

# **DynCorp International Inc.**

## Business Ethics and Compliance Committee Charter As of March 6, 2012

### **I. PURPOSE**

The purpose of the Business Ethics and Compliance Committee ("Committee") of the Board of Directors ("Board") of DynCorp International Inc. ("Company") shall be to (i) oversee and monitor the Company's conformance with good business practices, public image and Government and industry standards and (ii) oversee the ethics and compliance program, including the compliance with the Company's Code of Ethics and Business Conduct. The Committee shall also discharge such other responsibilities relating to compliance oversight as the Board may, from time to time, assign to the Committee.

The Committee's responsibility shall not include oversight of the Company's Enterprise Risk Management process or compliance with securities laws and regulations, including accounting, financial reporting and public disclosure requirements, which shall be the responsibility of the Company's Audit Committee.

### **II. COMPOSITION OF THE COMMITTEE**

The Committee shall be a standing committee of the Board and consist of two or more members of the Board, as determined and appointed by the Board. Each member of the Committee shall be appointed by the Board and shall serve until his or her successor is duly elected and qualified, unless such member shall sooner resign or be removed, with or without cause, by the Board. The chairperson of the Committee shall be designated by the Board, provided that if the Board does not designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

### **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. In this context, the Committee is authorized to:

#### 1. Compliance Functions

- a) The Committee shall review and make recommendations to the Board addressing the Company's compliance practices generally, and specifically oversee and monitor the Company's conformance with good business practices, public image and Government and industry standards.

- b) The Committee shall meet regularly with management of the Company to assess the Company's compliance policies and procedures. Without limiting the generality of the foregoing, the Committee shall confer regularly with the officer designated as the Company's General Counsel and Chief Compliance Officer regarding the Company's compliance policies and procedures, and any specific material compliance issues. It is the intention of the Board and the Committee that such consultations with the Company's General Counsel be deemed to constitute communications for the purpose of obtaining legal advice and are therefore privileged attorney-client communications.
- c) Periodically review the Company's ethics and compliance policies, procedures and programs as established and administered by the General Counsel and Chief Compliance Officer.
- d) Receive and review periodic reports from the General Counsel and Chief Compliance Officer summarizing the receipt, retention and treatment of complaints received by the Company on its "hotline" regarding any matter (other than accounting, internal accounting controls or auditing matters) or submission by the employees of concerns regarding questionable practices (other than any accounting or auditing matters). The Committee shall establish procedures for the referral to the Audit Committee of any complaint regarding accounting, internal accounting controls or auditing matters received by the Committee or submission by employees of concerns regarding questionable accounting, fraud or auditing matters to the Committee.
- e) Periodically review with the General Counsel the status of all pending litigation and open regulatory issues.
- f) No less than annually, the Committee shall review and approve the Code of Ethics and Business Conduct ("Code"), and shall oversee implementation by management of procedures intended to ensure compliance with such Code. The Committee shall ensure that such Code is publicly available and shall consider any requests for waivers benefiting Company officers from such Code. The Company shall make disclosure of such waivers as required by applicable law and listing rules. The Committee also shall review on an annual basis a report from management regarding any other waivers from the Company's Code of Conduct granted to the Company's other employees.
- g) Review compliance by the Board of the Company's Code of Ethics and Business Conduct which is applicable to members of the Board of Directors, when they are representing or acting for the Company and its subsidiaries.
- h) No less than annually, review the Company's Corporate Governance Guidelines and recommend revisions as necessary to ensure compliance with federal law and regulations.

- i) Review and recommend to the Board, as appropriate, action with respect to transactions with the Company and a Related Person, as defined in applicable regulations of Related Party Transactions.

## 2. Committee Authority

- a) The Committee shall have the resources and authority necessary and appropriate to the prudent conduct of its assigned responsibilities. The Committee shall be authorized and empowered to retain, at the Company's expense, special legal or other advisors and to incur such other expenses as the Committee, in its sole discretion, determines to be necessary, appropriate or advisable in carrying out its duties. The Committee also may request any officer or employee of the Company or the Company's outside counsel to meet with any members of, or advisors to, the Committee.
- b) The Committee shall review and recommend to the Board the adequacy of its charter and proposed changes annually or as otherwise needed.
- c) The Committee will conduct an annual self-appraisal of its performance with respect to this Charter.
- d) While the Committee has the responsibilities and powers set forth in this Charter, the Committee and the Board must rely on the expertise and knowledge of management, the Company's General Counsel, Disclosure and Compliance Committee, Chief Compliance Officer and Risk Management Department. Accordingly, it is the responsibility of management of the Company to ensure compliance with applicable laws, rules and regulations. The Committee may initiate such compliance investigations as it deems appropriate, but it is not the Committee's responsibility to conduct compliance audits in the ordinary course of the Company's business.

## **IV. MEETINGS**

The Committee will meet as often as necessary to carry out its responsibilities, but shall meet at least three times a year. Meetings may be called by the Chairman of the Committee, the Chief Executive Officer, General Counsel or the Chief Compliance Officer of the Company. All meetings of the Committee shall include the General Counsel (or someone designated by the General Counsel to participate in the meeting). All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company records. A majority of the Committee shall constitute a quorum for the transaction of business, and the action of a majority of those present at a meeting shall constitute the act of the Committee. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee.