



SAIC Stock Ownership and Retention Guidelines

V1.2

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GOVERNANCE POLICY		
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This guidance is intended to be an aid and may be subject to audit.		Version Number: v1.2

Contents

I.	Purpose	1
II.	Scope and Applicability	1
III.	Overview	1
IV.	Definitions	2
V.	Executive Officer and Key Employee Stock Ownership Guidelines	2
VI.	Director Stock Ownership Guidelines	3
VII.	Retention Guidelines	3
VIII.	Shares Counted	4
IX.	Exceptions	4
X.	Administration	5

I. Purpose

The Human Resources and Compensation Committee of Board of Directors (the “Committee”) of Science Applications International Corporation (“SAIC” or the “Company”) believes that executive officers, directors, and other key employees should own and hold SAIC common stock to align their interests with the long-term interests of stockholders and further promote the Company’s commitment to sound corporate governance.

II. Scope and Applicability

All executive officers, directors, and certain key employees described below are subject to the stock ownership guidelines for as long as they continue to serve in such capacity.

III. Overview

Ownership of SAIC common stock by those who are in a position to make a positive impact on the Company has been a key tenet of SAIC since the Company’s founding. Our stockholders expect management to demonstrate confidence in SAIC by maintaining a personal financial stake in the Company. These stock ownership guidelines are intended to enhance our corporate governance by aligning the interests of management with the interests of stockholders. Employees subject to these guidelines will be expected to achieve the target ownership level as described below. Progress towards achieving the ownership levels will be reviewed periodically.

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SAIC PROPRIETARY INFORMATION

IV. Definitions

Average Closing Price - Average closing price of SAIC common stock as reported in the New York Stock Exchange for the 52 week period immediately preceding and ending on the trading date immediately prior to the date of determination.

Director – A non-employee member of the Board of Directors of the Company.

Executive Officer - Executive Officer within the meaning of Rule 3b-7 of the Securities Exchange Act of 1934. For purposes of these guidelines, officers defined under Rule 16a-1(f) and subject to reporting under the Securities Exchange Act of 1934 are also deemed executive officers.

Key Employee – Executive that does not meet the definition of Executive Officer as defined above that is subject to the ownership guidelines (e.g. Senior VP).

Net Shares - Shares that remain after shares are withheld plus any shares sold to cover additional income tax obligations, as the case may be, to (i) pay any applicable exercise price for an equity award (e.g., stock options) or (ii) satisfy the minimum statutory withholding tax obligations arising in connection with the exercise, vesting or payment of an equity award (e.g., restricted stock units, restricted stock).

Target Ownership Level - The dollar value of the required stock ownership as determined under section V or VI.

V. Executive Officer and Key Employee Stock Ownership Guidelines

Executive Officers and Key Employees are required to acquire and hold shares of SAIC common stock with a minimum value as a multiple of their annual base salary as indicated below. The target ownership level for each position is determined as the multiple times annual base salary divided by the Average Closing Price.

Position	Executive Officer or Key Employee	Multiple of Base Salary
Chief Executive Officer	Executive Officer	5X
Chief Financial Officer	Executive Officer	3X
Sector President & Executive Vice President	Executive Officer	3X
Senior Vice President	Key Employee	1X

*The target ownership level for each Executive Officer and Key Employee is initially calculated using the fiscal 2015 annual base salary. This target ownership is then recalculated at the earlier of (i) the base salary at the beginning of each fiscal year or (ii) the next merit increase.

VI. Director Stock Ownership Guidelines

Non-employee Directors are required to hold shares of SAIC common stock with a minimum value representing a multiple of the Director's annual cash retainer fee. The target ownership level for each Director is determined as the number of shares equivalent to (i) five (5) times the Director's annual cash retainer payable to such Director divided by (ii) the Average Closing Price rounded up to the nearest 100 shares. Directors are expected to continue to hold a sufficient number of SAIC common stock once attainment of the target ownership level has been met as long as the Director remains a member of the Board of Directors.

VII. Retention Guidelines

Unless an Executive Officer Key Employee, or Director has satisfied his or her applicable target level, he or she is required to retain 100% of the net shares received as a result of the exercise of SAIC stock options, the vesting of restricted stock, restricted stock units, or issued pursuant to a performance share award or other equity award. Because net shares must be retained until the specified ownership threshold is achieved, there is no minimum time period required to achieve these requirements. Executive Officers, Key Employees and Directors shall, upon request, provide evidence of their holdings of SAIC shares held in personal accounts not accessible by the Company.

VIII. Shares Counted

Shares that count and do not count towards satisfaction of the stock ownership guidelines are as follows:

Shares That Count	Shares That Do Not Count
✓ Shares owned outright by the employee, director, or his/her spouse (including ESPP if applicable)	X One-half of unvested restricted stock units awards
✓ Shares held in a trust for the benefit of the employee, director or his or her immediate family members	X Unvested Performance Share Plan awards
✓ Vested stock including vested restricted stock units held in the KESDP, KDP, and MSCP compensation plans or any successor plan	X Unexercised and unvested stock options
✓ Shares held in a retirement plan	X All other long-term incentive awards that may be settled in cash
✓ One-half of unvested time-based restricted stock unit awards	

IX. Exceptions

These guidelines may be waived for Key Employees, at the discretion of the Chief Executive Officer, and by the Committee for Executive Officers, if compliance would create an undue hardship, prevent an Executive Officer, Key Employee, or Director from complying with a court order, or if such target ownership levels create other unforeseen circumstances. If an exception is approved, the Chief Executive Officer or the Committee, in consultation with the Executive Officer, Key Employee or Director, will modify the target ownership level or approve a sale of common stock prior to meeting the target ownership level that reflects both the intent of these guidelines and the Executive Officer, Key Employee, or Director's individual circumstances.

X. Administration

The stock ownership guidelines shall be administered, interpreted, and construed by SAIC's General Counsel, who shall have the authority to implement and administer these guidelines in accordance with their terms and conditions, subject to oversight by the Chief Executive Officer and the Committee. The Committee shall have the authority to amend the Stock Ownership Guidelines or grant exceptions, including as described in Section IX above.

Revision Summary

Version Number	Date	Author	Description of Change
1.0	03-19-2014	Nanah Bangura	Initial version of document
1.1	06-03-2014	Nanah Bangura	Effective Date and Net Shares definition change
1.2	10-17-2016	Nanah Bangura	Added one-half unvested RSUs to Section VIII and updated the definition of Net Shares