

## MANTECH INTERNATIONAL CORPORATION

### **Fifth Amended and Restated Charter of the Retirement Plan Committee of the Board of Directors**

Pursuant to the Delaware General Corporation Law and the Bylaws of ManTech International Corporation (the “**Company**”), the Board of Directors (the “**Board**”) has established this Retirement Plan Committee for the purpose of acting on behalf of the Board in connection with the Company’s tax qualified and nonqualified retirement plans (the “**Plans**”). The Retirement Plan Committee’s primary responsibility is to oversee the operation, administration and funding of the Plans. The Board has authorized this Charter of the Retirement Plan Committee (this “**Charter**”) setting forth the responsibilities and functions of the Retirement Plan Committee (the “**Committee**”).

#### **Membership**

The Committee shall be comprised of at least two (2) Board members. The Committee members shall be appointed annually by, and serve at the pleasure and discretion of, the Board. A Committee member may be removed at any time, with or without cause, by the Board. Unless a chairperson is appointed by the Board, the Committee members may designate a chairperson by majority vote of the full Committee membership.

#### **Delegations of Authority**

The Committee shall have the authority to delegate certain responsibilities to subcommittees of the Committee, if the Committee determines that such delegation is advisable and is otherwise allowable by law or regulation. In furtherance and not in limitation to the Committee’s ability to delegate authority under this Charter, where Committee action is required between regularly scheduled meetings, the Committee chairperson may authorize or approve actions to be taken with respect to the Plans; provided, however, that such decisions will then be presented to the full Committee for ratification at the next regularly scheduled meeting. Additionally, authority to administer the Plans or any portion thereof is delegated to the following officers of the Company: the Chief Financial Officer, the Chief Administrative Officer and the most senior Human Resources officer. The Committee may delegate such authority to additional members of senior management as it deems appropriate or necessary for the administration of the Plans.

#### **Retirement Plan Committee Responsibilities**

The Committee shall be responsible for the oversight of the retirement plans sponsored by the Company or its subsidiaries. In exercising this oversight function, the Committee shall have the overall responsibility for approving and evaluating the Company’s retirement plans, including investment options pursuant thereto, on behalf of the Board. Specifically, the Committee shall have the responsibility and authority to:

- (1) Approve and monitor the investment policy for all of the Company’s retirement plans.
- (2) Review the Company’s policy for funding its retirement plans, including both tax qualified and nonqualified plans.
- (3) Receive and review periodic reports about the status of the funding and investment of the retirement plans.

- (4) Review the Company's appointment of one or more individuals or committees who shall serve as the administrator of each retirement plan of the Company (the "**Administrator**"). The Committee shall not have any fiduciary responsibility with respect to the administration of the Plans as performed by an Administrator.
- (5) Receive and review periodic reports on the administration and operation of the Company's retirement plans to ensure the achievement of their intended purposes.
- (6) Act on behalf of the Board with respect to the appointment and termination of trustees, third party administrators, investment managers, named fiduciaries or other positions relating to the retirement plans.
- (7) Approve (or ratify the Administrator's approval of) any amendment to the Company's retirement plans or do any other task with respect to the retirement plans that requires action by the Board.
- (8) Receive periodic briefings regarding compliance with funding and other regulatory requirements, including the Employee Retirement Income Security Act of 1974, as amended ("**ERISA**").
- (9) Review periodically the performance of any third parties engaged in the administration, management or investment of funds of any Company retirement plan, and review the recommendations of management with respect to the engagement or termination of any third parties.
- (10) Establish such policies from time to time as it deems appropriate regarding the delegation of authority to executive officers
- (11) Review and assess, on an annual basis, the adequacy of this charter, and recommend any desired changes to the Board for approval.

In fulfilling these responsibilities, the Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent counsel, consultants, investment advisors or other professionals to provide advice to the Committee or to conduct investigations at the direction of the Committee. The Company must provide funding, in amounts reasonably determined by the Committee, for the payment of compensation to any counsel or advisors that the Committee chooses to engage and for the ordinary administrative expenses of the Committee.

The Committee shall not be a designated fiduciary of any of the retirement plans for purposes of ERISA. The Committee shall not be responsible for managing the retirement plans or directing the investments of assets of the retirement plans. Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.

### **Meetings and Reports**

The Committee shall meet at least annually or more frequently as the Committee chairperson may direct. The Company's directors may attend any Committee meeting. Management or other persons may attend Committee meetings at the invitation of the Committee chairperson.

The Committee will be governed by the same rules that are applicable to the Board of Directors (including rules related to telephonic meetings, notice, waiver of notice, voting and action without a meeting), except that for the Committee two (2) members shall constitute a quorum for a meeting.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee may designate a secretary to take the minutes, and the secretary need not be a Committee member. At the request of the Chairman of the Board, the Committee chairperson will provide the Board with a report of any activities or proceedings of the Committee.

***Last Reviewed and Amended by the Board of Directors on July 25, 2011***