

## **CDI Corp.**

### **Corporate Governance Principles**

The Board of Directors of CDI Corp. (“the Company”) believes that effective and consistent governance of the Company is an essential part of the Company’s conducting itself in a responsible, legal and ethical manner. Accordingly, the Board has developed and adopted these Corporate Governance Principles to provide a framework for the governance of the Company.

#### **A. The Role of the Board**

The Company’s business is conducted by its employees, managers and officers, under the direction of the Chief Executive Officer and the oversight of the Board. The Board of Directors is elected by the Company’s shareholders to oversee management and to assure that the long-term interests of the shareholders are being served.

#### **B. Composition of the Board**

##### **1. Size**

The Bylaws of the Company provide that the shareholders or the Board of Directors will establish the size of the Board. The Board currently believes that the size of the Board generally should be within a range of eight to ten members. The Board will reassess its size from time to time and will determine its size based on needed expertise, needs of its committees or to accommodate an outstanding director candidate.

##### **2. Membership Criteria**

Directors should possess sound judgment and exhibit the highest levels of personal character and integrity, have demonstrated significant ability in his or her professional field and have such talent and/or experience which will complement other members of the Board in providing collective stewardship to the Company that will be in the long-term interests of the Company’s shareholders.

The Governance and Nominating Committee will work with the Board as a whole to determine any additional criteria for Board membership.

In determining whether to recommend a Director for reelection, the Governance and Nominating Committee also considers the Director’s past attendance at meetings and participation in and contribution to the activities of the Board.

##### **3. Independence of Directors**

A majority of the Directors will be “independent directors” as that term is defined from time to time by the listing standards of the New York Stock Exchange

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or otherwise by applicable law. The Board will annually make a determination of each Director's independence under such listing standards and applicable laws.

**4. Change in Corporate Affiliations or Professional Responsibilities; New Directorships**

Any Director who takes any of the following actions:

- changes his or her employer,
- significantly changes his or her job responsibilities, or
- accepts a directorship of another public company

shall give prompt written notice of such action to the Board.

Following receipt of such notice, the Governance and Nominating Committee will review the appropriateness of such Director continuing as a member of the Board and will make a recommendation as to such appropriateness to the Board.

The Board (excluding the affected Director) will then make a decision on the matter and will advise the Director of the decision. If the Board decides that the Director should no longer serve on the Board, the Director will be asked to submit a letter of resignation. If the Director does not submit a letter of resignation, the actions of the Director shall be deemed to be proper cause for the Director's removal from the Board.

**5. Term Limits**

The Board does not believe it should have pre-determined term limits for Directors. Rather, the Governance and Nominating Committee will evaluate each Director's continued service on the Board in connection with each annual decision regarding whether such Director should be nominated for reelection to the Board and at such other times as may be appropriate in particular circumstances. In connection with each annual decision regarding nominations for reelection, each Director should confirm his or her desire to continue as a member of the Board.

**6. Retirement Age**

The Board does not believe that it should have a mandatory retirement age for Directors. Rather, the Governance and Nominating Committee will evaluate each Director's effectiveness in connection with each annual decision regarding whether such Director should be nominated for reelection to the Board.

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**C. Board Leadership**

**1. Chairman of the Board**

The Board should have flexibility to decide whether it is best for the Company at a given point in time for the roles of the Chief Executive Officer and Chairman of the Board to be separate or combined. The Chairman of the Board will chair each Board meeting and, if such Chairman is an Independent Director, will also chair each Executive Session of the Board and each meeting of Non-Management Directors.

**2. Presiding Independent Director**

Whenever the Chairman of the Board is not an Independent Director, the Independent Directors will select from among themselves a continuing Presiding Independent Director who will preside at one or more separate meetings of the Non-Management Directors (which will include the Independent Directors and any other Directors who are not officers of the Company even though they may have another relationship with the Company or its management that prevents them from being Independent Directors).

**D. Board Compensation and Stock Ownership Requirements**

**1. Compensation**

The Governance and Nominating Committee has the responsibility to recommend to the Board compensation arrangements for non-employee Directors. In performing this function, the Committee's objectives should be to compensate Directors fairly for the work they perform and to align Directors' interests with the long-term interests of the Company's shareholders. In connection with this second objective, the Board believes that Directors should be offered the right to receive equity-based compensation in lieu of part or all of the cash compensation they would otherwise receive.

**2. Stock Ownership Requirements**

The Board believes that, in order to align the interests of Directors and shareholders, Directors should have a meaningful financial stake in the Company. Accordingly, the Board believes that each Director who has served on the Board for at least four years should own at least \$100,000 (market value) of the Company's stock. Any Director who does not own this amount of stock by and after his or her fourth year on the Board will thereafter automatically have \$30,000 of the Director's Retainer Fee payable in subsequent years deferred into the Stock Purchase Plan until this requirement is met. "Owned" shares for this purpose include shares owned directly by a Director or his/her spouse, shares held in a trust established by the Director for his own benefit or for the benefit of members of his family, and deferral units under the Company's Stock Purchase Plan.

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**E. Board of Directors' Responsibilities**

The Company's Board of Directors represents the shareholders' interest in perpetuating a successful business and optimizing long-term financial returns in a manner consistent with applicable legal requirements and ethical considerations. The Board is responsible for identifying and taking reasonable actions to help assure that the Company is managed in a way designed to achieve this result. Consistent with the importance of the Board's responsibilities, each Director is expected to be familiar with the Company's business and public disclosures, to review in advance of Board meetings all related materials distributed to the Board and to attend and participate in meetings of the Board and meetings of any committee of which such Director is a member.

In discharging its responsibilities, the Board shall perform the following functions and such others as may fall within its oversight role:

**1. Selection, Evaluation and Retention of the Chief Executive Officer and Oversight of Selection and Performance of Other Executive Officers**

The Board, with assistance from the Governance and Nominating Committee and the Compensation Committee, has the responsibility to select and evaluate the performance of the Chief Executive Officer for purposes of making decisions about the retention of the Chief Executive Officer, to oversee the selection and evaluation of the performance of other executive officers and to monitor on a regular basis the effectiveness and execution of management strategies and decisions in optimizing the Company's long-term financial returns in a manner consistent with applicable legal requirements and ethical considerations.

**2. Management Succession Planning**

The Board is responsible for developing, upon recommendation of the Governance and Nominating Committee, a plan for succession of the Chief Executive Officer, including a plan for such succession in the event of an unplanned or emergency departure of the CEO.

**3. Understanding, Reviewing and Monitoring Implementation of Strategic Plans and Annual Operating Plans and Budgets**

The Board is responsible for overseeing and understanding the Company's strategic plans from inception through development and execution and should regularly monitor implementation of such plans to determine whether they are being implemented effectively and whether any changes are needed. The Board also is responsible for overseeing and understanding the Company's annual operating plans and annual budgets and for monitoring whether these plans are being implemented effectively and within budgetary limits.

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**4. Advising Management on Significant Issues**

The Board is responsible for utilizing the broad range of experiences and perspectives of Directors to advise and counsel management, both in meetings and in informal consultations, on significant issues facing the Company.

**5. Review and Approval of Significant Company Actions and Certain Other Matters**

The Board is responsible under state corporate law to effect significant actions by the Company, including election of executive officers, declaration of dividends and approval of major transactions. In addition, the Board is responsible for approving certain actions by the Company as set forth in these Principles and any Company policies that may be adopted from time to time by the Board, or as otherwise required by the New York Stock Exchange or applicable law.

**6. Nominating Directors and Committee Members and Overseeing Effective Corporate Governance**

The Board and the Governance and Nominating Committee are responsible for (a) evaluating and nominating Directors and members of Board committees, (b) overseeing the structure and practices of the Board and its committees and (c) overseeing other corporate governance matters, as more fully set forth in this policy and the charter of the Governance and Nominating Committee.

**7. Consideration of Other Constituencies**

In addition to fulfilling its obligation to increase shareholder value, the Board may consider the impact of various actions and decisions on the Company's customers, employees, suppliers and the communities where it operates - all of which are essential to a successful business.

**F. Board Access to Management**

Every Board member shall have access to the management of the Company. It is assumed that Board members will use judgment to be sure that this contact is not unnecessarily distracting to the business operations of the Company and that such contact, where appropriate, be arranged through the Chief Executive Officer or the Secretary, so that the appropriate expertise is engaged.

**G. Access to Advisors**

The Board and its committees shall have the authority, at the expense of the Company, to retain such independent accounting, legal and other advisors as it or they shall deem appropriate without management approval.

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**H. Meeting Procedures**

**1. Selection of Agenda Items for Board Meetings**

The Chairman of the Board and the Chief Executive Officer will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda.

**2. Board Materials Distributed in Advance**

Management shall be responsible for assuring that, as a general rule, information and data that are important to the Board's understanding of the Company's business and of matters expected to be considered and acted upon by the Board be distributed in writing to the Board sufficiently in advance of each Board meeting and each action to be taken by written consent to provide the Directors a reasonable time to review and evaluate such information and data. Management will make every attempt to see that this material is as concise as feasible, while still providing sufficient information to permit the Board to be appropriately informed of material matters to be considered at each Board meeting or other Board action.

**3. Attendance of Non-Directors at Board Meetings**

The Chairman of the Board and/or the CEO will arrange for members of senior management to attend Board meetings from time to time who can make presentations on, and respond to questions about, meeting topics over which they have responsibility.

**4. Separate "Executive Session" Meetings of Non-Management/Independent Directors**

The Non-Management Directors/Independent Directors shall meet separately from the other Directors in regularly scheduled executive sessions, without the presence of management directors or executive officers of the Company (except to the extent the Non-Management/Independent Directors request the attendance of any executive officers). Such regularly scheduled separate meetings shall be held at such times as may be determined by the Chairman of the Board or by any Independent Director then serving as a Presiding Independent Director. ***At least once a year, an executive session will be held of only Independent Directors.***

**I. Board Committees**

The Board has established the following committees to assist the Board in discharging its responsibilities:

- Audit Committee
- Compensation Committee

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- Governance and Nominating Committee
- Finance Committee
- Executive Committee

The Board may disband a committee as it determines appropriate and to the extent consistent with law, the Company's Bylaws and the listing standards of the New York Stock Exchange.

The committee chairs will report regularly to the Board on the activities of the committees.

The members of the Audit, Compensation and Governance and Nominating Committees will be "independent" as defined from time to time in the listing standards of the New York Stock Exchange and as may otherwise be required by law. In this regard, the members of the Audit Committee will also satisfy the independence requirements set forth in The Sarbanes-Oxley Act of 2002 and the Securities Exchange Commission regulations issued thereunder.

Committee Chairs, in consultation with the committee members, will determine the timing and length of committee meetings.

In view of the demands that committee service places on a Director, the Board will strive not to request any Director to serve on more than two committees at any one time.

**J. Miscellaneous**

**1. Code of Ethics**

Each Director is expected to subscribe to and act in accordance with the Company's Code of Ethics. In this regard, each Director will be required annually to certify in writing his or her agreement to comply with the Code of Ethics.

**2. Related Party Transactions**

The Board of Directors recognizes that related party transactions present a heightened risk of conflicts of interest and/or improper valuation (or the perception thereof) and therefore has adopted this policy which shall be followed in connection with all related party transactions involving the Company.

Under this policy, the Company will only enter into a "Related Party Transaction" if:

- the Governance and Nominating Committee has reviewed such transaction, determined it to be on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party, and recommended its approval to the Board of Directors; and

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- the transaction is subsequently approved by the disinterested members of the Board of Directors.

For these purposes, a “Related Party” is:

- an executive officer or director of the Company;
- a shareholder owning in excess of five percent of the Company;
- a person who is an immediate family member of an executive officer or director; or
- an entity which is owned or controlled by one of the foregoing or an entity in which one of the foregoing has a substantial ownership interest or control of such entity.

For these purposes, a “Related Party Transaction” is a transaction between the Company and any Related Party (including any transactions requiring disclosure under Item 404 of Regulation S-K under the Securities Exchange Act of 1934) other than:

- transactions available to all employees generally; and
- transactions related to the executive officer’s employment with the Company or the director’s performance of services as a director for the company (i.e. payment of salary, bonus, director fees, equity compensation, travel expenses and similar payments).

All Related Party Transactions will be disclosed in the Company’s applicable filings as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules.

**3. Director Orientation and Continuing Education**

Each new Director shall be given a thorough orientation with respect to his or her duties as a Director, including: (a) copies of these Principles; (b) materials from the Company’s General Counsel regarding the Company’s Insider Trading Policy and the Director’s responsibilities in connection with trading in the Company’s stock; and (c) background material on the Company, its business and issues of particular significance to the Company and meetings with the senior management. Each new Director and each new member of any Board committee also shall cooperate in fulfilling any additional orientation guidelines that may be recommended generally or on an ad hoc basis by the Governance and Nominating Committee to help assure that such Director has the necessary skills to perform his or her responsibilities as a Director and/or new member of any Board committee.

Each Director also shall cooperate in fulfilling all applicable continuing education guidelines established from time to time by the Governance and Nominating Committee.

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**4. Communication with Non-Management Directors**

Interested parties may make any concerns they may have about the Company known to the Non-Management Directors by writing a letter expressing their concerns, addressed as follows:

CDI Corp. Board of Directors  
Attn: Non-Management Directors  
c/o CDI Corp. General Counsel  
1717 Arch Street, 35<sup>th</sup> Floor  
Philadelphia, PA 19103-2768

All such letters will be forwarded unopened to the Chair of the Board if he or she is an Independent Director or to the Presiding Independent Director if the Chair is not an Independent Director. The General Counsel will log the fact that such letters have been received. Confidentiality of all such letters will be maintained to the greatest degree possible. Letters may be submitted anonymously. Neither the Company nor any of its employees will take any adverse or retaliatory action against anyone who submits such a letter.

**5. Performance Evaluations**

The Governance and Nominating Committee will develop the processes and procedures for the Board annually to evaluate the Board's performance, the performance of individual Directors and the performance of the Board's committees.

**6. Disclosure of these Principles**

These Principles, the charters of the Board's committees and the Company's Code of Ethics, will be posted on the Company's website and also will be available in print to any shareholder requesting them. Such availability on the Company's website and in print will be noted in the Company's annual report to shareholders.

**7. Revisions**

The Governance and Nominating Committee will reevaluate these Principles periodically and recommend to the Board of Directors for adoption such revisions as it deems necessary or appropriate.