



Audit and Risk Committee Charter

March 2025

Purpose

The Audit and Risk 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: (i) the integrity of the Company’s financial statements; (ii) the effectiveness of the Company’s internal control over financial reporting, (iii) the Company’s compliance with applicable legal and regulatory requirements and internal ethics policies; (iv) the independence and qualifications of the Company’s independent auditor; (v) the performance of the Company’s internal and independent auditors; and (vi) the management of the Company’s domestic and international business risks.

The Committee is also responsible for preparing an Audit Committee Report as required by the Securities and Exchange Commission (the “Commission”) to be included in the Company’s Annual Proxy Statement.

Committee Composition

1. The Committee shall be composed of at least three (3) independent directors, as defined in applicable regulations and listing standards.

2. Each member of the Committee must be found by the Board to be financially literate, as defined in applicable regulations and listing standards, or must become so within a reasonable time following appointment to the Committee.

3. At least one member of the Committee shall have accounting or related financial management expertise as determined by the Board. In addition, the Committee shall annually require the Board to make a determination as to whether or not any of the Committee’s members qualifies as an “Audit Committee Financial Expert”, as defined by the Commission, and ensure that the Company makes the related disclosure required by the Commission.

4. The members of the Committee must have adequate time to perform the responsibilities of the Committee. In order to assure that this is the case, should any member of the Committee be serving on the audit committees of more than three (3) public companies (including the Committee), the Board must make an affirmative determination that such service would not impair the ability of such member to effectively serve on the Committee (which determination shall be disclosed in the Company’s proxy statement).

5. 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 ask members of management or others to attend the meeting and provide pertinent information as necessary.

2. The Committee shall meet periodically in separate executive sessions with management, the head of Internal Audit, the head of Government Compliance, the independent auditor, and such persons from time to time as the Committee deems appropriate, to discuss issues, if any, that warrant the attention of the Committee.

3. 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.

4. Minutes of each meeting are to be prepared by the Secretary or their designee and approved by the Committee.

Committee Authority and Responsibilities

Oversight of the Independent Auditor

1. To be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work, including the independent auditor's scope, plan and procedures for the annual audit, and each independent audit firm so engaged shall report directly to the Committee.

2. To review with the independent auditor any problems or difficulties encountered in connection with performance of the audit, including restrictions on the scope of activities, access to requested information, and disagreements with management. In connection with such review, the Committee should focus on any accounting adjustments noted or proposed by the auditor that were not adopted by management; communications between the auditor and their national office regarding significant auditing or accounting issues on matters that are otherwise required to be disclosed to the Committee arising in connection with the engagement; and any management or internal control letter issued or proposed to be issued.

3. To approve in advance the engagement of the independent auditor, and their related fees, to perform any audit or lawfully permitted non-audit services. The Committee may delegate to one or more of its members the authority to grant the required pre-approvals, provided that such member or members report any such decisions to the Committee at its next quarterly meeting.

4. To obtain and review at least annually in connection with the Committee's determination of the independent auditor's qualifications, performance and independence a report from the independent auditor describing: (i) the independent auditor's quality control procedures; (ii) any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor, or any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to address any such issues; and (iii) all relationships between the independent auditor and the Company.

5. In connection with the evaluation of the independent auditor, to: (i) review and evaluate the independent auditor's lead partner taking into account the opinions of Company management and internal auditors; (ii) ensure that such partner is rotated off the engagement as required by applicable law; (iii) consider whether, in order to ensure an appropriate degree of independence, there should be a rotation of the independent audit firm itself; and (iv) present to the Board the Committee's conclusions with respect to such matters.

6. To establish clear policies governing the hiring of employees or former employees of the independent auditor.

7. To provide an open avenue of communication between the independent auditor and the Board.

Oversight of Financial Reporting and Disclosures

8. At least quarterly, to review with the independent auditor (i) all critical accounting policies and practices to be used; (ii) all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with Company management, including the ramifications of the use of such alternative treatments and the treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and Company management (such as the management letter or a schedule of unadjusted differences).

9. To review and discuss the Company's audited financial statements and quarterly financial statements with management and the independent auditor, including the disclosures included in "Management's Discussion and Analysis of Financial Condition and the Results of Operations" prior to the filing of the annual and quarterly financial statements with the Commission. Based on such review, recommend to the Board, in a written report to be included in the Company's proxy statement, whether the audited financial statements be included in the Company's annual report on Form 10-K. The Committee shall also discuss any other matters required to be communicated to the Committee by the independent auditor under the applicable professional standards prior to the filing of annual and quarterly financial statements with the Commission.

10. To discuss, separately, with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the reasonableness of those judgments.

11. To discuss in general terms (including a discussion of the underlying assumptions, types of information disclosed and the type of presentation to be made) the Company's earnings press releases and accompanying financial information and earnings guidance.

12. To discuss periodically the Company's disclosure of non-GAAP financial measures with management.

13. To consider the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements.

14. To review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls over financial reporting and any special audit steps adopted in light of material control deficiencies.

15. To review and assess the Company's investor trends regarding corporate governance, shareholder activism, and regulatory actions.

Oversight of Internal and Disclosure Controls

16. To (i) discuss with management and Internal Audit management's process for assessing the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act; (ii) review separately with management, Internal Audit and the independent auditor significant issues as to the adequacy and effectiveness of the Company's internal control over financial reporting; and (iii) review any specific remedial actions adopted in light of significant deficiencies or material weaknesses.

17. To discuss with management its process for performing its required quarterly certifications under Section 302 of the Sarbanes-Oxley Act, including the evaluation of the effectiveness of disclosure controls by the Company's Chief Executive Officer and Chief Financial Officer and to discuss separately with management, Internal Audit and the independent auditor any changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed in the Company's periodic filings with the Commission.

18. To review separately with management and the independent auditor at the completion of the annual audit the adequacy of internal controls, including controls over computerized information systems, and any significant findings and recommendations, and management's responses.

19. To review the Company's guidelines and policies with respect to the risk of fraud and the steps management has taken to monitor and control such exposures.

20. To review with management the Company's overall anti-fraud programs and controls.

Oversight of Internal Audit

21. To review the appointment, replacement, reassignment, or dismissal of the head of Internal Audit and the responsibilities, budget and staffing of the Company's internal audit function.

22. To consider and review with management and the head of Internal Audit:

- a. Significant Internal Audit findings during the year, recommendations and management's responses thereto.
- b. Any difficulties encountered in the course of conducting its internal audits, including any restrictions on the scope of their work or access to required information, or anything which might impair the independence of the Company's internal auditors.
- c. The annual risk based Internal Audit Plan, department budget and staffing.
- d. Any material changes required in the planned scope of their audit plan.
- e. Coordination of work with the independent auditor to ensure effective use of audit resources.
- f. The Internal Audit charter.

- g. Internal Audit's compliance with IIA's *Standards for the Professional Practice of Internal Auditing (Standards)*.

23. To provide an open avenue of communications between the internal auditors and the Board.

Oversight of Government, Legal and Ethical Compliance

24. To review with the head of Government Compliance the results of the audits conducted by the U.S. Defense Contractor Audit Agency (DCAA), the major findings and ramifications of such audits and the Company's corrective action plans to address matters identified by DCAA.

25. To review and approve all related party transactions required to be disclosed pursuant to Commission regulations and to discuss with management the business rationale for the transactions and whether appropriate disclosures have been made.

26. To establish and comply with a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by Company employees of information regarding questionable accounting or auditing matters.

27. To review with the Company's internal legal counsel legal and regulatory matters that may have a material impact on the financial statements, related Company compliance policies, and programs and reports received from regulators.

28. To review significant compliance-related policies, objectives and plans related to the operations of the Company's business and its mode or methods of doing business.

29. To review metrics used by management to assess compliance risk and provide insight into the Company's compliance systems and organization.

30. To review results of significant compliance-related audits and assessments and, as necessary, review and assess reports concerning internal or external audits related to compliance.

Oversight of Risk Management and Other Duties

31. To provide oversight of the Company's enterprise risk management program by discussing with management (i) the Company's risk assessment and risk management policies and (ii) best practices in the areas of risk management.

32. To discuss with management the corporate, industry, legal/regulatory, financial and political trends and issues that may affect the business operations, performance or public image of the Company.

33. To review annually the Company's 401K Plan and the deferred compensation plan and the Plans' performance.

34. To review annually the financial risks relating to the Company's indebtedness and other financing vehicles.

35. To monitor risks to the Company's security by gauging, among other things, risks posed by insiders and cyber threats, including threats to corporate IT systems, employees, and facilities as well as business operations and the Company's reputation.

36. To receive prompt notice through the Committee Chair following management's determination that a Major cybersecurity incident (as defined in Policy 08.09.02) has occurred and to periodically review developments related to the identification, mitigation and remediation of Major cybersecurity incidents.

37. To receive prompt notice through the Committee Chair following management's determination that a Material cybersecurity incident (as defined in Policy 08.09.02) has occurred and to review and discuss the Company's reporting of any Major or Material cybersecurity incidents prior to public disclosure.

38. To discuss with management the Company's international policies and export control, FCPA, anti-corruption and related operations and any risks associated with the Company's international operations.

Environmental, Social and Governance

39. To review periodically the environmental related risks to the Company, internal controls over publicly reported data in the Corporate Responsibility Report and audit and assurance processes for environmental reporting.

40. To oversee internal controls over all publicly reported data in the Corporate Responsibility Report; related audit and assurance processes.

41. To review corporate responsibility, data privacy and security, health and safety programs.

Administrative Matters

42. To review at least annually and update as necessary the Committee's charter.

43. To report regularly to the Board on the activities of the Committee.

44. To 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 to the independent auditors for the purpose of preparing or issuing an audit report or performing other audit review or attest services for the Company; (ii) compensation of any counsel or advisors engaged by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

45. To annually perform an evaluation of its performance.

46. To perform such other functions as may be required by law, the Company's Charter or By-Laws, or by the Board.

47. The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

48. The Committee may delegate any of its responsibilities to one or more subcommittees, provided that any such subcommittee shall be required to report to the Committee on its activities and obtain Committee approval for any recommended action.

Limitation of Committee's Role

Although the Committee has certain powers and responsibilities under this charter, its core function is oversight. It is not the duty or responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements present fairly the Company's financial position and results of operations in accordance with GAAP and applicable laws, rules, and regulations. Management is responsible for the quality, accuracy and integrity of the Company's accounting practices, financial statements and reporting and system of internal controls. The independent auditor is responsible for performing an audit of the Company's financial statements, and where applicable an audit of the Company's internal controls over financial reporting.