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# **SUPPLEMENTAL CODE OF BUSINESS CONDUCT AND ETHICS**

## **FOR DIRECTORS, EXECUTIVE OFFICERS AND FINANCIAL OFFICERS**

**Amended and Restated on September 20, 2017**

### **OVERVIEW AND PURPOSE**

This Supplemental Code of Business Conduct and Ethics ("Supplemental Code") is applicable to the Board of Directors (the "Board"), the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), other executive and finance officers, and internal audit personnel (collectively, "Covered Persons") of ASGN Incorporated and its subsidiaries (together, the "Company").

The Company has also adopted a Code of Business Conduct and Ethics (the "Code") that applies to all employees and directors of the Company. Covered Persons are expected to be familiar with the Code and this Supplemental Code and to adhere to the principles and procedures set forth in both Codes. The provisions of this Supplemental Code shall take precedence over and supersede any provisions to the contrary contained in the Code. In adopting both this Supplemental Code and the Code, the Company has recognized the vital importance to the Company of conducting its business subject to the highest ethical standards and in full compliance with all applicable laws and, even where not required by law, with the utmost integrity and honesty.

The Board has adopted this Supplemental Code to:

- promote honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure;
- promote compliance with applicable laws and governmental rules and regulations;
- ensure the protection of the Company's legitimate business interests, including corporate opportunities, assets and confidential information; and
- deter wrongdoing.

From time to time, the Company may waive some provisions of this Supplemental Code. Any waiver of either of the Codes for executive officers or directors of the Company may be made only by the Board of Directors or the Audit Committee of the Board and must be promptly disclosed as required by Securities and Exchange Commission ("SEC") or NYSE Euronext,



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Inc. ("NYSE") rules. Any waiver for other employees may be made only by the CEO and CFO, acting jointly.

## HONEST AND CANDID CONDUCT

Each Covered Person owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest and candid. Deceit and subordination of principle are inconsistent with integrity.

Each Covered Person must:

- Act with integrity, including being honest and candid while still maintaining the confidentiality of information where required or consistent with the Company's policies.
- Observe both the form and spirit of laws and governmental rules and regulations, accounting standards and Company policies.
- Adhere to a high standard of business ethics.

## CONFLICTS OF INTEREST

A "conflict of interest" occurs when an individual's private interest interferes or appears to interfere with the interests of the Company. A conflict of interest can arise when a Covered Person takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. For example, a conflict of interest would arise if a Covered Person, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should be discussed in advance with the Company's Chief Legal Officer.

Service to the Company should never be subordinated to personal gain and advantage. Conflicts of interest should, wherever possible, be avoided.

In particular, clear conflict of interest situations involving Covered Persons who occupy supervisory positions or who have discretionary authority in dealing with any third party specified below may include the following:

- any significant ownership interest in any supplier or customer;
- any consulting or employment relationship with any customer, supplier or competitor;
- any outside business activity that detracts from an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company;
- being in the position of supervising, reviewing or having any influence on the job evaluation, pay or benefit of any immediate family member; and



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- selling anything to the Company or buying anything from the Company, except on the same terms and conditions as comparable directors, officers or employees are permitted to so purchase or sell.

Anything that would present a conflict for a Covered Person would likely also present a conflict if it is related to a member of his or her family.

## DISCLOSURE

Each Covered Person involved in the Company's disclosure process, including the CEO, CFO and Corporate Controller (the "Senior Financial Officers"), are required to be familiar with and comply with the Company's disclosure controls and procedures and internal control over financial reporting, to the extent relevant to his or her area of responsibility, so that the Company's public reports and documents filed with the SEC comply in all material respects with the applicable federal securities laws and SEC rules. In addition, each Covered Person having direct or supervisory authority regarding these SEC filings or the Company's other public communications concerning its general business, results, financial condition and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each Covered Person who is involved in the Company's disclosure process, including without limitation the Senior Financial Officers, must:

- Familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations.
- Properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).

## COMPLIANCE

It is the Company's policy to comply with all applicable laws, rules and regulations, including insider trading laws. It is the personal responsibility of each Covered Person to adhere to the standards and restrictions imposed by those laws, rules and regulations.

It is against Company policy (including the Company's Insider Trading Policy) and in many circumstances illegal for a Covered Person to profit from undisclosed information relating to the Company or any other company. No Covered Person may purchase or sell any of the Company's securities while in possession of material nonpublic information relating to the Company. Also, no Covered Person may purchase or sell securities of any other company while in possession of any material nonpublic information relating to that company.

Any Covered Person who is uncertain about the legal rules involving a purchase or sale of any Company securities or any securities in companies that he or she is familiar with by virtue of his or her work for the Company, should consult with the Company's Chief Legal Officer before making any such purchase or sale.

## REPORTING AND ACCOUNTABILITY

The Audit Committee is responsible for applying this Supplemental Code to specific situations in which questions are presented to it and has the authority to interpret this Supplemental Code in any particular situation.

If a Covered Person believes that actions have taken place, may be taking place or could potentially take place that violate or would or could potentially violate this Supplemental Code, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls, the Covered Person must immediately bring this matter to the attention of the Company's Audit Committee. A Covered Person must also promptly bring to the attention of the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof. Each Covered Person should consult with the Company's CFO or Chief Legal Officer when in doubt about the best course of action in a particular situation.

A Covered Person is required to communicate any violations of this Supplemental Code or the Code to the Company's Audit Committee in writing either by internal mail or U.S. mail, or by telephone.

The Audit Committee may be contacted as follows:

- Call one of the toll-free anonymous hotlines:
  - English-speaking USA and Canada: 833-620-0070
  - Spanish-speaking USA and Canada: 800-216-1288
  - French-speaking Canada: 855-725-0002
  - All other countries: 800-603-2869 (must dial country access code first [click here](#) for access codes and dialing instructions)
- Send an email to [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)
- Provide a report anonymously at [www.lighthouse-services.com/onassignment](http://www.lighthouse-services.com/onassignment) or go to a direct URL for a specific language:
  - English [www.lighthousegoto.com/onassignment/eng](http://www.lighthousegoto.com/onassignment/eng)
  - Spanish [www.lighthousegoto.com/onassignment/spa](http://www.lighthousegoto.com/onassignment/spa)
  - German [www.lighthousegoto.com/onassignment/ger](http://www.lighthousegoto.com/onassignment/ger)
  - French [www.lighthousegoto.com/onassignment/fre](http://www.lighthousegoto.com/onassignment/fre)



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- Dutch [www.lighthousegoto.com/onassignment/dut](http://www.lighthousegoto.com/onassignment/dut)
  - Italian [www.lighthousegoto.com/onassignment/ita](http://www.lighthousegoto.com/onassignment/ita)

- Fax a report to (215) 689-3885 (must include company name with report)
- Write the Committee:

Chair of the Audit Committee of the Board of Directors  
c/o ASGN Incorporated  
26745 Malibu Hills Rd.  
Calabasas, California 91301

The phone numbers listed above are the Company's compliance lines. The Company would prefer that any Covered Person identify themselves to facilitate any investigation of any report or incident. However, a reporting person may elect to remain anonymous. The Company will use reasonable efforts to protect the identity of any reporting person who reports potential misconduct and any retaliation for reports of misconduct by others made in good faith will not be tolerated. Indeed, any Covered Persons who engage in retaliation are subject to discipline, up to and including termination, and potentially, civil and/or criminal liability. The Company will also use reasonable efforts to protect the identity of the person about or against whom an allegation is brought, unless and until it is determined that a violation has occurred. Any person involved in any investigation in any capacity of a possible misconduct must not discuss or disclose any information to anyone outside of the investigation unless required by law or when seeking his or her own legal advice, and is expected to cooperate fully in any investigation.

Any use of these reporting procedures in bad faith or in a false or frivolous manner will be considered a violation of this Supplemental Code. Further, you should not use the Company's Compliance Lines for personal grievances not involving this Supplemental Code or the Code.

## ENFORCEMENT OF THIS CODE OF ETHICS

The Audit Committee, in consultation with counsel if appropriate, shall determine appropriate actions to be taken in the event of violations of this Supplemental Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Supplemental Code. In determining what action is appropriate in a particular case, the Audit Committee shall take into account all relevant information, including the nature and severity of the violation, whether the violation appears to have been intentional or inadvertent, and whether the individual in question had been advised prior to the violation as to the proper course of action.