



Corporate Governance and Nominating Committee Charter

March 2025

Purpose

The Corporate Governance and Nominating Committee (the “CGNC”) is appointed by the Board of Directors (the “Board”) of CACI International Inc (the “Company”) to (1) recommend to the Board, for approval, a set of general criteria and qualifications for membership on the Board and assist the Board in identifying qualified individuals for Board membership; (2) review and report to the Board on matters of corporate governance and the effective operation of the Board, including the Corporate Governance Guidelines applicable to the Company; (3) recommend to the Board the composition of the Board and its committees; and (4) lead the Board in its annual evaluation of the Board, Board Committees and management.

Committee Composition

1. The CGNC shall be composed of at least two (2) independent directors, as defined in applicable regulations and listing standards.
2. Each member of the CGNC must be free from any relationship that would interfere with the exercise of his or her independent judgment, in accordance with the applicable independence requirements imposed by any marketplace on which the Company’s securities may be listed from time to time and the rules and regulations of the Securities and Exchange Commission (“SEC”), including any exceptions permitted by such requirements.
3. Members of the Committee, including the Committee Chair, shall be appointed (and may be removed) by the Board.

Meetings

1. The CGNC shall meet at least four (4) times per year or more frequently as circumstances require. Special meetings of the CGNC may be called by the chairperson, a majority of the members of the CGNC, the Board chairperson, or by a majority of the Board.
2. A majority of the CGNC members will constitute a quorum. The CGNC shall have the authority to act on the affirmative vote of a majority of the CGNC members, and such act will be the act of the CGNC.
3. Minutes of each meeting are to be prepared by the Secretary or their designee and approved by the Committee.

4. The CGNC may invite to its meetings any director, officer of the Company or such other person as it deems appropriate in order to assist it in performing its responsibilities.

CGNC Authority and Responsibilities

Board and Committee Matters

1. Review annually the structure, size, composition and effectiveness of the Board and Board membership and report to the Board its findings and recommendations.

2. Identify, screen and evaluate director candidates. The Board is responsible for approving criteria for selecting directors. The CGNC shall use such criteria, including the qualifications set forth in the Corporate Governance Guidelines, to guide its director identification process. Any Board member may recommend a candidate for membership to the Board of Directors. The CGNC shall evaluate each director candidate (including all existing directors) at least annually, such evaluation to entail (without limitation):

- (a) for a new director candidate, the conduct of appropriate inquiries into the background and qualifications, including the performance of a background check to, among other things, validate the candidate's credentials;
- (b) the review of any potential conflicts of interest or time constraints arising from the candidate's range of other commitments;
- (c) the review of any facts or circumstances which may cause an existing director to cease to be independent; and
- (d) in the case of a currently serving director, review of any changes in an existing director's employment, membership on another board(s) or changes in the business of another company for which the director serves as an officer or director or changes in the business of the Company that create a potential conflict with such director's service for another company that have occurred since the director was last elected by the shareholders or appointed by the Board to fill a vacancy.

Based on such evaluation, the CGNC shall determine whether to recommend to the Board a director candidate for nomination and election (or re-election) to the Board by the Company's shareholders at the next annual meeting of shareholders or in connection with filling any Board vacancy. In assessing any new director candidate, the CGNC will seek and consider the recommendations of the Board chairperson regarding the Board chairperson's views on the qualifications, business experience and professional skills that would best address the Company's needs for the foreseeable future.

3. Formulate and review periodically the qualification/criteria for the selection of directors. The CGNC recommends to the Board acceptance qualifications, desired background, and selection criteria for members of the Board and Board Committees.

4. Ensure the Board's overall composition reflects an appropriate balance of professional and personal experiences, expertise, skills, perspectives, and tenure, consistent with the membership qualifications and criteria determined by the CGNC and outlined in the Corporate Governance Guidelines.

5. Actively seek, interview and screen individuals deemed by the CGNC to have the requisite qualifications, expertise and other characteristics to become Board and Board Committee members for potential recommendation to the Board. The CGNC will provide all Board members with the opportunity to interview and evaluate director candidates. Following this process, the CGNC shall recommend to the Board, prior to each annual meeting of shareholders, qualified candidates, including any current Board members being nominated for re-election, to be placed on the ballot for shareholders to consider at the annual shareholder's meeting.

6. Recommend to the Board nominees to be appointed by the Board to fill interim director vacancies.

Corporate Governance Matters

7. Develop and recommend to the Board a set of "Corporate Governance Guidelines" to be posted on the Company's website. At least annually, review and recommend any proposed changes to the Corporate Governance Guidelines consistent with what the CGNC, in consultation with the Company's General Counsel, deems to be corporate governance "best practices."

8. At least annually, review in consultation with the Company's General Counsel and recommend to the Board any proposed changes to the Directors' Code of Business Ethics and Conduct (the "Directors' Code").

9. Review policies and practices of the Company and monitor compliance in areas of corporate governance and ethics and report and make recommendations to the Board with respect to such policies and practices, assessing, among other things, (a) the Company's Standards of Ethics and Business Conduct (the "Standards of Conduct") and the Directors' Code of Business Ethics and Conduct, and (b) other internal corporate governance policies and practices.

10. Keep abreast of corporate governance "best practices" and legal/regulatory developments relating to corporate governance through review of current publications and use of consultants, as the CGNC deems appropriate.

11. At least annually, review the stock ownership requirements for Directors.

12. With input from management, identify, review and, as necessary, make recommendations to the Board regarding current and emerging corporate governance trends and issues that may affect the business operations, business performance, investor relations or public

image of the Company.

13. Consider any requests for waivers from the Standards of Conduct. The Company shall disclose such waivers to both the New York Stock Exchange (“NYSE”) and the SEC, in accordance with NYSE listing standards and SEC’s rules and regulations, respectively.

14. Review the oversight framework for effective governance and board oversight, to include compliance with SEC and NYSE requirements and review of the Proxy Statement. Review the Company’s environmental policies, programs and Corporate Responsibility Report.

Shareholder Engagement

15. Review the adequacy and effectiveness of the Company’s engagement and interaction with its stakeholders, e.g. shareholders, customers, vendors, etc.

16. Establish procedures for communications by shareholders to the Company’s directors and oversee proxy statement disclosure concerning such procedures and whether material actions have been taken as a result of shareholder communications.

17. Review and make recommendations to the Board regarding the Company’s responses to stockholder proposals and oversee proxy statement disclosure concerning such responses.

Miscellaneous and Administrative Matters

18. The CGNC chairperson shall meet as needed with the Board chairperson to coordinate the activities of the CGNC with other Board Committees, to review the anticipated use of corporate resources, and to apprise the Board chairperson of anticipated changes in policies or procedures so that the actions of the Board are coordinated for the benefit of the Company’s shareholders and employees.

19. Oversee and review on a periodic basis the annual orientation program for new directors.

20. At least annually, review and reassess the adequacy of the CGNC Charter and recommend any proposed changes to the Board for approval.

21. Review annually the CGNC’s own performance and report results to the Board.

22. At least annually, review the charter and performance of each of the Board Committees to evaluate the effectiveness of each Board Committee in fulfilling its responsibilities and duties.

23. The CGNC shall have the authority to retain and terminate such independent legal and other advisors, including search firms to be used to identify director candidates, as it deems necessary or appropriate to carry out its responsibilities, including authority to approve the advisor’s fees and other retention terms. Such independent advisors may be the regular advisors to the Company. The CGNC shall inform the Board chairperson and members of its intentions

and shall use the Company's business practices in contracting for such services whenever it can.

24. Review periodically the management development, management continuity and succession policies of the Company and report to the Board its findings and recommendations.

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

26. The CGNC will undertake such additional activities within the scope of its primary functions as the CGNC or the Board may from time to time determine.

Limitation on the Committee's Authority

To the extent that the Committee's role is one of oversight, that recognizes that management is responsible for the day-to-day management and implementation of the Company's financial, compliance, human resources and other functions.