

CACI Withdraws Offer to Acquire CSRA

Arlington, Va., March 28, 2018 – CACI International Inc ([NYSE: CACI](#)) a leading information solutions and services provider to the federal government, today announced that it has withdrawn its previously announced offer to acquire all outstanding shares of CSRA Inc. ([NYSE: CSRA](#)), for \$44.00 per share in cash and stock. CACI delivered a letter withdrawing its offer to CSRA's Board Chair and Chief Executive Officer.

With regard to the decision to withdraw its offer, CACI Chief Executive Officer Kenneth Asbury commented, "CACI continues to believe that CACI and CSRA would be the superior strategic and financial business combination. The potential for such a high value and transformational transaction certainly warranted our pursuit of this unique opportunity. We will continue our aggressive pursuit of strategic opportunities, judiciously and without engaging in auctions at uneconomic levels."

"The combination would have created an industry leading pure play in the federal IT solutions and services market. We also believe the combined entity would have provided shareholders with the potential for significant stock appreciation. Our confidence in the benefits of this combination was informed by our years of M&A experience and the same rigorous evaluation process that we have used with our many successful transactions. Our proven M&A success factors include our distinctive performance, financing capabilities and strong cash flow, established due diligence protocols and our track record of integration success. These factors, combined with our view of the projected growth of the federal budget for our sector, drove our enthusiasm and confidence in our offer."

Mr. Asbury concluded, "As demonstrated by our performance and increased guidance for Fiscal Year 2018, CACI is in a strong position for future growth. We will continue to evaluate new opportunities to grow our business in ways consistent with our disciplined approach to M&A and the capture of major programs. We are very confident in our time-tested business strategy to bring our unique, innovative, value-add capabilities to our customers and marketplace, and our commitment to increase shareholder value."

J.P. Morgan Securities LLC acted as lead financial advisor to CACI. Gibson, Dunn & Crutcher acted as legal advisor to CACI.

CACI provides information solutions and services in support of national security missions and government transformation for Intelligence, Defense, and Federal Civilian customers. A *Fortune* World's Most Admired Company, CACI is a member of the *Fortune* 1000 Largest Companies, the Russell 2000 Index, and the S&P SmallCap600 Index. CACI's sustained commitment to ethics and integrity defines its corporate culture and drives its success. With approximately 18,700 employees worldwide, CACI provides dynamic career opportunities for military veterans and industry professionals to support the nation's most critical missions. Join us! www.caci.com.

There are statements made herein which 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 factors that could cause actual results to differ materially from anticipated results. The factors that could cause actual results to differ materially from those anticipated include, but are not limited to, the risk factors set forth in CACI's Annual Report on Form 10-K for the fiscal year ended June 30, 2017, and other such filings that CACI makes with the Securities and Exchange Commission from time to time. Any forward-looking statements should not be unduly relied upon and only speak as of the date hereof.

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Corporate Communications and Media:
Jody Brown, Executive Vice President, Public Relations
(703) 841-7801, jbrown@caci.com

Investor Relations:
David Dragics, Senior Vice President, Investor Relations
(866) 606-3471, ddragics@caci.com

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