

**SCHEDULE 3**  
**PRGX Global, Inc. and Subsidiaries**  
**Reconciliation of Net Income (Loss) to EBIT, EBITDA and Adjusted EBITDA**  
**(Amounts in thousands)**  
**(Unaudited)**

|   | Three Months       |                 | Twelve Months      |                   |
|---|--------------------|-----------------|--------------------|-------------------|
|   | Ended December 31, |                 | Ended December 31, |                   |
|   | 2017               | 2016            | 2017               | 2016              |
| <u>Reconciliation of net income (loss) to EBIT, EBITDA and Adjusted EBITDA:</u> |                    |                 |                    |                   |
| Net income (loss)   | \$ 5,309           | \$ (233)        | \$ 3,184           | \$ 905            |
| Income tax expense  | 526                | 1,263           | 2,962              | 1,242             |
| Interest expense (income), net  | 1,312              | (98)            | 1,539              | (153)             |
| EBIT  | 7,147              | 932             | 7,685              | 1,994             |
| Depreciation of property and equipment  | 1,109              | 1,209           | 4,577              | 5,047             |
| Amortization of intangible assets   | 1,468              | 650             | 3,634              | 1,832             |
| EBITDA  | 9,724              | 2,791           | 15,896             | 8,873             |
| Foreign currency transaction (gains) losses on short-term intercompany balances | (263)              | 1,060           | (2,190)            | 84                |
| Acquisition-related adjustments   | (2,283)            | -               | (2,283)            | -                 |
| Transformation severance and related expenses                                   | 74                 | 149             | 1,666              | 1,383             |
| Other loss (income)   | 17                 | 20              | (160)              | (121)             |
| Stock-based compensation  | 1,690              | 1,900           | 7,052              | 5,123             |
| Adjusted EBITDA   | <u>\$ 8,959</u>    | <u>\$ 5,920</u> | <u>\$ 19,981</u>   | <u>\$ 15,342</u>  |
| Adjusted EBITDA from continuing operations                                      | <u>\$ 9,300</u>    | <u>\$ 6,329</u> | <u>\$ 21,345</u>   | <u>\$ 16,598</u>  |
| Adjusted EBITDA from discontinued operations                                    | <u>\$ (341)</u>    | <u>\$ (409)</u> | <u>\$ (1,364)</u>  | <u>\$ (1,256)</u> |

EBIT, EBITDA and Adjusted EBITDA are all "non-GAAP financial measures" presented as supplemental measures of our performance. They are not presented in accordance with accounting principles generally accepted in the United States, or GAAP. The Company believes these measures provide additional meaningful information in evaluating the Company's performance over time, and that the rating agencies and a number of lenders use EBIT, EBITDA and similar measures for similar purposes. In addition, a measure similar to Adjusted EBITDA is used in the restrictive covenants contained in the Company's secured credit facility. However, EBIT, EBITDA and Adjusted EBITDA have limitations as analytical tools, and you should not consider them in isolation, or as substitutes for analysis of our results as reported under GAAP. In addition, in evaluating EBIT, EBITDA and Adjusted EBITDA, you should be aware that in the future we will incur expenses such as those used in calculating these measures. Our presentation of these measures should not be construed as an inference that our future results will be unaffected by unusual or nonrecurring items.