

**Korn Ferry  
Investor Call  
June 29, 2026**

---

**Presenters**

**Gary Burnison, President, CEO & Executive Director**

**Robert Rozek, Executive VP, CFO & Chief Corporate Officer**

**Brian Suh, Senior Vice President of Corporate Development**

**Q&A Participants**

**Trevor Romeo – William Blair**

**Mark Marcon – Baird**

**Brianna Kamdoun – UBS**

**Tobey Sommer – Truist Securities**

**Operator**

Welcome to the conference call to discuss the proposed acquisition of AMS. At this time, all participants are in a listen-only mode. Following the prepared remarks, we will conduct a question and answer session. As a reminder, this conference call is being recorded for replay purposes.

Before I turn the call over to your host, Mr. Gary Burnison, let me first read a cautionary statement to investors. Certain statements made in the call today, such as those related to the USD converted purchase price, the number of shares Korn Ferry stock to be issued in the transaction, the timing of consummation of the transaction, the expected benefits of the transaction including the global leadership position of the combined company, the combined company's expanded capabilities, transaction synergies, future financial and operating results and the combined company's plans, objectives and expectations constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

Although the company believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, investors are cautioned not to place undue reliance on such statements. Such statements are subject to significant risks and uncertainties, including the inability to timely complete or complete at all the transaction, the inability to realize the anticipated benefits of the transaction, which may be affected by, among other things, economic conditions and the ability of Korn Ferry and AMS prior to the closing and the combined company following the closing to maintain relationships with the clients and suppliers and retain key employees.

The risk that the transaction disrupts current plans and operation of Korn Ferry and/or AMS as well as other risks described in our SEC filings and in the legends in today's press release announcing the transaction. Actual results may differ materially from those currently expected

or desired because of a number of risks and uncertainties which are beyond the company's control. We undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

Also, some of the comments today may reference non-GAAP and/or IFRS financial measures such as adjusted EBITDA, adjusted EBITDA margins and adjusted EPS. Additional information concerning these measures is contained in the press release regarding the transaction, which is posted in the Investor Relations section of the company's website at [kornferry.com](http://kornferry.com). Lastly, the statements made on today's call are not intended to and shall not constitute an offer to sell or the solicitation of any offer to sell or the solicitation of any offer to buy any securities.

With that, I'll turn the call over to Mr. Burnison. Please go ahead, Mr. Burnison.

**Gary Burnison**

OK. Thank you, Krista, and thank you, everybody, for joining us. I have Brian Suh from Korn Ferry, as well as Bob Rozek, and what we wanted to do is share some incredibly exciting news. We signed a definitive agreement to acquire AMS, which brings together two iconic brands that will create a global leader in talent and organizational consulting. The why of both organizations is to change people's lives. Think about it, following the closing, the collective firm will have more than 16,000 colleagues placing a professional in a job about every 90 seconds, let alone developing thousands of professionals each year. This marks a significant milestone for both Korn Ferry and AMS, underscoring our combined belief that talent is the most critical driver of organizational success.

There's no question that technology will continue to play a significant role in the future, bridging the imbalance of supply and demand of labor. But it's not simply technology that takes us into space; it first starts with the dreamers, the innovators, the scientists, the human beings, not the human doings. I don't think it's a coincidence that AMS' e-mail address is we are AMS. With this combination, which is subject to receipt of regulatory clearances, we will strengthen we are Korn Ferry client centricity as we bring together two highly complementary organizations.

Together, we will reinforce a shared commitment to drive business performance through the world's most precious asset, which is people. And together, we will be stronger than apart. With AMS, we even have greater opportunity for top-line synergies, which is demonstrated through our track record of delivering deeper client impact. For example, I see multiple opportunities for growth, including with AMS' contingent workforce and early careers in campus recruiting solutions, as well as its technology solutions.

When looking at it from a client perspective, there's also a tremendous fit and an opportunity to broaden existing client relationships. The combined firm will also create expanded colleague career opportunities. So from a geographic industry, client and colleague perspective, it really works. We have a like-minded partner that shares the same beliefs and embraces the same values, which is extremely important to me and to our long-term performance.

With that, I'll turn it over to Bob, who's going to run through some of the details. Bob?

**Robert Rozek**

Great. Thanks, Gary, and hello, everyone. We're really excited to be here today to talk about this combination. Over time, we spent a good amount of time talking about our capital allocation, consistently telling people that our highest priority is putting capital back into the business, and this combination does just that. And that's great for colleagues, clients and shareholders.

The purchase price for the transaction is about 850 million pounds. It's about 1.1 billion US dollars, consisting of approximately 659 million pounds, or about 880 million US dollars in cash, and approximately 191 million, or about 255 million US dollars in Korn Ferry common stock. In connection with the transaction, we will use approximately \$300 million of cash on hand, with the remaining \$581 million being funded using borrowing capacity under our existing revolving credit agreement.

Additionally, we'll issue about 3.6 million shares, subject to a 15% collar at closing. Now, on a current run rate basis, AMS is generating approximately \$650 million of fee revenue and \$100 million of adjusted EBITDA. The transaction is expected to be immediately accretive to earnings per share in the first full year after adjusting for restructuring and integration costs.

Now, assuming no adverse change in the economic environment post close, we believe we will be on track to increase the run rate adjusted EBITDA to approximately \$140 million at about the one-year mark. On a longer-term basis, we expect consolidated adjusted EBITDA margins to remain in the range of 16% to 18% towards the upper end of that range with the potential to go above.

Additionally, AMS' long-term contracts will add more than \$1.5 billion in estimated fees remaining under existing contracts, bringing our total estimated fees remaining under existing contracts to approximately \$3.4 billion. About 45% or \$1.6 billion will be recognized over the next 12 months, with the remaining 55%, or \$1.8 billion, being recognized in the four years thereafter. And that's going to provide greater fee revenue visibility, durability and enhance the company's ability to provide scalable, data-driven talent strategies across geographies and industries.

With that, we would be glad to answer any questions you may have.

**Operator**

Thank you. If you would like to ask a question, please press star, one, on your telephone keypad to raise your hand and join the queue. And if you'd like to withdraw that question, again, press star, one.

Your first question comes from Trevor Romeo with William Blair. Please go ahead.

**Trevor Romeo**

Hi, good morning. Thanks so much for taking the question and congrats on the deal today. I guess a couple of questions for me. First one is, I think, Bob, you kind of talked about the financial expectations you just laid out. So what is the delta between the \$100 million EBITDA run rate now and the \$140 million you'd expect within a year? Is that growth of the business for AMS? Is it synergies? Is it kind of both? And then how do you think about the long-term synergy opportunities between the two businesses?

**Gary Burnison**

Well, I think there's a ton of potential here. I mean, clearly, this is about growth. And we have a track record over the years of when we make an investment into an organization, we put a scaling on top of the investee. So we have that track record. And so when I look at this, number one, AMS is an incredibly well-run organization that I've known for almost 20 years, and I've watched them grow and evolved over that period of time, with really, really fantastic people.

So for me, this is about top line synergies. When you go from \$100 million to \$140 million, there's going to be a combination of top line as well as cost synergy. And there's no question that we have, as well as AMS, have a big infrastructure. And that's something that we're going to look at along with all the other kind of costs that both organizations absorb, whether that's suppliers, auditors, real estate and the like. So that's how we're looking at it, and our focus is clearly on growth.

**Trevor Romeo**

That's great. Thank you for that, Gary. Any way you could maybe try to parse out how much would be revenue versus cost synergy there, just in your expectations initially?

**Gary Burnison**

Well, I think, right now, that's going to be premature at this point. We've obviously -- we have some ideas on that. And I would just say that both have significant opportunities.

**Trevor Romeo**

OK. Fair enough. I thought I would try. And then maybe just one follow-up for me, I guess. Just in terms of an integration here, AMS does have a strong brand, as you mentioned. So one, kind of how do you think about combining the two companies and the brands going forward? And then on a technology perspective, it looks like they've embedded a lot of technology and AI into their solutions, as have you, obviously, at Korn Ferry. So when you compare the two technologies, what are the areas where each one is strong? And then how do you think about integrating the technologies of the two RPO businesses going forward?

**Gary Burnison**

Well, I would say that, number one, AMS is much more than RPO. They have multiple solutions, and they're very much global in nature. This combination doubles our colleague headcount, doubles the countries that we're in and adds a tremendous backlog to our revenue. The average

backlog of AMS is about three to four years. And when you look at their top customers, the top 10, for example, have an average tenure of 14 years. So we -- assuming regulatory approval, when this transaction closes, combined, we would have about a \$3.5 billion backlog, so we're adding about \$1.5 billion to our backlog.

When you look at AMS, I mean, there's a whole set of reasons why we've chosen to partner with AMS. It starts with people. And so it's people, process, data, technology, capability, industry coverage and geographic coverage, and all of those ring the bell for Korn Ferry. When it comes to technology and both organizations vast IP, we plan much like we've done in all the other investments that we've done over the years is to look at them fresh. And our view is we are going to take the best from both. AMS is high quality; they do fantastic, fantastic work. They have recurring, loyal client relationships at scale. And when it comes to technology, we're going to look at that very, very closely, along with the IP that both companies have.

So one of the worst things that you can do here is jump right to structure and process. It begins with people, and it begins with people and culture. And as I've met a lot of colleagues from AMS, I'm absolutely convinced that our values and culture are completely aligned. And on the technology side, again, when it comes to all of this, the worst thing you can do is say this is the way we've always done it, and we've never taken that approach. So our plan is to combine the best of both here and deliver unbelievable customer experience.

**Trevor Romeo**

OK. Thanks so much. Congrats again.

**Operator**

Your next question comes from the line of Mark Marcon with Baird. Please go ahead.

**Mark Marcon**

Hey. Good morning, and thanks for taking my questions. Gary, can you -- there's some information about AMS that's out there, but there are blanks out there. Can you talk a little bit about what their growth rate was in '24 and '25 and how it looks during the first half of '26, just in terms of getting a sense for what sort of growth rate they've been able to put up? And then secondly, can we get a little bit more information with regards to -- we know that the RPO is large. They also have the college recruiting. But just a little bit more depth with regards to the segments just in terms of sizing that?

**Gary Burnison**

Certainly, Mark. Number one, their growth rate, I'll go back to 2019, growth rate is about a 10% CAGR. And when you look at the most recent period of time, the one that you cited, it's very, very similar to us, Mark. And so they follow the same trends that we have, generally speaking, up and to the right after COVID. Clearly, after the great resignation, as many companies experienced that pent-up demand, there was a lull, but it pretty much tracks, in general terms, what we've done.

In terms of their solutions, I'm really pumped about a number of them. Number one, they have a skills business that will be extremely complementary to us. They have a technology consulting offering that will bolster what we can do in terms of integration with the players in the HR space. Obviously, RPO is 60% of the company's revenue. But as you said, they also have early careers, campus recruiting and contingent workforce solutions. And I'm really, really excited about those, because I see a tremendous opportunity to bring, for example, early careers and contingent workforce solutions to the United States.

We have fantastic relationships. Those two topics you can get a CEO's attention, so you've got the early careers, which is one. But secondly, the contingent workforce solutions is incredibly interesting to me and it dovetails with our expansion with the interim offering that we came out with 5.5 years ago. And so basically, you've got a multi, multibillion-dollar market, where AMS will go into a client and consolidate their spending with staffing providers and they will take a percentage of the savings. So I -- and that really hasn't been taken to the United States, and we plan, after closing, to aggressively take the technology consulting, take the early careers and take the contingent workforce solutions to the United States, for sure.

The industry overlay of AMS is extremely complementary to Korn Ferry. You would find that almost 50% of their revenue is in financial services. Now, that will clearly, clearly strengthen our financial services reach, for sure. And as I said earlier, this is going to double the employee head count of Korn Ferry. And when you look at the geographic reach of AMS, about 57% is in EMEA, 30% is in the Americas and 13% is in Asia.

And one of the other things, back to an earlier question on synergies that I failed to mention is, the other thing that AMS has done extremely well is they have global capability centers around the world. And quite candidly, when I look at the legacy Korn Ferry business, I see an incredible opportunity to leverage their expertise and their capabilities in those centers. And that could be a substantial part of Korn Ferry's client service delivery or it could be in the corporate areas. So we look at that as something that we can really leverage. And that's an area where we have not leveraged it as much as AMS has.

#### **Mark Marcon**

Interesting. That's great, Gary. And then a couple of questions for Bob. Bob, can you just remind us at this level, what the cost is on your revolver? And then you mentioned a collar around the stock. Can you amplify on that as well, please?

#### **Robert Rozek**

Yeah. The cost on the revolver, Mark, is a little bit less than 5%, and that's what we're going to draw down on it; it's available to us. And then the collar, it's off of a 20-day VWAP [ph] looking at the stock price over the -- I think it was 20 days or -- yeah, 20 days prior to closing and it just puts a cap or collar on how far up or down that share price can go when determining the number of shares to deliver to them.

**Mark Marcon**

OK. Great. And then any earn-outs?

**Robert Rozek**

No, none.

**Mark Marcon**

OK. Great. Thank you.

**Operator**

Your next question comes from the line of Brianna Kamdoum with UBS. Please go ahead.

**Brianna Kamdoum**

Good morning. Thank you for taking my questions. On for Josh Chang [sp]. I guess a couple of things for me. I guess with 60% of AMS largely being RPO, why grow a portion of Korn Ferry that isn't necessarily the strongest growing or the highest margin business?

**Gary Burnison**

Well, that's a very interesting question. I think that, number one, everything begins with talent. And so it is very much part of our strategic platform to synchronize an organization strategy with its org structure and its talent. The outsourcing offering has been an area that has had single-digit, mid to high single-digit growth over the years. I can remember for the legacy Korn Ferry when we cracked \$50 million in terms of the RPO solution and now it's almost \$400 million.

And so I think, as the imbalance of the demand and supply of labor becomes increasingly relevant, I believe the companies, as they look at their infrastructure, are going to continue to seek ways to find the best talent delivered in the highest quality. So that's part of the answer. I think the other thing that's very intriguing here is the duration of their contracts. And it's 90% of AMS' contracts have three to five year terms. And so they've got, as I said earlier, a 96% client retention rate; the top 10 clients have an average tenure of 14 years.

And so I think this gives our colleagues and shareholders, a predictable -- a more predictable foundation in terms of a revenue base. And so we're going to add another \$1.5 billion of backlog. And so that overall, our backlog is going to be \$3.5 billion in total after the closing. So it's all of those reasons, and I would not minimize the totality of what AMS can bring.

So it is, for sure, they are a recognized leader in RPO around the world, no question about it. But they also deliver broader talent consulting strategies. And one of those, as I talked to Mark about was around contingent workforce solutions, and that is a multi, multibillion-dollar market. And that's something that we just got into five years ago, and I see incredible synergies there and I see synergies with the early career in campus recruiting, their resource augmentation and skills creation, as well as their consulting offering.

So I look at the total package and say, wow, this is an iconic brand that I've known for almost 20 years, high-quality work, outstanding people and a culture and values that are very similar, identical to Korn Ferry.

**Robert Rozek**

And this is Bob. Gary, I would just add a couple of points. Our clients are coming to us now talking to us about Workforce Solutions. If you heard our earnings call last week, you heard us talk about some of the change in how we're looking at our solution sets, and this lines up very nicely with what we have at Korn Ferry. The only thing I would say, Gary talked about the backlog; it not only makes our backlog bigger, but it actually really changes the nature of our backlog. We just talked, again last week on our earnings call, we have \$1.9 billion. 60% of that would be recognized in the year. They're \$1.5 billion. 65% of that goes out over time. So the nature and the tenor of our backlog is very different today, or will be very different with the combination with AMS.

**Brianna Kamdoun**

Thank you. That makes sense. And then for a follow-up, how are you thinking about ROIC of the transaction? And can you also speak towards the customer concentration at AMS? Is it fairly diversified, or how would you describe that?

**Gary Burnison**

I'll let the others speak to the -- I think your question was around ROIC. I would say the client base is blue chip, it is Fortune 500, FTSE 100, global iconic brands. And the thing that I haven't mentioned so far, that's interesting, is that 17 of their top 25 clients are also our marquee and Diamond clients. So there's tremendous synergy there.

Back to your earlier question, I think when you, assuming that the combination moves forward, which we have every reason to believe it will, after the regulatory approvals, what you're going to have is a Korn Ferry at an AMS that looks substantially different. And when we did our earnings call just last week, we talked about a new reporting segment and how we were going to report, and that was going to be principally around geographic lenses, EMEA, Americas and Asia Pacific.

Clearly, this has tremendous fit with our geographic coverage today, and we double the number of countries, basically, that we're in to almost 120. But when you look at below the geographic level, you're going to have, what we talked about was kind of three major solutions. One was around search, the second was around talent and organizational consulting and the third was around workforce solutions.

So on a pro forma basis, run rate basis, assuming no adverse economic changes, when you look at the firm, it's going to be incredibly balanced. And so you're going to have a search solution that is, and Bob, I'm going to round these numbers, but it's probably \$1.2 billion or \$1.3 billion; you're going to have a talent and organizational solution that's going to be about the same size. And then finally, you're going to have workforce solution that's going to be about \$1.1 billion. So

you're going to have a very, very balanced portfolio all around, including financially for our shareholders, given the long-term nature of contracts that we would enjoy in the workforce solutions area, not to mention the SaaS offering that we have underway under the talent and organizational solutions offering.

**Brianna Kamdoun**

Thank you.

**Operator**

Your next question comes from the line of Tobey Sommer with Truist Securities. Please go ahead.

**Tobey Sommer**

Thanks. Big news today. I want to start out by asking a question about how the company goes to market in its various services, whether it's a seller-doer model or they have marquee sales force or some equivalent inside of AMS?

**Gary Burnison**

Well, that's an interesting -- that's a very, very interesting question because they pursue very, very large scale assignments, number one. So it takes an entire village to do that. But that's another interesting observation as we look at AMS, that we think we can learn from and add to what we do. So they have a client service delivery organization that I believe is just second to none. And they use those global capability centers to deliver their solutions across the world. So that is one that we anticipate that we can learn from and that we can leverage, so that's one.

Number two is they have a client partnering organization that is tasked with after landing something, expanding. And we find that incredibly interesting with our go-to-market approach, our marquee and diamonds and our global account leaders. And in fact, 50% of AMS's growth, about 50%, since 2020 has come from the expansion of client relationships.

Third, in addition to the client partnering organization, they do have a very prolific sales organization, which we would plan on, again, expanding on that. And then from an infrastructure perspective and the corporate team that they have and the resources they have, we found them to be top-notch, incredible, incredible people, and we think that's going to add a tremendous amount to what we've had previously at Korn Ferry.

**Tobey Sommer**

Thank you, Gary. From a revenue perspective, how are the various services priced? We're, I guess, generally familiar with RPO as long as it's set up the same way as your existing business, but are the other ones, time and materials, value-based; how does that look?

**Gary Burnison**

Brian, do you want to go?

**Brian Suh**

Yeah. Tobey, the RPO model, we would say, is very similar to our approach to RPO pricing. We do observe that the management fees at AMS's RPO engagements are a little higher than what we charge. The consulting and resource augmentation businesses are generally like having materials, so resources are put out on deployment at a bill rate and there's a margin, a gross margin that accrues to the business.

CWS is the really interesting part of the business here. As Gary said, AMS will go to an entire organization and say, we will take the entirety of your contract workforce spend, we will manage all of that for you and save you somewhere in the magnitude of 5%, 6% of that spend. And for that, AMS will collect about 3% to 5% of the overall spend.

**Tobey Sommer**

Perfect. And then my final question would just be -- oh, go ahead.

**Robert Rozek**

And Tobey, I just -- no, as you said, that's a little bit different than our interim business. They're actually outsourcing that entire function, where our interim business is more around putting a body in the chair at a time. So that's part of the excitement that Gary talked about earlier.

**Tobey Sommer**

Understood. Is that purely a service, or is that analogous to a VMS-type solution?

**Gary Burnison**

The VMS would be the software that underpins it, Tobey. I'd say it's like an MSP, with more direct sourcing capability to provide additional value to clients.

**Robert Rozek**

Yeah. Some of their arrangements, Tobey, they have SLAs where they have to hit 80% of the placements themselves and it can only push off a little more limited number of those placement opportunities. And generally, we do that to the extent, it's a unique skill set or something that they don't have.

**Tobey Sommer**

OK. Thank you. The last question for me is just thinking about timing. Why make the combination now? Gary, you cited that you've known them for 20 years, and that's a long time. So why now, why not last year, three years ago or two years out in the future?

**Gary Burnison**

Well, I wish it would have been earlier, quite candidly. And over the years, we've stayed in touch occasionally, and this timing worked. They had been under private equity ownership for the last eight years or so, with a great private equity owner, and the time was right. But I do wish, just

like I wished we had gotten into the interim solution way earlier, I do wish this one was earlier too, but I'm excited about where we're collectively, both organizations, are going to go.

**Tobey Sommer**

Thank you.

**Operator**

And Mr. Burnison, it appears we have no further questions.

**Gary Burnison**

OK. Thank you, all, particularly given the short notice. We had to do it this way. And I would just say that the real catalyst for business is people. Despite all the technological innovation yesterday, today, tomorrow, it starts with people. And what we have here is incredible people, deep data, unique technology and capability that we currently don't have in lockstep and overwhelming industry and geographic coverage.

So with that, thank you for your time, and we look forward to speaking to you soon. Thank you.

**Operator**

Ladies and gentlemen, this conference call will be available for replay for one week starting today, running through the day, July 6th, 2026, ending at midnight. You may access the Echo replay service by dialing (800) 770-2030 and entering the access code 6809721, followed by the pound key. Additionally, a replay of the webcast will be archived on the company's website at [www.kornferry.com](http://www.kornferry.com), in the Investor Relations section, and is expected to be available after 10:30 a.m. today, through 10:30 a.m. EST Wednesday, July 29th.

This does conclude today's call. Thank you for your participation, and you may now disconnect.