

CACI International Inc
Corporate Governance Guidelines

June 15, 2017

I. INTRODUCTION

These Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of CACI International Inc (the “Corporation”) to assist the Board in its duties and the exercise of its responsibilities in accordance with the listing standards of the New York Stock Exchange (the “NYSE”) and the rules of the Securities Exchange Commission (the “SEC”).

The Board recognizes the importance of good corporate governance as a means of addressing the interests of the Corporation’s shareholders, employees, customers and community. The Board also recognizes that ensuring that the Corporation maintains good corporate governance practices is an ongoing process. Accordingly, the Guidelines are reviewed by the Board at least annually to determine whether they should be modified.

The Guidelines do not in any way modify or constitute an interpretation of the Delaware General Corporation Law, the Corporation’s Certificate of Incorporation (the “Certificate of Incorporation”), the Corporation’s By-Laws (the “By-laws”), or any Federal, state or local law or regulation.

II. BOARD RESPONSIBILITIES

The Board’s primary responsibilities are to oversee, monitor, and counsel the management of the Corporation in the interest and for the benefit of the Corporation’s shareholders. In carrying out its responsibilities, the Board will comply with the requirements of the Certificate of Incorporation and By-Laws, exercise sound and informed business judgment and act in what it reasonably believes to be the best interests of the Corporation and its shareholders. The Board’s responsibilities include, but are not limited to, the following:

- Reviewing and monitoring the Corporation’s overall mission, performance, objectives and policies as developed by management;
- Selecting, evaluating, retaining and compensating the Corporation’s chief executive officer (the “CEO”);
- Nominating directors for election at the Corporation’s annual meeting, electing directors to fill open Board positions between meetings of shareholders and evaluating offers of resignation from directors;
- Reviewing and approving significant corporate actions, including but not limited to material investments, divestitures or acquisitions;
- Providing oversight on the evaluation and compensation of the Corporation’s executive officers;
- Reviewing management’s strategic and business plans at least annually;
- Providing oversight on the Corporation’s ethical standards and compliance with legal

requirements and establishing policies designed to maintain the financial, legal and ethical integrity of the Corporation;

- Providing oversight on the development of executive leaders and of sound succession plans;
- Providing oversight on the integrity of the Corporation's financial statements and other public disclosures; and
- Reviewing the Corporation's material risks and management's strategies to address such risks.

III. BOARD COMPOSITION

A. Board Size. The Board should be large enough to reflect a substantial diversity of perspectives, backgrounds and experiences, but not so large that its size hinders effective discussion or diminishes individual accountability. Given the current size and complexity of the Corporation's businesses, and in accordance with the provisions of the By-Laws, the Board should be between 9 and 11 directors.

B. Independent Directors. A majority of the directors serving on the Board shall (1) satisfy the standards for independence under federal law, the NYSE listing standards or any other applicable authority and (2) be free from any relationship that would interfere with his or her independent business judgment in carrying out the responsibilities of the Board. The Board shall affirmatively determine the independence of the directors on an annual basis.

C. Board Membership Criteria. The Corporate Governance and Nominating Committee is responsible for determining the appropriate qualifications of directors. On an annual basis, after consultation with the Chairman of the Board (the "Chairman"), the Corporate Governance and Nominating Committee shall review with the Board the need for any change in the qualification criteria for Board members set forth in these guidelines in light of the Corporation's then current circumstances, as well as the Corporate Governance and Nominating Committee's assessment of the then current composition of the Board.

The Board considers many factors, including, but not limited to, the following when selecting nominees for the Board:

- personal characteristics such as (i) intelligence and an inquiring, independent mind, (ii) strong personal and professional ethics, character, integrity and values, and (iii) practical wisdom and mature judgment;
- the scope of business experience, expertise, skills, perspectives, tenure and diversity, including gender, race and ethnicity, represented on the Board;
- a willingness to represent the best interests of all the Corporation's shareholders rather than special interests or groups and objectively appraise management performance;
- relevant professional and personal experience including industry knowledge of the government services and information technology business;

- expertise that is useful to the Corporation and complementary to the background and experience of other Board members;
- substantial business experience, including broad training and experience at the policy-making level in business, government, education or technology;
- a general understanding of executive leadership functions, operations, marketing, finance, corporate strategy and other business elements relevant to the operation of a publicly-held company;
- a willingness and ability to devote the time and attention necessary to discharge the duties required of a director;
- involvement only in activities or interests that do not create a conflict with a director's responsibilities to the Corporation and its shareholders; and
- No person who serves as a full-time employee of an entity that engages in any activity competitive with or adverse to the Corporation's business (existing or planned) shall be eligible to serve as a director on the Board.

D. Nomination of Directors. The Board is responsible for filling vacancies on the Board that may occur between annual meetings of shareholders, and for nominating Board candidates for consideration by shareholders. The Board has delegated to the Corporate Governance and Nominating Committee the duty of selecting and recommending prospective nominees to the Board for approval. The Corporate Governance and Nominating Committee considers suggestions of candidates for Board membership made by current members of the Corporate Governance and Nominating Committee, the Board, management, and shareholders pursuant to the By-laws. The Committee may retain an independent executive search firm to identify candidates for consideration.

E. Tenure of Directors. There are no term limits or any mandatory retirement age for directors. It is the policy of the Board that directors should have no expectation that they will be re-nominated from year to year.

F. Change of Circumstances of Director. It is critical that directors devote appropriate time and attention to their duties. In order to ensure that they are able to do so, not only will the Corporate Governance and Nominating Committee review the range of a candidate's other commitments in determining whom to nominate for election, but 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 as set forth in the Directors' Code of Conduct. In addition, a director is required to notify the Board promptly in the event of any other significant change in his or her personal circumstances that could affect his or her ability to act in the best interests of the Corporation (including a change in his or her principal job responsibilities, upon being offered and desiring to accept any other public-company directorship or any assignment to the audit committee or compensation committee of the board of any public company). Upon notification, the Chairman, consulting with other members of the Board and management, as deemed appropriate will review the continued appropriateness of such director's Board and/or committee assignment(s). That conclusion should be promptly reported to the Committee and the Board along with the applicable documentation supporting such conclusion. If it is determined that a conflict of interest would exist if the director were to serve in the capacity indicated in the notice or that such service is otherwise not consistent with the best interests of the Corporation, the director is expected to act in accordance with the Chairman's determination and either decline the offer of

invitation or submit his or her resignation from the Board. If the director notifies the Chairman of his/her written request for an appeal of the Chairman's determination, the Chairman will submit the request to the Board of Directors for its final determination.

G. Other Affiliations of Directors or Director Candidates. The Board believes that individuals should limit the number of boards of publicly traded, for-profit corporations on which they serve in order to give proper attention to their responsibility to the Board. The Corporate Governance and Nominating Committee of the Board is responsible for reviewing annually the scope of the other affiliations of each Director to determine whether those affiliations present any conflicts of interest or are otherwise burdensome or inconsistent with the best interests of the Corporation.

The Board believes that, in order to ensure a director has the ability to dedicate the requisite time and attention to the Board:

- a director who is a full-time employee of another company should not serve on more than one (1) other public company board at a time;
- a director should not serve on more than five (5) public company, private company or advisory boards. A director should limit the amount of consulting or similar services to public or private companies to ensure that such director has the requisite time and attention to attend to the Corporation's business. Service on the board (or advisory board) of, or providing consulting or similar services to any governmental, not-for-profit, charitable, community services, eleemosynary, or professional or industry agency, association or organization is expressly excluded from this clause;
- a director who serves on the Board's Audit Committee should not serve on more than three public company audit committees (including the Audit Committee); the Chair of the Board's Audit Committee should not chair the Audit Committee of any other entity; and
- a director shall not be part of an interlocking directorate (i.e., one in which the CEO or another executive officer serves on the board of another company that employs the director).

The Board may, however, at any time make exceptions to these standards if deemed in the interests of the Corporation's shareholders. Any Audit Committee member's service on more than three public company audit committees will be subject to the Board's determination that the member is able to effectively serve on the Audit Committee and the disclosure of that determination in the Corporation's proxy statement for its annual meeting of shareholders. In all cases, service on the board or any board committee of another company should be consistent with the Corporation's conflict of interest policies.

IV. BOARD LEADERSHIP

A. Board Leadership. The Board of Directors annually elects one of its members to serve as Chairman. The Chairman of the Board shall preside at all meetings of the Board and the shareholders, and shall perform such other duties, and exercise such powers, as prescribed in the By-Laws or by the Board from time to time.

The Board believes that whether to have the same person occupy the offices of Chairman and CEO should be decided by the Board, from time to time, in its business judgment after considering

relevant factors, including the specific needs of the business and what is in the best interests of the Corporation's shareholders. The Board has determined that the positions of Chairman and CEO should be separate at this time, to allow the Chairman to focus on Board activity and the CEO to manage the day to day business of the Corporation.

B. Lead Independent Director. If the individual elected as Chairman is the CEO, or if the Chairman is not independent, the Board believes that a Lead Independent Director should be appointed to help ensure robust independent leadership on the Board. The Lead Independent Director will be selected annually by a majority of the independent directors upon recommendation from the Nominating and Corporate Governance Committee. The Lead Independent Director's responsibilities and authority are as follows:

- Preside at all meetings of the Board at which the Chairman is not present, including all meetings of the non-management directors;
- Authority to call meetings of the non-management directors;
- Coordinates activities of the non-management directors and serves as a liaison between the Chairman and the non-management directors;
- Coordinates with the Chairman to develop and agree to meeting schedules and agendas, and agree to the nature of the information that will be provided to directors in advance of meetings; and
- Performs such other duties as the Board may determine from time to time.

V. BOARD OPERATIONS AND DIRECTOR RESPONSIBILITIES

A. Director Responsibilities. In order to fulfill its responsibilities, the Board expects each Director, among other things, to:

- adhere to the Corporation's policies regarding conflicts of interest, confidentiality, protection of the Corporation's assets, ethical conduct in business dealings and respect for and compliance with applicable law and all other requirements of the Corporation's Standards of Ethics and Business Conduct and the Directors' Code of Business Ethics and Conduct;
- provide advanced notice before accepting an engagement that could cause an actual or potential conflict of interest, in accordance with the Corporation's policies;
- understand the Corporation's businesses;
- attend the meetings of the Board and of the committees on which he or she serves;
- review and understand the materials provided to the Board;
- participate in Board and committee meetings in good faith and with the best efforts intent to advance the best interests of the Corporation;
- share his or her perspective, background, experience, knowledge and insights as

they relate to the matters before the Board and its committees; and

- be reasonably available when requested to advise the CEO and management on specific issues not requiring the attention of the full Board but where an individual director's insights might be helpful to the CEO or management.

B. Regular and Special Meetings. The rules by which the Corporation calls meetings are set forth in the By-Laws. In accordance with those rules, the Board will normally hold four regular meetings each year, although the number of scheduled Board meetings may vary with circumstances. Special meetings as necessary will be called in accordance with the procedures set forth in the By-Laws at any time to deliberate the specific needs of the Corporation. In accordance with the requirements of the By-Laws, the Board may also take action from time to time by unanimous written consent.

C. Board Agendas. The Chairman will issue a notice and call for each meeting as required by the By-Laws. In addition, in consultation with other members of the Board or the Corporation's officers, the Chairman will publish the agenda for each Board meeting and distribute it in advance of the meeting. In consultation with the Chairman, directors may propose the inclusion of items on the agenda, request the presence of, or a report by, any member of the Corporation's management, or raise at any Board meeting subjects that are not on the agenda. Generally, during the course of the year, the Board will have presentations from finance, business development, and the other major business segments and operations of the Corporation.

D. Meeting Materials. In advance of each Board meeting, in addition to the notice, call and agenda, directors will receive various written materials designed to provide a foundation for the Board's discussion of key issues and allow the Board to make the most efficient use of its meeting time, including:

- written materials pertaining to the matters to be presented for Board decision at such meeting;
- summary financial information needed to understand the performance of the Corporation;
- minutes of the most recent Board meeting and of any Committee meetings held since the distribution of materials for the most recent Board meeting; and
- other necessary written materials that are available in advance of the meeting.

E. Access to Management. It is the policy of the Corporation that directors should have access to management and other employees. In order to facilitate such access in an orderly way, directors wishing to communicate with management and/or employees shall coordinate their requests with the Chairman. The Board encourages management to schedule managers to make presentations at Board meetings that provide insight into the items being discussed.

F. Employee Access to Directors. It is the policy of the Corporation that employees should have access to the Directors of the Board. In order to facilitate such access in an orderly way, employees wishing to communicate with the Directors have a number of opportunities required by the NYSE, the rules of the SEC, and other relevant regulations. It is the intent of these avenues for communication that any legitimate concern has a means of expression and that employees have ample opportunity to see full redress.

G. Meetings of Non-Management Directors. The Board's non-management directors will meet at least twice each year at meeting scheduled as executive sessions. These will take place without the presence of management. To the extent the non-management directors believe that an additional executive session is required at any time, they shall request that the Chairman include such session in the agenda for the next meeting. The Lead Independent Director shall chair these meetings.

H. Communications with Non-Management Directors. Any party wishing to communicate with the Corporation's non-management directors should address such communication in writing to the Secretary of the Corporation. Promptly upon receipt of any such communication, the Secretary shall review it to determine whether the communication, in fact, is intended to address the non-management directors. Upon a determination that the communication is intended to reach the non-management directors, the Secretary shall forward a copy of such communication to each of the non-management directors.

I. Executive Sessions of Non-Management Directors. During each regular Board meeting, the non-management directors may meet in scheduled executive sessions. Any non-management director may request the Chairman or Lead Independent Director to call an executive session at any time.

J. Board Access to Independent Advisors. The Board and each of its committees has the authority to retain, set terms of engagement and dismiss such independent advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors. The chairman of any committee wishing to engage any outside advisor, consultant or counsel will coordinate with the Chairman prior to taking action to engage any such person.

K. Long-Term Plans. The Board will review the Corporation's long-term strategic and business plans annually.

VI. COMMITTEES OF THE BOARD

A. Standing Committees. The Board currently has eight standing committees: the Executive Committee, the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee, the Investor Relations Committee, the Security and Risk Assessment Committee, the Strategic Assessment Committee and the Culture, Character, Integrity & Ethics Committee. Additional Committees may be established at the suggestion of the Chairman or upon action of the Board. The Audit Committee, the Compensation Committee, and the Corporate Governance and Nominating Committee are composed entirely of independent directors as defined by applicable rules and regulations.

B. Committee Composition. The size, membership, and chairs of each committee will be determined by the Board and will comply, as applicable, with NYSE listing standards and applicable legal requirements. The Corporate Governance and Nominating Committee, in consultation with the Chairman, proposes annually assignments for Committee chairs and members to the Board. The Board is responsible for the appointment of committee members and committee chairs. In accordance with NYSE listing standards and other applicable requirements regarding the composition of certain committees, committee assignments will rotate from time to time among the Directors.

C. Committee Charters. Each committee will have its own charter that complies with applicable requirements of the SEC, the NYSE listing standards and other applicable law. They will review and approve each such charter. Each charter will set forth the purposes, policies and responsibilities of the committee in addition to the qualifications for committee membership,

procedures for committee nomination and removal, committee organization and functioning, and the requirement that each committee report to the Board on the activities of the committee at each quarterly meeting of the Board. The charters will provide that each committee will meet to review its performance once a year. The charters, as amended from time to time, will be published on the Corporation's website, and will be mailed to shareholders upon written request.

D. Committee Meetings, Agendas and Written Materials. Each standing committee, in consultation with the Chairman, will approve an annual schedule for its meetings. The committee chairs, in consultation with management, will create an agenda for each committee meeting for review by the Chairman and the Lead Independent Director. The agenda, together with written materials pertaining to the matters to be presented for consideration at such meeting and the minutes of the most recent meeting of the committee will be provided to all directors in advance.

VII. REVIEW OF MANAGEMENT AND BOARD

A. Formal Evaluation of CEO and Senior Managers. The Compensation Committee annually will set expectations for the CEO's performance for the year. All of the independent directors will conduct a review of the CEO's performance against those expectations annually in one of their Independent Directors' meetings. The Compensation Committee will be responsible for annually reviewing the performance of the other senior managers. It will provide the results of these evaluations to the entire Board for review and approval.

B. Succession Planning and Management Development. The CEO will review succession planning and management development with the Board on an annual basis. From time to time, the Corporate Governance and Nominating Committee may make recommendations to the Board regarding succession planning and/or management development, including the Corporation's policies and criteria for selection and review of the performance of the CEO (nothing in this section is intended to usurp or interfere with the exercise of the Board's prerogative to replace the CEO).

C. Review of Strategic Plans. The Board will review the Corporation's strategic and business plans annually. The Strategic Assessment Committee will provide a written review of the plan to the management planning committee and the Board.

D. Formal Evaluation of the Board. Annually, an evaluation of the performance of the Board and each of its committees will be conducted by the Corporate Governance and Nominating Committee. These evaluations will review the conduct and contributions of the Board and the committees as a whole, and will specifically review areas in which the Board and management believe improvements can be made. In order to enhance the independence with which such evaluations are performed, evaluation of the Corporate Governance and Nominating Committee, however, will be conducted by the Executive Committee. The results of all such evaluations will be presented to the Board by the Committees which performed them at a quarterly meeting of the Board.

VIII. OTHER MATTERS

A. Communication with Stakeholders. The Board believes that management speaks for the Corporation. The Chairman and CEO alone have the responsibility, authority, and duty to speak for and represent the Corporation, as its designated official to do so. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Corporation, but it is expected that Board members would do this only with the full knowledge of management and, in most instances, at the request of management. In any case, individual Board members are prohibited from speaking for or officially representing the Corporation on any matter without the advance approval of the whole Board authorizing such action.

B. Code of Ethics. The Board will approve the Directors' Code of Business Ethics and Conduct. Any significant revisions to such Code, or to the Corporation's Standards of Ethics and Business Conduct, should be reviewed and approved by the Board. Any proposal to waive the Corporation's Standards of Ethics and Business Conduct or the Directors' Code of Business Ethics for any director or officer must be approved in advance by the Board and promptly disclosed as required by NYSE rules and applicable law.

C. Conflicts of Interest. As set forth in more detail in the Directors' Code of Business Ethics and Conduct, directors shall avoid any action, position or interest that conflicts with any interests of the Corporation, or gives the appearance of conflicting with the Corporation's interests. The Corporation annually will solicit information from directors in order to monitor potential conflicts of interest.

D. Director Orientation and Continuing Education. The Corporate Governance and Nominating Committee is responsible for ensuring that new directors receive proper orientation to the Corporation and, if necessary, training appropriate for continuing service as a director.

E. Director Compensation. Board compensation is set by the Compensation Committee annually and approved by the Board as a whole.

F. Charitable Contributions. Contributions by the Corporation to not-for-profit organizations with which a Director is affiliated as a board member, trustee or officer must be approved by the Corporate Governance and Nominating Committee if they are over \$25,000, and by the full Board if they are over \$100,000.

G. Periodic Review of the Guidelines. The operation of the Board is a dynamic and evolving process. Accordingly, these Guidelines will be reviewed annually, or as appropriate by the Corporate Governance and Nominating Committee and any recommended revisions will be submitted to the full Board for consideration.