

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 of directors (the "Board") of CIBER, Inc., a Delaware corporation (the "Company"). This Corporate Governance Principles Document, together with the Company's Certificate of Incorporation, Bylaws, and Board Committee Charters, sets forth the Company's governance policies and procedures.

I. Board Composition and Leadership

A. Independence

A majority of the members of the Board will be independent directors. The members of the Board 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 the Company's annual proxy statement 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, as well as any other applicable laws, rules and regulations regarding director independence. Ownership of a significant amount of the Company's stock, by itself, will not preclude a determination that the director is independent. In addition, members of the Audit Committee and the Nominating/Corporate Governance Committee must meet the additional independence requirements of SEC Exchange Act Rule 10A-3 and Compensation Committee members must satisfy the standards for a "non-employee" director under SEC Rule 16b-3 and "outside director" under Section 162(m) of the Internal Revenue Code of 1986, as amended.

B. Qualifications

The Company directors must bring to their positions the necessary skill mix and experience to perform the Board's oversight function effectively. When considering nominees for director, our Nominating/Corporate Governance Committee looks at the entirety of the Board and seeks to add skills and experience which complement other members of the Board rather than director nominees that may represent a particular constituency. Board members will be recruited and retained based on a diversity of dimensions which may include their independence, relevant business and industry experience, leadership skills, demonstration of sound business judgment, global perspective and experience, interpersonal effectiveness and personal integrity. In addition to these minimum requirements, the Committee shall also evaluate whether the candidate's skills are complementary to the existing Board members' skills, the Board's needs for particular expertise in fields such as business, manufacturing, technology, financial, marketing, international, governmental, or other areas of expertise, and assess the candidate's impact on Board dynamics and effectiveness.

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.

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 be eligible to participate in the CIBER, Inc. Equity Incentive Plan pursuant to which directors may 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 may be paid annual retainers and fees for participating in director meetings as determined by the Board from time to time, and shall be reimbursed for their reasonable expenses incurred in attending meetings.

While other forms of compensation may be implemented from time to time at the discretion of the Board or upon recommendation by the Compensation Committee with approval by a majority of the Board, 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 during the year in which such director's term ends. Directors may generally be asked to serve as such as long as they add value to the Board and the Company through the skills and experience they contribute.

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 75; however, directors who reach the age of 75 during their term of office as a director should continue to serve for the full term for which they are elected.

Pursuant to the Company's Bylaws, the Board determines the number of directors by resolution, although the number shall not be less than three or more than eleven. Directors of the Company are divided into three classes of approximately equal size and directors in each class are elected for three-year terms. The Board shall from time to time review and may change the size of the Board to achieve the Company's corporate governance objectives. Nominations for directors may be made by the full Board based upon recommendations from the Nominating/Corporate Governance 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. Directors should offer to resign upon a significant change of the director's principal employment or other significant change in professional occupation or association so the Board can 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. It is the policy of the Company that the Chairman of the Board be selected by a majority vote of the Board upon recommendation by the Nominating/Governance Committee. The Nominating/Corporate Governance Committee shall develop and recommend to the Board for approval a succession plan for the Chief Executive Officer and the Chairman of the Board.

E. Other Directorships

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 boards of directors, in the business judgment of the Board and the Nominating/Governance Committee, are not too numerous to interfere with the director's performance of his/her present responsibilities for the Company. As a general policy, the Board believes that directors should limit their service to not more than four boards of publicly traded companies in addition to that of the Company, but exceptions to this policy may be made in appropriate cases. A director seeking to serve on more than four boards should obtain the approval of the Nominating/Corporate Governance Committee for that service. Service on the board and/or committees of other companies shall comply with the Company's conflict of interest policies.

If a Member of the Audit Committee serves on the audit committee of more than two other public companies and is the chair of more than one other audit committee, the Board will review such service and determine if such service would impair the ability of the Member to serve effectively.

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 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 and Quarterly Reports, Proxy Statement, as well as memoranda about the director's duties and responsibilities as a director and Company 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 Board 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. Management shall frequently provide directors with relevant written materials about the Company's operation and the industry. In addition, Board members may pursue external continuing education opportunities to assist in their development as directors of the Company. All

such external programs shall be approved by the Chairman of the Board and the Company's General Counsel.

II. Board Organization

A. Duties and Responsibilities

The Board 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 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, (3) consulting with management on the Company's overall business strategies, and (4) 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, all of which are posted to the Company's website. The duties and responsibilities of each committee are included in the committee's charter. The Chairman of the Board, subject to approval by a majority of the Board, shall appoint members of the committees on an annual basis. All members of the committees are independent directors and all committees report regularly to the full Board.

III. Board Operations

The Board meets in regularly scheduled meetings and has special meetings as needs dictate. Board members are expected to attend all meetings 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). If the Chairman of the Board is a member of management, 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 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 discuss 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 to assist them in performing their respective roles without seeking full Board approval. To foster open discussions, the proceedings and deliberations of the Board are confidential among the Board and others in attendance.

The committee chair determines committee meeting length, agenda and timing. As with full Board meetings, materials should 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. This does not preclude individual Board members, in accordance with Company policies, including the Disclosure Policy, from meeting or otherwise communicating with institutional investors, the press, customers, shareholders and employees involved with the Company. It is expected that Board members only do this with the prior knowledge of the Company's senior management and, in most instances, at the request of senior management and with senior management present. 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 by following the procedures set forth on the Company's website under "Investor Relations-, Corporate Governance, Communications with the Board."

The Board and its committees shall conduct annual self-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 event 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.