

CDI CORP.

COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee (“the Committee”) is to discharge the Board of Directors’ responsibilities relating to compensation of Company executives and to produce a report on executive compensation each year for inclusion in the Company’s proxy statement.

COMPOSITION OF THE COMPENSATION COMMITTEE

The Committee shall be appointed by the Board and consist of three or more directors who qualify as independent directors under the New York Stock Exchange listing standards, applicable laws and regulations and any independence standards that may be adopted by the Board. Committee members must also qualify as “outside” directors for purposes of Section 162(m) of the Internal Revenue Code as “non-employee” directors for purposes of Section 16(b) of the Securities Exchange Act. The Board may remove any Committee member at any time.

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 meet on a regular basis. 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 meetings may be held telephonically. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee will meet in executive session at least once each meeting. The Committee will keep minutes of its meetings and will make minutes available to the 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 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 delegate those of its functions as it may deem appropriate to subcommittees and 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 authorized to retain outside legal or other experts, including compensation consultants to assist in developing compensation policies, to the extent deemed necessary or appropriate, and shall have sole authority to approve such experts’ or advisors’ fees and retention terms. The Committee also shall have sole authority to approve, in advance, any compensation consultants retained by the Company, including the work done by, and the fees paid to, such consultants.

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GOALS AND RESPONSIBILITIES

The Committee shall have the following goals and responsibilities:

- Review and approve the corporate goals and objectives relevant to CEO compensation and evaluate the CEO's performance in light of those goals and objectives for the purpose of setting or adjusting the CEO's compensation.
- Have sole authority to determine the CEO's compensation level based on the Committee's evaluation of the CEO's performance.
- Annually develop, review, approve and recommend to the Board for approval, non-CEO compensation arrangements including salary, incentive compensation, bonus, stock options, restricted stock and other forms of compensation for the Executive Vice Presidents, Business Unit Presidents and other Executives reporting to the CEO (i.e. Executive Management).
- Review and approve the overall principles of incentive compensation distribution to other members of eligible management.
- Develop and recommend for Board approval management stock ownership requirements.
- Review and approve employee benefits to be provided to Executive Management.
- Review any significant proposed changes in the design of employee compensation and benefit plans with management and, if in agreement and if Board approval is required, recommend such changes to the Board for approval.
- Review Competitive/Peer Executive Compensation and Reward Plans to assist it in carrying out the above responsibilities.
- Produce the Compensation Committee Report for the Company's Proxy Statement.
- Annually review and evaluate the performance of the Compensation Committee and this Charter and recommend any proposed changes to the Board for approval.