GP STRATEGIES®

First Quarter 2020 Investor Conference Call

May 12, 2020

Introductions

Scott N. Greenberg
Chief Executive Officer
GP Strategies®

Adam H. Stedham
President
GP Strategies®

Michael R. Dugan
Chief Financial Officer
GP Strategies®

Ann M. Blank
VP, Investor Relations
GP Strategies®

GP STRATEGIES®

Cautionary Note about Forward-looking Statements & Non-GAAP Financial Measures

This presentation contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including statements about the anticipated effects of the COVID-19 pandemic and related events on our business and results of operations. The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward looking statements. Forward–looking statements are not statements of historical facts, but rather reflect our current expectations concerning future events and results. We use words such as "expects," "intends," "believes," "may," "will," "should," "could," "anticipates," "estimates," "plans" and similar expressions to indicate forward-looking statements, but their absence does not mean a statement is not forward-looking. Because these forward-looking statements are based upon management's expectations and assumptions and are subject to risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including, but not limited to, those factors set forth under Item 1A – Risk Factors of our most recent Form 10-K and those other risks and uncertainties detailed in our periodic reports and registration statements filed with the Securities and Exchange Commission ("SEC"). We caution that these risk factors may not be exhaustive. We operate in a continually changing business environment, and new risk factors emerge from time to time. We cannot predict these new risk factors, nor can we assess the effect, if any, of the new risk factors on our business or the extent to which any factor or combination of factors may cause actual results to differ from those expressed or implied by these forward-looking statements.

If any one or more of these expectations and assumptions proves incorrect, actual results will likely differ materially from those contemplated by the forward-looking statements. Even if all of the foregoing assumptions and expectations prove correct, actual results may still differ materially from those expressed in the forward-looking statements as a result of factors we may not anticipate or that may be beyond our control. While we cannot assess the future impact that any of these differences could have on our business, financial condition, results of operations and cash flows or the market price of shares of our common stock, the differences could be significant. We do not undertake to update any forward-looking statements made by us, whether as a result of new information, future events or otherwise. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in this presentation.

Non-GAAP Financial Measures

This presentation includes non-GAAP financial information. This non-GAAP information is in addition to, not a substitute for or superior to, measures of financial performance or liquidity determined in accordance with GAAP. The Securities and Exchange Commission's Regulation G applies to any public disclosure or release of material information that includes a non-GAAP financial measure and requires: (i) the presentation of the most directly comparable financial measure calculated and presented in accordance with GAAP and (ii) a reconciliation of the differences between the non-GAAP financial measure presented and the most directly comparable financial measure calculated and presented in accordance with GAAP. The required presentations and reconciliations are contained in this presentation and can also be found at our website at www.gpstrategies.com.

Agenda

- Introductions – Ann Blank
- CEO Remarks – Scott Greenberg
- Operational Update – Adam Stedham
- Financial Review – Mike Dugan
- Q&A
- Closing

CEO Remarks

- Addressing the challenges of COVID-19
- Q1 cash flow from operations of $9.8 million
- Reduced leverage in Q1; LT debt $74.8 million Q1 2020 vs. $82.9 million Q4 2019
- Reduced costs to align with reduced revenue
- Prioritized maintaining liquidity and supporting our customer base

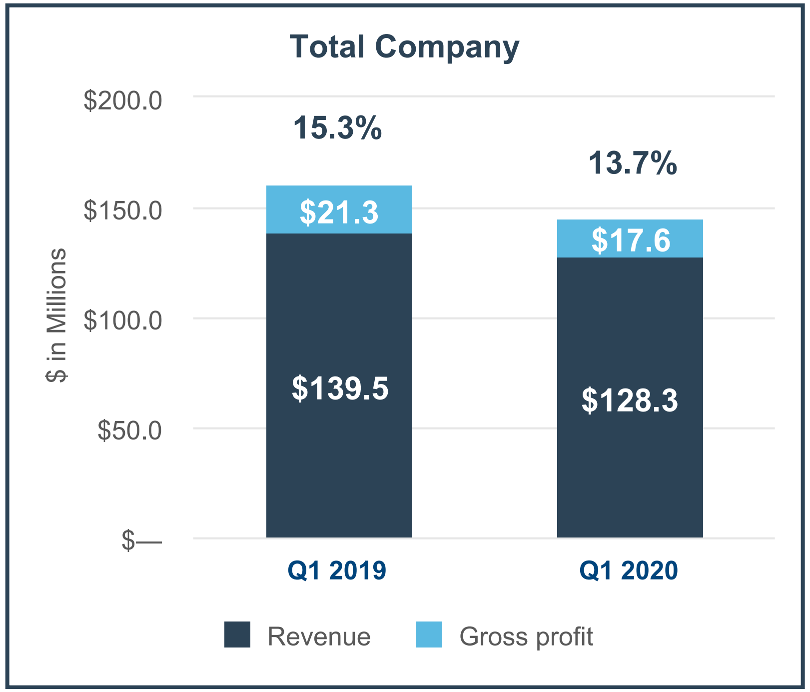
Operational Update

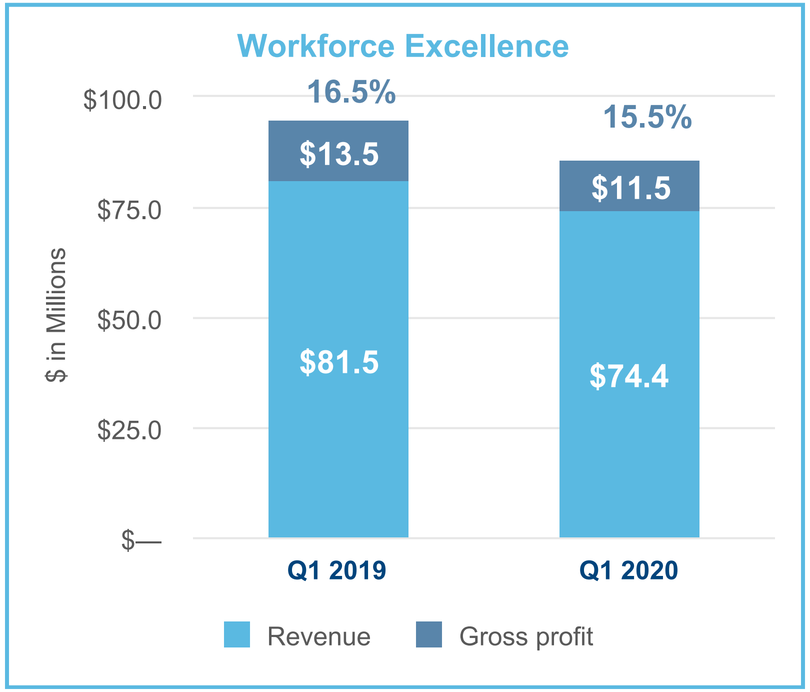
COVID-19 Impacts and Future Expectations

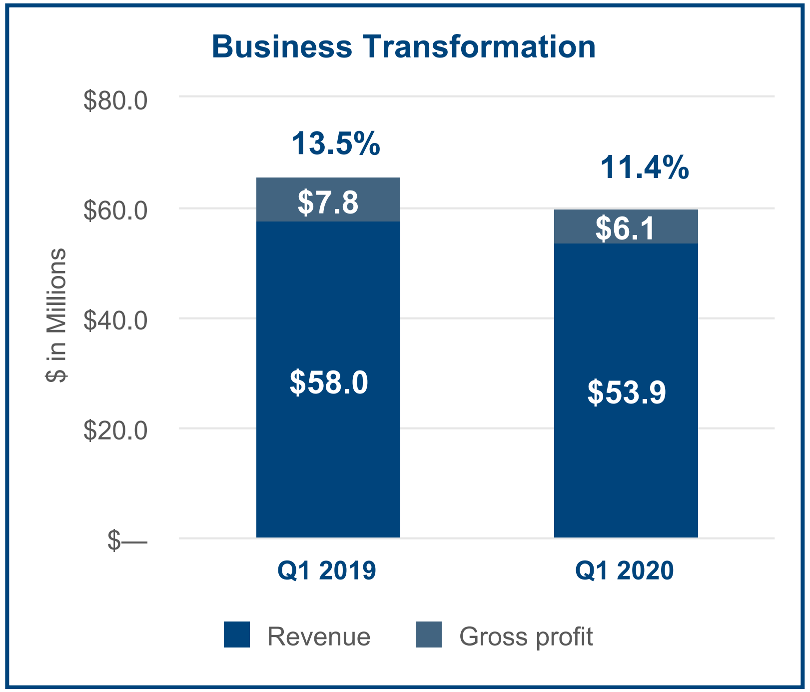
- **Entered 2020 with strong momentum — client relationships, capabilities of our sales force and operations and improved balance sheet positions us to weather the storm**
- **Expect second quarter 2020 revenue to decline more significantly than the first quarter 2020**
  - Significant cost scaling and cost cutting measures enacted beginning in mid-March; we expect second quarter 2020 Adjusted EBITDA to be consistent with or greater than first quarter 2020
  - We expect second half of 2020 to outperform first half of 2020
- **Face-to-face training deliveries is the most impacted service line, but other parts of our business are growing**
  - Cost associated with face-to-face training can be scaled when training event cancellations occur
- **eLearning content development business is up from 2019**
- **Our award-winning custom content development organization one of the largest and most capable in the industry**
- **Optimistic about opportunities associated with UK skills apprenticeship training services**
- **Human Capital Technologies (HCT) business remains stable; limited face-to-face requirement**
- **Training outsourcing business maintains stable client base**
  - while revenues have declined, no client relationships lost
- **Although the automotive services business is experiencing challenges, it is well positioned with a new outsourcing engagement to enable our client's dealership digital transformations as it rebounds from COVID-19**
- **We remain confident about GP Strategies' long-term success despite current COVID-19 impacts**

Financial Review

Revenue & Gross Profit by Segment – First Quarter







- Total revenue down $11.2M or 8.0%
- Gross profit down $3.7M or 17.2%
- COVID-19 Impact -$11.5M
- Foreign currency impact in Q1 2020 vs. Q1 2019 (-$0.6M decline in revenue)

- Total segment revenue down $7.1M or 8.7%
- Managed Learning Services Revenue down a net -$1.9M:
  - -$5.6M COVID-19 impact
  - -$1.4M Tuition Business Divestiture on 10/1/19
  - +$2.2M eLearning / VILT content Dev Services
  - +$2.9M new Outsourcing contracts
- Eng Tech Services down a net -$4.8M:
  - -$2.3M COVID-19 impact
  - -$2.5M LNG Business divestiture on 1/1/20
- Fx impact -$0.4M

- Total segment revenue down $4.1M or 7.1%
- Sales Enablement Revenue down a net -$3.0M:
  - -$2.7M COVID-19 impact
  - -$0.3M due to decline in automotive services
- Org. Development a net -$0.8M:
  - -$0.9M COVID-19 impact
  - -$1.6M in other OD Services, primarily Strategic Consulting
  - +$1.7M increase in UK skills apprenticeships
- Fx impact -$0.2M

SG&A Expenses

($ in millions)	Q1 2020	Q1 2019	$ Inc. (Dec.)	% Change
General & Administrative Expenses	$17.3	$16.1	$1.2	7.2%
Sales & Marketing Expenses	$1.8	$2.0	$(0.2)	(7.5)%

GENERAL & ADMINISTRATIVE

- $1.0M increase due to legal and other transaction costs for aborted transaction
- a $0.2M net increase primarily due to higher IT costs in Q1 2020 vs Q1 2019

SALES & MARKETING EXPENSES

- Decrease due to lower labor costs

Other P&L Items

($ in millions)	Q1 2020	Q1 2019
Restructuring charges	$—	1.1
Gain on change in fair value of contingent consideration	—	0.1
Gain on sale of business	1.1	—
Interest expense	1.0	1.6
Other expense	0.5	0.0
Income tax expense	-0.6	0.1
Effective income tax rate	32.7%	30.6%

RESTRUCTURING CHARGES: $1.1M in 2019 in connection with TTi Global acquisition restructuring

GAIN ON CONTINGENT CONSIDERATION: as of March 31, 2020, we have no contingent consideration liabilities

GAIN ON SALE OF BUSINESS: $1.1M pre-tax gain on sale of alternative fuels business in Q1 2020

INTEREST EXPENSE: down in Q1 due to lower borrowings and interest rates under the credit facility

OTHER EXPENSE: Includes $0.3M impairment loss on operating lease asset due to consolidation of two facilities, and a $0.2M increase in non-cash Fx translation losses in Q1 2020 vs. Q1 2019

INCOME TAX EXPENSE: Effective tax rate increased for 2020 due to mix of income from lower to higher tax jurisdictions

Q1 2020 Earnings Summary

	($ in millions, except per share data)	
	Q1 2020	Q1 2019
Net income (loss)	$(1.3)	$0.3
Earnings (loss) per share – diluted	(0.08)	0.02
Adjusted EPS (1)	$(0.03)	$0.16
Adjusted EBITDA (1)	$3.4	$8.8

(1) The terms Adjusted EBITDA (earnings before interest, income taxes, depreciation and amortization) and Adjusted EPS are non-GAAP financial measures that the Company believes are useful to investors in evaluating its results. For a reconciliation of these non-GAAP financial measures to the most comparable GAAP equivalents, see the Non-GAAP Reconciliations, along with related footnotes, in the Appendices to this report.

Balance Sheet

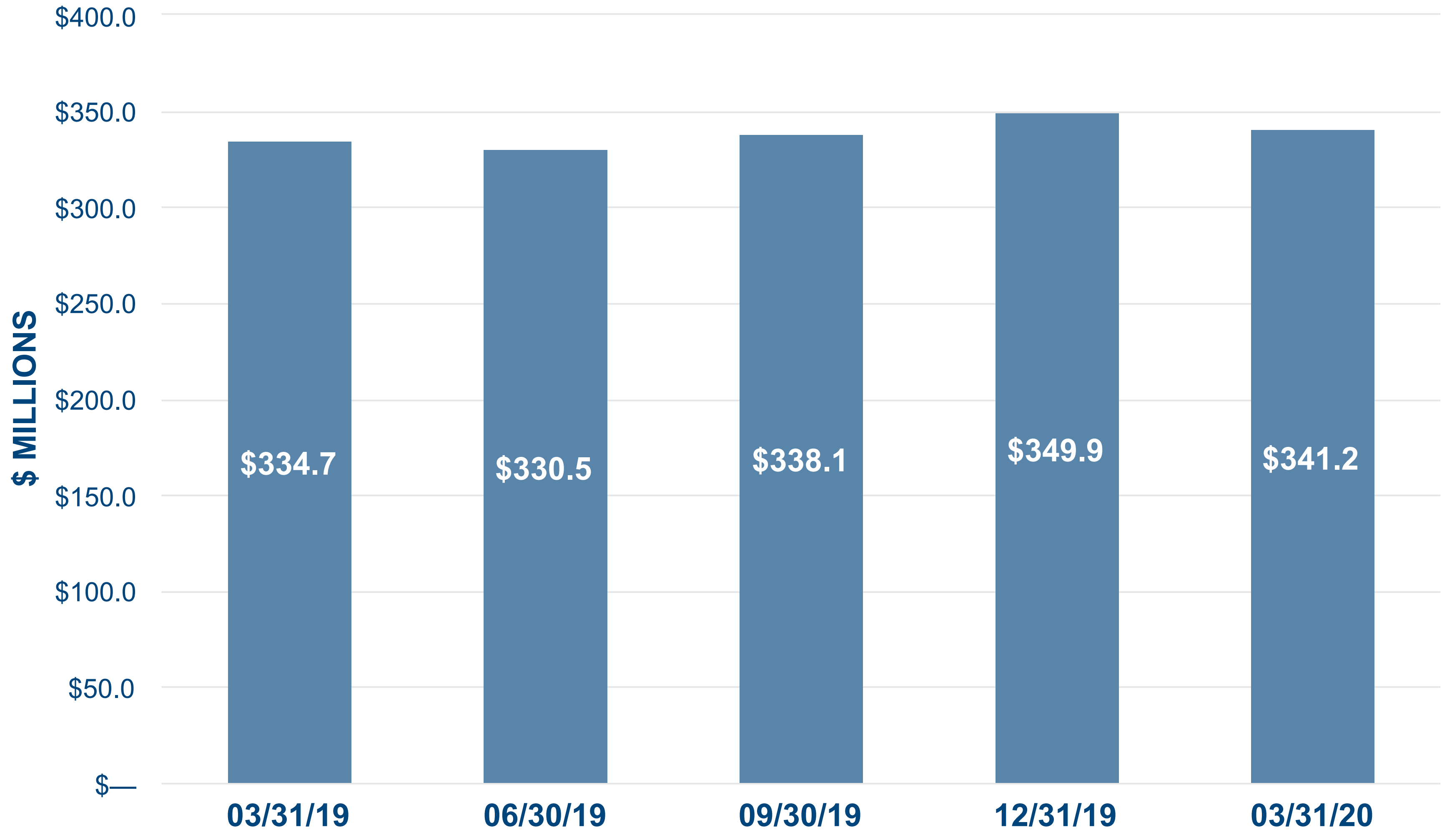
Significant Drivers

- **Operating Cash Flow in Q1 is $9.8M**
- A/R is down $27.7M due to lower revenue and continued improvement in collections
- Net debt was $65.8M as of 3/31/20 which is a reduction of $8.9M from $74.7M as of 12/31/19
- Leverage ratio 2.3 as of 3/31/20 - available borrowings of $22.3M
- We amended our credit facility on May 7, 2020 to increase the maximum leverage allowed through the end of 2020. This amendment, applied to the Q1 2020 TTM EBITDA, would calculate an additional $24.3M of available borrowings under the credit facility

(unaudited) ($ in thousands)	December 31, 2019	March 31, 2020
Cash	$ 8,159	$ 9,025
Accounts receivable	131,852	104,195
Unbilled revenue	57,229	60,655
Prepaid expenses & other	19,115	21,306
Total current assets	216,355	195,181
Property, plant & equipment	5,803	5,508
Operating lease assets	27,251	25,036
Goodwill & intangible assets, net	187,907	179,395
Other assets	11,586	11,474
Total assets	$ 448,902	$ 416,594
Accounts payable	$ 92,332	$ 75,328
Current portion lease liabilities	7,871	7,739
Deferred revenue	23,234	25,560
Total current liabilities	123,437	108,627
Long-term debt	82,870	74,837
Long-term portion lease liabilities	22,159	20,776
Other non-current liabilities	10,522	9,862
Stockholders' Equity	209,914	202,492
Total	$ 448,902	$ 416,594

Backlog Trending

- Backlog up $6.5M from reported 3/31/2019
- Backlog at 3/31/2019 includes $14.2M from divested businesses



GP STRATEGIES®

Q&A

Appendices

Non-GAAP Reconciliation – Adjusted EBITDA(1)

	Three Months Ended March 31,	
	2020	2019
Net Income (Loss)	$ (1,294)	$ 334
Interest Expense	978	1,598
Income Tax Expense (Benefit)	(629)	147
Depreciation & Amortization	2,177	2,341
EBITDA	**$ 1,232**	$ 4,420
ADJUSTMENTS:		
Non-Cash Stock Compensation	1,256	1,089
Restructuring Charges	—	1,119
Severance Expense	211	1,011
Gain on Contingent Consideration	—	(50)
ERP Implementation Costs	—	684
Foreign Currency Transaction Losses	496	345
Legal Acquisition & Transaction Costs	1,038	153
Impairment of Operating Lease Right-of-use Asset	255	—
Gain on Sale of Business	(1,064)	—
Adjusted EBITDA	**$ 3,424**	$ 8,771

(1) Adjusted earnings before interest, income taxes, depreciation and amortization (Adjusted EBITDA) is a widely used non-GAAP financial measure of operating performance. It is presented as supplemental information that the Company believes is useful to investors to evaluate its results because it excludes certain items that are not directly related to the Company's core operating performance. In particular, with regard to our comparison of our first quarter 2020 Adjusted EBITDA to our currently anticipated second quarter 2020 Adjusted EBITDA, we believe that certain gains and charges in the first quarter and certain anticipated gains and charges in the second quarter, such as the gain on sale of business, legal acquisition and transaction costs, restructuring charges and severance expense, while difficult to predict in the current environment, will vary significantly and make a quarter to quarter comparison of net income less useful to investors than a comparison of Adjusted EBITDA in understanding the impact of COVID-19 and related effects on our results of operations. The Company is unable without unreasonable efforts to estimate specific line items in Adjusted EBITDA which are necessary to a quantitative reconciliation for the forward-looking information above, due to factors including the COVID-19 pandemic and its rapidly-changing effects. Without the availability of this significant information, the Company is unable to provide such a reconciliation. Adjusted EBITDA is calculated by adding back to net income interest expense, income tax expense, depreciation and amortization, non-cash stock compensation expense, gain or loss on the change in fair value of contingent consideration and other unusual or infrequently occurring items. For the periods presented, these other items are restructuring charges, severance expense, ERP implementation costs, foreign currency transaction losses, legal acquisition & transaction costs, impairment of operating lease right-of-use asset, and gain on sale of business. Adjusted EBITDA should not be considered as a substitute either for net income, as an indicator of the Company's operating performance, or for cash flow, as a measure of the Company's liquidity. In addition, because Adjusted EBITDA may not be calculated identically by all companies, the presentation here may not be comparable to other similarly titled measures of other companies.

Non-GAAP Reconciliation – Adjusted EPS(1) Q1

($ in thousands, except per share amounts) (Unaudited)	Three Months Ended March 31,					
	2020			2019		
	Gross	Net of Tax	EPS	Gross	Net of Tax	EPS
			$ (0.08)			$ 0.02
ADJUSTMENTS:						
Restructuring Charges	$ —	$ —	—	$ 1,119	$ 777	0.05
Severance Expense	211	142	0.01	1,011	702	0.04
Gain on Contingent Consideration	—	—	—	(50)	(35)	—
ERP Implementation Costs	—	—	—	684	475	0.03
Foreign Currency Transaction Losses	496	334	0.02	345	239	0.01
Legal Acquisition & Transaction Costs	1,038	699	0.04	153	106	0.01
Settlement of Contingent Consideration in Shares	200	135	0.01	—	—	—
Impairment of Operating Lease Right-of-use Asset	255	172	0.01	—	—	—
Gain on Sale of Business	(1,064)	(716)	(0.04)	—	—	—
Adjusted EPS			**$ (0.03)**			**$ 0.16**

(1) Adjusted Earnings per Diluted Share ("Adjusted EPS"), is a widely used non-GAAP financial measure of operating performance. It is presented as supplemental information that the Company believes is useful to investors to evaluate its results because it excludes certain items that are not directly related to the Company's core operating performance. Adjusted EPS is calculated by adding back to earnings per share gain or loss on the change in fair value of contingent consideration and other unusual or infrequently occurring items. For the periods presented, these other items are restructuring charges, severance expense, ERP implementation costs, foreign currency transaction losses, legal acquisition & transaction costs, settlement of contingent consideration in shares, impairment of operating lease right-of-use asset, gain on sale of business. Management uses Adjusted EPS to assess total Company operating performance on a consistent basis. We believe that this non-GAAP financial measure, which excludes the gain or loss on the change in fair value of acquisition-related contingent consideration and other special charges, when considered together with our GAAP financial results, provides management and investors with an additional understanding of our business operating results, including underlying trends.

We're at our best when helping our clients achieve their best.

Making a meaningful impact on the world together.

gpstrategies.com

We're social, chat with us!

@gpcorp gpstrategies blog.gpstrategies.com gp-strategies-corporation GPStrategiesCorp info@gpstrategies.com