

# ***DynCorp International Inc.***

## **Compensation Committee Charter**

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### **I. PURPOSE**

The Compensation Committee shall make recommendations to the Board of Directors concerning the compensation of the Corporation's Chief Executive Officer and Executive Officers, including specifically the appropriateness of salary, incentive compensation, equity-based compensation plans, and other benefit plans, with a view to assuring the appropriateness of such compensation elements from a competitive point of view and to attracting, retaining, and motivating key employees.

### **II. COMPOSITION**

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

When, and if, required by applicable laws, rules, regulations and stock exchange requirements, each as in effect from time to time, the members of the Committee shall meet the independence requirements of such laws, rules, regulations or stock exchange requirements, as interpreted by the Board in its reasonable business judgment.

### **III. DUTIES AND RESPONSIBILITIES**

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

#### **1. Compensation of Chief Executive Officer**

Review and approve the Company's goals and objectives relevant to the performance of the CEO. No less than annually, appraise the performance of the CEO in light of these goals and objectives and set the compensation level of the Chief Executive Officer, based on this evaluation.

In setting the level of the CEO's compensation, the Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and other factors deemed appropriate by the Committee.

## 2. Compensation of Executive Officers

No less than annually, appraise the performance of the Executive Officers of the Company and its subsidiaries and set the compensation levels of the Executive Officers of the Company and its subsidiaries, based on this evaluation.

In setting the level of the compensation of the Executive Officers, the Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to executive officers at comparable companies, and other factors deemed appropriate by the Committee.

## 3. Annual Report

Prepare an annual report on executive compensation for inclusion in the Corporation's annual proxy statement, as required by federal securities laws and regulations.

## 4. Other Benefits

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

## 5. Committee Self-Assessment

The Compensation Committee shall annually conduct a self assessment.

## 6. Committee Authority

(a) The Committee may retain, at the Company's expense, any outside advisor, including special counsel and consulting firms to assist in evaluating executive compensation.

(b) The Committee may perform such other functions and exercise such other powers as may be delegated to it from time to time by the Board of Directors.

## 7. Committee Charter

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

## IV. ACCOUNTABILITY/RECORDING OF MINUTES

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