

**CACI International Inc**  
**Corporate Governance and Nominating Committee**

**Charter**

**(Amended March 2017)**

This Charter governs the operations of the Corporate Governance and Nominating Committee (the “CGNC”) of the Board of Directors (the “Board”) of CACI International Inc (the “Company”).

**Charter**

The CGNC reviews and reports to the Board periodically on matters of corporate governance. The CGNC shall develop, and recommend to the whole Board, a set of corporate governance principles and guidelines (the “Governance Guidelines”) and review the effectiveness of the Governance Guidelines periodically and recommend any proposed revisions to the Board. The CGNC shall recommend to the whole Board the size, and composition of the Board, and the Governance Guidelines for effective operation of the Board. The CGNC shall also recommend to the Board for approval a set of general criteria and qualifications for membership on the Board and assists the Board in identifying qualified individuals for Board membership. The policy of the CGNC in discharging these obligations shall be to select well-qualified director nominees, and develop and review a set of Governance Guidelines that enhance the overall management of the Company and provide a basis for governance that serves the best interests of the Company’s shareholders in building long-term value.

**CGNC Membership**

The CGNC shall consist of two or more independent directors as defined in relevant New York Stock Exchange (“NYSE”) listing requirements. Further, for purposes of this Charter, a director must be free from any relationship that would interfere with the exercise of his or her independent judgment, in accordance with the applicable independence requirements imposed by the NYSE or other marketplace on which the Company’s securities may be listed from time to time and the rules and regulations of the Securities and Exchange Commission (“SEC”), including any exceptions permitted by such requirements.

The Board, taking into account the recommendation of the CGNC, shall appoint each member of the CGNC, and from such members so appointed, appoint a chairperson of the CGNC. Ordinarily, such appointments will take place at the regular meeting of the Board held on or about the date of the annual shareholders meeting. The members of the CGNC shall serve until their successors are appointed and qualified. The Board shall have the power at any time to

change the membership of the CGNC and to fill vacancies on the Committee, subject to new members satisfying the independence requirement.

### **CGNC Authority and Responsibilities**

The CGNC meets quarterly or as needed. A majority of the CGNC members will constitute a quorum. The CGNC shall have the authority to act on the affirmative vote of a majority of the CGNC members, and such act will be the act of the CGNC. The minutes of the CGNC meetings shall be filed in the records of the Company. The CGNC may invite to its meetings any director, officer of the Company or such other person as it deems appropriate in order to assist it in performing its responsibilities. The CGNC reports its activities and recommendations to the Board.

Regular meetings of the CGNC shall be called according to the schedule for the year approved by the CGNC. Special meetings of the CGNC may be called by the chairperson, a majority of the members of the CGNC, the Board chairperson, or by a majority of the Board.

The CGNC chairperson shall meet as needed with the Board chairperson to coordinate the activities of the CGNC with other Committees of the Board, to review the anticipated use of corporate resources, and to apprise the Board chairperson of anticipated changes in policies or procedures so that the actions of the Board are coordinated for the benefit of the Company's shareholders and employees.

In fulfilling its functions and responsibilities, the CGNC should give due consideration to the following operating principles:

Communication – Regular and meaningful contact with the Board chairperson, other committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is important and shall be encouraged as a means of strengthening the CGNC's knowledge of relevant current and prospective corporate governance issues.

CGNC Education/Orientation – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company shall be encouraged to enhance the effectiveness of the CGNC.

Information Needs – The CGNC members shall communicate to the Chief Executive Officer or his or her designees the CGNC's expectations, and the nature, timing, and extent of any specific information or other supporting materials requested by the CGNC for its meetings and deliberations.

Meeting Agendas – CGNC meeting agendas shall be the responsibility of the CGNC chairperson with input from the CGNC members and other members of the Board as well as, to the extent deemed appropriate by the chairperson, from members of senior management and outside advisors.

The CGNC shall have the following responsibilities:

1. Develop and recommend to the Board a set of “Governance Guidelines” to be posted on the Company’s website. At least annually, review and recommend any proposed changes to the Governance Guidelines consistent with what the CGNC, in consultation with the Company’s General Counsel, deems to be corporate governance “best practices.”
2. At least annually, review in consultation with the Company’s General Counsel and recommend to the Board any proposed changes to the Directors’ Code of Business Ethics and Conduct.
3. Review policies and practices of the Company and monitor compliance in areas of corporate governance and report and make recommendations to the Board with respect to such policies and practices.
4. Keep abreast of corporate governance “best practices” and legal/regulatory developments relating to corporate governance through review of current publications and use of consultants, as the CGNC deems appropriate.
5. Keep regular minutes of its proceedings and report its activities to the Board at each Board meeting.
6. Identify and bring to the attention of the Board, current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company.
7. Establish procedures for communications by shareholders to the Company’s directors and oversee proxy statement disclosure concerning such procedures and whether material actions have been taken as a result of shareholder communications.
8. Review and make recommendations to the Board regarding the Company’s responses to stockholder proposals and oversee proxy statement disclosure concerning such responses.
9. Review periodically the management development, management continuity and succession policies of the Company and report to the Board its findings and recommendations.
10. Review annually the structure, size, composition and effectiveness of the Board and Board membership and report to the Board its findings and recommendations.
11. Identify, screen and evaluate director candidates. The Board is responsible for approving criteria for selecting directors. The CGNC shall use such criteria, including the qualifications set forth in the Governance Guidelines, to guide its

director identification process. Any Board member may recommend a candidate for membership to the Board of Directors. The CGNC shall evaluate each director candidate (including all existing directors) at least annually, such evaluation to entail (without limitation):

(a) for a new director candidate, the conduct of appropriate inquiries into the background and qualifications, including the performance of a background check to, among other things, validate the candidate's credentials;

(b) the review of any potential conflicts of interest or time constraints arising from the candidate's range of other commitments;

(c) the review of any facts or circumstances which may cause an existing director to cease to be independent; and

(d) in the case of a currently serving director, review of any changes in an existing director's employment, membership on another board(s) or changes in the business of another company for which the director serves as an officer or director or changes in the business of the Company that create a potential conflict with such director's service for another company that have occurred since the director was last elected by the shareholders or appointed by the Board to fill a vacancy.

Based on such evaluation, the CGNC shall determine whether to recommend to the Board a director candidate for nomination and election (or re-election) to the Board by the Company's shareholders at the next annual meeting of shareholders or in connection with filling any Board vacancy.

In assessing any new director candidate, the CGNC will seek and consider the recommendations of the Board chairperson regarding the Board chairperson's views on the qualifications, business experience and professional skills that would best address the Company's needs for the foreseeable future.

The CGNC shall have the authority to retain and terminate any search firm to be used to identify director nominees, including authority to approve the search firm's fees and other retention terms. The CGNC shall inform the Board chairperson and members of its intentions and shall use the Company's business practices in contracting for such services whenever it can.

12. Formulate and review periodically the qualification/criteria for the selection of directors. The CGNC recommends to the Board acceptance qualifications, desired background, and selection criteria for members of the Board and Board Committees.
13. Actively seek, interview and screen individuals deemed by the CGNC to have the requisite qualifications, expertise and other characteristics to become Board and Board Committee members for potential recommendation to the Board. The CGNC

will provide all Board members with the opportunity to interview and evaluate director candidates. Following this process, the CGNC shall recommend to the Board, prior to each annual meeting of shareholders, qualified candidates, including any current Board members being nominated for re-election, to be placed on the ballot for shareholders to consider at the annual shareholder's meeting.

14. Recommend to the Board nominees to be appointed by the Board to fill interim director vacancies.
15. Oversee and review on a periodic basis the annual orientation program for new directors.
16. The CGNC shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The CGNC shall inform the Board chairperson and members of its intentions and shall use the Company's business practices in contracting for such services whenever it can.
17. Consider any requests for waivers from the Company's Standards of Ethics and Business Conduct. The Company shall disclose such waivers to both the New York Stock Exchange and the Securities and Exchange Commission, in accordance with NYSE listing standards and SEC's rules and regulations, respectively.
18. At least annually, review and reassess the adequacy of the CGNC Charter and recommend any proposed changes to the Board for approval.
19. Review annually the CGNC's own performance and report results to the Board.
20. At least annually, review the charter and performance of each of the Board Committees to evaluate the effectiveness of each Board Committee in fulfilling its responsibilities and duties.

The CGNC will undertake such additional activities within the scope of its primary functions as the CGNC or the Board may from time to time determine.