



DHI GROUP, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the "Committee") of the Board of Directors of DHI Group, Inc., a Delaware corporation (the "Company"), shall have direct responsibility for the compensation of the Company's executive officers, including the Company's Chief Executive Officer, and for incentive compensation, equity-based and pension plans as further provided in this Charter. For this purpose, compensation shall include:

- annual base salary;
- annual incentive opportunity;
- stock option or other equity participation plans;
- profit-sharing plans;
- long-term incentive opportunity;
- the terms of employment agreements, severance arrangements, change in control agreements and other similar agreements, in each case as, when and if appropriate;
- any special or supplemental benefits;
- pension rights; and
- any other payments that are deemed compensation under applicable rules and regulations of the U.S. Securities and Exchange Commission (the "SEC") and the New York Stock Exchange.

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. If the Company ceases to be a "controlled company", 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 on the recommendation of the Nominating & Governance Committee. 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.

If at any time the Committee includes a member who is not a "non employee director" ("Non-Employee Director") within the meaning of Rule 16b-3 under the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"), then either a subcommittee comprised entirely of individuals who are Non Employee Directors or the Board shall ratify any grants made to any individual who is subject to liability under Section 16 of the Exchange Act; provided that any such grants shall not be contingent on such ratification.

III. Meetings

The Committee shall meet at least four 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 approve the Company's compensation strategy to ensure it is appropriate to continue to attract, retain and motivate senior management and other key employees.
2. On an annual basis, review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (CEO), evaluate the CEO's performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In evaluating, determining and approving the long-term incentive component of CEO compensation, the Committee will also

consider, among such other factors as it may deem relevant, the Company's performance, stockholder returns, the value of similar incentive awards to chief executive officers at comparable companies, the value of similar awards given to other executive officers of the Company and the awards given to the CEO in past years. The CEO shall not be present during voting or deliberations relating to the CEO's compensation.

3. On an annual basis, as directed by the Board, review and approve the compensation of all other executive officers of the Company. In approving, the Committee shall seek to ensure that senior executives are compensated effectively and in a manner consistent with the Company's articulated compensation strategy, internal considerations, competitive factors and applicable regulatory requirements.
4. Review, evaluate and make recommendations to the Board with respect to the Company's incentive compensation plans, equity-based plans and pension plans. With respect to each such plan, the Committee, as directed by the Board, shall have responsibility for:
 - (i) administering any employee stock plan;
 - (ii) setting performance targets under all annual bonus and long term incentive compensation plans as appropriate and committing to writing any and all performance targets for all executive officers who may be "covered employees" under applicable laws and regulations;
 - (iii) certifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);
 - (iv) approving all amendments to, and terminations of, all compensation plans and any awards under such plans;
 - (v) granting any awards under any performance based annual bonus, long-term incentive compensation and equity compensation plans to executive officers or current employees with the potential to become the CEO or an executive officer, including stock options and other equity rights (*e.g.*, restricted stock, stock purchase rights);
 - (vi) approving which executive officers are entitled to awards under the Company's stock option plan(s); and
 - (vii) approving repurchases of securities from terminate employees.

All plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been

delegated.

5. Review and approve, as directed by the Board, any employment agreement or transaction with an executive officer of the Company involving compensation in excess of \$120,000 per year.
 6. Establish and periodically review policies concerning perquisite benefits.
 7. Determine and approve the Company's policy with respect to change of control or "parachute" payments.
 8. Review and establish/manage executive officer and director indemnification and insurance matters.
 9. Approve compensation awards, including individual awards, as may be required to comply with applicable tax and state corporate laws.
 10. Review the Company's compensation disclosures in its annual proxy statement and its Annual Report on Form 10-K filed with the SEC. Review and discuss with management the Company's Compensation Discussion and Analysis ("CDA"). Recommend to the Board whether such compensation disclosures and CDA should be disclosed in the Company's Annual Report on Form 10K or annual proxy statement filed with the SEC, as applicable.
 11. Prepare any report required by applicable rules and regulations or listing standards, including the report required by the SEC to be included in the Company's annual proxy statement, or, if the Company does not file a proxy statement, in the Company's Annual Report filed on Form 10-K with the Securities and Exchange Commission.
 12. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
 13. Review its own performance annually.
 14. Report regularly to the Board.
 15. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.
- Nothing in this Charter shall preclude the Board from discussing CEO or non CEO compensation generally or any other subject. 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 authority to retain and terminate independent legal and other advisors to assist the Committee in the evaluation of director, CEO or senior executive compensation and its other duties under this charter. 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 or consultants 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 any counsel, advisor, consultant or other professional retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.