



Charter of the Corporate Governance and Nominating Committee

CACI International Inc.

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Adopted March 2004

This Charter governs the operations of the Corporate Governance and Nominating Committee (the "CGNC") of the Board of Directors (the "Board") of CACI International Inc. (the "Company").

Charter

The Governance and Nominating Committee reviews and reports to the Board periodically on matters of corporate governance. The Committee shall develop, and recommend to the whole Board, a set of corporate governance principles (the "Governance Principles") and review the effectiveness of the Governance Principles periodically and recommend any proposed revisions to the Board. The Committee reviews, monitors, and evaluates the effectiveness of the Board and recommends to the whole Board the size, and composition of the Board, and the Governance Principles for effective operation of the Board. The Committee, also, recommends to the Board a set of general criteria and qualifications for membership on the Board and assists the Board in identifying qualified individuals for Board membership. The Committee's goal is to assure that the composition, practices, and operation of the Board contribute to the effectiveness of the Board, to value creation, and to effective representation of CACI shareholders.

Committee Membership

The Committee shall consist of three or more independent directors as defined in relevant NYSE listing rules and law. Further, for purposes of this Charter, a director must be independent as defined by the requirements of the New York Stock Exchange (the "NYSE") and the corporate Governance Principles applicable to the Company. A Director's independence is determined by the Board, employing those standards as minimum standards, in the exercise of its business judgment. The Board, by majority vote and taking into account the recommendation of the CGNC, shall appoint each member of the CGNC, and from such members so appointed, appoint a chairperson of the CGNC. Ordinarily, such appointments will take place at the regular meeting of the Board held on or about the date of the annual shareholders meeting. The members of the CGNC shall serve until their successors are appointed and qualified. The Board shall have the power at any time to change the membership of the CGNC and to fill vacancies on the Committee, subject to new members satisfying the independence requirement.

Committee Authority and Responsibilities

The Committee meets quarterly or as needed. 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 Committee members, and such act will be the act of the CGNC. The minutes of the CGNC meetings shall be filed in the records of the Company. The Committee 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. The Committee reports its activities and recommendations to the Board.

Regular meetings of the CGNC shall be called according to the schedule for the year approved by the CGNC. 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.

The CGNC chairperson shall meet as needed with the Board chairperson to coordinate the activities of the CGNC with other Committees of the Board, 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 CACI's shareholders and employees.

The Committee shall have the following responsibilities:

1. Develop and recommend to the board a set of corporate governance principles (the "Governance Principles") to be

posted on the Company's website. Periodically review and recommend any proposed changes to the Governance Principles consistent with what the CGNC deems to be corporate governance "best practices".

2. Review policies and practices of the Company and monitor compliance in areas of corporate governance and report and make recommendations to the Board with respect to such policies and practices.
3. 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.
4. Keep regular minutes of its proceedings and report its activities to the Board at each Board meeting.
5. Identify and bring to the attention of the Board, current and emerging corporate governance trends and issues that may affect the business operations, performance or public image of the Company.
6. 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.
7. Review and make recommendations to the Board regarding the Company's responses to stockholder proposals and oversee proxy statement disclosure concerning such responses.
8. Review periodically the management development, management continuity and succession policies of the Company and report to the Board its findings and recommendations.
9. Review periodically the structure, size, composition and effectiveness of the Board and Board membership and report to the Board its findings and recommendations.
10. Formulate and review periodically the qualification/criteria for the selection of Directors. The Committee recommends to the Board acceptance qualifications, desired background, and selection criteria for members of the Board and Board Committees.
11. 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, and following that process, recommend to the Board, prior to each annual meeting of shareholders, qualified candidates, including existing Board members, to be placed on the ballot for shareholders to consider at the annual shareholder's meeting.
12. Recommend to the Board nominees to be appointed by the Board to fill interim director vacancies.
13. Oversee and review on a periodic basis the annual orientation program for new directors.
14. In its sole authority and discretion, if it deems as appropriate, retain and/or terminate outside advisors, including any search firm to be used to assist the Committee in identifying Director candidates, and, in its sole authority, approve such advisors' or search firm's fees and other retention terms.
15. Consider any requests for waivers from the Company's Code of Ethics. The Company shall disclose such waivers to both the New York Stock Exchange and the Securities and Exchange Commission, in accordance with NYSE listing standards and SEC's rules and regulations, respectively.
16. At least annually, review and reassess the adequacy of the Committee Charter and recommend any proposed changes to the Board for approval.
17. Review annually the Committee's own performance and report results to the Board.

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