



DHI GROUP, INC.

BOARD OF DIRECTORS

CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Board of Directors (the “Board”) of DHI Group, Inc., a Delaware corporation (the “Company”), to assist the Board and its directors in the exercise of their responsibilities. These Guidelines reflect the commitment of the Board to monitor the effectiveness of policy and decision-making, both at the Board and senior management levels, and to enhance stockholder value over the long-term. These Guidelines are a statement of policy and are not intended to change or interpret any federal or state law or regulation, including the Delaware General Corporation Law, or the Amended and Restated Certificate of Incorporation or the Amended and Restated By-laws of the Company (together and as amended from time to time, the “Charter Documents”). These Guidelines shall be superseded by the Charter Documents in the event of conflict. The Guidelines are subject to periodic review by the Board and to modification from time to time by the Board.

I. Board Issues

Membership:

1. Size of Board. The Board’s size shall be between 5 and 20 members.
2. Independent and Non-Independent Directors. The Board will not be required to have a majority of directors who are independent under the New York Stock Exchange listing standards during any period in which the Company is a “controlled company” within in the meaning of the New York Stock Exchange’s listed standards. However, the Board will be composed of a number of independent directors that it deems sufficient in order to comply with the requirements of the Securities Exchange Act of 1934 (the “Exchange Act”) and the New York Stock Exchange listing standards. The Board must determine based on all the relevant facts and circumstances, whether each director satisfies the criteria for independence and must disclose each of these determinations. The Board has the adopted categorical standards set forth on Exhibit A to assist it in making such determinations. Any determination of independence for a director who does not meet these standards, however, must be specifically explained.

If at any time the Company ceases to be a “controlled company,” the Board shall be composed of a majority of independent directors within the period required by the New York Stock Exchange’s phase-in rule applicable to companies who cease to be “controlled companies.”

Each “independent” director of the Board shall promptly notify the Chair of the Board if any actual or potential conflict of interest arises between such director and the Company that may impair such director’s independence. If a conflict exists and cannot be resolved, such director should submit to the Board written notification of such conflict of interest and an offer of resignation from the Board and each of the committees on which such director serves. The Board need not accept such offer of resignation; however, the submission of such offer of resignation provides the opportunity for the Board to review the appropriateness of the continuation of such individual’s membership on the Board. In some cases, it may be appropriate for such director to be replaced as a member of one or more of the committees on which he or she serves but be retained as a director.

3. Board Membership Criteria.

(a) Background. The Board will seek members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. This assessment will include an individual’s independence, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board.

(b) Simultaneous Service. No director should serve on more than four other public company boards. Directors should advise the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board.

(c) Financial Literacy. Directors should know how to read and understand fundamental financial statements and understand the use of financial ratios and information in evaluating the financial performance of the Company.

(d) Experience. Directors should have demonstrated experience and knowledge in corporate governance issues and the duties of directors to the Company and its stockholders.

(e) Character. Directors should be persons of good character and thus should possess all of the following personal characteristics:

- *Integrity*: Directors should demonstrate high ethical standards and integrity in their personal and professional dealings;
- *Accountability*: Directors should be willing to be accountable for their decisions as directors;

- Judgment: Directors should possess the ability to provide wise and thoughtful counsel on a broad range of issues;
- Responsibility: Directors should interact with each other in a manner which encourages responsible, open, challenging and inspired discussion;
- High Performance Standards: Directors should have a history of achievements which reflects high standards for themselves and others;
- Commitment and Enthusiasm: Directors should be committed to, and enthusiastic about, their performance for the Company as directors, both in absolute terms and relative to their peers; and
- Courage: Directors should possess the courage to express views openly, even in the face of opposition.

(f) Expectations. Each Director will be expected to:

- dedicate sufficient time, energy and attention to ensure the diligent performance of his or her duties;
- comply with the duties and responsibilities set forth herein and in the By-laws of the Company;
- comply with all duties of care, loyalty and confidentiality applicable to directors of publicly traded corporations organized in our jurisdiction of incorporation; and
- adhere to the Company's Code of Conduct and Ethics, including, but not limited to, the policies on conflicts of interest expressed therein.

Exceptional candidates who do not meet all of these criteria may still be considered.

4. New Directors. The Nominating and Corporate Governance Committee has, as one of its responsibilities, the recommendation of director candidates to the full Board. Nominees for directorship will be selected, or recommended for selection by the Board, by the Nominating and Corporate Governance Committee in accordance with the policies and principles in its charter. The Nominating and Corporate Governance Committee will maintain an orientation program for new directors.

5. Retirement.

(a) Term Limits. The Board does not favor term limits for directors, but believes that it is important to monitor overall Board performance. Therefore, the Nominating and Corporate Governance Committee shall review each director's continuation on the Board every three years. This will allow each director the

opportunity to conveniently confirm his or her desire to continue as a member of the Board.

(b) Retirement Policy. No person shall be nominated by the Board to serve as a director after he or she has passed his or her 72nd birthday, unless the Nominating and Corporate Governance Committee has recommended to the Board, and the Board has voted, on an annual basis, to waive, or continue to waive, the retirement age of such person as a director as a result of the Committee's and the Board's affirmative determination that he or she provides an important and distinctive value in their role as a director.

(c) Resignation Policy – Management Directors. Management directors shall offer to resign from the Board upon their resignation, removal or retirement as an officer of the Company, unless their contractual agreements with the Company provide otherwise.

(d) Directors Changing Their Present Job Responsibilities. The Board expects directors to offer to resign from the Board upon a change in their business position including, without limitation, retirement from the position on which their original nomination was based. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under the circumstances.

II. Conduct:

1. Directors' Duties. The Board is elected by stockholders to provide oversight and strategic guidance to senior management. The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's officers, employees, outside advisors and independent auditors. The Board selects and oversees the members of senior management, to whom the Board delegates the authority and responsibility for the conduct of the day-to-day operations of the business.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors are expected to review meeting materials prior to Board and committee meetings and, when possible, should communicate in advance of meetings any questions or concerns that they wish to discuss so that management will be prepared to address the same. Each director's attendance at, and preparation for, Board meetings and meetings of committees on which they serve, shall be considered by the Nominating and Corporate Governance Committee when recommending director nominees.

2. Board Meetings.

(a) Selection of Agenda Items and Executive Sessions. The Chair and Chief Executive Officer should establish the agenda for Board meetings. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will meet at least quarterly in executive session without management directors and any members of the Company's management, whether or not they are directors, who may otherwise be present. Each non-management director shall take turns serving as the presiding director for the executive session on a rotating basis, and this procedure shall be disclosed in the annual proxy statement. If, however, one director is chosen to preside at all executive sessions, his or her name shall be disclosed in the annual proxy statement. The annual proxy statement shall also disclose how interested persons may communicate with any such person or the directors who meet in executive session as a group. In addition, at least annually, all independent directors shall meet in executive session.

(b) Distribution of Materials. The Company shall distribute, sufficiently in advance of meetings to permit meaningful review, written materials, which shall in all events include recent financial information, for use at Board meetings.

(c) Attendance of Non-Directors. The Board believes that attendance of key executive officers augments the meeting process, and such attendance should be encouraged except where prohibited by regulatory requirements.

(d) Number of Meetings. The Board shall hold a minimum of 4 meetings per year.

3. Conflicts of Interest. Directors shall avoid any action, position or interest that conflicts with an interest of the Company, or gives the appearance of a conflict. The Company annually solicits information from directors in order to monitor potential conflicts of interest and directors are expected to be mindful of their fiduciary obligations to the Company.

4. Share Ownership by Directors. The Board believes that the number of shares of the Company's stock owned by each director is a personal decision, and encourages stock ownership.

5. Director Compensation. The form and amount of director compensation will be determined by the Compensation Committee in accordance with the policies and principles set forth in its charter. The Board is aware that questions as to directors' independence may be raised when directors' fees and emoluments exceed what is customary. Similar concerns may be raised when the Company makes substantial charitable contributions to organizations in which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director. The Board will critically evaluate each of these matters when determining the form and

amount of director compensation and will ensure that such payments do not violate the applicable independence requirements of the New York Stock Exchange.

6. Orientation and Continuing Director Education. Within the first 90 days after election or appointment to the Board, each new member of the Board shall commence participation in a mandatory orientation program in which such new member will have the opportunity to visit the Company's facilities and will have the opportunity to meet with corporate department heads, which orientation program shall be completed within the first 180 days after election or appointment. In addition, the management of the Company shall provide new members of the Board with materials, briefings and educational opportunities to permit them to become familiar with the Company and to enable them to better perform their duties. In addition, from time to time on a continuing basis, all members of the Board shall receive additional materials, briefings and educational opportunities to enable them to remain current with matters within their purview. The Nominating and Corporate Governance Committee shall be responsible for the maintenance of the orientation and continuing education programs for all directors.
7. Assessing Board Performance. The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
8. Access to Officers and Employees. Board members have complete and open access to the Company's Chief Executive Officer, Chief Financial Officer, General Counsel and Vice President, Treasury and Strategic Planning. Board members who wish to have access to other members of management should coordinate such access through one of the foregoing.
9. Interaction with Third Parties. The Board believes that management should speak for the Company and that the Chair should speak for the Board. In order to ensure compliance with applicable securities laws and to avoid the potential detriment to the interests of the Company and its stockholders and other constituencies that could result from inconsistent communications, the members of the Board will not respond to media inquiries or make statements to the media regarding the Company and its business without consultation with, and approval by, the Chair of the Board or the Board.
10. Board Authority. The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.
11. Confidentiality. The Board believes that maintaining confidentiality of information and deliberations is an imperative. Information learned during the course of service on the Board is to be held confidential and used solely in furtherance of the Company's business. Each member of the Board shall sign a standard confidentiality agreement.

III. **Committee Issues**

1. Board Committees. The Board shall have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The Audit Committee shall consist solely of independent directors as required by Exchange Act and New York Stock Exchange rules, subject to applicable phase-in rules and regulations and other permitted exceptions. The members of the Compensation Committee and the members of the Nominating and Corporate Governance Committee shall not be required to meet the independence requirements of the New York Stock Exchange during any period in which the Company is a “controlled company.” If the Company ceases to be a “controlled company,” the members of these Committees shall meet the independence requirements of the New York Stock Exchange within the periods required by the New York Stock Exchange’s phase-in rules applicable to companies who cease to be “controlled companies.” Committee members will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee with consideration of the desires of individual directors. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.
2. Rotation of Committee Assignments and Chairs. Committee assignments and the designation of committee Chairs should be based on the director’s knowledge, interests and areas of expertise. The Board does not favor mandatory rotation of committee assignments or Chairs. The Board believes experience and continuity are more important than rotation. Committee members and Chairs may be rotated in response to changes in membership of the Board and in all cases should be rotated only if rotation is likely to increase committee performance.
3. Committee Charters. Each committee shall have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its own performance.
4. Frequency and Length of Committee Meetings. The Chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee’s charter.

IV. **Chief Executive Officer Evaluation and Management Succession**

1. CEO Compensation. The Compensation Committee will conduct an annual review and approve corporate goals and objectives relevant to Chief Executive Officer compensation and determine and approve the Chief Executive Officer’s compensation level based on this evaluation in accordance with the policies set forth in the charter of the Compensation Committee.

2. Succession. At least annually, the Nominating and Corporate Governance Committee will develop, reassess annually and make recommendations to the Board with respect to succession plans for the Chief Executive Officer and other key executive officers of the Company, and develop plans for interim succession for the Chief Executive Officer in the event of an unexpected occurrence.

Exhibit A

Categorical Independence Standards

(A). The following commercial or charitable relationships will **not** be considered material relationships that would impair a director's independence:

- a director or an immediate family member* is an executive officer of another company that does business with Company and the annual sales to, or purchases from, the Company are less than one percent of the annual revenues of the company he or she serves as an executive officer.
- a director or an immediate family member is an executive officer of another company which is indebted to the Company, or to which the Company is indebted, and the total amount of either company's indebtedness to the other is less than one percent of the total consolidated assets of the company he or she serves as an executive officer and such indebtedness is not past due.
- a director or an immediate family member serves as an officer, director or trustee of a charitable organization, and the Company's discretionary charitable contributions to the organization are less than one percent of that organization's total annual charitable receipts (the Company's automatic matching of employee charitable contributions will not be included in the amount of the Company's contributions for this purpose).

(B). The following relationships **will** be considered material relationships that would impair a director's independence, absent a determination by the Board to the contrary:

- a director or an immediate family member is a partner of or of counsel to a law firm that performs substantial legal services to the Company on a regular basis; and
- a director or an immediate family member is a partner, officer or employee of an investment bank or consulting firm that performs substantial services to the Company on a regular basis.

* An "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

(C). Business relationships, other than those enumerated in (A) and (B) above, between the Company and an entity for which the director or an immediate family member serves as an officer or general partner or of which the director or an immediate family member is the owner of more than five percent of the outstanding equity interests will be evaluated by reference to the following criteria:

- is the business arrangement usually and customarily offered to customers or suppliers by the Company?
- is the arrangement offered on substantially similar terms as those prevailing at the time for comparable transactions with other customers or suppliers under similar circumstances?
- in the event that (i) a proposed arrangement were not made or (ii) an existing arrangement were terminated in the normal course of business, would that action reasonably be expected to have a material and adverse effect on the financial condition, results of operations, or business of the recipient?

For relationships not covered by the guidelines above, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the Board.

The Company must explain in the next proxy statement the basis for any Board determination that a relationship was immaterial despite the fact that it did not meet the categorical standards of immateriality set forth in (A) above or violated any of the standards set forth in (B) or (C) above.