



Dice Holdings, Inc.



DHX NYSE

Business Support / Supplies

Market Capitalization USD:

\$525.04 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Scot W. Melland

Age: 49

CEO Since: 2001

	2009	2010	2011
Base Salary	\$440,000	\$497,923	\$500,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$321,500	\$936,300	\$511,000
Benefits and Perquisites	\$6,840	\$8,250	\$8,250
TOTAL ANNUAL COMPENSATION	\$768,340	\$1,442,473	\$1,019,250
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$462,000	\$536,892	\$443,960
Stock Awards	\$0	\$182,400	\$841,000
TOTAL COMPENSATION	\$1,230,340	\$2,161,765	\$2,304,210
Median of Other Named Executive Officers Total Compensation	\$758,115	\$930,615	\$921,843
Value Realized on Exercise of Stock Option	\$0	\$4,026,500	\$8,440,294
Value Realized on Vesting of Stock	\$0	\$0	\$118,688
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$4,026,500	\$8,558,982

Proxy Date: 15 Mar 2012

Annual Meeting Date: 20 Apr 2012

Equity Reserves: 22.83%

Stock Option Run Rate: 1.98%

Dice Holdings, Inc.

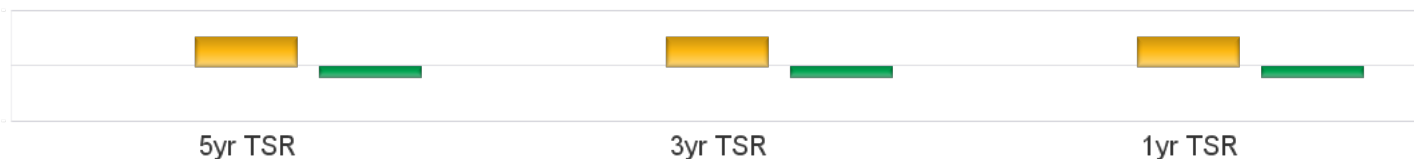
DHX NYSE

Business Support / Supplies

Market Capitalization USD: **\$525.04 mm**

Performance Comparison

■ vs S&P500 ■ vs Industry ■ DHX



Peer Comparisons (TRBC) =Business Support / Supplies

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
DHX	Dice Holdings, Inc.	\$1,230,340	\$2,161,765	\$2,304,210	\$525,035,550
ACTG	Acacia Research Corporation	\$789,696	\$1,255,154		\$1,543,000,565
FCN	FTI Consulting, Inc.	\$3,851,456	\$3,592,007		\$1,529,647,758
WXS	Wright Express Corporation	\$2,901,346	\$4,239,654		\$1,469,943,734
BRC	Brady Corporation	\$1,831,916	\$3,957,797		\$1,395,047,923
WOOF	VCA Antech, Inc.	\$1,861,929	\$5,266,314		\$1,383,794,364
DFT	DuPont Fabros Technology, Inc.	\$2,050,529	\$3,002,250		\$1,229,551,068

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Art Technology Group, ComScore, Constant Contact, Dealertrack Holdings, Internet Brands, Kenexa, Limelight networks, Liquidity Services, Liverpool, LogMeIn, LoopNet, RightNow Technologies, Tech Target, XO Group, Inc. (f/k/a The Knot), Travelzoo and Websense.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
William W. Wvman	Chairman	74	Male	6	Outside
H. Ravmond Bindham	Member	66	Male	3	Outside Related
Peter R. Ezerskv	Member	51	Male	7	Outside Related