



**DHI GROUP, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. Purpose**

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors of DHI Group, Inc., a Delaware corporation (the "Company"), shall (a) identify individuals qualified to become Board members (consistent with criteria approved by the Board); (b) select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders (consistent with the Company's obligations under its contractual arrangements); (c) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and (d) oversee the evaluation of the Board and management.

### **II. Organization**

The Committee shall consist of three or more directors. The members of the 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" within the meaning of the New York Stock Exchange's listing standards, unless the Board otherwise determines not to rely on the New York Stock Exchange's "controlled company" exemption. If the Company ceases to be a "controlled company" or the Board determines not to rely on the New York Stock Exchange's "controlled company" exemption, the members of the Committee 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."

The members of the Committee shall be appointed by the Board. Members of the Committee may be removed at any time by action of the Board. The Committee's chairperson shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate. If the Company does not qualify as a "controlled company," any such subcommittee shall be composed entirely of directors who satisfy the applicable independence requirements of the New York Stock Exchange. Any such subcommittee must have a published Committee Charter.

### **III. Meetings**

The Committee shall meet at least two times per year on a quarterly basis, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically to the extent permitted by the Company's organizational documents and applicable Delaware law.

### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Review and make recommendations regarding the size, composition and organization of the Board in order to ensure that the Board has an appropriate breadth of expertise and its membership consists of persons with sufficiently diverse and independent skill sets and backgrounds.
2. Develop and recommend to the Board specific criteria for the selection of directors.
3. With respect to director nominees, (i) identify, in consultation with the Chief Executive Officer, individuals qualified to become members of the Board (consistent with criteria approved by the Board), (ii) review, in consultation with the Chief Executive Officer, the qualifications of any such person submitted to be considered as a member of the Board by any stockholder or otherwise, (iii) conduct background checks of individuals the Committee intends to recommend to the Board as director nominees, and (iv) in consultation with the Chief Executive Officer, select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders or to fill in vacancies on the Board. In identifying and reviewing qualifications of candidates for membership on the Board, the Committee shall evaluate all factors which it deems appropriate, including the requirements of the Company's corporate governance guidelines and the other criteria approved by the Board.
4. Develop and periodically reassess policies and procedures with respect to the consideration of any director candidate recommended by stockholders or otherwise.
5. Review and make recommendations to the Board with respect to the size, composition and organization of the committees of the Board (other than this Committee), including making recommendations to the Board with respect to members and chairpersons of these committees.
6. Recommend procedures for the smooth functioning of the Board, including the calendar, agenda and information requirements for meetings of the Board, meetings of

committees of the Board, regularly scheduled executive sessions of non- management directors and at least annual executive sessions consisting of only independent directors.

7. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under applicable requirements and listing standards. If appropriate, develop and recommend to the Board categorical standards for determining whether individual directors are independent and periodically reassess these standards and make recommendation to the Board with respect to any change the Committee deems appropriate.
8. 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.
9. Oversee the Board's annual self-evaluation process. 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.
10. Participate in and oversee the evaluation of management, and report the results of such evaluation to the Board at least annually.
11. Develop, review and assess the adequacy of the Company's corporate governance principles and guidelines annually and recommend to the Board any changes deemed appropriate by the Committee.
12. Oversee the orientation program for new directors and continuing education programs for directors.
13. Periodically review with the CEO the performance and contributions of individual directors. Formally review each director's continuation on the Board every three years.
14. Review and discuss as appropriate with management the Company's public disclosures and its disclosures to stock exchanges relating to independence, governance and director nomination matters, including in the Company's proxy statement.
15. Review and assess the adequacy of this Charter annually in light of the New York Stock Exchange rules and federal securities laws, and recommend to the Board any changes deemed appropriate by the Committee.
16. Review its own performance annually.

17. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.
18. The foregoing responsibilities and duties set forth in this Charter should serve as a guide only, with the express understanding that the Committee may carry out additional responsibilities and duties and adopt additional policies and procedures as may be necessary in light of any changing business, legislative, regulatory, legal or other conditions.

## **V. Resources**

The Committee shall have the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain independent legal, accounting and other advisors to assist it with any background checks and to carry out its duties. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting or to meet with any members of, or advisors to, the Committee.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to counsel, accountants, advisors, consultants, search firms or other professionals retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.