



## **Special Programs Committee Charter January 2023**

### **Purpose**

The Special Programs Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of CACI International Inc (the “Company”) to assist the Board in fulfilling its oversight of the Company’s business activities that have been classified for reasons of national security by an agency of the United States Government (“Classified Programs”).

### **Committee Composition**

1. The Committee shall be composed of at least two (2) directors, at least one of whom shall be member of the Audit & Risk Committee.
2. Each member of the Committee must have the requisite security clearance(s) to carry out the responsibilities of the Committee and otherwise comply with requirements for the handling and review of classified data.
3. Members of the Committee, including the Committee Chair, shall be appointed (and may be removed) by the Board.

### **Meetings**

1. The Committee shall meet at least four (4) times per year or more frequently as circumstances require. The Committee may request any director, officer or employee of the Company, or any representative of the Company’s advisors, to attend a meeting.
2. A majority of the Committee will constitute a quorum. The Committee shall have the authority to act on the affirmative vote of a majority of the Committee members, and such act will be the act of the Committee.
3. Minutes of each meeting will be prepared by the Secretary or his designee in accordance with the classified nature of the discussions and approved by the Committee.

### **Committee Authority and Responsibilities**

1. The Committee shall review and monitor the Company's Classified Programs and prospective acquisitions with classified programs for strategic, financial, operational, reputational, and other risks.
2. The Committee shall review and monitor Company's policies, procedures, internal controls, compliance structures, and other risk management activities with respect to Classified Programs and their implementation, including a review of any material findings related to the physical security of the Company's Sensitive Compartmented Information Facilities (SCIFs).
3. The Committee shall make reports and recommendations to the Board as necessary or at the Board's request.
4. The Committee shall participate, on an annual basis, in a self-assessment of the Committee's effectiveness in fulfilling its responsibilities, and report on the results of that assessment to the Board.
5. The Committee shall engage, as necessary, independent counsel and other advisors to assist the Committee in carrying out its duties. The Company shall provide the Committee appropriate funding, as determined by the Committee, for payment of (i) compensation of any counsel or advisors engaged by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### **Limitation on the Committee's Authority**

The Committee's role is advisory in nature and although the Committee has certain powers and responsibilities under this charter, its core function is oversight. The Committee is not responsible for planning or conducting audits or determining that the Company's financial statements, as they relate to classified business activities, security issues or security breaches, are complete and accurate and are in accordance with accounting principles generally accepted in the United States.