

CACI INTERNATIONAL INC

# Annual Meeting of Shareholders 2020

November 12, 2020



**EXPERTISE and TECHNOLOGY** For National Security

# Forward-looking Statements

There are statements made herein that do not address historical facts and, therefore, could be interpreted to be forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such statements are subject to risk factors that could cause actual results to be materially different from anticipated results. These risk factors include, but are not limited to, the following: our reliance on U.S. government contracts, which includes general risk around the government contract procurement process (such as bid protest, small business set asides, loss of work due to organizational conflicts of interest, etc.) and termination risks; significant delays or reductions in appropriations for our programs and broader changes in U.S. government funding and spending patterns; legislation that amends or changes discretionary spending levels or budget priorities, such as for homeland security or to address global pandemics like COVID-19; legal, regulatory, and political change from successive presidential administrations that could result in economic uncertainty; changes in U.S. federal agencies, current agreements with other nations, foreign events, or any other events which may affect the global economy, including the impact of global pandemics like COVID-19; the results of government audits and reviews conducted by the Defense Contract Audit Agency, the Defense Contract Management Agency, or other governmental entities with cognizant oversight; competitive factors such as pricing pressures and/or competition to hire and retain employees (particularly those with security clearances); failure to achieve contract awards in connection with re-competes for present business and/or competition for new business; regional and national economic conditions in the United States and globally, including but not limited to: terrorist activities or war, changes in interest rates, currency fluctuations, significant fluctuations in the equity markets, and market speculation regarding our continued independence; our ability to meet contractual performance obligations, including technologically complex obligations dependent on factors not wholly within our control; limited access to certain facilities required for us to perform our work, including during a global pandemic like COVID-19; changes in tax law, the interpretation of associated rules and regulations, or any other events impacting our effective tax rate; changes in technology; the potential impact of the announcement or consummation of a proposed transaction and our ability to successfully integrate the operations of our recent and any future acquisitions; our ability to achieve the objectives of near term or long-term business plans; the effects of health epidemics, pandemics and similar outbreaks may have material adverse effects on our business, financial position, results of operations and/or cash flows; and other risks described in our Securities and Exchange Commission filings.

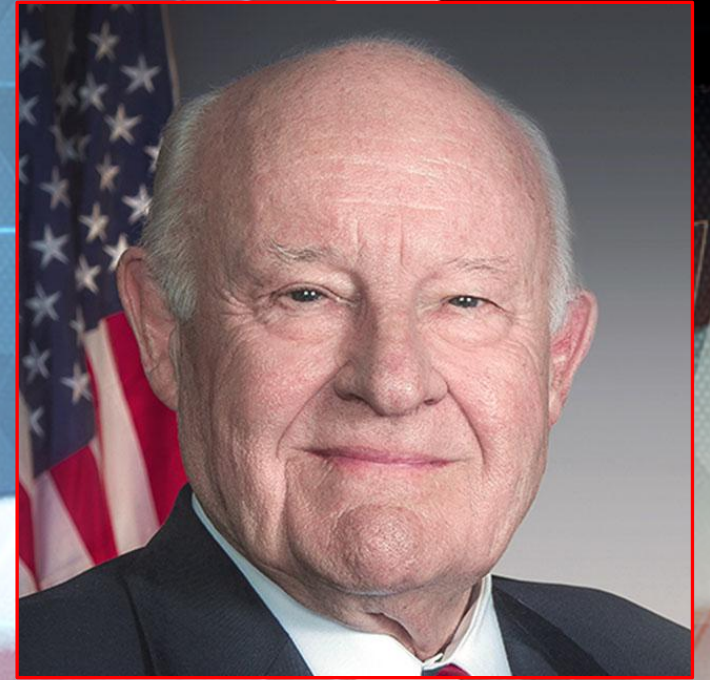
# Agenda

<b>Welcome and Meeting Called to Order</b>	<b>Dr. J. Phillip London</b> , <i>Executive Chairman and Chairman of the Board</i>
<b>Opening Remarks</b>	<b>Dr. J. Phillip London</b> , <i>Executive Chairman and Chairman of the Board</i>
<b>Introductions and Procedural Matters</b>	<b>J. William Koegel, Jr.</b> , <i>Executive Vice President, General Counsel and Secretary</i>
<b>Items of Business</b>	<ol style="list-style-type: none"><li><b>1. The election of directors;</b></li><li><b>2. The advisory approval of the Company's executive compensation;</b></li><li><b>3. Approval of an amendment to the Company's 2016 Incentive Compensation Plan; and</b></li><li><b>4. The ratification of the appointment of Ernst &amp; Young LLP as independent auditors for Fiscal Year 2021.</b></li></ol>
<b>CEO Overview</b>	<b>John S. Mengucci</b> , <i>President and Chief Executive Officer</i>
<b>Results of Voting</b>	<b>J. William Koegel, Jr.</b> , <i>Executive Vice President, General Counsel and Secretary</i>
<b>General Question and Answer Period</b>	<b>J. William Koegel, Jr.</b> , <i>Executive Vice President, General Counsel and Secretary</i>
<b>Closing</b>	<b>J. William Koegel, Jr.</b> , <i>Executive Vice President, General Counsel and Secretary</i>

CACI INTERNATIONAL INC

# **Chairman's Welcome and Remarks**

Dr. J. Phillip London  
Executive Chairman and  
Chairman of the Board



**CACI**  
EVER VIGILANT

**EXPERTISE and TECHNOLOGY** For National Security



# Introductions and Procedural Matters

J. William Koegel, Jr.  
Executive Vice President,  
General Counsel and Secretary





## CACI Board of Directors





## Dr. J. Phillip London – (CACI International Inc)

Dr. J. Phillip (Jack) London is the Executive Chairman and Chairman of the Board of CACI International Inc (NYSE). Founded in 1962, CACI is a \$5.7 billion IT company with approximately 23,000 employees in 155 offices worldwide.

Known as the founder of the modern-day CACI, Dr. London served as President and Chief Executive Officer (1984-2007), growing the company from a small professional services firm to become a worldwide information technology (IT) leader. In his over 45 years of senior leadership within the organization, London has shaped CACI into a trusted partner to the U.S. government, providing advanced IT support for high-priority national security missions.

Dr. London currently oversees CACI's major strategic initiatives and transactions, including a highly successful MSA program that he began in 1992. Since that time, the company has made 79 acquisitions, adding customers and expanding capabilities in all its market areas. As Executive Chairman, he established CACI's Culture, Character, Integrity, and Ethics Committee in 2015. In 2018, CACI opened the Dr. J.P. (Jack) London Shared Services Center in Oklahoma City, OK in his honor as a visionary business leader and Oklahoma City native.



## **Michael A. Daniels** – Outside Director

A recognized leader in the global information solutions and services industry, Mr. Daniels offers significant experience in building and growing profitable organizations. This includes serving as chairman of Network Solutions, senior vice president at Science Applications International Corporation (SAIC), and chairman of the Northern Virginia Technology Council, the largest technology council in the U.S.

Mr. Daniels currently serves on the Board of Directors of the Northern Virginia Technology Council (past chairman), Two Six Labs (chairman), Mercury Systems, Inc., and Blackberry. He is a past chairman of the board of the Logistics Management Institute and has also served with the Defense Advanced Research Projects Agency, as a senior White House advisor on international technology, and as a senior advisor to the National Security Council.





## **Susan M. Gordon** – Outside Director

Ms. Gordon was sworn in as the fifth Principal Deputy Director of National Intelligence in 2017. In that capacity, Ms. Gordon was a key advisor to the President and National Security Council and provided leadership to the 17-member Intelligence Community (IC). In particular, she focused on advancing intelligence integration across the IC, expanding outreach and partnerships, and driving innovation across the community. Ms. Gordon served as the Deputy Director of the National Geospatial-Intelligence Agency (NGA) from 2015 to 2017. In this role, she provided leadership to the agency and managed the National System of Geospatial Intelligence. She drove NGA's transformation to meet the challenges of a 21st century intelligence agency.

Prior to her assignment with the NGA, Ms. Gordon served for 27 years at the Central Intelligence Agency (CIA), rising to senior executive positions in each of the agency's then four directorates: operations, analysis, science and technology, and support. In 1998, Ms. Gordon led the effort that culminated in the formation of In-Q-Tel. Ms. Gordon has been recognized for her creative executive leadership through numerous government and industry awards.



## **William L. Jews** – Outside Director

Mr. Jews is a senior business and healthcare executive with over 25 years' experience leading organizational growth, completing successful mergers and acquisitions, achieving profit goals, and delivering superior customer service.

Mr. Jews has served as President and CEO of major healthcare organizations, most recently at CareFirst, the nation's seventh largest Blue Cross Blue Shield Plan. He has also held leadership roles with business, professional, civic, governmental, and educational organizations. Mr. Jews currently serves on the boards of several public corporations.





## **Admiral Gregory G. Johnson, U.S. Navy (Retired)** – Outside Director

Former Commander, U.S. Naval Forces Europe and Africa, and Commander in Chief, Allied (NATO) Forces Southern Europe. Retired from the U.S. Navy in 2004, Admiral Johnson founded Snow Ridge Associates, a provider of strategic advice and counsel. During his 36-year naval career Admiral Johnson rose through the ranks to four-star Admiral, most recently responsible for naval operations throughout the 91 nations and adjacent seas of the European and African Area of Responsibility, including support of Operations Enduring Freedom and Iraqi Freedom, and developed substantive policy-level relationships with many of those 91 nations. NATO duties included operational-level command of the peace support operations in Bosnia-Herzegovina and Kosovo, as well as NATO missions in Macedonia, Albania, and other southeastern European nations.

Admiral Johnson oversaw the successful implementation of NATO's Operation Active Endeavor, assumed command of the NATO Response Force at the Istanbul Summit in June 2004 and was responsible for the establishment of NATO's training support mission in Iraq. He was also assigned to several senior policy positions in Washington, most notably serving as the executive assistant to the Chairman, Joint Chief of Staff (1992 to 1993) and military assistant to the Secretary of Defense (1999 to 2000).





## **James L. Pavitt** – Outside Director

As the CIA's Deputy Director for Operations, Mr. Pavitt managed the agency's globally deployed personnel and nearly half of its multibillion-dollar budget. He also served as the head of America's Clandestine Service, leading the CIA's operational response to the attacks of September 11, 2001. As Chief of the CIA's Counterproliferation Division, he managed and directed intelligence operations against global proliferation networks. From 1990 to 1993, Mr. Pavitt served as Senior Intelligence Advisor on the National Security Council team for President George H.W. Bush. He is a recipient of the CIA's Distinguished Intelligence Medal for his superior work in these capacities.

Since 2004, Mr. Pavitt has served as a Principal of the Scowcroft Group in Washington, D.C., which provides clients with assistance and advice for dealing in the international arena. In this role he provides strategic advice and risk assessments to clients in the fields of homeland security, counterterrorism, financial services, defense and information technology. Mr. Pavitt also serves on the advisory board of Olton Solutions, Ltd, a company based in the United Kingdom.



## **Dr. Warren R. Phillips** — Lead Director

Former Chief Financial Officer for the Albanian-Macedonian-Bulgarian Oil Pipeline Corporation, a \$1.5B (CAPEX) crude oil pipeline developer for Caspian oil flows to the west; and Chairman of the Board of Directors of Labock Technologies, Inc., a research, development and manufacturing company that produces conventional and unconventional bullet resistant glass, modular vehicle armor and specialized armored vehicles for military, law enforcement and civilian use.

From 1993 to 2001 Dr. Phillips was Executive Vice Chairman and CFO of Maryland Moscow, Inc., a 501(c)(3) educational and training venture that was involved in over \$50M in financial training to the newly evolving countries of the former Soviet Union. Dr. Phillips provided advice in developing financial systems (bank, stock exchange, pension, insurance and government) in most of those countries.

Between 1974 and 2003 Dr. Phillips was Professor of Government and Politics at the University of Maryland. During that time he served in a number of administrative positions including VP for Academics at UMBC and Assistant VP for Administration for the University System where he managed system-wide information technology, budgeting and internal audit.





## **Debora A. Plunkett** – Outside Director

Ms. Plunkett has served in senior leadership positions in the National Security Agency (NSA), and is a member of CACI International Inc's Board of Directors. She brings to the Board more than 30 years of national security experience in critical mission areas, including cyber security and information assurance.

Ms. Plunkett served in positions of increasing responsibility at the NSA since 1984, most recently serving as Senior Advisor to the Director from November 2014 to January 2016. Prior to that, she was Director, Information Assurance Directorate from April 2010 to November 2014, and Deputy Director of Information Assurance from August 2008 to April 2010. Ms. Plunkett has served as an Adjunct Professor at the University of Maryland University College since October 2014, as the Principal of Plunkett Associates, LLC, a cybersecurity consulting firm, since January 2016, as a director of J.C. Penney Company, Inc. since February 2017, and as a Senior Fellow at Harvard University's Belfer Center since July 2017, and as a director of Nationwide Insurance since 2019.





## **Charles P. Revoile** – Outside Director

Mr. Revoile is a legal and business consultant and an independent investor. He was elected a director in 1993 following the conclusion of his seven-year tenure as CACI's Senior Vice President, General Counsel and Secretary in 1992. From 1971 to 1985, Mr. Revoile was Vice President and General Counsel of Stanwick Corporation.



## **General William Scott Wallace, U.S. Army (Retired)** – Outside Director

General Wallace is a visionary senior executive, leader, and organizational manager with a 39-year record of military excellence and achievement. As commander of the Army's Training and Doctrine Command from 2005 to 2008, he led more than 50,000 soldiers and civilian employees at 33 Army schools. He was the architect of the Army's reorganization in the continuation of military operations in Iraq and Afghanistan, and developed the organizational, technical, and warfighting requirements for the Future Combat Systems and other Army modernization efforts.

As commander of the 5th U.S. Corps from 2001 to 2003 (during the opening campaign of Operation Iraqi Freedom), General Wallace led 140,000 soldiers from Kuwait to Baghdad and subsequently directed the occupation of Western and Northern Iraq. He served as commander of the Joint Warfighting Center from 1999 to 2001, commanding general of the 4th Infantry Division – the Army's first "digitized" division that incorporated new C4ISR technologies – from 1997 to 1999, and commanding general of the National Training Center from 1995 to 1997. General Wallace is a 1969 graduate of the United States Military Academy at West Point.





## John S. Mengucci — (CACI International Inc)

John S. Mengucci is President and Chief Executive Officer of CACI International Inc, an international provider of expertise and technology serving enterprise and mission defense, intelligence, and federal civilian government customers. Under his leadership, CACI continues to develop innovative and differentiated technology offerings aimed at serving their customers, delivering sustainable growth, and driving shareholder value.

Prior to his appointment as President and CEO, Mr. Mengucci served as Chief Operating Officer. In this position, he was responsible for developing and implementing the company's market-aligned strategy, deploying resources in areas of growth, creating the company's recruiting and retention plan, and integrating strategic acquisitions that were critical to CACI's strong operational performance. He was responsible for establishing the company's Shared Services Center and oversaw many corporate functions, including business development, human resources, and contracts, to scale the organization and accelerate business growth. In 2018, he was selected by FCW to its Federal 100 (Fed100) list of visionary and transformative government and industry leaders, and most recently was named one of WashingtonExec's 2019 Top 25 Execs to Watch.



# Thomas A. Mutryn

Executive Vice President,  
Chief Financial Officer and Treasurer  
CACI INTERNATIONAL INC



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# DeEtte Gray

President, Business and Information Technology Solutions  
CACI INTERNATIONAL INC



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# John DeFreitas

President, Operations Support and Services  
CACI INTERNATIONAL INC



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# Todd Probert

President, National Security and Innovative Solutions  
CACI INTERNATIONAL INC



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# Gregory R. Bradford

President and Chief Executive, CACI Limited UK  
CACI INTERNATIONAL INC



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# | Items of Business

J. William Koegel, Jr.  
Executive Vice President,  
General Counsel and Secretary



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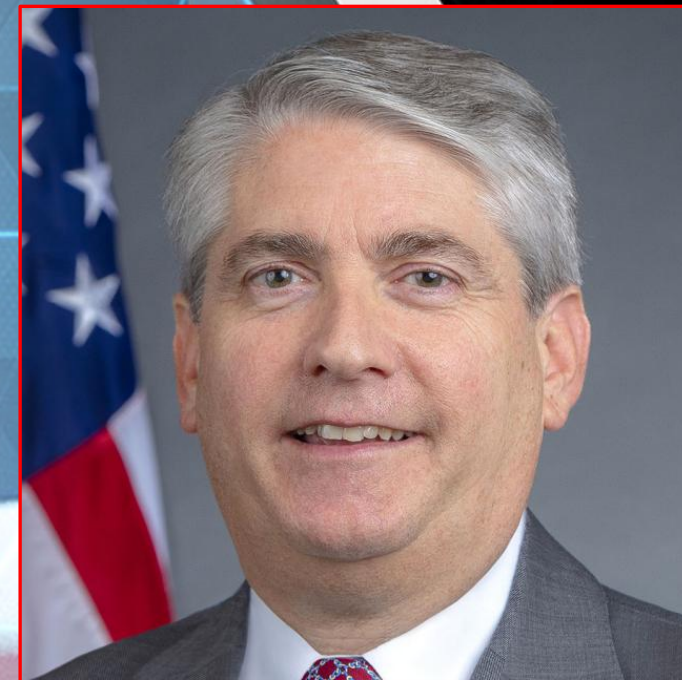


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# **CEO Overview**

John S. Mengucci

President and Chief Executive Officer



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# Strong Fiscal 2020 Performance

- Revenue of \$5.72 billion
- Net income of \$321.5 million
- Contract awards of \$11.6 billion
- Backlog of \$21.6 billion
  - ~30% higher than the year prior
  - Almost four years of revenue at existing run rate

Strong execution in **high-value** market areas,  
driving above market **organic growth** and **margin expansion**

# I What We Deliver: Expertise and Technology

Ex

## EXPERTISE

*Talent with technical, functional, and domain knowledge*  
~\$145B TAM, 5-year CAGR of ~1%

Te

## TECHNOLOGY

*Software and hardware capabilities enabled by innovative R&D*  
~\$90B TAM, 5-year CAGR of ~3%



# Investing in Future Growth

## World-Class **Leadership**

- Leadership strengths associated with growth
  - Business acumen, vision, agility
- Leadership program investments
- Experienced acquired leaders

## Engaged **Talent**

- CACI above high-tech benchmarks in most engagement survey categories, including decision-making, ethics, and empowerment
- Competitive benefits commensurate with high-tech companies
- Talent from acquired companies provides force multiplier
- Strong technology and talent pipeline partnerships with select universities

## Innovative **Capabilities**

- Differentiated, disruptive, high-value technologies



**Leadership, Talent, and  
Capabilities Drive Growth**

# Continuing to Invest for Growth through M&A

## Fiscal Year 2020 High-Value Strategic Acquisitions

- **Next Century:** Advanced geospatial mapping, analytics, data fusion, and machine learning
- **Linndustries Shielding Specialties:** Electromagnetic pulse hardening and shielding mission technology
- **Deep3:** U.K.-based company focused on application development, data analytics, and cyber security





# Deploying Capital for Growth

- Acquired Ascent Vision Technology (AVT), a leading **Mission Technology** provider
  - Electro-Optical and infra-Red (EO/IR) imaging technologies
  - On-board digital video processing using AI and machine learning
- Opens two large ISR **market growth** opportunities
  - Use of precision sensors to automate platform capabilities
  - Refresh of existing ISR technology across multiple domains
- CACI + AVT = **best-in-class** counter-UAS solution
- Strong **leadership**, culture of **innovation**, best-in-class **talent**
- **Expands** CACI customer presence with USAF, USMC, and international customers





# Recognition of CACI Culture, Leadership, and Career Growth



Baltimore  
Colorado  
Memphis  
Oklahoma City  
San Diego  
Washington, D.C.



John Mengucci, President and CEO of CACI, Named to 2020 Wash100 for His Leadership in Securing Contract Awards and Closing on Strategic Acquisitions



**WASHINGTONEXEC**

**WASHINGTONEXEC**  
CONNECT. INFORM. CELEBRATE

Top 25 Cyber Execs to Watch in 2020



Kevin McNeill, Senior Vice President of Cyberspace Solutions, CACI

**WASHINGTONEXEC**  
CONNECT. INFORM. CELEBRATE

Top 25 DOD Execs to Watch in 2020



Steve Tolbert, Executive Vice President, Business Systems Group, CACI



## In Closing

- Continuing to deliver long-term shareholder value
  - Growing organically
  - Expanding margins
  - Generating robust levels of cash
  - Compounding growth with high-value, strategic acquisitions
- First quarter results provide a strong start to Fiscal Year 2021

Our success is driven by **CACI's 23,000 dedicated employees** who deliver **EXPERTISE** and **TECHNOLOGY** to our **Enterprise** and **Mission** customers

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# **Results of Voting**

J. William Koegel, Jr.  
Executive Vice President,  
General Counsel and Secretary



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# **General Question and Answer Period**

J. William Koegel, Jr.  
Executive Vice President,  
General Counsel and Secretary



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# **Closing**

J. William Koegel, Jr.  
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