percent of her base salary, with a maximum annual bonus opportunity of an additional 90 percent of her base salary. The agreement further provides that Ms. Perry is eligible for a monthly automobile allowance in the amount of \$500, an annual physical examination allowance up to \$1,500, and tax preparation and financial planning services up to \$2,500 annually. In connection with entering into her employment agreement, she received a cash bonus of \$255,000 and RSUs with a target value of \$600,000 vesting one-third each on the first, second and third anniversaries of the grant date, with the third tranche subject also to her relocation to the greater Richmond, Virginia area. When she relocates, she will be eligible for reimbursement of expenses up to \$80,000.

## *Jennifer H. Painter*

Ms. Painter does not have an employment agreement but entered into a letter agreement with the Company in December 2017, which provides for severance payments and benefits in the case of a termination by the Company not for cause. This agreement is further discussed in "Payments Upon Termination or Change in Control" below.

## *Rose L. Cunningham*

Ms. Cunningham does not have an employment agreement but entered into a retention letter with the Company in June 2021 which provided for severance payments and benefits in the case of a termination by the Company not for cause, which letter was superseded by a letter agreement entered into in April 2023 which provided the same severance in the case of a termination of her employment by the Company not for cause. Her retention letter had also included guaranteed salary through March 2023, a \$200,000 value RSU grant and a \$50,000 cash bonus in March 2023 and outplacement services if she remained employed through that date or was terminated not for cause prior to that date. This agreement is further discussed in "Payments Upon Termination or Change in Control" below.

## *Edward L. Pierce*

Mr. Pierce entered into an employment agreement with the Company in September 2012 when he assumed the position of Chief Financial Officer. Mr. Pierce's employment agreement provided for a potential to earn up to 100 percent of his base salary based on achievement of targets and over-achievement of targets, though in 2022, his target annual cash incentive bonus was 90 percent and his maximum annual cash incentive bonus was an additional 90 percent of his base salary. Mr. Pierce retired in March 2023, but pursuant to his employment agreement, he was eligible to receive reimbursement for expenses incurred in amounts up to \$450 per month for an automobile allowance, \$1,500 for an annual physical examination, and \$2,500 annually for tax preparation and financial planning services in 2022.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

The following table sets forth outstanding stock award information with respect to each named executive officer as of December 31, 2022. Our named executive officers did not hold any outstanding options as of December 31, 2022.

Name	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(6)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested	Equity Incentive Plan Awards: Market Value of Unearned Shares That Have Not Vested (\$) <sup>(9)</sup>
Theodore S. Hanson	6,742 <sup>(1)</sup>	\$549,338		
	13,240 <sup>(2)</sup>	1,078,795		
	14,509 <sup>(3)</sup>	1,182,193		
			116,410 <sup>(6)</sup>	\$9,485,087
			40,139 <sup>(7)</sup>	3,270,526
			39,550 <sup>(8)</sup>	3,222,534
Randolph C. Blazer	18,412 <sup>(4)</sup>	1,500,210		
	4,097 <sup>(1)</sup>	333,824		
	8,275 <sup>(2)</sup>	674,247		
	24,181 <sup>(3)</sup>	1,970,268		
			47,156 <sup>(6)</sup>	3,842,271
			16,723 <sup>(7)</sup>	1,362,590
			43,944 <sup>(8)</sup>	3,580,557
Marie L. Perry	3,500 <sup>(5)</sup>	285,180	1,749 <sup>(5)</sup>	142,509
	5,031 <sup>(3)</sup>	409,926		
			8,421 <sup>(8)</sup>	686,143
Jennifer H. Painter	1,521 <sup>(1)</sup>	123,931		
	3,102 <sup>(2)</sup>	252,751		
	4,030 <sup>(3)</sup>	328,364		
			17,514 <sup>(6)</sup>	1,427,041
			6,271 <sup>(7)</sup>	510,961
			7,323 <sup>(8)</sup>	596,678
Rose L. Cunningham	848 <sup>(2)</sup>	69,095		
	1,980 <sup>(6)</sup>	161,330		
	1,007 <sup>(3)</sup>	82,050		
			1,714 <sup>(7)</sup>	139,657
			1,830 <sup>(8)</sup>	149,108
Edward L. Pierce	2,575 <sup>(1)</sup>	209,811		
	4,964 <sup>(2)</sup>	404,467		
	4,836 <sup>(3)</sup>	394,037		
			29,640 <sup>(6)</sup>	2,415,067
			10,035 <sup>(7)</sup>	817,652
			8,789 <sup>(8)</sup>	716,128

(1) The remaining third of this 2020 time-vesting 2020 RSU award vested on January 2, 2023.

(2) The second third of this time-vesting 2021 RSU award vested on January 2, 2023, and the remaining third vests on January 2, 2024 subject to continued service to the Company. For Mr. Pierce, vesting of the remaining third was accelerated upon his retirement in March 2023.

(3) One-third of this time-vesting 2022 RSU award vested on January 2, 2023, and the remaining two-thirds vest in equal parts on January 2 of 2024 and 2025 subject to continued service to the Company. For Mr. Pierce, vesting of one-third of the RSUs was accelerated upon his retirement in March 2023.

(4) The remaining half of this 2019 RSU award vested on January 2, 2023. On February 10, 2022, the performance targets over a three-year period were certified by the Compensation Committee, and the RSUs were subject solely on continued service to the Company.

(5) This RSU grant vested or vests one-third on each February 6 of 2023, 2024 and 2025 subject to continued service to the Company through such dates and for the third tranche, subject to Ms. Perry's relocation to the greater Richmond, VA area.

(6) This 2021 time-vesting RSU grant will vest 50 percent in each of June 2023 and 2024.

(7) The maximum amount of this RSU award (200 percent of the RSUs granted) vested on April 8, 2023. It was subject to achievement of relative TSR over the three-year period beginning on April 8, 2020, and was further subject to continued service to the Company through January 2, 2023.

(8) Based on performance tracking through December 31, 2022, approximately 182 percent of this RSU award is estimated to vest on January 2, 2024, subject to achievement of performance targets over the three-year period beginning on January 1, 2021. For Mr. Pierce, one-fourth of this award was forfeited upon his retirement in March 2023.

(9) Based on performance tracking through December 31, 2022, approximately 164 percent of this RSU award is estimated to vest on January 2, 2025, subject to achievement of performance targets over the three-year period beginning on January 1, 2022. For Mr. Pierce, 7/12ths of this award was forfeited upon his retirement in March 2023.

(10) The market value of the RSUs that have not yet vested as of December 30, 2022 was determined by multiplying the outstanding number of RSUs by \$81.48, the closing price of our stock on that day.

## OPTION EXERCISES AND STOCK VESTED

The table below sets forth information concerning the vesting of RSUs during 2022 by our named executive officers. Our named executive officers did not hold any outstanding options in 2022.

Stock Awards		
Name	Number of Shares Acquired on Vesting	Value Realized on Vesting
Theodore S. Hanson	37,840	\$4,355,635
Randolph C. Blazer	37,809	4,387,898
Marie L. Perry	—	—
Jennifer H. Painter	14,946	1,467,268
Rose L. Cunningham	5,950	564,452
Edward L. Pierce	12,344	1,479,839

## NON-QUALIFIED DEFERRED COMPENSATION

The Company maintains a Second Amended and Restated Deferred Compensation Plan ("DCP") to provide an added benefit to executives who want to defer more of their compensation than they are able to under our applicable 401(k) plan. The Company does not match participant contributions to

the DCP. The table below sets forth a summary of all non-qualified deferred compensation contributions made by each of the named executive officers, aggregate earnings and distributions for the year ending December 31, 2022, and aggregate balances under the plan at December 31, 2022.

Name	Executive Contributions in Last FY <sup>(2)</sup>	Aggregate Earnings in Last FY <sup>(3)</sup>	Aggregate Withdrawals/ Distributions	Aggregate Balance at December 31, 2022
Theodore S. Hanson	\$—	\$(133,150)	\$—	\$887,738
Randolph C. Blazer <sup>(1)</sup>	—	—	—	—
Marie L. Perry <sup>(1)</sup>	—	—	—	—
Jennifer H. Painter	321,352	(134,775)	(213,990)	758,394
Rose L. Cunningham	15,498	(15,632)	—	88,090
Edward L. Pierce	—	(143,694)	(89,044)	1,432,862

(1) Does not participate in the nonqualified deferred compensation plan.

(2) Mmes. Painter and Cunningham each deferred five percent of their 2022 salary and Ms. Painter also deferred 40 percent of her bonus for the year ending December 31, 2021, which was paid out in February 2022. These amounts are included in the amounts reported as "Salary" for 2022 and "Non-Equity Incentive Plan Compensation" for 2021 in the Summary Compensation Table.

(3) These earnings (losses) are not included in the Summary Compensation Table as there were no Company contributions, and the DCP investment options substantially track the Company's 401(k) plan fund elections.

## PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

Described below are the arrangements the Company has entered into with each of our named executive officers, and the estimated payments and benefits that would be provided under such arrangements, assuming that the named executive officer's employment was terminated under certain circumstances as of December 31, 2022 and, where applicable, a change in control of the Company occurred on that date, using the closing price of our common stock on December 31, 2022 (\$81.48 per share). In

each case, the named executive officer's right to receive severance benefits is subject to his or her execution of a valid and binding release agreement and contingent upon his or her continued adherence to certain confidentiality and non-solicitation agreements. In addition to the below, any outstanding funds in the executives' DCP accounts would be distributed in a lump sum upon a change in control event (as defined in the DCP).

### *Named Executive Officer Agreements with Termination Provisions*

**Hanson Employment Agreement.** Under Mr. Hanson's employment agreement, upon a termination of employment by the Company "without cause" or by non-renewal of his employment, or by Mr. Hanson for "good reason" (each as defined in the agreement), in addition to his accrued obligations, Mr. Hanson would be entitled to: (1) continuation payments totaling 150 percent of his annual base salary, over a period of 18 months following such termination; and (2) during the 18-month period, subject to Mr. Hanson's proper election to continue healthcare coverage under COBRA, payment of his COBRA premiums. If his employment terminates because of his death or disability, Mr. Hanson (or his estate) will be entitled to receive payment equal to 100 percent of his base salary payable over 12 months and the Company would pay his COBRA healthcare benefits for 18 months following the termination of employment.

**Blazer Employment Agreement.** If the Company terminates the employment of Mr. Blazer without "cause" (as defined in his employment agreement) or if his employment terminates due to death or disability during his employment period, Mr. Blazer's employment agreement provides that he is entitled to receive, in addition to accrued obligations and subject to reduction in certain circumstances: (1) salary continuation for a period of 12 months, at the rate in effect as of the date his employment is terminated; and (2) subject to his proper election to continue healthcare coverage under COBRA, for a period of 12 months from the date of termination, payment of the difference between his COBRA premiums and the cost of such coverage immediately prior to such termination.

**Perry Employment Agreement.** Under Ms. Perry's employment agreement, upon a termination of employment by the Company without "cause" or by Ms. Perry for "good reason" (each as defined in the agreement), in addition to her accrued obligations, Ms. Perry would be entitled to: (1) continuation payments totaling 100 percent of her annual base salary, over a period of 12 months following such termination; and (2) during the 12-month period, subject to her proper election to continue healthcare coverage under COBRA, payment of her COBRA premiums. If Ms. Perry's employment terminates because of her death or disability, Ms. Perry (or her estate) will be entitled to receive payment equal to 100 percent of her base salary payable over 12 months and the Company would pay her COBRA healthcare benefits for 12 months following the termination of employment.

**Painter and Cunningham Letter Agreements.** Ms. Mmes. Painter and Cunningham entered into letter agreements with the Company in December 2017 and April 2022, respectively, which provide for severance payments and benefits in the case of a termination by the Company for its convenience

including, in addition to accrued obligations: (1) 12 months of their then annual base salary, payable in equal installments pursuant to the Company's normal payroll procedures for the 12 months following their termination; and (2) subject to their proper election to continue healthcare coverage under COBRA for a period of 12 months from the date of termination, Company-reimbursed or Company-paid coverage under its group health plans at the same levels as would have applied if their employment had not been terminated. Ms. Cunningham may also terminate her employment for good cause and receive the amounts set forth above if she is required to move office locations greater than 25 miles from her current office. Further, in 2022 Ms. Cunningham had a retention letter that would have given her guaranteed salary through March 2024 and an additional \$50,000 severance payment if she was terminated prior to March 31, 2023.

**Pierce Employment Agreement.** Under Mr. Pierce's employment agreement, upon a termination of employment by the Company "without cause" (as defined in his employment agreement) including non-renewal of his employment agreement, in addition to his accrued obligations, Mr. Pierce had been entitled to: (1) continuation of 100 percent of his annual base salary for a period of 12 months following such termination; (2) any earned but unpaid annual bonus; and (3) reimbursement of up to \$80,000 in moving expenses within a prescribed time frame. If Mr. Pierce's employment had been terminated because of his death or disability, he (or his estate) was entitled to receive payment equal to 100 percent of his base salary payable over 12 months in equal installments.

**CIC Severance Plan.** If the employment of any of Messrs. Hanson, Blazer or Pierce or Mmes. Perry, Painter or Cunningham was "involuntarily terminated" following a "change in control" in 2022, benefits would be determined in accordance with the Company's CIC Severance Plan. Pursuant to the CIC Severance Plan, upon an involuntary termination within 18 months of a "change in control transaction," Mr. Hanson is entitled to receive: (1) a pro rata bonus for the year of termination which equals 100 percent of the "target bonus" for Mr. Hanson for the year of termination times the pro rata portion of the year he worked prior to his termination; (2) 300 percent of his annual salary and target bonus in effect at the time of the involuntary termination; (3) a lump-sum payment equaling an after tax calculation of the cost of 18 months of COBRA premiums for the medical, dental and/or vision coverage he received at the time of the termination; and (4) each outstanding equity-based award Mr. Hanson holds as of the date of his involuntary termination will vest in full upon the effectiveness of a general release. Each of the other executive officers receives the same except that they are or were entitled to receive the following percent of their annual salary and target bonus in effect at the time of the

involuntary termination: Mr. Blazer, 275 percent; Ms. Perry and Mr. Pierce, 250 percent; Ms. Painter, 200 percent; and Ms. Cunningham, 75 percent, and further, Ms. Cunningham is not eligible for the equity acceleration. Payments to the executive officers under the CIC Severance Plan are reduced if necessary to avoid any excise tax that may be imposed. "Change in control," "change in control transaction," "involuntary termination" and "target bonus" have the meanings set forth for those terms in the CIC Severance Plan.

**2021 and 2022 Senior Executive Performance-Based Restricted Stock Unit Award Agreement.**

If the employment of any of the named executive officers was terminated by the Company other than for "cause", then a pro rata portion of the performance-based RSUs granted to the

named executive officers would remain outstanding and eligible to vest during the three-year performance period without the requirement of continued employment beyond such termination. This pro rata vesting was extended to retirements under certain circumstances at the Compensation Committee's sole discretion in the 2022 agreements. Such pro rata amount would be calculated based on the length of employment during the performance period.

The estimated payments or benefits which would have been paid to each of the named executive officers in the event of such executive's termination on December 31, 2022 under the specified circumstances are set forth below.

	<b>Termination Without Cause (\$)</b>	<b>Involuntary Termination within 18 months after CIC (\$)</b>	<b>Death or Disability (\$)</b>
<b>Theodore S. Hanson</b>			
Pro Rata Bonus <sup>(1)</sup>	-	-	-
Total Cash Severance (applicable salary and target bonus amounts)	\$1,537,500	\$7,226,250	\$1,025,000
Value of Accelerated RSUs	12,739,597	11,331,705	-
Insurance Premiums Costs	41,817	41,817	41,817
Total Severance and Benefits	14,318,914	18,599,772	1,066,817
<b>Randolph C. Blazer</b>			
Pro Rata Bonus <sup>(1)</sup>	-	-	-
Total Cash Severance (applicable salary and target bonus amounts)	950,000	5,486,250	950,000
Value of Accelerated RSUs	5,944,199	9,330,601	-
Insurance Premiums Costs	41,527	62,290	41,527
Total Severance and Benefits	6,935,726	14,879,141	991,527
<b>Marie L. Perry</b>			
Pro Rata Bonus <sup>(1)</sup>	-	-	-
Total Cash Severance (applicable salary and target bonus amounts)	575,000	2,731,250	575,000
Value of Accelerated RSUs	228,728	1,256,096	-
Insurance Premium Costs	8,411	12,617	8,411
Total Severance and Benefits	812,139	3,999,963	583,411
<b>Jennifer H. Painter</b>			
Pro Rata Bonus <sup>(1)</sup>	-	-	-
Total Cash Severance (applicable salary and target bonus amounts)	500,000	1,800,000	-
Value of Accelerated RSUs	1,966,572	2,062,667	-
Insurance Premiums Costs	9,257	13,886	-
Total Severance and Benefits	2,475,829	3,876,553	-
<b>Rose L. Cunningham</b>			
Pro Rata Bonus <sup>(1)</sup>	-	-	-
Total Cash Severance (applicable salary and target bonus amounts)	438,031	407,433	-
Value of Accelerated RSUs	304,140	304,140	-
Insurance Premiums Costs	27,878	41,817	-
Total Severance and Benefits	770,049	753,390	-
<b>Edward L. Pierce</b>			
Pro Rata Bonus <sup>(1)</sup>	-	-	-
Total Cash Severance (applicable salary and target bonus amounts)	675,000	3,206,250	675,000
Value of Accelerated RSUs	3,198,857	3,100,966	-
Insurance Premium Costs	-	29,079	-
Relocation Expenses	80,000	-	-
Total Severance and Benefits	3,953,857	6,336,295	675,000

(1) Cash incentive bonuses are earned on December 31 of a given year, and are therefore payable in full upon certification. The bonuses earned by the executive officers for 2022 were as follows: Mr. Hanson \$2,663,719; Mr. Blazer, \$1,933,250; Ms. Perry, \$925,031; Ms. Painter, \$780,000; Ms. Cunningham \$447,012; and Mr. Pierce \$1,215,000.

## EQUITY COMPENSATION PLAN INFORMATION

The table below sets forth the following information as of December 31, 2022 for: (1) all compensation plans previously approved by stockholders; and (2) all compensation plans not previously approved by stockholders:

<b>As of December 31, 2022</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights<sup>(3)</sup></b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights<sup>(3)</sup></b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</b>
<b>Plan Category</b>	(a)	(b)	(c)
Equity compensation plan approved by stockholders <sup>(1)</sup>	875,069	—	3,064,147 <sup>(4)</sup>
Equity compensation plan not approved by stockholders <sup>(2)</sup>	189,710	—	82,962
<b>Total</b>	1,064,779	—	3,147,109

- (1) Consists of our Second Amended and Restated 2010 Incentive Award Plan (the "Plan") and the Second Amended and Restated 2010 Employee Stock Purchase Plan (the "ESPP").
- (2) Consists of our Second Amended and Restated 2012 Employment Inducement Incentive Award Plan, as amended (the "Inducement Plan").
- (3) Outstanding RSUs vest and convert to shares of common stock without the payment of consideration. As of December 31, 2022, there were no options, warrants or rights outstanding, and therefore there is no weighted-average exercise price of outstanding options, warrants and rights.
- (4) Includes shares available for future issuance under the Plan (2,198,078 shares) and the ESPP (866,069 shares). With respect to the ESPP, the maximum number of shares subject to purchase during the purchase period in effect on December 31, 2022 was 90,925.

### Inducement Award Program

In April 2018 our Board adopted the Second Amended and Restated 2012 Employment Inducement Incentive Award Plan, which has been amended from time to time in order to add additional shares to the plan. Pursuant to applicable stock exchange rules, stockholder approval of the Inducement Plan is not required as a condition of the effectiveness of the Inducement Plan. A description of the principal features of the Inducement Plan is set forth below.

#### Eligibility and Administration

Only certain prospective employees of the Company are eligible to participate in the Inducement Plan. The Inducement Plan is administered by our Compensation Committee. The plan administrator has the authority to grant and set the terms of all awards under, make all determinations and interpretations under, prescribe all forms for use with, and adopt rules for the administration of, the Inducement Plan, subject to its express terms and conditions. Awards must be approved by the Compensation Committee or a majority of our independent directors and the authority to grant awards under the Inducement Plan may not be delegated.

#### Limitation on Awards and Shares Available

The maximum number of shares of common stock authorized for issuance under the Inducement Plan is 1,685,861 shares (the "Inducement Plan Share Limit"). Shares issued under the Inducement Plan may be treasury shares or authorized but unissued shares.

The following types of shares are added back to the available share limit under the Inducement Plan: (1) shares subject to awards that are forfeited, expire or are settled for cash; and (2) shares repurchased by the Company at the same price paid by a participant pursuant to the Company's repurchase right with respect to restricted stock awards. However, the following types

of shares are not added back to the available share limit under the Inducement Plan: (a) shares subject to a stock appreciation right ("SAR") that are not issued in connection with the stock settlement of the SAR on its exercise; (b) shares purchased on the open market with the cash proceeds from the exercise of options; and (c) shares tendered or withheld to satisfy grant or exercise price or tax withholding obligations associated with an award.

Awards granted under the Inducement Plan upon the assumption of, or in substitution for, awards authorized or outstanding under a qualifying equity plan maintained by an entity with which the Company enters into a merger or similar corporate transaction, will not reduce the shares authorized for grant under the Inducement Plan.

#### Awards

The Inducement Plan provides for the grant of stock options, including non-qualified stock options, restricted stock, dividend equivalent awards, stock payment awards, deferred stock, RSUs, performance awards, performance share awards, SARs, and other incentive or cash awards. Certain awards under the Inducement Plan may constitute or provide for a deferral of compensation, subject to Code Section 409A, which may impose additional requirements on the terms and conditions of such awards. All awards are to be set forth in award agreements, which detail all terms and conditions of the awards, including any applicable vesting and payment terms. Awards other than cash awards are generally settled in shares of our common stock, but the plan administrator may provide for cash settlement of any award. A brief description of each award type follows.

- **RSUs; Deferred Stock; Restricted Stock and Performance Shares.** RSUs and deferred stock are

contractual promises to deliver shares of our common stock in the future, which may also remain forfeitable unless and until specified conditions are met. Delivery of the shares underlying these awards may be deferred under the terms of the award or at the election of the participant, if the plan administrator permits such a deferral. Restricted stock is an award of nontransferable shares of our common stock that remain forfeitable unless and until specified conditions are met, and which may be subject to a purchase price. Dividends will not be paid on restricted stock awards unless and until the shares vest. Performance shares are contractual rights to receive a range of shares of our common stock in the future based on the attainment of specified performance goals, in addition to other conditions which may apply to these awards. Vesting conditions determined by the plan administrator may apply to restricted stock, deferred stock, RSUs and performance shares, and may include continued service, performance and/or other conditions.

- **Stock Options.** Stock options provide for the purchase of shares of our common stock in the future at an exercise price set on the grant date. The exercise price of a stock option may not be less than 100 percent of the fair market value of the underlying share on the date of grant, except with respect to certain substitute options granted in connection with a corporate transaction. The term of a stock option may not be longer than 10 years. Vesting conditions determined by the plan administrator may apply to stock options, and may include continued service, performance and/or other conditions.
- **Stock Appreciation Rights.** SARs entitle their holder, upon exercise, to receive from us an amount equal to the appreciation of the shares subject to the award between the grant date and the exercise date. The exercise price of a SAR may not be less than 100 percent of the fair market value of the underlying share on the date of grant (except with respect to certain substitute SARs granted in connection with a corporate transaction) and the term of a SAR may not be longer than 10 years. Vesting conditions determined by the plan administrator may apply to SARs, and may include continued service, performance and/or other conditions.
- **Stock Payments; Other Incentive Awards and Cash Awards.** Stock payments are awards of fully-vested shares of our common stock that may, but need not be, made in lieu of base salary, bonus, fees or other cash compensation otherwise payable to any individual who is eligible to receive awards. Other incentive awards are awards other than those enumerated in this summary that are denominated in, linked to, or derived from shares of our common stock or value metrics related to our shares, and may remain forfeitable unless and until specified conditions are met. Cash awards are cash incentive bonuses subject to performance goals.
- **Dividend Equivalent Rights.** Dividend equivalent rights represent the right to receive the equivalent value of dividends paid on shares of our common stock and may be granted alone or in tandem with awards other than

stock options or SARs. Dividend equivalents are credited as of dividend payments dates during the period between the date an award is granted and the date such award vests, is exercised, is distributed, or expires, as determined by the plan administrator.

### **Certain Transactions**

The plan administrator has broad discretion to equitably adjust the provisions of the Inducement Plan, as well as the terms and conditions of existing and future awards, to prevent the dilution or enlargement of intended benefits and facilitate necessary or desirable changes in the event of certain transactions and events affecting our common stock, such as stock dividends, stock splits, mergers, acquisitions, consolidations and other corporate transactions. In addition, in the event of certain non-reciprocal transactions with our stockholders known as “equity restructurings,” the plan administrator will make equitable adjustments to the Inducement Plan and outstanding awards. In the event of a change in control of the Company (as defined in the Inducement Plan), the surviving entity must assume outstanding awards or substitute economically equivalent awards for such outstanding awards; however, if the surviving entity declines to assume or substitute for outstanding awards, then all awards will vest in full and be deemed exercised (as applicable) upon the transaction. Individual award agreements may provide for additional accelerated vesting and payment provisions.

### **Foreign Participants; Transferability and Participant Payments**

The plan administrator may modify award terms, establish subplans and/or adjust other terms and conditions of awards, subject to the share limits described above, in order to facilitate grants of awards subject to the laws and/or stock exchange rules of countries outside of the United States. With limited exceptions for estate planning, domestic relations orders, certain beneficiary designations and the laws of descent and distribution, awards under the Inducement Plan are generally non-transferable prior to vesting and are exercisable only by the participant. With regard to tax withholding, exercise price and purchase price obligations arising in connection with awards under the Inducement Plan, the plan administrator may, in its discretion, accept cash or check, shares of our common stock that meet specified conditions, a “market sell order,” or such other consideration as it deems suitable.

### **Stockholder Approval; Plan Amendment and Termination**

Pursuant to applicable stock exchange rules, stockholder approval of the Inducement Plan was not required as a condition of the effectiveness of the Inducement Plan. The Board may amend or terminate the Inducement Plan at any time; however, except in connection with certain changes in capital structure, stockholder approval will be required for any amendment that “reprices” any stock option or SAR (including any grant of cash or another award in respect of any stock option or SAR when the option or SAR price per share exceeds the fair market value of the underlying shares).

## CEO PAY RATIO

As a result of rules adopted under the Dodd-Frank Act, we are providing disclosure of our CEO's cash compensation in relation to the cash compensation of the median employee for 2022. We are committed to internal pay equity and equal pay based on role, qualifications, experience and merit. In addition, as 72.1 percent of our employees are placed with clients on a temporary basis, they are not likely to be paid a full year salary. We believe that comparing the pay of someone who worked for us for three months versus someone who worked for 12 months is not consistent with the spirit and intent of the regulation. Therefore, while we have provided the required disclosure, we have included additional information with annualized data for all our employees.

Our measurement date included the last payroll period inclusive of December 31, 2022, which reflects a total U.S. employee population of 25,930 on that date, of which 18,689 were professionals working on temporary assignments with our clients. Consistent with SEC rules, we annualized compensation for our internal, permanent employees who were employed for

less than the full year in 2022, but not for our professionals whose positions are temporary in nature. Further, we did not include our non-U.S. employees, as they comprise 5.0 percent of our workforce and were therefore under the de minimis threshold for inclusion.

Total cash compensation in 2022 for the median employee was \$53,509. As set forth in the "Salary" and "Non-Equity Incentive Plan" columns of the Summary Compensation Table on p. 35 of this proxy statement, Mr. Hanson's cash compensation for 2022 was \$3.7 million. Using these compensation amounts provides for a CEO pay ratio of approximately 157:1 pursuant to the SEC's final rules set forth in Item 402(u) of Regulation S-K. If we annualized the salary of our temporary professionals as we do for our internal employees, which we believe is the most accurate and comparable analysis, total cash compensation for the median employee would be \$89,534, for a CEO pay ratio of approximately 94:1.

## PAY VERSUS PERFORMANCE

As discussed in the Compensation Discussion and Analysis section above, our Compensation Committee has implemented an executive compensation program designed to link a substantial portion of our named executive officers' realized compensation to the achievement of our financial and strategic objectives, and to align our executive pay with changes in the value of our stockholders' investments.

Under rules adopted pursuant to the Dodd-Frank Act of 2010, we are disclosing pay estimates valuing our named executive officer compensation at December 31, 2020, 2021 and 2022 per the SEC's requirements. We have also provided a table showing how the valuation of our stock and, to a lesser extent, estimates on achievement of equity performance targets changes the valuations of our named executive officers' compensation

between the Summary Compensation Table totals to the "Compensation Actually Paid" columns set forth below. We used the Standard Industrial Classification (SIC) Code 736 (personnel supply services) Index for the peer group. This index has been used in our Annual Reports on Form 10-K historically in connection with the required stock performance graph and most closely aligns with our primary line of business at this time.

Adjusted EBITDA was chosen as the Company-selected Performance Target measure as it is the most significant financial measure for our named executive officers' annual cash incentive bonus. It is also a measure of our ability to service debt, fund acquisitions and capital expenditures, and expand our business.

**Value of Initial Fixed \$100  
Investment Based On:**

Year	Summary Compensation Table Total for PEO <sup>(1)</sup>	Compensation Actually Paid to PEO <sup>(2)</sup>	Average Summary Table Total for non-PEO NEOs <sup>(3)</sup>	Average Compensation Actually Paid to non-PEO NEOs <sup>(2)</sup>	Total Shareholder Return	Peer Group Total Shareholder Return <sup>(4)</sup>	Net Income <sup>(5)</sup>	Performance Target Adjusted EBITDA
2022	\$8,420,365	\$335,421	\$3,831,938	\$1,992,201	\$114.79	\$105.54	\$268,074,181	\$550,885,433
2021	9,546,278	17,317,167	3,453,255	6,642,446	\$173.88	\$146.72	409,869,968	470,355,274
2020	6,606,311	13,102,307	2,731,636	4,779,907	\$117.70	\$107.65	200,316,020	438,547,098

- (1) Mr. Hanson was our PEO (principal executive officer) for all three years.
- (2) The amounts disclosed in the "Compensation Actually Paid" columns do not reflect the actual amount of compensation earned or paid during the applicable year, instead they address the changes in valuation of the equity portions of named executive officers' compensation during the relevant year. The following adjustments were made to the amounts reported in the Summary Compensation Table to determine the amounts set forth in the "Compensation Actually Paid" columns (no other adjustments were required to be made in accordance with SEC rules):

**Equity Awards**

Year	Executives	Summary of Compensation Table Total	Deduct Summary of Compensation Table Equity Awards	Add Year-End Value of Unvested Equity Granted in the Year	Add Change in Value of Unvested Awards Granted in Prior Years	Add Change in Value of Vested Equity Granted in Prior Years	Compensation Actually Paid <sup>(6)</sup>
2022	PEO	\$8,420,365	\$4,710,065	\$4,781,920	\$(7,842,978)	\$(313,821)	335,421
	Average non-PEO NEOs	3,831,938	2,115,574	1,972,340	(1,522,906)	(173,597)	1,992,201
2021	PEO	9,546,278	6,244,850	7,040,684	6,855,018	120,037	17,317,167
	Average non-PEO NEOs	3,453,255	1,744,256	2,217,104	2,684,273	32,070	6,642,446
2020	PEO	6,606,311	4,298,408	10,437,773	557,664	(201,033)	13,102,307
	Average non-PEO NEOs	2,731,636	1,364,926	3,068,672	426,023	(81,498)	4,779,907

- (3) Messrs. Blazer, Pierce and George Wilson and Ms. Painter were the non-PEO NEOs (named executive officers) for 2020 and 2021. For 2022, Mmes. Perry and Cunningham were added and Mr. Wilson was removed as a non-PEO NEO.
- (4) Each year reflects what the cumulative value of \$100 would be, including reinvestment of dividends, if such amount were invested on December 31, 2019. For the relevant fiscal year, represents the cumulative TSR of the peer group.
- (5) Net income for the years ended December 31, 2022, 2021 and 2020 include \$1.2 million, \$178.1 million and \$22.7 million related to discontinued operations, respectively. The 2021 discontinued operations include the gain on sale of the Oxford business.
- (6) Performance Target Adjusted EBITDA is a non-GAAP measure. Please refer to Annex A for a reconciliation to the nearest GAAP metric.

We believe the "Compensation Actually Paid" in each of the years reported above and over the three-year cumulative period are reflective of the Compensation Committee's emphasis on "pay-for-performance" as the "Compensation Actually Paid" fluctuated year-over-year, primarily due to the result of our stock performance and our varying levels of achievement against pre-established performance goals under our annual cash incentive bonus and equity programs.

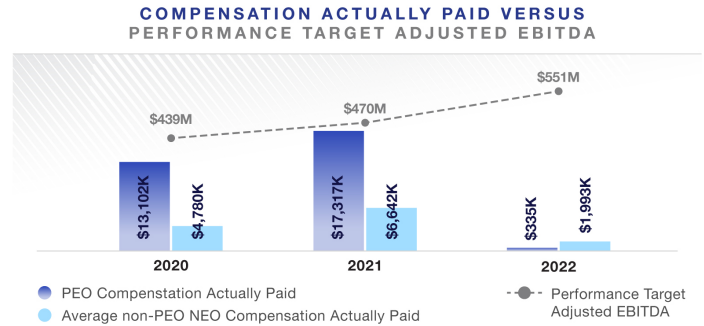
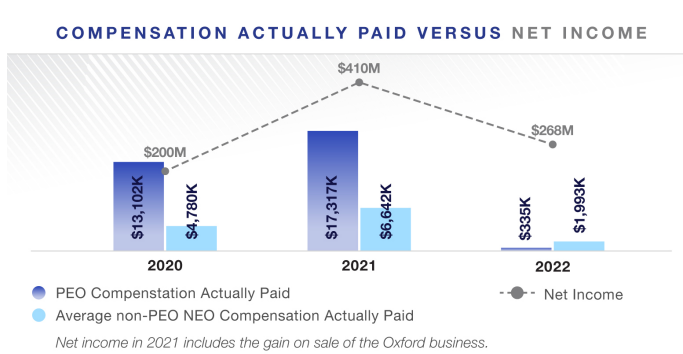
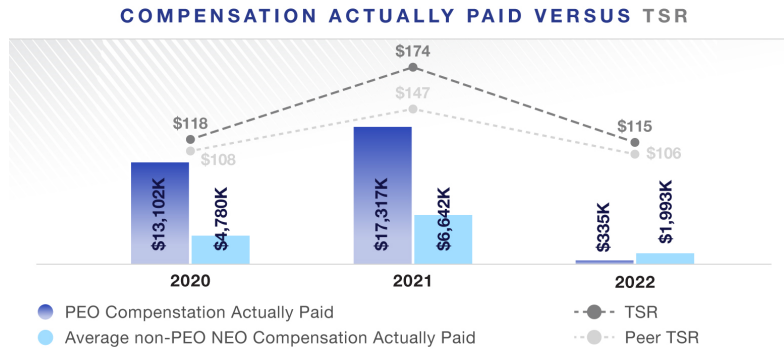
For additional details regarding our most important financial performance measures, please see the sections titled "Annual Cash Incentive Bonus" and "Equity Incentive Compensation" in our Compensation Discussion and Analysis elsewhere in this Proxy Statement.

The Compensation Committee reviews a number of performance metrics when assessing the named executive officers' performance, however the following metrics are the most impactful for ASGN:

- Adjusted EBITDA;
- Revenue;
- NOPAT; and
- rTSR.

The graphs below compare the compensation actually paid to our PEO and the average of the compensation actually paid to our remaining NEOs, with (i) our cumulative TSR, (ii) our Peer Group TSR, (iii) our net income, and (iv) our Adjusted EBITDA, in

each case, for the fiscal years ended December 31, 2020, 2021 and 2022. TSR amounts reported in the graph assume an initial fixed investment of \$100.



# PROPOSAL TWO – ADVISORY VOTE ON EXECUTIVE COMPENSATION

As required by Section 14A of the Exchange Act, we are providing our stockholders the opportunity to cast an advisory, non-binding vote on executive compensation disclosed in this Proxy Statement and as required by Item 402 of Regulation S-K. Stockholders are being asked to vote on the following advisory resolution:

RESOLVED, that the 2022 compensation paid to ASGN's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Executive Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

We believe that it is appropriate to seek the views of stockholders on the design and effectiveness of the Company's executive compensation program. The Company's goal for its executive compensation program is to attract, motivate and retain a talented team of executives who will provide leadership for the Company's success. We attempt to accomplish this goal in a way that aligns with the long-term interests of our stockholders. We are committed to responsible compensation practices and structures and strive to balance the need to compensate our employees fairly and competitively based on their performance, while assuring that their compensation reflects principles of sound business practice and performance metrics that reward long-term success. This advisory vote is referred to as "say-on-pay." In light of the fact that a majority of the votes cast at our 2017 annual meeting of stockholders voted in favor of holding an annual advisory vote, our Board has decided that we will hold an annual advisory vote on the compensation of our named executive officers. We have submitted another say-on-pay proposal at the Annual Meeting, and are recommending that the advisory vote continue to be held on an annual basis.

The Compensation Committee Chair letter and Executive Compensation Discussion and Analysis section of this Proxy Statement summarize our executive compensation program and the Compensation Committee's decisions regarding 2022 compensation. Stockholders are urged to read the Executive Compensation Discussion and Analysis, compensation tables and narrative discussion in this Proxy Statement because these sections discuss our compensation philosophy and practices in detail.

The advisory vote set forth in this Proposal Two is not binding upon the Company. However, the Compensation Committee, which is responsible for designing and administering the Company's executive compensation program, values the opinions expressed by stockholders. The Compensation Committee will consider the outcome of this vote when making future compensation decisions for our executive officers.

## Vote Required

Approval of Proposal Two requires a FOR vote of the majority shares present in person or by proxy at the Annual Meeting and entitled to vote on that proposal.

## Board Recommendation

The Board unanimously recommends a vote FOR Proposal Two for approval of the resolution above regarding the Company's named executive officers' 2022 compensation.

# PROPOSAL THREE – ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION

We are providing our stockholders with the opportunity to cast an advisory vote on whether future say-on-pay votes should occur every year, every two years or every three years pursuant to Rule 14a-21(b) of the Exchange Act. This vote (also known as “say-when-on-pay”) would occur at annual stockholder meetings or during special stockholder meetings for which the Company must include executive compensation information in the proxy statement for that meeting. Under this advisory vote, stockholders may choose to have the say-on-pay vote every year, every two years, every three years or may abstain from voting. We submitted our last frequency proposal to stockholders at the 2017 annual meeting of stockholders and at that meeting, the largest number of shares cast were cast in favor of the frequency vote being held on an annual basis. We subsequently determined to hold the advisory vote on executive compensation every year.

The Board believes that a say-on-pay vote every year allows stockholders to express their views on the Company’s executive compensation program annually, which the Board believes to be desirable in light of the fact that executive compensation disclosures are made annually. Such an annual advisory vote is consistent with our corporate governance and compensation philosophy and practice of open communication with our stockholders.

The advisory vote set forth in this Proposal Three is not binding upon the Company and the Board may decide that it is in our and our stockholders’ best interests to hold the say-on-pay vote more or less frequently than the option approved by our stockholders. However, the Board values the opinions expressed by stockholders and therefore will consider the outcome of this vote when determining the frequency of say-on-pay votes.

## Vote Required

Approval of any frequency alternative under Proposal Three requires a vote of the majority shares present in person or by proxy at the Annual Meeting and entitled to vote on that proposal. If none of the frequency alternatives (one year, two years or three years) receives a majority vote, we will consider the frequency that receives the highest number of votes by stockholders to be the frequency that has been selected by our stockholders.

## Board Recommendation

The Board unanimously recommends that stockholders vote to hold say-on-pay votes every ONE YEAR (as opposed to every two years or every three years).

# PROPOSAL FOUR – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has appointed the firm of Deloitte & Touche LLP ("Deloitte & Touche") as our independent registered public accounting firm to audit ASGN's consolidated financial statements for the fiscal year ending December 31, 2023, and is asking stockholders to ratify this appointment at the Annual Meeting.

Starting with its appointment in 1987 to audit the 1986 consolidated financial statements of a predecessor entity of the Company, Deloitte & Touche, or its predecessor firms, has continually served as our independent registered public accounting firm and performed annual audits of our consolidated financial statements. A representative of Deloitte & Touche is expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions. Information regarding fees billed by Deloitte & Touche for the years ended December 31, 2022 and December 31, 2021 is set forth herein.

Our Bylaws do not require that stockholders ratify the appointment of our independent registered public accounting firm. We are seeking ratification because we believe it is a matter of good corporate governance practice. In the event that stockholders fail to ratify the appointment, the Audit Committee will reconsider whether or not to retain Deloitte & Touche, but may ultimately determine to retain Deloitte & Touche as our independent registered public accounting firm. Even if the appointment is ratified, the Audit Committee, in its sole discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of ASGN and our stockholders.

## Principal Accountant Fees and Services

The following table sets forth fees for professional services rendered by Deloitte & Touche for the audit of ASGN's financial statements for fiscal years 2022 and 2021, and fees billed for tax and all other services rendered by Deloitte & Touche for fiscal years 2022 and 2021:

	<b>2022</b>	<b>2021</b>
Audit Fees <sup>(1)</sup>	\$3,534,000	\$3,159,000
Audit-related Fees <sup>(2)</sup>	1,481,570	2,339,375
Tax Fees <sup>(3)</sup>	28,875	52,500

- (1) Represents aggregate fees for professional services provided in connection with the audit of our annual financial statements, review of our quarterly financial statements, audit services provided in connection with other statutory or regulatory filings, and the audit of internal controls pursuant to section 404 of the Sarbanes-Oxley Act of 2002.
- (2) Represents fees for services provided to ASGN that are for assurance and related services, and are reasonably related to the performance of the audit or review of our financial statements. These services include, but are not limited to, due diligence for acquisitions and internal control reviews. None of these fees were for services related to the design or implementation of financial information systems.
- (3) Represents fees for tax advisory services.

There were no other fees paid to Deloitte & Touche during the years presented.

## Vote Required

The ratification of the appointment of Deloitte & Touche requires a FOR vote of the majority shares present in person or by proxy at the Annual Meeting and entitled to vote on that proposal.

## Board Recommendation

Our Board unanimously recommends that our stockholders vote FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2023. Unless a contrary choice is specified, shares represented by proxies will be voted FOR ratification of the appointment.

# REPORT OF THE AUDIT COMMITTEE

To the extent that this Proxy Statement is incorporated by reference into any other filing by ASGN under the Securities Act or the Exchange Act, this section entitled “Report of the Audit Committee” will not be deemed incorporated, unless specifically provided otherwise in such filing.

In 2022, the Audit Committee consisted of Messrs. Kittrell (Chair) and Callaghan and Mmes. Hawthorne and Joliet. The Audit Committee members are not professional accountants or auditors, and their role is not intended to duplicate or certify the activities of management and the independent registered public accounting firm, nor can the Audit Committee certify that the independent registered public accounting firm is “independent” under applicable rules. The Audit Committee serves a Board-level oversight role, in which it provides advice, counsel and direction to management and the independent registered public accounting firm on the basis of the information it receives, discussions with management and the independent registered public accounting firm, and the experience of the Audit Committee’s members in business, financial and accounting matters.

## Pre-approval of Audit and Non-Audit Services

All audit-related services, tax services and other services performed by our independent registered public accounting firm were pre-approved by the Audit Committee, which concluded that the provision of these services by Deloitte & Touche LLP was compatible with the maintenance of Deloitte & Touche LLP’s independence in the conduct of its auditing functions. The Audit Committee Charter, most recently reviewed and revised in September 2022, provides for pre-approval of policies and procedures with respect to the approval of audit or non-audit services consistent with applicable laws, rules and regulations, and the requirements of the NYSE. Pursuant to such policies and procedures, the Audit Committee may delegate to a member the authority to pre-approve certain auditing services and non-audit services.

## Filing of Audited Financial Statements with Annual Report for 2022

The Audit Committee reviewed and discussed ASGN’s audited consolidated financial statements for the year ended December 31, 2022 with management. The Audit Committee also discussed with Deloitte & Touche LLP, ASGN’s independent registered public accounting firm, the accountant’s responsibilities, any significant issues arising during the audit and other matters required to be discussed by Auditing Standards No. 16, as adopted by the Public Company Accounting Oversight Board. The Audit Committee received the written disclosures and letter from ASGN’s independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm’s communications with the Audit Committee concerning independence and has discussed with ASGN’s accountants its independence. Based on its review of such documents and the discussions noted above, the Audit Committee recommended to the Board that ASGN’s consolidated financial statements for the year ended December 31, 2022 be included in its Annual Report on Form 10-K for that fiscal year for filing with the SEC.

Respectfully submitted,

Marty R. Kittrell (Chair)  
Brian J. Callaghan  
Maria R. Hawthorne  
Mariel A. Joliet

# GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

The following questions and answers address some questions you may have regarding the matters to be voted upon at the Annual Meeting. These questions and answers may not address all questions that may be important to you as an ASGN stockholder. Please refer to the more detailed information contained elsewhere in this Proxy Statement and the documents referred to or incorporated by reference in this Proxy Statement.

## Who is soliciting my vote?

The Board of ASGN is soliciting your vote at the 2023 Annual Meeting of Stockholders for the following matters:

Proposal 1: the election of Mark A. Frantz, Jonathan S. Holman and Arshad Matin as directors for three-year terms to expire at our 2026 Annual Meeting of Stockholders;

Proposal 2: an advisory vote to approve the Company's named executive officer compensation for the year ended December 31, 2022;

Proposal 3: an advisory vote on the frequency of future advisory votes on executive compensation; and

Proposal 4: the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2023.

If any such other matters properly come before the Annual Meeting or any adjournments or postponements thereof, the persons named as proxies shall vote the shares represented thereby in their discretion.

## What is included in the proxy materials?

Proxy materials include this Proxy Statement for the Annual Meeting and the Company's Annual Report on Form 10-K for the year ended December 31, 2022 (the "Annual Report") filed with the SEC on February 27, 2023. The Company will provide without charge to each person solicited hereunder, upon the written request of any such person, a copy of the Annual Report, including the financial statements and the financial statement schedules thereto. This Proxy Statement and our Annual Report are available free of charge on our website at [www.asgn.com](http://www.asgn.com). Information on our website is not and should not be considered part of, nor is it incorporated by reference into, this Proxy Statement.

## Who may vote at the Annual Meeting?

The Board has set April 19, 2023 as the record date for the Annual Meeting. If you were the owner of shares of ASGN common stock at the close of business on April 19, 2023, you may vote at the Annual Meeting. You are entitled to one vote for each share of common stock you held on the record date, including shares held directly in your name with our transfer agent as a "holder of record" and shares held for you in an account with a broker, bank or other nominee (shares held in "street name").

## Delivery of Proxy Materials: What is Notice and Access?

In accordance with the e-proxy rules of the SEC, we will mail a Notice to our stockholders of record, and brokers, bank and other nominees (collectively, "nominees") who hold shares on behalf of beneficial owners (also called "street name holders") on or about April 27, 2023. The Notice describes the matters to be considered at the Annual Meeting and how the stockholders can access the proxy materials online. It also provides instructions on how those stockholders can vote their shares. If you received the Notice, you will not receive a print version of the proxy materials unless you request one. If you would like to receive a print version of the proxy materials, free of charge, please follow the instructions on the Notice. If you hold your shares in street name, you may request paper copies of the Proxy Statement and proxy card from your nominee by following the instructions on the notice your nominee provides you.

A list of stockholders entitled to vote at the Annual Meeting will be open to the examination of any stockholder, for any purpose germane to the Annual Meeting for a period of 10 days before the Annual Meeting. To arrange review of the list of stockholders, please contact Investor Relations at (818) 878-7900. The list will also be available during the virtual Annual Meeting through the meeting website for stockholders who choose to attend.

## How do you attend the virtual Annual Meeting, vote and ask questions during the meeting, and access the list of stockholders?

To attend the Annual Meeting, you must be a stockholder of record as of the Record Date. To participate in and vote at the Annual Meeting, stockholders will need the unique 15-digit control number (printed in the box marked by the arrow) in their Notice of Internet Availability of Proxy Materials or proxy card (if you request a printed copy of the proxy materials).

Stockholders may vote, submit questions, and access the list of stockholders entitled to vote during the Annual Meeting by following the instructions available at [www.meetnow.global/MGQ257C](http://www.meetnow.global/MGQ257C) during the Annual Meeting.

## How many shares must be present to hold the meeting?

A majority of ASGN's outstanding shares of common stock as of the record date must be present or represented by proxy at the Annual Meeting in order to hold the meeting and conduct business. This is called a quorum. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the meeting. On April 19, 2023, the Record Date, there were 49,353,018 shares of ASGN common stock outstanding.

## How many votes are required to approve each item?

Election of directors (Proposal 1) - Directors shall be elected by the affirmative vote of the majority of the votes cast (meaning the number of shares voted "for" a nominee must exceed the number of shares voted "against" such nominee) at any meeting for the election of directors at which a quorum is present. If any nominee for director receives a greater number of votes "against" his or her election than votes "for" such election, our Bylaws require that such person must promptly tender his or her

resignation to the Board following certification of the vote. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will have no effect on the vote.

Other proposals (Proposals 2, 3 and 4) - Stockholder approval of each of the other proposals, including the non-binding votes to approve executive compensation and the frequency of the vote on executive compensation, and the ratification of the appointment of an independent registered public accounting firm, requires the vote of the holders of a majority of the stock having voting power in attendance or represented by proxy on such proposal. These votes are advisory and are not binding on the Board or ASGN. However, the Board will review the voting results and take them into consideration. Abstentions will have the same effect as a vote "against" such proposal, and broker non-votes will have no effect on the vote.

### **How are votes counted?**

With respect to each of the agenda items, you may vote "for," "against" or "abstain."

If you sign and submit your proxy card without voting instructions, your shares will be voted FOR the director nominees put forth by the Board, FOR approval of the advisory vote on executive compensation, ONE YEAR for the advisory vote on the frequency of future advisory votes on executive compensation, and FOR the appointment of Deloitte & Touche LLP as our independent registered public accounting firm.

### **What if I abstain from voting?**

If you attend the live webcast of the Annual Meeting or send in your signed proxy card, but abstain from voting on any proposal, your shares will still be counted for purposes of determining whether a quorum exists and your abstention will have no effect on the election of the nominees, and the same effect as a vote against the advisory vote proposals.

### **Will my shares be voted if I do not sign and return my proxy card or vote at the meeting?**

If you do not sign and return your proxy card or vote at the Annual Meeting, your shares will not be voted. If your shares are held in "street name" and you do not issue instructions to your broker, your broker may vote your shares at its discretion on routine matters, but may not vote your shares on non-routine matters. If a broker who holds shares for another person does not vote on a particular proposal because that broker does not have discretionary voting power for the proposal and has not received voting instructions from the owner of the shares, then a "broker non-vote" will occur. It is important that you vote your shares.

The election of directors and the advisory votes on executive compensation and the frequency of an advisory vote on executive compensation are non-routine matters, whereas the appointment of our independent registered public accounting firm is a routine matter. Therefore, if your shares are held in "street name" by your broker and you do not provide your broker with instructions on how to vote your "street name" shares, your broker will not be permitted to vote on the election of directors or the advisory votes on executive compensation and the frequency of an advisory vote on executive compensation. However, with regard to the ratification of the appointment of our independent registered public accounting firm, your broker will be permitted to

vote your shares at its discretion. You should therefore be sure to provide your broker with instructions on how to vote your shares. Please check the voting form used by your broker to see if it offers telephone or Internet submission of proxies. Broker non-votes are counted as present for purposes of determining the presence or absence of a quorum for the transaction of business, but they will not be counted for purposes of determining whether any of the proposals except for the ratification of the Company's independent registered public accounting firm have been approved.

### **How does the Board recommend that I vote?**

The Board recommends that you vote your shares:

Proposal 1: FOR Mark A. Frantz, Jonathan S. Holman and Arshad Matin, the director nominees named in this Proxy Statement;

Proposal 2: FOR the proposal regarding an advisory vote to approve the Company's named executive officer compensation for the year ended December 31, 2022;

Proposal 3: ONE YEAR for the proposal regarding an advisory vote on the frequency of future advisory votes on executive compensation; and

Proposal 4: FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2023.

### **What do I need to do now?**

All stockholders are urged to vote on the Internet or by telephone by following the instructions on the Notice. If you received a paper copy of this Proxy Statement instead of the Notice, you may vote your shares by (a) submitting a proxy on the Internet or by telephone by following the instructions on the proxy card or (b) completing, dating and signing the proxy card included with the Proxy Statement and promptly returning it in the pre-addressed, postage-paid envelope provided. ASGN stockholders may also vote at the Annual Meeting.

Most of our stockholders may vote their shares on the Internet or by telephone. If you vote on the Internet or by telephone, you do not need to return your proxy card. The instructions for voting can be found with your proxy card or on the Notice.

### **How do I vote my shares without attending the Annual Meeting?**

If you are a registered stockholder, you may access your proxy card by either:

- Going to the following website: [www.envisionreports.com/ASGN](http://www.envisionreports.com/ASGN), entering the information requested, and then following the simple instructions;
- Calling (in the United States, U.S. territories and Canada), toll free 1-800-652-VOTE (8683) on a touch-tone telephone, and following the simple instructions provided by the recorded message; or
- Completing, dating and signing the proxy card included with the Proxy Statement and promptly returning it in the pre-addressed, postage-paid envelope provided.

If you hold your shares in "street name," you need to follow the instructions provided to you by your bank, broker or other holder of record. Your bank or broker may direct you to the following website, [www.edocumentview.com/ASGN](http://www.edocumentview.com/ASGN) to view and download the proxy documents.

### **What happens if my shares are held in more than one account?**

If your shares are held in more than one account, you will receive a voting instrument for each account. To ensure that all of your shares in each account are voted, you must sign, date and return each proxy card you receive.

If you and other residents at your mailing address own shares of ASGN stock in "street name," your bank, broker or other holder of record may have notified you that your household will receive only one Notice of Annual Meeting of Stockholders for each company in which you hold stock through that bank, broker or other holder of record. This practice is known as "householding." Unless you responded that you did not want to participate in householding, you were deemed to have consented to the process. Therefore, your bank, broker or other holder of record will send only one copy of our Annual Report and Proxy Statement to your address. Each stockholder in your household will continue to receive a separate voting instruction form.

If you would like to receive your own copy of our Annual Report and Proxy Statement in the future, the Company will promptly deliver, upon oral or written request, a separate copy of the Annual Report and Proxy Statement to your attention, or if you share an address with another ASGN stockholder and together both of you would like to receive only a single set of ASGN annual disclosure documents, please contact our Investor Relations group by written or telephonic request at ASGN

Incorporated, 26745 Malibu Hills Road, Calabasas, California 91301; tel: (818) 878-7900. As a part of this process, you will be asked to provide your name, the name of your bank, broker or other holder of record, and your account number. The revocation of your consent to householding should be effective 30 days following receipt of your instructions.

If you did not receive an individual copy of this year's Annual Report or Proxy Statement, we will send a copy to you upon a written or oral request. Written requests for such copies should be addressed to ASGN Incorporated, Attention: Investor Relations, 26745 Malibu Hills Road, Calabasas, California 91301. Please contact our Investor Relations group by telephone at (818) 878-7900 with any oral requests for such copies.

### **May I revoke my proxy and change my vote?**

You may revoke your proxy at any time before it is voted by:

- submitting a properly signed proxy card with a later date;
- delivering to the Secretary of ASGN a written revocation notice bearing a later date than the proxy card;
- voting online during the Annual Meeting; or
- voting on the Internet or by telephone after you have given your proxy.

### **How can I find out the results of the Annual Meeting?**

The preliminary voting results will be announced at the Annual Meeting. The final voting results will be published on a Form 8-K which will be filed with the SEC within four business days after the Annual Meeting.

## CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

The Audit Committee is responsible for review, approval or ratification of specific transactions involving the Company in which a “related person” has a direct or indirect material interest. Under SEC rules, “related persons” include directors, officers, nominees for director, five percent stockholders and their immediate family members. Information about our directors and executive officers and persons related to them is collected and updated through annual Directors and Officers Questionnaires. Directors and executive officers provide the names of the entities with which they, and their immediate family members, are affiliated, including board memberships, executive officer positions and charitable organizations. As needed, the Company’s legal department prepares requests for pre-approval or ratification of transactions or relationships involving related persons or parties with which the Company expects to do business. The Audit Committee reviews these requests and, if appropriate, pre-approves or ratifies each transaction or relationship and/or an annual spending limit for the same. The Audit Committee reviewed and approved the below pursuant to the process outlined above.

Apex Systems hired Christopher Hanson as a Consulting Services Director in 2015. Mr. C. Hanson is the brother of our Chief Executive Officer, Theodore Hanson. Mr. C. Hanson receives a base salary and is eligible to receive an incentive bonus commensurate with his position and experience. He does not report to, nor is his compensation reviewed or directed by, Mr. T. Hanson.

## OTHER MATTERS

As of the date of this Proxy Statement, the Board does not know of any matters to be presented at the Annual Meeting other than those specifically set forth above. If other matters should properly come before the Annual Meeting or any adjournment thereof, the persons named as proxies in the enclosed proxy card intend to vote the shares represented by them in accordance with their best judgment with respect to such matters.

## WHERE YOU CAN FIND ADDITIONAL INFORMATION

ASGN files annual, quarterly and current reports, proxy statements and other information with the SEC electronically. The SEC maintains an internet site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other IT technology regarding issuers that file electronically with the SEC. You may also read and copy any of our reports that are filed with the SEC by visiting:

- Our website at [www.asgn.com](http://www.asgn.com); or
- By contacting our Investor Relations Department at (818) 878-7900.

You may also obtain print copies of reports, proxy statements or other information concerning us, including any document incorporated by reference in this Proxy Statement, without charge, by written or telephonic request directed to us at ASGN Incorporated, Attention: Investor Relations, 26745 Malibu Hills Road, Calabasas, California 91301; tel: (818) 878-7900. If you would like to request printed documents, please do so by June 5, 2023 in order to receive them before the Annual Meeting.

## INCORPORATION BY REFERENCE

The SEC allows us to “incorporate by reference” into this Proxy Statement documents that we file with the SEC. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this Proxy Statement, and later information that we file with the SEC will update and supersede that information. We incorporate by reference the documents listed below and any documents filed pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Proxy Statement and prior to the date of the Annual Meeting:

Company Filings:	Period (if applicable):
Annual Report on Form 10-K	Year ended December 31, 2022

A copy of ASGN’s Annual Report to Stockholders for the year ended December 31, 2022 on Form 10-K has been mailed concurrently with this Proxy Statement to all stockholders entitled to notice of and to vote at the Annual Meeting, or was referenced in the Notice of Internet Availability of Proxy Materials.

## PROPOSALS BY STOCKHOLDERS

Proposals that stockholders intend to present at the 2024 Annual Meeting of Stockholders pursuant to Rule 14a-8 of the Exchange Act must be received by the Company no later than December 29, 2023, for inclusion in the proxy material for that meeting. Pursuant to ASGN's Bylaws, proposals submitted other than pursuant to Rule 14a-8 or director nominations, must be delivered to the Secretary not less than 30 days nor more than 60 days prior to the date of the meeting. Proposals for director nominations must be delivered to the Secretary not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the 2023 annual meeting. Stockholder notices should be delivered to the Secretary at ASGN Incorporated, 26745 Malibu Hills Road, Calabasas, California 91301.

In addition to satisfying the foregoing requirements, to comply with the universal proxy rules (once they become effective), stockholders who intend to solicit proxies in support of director nominees other than the Company's nominees must provide notice that sets forth the information required by Rule 1a-19 under the Exchange Act no later than April 16, 2024. In connection with our annual meeting of stockholders in 2024, we intend to file a proxy statement and a WHITE proxy card with the SEC in connection with our solicitor of proxies for that meeting.

## MISCELLANEOUS

The cost of soliciting proxies on behalf of the Board will be borne by ASGN. The solicitation will be primarily by mail. In addition to the use of mail, some of the officers, directors, and employees of ASGN and its subsidiaries may solicit proxies by telephone, electronic mail or personal interview without additional remuneration for such activity. ASGN intends to reimburse banks, brokerage houses, and other institutions, custodians, nominees and fiduciaries for reasonable expenses in forwarding proxy material to their principals.

By Order of the Board,

Secretary

/s/ Jennifer Hanks Painter

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Jennifer Hanks Painter

April 27, 2023

## ANNEX A

### Reconciliation of Performance Target Adjusted EBITDA to Net Income for the Year Ended December 31, 2022

Net income	\$268,074,181
Less: Income from discontinued operations, net of income taxes	1,201,431
Income from continuing operations	266,872,750
Interest expense	45,923,648
Provision for income taxes	96,666,988
Depreciation	26,327,262
Amortization of intangible assets	65,114,767
EBITDA	500,905,415
Stock-based compensation	49,347,642
Acquisition, integration and strategic planning expenses	9,231,810
Adjusted EBITDA	559,484,867
Other adjustments for performance target <sup>1</sup>	(8,599,434)
Performance target Adjusted EBITDA	\$550,885,433

<sup>1</sup> Includes adjustments to remove the contribution from current year acquisitions, as well as adjustments for litigation expenses, the effect of changes in foreign exchange rates and other de minimis costs.



