

CDI Corp. Audit Committee

Process for Handling Complaints about Accounting Matters

The CDI Corp. Audit Committee (“the Committee”) has established the following process for receiving and handling complaints or concerns about the accounting, internal accounting controls or auditing related conduct of CDI Corp. and its subsidiaries (collectively “the Company”). Specifically, the Committee has established procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- (b) the confidential, anonymous submission by CDI employees of concerns regarding questionable accounting or auditing matters.

The procedure is as follows:

1. Any person who wants to make a complaint or express a concern of the type described in (a) or (b), above, should write a letter to the Committee describing the complaint/concern.
2. All such letters should be addressed and mailed to:

CDI Corp. Audit Committee
c/o CDI Corp. General Counsel
1717 Arch Street, 35th Floor
Philadelphia, PA 19103-2768
3. All such letters will be forwarded to the Committee. Investigations of complaints and concerns will be handled by the Company’s Legal Department though the Committee may direct that a particular complaint or concern be investigated by outside counsel or special advisors. The status of all such complaints will be reported regularly to the Committee and, if appropriate, to the full Board. All letters will be retained by the General Counsel’s office until the investigation of the complaint/concern contained therein has been completed and for a period of time thereafter as is determined by the Committee or may be specified in applicable regulations or the New York Stock Exchange listing standards.
4. Confidentiality of all such letters will be maintained to the greatest degree possible consistent with the conduct of a thorough, responsible investigation. Letters may be submitted anonymously.
5. Neither the Company nor any of its employees will take any adverse or retaliatory action against anyone who submits a complaint or concern pursuant to this procedure.