

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant ☒  
Filed by a Party other than the Registrant ☐  
Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

CACI INTERNATIONAL INC

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
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September 8, 2023

Dear Fellow Shareholder:

I cordially invite you to attend our 2023 Annual Meeting of Shareholders on October 19, 2023, at 9:30 a.m., Eastern time. The annual meeting will be conducted online through a live webcast, which is often referred to as a “virtual meeting” of shareholders. Our digital format allows shareholders to participate safely, conveniently, and effectively. Shareholders can attend the virtual meeting by visiting [www.virtualshareholdermeeting.com/CACI2023](http://www.virtualshareholdermeeting.com/CACI2023).

The scheduled matters to be considered and acted on at the meeting are: the election of directors; a non-binding advisory vote to approve our named executive officers’ compensation; a non-binding advisory vote on the frequency of votes to approve our named executive officers’ compensation; and ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2024. Detailed information concerning these matters is set forth in the attached Notice of Annual Meeting of Shareholders and Proxy Statement.

As a shareholder, your vote is important. I encourage you to execute and return your proxy promptly whether or not you plan to attend so that we may have as many shares as possible represented at the meeting. Returning your completed proxy will not prevent you from voting online at the meeting if you wish to do so.

Thank you for your cooperation and continued support and interest in CACI International Inc.

Sincerely,

A handwritten signature in dark ink that reads "Michael A. Daniels". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Michael A. Daniels  
*Chairman of the Board*

**IMPORTANT:** Even if you plan to attend the meeting, please complete, sign, date, and return promptly the form of proxy (you can vote via the Internet, by phone, or by using the return envelope if you received a physical copy) to ensure that your vote will be counted. You may vote online at the annual meeting if you so desire, even if you previously have sent in your proxy. Please note that if you execute multiple proxies, the last proxy you execute revokes all previous ones.

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## Notice of 2023 Annual Meeting of Shareholders

- Location:** Virtual meeting at [www.virtualshareholdermeeting.com/CACI2023](http://www.virtualshareholdermeeting.com/CACI2023).
- Date and Time:** Thursday, October 19, 2023, 9:30 a.m., Eastern time.
- Items of Business:**
- (1) Election of 11 nominees named in our proxy statement to our Board of Directors to hold office until the 2024 Annual Meeting or until their respective successors have been elected and qualified;
  - (2) To approve on a non-binding, advisory basis the compensation of our named executive officers;
  - (3) To approve on a non-binding, advisory basis the frequency of votes to approve the compensation of our named executive officers;
  - (4) To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2024; and
  - (5) To transact such other business as may otherwise properly come before the Annual Meeting or any adjournment thereof.
- Record Date:** Shareholders of record as of August 25, 2023 are entitled to vote at the 2023 Annual Meeting of Shareholders.
- Attendance:** All shareholders are invited to attend the virtual meeting. If you wish to attend the meeting online, please review the instructions provided under “Meeting Information” on page 64 of our proxy statement.
- Voting:** We encourage all shareholders to vote on the matters described in our proxy statement by Internet, phone or by using the return envelope if you received a physical copy. For additional instructions on voting your shares, please refer to the instructions under “Annual Meeting Information” on page 64 of our proxy statement. Our proxy statement and annual report are also available at [investor.caci.com/events](http://investor.caci.com/events).

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Reston, Virginia 20190  
(703) 841-7800  
[www.caci.com](http://www.caci.com)

By Order of the Board of Directors

J. WILLIAM KOEGEL, JR.  
*Secretary*  
September 8, 2023

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDERS' MEETING TO BE HELD ON OCTOBER 19, 2023.** Proxy materials are first being made available or mailed to our shareholders on or about September 8, 2023.

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## PROXY SUMMARY

*This proxy statement summary highlights information contained elsewhere in this proxy statement, which is first being sent or made available to shareholders on or about September 8, 2023. This is only a summary, and we encourage you to read the entire proxy statement carefully before voting.*

### Annual Meeting of Shareholders

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<b>Location:</b>	Virtual meeting at <a href="http://www.virtualshareholdermeeting.com/CACI2023">www.virtualshareholdermeeting.com/CACI2023</a> .
<b>Date and Time:</b>	Thursday, October 19, 2023, 9:30 a.m., Eastern time.
<b>Record Date:</b>	Shareholders of record as of August 25, 2023 are entitled to vote at the 2023 Annual Meeting of Shareholders.
<b>Questions about the Annual Meeting:</b>	We encourage you to review “Annual Meeting Information” beginning on page 64 of this proxy statement for answers to common questions on attendance, voting and the rules and procedures surrounding the Annual Meeting and the business to be conducted at the Annual Meeting.

### Meeting Agenda and Voting Matters

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	<b>Board Recommendation</b>	<b>Vote Requirement</b>	<b>Page</b>
Election of 11 Directors named in the Proxy Statement	<b>FOR</b> each nominee	Majority of Votes Cast	60
Approval of Executive Compensation on an Advisory Basis	<b>FOR</b>	Majority of Votes Cast	61
Approval of Frequency of Votes on Executive Compensation on an Advisory Basis	<b>1 year</b>	Plurality of Votes Cast	62
Ratification of the appointment of PricewaterhouseCoopers LLP	<b>FOR</b>	Majority of Votes Cast	63

## 2023 Director Nominees Summary

The following table provides summary information about each director nominee as of August 1, 2023. The Board and the Corporate Governance and Nominating Committee believe that each of our directors brings a strong and unique background and set of skills to the Board, giving the Board the competence and experience necessary to fulfill its oversight role and to evaluate and advise management with respect to a wide variety of matters.

Nominee	Age	Director Since	Independent
<b>Michael A. Daniels</b> <i>Chairman of the Board, CACI International Inc</i> <i>Former Chairman and Chief Executive Officer, Mobile 365, Inc.</i>	77	2013	✓
<b>Lisa S. Disbrow</b> <i>Former United States Under Secretary of the Air Force</i>	60	2021	✓
<b>Susan M. Gordon</b> <i>Former Principal Deputy Director of National Intelligence</i>	65	2020	✓
<b>William L. Jews</b> <i>Former President and Chief Executive Officer of CareFirst, Inc.</i>	71	2013	✓
<b>Gregory G. Johnson</b> <i>Admiral, U.S. Navy (Ret.); Founder, Snow Ridge Associates</i>	77	2006	✓
<b>Ryan D. McCarthy</b> <i>Former United States Secretary of the Army</i>	50	2021	✓
<b>John S. Mengucci</b> <i>President and Chief Executive Officer, CACI International Inc</i>	61	2019	
<b>Philip O. Nolan</b> <i>General Partner, Blue Delta Capital Partners</i>	64	2021	✓
<b>Debora A. Plunkett</b> <i>Former Director, Information Assurance Directorate, National Security Agency</i>	63	2018	✓
<b>Stanton D. Sloane</b> <i>Former President and Chief Executive Officer of Frequency Electronics, Inc.</i>	73	2023	✓
<b>William S. Wallace</b> <i>General, US Army (Ret.); Former Commander, Fifth U.S. Corps.</i>	76	2009	✓

## Corporate Governance Summary

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We are committed to high standards of corporate governance and have a robust corporate governance program intended to promote the long-term success of our Company. Some highlights of our corporate governance practices are listed below.

### Board Composition

- ✓ Director Nominees are over 90% independent (*Page 19*)
- ✓ Diversity of experience, expertise, perspectives, and backgrounds (*Page 6*)
- ✓ Audit and Risk, Human Resources and Compensation and Corporate Governance and Nominating Committees are 100% independent (*Page 19*)
- ✓ Board refreshment through 7 new director nominees since 2018 (*Page 6*)

### Board Structure and Processes

- ✓ Separation of the roles of Chairman of the Board and Chief Executive Officer (*Page 16*)
- ✓ Board oversight of environmental, social and human capital management policies, practices, initiatives and reporting (*Page 16*)
- ✓ Executive officers and directors subject to robust stock ownership requirements (*Pages 24 and 54*)
- ✓ Audit and Risk Committee provides oversight on cybersecurity practices and related risks (*Audit and Risk Committee Charter*)
- ✓ Board and Committees regularly evaluate their performance through self-assessments (*Page 19*)
- ✓ Active enterprise risk oversight by the Board and Committees (*Page 19*)
- ✓ Clawback policy to recoup any “excess” compensation awarded to our executive officers (*Page 24*)

### Shareholder Rights

- ✓ Shareholders may act by written consent (*Charter*)
- ✓ No “poison pill” or similar anti-takeover defenses in place
- ✓ All directors elected annually under a majority voting standard (*Page 6*)
- ✓ All shareholders have equal voting rights (*Page 64*)



## Executive Compensation Summary

The Human Resources and Compensation Committee (the “Compensation Committee”) believes our executive compensation program should encourage and reward behaviors that build a foundation for our long-term performance and success while also supporting the achievement of annual objectives. Our performance assessment framework and executive compensation program are designed to reward such performance by linking our executives’ compensation to the achievement of both long- and short-term goals. Below is a summary of the principal components of our currently serving named executive officers’ target total direct compensation for fiscal year 2023. For additional information please review “Compensation Discussion and Analysis” on page 23 of this proxy statement.

Name	Base Salary (\$)	Annual Incentive Target (\$)	Long-Term Incentive Target <sup>(1)</sup> (Equity) (\$)
John S. Mengucci	1,050,000	1,575,000	6,700,000
Jeffrey D. MacLauchlan	650,000	650,000	2,000,000
DeEtte Gray	659,200	824,000	1,400,000
Todd Probert	561,000	561,000	1,200,000
J. William Koegel, Jr.	541,584	487,426	1,000,000

(1) The total number of shares earned is based on the Company’s cumulative EBITDA for the three fiscal years ending on June 30, 2025 and the named executive officer’s continued employment with CACI.

## Corporate Citizenship

The Board and management are committed to serving as good stewards of the environment and operating in a manner that protects the health and safety of our employees, partners, and customers, while supporting our communities. Below are a few highlights of our corporate citizenship:

- Long-standing policy of equal employment opportunity and commitment to treat employees fairly and with mutual respect.
- Implements corporate initiatives to continue to improve cyber security for both the company and our supply chain to ensure the safeguarding and privacy of data.
- Protects and improves our environmental footprint through environmental, health, and safety strategy.
- Commits to the highest legal and ethical standards in the conduct of our business by providing all employees access to its anonymous Compliance Hotline.
- Offers a variety of learning and training opportunities for our employees – at every level – for mobility and career development.
- Undertakes initiatives to expand the diversity and inclusion of its workforce, foster inclusion, promote work-life balance, and enhance the Company’s strong culture.
- Commits to military hiring, with veterans, military spouses, National Guard, and reserve employees representing more than a third of our workforce.
- Supports small and disadvantaged business, maintaining active agreements with small businesses through various federal Mentor-Protégé programs.

- Provides STEM education funding, mentoring, and career preparation and placement to high school-aged children and to children of fallen shadow warriors.
- Supports our nation's heroes through its philanthropic programs – veterans, active troops, and their families – who have served.
- Recognizes and awards employees who demonstrate outstanding achievement with their team, their customers, and the Company.
- Recognized as a Fortune World's Most Admired Company, the Russell 1000 Index, and the S&P MidCap 400.
- Recognized by our employees as a Top Workplace in several U.S. locations, for consecutive years.

To learn more about CACI's corporate social responsibility principles, approaches, and initiatives for our customers, employees, and stakeholders, please visit [www.caci.com/corporate-social-responsibility-environmental-social-governance](http://www.caci.com/corporate-social-responsibility-environmental-social-governance).

# BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

## Board of Directors

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### Director Nomination Procedures

The Corporate Governance and Nominating Committee is responsible for reviewing potential Board nominees to determine whether they have the requisite qualifications, expertise and other characteristics for service on the Board and its committees and recommending qualified candidates to the Board for consideration at the Annual Meeting. In fulfillment of these responsibilities, the Corporate Governance and Nominating Committee considers the overall composition of the Board to determine whether the Board has a broad range of business experience, expertise, skills, perspectives, tenure and diversity, including gender, race and ethnicity, that allow the Board to draw upon many individual perspectives as the Board oversees, evaluates and advises management with respect to a wide variety of matters.

The Corporate Governance and Nominating Committee evaluates candidates recommended by Board members, management, shareholders or consultants utilizing the following standards:

- Demonstrated judgment, intelligence and character;
- Record of substantial business experience relevant to the Company;
- Ability to represent the interests of our shareholders;
- Understanding of executive leadership, marketing, finance and corporate strategy;
- Ability to dedicate sufficient time, energy and attention to the performance of their duties; and
- Contribution to the range of talent, skill, expertise and individual characteristics of the Board.

Any shareholder who wishes to formally nominate a person for election as a director must comply with the advance notice provisions of the Company's By-laws which are described in this proxy statement under "Annual Meeting Information" on page 64.

### Board Composition

In order to determine the appropriate mix of professional experiences, expertise and backgrounds for the Board, the Corporate Governance and Nominating Committee and the Board discuss the Board's composition during the year. The Company's Corporate Governance Guidelines provide that the Board should be large enough to reflect a substantial diversity of perspectives, background and experiences and that the Board should consider the scope of diversity, inclusive of gender, race and ethnicity, represented on the Board.

## Qualifications, Attributes, Skills and Experience

The Board and the Corporate Governance and Nominating Committee believe that our directors bring strong and unique backgrounds, skills and perspective to the Board. As a whole, they believe the Board contains the qualifications, attributes, skills and experience necessary for the Board to fulfill its oversight role and evaluate and advise management with respect to a wide variety of matters. The following table summarizes certain key characteristics of our business and the associated qualifications, attributes, skills and experience that the Board believes is represented on our Board.

### Qualifications

*Strong Personal and Professional Ethics, Integrity and Values*

*Government Procured Technology and Expertise Offerings*

*Policymaking Experience in Business, Government, Education or Technology*

*Public Company Board Experience*

*Financial Expertise*

*Risk Oversight/Management Experience*

*Cybersecurity/Information Technology Experience*

### Business Characteristics

We are committed to maintaining the highest level of integrity and ethics in our dealings with our employees, customers, suppliers, shareholders and the public.

We generate approximately 95% of our revenues from the federal government, and service in government or in senior military positions provides perspective into working constructively with our core customers.

We operate in a complex business environment and senior leaders bring experience in analyzing, shaping and overseeing the execution of important operation and policy issues.

We are a public company and experience on other public company boards provides insights into board operations, the relationship between the Board, Chairman and CEO and the Board's oversight responsibilities.

Our business involves complex financial transactions, and the Board advises and oversees our capital structure, financing and investment activities, financial reporting and internal controls.

We face security risks and operational risks that could materially affect our business, and experience understanding and overseeing various risks helps us to develop and implement appropriate policies and procedures designed to manage such risk.

We operate in a rapidly changing security environment and our industry faces heightened cybersecurity risks due to the nature of our business.

The following chart summarizes the skills and competencies that the Board considers valuable to effective governance and oversight and illustrates how the director nominees individually and collectively represent these key skills and competencies. The lack of an indicator for a particular item does not mean that the director does not possess that skill or competency; rather, the indicator represents that the item is a core skill or competency of that director.

Skills and Experience	Daniels	Disbrow	Gordon	Jews	Johnson	McCarthy	Mengucci	Nolan	Plunkett	Sloane	Wallace
<b>Personal and Professional Ethics and Integrity</b> Proven commitment to the highest levels of integrity and ethics	•	•	•	•	•	•	•	•	•	•	•
<b>Senior Leadership</b> Served in senior leadership roles at large organizations	•	•	•	•	•	•	•	•	•	•	•
<b>Government/Military</b> Senior leadership experience in government or the military		•	•		•	•			•		•
<b>Policy Making</b> Experience shaping and overseeing important operation and policy matters	•	•	•	•	•	•	•	•	•	•	•
<b>Public Company Director</b> Experience serving on the boards of other public companies	•	•	•	•				•	•	•	•
<b>Financial Expertise/Literacy</b> Experience reviewing and overseeing financial reporting and internal controls	•	•		•			•	•		•	
<b>Risk Oversight/Management</b> Experience understanding and overseeing the management of various risks	•	•	•	•	•	•	•	•	•	•	•
<b>Cybersecurity/Information Technology</b> Direct experience with cybersecurity and information technology risks			•				•		•		

## Board Tenure

We believe that Board tenure diversity is important and careful consideration is made to achieve the appropriate balance of experience and fresh perspective. Our Board's composition allows us to benefit both from the deep Company and industry knowledge of our longer-serving directors and the fresh perspectives brought by our newer directors. The following table outlines the various levels of tenure of the director nominees:

Tenure on Board	Number of Director Nominees
More than 10 years	2
5 – 10 years	3
Fewer than 5 years	6

## 2023 Nominees for Director

Each of our directors is elected by our shareholders on an annual basis to serve until the next annual meeting and until their respective successors are elected. The Board, upon the recommendation of the Corporate Governance and Nominating Committee, has nominated the following eleven individuals for election at the Annual Meeting.

**Michael A. Daniels, 77**  
Director since: 2013  
Independent  
Chairman of the Board

**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.**

Mr. Daniels serves as Chairman of the Board of CACI International. From March 2020 until January 2021, he served as Vice Chairman of the Board of CACI International. He was elected Chairman in January 2021. Mr. Daniels currently serves as a director of BlackBerry (NYSE) and Two Six Technologies, both providers of cybersecurity solutions. Mr. Daniels served as Chairman and Chief Executive Officer of Network Solutions (NASDAQ), an internet company, from March 1995 until June 2000 when Verisign (NASDAQ) purchased Network Solutions. Mr. Daniels served on the Board of Directors of Verisign from 2000 to 2001 and Mercury Systems from 2010 to 2022, a commercial provider of secure sensor and safety critical mission processing subsystems. Mr. Daniels served in a number of senior executive positions at Science Applications International Corporation (SAIC), a scientific, technical and professional services firm (NYSE) including Sector Vice President and Head of Commercial and International from December 1986 to May 2004. From 1997 to 2003, Mr. Daniels served on the Board of Directors of Telcordia Technologies. Mr. Daniels served as the 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. Sybase acquired Mobile 365 in November 2006. Mr. Daniels was a director of Sybase (NYSE), a publicly traded global enterprise software and services company from 2007 until its acquisition by SAP in 2010. From 2007 until 2013 Mr. Daniels served as Chairman of Global Logic, a global digital engineering firm, which was acquired by Apax Partners. Mr. Daniels served as Chairman of the Board of the Logistics Management Institute (LMI) from 2008 until 2017. Mr. Daniels served as the Chairman of Invincea, an advanced cybersecurity products company, from 2010 until 2017 when Invincea was acquired by Sophos, a UK public company. From 2017 until 2021, Mr. Daniels served as Chairman of Two Six Labs, an advanced cybersecurity products and services company, which was acquired by the Carlyle Group.

**Lisa S. Disbrow, 60**  
Director since: 2021  
Independent

**Ms. Disbrow has over 32 years of experience in the national security industry and broad experience serving on public boards for providers of technology and solutions both commercially and to government customers.**

Ms. Disbrow retired as the 25th Senate-confirmed Under Secretary of the United States Air Force in June 2017. Concurrent with that position, from January 2017 through May 2017, she served as the Acting Secretary of the United States Air Force, and she previously served as the Assistant Secretary of the Air Force for Financial Management and Comptroller. Over her 32-year national security career, she held senior civilian positions on the United States Joint Staff leading joint warfighting requirements and capabilities development initiatives for the CJCS as the Vice Director of J8; in the National Reconnaissance Office as a Systems Engineer; and on the National Security Council under President George W. Bush. Ms. Disbrow is a retired United States Air Force Colonel, having served in intelligence, programming and operational planning positions and deployed in Operations Desert Storm/Northern Watch. Ms. Disbrow previously served on the board of directors of Perspecta Inc through its acquisition in May 2021 and currently serves on the board of directors of Mercury Systems, Inc., a commercial provider of secure sensor and safety critical mission processing subsystems and BlackBerry Limited, a commercial provider of software to secure Internet of Things devices, data and communications, where she is the Audit Committee Chair. Ms Disbrow is a Senior Fellow at the Johns Hopkins University Applied Physics Lab (APL). She is an Appointed member of the President's Export Council; a Commissioner on the US Congress' PPBE Reform Commission; and serves on the DOD Reserve Forces Policy Board.

**Susan M. Gordon, 65**  
Director since: 2020  
Independent

**Ms. Gordon has more than 30 years of leadership experience across a broad spectrum of complex issues, most notably in the development of innovative technology solutions and transformative outcomes for the Intelligence Community.**

Ms. Gordon was sworn in as the fifth Principal Deputy Director of National Intelligence in August 2017 and served in that role until August 2019. Prior to that, Ms. Gordon served as the Deputy Director of the National Geospatial-Intelligence Agency (NGA) from January 2015 to August 2017. In this role, she provided leadership to the agency and managed the National System of Geospatial Intelligence. Prior to her assignment with the NGA, Ms. Gordon served for 27 years at the Central Intelligence Agency, rising to senior executive positions in each of the agency's then four directorates: operations, analysis, science and technology, and support. Ms. Gordon serves as a board member of Blacksky Technology Inc. (NYSE), a provider of geospatial intelligence solutions, and Avantus Federal, OneWeb Technologies and Freedom Consulting, each a private corporation. She also serves on the board for the Pallas Foundation, as a university fellow and advises private companies in the areas of technology, strategy, and leadership.

**William L. Jews, 71**  
Director since: 2013  
Independent

**Mr. Jews is a senior business and healthcare executive with over 25 years' experience leading organizational growth, completing successful mergers and acquisitions, achieving profit goals, and delivering superior customer service.**

Mr. Jews served as Lead Independent Director and subsequently Chairman of The Ryland Group. Upon merger with Standard Pacific which created the CalAtlantic Group, Mr. Jews served as Lead Director until the merger of CalAtlantic and Lennar Homes. Mr. Jews served as President and Chief Executive Officer of CareFirst, 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, Mr. Jews has also served as a director of the Ryland Group, Inc. and the CalAtlantic Group, Inc.

**Gregory G. Johnson, 77**  
Director since: 2006  
Independent

**As the former Commander, U.S. Naval Forces Europe and Africa, and Commander in Chief, Allied (NATO) Forces Southern Europe, Admiral Johnson (Retired) brings to the Board valuable insights into the Department of Defense, intelligence and international communities.**

Since retiring from the U.S. Navy in 2004, Admiral Johnson founded Snow Ridge Associates, a provider of strategic advice and counsel. During his 36-year naval career, Admiral Johnson commanded at every level. He was most recently responsible for naval operations throughout the 91 nations and adjacent seas of the European and African Areas of Responsibility. He developed substantive policy-level relationships with many of those nations, particularly those with maritime equities. Admiral Johnson's NATO duties included operational-level command of the peace support operations in Bosnia-Herzegovina and Kosovo, as well as NATO missions in Macedonia, Albania, and other Southeastern European nations. Admiral Johnson oversaw the successful implementation of NATO's Operation Active Endeavor (Mediterranean maritime intercept operations), assumed command of the NATO Response Force at the Istanbul Summit in June 2004, oversaw NATO's contributions to the Hellenic Republic of Greece's security efforts during the 2004 Olympics, and was responsible for the establishment of NATO's training support mission in Iraq. During his naval career, Admiral Johnson was assigned to several senior policy positions in Washington, most notably serving as the executive assistant to the Chairman, Joint Chiefs of Staff (1992 to 1993) and military assistant, first to the Deputy Secretary of Defense and subsequently to the Secretary of Defense (1997 to 2000). Admiral Johnson is active on numerous non-profit boards and serves in several civic and community organizations and institutions.

**Ryan D. McCarthy, 50**  
 Director since: 2021  
 Independent

**Mr. McCarthy has extensive experience with the Company's customers having served at the most senior levels within the Department of Defense.**

Mr. McCarthy served as the 24th United States Secretary of the Army from September 2019 through January 2021 after having served as the 33rd Undersecretary of the Army from August 2017 through September 2019. 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. Prior to Lockheed Martin, Mr. McCarthy served as Special Assistant to the Secretary of Defense, Dr. Robert M. Gates, under two different administrations. Mr. McCarthy also served in uniform in the U.S. Army deploying with the 75th Ranger Regiment during the invasion of Afghanistan. He also serves on the boards of OneWeb Technologies, Striveworks, and Lynx Software Technologies, each a private corporation.

**John S. Mengucci, 61**  
 Director since: 2019

**A proven industry leader, Mr. Mengucci has extensive experience in business development and leading highly successful systems, solutions, and services businesses.**

Since July 1, 2019, Mr. Mengucci has been the President and Chief Executive Officer of CACI International Inc. Mr. Mengucci joined CACI as Chief Operating Officer of U.S. Operations in February 2012 and served as CACI's Chief Operating Officer and President, U.S. Operations from July 2012 to June 2017 and CACI's Chief Operating Officer from June 2017 to June 2019. Prior to joining the Company, Mr. Mengucci served as President of Lockheed Martin Corporation's Information Systems and Global Solutions - Civil Product Line from 2010 through 2012 and President of Lockheed Martin Corporation's Information Systems and Global Solutions - Defense Line from 2007 through 2010.

**Philip O. Nolan, 64**  
 Director since: 2021  
 Independent

**Mr. Nolan has extensive operating experience in the public sector technology marketplace and substantial experience with venture capital, corporate finance, and private equity investment activities.**

Mr. Nolan 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. Mr. Nolan also serves as the chairman of the board of directors for GovernmentCIO LLC, a provider of technology and digital solutions. 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 served as a director for Perspecta Inc from 2018 through its acquisition in May 2021, serving as the lead independent director from 2019 – 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.



**Debra A. Plunkett, 63**  
 Director since: 2018  
 Independent

**Ms. Plunkett has served in senior leadership positions in the National Security Agency (NSA) and brings CACI's Board more than 30 years of national security experience in such critical mission areas as cyber security and information assurance.**

Ms. Plunkett's extensive experience in cyber and national security will further CACI's information assurance mission in addressing serious economic and security challenges faced by the United States in the 21st century. Her previous NSA positions include Director of Information Assurance from April 2010 to November 2014 and Deputy Director of Information Assurance from August 2008 to April 2010, where she led the agency's information assurance/cyber defense mission and directed thousands of NSA professionals worldwide. She also conceived and established the National Cyber Security Assistance Program to qualify commercial organizations for accreditation in performing cyber security services for national security systems, and advised Executive Branch decision-makers, including the National Security Council, on cyber issues. Ms. Plunkett was the first person to serve in the newly established position of Senior Advisor to the NSA Director, from November 2014 to January 2016, with a focus on enhancing equality, diversity, and inclusion for the agency's highly technical workforce. A highly credentialed professional, Ms. Plunkett received the Distinguished Service Medal and Exceptional Civilian Service Award from the NSA Director. She was awarded the Rank of Distinguished Executive by President Barack Obama, and the Rank of Meritorious Executive by President George W. Bush. As a recognized expert in national security, she has appeared on CBS/60 Minutes and Federal News Radio, been interviewed in the Washington Post, and given keynote addresses at high-profile cyber security and defense conferences. She currently serves on the board of directors of Nationwide Insurance, BlueVoyant, a cyber defense company, and Mercury Systems, a commercial provider of secure sensor and safety critical mission processing subsystems, is a Senior Fellow at Harvard University's Belfer Center, and a professor in the cybersecurity graduate program at the University of Maryland.

**Stanton D. Sloane, 73**  
 Director since: 2023  
 Independent

**Mr. Sloane's prior leadership roles in the aerospace and defense industry, provide valuable insights into company operations and efficiency, as well as strategy for further developing Defense Department business.**

Mr. Sloane served as the President and Chief Executive Officer of Frequency Electronics, Inc. from May 2018 to July 2022. Prior to his appointment as President and Chief Executive Officer, Mr. Sloane served as the Chief Operating Officer of the Company since September 2017. Mr. Sloane has also served as President and Chief Executive Officer of Comtech Telecommunications Corp., a communications company for both commercial and government customers worldwide, from January 2015 until September 2016. Prior to joining Comtech, Mr. Sloane was President and Chief Executive Officer and a director of Decision Sciences International Corporation, a privately-held advanced security and detection systems company, from August 2011 through January 2015. Prior to that, he served as President and Chief Executive Officer of SRA International, an information solutions company, from April 2007 through July 2011. Prior to joining SRA, he was Executive Vice President of Lockheed Martin's Integrated Systems & Solutions from June 2004 until April 2007. He began his business career with General Electric Aerospace in 1984 and progressed through engineering, program management, and business development assignments in a variety of General Electric Aerospace and subsequently Lockheed Martin businesses. He also served as an officer in the U.S. Navy from 1976 until 1981. Mr. Sloane has previously served as a director for Frequency Electronics, Comtech Telecommunications and SRA International.

**William S. Wallace, 76**  
Director since: 2009  
Independent

**General Wallace brings to the Board a 39-year record of military service and experience.**

From 2005 to 2008, General Wallace led more than 50,000 soldiers and civilian employees at 33 Army schools. He was the architect of the Army's reorganization in continuation of military operations in Iraq and Afghanistan. He developed the organizational, technical, and warfighting requirements for the Future Combat Systems and other Army modernization efforts. Prior to this, General Wallace was Commanding General of the Army Combined Arms Center from 2003 to 2005, Ft. Leavenworth, Kansas, where he was responsible for the development of new and emerging Army and Joint doctrine, providing the intellectual foundation for military leadership in the 21st century. As Commander of the Fifth 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.

## Executive Officers

As of August 1, 2023, the executive officers of the Company were John S. Mengucci, President and Chief Executive Officer, and the following six persons indicated in the table below. Biographical information for Mr. Mengucci is provided above under “2023 Nominees for Director” on page 9 of this proxy statement. The prior employers for each of our executive officers, except for Mr. Koegel, were aerospace, defense and security companies. Mr. Koegel’s previous experience was with a law firm.

Name and Current Position	Previous Experience
<b>Jeffrey D. MacLauchlan, 64</b> <i>Executive Vice President, Chief Financial Officer and Treasurer (November 2022 – Present)</i>	Senior Vice President, Finance, CACI International Inc May 2022 – November 2022; Senior Vice President, Rockwell Collins, April 2014 – December 2018; Lockheed Martin Corporation 1982 – 2014.
<b>Gregory R. Bradford, 74</b> <i>Chief Executive, CACI Limited, and President, U.K. Operations (2000 – Present)</i>	Managing Director, CACI Limited, 1985-2000; President, U.K. Operations, since 1994; Executive Vice President, 1987 – 1994; Senior Vice President, 1986 – 1987; Vice President, 1983 – 1986.
<b>Meisha Lutsey, 50</b> <i>President, Operations Support and Services (January 2021 – Present)</i>	Senior Vice President July 2015 – January 2021, CACI International Inc.
<b>DeEtte Gray, 53</b> <i>President, Business and Information Technology Solutions (July 2019 – Present)</i>	President, U.S. Operations, CACI International Inc 2017 – 2019; President, Intelligence & Security Sector for BAE Systems, Inc., 2012 –2017; Vice President, Lockheed Martin Information Systems and Global Solutions - Defense Product Line 2007 – 2012.
<b>Todd Probert, 57</b> <i>President, National Security and Innovative Solutions (July 2020 – Present)</i>	President, Defense and Security for CAE Inc., January 2020 – June 2020; Vice President C2, Space and Intelligence for The Raytheon Company, July 2019 – January 2020; Vice President, Mission Support and Modernization for The Raytheon Company, October 2014 – July 2019.
<b>J. William Koegel, Jr., 68</b> <i>Executive Vice President, General Counsel &amp; Secretary (March 2014 – Present)</i>	Steptoe & Johnson, 1981-March 2014 (Partner, 1987-March 2014).

# CORPORATE GOVERNANCE

We are committed to strong corporate governance practices designed to maintain high standards of oversight, integrity and ethics while promoting long-term shareholder value.

## Governance Framework

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### Structure

The Board is responsible for the oversight of management on behalf of our shareholders and the Board accomplishes this function acting directly and through Board committees. The Board maintains four standing committees: Audit and Risk; Human Resources and Compensation; Corporate Governance and Nominating and Special Programs. The Board also maintains an Executive committee which meets on an ad hoc basis. This governance structure allows the Board to provide focused advice, insight and oversight in the interests of the Company and our shareholders. The Board and its committees discharge their duties at Board and committee meetings, through telephone contact and other communications with management and others regarding matters of concern and interest to the Company.

### Primary Governance Documents

Our governance structure and processes are based on our key governance documents, which include the following documents which can either be found on our website at *investor.caci.com* or are available upon written request to CACI International Inc, 12021 Sunset Hills Road, Reston, Virginia 20190, Attention: Investor Relations:

- |   |  |
|---|--|
| <ul style="list-style-type: none"><li>• Amended and Restated Certificate of Incorporation</li><li>• By-laws</li><li>• Corporate Governance Guidelines</li></ul> | <ul style="list-style-type: none"><li>• Board Committee Charters</li><li>• Standards of Ethics and Business Conduct</li><li>• Directors’ Code of Business Ethics and Conduct</li></ul> |
|---|--|

The Board reevaluates our policies and practices on an ongoing basis and all of our directors, executive officers and other employees are required to review their applicable code of conduct and certify compliance annually to ensure high standards of business conduct that facilitate the Board’s execution of its responsibilities. Additional information is provided below regarding key corporate governance and ethics policies and practices that we believe enable us to manage our business in accordance with the highest standards of business ethics and in the best interest of our shareholders.

We intend to disclose any waiver of compliance with any provision of our code of conduct covered by Item 406(b) of Regulation S-K that is granted to any principal executive officer, principal financial officer, principal accounting officer or controller, and any amendments to such code of conduct, in the “Investors” section of our website *www.caci.com* within four business days following the date of such waiver or amendment.

## Board of Directors

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### Board Leadership

The Board is responsible for determining the optimal leadership structure to provide independent oversight of senior management and evaluates the Board's leadership structure on an annual basis. In evaluating its leadership structure, the Board considers our current operating and governance environment, governance best practices and feedback from our shareholders on how the Board can provide effective oversight of senior management on behalf of our shareholders. Based on these considerations, the Board has determined that separate positions for Chairman and CEO provides an efficient and effective leadership model, fostering clear accountability, differing perspectives and effective decision making as the Chairman focuses on the Board activities while the CEO manages the day-to-day business. From time to time, the Board may also appoint a Vice Chairman in order to have a director empowered to act with the authority of the Chairman in the event the Chairman is unavailable. The chart below summarizes the roles and responsibilities of the Chairman:

<b>Chairman</b>	
<i>Independence:</i>	Independent
<i>Appointment:</i>	Appointed by Board (Annual)
<i>Presides at Meetings:</i>	Board and Shareholder Meetings
<i>Authority to Call Meetings:</i>	Board and Shareholder Meetings
<i>Schedule, Agendas and Materials:</i>	Prepares Board schedules, agendas and materials based on discussion with all directors and management
<i>Liaison:</i>	Between directors and senior management
<i>Strategic/Governance Responsibilities:</i>	Consults with senior management on strategic direction and key staffing; oversees corporate financial affairs and transactions; monitors all investor relations activities

## Committee Membership and Attendance

Directors are expected to attend regular Board meetings, committee meetings and the annual shareholder meeting, in person or, if not possible, via teleconference. All then serving directors attended the 2022 Annual Meeting of Shareholders held on October 20, 2022 and each incumbent director attended over eighty percent of the aggregate of the total number of Board meetings and meetings of the committees on which the director served in fiscal year 2023. The Board held nine meetings during fiscal year 2023. Below is a summary of the Board committee membership as of August 1, 2023 and the number of meetings for each committee during fiscal year 2023.

Name	Audit and Risk	Human Resources and Compensation	Corporate Governance and Nominating	Special Programs	Executive
Mr. Daniels (I)★		★	●	●	★
Ms. Disbrow (I)	●	●			
Ms. Gordon (I)	●		●	★	
Mr. Jews (I)(A)	★	●			●
Adm. Johnson (I)		●	★	●	●
Mr. McCarthy (I)	●		●	●	
Mr. Mengucci					●
Mr. Nolan (I)	●		●		
Ms. Plunkett (I)		●	●	●	●
Mr. Sloane (I)					
Gen. Wallace (I)	●		●		
<b>FY 2023 Meetings</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>3</b>

★Chairman    ★Chair    ● Member    I – Independent    A – Audit Committee Financial Expert

Pursuant to NYSE requirements, two executive sessions of non-management directors were held during fiscal year 2023.

## Committee Responsibilities

The specific roles and responsibilities of the Board's committees are delineated in written charters adopted by the Board for each committee and are reviewed annually by the Corporate Governance and Nominating Committee in accordance with the Corporate Governance Guidelines. As provided in their charters, each committee is authorized to engage or consult from time to time, as appropriate, at our expense, with outside independent legal counsel or other experts or advisors it deems necessary, appropriate or advisable to discharge its duties. The charters for the Audit and Risk, Human Resources and Compensation, Corporate Governance and Nominating and Executive committees are available on our website at [investor.caci.com](http://investor.caci.com) or a print copy of all the standing committee charters is available upon shareholder request. Below is a summary of the current primary responsibilities of each committee. In light of the revised committee structure, the Board is reviewing the charters for the committees listed below and drafting a charter for the Special Programs Committee to ensure the Board continues to fulfill its oversight responsibilities. The full responsibilities for each committee will be delineated in the committee charters available on our website.

### Audit and Risk

The Audit and Risk Committee (the "Audit Committee") assists the Board in fulfilling its oversight of (i) the integrity of the Company's financial statements; (ii) the effectiveness of the Company's internal control over financial reporting; (iii) the Company's compliance with applicable legal and regulatory requirements; (iv) the independence and qualifications of the Company's independent auditor; and (v) the performance of the Company's internal and independent auditors. The Audit Committee is comprised of only independent directors and fulfills its responsibilities by:

- Appointing, evaluating and overseeing the independent auditor;
- Reviewing and pre-approving audit and non-audit services and related fees for the independent auditor;
- Discussing the Company's audited financial statements and quarterly financial statements with management and the independent auditor;

- Discussing the process for assessing the effectiveness of internal control over financial reporting and reviewing issues as to the adequacy and effectiveness of the Company's internal control over financial reporting;
- Reviewing the annual internal audit plan and any significant internal audit findings;
- Reviewing and approving all related party transactions;
- Reviewing risks related to the Company's cybersecurity posture; and
- Reviewing legal and regulatory matters that may have a material impact on the Company's financial statements.

## Human Resources and Compensation

The Compensation Committee assists the Board in overseeing the Company's compensation policies and practices. The Compensation Committee is comprised of only independent directors and fulfills its responsibilities by:

- Recommending to the Board the compensation arrangements for the Company's executive officers and directors;
- Reviewing and approving the compensation, including incentive and equity-based compensation, of the chief executive officer;
- Approving grants of equity compensation to all eligible individuals in the Company's service;
- Reviewing and recommending changes in the Company's fringe benefit programs;
- Oversight of the Company's Affirmative Action and Small, Disadvantaged and Minority Subcontracting activities;
- Preparing an annual report for inclusion in the Company's proxy statement; and
- Overseeing and reporting to the Board on the Company's policies concerning compensation and employee benefits.

## Corporate Governance and Nominating

The Corporate Governance and Nominating Committee assists the Board in overseeing the Company's corporate governance practices. The Corporate Governance and Nominating Committee is comprised of only independent directors and fulfills its responsibilities by:

- Recommending to the Board the general criteria and qualifications for membership on the Board;
- Identifying and selecting individuals to be nominated for election to the Board;
- Recommending the number of directors to be elected each year (within the bounds established by the Company's By-laws);
- Developing and recommending to the Board a set of general corporate governance principles; and periodically reviewing, evaluating, and proposing revisions thereto; and
- Reviewing policies and practices of the Company and monitoring compliance in areas of corporate governance.

## Special Programs

The Special Programs Committee assists the Board in overseeing the Company's business activities that have been classified for reasons of national security by an agency of the United States Government ("Classified Programs"). The Special Programs Committee is comprised of only independent directors and fulfills its responsibilities by:

- Monitoring the Company's Classified Programs and prospective acquisitions with classified programs for strategic, financial, operational, reputational, and other risks; and
- Monitoring Company's policies, procedures, internal controls, compliance structures, and other risk management activities with respect to Classified Programs and their implementation.

## Executive

The Executive Committee assists the Board in providing the necessary input and authorization in between full Board meetings, and for identifying those items which merit consideration or action by the entire Board.

## Board and Committee Independence

In accordance with our Corporate Governance Guidelines, a majority of our Board must be independent as defined by the NYSE listing rules and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). On July 27, 2023 and August 15, 2023, the Board affirmatively determined that 10 of its 11 director nominees (90.9%) are independent. In making the determination, the Board considered the relationships described below in “Certain Relationships and Related Transactions.” The Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee are comprised entirely of independent directors.

## Annual Board Evaluations

The Board and each of its committees perform annual evaluations of their performance. The evaluation process is managed by the Corporate Governance and Nominating Committee and specifically focuses on areas for improvement. In order to ensure independence during the evaluation process, the evaluation of the Corporate Governance and Nominating Committee is conducted by the Executive Committee.

## Risk Oversight

Our Board has an active role, as a whole and at the committee level, in overseeing the management of our risks. The Board regularly reviews information regarding the results of operations and any related trends and other factors contributing to or affecting our results, long-term strategy, financial reporting systems and processes, as well as the risks associated with these aspects of the Company’s business. The Board has also approved Standards of Ethics and Business Conduct that establish standards of conduct for employees that are designed to mitigate risks associated with compliance, foster ethical conduct by our employees and protect company assets. We require all employees to receive annual training related to our Standards of Ethics and Business Conduct and related policies in order to ensure that employees are familiar with those standards of conduct and to mitigate the risks associated with employees’ failure to meet those standards.

The Board’s committees are involved in the assessment of risks relevant to their area of responsibility and the implementation of actions designed to address or mitigate those risks. The types of risks that are considered by the committees include:

<i>Audit and Risk:</i>	Risks related to our tax, accounting, financial reporting systems and processes, and legal and regulatory compliance.
<i>Human Resources and Compensation:</i>	Risks related to our compensation and benefit programs.
<i>Corporate Governance and Nominating:</i>	Risks related to our corporate governance and management.
<i>Special Programs:</i>	Risks related to our Classified Programs.



## Succession Planning

The identification and development of senior leadership is a key responsibility of the Board, and the Board is actively engaged in succession planning. Accordingly, the Board engages in discussions concerning Chief Executive Officer succession and the Chief Executive Officer briefs the Board concerning senior management succession. Chief Executive Officer succession is also discussed by the Board in an executive session outside the presence of any management directors. Management also updates the Board on key talent indicators such as recruiting and retention for the overall employee population throughout the year.

## Shareholder and Interested Party Communications with Directors

Shareholders and interested parties may communicate directly with the Board or any director or committee member, including Audit Committee members, by sending correspondence to such individual c/o CACI International Inc, 12021 Sunset Hills Road, Reston, Virginia 20190, Attn: J. William Koegel, Jr., Corporate Secretary. It is our policy to forward directly to the directors all such communications addressed to them and delivered to the Company at the above stated address.

# **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

## **Related Party Transactions**

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We review all relationships and transactions in which we and our directors and executive officers or their immediate family members are participants, as well as in which greater than 5% shareholders, nominees for director, immediate family members of greater than 5% shareholders and nominees for director, and persons (other than a tenant or employee) sharing the household of a director, executive officer, nominee for director, or greater than 5% beneficial owner are participants, to determine whether such persons have a direct or indirect material interest. The Company's legal staff is responsible for obtaining information through questionnaires and other appropriate procedures from the directors and executive officers with respect to related party transactions and then determining whether the Company or a related person has a direct or indirect material interest in the transaction. Transactions that are determined to be material to the Company or a related person are disclosed in the Company's proxy statement. In addition, the Audit Committee is charged with reviewing and approving or ratifying any related party transaction. The Audit Committee considers, among other matters, the nature, timing and duration of the transaction, the relationships of the parties to the transaction, whether the transaction is in the ordinary course of the Company's business, the dollar value of the transaction, and whether the transaction is in the interest of the Company.

Upon review by the Audit Committee, no transactions concerning our directors, executive officers or greater than 5% shareholders or immediate family members of these persons require disclosure under Item 404(a).

## **Compensation Committee Interlocks and Insider Participation**

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During fiscal year 2023, the members of the Compensation Committee had no relationships with the Company other than their relationships as directors, their entitlement to the receipt of standard compensation as directors and members of certain committees of the Board, and their relationships to the Company as shareholders. During fiscal year 2023, no person serving on the Compensation Committee or on the Board was an executive officer of another entity for which any of our executive officers served on the compensation committee.

# SECURITIES OWNERSHIP

## Principal Shareholders

The following table provides the latest available information as of August 25, 2023 with respect to beneficial ownership of the Company's common stock held by each person known by the Company to be the beneficial owner of more than 5% of the outstanding common stock.

Beneficial Owner	Amount of Beneficial Ownership of Common Stock	Percent of Common Stock <sup>(1)</sup>
<b>The Vanguard Group, Inc.<sup>(2)</sup></b>	2,356,435	10.4%
<b>Blackrock, Inc.<sup>(3)</sup></b>	2,137,716	9.4%
<b>Morgan Stanley<sup>(4)</sup></b>	1,405,761	6.2%
<b>FMR LLC<sup>(5)</sup></b>	1,303,829	5.8%

(1) Based on 22,656,542 shares of common stock outstanding as of August 25, 2023, the record date.

(2) The number of shares beneficially held by The Vanguard Group, Inc. (Vanguard) is based solely on information in a Schedule 13G/A filed with the SEC by Vanguard on February 10, 2023 on behalf of itself and certain entities under its control. The report states that Vanguard has sole dispositive power over 2,324,857 shares, shared dispositive power over 30,578 shares, sole voting power over no shares and shared voting power over 10,761 shares. The address of The Vanguard Group, Inc. is 100 Vanguard Blvd., Malvern, PA 19355.

(3) The number of shares beneficially held by BlackRock, Inc. (BlackRock) is based solely on information in a Schedule 13G/A filed with the SEC by BlackRock on January 25, 2023 on behalf of itself and certain entities under its control. The report states that BlackRock has sole voting power over 2,060,898 shares and sole dispositive power over all shares. The address of Blackrock, Inc. is 55 East 52nd Street, New York, NY 10055.

(4) The number of shares beneficially held by Morgan Stanley is based solely on information in a Schedule 13G/A filed with the SEC by Morgan Stanley on February 8, 2023 on behalf of itself and certain entities under its control. The report states that Morgan Stanley has shared voting power over 1,362,717 shares and shared power to dispose of 1,399,680 shares and sole voting power and dispositive power over no shares. The address of Morgan Stanley is 1585 Broadway, New York, NY 10036.

(5) The number of shares beneficially held by FMR LLC is based solely on a Schedule 13G/A filed by FMR LLC on February 9, 2023, and reflects the securities beneficially owned by FMR LLC, certain of its subsidiaries and affiliates and other companies. The report states that FMR LLC has sole power to dispose of all such shares and the sole power to vote 1,302,622 shares. The address of FMR LLC is 245 Summer Street, Boston, MA 02210.

## Directors and Management

The following table provides information as of August 25, 2023 with respect to beneficial ownership of the Company's common stock for each executive officer, each director, and for all current executive officers and directors of the Company as a group.

Beneficial Owner	Amount of Beneficial Ownership of Common Stock <sup>(1)</sup>	Percent of Common Stock <sup>(2)(3)</sup>
John S. Mengucci	111,441 <sup>(4)</sup>	*
Jeffrey D. MacLauchlan	1,138 <sup>(5)</sup>	*
DeEte Gray	27,447 <sup>(6)</sup>	*
Meisha Lutsey	6,668 <sup>(7)</sup>	*
Todd Probert	5,226 <sup>(8)</sup>	*
Gregory R. Bradford	46,508 <sup>(9)</sup>	*
J. William Koegel, Jr.	25,243 <sup>(10)</sup>	*
Michael A. Daniels	10,689	*
Lisa S. Disbrow	1,075	*
Susan M. Gordon	1,878	*
William L. Jews	8,561	*
Gregory G. Johnson	6,289	*
Ryan D. McCarthy	1,210	*
Philip O. Nolan	1,210	*
Debora A. Plunkett	1,835	*
Stanton D. Sloane	—	*
William S. Wallace	4,818	*
All Current Executive Officers and Directors as a Group (17 in number)	269,257	1.2%

(1) All Restricted Stock Units (RSUs) vesting as of August 25, 2023 or within 60 days after that date are treated as shares of common stock that are beneficially owned.

(2) Based on 22,656,542 shares of common stock outstanding as of the August 25, 2023 record date.

(3) The asterisk (\*) denotes that the individual holds less than one percent of our outstanding common stock. This stock is included in the total percentage of outstanding common stock held by the Executive Officers and Directors as a Group shown above.

(4) Includes 25,606 restricted stock shares obtainable upon vesting of RSUs within 60 days after August 25, 2023.

(5) Includes 287 restricted stock shares obtainable upon vesting of RSUs within 60 days after August 25, 2023.

(6) Includes 7,036 restricted stock shares obtainable upon vesting of RSUs within 60 days after August 25, 2023.

(7) Includes 1,262 restricted stock shares obtainable upon vesting of RSUs within 60 days after August 25, 2023.

(8) Includes 3,309 restricted stock shares obtainable upon vesting of RSUs within 60 days after August 25, 2023.

(9) Includes 2,594 restricted stock shares obtainable upon vesting of RSUs within 60 days after August 25, 2023.

(10) Includes 3,608 restricted stock shares obtainable upon vesting of RSUs within 60 days after August 25, 2023.

## DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Exchange Act requires the Company's officers and directors and persons who own more than ten percent of a registered class of the Company's equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC"). Such officers, directors, and shareholders are required by SEC regulations to furnish the Company with copies of all such reports that they file.

Based solely on a review of copies of reports filed with the SEC and of written representations by certain officers and directors, all persons subject to the reporting requirements of Section 16(a) filed the required reports on a timely basis during the fiscal year ended June 30, 2023 except for a late filing for a single transaction for Mr. Wallace, Ms. Disbrow and Ms. Gordon due to an administrative error.

# EXECUTIVE COMPENSATION

## Compensation Discussion and Analysis

This Compensation Discussion and Analysis provides the principles, objectives, structure, analyses and determinations of the Compensation Committee with respect to the fiscal year 2023 compensation of the following named executive officers (NEOs):

**John S. Mengucci, President and Chief Executive Officer**

**Jeffrey D. MacLauchlan, Executive Vice President, Chief Financial Officer and Treasurer**

**DeEtte Gray, President, Business and Information Technology Solutions (BITS)**

**Todd Probert, President, National Security and Innovative Solutions (NSIS)**

**J. William Koegel, Jr., Executive Vice President, General Counsel and Secretary**

**Thomas A. Mutryn, Former Executive Vice President, Chief Financial Officer and Treasurer<sup>1</sup>**

The principles, objectives and structure of our fiscal year 2023 executive compensation were established in April 2022, when our Compensation Committee traditionally makes executive compensation decisions. The Compensation Committee's fiscal year 2023 compensation decisions reflect the Company's performance as well as our executives' individual performance in the prior fiscal year.

## Executive Summary

### Who We Are

For more than 60 years, we have delivered innovation, expertise, technology, and excellence in support of our customers' vital national missions to defeat global terrorism, secure the homeland, and improve government services. Through our long-standing customer relations across the federal marketplace, we have become a trusted provider of high-value innovations for our nation's highest priorities.

We provide expertise and technology to our defense, intelligence, and civilian customers in the following market areas: Digital Solutions; Command, Control, Communications, Computers, Intelligence, Surveillance, and Reconnaissance (C4ISR), Cyber, & Space; Engineering Services; Enterprise Information Technology (IT); and Mission Support. Our innovations in all of these markets deliver the quality and efficiency customers require to advance their capabilities and complete their missions. Our international operations provide a diverse mix of IT services and proprietary data and software products, serving commercial and government customers throughout the U.K., continental Europe and around the world.

#### Our Mission

**CACI is ever vigilant in helping our customers meet their greatest challenges in national security and government modernization.**

**Our distinctive expertise and technology deliver innovation and excellence.**

**We are a company of good character, and our dynamic team of professionals is committed to doing the right thing by performing with ethics and integrity.**

**We take pride in our achievements and create value for employees, customers, and shareholders.**

<sup>1</sup> Thomas A. Mutryn resigned as Executive Vice President, Chief Financial Officer and Treasurer effective November 1, 2022.

### CACI At-A-Glance

- ~\$6.7 billion annual revenue
- Veterans, active National Guardsmen and Reservists, and military spouses represent 37% of our workforce
- Approximately 23,000 employees, 75% with security clearances
- Character-based culture of ethics, integrity, and operational excellence
- A Fortune World's Most Admired Company – 7th in IT Services Worldwide

## Growth Strategy

### *Win Business*

- Grow organically
- Pursue business that solves enduring and well-funded national security and modernization requirements

### *Drive Operational Excellence*

- Deliver continued long-term EBITDA margin expansion
- Provide customers high quality
- Maintain a cost-efficient business

### *Deploy Capital in a Flexible and Opportunistic Manner for Long-Term Shareholder Value*

- Continued investment ahead of customer need driven by strategic positioning and strong business case returns
- Strategic M&A to add new capabilities and customers, driving higher-value revenue
- Manage capital structure to optimize shareholder returns, balancing leverage levels with share repurchases based on market dynamics

## Financial Performance Summary

### *Fiscal Year 2023 Performance*

Below are charts outlining our performance over the relevant periods for the performance metrics used by the Compensation Committee in determining our NEOs' compensation. The performance depicted in the charts had a substantial impact on our NEOs' earned compensation over the course of this period. For fiscal year 2023, this resulted in an average achievement of 119% of the targeted annual incentive plan value, and the three-year growth of the Company's stock price through August 15, 2023 resulted in achievement of 116% of the performance-based equity awards granted to the NEOs in fiscal year 2021. For fiscal year 2023, EBITDA represents GAAP net income plus net interest expense, income taxes, depreciation and amortization expense (including depreciation within direct costs).





## 2022 Say on Pay Vote

### DECISION SUPPORT

As the Compensation Committee made its fiscal year 2023 compensation decisions, it considered that 96% of the votes cast on the Company's fiscal year 2022 executive compensation program (the "Say on Pay" proposal) were voted in favor of the "Say on Pay" proposal at the Company's 2022 Annual Meeting. This continued the strong support as shown in 2021's and 2020's 97% and 97% approval rates, respectively. The Company also actively engages with our shareholders to understand our shareholders' views towards the program and reviews comments from shareholder advisory services.

## Pay for Performance Philosophy

The Compensation Committee believes our executive compensation program should incent and reward behaviors that build a foundation for our long-term performance and success while also supporting the achievement of annual objectives. Our performance assessment framework and executive compensation program are designed to reward such performance by linking our executives' compensation to the achievement of both long- and short-term goals. For example, the annual incentives paid to each of our NEOs vary with performance, including our annual financial results.

***Executive Compensation Program Design***

The substantial majority of our NEOs' compensation is directly tied to our performance with short-term and long-term incentives comprising an average of approximately 79% of our NEOs' target total direct compensation ("TDC"). The following is a list of the principal components of our executive compensation program in fiscal year 2023:

<b>Character</b>	<b>Component</b>	<b>Description</b>
<b>Fixed</b>	<b>Base Salary</b>	Annual fixed portion of NEOs' TDC designed to attract and retain experienced executives, comprising only approximately an average of 21% of our executives' target TDC in fiscal year 2023.
<b>At Risk</b>	<b>Short-Term Incentives</b>	Cash bonus plan that rewards NEOs for achieving annual performance objectives based on Revenue and EBITDA, calculated as described below.
	<b>Long-Term Incentives</b>	Performance Restricted Stock Units ("PRSUs") earned based on achievement of three-year EBITDA growth objectives.  Restricted Stock Units ("RSUs") earned over three years based on continued commitment to CACI.

***Performance Assessment***

<b>Compensation Committee</b>	The Compensation Committee uses a comprehensive process to assess performance on an ongoing basis, which includes frequent dialogue with management about financial performance relative to our goals and competitors, and assessment of corporate and individual executive accomplishments.
<b>Independent Consultant</b>	The Compensation Committee also asks its independent compensation consultant to assess our pay-for-performance alignment, which includes an analysis of our NEOs' realizable pay relative to our peer group and an analysis of operational and shareholder returns relative to our peer group.



### Historical Pay for Performance Results

Our pay for performance philosophy is reflected in the compensation that has been earned by our NEOs over the past three years. The chart below summarizes our corporate performance against the Compensation Committee performance metrics and the impact our performance had on our NEOs' compensation.

Year	Bonus Plan Performance	Average Annual Bonus Payout	% of PRSUs Earned in 3-Yr Performance Period Ending During Fiscal Year <sup>(1)</sup>
2023	CACI Revenue > Target EBITDA > Target	119%	134%
2022	CACI Revenue < Target EBITDA < Target	87%	116%
2021	CACI Net Income > Target CACI Revenue < Target CACI EPS > Target	224%	124%

(1) Earned PRSUs vest 50% per year on the third and fourth anniversaries of the grant date. Fiscal year 2023 performance is based on estimates as of August 14, 2023

### Executive Compensation Practices

We also maintain certain executive compensation practices designed to strengthen the connection between our executives' interests and the interests of our shareholders. The following is a summary of the compensation practices that we do and do not employ to advance our shareholders' long-term interests.

What We Do	What We Don't Do
✓ More than 75% of NEO Compensation "At-Risk"	✗ No Excessive Perquisites
✓ Performance Vesting Based on Company Growth	✗ No Repricings
✓ Rigorous Stock Ownership Guidelines	✗ No Tax Gross-ups
✓ Clawback Policy	✗ No Automatic Single Trigger Equity Vesting on Change of Control

## Compensation Governance and Process

### Compensation Governance

The Compensation Committee, composed solely of independent directors, is responsible for our executive officer compensation decisions. The Compensation Committee works very closely with Mercer, as its independent compensation consultant, and management to examine pay and performance matters during the year. The Compensation Committee has both a strategic and administrative role in managing the compensation structure of the Company, with an emphasis on

compensation of top management. Strategically, the Compensation Committee considers how the achievement of the overall goals and objectives of the Company can be aided through adoption of an appropriate compensation philosophy and effective program elements. Administratively, the Compensation Committee reviews compensation paid, salary progressions, incentive compensation allocations, benefits and perquisites provided to all employees, and equity awards granted under all shareholder-approved plans.

## Compensation Process

The Compensation Committee acted in accordance with the following process in determining our NEOs compensation for fiscal year 2023.

Fourth Quarter FY2022	<ul style="list-style-type: none"> <li>Developed the design of the fiscal year 2023 compensation program.</li> <li>Approved the performance metrics and goals for the fiscal year 2023 cash incentive plan.</li> <li>Set target total direct compensation for the NEOs for fiscal year 2023.</li> </ul>
First Quarter FY2023	<ul style="list-style-type: none"> <li>Reviewed and approved the metrics and goals for the PRSUs.</li> </ul>
Fiscal Year 2023	<ul style="list-style-type: none"> <li>Certified PRSU performance for completed measurement periods.</li> <li>Reviewed the Company's performance and assessed progress toward objectives.</li> <li>Assessed progress toward NEO objectives.</li> <li>Discussed potential program changes considering feedback from shareholders, regulatory guidance, and external trends.</li> </ul>
First Quarter FY2024	<ul style="list-style-type: none"> <li>Evaluate and discuss NEO performance</li> <li>Determine payouts for the NEOs based on achievement of the performance metrics for the annual incentive plan and PRSUs.</li> </ul>

## Compensation Factors

The Compensation Committee determined fiscal year 2023 TDC targets for the CEO and each of the other NEOs employed at the time based on the following process:

- **Leadership Evaluation:** The Compensation Committee used a performance assessment framework to make CEO compensation decisions. For the other NEOs, the Compensation Committee, with input from the CEO, reviewed (1) performance against the objectives set in fiscal year 2022, and (2) each NEO's Leadership Assessment based on individual performance with regard to key leadership attributes.
- **Risk-Balancing and Performance:** In evaluating the performance of the NEOs, the Compensation Committee sought to understand what was accomplished relative to established objectives, how it was accomplished, the quality of financial results and the Company's strategic positioning for future competitive advantage.
- **Market Practices:** The Compensation Committee evaluated each NEO's relative compensation and changes in responsibilities and considered current pay practices for comparable positions at peer companies.
- **Independent Consultant Input:** The Compensation Committee received input from its independent compensation consultant.
- **Other Factors:** For the NEOs other than the CEO, the Compensation Committee also considered the CEO's recommendations, succession planning and retention. Finally, before making pay decisions, the Compensation Committee reviewed the pay mix to ensure that it was competitively positioned and performance-based.

During the course of the fiscal year, the Compensation Committee reviews corporate performance each quarter and assesses progress for each goal in the cash incentive program and active long-term incentive programs from current and prior fiscal years. The Committee uses a performance assessment framework to make CEO compensation decisions. For the other NEOs, the Committee, with input from the CEO, reviews (1) business unit/staff group performance against the objectives set for the fiscal year, and (2) each NEO's Leadership Assessment based on individual performance with regard to key leadership attributes. The Committee evaluates each NEO's relative compensation and changes in responsibilities and considers current pay practices for comparable positions at peer companies. The Committee also considers the CEO's recommendations, succession planning, retention, and advice of its independent compensation consultant. Finally, before making pay decisions, the Committee reviews the pay mix to ensure that it is competitively positioned and performance-based. The Committee also discusses other information relevant to executive compensation, such as trends, regulatory updates, shareholder feedback and individual performance.

## Independent Compensation Consultant

With respect to fiscal year 2023, Mercer attended Compensation Committee meetings, met with the Compensation Committee in executive sessions, reviewed and provided recommendations on the components of the Company's executive compensation program and provided compensation advice independent of the Company's management. The compensation consultant reports directly to the Committee and performs no work for management other than providing advice on executive compensation pursuant to its engagement by the Committee. The Compensation Committee assessed the independence of Mercer pursuant to SEC rules and concluded that their work for the Compensation Committee did not raise any conflicts of interest.

## Assessing Competitive Practice

Mercer assists the Committee by reviewing comparative market data on compensation practices and programs within the Company's peer group.

During fiscal year 2023, Mercer was responsible for providing information on new laws and regulations, general industry compensation practices, recommendations for director compensation and compensation for management positions under the Committee's purview, and for performing independent assessments of management recommendations brought before the Committee.

For fiscal year 2023, peer comparisons were performed against 15 publicly-traded companies which were selected based on similarities to CACI in size and/or industry as well as operational similarities. The selected companies were as follows:

Booz Allen Hamilton Holding Corporation	Bread Financial Holdings, Inc.	Broadridge Financial Solutions, Inc.	Cognizant Technology Solutions Corporation
Fidelity National Information Services, Inc.	Fiserv, Inc.	Jacobs Solutions, Inc.	KBR, Inc.
L3Harris Corporation	Leidos Holdings, Inc.	MAXIMUS, Inc.	Parsons Corporation
Science Applications International Corporation	Tetra Tech, Inc.	Unisys Corporation	

The companies used for peer comparisons are reviewed annually and adjusted as necessary due to changes at the selected company (e.g., acquisitions, bankruptcies, etc.) or changes in the comparability of the selected company to CACI.

General industry market information for NEO and other senior executive compensation was also provided for the Compensation Committee by Willis Towers Watson, which did not provide advice or analysis regarding the data provided.

## Determining Executive Compensation

### Executive Compensation Objectives

Our NEO compensation programs are designed to attract, retain and reward the management talent that we need to maintain and strengthen our position in the industry and to achieve our business objectives.

#### OUR COMPENSATION PRINCIPLES

Our compensation programs for NEOs are guided by three basic principles:

**Link compensation to performance.** We believe that compensation levels should reflect performance - both the performance of CACI and the performance of the recipient.

**Maintain competitive compensation levels.** We strive to offer programs and levels of compensation that are competitive with those offered by the Company's peer group to attract, retain and reward our NEOs. The Committee evaluates TDC for each Executive Officer relative to the median of the Company's peer group.

**Align management's interests with those of shareholders.** We seek to implement programs that will align management's interests with those of shareholders and increase long-term shareholder value by granting long-term equity incentive awards each year.

### Principal Elements of Compensation

	Component	Average Percentage of FY23 TDC <sup>(1)</sup>	Role
Fixed	Base Salary	21%	<ul style="list-style-type: none"> <li>To provide a stable, reliable monthly income</li> <li>Set at levels that should generally comprise a low percentage of total target compensation</li> </ul>
	Benefit Plans	N/A	<ul style="list-style-type: none"> <li>To provide opportunity for deferring income taxes on a portion of annual income</li> </ul>
At Risk	Annual Incentive Compensation	23%	<ul style="list-style-type: none"> <li>To reward the achievement of annual financial goals</li> <li>Links compensation to short-term performance since award amounts are determined for the fiscal year based on actual results</li> <li>Time horizon: 1 year</li> </ul>
	Long-Term Equity Incentives	56%	<ul style="list-style-type: none"> <li>Aligns executive interests with those of shareholders as potential value of awards increases or decreases with earnings (PRSUs)</li> <li>Retains executive officers through multi-year vesting (PRSUs and RSUs)</li> <li>Time horizon: 3 years (PRSUs and RSUs)</li> </ul>

<sup>(1)</sup> Percentages are based on the target amounts for the individual components described in the "Fiscal year 2023 Base Salaries," "Fiscal year 2023 Annual Incentives," and "Fiscal year 2023 Long-Term Incentives" sections below.

## **Fiscal Year 2023 Executive Compensation Strategy**

In fiscal year 2022, the Compensation Committee conducted a thorough review of the Company's executive compensation philosophy and strategy. The key objectives of the Compensation Committee's review were to:

- Drive attraction and retention of top talent in a more intense competitive landscape in our industry;
- Increase focus on our growth and position in the technology sector with an expectation of margin expansion;
- Respond to shareholder feedback regarding the structure of our long-term incentive program;
- Forge a stronger linkage between executive pay programs and our long-term strategic objectives; and
- Align management on a consistent market competitive framework for executive compensation.

### ***Fiscal Year 2023 Annual Bonus Program***

For fiscal year 2023, the Compensation Committee determined that all cash incentives for executives will be based on annual performance, establishing performance targets and payout ranges for each metric based on the current business environment, review of the competitive market, historical performance against targets and the Company's desire for growth.

The Compensation Committee also determined that total bonus payouts for cash incentives will be subject to an upward or downward discretionary adjustment by the Compensation Committee based on its evaluation of each executive's attainment of financial and non-financial performance objectives. All cash incentives for executive officers will be capped at 250% of their target cash incentive.

### ***Fiscal Year 2023 Long-Term Incentives***

The Committee granted fiscal year 2023 long-term incentive awards to executive officers in October 2022. To align executive incentives with long-term shareholder value creation and the Company's strategic growth objectives, the Committee granted two types of long-term incentives to executive officers in fiscal year 2023:

- Restricted Stock Units which reinforce attraction, retention and long-term shareholder value creation; and
- Performance Restricted Stock Units which reinforce attraction, retention, long-term shareholder value creation and specifically focus on achieving strategic objectives. The vesting of the Performance Restricted Stock Units is based on the degree of attainment of three-year earnings growth objectives.

## Fiscal Year 2023 Base Salaries

In late fiscal year 2022, the Compensation Committee reviewed and approved our NEOs' base salaries for fiscal year 2023, taking into consideration the median of base salaries for comparable executives among our peer group, individual performance in fiscal year 2022 and the Company's overall annual fiscal year 2023 merit increase guidance applicable to all employees. The adjustments approved by the Compensation Committee became effective on August 1, 2022 for all NEOs.

Name	FY2022 Base Salary (\$)	FY2023 Base Salary (\$)	Percentage Change
John S. Mengucci	1,000,000	1,050,000	5.0%
Jeffrey D. MacLauchlan <sup>(1)</sup>	—	650,000	—
DeEtte Gray	640,000	659,200	3.0%
Todd Probert	550,000	561,000	2.0%
J. William Koegel, Jr.	531,000	541,584	2.0%

<sup>(1)</sup> Mr. MacLauchlan was appointed Executive Vice President, Chief Financial Officer and Treasurer effective November 1, 2022.

Salary adjustments reflected the Compensation Committee's strategy to provide competitive increases of base salary consistent with overall movement of executive base salaries in our peer group.

## Fiscal Year 2023 Annual Incentives

### Target Annual Incentives

Our cash incentive program is designed to motivate our executive officers to achieve pre-established annual performance objectives. In establishing target cash incentives for fiscal year 2023, the Compensation Committee reviewed our NEOs' target total cash compensation, relative to the median of our peers and made certain adjustments to more closely align our NEOs' total target cash compensation to the Company's peer group. The table below shows the fiscal year 2023 NEO target cash incentive levels that were approved by the Compensation Committee in late fiscal year 2022:

Name	FY2022 Target Annual Incentive (\$)	FY2023 Target Annual Incentive (\$)	FY2023 Percentage of Base Salary	Percentage Change
John S. Mengucci	1,500,000	1,575,000	150%	5.0%
Jeffrey D. MacLauchlan <sup>(1)</sup>	—	544,692	100%	—
DeEtte Gray	800,000	824,000	125%	3.0%
Todd Probert	550,000	561,000	100%	2.0%
J. William Koegel, Jr.	478,000	487,426	90%	2.0%

<sup>(1)</sup> Mr. MacLauchlan was appointed Executive Vice President, Chief Financial Officer and Treasurer effective November 1, 2022. FY23 Target Annual Incentive is prorated to reflect prior role as SVP, Finance.

The target cash incentive change for Mr. Mengucci and other NEOs reflected the Compensation Committee's strategy to provide competitive increases of cash incentives consistent with overall movement of executive cash incentives in our peer group, and to more closely align target incentive levels within the company.

### Design

The fiscal year 2023 cash incentive plan was based on full year performance for the Named Executive Officers. At the beginning of fiscal year 2023, the Compensation Committee established the performance metrics applicable to the annual cash incentive program. The performance metrics were selected to incent the Company's growth and support the interests of the Company's shareholders and were applied to each executive based on their responsibilities:

Performance Metric	Purpose
CACI EBITDA	Indicator of performance that is controlled by the Company and used as the primary incentive metric to ensure our executives' focus on overall profitability.
CACI Revenue	Measure of the Company's growth which requires the maintenance and expansion of current business and the capture of new business. To incent organic growth, the Committee evaluates whether to include acquired revenue in the measurement of this metric after the completion of each acquisition.

In addition, the Compensation Committee approved metrics for the Company's business sectors, which were applicable to Ms. Gray and Mr. Probert, among others:

Performance Metric	Purpose
Sector EBITDA	Primary indicator of the performance of the sector and is used as the primary incentive metric to ensure our sector executives' focus on overall profitability.
Sector Revenue	Primary measure of the sector's growth, which requires the maintenance and expansion of current business and the capture of new business.

The following is a summary of the performance metrics applicable to each NEO for the annual and quarterly components of the annual incentive program.

	Metrics	Annual
		Weight
Mr. Mengucci, Mr. MacLauchlan and Mr. Koegel	CACI EBITDA	50%
	CACI Revenue	50%
Ms. Gray and Mr. Probert	CACI EBITDA	20%
	CACI Revenue	20%
	Sector EBITDA	30%
	Sector Revenue	30%

After determining the appropriate performance metrics and weights applicable to the cash incentive program, the Compensation Committee established the target performance levels for the Company performance metric at the beginning of the fiscal year. The performance targets for each metric were established based on the Company's five-year strategic plan, then current business environment, review of the competitive market, historical performance against targets and the Company's desire for growth. The performance metrics, targets and results used to evaluate fiscal year 2023 performance included all acquisitions which occurred in fiscal year 2022. There were no significant acquisitions in fiscal year 2023. The President and Chief Executive Officer was responsible for establishing performance metrics for non-Executive Officers which flow from the Company metrics established by the Committee.

Once performance targets were established for each Company performance metric, the Compensation Committee determined appropriate lower, or "Cut," threshold levels for each metric and upper, or "Stretch," threshold levels. For performance below Cut levels, no bonus was awarded. For performance between Cut and Target levels, and between

Target and Stretch levels, bonus payouts were prorated on a straight-line basis. No additional incentives are awarded for performance above Stretch levels. Total payment for the cash incentive program is capped at 250% of the target payout for each NEO.

The ranges between Cut, Target and Stretch thresholds were based upon multiple factors assessed by the Compensation Committee, including historical ranges and historical performance against Cut, Target and Stretch thresholds. For fiscal year 2023, the Committee set the Cut thresholds at 90% of Target and Stretch thresholds at 110% of Target.

In addition, the Committee established an Individual Modifier, where bonus can be adjusted up or down 25% based on assessment of financial and/or non-financial performance (e.g., ESG, strategic milestones, employee engagement, or other factors which aren't immediately reflected in financial results).

### ***Fiscal Year 2023 Performance***

Performance relative to each metric used in calculating our NEOs' annual incentive payout is delineated below for fiscal year 2023.

<b>Annual Metrics</b>	<b>Target</b>	<b>Actual</b>	<b>Result</b>
<b>CACI Revenue (\$M)</b>	6,575	6,703	Between Target and Stretch
<b>CACI EBITDA (\$M)</b>	703.4	716.0	Between Target and Stretch
<b>BITS Sector Revenue (\$M)</b>	2,801	2,824	Between Target and Stretch
<b>BITS Sector EBITDA (\$M)</b>	527.3	516.4	Between Cut and Target
<b>NSIS Sector Revenue (\$M)</b>	2,447	2,487	Between Target and Stretch
<b>NSIS Sector EBITDA (\$M)</b>	467.3	465.4	Between Cut and Target

In consideration of the performance outlined above, the table below provides a summary of the cash incentives actually earned by our NEOs.

<b>Name</b>	<b>FY2023 Total Target Annual Incentive (\$)</b>	<b>FY2023 Total Earned Annual Incentive<sup>(1)</sup> (\$)</b>	<b>Payout as a Percentage of Target</b>
John S. Mengucci	1,575,000	1,874,250	119.0%
Jeffrey D. MacLauchlan	544,692	648,183	119.0%
DeEtte Gray	824,000	882,916	107.3%
Todd Probert	561,000	628,881	112.1%
J. William Koegel, Jr.	487,426	580,037	119.0%

*(1) The annual incentives earned in FY2023 did not include any amounts attributable to an Individual Modifier.*



## Fiscal Year 2023 Long-Term Incentives

The Compensation Committee used market data provided by its compensation consultant to set the target value of equity for the NEOs. Based on this review, the Compensation Committee made certain adjustments to align our NEOs with the peer group.

Name	2022 Target Equity Value (\$)	2023 Target Equity Value (\$)	Percentage Change
John S. Mengucci	5,500,000	6,700,000	21.8%
Jeffrey D. MacLauchlan	—	2,000,000	—
DeEte Gray	1,300,000	1,400,000	7.7%
Todd Probert	1,100,000	1,200,000	9.1%
J. William Koegel, Jr.	900,000	1,000,000	11.1%

All NEOs received their fiscal year 2023 target equity value 50% in the form of RSUs and 50% in the form of PRSUs. The RSUs vest ratably over three years. The PRSUs vest at the end of three years based on the attainment of a three-year target cumulative EBITDA growth objective. No shares will vest for performance below the threshold performance level (75% of the three-year target cumulative EBITDA). For performance between Cut and Target levels, and between Target and Stretch levels (125% of the three-year target cumulative EBITDA), the number of shares which shall vest will be prorated on a straight-line basis up to 200% of the target PRSUs.

## Mr. Mutryn Fiscal Year 2023 Compensation

Mr. Mutryn served as the Company's Executive Vice President, Chief Financial Officer and Treasurer until his resignation on November 1, 2022. In establishing compensation for Mr. Mutryn, the Compensation Committee considered the median total compensation for comparable executives among our peer group. For fiscal year 2023, the Compensation Committee established Mr. Mutryn's base salary at \$661,550, a 1% increase from fiscal year 2022. His target cash incentive for fiscal year 2023 was established at \$661,550, a 1% increase from fiscal year 2022. His target equity incentive for fiscal year 2023 was \$1,500,000, no increase from fiscal year 2022. No equity incentives were granted to Mr. Mutryn in fiscal year 2023. Mr. Mutryn earned total cash incentives of \$414,112 based on CACI Revenue and CACI EBITDA performance described under Fiscal Year 2023 Annual Incentives. The Committee considered Mr. Mutryn's service and contributions to the Company, and provided an additional payment upon his retirement. Such amount is included in the Summary Compensation Table. All outstanding RSUs and PRSUs granted to Mr. Mutryn vested in accordance with the Company's policies.

## Other Compensation Policies and Practices

### Benefits and Executive Perquisites

All NEOs are entitled to receive a Company-provided automobile or an allowance to obtain an automobile. All automobile benefits are fully taxable as ordinary income; no tax gross-up is provided.

All NEOs are also eligible for annual financial planning services. The value of these services is also fully taxable as ordinary income; no tax gross-up is provided.

In addition, we provide a \$25,000 discretionary benefit allowance per calendar year to the President and Chief Executive Officer. This allowance can be used for business or personal expenses. All personal benefit received from this allowance is fully taxable as ordinary income; no tax gross-up is provided.

Executives are also permitted to participate in the Company's other employee benefit plans on substantially the same terms as other employees. For example, the Company makes matching contributions to our 401(k) plan based on employee contributions, and executives receive the same benefit.

After conclusion of an independent third-party security study, the Board determined that it was appropriate to provide Mr. Mengucci with a personal security driver and vehicle for business travel and certain non-business travel. We do not consider the provision of this transportation to be compensation since the need for security arises from the nature of Mr. Mengucci's employment and the provision of such security is provided to mitigate risks to our business. Given the nature of our business, we believe security is necessary and generally provided to other executives within our industry. We report the aggregate incremental costs of these security arrangements as perquisites under the "All Other Compensation" column of the Summary Compensation Table in accordance with SEC requirements and report them as taxable compensation to Mr. Mengucci if they are not excludable from income as working condition fringe benefits under Section 132 of the Internal Revenue Code. We regularly review the nature of security threats and associated vulnerabilities with law enforcement and security specialists and will continue to adapt our security program as appropriate.

All amounts related to perquisites for NEOs are disclosed in column (i) of the Summary Compensation Table, along with details on their valuations.

## Severance and Change in Control Benefits

The Company currently maintains severance agreements with Messrs. Mengucci, MacLauchlan, and Koegel. Ms. Gray and Mr. Probert fell under the Company's general policy for executives during fiscal year 2023, which provided for six months' salary upon involuntary separation without cause. The purpose of the agreements is to provide those executives with a degree of security and to mitigate concerns that they might have regarding their continued employment prior to or following a change in control, thereby allowing the executive to focus their undivided attention to serving the interests of the Company and our shareholders. The Company believes that appropriate severance arrangements are necessary to attract and retain these key executives and are an important part of a competitive overall compensation program for the NEOs.

In the event of a change in control, severance benefits in the agreements are generally payable only upon a "double trigger," meaning that severance benefits are triggered when an eligible executive is involuntarily terminated without cause by the Company or resigns for "good reason" within one year following a change in control. This "double trigger" provision was implemented to be consistent with good market practices. We believe this program encourages retention in the face of an actual or potential change in control and aligns executive and shareholder interests. Furthermore, the program allows top executives to review corporate transactions that are in the best interests of our shareholders without concern over whether the transactions may adversely impact the executive's employment.

All equity awards granted since 2010 have provided for "double trigger" vesting acceleration in the event of a change in control, under which vesting accelerates only upon a change in control and involuntary termination without cause or resignation for good reason within one year after the change of control.

For equity awards granted prior to fiscal year 2022, executives who retire at age 62 or older vest in a prorated portion of the grants based upon their number of months of service after the grant date divided by the full vesting timeframe; the numbers of shares received are still subject to the results of the performance conditions. For equity awards granted in fiscal year 2022 and thereafter, executives who retire no earlier than one year after the grant date, on or after the date on which they have attained age 55 or older, and the sum of their age and consecutive years of service with the Company totals 65 or more, shall continue to vest as if they had remained actively employed.

Calculations for various termination scenarios are included in the "Potential Payments on Termination or Change in Control" section of this proxy statement.

## Retirement Plans

The Company offers a non-qualified deferred compensation plan to encourage employees to save for their retirement. Eligible employees, which include all NEOs, may elect to contribute up to 50% of their U.S. base salary and 100% of their U.S. bonuses and commissions to this plan on a pre-tax basis. The Company contributes 5% of all income over the compensation limit in section 401(a)(17) of the Internal Revenue Code of 1986, as amended (the “IRC”) to participants, subject to plan vesting conditions, and may make a supplemental discretionary contribution to a participant’s account in any amount it elects. No discretionary contributions were made in fiscal year 2023.

The Company entered into a supplemental executive retirement plan (“SERP”) with Mr. Mengucci that provides certain benefits to offset the forfeiture of potential benefits from his previous employment. Mr. Mengucci is the only active employee with a SERP. The SERP provides for annual, lifetime payments of \$270,000 upon the voluntary or involuntary termination of Mr. Mengucci’s employment on or after December 1, 2022, unless such termination is for cause (as defined in Mr. Mengucci’s employment agreement) which would result in the forfeiture of all benefits under the SERP. Upon his death, a surviving spouse will receive annual, lifetime payments of \$135,000. If Mr. Mengucci voluntarily terminates his employment other than for good reason prior to December 1, 2022, Mr. Mengucci will receive a pro rata portion of the payment amount based on his period of executive service beginning June 3, 2019. In the event of a Change of Control, Mr. Mengucci and a spouse will receive the full benefits payable under the SERP unless Mr. Mengucci is terminated for cause or voluntarily terminates his employment other than for good reason. The Company provides no other executive a SERP and does not currently anticipate doing so in the future.

## Management Stock Purchase Plan

The Company offers a Management Stock Purchase Plan (“MSPP”) to promote the long-term growth and profitability of the Company by providing executives with incentives to improve shareholder value and to contribute to the growth and financial success of the Company. The MSPP also helps executives to meet their mandated stock ownership requirements. The Board believes that the MSPP serves these goals, encouraging executives to convert a higher percentage of their cash compensation into Company equity.

The MSPP provides for equity ownership in the Company by senior officers by allowing the voluntary deferral of up to 100% of their annual incentive plan compensation into RSUs. All deferred shares are bought at a discount of up to 15%, as determined annually by the Compensation Committee, of fair market value. The Company may grant matching awards in an amount not to exceed 25% of the participant’s deferrals and subject to such vesting or other restrictions or conditions as the Compensation Committee determines.

The amount of the discount to fair market value and matching grant is determined by the Compensation Committee no later than December 31<sup>st</sup> of the fiscal year in which the bonus is earned. During fiscal year 2023, the Compensation Committee approved a 15% discount with no matching.

There were no MSPP purchases for NEOs in fiscal year 2023.

## Stock Ownership Requirements

The Compensation Committee maintains executive stock ownership requirements for senior officers to focus those executives on the long-term growth in value of the Company and to ensure they act as owners of the Company. The stock ownership requirements are based on a multiple of the executive’s salary as set forth below and the number of shares required to be held is determined annually based on the 90-day average stock price on July 1. The required multiple for each executive is reviewed annually by the Compensation Committee to ensure that it provides enough incentive to properly align the interests of senior management with those of our shareholders.

Until an executive meets the required number of shares, they are limited with respect to the number of shares they are allowed to sell, and are only allowed to sell one-half of the shares issued with respect to vested RSUs and PRSUs that remain after payment of taxes (standard practice is to sell a portion of shares that vest to cover the tax burden caused by the vesting); the other one-half that must be retained is used to determine the interim ownership requirement until the full number of shares is reached, with each successive vesting being added to the prior interim requirement in order to establish the new requirement.

Based on these requirements, the full number of shares required to be held by each of our NEOs, the multiple of each executive's base salary full ownership would represent, and the requirement as of July 1, 2023 provided in the table below. The Compensation Committee believes these salary multiples are robust and above comparable peer levels.

Name	Multiple of Salary
John S. Mengucci	8x
Jeffrey D. MacLauchlan	7x
DeEtte Gray	5x
Todd Probert	5x
J. William Koegel, Jr.	5x

Stockholdings are measured annually as of July 1<sup>st</sup> to determine compliance with the requirements, which are based upon the prior year's level plus one-half of all vested restricted stock and/or restricted stock units after taxes are withheld since the prior July 1<sup>st</sup>. Only fully owned shares count in the measurement; unvested restricted stock, restricted stock units and performance restricted stock units do not count, nor do any other unvested and/or unexercised instruments.

To encourage compliance, once an executive reaches full compliance, they must maintain compliance or they will be required to participate in the MSPP with 100% of the annual portion of his or her annual incentive plan compensation being applied to acquire RSUs until such time that he or she meets the required holding level.

All NEOs were in compliance with their respective stock ownership requirements as of July 1, 2023.

The Company has not adopted a formal policy regarding the ability of employees or directors to purchase financial instruments or otherwise engage in transactions that hedge or offset any decrease in the value of the Company's shares. The Company does require pre-approval of any transaction related to the Company's securities by the Company's executive officers and directors.

## Compensation Clawback Policy

We maintain a formal "clawback" policy for incentive awards that is broader in its reach than that imposed by Section 304 of the Sarbanes-Oxley Act (SOX). The policy was adopted in fiscal year 2010 and covers incentive awards to "officers" (as defined in Section 16 of the Exchange Act). Under the policy, in the event of a restatement of previously reported financial results, the Compensation Committee may require reimbursement of the incremental portion of incentive awards paid to executive officers in excess of the awards that should properly have been paid based on the restated financial results.

In June 2023, the SEC approved the NYSE's proposed clawback listing standards requiring public companies to recover certain erroneously awarded incentive-based compensation in the event of an accounting restatement. We are evaluating the approved listing standards and will adopt and implement a policy that complies with the listing standards by the applicable deadline.

## Impact of Regulatory Requirements

The Compensation Committee seeks regular updates on changes in regulations affecting compensation and how they impact executive compensation. The Compensation Committee considers applicable regulatory requirements when making compensation decisions and seeks to ensure that Company compensation plans continue to meet such requirements.

Prior to its amendment by the TCJA, which was enacted December 22, 2017, section 162(m) of the IRC ("Section 162(m)"), disallowed a tax deduction to public companies for compensation paid in excess of \$1 million to "covered employees" under Section 162(m). Prior to this amendment, there was an exception to this \$1 million limitation for performance-based compensation if certain requirements were met. The Compensation Committee has historically designed its compensation programs based on its belief that a substantial portion of the compensation payable to NEOs should be based on the achievement of performance-based targets or otherwise be designed with the intent that such compensation qualifies as deductible performance-based compensation under Section 162(m).

As in prior years, the Compensation Committee will continue to take into account the tax and accounting implications (including with respect to the lack of deductibility under the revised Section 162(m)) when making compensation decisions but reserves its right to make compensation decisions based on other factors if the Compensation Committee determines that it is in the Company's best interests to do so. Further, taking into account the elimination of the exception for performance-based compensation, the Compensation Committee may determine to make changes or amendments to the Company's existing compensation programs in order to revise aspects of our programs that were initially designed to comply with Section 162(m) but that may no longer provide the intended tax advantages.

## Risk Assessment

The Company performs an annual assessment of the Company's overall compensation risk profile. The Compensation Committee also engages Mercer to review the risk assessment of the Company's executive and non-executive compensation programs.

As a part of this risk assessment, the Company has made the following findings about CACI's compensation programs:

- the Board and the Compensation Committee exercise close oversight over the performance measures utilized by the cash incentive plans and the long-term incentive plans, which in combination serve to balance short-term and long-term performance requirements and enhance shareholder value;
- the performance objectives of the plans are linked such that achievement of annual incentive plan measures serves to enhance the performance of the Company;
- the balance of total compensation is more heavily weighted to long-term incentives, and increasing margins and stock price over the long-term provides the maximum incentive value; and
- the Company has a rigorous system of internal controls designed to prevent any individual employee from creating adverse material risk in pursuit of short- or long-term compensation. For example, the Board must approve all capital outlays of \$10 million or more, as well as all acquisitions and divestitures of \$5 million or more.

Based on these analyses, the Compensation Committee believes that the Company's compensation programs do not encourage excessive risk-taking.

## Compensation Committee Report

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The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis for the fiscal year ended June 30, 2023. Based upon such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis for the fiscal year ended June 30, 2023 be included in the Company's proxy statement on Schedule 14A filed with the Securities and Exchange Commission.

RESPECTFULLY SUBMITTED BY THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Michael A. Daniels, *Chair*  
 Lisa S. Disbrow  
 William L. Jews  
 Gregory G. Johnson  
 Debora A. Plunkett

## Executive Compensation Tables

### Summary Compensation Table

The following table summarizes the compensation of the NEOs for the fiscal years 2023, 2022 and 2021. Annual compensation includes amounts awarded to, earned by, or paid to the Company's Chief Executive Officer, Chief Financial Officer, and the three other highest paid executive officers, including amounts deferred at an executive officer's election.

Name and Principal Position	Year	Salary <sup>(1)</sup> (\$)	Bonus <sup>(2)</sup> (\$)	Stock Awards <sup>(3)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(4)</sup> (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings <sup>(5)</sup> (\$)	All Other Compensation <sup>(6)</sup> (\$)	Total (\$)
John S. Mengucci President and Chief Executive Officer	2023	1,045,833	—	6,700,105	1,874,250	640,202	264,411	10,524,801
	2022	1,000,000	—	5,500,180	1,306,500	380,561	176,076	8,363,317
	2021	995,833	—	5,744,061	3,750,000	1,043,727	552,270	12,085,890
Jeffrey D. MacLauchlan Executive Vice President, Chief Financial Officer and Treasurer	2023	583,333	—	2,450,314	648,183	—	15,767	3,697,597
DeEtte Gray President, Business and Information Technology Solutions	2023	657,600	—	1,400,065	884,152	—	135,604	3,077,421
	2022	638,342	—	4,300,245	760,880	—	165,409	5,864,876
	2021	618,675	—	1,300,126	1,736,804	—	212,037	3,867,642
Todd Probert President, National Security and Innovative Solutions	2023	560,083	—	1,200,093	628,881	—	47,125	2,436,182
	2022	545,833	—	3,100,420	425,260	—	21,315	4,092,828
J. William Koegel, Jr. Executive Vice President, General Counsel and Secretary	2023	540,699	—	1,000,121	580,037	—	118,743	2,239,600
	2022	529,676	—	1,200,205	416,223	—	119,393	2,265,497
	2021	514,489	—	600,212	711,556	—	150,880	1,977,137
Thomas A. Mutryn Executive Vice President, Chief Financial Officer and Treasurer	2023	287,931	1,083,148	—	414,112	—	135,424	1,920,615
	2022	654,083	—	1,500,049	570,505	—	139,540	2,864,177
	2021	642,417	—	1,200,174	1,562,500	—	269,221	3,674,311

(1) Amounts reported in the Salary column represent actual base salary earned in fiscal years 2023, 2022, or 2021.

(2) Amount reported in the Bonus column represents additional payment made to Mr. Mutryn upon his retirement related to his service and contributions to the company.

(3) The amounts reported in the Stock Awards column represent the aggregate grant date fair value of each performance-restricted stock unit or restricted stock unit granted during such year, as computed in accordance with ASC 718. See Note 15 of the Company's audited financial statements for the fiscal year ended June 30, 2023, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on August 10, 2023. The grant date fair value of performance-based awards in fiscal year 2021 was calculated using the Monte Carlo simulation method. The PRSUs granted are based on the following performance conditions: (a) fiscal year 2021 grants are based on the Company's performance during the year ended June 30, 2021 and the Company's stock price for the 90-day period ended October 1, 2021, 2022 and 2023 as compared to the stock price for the 90-day period ended October 1, 2020. As of the end of fiscal year 2023, the cash value of the resulting award would be 131% of the target award; if we achieve maximum performance conditions for this grant (100% increase in average stock price at grant), then the cash value of the resulting awards would be 150% of the amounts shown in the table; (b) half of the fiscal year 2022 grants are PRSUs based on the Company's earnings performance during the three-year period ending June 30, 2024, if we achieve maximum performance conditions for this grant, then two times the number of PRSUs granted will vest; (c) half of the fiscal year 2023 grants are PRSUs based on the Company's earnings performance during the three-year period ending June 30, 2025, if we achieve maximum performance conditions for this grant, then two times the number of PRSUs granted will vest.

(4) Amounts reported in the Non-Equity Incentive Plan Compensation column represent performance-based incentive compensation earned in fiscal years 2023, 2022, or 2021.

- (5) Represents the aggregate change in the actuarial present value of Mr. Mengucci's accumulated benefit under his Supplemental Executive Retirement Plan. For more information, see "Compensation Discussion and Analysis – Retirement Plans."
- (6) The table below describes the elements included in All Other Compensation for fiscal year 2023:

Name	Non-Qualified Deferred Compensation Contribution <sup>(a)</sup> (\$)	Vacation Sold Back to Company <sup>(b)</sup> (\$)	Long-Term Care Premiums <sup>(c)</sup> (\$)	401(k) Match <sup>(d)</sup> (\$)	Perquisites <sup>(e)</sup> (\$)
Mr. Mengucci	101,013	—	15,370	9,063	138,965
Mr. MacLauchlan	—	—	—	12,958	2,809
Ms. Gray	54,404	—	—	10,627	70,573
Mr. Probert	—	26,868	—	11,625	8,632
Mr. Koegel	32,309	51,876	—	4,594	29,964
Mr. Mutryn	43,209	49,546	—	558	42,111

(a) Represents the Company's contribution, net of forfeitures of 5% on compensation in excess of the limit provided in IRC section 401(a)(17), which limit may be adjusted annually.

(b) Represents cash-out of vacation accrual balance.

(c) Represents premiums paid by the Company for a long-term care insurance policy.

(d) 50% Company match of the first 8% of contributions by the executive officer under the Company's 401(k) plan (401(k) Match).

(e) For Mr. Mengucci includes personal use of a car service and personal security driver of \$86,436, perquisite allowance of \$25,000, automobile expenses of \$4,326, tax and investment services of \$15,959, and spousal airfare of \$7,244. As discussed in "Benefits and Executive Perquisites" the Company provides the CEO with certain travel security protection due to the nature of our business and security threat information. The amounts reflected in the "All Other Compensation" column include expenses for certain travel security that we treat as perquisites under relevant SEC guidance, even though the need for such expenses arises from the risks associated with their positions with the Company. For fiscal year 2023, the values shown include personal use of a vehicle and driver used for security purposes for Mr. Mengucci. The aggregate incremental cost for personal security is calculated based on actual billings for services and fees charged directly to the Company by third party firms providing security personnel; these costs are inclusive of a monthly fixed fee for all services, and, as incurred, any additional fees based on daily rates and other expenses. No security personnel under this provision are employees of the Company. To calculate the aggregate incremental cost of Mr. Mengucci's personal use of the personal security driver and vehicle, we allocated a portion of the actual cost paid to the third-party firms to personal use based on mileage driven for personal use, and actual security costs and fees incurred for any other personal usage of the security services. For any periods where data was not currently available, we based the personal usage allocation on the data currently in our possession.

For Mr. MacLauchlan includes automobile expenses of \$2,809.

For Ms. Gray includes automobile expenses of \$5,064, tax and investment services of \$57,430 and spousal airfare of \$8,079.

For Mr. Probert includes automobile expenses of \$3,482 and tax and investment services of \$5,150.

For Mr. Koegel includes automobile expenses of \$29,964.

For Mr. Mutryn includes automobile expenses of \$20,581 and tax and investment services of \$21,530.

## Grants of Plan-Based Awards for Fiscal Year 2023

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards <sup>(4)</sup> (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold <sup>(3)</sup> (#)	Target (#)	Maximum (#)		
Mr. Mengucci									
Bonus	N/A	472,500	1,575,000	3,397,500	—	—	—	—	—
PRSUs	10/1/2022	—	—	—	6,417	12,833	25,666	—	3,350,183
RSUs	10/1/2022	—	—	—	—	—	—	12,832	3,349,922
Mr. MacLauchlan									
Bonus	N/A	163,408	544,692	1,361,730	—	—	—	—	—
PRSUs	10/1/2022	—	—	—	431	862	1,724	—	225,034
RSUs	10/1/2022	—	—	—	—	—	—	862	225,034
PRSUs	11/1/2022	—	—	—	1,651	3,302	6,604	—	1,000,275
RSUs	11/1/2022	—	—	—	—	—	—	3,301	999,972
Ms. Gray									
Bonus	N/A	247,200	824,000	2,060,000	—	—	—	—	—
PRSUs	10/1/2022	—	—	—	1,341	2,682	5,364	—	700,163
RSUs	10/1/2022	—	—	—	—	—	—	2,681	699,902
Mr. Probert									
Bonus	N/A	168,300	561,000	1,402,500	—	—	—	—	—
PRSUs	10/1/2022	—	—	—	1,150	2,299	4,598	—	600,177
RSUs	10/1/2022	—	—	—	—	—	—	2,298	599,916
Mr. Koegel									
Bonus	N/A	146,228	487,426	1,218,565	—	—	—	—	—
PRSUs	10/1/2022	—	—	—	958	1,916	3,832	—	500,191
RSUs	10/1/2022	—	—	—	—	—	—	1,915	499,930
Mr. Mutryn	N/A	198,465	661,550	1,653,875	—	—	—	—	—

(1) These amounts represent potential payouts under the 2023 annual incentive plan.

(2) These amounts represent PRSU grants to NEOs in fiscal year 2023.

(3) The PRSUs require threshold performance of 75% of three-year target cumulative EBITDA, at which 50% of PRSUs vest. If 125% of three-year target cumulative EBITDA is attained, 200% of PRSUs will vest.

(4) Amounts represent the grant date fair value of the stock awards granted to the named executive officer during fiscal year 2023 determined pursuant to ASC 718.



## Outstanding Equity Awards at Fiscal Year-End

Name	Grant Date	Stock Awards			
		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested <sup>(1)</sup> (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
Mr. Mengucci	10/1/2019	8,266 <sup>(2)</sup>	2,817,383	—	—
	10/1/2020	25,219 <sup>(3)</sup>	8,595,644	—	—
	10/1/2021	10,373 <sup>(4)</sup>	3,535,533	—	—
	10/1/2021	6,916 <sup>(5)</sup>	2,357,249	—	—
	10/1/2022	—	—	12,833 <sup>(6)</sup>	4,374,000
	10/1/2022	—	—	12,832 <sup>(7)</sup>	4,373,659
Mr. MacLauchlan	5/9/2022	2,552 <sup>(8)</sup>	928,789	—	—
	10/1/2022	—	—	862 <sup>(6)</sup>	293,804
	10/1/2022	—	—	862 <sup>(7)</sup>	293,804
	11/1/2022	—	—	3,302 <sup>(9)</sup>	1,125,454
	11/1/2022	—	—	3,301 <sup>(10)</sup>	1,125,113
Ms. Gray	10/1/2019	2,725 <sup>(2)</sup>	928,789	—	—
	10/1/2020	6,833 <sup>(3)</sup>	2,328,960	—	—
	10/1/2021	2,454 <sup>(4)</sup>	835,740	—	—
	10/1/2021	1,635 <sup>(5)</sup>	557,273	—	—
	4/26/2022	10,636 <sup>(11)</sup>	3,625,174	—	—
	10/1/2022	—	—	2,682 <sup>(6)</sup>	914,133
	10/1/2022	—	—	2,681 <sup>(7)</sup>	913,792
Mr. Probert	6/29/2020	2,283 <sup>(12)</sup>	778,138	—	—
	10/1/2020	4,862 <sup>(3)</sup>	1,657,164	—	—
	10/1/2021	2,075 <sup>(4)</sup>	707,243	—	—
	10/1/2021	1,384 <sup>(5)</sup>	471,723	—	—
	11/11/2021	7,078 <sup>(13)</sup>	2,412,466	—	—
	10/1/2022	—	—	2,299 <sup>(6)</sup>	783,591
	10/1/2022	—	—	2,298 <sup>(7)</sup>	783,250
Mr. Koegel	10/1/2019	1,203 <sup>(2)</sup>	410,031	—	—
	10/1/2020	3,155 <sup>(3)</sup>	1,075,350	—	—
	10/1/2021	1,698 <sup>(4)</sup>	578,746	—	—
	10/1/2021	1,132 <sup>(5)</sup>	385,831	—	—
	4/26/2022	709 <sup>(14)</sup>	241,656	—	—
	10/1/2022	—	—	1,916 <sup>(6)</sup>	653,049
	10/1/2022	—	—	1,915 <sup>(7)</sup>	652,709
Mr. Mutryn	10/1/2021	2,829 <sup>(4)</sup>	964,236	—	—
	10/1/2021	1,886 <sup>(5)</sup>	642,824	—	—

(1) Based on the \$340.84 closing price of the Company's stock on June 30, 2023.

(2) Stock awards granted on October 1, 2019 contain performance conditions whereby the number of units vesting depended upon the Company's financial performance for the year ended June 30, 2020 and the Company's stock price for the 90-day period ended October 1, 2020, October 1, 2021, and October 1, 2022 as compared to the 90-day period ended October 1, 2019. Fifty percent of the stock award vested on October 1, 2022. The amounts in this column reflect the number of shares that will vest on October 1, 2023.

- (3) Stock awards granted on October 1, 2020 contain performance conditions whereby the number of units vesting depended upon the Company's financial performance for the year ended June 30, 2021 and the Company's stock price for the 90-day period ended October 1, 2021, October 1, 2022, and October 1, 2023 as compared to the 90-day period ended October 1, 2020. Fifty percent of the stock award will vest on October 1, 2023, and the remaining 50% will vest on October 1, 2024. The amounts in this column reflect the estimated number of shares earned through August 14, 2023.
- (4) Stock awards granted on granted October 1, 2021, that contain performance conditions whereby the number of units vesting depend upon the Company's cumulative EBITDA for the three fiscal years ending on June 30, 2024.
- (5) Stock awards granted October 1, 2021, that vest in equal increments on October 1, 2022, October 1, 2023 and October 1, 2024.
- (6) Stock awards granted on granted October 1, 2022, that contain performance conditions whereby the number of units vesting depend upon the Company's cumulative EBITDA for the three fiscal years ending on June 30, 2025.
- (7) Stock awards granted October 1, 2022, that vest in equal increments on October 1, 2023, October 1, 2024 and October 1, 2025.
- (8) Stock awards granted May 9, 2022, that vest in equal increments on May 9, 2023, May 9, 2024 and May 9, 2025.
- (9) Stock awards granted on granted November 1, 2022, that contain performance conditions whereby the number of units vesting depend upon the Company's cumulative EBITDA for the three fiscal years ending on June 30, 2025.
- (10) Stock awards granted November 1, 2022, that vest in equal increments on November 1, 2023, November 1, 2024 and November 1, 2025.
- (11) Stock awards granted on April 26, 2022, that had not vested as of June 30, 2023, vest as follows: 10,636 shares on April 26, 2026.
- (12) Stock awards granted on June 29, 2020, that had not vested as of June 30, 2023, vest as follows 2,283 shares on June 29, 2025.
- (13) Stock awards granted on November 11, 2021, that had not vested as of June 30, 2023, vest as follows: 7,078 shares on November 11, 2024.
- (14) Stock awards granted on April 26, 2022, that had not vested as of June 30, 2023, vest as follows: 354 shares on April 26, 2024 and 355 shares on April 26, 2025.

## Option Exercises and Stock Vested for Fiscal Year 2023

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting <sup>(1)</sup> (\$)
Mr. Mengucci	16,310	4,257,889
Mr. MacLauchlan	1,276	388,568
Ms. Gray	15,297	3,993,435
Mr. Probert	1,376	412,196
Mr. Koegel	3,578	948,156
Mr. Mutryn	11,819	3,268,134

(1) These amounts are equal to the closing price of our common stock on the NYSE on the applicable vesting date multiplied by the number of shares vested on that date.

## Pension Benefits

Name	Plan Name	Number of Years Credited Service <sup>(1)</sup> (#)	Present Value of Accumulated Benefit <sup>(2)</sup> (\$)	Payments During Last Fiscal Year (\$)
Mr. Mengucci	Supplemental Executive Retirement Plan	>5	3,241,795	—
Mr. MacLauchlan	N/A	N/A	N/A	N/A
Ms. Gray	N/A	N/A	N/A	N/A
Mr. Probert	N/A	N/A	N/A	N/A
Mr. Koegel	N/A	N/A	N/A	N/A
Mr. Mutryn	N/A	N/A	N/A	N/A

- (1) Mr. Mengucci is credited with more than five years of service under the plan. Mr. Mengucci's actual years of service with the Company is greater than ten years.
- (2) Mr. Mengucci's SERP provides an annual payment of \$95,000 each year until the later of his death and his spouse's death if he terminates employment for a reason other than involuntarily for cause on or after age 60. It also provides an annual payment of \$175,000 each year until Mr. Mengucci's death. If Mr. Mengucci's spouse survives him, she shall receive \$47,500 and \$87,500 respectively, per year beginning the year following his death and continuing until her death, in the event he terminates employment for a reason other than involuntarily for cause on or after age 60. In the event of a Change of Control, if Mr. Mengucci's employment is involuntarily terminated for a reason other than for cause or if he voluntarily terminates employment for good reason, Mr. Mengucci and his spouse will receive the full benefits payable under the SERP. If Mr. Mengucci is terminated involuntarily for cause, all benefits of the SERP are forfeited. No payments shall be made to any person, trust or entity under this plan after the death of Mr. Mengucci and his spouse.

## Non-Qualified Deferred Compensation for Fiscal Year 2023

Name	Executive Contributions in Last Fiscal Year <sup>(1)</sup> (\$)	Company Contributions in Last Fiscal Year <sup>(2)</sup> (\$)	Aggregate Earnings in Last Fiscal Year <sup>(3)</sup> (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last Fiscal Year End <sup>(4)</sup> (\$)
Mr. Mengucci	130,650	101,013	48,436	—	2,731,151
Mr. MacLauchlan	—	—	—	—	—
Ms. Gray	380,440	54,404	6,781	—	2,250,665
Mr. Probert	—	—	—	—	—
Mr. Koegel	131,172	32,309	14,808	—	994,729
Mr. Mutryn	59,714	43,209	148,824	—	2,667,771

- (1) Executive contributions are included in the Salary and Non-Equity Incentive Plan Compensation columns in the Summary Compensation Table.
- (2) Company contributions are included in the All Other Compensation column of the Summary Compensation Table.
- (3) There were no above-market or preferential earnings on deferred compensation in fiscal year 2023; accordingly, no portion of the amounts in the Aggregate Earnings column are reported as compensation in the Summary Compensation Table.
- (4) Certain amounts in the Aggregate Balance at Last Fiscal Year End column were previously reported in the Summary Compensation Table in the Salary, Bonus and Non-Equity Incentive Plan Compensation columns (in the case of executive contributions) or in the All Other Compensation column (in the case of Company contributions). The amounts previously reported as executive and Company contributions were as follows: (i) Mr. Mengucci, \$1,184,027 and \$1,078,138; (ii) Ms. Gray, \$916,559 and \$436,468; and (iii) Mr. Koegel, \$244,010 and \$124,307 and Mr. Mutryn \$996,033 and \$855,442.

## CEO Pay Ratio

In accordance with Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K, the ratio of the annual total compensation of our President and Chief Executive Officer (CEO) during fiscal year 2023 (Mr. Mengucci) to the annual total compensation of our median employee was computed to be 92 to 1 for fiscal year 2023, based on the methodology described below.

As of June 30, 2023, our total active employee population consisted of approximately 22,000 individuals, including our CEO. We compared the annual salary of all active employees, with the exception of Mr. Mengucci, as reflected in our human resources systems of record; as part of this process, we annualized compensation for any employees who were employed for less than the full fiscal year, but we did not annualize the compensation for employees in temporary or seasonal positions. This measure was consistently applied to all individuals in the measured employee population and yielded our "approximate median employee."

For the approximate median employee, we then calculated their annual total compensation for fiscal year 2023 using the same methodology we used for purposes of determining the annual total compensation of our CEO in the Summary Compensation Table. This yielded compensation for the approximate median employee of \$114,453.

The annual total compensation of Mr. Mengucci, as reported in the Summary Compensation Table above, was \$10,524,801. The ratio of the annual total compensation of Mr. Mengucci to the compensation for the approximate median employee was then computed, yielding the final result of 92 to 1. We believe this is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

We note that, in determining the employees from which the median employee is identified, SEC rules permit companies to use statistical sampling, reasonable estimates and other reasonable methods. As a result, the pay ratios

reported by other companies may have been calculated using methodologies, exclusions and estimates that differ from the ones we used to calculate our pay ratio. Accordingly, our pay ratio may not be directly comparable to the pay ratios of other companies.

## Pay Versus Performance

The following table provides three years of the Company's compensation and performance history prepared in accordance with Item 402(v) of Regulation S-K and does not necessarily reflect value actually realized by our executive officers or how the Compensation Committee evaluates compensation decisions in light of company or individual performance. For information on how our Human Resources and Compensation Committee aligns pay with performance when making compensation decisions, please review the Compensation Discussion and Analysis beginning on page 23.

The Summary Compensation Table on page 41 shows the salary, annual incentive, and accounting fair value of equity awards granted in the year shown (at the time the grant was made). The Compensation Actually Paid (CAP) table shows the value of the FY23 grant at year-end, plus the year-over-year change in the fair value of multiple years of historical equity grants. Because CAP includes multiple years of grants, the calculation of CAP each year is heavily impacted by the change in the stock price, and therefore, may be higher or lower than the SCT compensation values.

Fiscal Year	Summary Compensation Table Total for PEO <sup>(1)</sup> (\$)	Compensation Actually Paid to PEO <sup>(2)</sup> (\$)	Average Summary Compensation Table Total for Non-PEO NEOs <sup>(3)</sup> (\$)	Average Compensation Actually Paid to Non-PEO NEOs <sup>(2)</sup> (\$)	Value of Initial Fixed \$100 Investment Based on:		Net Income (\$M)	Revenue <sup>(5)</sup> (\$M)
					Total Shareholder Return (\$)	Peer Group Total Shareholder Return <sup>(4)</sup> (\$)		
2023	10,524,801	15,532,126	2,674,283	4,222,816	157.16	124.23	384.7	6,702.5
2022	8,363,317	10,873,550	3,771,845	4,233,452	129.92	120.45	366.8	6,202.9
2021	12,085,890	14,891,639	3,279,918	3,879,914	117.63	133.19	457.4	6,044.1

(1) Mr. Mengucci is included as the Principal Executive Officer (PEO), CEO, for fiscal years 2023, 2022 and 2021.

(2) The dollar amounts reported in the "Compensation Actually Paid to PEO" and "Compensation Actually Paid to Non-PEO NEOs" reflect "Total Compensation" as set forth in the Summary Compensation Table for each year, adjusted as follows, and with calculations shown in the tables below. Equity values are determined in accordance with FASB ASC Topic 718. The fair values for outstanding and unvested equity awards made in fiscal years 2019, 2020, and 2021 were estimated using Monte Carlo simulation model factors as disclosed in the company's Form 10-K for each fiscal year:

- minus the Annual Stock Award
- minus the Change in Pension Value
- plus the Pension Service Cost
- plus Equity Value, which is calculated as:
  - a. the fair value of outstanding and unvested equity awards at the end of each fiscal year
  - b. plus/(less) the change in fair value as of fiscal year-end for unvested awards
  - c. plus the fair value as of vesting for awards granted and vested during the year
  - d. plus/(less) the annual change in value as of vesting for prior year's awards
  - e. less prior year-end fair value for any equity awards forfeited during the year.

Fiscal Year	Summary Compensation Table Total (\$)	Annual Stock Award (\$)	Change in Pension Value (\$)	Pension Service Cost (\$)	Equity Value (\$)	Compensation Actually Paid (\$)
<b>PEO</b>						
2023	10,524,801	(6,700,105)	(640,202)	440,406	11,907,226	15,532,126
2022	8,363,317	(5,500,180)	(380,561)	1,093,724	7,297,250	10,873,550
2021	12,085,890	(5,744,061)	(1,043,727)	1,112,533	8,481,004	14,891,639
<b>Average of Non-PEO NEOs</b>						
2023	2,674,283	(1,512,648)	—	—	2,659,124	4,222,816
2022	3,771,845	(2,525,230)	—	—	2,986,838	4,233,452
2021	3,279,918	(1,216,116)	—	—	1,816,112	3,879,914

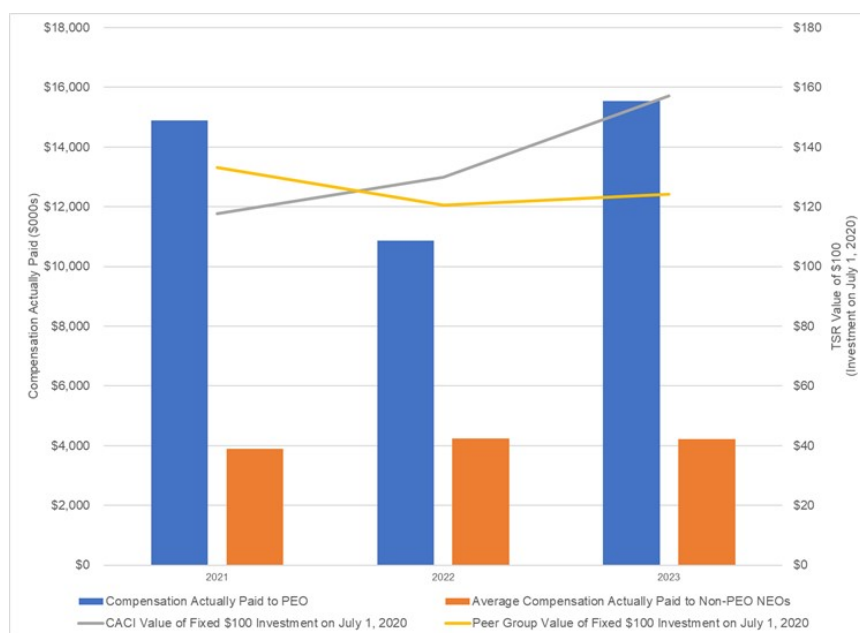
The amounts deducted or added in calculating the Equity Values are included in the table below. In 2023, 2022 and 2021, the fair value of the grants awarded in the respective years increased at the end of the year due to the growth in stock price, which is a key driver of CAP year-over-year.

	Fair Value of Current Year Equity Awards at Fiscal Year End (\$)	Change in Fair Value as of Fiscal Year End for Unvested Awards (\$)	Fair Value of Awards at Vesting Granted During Year (\$)	Change in Value of Awards as of Vesting of Prior Year Awards (\$)	Value of Forfeited Awards (\$)	Value of Dividends (\$)	Total Equity Value Included in CAP (\$)
<b>PEO</b>							
2023	8,747,659	3,533,633	—	(374,066)	—	—	11,907,226
2022	5,845,808	1,159,531	—	291,912	—	—	7,297,250
2021	4,900,855	1,744,891	943,866	301,630	—	—	8,481,004
<b>Average of Non-PEO NEOs</b>							
2023	1,884,675	857,722	—	(99,774)	—	—	2,658,877
2022	2,598,364	344,102	—	44,372	—	—	2,986,838
2021	1,241,618	588,851	—	(14,357)	—	—	1,816,112

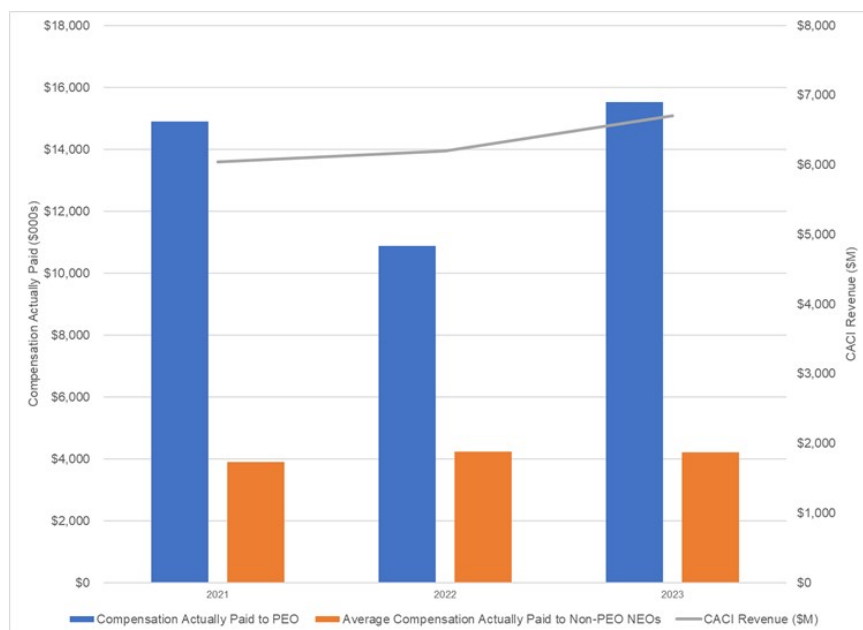
- (3) Messrs. MacLauchlan, Probert, Koegel, Mutryn and Ms. Gray are included in the non-PEO NEO averages for 2023. Messrs. Mutryn, Probert, Koegel and Ms. Gray are included in the non-PEO NEO averages for 2022. Dr. London, Messrs. Mutryn, Bradford and Koegel and Ms. Gray are included in the non-PEO NEO averages for 2021.
- (4) Peer Group is Dow Jones US Computer Services Index Total Shareholder Return (TSR) is calculated by dividing (a) the sum of (i) the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and (ii) the difference between the Company's share price at the end of each fiscal year shown and the beginning of the measurement period, and the beginning of the measurement period by (b) the Company's share price at the beginning of the measurement period. The beginning of the measurement period for each year in the table is July 1, 2020.
- (5) SEC rules require us to designate a "company-selected measure" that in our assessment represents the most important financial performance measure (that is not total shareholder return or net income) used by the Company to link the CAP of our NEOs, for the most recently completed fiscal year, to our performance. We selected Revenue as this measure for 2023 as reflected in column (i) in the first table above. This performance measure may not have been the most important financial performance measure for years 2022 and 2021 and we may determine a different financial performance measure to be the most important financial performance measure in future years.

### Relationship Between Pay and Performance

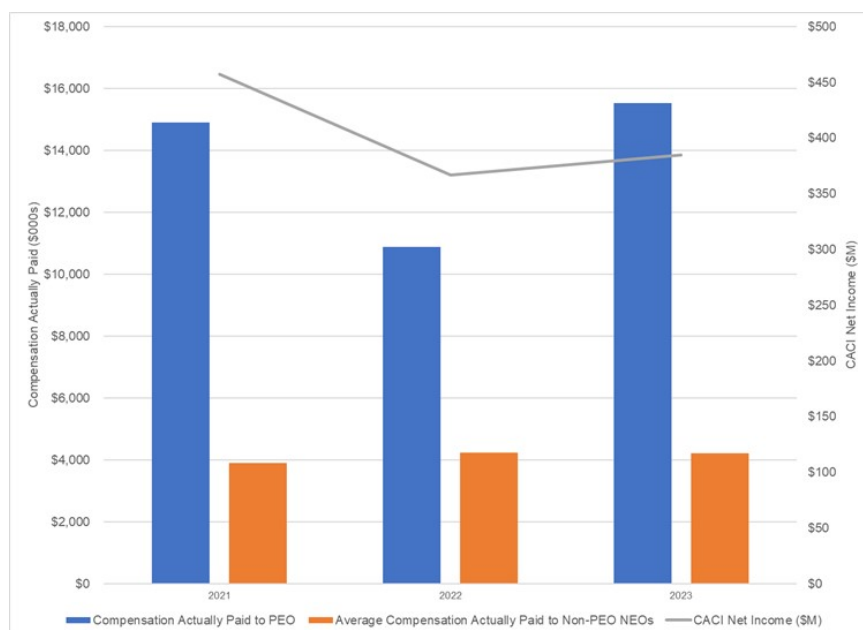
The following chart illustrates the relationship between TSR and CAP to our PEO and the average CAP to our other NEOs over the three-year period from 2021 through 2023:



The following chart illustrates the relationship between CACI Revenue and CAP to our PEO and the average CAP to our other NEOs over the three-year period from 2021 through 2023:



The following chart illustrates the relationship between CACI Net Income and CAP to our PEO and the average CAP to our other NEOs over the three-year period from 2021 through 2023:



## Most Important Performance Measures

The table below provides the five most important measures used by the Company to link CAP to our PEO and Non-PEO NEOs in 2023. The measures in this table are not ranked:

CACI Revenue	Sector Revenue	3-Year EBITDA Growth <sup>1</sup>
CACI EBITDA	Sector EBITDA	

(1) Used as performance metric for PRSUs granted in FY2022 and FY2023

## Severance Agreements

Messrs. Mengucci, MacLauchlan, and Koegel have severance agreements with terms of one year with automatic one-year extensions thereafter, unless the Company provides written notice of the Company's intent to amend the Company's severance policy with respect to its senior executives and to apply the amended policy to them. In the event the Company provides such notice to them, agreements expire by their terms at the end of the full-term year that begins on the next July 1st following the date such notice is received by the executive officer.

Per the terms of the agreements, employment may be terminated by the Company without a separation payment of any kind in the event of death or a termination for cause as determined by the Board.

In the event of a termination by the Company for disability, the Company is generally required to provide 30 days' notice and pay any incentive compensation earned but unpaid as of the date of termination for any fiscal year prior to the year in which such termination occurs.

In the event of termination without cause by the Company or resignation for "good reason" by the executive, as defined in the agreements, the Company will pay a severance payment equal to a specified number of months of the executive's base salary, prorated cash incentive compensation payments otherwise payable under the executive's incentive compensation plan for the fiscal year of termination, and continued participation in the Company's health care plan for a defined period of time. Further, for unvested stock grants made prior to fiscal year 2022, the terms of the grant agreements entitle the recipient to receive a prorated portion of the unvested stock based upon the number of full months of service divided by the total vesting timeframe. When the executive's resignation is not associated with a change in control, "good reason" is defined as (i) a material reduction in the executive's total compensation and benefit opportunity (other than a reduction made by the Board, acting in good faith, based upon the performance of the executive, or to align the compensation and benefits of the executive with that of comparable executives, based on market data); or (ii) a substantial adverse alteration in the conditions of the executive's employment. For unvested stock grants made in fiscal year 2022 and thereafter, the terms of the grant agreements entitle the recipient to receive continued vesting of the unvested stock upon termination without cause no earlier than one year following the grant date, subject to the executive's continued compliance with noncompetition and nonsolicitation covenants.

In the event of a termination without cause or resignation for "good reason" within one year of the effective date (or within six months prior to the effective date for Messrs. Mengucci and MacLauchlan) of a change in control, the agreements provide that the Company will pay similar termination payments as in the preceding paragraph but require the executive's base salary to be paid for a higher number of specified months and a specified payment based on the average incentive compensation earned by the executive for the five fiscal years immediately preceding the termination. Further, the terms of the grant agreements entitle the recipient to receive their unvested stock. In the event of a change in control, "good reason" is defined as (i) a substantial adverse alteration in the nature or status of the executive's position or responsibilities from those in effect on the day before the change in control date; or (ii) a change in the geographic location of the executive's job more than 50 miles from the place at which such job was based on the day before the change in control date.

The table below delineates the benefits upon separation for Messrs. Mengucci, MacLauchlan, and Koegel under the scenarios as described above:

	Mengucci	MacLauchlan	Koegel
<b>Salary Multiple: Termination for Good Reason or Involuntary Termination Without Cause</b>	2x	1x	1x
<b>Salary Multiple: Upon Change in Control and Termination for Good Reason or Involuntary Termination Without Cause</b>	2x	2x	2x
<b>Bonus Multiple: Upon Change in Control and Termination for Good Reason or Involuntary Termination Without Cause (average annual payment for last five years)</b>	2x	1.5x	1x

The agreements also restrict each executive officer's rights to compete with the Company or to offer employment to Company employees following termination.

In the event of a termination of employment, Ms. Gray and Mr. Probert will receive severance in accordance with the Company's policies, which provides for six months' salary upon involuntary separation without cause.

Calculations for various termination scenarios are included in the "Potential Payments on Termination or Change in Control" section below.

### Potential Payments on Termination or Change in Control

The table below reflects the amount of compensation payable to each NEO upon termination of employment under various termination scenarios. The tables show the amount of compensation payable to each NEO upon voluntary termination (other than for "good reason") or retirement not in connection with a change in control, upon termination by the Company without cause or by the NEO for "good reason" other than in connection with a change in control, and upon termination by the Company without cause or by the NEO for "good reason" following a change in control. The amounts shown assume, for illustrative purposes, that such termination was effective as of June 30, 2023, and therefore include amounts earned through such date, and are estimates of the amounts which would be paid to the NEOs upon termination. The actual amounts to be paid can be determined only at the time of the actual separation from the Company.



Name	Total Cash Severance <sup>(1)</sup> (\$)	Value of Continuation of Benefits <sup>(2)</sup> (\$)	Value of Employee Non-qualified Retirement Contributions <sup>(3)</sup> (\$)	Value of Company Non-qualified Retirement Contributions <sup>(4)</sup> (\$)	Value of Supplemental Retirement Benefits <sup>(5)</sup> (\$)	Value of Unvested Equity Awards <sup>(6)</sup> (\$)	Value of 280G Excise Tax Partial Protection (\$)	Total (\$)
Separation Payment in event of Termination without “Good Reason” or Retirement not in connection with a Change in Control								
Mr. Mengucci	—	—	1,542,253	1,197,853	3,241,795	7,071,067	N/A	13,052,968
Mr. MacLauchlan	—	—	—	—	—	869,824	N/A	869,824
Ms. Gray	—	—	1,721,660	539,934	—	—	N/A	2,261,594
Mr. Probert	—	—	—	—	—	—	N/A	—
Mr. Koegel	—	—	645,422	359,744	—	2,535,850	N/A	3,541,016
Separation Payment in event of Termination for “Good Reason” or Without Cause by Company not in connection with a Change in Control								
Mr. Mengucci	6,515,796	12,880	1,542,253	1,197,853	3,241,795	14,788,366	N/A	27,298,943
Mr. MacLauchlan	1,622,275	15,288	—	—	—	869,824	N/A	2,507,387
Ms. Gray	329,600	—	1,721,660	539,934	—	7,532,564	N/A	10,123,758
Mr. Probert	280,500	—	—	—	—	5,423,446	N/A	5,703,946
Mr. Koegel	1,195,947	21,016	645,422	359,744	—	2,535,850	N/A	4,757,978
Separation Payment in event of Termination for “Good Reason” or Without Cause by Company following a Change in Control <sup>(7)</sup>								
Mr. Mengucci	10,453,296	12,880	1,542,253	1,197,853	3,241,795	28,458,095	N/A	44,906,172
Mr. MacLauchlan	3,615,880	15,288	—	—	—	3,707,998	N/A	7,339,167
Ms. Gray	320,000	—	1,721,660	539,934	—	10,714,305	N/A	13,295,899
Mr. Probert	275,000	—	—	—	—	8,065,297	N/A	8,340,297
Mr. Koegel	2,238,801	21,016	645,422	359,744	—	4,464,322	N/A	7,729,305

- (1) For the Separation Payment following a Change in Control, includes incentive plan amounts earned but not yet paid for fiscal year 2023 for all NEOs.
- (2) Assumes that Messrs. Mengucci, MacLauchlan, and Koegel are entitled to receive continuation of health benefits following the date of separation for reasons other than voluntary termination or retirement. For Messrs. Mengucci, MacLauchlan, and Koegel, the table value represents the total values of continued current medical, dental, and vision insurance coverage over the duration of the coverage period, less the executive's current portion of the cost, plus the amount required to cover all estimated applicable local, state and federal income and payroll taxes imposed with respect to such payment.
- (3) Represents the value of monies deferred into the non-qualified retirement plan during employment, plus investment gains and losses, that would be payable upon termination.
- (4) Represents the value of all Company contributions paid into the non-qualified retirement plan on behalf of the executive officer during employment that would be payable upon termination. In the event of termination for “Good Reason” or without cause within one year after the effective date of a Change in Control, all unvested Company contributions would vest.
- (5) Represents the present value of benefits accrued by Mr. Mengucci through June 30, 2023 under his SERP. The accrued benefit would be paid over his expected remaining lifespan.
- (6) Based on the number of RSUs that would vest and the terms of RSU grants as described in the “Severance and Change in Control Benefits” section, multiplied by the closing price per share of the Company's common stock as of June 30, 2023. For the performance-based grants made in October 2020 and October 2021 the maximum number of RSUs for which the measurement periods were not complete would be paid upon a change in control.
- (7) For Messrs. Mengucci, MacLauchlan, and Koegel, assumes that the executive officer resigned for “good reason” or was terminated without cause within one year after a change in control. Ms. Gray and Mr. Probert would be entitled to the cash severance only upon termination without cause by the Company.

# DIRECTOR COMPENSATION

## Summary

The Compensation Committee evaluates the compensation and form of compensation for non-employee directors annually. As a part of this process, the Compensation Committee reviews general market data for director compensation as well as director compensation data from the Company's peer group, the same group used for our executive compensation review, including cash compensation, equity compensation and stock ownership requirements. The Compensation Committee also considers input from its third-party compensation consultant retained by the Compensation Committee, regarding market practices for director compensation. The Compensation Committee intends to set director compensation levels at or near the market median relative to directors at companies of comparable size, industry, and scope of operations in order to ensure directors are paid competitively for their time commitment and responsibilities. As a result, non-employee director compensation generally approximates the market median and is periodically adjusted to maintain alignment with market practices. The Compensation Committee intends to continue to conduct director compensation reviews annually.

During fiscal year 2023, each non-employee director received an annual equity retainer and cash retainer based on their chair and committee appointments as outlined in the table below. In addition to the annual retainers, each non-employee director received a fee of \$2,000 for in-person special board meetings, \$500 for telephonic special board meetings and \$500 for telephonic special committee meetings:

Equity Compensation	Annual Retainer
Board <sup>(1)</sup>	\$175,000
Chairman of the Board <sup>(2)</sup>	\$255,000
Cash Compensation (Chairs)*	Annual Retainer
Chairman of the Board	\$220,000
Audit and Risk	\$25,000
Human Resources and Compensation	\$20,000
Corporate Governance and Nominating	\$20,000
Special Programs	\$10,000
Executive <sup>(3)</sup>	N/A
* In addition to amounts received as member.	
Cash Compensation (Members)	Annual Retainer
Board	\$105,000
Audit and Risk	\$15,000
Human Resources and Compensation	\$10,000
Corporate Governance and Nominating	\$10,000
Special Programs	\$10,000
Executive <sup>(3)</sup>	N/A

- (1) Equity grants are made in the form of RSUs expressed as a dollar value, in an amount established from time to time by the Compensation Committee. Such RSU awards are made on the date of the Annual Meeting of Shareholders at which time such election occurs, based on the closing price per share of the Company's common stock on that date. Under the Company's Director Stock Purchase Plan (DSPP), Directors may also elect to receive RSUs in lieu of up to one hundred percent of their annual cash retainer, with such election to be made prior to the commencement of the effective calendar year. The number of RSUs is based on the fair market value of the stock on the date of issuance.
- (2) The amount listed reflects the total annual retainer for the Chairman of the Board. The Chairman of the Board receives the annual retainer half in cash and half in stock.
- (3) Members of the Executive Committee are compensated \$1,500 on a per meeting basis.

The annual retainer for the Chairman of the Board is paid on a quarterly basis, half in cash and half in stock. The number of shares issued is based on the closing price per share of the Company's stock on the first day of the fiscal quarter when such amounts are payable.

Mr. Mengucci received no separate compensation for his service as director, except that he was eligible to be reimbursed for incurred expenses associated with attending meetings of the Board and its committees, such as when meetings were conducted at offsite locations.

The following table summarizes the compensation information for each of our non-employee directors for fiscal year 2023.

## Director Compensation Table

Name	Fees Earned or Paid in Cash (\$)	Stock Awards <sup>(1)</sup> (\$)	All Other Compensation <sup>(2)</sup> (\$)	Total (\$)
Michael A. Daniels	225,456	363,107	—	588,563
Lisa S. Disbrow	125,500	175,006	—	300,506
Susan M. Gordon	145,500	175,006	—	320,506
William L. Jews	147,000	175,006	—	322,006
Gregory G. Johnson	147,750	175,006	—	322,756
Ryan D. McCarthy	132,500	175,006	117,000	424,506
Philip O. Nolan	127,000	175,006	—	302,006
Debora A. Plunkett	143,250	175,006	—	318,256
Stanton D. Sloane	—	—	—	—
William S. Wallace	130,000	175,006	—	305,006

(1) The amounts represent the aggregate grant date fair value computed in accordance with ASC 718 for awards of stock in fiscal year 2023 under the terms of the Company's 2016 Stock Incentive Plan. The grant date fair value per share is the closing price for the Company's stock on the October 20, 2022, grant date (\$264.76). For fiscal year 2023, the Company awarded 964 RSUs to Chairman Daniels with a grant date fair value of \$255,229. Chairman Daniels also received half of his cash retainer in the form of unrestricted shares and was awarded 96 shares on September 30, 2022 (\$261.06), with a grant date fair value of \$25,000; 92 shares on December 31, 2022; (\$300.59); 93 shares on March 31, 2023 (\$296.28) and 81 shares on June 30, 2023 (\$340.84) each with a grant date fair value of approximately \$27,500. Directors Disbrow, Gordon, Jews, Johnson, McCarthy, Nolan, Plunkett and Wallace each received 661 shares with a grant date fair value of \$175,006. The outstanding number of RSUs awarded to each director as of June 30, 2023 was as follows: Chairman Daniels 241; Director Disbrow 166; Director Gordon 166; Director Jews 166; Director Johnson 166; Director McCarthy 166; Director Nolan 166; Director Plunkett 166; Director Wallace 166.

(2) Mr. McCarthy received \$117,000 in consulting fees from the Company during fiscal year 2023.

## Director Stock Ownership Guidelines

The Committee has also adopted stock ownership requirements for non-employee directors to better align their interests with those of shareholders. The requirement is based on five times the value of their base Annual Retainer (\$105,000), converted annually on December 1st to a whole number of shares based on the 90-day average price of CACI stock. Until the Director holds the required number of shares, the director is limited with respect to the number of share the director is allowed to sell, and is only allowed to sell one-half of the shares issued with respect to vested RSUs for the purpose of covering the tax burden caused by the vesting; the other one-half that must be retained is used to determine the interim ownership requirement until the full number of shares is reached, with each successive vesting being added to the prior interim requirement in order to establish the new requirement. Only fully owned shares count in the measurement; unvested restricted stock units do not count, nor do any other unvested and/or unexercised instruments. The penalty for non-compliance is that the Director is required to participate in the DSPP, with 100 percent of the director's earned Annual Retainer and committee fees being applied to the acquisition of CACI stock, until such time as the director meets the required holding level.

Stockholdings are measured annually as of December 1st to determine compliance with the stock ownership guidelines. For the compliance checkpoint on December 1, 2022, this requirement translated into a requirement to hold 1,857 fully owned shares for all non-employee directors on the Board at that time except for Ms. Plunkett, who had an interim holding requirement of 1,350 fully owned shares, and Ms. Gordon, who had an interim holding requirement of 609 fully owned shares. Interim holding requirements for Directors Disbrow, McCarthy and Nolan begin in December 2023 and interim holding requirements for Mr. Sloane begin on December 1, 2024. The required ownership level will continue to be reviewed annually by the Committee to ensure that it provides enough incentive to properly align the interests of the non-employee directors with those of the Company's shareholders. All non-employee directors were in compliance with their respective stock ownership requirements as of the December 1, 2022 checkpoint.

## EQUITY COMPENSATION PLAN INFORMATION

The following table provides additional information as of June 30, 2023 regarding shares of the common stock of the Company authorized for issuance under its equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved by Shareholders <sup>(1)</sup>	442,476 <sup>(2)</sup>	— <sup>(3)</sup>	1,766,159 <sup>(4)</sup>
Equity Compensation Plans Not Approved by Shareholders	—	—	—
Total	442,476	—	1,766,159

- (1) The equity compensation plans approved by the stockholders of the Company are the 2016 Amended and Restated Incentive Compensation Plan (the 2016 Plan), the Director Stock Purchase Plan (DSPP), the Management Stock Purchase Plan (MSPP), and the Employee Stock Purchase Plan (ESPP). Under the terms of the 2016 Plan, the Company may issue, among other awards, non-qualified stock options, restricted stock, restricted stock units (RSUs) and stock-settled appreciation rights (SSARs). The DSPP allows Directors to elect to receive RSUs at the market price of the Company's common stock on the date of the award in lieu of up to 100 percent of their annual retainer fees. The MSPP allows those senior executives with stock holding requirements a mechanism to receive RSUs at 85 percent of the fair market price of the Company's common stock in lieu of up to 100 percent of their annual bonus compensation. The ESPP allows eligible full-time employees to purchase shares of the Company's common stock at 95 percent of the fair market value of share of common stock on the last day of the quarter.
- (2) The number of securities to be issued upon exercise or vesting under stock purchase plans approved by shareholders as of June 30, 2023 is as follows: 2016 Plan, 437,336; the DSPP, 0; and the MSPP, 5,140.
- (3) Represents the weighted average exercise price of the stock options and SSARs issued under the 2016 Plan that were outstanding as of June 30, 2023. As of June 30, 2023, all stock options and SSARs are fully vested and exercised. The weighted-average exercise price above does not include the weighted average market prices of shares underlying RSUs issued under the DSPP, MSPP, ESPP and the 2006 Plan.
- (4) The remaining number of securities available for issuance under stock purchase plans approved by shareholders as of June 30, 2023 is as follows: 2016 Plan, 1,189,546; the DSPP, 69,767; the MSPP, 337,007; and the ESPP, 169,839.

## AUDIT INFORMATION

### Principal Accountant Fees and Services

The following is a summary of the fees for professional services rendered by PricewaterhouseCoopers LLP (“PwC”) for the fiscal year ended June 30, 2023 and Ernst & Young, LLP (“EY”) for the fiscal year ended June 30, 2022.

	2023 (\$)	2022 (\$)
<b>Audit Fees<sup>(1)</sup></b>	2,723,400	3,147,438
<b>Audit-Related Fees<sup>(2)</sup></b>	—	150,000
<b>Tax Fees<sup>(3)</sup></b>	2,506,551	1,612,564
<b>Other Fees<sup>(4)</sup></b>	6,650	—
<b>Total Fees</b>	5,236,601	4,910,002

(1) *Audit Fees include fees paid to PwC and EY for professional services rendered for the audit of the Company’s consolidated financial statements (including the audit of internal control over financial reporting) and review of the Company’s consolidated quarterly statements. These fees also include fees for services that are normally provided in connection with the Company’s statutory and regulatory filings.*

(2) *Audit-Related Fees consist of fees paid to EY for assurance and related services provided in connection with the audit of the Company’s 401(k) plan financial statements and due diligence.*

(3) *Tax Fees are fees paid to PwC and EY for professional services rendered for tax compliance, tax advice, and tax planning.*

(4) *Other fees are fees for services other than the services reported in audit fees, audit-related fees and tax fees.*

### Change of Independent Registered Public Accounting Firm

As previously reported, the Audit Committee conducted a competitive review of independent registered public accounting firms to determine the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2023. The Committee invited several independent registered public accounting firms to participate in this process, including EY. After assessing proposals from the independent registered public accounting firms that participated in the process, on June 27, 2022, the Audit Committee recommended that the Board approve the engagement of PricewaterhouseCoopers LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2023, subject to the execution of an engagement letter and completion of PricewaterhouseCoopers LLP’s standard client acceptance procedures to ensure their independence. The Board approved the Audit Committee’s recommendation on June 27, 2022.

The audit report of EY on the Company’s consolidated financial statements as of and for the year ended June 30, 2022 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company’s fiscal year ended June 30, 2022 there were no disagreements (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) with EY on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure and there were no “reportable events” (as defined in Item 304(a)(1)(v) of Regulation S-K and the related instructions).

During the fiscal year ended June 30, 2022 neither the Company nor anyone on the Company’s behalf consulted PricewaterhouseCoopers LLP regarding any of the matters referred to in Item 304(a)(2)(i) or (ii) of Regulation S-K.

## Pre-Approval Policies and Procedures

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The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by the Company's independent auditors. This policy generally provides that the Company will not engage its independent auditors to render audit or non-audit services unless the service is specifically approved in advance by the Audit Committee, or the engagement is entered into pursuant to one of the pre-approval procedures described below. All such audit services were pre-approved by the Audit Committee.

From time to time, the Audit Committee may pre-approve specified types of services that are expected to be provided to the Company by its independent auditors during the next 12 months. Any such pre-approval is detailed as to the particular services or type of services to be provided and is also generally subject to a maximum dollar amount.

The Audit Committee has also delegated to the chairman of the Audit Committee the authority to approve any audit or non-audit services to be provided to the Company by its independent auditors. Any approval of services by the chairman pursuant to this delegated authority is reported on at the next meeting of the Audit Committee. The Pre-Approval Policy available on our website at *investor.caci.com*.

## AUDIT COMMITTEE REPORT FOR FISCAL YEAR 2023

In accordance with the Audit Committee Charter, the Audit Committee of the Board assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of the Company. The Audit Committee Charter was first adopted by the Board in June 1994 and has been reviewed annually and amended as necessary since that date. Each member of the Audit Committee qualifies as “independent” in accordance with Rule 10A-3 of the Exchange Act and the requirements of the NYSE Listed Company Manual, Sections 303A.01, 303A.02, 303A.06, and 303A.07. In fulfilling its responsibilities as set forth in the Audit Committee Charter, the Audit Committee has accomplished the following:

1. It has reviewed and discussed the Company’s audited financial statements with management, including discussions regarding critical accounting policies, financial accounting and reporting principles and practices, the quality of such principles and practices, the reasonableness of significant judgments and estimates, and the effectiveness of internal control over financial reporting;
2. It has discussed with the independent auditors the quality of the financial statements, the clarity of the related disclosures, the effectiveness of internal control over financial reporting, and other items required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the SEC;
3. It has received the written disclosures and the letter from the independent auditors required by applicable requirements of the PCAOB regarding the auditors’ communications with the Audit Committee regarding independence, and has discussed with the independent auditors any matters affecting their independence; and
4. Based on the review and discussions described in subparagraphs (1) through (3) above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2023 for filing with the SEC.

RESPECTFULLY SUBMITTED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

William L. Jews, *Chair*  
Lisa S. Disbrow  
Susan M. Gordon  
Ryan D. McCarthy  
Philip O. Nolan  
William S. Wallace



# MANAGEMENT PROPOSALS

## Proposal 1 Election of Directors

In accordance with the Company's By-laws and Guidelines, the Board, upon the recommendation of the Corporate Governance and Nominating Committee, has nominated the following eleven persons to serve as members of the Board until the next annual meeting of shareholders or until a successor has been elected and qualified, or until the director's earlier death, resignation or removal:

### Nominees

Michael A. Daniels  
Lisa S. Disbrow  
Susan M. Gordon  
William L. Jews  
Gregory G. Johnson  
Ryan D. McCarthy

John S. Mengucci<sup>(1)</sup>  
Philip O. Nolan  
Debra A. Plunkett  
Stanton D. Sloane  
William Scott Wallace

(1) Under his employment agreement, if Mr. Mengucci no longer serves as Chief Executive Officer of the Company, terminates his employment for any reason or provides notice to the Company regarding such a termination, he shall resign from the Board.

Unless instructed otherwise, the persons named in the accompanying proxy will vote the shares of common stock represented by the proxy **FOR** the election of the eleven nominees listed above. In the event that any nominee becomes unavailable or unwilling to serve as a member of our Board, the proxy holders will vote in their discretion for a substitute nominee.

You can find more information about the leadership skills and other experiences that caused the Corporate Governance and Nominating Committee and the Board to determine that these nominees should serve as directors under "Board of Directors" on page 6 of this proxy statement. Information about our nominating procedures and other corporate governance matters can be found under "Corporate Governance" on page 15 of this proxy statement.

### Required Vote

A majority of the votes properly cast for a director nominee is sufficient to elect such director (meaning the number of shares voted "for" a director nominee must exceed the number of shares voted "against" such director nominee). Abstentions and broker non-votes are not considered votes cast for the foregoing purpose and will have no effect on the election of nominees.

The election of directors is deemed a non-routine matter under NYSE rules and a beneficial owner's nominee will not be able to vote on the election of directors without instructions. We encourage all beneficial owners to provide voting instructions to such parties to ensure that their shares are voted at the Annual Meeting.

### CACI Recommendation

**Our Board recommends a vote "FOR" the election to the Board of each of the above-mentioned nominees.**

## Proposal 2 Advisory Vote on Executive Compensation

In accordance with Section 14A of the Exchange Act, we provide our shareholders with the opportunity to vote to approve, on a nonbinding, advisory basis, the compensation of our named executive officers, as described in this proxy statement. While this vote is advisory, it will provide information to our Compensation Committee regarding investor sentiment about our compensation principles and objectives. We urge you to read the Compensation Discussion and Analysis beginning on page 24, compensation tables and related narratives appearing in this proxy statement for more information regarding the compensation of our named executive officers.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the philosophy and structure of our compensation program for our named executive officers as well as the overall compensation of those officers, as described in this proxy statement in accordance with the compensation disclosure rules of the Securities and Exchange Commission. The vote is advisory, which means that the vote is not binding on the Company, our Board or the Compensation Committee. To the extent there is any significant vote against our named executive officer compensation as disclosed in this proxy statement, the Compensation Committee will evaluate whether any actions are necessary to address the concerns of shareholders.

Our Board and our Compensation Committee value the opinions of our shareholders. At the 2022 Annual Meeting of Shareholders, our shareholders approved our fiscal year 2022 named executive officers' compensation, as disclosed in the Compensation Discussion and Analysis and compensation tables, as well as the other narrative executive compensation disclosures contained in the definitive proxy statement for our 2022 Annual Meeting of Shareholders. Our shareholders approved the resolution on executive compensation with over 96% of the votes cast being cast in favor of our executive compensation. Accordingly, we ask our shareholders to vote on the following resolution at the Annual Meeting:

“RESOLVED, that the Company’s shareholders approve, on an advisory basis, the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.”

### Required Vote

On this non-binding matter, a majority of the votes properly cast on this matter (meaning the number of shares voted “for” this matter must exceed the number of shares voted “against” this matter) is necessary for the matter to be approved. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose and will have no effect on the outcome of this proposal.

A shareholder’s advisory vote on executive compensation is deemed a non-routine matter under NYSE rules and a beneficial owner’s nominee will not be able to vote on executive compensation without instructions. We encourage all beneficial owners to provide voting instructions to such parties to ensure that their shares are voted at the Annual Meeting.

### CACI Recommendation

**The Board recommends a vote “FOR” the approval of the compensation of our named executive officers, as disclosed in this proxy statement.**

### **Proposal 3 Advisory Vote on the Frequency of Advisory Votes on Executive Compensation**

In addition to providing stockholders with the opportunity to cast an advisory vote on executive compensation, the Company is providing stockholders with a non-binding, advisory vote on whether the advisory vote on executive compensation should be held every one, two or three years as required by Section 14A of the Exchange Act.

The Board has determined that an advisory vote to approve executive compensation that occurs every year is appropriate for the Company and its shareholders and recommends that the shareholders approve holding an advisory vote every year. Since 2011, we have held annual advisory votes on executive compensation, consistent with the vote of our shareholders, and the Board believes that holding an annual advisory vote allows shareholders to provide direct and immediate input on the Company's executive compensation program.

#### **Required Vote**

On this non-binding matter, the Board and Compensation Committee will review and consider the plurality of votes cast when determining the frequency of future advisory votes on executive compensation. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose and will have no effect on the vote for this proposal.

The advisory vote on the frequency of future votes on executive compensation is deemed a non-routine matter under NYSE rules and a beneficial owner's nominee will not be able to vote on this proposal without instructions. We encourage all beneficial owners to provide voting instructions to such parties to ensure that their shares are voted at the Annual Meeting.

#### **CACI Recommendation**

**The Board recommends a vote FOR a frequency of "One Year" for future votes on the compensation of our named executive officers.**

## **Proposal 4 Ratification of Appointment of Independent Registered Public Accounting Firm**

The Audit Committee has appointed PricewaterhouseCoopers LLP to serve as the independent registered public accounting firm to conduct an audit of the Company's accounts for fiscal year 2024.

Selection of the Company's independent registered public accounting firm is not required to be submitted to a vote of the shareholders of the Company for ratification. The Sarbanes-Oxley Act of 2002 requires the Audit Committee to be directly responsible for the appointment, compensation and oversight of the audit work of the independent registered public accounting firm. However, the Board of Directors is submitting this matter to the shareholders as a matter of good corporate practice.

Representatives of PricewaterhouseCoopers LLP are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions. Representatives of the Company's former independent registered public accounting firm are not expected to be present at the Annual Meeting.

### **Required Vote**

A majority of the votes properly cast on this matter (meaning the number of shares voted "for" this matter must exceed the number of shares voted "against" this matter) is necessary for the matter to be approved. Because this is a "routine matter" under NYSE rules, a beneficial owner's nominee, such as a broker, may vote on the ratification of the Company's independent registered public accounting firm without instruction from their beneficial owners. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose and will have no effect on the vote for this proposal. If the shareholders fail to vote in favor of the selection, the Audit Committee will reconsider whether to retain PricewaterhouseCoopers LLP and may retain that firm or another without re-submitting the matter to the Company's shareholders. Even if shareholders vote in favor of the appointment, on an advisory basis, the Audit Committee may, in its discretion, direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and the shareholders.

### **CACI Recommendation**

**The Board recommends that shareholders vote "FOR" ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2024.**

# ANNUAL MEETING INFORMATION

## Meeting Information

### How do I attend the Annual Meeting?

You will be able to attend the Annual Meeting by visiting [www.virtualshareholdermeeting.com/CACI2023](http://www.virtualshareholdermeeting.com/CACI2023). To participate in the Annual Meeting, you will need the control number located on your proxy card or the instructions that accompanied your proxy materials. The Annual Meeting will begin promptly at 9:30 a.m. Eastern Time on October 19, 2023. We encourage you to access the virtual meeting website prior to the start time. Online check-in will begin at 9:15 a.m. Eastern Time, and you should allow ample time to ensure your ability to access the meeting. You may submit a question at any time during the meeting. Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request or vote online at the Annual Meeting.

### What are the matters to be considered at the Annual Meeting?

At the Annual Meeting, shareholders will be asked to consider the following management proposals:

Proposal	Board Recommendation
1 Elect the 11 nominees named in the proxy statement to the Company’s Board of Directors	<b>FOR</b> each nominee
2 Approve on a non-binding, advisory basis the compensation of our named executive officers	<b>FOR</b>
3 Approve on a non-binding, advisory basis the frequency of votes on executive compensation	<b>1 year</b>
4 Ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2024	<b>FOR</b>

### What other matters are being presented at the Annual Meeting?

We are not aware of any other business to be presented at the Annual Meeting. If you grant a proxy, the persons named as proxy holders will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. If, for any reason, any of the nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board.

### How many shares represent a quorum for the Annual Meeting?

The presence by means of remote communication or by proxy of the holders of a majority of the shares entitled to vote at the Annual Meeting constitutes a quorum for the transaction of business at the Annual Meeting. Both abstentions and broker non-votes (described below) are counted for the purpose of determining the presence of a quorum.

## Voting Instructions

### Who is entitled to vote at the Annual Meeting?

All shareholders of record as of the close of business on August 25, 2023 may vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting. Each shareholder is entitled to one vote for each share held of record on that date. As of the Record Date, there were 22,656,542 shares of common stock outstanding.

## How do I vote?

Shareholders of record can vote at the Annual Meeting by attending the virtual meeting using the control number located on your proxy card or the instructions that accompanied your proxy materials and submitting an electronic ballot. Beneficial owners must obtain a legal proxy from the organization that holds their shares prior to voting at the Annual Meeting.

**Via the Internet.** You may submit a proxy or voting instructions over the Internet by going to [www.proxyvote.com](http://www.proxyvote.com).

**By Telephone.** You may submit a proxy or voting instructions by telephone by calling 1-800-690-6903 and following the instructions.

**By Mail.** If you received your proxy materials by mail, you may vote by proxy by filling out the proxy card or voting instruction form and sending it back in the envelope provided.

Note that shares represented by properly signed and returned proxies will be voted in accordance with their instructions. In the absence of any instructions, properly signed and returned proxies will be voted in accordance with management's recommendations.

## How can I revoke a proxy or change my vote?

If you are a holder of record and wish to revoke your proxy instructions or change your vote you may change your vote at any time prior to the taking of the vote at the Annual Meeting by:

- submitting a new proxy or voting instructions with a later date;
- providing a written notice of revocation to the Company's Secretary, if you are a registered shareholder; or
- attending the Annual Meeting and voting in accordance with the voting procedures outlined above.

If you are a beneficial owner and have instructed a broker, bank or other nominee to vote your shares, you must follow your nominee's instructions to revoke your proxy or vote at the Annual Meeting.

## Voting Information

### What is the voting standard at the Annual Meeting?

Proposal	Vote Requirement	Effect of Abstentions <sup>(1)</sup>	Effect of Broker Non-Votes <sup>(2)</sup>
1 Election of 11 Directors named in the Proxy Statement	Majority of Votes Cast	None	None
2 Approval of Executive Compensation on an Advisory Basis	Majority of Votes Cast	None	None
3 Approval of the Frequency of Votes on Executive Compensation	Plurality of Votes Cast	None	None
4 Ratification of the appointment of PricewaterhouseCoopers LLP	Majority of Votes Cast	None	N/A

### How are broker non-votes and abstentions treated?

Broker non-votes occur when a broker is not permitted to vote on a matter because a beneficial owner has not provided instructions. These matters are referred to as "non-routine" matters. All of the matters scheduled to be voted on at the Annual Meeting are "non-routine," except for the proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year 2024. In tabulating the voting result for any particular proposal, shares that constitute broker non-votes are not considered voting power present or votes

cast with respect to that proposal. Thus, broker non-votes will not affect the outcome of any matter being voted on at the Annual Meeting. Abstentions are considered voting power present at the Annual Meeting but are not considered votes cast with respect to the election of directors or Proposals 2, 3 and 4 and thus will not affect the outcome of those matters at the Annual Meeting.

## How do I find out the results of the Annual Meeting?

We expect to announce preliminary voting results at the Annual Meeting and publish final voting results on the Investors section of our website at [www.caci.com](http://www.caci.com). We also expect to disclose the final voting results in a Current Report on Form 8-K filed with the SEC within four business days of the Annual Meeting.

## General Information

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### Why did I receive a notice in the mail regarding the internet availability of proxy materials?

We are furnishing the proxy materials, including this proxy statement and our annual report, to our shareholders by providing access to such documents on the Internet in accordance with rules adopted by the SEC. Instead of receiving printed copies of the proxy materials, most shareholders will receive a Notice of Internet Availability of Proxy Materials that will instruct you on how to access and review the proxy materials. Our proxy materials are also available on our Investors website at [www.caci.com](http://www.caci.com). The Notice was first mailed to our shareholders (other than those who previously requested electronic delivery) on September 8, 2023.

If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice. Your election to receive proxy materials by mail or email will remain in effect until you revoke it.

### Will I get more than one copy of the notice or proxy materials if multiple stockholders share my address?

We have adopted a procedure, approved by the SEC, called “householding.” Under this procedure, we deliver a single copy of the Notice and, if applicable, the proxy materials to multiple shareholders at the same address, unless we have previously received contrary instructions from one or more shareholders. We will promptly deliver a separate copy of any of these materials to a shareholder upon written or oral request to: CACI International Inc, 12021 Sunset Hills Road, Reston, Virginia 20190, Attn: J. William Koegel, Jr., Corporate Secretary, telephone 703-841-7800. Shareholders can request separate delivery for future meetings in the same manner. Shareholders at the same address who are receiving multiple copies of our proxy materials may contact us using either of these methods to request delivery of a single copy.

Shareholders who hold shares in street name (as described below) may contact their bank, broker or other nominee record holder to request information about householding.

### What is the difference between a Shareholder of Record or Beneficial Owner?

If your shares are registered directly with Computershare, N.A., our transfer agent, then you are the “shareholder of record” of the shares. If your shares are held in an account at a broker, bank, trust or other similar organization, then you are a “beneficial owner” of the shares. Most of our shareholders are beneficial owners of their shares.

There are several distinctions in how shareholders receive information and vote their shares that you should be aware of, and we have described such differences in the proxy materials.

### How do I inspect the list of shareholders of record?

A complete list of shareholders entitled to vote at the Annual Meeting will be available at the Company’s headquarters for examination from October 8, 2023 through October 18, 2023 for any purpose related to the Annual Meeting and will also be available electronically during the Annual Meeting.

## Who bears the cost of this proxy solicitation?

We will bear the costs of soliciting proxies for the Annual Meeting and have retained Morrow Sodali, LLC to assist in soliciting proxies at a fee not to exceed \$8,500, plus expenses. We may also reimburse banks, brokers, nominees, and other fiduciaries for postage and reasonable clerical expenses incurred by them in forwarding the proxy materials to beneficial holders. Proxies may also be solicited without extra compensation by certain officers, directors and other employees of the Company, by telephone, e-mail, facsimile, personal contact, or by other means.

## Shareholder Proposals for the 2024 Annual Meeting

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**Proposals for the 2024 Proxy Statement:** Shareholders may present proposals for inclusion in our proxy statement and for consideration at the 2024 Annual Meeting by submitting their proposals in writing to the Company's Secretary in a timely manner. For a shareholder proposal to be considered for inclusion in our proxy statement for the 2024 Annual Meeting, the Company's Secretary must receive the written proposal no later than May 9, 2024. If we hold the 2024 Annual Meeting more than 30 days before or after October 19, 2023, we will disclose the new deadline by which shareholder proposals must be received. In addition, shareholder proposals must also comply with all requirements and regulations of Rule 14a-8 under the Exchange Act.

**Proposals for the 2024 Annual Meeting:** Shareholders who wish to present a proposal for consideration at the 2024 Annual Meeting, but do not intend for the proposal to be included in our proxy statement, must follow the advance notice provisions of our By-laws. Our By-laws require that such proposals be delivered to the Company's Secretary in a timely manner and contain information related to the shareholder and the proposal. For a shareholder proposal to be considered timely, the Company's Secretary must receive the written proposal by no later than May 22, 2024.

**Nominations of Director Candidates:** Shareholders may propose Board nominees for consideration by our Corporate Governance and Nominating Committee. Any such recommendations should include the nominee's name and qualifications for membership on our Board and should be directed to the Company's Secretary. In addition, shareholders may also nominate directors for election at the 2024 Annual Meeting by giving timely notice under our By-laws, which require notice within the same period as shareholder proposals that are not intended for inclusion in our proxy statement. Shareholders who intend to solicit proxies in reliance on the SEC's universal proxy rule for director nominees submitted under the advance notice requirements of our Bylaws must comply with the additional requirements of Rule 14a-19, including delivery of written notice that sets forth all information required by Rule 14a-19(b) under the Exchange Act.

***Please address all correspondence to:***

Corporate Secretary  
CACI International Inc  
12021 Sunset Hills Road  
Reston, Virginia 20190

**By Order of the Board of Directors**



**J. WILLIAM KOEGEL, JR.,**  
*Secretary*

September 8, 2023



CACI INTERNATIONAL INC.  
ATTN: SHAWN QUARNBERG  
12021 SUNSET HILLS ROAD  
RESTON, VA 20190



**SCAN TO**  
VIEW MATERIALS & VOTE



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on October 18, 2023 for shares held directly and by 11:59 p.m. Eastern Time on October 16, 2023 for shares held in a Plan. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/CAQ2023](http://www.virtualshareholdermeeting.com/CAQ2023)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on October 18, 2023 for shares held directly and by 11:59 p.m. Eastern Time on October 16, 2023 for shares held in a Plan. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V22659-P98384

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

**CACI INTERNATIONAL INC**

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

**Nominees:**

1a. Michael A. Daniels

For Against Abstain  
☐ ☐ ☐

1b. Lisa S. Disbrow

☐ ☐ ☐

1c. Susan M. Gordon

☐ ☐ ☐

1d. William L. Jews

☐ ☐ ☐

1e. Gregory G. Johnson

☐ ☐ ☐

1f. Ryan D. McCarthy

☐ ☐ ☐

1g. John S. Mengucci

☐ ☐ ☐

1h. Philip O. Nolan

☐ ☐ ☐

1i. Debora A. Plunkett

☐ ☐ ☐

1j. Stanton D. Sloane

☐ ☐ ☐

1k. William S. Wallace

☐ ☐ ☐

The Board of Directors recommends you vote FOR proposals 2 and 4, and 1 YEAR on proposal 3.

For Against Abstain

2. To approve on a non-binding, advisory basis the compensation of our named executive officers; and

☐ ☐ ☐

3. To approve on a non-binding, advisory basis the frequency of votes on the compensation of our named executive officers; and

1 Year 2 Years 3 Years Abstain  
☐ ☐ ☐ ☐

4. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2024.

For Against Abstain  
☐ ☐ ☐

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and 10K Wrap are available at [www.proxyvote.com](http://www.proxyvote.com).

V22660-P98384

**CACI INTERNATIONAL INC  
PROXY FOR  
OCTOBER 19, 2023  
ANNUAL MEETING OF SHAREHOLDERS  
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS**

The undersigned hereby appoints Michael A. Daniels and John S. Mengucci, and each of them, as Proxies of the undersigned, each with full power of substitution, to vote all of the shares of Common Stock of CACI International Inc the undersigned would be entitled to vote if personally present at the Annual Meeting of Shareholders of CACI International Inc to be held virtually at [www.virtualshareholdermeeting.com/CACI2023](http://www.virtualshareholdermeeting.com/CACI2023) on October 19, 2023 at 9:30 a.m. Eastern Time and at any adjournment thereof.

UNLESS OTHERWISE MARKED, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF ALL ELEVEN NOMINEES TO THE COMPANY'S BOARD OF DIRECTORS IN ITEM 1, "FOR" ITEMS 2 and 4, and 1 YEAR on proposal 3 ON THE REVERSE SIDE.

Please sign exactly as your name is shown on this proxy card. If signing as attorney, executor, administrator, trustee or guardian, please give your full title. If shares are owned jointly, each owner should sign. If the signer is a corporation, the full corporate name shall be given, and the proxy card shall be signed by a duly authorized officer. By my signature, on the reverse side of this proxy, I acknowledge receipt of the Notice and Proxy Statement for the Annual Meeting of Shareholders of CACI International Inc.

**Continued and to be signed on reverse side**