



Charter of the Compensation Committee of the Board of Directors

CACI International Inc.

Compensation Committee of the Board of Directors Charter

Adopted August 2004; As Amended Effective July 1, 2013

The Compensation Committee of the Board of Directors has both a strategic and administrative role in the compensation structure of the Company with an emphasis on compensation of top management. Strategically, the Committee shall consider how the achievement of the overall goals and objectives of the Company can be aided through adoption of appropriate compensation philosophy and effective program elements. Administratively, the Committee shall review compensation paid, salary progressions, incentive compensation allocations, the awards of supplemental benefits and perquisites for key employees and shall approve employee stock awards under an approved plan.

The Compensation Committee also serves as the body charged by the Board of Directors with oversight of the Company's human resource function, with emphasis on the Company's employee benefits, human resource policies, and its affirmative action, equal employment and small and disadvantaged business contracting policies and practices.

Committee members, including the Chairman, shall be appointed and, if necessary, removed by the Board of Directors. The Committee shall be composed of not fewer than three (3) "independent directors" as defined in applicable regulations and stock exchange listing standards (including without limitation the factors specific to compensation committee members set forth under Section 303A.02(a)(ii) of the NYSE Listed Company Manual as in effect July 1, 2013), in order to enhance the Committee's capability to provide independent governance on behalf of the stockholders and provide management with objective guidance and support in matters within the Committee's responsibility. In addition, it is the Board's intention that each Committee member shall be a "non-employee director" within the meaning of Rule 16b-3 issued by the Securities and Exchange Commission ("SEC"), and that at least two Committee members shall be "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code. To the extent that a Committee member is not a non-employee director or outside director, as the case may be, the member shall recuse him- or herself from deliberations and the determination of awards related to Rule 16b-3 or Section 162(m), as the case may be.

The Committee shall meet as necessary to perform its functions, but in no event shall the Committee meet fewer than four (4) times per year. The Committee may delegate any of its responsibilities to one or more subcommittees, provided that any such subcommittee shall be required to report to the Committee on its activities and obtain Committee approval for any recommended action. In order to have validity, actions of the Committee must be approved by a quorum of the Committee. A quorum shall be a majority of all of the members of the Committee. In performing its functions the Committee shall keep informed of developments in applicable legal and regulatory requirements and recommended best practices concerning Committee functions and the Company's compensation and human resource activities.

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (individually or collectively, "Compensation Adviser"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Compensation Adviser retained by the Committee.

Consistent with Section 303A.05(c) of the NYSE Listed Company Manual as in effect July 1, 2013, the Committee may select a Compensation Adviser to the Compensation Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- The provision of other services to the Company by the person that employs the Compensation Adviser;
- The amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
- The policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts

of interest;

- Any business or personal relationship of the Compensation Adviser with a member of the Committee;
- Any stock of the Company owned by the Compensation Adviser; and
- Any business or personal relationship of the Compensation Adviser or the person employing the Adviser with an executive officer of the Company.

The Compensation Committee is responsible for:

Considering and approving the Company's compensation philosophy and guidelines.

- Consistent with the Company's compensation philosophy, goals, and objectives, and based upon performance criteria and the Committee's reviews of compensation practices in the Company's industry and other industries:
 - a. Considering and recommending to the Board of Directors the compensation arrangements, including incentive and equity-based compensation, for the Company's executive officers and directors;
 - b. Considering and approving goals and objectives relevant to compensation of the CEO;
 - c. Reviewing and approving the compensation, including incentive and equity-based compensation, for the CEO;
 - d. Evaluating the CEO's performance against established goals and objectives and setting the CEO's compensation based on such evaluation;
 - e. With input from the CEO, reviewing, approving, and reporting to the Board of Directors the compensation, including incentive and equity-based compensation, of the Top Management Team (TMT);
 - f. Reviewing the CEO's actions regarding compensation of other Company officers.
- Granting stock options and other awards under the Company's stock option or other equity incentive plans to all eligible individuals in the Company's service, exercising full and final authority to interpret the provisions of the Company's equity plans, adopting rules to carry out the intent of such plans, deciding questions of fact that arise in connection with such plans, and making all other determinations necessary for the administration of such plans.
- Reviewing and when necessary recommending to the Board of Directors for approval changes in the Company's fringe benefit programs. In so doing, the Committee shall exercise or formally delegate the authority to: (1) interpret the provisions of the Company's employee benefit plans; (2) adopt rules to carry out the intent of such plans; (3) decide questions of fact arising in connection with the plans; and (4) make all other determinations necessary for the administration of such plans.
- Overseeing and reporting to the Board of Directors on the Company's Affirmative Action, Equal Employment Opportunity and Small and Disadvantaged Business contracting functions.
- Participating in the preparation of, and reviewing, the Compensation Discussion and Analysis section of the annual proxy statement.
- Preparing a report as required by the rules and regulations of the SEC pursuant to Regulation S-K, Item 407(e)(5), on executive and CEO compensation for inclusion in the annual proxy statement.
- Conducting an annual self-assessment of the performance of the Compensation Committee.
- Overseeing and reporting to the Board of Directors on the Company's policies concerning compensation, employee award and recognition programs, employee benefits, affirmative action, equal opportunity, expense reimbursement and human resources.
- Reporting to the Board of Directors at least quarterly on the activities of the Committee.