

## **CACI International Inc**

### **Directors' Code of Business Ethics and Conduct**

CACI International Inc (the “Company”) has adopted this Code of Business Ethics and Conduct (the “Code”) to govern the conduct of the members of the Board of Directors (the “Board”) 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 the Board. The Company 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 the Company’s success depends.

As an aid to maintaining the high standards that the Company 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 the Company and its customers; and
- (d) Responsible handling of personal and financial matters.

#### **I. Conflicts of Interest**

The Company 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 should avoid any relationship, influence or activity that might impair, or have the appearance of impairing, their ability to make objective and fair decisions as members of the Board.

##### **Potential Conflicts**

Conflicts can arise in many situations, but often occur in cases where a director, or member of the director’s family, obtains some personal benefit which may conflict with the Company’s best

interests. This Code does not attempt to identify all potential conflicts, but other common conflicts which directors must avoid are set out below. Potential conflicts may be difficult to identify and in doubtful cases directors should consult the Company's General Counsel.

- *Company Relationships.* Directors should not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has entered into, or proposed to enter into, a business or contractual relationship.
- *Compensation.* Directors should not accept compensation (in any form) for services performed for the Company from any source other than the Company.
- *Gifts and Personal Benefits.* Directors and members of their families should not accept gifts or any other personal benefits from persons or entities who deal with the Company where any such gifts or benefits are being made in order to influence the director's actions as a member of the Board, or where acceptance of the gifts or benefits could create the appearance of a conflict of interest.
- *Organizational Conflicts.* Directors involved with multiple organizations should avoid situations that are, or appear to be, organizational conflicts of interests. Such situations may arise, for example, when a director serves on other boards of directors or advisory boards; invests, owns or has a substantial interest in or provides services as an employee, officer, agent or consultant to a customer, supplier or competitor or potentially any another entity.
- *Company Assets.* Directors should not use Company assets, labor or information for personal use unless approved as part of a compensation or expense reimbursement program available to all directors.
- *Significant Interested Transactions.* Transactions between the Company and a director, a member of the director's immediate family or 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, and should be immediately disclosed to the General Counsel and approved by the disinterested members of the Board.
- *Investments.* Directors and their immediate families should avoid investment transactions in which their own interests conflict or might appear to conflict with the Company's interests.
- *Transactions.* Transactions valued at fifty thousand dollars (\$50,000) or more involving any person or entity that supplies goods or services to the Company or any of its subsidiaries and affiliates or participation in any investment or business activity with any director, officer, or five percent (5%) or greater stockholder of the Company may create possible conflicts of interest.

## Notice of Potential Conflicts

Directors are required to notify the General Counsel in the event that a director is interested in entering into a new relationship of one of the types listed above which has not been previously disclosed to the General Counsel.

Directors should provide advance notice to the Chairman of the Board, the Chair of the Corporate Governance and Nominating Committee and the General Counsel 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. Such notice shall contain the following information:

- 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 the Company;
- a description of why such relationship would not create a conflict of interest; 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 the Company's business, for example resulting from an M&A transaction or a new contract win, which creates an actual or potential conflict, the director shall submit written notice to the Chairman of the Board, the Chair of the Corporate Governance and Nominating Committee and General Counsel. Such notice shall contain the following information:

- 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 the Company's business; and
- a statement as to whether such actual or potential conflict of interest will materially interfere with director's service on the Board.

## II. Business Opportunities

Directors may not compete for, or pursue either personally or on behalf of another firm, company business opportunities unless the pursuit of such opportunity has been approved by a majority of the disinterested directors. In addition, 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 the Company's property, information or position.

## III. Confidentiality

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

## IV. Compliance with Laws; Rules and Regulations; Fair Dealing

Directors shall conduct their activities on behalf of the Company with honesty and integrity and comply with all applicable laws, rules and regulations in performing their work for the Company, including the following:

- *Insider Trading.* 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 the Company, its customers or suppliers. To help ensure that directors do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted a Securities Trading Policy which is available at [http://hq.caci.com/benefits/espp/sec\\_trade\\_policy.shtml](http://hq.caci.com/benefits/espp/sec_trade_policy.shtml).
- *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 is strictly prohibited.
- *Gifts, Gratuities and Bribes.* Directors should not offer or give a gift or gratuity to any customer or U.S. or foreign government official, or accept or solicit a gift from any supplier, where doing so could influence a government official or create a perception that favorable treatment is being sought, received or given, except as permitted by law.
- *Procurement Integrity and Use of Competitive Information.* Directors should avoid knowingly obtaining bid or proposal-related information about a competitor. If a director obtains confidential information about a competitor,

customer or supplier of the Company, the director should not convey that information to the Company. Directors should avoid discussions with the Company's competitors that could restrain competition or otherwise violate antitrust laws, such as discussions involving non-public or sensitive information about the Company's or a competitor's costs, profits, pricing, bids, markets and similar competitive information.

In addition to complying with laws and regulations, 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.

## **V. Special Consideration, Gifts, Gratuities, Fees and Other Payments**

### Payments to Directors

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. In addition, directors must ensure that dealings with third parties with whom the Company does business are concluded on terms that would generally be available to persons without the status of director or director's family member as 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 the Company (including payments for any speech made, or article written, in connection with official Company business). Moreover, directors must report any offer of a bribe, kickback or illegal payment that they receive or learn of to the General Counsel.

### Payments from Directors

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 the Company for the purpose of, or appearing to have the purpose of, influencing any transaction between such entity and any of the the Company's subsidiaries or affiliates. In addition, 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. Any questions regarding the acceptability of entertainment, gifts and payments should be directed to the General Counsel.

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.

### Payments to Foreign Officials

The Company 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 General Counsel.

## **VI. Protection and Proper Use of Company Assets**

Directors are responsible for the protection and appropriate use of the Company's equipment and material provided to them. Such assets should be used only for legitimate business purposes. Any misapplication or improper use of the Company's assets or property must be reported to the General Counsel promptly.

## **VII. Waivers**

The requirements of this Code are mandatory and, 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 shareholders through a press release or posting on the Company's website for a period of at least one year.

## **VIII. Guidance and Reporting**

### Guidance

This Code requires certain disclosures to be made to the General Counsel, who will be available to directors for consultation on any question concerning the Company's business practices and director responsibilities under this Code. No code or policy can anticipate every situation that may arise, or replace thoughtful and ethical behavior. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the General Counsel.

### Reporting

Directors should promptly inform the General Counsel of any possible violations of law, rule, regulation, this Code or the Company's Standards of Ethics and Business Conduct that come to their attention. The information that directors disclose to the General Counsel will be considered privileged and will not be disclosed, except as the Company in its sole discretion determines that waiver of such privilege is in the Company'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 General Counsel will make a full investigation and report to the

Executive Committee. The Executive Committee will determine appropriate corrective action.

## **IX. Written Acknowledgements**

Annually, 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 the Company. 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 the Company), and that I agree to comply with the requirements of the Code.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_