

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2026

OR

☐ TRANSITION PERIOD PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO
Commission File Number: 001-33584

DHI Group, Inc.
(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
6465 South Greenwood Plaza, Suite 400
Centennial, Colorado
(Address of principal executive offices)

20-3179218
(I.R.S. Employer
Identification No.)
80111
(Zip Code)

(515) 978-3737
(Registrant’s telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	DHX	New York Stock Exchange
Preferred Stock Purchase Rights		New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller Reporting Company ☒ Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 31, 2026, there were 43,424,190 shares of the registrant’s common stock, par value \$0.01 per share, outstanding.

DHI GROUP, INC.
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SIGNATURES

Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

PART I
ITEM 1. Financial Statements

DHI GROUP, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)
(in thousands, except per share data)

	June 30, 2026	December 31, 2025
ASSETS		
Current assets		
Cash	\$ 3,769	\$ 2,908
Accounts receivable, net of allowance for credit losses of \$1,242 and \$1,479	16,539	17,963
Income taxes receivable	235	148
Prepaid and other current assets	2,853	3,461
Total current assets	23,396	24,480
Fixed assets, net	11,398	13,288
Capitalized contract costs	6,468	6,482
Operating lease right-of-use assets	4,192	4,366
Investments	914	965
Acquired intangible assets	16,928	15,467
Goodwill	122,741	120,612
Other assets	2,638	2,583
Total assets	\$ 188,675	\$ 188,243
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued expenses	\$ 10,762	\$ 13,636
Deferred revenue	41,187	39,653
Operating lease liabilities	1,115	1,788
Total current liabilities	53,064	55,077
Deferred revenue	272	286
Operating lease liabilities	7,627	7,390
Long-term debt	32,000	30,000
Deferred income taxes	951	116
Accrual for unrecognized tax benefits	609	569
Other long-term liabilities	73	298
Total liabilities	94,596	93,736
Commitments and contingencies (Note 12)		
Stockholders' equity		
Series 1 Participating Preferred Stock, 0.01 par value, authorized 240,000 shares; no shares issued and outstanding	—	—
Common stock, \$.01 par value, authorized 240,000; issued: 56,959 and 55,619 shares, respectively; outstanding: 43,135 and 44,460 shares, respectively	571	559
Additional paid-in capital	132,554	130,427
Accumulated other comprehensive loss	(15)	(5)
Accumulated earnings	23,100	18,971
Treasury stock, 13,824 and 11,159 shares, respectively	(62,131)	(55,445)
Total stockholders' equity	94,079	94,507
Total liabilities and stockholders' equity	\$ 188,675	\$ 188,243

See accompanying notes to the condensed consolidated financial statements.

DHI GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)
(in thousands, except per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Revenue	\$ 31,341	\$ 32,027	\$ 61,034	\$ 64,328
Operating expenses:				
Cost of revenue	6,299	5,114	11,058	10,480
Product development	2,932	3,138	6,013	6,980
Sales and marketing	9,259	10,546	18,251	21,669
General and administrative	6,286	6,517	13,051	13,714
Depreciation	2,450	3,761	5,247	7,745
Amortization	303	—	538	—
Restructuring	—	4,216	—	6,486
Impairment of goodwill	—	—	—	7,800
Total operating expenses	27,529	33,292	54,158	74,874
Operating income (loss)	3,812	(1,265)	6,876	(10,546)
Income (loss) from equity method investment	(17)	(37)	(40)	27
Interest expense and other	(687)	(619)	(1,240)	(1,279)
Income (loss) before income taxes	3,108	(1,921)	5,596	(11,798)
Income tax expense (benefit)	511	(1,080)	1,467	(1,206)
Net income (loss)	\$ 2,597	\$ (841)	\$ 4,129	\$ (10,592)
Basic earnings (loss) per share	\$ 0.06	\$ (0.02)	\$ 0.10	\$ (0.23)
Diluted earnings (loss) per share	\$ 0.06	\$ (0.02)	\$ 0.10	\$ (0.23)
Weighted-average basic shares outstanding	40,604	45,354	41,009	45,429
Weighted-average diluted shares outstanding	42,093	45,354	42,218	45,429

See accompanying notes to the condensed consolidated financial statements.

DHI GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(unaudited)
(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net income (loss)	\$ 2,597	\$ (841)	\$ 4,129	\$ (10,592)
Other comprehensive income (loss):				
Foreign currency translation adjustment	(12)	18	(10)	(15)
Comprehensive income (loss)	<u>\$ 2,585</u>	<u>\$ (823)</u>	<u>\$ 4,119</u>	<u>\$ (10,607)</u>

See accompanying notes to the condensed consolidated financial statements.

DHI GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(unaudited)
(in thousands)

	Series 1 Participating Preferred Stock		Common Stock		Additional Paid-in Capital	Treasury Stock		Accumulated Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares Issued	Amount	Shares Issued	Amount		Shares	Amount			
Balance at December 31, 2025	—	\$ —	55,619	\$ 559	\$ 130,427	11,159	\$ (55,445)	\$ 18,971	\$ (5)	\$ 94,507
Net Income								1,532		1,532
Other comprehensive income - translation adjustments									2	2
Stock-based compensation					1,151					1,151
Restricted stock issued			811	8	(8)					—
Performance-Based Restricted Stock Units eligible to vest			440	4	(4)					—
Restricted stock forfeited or withheld to satisfy tax obligations			(58)	(1)	1	306	(547)			(547)
Performance-Based Restricted Stock Units forfeited or withheld to satisfy tax obligations			—	—	—	177	(314)			(314)
Purchase of treasury stock under stock repurchase plan						1,495	(3,812)			(3,812)
Balance at March 31, 2026	—	\$ —	56,812	\$ 570	\$ 131,567	13,137	\$ (60,118)	\$ 20,503	\$ (3)	\$ 92,519
Net Income								2,597		2,597
Other comprehensive income - translation adjustments									(12)	(12)
Stock-based compensation					928					928
Restricted stock issued			267	2	(2)					—
Restricted stock forfeited or withheld to satisfy tax obligations			(124)	(1)	1	22	(87)			(87)
Performance-Based Restricted Stock Units forfeited or withheld to satisfy tax obligations			(39)	—	—	—	—			—
Purchase of treasury stock under stock repurchase plan						665	(1,926)			(1,926)
Issuance of common stock upon Employee Stock Purchase Plan purchase			43	—	60					60
Balance at June 30, 2026	—	\$ —	56,959	\$ 571	\$ 132,554	13,824	\$ (62,131)	\$ 23,100	\$ (15)	\$ 94,079

See accompanying notes to the condensed consolidated financial statements.

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	Convertible Preferred Stock		Series 1 Participating Preferred Stock		Common Stock		Additional Paid-in Capital	Treasury Stock		Accumulated Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares Issued	Amount	Shares Issued	Amount	Shares Issued	Amount		Shares	Amount			
Balance at December 31, 2024	—	\$ —	—	\$ —	80,881	\$ 811	\$ 270,122	32,664	\$ (189,090)	\$ 32,481	\$ 1	\$ 114,325
Net loss										(9,751)		(9,751)
Other comprehensive loss - translation adjustments											(33)	(33)
Stock-based compensation							1,092					1,092
Restricted stock issued					844	8	(8)					—
Performance-Based Restricted Stock Units eligible to vest					583	6	(6)					—
Restricted stock forfeited or withheld to satisfy tax obligations					(393)	(4)	4	331	(849)			(849)
Performance-Based Restricted Stock Units forfeited or withheld to satisfy tax obligations					(83)	(1)	1	243	(620)			(620)
Purchase of treasury stock under stock repurchase plan								312	(666)			(666)
Balance at March 31, 2025	—	\$ —	—	\$ —	81,832	\$ 820	\$ 271,205	33,550	\$ (191,225)	\$ 22,730	\$ (32)	\$ 103,498
Net loss										(841)		(841)
Other comprehensive loss - translation adjustments											18	18
Stock-based compensation							1,535					1,535
Restricted stock issued					933	9	(9)					—
Restricted stock forfeited or withheld to satisfy tax obligations					(33)	—	—	9	(19)			(19)
Performance-Based Restricted Stock Units forfeited or withheld to satisfy tax obligations					(4)	—	—	3	(7)			(7)
Purchase of treasury stock under stock repurchase plan								865	(1,769)			(1,769)
Issuance of common stock upon Employee Stock Purchase Plan purchase					54	1	80					81
Balance at June 30, 2025	—	\$ —	—	\$ —	82,782	\$ 830	\$ 272,811	34,427	\$ (193,020)	\$ 21,889	\$ (14)	\$ 102,496

DHI GROUP, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

(in thousands)

	Six Months Ended June 30,	
	2026	2025
Cash flows from (used in) operating activities:		
Net income (loss)	\$ 4,129	\$ (10,592)
Adjustments to reconcile net income (loss) to net cash flows from (used in) operating activities:		
Depreciation	5,247	7,745
Amortization	538	—
Deferred income taxes	835	(398)
Amortization of deferred financing costs	78	72
Stock-based compensation	2,079	2,627
Loss (income) from equity method investment	40	(27)
Impairment of goodwill	—	7,800
Change in accrual for unrecognized tax benefits	40	(332)
Changes in operating assets and liabilities, net of effects of acquisition:		
Accounts receivable	2,844	4,387
Prepaid expenses and other assets	1,087	868
Capitalized contract costs	14	(25)
Accounts payable and accrued expenses	(3,370)	(2,413)
Income taxes receivable/payable	(87)	(1,726)
Deferred revenue	1,520	1,402
Other, net	(485)	(274)
Net cash flows from operating activities	14,509	9,114
Cash flows used in investing activities:		
Payments for acquisition, net of cash acquired	(5,188)	—
Purchases of fixed assets	(3,258)	(4,185)
Net cash flows used in investing activities	(8,446)	(4,185)
Cash flows from (used in) financing activities:		
Payments on long-term debt	(37,000)	(8,000)
Proceeds from long-term debt	39,000	6,000
Financing costs paid	(576)	—
Payments under stock repurchase plan	(5,738)	(2,435)
Purchase of treasury stock related to taxes on vested restricted and performance stock units	(948)	(1,495)
Proceeds from issuance of common stock through ESPP	60	81
Net cash flows used in financing activities	(5,202)	(5,849)
Net change in cash for the period	861	(920)
Cash, beginning of period	2,908	3,702
Cash, end of period	\$ 3,769	\$ 2,782

See accompanying notes to the condensed consolidated financial statements.

DHI GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of DHI Group, Inc. ("DHI" or the "Company" or "we," "our" or "us") have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and disclosures normally included in annual audited consolidated financial statements prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") have been omitted and condensed pursuant to such rules and regulations. In the opinion of the Company's management, all adjustments have been made to present fairly the financial position, results of operations and cash flows of the Company for the periods presented. Although the Company believes that the disclosures are adequate to make the information presented not misleading, these financial statements should be read in conjunction with the Company's audited consolidated financial statements as of and for the year ended December 31, 2025 included in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 (the "Annual Report on Form 10-K"). Operating results for the three and six-month periods ended June 30, 2026 are not necessarily indicative of the results to be achieved for the full year or any other future period.

Preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the period. Management believes the most complex and sensitive judgments, because of their significance to the condensed consolidated financial statements, result primarily from the need to make estimates about the effects of matters that are inherently uncertain. Actual results could differ materially from management's estimates reported in the condensed consolidated financial statements and footnotes thereto. There have been no significant changes in the Company's assumptions regarding critical accounting estimates during the three and six-month periods ended June 30, 2026.

2. NEW ACCOUNTING STANDARDS

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)* ("ASU 2024-03"). ASU 2024-03 will require companies to disaggregate, within the notes to the financial statements, certain expenses presented on the face of the financial statements to enhance transparency and help investors better understand an entity's performance. The amendment will specifically require that an entity disclose the amounts related to purchases of inventory, employee compensation, depreciation and intangible asset amortization. Entities will also be required to provide a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively, disclose the total amount of selling expenses and, in annual reporting periods, provide a definition of what constitutes selling expenses. The amendments in ASU 2024-03 are effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of the adoption of ASU 2024-03 on the Company's financial statement disclosures.

In September 2025, the FASB issued ASU No. 2025-06, *Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software* ("ASU 2025-06"). ASU 2025-06 addresses stakeholder and investor concerns on the challenges of applying current internal-use software accounting requirements that do not specifically address software developed using modern incremental and iterative methods, which has led to diversity in practice in determining when to begin capitalizing software costs. ASU 2025-06 requires software costs to be capitalized when management has authorized or committed to funding the software project, and it is probable that the project will be completed and software will be used to perform the function intended. The amendment removes all references to project development stages so that guidance is neutral to different software development methods. The amendments in ASU 2025-06 are effective for annual and interim reporting periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of the adoption of ASU 2025-06 on the Company's financial statements.

In December 2025, the FASB issued ASU No. 2025-12, *Codification Improvements* ("ASU 2025-12"). ASU 2025-12 addresses suggestions received from stakeholders on the Accounting Standards Codification and to make other incremental improvements to U.S. GAAP. The update represents changes to the Codification that (1) clarify, (2) correct errors, or (3) make minor improvements. The amendments make the Codification easier to understand and apply. The amendments in ASU 2025-12 are effective for fiscal years beginning after December 15, 2026, including interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact of the adoption of ASU 2025-12 on the Company's financial statements.

DHI GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

3. FAIR VALUE MEASUREMENTS

The FASB Accounting Standards Codification ("ASC") topic on Fair Value Measurements and Disclosures defines fair value, establishes a framework for measuring fair value and requires certain disclosures for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. As a basis for considering assumptions, a three-tier fair value hierarchy is used, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 – Quoted prices for identical instruments in active markets.
- Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations, in which all significant inputs are observable in active markets.
- Level 3 – Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The carrying amounts reported in the condensed consolidated balance sheets for cash, accounts receivable, other assets, accounts payable and accrued expenses and long-term debt approximate their fair values. The estimated fair value of long-term debt of \$32.0 million is based on Level 2 inputs.

Certain assets and liabilities are measured at fair value on a non-recurring basis as they are subject to fair value adjustments in certain circumstances, for example, when there is evidence of impairment. Such instruments are not measured at fair value on an ongoing basis. These assets include equity investments, operating lease right-of-use assets, acquisition earnouts and goodwill and intangible assets which resulted from acquisitions. Items valued using such internally generated valuation techniques are classified according to the lowest level input or value driver that is significant to the valuation. Thus, an item may be classified in Level 3 even though there may be some significant inputs that are readily observable.

Impairment—The Company performs annual impairment tests for goodwill and the Dice trademarks and brand name as of October 1 of each year or more frequently if indicators of potential impairment exist. See Notes 9 and 10 for additional disclosures. The Company evaluates the carrying value of equity investments at each reporting period as described in Note 7. During the year ended December 31, 2025, the Company recorded an impairment of intangible assets of \$9.6 million related to the Dice trademarks and brand name, an impairment of \$7.8 million related to the Dice goodwill, an impairment of \$1.4 million related to a right-of-use asset and an impairment of \$0.9 million related to its investment in eFC. No impairment was recorded during the three and six-month periods ended June 30, 2026.

4. REVENUE RECOGNITION

The Company recognizes revenue when control of the promised goods or services are transferred to our customers, either on a ratable basis over the contract period beginning on the date that our service is made available to the customer or as the products and services are used, and at an amount that reflects the consideration to which we expect to receive in exchange for those goods or services. Revenue is recognized net of customer discounts. The Company excludes sales tax from the transaction price and therefore recognizes revenue net of applicable sales taxes. Customer billings delivered in advance of services being rendered are recorded as deferred revenue and recognized over the service period. The Company generates revenue from recruitment packages, advertising, classifieds, staffing services, and virtual and live career fair and recruitment event booth rentals.

Disaggregation of Revenue

Our brands primarily serve the technology and security cleared professions. The following table provides information about disaggregated revenue by brand (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
ClearanceJobs	\$ 15,554	\$ 13,626	\$ 29,550	\$ 27,003
Dice	15,787	18,401	31,484	37,325
Total	\$ 31,341	\$ 32,027	\$ 61,034	\$ 64,328

DHI GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Contract Balances

The following table provides information about opening and closing balances of receivables and contract liabilities from contracts with customers as required under ASC Topic 606 - *Revenue from Contracts with Customers* (in thousands):

	<u>As of June 30, 2026</u>	<u>As of December 31, 2025</u>
Receivables	\$ 16,539	\$ 17,963
Short-term contract liabilities (deferred revenue)	41,187	39,653
Long-term contract liabilities (deferred revenue)	272	286

We receive payments from customers based upon contractual billing schedules; accounts receivable are recorded when customers are invoiced per the contractual billings schedules. As the Company's standard payment terms are less than one year, the Company elected the practical expedient, where applicable. As a result, the Company does not consider the effects of a significant financing component. Contract liabilities include customer billings delivered in advance of performance under the contract, and associated revenue is realized when services are rendered under the contract.

Receivables increase due to customer billings and decrease by cash collected from customers. Contract liabilities increase due to customer billings and are decreased as performance obligations are satisfied under the contracts.

The Company recognized the following revenue as a result of changes in the contract liability balances in the respective periods (in thousands):

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>June 30, 2026</u>	<u>June 30, 2025</u>	<u>June 30, 2026</u>	<u>June 30, 2025</u>
Revenue recognized in the period from:				
Amounts included in the contract liability at the beginning of the period	\$ 20,218	\$ 12,079	\$ 28,686	\$ 34,243

The following table includes estimated deferred revenue expected to be recognized in the future related to performance obligations that are unsatisfied or partially unsatisfied at the end of the reporting period (in thousands):

	<u>Remainder of 2026</u>	<u>2027</u>	<u>2028</u>	<u>2029</u>	<u>Total</u>
Deferred revenue	\$ 33,845	\$ 7,455	\$ 132	\$ 27	\$ 41,459

Credit Losses

The Company is exposed to credit losses through the inability of its customers to make required payments on accounts receivable. The Company segments accounts receivable based on credit risk characteristics and estimates future losses for each segment based on historical trends and current market conditions, as applicable. Expected losses on accounts receivable are recorded as allowance for credit losses in the condensed consolidated balance sheets and as an expense in the condensed consolidated statements of operations. The portion of accounts receivable that is reflected as deferred revenue in the condensed consolidated balance sheets is not considered at risk for credit losses. If the financial condition of DHI's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

5. RESTRUCTURING

In January 2025, the Company announced an organizational restructuring intended to separate its two brands, ClearanceJobs and Dice, into distinct divisions, provide dedicated leadership for each brand to foster a unified vision and strategy tailored to each brands' market dynamics, and to reduce operating costs. This restructuring included a reduction of the Company's then-current workforce by approximately 8%. As a result of the restructuring, the Company recognized a charge of \$2.3 million during the first quarter of 2025 related to employee severance costs.

DHI GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

In June 2025, the Company announced an additional organizational restructuring intended to reduce the operating costs of its Dice brand. This included a reduction of the Company's then current workforce by approximately 25% primarily by reducing headcount within the Company's Dice brand and associated back-office support. As a result of the restructuring, the Company recognized a charge of \$4.2 million during the second quarter of 2025 related to severance costs.

Restructuring charges, accruals, and payments as of and for the periods ended June 30, 2026 and 2025 are as follows (in thousands):

Three Months Ended June 30, 2026	Accrual at March 31, 2026	Expense	Cash Payments	Accrual at June 30, 2026
ClearanceJobs	\$ 1	\$ —	\$ (1)	\$ —
Dice	34	—	(34)	—
Total restructure costs	\$ 35	\$ —	\$ (35)	\$ —

Three Months Ended June 30, 2025	Accrual at March 31, 2025	Expense	Cash Payments	Accrual at June 30, 2025
ClearanceJobs	\$ —	\$ 372	\$ —	\$ 372
Dice	—	3,844	(145)	3,699
Other corporate expenses	517	—	(394)	123
Total restructure costs	\$ 517	\$ 4,216	\$ (539)	\$ 4,194

Six Months Ended June 30, 2026	Accrual at December 31, 2025	Expense	Cash Payments	Accrual at June 30, 2026
ClearanceJobs	\$ 45	\$ —	\$ (45)	\$ —
Dice	265	—	(265)	—
Total restructure costs	\$ 310	\$ —	\$ (310)	\$ —

Six Months Ended June 30, 2025	Accrual at December 31, 2024	Expense	Cash Payments	Accrual at June 30, 2025
ClearanceJobs	\$ —	\$ 372	\$ —	\$ 372
Dice	—	3,844	(145)	3,699
Other corporate expenses	—	2,270	(2,147)	123
Total restructure costs	\$ —	\$ 6,486	\$ (2,292)	\$ 4,194

6. LEASES

The Company has operating leases for corporate office space and certain equipment. The leases have original terms from one year to ten years, some of which include options to renew the lease, and are included in the lease term when it is reasonably certain that the Company will exercise the option. No leases include options to purchase the leased property. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. We do not have any lease agreements with related parties.

The components of lease cost were as follows (in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2026	2025	2026	2025
Operating lease cost ⁽¹⁾	\$ 452	\$ 418	\$ 777	\$ 843

(1) Includes short-term lease costs and variable lease costs, which are immaterial.

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Supplemental cash flow information related to leases was as follows (in thousands):

	For the Six Months Ended June 30,	
	2026	2025
Cash paid for amounts included in measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 1,114	\$ 1,109
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	\$ 909	\$ 119

Supplemental balance sheet information related to leases was as follows (in thousands, except lease term and discount):

	June 30, 2026	December 31, 2025
Operating lease right-of-use-assets (as reported)	\$ 4,192	\$ 4,366
Operating lease liabilities - current (as reported)	1,115	1,788
Operating lease liabilities - non-current (as reported)	7,627	7,390
Total operating lease liabilities	\$ 8,742	\$ 9,178
Weighted Average Remaining Lease Term (in years)		
Operating leases	6.9 years	6.8 years
Weighted Average Discount Rate		
Operating leases	5.6 %	5.3 %

The Company reviews its right-of-use ("ROU") assets for impairment if indicators of impairment exist. If impairment indicators exist, we compare the fair value of the ROU asset to its carrying value. If the carrying value exceeds the fair value, an impairment loss is recorded. During the fourth quarter of 2025, due to headcount reductions related to restructurings, the Company began a search to sublease certain office space and performed an impairment analysis of the respective lease agreement. The fair value was determined using the present value of the expected sublease rentals that the Company expects could be generated over the remaining lease term. As a result, the Company recorded an impairment charge of \$1.4 million in the fourth quarter of 2025, of which the ClearanceJobs segment was allocated \$0.6 million and the Dice segment was allocated \$0.8 million. No impairment was recorded during the three and six-month periods ended June 30, 2026.

As of June 30, 2026, future operating lease payments were as follows (in thousands):

	Operating Leases
July 1, 2026 through December 31, 2026	\$ 798
2027	1,486
2028	1,519
2029	1,552
2030	1,568
2031 and thereafter	3,644
Total lease payments	\$ 10,567
Less: imputed interest	(1,825)
Total	\$ 8,742

As of June 30, 2026 the Company has no operating or finance leases that have not yet commenced.

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7. INVESTMENTS

eFinancialCareers

At June 30, 2026 and December 31, 2025, the Company had a \$0.9 million and \$1.0 million investment in eFinancialCareers ("eFC"), respectively, which represented a 10% ownership interest. During the fourth quarter of 2025, the investment's financial position deteriorated. As a result, the Company performed an impairment analysis of its investment, resulting in a \$0.9 million impairment charge. The Company utilized level 3 inputs to determine fair value as follows (with weightings): 1) discounted cash flow (75.0%); 2) guideline public company (12.5%); and 3) guideline transaction (12.5%). The discounted cash flow methodology included declining revenues in 2026 and 2027 and then increasing revenues thereafter at rates approximating historical inflation rates. Cash flows were estimated to improve slowly during the forecast period becoming positive in 2027 and beyond. The discounted cash flow methodology utilized a discount rate of 22.1%. A future decline in eFC's business could result in a further impairment of the Company's investment in eFC.

eFC is a financial services careers website, operating websites in multiple markets in four languages mainly across the United Kingdom, Continental Europe, Asia, the Middle East and North America. Professionals from across many sectors of the financial services industry, including asset management, risk management, investment banking, and information technology, use eFC to advance their careers. The Company has evaluated its common share interest in the eFC business and has determined the investment meets the definition and criteria of a variable interest entity ("VIE"). The Company evaluated the VIE and determined that the Company does not have a controlling financial interest in the VIE, as the Company does not have the power to direct the activities of the VIE that most significantly impact the VIE's economic performance. The common share interest is being accounted for under the equity method of accounting as the Company has the ability to exercise significant influence over eFC. The recorded value is adjusted based on the Company's proportionate share of eFC's net income (loss) and is recorded three months in arrears. The recorded value is further adjusted for a difference in basis and is being amortized against the investment. The Company's proportionate share of eFC's net income, net of currency translation adjustments and amortization of the basis, was insignificant for the three and six-month periods ended June 30, 2026 and for the three and six-month periods ended June 30, 2025, respectively.

Other

At June 30, 2026, the Company held preferred stock representing a 6.6% interest in the fully diluted shares of a tech skills assessment company. The investment is recorded at zero as of June 30, 2026 and December 31, 2025. The Company recorded no gain or loss related to the investment during the three and six month periods ended June 30, 2026 and 2025.

8. BUSINESS COMBINATION

AgileATS

On July 31, 2025, the Company's ClearanceJobs reportable segment acquired AgileATS, a leading applicant tracking system (ATS) purpose-built for government contractors and employers hiring security-cleared professionals. The Company acquired certain assets, including AgileATS' ATS technology, and assumed certain liabilities of AgileATS. The acquisition qualified as a business combination in accordance with ASC Topic 805, *Business Combinations* and, accordingly, total consideration was first allocated to the fair value of assets acquired as of the date of acquisition, including liabilities assumed, with the excess being recorded as goodwill. For financial reporting purposes, goodwill is not amortized but rather evaluated for impairment as discussed in Note 10. For income taxes, the recorded goodwill will be amortized over 15 years.

The Company acquired definite lived intangible assets related to the ATS technology and AgileATS tradename. The technology was valued using the cost to recreate method. This approach estimates the cost the Company would incur to develop a technology of comparable functionality. The cost was adjusted for obsolescence based on the age of the software code, lack of recent investment, and estimated remaining life. The AgileATS tradename was valued using the relief from royalty method. This method estimates fair value based on the present value of the royalty payments that would have been incurred if the Company had to license the asset in an arm's length transaction. The valuation was based on revenue assumptions through December 31, 2030, a hypothetical royalty rate of 3.0%, income taxes of 25.3%, and a discount rate of 34.0%. The Company has assigned an estimated useful life of two years to the ATS technology and the AgileATS tradename. Amortization expense for these intangible assets is recorded in amortization expense on the condensed consolidated statements of operations.

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The recorded purchase price included an estimation of the fair value of contingent obligations associated with potential earnout provisions, which is based on achieving certain new customer relationship targets. During the second quarter of 2026, achievement of the full earnout became probable. As such, the Company recorded a \$0.1 million charge in the condensed consolidated statements of operations.

The table below provides a summary of the total consideration and the purchase price allocation made for the AgileATS business combination (in thousands):

	Amount
Purchase price consideration	
Cash consideration paid	\$ 1,400
Fair value of contingent earnout consideration ⁽¹⁾⁽²⁾	497
Total purchase price consideration	\$ 1,897
Less: Assets acquired	
Intangible asset - AgileATS technology	\$ 1,510
Intangible asset - Tradename	90
Total assets acquired	\$ 1,600
Plus: Net working capital assumed ⁽³⁾	15
Goodwill ⁽⁴⁾	\$ 312

(1) Includes a \$0.5 million contingent earnout consideration, discounted to \$0.4 million based on the probability of being achieved and a present value factor. The contingent earnout consideration must be achieved no later than July 31, 2027.

(2) Includes a \$0.1 million purchase price consideration holdback, which is payable in the third quarter of 2026, net of any contingency related items, as described in the Asset Purchase Agreement.

(3) Includes approximately \$2,000 of receivables and \$17,000 of liabilities.

(4) Calculated by taking the total purchase price consideration less the net assets acquired and liabilities assumed.

Point Solutions Group

On February 27, 2026, the Company's ClearanceJobs segment completed the acquisition of Point Solutions Group, LLC ("PSG"), an engineering and technology professional services firm focusing on defense contracting and government staffing. The Company purchased all of the outstanding membership interests of PSG for an aggregate purchase price of \$5.4 million, of which \$5.0 million was paid by the Company in cash at closing and \$0.4 million was payable within one year of the purchase date based upon payment of final net working capital and upon achieving certain revenue thresholds in 2026. During the three months ended June 30, 2026, final net working capital was settled with the Company paying \$0.2 million. The remaining \$0.2 million is contingent upon achievement of the 2026 revenue thresholds. The recorded purchase price includes an estimate of fair value of contingent obligations associated with potential earnout provisions, which is based on achieving certain revenue targets for the year ended December 31, 2026. Any subsequent changes in the fair value of contingent earnout liabilities will be recorded in the consolidated statement of operations when incurred.

The acquisition qualified as a business combination in accordance with Topic 805, *Business Combinations* and, accordingly, total consideration was first allocated to the fair value of the assets acquired as of the date of acquisition, including liabilities assumed, with the excess being recorded as goodwill. For financial reporting purposes, goodwill is not amortized but rather evaluated for impairment as discussed in Note 10. For income taxes, the recorded goodwill will be amortized over 15 years.

The Company acquired definite lived intangible assets related to the PSG customer relationships and PSG trademark. The customer relationships were valued using the multi-period excess earnings method, which estimates fair value based on the present value of the future cash flows attributable to the existing customer relationships. The valuation was based on cash flows through December 31, 2040, a discount rate of 27.2%, and income taxes of 25.0%. The trademark was valued using the relief from royalty method. This method estimates fair value based on the present value of the royalty payments that would have been incurred if the Company had to license the asset in an arm's length transaction. The valuation was based on revenue

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assumptions through December 31, 2029, a hypothetical royalty rate of 2.5%, income taxes of 25.0%, and a discount rate of 22.2%. The Company has assigned an estimated useful life of eight years to the customer relationships and two years to the trademark. Amortization expense for these intangible assets is recorded in amortization expense on the condensed consolidated statements of operations.

Acquisition related costs of \$0.6 million incurred in connection with the transaction were recorded during the three months ended March 31, 2026 and are recorded in general and administrative expenses on the condensed consolidated statements of operations.

The table below provides a summary of the total consideration and the purchase price allocation made for the PSG acquisition (in thousands):

	Amount
Purchase price consideration	
Cash consideration paid	\$ 5,002
Fair value of contingent earnout consideration ⁽¹⁾	170
Working capital payable ⁽²⁾	202
Total purchase price consideration	<u>\$ 5,374</u>
Less: Assets acquired	
Cash	\$ 16
Accounts receivable	1,419
Prepaid and other current assets	37
Fixed assets	10
Intangible asset - Customer relationships	1,560
Intangible asset - Trademark	440
Total assets acquired	<u>\$ 3,482</u>
Plus: Liabilities assumed	
Accounts payable and accrued expenses	\$ 76
Accrued compensation and payroll liabilities	161
Total liabilities assumed	<u>\$ 237</u>
Goodwill ⁽³⁾	<u><u>\$ 2,129</u></u>

(1) Includes a \$0.5 million contingent earnout consideration, discounted to \$0.2 million based on the probability of achievement and a present value factor. Achievement of the contingent earnout consideration is based upon achievement of certain 2026 revenue thresholds.

(2) Represents actual working capital in excess of the target working capital payable to seller.

(3) Calculated by taking the total purchase price consideration less the net assets acquired and liabilities assumed.

9. ACQUIRED INTANGIBLE ASSETS, NET

Indefinite-Lived Intangible Assets

As of June 30, 2026 and December 31, 2025 the Company had an indefinite-lived acquired intangible asset of \$14.2 million related to the Dice trademarks and brand name. Considering the recognition of the Dice brand, its long history, awareness in the talent acquisition and staffing services market, and the intended use, the remaining useful life of the Dice trademarks and brand name was determined to be indefinite. We determine whether the carrying value of recorded indefinite-lived acquired intangible

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assets is impaired on an annual basis or more frequently if indicators of potential impairment exist. The annual impairment test for the Dice trademarks and brand name is performed on October 1 of each year. The impairment review process compares the fair value of the indefinite-lived acquired intangible assets to its carrying value. If the carrying value exceeds the fair value, an impairment loss is recorded.

The determination of whether or not indefinite-lived acquired intangible assets have become impaired involves a significant level of judgment in the assumptions underlying the approach used to determine the value of the indefinite-lived acquired intangible assets. Fair values are determined using a relief from royalty rate methodology which estimates the value of the trademarks and brand name based on the amount of royalty income it could generate if it was licensed, in an arm's length transaction, to a third party. We consider factors such as historical performance, anticipated market conditions, operating expense trends and capital expenditure requirements. Changes in our strategy and/or changes in market conditions could significantly impact these judgments and require adjustments to recorded amounts of intangible assets.

The Company performed its annual impairment test on October 1, 2025 and as a result, recorded an impairment charge in the third quarter of 2025 of \$9.6 million related to the Dice trademarks and brand name, reducing the carrying value to \$14.2 million. No impairment was recorded during the three and six month periods ended June 30, 2026 and 2025, respectively.

The Company utilized a relief from royalty rate methodology and level 3 inputs to value the Dice trademarks and brand name. The projections utilized in the analysis included lower revenues in the near term due to tariffs, Department of Government Efficiency Workforce Optimization ("DOGE") initiatives, AI, and uncertainty surrounding the U.S. government budget and then increasing revenues at rates approximating industry growth projections, a royalty rate of 4.0% and a discount rate of 21.0%. The Company's ability to achieve these revenue projections may be impacted by, among other things, uncertainty related to demand for technology professionals, competition in the technology recruiting market, challenges in developing and introducing new products and product enhancements to the market and the Company's ability to attribute value delivered to customers. If future cash flows that are attributable to the Dice trademarks and brand name are not achieved, the Company could realize a further impairment in a future period.

Definite-Lived Intangible Assets

As discussed in Note 8, the Company recorded definite-lived intangible assets during the third quarter of 2025 related to the AgileATS technology and tradename and during the first quarter of 2026 related to customer relationships and a trademark acquired in the PSG acquisition. These assets are being amortized over their estimated remaining useful lives, ranging from two to eight years. The carrying amounts of each asset as of June 30, 2026 and December 31, 2025 are presented in the table below.

The carrying amounts of intangible assets were as follows (in thousands):

	Useful life	As of June 30, 2026			As of December 31, 2025		
		Gross carrying amount	Accumulated amortization	Net carrying amount	Gross carrying amount	Accumulated amortization	Net carrying amount
Indefinite-lived intangible assets							
Trademark and brand name	N/A	N/A	N/A	\$ 14,200	N/A	N/A	\$ 14,200
Definite-lived intangible assets							
Trademarks and brand name	2	\$ 530	\$ (115)	\$ 415	\$ 90	\$ (19)	\$ 71
Technology	2	1,510	(692)	818	1,510	(314)	1,196
Customer relationships	8	1,560	(65)	1,495	—	—	—
Total definite-lived intangible assets				\$ 2,728	\$ 1,267		
Total intangible assets				\$ 16,928	\$ 15,467		

Amortization expense for the three and six month periods ended June 30, 2026 was \$0.3 million and \$0.5 million, respectively. There was no amortization expense for the three or six month periods ended June 30, 2025.

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10. GOODWILL

Goodwill as of June 30, 2026 and December 31, 2025 was \$122.7 million and \$120.6 million, respectively. During the first quarter of 2025, in connection with the organizational restructuring, which is further described in Note 5, the Company performed an interim impairment test of the Tech-focused reporting unit immediately prior to the restructuring, then allocated its goodwill into the two new reporting units, ClearanceJobs and Dice, based on the relative fair value of each reporting unit, and finally tested each reporting unit's goodwill for impairment.

The interim impairment test performed immediately prior to the organizational restructuring indicated that the fair value of the Tech-focused reporting unit was substantially in excess of the carrying value as of the date of the organizational restructuring. The prior Tech-focused reporting unit's goodwill of \$128.1 million was allocated to ClearanceJobs and Dice based on their relative fair values, which resulted in goodwill for ClearanceJobs and Dice of \$97.4 million and \$30.7 million, respectively.

The impairment test performed immediately after the allocation for the ClearanceJobs reporting unit indicated that the fair value was substantially in excess of the carrying value as of the date of the organizational restructuring. The impairment test performed immediately after the allocation for the Dice reporting unit resulted in the Company recording an impairment charge of \$7.8 million during the first quarter of 2025.

The Company utilized level 3 inputs to determine fair value as follows with each method at a 50% weighting: 1) discounted cash flow and 2) guideline public company. The Dice projections utilized in the organizational restructuring impairment test included increasing revenues at rates approximating industry growth projections and a discount rate of 20.0%. The Company's ability to achieve these revenue projections may be impacted by, among other things, demand for technology professionals, competition in the technology recruiting market, challenges in developing and introducing new products and product enhancements to the market and the Company's ability to attribute value delivered to customers. If future cash flows that are attributable to the Dice reporting unit are not achieved, the Company could realize a further impairment in a future period. It is reasonably possible that changes in judgments, assumptions and estimates the Company made in assessing the fair value of goodwill could cause the Company to consider some portion or all of the goodwill of the Dice reporting unit to become impaired. In addition, a future decline in the overall market conditions, demand for technology professionals, and/or changes in the Company's market share could negatively impact the estimated future cash flows and discount rates used to determine the fair value of the reporting unit and could result in an impairment charge in the foreseeable future.

As discussed in Note 8, the Company recorded additional goodwill in the ClearanceJobs reporting unit during the third quarter of 2025 of \$0.3 million related to its acquisition of AgileATS and \$2.1 million during the first quarter of 2026 related to the PSG acquisition.

The annual impairment test for the ClearanceJobs and Dice reporting units are performed on October 1 of each year. The Company's ability to achieve the projections used in the annual impairment tests may be impacted by, among other things, general market conditions, competition in the technology recruiting market, challenges in developing and introducing new products and product enhancements to the market, and the Company's ability to attribute value delivered to customers. If future cash flows that are attributable to the ClearanceJobs and Dice reporting units are not achieved, the Company could realize an impairment in a future period.

The annual impairment test for the ClearanceJobs and Dice reporting units performed as of October 1, 2025 resulted in the fair value of the reporting units being in excess of each respective carrying value. As a result, the Company believes it is not more likely than not that the fair value of each reporting unit is less than each respective carrying value as of June 30, 2026. Therefore, no impairment was recorded during the three or six-month periods ended June 30, 2026.

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The changes in the carrying amount of goodwill by segment were as follows (in thousands):

	Tech-focused	ClearanceJobs	Dice	Total
Goodwill at December 31, 2024	\$ 128,100	\$ —	\$ —	\$ 128,100
Segment Change	(128,100)	97,431	30,669	—
Goodwill at January 13, 2025⁽¹⁾	\$ —	\$ 97,431	\$ 30,669	\$ 128,100
Impairment	—	—	(7,800)	(7,800)
Business combination ⁽²⁾	—	312	—	312
Goodwill at December 31, 2025	\$ —	\$ 97,743	\$ 22,869	\$ 120,612
Business combination ⁽³⁾	—	2,129	—	2,129
Goodwill at June 30, 2026	\$ —	\$ 99,872	\$ 22,869	\$ 122,741

(1) Date of organizational restructuring.

(2) Represents goodwill recognized through the acquisition of AgileATS on July 31, 2025. See Note 8 for further discussion.

(3) Represents goodwill recognized through the acquisition of PSG on February 27, 2026. See Note 8 for further discussion.

11. INDEBTEDNESS

Credit Agreement—In April 2026, the Company, together with Dice Inc. (a wholly-owned subsidiary of the Company) and its wholly-owned subsidiary, Dice Career Solutions, Inc. (collectively, the “Borrowers”), entered into a credit agreement (the “Credit Agreement”), which replaces the Prior Credit Agreement (defined below), and provides for a revolving loan facility of \$70 million with an expansion option of \$37.5 million, bringing the total facility to \$107.5 million, as permitted under the terms of the Credit Agreement. At the closing of the Credit Agreement, the Company borrowed \$33 million under the facility to repay, in full, all outstanding indebtedness, including accrued interest, under the Prior Credit Agreement. Unamortized debt issuance costs from the previous credit agreement of \$0.1 million and debt issuance costs of \$0.6 million related to the new agreement were recorded as other assets on the condensed consolidated balance sheets as of June 30, 2026 and will be recorded to interest expense over the term of the Credit Agreement

Borrowings under the Credit Agreement denominated in U.S. dollars bear interest, payable at least quarterly, at the Company’s option, at the Secured Overnight Financing Rate (“SOFR”) or a base rate plus a margin. Borrowings under the Credit Agreement denominated in pounds sterling, if any, bear interest at the Sterling Overnight Index Average (“SONIA”) rate plus a margin. The margin ranges from 2.50% to 3.25% on SOFR and SONIA loans and 1.50% to 2.25% on base rate loans, determined by the Company’s most recent consolidated leverage ratio. The Company incurs a commitment fee ranging from 0.35% to 0.50% on any unused capacity under the revolving loan facility, determined by the Company’s most recent consolidated leverage ratio. The facility will mature on April 1, 2030 and may be prepaid at any time without penalty.

The Credit Agreement contains various affirmative and negative covenants and also contains certain financial covenants, including a consolidated leverage ratio and a consolidated fixed charge coverage ratio. Borrowings are allowed under the Credit Agreement to the extent the consolidated leverage ratio is equal to or less than 2.50 to 1.00 and to the extent the consolidated fixed charge coverage ratio is greater than 1.20 to 1.00, subject to the terms of the Credit Agreement. Negative covenants include restrictions on incurring certain liens; making certain payments, such as stock repurchases and dividend payments; making certain investments; making certain acquisitions; making certain dispositions; and incurring additional indebtedness. Restricted payments are allowed under the Credit Agreement to the extent the consolidated leverage ratio, calculated on a pro forma basis, is equal to or less than 2.00 to 1.00, as described in the Credit Agreement. The Credit Agreement also provides that the payment of obligations may be accelerated upon the occurrence of events of default, including, but not limited to, non-payment, change of control, or insolvency. As of June 30, 2026, the Company was in compliance with all of the financial covenants under the Credit Agreement.

The obligations under the Credit Agreement were guaranteed by one of the Company’s wholly-owned subsidiaries and secured by substantially all of the assets of the Borrowers and the guarantors.

Prior Credit Agreement - The Borrowers previously maintained a Third Amended and Restated Credit Agreement (the “Prior Credit Agreement”), which was scheduled to mature in June 2027. The Prior Credit Agreement was entered into during June 2022 and provided for a revolving loan facility of \$100 million, with an expansion option of \$50 million, bringing the total facility to \$150 million, as permitted by the terms of the Prior Credit Agreement. Borrowings under the Prior Credit Agreement

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accrued interest, at the Company's option, at the SOFR rate or a base rate plus a margin. The margin ranged from 2.00% to 2.75% on SOFR and SONIA loans and 1.00% to 1.75% on base rate loans, determined by the Company's most recent consolidated leverage ratio. The Company incurred a commitment fee ranging from 0.35% to 0.50% on any unused capacity under the revolving loan facility, determined by the Company's most recent consolidated leverage ratio. There was no penalty for prepayment of the Prior Credit Agreement.

The amounts borrowed as of June 30, 2026 and December 31, 2025 are as follows (dollars in thousands):

	June 30, 2026	December 31, 2025
Long-term debt under revolving credit facility ⁽¹⁾	\$ 32,000	\$ 30,000
Available to be borrowed under revolving facility ⁽²⁾	\$ 38,000	\$ 51,000
Interest rate and margin:		
Interest margin ⁽³⁾	2.50 %	2.10 %
Actual interest rates ⁽⁴⁾	6.14 %	5.83 %
Commitment fee	0.35 %	0.35 %

(1) In connection with the Company's revolving credit facilities as then in effect, as of June 30, 2026 and December 31, 2025, the Company had deferred financing costs of \$0.7 million and \$0.7 million, respectively, and accumulated amortization of less than \$0.1 million and \$0.5 million, respectively, recorded in other assets on the condensed consolidated balance sheets.

(2) The amount available to be borrowed was subject to certain limitations, such as a consolidated leverage ratio which generally limited borrowings to 2.5 times annual Adjusted EBITDA, as defined in the Credit Agreement.

(3) Computed as the weighted average interest margin on all borrowings, including an additional spread of 0.10%, as applicable.

(4) Computed as the weighted average interest rate on all borrowings.

Under the terms of the Credit Agreement in effect as of June 30, 2026, there were no scheduled principal payments until maturity in April 2030.

12. COMMITMENTS AND CONTINGENCIES

Litigation

The Company is subject to various claims from taxing authorities, lawsuits and other complaints arising in the ordinary course of business. The Company records provisions for losses when claims become probable and the amounts are reasonably estimable. Although the outcome of these legal matters, except as described below and recorded in the condensed consolidated financial statements, cannot be determined, it is the opinion of management that the final resolution of these matters will not have a material effect on the Company's financial condition, operations or liquidity.

Tax Contingencies

The Company operates in a number of tax jurisdictions and is routinely subject to examinations by various tax authorities with respect to income taxes and indirect taxes. The determination of the Company's liability for taxes requires judgment and estimation. The Company has reserved for potential examination adjustments to our provision for income taxes and accrual of indirect taxes in amounts which the Company believes are reasonable.

13. EQUITY TRANSACTIONS

Stock Repurchase Plans—The Company's Board of Directors ("Board") has approved stock repurchase programs that permit the Company to repurchase its common stock. Management has discretion in determining the conditions under which shares may be purchased from time to time.

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The following table summarizes the stock repurchase plans approved by the Board:

	February 2026 to February 2027⁽¹⁾	November 2025 to November 2026⁽²⁾	February 2025 to October 2025⁽³⁾
Approval Date	February 2026	November 2025	February 2025
Authorized Repurchase Amount of Common Stock	\$10 million	\$5 million	\$5 million

(1) During February 2026, the Company announced that the Board approved a new stock repurchase program that permits the purchase of up to \$10.0 million of Company's common stock through February 2027.

(2) During January 2026, the stock repurchase program approved in November 2025, expired with a total of 2.9 million shares purchased for \$5.0 million.

(3) During October 2025, the stock repurchase program approved in February 2025, expired with a total of 2.1 million shares purchased for \$5.0 million.

As of June 30, 2026 the value of shares that may yet be purchased under the current plan was \$4.5 million.

Purchases of the Company's common stock pursuant to the stock repurchase plans were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Shares repurchased	664,750	865,585	2,160,049	1,177,351
Average purchase price per share ⁽¹⁾	\$ 2.92	\$ 2.06	\$ 2.68	\$ 2.09
Dollar value of shares repurchased (in thousands) ⁽¹⁾	\$ 1,939	\$ 1,786	\$ 5,781	\$ 2,459

(1) Dollar value of shares repurchased and average price paid per share include costs associated with the repurchases and totaled \$13,000 and \$43,000 for the three and six-month periods ended June 30, 2026 and \$17,000 and \$24,000 for the three and six-month periods ended June 30, 2025, respectively.

There were no unsettled share repurchases as of June 30, 2026 and 2025.

Stock Repurchases Pursuant to the 2022 Omnibus Equity Award Plan, as Amended and Restated—Under the 2022 Omnibus Equity Award Plan, as Amended and Restated, and as further described in Note 14 to the condensed consolidated financial statements, the Company repurchases its common stock withheld for income tax from the vesting of employee restricted stock or Performance-Based Restricted Stock Units (“PSUs”). The Company remits the value, which is based on the closing share price on the vesting date, of the common stock withheld to the appropriate tax authority on behalf of the employee and the related shares become treasury stock.

Purchases of the Company's common stock pursuant to the 2022 Omnibus Equity Award Plan, as Amended and Restated, were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Shares repurchased upon restricted stock/PSU vesting	22,621	11,529	505,676	585,775
Average purchase price per share	\$ 3.85	\$ 2.26	\$ 1.87	\$ 2.55
Dollar value of shares repurchased upon restricted stock/PSU vesting (in thousands)	\$ 87	\$ 26	\$ 948	\$ 1,495

No shares of the Company's common stock were purchased other than through the stock repurchase plans and the 2022 Omnibus Equity Award Plan, as Amended and Restated, as described above.

Section 382 Rights Plan—On January 28, 2025, the Company adopted a shareholder rights plan designed to protect stockholder value by preserving the availability of the Company's net capital loss carryforwards (“Carryforwards”) and other tax attributes under the Internal Revenue Code of 1986, as amended (the “Code”) (such plan, the “Section 382 Rights Plan”). The Section 382 Rights Plan aims to preserve the Company's Carryforwards by creating a disincentive for any stockholder to accumulate beneficial ownership of 4.99% or more of the Company's outstanding common stock, or to further accumulate the Company's common stock if the stockholder's beneficial ownership already exceeds 4.99% in each case without the approval of

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the Company's Board of Directors in order to reduce the likelihood of an "ownership change" under Section 382 of the Code occurring, which could restrict the Company's ability to utilize its Carryforwards.

In connection with the adoption of the Section 382 Rights Plan, the Board declared a non-taxable dividend of one preferred share purchase right (a "Right") for each outstanding share of the Company's common stock to the Company's stockholders of record as of the close of business on February 7, 2025. Each Right entitles its holder to purchase from the Company one one-thousandth of a share of the Company's Series 1 Participating Preferred Stock, par value \$0.01 per share (the "Series 1 Participating Preferred Stock") at an exercise price of \$17.00 per Right, subject to adjustment. As a result of the Section 382 Rights Plan, any person or group that acquires beneficial ownership of 4.99% or more of the Company's common stock without the approval of the Board would be subject to significant dilution in the ownership interest of that person or group. Stockholders who owned 4.99% or more of the outstanding shares of the Company's common stock as of February 7, 2025 will not trigger the Rights unless they acquire additional shares after that date.

Preferred Stock Purchase Rights—Pursuant to the Section 382 Rights Plan, the Company has authorized and declared a dividend distribution of one Right for each outstanding share of common stock to stockholders of record as of the close of business on February 7, 2025 ("Record Date"). Subject to certain limitations, the Rights will be separate from the common stock and become exercisable following (1) the 10th business day (or such later date as may be determined by the Board) after the public announcement that a person or group of affiliated or associated persons (such person or group an "Acquiring Person") has acquired beneficial ownership of 4.99% or more of the common stock or (2) the 10th business day (or such later date as may be determined by the Board) after a person or group announces a tender or exchange offer that would result in ownership by a person or group of 4.99% or more of the common stock. The date on which the Rights separate from the common stock and become exercisable is referred to as the "Distribution Date." Following the Distribution Date, each Right entitles the registered holder to purchase from the Company one one-thousandth of a share of Series 1 Participating Preferred Stock of the Company at an exercise price of \$17.00 (the "Exercise Price"), subject to adjustment. Each one-thousandth of a share of Series 1 Preferred Stock will not be redeemable; will be entitled to a quarterly dividend equal to the higher of \$0.001 or an amount equal to the dividend paid on one share of common stock; will be entitled upon a liquidation, dissolution or winding up of the Company to the higher of \$1.00 or the per share amount distributed to common stock in such transaction; will have the same voting power per share of common stock and generally vote together with the common stock; and will be entitled to receive in a merger, consolidation or similar transaction of the Company the per share consideration payable to common stock in such transaction.

Dividends—No dividends were declared during the three and six month periods ending June 30, 2026 and 2025. The Credit Agreement contains limits on our ability to declare and pay dividends. See Note 11 for additional disclosures.

14. STOCK-BASED COMPENSATION

On July 13, 2022, the stockholders of the Company approved the DHI Group, Inc. 2022 Omnibus Equity Award Plan, which had been previously approved by the Company's Board of Directors on May 13, 2022 (the "2022 Omnibus Equity Award Plan"). The 2022 Omnibus Equity Award Plan generally mirrors the terms of the Company's prior omnibus equity award plan, which expired in accordance with its terms on April 20, 2022 (the "2012 Omnibus Equity Award Plan"). On April 26, 2023, the stockholders of the Company approved the DHI Group, Inc. 2022 Omnibus Equity Award Plan, as Amended and Restated, which had been previously approved by the Company's Board of Directors on March 16, 2023 (the "First Plan Amendment"). On May 15, 2026, the stockholders of the Company approved the Second Amendment to the DHI Group, Inc. 2022 Omnibus Equity Award Plan as Amended and Restated (the "Second Plan Amendment"). The Second Plan Amendment amended and restated the 2022 Omnibus Equity Award Plan to, among other things, increase the number of shares of common stock authorized for issuance as equity awards under the plan by 2.8 million shares. The Company has previously granted restricted stock and PSUs to certain employees and directors pursuant to the 2012 Omnibus Equity Award Plan and the 2022 Omnibus Equity Award Plan and will continue to grant restricted stock and PSUs to certain employees and directors pursuant to the 2022 Omnibus Equity Award Plan, as amended. The Company also offers an Employee Stock Purchase Plan.

The Company recorded total stock-based compensation expense of \$0.9 million and \$2.1 million during the three and six-month periods ended June 30, 2026, respectively, and \$1.5 million and \$2.6 million during the three and six month periods ended June 30, 2025, respectively. At June 30, 2026, there was \$5.5 million of unrecognized compensation expense related to unvested awards, which is expected to be recognized over a weighted-average period of approximately 0.9 years.

Restricted Stock—Restricted stock is granted to employees of the Company and its subsidiaries, and to non-employee members of the Company's Board. These shares are part of the compensation plan for services provided by the employees or Board

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members. The closing price of the Company's stock on the date of grant is used to determine the fair value of the grants. The expense related to restricted stock grants is recorded over the vesting period as described below. There was no cash flow impact resulting from the grants.

Restricted stock vests in various increments on the anniversaries of each grant, subject to the recipient's continued employment or service through each applicable vesting date. Vesting occurs over one year for Board members and over three years for employees.

A summary of the status of restricted stock awards as of June 30, 2026 and 2025 and the changes during the periods then ended is presented below:

	Three Months Ended June 30, 2026		Three Months Ended June 30, 2025	
	Shares	Weighted- Average Fair Value at Grant Date	Shares	Weighted- Average Fair Value at Grant Date
Non-vested at beginning of the period	2,555,323	\$ 2.02	2,329,295	\$ 2.92
Granted	267,214	\$ 3.72	933,287	\$ 1.64
Forfeited	(124,336)	\$ 2.32	(32,835)	\$ 3.05
Vested	(733,601)	\$ 1.35	(327,240)	\$ 2.54
Non-vested at end of period	1,964,600	\$ 2.48	2,902,507	\$ 2.55
Expected to vest	1,964,600	\$ 2.48	2,902,507	\$ 2.55

	Six Months Ended June 30, 2026		Six Months Ended June 30, 2025	
	Shares	Weighted- Average Fair Value at Grant Date	Shares	Weighted- Average Fair Value at Grant Date
Non-vested at beginning of the period	2,519,669	\$ 2.47	2,672,564	\$ 3.39
Granted	1,078,214	\$ 2.32	1,777,287	\$ 2.14
Forfeited	(181,839)	\$ 2.42	(426,264)	\$ 3.21
Vested	(1,451,444)	\$ 2.36	(1,121,080)	\$ 3.65
Non-vested at end of period	1,964,600	\$ 2.48	2,902,507	\$ 2.55
Expected to vest	1,964,600	\$ 2.48	2,902,507	\$ 2.55

PSUs—PSUs are granted to employees of the Company and its subsidiaries. These shares are granted under compensation agreements that are for services provided by the employees. The fair value of the PSUs is measured at the grant date fair value of the award, which was determined based on an analysis of the probable performance outcomes. The performance period is over one year and is based on the achievement of bookings targets during the year of grant, as defined in the applicable award agreement. The earned shares will then vest over a three year period, one-third on each of the first, second, and third anniversaries of the grant date, or if later, the date the Compensation Committee certifies the performance results with respect to the performance period.

There was no cash flow impact resulting from the grants of PSUs.

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A summary of the status of PSUs as of June 30, 2026 and 2025 and the changes during the periods then ended is presented below:

	Three Months Ended June 30, 2026		Three Months Ended June 30, 2025	
	Shares	Weighted- Average Fair Value at Grant Date	Shares	Weighted- Average Fair Value at Grant Date
Non-vested at beginning of the period	994,442	\$ 2.18	1,051,309	\$ 2.90
Granted	18,000	\$ 3.72	—	\$ —
Forfeited	(56,911)	\$ 2.35	(12,964)	\$ 2.64
Vested	—	\$ —	(5,627)	\$ 3.46
Non-vested at end of period	955,531	\$ 2.19	1,032,718	\$ 2.90
Expected to vest	955,531	\$ 2.19	1,032,718	\$ 2.90

	Six Months Ended June 30, 2026		Six Months Ended June 30, 2025	
	Shares ⁽¹⁾	Weighted- Average Fair Value at Grant Date	Shares ⁽²⁾	Weighted- Average Fair Value at Grant Date
Non-vested at beginning of the period	979,751	\$ 2.91	1,420,665	\$ 3.55
Granted	567,000	\$ 1.85	623,000	\$ 2.69
Forfeited	(186,946)	\$ 2.54	(456,264)	\$ 2.85
Vested	(404,274)	\$ 3.29	(554,683)	\$ 4.36
Non-vested at end of period	955,531	\$ 2.19	1,032,718	\$ 2.90
Expected to vest	955,531	\$ 2.19	1,032,718	\$ 2.90

(1) PSUs forfeited during the first quarter of 2026 includes 121,034 PSUs forfeited related to the bookings achievement for the performance period ended December 31, 2025.

(2) PSUs forfeited during the first quarter of 2025 includes 152,284 PSUs forfeited related to the bookings achievement for the performance period ended December 31, 2024.

Employee Stock Purchase Plan—On March 11, 2020 the Company's Board of Directors adopted an Employee Stock Purchase Plan (as amended, the "ESPP"). The ESPP was initially approved by the Company's stockholders on April 21, 2020. On March 26, 2026 the Company's Board adopted an amendment to the ESPP ("ESPP First Plan Amendment") to increase the maximum number of shares of common stock authorized for issuance under the term of the ESPP by 500,000 shares. The ESPP First Plan Amendment was subsequently approved by stockholders on May 15, 2026. The ESPP provides eligible employees the opportunity to purchase shares of the Company's common stock through payroll deductions during six-month offering periods. The purchase price per share of common stock is 85% of the lower of the closing stock price on the first or last trading day of each offering period. The offering periods are January 1 to June 30 and July 1 to December 31. The maximum number of shares of common stock available for purchase under the ESPP is 1,000,000 subject to adjustment as provided under the ESPP. Individual employee purchases are limited to \$25,000 per calendar year, based on the fair market value of the shares on the purchase date. As of June 30, 2026, 520,929 shares were eligible for purchase under the ESPP. During each of the three and six months periods ended June 30, 2026, 43,209 shares were issued under the plan. During each of the three and six-months periods ended June 30, 2025, 54,229 shares were issued under the plan.

15. INCOME TAXES

The Company's effective tax rate was 16% and 26% for the three and six months ended June 30, 2026, respectively, and 56% and 10% for the three and six months ended June 30, 2025, respectively. The following items caused the effective rate to differ from the statutory rate:

- A tax benefit of \$0.3 million during the three months ended June 30, 2026, and tax expense of \$0.1 million and \$0.6 million during the three and six months ended June 30, 2025, respectively, from the tax impacts of stock-based compensation awards.

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- Tax expense of \$0.1 million and \$0.2 million during the three and six months ended June 30, 2026, respectively, from state income taxes.
- A tax benefit of \$0.4 million during the three and six months ended June 30, 2025, from the completion of a federal tax examination related to research credits.
- Tax expense of \$1.9 million during the six months ended June 30, 2025, from nondeductible impairment charges.

16. EARNINGS PER SHARE

Basic earnings per share ("EPS") is computed based on the weighted-average number of shares of common stock outstanding. Diluted EPS is computed based on the weighted-average number of shares of common stock outstanding plus common stock equivalents, where dilutive. The following is a calculation of basic and diluted EPS and weighted-average shares outstanding (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net income (loss)	\$ 2,597	\$ (841)	\$ 4,129	\$ (10,592)
Weighted-average shares outstanding—basic	40,604	45,354	41,009	45,429
Add shares issuable from stock-based awards ⁽¹⁾	1,489	—	1,209	—
Weighted-average shares outstanding—diluted	42,093	45,354	42,218	45,429
Basic earnings (loss) per share	\$ 0.06	\$ (0.02)	\$ 0.10	\$ (0.23)
Diluted earnings (loss) per share	\$ 0.06	\$ (0.02)	\$ 0.10	\$ (0.23)
Dilutive shares issuable from unvested equity awards ⁽¹⁾	1,489	—	1,209	—
Anti-dilutive shares issuable from unvested equity awards ⁽²⁾	150	1,994	160	2,492

(1) During the three and six months ended June 30, 2025, 0.3 million and 0.4 million shares, respectively, were excluded from the computation of shares contingently issuable upon exercise as we recognized a net loss.

(2) Represents outstanding stock-based awards that were anti-dilutive and excluded from the calculation of diluted earnings per share.

17. SEGMENT INFORMATION

Management has organized its reportable segments, ClearanceJobs ("CJ") and Dice, based upon our internal management reporting and information provided to the chief operating decision maker "CODM".

ClearanceJobs is an online career community and cleared staffing service dedicated to connecting security-cleared professionals with employers in a secure and private environment to fill the jobs that safeguard our nation. Authorized U.S. government contractors, federal agencies, national laboratories and universities utilize ClearanceJobs to find candidates with specific, active or current security clearance requirements in a range of disciplines. The platform provides opportunities for employers and candidates to engage in real-time through messaging and live video, and for employers to promote differentiators through a multitude of branding products and features.

Dice is a destination for technology and engineering talent in the United States to find relevant job opportunities. The job postings available on Dice, from both technology and non-technology companies across many industries, include positions for software engineers, big data professionals, systems administrators, database specialists, project managers, tech professionals with AI skills, and a variety of other technology and engineering professionals.

Corporate includes general overhead not directly consumed by the segments such as interest expense, public company costs, compensation of certain executives and other professional fees. Corporate assets include all cash, income tax related assets, investments, and certain prepaid and other assets.

The Company has included additional disclosures regarding significant expenses regularly provided to our CODM. The Company's CODM is the Company's Chief Executive Officer. Given the restructuring from one to two segments, the measure of segment profit or loss has changed from consolidated net income to Adjusted EBITDA. The CODM uses Adjusted EBITDA

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to allocate resources to each segment, predominately through a budgeting and forecasting process. The CODM utilizes segment revenue, operating expenses and Adjusted EBITDA when making decisions about resource allocations. Resource allocation decisions include, among other things, investing in product development, sales and marketing, employee compensation, acquisitions, and stockholder programs.

All operations are in the United States and the Company does not have revenues and long-lived assets, which includes fixed assets and lease right of use assets, outside of the United States. The CODM is not provided assets in evaluating the results of the segments, and therefore, such information is not provided, except capital expenditures. The accounting policies of each segment are the same as those described in Note 1 of the notes to the condensed consolidated financial statements.

The following table provides an analysis of results by reportable segment (in thousands):

By Reportable Segment:	Three Months Ended June 30, 2026			Three Months Ended June 30, 2025		
	CJ	Dice	Total	CJ	Dice	Total
Revenues	\$ 15,554	\$ 15,787	\$ 31,341	\$ 13,626	\$ 18,401	\$ 32,027
Less:						
Adjusted cost of revenues	3,548	2,703		1,661	3,453	
Adjusted product development	1,295	1,584		1,216	1,921	
Adjusted sales	1,931	2,947		2,112	4,101	
Adjusted marketing	1,663	2,605		1,552	2,781	
Adjusted general and administrative	1,122	1,772		1,013	1,976	
Adjusted EBITDA ⁽¹⁾	5,995	4,176	10,171	6,072	4,169	10,241
<u>Reconciling Items:</u> ⁽²⁾						
Less:						
Depreciation ⁽³⁾			2,450			3,761
Amortization			303			—
Restructuring			—			4,216
Severance, professional fees and related costs, and non-cash stock based compensation			1,751			1,782
Loss (income) from equity method investment			17			37
Interest expense and other			687			619
Unallocated amounts:						
Other corporate expenses			1,855			1,747
Income (loss) before income taxes			<u>\$ 3,108</u>			<u>\$ (1,921)</u>
Capital Expenditures ⁽²⁾⁽⁴⁾	\$ 649	\$ 918	\$ 1,567	\$ 306	\$ 1,594	\$ 1,900

(1) Excludes deduction for other corporate expenses.

(2) Other segment disclosures as required by ASC 280.

(3) Depreciation was \$0.5 million and \$1.9 million for ClearanceJobs and Dice, respectively, for the three months ended June 30, 2026. Depreciation was \$0.9 million and \$2.9 million for ClearanceJobs and Dice, respectively, for the three months ended June 30, 2025.

(4) Consists of capitalized website development and software costs as provided to the CODM.

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By Reportable Segment:	Six Months Ended June 30, 2026			Six Months Ended June 30, 2025		
	CJ	Dice	Total	CJ	Dice	Total
Revenues	\$ 29,550	\$ 31,484	\$ 61,034	\$ 27,003	\$ 37,325	\$ 64,328
Less:						
Adjusted cost of revenues	5,634	5,353		3,444	6,945	
Adjusted product development	2,822	3,101		2,517	4,197	
Adjusted sales	4,043	6,072		4,137	8,466	
Adjusted marketing	3,260	4,763		3,174	5,810	
Adjusted general and administrative	2,145	3,682		1,954	4,310	
Adjusted EBITDA ⁽¹⁾	11,646	8,513	20,159	11,777	7,597	19,374
Reconciling Items: ⁽²⁾						
Less:						
Depreciation ⁽³⁾			5,247			7,745
Amortization			538			—
Restructuring			—			6,486
Impairment of goodwill ⁽⁴⁾			—			7,800
Severance, professional fees and related costs, and non-cash stock based compensation			3,799			3,990
Loss (income) from equity method investment			40			(27)
Interest expense and other			1,240			1,279
Unallocated amounts:						
Other corporate expenses			3,699			3,899
Income (loss) before income taxes			\$ 5,596			\$ (11,798)
Capital Expenditures ⁽²⁾⁽⁵⁾	\$ 1,226	\$ 1,963	\$ 3,189	\$ 647	\$ 3,221	\$ 3,868

(1) Excludes deduction for other corporate expenses.

(2) Other segment disclosures as required by ASC 280.

(3) Depreciation was \$1.2 million and \$4.0 million for ClearanceJobs and Dice, respectively, for the six months ended June 30, 2026. Depreciation was \$1.6 million and \$6.2 million for ClearanceJobs and Dice, respectively, for the six months ended June 30, 2025.

(4) Impairment of goodwill related entirely to the Dice reportable segment.

(5) Consists of capitalized website development and software costs as provided to the CODM.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our unaudited condensed consolidated financial statements and the related notes included elsewhere in this report. See also our consolidated financial statements and the notes thereto and the section entitled "Note Concerning Forward-Looking Statements" in our Annual Report on Form 10-K for the year ended December 31, 2025.

Information contained herein contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. 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, without limitation, information concerning our possible or assumed future financial condition, liquidity and results of operations, including expectations (financial or otherwise), our strategy, plans, objectives, and intentions, and growth potential. 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, a write-off of all or a part of our goodwill and intangible assets, backlog not accurately representing future revenue, competition from existing and future competitors in the highly competitive markets in which we operate, failure to adapt our business model to keep pace with rapid changes in the recruiting and career services business and the development of new products and services, macroeconomic conditions, including government shutdowns, the impact of initiatives to restructure or streamline government agencies, such as DOGE, the risk that AI models will reduce demand for technology professionals in the workforce, failure to maintain and develop our reputation and brand recognition, failure to increase or maintain the number of customers who purchase recruitment packages, failure to attract qualified professionals to our websites or grow the number of qualified professionals who use our websites, a review of strategic alternatives may occur from time to time and the possibility that such review will not result in a transaction, inability to successfully integrate future acquisitions or identify and consummate future acquisitions, misappropriation or misuse of our intellectual property, claims against us for intellectual property infringement or failure to enforce our ownership of intellectual property, failure to attract and retain users who create and post original content on our web properties, taxation risks in various jurisdictions and the potential for unfavorable decisions related to tax assessments, taxation risks impacting our liability or past sales, and ability to make future sales, downturns in our customers' businesses, our indebtedness and our ability to borrow funds under our revolving credit facility or refinance our indebtedness, restrictions on our current and future operations under such indebtedness, development and use of artificial intelligence, failure to timely and efficiently scale, adapt and maintain our technology and infrastructure, capacity constraints, system failures or breaches of network security, usefulness of our candidate profiles to our customers, decreases in our user engagement, changes in search engines' methodologies, failure to halt operations of third-party websites aggregating our data, our reliance on third-party hosting facilities, our compliance with laws and regulations, U.S. and foreign government regulation of the Internet and taxation, failure to attract or retain key executives and personnel, our ability to navigate the cyclicalities or downturns of the U.S. and worldwide economies, litigation related to infringement or other claims regarding our services or content, our ability to defend ownership of our intellectual property, global climate change, compliance with the continued listing standards of the New York Stock Exchange, volatility in our stock price, differences between estimates of financial projections and future results, failure to maintain controls over financial reporting, results of operations fluctuating on a quarterly and annual basis, our Section 382 Rights Plan may have an anti-takeover effect, anti-takeover provisions in our governing documents may make changes to management difficult, and disruption resulting from unsolicited offers to purchase the company. These factors and others are discussed in more detail below and in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, 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 us 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. We have no obligation to update any forward-looking statements after the date hereof, except as required by federal securities laws.

In addition, information contained herein contains certain non-GAAP financial measures. These measures are not in accordance with, or an alternative for, measures in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”). See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Non-GAAP Financial Measures” for definitions of these measures as well as reconciliations to the mostly directly comparable GAAP measure.

Overview

DHI is a provider of software products, online tools and services that deliver career marketplaces to candidates and employers in the United States. DHI’s brands, ClearanceJobs and Dice, enable recruiters and hiring managers to efficiently search, match and connect with highly skilled technologists in specialized fields, particularly technology and active government security clearance. Professionals find ideal employment opportunities, relevant job advice and personalized data that help manage their technologist lives.

In online recruitment, we specialize in employment categories in which there has been a long-term scarcity of highly skilled, highly qualified professionals relative to market demand, specifically technologists who work in a variety of industries or have active government security clearances. Our websites serve as online two-sided marketplaces where employers and recruiters source and connect with prospective employees, and where technologists find relevant job opportunities, data and information to further their careers. Our websites offer job postings, news and content, career development and recruiting services tailored to the specific needs of the professional community that each website serves.

We have been in the recruiting and career development business for over 35 years. Following an internal reorganization in the first quarter of 2025, we have identified two reportable segments: ClearanceJobs and Dice. The Company incurs certain costs that are not directly attributable to the segments and are included in Corporate. We have organized our reportable segments based upon our internal management reporting.

Our Revenue and Expenses

We derive the majority of our revenue from customers who pay fees, either annually, quarterly or monthly, to post jobs on our websites and to access our searchable databases of resumes. Our fees vary by customer based on the number of individual users of our databases of resumes, the number and type of job postings and profile views purchased and the terms of the packages purchased, which are predominately annual agreements. Our Company sells recruitment packages, which comprise approximately 90% of our total revenue, that can include access to our databases of resumes and job posting capabilities. We believe the key metrics that are material to an analysis of our businesses are our total number of ClearanceJobs and Dice recruitment package customers and the revenue, on average, that these customers generate. The Company's management uses these metrics to monitor the current and future activity of the businesses. The tables below detail this customer data (dollars in thousands).

Recruitment Package Customers:	As of June 30,		Increase (Decrease)	Percent Change
	2026	2025		
ClearanceJobs	1,735	1,868	(133)	(7)%
Dice	3,702	4,365	(663)	(15)%

Average Annual Revenue per Recruitment Package Customer ⁽¹⁾									
	Three Months Ended June 30,				Six Months Ended June 30,				
	2026	2025	Increase (Decrease)	Percent Change	2026	2025	Increase (Decrease)	Percent Change	
ClearanceJobs	\$ 28,255	\$ 26,026	\$ 2,229	9 %	\$ 27,770	\$ 25,916	\$ 1,854	7 %	
Dice	\$ 15,899	\$ 15,434	\$ 465	3 %	\$ 15,682	\$ 15,909	\$ (227)	(1)%	

(1) Calculated by dividing recruitment package customer revenue by the daily average count of recruitment package customers during each month, adjusted to reflect a 30-day month. The simple average of each month is used to derive the amount for each period and then annualized to reflect 12 months.

ClearanceJobs had 1,735 recruitment package customers as of June 30, 2026 compared to 1,868 as of June 30, 2025, a decrease of 7%, and average annual revenue per recruitment package customer increased \$2,229, or 9%, from the prior year quarter. The increased revenue per recruitment package customer for ClearanceJobs was due to continued high demand for professionals with government security clearance and consistent product releases and enhancements driving activity on the site, along with lower renewals for its smaller customers. The lower customer count was due to lower renewals for ClearanceJobs' smaller customers, who remain uncertain around the timing and amount of federal defense contracting. Dice had 3,702 recruitment package customers as of June 30, 2026, which was a decrease of 663, or 15%, and average annual revenue per recruitment package customer for Dice increased by \$465, or 3%, from the prior year quarter. The decrease in recruitment package customers was due to macroeconomic conditions causing lower renewals for Dice's smaller customers. The increase in revenue per recruitment package customer was due to the churn in Dice's smaller customers.

Deferred revenue, as shown on the condensed consolidated balance sheets, reflects customer billings made in advance of services being rendered. Backlog consists of deferred revenue plus customer contractual commitments not invoiced representing the value of future services to be rendered under committed contracts. We believe backlog to be an important measure of our business as it represents our ability to generate future revenue. A summary of our deferred revenue and backlog is as follows (dollars in thousands):

	Comparison to Prior Year End				Comparison Year Over Year		
	6/30/2026	12/31/2025	Increase (Decrease)	Percent Change	6/30/2025	Increase (Decrease)	Percent Change
Deferred Revenue	\$ 41,459	\$ 39,939	\$ 1,520	4 %	\$ 46,858	\$ (5,399)	(12)%
Contractual commitments not invoiced	50,819	59,632	(8,813)	(15) %	54,316	(3,497)	(6) %
Backlog⁽¹⁾	\$ 92,278	\$ 99,571	\$ (7,293)	(7) %	\$ 101,174	\$ (8,896)	(9) %

(1) Backlog consists of deferred revenue plus customer contractual commitments not invoiced representing the value of future services to be rendered under committed contracts.

Backlog at June 30, 2026 decreased \$7.3 million from December 31, 2025 and decreased \$8.9 million from June 30, 2025. The decrease in backlog compared to both December 31, 2025 and June 30, 2025 was due to macroeconomic conditions causing lower demand for Dice's services while ClearanceJobs backlog increased as compared to June 30, 2025 and was flat as compared to December 31, 2025.

Our contracts are subject to delay or default and contracts in the Company's backlog are subject to changes in the scope of services to be provided as well as adjustments to the costs relating to the applicable contracts. Backlog may also be affected by, among other things, external market and economic factors beyond our control. Accordingly, there is no assurance that the entirety of our backlog will be realized. The timing of new contracts and the mix of services can significantly affect backlog. Backlog at any given point in time may not accurately represent the future revenue that may be realized and should not be relied upon as a stand-alone indicator of future revenues.

To a lesser extent, we also generate revenue from staffing services, advertising on our various websites, employer branding solutions or from lead generation and marketing solutions provided to our customers. Advertisements include various forms of rich media and banner advertising, text links, sponsorships, and custom content marketing solutions. Lead generation information utilizes advertising and other methods to deliver leads to customers. Employer branding pages provide an opportunity for customers to promote company culture and values to candidates.

The Company continues to evolve and present new software products and features to attract and engage qualified professionals and match them with employers. Our ability to grow our revenue will largely depend on our ability to grow our customer bases in the markets in which we operate by acquiring new customers while retaining a high proportion of the customers we currently serve, and to expand the breadth of services our customers purchase from us. We continue to make investments in our business and infrastructure to help us achieve our long-term growth objectives, such as the innovative products in the table below.

<i>Product Releases</i>	
2026	2025
Premium Candidate Experience Features, Promoted Jobs, Re-architected Agile ATS for multi-tenancy, Replaced Core Search Architecture	ClearanceJobs Expanded Multi-Factor Authentication, ClearanceJobs Live Enhancements, Candidate Experience Personalization, AgileATS, Premium Candidate Experience
Dice Screeners, Dice Model Context Protocol (MCP) Server, Upgraded Dice Candidate Profile, AI applicant Scoring	Dice Technologist Dashboard, Easy Post for SmartRecruiters ATS, Candidate Home Feed Redesign, Dice Employer Experience Platform, Enhanced My Jobs, Detail Job View

Other material factors that may affect our results of operations include our ability to attract qualified professionals that become engaged with our websites and our ability to attract customers with relevant job opportunities. The more qualified professionals that use our websites, the more attractive our websites become to employers and advertisers, which in turn makes them more likely to become our customers, resulting positively on our results of operations. If we are unable to continue to attract qualified professionals to engage with our two-sided marketplaces, our customers may no longer find our services attractive, which could have a negative impact on our results of operations. Additionally, we need to ensure that our websites remain relevant in order to attract qualified professionals to our websites and to engage them in high-value tasks, such as posting resumes and/or applying for jobs.

The largest components of our expenses are personnel costs and marketing and sales expenditures. Personnel costs consist of salaries, benefits, and incentive compensation for our employees, including commissions for salespeople. Personnel costs are categorized in our statement of operations based on each employee's principal function. Personnel costs incurred during the

application development stage of internal use software and website development are recorded as fixed assets and amortized to depreciation expense in the statement of operations over the estimated useful life of the asset. Marketing expenditures primarily consist of online advertising, brand promotion and lead generation to employers and job seekers.

Three Months Ended June 30, 2026 Compared to the Three Months Ended June 30, 2025

Revenue

	Three Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
ClearanceJobs	\$ 15,554	\$ 13,626	\$ 1,928	14 %
Dice	15,787	18,401	(2,614)	(14) %
Total revenue	\$ 31,341	\$ 32,027	\$ (686)	(2)%

For the three months ended June 30, 2026, we experienced a decrease in revenue of \$0.7 million, or 2%, as compared to the three months ended June 30, 2025. Revenues for ClearanceJobs increased \$1.9 million, or 14%, as compared to the same period in 2025. Continued demand for professionals with government clearance, consistent product releases and enhancements and the acquisition of Point Solutions Group ("PSG") drove the increase. Revenue at Dice decreased \$2.6 million, or 14%, compared to the same period in 2025 due to macroeconomic conditions driving lower renewal rates.

Cost of Revenue

	Three Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Cost of revenue				
ClearanceJobs	\$ 3,566	\$ 1,661	\$ 1,905	115 %
Dice	2,733	3,453	(720)	(21) %
Other corporate expenses	—	—	—	n.m.
Total cost of revenue	\$ 6,299	\$ 5,114	\$ 1,185	23 %
Percentage of revenue	20.1 %	16.0 %		

Cost of revenue expenses increased \$1.2 million, or 23% from the prior year. The ClearanceJobs segment increased \$1.9 million primarily due to an increase of \$1.8 million in compensation related costs, primarily due to compensation costs relating to the PSG acquisition. The Dice segment decreased \$0.7 million primarily due to a decrease of \$0.4 million in compensation related costs, primarily due to lower headcount and \$0.2 million in operational costs, including professional fees.

Product Development

	Three Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Product development				
ClearanceJobs	\$ 1,349	\$ 1,216	\$ 133	11 %
Dice	1,583	1,921	(338)	(18) %
Other corporate expenses	—	1	(1)	(100) %
Total product development	\$ 2,932	\$ 3,138	\$ (206)	(7)%
Percentage of revenue	9.4 %	9.8 %		

Product development expenses decreased \$0.2 million, or 7% from the same period of the prior year. The ClearanceJobs segment increased \$0.1 million primarily due to \$0.4 million increase in compensation related costs, primarily from increased headcount, partially offset by \$0.2 million of higher capitalized labor. The Dice segment decreased \$0.3 million primarily due

to \$1.0 million of lower compensation related costs, primarily due to lower headcount. The decrease was partially offset by \$0.7 million of lower capitalized labor.

Sales and Marketing

	Three Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Sales and marketing				
ClearanceJobs	\$ 3,678	\$ 3,664	\$ 14	— %
Dice	5,581	6,882	(1,301)	(19) %
Other corporate expenses	—	—	—	n.m.
Total sales and marketing	\$ 9,259	\$ 10,546	\$ (1,287)	(12) %
Percentage of revenue	29.5 %	32.9 %		

Sales and marketing expenses decreased \$1.3 million, or 12% from the same period of the prior year. The ClearanceJobs segment was primarily flat to prior year. The Dice segment decreased by \$1.3 million primarily due to a \$1.4 million decrease in compensation related costs, primarily related to lower headcount and commissions.

General and Administrative

	Three Months Ended June 30,			Percent
	2026	2025	Increase (Decrease)	Change
	(in thousands, except percentages)			
General and administrative				
ClearanceJobs	\$ 1,509	\$ 1,226	\$ 283	23 %
Dice	2,157	2,373	(216)	(9) %
Other corporate expenses	2,620	2,918	(298)	(10) %
Total General and administrative	\$ 6,286	\$ 6,517	\$ (231)	(4)%
Percentage of revenue	20.1 %	20.3 %		

General and administrative expenses decreased \$0.2 million, or 4% from the same period of the prior year. The ClearanceJobs segment increased \$0.3 million due to an increase in compensation related costs. The Dice segment decrease of \$0.2 million was driven by a decrease in compensation related costs, primarily stock-based compensation. Other corporate expenses decreased by \$0.3 million driven by a decrease in compensation related costs, primarily stock-based compensation.

Depreciation

	Three Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Depreciation				
ClearanceJobs	\$ 537	\$ 881	\$ (344)	(39) %
Dice	1,913	2,880	(967)	(34) %
Other corporate expenses	—	—	—	n.m.
Total Depreciation	\$ 2,450	\$ 3,761	\$ (1,311)	(35)%
Percentage of revenue	7.8 %	11.7 %		

Depreciation expense decreased \$1.3 million, or 35%, compared to the same period in 2025. The ClearanceJobs segment decreased \$0.3 million and the Dice segment decreased \$1.0 million, in each case as fixed asset purchases, which are primarily comprised of capitalized development costs, have declined.

Amortization

	Three Months Ended June 30,			
	2026	2025	Increase (Decrease)	Percent Change
	(in thousands, except percentages)			
Amortization				
ClearanceJobs	\$ 303	\$ —	\$ 303	— %
Dice	—	—	—	n.m.
Other corporate expenses	—	—	—	n.m.
Total Amortization	\$ 303	\$ —	\$ 303	— %
Percentage of revenue	1.0 %	— %		

Amortization expense increased \$0.3 million compared to the same period in 2025 as ClearanceJobs acquired definite lived intangible assets of \$2.0 million in the first quarter of 2026 and \$1.6 million in the third quarter of 2025. See Note 9 to the condensed consolidated financial statements included elsewhere in this report for additional information.

Restructuring

	Three Months Ended June 30,			
	2026	2025	Increase (Decrease)	Percent Change
	(in thousands, except percentages)			
Restructuring				
ClearanceJobs	\$ —	\$ 372	\$ (372)	n.m.
Dice	—	3,844	(3,844)	n.m.
Other corporate expenses	—	—	—	— %
Total Restructuring	\$ —	\$ 4,216	\$ (4,216)	(100)%
Percentage of revenue	— %	13.2 %		

During the three months ended June 30, 2025, the Company recorded a restructuring charge of \$4.2 million intended to streamline its operations, drive business objective, reduce operating expenses and improve operating margins. See Note 5 to the condensed consolidated financial statements included elsewhere in this report for additional information.

Operating Income (Loss)

	Three Months Ended June 30,			
	2026	2025	Increase (Decrease)	Percent Change
	(in thousands, except percentages)			
Revenue	\$ 31,341	\$ 32,027	\$ (686)	(2)%
Operating income (loss)	3,812	(1,265)	5,077	(401)%
Operating margin	12.2 %	(3.9)%		

Operating income for the three months ended June 30, 2026 was \$3.8 million, a positive operating margin of 12.2%, compared to operating loss of \$1.3 million, a negative operating margin of 3.9%, for the same period in 2025, an increase of \$5.1 million. The increase in operating income and operating margin percentage was driven by the restructuring charges in the prior year along with decreases in compensation related costs and depreciation expense.

Income (Loss) from Equity Method Investment

	Three Months Ended June 30,			
	2026	2025	Increase (Decrease)	Percent Change
	(in thousands, except percentages)			
Income (loss) from equity method investment	\$ (17)	\$ (37)	\$ 20	(54)%
Percentage of revenue	(0.1)%	(0.1)%		

Income (loss) from equity method investment was approximately flat compared to the same period of the prior year. The Company records its proportionate share of eFinancialCareer's net income three months in arrears. See Note 7 to the condensed consolidated financial statements included elsewhere in this report for additional information.

Interest Expense and Other

	Three Months Ended June 30,			
	2026	2025	Increase (Decrease)	Percent Change
	(in thousands, except percentages)			
Interest expense and other	\$ 687	\$ 619	\$ 68	11 %
Percentage of revenue	2.2 %	1.9 %		

Interest expense and other increased \$0.1 million, or 11%, from the prior year, due to higher debt outstanding on our revolving credit facility during the current period. See Note 11 to the condensed consolidated financial statements included elsewhere in this report for additional information.

Income Taxes

	Three Months Ended June 30,	
	2026	2025
	(in thousands, except percentages)	
Income (loss) before income taxes	\$ 3,108	\$ (1,921)
Income tax expense (benefit)	511	(1,080)
Effective tax rate	16.4 %	56.2 %

The effective tax rate for the three months ended June 30, 2026 differed from the statutory rate due to a tax benefit of \$0.3 million from the tax impacts of stock-based compensation awards and tax expense of \$0.1 million from state income taxes. The tax rate for the three months ended June 30, 2025 differed from the statutory rate due to tax expense of \$0.1 million from the tax impacts of stock-based compensation awards and a tax benefit of \$0.4 million from the completion of a federal tax examination related to research credits.

Earnings (Loss) per Share

	Three Months Ended June 30,	
	2026	2025
	(in thousands, except per share amounts)	
Net income (loss)	\$ 2,597	\$ (841)
Weighted-average shares outstanding - basic	40,604	45,354
Weighted-average shares outstanding - diluted	42,093	45,354
Basic earnings (loss) per share	\$ 0.06	\$ (0.02)
Diluted earnings (loss) per share	\$ 0.06	\$ (0.02)

Diluted earnings (loss) per share was \$0.06 and \$(0.02) for the three months ended June 30, 2026 and 2025, respectively. The increase was driven by higher operating income, as described above, partially offset by higher income tax expense in the current period.

Six Months Ended June 30, 2026 Compared to the Six Months Ended June 30, 2025.

Revenue

	Six Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Revenue				
ClearanceJobs	\$ 29,550	\$ 27,003	\$ 2,547	9 %
Dice	31,484	37,325	(5,841)	(16) %
Total revenue	\$ 61,034	\$ 64,328	\$ (3,294)	(5)%

We experienced a decrease in revenue of \$3.3 million, or 5% during the six month period ended June 30, 2026 as compared to the six month period ended June 30, 2025. Revenue at ClearanceJobs increased by \$2.5 million, or 9%, as compared to the same period in 2025. Continued demand for professionals with government clearance, consistent product releases and enhancements and the acquisition of PSG drove the increase. Revenue at Dice decreased by \$5.8 million, or 16%, compared to the prior year due to macroeconomic conditions driving lower renewal rates.

Cost of Revenue

	Six Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Cost of revenue				
ClearanceJobs	\$ 5,653	\$ 3,444	\$ 2,209	64 %
Dice	5,405	6,970	(1,565)	(22) %
Other corporate expenses	—	66	(66)	(100) %
Total cost of revenue	\$ 11,058	\$ 10,480	\$ 578	6 %
Percentage of revenue	18.1 %	16.3 %		

Cost of revenue expenses increased \$0.6 million, or 6%, from the prior year period. The ClearanceJobs segment increased \$2.2 million primarily due to a \$2.3 million increase in compensation related costs primarily due to compensation costs relating to the PSG acquisition, partially offset by higher capitalized labor of \$0.2 million. The Dice segment decreased \$1.6 million compared to the prior year period due to a \$1.0 million decrease in compensation related costs, primarily headcount and commissions, a \$0.4 million decrease in operational costs, primarily professional fees and cloud computing, and a \$0.2 million decrease in software subscriptions. Other corporate expenses decreased \$0.1 million compared to the prior year due to a decrease in compensation related costs.

Product Development

	Six Months Ended June 30,			
	2026	2025	Increase (Decrease)	Percent Change
	(in thousands, except percentages)			
Product development				
ClearanceJobs	\$ 2,875	\$ 2,568	\$ 307	12 %
Dice	3,138	4,197	(1,059)	(25) %
Other corporate expenses	—	215	(215)	(100) %
Total product development	\$ 6,013	\$ 6,980	\$ (967)	(14)%
Percentage of revenue	9.9 %	10.9 %		

Product development expense decreased \$1.0 million, or 14%, from the prior year period. The ClearanceJobs segment increased \$0.3 million driven by \$0.7 million of higher compensation related costs, primarily from increased headcount, partially offset by higher capitalized labor of \$0.4 million. The Dice segment decreased \$1.1 million primarily due to lower compensation

related costs of \$2.3 million due to lower headcount, which was partially offset by lower capitalized labor of \$1.3 million. Other corporate expenses decreased \$0.2 million compared to prior year due to a decrease in compensation related costs.

Sales and Marketing

	Six Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Sales and marketing				
ClearanceJobs	\$ 7,377	\$ 7,311	\$ 66	1 %
Dice	10,874	14,276	(3,402)	(24) %
Other corporate expenses	—	82	(82)	(100) %
Total sales and marketing	\$ 18,251	\$ 21,669	\$ (3,418)	(16) %
Percentage of revenue	29.9 %	33.7 %		

Sales and marketing expenses decreased \$3.4 million, or 16% from the prior year period. The ClearanceJobs segment increased \$0.1 million primarily due to compensation related costs. The Dice segment decreased \$3.4 million driven by lower compensation related costs of \$3.2 million due to lower headcount and commissions and a \$0.2 million decrease in discretionary marketing expenses. Other corporate expenses decreased \$0.1 million, primarily due to decrease in compensation related costs.

General and Administrative

	Six Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
General and administrative				
ClearanceJobs	\$ 2,727	\$ 2,607	\$ 120	5 %
Dice	4,450	5,361	(911)	(17) %
Other corporate expenses	5,874	5,746	128	2 %
Total general and administrative	\$ 13,051	\$ 13,714	\$ (663)	(5)%
Percentage of revenue	21.4 %	21.3 %		

General and administrative expense decreased \$0.7 million, or 5%, from the prior year. The ClearanceJobs segment increased \$0.1 million driven by higher compensation related costs. The Dice segment decreased \$0.9 million due to a decrease in compensation related costs, primarily stock-based compensation and headcount. Other corporate expenses increased by \$0.1 million driven by an increase in compensation related costs, primarily due to headcount.

Depreciation

	Six Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Depreciation				
ClearanceJobs	\$ 1,231	\$ 1,576	\$ (345)	(22) %
Dice	4,016	6,169	(2,153)	(35) %
Other corporate expenses	—	—	—	n.m.
Total depreciation	\$ 5,247	\$ 7,745	\$ (2,498)	(32) %
Percentage of revenue	8.6 %	12.0 %		

Depreciation expense decreased \$2.5 million, or 32%, compared to the same period in 2025. The ClearanceJobs segment decreased \$0.3 million and the Dice segment decreased by \$2.2 million, in each case as fixed asset purchases, which are primarily comprised of capitalized development costs, have declined.

Amortization

	Six Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Amortization				
ClearanceJobs	\$ 538	\$ —	\$ 538	— %
Dice	—	—	—	n.m.
Other corporate expenses	—	—	—	n.m.
Total amortization	\$ 538	\$ —	\$ 538	— %
Percentage of revenue	0.9 %	— %		

Amortization expense increased \$0.5 million compared to the same period in 2025 as ClearanceJobs acquired definite lived intangible assets of \$2.0 million in the first quarter of 2026 and \$1.6 million in the third quarter of 2025. See Note 9 to the condensed consolidated financial statements included elsewhere in this report for additional information.

Restructuring

	Six Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Restructuring				
ClearanceJobs	\$ —	\$ 372	\$ (372)	(100)%
Dice	—	3,844	(3,844)	(100)%
Other corporate expenses	—	2,270	(2,270)	(100)%
Total restructuring	\$ —	\$ 6,486	\$ (6,486)	n.m.
Percentage of revenue	— %	10.1 %		

During the six months ended June 30, 2025, the Company recorded a restructuring charge of \$6.5 million intended to streamline its operations, drive business objectives, reduce operating expenses and improve operating margins. See Note 5 to the condensed consolidated financial statements included elsewhere in this report for additional information.

Impairment of Goodwill

	Six Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Impairment of goodwill				
ClearanceJobs	\$ —	\$ —	\$ —	n.m.
Dice	—	7,800	(7,800)	(100)%
Other corporate expenses	—	—	—	n.m.
Total impairment of goodwill	\$ —	\$ 7,800	\$ (7,800)	n.m.
Percentage of revenue	— %	12.1 %		

During the six months ended June 30, 2025 the Company recorded a \$7.8 million loss related to the impairment of goodwill in the Dice segment. See Note 10 to the condensed consolidated financial statements included elsewhere in this report for additional information.

Operating Income (Loss)

	Six Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Revenue	\$ 61,034	\$ 64,328	\$ (3,294)	(5)%
Operating income (loss)	6,876	(10,546)	17,422	n.m.
Operating margin	11.3 %	(16.4)%		

Operating income (loss) for the six months ended June 30, 2026 was \$6.9 million, a positive operating margin of 11.3%, compared to operating loss of \$10.5 million, a negative operating margin of 16.4%, for the same period in 2025, an increase of \$17.4 million. The increase in operating income and percentage operating margin was driven by the restructuring charge and impairment of goodwill in the prior year along with decreases in compensation related costs and depreciation expense.

Income (Loss) from Equity Method Investment

	Six Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Income (loss) from equity method investment	\$ (40)	\$ 27	\$ (67)	n.m.
Percentage of revenue	(0.1)%	— %		

Income (loss) from equity method investment was approximately flat compared to the same period of the prior year. The Company records its proportionate share of eFinancialCareer's net income three months in arrears. See Note 7 to the condensed consolidated financial statements included elsewhere in this report for additional information.

Interest Expense and Other

	Six Months Ended June 30,		Increase (Decrease)	Percent Change
	2026	2025		
	(in thousands, except percentages)			
Interest expense and other	\$ 1,240	\$ 1,279	\$ (39)	(3)%
Percentage of revenue	2.0 %	2.0 %		

Interest expense and other was approximately flat compared to the same period in 2025.

Income Taxes

	Six Months Ended June 30,	
	2026	2025
	(in thousands, except percentages)	
Income (loss) before income taxes	\$ 5,596	\$ (11,798)
Income tax expense (benefit)	1,467	(1,206)
Effective tax rate	26.2 %	10.2 %

Our effective tax rate for the six months ended June 30, 2026 differed from the statutory rate due to tax expense of \$0.2 million from state income taxes. The tax rate for the six months ended June 30, 2025 differed from the statutory rate due to tax expense of \$0.6 million from the tax impacts of share-based compensation awards, tax expense of \$1.9 million from nondeductible impairment charges, and a tax benefit of \$0.4 million from the completion of a federal tax examination related to research credits.

Earnings (Loss) per Share

	Six Months Ended June 30,	
	2026	2025
	(in thousands, except per share amounts)	
Net income (loss)	\$ 4,129	\$ (10,592)
Weighted-average shares outstanding - basic	41,009	45,429
Weighted-average shares outstanding - diluted	42,218	45,429
Basic earnings (loss) per share	\$ 0.10	\$ (0.23)
Diluted earnings (loss) per share	\$ 0.10	\$ (0.23)

Diluted earnings (loss) per share was \$0.10 and \$(0.23) for the six months ended June 30, 2026 and 2025, respectively. The increase was driven by higher operating income, as described above, partially offset by a higher income tax expense.

Non-GAAP Financial Measures

We have provided certain non-GAAP financial information as additional information for our operating results. These measures are not in accordance with, or alternatives to measures in accordance with U.S. GAAP and may be different from similarly titled non-GAAP measures reported by other companies. We believe the presentation of non-GAAP measures, such as Adjusted EBITDA and Adjusted EBITDA Margin, provides useful information to management and investors regarding certain financial and business trends relating to our 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. Non-GAAP results exclude the impact of items that management believes affect the comparability or underlying business trends in our condensed consolidated financial statements in the periods presented. The non-GAAP measures apply to consolidated results or other measures as shown within this document. The Company has provided required reconciliations to the most comparable GAAP measures below.

Adjusted EBITDA and Adjusted EBITDA Margin

Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP measures used by management to measure operating performance. Management uses Adjusted EBITDA and Adjusted EBITDA Margin as performance measures 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 these measures to calculate amounts of performance-based compensation under the senior management incentive bonus program. Adjusted EBITDA represents net income plus (to the extent deducted in calculating such net income) interest expense, income tax expense, depreciation and amortization, and items such as non-cash stock-based compensation, certain write-offs in connection with indebtedness, impairment charges with respect to long-lived assets, expenses incurred in connection with an equity offering or any other offering of securities by the Company, extraordinary or non-recurring non-cash expenses or losses, losses from equity method investments, transaction costs in connection with our Credit facilities, deferred revenue written off in connection with acquisition purchase accounting adjustments, write-off of non-cash stock-based compensation expense, impairment of investment and goodwill, severance and retention costs related to dispositions and reorganizations of the Company, restructuring charges and losses related to legal claims and fees that are unusual in nature or infrequent, minus (to the extent included in calculating such net income) non-cash income or gains, including income from equity method investments, interest income, business interruption insurance proceeds, and gains related to legal claims that are unusual in nature or infrequent.

Adjusted EBITDA Margin is computed as Adjusted EBITDA divided by revenue.

We also consider Adjusted EBITDA and Adjusted EBITDA Margin, as defined above, to be important indicators to investors because they provide information related to our ability to provide cash flows to meet future debt service, capital expenditures, working capital requirements, and to fund future growth. We present Adjusted EBITDA and Adjusted EBITDA Margin as supplemental performance measures because we believe that these measures provide our Board of Directors (the "Board"), management and investors with additional information to measure our performance, provide comparisons from period to period 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.

We understand that although Adjusted EBITDA and Adjusted EBITDA Margin are frequently used by securities analysts, lenders and others in their evaluation of companies, Adjusted EBITDA and Adjusted EBITDA Margin have limitations as analytical tools, and you should not consider them in isolation, or as a substitute for analysis of our liquidity or results as reported under GAAP. Some limitations are:

- Adjusted EBITDA and Adjusted EBITDA Margin do not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments;
- Adjusted EBITDA and Adjusted EBITDA Margin do not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA and Adjusted EBITDA Margin do not reflect interest expense, or the cash requirements necessary to service interest or principal payments on our debt;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized often will have to be replaced in the future, and Adjusted EBITDA and Adjusted EBITDA Margin do not reflect any cash requirements for such replacements; and
- Other companies in our industry may calculate Adjusted EBITDA and Adjusted EBITDA Margin differently than we do, limiting their usefulness as comparative measures.

To compensate for these limitations, management evaluates our liquidity by considering the economic effect of excluded expense items independently, as well as in connection with its analysis of cash flows from operations and through the use of other financial measures, such as capital expenditure budget variances, investment spending levels and return on capital analysis.

Adjusted EBITDA and Adjusted EBITDA Margin are not measurements of our financial performance under GAAP and should not be considered as an alternative to revenue, operating income, net income, net income margin, cash provided by operating activities, or any other performance measures derived in accordance with GAAP as a measure of our profitability or liquidity.

A reconciliation of Adjusted EBITDA for the six months ended June 30, 2026 and 2025 follows (in thousands):

	Six Months Ended June 30,	
	Dollars	
	2026	2025
Reconciliation of Net Income (Loss) to Adjusted EBITDA:		
Net income (loss)	\$ 4,129	\$ (10,592)
Interest expense	1,240	1,279
Income tax expense (benefit)	1,467	(1,206)
Depreciation	5,247	7,745
Amortization	538	—
Non-cash stock-based compensation	2,079	2,599
Loss (income) from equity method investment	40	(27)
Impairment of goodwill	—	7,800
Severance, professional fees and related costs	1,720	1,391
Restructuring	—	6,486
Adjusted EBITDA	<u>\$ 16,460</u>	<u>\$ 15,475</u>
Reconciliation of Cash Flows from Operating Activities to Adjusted EBITDA		
Net cash provided by operating activities	\$ 14,509	\$ 9,114
Interest expense	1,240	1,279
Amortization of deferred financing costs	(78)	(72)
Income tax expense (benefit)	1,467	(1,206)
Deferred income taxes	(835)	398
Change in accrual for unrecognized tax benefits	(40)	332
Change in accounts receivable	(2,844)	(4,387)
Change in deferred revenue	(1,520)	(1,402)
Severance, professional fees and related costs	1,720	1,391
Restructuring	—	6,486
Changes in working capital and other	2,841	3,542
Adjusted EBITDA	<u>\$ 16,460</u>	<u>\$ 15,475</u>

A reconciliation of Adjusted EBITDA Margin for the six months ended June 30, 2026 and 2025 follows (in thousands):

	Six Months Ended June 30,			
	2026		2025	
Revenue	\$	61,034	\$	64,328
Net income (loss)	\$	4,129	\$	(10,592)
Net income (loss) margin ⁽¹⁾		7 %		(16)%
Adjusted EBITDA	\$	16,460	\$	15,475
Adjusted EBITDA Margin ⁽¹⁾		27 %		24 %

(1) Net income margin and Adjusted EBITDA Margin are calculated by dividing the respective measure by that period's revenue.

Liquidity and Capital Resources*Cash Flows*

A summary of our cash flows for the six months ended June 30, 2026 and 2025 follows (in thousands):

	Six Months Ended June 30,	
	2026	2025
Cash from operating activities	\$ 14,509	\$ 9,114
Cash used in investing activities	\$ (8,446)	\$ (4,185)
Cash used in financing activities	\$ (5,202)	\$ (5,849)

We have financed our operations primarily through cash provided by operating activities and borrowings under our revolving credit facility. At June 30, 2026, we had cash of \$3.8 million compared to \$2.9 million at December 31, 2025.

Liquidity

Our principal internal sources of liquidity are cash, as well as the cash flow that we generate from our operations. In addition, we had \$38.0 million in borrowing capacity under our \$70.0 million Credit Agreement, as defined below, at June 30, 2026. Under our Credit Agreement, as defined below, we are subject to certain availability limits including our consolidated leverage ratio. We believe that our existing cash, cash generated from our continuing operations and available borrowings under our Credit Agreement will be sufficient to satisfy our currently anticipated cash requirements through at least the next 12 months and the foreseeable future thereafter. However, it is possible that one or more lenders under our Credit Agreement may refuse or be unable to satisfy their commitment to lend to us, we may violate one or more of our covenants or financial ratios contained in our Credit Agreement or we may need to refinance our debt and be unable to do so. In addition, our liquidity could be negatively affected by a decrease in demand for our products and services and the ability of our customers to pay for current or future services. We may also make acquisitions and may need to raise additional capital through future debt financings or equity offerings to the extent necessary to fund such acquisitions, which we may not be able to do on a timely basis or on terms satisfactory to us or at all.

Operating Activities

Cash flows from operating activities primarily consist of net income adjusted for certain non-cash items, including depreciation, amortization, changes in deferred tax assets and liabilities, stock-based compensation, income from equity method investments, impairments, and the effect of changes in working capital. Net cash flows from operating activities were \$14.5 million and \$9.1 million for the six month periods ended June 30, 2026 and 2025, respectively. Cash inflow from operations is driven by earnings and is dependent on the amount and timing of payments to vendors and employees and billings to and cash collections from our customers. Cash provided by operating activities during the 2026 period increased \$5.4 million compared to the same period of 2025 due to lower compensation related costs, partially offset by lower cash collections from customers.

Investing Activities

Cash used in investing activities during the six month period ended June 30, 2026 was \$8.4 million compared to \$4.2 million used in the same period of 2025. Cash used in investing activities in the six month period ended June 30, 2026 is comprised of \$5.2 million of payments for acquisition and \$3.3 million of fixed asset purchases, which are primarily capitalized development costs. Cash used in investing activities in the six month period ended June 30, 2025 is primarily comprised of capitalized development costs.

Financing Activities

Cash used in financing activities during the six month period ended June 30, 2026 was \$5.2 million and was driven by \$6.7 million related to share repurchases and \$0.6 million of financing costs, partially offset by \$2.0 million of net proceeds on long-term debt. Cash used in financing activities during the six month period ended June 30, 2025 was \$5.8 million and was driven by \$3.9 million related to share repurchases and \$2.0 million of net payments on long-term debt.

Critical Accounting Estimates

There have been no material changes to our critical accounting estimates as compared to the critical accounting policies described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

Financing and Capital Requirements

Credit Agreement

In April 2026, the Company entered into a new credit agreement (the "Credit Agreement"), which provides for a revolving loan facility of \$70 million with an expansion option of \$37.5 million, bringing the total facility to \$107.5 million, as permitted under the terms of the Credit Agreement. Borrowings under the Credit Agreement denominated in U.S. dollars bear interest, payable at least quarterly, at the Company's option, at SOFR or a base rate plus a margin. Borrowings under the Credit Agreement denominated in pounds sterling, if any, bear interest at the SONIA rate plus a margin. The margin ranges from 2.50% to 3.25% on SOFR and SONIA loans and 1.50% to 2.25% on base rate loans, determined by the Company's most recent consolidated leverage ratio. The Company incurs a commitment fee ranging from 0.35% to 0.50% on any unused capacity under the revolving loan facility, determined by the Company's most recent consolidated leverage ratio. Assuming an interest rate of 6.14% on our current borrowings, interest payments were expected to be \$1.0 million from July 1, 2026 to December 31, 2026, \$2.0 million for each of the years ended December 31, 2027, 2028, and 2029, and \$0.5 million from January 1, 2030 to April 1, 2030. The facility will mature on April 1, 2030 and may be prepaid at any time without penalty.

The Credit Agreement contains various affirmative and negative covenants and also contains certain financial covenants, including a consolidated leverage ratio and consolidated fixed charge coverage ratio. Borrowings are allowed under the Credit Agreement to the extent the consolidated leverage ratio is equal to or less than 2.50 to 1.00 and to the extent the consolidated fixed charge coverage ratio is greater than 1.20 to 1.00, subject to the terms of the Credit Agreement. Negative covenants include restrictions on incurring certain liens; making certain payments, such as stock repurchases and dividend payments; making certain investments; making certain acquisitions; making certain dispositions; and incurring additional indebtedness. Restricted payments are allowed under the Credit Agreement to the extent the consolidated leverage ratio, calculated on a pro forma basis, is equal to or less than 2.00 to 1.00, as described in the Credit Agreement. The Credit Agreement also provides that the payment of obligations may be accelerated upon the occurrence of events of default, including, but not limited to, non-payment, change of control, or insolvency. As of June 30, 2026, the Company was in compliance with all of the financial covenants under the Credit Agreement.

The Credit Agreement replaced the Company's prior Third Amended and Restated Credit Agreement entered into in June 2022 (the "Prior Credit Agreement"). The Prior Credit Agreement provided for a revolving loan facility of \$100 million, with an expansion option of \$50 million, and bore interest at a margin of 2.00% to 2.75% on SOFR loans and 1.00% to 1.75% on base rate loans. At the closing of the Credit Agreement the Company borrowed \$33 million under the new facility to repay in full all outstanding indebtedness, including accrued interest, under the Prior Credit Agreement.

Refer to Note 11 in the notes to the condensed consolidated financial statements included elsewhere in this report and Item 3. "Quantitative and Qualitative Disclosures about Market Risk - Interest Rate Risk."

Contractual Obligations

The Company has operating leases for corporate office space and certain equipment. The leases have terms from one year to ten years, some of which include options to renew the lease, and are included in the lease term when it is reasonably certain that the Company will exercise the option. No leases include options to purchase the leased property. As of June 30, 2026, the value of our lease right-of-use asset was \$4.2 million and the value of our lease liability was \$8.7 million. See Note 6 to the condensed consolidated financial statements included elsewhere in this report for further information.

We make commitments to purchase advertising from online vendors, which we pay for on a monthly basis. We have no significant long-term obligations to purchase a fixed or minimum amount with these vendors.

Other Capital Requirements

As of June 30, 2026, we recorded approximately \$0.6 million of unrecognized tax benefits as liabilities, and we are uncertain if or when such amounts may be settled. Related to the unrecognized tax benefits considered permanent differences, we have also

recorded a liability for potential penalties and interest. Included in the balance of unrecognized tax benefits at June 30, 2026, are \$0.6 million of tax benefits that would affect the effective tax rate if recognized.

Following the expiration of the board's prior authorization of a \$5 million stock repurchase plan in January 2026, in February 2026, the Company announced that the Board approved a new stock repurchase program that permits the purchase of up to \$10.0 million of Company's common stock through February 2027. During the six months ended June 30, 2026, the Company repurchased 2.2 million shares for \$5.8 million under the plans. As of June 30, 2026, the value of shares available to be purchased under the current plan was \$4.5 million. Management has discretion in determining the conditions under which shares may be purchased from time to time. See Note 13 to the condensed consolidated financial statements included elsewhere in this report for further information.

We anticipate capital expenditures for the fiscal year ending December 31, 2026 to be approximately \$6 million to \$7 million. We intend to use operating cash flows to fund capital expenditures.

Cyclicality

The labor market and certain of the industries that we serve have historically experienced short-term cyclicality. However, we believe that online career websites and marketplaces continue to provide economic and strategic value to the labor market and industries that we serve.

Any slowdown in recruitment activity that occurs could negatively impact our revenues and results of operations. A decrease in the unemployment rate or a labor shortage, including as a result of an increase in job turnover, generally means that employers (including our customers) are seeking to hire more individuals, which would generally lead to more job postings and database licenses and have a positive impact on our revenues and results of operations. Based on historical trends, improvements in labor markets and the need for our services generally lag behind overall economic improvements. Additionally, there has historically been a lag from the time customers begin to increase purchases of our recruitment services and the impact to our revenues due to the recognition of revenue occurring over the length of the contract, which can be several months to over a year.

From time to time, we see market slowdowns, which can lead to lower demand for recruiting technologists and security cleared professionals. If recruitment activity slows in the industries in which we operate, our revenues and results of operations could be negatively impacted.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We have exposure to financial market risks, including changes in foreign currency exchange rates, interest rates, and other relevant market prices.

Foreign Exchange Risk

Our operations are conducted within the United States. As a result, our current operations are not subject to foreign exchange risk.

The Company's investment in eFC, as described in Note 7 to the condensed consolidated financial statements, which is recorded under the equity method of accounting, subjects the Company to foreign exchange risk because the functional currency of eFC is the British Pound Sterling. Accordingly, the Company must translate its share of eFC's net income into United States dollars. The foreign currency translation related to the Company's share of eFC's net income is not expected to be significant.

Interest Rate Risk

We have interest rate risk primarily related to borrowings under our Credit Agreement. Borrowings under the Credit Agreement denominated in U.S. dollars bear interest, payable at least quarterly, at the Company's option, at SOFR or a base rate, plus a margin. Borrowings under the Credit Agreement denominated in pounds sterling, if any, bear interest at the SONIA rate plus a margin. The margin ranges from 2.50% to 3.25% on SOFR and SONIA loans and 1.50% to 2.25% on base rate loans, determined by the Company's most recent consolidated leverage ratio. As of June 30, 2026, we had outstanding borrowings of \$32.0 million under our Credit Agreement. A hypothetical increase of 1.0% on these variable rate borrowings would increase our annual interest expense over the next 12 months by approximately \$0.3 million, based on the balances outstanding for these borrowings as of June 30, 2026.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, under supervision and with the participation of our Chief Executive Officer (“CEO”) and our Chief Financial Officer (“CFO”), has conducted an evaluation (pursuant to Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) of the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) under the Exchange Act) as of the end of the fiscal period covered by this report.

These disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports that are filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the Exchange Act and in the rules and forms of the SEC. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that this information is accumulated and communicated to management, including the principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

Based on such evaluations, our CEO and CFO have concluded that the disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the SEC, and that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Controls

No change in our internal controls over financial reporting (as defined in Rules 13a-15(f) under the Exchange Act) occurred during the quarter ended June 30, 2026 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II

Item 1. Legal Proceedings

From time to time we may be involved in disputes or litigation relating to claims arising out of our operations. Except as noted in Note 12 of the notes to condensed consolidated financial statements, we are currently not a party to any material pending legal proceedings.

Item 1A. Risk Factors

We have disclosed under the heading “Risk Factors” in our Annual Report on Form 10-K the risk factors which materially affect our business, financial condition or results of operations. As of August 5, 2026, there have been no material changes from the risk factors previously disclosed. You should carefully consider the risk factors set forth in the Annual Report on Form 10-K and the other information set forth elsewhere in this Quarterly Report on Form 10-Q. You should be aware that these risk factors and other information may not describe every risk facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Stock Repurchase Plans - Our Board approved a stock repurchase program that permits the Company to repurchase our common stock. Management has discretion in determining the conditions under which shares may be purchased from time to time. The number, price, structure, and timing of the repurchases, if any, will be at our sole discretion and future repurchases will be evaluated by us depending on market conditions, liquidity needs, restrictions under the agreements governing our indebtedness, and other factors. Share repurchases may be made in the open market or in privately negotiated transactions. The repurchase authorization does not obligate us to acquire any particular amount of our common stock. The Board may suspend, modify, or terminate the repurchase program at any time without prior notice.

The following table summarizes the stock repurchase plans approved by the board of directors over the past two years:

	February 2026 to February 2027 ⁽¹⁾	November 2025 to November 2026 ⁽²⁾	February 2025 to October 2025 ⁽³⁾
Approval Date	February 2026	November 2025	February 2025
Authorized Repurchase Amount of Common Stock	\$10 million	\$5 million	\$5 million

(1) During February 2026, the Company announced that the Board approved a new stock repurchase program that permits the purchase of up to \$10.0 million of Company's common stock through February 2027.

(2) During January 2026, the stock repurchase program approved in November 2025, expired with a total of 2.9 million shares purchased for \$5.0 million.

(3) During October 2025, the stock repurchase program approved in February 2025, expired with a total of 2.1 million shares purchased for \$5.0 million.

Stock Repurchases Pursuant to the 2022 Omnibus Equity Award Plan, as Amended and Restated—Under the 2022 Omnibus Equity Award Plan, as Amended and Restated, and as further described in Note 13 to the condensed consolidated financial statements, the Company repurchases its common stock withheld for income tax from the vesting of employee restricted stock or Performance-Based Restricted Stock Units (“PSUs”). The Company remits the value, which is based on the closing share price on the vesting date, of the common stock withheld to the appropriate tax authority on behalf of the employee and the related shares become treasury stock.

Stock repurchases during the three months ended June 30, 2026 were as follows:

Period	(a) Total Number of Shares Purchased ⁽¹⁾	(b) Average Price Paid per Share ⁽²⁾	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽³⁾	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
April 1 through April 30, 2026	461,617	\$ 2.85	460,948	\$ 5,089,809
May 1 through May 31, 2026	118,687	\$ 2.74	118,687	\$ 4,764,595
June 1 through June 30, 2026	107,067	\$ 3.58	85,115	\$ 4,466,749
Total	687,371		664,750	

(1) Total number of shares purchased includes shares withheld to satisfy employee income tax obligations upon the vesting of stock awards.

(2) Average price paid per share for shares purchased as part of a publicly announced plan or program, as applicable, includes costs associated with the repurchases.

(3) Total number of shares purchased as part of publicly announced plans or programs includes shares purchased under our stock repurchase plans described above.

Item 5. Other Information

During the three month period ended June 30, 2026, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

3.1	<u>Amended and Restated Certificate of Incorporation (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-33584) filed on July 23, 2007).</u>
3.2	<u>Second Amended and Restated By-laws (incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-33584) filed on March 9, 2016).</u>
3.3	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation, effective April 21, 2015 (incorporated by reference from Exhibit 3.1 to Company's Current Report on Form 8-K (File No. 001-33584) filed on April 21, 2015).</u>
3.4	<u>Certificate of Designation of Rights, Preferences and Privileges of Series 1 Participating Preferred Stock (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on January 8, 2025).</u>
4.1	<u>Specimen Stock Certificate (incorporated by reference from Exhibit 4.1 to Amendment No. 4 to the Company's Registration Statement on Form S-1 (File No. 333-141876) filed on June 22, 2007).</u>
4.2	<u>Section 382 Rights Agreement dated as of January 28, 2025 by and between DHI Group, Inc. and Computershare Trust Company, N.A. as rights agent (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on January 28, 2025).</u>
10.1	<u>Credit Agreement dated April 1, 2026 by and among DHI Group, Inc., Dice Inc., and Dice Career Solutions, Inc., as borrowers, the guarantors named therein, Bank of America, N.A. as Administrative Agent, Swingline Lender and L/C Issuer, and the other Lenders party thereto (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on April 6, 2026).</u>
10.2†	<u>Second Amendment to DHI Group, Inc. 2022 Omnibus Equity Award Plan as amended and restated (incorporated by reference to Appendix B to the Company's Definitive Proxy Statement on Schedule 14A filed April 2, 2026).</u>
10.3†	<u>First Amendment to the DHI Group, Inc. 2020 Employee Stock Purchase Plan, as amended and restated (incorporated by reference to Appendix C to the Company's Definitive Proxy Statement on Schedule 14A filed April 2, 2026).</u>
10.4†*	<u>Employment Agreement of Pamela Bilash effective April 1, 2026.</u>
31.1*	<u>Certifications of Art Zeile, Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certifications of Greg Schippers, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1**	<u>Certifications of Art Zeile, Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2**	<u>Certifications of Greg Schippers, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Furnished herewith

† Identifies a management contract or compensatory plan or arrangement

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 5, 2026

DHI Group, Inc.

Registrant

By: /S/ Art Zeile

Art Zeile

President, Chief Executive Officer

(Principal Executive Officer)

By: /S/ Greg Schippers

Greg Schippers, Chief Financial Officer

(Principal Financial Officer)

EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT (this “Agreement”), dated as of April 1, 2026 (“Effective Date”), is between Dice Inc., a Delaware corporation (“Company”), with its principal place of business at 6465 South Greenwood Plaza, Suite 400, Centennial, CO 80111 and Pamela Bilash, an individual residing at 9 Old English Court, Woodcliff Lake, NY 07677 (“Employee”).

In consideration of Employee’s continued employment with Company, Employee hereby agrees to be bound by and comply with the following terms and conditions of employment:

Section 1. Employment. Company shall employ Employee as its Advisor, and the Employee accepts employment on the following terms and conditions, effective as of the Effective Date. The term of Employee’s employment and a summary of the job duties Employee will be expected to perform are set forth on Exhibit A. During the term of Employee’s employment, Employee shall work for Company in a part-time capacity and shall devote such hours per week as are reasonably necessary to perform the duties described on Exhibit A;

Section 2. Obligations and Compensation. In consideration of the services to be rendered hereunder, Employee shall be paid in accordance with the terms set forth on Exhibit A.

Section 3. Intellectual Property. Company and Employee agree that Employee’s job duties as an Advisor as contemplated by this Agreement do not require, and will not result in, any development or creation of any Inventions (as defined below) on behalf of the Company. In the event that Employee’s job duties evolve such that such job duties require the development or creation of any Inventions on behalf of the Company, Employee and Company shall promptly enter into an amendment to this Agreement pursuant to which Employee will exclusively assign to Company all right, title, and interest in and to such Inventions. “Inventions” shall mean all ideas, potential marketing and sales relationships, research, plans for products or services, marketing plans, original works of authorship, know-how, trade secrets, information, data, developments, improvements, modifications, and designs.

Section 4. Proprietary Information.

(a) Employee will not disclose or use, at any time either during or after the term of employment, except at the request of Company or an affiliate of Company, any Confidential Information (as herein defined). “Confidential Information” shall mean all Company proprietary information, technical data, trade secrets, and know-how, including, without limitation, research, product plans, customer lists, customer preferences, marketing plans and strategies, software, developments, inventions, discoveries, processes, ideas, formulas, algorithms, technology, designs, drawings, business strategies and financial data and information, including but not limited to Inventions, whether or not marked as “Confidential.” “Confidential Information” shall also mean any and all information received by Company from customers, vendors and independent contractors of Company or other third parties subject to a duty to be kept confidential. Nothing in this Agreement shall prohibit Employee from disclosing or discussing

information that arises from Employee's general training, knowledge, skill, or experience, whether gained on the job or otherwise, information that is readily ascertainable to the public, or information that Employee has a right to disclose as legally protected conduct, including, without limitation, allegations of discriminatory or unfair employment practices.

(b) Employee hereby agrees to return all Company property upon the termination of Employee's employment. Company property, includes, without limitation, all books, manuals, records, reports, notes, contracts, lists, blueprints, and other documents, or materials, or copies thereof, Confidential Information as defined in Section 4(a) above, and equipment furnished to or prepared by Employee in the course of or incident to Employee's employment with Company, including, without limitation, records and any other materials pertaining to Inventions. Following termination, Employee will not retain any written or other tangible or electronic material containing any Confidential Information.

(c) Notwithstanding Employee's confidentiality obligations set forth in this Agreement, pursuant to the Defend Trade Secrets Act of 2016, Employee shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that: (A) is made (i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Employee also understands that if Employee files a lawsuit for retaliation by Company for reporting a suspected violation of law, Employee may disclose the trade secret to Employee's attorney and use the trade secret information in the court proceeding, if Employee (A) files any document containing the trade secret under seal, and (B) does not disclose the trade secret, except pursuant to court order.

Section 5. [Reserved.]

Section 6. Company Resources. Employee may not use any Company equipment for personal purposes without written permission from Company. Employee may not give access to Company's offices or files to any person not in the employ of Company without written permission of Company.

Section 7. [Reserved.]

Section 8. Injunctive Relief. Employee understands and agrees that Company reserves the right to seek injunctive relief for any alleged or actual breach of Section 3 or Section 4.

Section 9. Severability. In the event any of the provisions of this Agreement shall be held by a court or other tribunal of competent jurisdiction to be unenforceable, the other provisions of this Agreement shall remain in full force and effect.

Section 10. Survival. Sections 4, 6, 8, 9, 10, 11, 12, 13 and 14 shall survive the termination of this Agreement.

Section 11. Representations and Warranties. Employee represents and warrants that Employee is not under any obligations to any third party which could interfere with Employee's performance under this Agreement, and that Employee's performance of Employee's obligations to Company during the term of Employee's employment with Company will not breach any agreement by which Employee is bound not to disclose any proprietary information including, without limitation, that of former employers.

Section 12. Governing Law. The validity, interpretation, enforceability, and performance of this Agreement shall be governed by and construed in accordance with the laws of the State of Colorado without giving effect to its conflict of law rules.

Section 13. Dispute Resolution. Except as otherwise expressly provided for herein, any dispute relating to or arising out of Employee's employment at Company, which cannot be resolved by negotiation, shall be settled by a single arbitrator pursuant to a binding arbitration in accordance with the AAA Employment Dispute Arbitration Rules and Procedures, as amended by this Agreement. Employment disputes include, but are not limited to, all claims, demands or actions under Title VII of the Civil Rights Act of 1964, Civil Rights Act of 1966, Civil Rights Act of 1991 and all amendments to the aforementioned, and any other federal, state, or local statute or regulation or common law regarding employment discrimination or the termination of employment. Company shall pay the costs unique to arbitration, including the arbitrator's fee and any other type of expense or cost that Employee would not be required to bear in court. Each party shall bear the cost of preparing and presenting its case. The arbitration shall take place in the County of Polk, in the State of Iowa. The arbitration shall be conducted in strict confidence. The arbitrator shall not make any award that provides for punitive or exemplary damages. The arbitrator's decision shall be based upon the substantive laws of the State of Iowa. The arbitrator's decision shall follow the plain meaning of the relevant documents, and shall be final and binding. The award may be confirmed and enforced in any court of competent jurisdiction. The parties hereby agree that any federal or state court sitting in the County of Polk in the State of Iowa is a court of competent jurisdiction. The parties each expressly waive his/her/its right to a jury trial. This paragraph does not limit either party's right to seek injunctive relief only in any state or federal court sitting in the County of Polk in the State of Iowa (jurisdictional, venue and inconvenient forum objections to which are hereby waived by both parties) in the event that a dispute relates to or arises under Sections 3 or 4 of this Agreement above. The prevailing party shall be entitled to recover his/her/its reasonable costs and attorney's fees from the non-prevailing party.

Section 14. General. This Agreement supersedes and replaces any existing agreement between Employee and Company relating generally to the same subject matter, and may be modified only in a writing signed by the parties hereto. Failure to enforce any provision of the Agreement shall not constitute a waiver of any term herein. This Agreement contains the entire agreement between the parties with respect to the subject matter herein. Employee agrees that Employee will not assign, transfer, or otherwise dispose of, whether voluntarily or involuntarily, or by operation of law, any rights or obligations under this Agreement. Any purported assignment, transfer, or disposition shall be null and void. Nothing in this Agreement shall prevent the consolidation of Company with, or its merger into, any other corporation, or the sale

by Company of all or substantially all of its properties or assets, or the assignment by Company of this Agreement and the performance of its obligations hereunder. Subject to the foregoing, this Agreement shall be binding upon and shall inure to the benefit of the parties and their respective heirs, legal representatives, successors, and permitted assigns, and shall not benefit any person or entity other than those enumerated.

Section 15. Employee Acknowledgement. Employee acknowledges (i) that Employee has consulted with or has had the opportunity to consult with independent counsel of Employee's own choice concerning this Agreement and has been advised to do so by Company, and (ii) that Employee has read and understands the Agreement, is fully aware of its legal effect, and has entered into it freely based on Employee's own judgment.

IN WITNESS WHEREOF, the undersigned have executed this Agreement to be effective as of the date first above written.

By:

Sign: /s/ Elizabeth Andora

Title: Chief People Officer

Name: Elizabeth Andora

Date: Mar 31, 2026

AGREED TO BY:

Pamela Bilash

Sign: /s/ Pamela Bilash

Date: Mar 31, 2026

Exhibit A

- Term of employment: shall last five (5) months from the Effective Date.
 - The Term may be extended upon written agreement signed by both parties.
 - During the Term, Employee will be treated as an “at-will” employee, and Company or Employee may terminate Employee’s employment with or without cause. Upon Employee’s termination, Employee will be deemed to resign from all positions, directorships and memberships held with Company or any of its affiliates.
- Compensation: Employee will be paid a monthly rate of \$10,000, payable in accordance with Company’s payroll policy and subject to deductions for applicable tax withholdings and payroll deductions
- Benefits:
 - Health and welfare benefits will continue under the DHI Group Inc. benefit plans, until such time as those benefit plans are terminated.
 - Employee will remain eligible to participate in the DHI Group, Inc. 401(K) plan.
 - The terms of the DHI Group, Inc. health and welfare and retirement benefits will be subject to the terms of the applicable plans and programs for similarly situated DHI Group, Inc. employees.
- Employment Obligations
 - **President’s Club Event Management**

Serve as the primary project manager and event coordinator for DHI Group’s President’s Club, a recognition event honoring top-performing sales employees. Responsibilities include, but are not limited to:

 - Define event concept, goals, and success criteria in alignment with executive leadership
 - Manage vendor selection and contract negotiations (venue, catering, A/V, travel, accommodations, etc.)
 - Develop and manage the event budget, tracking spending against approved allocations
 - Coordinate attendee logistics including invitations, travel arrangements, and communications
 - Build and maintain a detailed project plan with milestones, owners, and deadlines
 - Develop run of show for event and delegate on-site management to Rachel Ceccarrelli and Jessica Jensen
 - Conduct post-event wrap-up including vendor payments, reconciliation, and lessons learned
 - **Office Relocation Project**

Serve as the project lead for DHI Group’s Denver office relocation. This project encompasses three primary workstreams:

New Space Build-Out

- Partner with the real estate team, architects, and contractors to oversee the build-out of the new office space
- Manage construction timelines and coordinate vendor access and approvals
- Track build-out milestones and escalate risks or delays to leadership
- Ensure the new space meets DHI Group's operational, safety, and technology requirements

Space Planning

- Lead space planning process including department layout, seating assignments, and collaboration area design
- Coordinate with IT and department heads to align on workspace needs
- Manage furniture procurement, installation scheduling, and inventory transfer
- Ensure space plan supports hybrid work policies and employee experience goals

Current Office Closure

- Develop and execute a decommissioning plan for the current office location
- Coordinate lease termination logistics with the Finance and Legal team
- Manage disposition of furniture, equipment, and supplies (transfer, donate, or dispose)
- Ensure all data, equipment, and confidential materials are properly handled per Company policy
- Confirm all obligations under the current lease are fulfilled prior to termination of the lease

**CEO CERTIFICATION
PURSUANT TO SECTION 302 OF THE
SARBANES – OXLEY ACT OF 2002**

I, Art Zeile, certify that:

1. I have reviewed this quarterly report on Form 10-Q of DHI Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2026

By: /s/ Art Zeile
Art Zeile
Chief Executive Officer
DHI Group, Inc.

**CFO CERTIFICATION
PURSUANT TO SECTION 302 OF THE
SARBANES – OXLEY ACT OF 2002**

I, Greg Schippers, certify that:

1. I have reviewed this quarterly report on Form 10-Q of DHI Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; and
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2026

By: /s/ Greg Schippers
Greg Schippers
Chief Financial Officer
DHI Group, Inc.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of DHI Group, Inc. (the “Company”) on Form 10-Q for the period ending June 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Art Zeile, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 5, 2026

/s/ Art Zeile

Art Zeile

Chief Executive Officer

DHI Group, Inc.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of DHI Group, Inc. (the “Company”) on Form 10-Q for the period ending June 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Greg Schippers, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 5, 2026

/s/ Greg Schippers

Greg Schippers
Chief Financial Officer
DHI Group, Inc.