



Human Resources and Compensation Committee Charter

March 2025

Purpose

The Human Resource and Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of CACI International Inc (the “Company”) to (1) assist the Board in its strategic and administrative role in the compensation structure of the Company with an emphasis on compensation of executive officers; (2) provide oversight of the Company’s human resource function; (3) oversee management’s efforts to foster and institutionalize the Company’s culture of character, ethics and integrity and safeguard and advance the Company’s reputation; and (4) monitor the Company’s compliance with applicable laws, regulations, policies and procedures.

Committee Composition

1. The Committee shall be composed of at least three (3) independent directors, as defined in applicable regulations and listing standards, and must have adequate time to perform the responsibilities of the Committee.

2. In addition, it is the Board’s intention that each Committee member shall be a “non-employee director” within the meaning of Rule 16b-3 issued by the Securities and Exchange Commission (“SEC”). To the extent that a Committee member is not a non-employee director, the member shall recuse him or herself from deliberations and the determination of awards related to Rule 16b-3.

3. Members of the Committee, including the Committee Chair, shall be appointed (and may be removed) by the Board of Directors.

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 Chief Executive Officer (“CEO”) may propose to the Committee Chair, in advance of meetings, specific topics for the focus of each meeting.

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 Compensation

1. Considering and approving the Company's compensation philosophy and guidelines:
 - (a) Consistent with the Company's compensation philosophy, goals, and objectives, and based upon performance criteria and the Committee's reviews of compensation practices in the Company's industry and other industries.
 - (b) Considering and recommending to the Board the compensation arrangements, including incentive and equity-based compensation, for the Company's executive officers and directors.
 - (c) Considering and approving goals and objectives relevant to compensation of the CEO.
 - (d) Reviewing and approving the compensation, including incentive and equity-based compensation, for the CEO.
 - (e) Evaluating the CEO's performance against established goals and objectives and setting the CEO's compensation based on such evaluation.
 - (f) With input from the CEO, reviewing, approving, and reporting to the Board of Directors the compensation, including incentive and equity-based compensation, of the Company's executive officers.
 - (g) Reviewing the CEO's actions regarding compensation of other Company officers.
2. Reviewing and recommending to the Board the compensation of independent Directors.
3. Granting equity awards under the Company's incentive plans, pursuant to the recommendations of the CEO to all eligible individuals in the Company's service, exercising full and final authority to interpret the provisions of the Company's equity plans, adopting rules to carry out the intent of such plans, deciding questions of fact that arise in connection with such plans, and making all other determinations necessary for the administration of such plans.
4. Reviewing and when necessary, recommending to the Board for approval changes in the Company's fringe benefit programs. In so doing, the Committee shall exercise or formally delegate the authority to: (a) interpret the provisions of the Company's employee benefit plans; (b) adopt rules to carry out the intent of such plans; (c) decide questions of fact arising in connection with the plans; and (d) make all other determinations necessary for the administration of such plans.
5. Participating in the preparation of, and reviewing, the Compensation Discussion and Analysis section of the annual proxy statement.

6. Preparing a report as required by the rules and regulations of the SEC pursuant to Regulation S-K, Item 407(e)(5), on executive and CEO compensation for inclusion in the annual proxy statement.

7. Overseeing and reporting to the Board on the Company's policies concerning compensation, employee award and recognition programs, employee benefits, equal opportunity, and human resources.

Oversight of Company Culture

8. Reviewing and assessing the culture of the organization to determine if further enhancements are needed to foster ethical behavior by all employees.

9. Reviewing practices regarding the Company's Standards of Ethics and Business Conduct and the Company's other internal ethics policies and guidelines as needed.

Oversight of Human Resources and Administrative Matters

10. Reviewing the Company's management of human capital.

11. Reviewing the Company's talent acquisition policies and performance.

12. The Committee shall keep informed of developments in applicable legal and regulatory requirements and recommended best practices concerning Committee functions.

13. The Committee shall report to the Board at least quarterly on the activities of the Committee.

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

15. The Committee shall conduct an annual self-assessment of the performance of the Committee.

16. 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.

17. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (individually or collectively, "Compensation Adviser"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a Compensation Adviser retained by the Committee. The Committee may select a Compensation Adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- (a) The provision of other services to the Company by the person that employs the Compensation Adviser;
- (b) The amount of fees received from the Company by the person that employs the Compensation Adviser, as a percentage of the total revenue of the person that employs the Compensation Adviser;
- (c) The policies and procedures of the person that employs the Compensation Adviser that are designed to prevent conflicts of interest;
- (d) Any business or personal relationship of the Compensation Adviser with a member of the Committee;
- (e) Any stock of the Company owned by the Compensation Adviser; and
- (f) Any business or personal relationship of the Compensation Adviser or the person employing the Adviser with an executive officer of the Company.

Environmental, Social and Governance

18. Review support to ESG initiatives as part of the Company's incentive programs.

19. Oversee human capital risks and review talent management programs; receives updates from the CHRO and review the CD&A; oversee community relations programs and facilitate board oversight of culture initiatives.

Limitation on the Committee's Authority

The Committee's role is one of oversight, recognizing that management is responsible for the day-to-day management and implementation of the Company's human resource and compensation programs and for instilling the Company's culture throughout the organization.