

CDI CORP.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

PURPOSE

The Governance and Nominating Committee (“the Committee”) oversees matters relating to Board organization and composition, regulatory compliance, and evaluations of Board and executive management effectiveness. It is responsible for identifying qualified Board candidates and recommending their nomination for election to the Board as well as for recommending the slate of nominees for election to the Board at each annual meeting of shareholders. The Committee is also responsible to review executive succession planning and executive recruiting strategies and processes and for recommending procedures that will assure a smooth and orderly CEO transition when the need arises. Finally, the Committee is responsible for developing and recommending a set of Corporate Governance Principles for adoption by the Board and for recommending from time to time such changes to these Principles as may be appropriate.

COMPOSITION OF THE GOVERNANCE COMMITTEE

The Governance Committee shall be appointed by the Board and shall 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. 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 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 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 also authorized to retain outside legal or other experts, including search firms to assist it in identifying director or CEO candidates, to the extent deemed necessary or appropriate, and shall have sole authority to approve such experts’ or advisors’ fees and other retention terms.

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GOALS AND RESPONSIBILITIES

The Committee shall have the following goals and responsibilities:

- When directed by the Board, conduct searches for qualified board candidates and recommend their election to the Board. To be considered for board membership a candidate must 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, in the Committee's judgment, 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.
- Recommend the slate of nominees for election to the Board at each annual meeting of shareholders.
- Assist the Board in selecting and evaluating the performance of the Chief Executive Officer for purposes of making decisions about the retention of the Chief Executive Officer.
- Develop and recommend to the Board for adoption a set of Corporate Governance Principles applicable to the Company and to recommend from time to time such changes to these Principles as may be appropriate.
- Oversee the evaluations by the Board of the Board (including the Board Chair and individual Board members) and of management.
- Annually review the Board Committee structure, including the size and composition of all Board Committees.
- Annually review the Board's compliance with SEC and NYSE rules and oversee the Board's determination of each Director's independence under the NYSE listing standards and applicable law.
- Evaluate Board workload, compensation and evaluation timetables.
- Develop recommendations for Board approval of compensation terms for Board members who are not Company employees and annually report to the Board each Board member's compliance with stock ownership requirements.
- Conduct a Company orientation for new Directors.
- After full Board survey, accept or reject a Director's offer of resignation in response to such Director's meaningful change in job responsibilities or employer or the Director's acceptance without Board approval of the directorship of another public company.
- After each Annual Shareholders' Meeting, recommend for Board approval the election of the Company's Executive Officers and Board Committee Members and Chairs.

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- Review executive succession planning and executive recruiting strategies and processes. Recommend procedures that will assure an orderly CEO transition when the need arises.
- Establish from time to time as it may deem appropriate continuing education guidelines for members of the Board.
- Approve the Governance Committee Report for the Company's Proxy Statement (if any report is required or appropriate).
- Review and evaluate this charter and the performance of the Governance Committee annually and recommend any appropriate changes to the Board.