



## **Audit and Non-Audit Services Pre-Approval Policy**

**CACI International Inc.**

### **Audit and Non-Audit Services Pre-Approval Policy**

**Updated Effective August 8, 2012**

#### **I. Services Performed by the Independent Auditors**

##### **A. Statement of Principles**

The purpose of this Policy is to set forth the procedures by which the Audit Committee of the Board of Directors (the Committee) intends to fulfill its responsibilities with respect to the engagement of the independent auditor to perform audit and non-audit services for the Company. It does not delegate the Committee's responsibilities to pre-approve services performed by the independent auditor to management.

Under the Sarbanes-Oxley Act of 2002 (the "Act"), the Committee is responsible for the appointment, compensation and oversight of the work of the independent auditor. As part of this responsibility, the Committee is required to pre-approve any audit and non-audit services performed by the independent auditor in order to assure that they do not impair the auditor's independence from the Company. To implement these provisions of the Act, the Securities and Exchange Commission (the "SEC") has issued rules specifying the types of services that an independent auditor may not provide to its audit client, and outlining the audit committee's administration of the engagement of the independent auditor. Accordingly, the Committee has adopted, and the Board of Directors has ratified, this Audit and Non-Audit Services Pre-Approval Policy (the "Policy"), which sets forth the procedures and the conditions pursuant to which services proposed to be performed by the independent auditor may be pre-approved.

The SEC's rules establish two different approaches to pre-approving services, which the SEC considers to be equally valid. Proposed services may be pre-approved by the Committee without consideration of specific case-by-case services ("general pre-approval"), or pre-approved by the Committee on a specific case-by-case basis ("specific pre-approval"). The Committee believes that the combination of these two approaches will result in an effective and efficient procedure to pre-approve services performed by the independent auditor. It is expressly understood that, unless a type of service has received general pre-approval in accordance with this Policy, it will require specific pre-approval by the Committee. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval by the Committee.

For both general and specific approval situations, the Committee will consider whether the proposed services are consistent with the SEC's rules on auditor independence. The Committee also will consider (i) whether the independent auditor is best positioned to provide the proposed services most effectively and efficiently based on its familiarity with the Company's business, people, culture, accounting systems, risk profile and other factors, and (ii) whether the services are likely to enhance the Company's ability to manage or control risk or improve audit quality. Such factors will be considered as a whole, and no one factor necessarily will be determinative.

The Committee also is mindful that the relationship between fees for audit and non-audit services is a matter that should be considered in deciding whether to pre-approve any such services, and the Committee in its discretion may set for each fiscal year an acceptable ratio between the total amount of fees for Audit, Audit-related and Tax services and the total amount of fees for certain permissible non-audit services, denominated as All Other services.

The term of any general pre-approval is 12 months from the date of pre-approval, unless the Committee states otherwise in connection with its approval. The Committee annually will review and consider renewing its approval of the services that have been the subject of general pre-approval during the preceding year. The Committee may add to or subtract from the list of generally pre-approved services from time to time as the Committee sees fit.

The independent auditor has reviewed this Policy and believes that implementation of the policy will not adversely affect the auditor's independence.

##### **B. Delegation of Authority**

As provided in the Act and the SEC's rules, the Committee may delegate either type of pre-approval authority to one or more of its members. The member (or members) to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next scheduled meeting. Such reporting may be satisfied by sending a copy of each pre-approval to each member of the Audit Committee.

### **C. Audit Services**

The annual Audit services engagement terms and fees must be specifically pre-approved by the Committee. Services appropriately included in the audit engagement include the following:

- Annual financial statement audit (including required quarterly reviews).
- Statutory audit in the UK (and any other applicable subsidiary audits).
- Other procedures required to be performed by the independent auditor in order to be able to form an opinion on the Company's consolidated financial statements. These other procedures include information systems and procedural reviews and testing performed in order to understand and place reliance on the systems of internal control, and consultations relating to the audit or quarterly review.
- Attestation engagements for the independent auditor's report on management's report on internal controls for financial reporting.

The Committee will monitor the Audit services engagement as necessary, but no less than quarterly, and will also approve in advance as necessary any changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other items.

In addition to the annual Audit services engagement approval by the Committee, the Committee may grant general pre-approval for other Audit services. Other Audit Services are those services that only the independent auditor reasonably can provide, and may include statutory audits or financial audits for subsidiaries or affiliates of the Company and services associated with SEC registration statements, periodic reports and other documents filed with the SEC or issued in connection with securities offerings.

All Other Audit Services not generally pre-approved by the Committee must be specifically pre-approved by the Committee.

### **D. Audit-related Services**

Audit-related Services generally are considered to include (i) assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and (ii) services that are traditionally performed by the independent auditor. Because the Committee believes that the provision of Audit-related Services does not impair the independence of the auditor and is consistent with the SEC's rules on auditor independence, the Committee is likely to grant general pre-approval to Audit-related Services. The Audit-related Services category specifically includes, among other services, due diligence services pertaining to potential business acquisitions/dispositions; accounting consultations related to accounting, financial reporting or disclosure matters not otherwise classified as "Audit Services"; assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities; financial audits of employee benefit plans; and agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters.

All Audit-related Services not generally pre-approved by the Committee must be specifically pre-approved by the Committee.

### **E. Tax Services**

The Committee believes that the independent auditor can provide Tax services to the Company, such as tax compliance, tax planning and tax advice, without impairing the auditor's independence, and the Committee is cognizant of the fact that the SEC has stated that the independent auditor may provide such services. Hence, the Committee will consider granting general pre-approval to those Tax services that have historically been provided by the auditor that the Committee believes would not impair the independence of the auditor consistent with the SEC's rules on auditor independence. The Committee will not approve engagement of the independent auditor in connection with a transaction initially recommended by the independent auditor, the sole business purpose of which may be tax avoidance and the tax treatment of which may not be supported in the Internal Revenue Code and related regulations.

The Committee will consult with the Chief Financial Officer or Chief Legal Officer to determine that the tax planning and reporting positions taken by the Company are consistent with this policy.

All Tax Services not generally pre-approved by the Committee and all Tax Services involving large and complex transactions must be specifically pre-approved by the Committee.

#### **F. All Other Services**

Based on the SEC's rules prohibiting the independent auditor from providing specific non-audit services, the Committee is of the opinion that other types of non-audit services are permitted. Accordingly, the Committee believes it may grant general pre-approval to those permissible non-audit services classified as All Other Services that are routine and recurring services, would not impair the independence of the auditor and are consistent with the SEC's rules on auditor independence.

All Other Services not generally pre-approved by the Committee must be specifically pre-approved by the Committee.

A list of the non-audit services that SEC rules prohibit the independent auditor from performing is attached to this policy as Exhibit 1. If necessary, the Committee will consult with the Chief Legal Officer or an outside advisor of its choosing to determine the specific application of the SEC's rules to specific situations.

#### **G. Pre-Approval Fee Levels or Budgeted Amounts**

The Committee annually may establish ceilings on the level of fees and/costs of generally pre-approved services that may be performed without seeking re-approval from the Committee. Any proposed services exceeding such levels will require specific pre-approval by the Committee. The Committee will consider the overall relationship of fees for audit and non-audit services in determining whether to pre-approve any such services. For each fiscal year, the Committee may determine the appropriate ratio between the total amount of fees for Audit, Audit-related and Tax Services, and the total amount of fees for services classified as All Other Services.

#### **H. Procedures**

All proposals to engage the independent auditor to perform services that have been generally pre-approved by the Committee will be submitted to the Chief Financial Officer (with a copy to the Chief Executive Officer) and must include a detailed description of the services to be rendered that is sufficiently detailed so that management will not be called upon to make a judgment about whether the services are pre-approved. The Chief Financial Officer will inform the Committee and the Chief Executive Officer promptly of any such services rendered by the independent auditor.

Proposals to engage the independent auditors to provide services that require specific approval by the Committee will be submitted to the Committee by both the independent auditor and the Chief Financial Officer (after notice to the Chief Executive Officer and an opportunity to discuss such services with the Chief Executive Officer). In its report to the Committee at the next regularly scheduled meeting, , and must include a joint statement by the independent auditor will report on all pre-approved services since the last meeting and will include a statement indicating that the performance ofand the Chief Financial Officer as to whether the proposal that the independent auditor perform such services is consistent with the SEC's rules on auditor independence.

The Committee has designated the Internal Auditor to monitor the performance of all services provided by the independent auditor and to determine whether such services are in compliance with this policy. The Internal Auditor will report to the Committee (with copies to the Chief Executive Officer and the Chief Financial Officer) on a periodic basis on the results of its monitoring. Both the Internal Auditor and the Chief Financial Officer will immediately report to the Chairman of the Committee (with a copy to the Chief Executive Officer) any breach or suspected breach of this policy that comes to the attention of the Internal Auditor or any member of the Top Management Team.

The Committee will review the Internal Auditor's annual internal audit plan to confirm that the plan provides for the monitoring of the independent auditor's services.

#### **I. Additional Requirements**

The Committee has determined to take additional measures on an annual basis to meet its responsibility to oversee the work of the independent auditor and to assure the auditor's independence from the Company, such as reviewing a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard No.1, and discussing with the independent auditor its methods and procedures for ensuring independence.

## **II. Performance of Services by Other Audit Firms**

### **Big-Four Firms**

It is the intent of the Committee that all accounting, finance or tax services to be performed for the Finance and Accounting Departments of the Company by a "big-four" firm be approved in advance by the Committee. Such pre-approval will enable the Committee to be aware of and to consider all such services provided to the Company by such firms when considering engagement of independent auditors and/ or approval of specific services to be performed by the independent auditors in accordance with Section I of this Policy.

Any proposal to engage any such firm to perform such services for the Company, therefore, will be provided to the Committee, or to the Chairman of the Committee in accordance with specific delegation of the authority of the Committee, by the Chief Financial Officer (after consultation with the Chief Executive Officer) for consideration and approval by the Committee. Such proposal must include a detailed description of the services proposed to be rendered.

To the extent that the authority to pre-approve such services has been delegated to the Chairman of the Committee, the Chairman will report to the Committee on any pre-approvals that he has granted at the next scheduled meeting of the Committee. Such reporting may be satisfied by sending a copy of each pre-approval to each member of the Audit Committee.

### **Non Big-Four Firms**

The Committee has delegated authority to the Company's Chief Financial Officer to approve the engagement of non "big-four" firms traditionally engaged in providing audit services to public companies to perform accounting, finance or tax services in support of the Company's Finance and Accounting Departments. The Company will provide a report to the Committee, at least annually, of such engagements, including a detailed description of the services rendered and the associated costs.

## **III. Reports**

No less frequently than annually, the independent auditors shall report to the Committee on the specific services provided by and the amounts paid to the independent auditors and the Chief Financial Officer of the Company shall report to the Committee (with a copy to the Chief Executive Officer) on the specific services provided by and the amounts paid by the Company to the independent auditors and other accounting firms engaged pursuant to this Policy. Such reports shall, at a minimum, list and describe all of the services provided by such firms and identify the exact sums paid by the Company to each firm in connection with each separate engagement. Such reports will include a summary of findings, if significant. Material findings such as control weaknesses, significant deficiencies, identified improprieties, etc. will be promptly reported to the Chairman of the Committee.

## **Exhibit I**

### **Prohibited Non-Audit Services**

- Bookkeeping or other services related to the accounting records or financial statements of the audit client.
- Financial information systems design and implementation.
- Appraisal or valuation services, fairness opinions, or contribution-in-kind reports.
- Actuarial services.
- Internal audit outsourcing services
- Management functions.
- Human resources.
- Broker-dealer, investment advisor, or investment banking services.
- Legal Services.
- Expert services unrelated to the audit.