

CIBER, INC.
COMPENSATION COMMITTEE CHARTER

Authority

- The Board of Directors (the “Board”), by resolution established the Compensation Committee.
- This Compensation Committee Charter was adopted by the Board on February 18, 2004.

Purpose

The Committee’s purpose shall be to discharge the Board’s responsibilities regarding compensation of company executives, including providing for the guidance and periodic monitoring of all corporate compensation, benefit, perquisite and employee equity programs, and to provide for an annual report on executive compensation in accordance with the rules and regulations of the Securities and Exchange Commission in the Company’s proxy statement.

The Committee’s duties and responsibilities include:

- Reviewing and approving corporate goals and objectives as they relate to the Chief Executive Officer’s (“CEO”) compensation;
- Evaluating the CEO’s performance based on those goals and objectives;
- Determining the CEO’s compensation based on the evaluation;
- Making recommendations to the Board, in consultation with the CEO, for the compensation of the Company’s principal executives;
- Assuring that total compensation paid to the Company’s principal officers is reasonable;
- Advising the Board on incentive-based compensation plans and equity-based plans specifically employee equity plans and individual equity grants, bonus plans and payments for all elected corporate officers, benefits plans including any profit sharing and pension program, and perquisite programs for elected corporate officers.
- Selecting and retaining, in its sole discretion and at its sole authority, any compensation consultant to assist in the evaluation of director, CEO or senior executive compensation.
- Producing a Compensation Committee report on executive compensation as required by the SEC to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the SEC.
- Reviewing, at least annually, the performance of the Committee and reviewing and amending (as necessary) the Committee’s Charter, submitting to the Board this Charter and any amendments for the Board’s review and approval and providing for the posting of the Charter to the Company’s website as required by SEC rules and NYSE requirements.

The Committee may not:

- adopt, amend, or repeal the Corporation’s Bylaws;
- elect Directors to fill vacancies on the Board;

- fill vacancies on the Compensation Committee, or change its membership;
- amend the corporate charter or certificate of incorporation;
- act on matters assigned to other Committees of the Board;
- recommend to the shareholders any action requiring their approval; or
- take any action that is otherwise prohibited by the Company’s Bylaws and applicable law.

Membership

- The Committee will be composed of independent, non-employee directors of the Board.
- All Committee members shall meet the definitions of (i) a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and (iii) an “independent director” under the New York Stock Exchange definition.
- The Board will appoint the Committee members and a Chairperson for a term of one (1) year.
- The Board may fill vacancies on the Committee. However, in the absence or disqualification of a Committee member, the member or members present at any Committee meeting and not disqualified from voting, whether or not a quorum, may unanimously appoint another independent member of the Board to act at the meeting in the place of any such absent or disqualified member.
- The Board may remove a Committee member from the membership of the Committee at any time with or without cause.

Committee Meetings and Action

- The Committee shall meet regularly in executive session as required, but not less than once per year.
- A majority of the Committee members will be a quorum for the transaction of business.
- The action of the majority of those present at a meeting at which a quorum is present will be the act of the Committee.
- Any action required to be taken at a meeting of the Committee will be deemed the action of the Committee if all the Committee members executed, either before or after the action is taken, a written consent and the consent is filed with the Corporate Secretary.
- Any action of the Committee shall be subject to revision, modification, rescission, or alteration by the Board, provided that no rights of third parties shall be affected by any such revision, modification, rescission or alteration.
- The Committee shall appoint a member of management as the management liaison to the Committee. The management liaison will provide information and guidance as requested by the Committee and will, unless otherwise requested by the Committee, participate in meetings of the Committee. The management liaison may not be a member of the Committee, may not vote, nor will his/her presence be counted for quorum purposes.

- The Committee may delegate its authority with respect to the Company's employee benefit plans (ERISA plans) to appropriate officers of the Company.
- The Chairperson will, from time to time but no less than annually, report to the Board on Committee actions and on the fulfillment of the Committee's duties under its Charter.
- The Committee Secretary (who will be the Corporate Secretary or an Assistant Secretary) will keep minutes of all Committee meetings, which will be distributed to all Board members and provided to the Corporate Secretary or the Secretary's designee for corporate records keeping purposes. When the Committee meets in executive session, a Committee member will act as secretary and provide general minutes of the meeting to the Corporate Secretary or Assistant Secretary.
- The Committee shall meet as needed, but at least annually, to approve award grants, salary changes, and whenever necessary to approve stock options, and to assess the adequacy of the overall compensation plans in retaining and motivating employees.
- Meetings of the Committee shall be held at such time, on such notice and at such places as a majority of the members thereof shall determine and may be held by a conference telephone call.
- The Committee Secretary, with the assistance of the management liaison to the Committee, will prepare a preliminary agenda. The Chairperson will make the final decision regarding the agenda.
- The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.
- The Committee Secretary should coordinate all mailings to the Committee members to the extent practicable.