

September 2016

Investor Presentation

The People Success Platform

By Pat Goepel



NASDAQ: ASUR



SAFE HARBOR STATEMENT

(Under the Private Securities Litigation Reform Act of 1995)

Statements made in this presentation regarding Asure's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties. Such risks and uncertainties could cause actual results to differ materially from those contained in the forward-looking statements. The risks and uncertainties include — but are not limited to — adverse changes in the economy, financial markets, and credit markets; delays or reductions in information technology spending; the development of the market for cloud based workplace applications; product development; market acceptance of new products and product improvements; our ability to retain or increase our customer base; security breaches; errors, disruptions or delays in our services; privacy concerns; changes in the our sales cycle; competition, including pricing pressures, entry of new competitors, and new technologies; intellectual property enforcement and litigation; our ability to hire, retain and motivate employees; our ability to manage our growth; our ability to realize benefits from acquisitions; changes in sales may not be immediately reflected in our operating results due to our subscription model; changes in laws and regulations; and changes in accounting standards.



ASURE OVERVIEW

ASURE SOFTWARE AT-A-GLANCE

Asure is a global leader of cloud-based workplace management software solutions

FOUNDED
1985

RE-INVENTED
2016



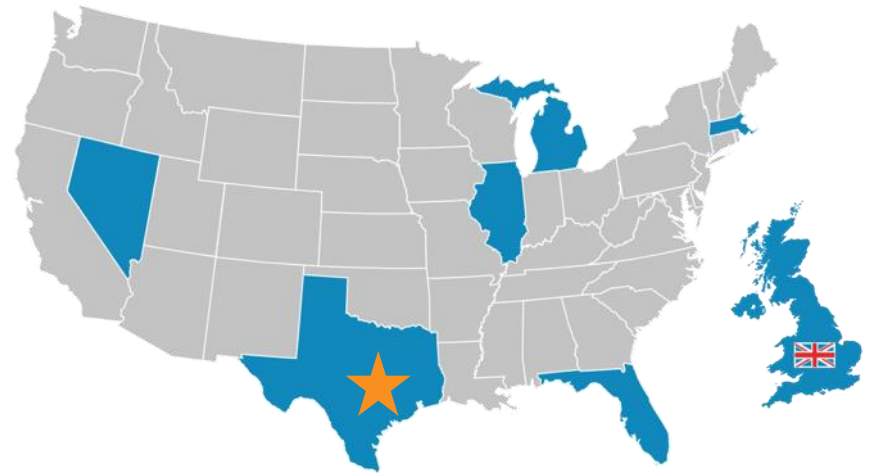
OWNERSHIP – PUBLICLY TRADED
NASDAQ: ASUR

2016 REVENUE
GUIDANCE
\$37.75M - \$38.75M

OF CLIENTS
7,500
& GROWING

2016 ANTICIPATED
GROWTH
+40% - +44%

OF EMPLOYEES
~ 185



CORPORATE HEADQUARTERS
Austin, TX

COMPANY FOOTPRINT
Offices in TX, FL, IL, NV, MA, MI, UK
Presence in 80 countries



WHAT WE DO

- A leading provider of Human Capital Management (HCM) and workplace management software
- We help companies better manage their mobile workforces with cloud-based solutions that bring people, time, space and assets together in a meaningful way
- Recent acquisition of Mangrove Software expands our product portfolio and market presence
- Asure has now created a new category that links traditional HCM with workspace solutions via innovative, cutting-edge technology



Best-in-Class Clients

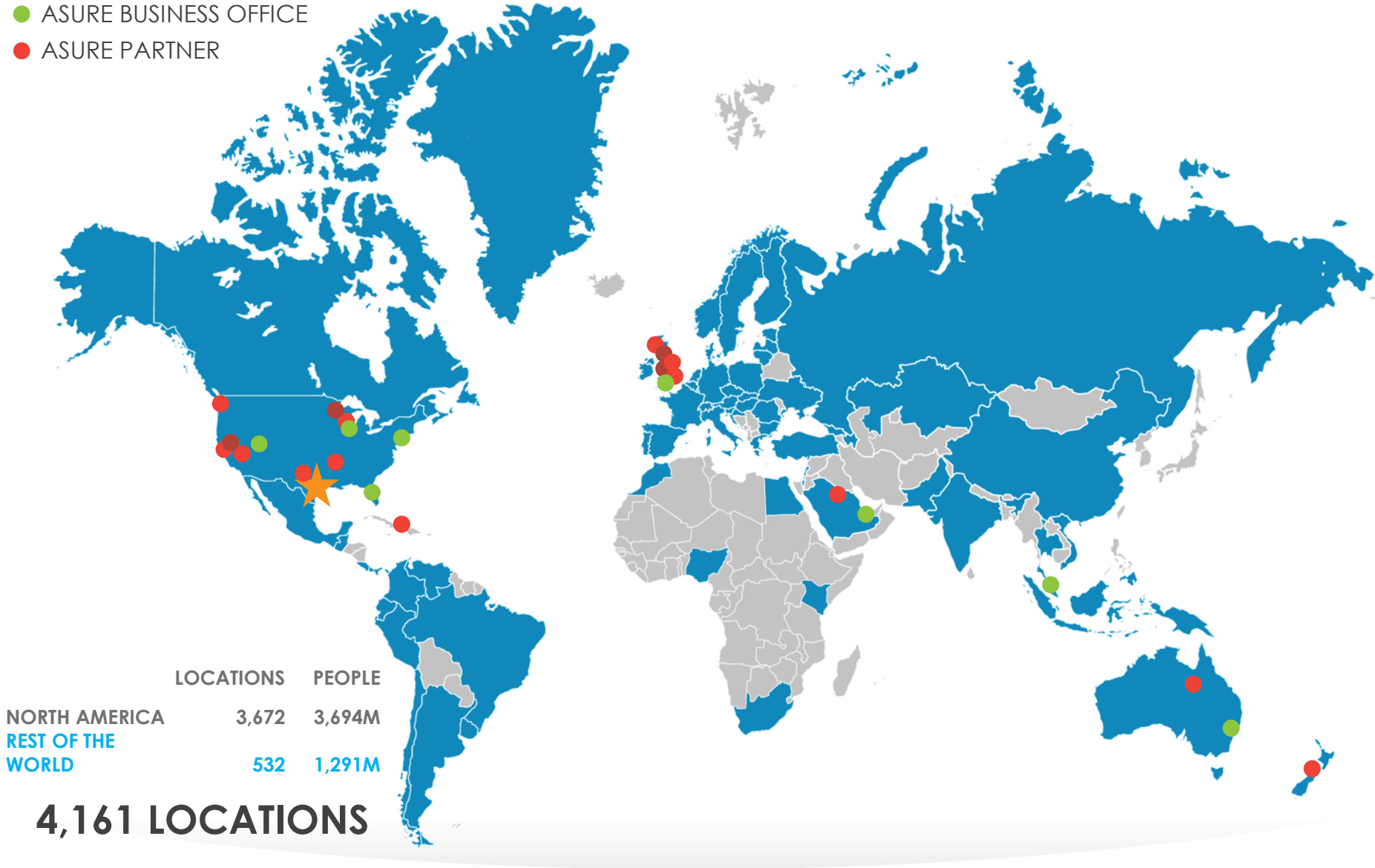


Morgan Stanley



ASURE'S GLOBAL REACH

- ASURE BUSINESS OFFICE
- ASURE PARTNER





MARKET OPPORTUNITY

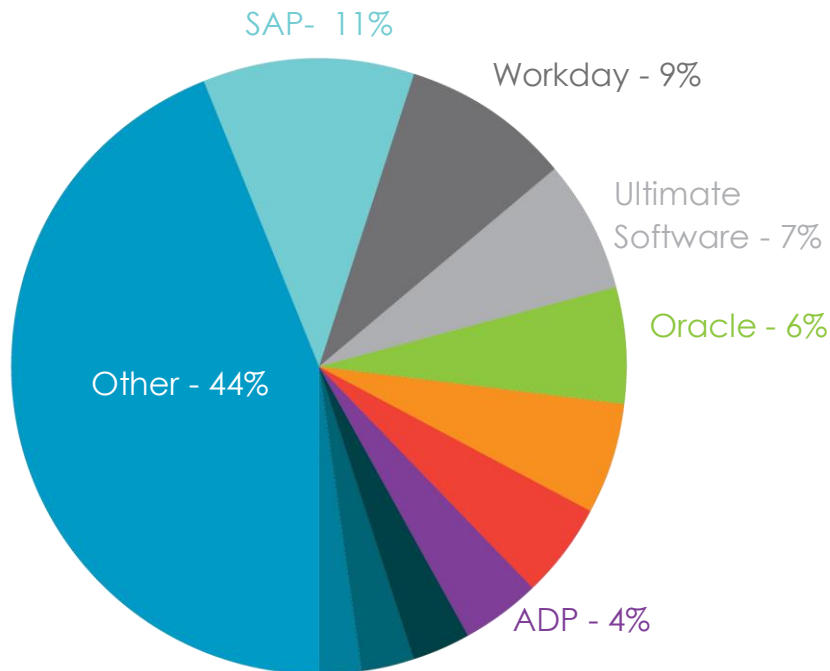


WORLDWIDE MARKET

*Source: Sierra-Cedar research

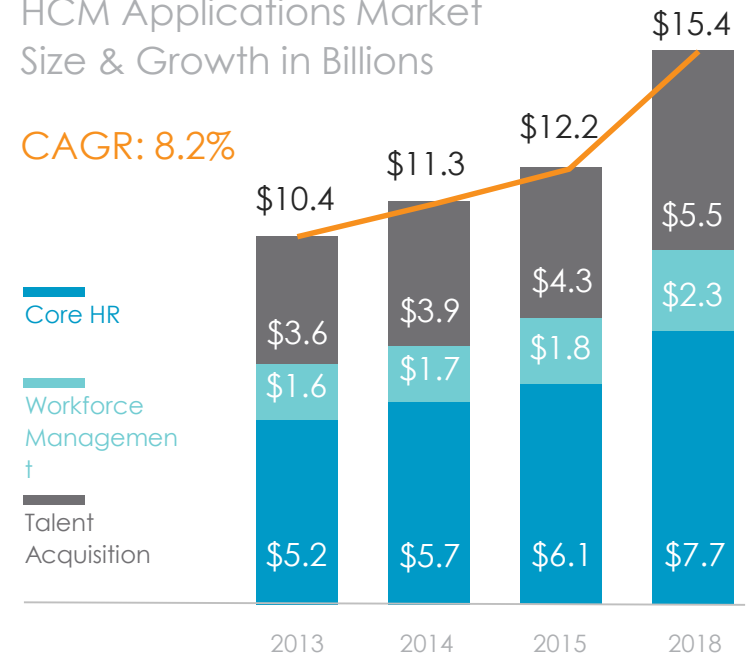
44% of the HCM Market is wide-open

22% of respondents who had an HCM Solution were in a replacement cycle in 2015.
Of those, one-third were planning to move to a cloud solution.*



HCM Applications Market Size & Growth in Billions

CAGR: 8.2%

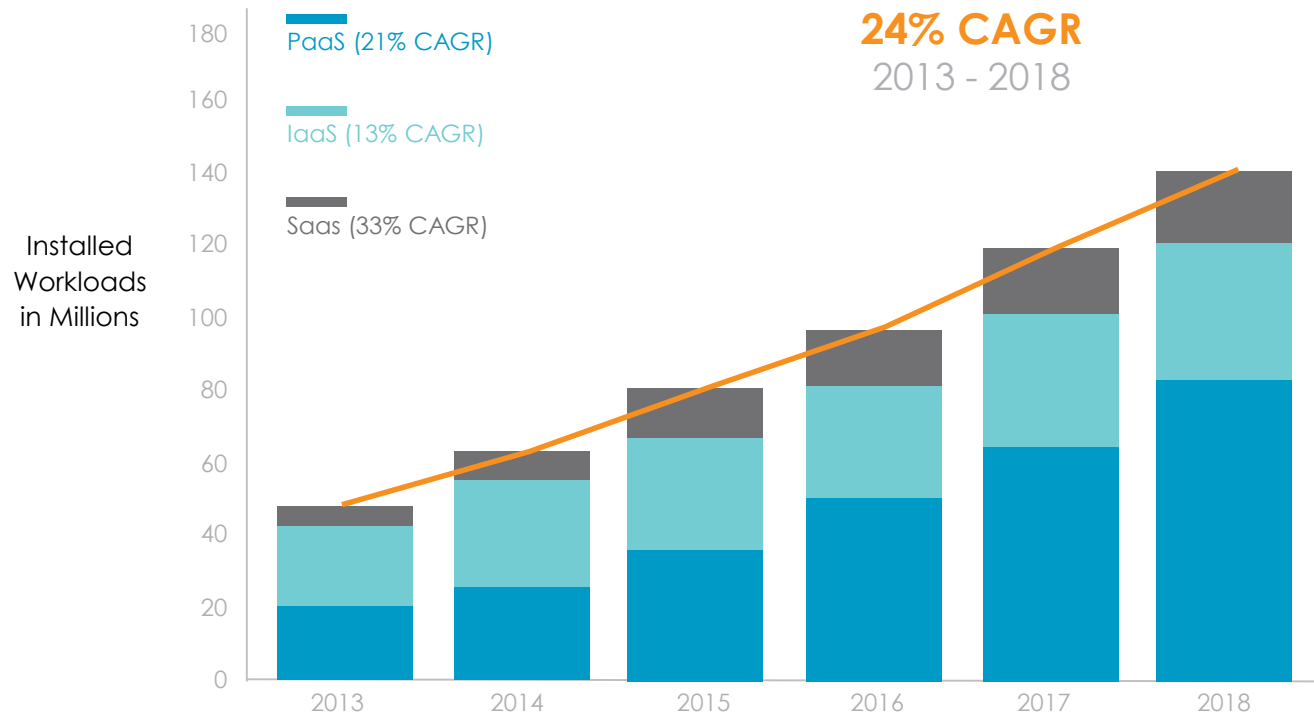


POISED FOR GROWTH

*Source: Cisco Global Cloud Index, 2013 - 2018

Cloud Services Adoption will Continue

SaaS Most High Deployed Global Cloud Service by 2018





MARKET DRIVERS



GLOBAL MACRO TRENDS

FUELING THE WORKPLACE OF THE FUTURE

THE WAY PEOPLE WORK TODAY HAS CHANGED – THE FUTURE IS HERE.



Technology

Analytics
How Employees
Work & Perform



Mobilization

Alignment
When Employees Work



Globalization

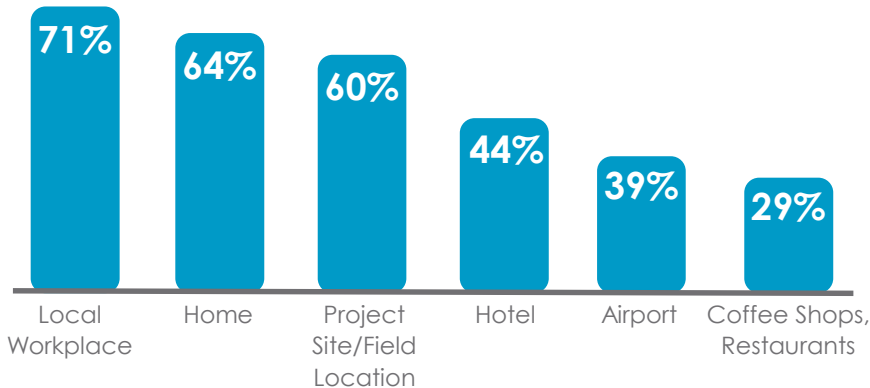
Agility
Where Employees Work

WORKPLACE TREND: WORKSTYLES HAVE CHANGED

MORE AND MORE ORGANIZATIONS ARE IMPLEMENTING STRATEGIES AND SOLUTIONS THAT ALLOW PEOPLE TO WORK FROM ANYWHERE, ANYTIME AND ON ANY DEVICE.

HOTELING INITIATIVES ARE TAKING CENTER STAGE

WHERE ORGANIZATIONS
EXPECT PEOPLE WILL WORK



THE AVERAGE ORGANIZATION HAS
7 DESKS FOR EVERY 10 EMPLOYEES

BENEFITS TO EMPLOYERS

- Cost-Related Benefits
- Agile Workforce
- Employee Attraction & Retention
- Better Business Continuity
- Increased Employee Engagement

BENEFITS TO EMPLOYEES

- Increased Flexibility & Loyalty
- Reduced Commuting Time
- Better Work/Life Balance
- Not Having a 9-5 Schedule
- Increased Productivity

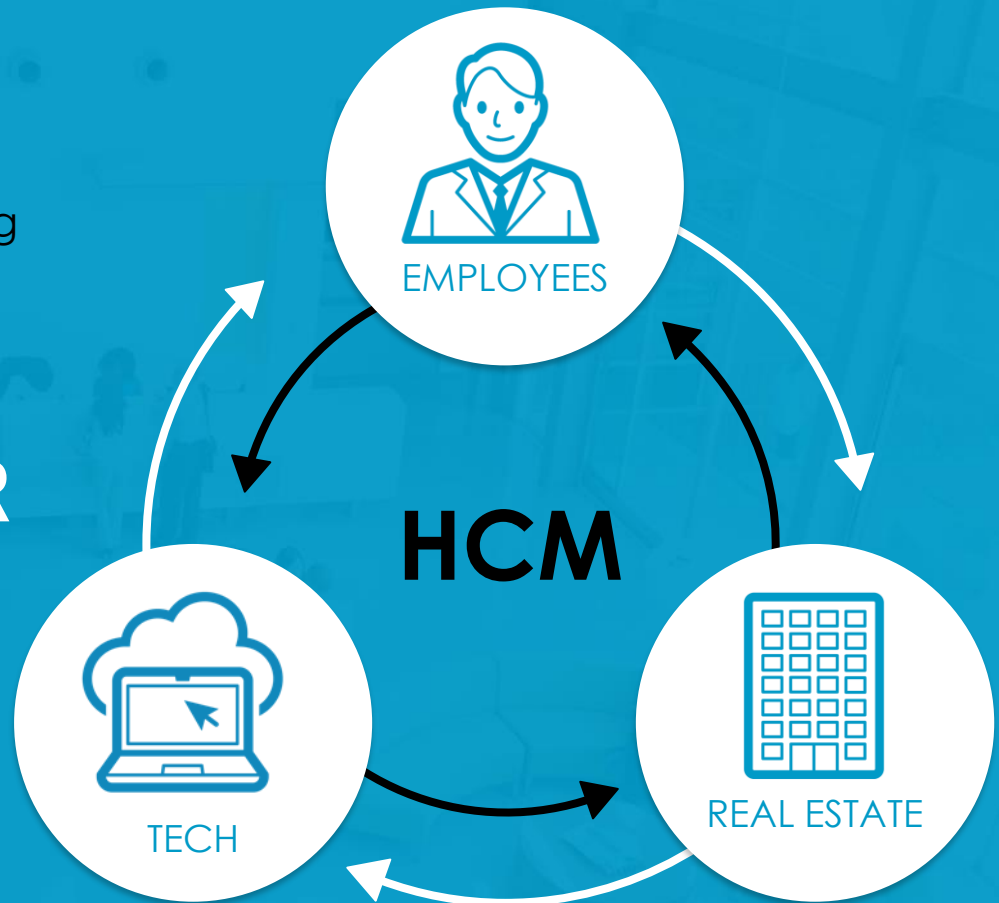
A man with a beard is seen from the side, sitting at a wooden desk and using a tablet. A coffee cup is visible on the desk. The right side of the image is overlaid with a blue gradient containing the text 'PEOPLE SUCCESS PLATFORM'.

PEOPLE SUCCESS PLATFORM

WHAT BUSINESS REALLY NEEDS

HCM Platform as a Service bringing

**PEOPLE,
WORKPLACE &
ASSETS TOGETHER**



VALUE PROPOSITION

Asure Software offers the only SaaS-based mobile workplace solutions in the world that bring people, workplace solutions and assets together.



**Innovative &
Integrated SaaS
Technology**



**Workplace
Savings &
Productivity**



**Industry-Leading
Expertise &
Premiere Service**



**Global, flexible
and scalable
solutions**



**Asset and agile
workforce
optimization**

DISPARATE FIELD OF SOLUTIONS

HCM PROVIDERS



SPACE UTILIZATION
ROOM BOOKING
MOBILE SCHEDULING

VIDEO CONFERENCING
HOTELING
HOT DESKING
ASSET MANAGEMENT
MOVE MANAGEMENT



WORKPLACE PROVIDERS



TALENT MANAGEMENT
BENEFITS
PAYROLL & TAX
RECRUITMENT

MOBILE TIME TRACKING
SELF SERVICE
BUSINESS INTELLIGENCE

CLIENT PORTFOLIO & CROSS SELL OPPORTUNITY

Industry	Time & Labor Management	Workspace Management	Human Capital Management
Healthcare	    	   	   
Banking	    	    	   
Financial	   	    	   
Education	   	    	   
Gov't/ Non-Profit	    	     	    

Mangrove acquisition increases our total addressable market with existing customers by \$400M



FINANCIALS



SELECTED FINANCIAL DATA

TICKER
ASUR

PRICE 8/15/16
\$5.40

52 WEEK HIGH
\$6.68

52 WEEK LOW
\$4.28

<i>in 000s</i>	YTD Q2-2016	2015	2014
Cash	\$283	\$1,158	\$320
Total Current Assets	\$32,926	\$7,685	\$7,088
Total Assets	\$74,804	\$33,817	\$34,468
Total Current Liability	\$43,773	\$16,278	\$14,402
Total Liability	\$71,755	\$30,099	\$29,997
Total Equity	\$3,049	\$3,718	\$4,471
Revenue	\$16,386	\$26,906	\$27,206
EBITDA	\$1,332	\$3,000	\$4,256
EBITDA excluding one times	\$3,015	\$3,734	\$5,052

OUTSTANDING
SHARES **6.5M**

MARKET
CAPITALIZATION **\$31.0M**

AVG. DAILY
VOLUME 90 day **12,019**

MANAGEMENT HOLDINGS
CEO **9.2%**
CHAIRMAN OF THE BOARD **11.9%**



SELECTED FINANCIAL DATA - UNAUDITED

Second Quarter 2016 Financial Summary

(in millions except per share data and percentages)

	Actual Results			Pro Forma Results		
	Q2 2016	Q2 2015	Change (%)	Q2 2016	Q2 2015	Change (%)
Revenue	\$ 9.7	\$ 7.2	35%	\$ 9.7	\$ 9.0	8%
Gross Margin	\$ 7.5	\$ 5.3	42%	\$ 7.5	\$ 6.7	11%
Gross Margin (as a % of revenue)	77.5%	73.8%	5%	77.5%	75.2%	3%
EBITDA (excluding one-time expenses)	\$ 2.6	\$ 1.4	90%	\$ 2.6	\$ 1.4	87%
Net Income (Loss)	\$ 0.1	\$ 0.1	43%	\$ 0.1	\$ (0.5)	128%
Net Income (Loss) per Diluted Share, Excluding one-time expenses	\$ 0.15	\$ 0.04	275%	\$ 0.15	\$ (0.06)	350%

Year to Date 2016 Financial Summary

(in millions except per share data and percentages)

	Actual Results			Pro Forma Results		
	YTD 2016	YTD 2015	Change (%)	YTD 2016	YTD 2015	Change (%)
Revenue	\$ 16.4	\$ 13.5	21%	\$ 18.5	\$ 17.4	7%
Gross Margin	\$ 12.5	\$ 10.0	25%	\$ 14.2	\$ 13.1	9%
Gross Margin (as a % of revenue)	76.2%	73.8%	3%	76.7%	75.3%	2%
EBITDA (excluding one-time expenses)	\$ 3.0	\$ 2.4	28%	\$ 3.5	\$ 2.7	28%
Net Income (Loss)	\$ (1.4)	\$ (0.4)	-265%	\$ (0.6)	\$ (1.2)	46%
Net Income (Loss) per Diluted Share, Excluding one-time expenses	\$ 0.04	\$ -	-	\$ 0.06	\$ (0.13)	146%

Pro forma unaudited results include results from the acquisition of Mangrove Software as if it was completed on January 1, 2015

FINANCIAL OUTLOOK

EBITDA excluding one-times

TOTAL REVENUE

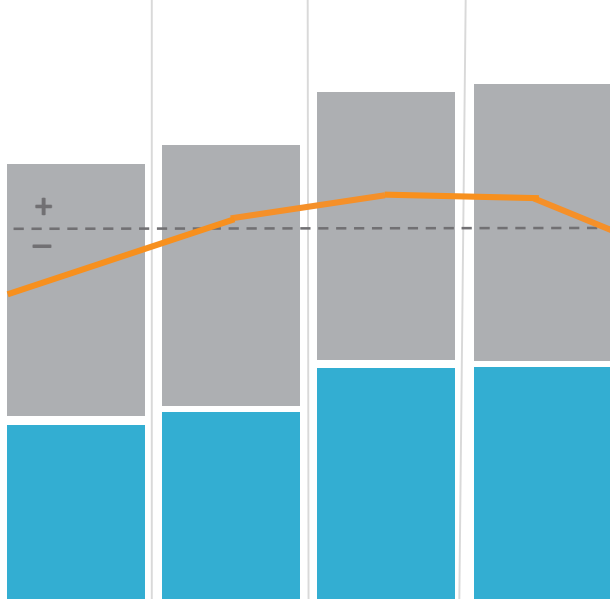
NET INCOME/LOSS

NET INCOME/LOSS BREAK EVEN

2014 REVENUE

\$27.2M

Q1 2014 Q2 2014 Q3 2014 Q4 2014



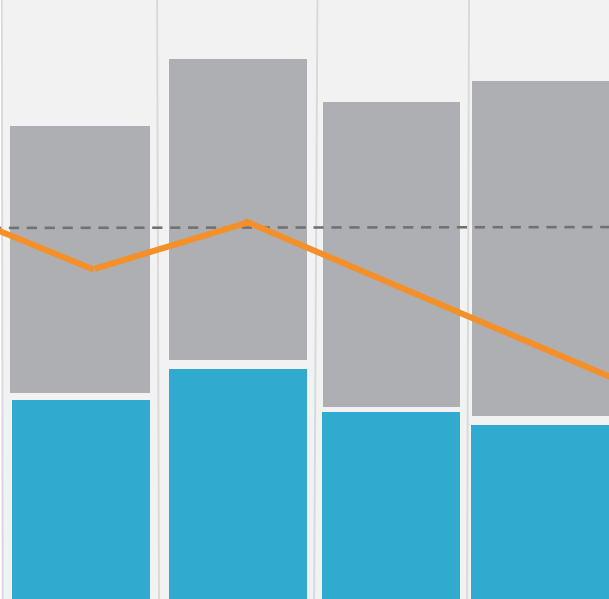
2014 EBITDA
EXCLUDING ONE-TIMES

\$4.8M

2015 REVENUE

\$26.9M

Q1 2015 Q2 2015 Q3 2015 Q4 2015



2015 EBITDA
EXCLUDING ONE-TIMES

\$3.7M

2016 REVENUE GUIDANCE

\$37.75M-\$38.75M

Q1 2016 Q2 2016



2016 EBITDA
EXCLUDING ONE-TIMES GUIDANCE*

\$7.75M-\$8.25M



NET OPERATING LOSS (NOL)

**\$118M+ in Federal Net
Operating loss (NOL)
Carryforwards**

EXPIRING NOL AMOUNTS

12/31/2018	28,409,595
12/31/2019	52,518
12/31/2020	35,219,901
12/31/2021	4,507,944
12/31/2022	550
12/31/2023	12,831,960
12/31/2024	8,448,684
12/31/2025	3,806,478
12/31/2026	2,453,227
12/31/2027	3,299,138
12/31/2028	10,455,633
12/31/2029	1,763,203
12/31/2030	5,004,052
12/31/2031	333,015
12/31/2032	79,204
12/31/2033	152,732
12/31/2034	927,966



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ASURE SOFTWARE

APPENDIX

ASURE VALUE COMPARES

Data from EOY 2015

	CSOD	Workday	ULTI	PCTY	ASUR
Revenue	\$339,651	\$787,860	\$618,081	\$152,700	\$26,906
Net Income	\$(85,516)	247,982	\$22,699	\$(14,000)	\$(1,757)
ENT Value	1.70B	12.61B	5.08B	1.64B	47.31m
YOY Growth	22.40%	68.01%	22.17%	41%	-1.00%

Launching Asure into a new and much larger market.

The rise of total workforce management and agile work environment initiatives are taking center stage for company leaders. The HCM market has a market cap in the billions and growing at a 9%+ CAGR with 22% of the market actively looking for new functionality.