

DynCorp International Inc.

Compensation Committee Charter Revised August 8, 2012

I. PURPOSE

The Compensation Committee is appointed by the Board of Directors to discharge the board's responsibilities relating to the compensation of the Chief Executive Officer of DynCorp International Inc. (the "Company", which, for purposes of this Charter, shall include all of the Company's direct and indirect subsidiaries), and all employees of the Company who report directly to the CEO ("Executive Officers"), including specifically the appropriateness of salary, incentive compensation, equity-based compensation plans, other benefit plans, and Policies and programs of the Company as they affect compensation of Executive Officers. Also, to the extent relevant as determined by the Company's registrant status with the Securities and Exchange Commission ("SEC"), the Compensation Committee shall prepare any report on executive compensation required by SEC rules and regulations for inclusion in the Company's annual report.

II. COMPOSITION

The Committee shall be a standing Committee of the Board of Directors, and its membership shall consist of members of the Board who are not current employees of the Corporation or its subsidiaries. The number of members of the Committee shall be determined by the Board, but in no event shall consist of less than two individuals.

To the extent relevant as determined by the Company's position as a private or publicly held entity, its registrant status with the SEC or other regulatory body, or its listing position on any securities exchange, the membership of the Committee shall satisfy any and all applicable independence requirements, as interpreted by the Board in its reasonable business judgment. Committee members will be appointed, and may be removed, by the Board in accordance with the By-Laws. Committee members shall serve for such term or terms as the Board may determine. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of directors satisfying the foregoing independence standards.

III. Meetings

The Compensation Committee shall meet as often as necessary to carry out its responsibilities. The Chairman shall preside at each meeting. In the event the Chairman is not present, the Compensation Committee members present at the meeting shall designate one of its members as the acting chair of such meeting.

IV. DUTIES AND RESPONSIBILITIES

Except as specifically provided herein, or otherwise authorized by the Board, the Committee is limited to formalizing recommendations and submitting them to the Board for approval. The Committee shall be assigned the following responsibilities:

1. Performance and Compensation of Chief Executive Officer

Review and approve the Company's goals and objectives relevant to the performance of the CEO. No less than annually, appraise the performance of the CEO in light of these goals and objectives and set the compensation level of the Chief Executive Officer, based on this evaluation. In setting the level of the CEO's compensation, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and other factors deemed appropriate by the Committee.

2. Compensation of Executive Officers

No less than annually, appraise the performance of the Executive Officers of the Company and its subsidiaries and set the compensation levels of the Executive Officers of the Company based on this evaluation. In setting the level of the compensation of the Executive Officers, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to Executive Officers at comparable companies, and other factors deemed appropriate by the Committee.

3. Compensation of Directors

No less than annually, set the compensation levels of the non-employee Directors of the Company. In setting the level of the non-employee Director's compensation, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to non-employee Directors at comparable companies, and other factors deemed appropriate by the Committee.

4. Regulatory Matters

Oversee the Company's regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been obtained for purposes of Section 162(m) of the Internal Revenue Code.

5. Reports

a) To the extent relevant as determined by the Company's status with the SEC, prepare, review and approve the "Report of the Compensation Committee" and its inclusion in any other document, including in the annual report to shareholders.

b) Review periodic reports on the Company's compensation programs as they affect all employees.

6. Other Benefits

Make recommendations to the Board with respect to the adoption of, or changes to, executive compensation plans, including incentive compensation and equity-based plans, with a goal of objectively and independently ensuring the competitiveness, fairness and legality of the Company's policies and practices in this area.

7. Committee Self-Assessment

The Compensation Committee shall annually conduct a self assessment

8. Committee Authority

The Committee may retain, at the Company's expense, any outside advisor, including outside accounting, tax, legal or compensation consulting firms to assist in evaluating executive and director compensation. The Committee may perform such other functions and exercise such other powers as may be delegated to it from time to time by the Board of Directors.

9. Committee Charter

The Committee shall review and recommend to the Board of Directors the adequacy of its charter and proposed changes annually or as otherwise needed.

V. ACCOUNTABILITY/RECORDING OF MINUTES

The Committee shall report all action by the Compensation Committee to the Board of Directors at its meeting next succeeding such action, which (except as specifically reserved to the Compensation Committee by law, Company By-laws or the Charter) shall be subject to revision by the Board of Directors.