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**Chief Financial Officer**

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# Forward Looking Statements

This presentation and oral statements made from time to time by our representatives contain forward-looking statements. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information without limitation concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as “may,” “will,” “should,” “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate” or similar expressions. These statements are based on assumptions that we have made in light of our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, our ability to execute our tech-focused strategy, the review of potential dispositions of certain of our businesses and the terms and timing of any such transactions, competition from existing and future competitors in the highly competitive market in which we operate, failure to adapt our business model to keep pace with rapid changes in the recruiting and career services business, failure to maintain and develop our reputation and brand recognition, failure to increase or maintain the number of customers who purchase recruitment packages, cyclicalities or downturns in the economy or industries we serve, the uncertainty surrounding the United Kingdom’s future departure from the European Union, including uncertainty in respect of the regulation of data protection and data privacy, failure to attract qualified professionals to our websites or grow the number of qualified professionals who use our websites, failure to successfully identify or integrate acquisitions, U.S. and foreign government regulation of the Internet and taxation, our ability to borrow funds under our revolving credit facility or refinance our indebtedness and restrictions on our current and future operations under such indebtedness. These factors and others are discussed in more detail in the Company’s filings with the Securities and Exchange Commission, all of which are available on the Investors page of our website at [www.dhigroupinc.com](http://www.dhigroupinc.com), including the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016, under the headings “Risk Factors,” “Forward-Looking Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

You should keep in mind that any forward-looking statement made by the Company or its representatives herein, or elsewhere, speaks only as of the date on which it is made. New risks and uncertainties come up from time to time, and it is impossible to predict these events or how they may affect us. We have no obligation to update any forward-looking statements after the date hereof, except as required by applicable law.

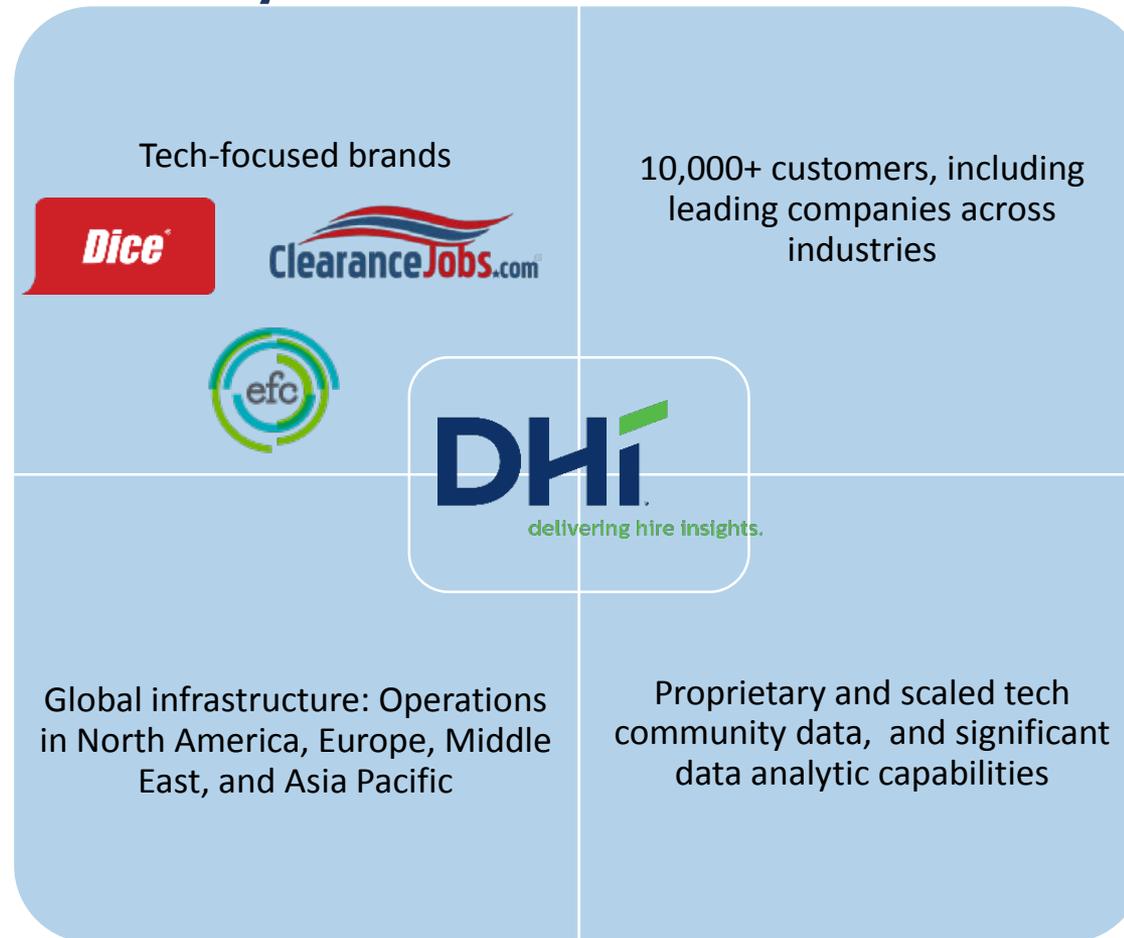
# Our Mission: the problem we're solving



We deliver high **quality** tech professionals that are **relevant** to our clients' needs, as **efficiently** as possible.

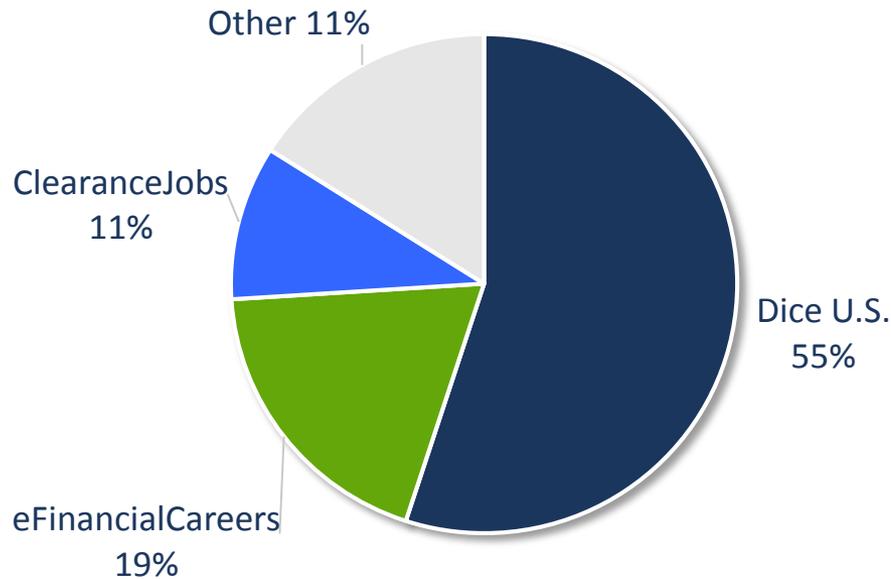
# DHI at a Glance

## Key Elements of Our Business

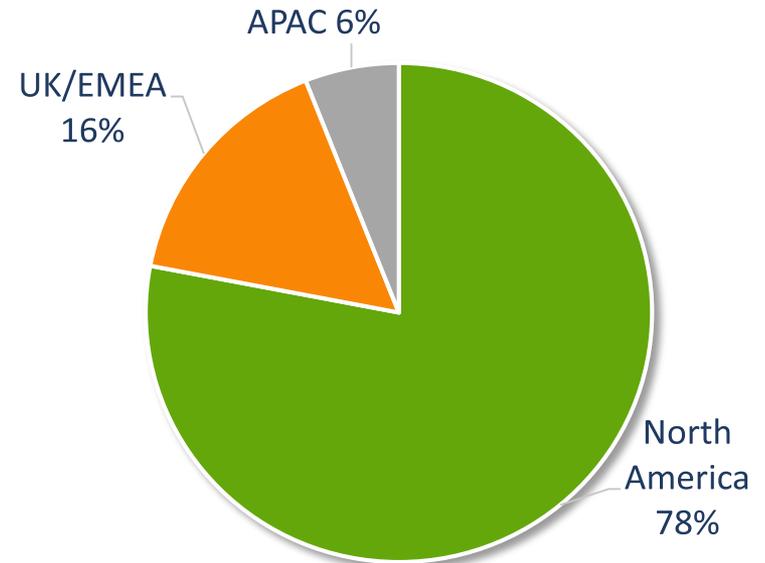


# Revenue Profile

## By Brand



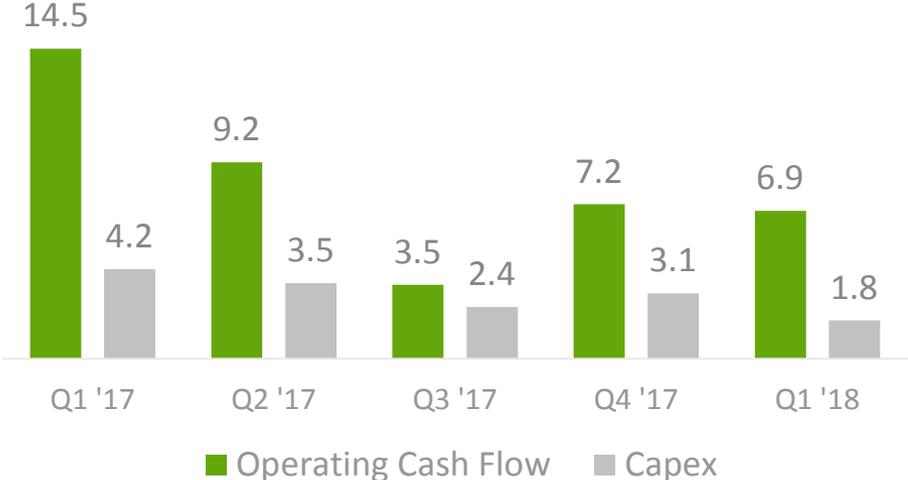
## By Region



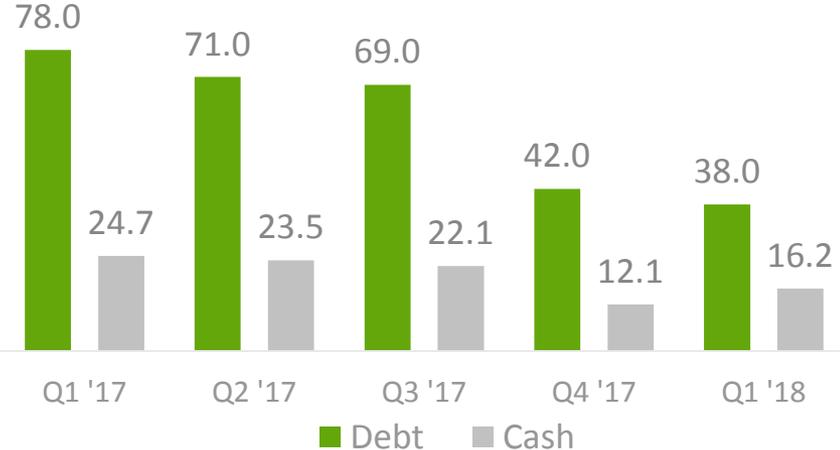
TTM Adjusted Revenue as of 3/31/18 of \$176 million

# Strong Financial Profile

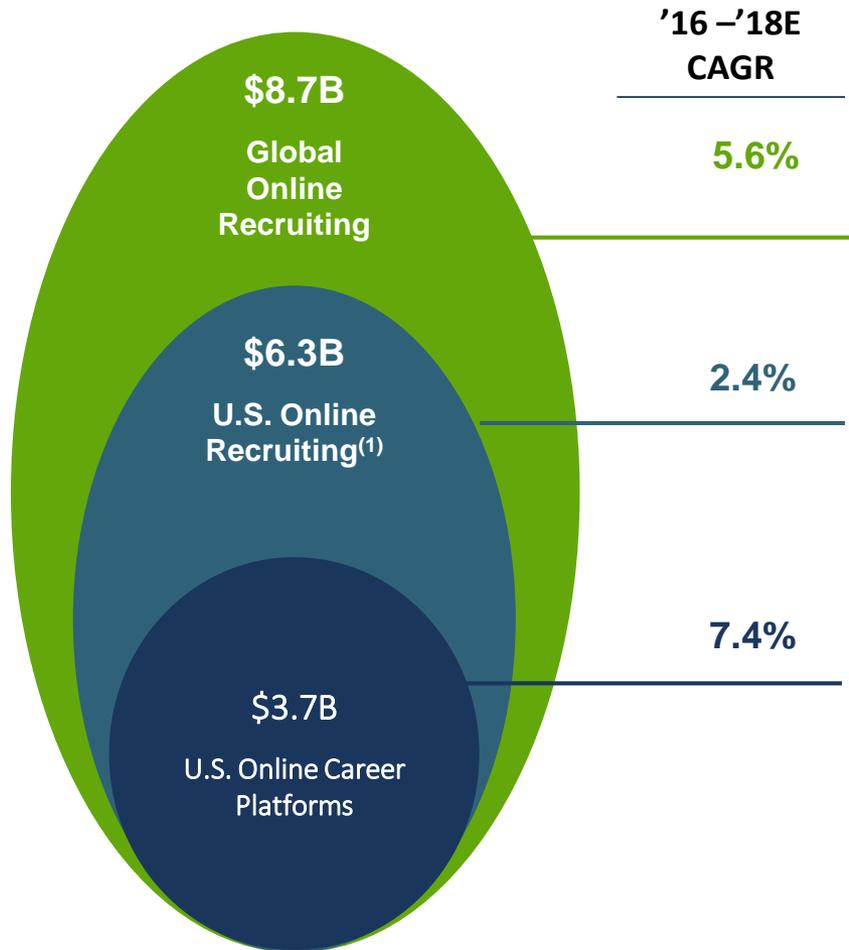
### Operating Cash Flow & Capex (\$ millions)



### Debt & Cash (\$ million)



# Large and Growing Industry



### Key Secular Trends

- Mid-single digit long-term growth for online recruiting spend
- Global skills gap (especially for highly-skilled professions)
- Increasing usage of measurement tools and analytics

Source: Third party research  
Note: Online recruiting includes online job advertising and online career platforms. Online job advertising consists of: job postings on newspaper/periodical web sites (~\$550M); paid search / AdWords on Google; job ads on Facebook; job-related banner ads on all other sites; and recruitment marketing (~\$200-300M, not necessarily job specific). Online career platforms consists of jobs boards (traditional, niche, aggregators), professional networking, and social sourcing / job distributors associated with a career platform  
(1) Includes online job advertising

# Why Tech?

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Tech recruitment a pain point

- Tech professionals are dispersed and possess a unique combination of skills

Demand for tech talent is forecast to grow over next decade

- All companies are transforming into tech companies

Supply will not meet demand

- 1+ million unfilled tech roles in the U.S. alone by 2020

Global opportunity

- Common skills, languages, career paths and work frameworks

Opportunity to broaden offerings via next generation solutions

- Curated recruitment marketing, freelance marketplace

# Dice: A Leading Tech Brand



Leading Tech Career Hub Attracting Millions of Tech Pros

**2.2M**  
Searchable  
tech  
resumes

**2M**  
Unique  
monthly  
visitors

Leader in  
skills data,  
analytics,  
market  
insights

Innovative  
recruiting  
solutions

# Strong Supporting Tech-Centric Brands

Tech jobs as portion of total jobs:

25%



efinancialcareers

Financial services firms and recruiters have access to a global pool of high value financial professionals

Dedicated teams deliver industry insights, news and analysis for finance professionals

Operate in 19 markets worldwide

Recruitment packages represent largest revenue segment

Stabilizing markets

Tech jobs as portion of total jobs:

75%



Leading career site for professionals with active federal security clearances

Secure forum for employers to recruit cleared employees

Candidates search jobs from pre-screened defense employers and government contractors

High growth and innovation

Company's testbed

# Progress Under Tech-Focused Strategy

November 2016

Diverse portfolio of 7 brands across multiple industries



- November 2016: Announced Tech-focused strategy
- Goal: Focus resources behind Tech - the Company's best and biggest opportunity
- Strategic alternatives process from Nov. 2016 to April 2017

Today

Focused portfolio of 3 tech-centric brands



- April 2018: New CEO joins DHI
- Non-core divestitures largely complete
- Key resources and functional organizational structure in place
- Product pipeline established with execution on initiatives



# New CEO- Art Zeile

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## Background

- Multiple-time CEO with startup and turn-around experience
- Technology and product development focus
- Long time Dice customer

## Investment thesis

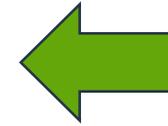
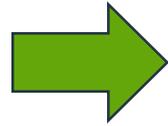
- Market demand is growing rapidly for tech professionals
- The current solutions are general in nature and don't serve the distinct needs of this very unique group
- DHI is specialized in tech recruiting - can be a disrupter in product innovation, again

## Strategic framework

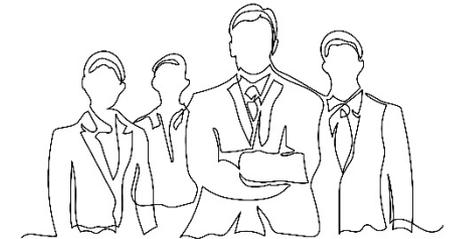
- Customer segmentation: grow relationships that fit the “Ideal Customer Profile”
- Shift company to “customer” and “innovation” focus
- Maintain EBITDA; smart expense management
- Strong balance sheet and liquidity backing our strategy

# Compelling Commercial Model

Professionals



Recruiters & Employers



## Want

Desirable career opportunities

Access to ideal employers

Relevant content to manage their careers

## Provide

Free access to employers for talent

Monetized access to professionals for employers

Packaged annual subscriptions

## Want

Qualified candidates

Searchable access to professional communities

Targeted job posting

# Go-To Site for Tech Pros

## Focus:

- Finding jobs
- Evaluating employers
- Becoming “searchable”

**Job & Opportunity Discovery**  
*(Active)*

## Focus:

- Staying relevant
- Job market awareness
- Get the job/project done more efficiently

**Performing on the Job**  
*(Passive)*

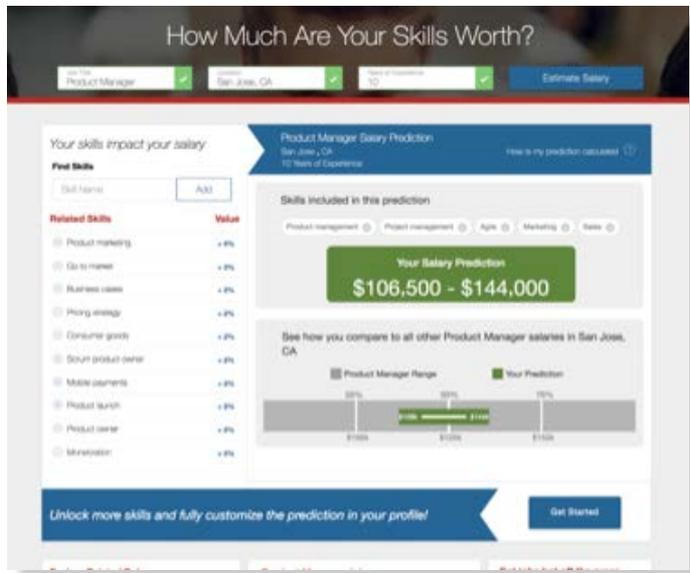


**Career Development**  
*(Active and Passive)*

## Focus:

- Career pathing/alignment
- Improving/adding new skills and certifications
- Job matching

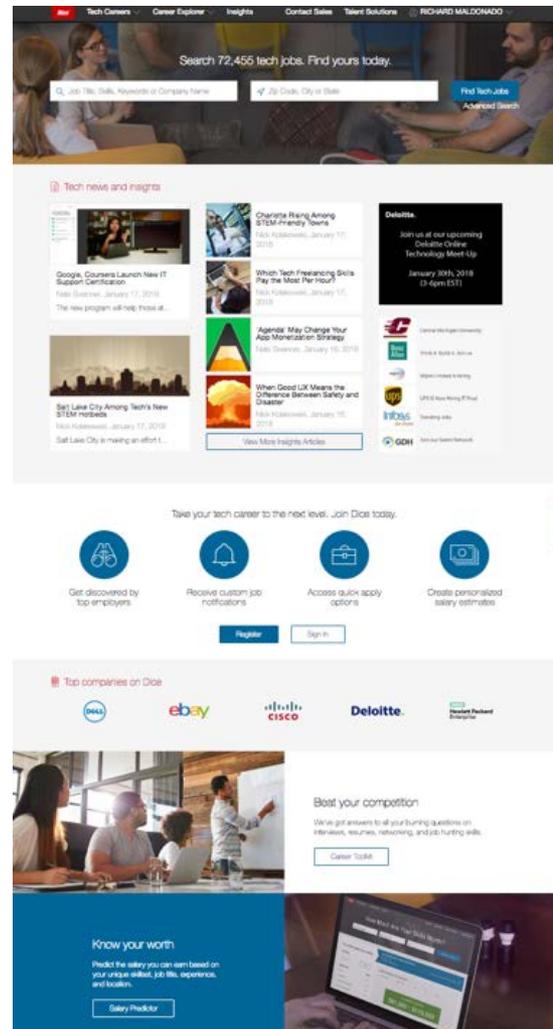
# Dice | Career Tools & Homepage



Salary and Career Path tools built on machine learning model, combine:

- Title
- Skills
- Location
- Years of experience
- Education

Drive registrations/profile updates



- Modernize Dice US/UK homepage
- Improve positioning of content/career tools
- Enable personalization
- Reduced bounce rates
- Increased applications

# Allocate Capital to Enhance Shareholder Value

Continue evaluating short-term priorities based on progress of non-tech divestitures

In the meantime, we lower revolver balance and preserve liquidity

## Priorities

Disciplined reinvestment in core tech franchise

Small, bolt-on acquisitions

Return capital

Debt Reduction

# DHI Investment Case

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- Solid core franchise in a relatively large, under served and growing market
- Recurring revenue stream: ~85% of Dice revenue from annual contracts
- New operating structure and strategy enables continued investment while maintaining profitability
- Strong cash flow generation, solid balance sheet, low capital intensity, and favorable working capital dynamics
- Capital allocation focused on enhancing shareholder value over the long-term

# Notes Regarding the Use of Non-GAAP Financial Measures

## Notes Regarding the Use of Non-GAAP Financial Measures

The Company has provided certain non-GAAP financial information as additional information for its operating results. These measures are not in accordance with, or an alternative for, measurements in accordance with generally accepted accounting principles in the United States (“GAAP”) and may be different from similarly titled non-GAAP measures reported by other companies. The Company believes that its presentation of non-GAAP measures, such as Adjusted Revenues, adjusted earnings before interest, taxes, depreciation, amortization, non-cash stock based compensation expense, other nonrecurring income or expense (“Adjusted EBITDA”) and Adjusted EBITDA margin provides useful information to management and investors regarding certain financial and business trends relating to its financial condition and results of operations. In addition, the Company’s management uses these measures for reviewing the financial results of the Company and for budgeting and planning purposes. The nonGAAP measures apply to consolidated results and results by segment or other measure as shown within this document. The Company has provided required reconciliations to the most comparable GAAP measures elsewhere in the document.

Adjusted Revenues is a non-GAAP metric used by management to measure operating performance. Adjusted Revenues represents Revenues less the revenues of divested businesses. We consider Adjusted Revenues to be an important measure to evaluate the performance of our ongoing businesses and provide comparable results excluding our divestitures.

### **Adjusted EBITDA and Adjusted EBITDA Margin**

Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP metrics used by management to measure operating performance. Management uses Adjusted EBITDA as a performance measure for internal monitoring and planning, including preparation of annual budgets, analyzing investment decisions and evaluating profitability and performance comparisons between us and our competitors. The Company also uses this measure to calculate amounts of performance based compensation under the senior management incentive bonus program. Adjusted EBITDA represents net income plus (to the extent deducted in calculating such net income) interest expense, income tax expense, depreciation and amortization, non-cash stock based compensation, losses resulting from certain dispositions outside the ordinary course of business including prior negative operating results of those businesses, certain writeoffs in connection with indebtedness, impairment charges with respect to long-lived assets, expenses incurred in connection with an equity offering or any other offering of securities by the Company, extraordinary or non-recurring non-cash expenses or losses, transaction costs in connection with the credit agreement, deferred revenues written off in connection with acquisition purchase accounting adjustments, writeoff of non-cash stock compensation expense, severance and retention costs related to dispositions and reorganizations of the Company, losses related to legal claims and fees that are unusual in nature or infrequent, and business interruption insurance proceeds, minus (to the extent included in calculating such net income) non-cash income or gains, interest income, and any income or gain resulting from certain dispositions outside the ordinary course of business, including prior positive operating results of those divested businesses, and gains related to legal claims that are unusual in nature or infrequent.

The Company modified its definition of Adjusted EBITDA during the first quarter of 2018 to also exclude severance and retention costs related to dispositions or reorganizations of the Company, the prior operating results of divested businesses, and losses related to legal claims and fees that are unusual in nature or infrequent. The Company changed its definition of Adjusted EBITDA to provide a more transparent and comparable view of its financial performance. Accordingly, all prior periods presented have been recast to reflect the current definition.

We also consider Adjusted EBITDA, as defined above, to be an important indicator to investors because it provides information related to our ability to provide cash flows to meet future debt service, capital expenditures and working capital requirements and to fund future growth. We present Adjusted EBITDA as a supplemental performance measure because we believe that this measure provides our board of directors, management and investors with additional information to measure our performance, provide comparisons from period to period and company to company by excluding potential differences caused by variations in capital structures (affecting interest expense) and tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses), and to estimate our value. Adjusted EBITDA Margin is computed as Adjusted EBITDA divided by Adjusted Revenues. Adjusted Revenues, Adjusted EBITDA and Adjusted EBITDA Margin are not measurements of our financial performance under GAAP and should not be considered as an alternative to net income, operating income, revenue or any other performance measures derived in accordance with GAAP as a measure of our profitability.