CIBER, INC.
CORPORATE GOVERNANCE PRINCIPLES DOCUMENT

Introduction

Effective corporate governance practices support the fiduciary duties of care and loyalty that a company's management and directors owe to the company and its shareholders and encourage ethical behavior that goes beyond merely complying with legal requirements. These practices are the framework for addressing the responsibilities of management and the board.

I. Board Composition and Leadership

A. Independence

A majority of the members of the board of directors of the Company will be independent directors The members of the board of directors will, at least annually, affirmatively determine whether or not each member is independent and such determinations, as well as the standards and processes applied in making them, will be disclosed in accordance with the requirements of the New York Stock Exchange.. A determination of independence shall be made based on a review of the requirements under Section 303A.02 of the New York Stock Exchange Listed Company Manual as such is amended from time to time. Ownership of a significant amount of the Company's stock, by itself, will not preclude a determination that the director is independent. In addition, Audit Committee members must meet the additional independence requirements of SEC Exchange Act Rule 10A-3.

B. Qualifications

The Company directors must bring to their positions the necessary skill mix and experience to perform the board of directors' oversight function effectively. Board members will be recruited and retained based on dimensions which include their business experience including experience with acquisitions, marketing and sales, knowledge of the Company's industry, respect for the fiduciary responsibilities of directors to shareholders, leadership skills, demonstrated sound business judgment, global perspective, teamwork and interpersonal effectiveness, passion and optimism, and their personal integrity.

Directors who will be members of designated committees should bring specific skill sets to their service on those committees. Specifically, directors who are members of the audit committee shall have accounting or related financial management expertise to the greatest extent possible and at least one member of the audit committee will be a "financial expert" as that term is defined by the rules of the Securities and Exchange Commission. In addition, if a member serves on the audit committee of three or more public companies, the board will review such service and determine if such service would impair the ability of the member to serve effectively.

In order to ensure that the directors can effectively use their skills and experience to the benefit of the Company, the Company will recruit and retain directors whose memberships on other board of directors, in the business judgment of the board of directors, are not too numerous to interfere with the director's performance of his/her present responsibilities for the Company.

C. Compensation

The Company's Bylaws provide that the directors shall receive such compensation for their services as a majority of the board determines. Independent directors shall participate in the CIBER, Inc. Equity Incentive Plan pursuant to which directors receive an initial stock option grant upon election to the board and a stock option grant on each anniversary date of their service as a director. Additionally, board members shall be paid annual retainers and fees for participating in director meetings as determined by the board from time to time, and are reimbursed for their reasonable expenses incurred in attending meetings.

While other forms of compensation may be implemented from time to time, no director compensation will take the form of personal loans or other extensions of credit.

D. Tenure/Succession

The Board does not believe it should establish term limits; however, directors should have no expectation that they will be re-nominated from term to term. The Nominating/Corporate Governance Committee will review each director's continuation on the Board at least once every three years. Directors may generally be asked to serve as such as long as they add value to the board of directors and the Company through the skills and experience they bring.

Unless the Board determines it is in the best interest of the Company, directors will not be nominated, elected or stand for re-election after reaching the age of 72; however, directors who reach the age of 72 during their term of office as a director should continue to service for the full term for which they are elected.

Pursuant to Company Bylaws, the board of directors determines the number of directors although the number shall not be less than three or more than eleven. The board currently has seven members of whom six are independent directors. Directors of the Company are divided into three classes of approximately equal size and directors in each class are elected for three-year terms. Nominations for directors may be made by the board, a committee of the board, or by shareholders entitled to vote pursuant to the procedures set forth in the Company's Bylaws. A director holds office until the annual meeting for the year in which his/her term expires and until his/her successor is elected and qualified, subject to such director's prior death, resignation, retirement or disqualification. The currency of the director's skills and experience is a consideration in retention. A director who changes current employment while a director is asked to tender his/her resignation from the Company's board to allow the other directors to again evaluate whether a director is independent and whether his/her skill sets and experience continue to meet the needs of the Company.

Vacancies on the board are filled by the vote of a majority of the remaining directors whether such vacancies were created by an increase in the number of board members or by the death, resignation, disqualification or removal of a director; however, no action by the board shall diminish the full term of any serving member.

It is the policy of the Company that, as long as he is both capable and interested in holding the position, the Chairman of the board will be the Company's co-founder, Mr. Bobby G. Stevenson. In the event of Mr. Stevenson's resignation, incapacity or death, the Nominating/Corporate Governance Committee has established a succession plan that includes evaluating and ranking each board member relative to their qualifications for the position and that includes a continuing search for qualified board members whose potential for succession to the chairmanship is considered, among other things.

E. Other Directorships

The Board believes that individuals should limit the number of boards of publicly traded, for-profit corporations on which they serve in order to give proper attention to their responsibility to the Board. As a general policy, the Board believes that directors should limit their service to not more than four board of publicly traded companies in addition to that of the Company, but exception to this policy may be made in appropriate cases. A director seeking to serving on more than four boards should obtain the approval of the Nominating/Corporate Governance Committee for that service. Service on board and/or committees of other companies shall comply with the Company's conflict of interest policies.

Members of the Audit Committee should not serve on the audit committees of more than three public companies including the Company at the same time.

F. Orientation and Continuing Education

The extent of the board's oversight responsibilities and the ever-changing requirements for financial reporting, disclosure and compliance with laws imposed on public companies necessitate continuing education of the directors on various aspects of the Company's operation, the nature of the Company's industry as well as education about the roles and responsibilities of directors in general.

For orientation purposes, the Company's Chief Executive Officer meets with each new director and discusses the Company's operations and financial information as well as the general industry in which the Company operates. In addition, the Company provides each director with other information about the Company that includes, among other things, the Company's Articles of Incorporation and Bylaws, organization charts, a list of principal officers, the Company's Annual Report, proxy and Forms 10-K and 10-Q as well as memoranda about the director's duties and responsibilities as a director and policies such as the Company's insider trading policy. Directors are introduced to the leaders of the Company's functional units and may contact such individuals if they have questions or want further information.

On an ongoing basis, meetings of the Company's board of directors include educational sessions where specific aspects of the Company's operations, the industry, new regulatory or legal requirements or similar matters are presented and discussed. In addition, directors are frequently provided with relevant written materials about the Company's operation and the industry.

II. Board Organization

A. Duties and Responsibilities

The board of directors is responsible for providing direction to and monitoring of the Company's management. The board has the ultimate decision making authority for the Company. Among other things, the board is responsible for (1) selecting, compensating and evaluating of the Chief Executive Officer and, with the Chief Executive Officer, the compensation and evaluation (including evaluation of succession potential) of other members of senior management, (2) ensuring the integrity of the Company's financial statements and financial reporting and engaging an independent outside audit firm and (3) advising management on significant issues and actions facing the Company.

B. Committee Structure

The board may establish committees for the performance of delegated or designated functions. The board has established three committees to address specific operational areas in more depth. Those committees are the (1) Audit Committee, (2) Compensation Committee and (3) Nominating/Corporate Governance committee. Each committee has a written charter. The Nominating/Corporate Governance Committee, in consultation with the Chief Executive Officer, recommends the members of the committees to the board on an annual basis. All members of the committees are independent directors and all committees report regularly to the full board.

1. Audit Committee

The Audit Committee assists board oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, and the independence and qualifications of the Company's outside audit firm as well as the performance of the Company's independent auditors and internal audit function. The duties of the Audit Committee cannot be delegated to other committees although the Committee may delegate to one or more of its members the authority to pre-approve non-audit services. Specific responsibilities include:

- Appointing, approving the compensation of, ensuring the independence of and overseeing the work of the outside auditor;
- Reviewing and pre-approving all audit and non-audit services;
- Providing a procedure for receiving and handling complaints regarding accounting and internal audit controls;
- Reviewing reports from the outside auditor regarding internal controls;
- Discussing the financial statements with management and the outside auditor including the disclosures in Management's Discussion and Analysis of Financial Condition and Results of Operations and reviewing with the outside auditor any audit problems or difficulties and management's response to such, alternative accounting treatments and the ramifications of such and reviewing significant correcting adjustments;
- Discussing earnings press releases as well as financial information and earnings guidance;
- Reviewing reports from the Company's internal audit function;
- Establishing policies for the hiring of the outside auditor's employees or former employees.

2. Compensation Committee

The Compensation Committee is charged with discharging the board's responsibility relating to the compensation of the Company's executive management and the overall compensation structure of the Company to determine that it establishes appropriate incentives for management and employees. Specific responsibilities include:

- Reviewing and approving corporate goals and objectives relevant to the Chief Executive Officer's compensation and evaluating the Chief Executive Officer's performance against those goals and objectives;
- Setting the Chief Executive Officer's compensation based on those goals and objectives;
- Making recommendations to the board with respect to incentive compensation plans and equity-based plans including recommendations in connection with acquisition employment inducement compensation.

3. Nominating/Corporate Governance Committee

The Nominating/Corporate Governance Committee is charged with (1) identifying individuals qualified to become board members and recommending the board select such nominees for the next annual meeting of shareholders and (2) developing and recommending to the board a set of corporate governance principles applicable to the Company. Specific responsibilities include:

- Establishing criteria for selection of directors and committee members;
- Monitoring and safeguarding the independence of the board;
- Recommending nominees to the board;
- Evaluating board operation and effectiveness;

- Overseeing management succession planning including policies and principles for Chief Executive Officer selection;
- Setting policies for succession in the event of emergency or the retirement of the Chief Executive Officer;
- Overseeing the evaluation of management and monitoring the development and progression of potential internal or external (if applicable) candidates for the Chief Executive Officer position.

III. Board Operations

The board of the Company meets in regularly scheduled meetings and has special meetings as needs dictate. Board members are expected to attend all meeting as well as the annual meeting of shareholders. The Chairman of the board and the Chief Executive Officer set the agenda for the meetings based on items relevant to the board's responsibilities. Board members may suggest that particular items be included on the agenda. The board members are provided with information about the items on the agenda from a variety of sources sufficiently ahead of the meeting date to allow the directors the opportunity to fully review the information, reflect on key issues and request additional information if they desire.

In addition, the independent board members meet regularly without members of management present (executive sessions). The director who chairs the Compensation Committee serves as the chair during board executive sessions. The committees of the board also meet in regular executive sessions. The Audit Committee specifically meets on a quarterly basis in executive session with each of management, the outside auditor and, beginning in 2005, those performing the internal audit function.

Directors have full and complete access to all members of management. The board is comfortable with the regular attendance at each board meeting of non-directors who are the senior officers of the Company, which may include the Chief Financial Officer, the Chief Operating Officer, the General Counsel and the leaders of business units. Additionally, management presentations during the board meetings allow the directors to meet such other members of management and the opportunity to ask questions and openly discussions key policies and practices. Additionally, directors (whether as the full board or as committees) have the authority to access such independent advisors, including legal, accounting or other advisors, as they deem appropriate without seeking full board approval.

The committee chair determines committee meeting length, agenda and timing. As with full board meetings, materials may be provided to committee members sufficiently in advance of meeting to allow adequate time for meeting preparation, if needed. Meetings also allow sufficient time for discussion of the materials and key issues. The Audit Committee chair and the chair of the other committees shall be rotated as determined necessary in the judgment of the board.

The board believes that management speaks for the Company. However, individual board members may meet or otherwise communicate with institutional investors, the press, customers, shareholders and employees involved with the Company. It is expected that board members would do this with the knowledge of the Company's senior management and, in most instances, at the request of senior management. Parties interested in the Company and the operation of the board or its committees, in addition to contacting management, may contact the Chairman of the board, the audit committee chair or the independent directors as a group directly or through the Company. Addresses for such contacts are posted on the Company's website under Investor Relations.

The board and its committees shall conduct annual reviews of their performance to determine whether or not the board and its committees are following the procedures necessary to function effectively. These reviews shall include a discussion of the results, an evaluation of whether the individuals sitting on the board bring the skills sets and experience to the Company, and an evaluation of how the board is working as a group. The board shall review these Corporate Governance Guidelines periodically. The Nominating/Corporate Governance Committee shall manage this process.

IV. LEADERSHIP DEVELOPMENT

A. Evaluation of Chief Executive Officer

One of the board's important responsibilities is the selection, compensation and evaluation of the Company's Chief Executive Officer. The Compensation Committee, with input from the Chief Executive Officer, shall annually establish the performance criteria (including both long and short-term goals) to be considered in connection with the Chief Executive Officer's annual performance evaluation. Each year the Chief Executive Officer shall report to the Committee or full board indicating progress against the established performance criteria and, if to the Committee only, the Committee shall review the report with the board in executive session or to the full board. The results of the review shall be shared with the Chief Executive Officer by the chair of the Compensation Committee if the Chief Executive Officer is not present for such review.

B. Succession Planning

Through its Nominating/Corporate Governance Committee, the board shall plan for the succession to the position of Chief Executive Officer. To assist the Committee, the Chief Executive officer shall annually provide the Nominating/Corporate Governance Committee with an assessment of senior managers and their potential to succeed him. In addition, the Chief Executive Officer shall provide the Committee with an assessment of persons considered to be potential successors to other senior management positions that includes a review of any recommended development plans. The Chief Executive Officer shall, upon request by the Committee, also prepare a short-term succession plan which delineates temporary succession for specific senior officers of the Company in the even all or any of such senior officers become unable to perform their duties. The temporary succession plan should be approved by the Committee and shall be in effect until the board can take further appropriate action.