

CDI Corp.

EXECUTIVE COMMITTEE CHARTER

PURPOSE

The Executive Committee (“the Committee”) exercises all the powers of the Board when the Board is not in session and is unable to meet, or it is impractical for the Board to meet, except to the extent limited by Pennsylvania Law, the Company’s Articles of Incorporation or By-Laws, or as otherwise limited by the Board of Directors.

COMPOSITION OF THE EXECUTIVE COMMITTEE

The Executive Committee shall be appointed by the Board and shall consist of three or more Directors.

QUORUM AND MEETINGS

A quorum of the Committee shall be deemed present when a majority of the appointed members are in attendance. The Committee shall not meet on a regular basis but, rather, shall meet as needs for its service arise. Meetings shall be scheduled at the discretion of the Chairman. Notice of the meetings will, if possible, be given at least a week in advance and may be held telephonically. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. However, whenever a meeting is held the Committee will meet in executive session as part of the meeting. The Committee will keep minutes of its meetings and will make minutes available to the full Board for its review.

REPORTS

The Committee will report to the Board on a timely basis with respect to its activities and recommendations. When presenting recommendations or advice to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

OTHER AUTHORITY

The Committee is authorized to confer with Company management and other employees to the extent it deems necessary or appropriate to fulfill its duties. The Committee is authorized to conduct or initiate investigations into any matters within the Committee’s scope of responsibilities. The Committee is also authorized to seek outside legal or expert advice, including financial advice, to the extent deemed necessary or appropriate, provided it keeps the Board advised as to the nature and extent of such outside advice.

RESPONSIBILITIES AND DUTIES

The Committee is designated to act on all Board matters with full Board authority when the Board is not in session and is unable or it is impractical for the Board to meet, subject to the limitations noted in the Committee’s “Purpose” statement.