

FY'23 Q2 Earnings Call

December 8, 2022

Safe Harbor Statement

FORWARD-LOOKING STATEMENTS

Statements in this presentation that relate to goals, strategies, future plans and expectations are based on Korn Ferry's current expectations. You are cautioned not to place undue reliance on such statements. Actual results in future periods may differ materially from those currently expected because of a number of risks and uncertainties. For a detailed description of many of those risks and uncertainties, please refer to Korn Ferry's earnings release and its periodic filings with the Securities and Exchange Commission. These statements are also aspirational and not guarantees or promises that goals or targets will be met. The company undertakes no obligation to update any statements, whether as a result of new information, future events or otherwise. In addition, these statements may be based on standards for measuring progress that are still developing and on assumptions that are subject to change in the future.

NON-GAAP FINANCIAL MEASURES

This presentation includes financial information calculated other than in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"). This non-GAAP disclosure has limitations as an analytical tool, should not be viewed as a substitute for financial information determined in accordance with GAAP, and should not be considered in isolation or as a substitute for analysis of the Company's results as reported under GAAP, nor is it necessarily comparable to non-GAAP performance measures that may be presented by other companies. Please refer to slides 18 to 24 for a reconciliation of each of the non-GAAP financial measures included in this presentation to the closest GAAP measure.



 \mathbf{K} is a second sec

Advancing our Strategy to Become the Preeminent Global Organizational Consultancy



Diversifying offerings into fully integrated, scalable and sustainable client engagements:

Intentional expansion to a comprehensive organizational consultancy is driving less cyclical and more predictable and recurring fee revenue streams with more scalable earnings.

Capitalizing on global leadership in solutions with great relevance today:

Monetizing investments in data, content, and IP. Driving greater Digital subscription engagements and integration with Consulting creates greater differentiation.

Established record of thought leadership and action on burning platform issues such as workforce transformation/digitization, DE & I, and other ESG initiatives provides a competitive edge to support companies as they look to solve their most pressing business issues.

Driving an integrated go-to-market strategy through our marquee and regional accounts:

Enduring client relationships of scale that deliver larger, more predictable and recurring Revenue through structured, programmatic account planning in combination with strategic investments in account management talent. KORN FERRY

Advancing Korn Ferry as a premier career destination:

Attracting and retaining top talent by investing in initiatives that build a world-class organization aligned to strategy and staffed by a capable, motivated and agile workforce.

\checkmark

Pursuing transformational opportunities at the intersection of talent and strategy:

Proven track record of investing in growth and leveraging a core competency of identifying, acquiring and integrating M&A targets that have the potential to further our strategic objectives and enhance shareholder value.

A Compelling Investment Opportunity, At a Critical Moment, in a Critical Sector



Stable Global Demand & Strong Execution Continue to Drive Steady Revenue & Earnings

\$728M

+\$88M +14% YoY (+20% at CC) Fee Revenue

18.0% Adj. EBITDA Margin % (Non-GAAP)

\$131M (\$4M) (3%) YoY Adj. EBITDA⁽¹⁾ (Non-GAAP) **\$1.43** (\$0.10) (7%) YoY Adj. Diluted EPS⁽²⁾ (Non-GAAP)

Business Continues to be Highly Diversified Across Lines of Business, Geography and Industry

For the second quarter of FY'23





Diversified Mix of Revenue & Earnings (\$M)

30%

20%

10%

0%

Digital



\$696 \$163(3) 100% \$84 \$24 90% 80% \$29 70% \$114 \$18 60% 50% \$30 \$166 40%

\$233

Fee Revenue

Executive Search

Consulting

\$62

Adj. EBITDA $^{(1)}$

Professional Search

RPO

& Interim

FY'23 QTR. 1

FY'23 QTR. 2



Quarterly⁽⁷⁾New Business* - YoY Growth (Excluding RPO)



* Confirmations plus upticks and additional placements

See detailed explanation of footnotes on page 16

KORN FERRY

Quarterly⁽⁷⁾New Business* - YoY Growth By Line of Business (Excluding RPO)



See detailed explanation of footnotes on page 16

Consulting

24% of Fee Revenue and 19% of Adj. EBITDA⁽¹⁾ in FY'23 QTR. 2



Digital

13% of Fee Revenue and 17% of Adj. EBITDA⁽¹⁾ in FY'23 QTR. 2



Executive Search

30% of Fee Revenue and 33% of Adj. EBITDA⁽¹⁾ in FY'23 QTR. 2



Professional Search & Interim

18% of Fee Revenue and 20% of Adj. EBITDA⁽¹⁾ in FY'23 QTR. 2



Recruitment Process Outsourcing (RPO)

15% of Fee Revenue and 10% of Adj. EBITDA⁽¹⁾ in FY'23 QTR. 2

RPO New Business = \$290M

(\$43M of renewals/extensions and \$247M of new logo clients) - the 7th consecutive quarter above \$100M

Revenue Under Contract at a record \$958M (+\$295M or +44% YoY with an estimated \$441M (46%) to be recognized in the next 4 quarters)

Fee Revenue +12% YoY (+19% at CC) & down (6%) sequentially due to a reduction in hiring volume from base / backlog clients

Adj. EBITDA⁽¹⁾ +\$1.6M or +11% YoY (Adj. EBITDA & Adj. EBITDA Margin down sequentially on lower Fee Revenue)



Maintaining a Balanced Approach to Capital Allocation

Deployed \$214M of Cash FY'23 YTD Q2 Investing \$99M in M&A, \$33M in **CAPEX, \$9M in Debt Service and Returned \$73M to Shareholders in Combined Dividends and Share Repurchases

Cash & Marketable Securities (\$M)

Strong Liquidity with \$457M of Investable Cash⁽⁵⁾







Investable Cash⁽⁵⁾ Bonuses & Deferred Compensation

**Excludes Leasehold Improvements & Furniture & Fixtures

KORN FERRY

See detailed explanation of footnotes on page 16

Footnotes

- (1) Earnings Before Interest, Taxes, Depreciation & Amortization Adjusted to Exclude Acquisition / Integration Costs, Impairment of Fixed Assets (Leasehold Improvements) and the Impairment of Right-of-Use Assets, when applicable.
- (2) Adj. Diluted Earnings per Share Adjusted to Exclude Acquisition / Integration Costs, Impairment of Fixed Assets (Leasehold Improvements) and the Impairment of Right-of-Use Assets, Net of Tax, when applicable.
- (3) Excludes Corporate Adj. EBITDA which was (\$26.1M) in FY'22 Q2, (\$30.6M) in FY'23 Q1 and (\$30.5M) in FY'23 Q2.
- (4) Represents Fee Revenue Derived from Annual Subscriptions and Licenses to KF's Intellectual Property and Data Solutions.
- (5) Investable Cash = Total Cash & Marketable Securities Less Cash & Marketable Securities Reserved for Bonuses & Deferred Compensation.
- (6) Represents the Estimated Quarter Ending \$ Amount of Assignments Under Contract to be Recognized as Revenue in Future Periods. There is No Guarantee that All Estimated Amounts Will be Recognized as Revenue.
- (7) New Business is Defined as Engagement Awarded in the Month Evidenced by a Signed Contract. Increases or Decreases in Scope on Existing Contracts are Recognized in New Business in the Month Confirmed by the Client.



Appendix

Reconciliations of Non-GAAP Financial Measures to U.S. GAAP Financial Measures

Earnings Conference Call December 8, 2022





Reconciliation of Net Income (GAAP) to Adjusted EBITDA (Non-GAAP) (\$M)

FY22 Q2; FY23 Q1; FY23 Q2	Yo	Y	Sequential				
	FY'22	FY'23	FY'23	Incr. / ((Decr.)
	Qtr. 2	<u>Qtr. 1</u>	<u>Qtr. 2</u>	\$ / %	%	\$/%	%
Net Income Attributable to Korn Ferry	\$75.8	\$77.2	\$73.5	(\$2.3)	(3%)	(\$3.7)	(5%)
Net Income Attributable to Non-Controlling Int.	0.6	1.3	1.1	0.5	83%	(0.2)	(15%)
Net Income	\$76.3	\$78.5	\$74.6	(\$1.8)	(2%)	(\$3.9)	(5%)
Income Tax Provision	26.1	26.2	28.9	2.8	11%	2.7	10%
Income Before Provision for Income Taxes	\$102.5	\$104.8	\$103.5	\$1.0	10%	(\$1.3)	(1%)
Other (Income) Loss - Net	(5.1)	(0.8)	9.0	14.1	(276%)	9.8	-
Interest Expense - Net	6.4	7.6	7.1	0.7	11%	(0.5)	(7%)
Operating Income	\$103.8	\$111.6	\$119.6	\$15.9	15%	\$8.0	7%
Depreciation & Amortization	15.6	16.2	17.1	1.5	10%	0.9	6%
Other Income (Loss) - Net	5.1	0.8	(9.0)	(14.1)	(276%)	(9.8)	-
(1) Integration / Acquisition Costs	1.1	3.6	3.4	2.3	209%	(0.2)	(6%)
(3) Impairment of Fixed Assets	1.9	-	-	(1.9)	-	-	-
(4) Impairment of Right of Use Assets	7.4	-	-	(7.4)	-	-	-
Adjusted EBITDA	\$134.9	\$132.2	\$131.1	(\$3.8)	(3%)	(\$1.1)	(1%)
Operating Margin	16.2%	16.0%	16.4%	0.2%	-	0.4%	-
Depreciation & Amortization	2.4%	2.3%	2.3%	(0.1%)	-	0.0%	-
Other Income (Loss) - Net	0.8%	0.1%	(1.2%)	(2.0%)	-	(1.3%)	-
(1) Integration / Acquisition Costs	0.2%	0.6%	0.5%	0.3%	-	(0.1%)	-
(3) Impairment of Fixed Assets	0.3%	-	-	(0.3%)	-	-	-
(4) Impairment of Right of Use Assets	1.2%	-		(1.2%)	-	-	-
Adjusted EBITDA Margin	21.1%	19.0%	18.0%	(3.1%)	-	(1.0%)	-

(1) Costs associated with current acquisition, such as legal & professional fees, retention

awards and other on-going integration costs to combine the companies

(3) Costs associated with the impairment of fixed assets (leasehold improvements) due to early termination and subleasing some of our office space

(4) Costs associated with the impairment of right-of-use assets due to terminating and subleasing some of our office space

Reconciliation of Net Income & Diluted EPS (GAAP) to Adjusted Net Income & Adjusted Diluted EPS (Non-GAAP) (\$M)

FY'22 Q2; FY'23 Q1; FY'23 Q2

				Yo	Y	Sequ	ential
	FY'22	FY'23	FY'23	Incr. / (Decr.)	Incr. /	(Decr.)
	Qtr. 2	Qtr. 1	Qtr. 2	\$	%	\$	%
Net Income Attributable to Korn Ferry	\$75.8	\$77.2	\$73.5	(\$2.3)	(3%)	(\$3.7)	(5%)
(1) Integration / Acquisition Costs	1.1	3.6	3.4	2.3	209%	(0.2)	(6%)
(3) Impairment of Fixed Assets	1.9	-	-	(1.9)	-	-	-
(4) Impairment of Right of Use Assets	7.4	-	-	(7.4)	-	-	-
(2) Tax Effect of Adjustment Items	(2.2)	(0.9)	(0.8)	1.4	(64%)	0.1	(10%)
Adjusted Net Income Attributable to KF	\$83.9	\$80.0	\$76.1	(\$7.8)	(9%)	(\$3.9)	(5%)
Diluted Earnings per Common Sh.	\$1.38	\$1.45	\$1.38	\$0.00	0%	(\$0.07)	(5%)
(1) Integration / Acquisition Costs	0.02	0.07	0.07	0.05	250%	0.00	0%
(3) Impairment of Fixed Assets	0.04	-	-	(0.04)	-	-	-
(4) Impairment of Right of Use Assets	0.14	-	-	(0.14)	-	-	-
(2) Tax Effect of Adjustment Items	(0.05)	(0.02)	(0.02)	0.03	(60%)	0.00	0%
Adjusted Diluted Earnings per Sh.	\$1.53	\$1.50	\$1.43	(\$0.10)	(7%)	(\$0.07)	(5%)

(1) Costs associated with current acquisition, such as legal & professional fees, retention awards and other on-going integration costs to combine the companies.

(2) Tax effect on the adjustment items

(3) Costs associated with the impairment of fixed assets (leasehold improvements) due to early termination and subleasing some of our office space

(4) Costs associated with the impairment of right-of-use assets due to terminating and subleasing some of our office space

Reconciliation of Consolidated Net Income & Consolidated Operating Income (GAAP) to Adjusted EBITDA (Non-GAAP) (\$M)

FY'22 Q2

						FY'22 Q	2				
				E	Executive S	earch					
			North		Asia	Latin	Total Exec.		Prof.		
	Consulting	Digital	America	EMEA	Pacific	America	Search	RPO	Search	Corp.	KF
Fee Revenue	\$164.9	\$88.6	\$158.2	\$42.4	\$28.3	\$6.6	\$235.5	\$95.9	\$54.6		\$639.4
Total Revenue	\$165.7	\$88.7	\$159.1	\$42.6	\$28.3	\$6.6	\$236.5	\$97.8	\$54.7		\$643.4
Net Income Attributable											\$75.7
to Korn Ferry											
Net Income Attributable to											0.6
Noncontrolling Interest											0.0
Other Income - Net											(5.1)
Interest Exps Net											6.4
Income Tax Expense											26.1
Oper. Income											\$103.8
Margin (%)											16.2%
Deprec. & Amortiz.											15.6
Other Income - Net											5.1
(1) Integ. / Acq. Costs											1.1
(3) Impairment of Fixed Assets											1.9
(4) Impairment of right to use asset											7.4
Adjusted EBITDA	\$30.1	\$28.6	\$48.9	\$7.7	\$8.2	\$1.4	\$66.1	\$14.4	\$21.8	(\$26.1)	\$134.9
Margin (%)	18.2%	32.2%	30.9%	18.1%	29.0%	20.8%	28.1%	15.1%	40.0%		21.1%

(1) Costs associated with acquisitions, such as legal & professional fees, retention awards and other on-going integration costs to combine the companies

(3) Costs associated with the impairment of fixed assets (leasehold improvements) due to early termination of the lease agreements

(4) Costs associated with the impairment of right-of-use assets due to early termination of the lease agreements



Reconciliation of Consolidated Net Income & Consolidated Operating Income (GAAP) to Adjusted EBITDA (Non-GAAP) (\$M)

FY'23 Q1

						FY'23 Q	1				
					Executive S	Search					
	Consulting	Digital	North America	EMEA	Asia Pacific	Latin America	Total Exec. Search	RPO	Prof. Search	Corp.	KF
Fee Revenue Total Revenue	\$166.5 \$168.7	\$83.8 \$83.8	\$151.5 \$152.9	\$47.1 \$47.3	\$26.4 \$26.5	\$7.8 \$7.8	\$232.8 \$234.5	\$113.9 \$116.1	\$98.9 \$100.1		\$695.9 \$703.1
Net Income Attributable to Korn Ferry											\$77.2
Net Income Attributable to Noncontrolling Interest											1.3
Other Income - Net											(0.8)
Interest Exps Net											7.6
Income Tax Expense											26.2
Oper. Income Margin (%)											\$111.6 <i>16.0%</i>
Deprec. & Amortiz.											16.2
Other Income - Net											0.8
(1) Integ. / Acq. Costs											3.6
Adjusted EBITDA	\$29.6	\$24.2	\$43.7	\$8.5	\$7.4	\$2.6	\$62.2	\$17.7	\$29.2	(\$30.6)	\$132.2
Margin (%)	17.7%	28.9%	28.9%	18.1%	27.9%	33.5%	26.7%	15.5%	29.5%		19.0%

(1) Costs associated with acquisitions, such as legal & professional fees, retention awards and other on-going integration costs to combine the companies



Reconciliation of Consolidated Net Income & Consolidated Operating Income (GAAP) to Adjusted EBITDA (Non-GAAP) (\$M)

FY'23 Q2

F 1 23 Q2					FY	"23 Q2					
					Executive Se	earch	_				
	Consulting	Digital	North America	EMEA	Asia Pacific	Latin America	Total Exec. Search	RPO	Prof. Search	Corp.	KF
Fee Revenue Total Revenue	\$173.1 \$175.8	\$94.3 \$94.6	\$142.5 \$144.1	\$44.6 \$44.9	\$23.4 \$23.5	\$7.8 \$7.8	\$218.4 \$220.4	\$107.3 \$109.1	\$134.7 \$135.8		\$727.8 \$735.7
Net Income Attributable to Korn Ferry											\$73.5
Net Income Attributable to Noncontrolling Interest											1.1
Other Income - Net Interest Exps Net											9.0 7.1
Income Tax Expense											28.9
Oper. Income <i>Margin (%)</i>											\$119.6 <i>16.4%</i>
Deprec. & Amortiz.											17.1
Other Income - Net											(9.0)
) Integ. / Acq. Costs											3.4
Adjusted EBITDA	\$31.1	\$27.5	\$38.0	\$8.1	\$5.8	\$2.6	\$54.5	\$16.0	\$32.5	(\$30.5)	\$131.1
Margin (%)	18.0%	29.2%	26.6%	18.1%	24.9%	33.3%	25.0%	14.9%	24.1%		18.0%
Adjusted EBITDA - FY'23 Q1	\$29.6	\$24.2	\$43.7 (\$5.7)	\$8.5 (\$0.4)	\$7.4 (\$1.6)	\$2.6 (\$0.0)	\$62.2 (\$7.7)	\$17.7 (\$1.7)	\$29.2 \$3.3	(\$30.6)	\$132.2 (\$1_1)
Sequential Incr. / (Decr.) - \$ Sequential Incr. / (Decr.) - %	\$1.5 <i>5.1%</i>	\$3.3 13.6%	(\$5.7) (13.1%)	(\$0.4) <i>(4.7%)</i>	(\$1.6) <i>(21.6%</i>)	(\$0.0) -	(\$7.7) (12.4%)	(\$1.7) <i>(</i> 9.6%)	\$3.3 11.3%	\$0.1 <i>(0.3%)</i>	(\$1.1) <i>(0.8%)</i>
	570		1.0	(,)	(=		(1=1.79)	(0.079)		((,)

(1) Costs associated with acquisitions, such as legal & professional fees, retention awards and other on-going integration costs to combine the companies

(1)

Reconciliation of Cash & Marketable Securities to Investable Cash (\$M)

FY'22 Q2; FY'23 Q1; FY'23 Q2

				YoY	Sequential
	FY'22	FY'23	FY'23	Incr. / (Decr.)	Incr. / (Decr.)
	Qtr. 2	Qtr. 1	Qtr. 2	<u>\$%</u>	<u>\$</u> %
Cash	\$725.4	\$639.8	\$593.9	(\$131.5) (18%)	(\$45.9) (7%)
Marketable Securities	271.5	256.7	237.8	(33.7) (12%)	(18.9) (7%)
Cash & Marketable Securities	\$996.9	\$896.4	\$831.7	(\$165.2) (17%)	(\$64.7) (7%)
Less:					
ECAP & Bonus Liability	405.8	282.6	374.4	(31.4) (8%)	91.8 32%
Investable Cash	\$591.2	\$613.9	\$457.3	(\$133.9) (23%)	(\$156.6) (26%)



Fee Revenue Growth by Segment and Region – Actual Reported vs. Constant Currency

	FY'2	23 Q2 vs.			
	Repo		Const. Curr.		
Fue aution Canada	\$M	% Grth.	% Grth.		
Executive Search					
North America	\$142.5	(9.9%)	(9.6%)		
Europe	44.6	5.2%	21.2%		
Asia / Pacific	23.4	(17.3%)	(9.7%)		
Latin America	7.8	18.2%	23.8%		
Total Exec. Search	\$218.4	(7.3%)	(3.7%)		
<u>Consulting</u>					
North America	\$89.1	11.0%	11.4%		
Europe	50.6	1.8%	16.7%		
Asia / Pacific	28.2	(4.4%)	7.6%		
Latin America	5.2	(3.7%)	(1.9%)		
Total Consulting	\$173.1	5.0%	11.7%		
Digital					
North America	\$40.4	12.2%	12.8%		
Europe	35.9	4.7%	22.1%		
Asia / Pacific	13.2	(9.6%)	1.5%		
Latin America	4.9	32.4%	40.0%		
Total Digital	\$94.3	6.4%	15.4%		
<u>RPO</u>					
North America	\$50.6	26.5%	26.5%		
Europe	31.2	21.4%	41.2%		
Asia / Pacific	21.7	(16.5%)	(7.3%)		
Latin America	3.8	(9.5%)	(8.7%)		
Total RPO	\$107.3	11.9%	19.4%		
Prof. Search & Interim					
North America	\$113.9	244.1%	246.2%		
Europe	12.4	(2.4%)	14.8%		
Asia / Pacific	6.2	(10.1%)	(3.1%)		
Latin America	2.3	26.1%	21.1%		
Total Prof. Search & Interim	\$134.7	147.6%	159.5%		
Total KF	\$727.8	13.8%	20.3%		



Thank You



