

CACI International Inc

Directors' Code of Business Ethics and Conduct

CACI International Inc (CACI) has adopted this Code of Business Ethics and Conduct (the "Code") to govern the conduct of the members of the Board of Directors to ensure that its business will be conducted with honesty and integrity, and to provide a mechanism for disclosure leading to informed decisions on matters involving the business ethics of CACI's Board. CACI is committed to conducting its business in accordance with all applicable federal, state and local laws, honesty in our business dealings, prudent use of our assets and resources, sound growth and achievement of business objectives and fair treatment of our employees. We are committed to achieving and maintaining the highest level of integrity and ethics in our dealings with our employees, customers, suppliers, shareholders and the public.

This Code governs the conduct of the Board's work, and each director should become familiar with its provisions. A failure to comply with them will adversely affect the ethical environment on which CACI's success depends.

As an aid to maintaining the high standards that CACI requires, the following rules of conduct should be observed in all activities of the Board:

- a) Honesty and candor in every activity, including compliance with the spirit as well as the letter of the law;
- b) Avoidance of any conflict or appearance of conflict between business and personal interests;
- c) Exercise of appropriate care, discretion and integrity in dealing with assets and information of CACI and its customers; and
- d) Responsible handling of personal and financial matters.

CACI has appointed the Chief Legal Officer as Compliance Officer for purposes of this Code. He will be available to confidentially help directors comply with the Code and to answer questions about the Code.

The requirements of this Code are mandatory. Generally, no waiver of its provisions will be granted. In extraordinary circumstances where a waiver may be appropriate, however, such waiver must be approved by a vote of a majority of the disinterested members of the Board or the Audit Committee of the Board. Upon grant of any waiver, the Company shall promptly disclose such grant to the stockholders through a press release or posting on the Company's website for a period of at least one year.

I. Conflicts of Interest

Introduction. CACI respects the right of any director to participate in outside financial business or other activities, provided those activities are legal and do not conflict with the director's duties. Accordingly, directors are to avoid any business or other relationship that may create a conflict with the best interests of CACI.

It is very important that every Director avoid any situation which involves a conflict with his/her duty to the Company and the interests of the Company and its shareholders. We expect our Directors to exercise good judgment, honesty and high ethical standards at all times. Adherence to these standards should prevent the occurrence of conflicts of interest.

Playing "favorites" or having conflicts of interest, in practice or appearance, runs counter to the fair treatment to which we are all entitled. Each Director should avoid any relationship, influence or activity that might impair, or have the appearance of impairing, his/her ability to make objective and fair decisions when performing his/her job. Conflicts can arise in many situations. They occur most often in cases where a director, or member of the Director's family, obtains some personal benefit which may be at the expense of CACI's best interests. It is impossible to cover every potential conflict situation, and at times it will not be easy to distinguish between proper and improper activity. In doubtful cases directors should adopt the highest standard of conduct or consult the Chief Legal Officer before taking action.

Set forth below are some of the more common circumstances that may lead to a conflict of interest and the duties of directors in connection with such developments.

Outside Activities and Business Interests. At least annually directors are required to disclose to the Chief Legal Officer any activity or investment of the director or any member of the director's immediate family that raises a potential conflict of interest and falls into one of the following categories (please be aware of the special notice and consultation requirements applicable to service on other boards of directors or advisory boards, or service as an employee, officer, agent or consultant to another entity):

- participation as a sole proprietor, partner, joint venture, or holder of Five Percent (5%) or more of any class of stock in any entity;
- investments in or business activity involving any competitor, joint venture, strategic alliance partner, or financing institution of any of the CACI Group of Companies;
- employment by a competitor or potential competitor, regardless of the nature of the employment, while employed by CACI;
- acceptance of gifts, cash or in kind from those seeking to do business with CACI;
- placement of business with a firm owned or controlled by a Director or his/her family;
- ownership of, or substantial interest in, a company which is a competitor of or a supplier to the Company.
- acting as a consultant to a CACI customer or supplier without CACI's express prior written approval. Approval is required before a Director accepts a position providing services as director, officer, employee, or consultant to any company which is a supplier or a customer having business dealings with CACI;
- transactions valued at Fifty Thousand Dollars (\$50,000) or more involving any person or entity that supplies goods or services to any of the CACI Group of Companies; and
- participation in any investment or business activity with any director, officer, or Five Percent (5%) or greater stockholder of CACI.

In the event that a director is interested in entering into a new relationship of one of the types listed above in the interim between reports to the Chief Legal Officer, and where the director believes in good faith that such new relationship does not present an actual or potential conflict of interest, the director is required to notify the Chief Legal Officer.

Significant Interested Transactions. Transactions between the Company and any entity in which a director, or a member of the director's immediate family, has a substantial interest can create possible conflicts of interest. Accordingly, promptly after becoming aware of any significant transaction between any one of the CACI Group of Companies and (i) the director, (ii) a member of the director's immediate family, or (iii) a corporation or other business entity in which the director or a member of the director's immediate family serves as a director, officer, owner, 5% or greater stockholder or partner, the director shall disclose such transaction to the Chief Legal Officer. Thereafter, to the extent any aspect of the transaction comes before the Board, or a committee of the Board on which the director serves, the director shall recuse himself from consideration and voting on such matter.

Investments by Directors. Investments by directors and their immediate families may create conflicts of interest. Directors and their immediate families should avoid investment transactions in which their own interests conflict or might appear to conflict with CACI's interests. Whether an actual conflict of interest exists is determined by the relationship between the company in which the investment has been made and the level of influence held by the director or member of the director's immediate family in that company.

Insider Trading Standard for Directors. Directors must refrain from making non-exempt transactions in CACI securities while in possession of material, non-public information and from "tipping" or disclosing any such information to any other person unless required by law to do so. To help ensure that directors do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, CACI has adopted the CACI Securities Trading Policy *which is available at http://hq.caci.com/benefits/espp/sec_trade_policy.shtml.*

Any question regarding a potential transaction in CACI stock or the content and release of information should be directed to the Chief Legal Officer.

Directors and Positions

CACI views the issue of service on other boards of directors or advisory boards, or services as an employee, officer, agent or consultant to another entity as, potentially, raising a conflict of interest or the appearance of a conflict of interest. For purposes of this clause, another entity does not include "not for profit" entities including religious, charitable, community service, or other similar not for profit professional/industry associations or organizations. In addition, any such role may involve a significant commitment in terms of both time and responsibility. A director is expected to be mindful of his or her other existing and planned future commitments so that such other roles do not materially interfere with his or her service as an effective and active member of the CACI Board. Prior to accepting an invitation or offer to serve as a member of the board of directors or an advisory board of another entity, or as an employee, officer or agent of, or consultant to, another company, a director shall provide advance notice describing why such relationship would not create a conflict of interest before entering into the outside activity or business interest. Such written notice shall be submitted to the Chairman of the Board, and the Chair of the Corporate Governance and Nominating Committee, with a copy to the Chief Legal

Officer, such notice to contain: the name of the company or business entity that has extended the invitation or offer;

- a brief but reasonably comprehensive description of the nature of the business of the company or entity;
- a statement as to whether such company or entity is a competitor, or given the scope of its existing business activities, is likely to become a competitor or business partner of CACI; and
- the date on which the director would like (or believes it appropriate) to communicate a decision to accept or decline the invitation or offer.

In the event that a director becomes aware of a change in CACI's business, for example resulting from an M&A transaction or a new contract win, which creates an actual or potential conflict because such change positions CACI as a competitor or business partner of an entity in which the director is currently affiliated, the director shall submit written notice to the Chairman of the Board and the Chair of the Corporate Governance and Nominating Committee, with a copy to the Chief Legal Officer, such notice to contain:

- the name of the company or business entity with which director may have an actual or potential conflict of interest;
- a brief but reasonably comprehensive description of the nature of the business of the company or entity that creates the actual or potential conflict of interest resulting from the change in CACI's business;
- a statement as to whether such actual or potential conflict of interest will materially interfere with director's service on the CACI Board.

II. Special Consideration, Gifts, Gratuities, Fees And Other Payments

It is inappropriate for a director, or any member of a director's immediate family, to obtain special consideration or benefits in dealings with third parties as a result of such person's status as a director of CACI. Accordingly, each director must ensure that dealings with third parties with whom CACI does business are concluded on terms that would generally be available to persons without the status of director or director's family member.

Directors should refrain from any act that has the appearance of being a bribe, kickback or other illegal or improper payment, whether direct or indirect, to any person or entity for the purposes of (i) obtaining, retaining or directing business or (ii) affecting the conditions of doing business. Moreover, directors must report any offer of a bribe, kickback or illegal payment that they receive or learn of to the Chief Legal Officer.

No director or member of a director's immediate family should accept any gift, gratuity, fee or other payment of any kind if it is known or suspected that its purpose is to influence a transaction or such item is excessive or might cause embarrassment if its acceptance became known. Similarly, no director or member of a director's immediate family should offer any gift, gratuity, fee or other payment of any kind to a customer, potential customer, or related party of CACI for the purpose of, or appearing to have the purpose of, influencing any transaction between such

entity and any of the CACI Group of Companies. Any questions regarding the acceptability of an invitation of gift should be directed to the Chief Legal Officer.

Cash should not be accepted for any speech made, or article written, in connection with official CACI business.

Gifts or Payments in General

- All approved expenditures for meals, refreshments and entertainment must be fully documented and recorded on the books of the Company in strict compliance with established policies and procedures.
- Laws and regulations pertaining to entertainment, gifts and payments may be and are complicated. Questions regarding interpretations of specific policies should be submitted to the Compliance Officer.

Gifts or Payments to Foreign Officials

CACI will scrupulously adhere to the letter and spirit of the Foreign Corrupt Practices Act, which prohibits, among other things, giving money or items of value to a foreign official or instrumentality for the purpose of influencing a foreign government. The Act further prohibits giving money or items of value to any person or firm, such as a consultant or marketing representative, when there is a reason to believe that it will be passed on to a foreign government official for this purpose. All questions concerning compliance with the Foreign Corrupt Practices Act should be referred to the Compliance Officer.

III. Use of CACI Assets

Tangible Assets. Directors are responsible for the protection and appropriate use of CACI equipment and material provided to them. Such assets should be used only for legitimate business purposes. Any misapplication or improper use of CACI's assets or property must be reported to the Chief Legal Officer promptly.

Confidential Information. Any information concerning CACI's business, its customers or other entities with which CACI does business that has not been made public by CACI must be considered confidential and held in confidence unless disclosure is required as a matter of law.

Corporate Opportunities. Directors must not take for their own personal benefit, or that of any member of their immediate family, any opportunities that are discovered through the use of CACI property, information or position. Similarly, directors must not use CACI property, information or position for personal gain or act in any way that competes with CACI's interests.

Political Contributions. The Company may not make any remuneration of money or offer to do so directly or indirectly to any government official or politician in the United States or abroad for the purpose of influencing such official's or politician's actions. Our Directors are expected not to use Company funds or facilities or services for any political purpose in contravention of this policy. This policy shall not apply to purely individual contributions by Directors. However, the use of Company funds to fund a political contribution, or the reimbursement therefore is strictly prohibited.

IV. Director's Duties

Conducting Activities In Accordance with the Law. Directors shall conduct their activities on behalf of CACI with honesty and integrity and comply with all applicable laws, rules and regulations in performing their work for CACI. Directors and their immediate families must adhere to all applicable rules of the Securities and Exchange Commission and other regulatory bodies, including all laws and regulations that apply to the trading in securities of CACI, its customers or suppliers.

Directors are expected to deal fairly with the Company, its clients, suppliers, officers and employees and competitors and to avoid any situation in which unfair advantage may be taken of anyone through manipulation, concealment, abuse of privileged information, or misrepresentation of fact or any other unfair practice.

In order to assist CACI in promoting lawful and highly ethical behavior, directors are encouraged to report any possible violation of law, rule, regulation, this Code or the Company's Code of Ethics and Business Conduct Standards to the Chief Legal Officer.

V. Administration

Reporting Procedures. This Code requires certain disclosures to be made to the Chief Legal Officer, who will be available to directors for consultation on any question concerning CACI's business practices and director responsibilities under this Code. The information that directors disclose to the Chief Legal Officer will be considered privileged and will not be disclosed, except as CACI in its sole discretion determines that waiver of such privilege is in CACI's best interest.

The Company will, to the fullest extent possible without contravening any law, regulation or statute, hold confidential the name of any Director reporting any event or conduct which he/she believes, in good faith, may raise concern that any policy described in this Code may not have been observed. In some circumstances, however, the Company may be required to furnish such information to law enforcement or governmental officials and counsel in order to address issues raised by such reports.

In the event of a reported impropriety, the Chief Legal Officer will make a full investigation and report to the Executive Committee. The Executive Committee will determine appropriate corrective action.

Written Acknowledgement. Once each year, or upon any revision of this Code, every director must execute an Acknowledgement and Certification in the form attached, stating that director's understanding of the Code's requirements and agreement to comply. New directors will sign the written acknowledgement at the time service begins.

ACKNOWLEDGEMENT AND CERTIFICATION

This will acknowledge receipt of the Director's Code of Business Ethics and Conduct of CACI. By signing below, I represent that I have read the Code, that I understand its requirements, that I am in full compliance therewith (or that any matters that might be in conflict therewith have been duly reported to and approved by CACI), and that I agree to comply with the requirements of the Code.

Date: _____ Signature: _____

Printed Name: _____