

CDI CORP.

FINANCE COMMITTEE CHARTER

PURPOSE

The Finance Committee oversees the financial affairs and policies of the company and any other duties assigned by the CDI Board of Directors.

COMPOSITION OF THE COMMITTEE

The Finance Committee shall be comprised of at least three directors and shall be selected by the Board from among its members.

MEETINGS

The Committee shall meet annually to review the proposed Operating and Capital Plans and thereafter as required. The Committee will meet in executive session at least once each meeting.

RESPONSIBILITIES AND DUTIES

The Committee reviews and makes recommendations to the Board for approval regarding the following:

- The proposed Operating and Capital Plans for the following year including but not limited to, capital expenditures, assumption of debt, merger plans, acquisitions, joint ventures, partnerships or combinations of business interests and dispositions if such dispositions are outside of the normal course of business;
- The current and anticipated financing alternatives related to the Company's Long-Range Plans including but not limited to, the Company's cash position, capital structure, financing arrangements and the issuance, sale or repurchase of the Company's equity or long-term debt;

After the Board has approved the Committee recommendations regarding the above matters, no further action is required by the Committee except:

- The use of equity or equity equivalents in any transaction requires Committee review and Board approval;
- The Committee reviews and, as appropriate, approves any capital expenditures which are greater than \$4 million or, in the case of acquisitions which have not been individually approved, any acquisition which would bring the total of such acquisitions to a total which exceeds \$15 million annually;

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- The Committee reviews and as appropriate approves any expenditures which are not in accordance with the Capital or Financing plans approved by the Board.

- A. The Committee can approve individual acquisitions up to an amount of \$20 million. All individual transactions exceeding \$20 million are subject to Committee review and Board approval.

- B. The Committee shall periodically review the performance of acquisitions that can be tracked against the proforma forecasts that were made at the time the acquisition was approved.

- C. The Committee will periodically review and report to the Board on the administration and performance of the retirement and pension plans maintained by the Company and its Subsidiaries and make such recommendations regarding the plans, as the Committee deems appropriate.