

CACI INTERNATIONAL INC

Annual Meeting of Shareholders 2021

November 11, 2021



EXPERTISE and **TECHNOLOGY** For National Security

Forward-Looking Statements

There are statements made herein that 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 risk factors that could cause actual results to be materially different from anticipated results. These risk factors include, but are not limited to, the following: our reliance on U.S. government contracts, which includes general risk around the government contract procurement process (such as bid protest, small business set asides, loss of work due to organizational conflicts of interest, etc.) and termination risks; significant delays or reductions in appropriations for our programs and broader changes in U.S. government funding and spending patterns; legislation that amends or changes discretionary spending levels or budget priorities, such as for homeland security or to address global pandemics like COVID-19; legal, regulatory, and political change from successive presidential administrations that could result in economic uncertainty; changes in U.S. federal agencies, current agreements with other nations, foreign events, or any other events which may affect the global economy, including the impact of global pandemics like COVID-19; the results of government audits and reviews conducted by the Defense Contract Audit Agency, the Defense Contract Management Agency, or other governmental entities with cognizant oversight; competitive factors such as pricing pressures and/or competition to hire and retain employees (particularly those with security clearances); failure to achieve contract awards in connection with re-competes for present business and/or competition for new business; regional and national economic conditions in the United States and globally, including but not limited to: terrorist activities or war, changes in interest rates, currency fluctuations, significant fluctuations in the equity markets, and market speculation regarding our continued independence; our ability to meet contractual performance obligations, including technologically complex obligations dependent on factors not wholly within our control; limited access to certain facilities required for us to perform our work, including during a global pandemic like COVID-19; changes in tax law, the interpretation of associated rules and regulations, or any other events impacting our effective tax rate; changes in technology; the potential impact of the announcement or consummation of a proposed transaction and our ability to successfully integrate the operations of our recent and any future acquisitions; our ability to achieve the objectives of near term or long-term business plans; the effects of health epidemics, pandemics and similar outbreaks may have material adverse effects on our business, financial position, results of operations and/or cash flows; and other risks described in our Securities and Exchange Commission filings.

Agenda

Welcome and Meeting Called to Order	Michael A. Daniels , <i>Chairman of the Board</i>
Opening Remarks	Michael A. Daniels , <i>Chairman of the Board</i>
Introductions and Procedural Matters	J. William Koegel, Jr. , <i>Executive Vice President, General Counsel and Secretary</i>
Items of Business	<ol style="list-style-type: none">1. The election of directors;2. The advisory approval of the Company’s executive compensation; and3. The ratification of the appointment of Ernst & Young LLP as independent auditors for Fiscal Year 2022.
CEO Overview	John S. Mengucci , <i>President and Chief Executive Officer</i>
Results of Voting	J. William Koegel, Jr. , <i>Executive Vice President, General Counsel and Secretary</i>
General Question and Answer Period	J. William Koegel, Jr. , <i>Executive Vice President, General Counsel and Secretary</i>
Closing	J. William Koegel, Jr. , <i>Executive Vice President, General Counsel and Secretary</i>

Chairman's Welcome and Remarks

Michael A. Daniels
Chairman of the Board of Directors



Introductions and Procedural Matters

J. William Koegel, Jr.
Executive Vice President,
General Counsel and Secretary
CACI INTERNATIONAL INC



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CACI BOARD OF DIRECTORS

Michael A. Daniels

Chairman of the Board of Directors

On January 20, 2021, CACI's Board of Directors elected Michael A. Daniels as Chairman of the Board of Directors. Mr. Daniels brings to the board extensive executive experience in the technology industry and experience serving as a director of public companies, including software, internet, communications, cybersecurity, and advanced artificial intelligence and machine learning firms.

He currently serves as a Director of BlackBerry, Mercury Systems, and Two Six Technologies. From March 1995 to June 2000, Mr. Daniels served as Chairman and Chief Executive Officer of Network Solutions, an internet company. He served in several senior executive positions at Science Applications International Corporation (SAIC) from December 1986 until May 2004. Mr. Daniels served as Chairman of the Board of Mobile 365, Inc. from May 2005 to November 2006 and served as the Chief Executive Officer from December 2005 to November 2006. From 2007 to 2013, Mr. Daniels served as Chairman of Global Logic, and was the Chairman of Invincea, a cybersecurity company, from 2010 to 2017. From 2017 to 2021 Mr. Daniels served as Chairman of Two Six Labs.

He is a past Chairman of the Board of the Logistics Management Institute and has also served with the Defense Advanced Research Projects Agency, as a senior White House advisor on international technology, and as a senior advisor to the National Security Council.



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CACI BOARD OF DIRECTORS

Lisa S. Disbrow

New Director Nominee

Ms. Disbrow has over 32 years of experience in national security, and broad experience serving on public boards for technology and solution providers, both in commercial industry and for U.S. Government customers. Ms. Disbrow retired as the Under Secretary of the United States Air Force in June 2017, having served in that role since January 2015.

Concurrently, from January 2017 through May 2017, Ms. Disbrow served as the Acting Secretary of the United States Air Force. From 2014 to 2016, Ms. Disbrow served as the Assistant Secretary of the Air Force for Financial Management and Comptroller. Ms. Disbrow joined the United States Air Force in 1985 and retired in 2008 as a colonel from the United States Air Force Reserve. Throughout her national security career, she held senior civilian positions on the Joint Chiefs of Staff, the National Reconnaissance Office, and on the National Security Council.

Ms. Disbrow previously served on the board of directors of Perspecta Inc from 2018 through its acquisition in May 2021 and currently serves on the board of directors of Mercury Systems and BlackBerry.



CACI BOARD OF DIRECTORS

Susan M. Gordon

Outside Director

Ms. Gordon has more than 30 years of leadership experience across a broad spectrum of complex issues, most notably in the development of technology innovations and transformative outcomes for the Intelligence Community (IC). She is the 2021 recipient of the William Oliver Baker Award for her contributions to the field.

Ms. Gordon was sworn in as the fifth Principal Deputy Director of National Intelligence in 2017. In that capacity, Ms. Gordon was a key advisor to the President and National Security Council and provided leadership to the 17-member IC. In particular, she focused on advancing intelligence integration across the IC, expanding outreach and partnerships, and driving innovation. Ms. Gordon served as the Deputy Director of the National Geospatial-Intelligence Agency (NGA) from 2015 to 2017. In this role, she provided leadership to the agency and managed the National System of Geospatial Intelligence. She drove NGA's transformation to meet the challenges of a 21st century intelligence agency.

Prior to her assignment with the NGA, Ms. Gordon served for 27 years at the Central Intelligence Agency (CIA), rising to senior executive positions in each of the agency's then four directorates: operations, analysis, science and technology, and support. Ms. Gordon has been recognized for her creative executive leadership through numerous government and industry awards, and is an active board member, university fellow, and adviser to private companies on technology, strategy and leadership.



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CACI BOARD OF DIRECTORS

William L. Jews

Outside Director

Mr. Jews is a senior business and healthcare executive with over 25 years of experience leading organizational growth, completing successful mergers and acquisitions, achieving profit goals, and delivering superior customer service. He has served as the President and CEO of major healthcare organizations, most recently at CareFirst, Inc., the nation's seventh largest Blue Cross Blue Shield Plan.

Mr. Jews served as Lead Independent Director and subsequently Chairman of the Ryland Group. From January 1998 to December 2006, he served as Lead Director of the CalAtlantic Group. He served as President and Chief Executive Officer of Care First, Inc. from January 1998 to December 2006. Previously he served as President and Chief Executive Officer of CareFirst of Maryland, Inc., Group Hospitalization and Medical Services, Inc., and served as Chief Executive Officer of Blue Cross Blue Shield of Delaware. He was formerly President and Chief Executive Officer of Blue Cross Blue Shield of Maryland, Inc. from April 1993 until January 1998.

Mr. Jews is a Director of Choice Hotels International, Inc. In the past five years, he has also served as a Director of the Ryland Group, Inc. and the CalAtlantic Group, Inc.



CACI BOARD OF DIRECTORS

Admiral Gregory G. Johnson

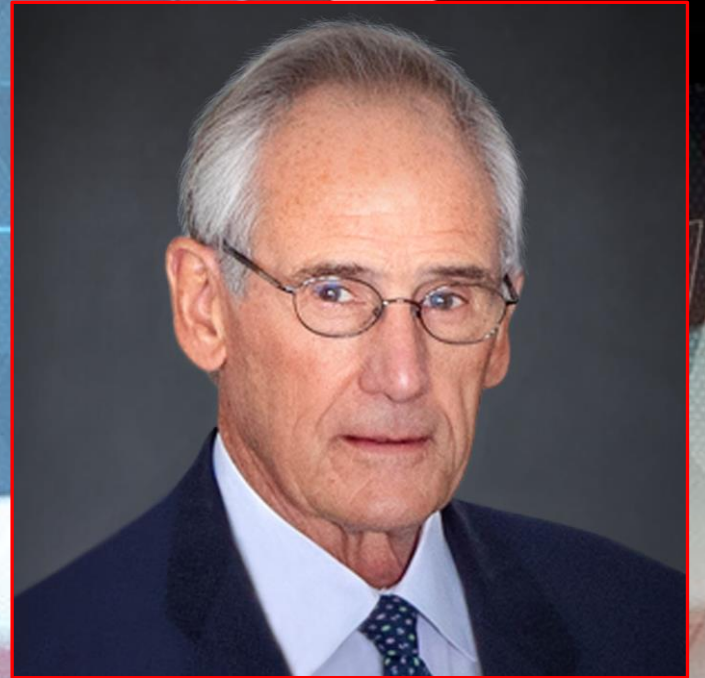
U.S. Navy (Retired)

Outside Director

Admiral Johnson is a former Commander, U.S. Naval Forces Europe – Naval Forces Africa, and Commander in Chief, Allied (NATO) Forces Southern Europe, and brings valuable insights into the Department of Defense, the Intelligence Community, and the international community to the Board of Directors.

Since retiring in 2004, Admiral Johnson founded Snow Ridge Associates, a provider of strategic advice and counsel. During his 36-year naval career Admiral Johnson rose through the ranks to four-star Admiral. In his last assignment, he was responsible for naval operations throughout the 91 nations and adjacent seas of the European and African Area of Responsibility, including support of Operations Enduring Freedom and Iraqi Freedom, and developed substantive policy-level relationships with many of those nations. His NATO duties included operational-level command of peace support operations in Bosnia-Herzegovina and Kosovo, as well as NATO missions in Macedonia, Albania, and other southeastern European nations.

Admiral Johnson successfully oversaw NATO's Operation Active Endeavor, assumed command of the NATO Response Force at the Istanbul Summit in June 2004, and established NATO's training support mission in Iraq. He was also assigned to several senior policy positions in Washington, most notably serving as the executive assistant to the Chairman, Joint Chief of Staff (1992 to 1993) and military assistant to the Secretary of Defense (1999 to 2000). Admiral Johnson is active on numerous nonprofit boards and serves in several civic and community organizations and institutions.



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Ryan D. McCarthy

New Director Nominee

Mr. McCarthy served as United States Secretary of the Army from September 2019 through January 2021 after having served as the Undersecretary of the Army from August 2017 through September 2019. Mr. McCarthy has extensive experience in national security, having served at the most senior levels within the Department of Defense.

Prior to his confirmation as the Undersecretary of the Army, Mr. McCarthy worked for Lockheed Martin Corporation in sequential vice president roles responsible for the sustainment, customer solutions, and program integration of the F-35 Joint Strike Fighter program and the company's global security policy from 2011 through 2017. Prior to Lockheed Martin, Mr. McCarthy served as Special Assistant to the Secretary of Defense from 2007 to 2011 and held positions of responsibility supporting the U.S. House of Representatives, Committee on International Relations, HSBG, NA. Mr. McCarthy also served in the U.S. Army from 1997 to 2002.



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Philip O. Nolan

New Director Nominee

Mr. Nolan has extensive operating experience in the public sector technology marketplace and substantial venture capital, corporate finance, and private equity investment experience. He currently serves as Managing Director at Blue Delta Capital Partners, a growth capital firm focused on the U.S. federal government technology marketplace, a position he has held since October 2018, having previously served as a Venture Partner since November 2017.

From 2015 to 2016, Mr. Nolan was Chief Executive Officer of Camber Corporation, a private equity-backed company, where he also served on the board of directors from 2011 to 2016. Mr. Nolan also served as a director for Perspecta Inc from 2018 through its acquisition in May 2021, serving as the lead independent director from 2019 to 2021. Mr. Nolan also served as chairman of the board of directors and Chief Executive Officer of Stanley Inc., an IT company, from 2002 to 2010, where he also served as President from 1996 to 2010.



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James L. Pavitt

Outside Director

With over 35 years of experience in the Intelligence Community, Mr. Pavitt brings deep expertise in areas such as financial risk assessment, defense, information technology, homeland security, counterintelligence, counterterrorism, and human intelligence collection to the Board of Directors.

As the CIA's Deputy Director for Operations, Mr. Pavitt managed the agency's globally deployed personnel and nearly half of its multibillion-dollar budget. He also served as the head of America's Clandestine Service, leading the CIA's operational response to the attacks of September 11, 2001. As Chief of the CIA's Counterproliferation Division, he managed and directed intelligence operations against global proliferation networks. From 1990 to 1993, Mr. Pavitt served as Senior Intelligence Advisor on the National Security Council team for President George H.W. Bush. He is a two-time recipient of the CIA's Distinguished Intelligence Medal for his superior work in these capacities, the CIA Director's Medal, and the Donovan Award.

From 2004 to 2011, Mr. Pavitt served as a Principal of the Scowcroft Group in Washington, D.C., an international strategic business advisory firm. He is the President and Founding Partner of JLP Associates, LLC, which provides strategic risk advisory services to a variety of clients.



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CACI BOARD OF DIRECTORS

Debora A. Plunkett

Outside Director

Ms. Plunkett has served in senior leadership positions in the National Security Agency (NSA) and brings to the Board more than 30 years of national security experience in critical mission areas such as cybersecurity and information assurance. Ms. Plunkett served in positions of increasing responsibility at the NSA since 1984, most recently serving as the first person in the position of Senior Advisor to the Director from November 2014 to January 2016, with a focus on enhancing equality, diversity, and inclusion for the NSA's technical workforce. Prior to that, she was Director, Information Assurance Directorate from April 2010 to November 2014, and Deputy Director of Information Assurance from August 2008 to April 2010. Ms. Plunkett received the Distinguished Service Medal and Exceptional Civilian Service Award from the NSA Director and was awarded the rank of Distinguished Executive by President Barack Obama and the rank of Meritorious Executive by President George W. Bush.

A recognized expert in national security, Ms. Plunkett has appeared on CBS' 60 Minutes, Federal News Radio, been interviewed in the *Washington Post*, and given keynote addresses at cyber security and defense conferences. She currently serves on the Board of Directors of Nationwide Insurance and BlueVoyant, is a Senior Fellow at Harvard University's Belfer Center, and is a professor in the cybersecurity graduate program at the University of Maryland. Ms. Plunkett was named a 2019 Most Influential Corporate Board Director by *Women Inc. Magazine*.



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General William Scott Wallace

U.S. Army (Retired)

Outside Director

General Wallace is a visionary senior executive, leader, and organizational manager who brings a 39-year record of military service and experience to the Board. As commander of the Army's Training and Doctrine Command from 2005 to 2008, he led more than 50,000 soldiers and civilian employees at 33 Army schools. He was the architect of the Army's reorganization in the continuation of military operations in Iraq and Afghanistan, and developed the organizational, technical, and warfighting requirements for the Future Combat Systems and other Army modernization efforts.

As commander of the 5th U.S. Corps from 2001 to 2003 (during the opening campaign of Operation Iraqi Freedom), General Wallace led 140,000 soldiers from Kuwait to Baghdad and subsequently directed the occupation of Western and Northern Iraq. He served as commander of the Joint Warfighting Center from 1999 to 2001, commanding general of the 4th Infantry Division – the Army's first "digitized" division that incorporated new C4ISR technologies – from 1997 to 1999, and commanding general of the National Training Center from 1995 to 1997. General Wallace is a 1969 graduate of the United States Military Academy at West Point.



CACI BOARD OF DIRECTORS

John S. Mengucci

CACI International Inc

John Mengucci is President and Chief Executive Officer (CEO) of CACI International Inc, an international provider of expertise and technology serving enterprise and mission defense, intelligence, and federal civilian government customers. Under his leadership, CACI continues to develop innovative and differentiated technology offerings aimed at serving our customers, delivering sustainable growth, and driving shareholder value.

Prior to his appointment as President and CEO, Mr. Mengucci served as Chief Operating Officer. In this position, he was responsible for developing and implementing CACI's market-aligned strategy, deploying resources in areas of growth, creating the company's recruiting and retention plan, and integrating strategic acquisitions that were critical to CACI's strong operational performance. He was responsible for establishing the company's Shared Services Center and oversaw many corporate functions, including business development, human resources, and contracts, to scale the organization and accelerate business growth. In 2021 and 2020, Mr. Mengucci was recognized on the Wash100 list; in those same years he was named to Virginia Business Magazine's 500 Power List. He was named one of WashingtonExec's Top 25 Execs to Watch in years 2020 and 2019, and was selected by Federal Computer Week to its 2018 Federal 100 (Fed100) list of visionary and transformative government and industry leaders.



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Thomas A. Mutryn

Executive Vice President,
Chief Financial Officer and Treasurer
CACI INTERNATIONAL INC

Mr. Mutryn is Executive Vice President and Chief Financial Officer and Treasurer of CACI International Inc. He joined CACI's top management team in September 2006. His primary duties are to keep CACI on a fast growth path as an aggressive IT and professional solutions and services industry operator, ensuring the company has the best people, processes and technologies to drive organic revenue growth at ever-expanding margins.. He supports CACI's annual strategic planning, coordinates financial planning and productivity improvement initiatives, and assists CACI's management in meeting strategic goals. Mr. Mutryn is also responsible for the company's internal audit and financial accounting activities.

Mr. Mutryn's role also includes key leadership support for CACI's successful M&A strategy and assessing how completed acquisitions meet the company's strategic goals. He previously worked for GTSI Corp., where he directed finance and accounting activities as Senior Vice President and Chief Financial Officer. Prior to GTSI, he worked for U.S. Airways as Senior Vice President of Finance and CFO.



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DeEtte Gray

President, Business and Information Technology Solutions

CACI INTERNATIONAL INC

Ms. Gray is President of Business and Information Technology Solutions for CACI International Inc. She leads the delivery of offerings that are modernizing and enabling government agency operations. Her sector capabilities include information technology infrastructure modernization, operations, and sustainment; the design, development, and sustainment of enterprise applications; and the delivery of business process services.

Prior to this, Ms. Gray served as CACI's President of U.S. Operations, leading CACI business groups in serving customers with excellence and driving company growth. She brings an exceptional track record of developing strong customer relationships and perpetuating a culture of inclusion, teamwork, and innovation.

Before joining CACI, Ms. Gray served as president of BAE Systems' Intelligence & Security sector for five years. In this role, she oversaw the delivery of a broad range of solutions and services, including information technology, intelligence analysis, cyber operations, and systems engineering, integration, and sustainment that enabled military and government customers to meet their mission demands. Prior to this, Ms. Gray spent 13 years at Lockheed Martin in positions of increasing responsibility.



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Meisha Lutsey

President, Operations Support and Services

CACI INTERNATIONAL INC

Ms. Lutsey is President of Operations Support and Services for CACI International Inc. She oversees the delivery of strategic and integrated offerings that are focused on special operations and intelligence mission support to military, national security, and homeland security customers across the globe. Her organization is widely acknowledged for providing deep expertise and capabilities supporting some of the nation's most challenging missions.

Ms. Lutsey has more than 25 years of experience in operations management, including domestic and international operations. She began her career with TechniGraphics Systems, Inc. and grew the company through successful program execution and strategic growth initiatives to 11 times its original size before it was acquired by CACI in 2010. In her final role with TechniGraphics, Ms. Lutsey served as the executive vice president of operations. In this role she provided program support, financial planning, production oversight, and contract execution oversight for the global company which spanned both the federal and commercial geospatial and engineering services markets.



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Todd Probert

President, National Security and Innovative Solutions

CACI INTERNATIONAL INC

Todd Probert is President of National Security and Innovative Solutions (NSIS) for CACI International Inc. Mr. Probert joined CACI in July 2020, bringing a diverse mix of expertise in software modernization and systems engineering and integration to strategic growth initiatives. He has a successful track record of developing operational excellence across functional and business teams while achieving significant growth in technology-driven environments, managing large, complex programs and portfolios, and developing international business.

Prior to joining CACI, Mr. Probert had a distinguished career at Raytheon Technologies where he held senior leadership positions, most recently as vice president of Command and Control, Space and Intelligence. Prior to leading business portfolios at Raytheon, Mr. Probert was the vice president of Engineering and Technology where he drove strategies, investments, and processes to enable capability, innovation, and growth across enterprise programs. Prior to Raytheon, for 12 years, he held roles of increasing responsibility at Honeywell Technology Solutions Inc., with his last position as vice president, Strategy and Business Development.



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Gregory R. Bradford

President and Chief Executive, CACI Limited UK

CACI INTERNATIONAL INC

As head of CACI's United Kingdom operation, Mr. Bradford manages a diverse business providing a mix of IT services and proprietary data and software products to commercial and government clients, primarily in the UK but also in Europe and elsewhere in the world.

Under Mr. Bradford's leadership, CACI operates in three addressable markets internationally: Marketing Solutions, Social Services, and Network Services. In each of these markets, CACI is recognized as a provider of high-value solutions focused on helping clients meet their important missions.

Mr. Bradford transferred from CACI's corporate headquarters in Washington, D.C. to its London office in 1984. Taking the helm of what was then a small, fledgling operation, Mr. Bradford and his management team have created a business that now ranks as one of the top IT services and software companies in the UK.



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Items of Business

J. William Koegel, Jr.
Executive Vice President,
General Counsel and Secretary
CACI INTERNATIONAL INC



EXPERTISE and **TECHNOLOGY** For National Security

CEO Overview

John S. Mengucci
President and Chief Executive Officer
CACI INTERNATIONAL INC



EXPERTISE and **TECHNOLOGY** For National Security

Strong Fiscal 2021 Performance

- Revenue **growth** of **6%**
- Adjusted EBITDA margin of **11.1%**
- Organic revenue **growth** of **5%**
- Contract awards of **\$9.2 billion**
- Backlog of more than **\$24 billion**
 - ~12% higher than the year prior
 - Almost four years of revenue at existing run rate

Strong execution in **high-value** market areas,
driving above market **organic growth** and **margin expansion**

Investing in Future Growth

World-Class **Leadership**

- Leadership strengths associated with growth
 - Business acumen, vision, agility
- Leadership program investments
- Experienced acquired leaders

Engaged **Talent**

- CACI above high-tech benchmarks in most engagement survey categories, including decision-making, ethics, and empowerment
- Competitive benefits commensurate with high-tech companies
- Talent from acquired companies provides force multiplier
- Strong technology and talent pipeline partnerships with select universities

Innovative **Capabilities**

- Differentiated, disruptive, high-value technologies



**Leadership, Talent, and
Capabilities Drive Growth**

Continuing to Invest for Growth through M&A

Fiscal Year 2021 and 2022 **High-Value Strategic Acquisitions**

FY21

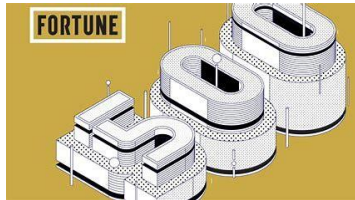
- **Ascent Vision Technologies:** Expands our mission technology capabilities by adding best-in-class Electro-Optical and Infra-Red imaging technologies

FY22

- **Bluestone Analytics:** Focused on open-source intel in the Dark Web
- **SA Photonics:** A leader in the development and deployment of multi-domain photonics technologies for free space optical communications



Recognition of CACI **Culture, Leadership, and Career Growth**



CACI Named to Fortune 500 for First Time in 2021



CACI Named a Fortune World's Most Admired Company for 10th Time



USA
Technology
Colorado
New Jersey
San Antonio
Washington, D.C.



CACI's John Mengucci, DeEtte Gray, and Todd Probert Named to 2021 Wash100



CACI Ranks 12th on Washington Technology's List of Top 100 Federal Prime Contractors



CACI's SteelBox® and CM142 Multi-Sensor Gyro-Stabilized Imaging System Recognized for Excellence in Innovation by Edison Awards™



CACI Named Industry Innovator by Washington Technology for Laser Communication Transmitters and Modems



CACI Receives Trailblazer Award From Virginia Department of Veteran Services



CACI Named A Best of the Best Top Veteran Friendly Employers by U.S. Veterans Magazine for the 7th Time

In Closing

- Continuing to deliver long-term shareholder value
 - Growing organically
 - Expanding margins
 - Generating robust levels of cash
 - Compounding growth with high-value, strategic acquisitions
- First quarter results provide a strong start to Fiscal Year 2022

Our success is driven by **CACI's approximately 22,000 dedicated employees** who deliver **EXPERTISE** and **TECHNOLOGY** to our **Enterprise** and **Mission** customers

Results of Voting

J. William Koegel, Jr.
Executive Vice President,
General Counsel and Secretary
CACI INTERNATIONAL INC



EXPERTISE and **TECHNOLOGY** For National Security

General Question and Answer Period

J. William Koegel, Jr.
Executive Vice President,
General Counsel and Secretary
CACI INTERNATIONAL INC



EXPERTISE and **TECHNOLOGY** For National Security

Closing

J. William Koegel, Jr.
Executive Vice President,
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CACI INTERNATIONAL INC

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