



CDI Corp.

CDI NYSE

Business Support / Supplies

Market Capitalization USD:

\$204.72 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: H. Paulett Eberhart

Age: 58

CEO Since: 2011

	2009	2010	2011
Base Salary	\$735,425	\$731,250	\$731,557
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$37,500	\$215,082	\$504,000
Benefits and Perquisites	\$32,425	\$49,230	\$165,543
TOTAL ANNUAL COMPENSATION	\$805,350	\$995,562	\$1,401,100
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$813,000
Stock Awards	\$281,250	\$281,250	\$2,652,305
TOTAL COMPENSATION	\$1,086,600	\$1,276,812	\$4,866,405
Median of Other Named Executive Officers Total Compensation	\$318,967	\$454,479	\$987,771
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$331,692	\$704,108	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$331,692	\$704,108	\$0

Proxy Date: 4 Apr 2012

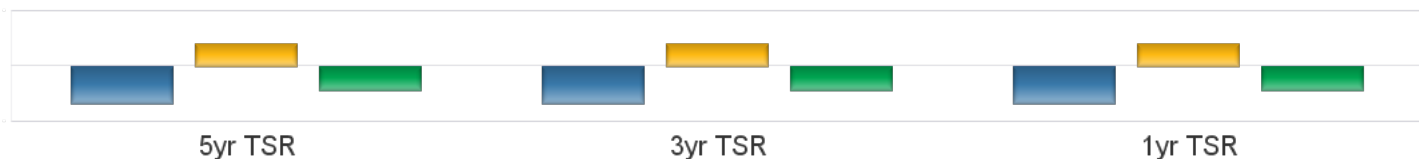
Annual Meeting Date: 3 May 2012

Equity Reserves: 17.02%

Stock Option Run Rate: 1.34%

Performance Comparison

■ vs S&P500 ■ vs Industry ■ CDI



Peer Comparisons (TRBC) =Business Support / Supplies

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CDI	CDI Corp.	\$1,086,600	\$1,276,812	\$4,866,405	\$204,721,128
NSP	Insperty, Inc.	\$2,440,136	\$3,213,713		\$588,877,622
KFY	Korn/Ferry International	\$1,985,664	\$2,998,166		\$581,707,702
ASCMA	Ascent Capital Group, Inc.	\$431,632	\$601,666		\$567,148,337
MDAS	MedAssets, Inc.	\$4,447,030	\$541,776		\$565,703,451
EXPO	Exponent, Inc.	\$1,329,332	\$1,591,523		\$564,166,775
CKP	Checkpoint Systems, Inc.	\$2,479,312	\$2,232,595		\$544,542,410

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

CIBER, Inc., MPS Group, Inc., Computer Task Group Inc., Robert Half International Inc., Heidrick & Struggles International Inc., The Shaw Group Inc., Jacobs Engineering Group, Inc., TeleTech Holdings, Inc., Korn/Ferry International, Tetra Tech, Inc., Manpower Inc., Volt Information Sciences, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Michael J. Emmi	Chairman	70	Male	13	Outside Related
Albert E. Smith	Member	62	Male	4	Outside
Ronald J. Kozich	Member	72	Male	9	Outside