GP STRATEGIES®

Second Quarter 2019 Investor Conference Call

August 1, 2019

Introductions

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Cautionary Note about Forward-looking Statements

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”). 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.

Agenda

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

CEO Remarks

Second quarter results reaffirm our improved outlook for 2019

60%+ recurring revenue streams

Backlog of $331 million, up 23% compared to Q2 2018

Record revenue, up 12% to $149.4M in Q2 2019 from $133.7M in Q2 2018

Revenue negatively impacted $2.3M from foreign currency exchange rate declines

Operational Update

Continue to have positive sales outlook

- Acquisition integration strategy functioning well, resulting in growth for acquisitions completed 2018
- Previously announced managed learning services contracts will contribute to Q3 performance and beyond
- Sales Update
  - Won a ~$25M over 5 years Engineering & Technical Services project (~$1M in 2019) as a named subcontractor for the NASA mobile launch platform
  - Won a new managed learning services award of $5M over 2 years with world's leading social media platform provider
  - European automotive expansion
    - Won $1M project with leading German luxury automotive manufacturer
    - Over $10M in proposals in the European automotive market

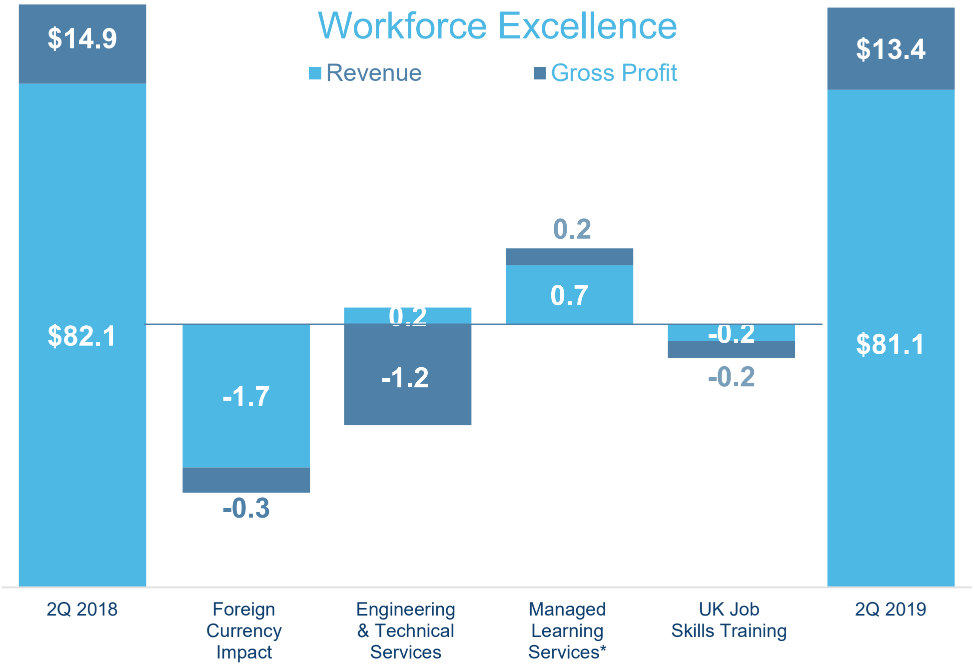
Gross Margin Influences

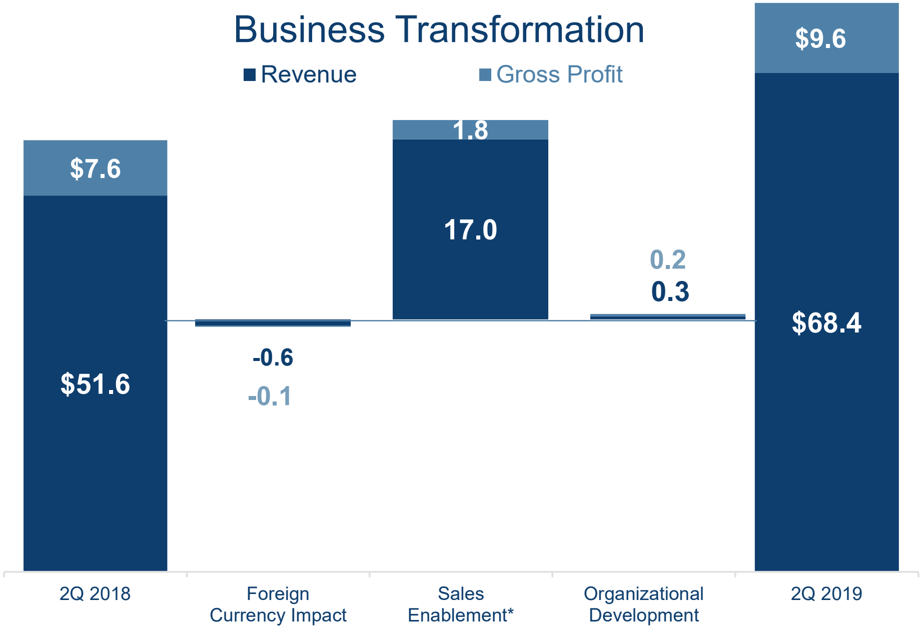
- Sales timing of software and intellectual property licenses
- Automotive industry special project with $200k start-up costs
- Currency impact -$300k
- Shifting TTi profitability to match GP margin profile is slightly behind schedule
  - Still on track to align the TTi margin profile to GP's by year end
- Job Skills changes require higher cost of sales and additional audit expenses
  - Q3 and Q4 revenue will be up close to $1M/qtr

Financial Review

Revenue & Gross Profit by Segment – Second Quarter

($ in millions)	Quarter ended June 30, 2018			Quarter ended June 30, 2019			Revenue	Gross Profit
	Revenue	Gross Profit	% of Revenue	Revenue	Gross Profit	% of Revenue	Change	Change
Workforce Excellence	82.1	14.9	18.2%	81.1	13.4	16.5%	-1.2%	-10.3%
Business Transformation	51.6	7.6	14.8%	68.4	9.6	14.0%	32.4%	25.1%
TOTAL	**133.7**	**22.6**	**16.9%**	**149.4**	**23.0**	**15.4%**	**11.8%**	**1.7%**

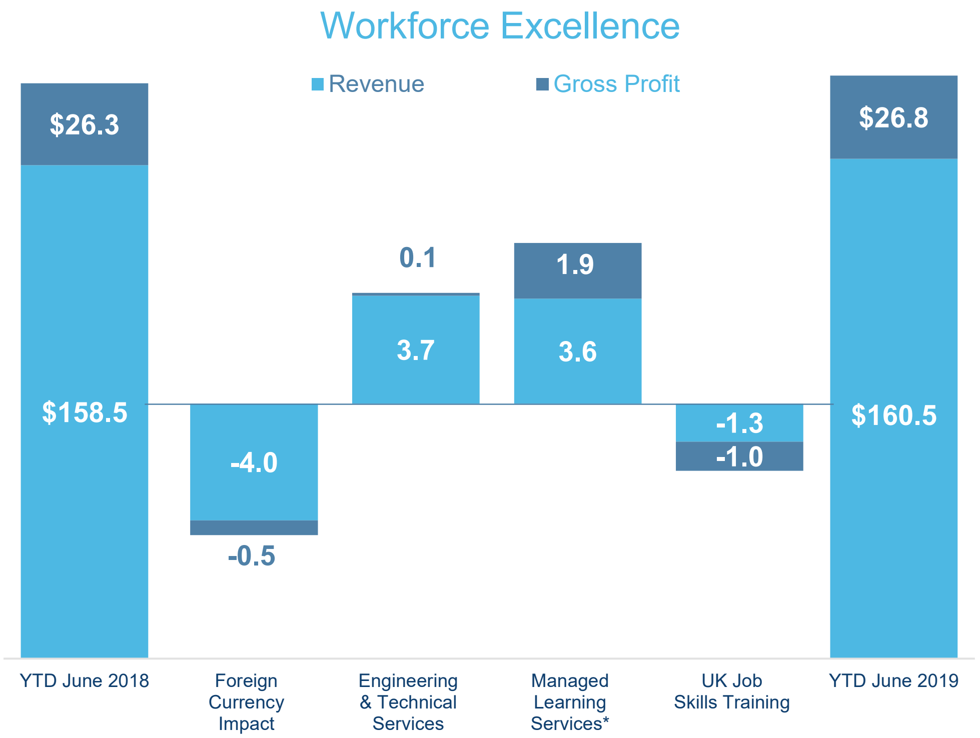


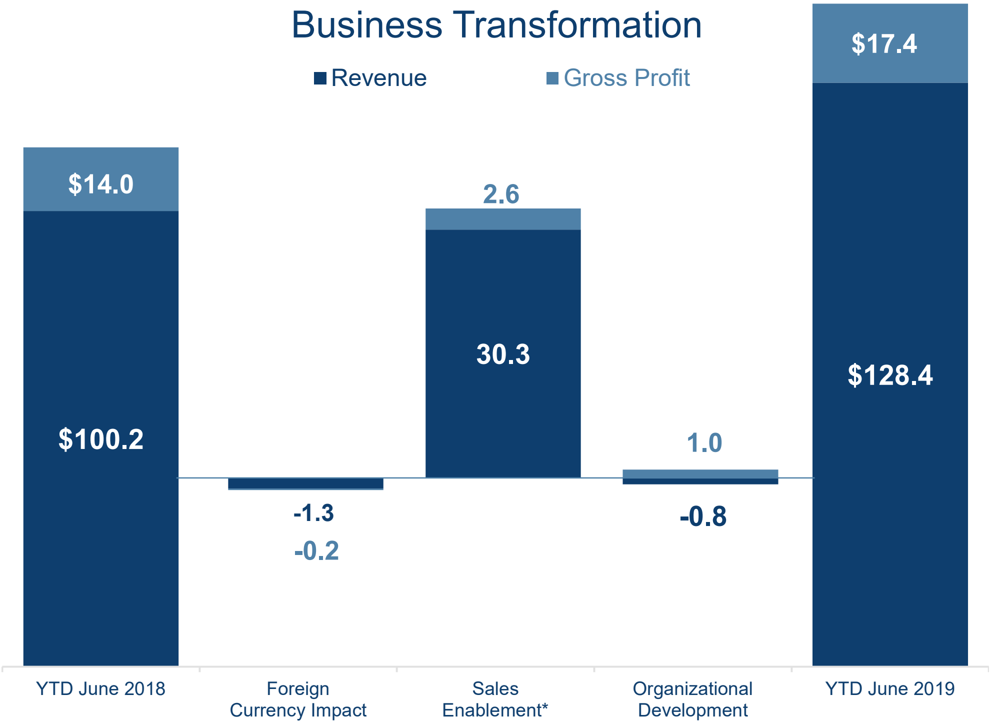


* Includes acquisition revenue of $1.6M in Managed Learning Services and $14.3M in Sales Enablement.

Revenue & Gross Profit by Segment – YTD June

($ in millions)	Six months ended June 30, 2018			Six months ended June 30, 2019			Revenue	Gross Profit
	Revenue	Gross Profit	% of Revenue	Revenue	Gross Profit	% of Revenue	Change	Change
Workforce Excellence	158.5	26.3	16.6%	160.5	26.8	16.7%	1.2%	2.0%
Business Transformation	100.2	14.0	13.9%	128.4	17.4	13.6%	28.1%	24.8%
TOTAL	**258.7**	**40.3**	**15.6%**	**288.9**	**44.2**	**15.3%**	**11.7%**	**9.9%**





* Includes acquisition revenue of $5.1M in Managed Learning Services and $27.0M in Sales Enablement.

SG&A Expenses

	Q2 2019	Q2 2018	$ Inc. (Dec.)	% Change	YTD 2019	YTD 2018	$ Inc. (Dec.)	% Change
	($ in millions)							
General & Administrative Expenses	15.4	14.1	1.3	9.1%	31.5	28.0	3.5	12.7%
Sales & Marketing Expenses	1.9	1.1	0.8	72.3%	3.9	1.8	2.1	112.7%

GENERAL & ADMINISTRATIVE – Q2 2019 vs. Q2 2018

- $1.5 million increase in G&A (including amortization) in the acquired TTI Global business
- -$0.2 million net decrease in miscellaneous other G&A expenses
- G&A includes $0.5 million of continued ERP implementation costs for post-implementation support incurred in the second quarter of 2019 in relation to new system testing, and $0.4 million of non-recurring legal fees

SALES & MARKETING EXPENSES

- Investments in business development personnel, inside sales, corporate account management program

Other P&L Items

	($ in millions)			
	Q2 2019	Q2 2018	YTD 2019	YTD 2018
Restructuring charges	0.2	2.5	1.3	2.9
Gain on change in fair value of contingent consideration	0.6	0.9	0.7	3.4
Interest expense	1.7	(0.2)	3.3	0.5
Other income (expense)	0.1	(1.0)	0.1	(1.2)
Income tax expense	1.3	1.3	1.4	3.1
Effective income tax rate	28.8%	27.1%	28.9%	33.0%

RESTRUCTURING CHARGES: $1.3M YTD June 2019 associated with TTi integration, compared to $2.9M in YTD June 2018 in connection with prior reorganization and related cost savings initiatives

GAIN ON CONTINGENT CONSIDERATION: for Q2 there was a $0.6 million gain related to contingent consideration; as of June 30, 2019 there are no more contingent consideration liabilities on our balance sheet

INTEREST EXPENSE: up $1.9M in the quarter with $0.9M due to higher borrowings and interest rates under the credit facility and a $1.0M due to a non-recurring reversal of VAT related contingent interest in Q2 2018

OTHER EXPENSE: $1.1M improvement due to lower foreign currency losses in Q2 2019 vs. 2018

INCOME TAX EXPENSE: YTD 2018 tax rate includes a true-up of one-time mandatory repatriation tax

Q2 2019 Earnings Summary

	($ in millions, except per share data)			
	Q2 2019	Q2 2018	YTD 2019	YTD 2018
Net income	$3.2	$3.6	$3.6	$6.2
Earnings per share – diluted	$0.19	$0.22	$0.21	$0.37
Adjusted EPS (1)	$0.22	$0.35	$0.37	$0.50
Adjusted EBITDA (1)	$10.4	$12.1	$19.2	$20.2

(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.

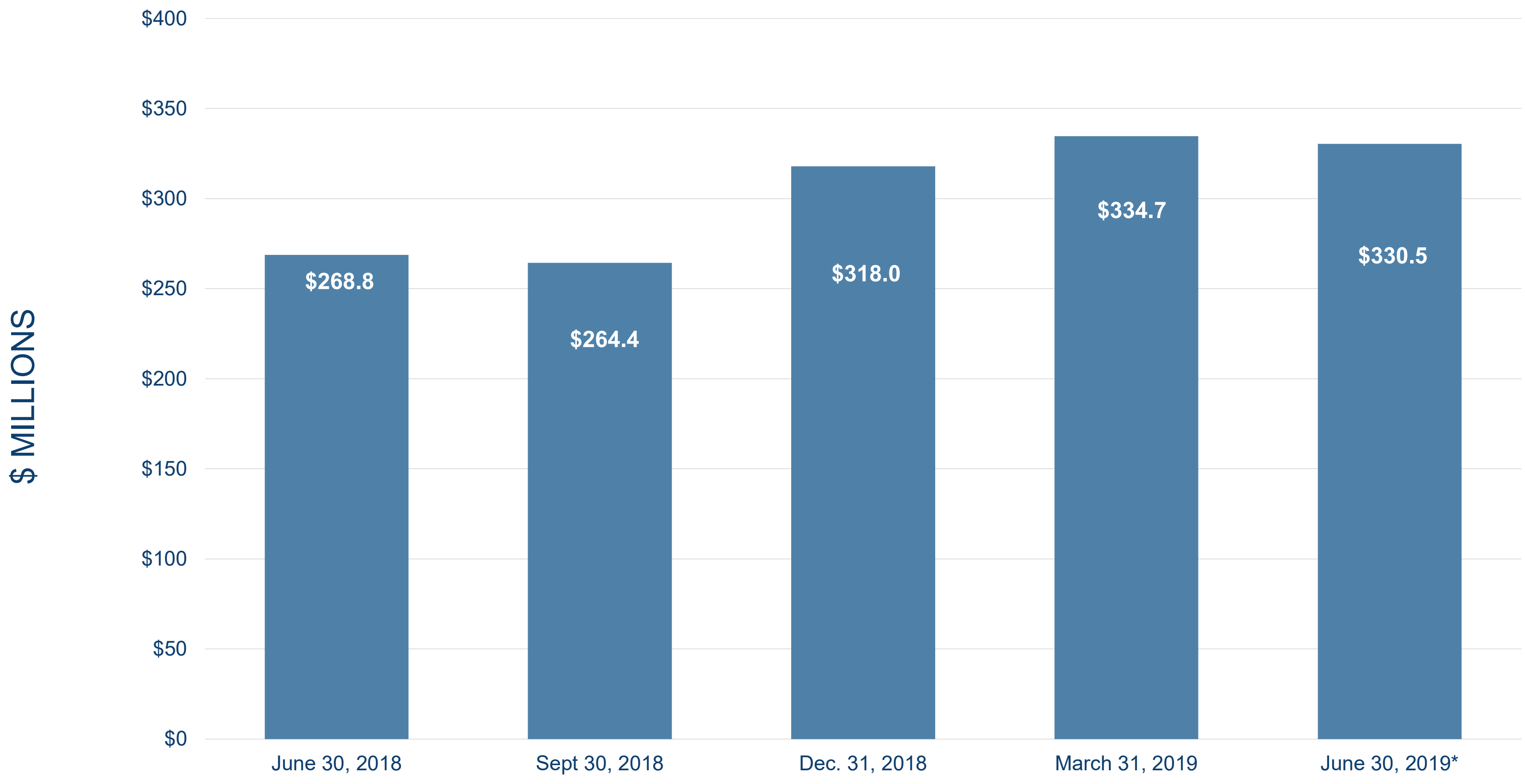
Balance Sheet

Significant Drivers

- **Free Cash Flow Year to date is -$7.3M**
- Primary driver has been the delay in billings related to the new Oracle system
  - In Q2 we saw progress in this area with unbilled revenue decreasing $8.4M compared to 12/31/18 and AR is up $11.3M
  - Subsequent to Q2 end we have seen this AR convert to cash as our cash balance as of 7/29/19 is at $15.7M

($ in thousands)	December 31, 2018	June 30, 2019
Cash	**$ 13,417**	**$ 6,111**
Accounts receivable	**107,673**	**119,008**
Unbilled revenue	80,764	72,376
Prepaid expenses & other	19,048	21,042
Total Current Assets	220,902	218,537
Property, plant & equip.	**5,859**	**5,720**
Operating lease assets	-	28,867
Goodwill & intangible assets, net	197,057	196,010
Other Assets	10,920	12,121
Total Assets	$ 434,738	$ 461,255
Accounts payable	93,254	80,117
Deferred revenue	23,704	23,812
Current portion lease liabilities	-	9,078
Total Current Liabilities	116,958	113,007
Long-term debt	116,500	119,650
Long-term portion lease liabilities	-	23,415
Other Non-Current Liabilities	14,711	11,419
Stockholders' Equity	186,569	193,764
Total	$ 434,738	$ 461,255

Backlog Trending



* Includes $31.7M of backlog from the TTi Global acquisition completed in December 2018.

Q&A

Appendices

Non-GAAP Reconciliation – Adjusted EBITDA(1)

($ in thousands) (Unaudited)	Quarters Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Net Income	3,219	3,575	3,553	6,207
Interest Expense	1,679	(150)	3,277	536
Income Tax Expense	1,300	1,332	1,447	3,062
Depreciation & Amortization	2,316	1,919	4,657	3,761
EBITDA	**8,514**	**6,676**	**12,934**	**13,566**
ADJUSTMENTS:				
Non-Cash Stock Compensation	1,330	1,125	2,419	2,534
Restructuring Charges	182	2,495	1,301	2,930
Severance Expense	–	–	1,011	–
Gain on Contingent Consideration	(627)	(894)	(677)	(3,446)
ERP Implementation Costs	464	1,206	1,148	2,610
Foreign Currency Transaction Losses	207	1,160	552	1,417
Legal Acquisition & Transaction Costs	365	304	518	603
Adjusted EBITDA	**10,435**	**12,072**	**19,206**	**20,214**

(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. 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 and legal acquisition costs. We added legal acquisition costs as an adjustment in the Adjusted EBITDA calculation during the third quarter of 2018 as these costs became significant based on increased acquisition activity during 2018 and we believe it will assist investors in better understanding our results as these acquisition-related expenses are likely to vary significantly from period-to-period based on the size, number and complexity and timing of our acquisitions. 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] Q2

($ in thousands, except per share amounts) (Unaudited)	Quarters Ended June 30					
	2019			2018		
	Gross	Net of Tax	EPS	Gross	Net of Tax	EPS
			$ 0.19			$ 0.22
ADJUSTMENTS:						
Restructuring Charges	$ 182	$ 129	0.01	$ 2,495	$ 1,824	0.11
Gain on Contingent Consideration	(627)	(447)	(0.03)	(894)	(654)	(0.04)
ERP Implementation Costs	464	331	0.02	1,206	882	0.05
Foreign Currency Transaction Losses	207	148	0.01	1,160	848	0.05
Legal Acquisition Costs	365	260	0.02	304	222	0.01
Reversal of contingent interest	-	-	-	(1,094)	(799)	(0.05)
Adjusted EPS			**$ 0.22**			**$ 0.35**

(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 and legal acquisition costs. We added legal acquisition costs as an adjustment in the Adjusted EPS calculation during the third quarter of 2018 as these costs became significant based on increased acquisition activity during 2018 and we believe it will assist investors in better understanding our results as these acquisition-related expenses are likely to vary significantly from period-to-period based on the size, number and complexity and timing of our acquisitions. 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.

Non-GAAP Reconciliation – Adjusted EPS(1) YTD June

($ in thousands, except per share amounts) (Unaudited)	Six Months Ended June 30					
	2019			2018		
	Gross	Net of Tax	EPS	Gross	Net of Tax	EPS
			$ 0.21			$ 0.37
ADJUSTMENTS:						
Restructuring Charges	$ 1,301	$ 925	0.06	$ 2,930	$ 2,142	0.13
Severance	1,011	719	0.04	-	-	-
Gain on Contingent Consideration	(677)	(481)	(0.03)	(3,446)	(2,519)	(0.15)
ERP Implementation Costs	1,148	816	0.05	2,610	1,908	0.11
Foreign Currency Transaction Losses	552	393	0.02	1,417	1,036	0.06
Legal Acquisition Costs	518	368	0.02	603	441	0.03
Reversal of contingent interest	-	-	-	(1,094)	(799)	(0.05)
Adjusted EPS			**$ 0.37**			**$ 0.50**

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