Annual Meeting of Shareholders of DLH Holdings Corporation

February 9, 2017
"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995:

This presentation may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to future events or DLH’s future financial performance. Any statements that are not statements of historical fact (including without limitation statements to the effect that the Company or its management "believes", "expects", "anticipates", "plans", “intends” and similar expressions) should be considered forward looking statements that involve risks and uncertainties which could cause actual events or DLH’s actual results to differ materially from those indicated by the forward-looking statements. For a discussion of such risks and uncertainties, see “Risk Factors” in the company’s periodic reports filed with the SEC, including our Annual Report on Form 10-K for the fiscal year ended September 30, 2016. In light of the risks and uncertainties inherent in the forward-looking statements included herein, the inclusion of such statements should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved. The forward-looking statements contained in this presentation are made as of the date hereof and may become outdated over time. The Company does not assume any responsibility for updating any forward-looking statements.
Agenda

Company Profile and Growth Strategy
Zach Parker, CEO

Financial Highlights
Kathryn JohnBull, CFO

QA
Investor Highlights

- Leading, established government services provider within the healthcare sector
- Strong prime contractor position in key Federal agencies (i.e., Departments of Veterans Affairs (VA), Defense (DoD), and Health and Human Services (HHS); Centers for Disease Control and Prevention (CDC)
  - Long-term contracts, consistent margins, high recompete win rates
- Favorable market trends and demand dynamics
- Transformational acquisition completed in 2016 that increased revenue base by 50 percent
- Solid cash flow, improving balance sheet
- Disciplined management that has overhauled company
- Well-positioned for higher growth and improved financial performance
Company Profile and Growth Strategy
DLH Profile

Revenue (Proforma)*: >$100M

Adjusted EBITDA (Proforma)*: $9-10M

Employees: >1,400

Federal IDIQ Vehicles: >15

Major Federal Agencies Served: 8

Operating Locations (States/Countries): 30

*Based on proforma FY16 results.
Strengthened National Footprint
Key Advantages of the New DLH

1. Expanded scale with portfolio diversification
2. Strengthened growth position within targeted markets
3. Diverse staff with broad capabilities and technology tools
4. Improved financial profile

All Consistent with Long-range Strategic Plan
Empowering Federal Health Agencies and Constituents

DLH’s vision is to become the most trusted provider of technology-enabled healthcare and public health services, medical logistics, and readiness enhancement services to those service members securing the freedom of our Nation, veterans, and our at-risk and underserved communities. As a market influencer and emerging leader, DLH will shape and enhance the “sustainability and readiness posture” of our military service members, veterans, and our children and families, delivering value to our customers, stakeholders, and shareholders.

DoD and VA
The two largest Federal agencies representing the largest network of health delivery centers in the world; servicing all service members and more than 21 million veterans

Human Services and Solutions
Performance verification of provider services nationwide requires an evolving technology-based system of monitoring, evaluation, tracking, and reporting to ensure productive and cost-effective health and readiness results for our underserved

Public Health and Life Sciences
Countering threats of emerging diseases and environmental risks demand innovative methods of disease prevention and countermeasures, coupled with timely research and development to protect our various communities
DLH Building Strong Long-term Customer Relationships

15+ Year RELATIONSHIPS

10+ Year RELATIONSHIPS

5+ Year RELATIONSHIPS

OFFICE OF HEAD START
An Office of the Administration for Children & Families

SAMHSA
Substance Abuse and Mental Health Services Administration
U.S. Department of Health and Human Services

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Expansion of Health IT-enabling Technology Capability

Driving industry best practices and results....
Strategic Growth Areas (1 of 2)

**Client Buying Areas**
- Health services
- Information technology
- Professional services
- Defense and aerospace
- Medical and scientific equipment
- Architecture engineering and construction

**DLH Key Core Competencies**
- Health IT system migration
- Clinical practice training
- Pharmaceutical programs
- Behavioral health
- Medical logistics
- Advanced medical research and development
- Cloud-based case management system
- Medication therapy management

**DLH Addressable Market**

### Defense
- $6.4B
- $12B
- $8.8B

### Veterans Affairs
- $1.9B
- $3.5B
- $4.3B

**Key Customers**

**Key Customers**

- Health Services
- Information Technology
- Professional Services
- Veterans Affairs
- Defense Health Services
- Information Technology
- Professional Services
- Department of the Air Force
- Department of Defense
- Department of Veterans Affairs
Strategic Growth Areas (2 of 2)

**Client Buying Areas**
- Professional services
- Information technology
- Research and development
- Health services
- Medical equipment
- Social services
- Operations and maintenance

**DLH Addressable Market**

**Public Health and Human Services**

- Professional Services: $6.5B
- Information Technology: $5.1B
- Research and Development: $0.9B
- Health Services: $2.3B

**DLH Key Core Competencies**
- Compliance and monitoring systems
- Health IT system migration
- Digital health promotion systems
- Training and technical assistance
- Health informatics and data analytics
- Strategic communication
- Medication therapy management systems
- Research and development

**Key Customers**
- OFFICE OF HEAD START
  An Office of the Administration for Children & Families
- NIH
- CDC
- SAMHSA
- BARDA
- HRSA
- AHRQ

Annual Meeting of Shareholders of DLH Holdings Corporation
Growth Strategy

ORGANIC

- Continued focus on core outsourcing opportunities in health and human services agencies, both within current customer base and in adjacencies

ACQUISITIVE

- Drive expansion via select bolt-on acquisitions that strengthen DLH’s position and broaden its footprint across known market areas, particularly within Health IT market
- Target key Federal agencies where DLH has existing relationships—VA, DoD, HHS, CDC, etc.—for further penetration
Financial Highlights
Current Market Outlook

*We currently assess the new Administration’s impact as neutral to positive to our growth trajectory.....*

- Possible increase in outsourcing as internal hiring slows—freeze in place
- Congressional coordination required to change legislation
- Expected higher VA spending; potential active military healthcare increase
- Government orientation to best practices/efficacy measures for core services
- Unknown outcome for Affordable Care Act, but increased healthcare costs still anticipated
Continued Integration and Value Creation with Acquisition

Connection between enterprise, IT infrastructure, and business capabilities

Streamlined processes and information across the entire enterprise

Integration Benefits
- Detailed execution work plans for each Value Driver Priority; included tasks, resources, and timelines
- Created an environment that embraces our transformation and sustains the enhanced business practices

Cost Synergies
- Insourced services, reduced waste, lower costs, and improved operating efficiencies
- Unified view of business operations and agility to respond to changing business needs rapidly

Revenue Synergies
- Enhanced capabilities reduce dependence on teaming and increase Pwin (win probability)
- Strengthened 18–24-month new business capture pipeline (breadth and depth)
Q1 Results: Revenue

Reflects inclusion of Danya and 5% organic growth
First quarter gross margin of 22.3% increased 470 basis points over fiscal 2016
Higher gross profit was offset in part by additional D&A and G&A expenses tied to the addition of Danya, as well as approximately $0.7 million incremental expenses to manage and grow DLH.
Q1 Results: Adjusted EBITDA*

Adjusted EBITDA return on revenue was 6.0% compared to 4.4% for the prior year first quarter

*A reconciliation of Net Income to Adjusted EBITDA is provided in the back of this presentation.
Key Cash Metrics

- **Cash on Hand**: $2.5M
- **Revolving Credit Facility**
  - Line of Credit Availability: $5.4M
  - No Borrowing at 12/31/16
- **Term Loan**: $25.0M Balance
Investor Highlights

- Leading, established government services provider within the healthcare sector
- Strong prime contractor position in key Federal agencies (i.e., VA, DoD, and HHS; CDC
  - Long-term contracts, consistent margins, high recompete win rates
- Favorable market trends and demand dynamics
- Transformational acquisition completed in 2016 that increased revenue base by 50 percent
- Solid cash flow, improving balance sheet
- Disciplined management that has overhauled company
- Well-positioned for higher growth and improved financial performance
Appendix

BACKUP SLIDES TO FOLLOW (FINANCIAL)
## FY2017 Q1 Financials

### (unaudited)

<table>
<thead>
<tr>
<th>Three Months Ended</th>
<th>December 31,</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2016</td>
</tr>
<tr>
<td>Revenue</td>
<td>$26,111</td>
</tr>
<tr>
<td>Direct expenses</td>
<td>20,300</td>
</tr>
<tr>
<td>Gross margin</td>
<td>5,811</td>
</tr>
<tr>
<td>General and administrative expenses</td>
<td>4,721</td>
</tr>
<tr>
<td>Depreciation and amortization</td>
<td>201</td>
</tr>
<tr>
<td><strong>Income from operations</strong></td>
<td><strong>889</strong></td>
</tr>
<tr>
<td>Other income (expense), net</td>
<td>(364)</td>
</tr>
<tr>
<td>Income before income taxes</td>
<td>525</td>
</tr>
<tr>
<td>Income tax expense (benefit), net</td>
<td>201</td>
</tr>
<tr>
<td><strong>Net income</strong></td>
<td>$324</td>
</tr>
<tr>
<td>Net income per share - basic</td>
<td>$0.03</td>
</tr>
<tr>
<td>Net income per share - diluted</td>
<td>$0.03</td>
</tr>
<tr>
<td>Weighted average common shares outstanding</td>
<td></td>
</tr>
<tr>
<td>Basic</td>
<td>11,201</td>
</tr>
<tr>
<td>Diluted</td>
<td>12,690</td>
</tr>
</tbody>
</table>
The Company believes that providing Income from Operations per share will be useful to investors in comparing year over year operating results for 2017 compared to 2016. Income from Operations per share excludes the impact of other income (expense) and income tax benefits, which vary, sometimes significantly, from 2016 to 2017, independent of operating results. By providing this non-GAAP measure, we believe that an investor can more easily compare year over year performance.

### Income from Operations per Share

(Amounts in Thousands)

<table>
<thead>
<tr>
<th></th>
<th>Three Months Ended</th>
<th>December 31,</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2016</td>
<td>2015</td>
</tr>
<tr>
<td>Income from operations</td>
<td>$ 889</td>
<td>$ 382</td>
</tr>
<tr>
<td>Other income (expense), net</td>
<td>(364)</td>
<td>(575)</td>
</tr>
<tr>
<td>Income before income taxes</td>
<td>525</td>
<td>(193)</td>
</tr>
<tr>
<td>Income tax expense (benefit), net</td>
<td>201</td>
<td>(77)</td>
</tr>
<tr>
<td><strong>Net income</strong></td>
<td><strong>$ 324</strong></td>
<td><strong>$ (116)</strong></td>
</tr>
</tbody>
</table>

Weighted-average outstanding shares fully diluted

<table>
<thead>
<tr>
<th></th>
<th>2016</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>12,690</td>
<td>9,568</td>
<td></td>
</tr>
</tbody>
</table>

**Net income per fully diluted share**

<table>
<thead>
<tr>
<th></th>
<th>2016</th>
<th>2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income tax expense (benefit), net</td>
<td>0.02</td>
<td>(0.01)</td>
</tr>
<tr>
<td>Income before taxes</td>
<td>$ 0.04</td>
<td>$ (0.02)</td>
</tr>
<tr>
<td>Other income (expense), net</td>
<td>(0.03)</td>
<td>(0.06)</td>
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<tr>
<td><strong>Income from operations per fully diluted share</strong></td>
<td><strong>$ 0.07</strong></td>
<td><strong>$ 0.04</strong></td>
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</table>
Adjusted EBITDA Reconciliation

($ in thousands, except per share amounts)

<table>
<thead>
<tr>
<th>Description</th>
<th>2016</th>
<th>2015</th>
<th>Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net income</td>
<td>$ 324</td>
<td>$(116)</td>
<td>$ 440</td>
</tr>
<tr>
<td>(i) Interest and other (income) expense (net):</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i) (a) Interest and other expense</td>
<td>364</td>
<td>—</td>
<td>364</td>
</tr>
<tr>
<td>(i) (b) Acquisition expenses</td>
<td>—</td>
<td>575</td>
<td>(575)</td>
</tr>
<tr>
<td>(ii) Provision (benefit) for taxes</td>
<td>201</td>
<td>(77)</td>
<td>278</td>
</tr>
<tr>
<td>(iii) Depreciation and amortization</td>
<td>201</td>
<td>20</td>
<td>181</td>
</tr>
<tr>
<td>(iv) G&amp;A expenses - equity grants</td>
<td>485</td>
<td>332</td>
<td>153</td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td>$ 1,575</td>
<td>$ 734</td>
<td>$ 841</td>
</tr>
</tbody>
</table>

Weighted-average outstanding shares fully diluted 12,690 9,568 3,122

This document contains non-GAAP financial information. Management uses this information in its internal analysis of results and believes that this information may be informative to investors in gauging the quality of our financial performance, identifying trends in our results, and providing meaningful period-to-period comparisons. These measures should be used in conjunction with, rather than instead of, their comparable GAAP measures. A reconciliation of non-GAAP measures to the comparable GAAP measures presented in this document is contained at the end of this presentation and in the Company's most recent quarterly earnings press release.

For an expanded discussion of our use of this non-GAAP measure, please refer to the Earnings Release dated February 8, 2017.
A reconciliation of net income to adjusted EBITDA is provided in the Form 10-K for each of the periods indicated above. Forms 10-K are available on our website at [www.dlhcorp.com](http://www.dlhcorp.com).
Leading HHS Spending by Segments—FY2016 ($K)

- Professional Services: $6,496,144
- Medical & Scientific Equipment: $5,676,707
- *Information Technology: $5,120,024
- *Research & Development: $2,281,127
- Social Services: $1,596,186
- *Health Services: $863,652
- Operations & Maintenance: $823,490
- Architecture Engineering and Construction: $340,442
- Purchase or Lease of Facilities & Equipment: $114,272
- Other Products & Materials: $91,882

*DLH capabilities and targeted market segments

Source: Federal Procurement Data System, GovWin IQ
Leading Defense Spending by Top 5 Segments—FY2016 ($K)

- Health Services: $11,992,480
- Information Technology: $8,838,685
- Medical and Scientific Equipment: $6,843,652
- Defense and Aerospace: $6,831,351
- Professional Services: $6,356,635

*DLH capabilities and targeted market segments

Source: Federal Procurement Data System, GovWin IQ
Leading VA Spending by Top 5 Segments—FY2016 ($K)

<table>
<thead>
<tr>
<th>Segment</th>
<th>Spending</th>
</tr>
</thead>
<tbody>
<tr>
<td>Medical and Scientific Equipment</td>
<td>9,713,114</td>
</tr>
<tr>
<td>*Health Services</td>
<td>4,343,870</td>
</tr>
<tr>
<td>*Information Technology</td>
<td>3,494,576</td>
</tr>
<tr>
<td>Architecture Engineering and Construction</td>
<td>2,508,365</td>
</tr>
<tr>
<td>*Professional Services</td>
<td>1,935,919</td>
</tr>
</tbody>
</table>

*DLH capabilities and targeted market segments

Source: Federal Procurement Data System, GovWin IQ
Positive Market Trends

National health spending expected to reach $5.63 trillion and comprise 20.1 percent of GDP by 2025.

Federal portion expected to grow at a 4.9 percent CAGR, reaching $1.75 trillion by 2025.

Source: HHS CMS.gov, NHE Projections