DHI Group, Inc.

Q1 2017 Financial Highlights & Business Update

May 3, 2017

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Forward Looking Statements

This presentation and oral statements made from time to time by our representatives contain forward-looking statements. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information without limitation concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as "may," "will," "should," "believe," "expect," "anticipate," "intend," "plan," "estimate" or similar expressions. These statements are based on assumptions that we have made in light of our experience in the industry as well as our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, our ability to execute our tech-focused strategy, the review of potential dispositions of certain of our businesses and the terms and timing of any such transactions, competition from existing and future competitors in the highly competitive market in which we operate, failure to adapt our business model to keep pace with rapid changes in the recruiting and career services business, failure to maintain and develop our reputation and brand recognition, failure to increase or maintain the number of customers who purchase recruitment packages, cyclicality or downturns in the economy or industries we serve, the uncertainty surrounding the United Kingdom's future departure from the European Union, including uncertainty in respect of the regulation of data protection and data privacy, failure to attract qualified professionals to our websites or grow the number of qualified professionals who use our websites, failure to successfully identify or integrate acquisitions, U.S. and foreign government regulation of the Internet and taxation, our ability to borrow funds under our revolving credit facility or refinance our indebtedness and restrictions on our current and future operations under such indebtedness. These factors and others are discussed in more detail in the Company's filings with the Securities and Exchange Commission, all of which are available on the Investors page of our website at www.dhigroupinc.com, including the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, under the headings "Risk Factors," "Forward-Looking Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

You should keep in mind that any forward-looking statement made by the Company or its representatives herein, or elsewhere, speaks only as of the date on which it is made. New risks and uncertainties come up from time to time, and it is impossible to predict these events or how they may affect us.

Overview

Michael Durney

Chief Executive Officer

Recent Developments

▪ Q2 – Q3 2016:	Undertook a comprehensive internal strategic review that culminated in the Company's new Tech-Focused strategy
▪ November 1, 2016:	Announced new Tech-Focused strategy, and in response to M&A activity in our industry announced Exploration of Strategic Alternatives
▪ November 2016 – April 2017:	Explored strategic alternatives with Evercore as financial advisor
▪ April 12, 2017:	Announced decision to conclude the strategic alternatives process
▪ Today:	Announcing strategic divestitures and remain an independent company executing our new Tech-Focused strategy

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Our Vision: Be the Leading Global Provider of Tech & Next Gen Talent Solutions

Serve tech employers and engage tech professionals across all industries in all markets

Leverage the tech talent acquisition franchise to expand next-gen sourcing and pipelining tools to the broader market

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How We Win: Our Tech-Focused Strategy

Focus of today's strategy discussion

I. **Focus resources behind core tech talent brands**

II. Deepen engagement with professionals

III. Invest further in solutions that address evolving recruiting needs

IV. Acquire complementary assets to accelerate growth

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Focus Resources Behind Our Core Tech Talent Brands

- Optimize the Portfolio
  - Retain businesses that can benefit the Company's tech franchise
  - Greater management focus and financial resources for tech recruitment market
  - Proceeds from divestitures can be reinvested in the tech related businesses

- Create a single Tech-Focused organization
  - Realign resources to support the tech franchise
  - Build around and enhance the Dice platform

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Optimize the Portfolio

Reinvest in Tech-Focused Brands

- Dice: Leading tech online professional recruiting platform in the U.S.
- ClearanceJobs: Leading security-professional career network; ~75% of job postings are tech
- eFinancialCareers: Leading career community for financial services; ~25% of job postings are tech and expected to grow
- Brightmatter: Next Gen recruiting solutions

Divest Non-Tech Brands

BioSpace Life Sciences News + Jobs	Life Sciences
Hcareers WHERE HOSPITALITY WORKS	Hospitality
RIGZONE	Oil & Gas
HEALTH eCAREERS	Healthcare

A Single Tech-Focused Organization

- Realign resources support a Tech-Focused franchise
  - Reposition internal talent to optimize tech-focused businesses
  - Simplify the organization for more efficient execution
- Build around Dice's leadership position in U.S. tech talent acquisition
  - Enhance Dice's position: Engage tech pros, solve recruiter pain points, execute in the market
  - Leverage Clearance Jobs & eFC's leading franchises in categories with a heavy tech emphasis
  - Use eFC's strong international presence as a launching pad for Dice global expansion

The Leading Tech Career Management & Talent Acquisition Platform

Comprehensive Career Management Solution for Tech Pros



Dice®

Deliver Qualified Tech Pros to Recruiting Customers

Premier Tech Talent Platform

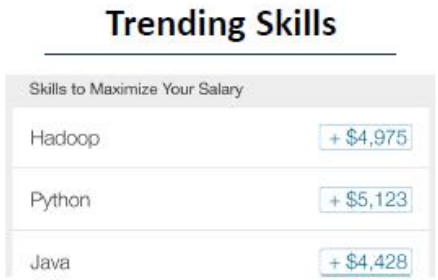
- *Unparalleled access to in-demand tech professionals*
- *Innovative and time-saving social recruiting solutions*
- *Leader in skills data, analytics and industry insights*
- *Operations in North America and Europe*

#1 Tech Career Hub Attracting Millions of Tech Pros

18M	2.2M	2M
Tech pro social profiles	*Searchable tech resumes*	*Unique monthly visitors*

Deepening Professional Engagement – Dice Careers App

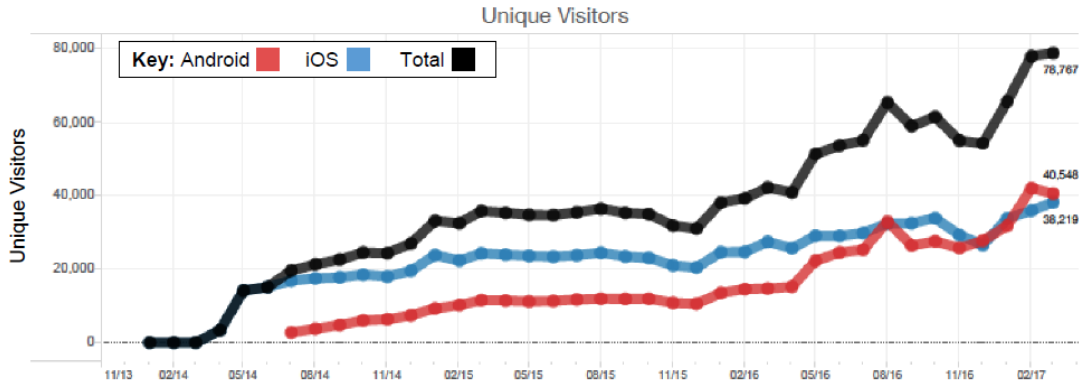
Tech Career Tools – Dice Careers App

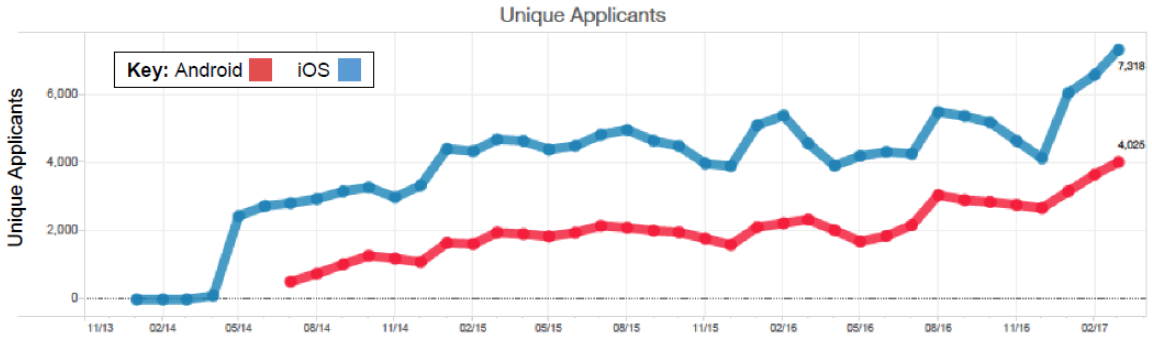






Driving Increasing Engagement

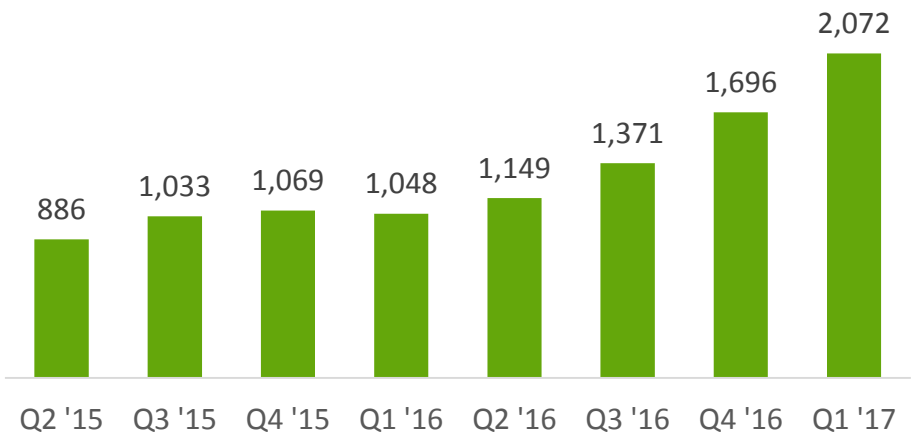




Solving Recruiter Pain Points – Open Web, APIs, Chrome Extension

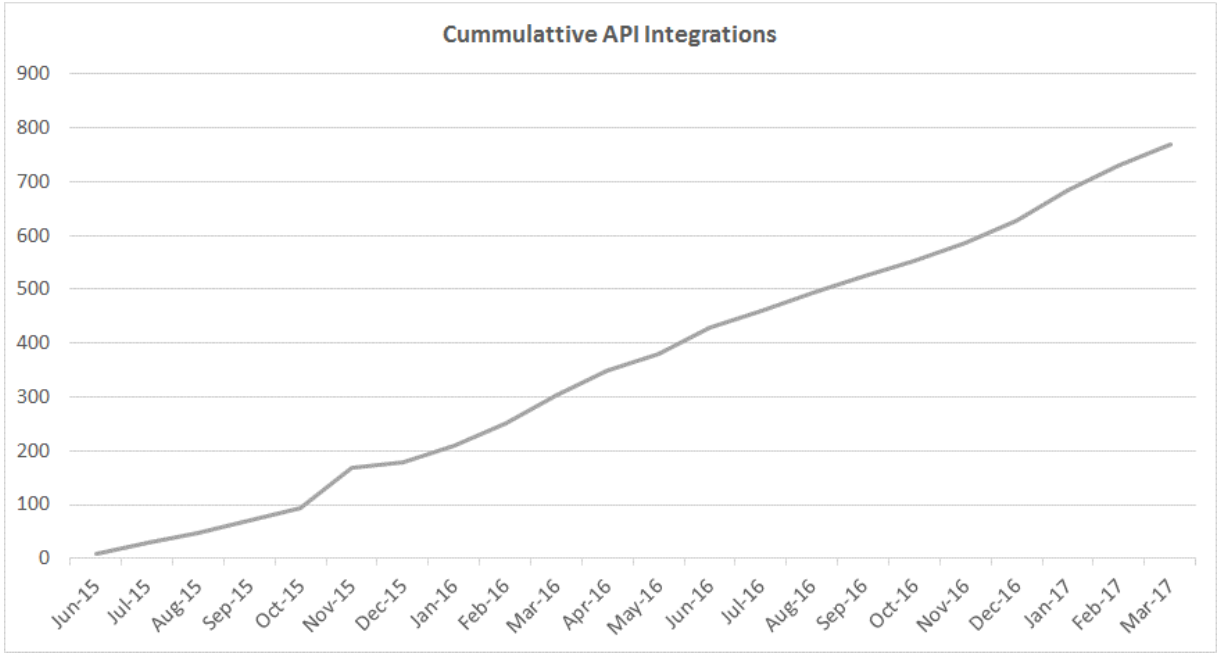
"Lead with Open Web" Go-To-Market Strategy

of Dice Customers with Open Web



	Q2 '15	Q3 '15	Q4 '15	Q1 '16	Q2 '16	Q3 '16	Q4 '16	Q1 '17
Y/Y % Growth				37%	30%	33%	59%	98%
% of Dice RPCs	11%	13%	14%	14%	16%	19%	24%	30%

APIs Further Embed Dice in Customer Workflow



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New Dice & Next Generation Recruitment Solutions Drive Growth

- Dice new solutions
  - Hacker Earth: Assessment solutions for employers & skill verification for tech pros (1H 2017)
  - Curated talent sourcing service focused on “high-end” talent & employers (2H 2017)
- Suite of next generation talent acquisition solutions
  - Dice Open Web — Social sourcing from over 200 online sources; cornerstone of next-gen suite (2013)
  - getTalent™ — SaaS based talent CRM – candidate pipeline management (2016)
  - lengo — Hyper-targeted online job ads and employer branding campaigns (2015)
  - FreshUp — Candidate profile data updating (2014)

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DHI Tech-Focused Portfolio A Unique Talent Sourcing Solution

Talent Acquisition Brands:

Dice	#1 professional talent communities drive scale, client base and engagement with candidates
Dice + Dice Open Web	Open Web enhances talent site resume pools, reaching passive and active candidates
Dice + Dice Open Web + getTalent	Open Web feeds getTalent's pipelines and supplements customer data
Dice + Dice Open Web + getTalent + lengo	Lengo's campaigns augmented with Open Web data
Dice + Dice Open Web + getTalent + lengo + FreshUp	FreshUp updates candidate information in both our services and customer data

Specialized Data and Market Intelligence Support Strategic Initiatives

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Financial Overview

Luc Gregoire

Chief Financial Officer

Revenue Highlights ($'s millions)

Quarterly Revenues[1]



	Q1 '16	Q2 '16	Q3 '16	Q4 '16	Q1 '17
% Y/Y	(4)%	(7)%	(9)%	(11)%	(9)%
% Y/Y excl. FX	(3)%	(6)%	(7)%	(8)%	(8)%

	Revenues			
	Q1 2017	Q1 2016	Change	Fx Impact
Tech & Clearance	$ 31.7	$ 34.0	(7)%	$(0.2)
Global Industry Group (GIG)	13.8	16.6	(17)%	(0.8)
Healthcare	6.7	7.0	(4)%	—
Talent Acquisition Brands	**52.2**	**57.5**	**(9)%**	**(1.0)**
Corporate	—	—	—%	—
Talent Acquisition Brands less Corporate	**52.2**	**57.5**	**(9)%**	**(1.0)**
Brightmatter Group	—	—	n.m.	—
Slashdot Media	—	0.7	(100)%	—
Total	**$ 52.2**	**$ 58.3**	**(10)%**	**$(1.0)**

1) Quarterly revenues excludes Slashdot Media. See reconciliation of revenues to revenues excluding Slashdot Media in the appendix to this presentation.

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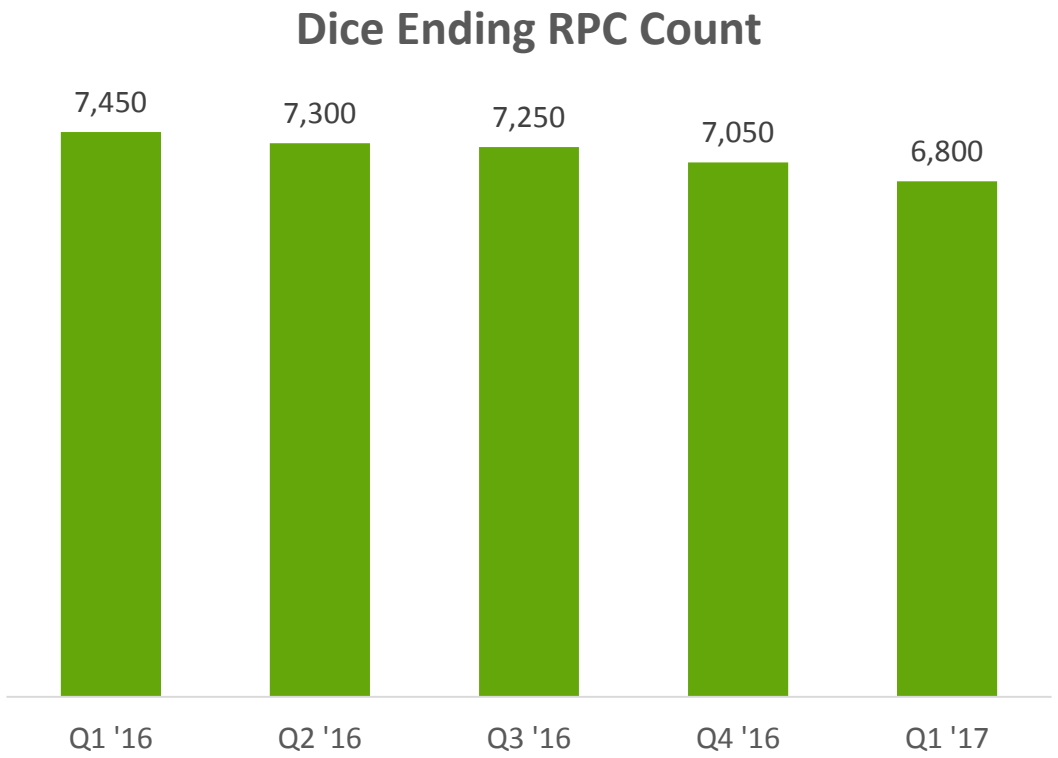
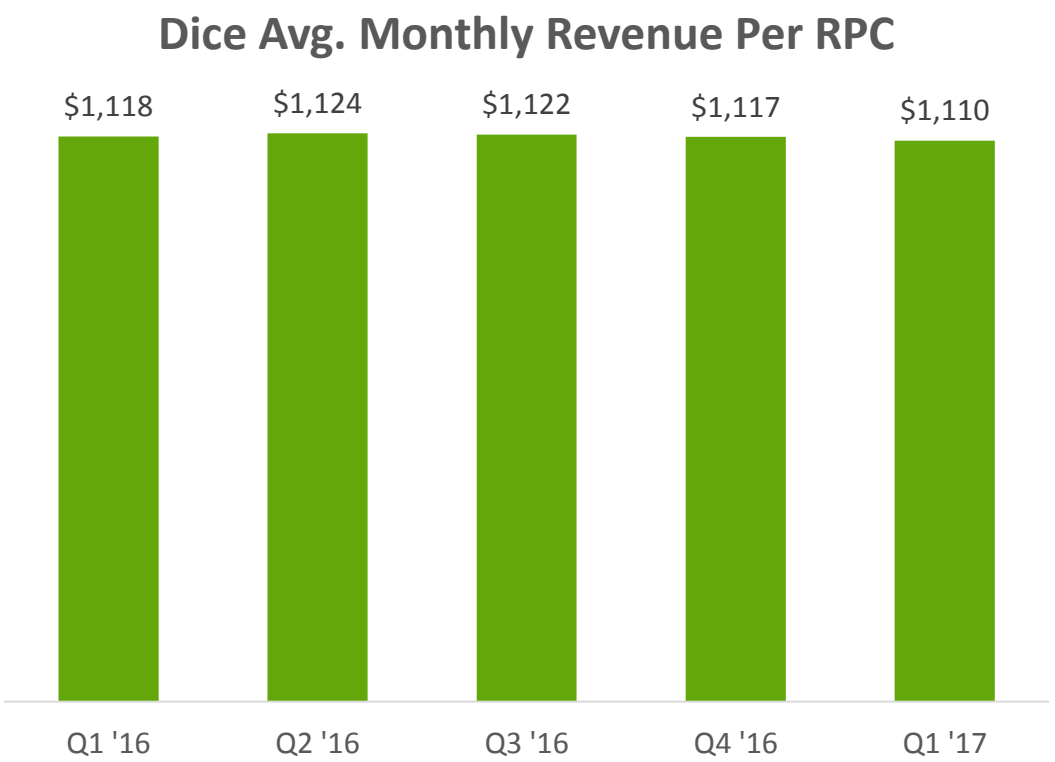
Dice U.S. Performance Metrics



	Q1 '16	Q2 '16	Q3 '16	Q4 '16	Q1 '17
% Annual	92%	93%	93%	95%	95%



Note: RPC = Recruitment package customer

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Financial Results Summary

($'s thousands)	For the three months ended March 31, 2017	March 31, 2016
Revenue	**$52,190**	**$58,286**
Cost of revenue	7,397	8,535
Product development	6,451	7,060
Sales and marketing	19,899	20,502
General and administrative	11,279	11,213
Depreciation & Amortization of intangible assets	2,869	5,064
Disposition related and other Costs	-	3,270
Total Operating costs	47,895	55,644
Operating income	**4,295**	**2,642**
Interest expense & other expense	(806)	(887)
Income before income taxes	3,489	1,755
Income tax expense	2,149	644
Net income	**$1,340**	**$1,111**
Weighted average diluted shares outstanding	48,136	50,460
Diluted earnings per share	**$0.03**	**$0.02**
Diluted earnings per share (excluding Slashdot Media and disposition related and other charges)	$0.04	$0.07
Adjusted EBITDA, excluding Slashdot Media and disposition related and other charges	$10,496	$13,954
Adjusted EBITDA margin, excluding Slashdot Media and disposition related and other charges	20%	24%
Operating cash flow	$14,519	$12,740
Free cash flow	$10,324	$10,421

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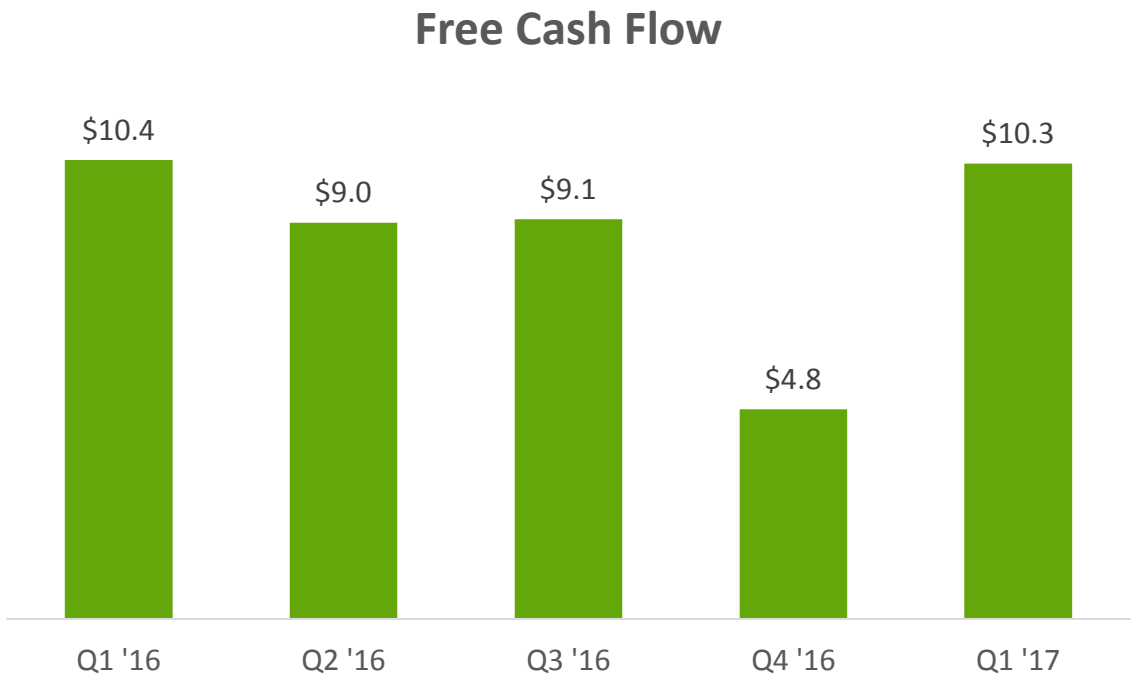
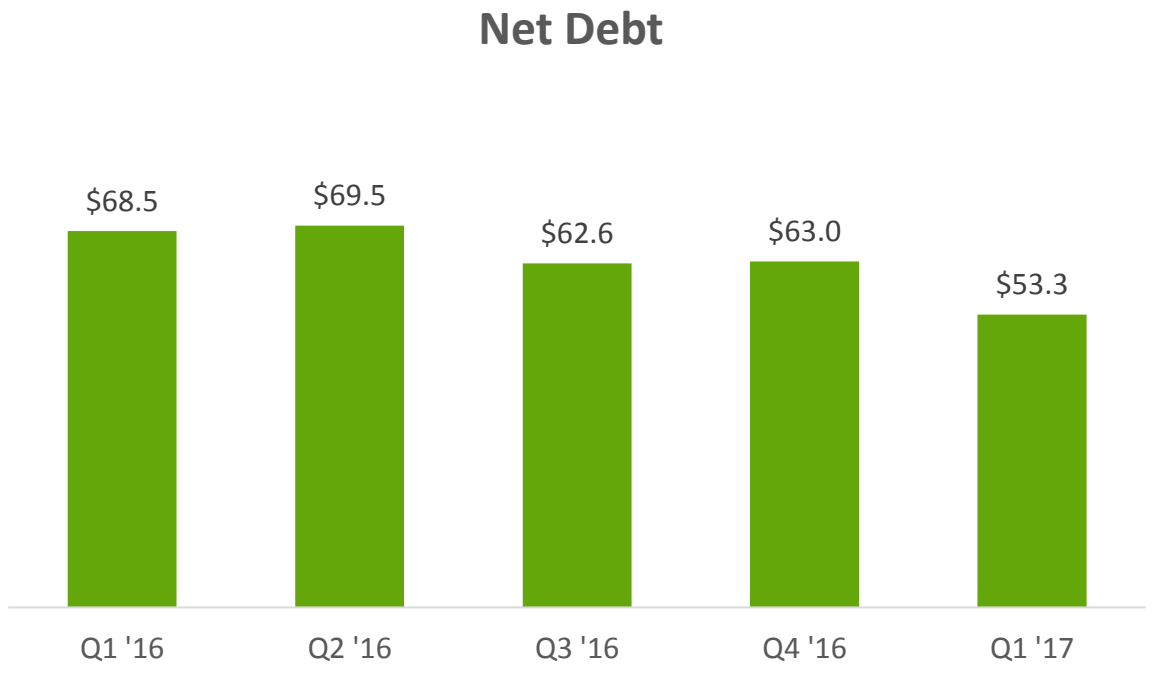
Note: See reconciliations of non-GAAP measures in the appendix to this presentation.

Free Cash Flow & Net Debt ($'s millions)





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Full Year 2017 Full Year Financial Outlook

- Revenue
  - Negative trends abating later this year
  - Penetration of Dice customer integrations and new products
  - Clearance jobs strong growth; Health eCareers modest growth; Rigzone Stabilizing

- Expenses
  - Modest yearly increase to support tech-focused strategy
  - Efficiencies from non-core business and organizational simplification

- Adjusted EBITDA Margin
  - Some margin compression compared to 2016

- Other
  - Depreciation and amortization lower than 2016 but slight increase vs Q1 2017
  - Interest expense lower than 2016 due to lower debt
  - Tax rate approximately 39% for the remainder of the year
  - Share count approximately 50 million

Note: Financial outlook does not consider the impact of planned asset divestitures

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Wrap Up + Q & A



Appendix



Notes Regarding the Use of Non-GAAP Financial Measures

The Company has provided certain non-GAAP financial information as additional information for its operating results. These measures are not in accordance with, or an alternative for, generally accepted accounting principles in the United States ("GAAP") and may be different from similarly titled non-GAAP measures reported by other companies. The Company believes that its presentation of non-GAAP measures, such as adjusted earnings before interest, taxes, depreciation, amortization, non-cash stock based compensation expense, and other non-recurring income or expense ("Adjusted EBITDA"), Adjusted EBITDA Margin, Adjusted EBITDA excluding Slashdot Media and disposition related and other costs, Adjusted EBITDA margin excluding Slashdot Media and disposition related and other costs, Revenues excluding Slashdot Media, Net Income excluding Slashdot Media, impairment charge and disposition related and other costs, Free Cash Flow, Diluted Earnings per Share excluding Slashdot Media, impairment charge and disposition related and other costs, and Net Debt, provides useful information to management and investors regarding certain financial and business trends relating to its financial condition and results of operations. In addition, the Company's management uses these measures for reviewing the financial results of the Company and for budgeting and planning purposes. The non-GAAP measures apply to consolidated results and results by segment or other measure as shown within this document. The Company has provided required reconciliations to the most comparable GAAP measures elsewhere in the document.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP metric used by management to measure operating performance. Management uses Adjusted EBITDA as a performance measure for internal monitoring and planning, including preparation of annual budgets, analyzing investment decisions and evaluating profitability and performance comparisons between us and our competitors. The Company also uses this measure to calculate amounts of performance based compensation under the senior management incentive bonus program. Adjusted EBITDA, as defined in our Credit Agreement, represents net income plus (to the extent deducted in calculating such net income) interest expense, income tax expense, depreciation and amortization, non-cash stock option expenses, losses resulting from certain dispositions outside the ordinary course of business, certain writeoffs in connection with indebtedness, impairment charges with respect to long-lived assets, expenses incurred in connection with an equity offering, extraordinary or non-recurring non-cash expenses or losses, transaction costs in connection with the Credit Agreement up to $250,000, deferred revenues written off in connection with acquisition purchase accounting adjustments, writeoff of non-cash stock compensation expense, and business interruption insurance proceeds, minus (to the extent included in calculating such net income) non-cash income or gains, interest income, and any income or gain resulting from certain dispositions outside the ordinary course of business.

We present Adjusted EBITDA as a supplemental performance measure because we believe that this measure provides our board of directors, management and investors with additional information to measure our performance, provide comparisons from period to period and company to company by excluding potential differences caused by variations in capital structures (affecting interest expense) and tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses), and to estimate our value.

Adjusted EBITDA is not a measurement of our financial performance under GAAP and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with GAAP as a measure of our profitability.

Adjusted EBITDA Margin

Adjusted EBITDA Margin is a non-GAAP metric used by management to measure operating performance. Adjusted EBITDA Margin is computed as Adjusted EBITDA divided by Revenues.

Adjusted EBITDA Excluding Slashdot Media and disposition related and other costs

Adjusted EBITDA excluding Slashdot Media and disposition related and other costs is a non-GAAP metric used by management to measure operating performance. Management uses Adjusted EBITDA excluding Slashdot Media and disposition related and other costs as a measure of our financial performance given our sale of Slashdot Media and disposition related and other costs. Adjusted EBITDA excluding Slashdot Media and disposition related and other costs, represents Adjusted EBITDA defined above, less Slashdot Media and disposition related and other costs.

Adjusted EBITDA margin, Excluding Slashdot Media and disposition related and other costs

Adjusted EBITDA margin, excluding Slashdot Media and disposition related and other costs is a non-GAAP metric used by management to measure operating performance. Management uses Adjusted EBITDA margin, excluding Slashdot Media and disposition related and other costs as a measure of our financial performance given our sale of Slashdot Media and disposition related and other costs. Adjusted EBITDA margin, excluding Slashdot Media and disposition related and other costs, is computed as Adjusted EBITDA, excluding Slashdot Media and disposition related and other costs divided by Revenues excluding Slashdot Media.

Revenues Excluding Slashdot Media

Revenues excluding Slashdot Media is a non-GAAP metric used by management to measure operating performance. Revenues excluding Slashdot Media represents Revenues as defined above less Slashdot Media revenue. We consider Revenues excluding Slashdot Media to be an important measure to evaluate our financial performance given our sale of Slashdot Media.

Net Income Excluding Slashdot Media and disposition related and other costs

Net Income excluding Slashdot Media and disposition related and other costs is a non-GAAP metric used by management to measure operating performance. Net Income excluding Slashdot Media and disposition related and other costs is defined as Net Income less Slashdot Media Net Income (Loss) and disposition related and other costs. We consider Net Income excluding Slashdot Media and disposition related and other costs to be an important measure of our financial performance given our sale of Slashdot Media and disposition related and other costs.

Diluted Earnings per Share Excluding Slashdot Media and disposition related and other costs

Diluted earnings per share excluding Slashdot Media and disposition related and other costs is a non-GAAP metric used by management to measure operating performance. Diluted earnings per share excluding Slashdot Media and disposition related and other costs is defined as diluted earnings per share less impact per share of Slashdot Media and disposition related and other costs. We consider diluted

Notes Regarding the Use of Non-GAAP Financial Measures

Free Cash Flow

We define free cash flow as net cash provided by operating activities minus capital expenditures. We believe free cash flow is an important non-GAAP measure as it provides useful cash flow information regarding our ability to service, incur or pay down indebtedness or repurchase our common stock. We use free cash flow as a measure to reflect cash available to service our debt as well as to fund our expenditures. A limitation of using free cash flow versus the GAAP measure of net cash provided by operating activities is that free cash flow does not represent the total increase or decrease in the cash balance from operations for the period since it includes cash used for capital expenditures during the period and is adjusted for acquisition related payments within operating cash flows.

Net Debt

Net debt is defined as total principal outstanding less cash. We consider Net Debt to be an important measure of liquidity and indicator of our ability to meet ongoing obligations. We also use Net Debt, among other measures, in evaluating our choices for capital deployment. Net Debt presented herein is a non-GAAP measure and may not be comparable to similarly titled measures used by other companies.

Non-GAAP Supplemental Data

($'s millions)	2016 Q1	2017 Q1
Reconciliation of Net Income (Loss) to Adjusted EBITDA:		
Net income (loss)	**$ 1.1**	**$ 1.3**
Interest expense	0.9	0.8
Income tax expense (benefit)	0.6	2.1
Depreciation	2.6	2.3
Amortization of intangible assets	2.5	0.6
Impairment of goodwill	-	-
Impairment of intangible assets	-	-
Non-cash stock compensation expense	2.7	2.5
Severance—Slashdot Media	1.0	-
Accelerated stock based compensation expense—Slashdot Media	0.9	-
Loss on sale of business	0.6	-
Costs related to strategic alternatives process	-	0.8
Other	0.0	0.0
Adjusted EBITDA	$ 12.9	$ 10.5
Reconciliation of Operating Cash Flows to Adjusted EBITDA:		
Net cash provided by operating activities	**$ 12.7**	**$ 14.5**
Interest expense	0.9	0.8
Amortization of deferred financing costs	(0.1)	(0.1)
Income tax expense	0.6	2.1
Deferred income taxes	0.1	(0.2)
Severance—Slashdot Media	1.0	-
Change in accrual for unrecognized tax benefits	(0.0)	(0.0)
Change in accounts receivable	(2.4)	(5.0)
Change in deferred revenue	(5.6)	(4.9)
Costs related to strategic alternatives process	-	0.8
Changes in working capital and other	5.6	2.4
Adjusted EBITDA	$ 12.9	$ 10.5
Calculation of Free Cash Flow:		
Net cash provided by operating activities	**$ 12.7**	**$ 14.5**
Purchases of fixed assets	(2.3)	(4.2)
Free Cash Flow	$ 10.4	$ 10.3
Long-Term Debt, net	**$ 99.5**	**$ 76.8**
Plus: Deferred financing costs	1.5	1.2
Less: Cash	32.5	24.7
Net debt	$ 68.5	$ 53.3

Reconciliation of revenues to revenues excluding Slashdot Media:

($'s millions)	2016 Q1	2016 Q2	2016 Q3	2016 Q4	2017 Q1
Revenues	$ 58.3	$ 57.7	$ 56.1	$ 54.9	$ 52.2
Less Slashdot Media	0.7	0.0	0.0	0.0	0.0
Revenues, excluding Slashdot Media	$ 57.5	$ 57.7	$ 56.1	$ 54.9	$ 52.2

Reconciliation of Net Income to Diluted EPS excluding Slashdot Media:

($'s thousands)	2017 Q1	2016 Q1
Net Income	1,340	1,111
Exclude Slashdot Media net income (loss)	-	(1,740)
Add back severance related to re-alignment, net of tax	-	521
Add back costs related to strategic alternatives process, net of tax	508	-
Net Income, excluding Slashdot Media and disposition related and other costs	1,848	3,372
Net Income, excluding Slashdot Media and disposition related and other costs	$ 1,848	$ 3,372
Weighted average diluted shares outstanding	48,136	50,460
Diluted Earnings per Share, excluding Slashdot Media and disposition related and other costs	$ 0.04	$ 0.07
Adjusted EBITDA	$ 10,496	$ 12,866
Exclude Slashdot Media	-	(261)
Add back severance related to re-alignment	-	827
Adjusted EBITDA, excluding Slashdot Media and disposition related and other costs	$ 10,496	$ 13,954
Adjusted EBITDA Margin, excluding Slashdot Media and disposition related and other costs	20.1%	24.3%