CEB

WHAT THE BEST COMPANIES DO

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NOVEMBER 2012

Investor Presentation

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WHAT THE BEST COMPANIES DO

“SAFE HARBOR” DISCLAIMER

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Statements using words such as “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” “forecasts,” and variations of such words or similar expressions are intended to identify forward-looking statements. In addition, statements about anticipated future financial results, such as our annual guidance, are forward-looking statements. You are hereby cautioned that these statements are based upon our expectations at the time we make them and may be affected by important factors including, among others, the factors set forth below and in our filings with the U.S. Securities and Exchange Commission (“SEC”), and consequently, actual operations and results may differ materially from the results discussed in the forward-looking statements. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them. Factors that could cause actual results to differ materially from those indicated by forward-looking statements include, among others, our dependence on renewals of our membership-based services, the sale of additional programs to existing members and our ability to attract new members, our potential failure to adapt to changing member needs and demands, our potential inability to attract and retain a significant number of highly skilled employees, risks associated with the results of restructuring plans, fluctuations in operating results, our potential inability to protect our intellectual property rights, our potential exposure to loss of revenues resulting from our unconditional service guarantee, exposure to litigation related to our content, various factors that could affect our estimated income tax rate or our ability to use our existing deferred tax assets, changes in estimates, assumptions or revenue recognition policies used to prepare our consolidated financial statements, our potential inability to make, integrate and maintain acquisitions and investments, the amount and timing of the benefits expected from acquisitions and investments including our acquisition of SHL, our potential inability to effectively manage the risks associated with the indebtedness we incurred and the credit facilities we entered into in connection with our acquisition of SHL, our potential inability to effectively manage the risks associated with our international operations, including the risk of foreign currency exchange fluctuations, and our potential inability to effectively anticipate, plan for and respond to changing economic and financial markets conditions, especially in light of ongoing uncertainty in the worldwide economy and possible volatility of our stock price. Various important factors that could cause our actual results to differ from our expected or historical results are discussed more fully in the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors” sections of our filings with the U.S. Securities and Exchange Commission, including, but not limited to, our 2011 Annual Report on Form 10-K. The Quarterly Report on Form 10-Q that we will file with the SEC in early November 2012 will include updated and additional risk factors that reflect the completion of the SHL acquisition and the related debt financing, and investors should review these updated and additional risk factors. The forward-looking statements in this presentation are made as of 1 November 2012, and we undertake no obligation to update any forward-looking statements, whether as a result of new information, future events, or otherwise.

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CEB's mission is to unlock the potential of organizations and leaders by advancing the science and practice of management

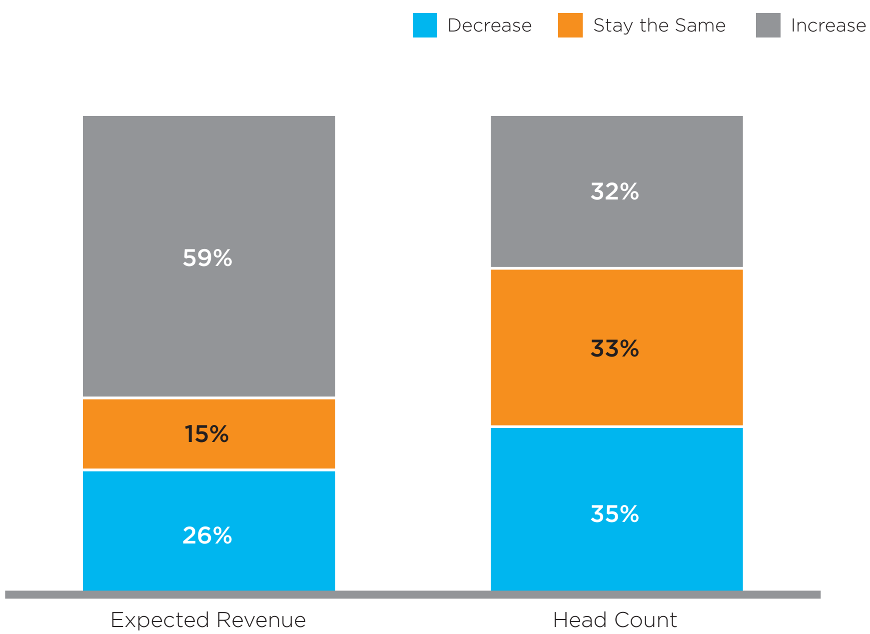
COMPELLING INVESTMENT OPPORTUNITY

- Innovative enterprise addressing a huge market need
- Powerful, stable, defensible platform that routinely delivers impact
- Positioned for strong growth in the years ahead
- Highly profitable business model that generates strong cash flow

RAPIDLY EVOLVING CORPORATE ENVIRONMENT PRESENTS COMPLEX LEADERSHIP CHALLENGES

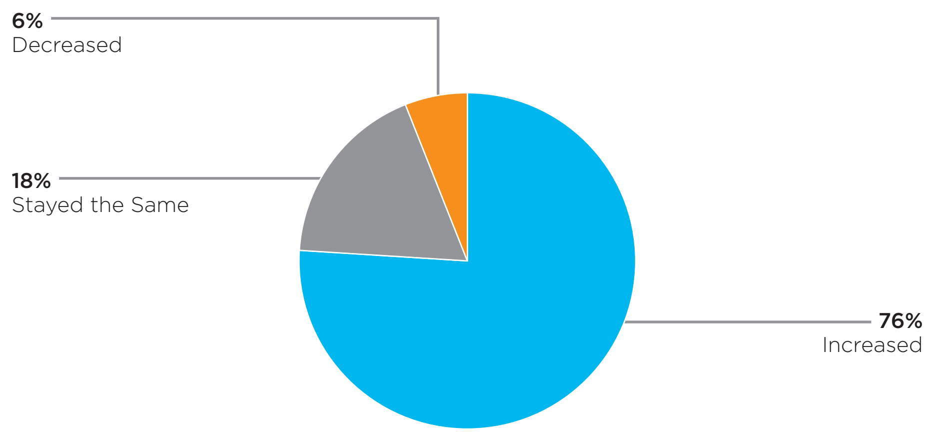
Growing Revenue, but Without Staff Investment

Percentage of Executive Expectations
Q3 2012



Employees Are Doing More Knowledge Work

Change in Time Spent on Finding and Reviewing Data and Information in the Past Three Years, by Percentage of Employees



TARGETING AN ATTRACTIVE GROWTH OPPORTUNITY

We Build Products for Insight-Hungry Leaders of Five Advice-Dependent Functions…

- Human Resources
- Finance
- Legal and Compliance
- Sales and Marketing
- Technology

Functional focus drives cross-industry scale

…in Two Sizeable End Markets

Large Corporate (> $1 B Revenues)

- ~4,750 Institutions
- $3 B–$4 B Addressable Spend

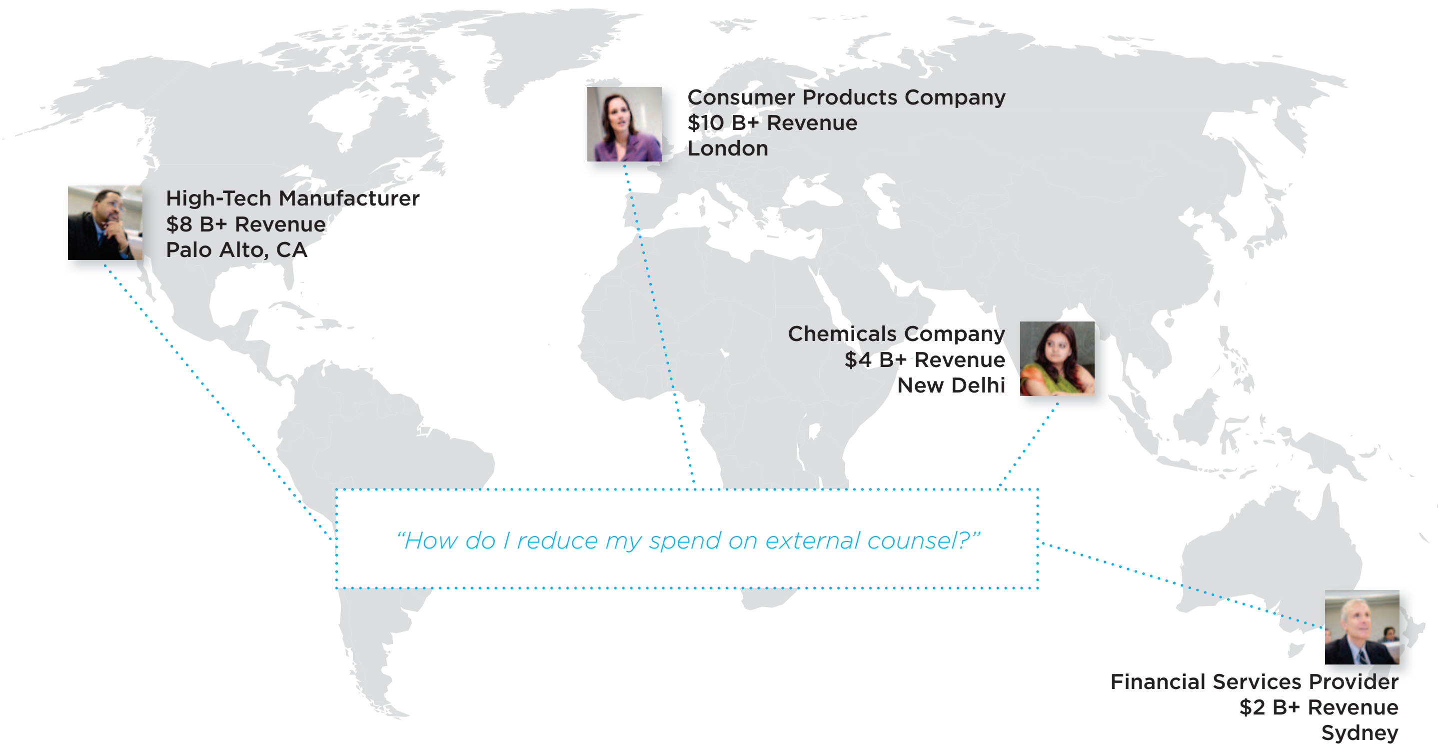
Middle Market ($100 M–$1 B Revenues)

- ~17,000 Institutions
- ~$1 B Addressable Spend

Global customer set with many distinct points of sale

OUR BIG IDEA: MANY DIFFERENT COMPANIES SHARE A RANGE OF COMMON PROBLEMS

Example of a Challenge on the Desks of General Counsel Across the Globe



Focusing on Common Executive Challenges Enables CEB to:

1. Develop **scalable** solutions targeted at common problems rather than one-off issues
2. Build **renewable** business around executive roles and workflows that endure—not topics or projects

We offer a compelling, cost-effective alternative to the expensive choices of full-time staff and other professional services

CONVERTING UNIQUELY VALUABLE RESEARCH INTO ACTIONABLE PRODUCTS

Unparalleled Research, Data, and Expertise

- 300,000 tested and proven best practices
- 200 annual unique research studies
- 25 million annual assessments in 30 languages
- 80 million-strong assessment benchmarking database
- 1,500+ cognitive, personality, skill/knowledge tests
- Experts in over 220 functional disciplines
- Perspective from relationships with more than 15,000 leading executives

High-Impact, Renewable Revenue Streams

Best Practices and Decision Support

- Annual subscription programs
- Bundles of research, management tools, and on-demand advice

Assessment and Development Solutions

- SaaS-based predictive assessments
- Technology-based diagnostics

Management Tools and Solutions

- Functional surveys and assessments
- Employee analytics and management tools
- Advisory engagements and support

SIGNIFICANT BUSINESS VALUE FOR CUSTOMERS

"I'm able to take a problem I've got at work and look for specific case studies that [CEB] has done across the world from your different memberships and [find] the best ways to approach it and then solve it."

Trent Fulcher
Head of Strategy
Royal Bank of Scotland

"The General Counsel Roundtable has given us excellent support in the area of outside counsel management. This was instrumental in reducing our total outside legal cost by more than 25% (while also decreasing inside legal costs)."

Hans Peter Frick (Retired)
Group General Counsel
Nestle, S.A.

"By using your information and your name—we throw that around a lot—we can actually change some beliefs that people have.... We are actually changing culture just because we are getting information from you."

Nancy Bernola
Director for Customer Service
Excellus BlueCross BlueShield

"CEB's content has allowed me to reach external inputs and benchmark with companies. This input has tightened our strategic direction, better aligned resources, and allowed for continued talent pool improvement."

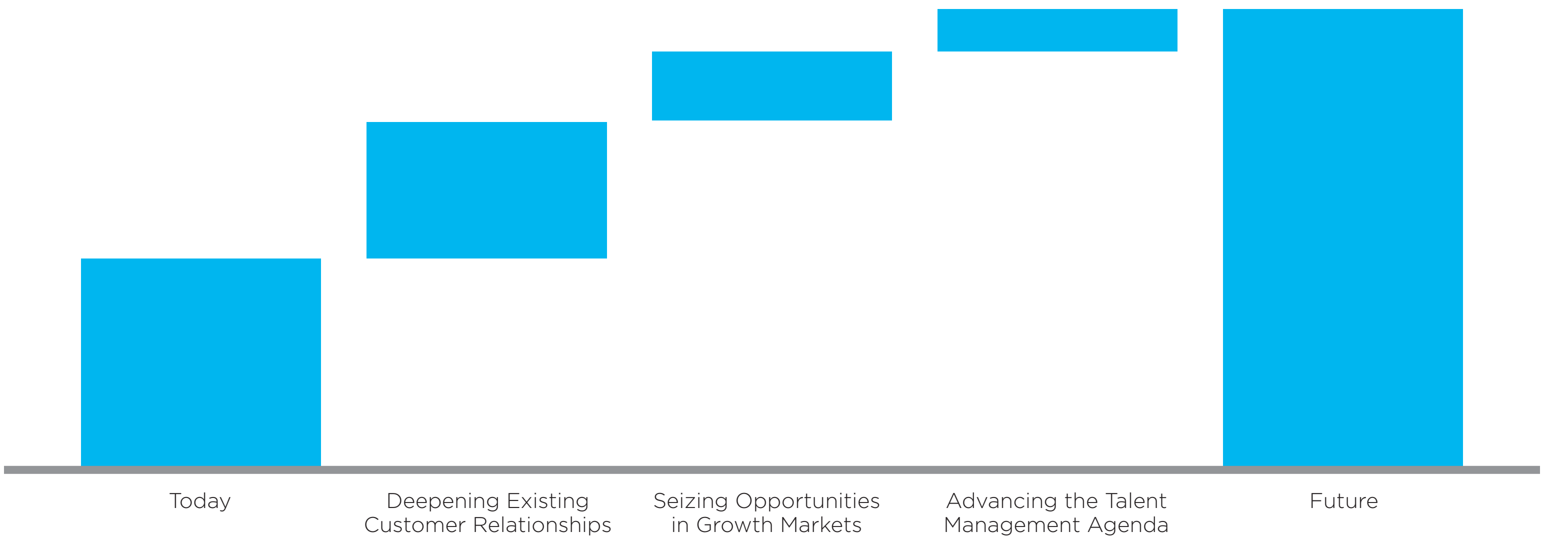
Mark Zeffiro
CFO
Trimas Corporation

"SHL helps us objectively screen out 50% of applicants earlier in the selection process, saving us a considerable amount of time and money."

Global Auto Manufacturer

UNIQUELY POSITIONED FOR GROWTH

CEB Multiyear Revenue Growth (Illustrative)



	Deepening Existing Customer Relationships	Seizing Opportunities in Growth Markets	Advancing the Talent Management Agenda
Key Target Areas	▪ North America	▪ Key International Markets ▪ Middle Market	▪ Global Member Network
Business Levers	▪ Retention ▪ Cross-Sell ▪ Price Increase	▪ New Clients ▪ New Markets	▪ Organic New Product Development ▪ Acquisitions
Contribution to Multi-Year Growth Rate	4–6%	3–5%	1–2%

WHAT THE BEST COMPANIES DO

GREAT PLATFORM FOR GROWTH

Global Customer Base

10,000+
Participating Organizations

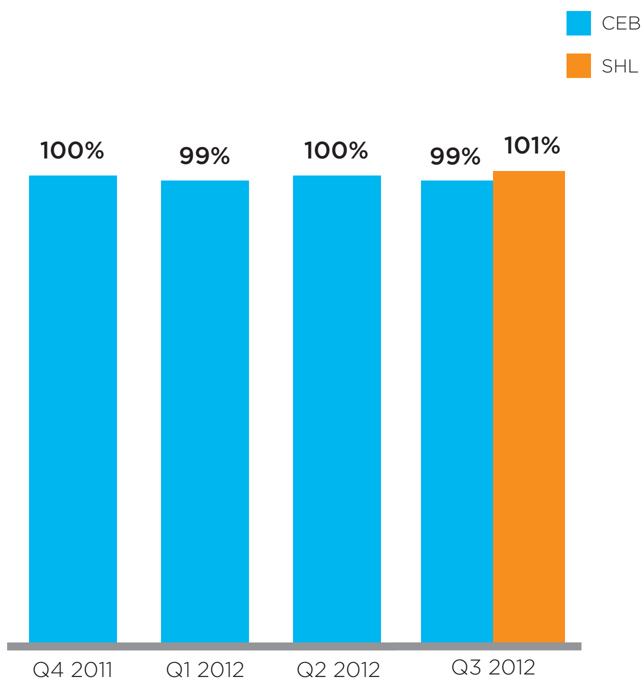
225,000+
Business Professionals

94%
Fortune 100

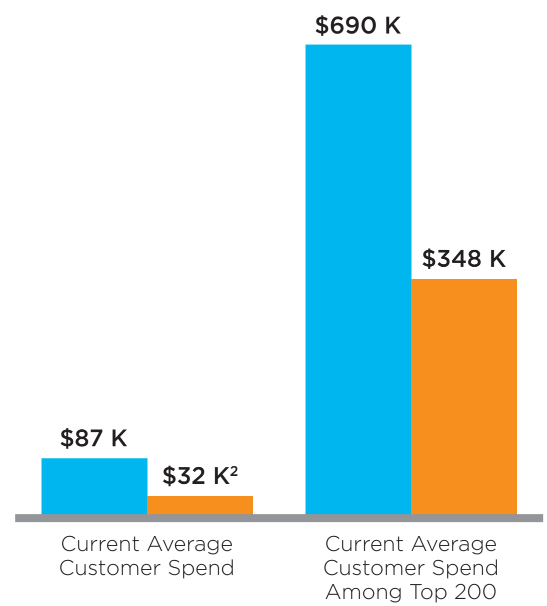
85%
Fortune 500

70%
FTSE 100

Solid Wallet Retention[1]



Significant Cross-Sell Opportunity

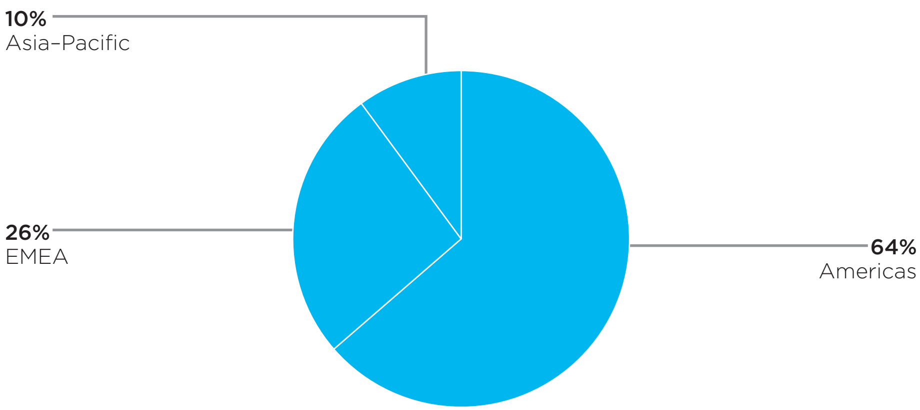


[1] We define "CEB segment Wallet retention rate," at the end of the quarter, as the total current year CEB segment Contract Value from prior year members as a percentage of the total prior year CEB segment Contract Value. We define "SHL segment Wallet retention rate," at the end of the quarter on a constant currency basis, as the last current 12 months of total SHL segment Adjusted Revenues from prior year customers as a percentage of the prior 12 months of total SHL segment Adjusted Revenues. The SHL segment Wallet retention rate does not include the impact of Personnel Decisions Research Institutes, Inc., a 100% owned subsidiary of SHL, which performs services primarily for various agencies of the US Government.

[2] SHL includes corporate managed accounts only, excludes PDRI, distributors, and customers with <250 employees.

GLOBAL REACH AND INSIGHT

Combined 2011 Revenue of $695 Million



Foothold in Every Major Market

- Strong presence in US and Northern Europe
- Attractive position in key Asian markets
- < 2% exposure to Southern Europe
- Top 50 clients account for less than 10% of combined revenue
- Serve clients based in 111 countries in over 30 languages
- Disciplined investment in sales and service capacity in the most compelling markets

TWO MAJOR OPPORTUNITIES FOR CEB TO ACCELERATE GROWTH

	Human Resources	Sales and Marketing	Finance	Legal and Compliance	Technology
Select Executives Served by CEB	Chief HR Officer Head of Recruiting Head of L&D Head of Talent Mgmt	Head of Marketing Head of Sales	Chief Financial Officer Head of Treasury Head of FP&A Procurement Officer	General Counsel Audit Director Compliance Officer	Chief Information Officer Head of PMO Head of Infrastructure

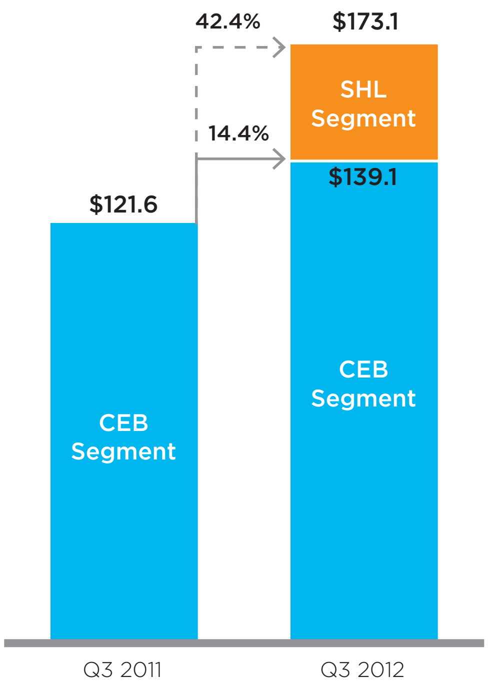
Our Combined Talent Assets: **CEB Best Practices, Insights, and Data** + **SHL Assessments, Predictive Analytics, and Technology Platform** = ***Stronger Assets to Help All Executives*** **#2**

Deeper Support for HR Leaders

#1

COMPELLING ECONOMIC MODEL

Double Digit Revenue Growth, Now Enhanced by SHL

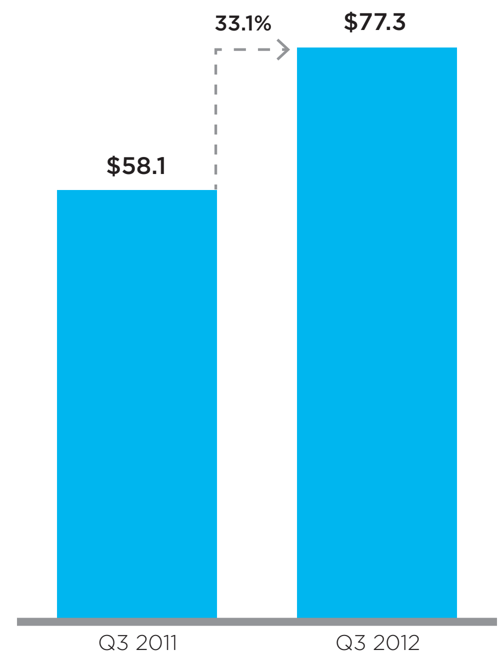


Adjusted Revenues (in Millions)

Attractive Profitability

Q3 2012 Adjusted EBITDA Margin

Strong Cash Conversion



Operating Cash Flow (in Millions)

- Highly recurring and visible revenue stream
- Scalable platform for growth
- Solid credit profile with modest pro forma leverage < 3x
- Dividends and buy backs enhance current cash returns for shareholders
- Working capital benefits typically result in OCF-to-Adjusted Net Income in 1.5x area

WHAT THE BEST COMPANIES DO

LOOKING AHEAD

	2012 Outlook	2013 Preliminary View
Revenues	$610 M–620 M[1]	8–13% annual growth versus Pro Forma 2012 revenues
Adjusted EBITDA Margin[2]	26–27%	25–27%
Depreciation and Amortization	$37 M–37.5 M	About 5% annual growth versus Pro Forma 2012 amount
Capital Expenditures	$18 M–$20 M	$25 M–$30 M including integration-related costs
Tax Rate[3]	Approximately 47%	38–40%
Non-GAAP Diluted Earnings per Share[2]	$2.45–$2.55	To be provided in February 2013

[1] Implies 2012 Pro Forma Revenues of $750 M–760 M, before deferred revenue adjustment.

[1] Non-GAAP measure. See Appendix.

[2] Excluding impact of foreign currency translation.

SUMMARY

- Innovative enterprise addressing a huge market need
- Powerful, stable, defensible platform that routinely delivers impact
- Positioned for strong growth in the years ahead
- Highly profitable business model that generates strong cash flow

APPENDIX

This appendix and the accompanying tables, as well as earnings discussions, include a discussion of Adjusted Revenues, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted net income, and Non-GAAP diluted earnings per share, which are non-GAAP financial measures provided as a complement to the results provided in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In the third quarter of 2012, we have changed our definition of these non-GAAP measures to provide enhanced insight into the financial performance of our business. Specifically, we are also now adjusting for the impact of the deferred revenues fair value adjustment, share-based compensation, and amortization of acquisition related intangibles when calculating these metrics.

The term "Adjusted Revenues" refers to revenues before impact of the deferred revenues fair value adjustment. The term "Adjusted EBITDA" refers to a financial measure that we define as net income before loss from discontinued operations, net of provision for income taxes; interest income, net; depreciation and amortization; provision for income taxes; impact of the deferred revenues fair value adjustment; acquisition related costs; share-based compensation; costs associated with exit activities; restructuring costs; and gain on acquisition. Adjusted EBITDA margin refers to Adjusted EBITDA as a percentage of Adjusted Revenues. The term "Adjusted net income" refers to net income before loss from discontinued operations, net of provision for income taxes and excludes the after tax effects of the impact of the deferred revenues fair value adjustment, acquisition related costs, share-based compensation, amortization of acquisition related intangibles, costs associated with exit activities, restructuring costs, and gain on acquisition. "Non-GAAP diluted earnings per share" refers to diluted earnings per share before the per share effect of loss from discontinued operations, net of provision for income taxes and excludes the after tax per share effects of the impact of the deferred revenues fair value adjustment, acquisition related costs, share-based compensation, amortization of acquisition related intangibles, costs associated with exit activities, restructuring costs, and gain on acquisition.

We believe that these non-GAAP financial measures are relevant and useful supplemental information for evaluating our results of operations as compared from period to period and as compared to our competitors. We use these non-GAAP financial measures for internal budgeting and other managerial purposes, when publicly providing the Company's business outlook, and as a measurement for potential acquisitions.

These non-GAAP measures may be considered in addition to results prepared in accordance with GAAP, but they should not be considered a substitute for, or superior to, GAAP results. We intend to continue to provide these non-GAAP financial measures as part of our future earnings discussions and, therefore, the inclusion of these non-GAAP financial measures will provide consistency in our financial reporting.

With respect to the Company's annual guidance, reconciliations of revenues to Adjusted Revenues, net income to Adjusted EBITDA, net income to Adjusted net income, and GAAP diluted earnings per share to Non-GAAP diluted earnings per share as projected are not provided because the Company cannot, without unreasonable effort, determine the components of net income and GAAP diluted earnings per share to provide reconciliations with certainty at this time.

APPENDIX—CURRENT PERIOD VERSUS PRIOR PERIOD

In Thousands Except per Share Data

	THREE MONTHS ENDED				NINE MONTHS ENDED			
	30 Sept. 2012 CEB	30 Sept. 2012 SHL	30 Sept. 2012 Consolidated	30 Sept. 2011 Consolidated	30 Sept. 2012 CEB	30 Sept. 2012 SHL	30 Sept. 2012 Consolidated	30 Sept. 2011 Consolidated
ADJUSTED REVENUES								
Revenues	$139,129	$25,620	$164,749	$121,607	$403,314	$25,620	$428,934	$352,712
Impact of Deferred Revenues Fair Value Adjustment	–	8,386	8,386	–	–	8,386	8,386	–
Adjusted Revenues	**$139,129**	**$34,006**	**$173,135**	**$121,607**	**$403,314**	**$34,006**	**$437,320**	**$352,712**
ADJUSTED EBITDA								
Net Income	$2,341	$(2,797)	$(456)	$14,006	$32,666	$(2,797)	$29,869	$35,704
Loss from Discontinued Operations, Net of Provision for Income Taxes	–	–	–	552	–	–	–	1,870
Income from Continuing Operations	2,341	(2,797)	(456)	14,558	32,666	(2,797)	29,869	37,574
Interest Expense, Net	4,423	–	4,423	(146)	4,288	–	4,288	(609)
Depreciation and Amortization	5,277	6,019	11,296	3,789	16,242	6,019	22,261	12,226
Provision for Income Taxes	8,272	(2,513)	5,759	8,408	29,259	(2,513)	26,746	24,805
Impact of Deferred Revenues Fair Value Adjustment	–	8,386	8,386	–	–	8,386	8,386	–
Acquisition Related Costs	18,023	534	18,557	–	20,752	534	21,286	–
Share-Based Compensation	2,467	26	2,493	1,982	6,691	26	6,717	6,144
Adjusted EBITDA	**$40,803**	**$9,655**	**$50,458**	**$28,591**	**$109,898**	**$9,655**	**$119,553**	**$80,140**
ADJUSTED EBITDA MARGIN	**29.3%**	**28.4%**	**29.1%**	**23.5%**	**27.2%**	**28.4%**	**27.3%**	**22.7%**
ADJUSTED NET INCOME								
Net Income			$(456)	$14,006			$29,869	$35,704
Loss from Discontinued Operations, Net of Provision for Income Taxes			–	552			–	1,870
Income from Continuing Operations			(456)	14,558			29,869	37,574
Impact of Deferred Revenues Fair Value Adjustment			6,105	–			6,105	–
Acquisition Related Costs			14,604	–			16,227	–
Share-Based Compensation			1,521	1,189			4,064	3,685
Amortization of Acquisition Related Intangibles			4,588	466			6,326	1,397
Adjusted Net Income			**$26,362**	**$16,213**			**$62,591**	**$42,656**
NON-GAAP EARNINGS PER DILUTED SHARE								
Earnings per Diluted Share			$(0.01)	$0.41			$0.88	$1.03
Loss from Discontinued Operations, Net of Provision for Income Taxes			–	0.02			–	0.05
EPS from Continuing Operations			(0.01)	0.42			0.88	1.08
Impact of Deferred Revenues Fair Value Adjustment			0.18	–			0.18	–
Acquisition Related Costs			0.43	–			0.48	–
Share-Based Compensation			0.04	0.04			0.12	0.11
Amortization of Acquisition Related Intangibles			0.14	0.01			0.19	0.04
Non-GAAP Earnings per Diluted Share			**$0.78**	**$0.47**			**$1.85**	**$1.23**

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APPENDIX—HISTORICAL FINANCIAL INFORMATION

In Thousands Except per Share Data

	2011	2010	2009	2008	2007
REVENUES	$484,663	$432,431	$436,562	$550,164	$529,617
ADJUSTED EBITDA					
Net Income	$52,655	$40,363	$45,629	$44,797	$80,587
Loss from Discontinued Operations, Net of Provision for Income Taxes	4,792	11,736	4,205	22,107	1,408
Income from Continuing Operations	57,447	52,099	49,834	66,904	81,995
Interest Income, Net	(596)	(1,526)	(1,787)	(4,268)	(14,937)
Depreciation and Amortization	16,928	18,039	19,533	17,077	13,795
Provision for Income Taxes	38,860	34,015	30,197	45,420	48,336
Share-Based Compensation	8,118	7,431	10,667	12,469	22,740
Costs associated with Exit Activities	–	–	11,518	–	–
Restructuring Costs	–	–	8,568	8,006	–
Gain on Acquisition	–	–	(680)	–	–
Adjusted EBITDA	**$120,757**	**$110,058**	**$127,850**	**$145,608**	**$151,929**
ADJUSTED EBITDA MARGIN	**24.9%**	**25.5%**	**29.3%**	**26.5%**	**28.7%**
ADJUSTED NET INCOME					
Net Income	$52,655	$40,363	$45,629	$44,797	$80,587
Loss from Discontinued Operations, Net of Provision for Income Taxes	4,792	11,736	4,205	22,107	1,408
Income from Continuing Operations	57,447	52,099	49,834	66,904	81,995
Share-Based Compensation	4,838	4,496	6,646	7,419	14,303
Amortization of Acquisition Related Intangibles	2,031	2,177	1,587	1,076	462
Costs Associated with Exit Activities	–	–	7,141	–	–
Restructuring Costs	–	–	5,312	4,804	–
Gain on Acquisition	–	–	(422)	–	–
Adjusted Net Income	**$64,316**	**$58,772**	**$70,098**	**$80,203**	**$96,760**
NON-GAAP EARNINGS PER DILUTED SHARE					
Earnings per Diluted Share	$1.53	$1.17	$1.33	$1.30	$2.17
Loss from Discontinued Operations, Net of Provision for Income Taxes	0.14	0.34	0.12	0.65	0.04
EPS from Continuing Operations	1.67	1.51	1.45	1.95	2.21
Share-Based Compensation	0.14	0.13	0.19	0.22	0.38
Amortization of Acquisition Related Intangibles	0.06	0.06	0.05	0.03	0.01
Costs Associated with Exit Activities	–	–	0.20	–	–
Restructuring Costs	–	–	0.16	0.14	–
Gain on Acquisition	–	–	(0.01)	–	–
Non-GAAP Earnings per Diluted Share	**$1.87**	**$1.70**	**$2.04**	**$2.34**	**$2.60**