



## **DHI GROUP, INC.**

### **CODE OF CONDUCT AND ETHICS**

#### **I. Introduction**

DHI Group, Inc. requires the highest standards of professional and ethical conduct from its employees, officers and directors. Our company's reputation for honesty and integrity among our stockholders, suppliers and customers is key to our success. No employee, officer or director will be permitted to achieve results through violations of laws or regulations or through unscrupulous dealings.

We intend for our business practices to always be compatible with the economic and social priorities of each location in which we operate. Although customs vary from country to country and standards of ethics may vary in different business environments, honesty and integrity must always characterize our company's business activity.

This Code reflects DHI Group, Inc.'s commitment to a culture of honesty, integrity and accountability and outlines the basic principles and policies with which all employees, officers and directors are expected to comply. Please read this Code carefully.

In addition to following this Code in all aspects of your business activities, you are expected to seek guidance in any case where there is a question about compliance with both the letter and spirit of the company's policies and applicable laws. This Code sets forth general principles and does not supersede the specific policies and procedures that are covered in the company's compliance manual or in separate specific policies statements, such as the Securities Trading Policy. References in this Code to the Company means DHI Group, Inc. or any of its subsidiaries.

Your cooperation is necessary for the continued success of DHI Group, Inc. and the cultivation and maintenance of our reputation as a good corporate citizen.

#### **II. Conflicts of Interest**

A conflict of interest occurs when an individual's private interest interferes, appears to interfere or is inconsistent, in any way with the interests of the Company (for example, you cause the Company to engage in business transactions with a company you, your friends or relatives control, without having obtained the appropriate prior approvals required under Section III — "Related

Party Transactions” of this Code). A conflict situation can also arise when an employee, officer or director takes actions or has personal or family interests that may make it difficult to perform his or her work (or discharge his or her duties and obligations) effectively.

Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, or any of his or her affiliates receives improper personal benefits other than gratuities and payments received in accordance with the Company’s separate compliance manual or separate policies statement, as a result of his or her position in the Company.

Activities that could give rise to conflicts of interest to the detriment of the Company are prohibited unless specifically approved in advance in accordance with the provisions set forth in Section III — “Related Party Transactions” of this Code. It is not always easy to determine whether a conflict of interest exists, so any potential conflicts of interests must be reported immediately to the General Counsel or his/her designee. Any employee, officer or director of the Company who becomes aware of a conflict or potential conflict involving another employee, officer or director should bring it to the attention of the General Counsel or a member of the Audit Committee of the Board of Directors at the principal executive offices of the Company. If the concern requires confidentiality, including keeping identity anonymous, then this confidentially will be protected, except to the extent necessary to conduct an effective investigation or as required by or under applicable law, regulation or legal proceedings.

### **III. Related Party Transactions**

You must report to the General Counsel any proposed agreement or proposed activities that could give rise to conflicts of interest to the detriment of the Company, that you, any member of your family, any of your affiliates, or any entity from which you, a member of your family or any of your affiliates receives any payment, propose(s) to enter into with the Company, whether directly or indirectly (each such agreement, a “Transaction”). Your report must include all relevant terms of the Transaction. The General Counsel shall then refer the Transaction to the Board of Directors or the appropriate committee thereof in the case of an executive officer or director.

You must obtain the approval of the Board of Directors or the appropriate committee thereof in the case of an executive officer or director or the General Counsel in the case of any other employee in advance of entering into the Transaction.

### **IV. Corporate Opportunities**

In carrying out their duties or responsibilities, employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees, directors and officers are prohibited from (i) taking for themselves personally opportunities that arise through the use of corporate property, information or position, (ii) using corporate property, information or position for personal gain and (iii) competing with the Company, in each of the foregoing cases, to the material detriment of the Company.

Whether any of the foregoing actions is to the material detriment of the Company will be determined by the Board of Directors or the appropriate committee thereof in the case of an executive officer or director or the General Counsel in the case of any other employee, based on all relevant facts and circumstances, including whether the Company has previously declined to pursue such proposed opportunity for its own benefit.

## **V. Public Reporting**

Full, fair, accurate, timely and understandable disclosure in the reports and other documents that the Company files with, or submits to, the SEC and in its other public communications is critical for the Company to maintain its good reputation, to comply with its obligations under the securities laws and to meet the expectations of its stockholders and other members of the investment community. Persons responsible for the preparation of such documents and reports and other public communications are to exercise the highest standard of care in their preparation in accordance with the following guidelines:

- all accounting records, and the reports produced from such records, must be in accordance with all applicable laws;
- all accounting records must fairly and accurately reflect the transactions or occurrences to which they relate;
- all accounting records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses;
- no accounting records should contain any false or intentionally misleading entries;
- no transactions should be intentionally misclassified as to accounts, departments or accounting periods;
- all transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period;
- no information should be concealed from the internal auditors or the independent auditors; and
- compliance with the Company's system of internal controls is required.

## **VI. Confidentiality**

Employees, officers and directors must maintain the confidentiality of information entrusted to them by the Company or that otherwise comes into their possession in the course of their employment or while carrying out their duties and responsibilities, except when disclosure is authorized by the Company or legally mandated.

The obligation to preserve confidential information continues even after you leave the Company.

Confidential information includes all non-public information that may be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to the Company. Of special sensitivity is financial information which should under all circumstances be considered confidential except where its disclosure is approved by the Company or when the information has been publicly disseminated.

## **VII. Protection and Proper Use of Company Assets**

All employees, officers and directors should promote the responsible use of the Company's assets and resources by the Company and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incidents of fraud or theft should be immediately reported for investigation.

Company assets, such as proprietary information, funds, materials, supplies, products or computers, software, facilities and other assets owned or leased by the Company or that are otherwise in the Company's possession may only be used for legitimate business purposes. Company assets may never be used for illegal purposes.

Proprietary information includes any information that is not generally known to the public or would be helpful to our competitors. Examples of proprietary information are intellectual property, business and marketing plans and employee information. The obligation to use proprietary information only for legitimate business purposes continues even after you leave the Company.

## **VIII. Insider Trading**

Insider trading is unethical and illegal. Employees, officers and directors are not allowed to trade in securities of a company while in possession of material non-public information regarding that company. It is also illegal to "tip" or pass on inside information to any other person who might make an investment decision based on that information or pass the information on further. The Company has a Securities Trading Policy, which sets forth your obligations in respect of trading in the Company's securities.

## **IX. Fair Dealing**

Each employee, officer and director, in carrying out his or her duties and responsibilities, should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **X. Compliance with Laws, Rules and Regulations**

Compliance with both the letter and spirit of all laws, rules and regulations applicable to the Company's business, including any securities exchange or other organization or body that regulates the Company, is critical to its reputation and continued success. All employees, officers and directors must respect and obey the laws of the cities, states and countries in which we operate and avoid even the appearance of impropriety. Employees, officers or directors who fail to comply with this Code and applicable laws will be subject to disciplinary measures, up to and including discharge from the Company.

In addition, if you become aware of any information that you believe constitutes evidence of a material violation of laws, rules or regulations applicable to the Company and the operations of its business, by the Company, or any employee, officer or director, then you should bring such information to the attention of any one or more of the following persons, as circumstances may warrant: the General Counsel (at (212) 448-6605), the Chief Executive Officer (at (212) 448-4161) or the Chair of the Audit Committee (at (866) 590-3423).

## **XI. Compliance With the Antitrust Laws**

The Company believes in fair and open competition, and adheres strictly to the requirements of the antitrust laws. As a general proposition, any contact with a competitor may present problems under the antitrust laws. Accordingly, all employees, officers and directors should avoid any such contact relating to the business of the Company or the competitor without first obtaining the approval of the General Counsel or his/her designee.

The Company notes below some general rules concerning contacts with competitors:

- Agreements among competitors, whether written or oral, which relate to prices are illegal per se. In other words, such agreements, by themselves, constitute violations of the antitrust laws. There are no circumstances under which agreements among competitors relating to prices may be found legal. Price fixing is a criminal offense, and may subject the Company to substantial fines and penalties and the offending employee to imprisonment and fines.
- The antitrust laws may be violated even in the absence of a formal agreement relating to prices. Under certain circumstances, an agreement to fix prices may be inferred from conduct, such as the exchange of price information, and from communications among competitors even without an express understanding. Although exchanges of price information are permitted in certain circumstances, employees of the Company should not participate in such exchanges without first obtaining the approval of the General Counsel or his/her designee.
- It is a per se violation of the antitrust laws for competitors to agree, expressly or by implication, to divide markets by territory or customers.

- It is a per se violation of the antitrust laws for competitors to agree not to do business with a particular customer or supplier. As with agreements to fix prices, the antitrust laws can be violated even in the absence of an express understanding.
- Any communication between competitors concerning problems with any customer or supplier may violate the antitrust laws and should be avoided.

## **XII. Compliance with Environmental Laws**

The Company is sensitive to the environmental, health and safety consequences of its operations. Accordingly, the Company is in strict compliance with all applicable Federal and State environmental laws and regulations, including, among others, the Clean Air Act, the Federal Water Pollution Control Act, the Resource Conservation and Recovery Act and the Occupational Safety and Health Act. If you have any doubt as to the applicability or meaning of a particular environmental, health or safety regulation, he or she should discuss the matter with the General Counsel or his/her designee.

## **XIII. Discrimination and Harassment**

The Company values the diversity of our employees and is committed to providing equal opportunity in all aspects of employment. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. You are encouraged to speak out when a coworker's conduct makes you uncomfortable, and to report harassment when it occurs.

## **XIV. Safety and Health**

The Company is committed to keeping its workplaces free from hazards. Please report any accidents, injuries, unsafe equipment, practices or conditions immediately to a supervisor or other designated person. Threats or acts of violence or physical intimidation are prohibited.

You must report to work free from the influence of any substance that could prevent you from discharging your duties and responsibilities safely and effectively.

## **XV. Company Records and Document Retention**

Business records and communications often become public through legal or regulatory investigations or the media. Employees, officers and directors should avoid exaggeration, derogatory remarks, legal conclusions or inappropriate characterizations of people and companies. This applies to communications of all kinds, including email and informal notes or

interoffice memos. Records should be retained and destroyed in accordance with the Company's records retention policy.

#### **XVI. Use of E-Mail and Internet Services**

E-Mail systems and Internet services are provided to help you work. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose. You may not access, send or download any information that could be insulting or offensive to another person, such as sexually explicit messages, cartoons, jokes, unwelcome propositions, ethnic or racial slurs, or any other message that could be viewed as harassment. Also remember that "flooding" our systems with junk mail and trivia hampers the ability of our systems to handle legitimate Company business and is prohibited.

Your messages (including voice mail) and computer information are considered Company property and you should not have any expectation of privacy. Unless prohibited by law, the Company reserves the right to access and disclose this information as necessary for business purposes. Use good judgment, and do not access, send messages or store any information that you would not want to be seen or heard by other individuals.

Violation of these policies may result in disciplinary actions up to and including discharge from the Company.

#### **XVII. Political Activities and Contributions**

The Company respects and supports the right of its employees, officers and directors to participate in political activities. However, these activities should not be conducted on Company time or involve the use of any Company resources such as telephones, computers or supplies. Employees, officers and directors will not be reimbursed for personal political contributions.

The Company may occasionally express its views on local and national issues that affect its operations. In such cases, Company funds and resources may be used, but only when permitted by law and by the strict Company guidelines. The Company may also make limited contributions to political parties or candidates in jurisdictions where it is legal and customary to do so. The Company may pay related administrative and solicitation costs for political action committees formed in accordance with applicable laws and regulations. No employee, officer or director may make or commit to political contributions on behalf of the Company without the approval of the General Counsel or his/her designee.

#### **XVIII. Payments to Domestic and Foreign Officials**

Employees, officers and directors must comply with all laws prohibiting improper payments to domestic and foreign officials, including the U.S. Foreign Corrupt Practices Act of 1977 (the "Act").

The Act prohibits an offer, payment, promise of payment or authorization of the payment of any money or gift to a foreign official, foreign political party, official of a foreign political party or candidate for political office to influence any act or decision of such person or party to obtain or retain business. The Act also prohibits a payment to any person with the intention that all or a portion of that payment will be offered or given, directly or indirectly, to any such political person for any such purpose.

Although so-called “grease” payments may not be illegal, the Company’s policy is to avoid such payments. If any employee, officer or director finds that adherence to the Company’s policy would cause a substantial, adverse effect on operations, that fact should be reported to the Company’s General Counsel or his/her designee who will determine whether an exception may lawfully be authorized. If the facilitating payment is made, such payment must be properly entered and identified on the books of the Company and all appropriate disclosures must be made.

The Act further requires compliance with generally accepted accounting principles. The Company must continue to maintain financial records which, in reasonable detail, accurately and fairly reflect transactions. In particular, all bank accounts that receive or disburse funds on behalf of the Company shall be properly authorized and any such transactions recorded on the official books and records of the Company.

Violation of the Act is a criminal offense, subjecting the Company to substantial fines and penalties and any officer, director, employee or stockholder acting on behalf of the Company to imprisonment and fines. The Act prohibits the Company from paying, directly or indirectly, a fine imposed upon an individual pursuant to the Act.

Violation of this policy may result in disciplinary actions up to and including discharge from the Company.

#### **XIX. Compliance with this Code**

If an employee, officer or director fails to comply with this Code or applicable laws, rules or regulations (including the rules and regulations of the SEC) he or she will be subject to disciplinary measures, including (with respect to employees and officers) discharge from the Company. Violations of this Code may also constitute violations of law and may result in civil or criminal penalties for such person, such person’s supervisors and/or the Company. The Board of Directors will determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of a violation of this Code. In determining what action is appropriate in a particular case, the Board of Directors or its designee will consider the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation was intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

The Company proactively promotes ethical behavior and encourages employees, officers and directors to report evidence of illegal or unethical behavior, or violations of this Code to the General Counsel or his / her designee. You are expected to report all violations of this Code

promptly to the General Counsel (at (212) 448-6605), the Chief Executive Officer (at (212) 448-4161) or the Chair of the Audit Committee (at (866) 590-3423). If you have any questions regarding your obligations under this Code, you should promptly contact the General Counsel. You may choose to remain anonymous in reporting any possible violation of this Code. The Company prohibits retaliatory action against anyone who, in good faith, reports a possible violation. However, it is unacceptable to file a report knowing it to be false.

#### **XX. Waivers of this Code**

Any waiver of this Code for the principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions), other executive officers or directors will be made only by the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.

Any waiver of this Code for any other employee will be made by the General Counsel.

#### **Amendments of this Code**

Any amendment of this Code will be made only by the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.

#### **XXI. Compliance Procedures**

This Code cannot, and is not intended to, address all of the situations you may encounter. There will be occasions where you are confronted by circumstances not covered by policy or procedure and where you must make a judgment as to the appropriate course of action. In those circumstances the Company encourages you to use your common sense, and to contact your supervisor, manager or a member of human resources for guidance.

If you do not feel comfortable discussing the matter with your supervisor, manager or human resources, please call the Company's Ethics Line. The toll-free number is (855) 446-5255. The Ethics Line provides information, advice and suggestions regarding the topics addressed in this Code. The Company strives to ensure that all questions or concerns are handled fairly, discreetly and thoroughly. You need not identify yourself.