



GLOBAL POLICY FOR REPORTING AND INVESTIGATING ACTUAL AND SUSPECTED VIOLATIONS OF THE DHI GLOBAL CODE OF CONDUCT AND ETHICS

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Purpose

It is the policy of DHI Group, Inc. and its subsidiaries (“**DHI**”, “**company**”, “**we**”, or “**our**”) to promote and encourage ethical behavior. The company recognizes that each officer, director, and employee have an important role to play in achieving this goal.

This Global Policy for Reporting and Investigating Actual and Suspected Violations of the DHI Global Code of Conduct and Ethics (“**Policy**”), commonly referred to as our “whistleblower policy,” governs the procedure by which employees, either directly or anonymously, can notify representatives of the company and the Audit Committee of the company’s Board of Directors (“**Audit Committee**”) of potential violations or concerns regarding the company’s or a co-worker’s conduct. In addition, this Policy establishes a mechanism for responding to, and keeping records of, any information received from employees regarding such potential violations or concerns.

**IF YOU SEE OR HEAR SOMETHING YOU BELIEVE IS ILLEGAL OR A VIOLATION OF
OUR VALUES OR OUR GLOBAL CODE OF CONDUCT AND ETHICS – REPORT IT!**

DHI policy protects employees who raise concerns against retaliation

Conduct Covered by This Policy

Employees are strongly encouraged to report any concern or misconduct that they become aware of in the course of their employment or otherwise connected to their employment or the company. You should report actual or suspected:

- Criminal conduct and violations of laws, regulations, rules, ordinances, judicial decisions, executive orders, and/or statutes of the countries and jurisdictions in which we operate (“**Applicable Law**”)
- Fraud or deliberate error in the preparation, evaluation, review, or audit of any of our financial statements
- Accounting and auditing irregularities
- Bribery, corruption, or illegal payments
- Fraud, theft, misappropriation, or other questionable practices, including practices related to the preparation or maintenance of our financial records
- Misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in our financial records, financial reports, or audit reports

- Deviations from full and fair reporting of our financial condition and/or financial statements
- Failure to comply with, or efforts to circumvent, our internal policies or internal controls
- Failure to comply with legal or regulatory obligations, including securities laws and regulations
- Actions that endanger health or safety, or might cause environmental damage
- Workplace violence or threats
- Discrimination and harassment
- Conflicts of interest
- Violations of the company's Global Code of Conduct and Ethics ("**Code**")
- Actions designed to have the effect of concealing any of the foregoing

Reporting Alleged Violations or Concerns

As set forth in the Code, you are encouraged to talk to your immediate supervisor or manager, or other appropriate personnel if you become aware of any conduct encouraged to be reported under this Policy or the Code.

If your manager or supervisor asks you to do something that you believe may violate this Policy or an Applicable Law, please immediately raise your concerns openly and honestly with him or her. If you are not satisfied with his or her response or if you feel it would be unwise or uncomfortable to raise the issue with your manager or supervisor, please escalate your concern to our General Counsel, Chief Executive Officer, or Chair of the Audit Committee. You should never knowingly violate this Policy, the Code, or applicable law simply because your manager or supervisor directs you to do so or because you failed to ask for guidance.

You may communicate your concern or complaint by letter, email, or telephone, as applicable, to the following persons, websites, or Whistleblower Toll Free Hotline:

- Chief Legal Officer
Attn: E. Jack Connolly c/o
DHI Group, Inc.
5745 Raccoon River Drive,
Suite 200
West Des Moines, IA 50266
(515) 978-3737
Email: jack.connolly@dhigroupinc.com
- Chief Executive Officer Attn: Art Zeile
c/o DHI Group, Inc.
6465 South Greenwood Plaza, Suite 400
Centennial, CO 80111
(303) 562-0239
Email: art.zeile@dhigroupinc.com

- Chair of the Audit Committee Attn:
Elizabeth Salomon c/o
DHI Group, Inc.
6465 South Greenwood Plaza, Suite 400
Centennial, CO 80111
(866) 590-3423

Employees can access the online Whistleblower Reporting System from:

- The company's portal: <https://mydhi.dhigroupinc.com/display/hiDEMO/Whistleblower+Hotline>;
- Our corporate website: <http://www.dhigroupinc.com/investors/corporate-governance/default.aspx>
- The Whistleblower Toll Free Hotline: (855) 446-5255

Our Whistleblower Toll Free Hotline is answered by an independent third party with expertise in handling hotline calls. They will ask you questions about your concern and will send a report to company representatives for confidential review. Appropriate company personnel will investigate the concerns, and, if warranted, remedial actions will be taken. *Please note, due to local privacy laws, we may need to limit reports on the Whistleblower Toll Free Hotline to specific types of calls, such as those relating to accounting, financial, auditor, and bribery matters. In such cases, please contact your Human Resources manager to report other issues.*

You are encouraged to communicate all the information you feel comfortable providing; however, the more information we receive the better we will be able to conduct the investigation into the allegation or concern.

The company may, in its reasonable discretion, decide not to conduct a meaningful investigation if the information you provide:

- does not contain sufficient corroborating information to support the commencement of an investigation, or
- contains allegations that are too broad or non-specific to conduct a meaningful investigation.

The information you provide will be kept confidential, except as needed to conduct a full, fair investigation. Signed correspondence, such as letters or email, will be acknowledged by the company recipient. You may remain anonymous, if you so choose, except where restricted by Applicable Law. Your identity, phone number, or IP address will not be recorded or included in any report that is provided to DHI, unless you voluntarily provide such information.

What matters is what is being reported, not who reports it.

Investigation of Complaints

Upon receipt, the information will be forwarded to the Audit Committee. The Audit Committee or its member designee will decide whether a reasonable basis exists for commencing an

investigation into the concern or allegation. To assist in making this determination, the Audit Committee or its member designee may conduct an initial, informal inquiry into the matter. Other parties may become involved in the inquiry based on their oversight responsibility or expertise.

If the Audit Committee or its member designee decide to commence an investigation, then it shall instruct the General Counsel (“**Investigating Officer**”) to proceed with a formal investigation. Concerns or allegations that involve the company’s accounting, auditing, internal auditing controls, or disclosure procedures will be reviewed under the direction of the Audit Committee. The Investigating Officer shall oversee all other investigations under the authority of the Audit Committee. The Audit Committee shall ensure coordination of each investigation and shall have overall responsibility for implementation of this Policy. The Audit Committee shall have the authority to retain outside legal or accounting expertise in any investigation as it deems necessary to conduct the investigation in accordance with its charter and this Policy.

Confidentiality

To the extent possible, all concerns and allegations will be handled in a confidential manner. In no event should information concerning the matter be released to persons without specific need to know about it and all investigations will be handled in a prompt and professional manner.

The determination by the Audit Committee will be communicated to the employee who brought the concern or allegation, unless anonymous, and to relevant management, as appropriate.

Corrective Action

The Audit Committee, with the input of the Investigating Officer and company management, if requested, will determine the validity of the concern or allegation and any corrective action, as appropriate. It is the responsibility of the Audit Committee to report to company management any noncompliance with Applicable Law. Management shall take corrective action including, where appropriate, reporting any violation to the relevant federal, state, or regulatory authorities. Directors, officers, and employees that are found to have violated any Applicable Law, or company policies will face appropriate disciplinary action, which may include demotion or termination or discharge from the company.

No Retaliation for Submitting Complaints, Providing Information or Participating in Investigation

Neither the company nor any of its officers, directors, or employees may discharge, demote, suspend, threaten, harass, or in any manner discriminate against any employee who:

- (a) lawfully provides information regarding any conduct encouraged to be reported under this Policy which the employee reasonably believes has occurred to (i) a regulatory or law enforcement agency; (ii) any member or committee of Congress; or (iii) to any person with supervisory authority over the employee or the authority to investigate such misconduct;
- (b) participates in or otherwise assists with a proceeding relating to conduct encouraged to be reported this Policy; or
- (c) submits a concern or allegation pursuant to this Policy regarding any conduct encouraged to be reported this Policy which the employee reasonably believes has

occurred, even if after investigation the company determines that there has not been a violation.

Disciplinary action, up to and including termination or discharge from the company, will be taken against any manager or supervisor who retaliates, directly or indirectly, or encourages others to do so, against an employee who takes any of the above-mentioned actions.

Reporting and Retention of Complaints and Documents

All written statements, along with the results of any investigations, will be retained by the company according to its records retention policy.

No corporate audit records may be altered or destroyed if such records may be subject to or related to an investigation by the company or any federal, state, or regulatory body.

Compliance with this Policy

All employees must follow the procedures outlined in this Policy and cooperate with any investigation initiated pursuant to this Policy. Disciplinary action, up to and including termination or discharge from the company, may be taken against employees for violating this Policy. The company must have the opportunity to investigate and remedy any alleged violations or employee concerns, and each employee must ensure that the company has an opportunity to undertake such an investigation.

This Policy does not constitute a contractual commitment of the company nor does this Policy change the at-will employment status of an employee. Specifically, employment is for an indefinite period of time and is terminable at any time with or without cause.