

MANTECH INTERNATIONAL CORPORATION
EIGHTH AMENDED AND RESTATED CHARTER
OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

The following shall constitute the Audit Committee Charter (the Charter) of the Board of Directors of ManTech International Corporation (the Company):

I. ORGANIZATION

There shall be constituted a standing committee of the Board of Directors of the Company (the Board) to be known as the audit committee (the Audit Committee).

II. STATEMENT OF PURPOSE

The Audit Committee shall oversee the integrity of the Company's financial statements, the accounting and financial reporting processes of the Company and its subsidiaries, and audits of the Company's financial statements.

The Audit Committee shall further assist the Board in discharging its oversight responsibilities relating to:

- The Company's compliance with legal and regulatory requirements;
- The independent auditor's qualifications and independence;
- The performance of the independent auditor;
- The performance of the internal audit function; and
- The Company's system of disclosure controls and procedures, internal control over financial reporting, and compliance with ethical standards adopted by the Company.

III. COMPOSITION AND SELECTION

The Audit Committee shall be comprised of three or more directors. Each of the members of the Audit Committee shall be a member of the Board and meet the independence and other requirements established by The Nasdaq Stock Market, Inc. (Nasdaq) and the Securities and Exchange Commission (SEC), as then in effect. The Company shall compensate members of the Audit Committee only with director's fees for their service on the Board and its committees.

All members of the Audit Committee shall meet the financial literacy requirements of Nasdaq. At least one member of the Audit Committee shall qualify as an "audit committee financial expert," in compliance with the criteria established by the SEC.

No member of the Audit Committee may serve on the audit committees of more than three (3) public companies without approval of the Board. If an Audit Committee member simultaneously serves on the audit committee of more than three (3) public companies, the Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit Committee.

The members of the Audit Committee shall be appointed by the Board, at the Board's annual meeting, to serve until their successors are duly elected and qualified; however, Audit Committee members may be removed by the Board at any time. Unless a Chairman is elected by the full Board, the members of the Audit Committee shall designate a Chairman by majority vote of the full Audit Committee membership.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Audit Committee shall have the sole authority to appoint or replace (subject, if applicable, to stockholder ratification), compensate and oversee any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit or review services for the Company (the registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company's Annual Report on Form 10-K is referred to herein as the "independent auditor") (including the resolution of disagreements between management and the independent auditor regarding financial reporting). The Audit Committee shall pre-approve the fees and other terms of all engagements for audit and non-audit services provided by the independent auditor. The independent auditor shall report directly to the Audit Committee. The Audit Committee expects that, when appropriate, the independent auditor will communicate any concerns to management as well as the Audit Committee.

The Audit Committee shall consult with management, but shall not delegate these responsibilities. The Audit Committee may form subcommittees and delegate authority to subcommittees when appropriate.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain (and determine funding for) independent counsel, special accounting consultants, or other independent advisors to provide advice to the Audit Committee or to conduct investigations at the direction of the Audit Committee. The Audit Committee shall have the authority to conduct or authorize investigations into any matters within its scope of responsibilities, and contact and request information from any of the Company's advisors or other third parties.

The Company must provide funding, in amounts reasonably determined by the Audit Committee, for the payment of:

- Compensation to the independent auditors;
- Compensation to any advisors that the Audit Committee chooses to engage; and
- Ordinary administrative expenses of the Audit Committee.

The Audit Committee shall review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the Company's internal audit function.

The Audit Committee shall review and reassess the adequacy of this Charter at least annually, and shall recommend any necessary changes or amendments to the Board for its approval. The Audit Committee shall also review its own performance on an annual basis.

In carrying out its responsibilities, the Audit Committee shall:

Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor (a) accounting policies and financial reporting issues and judgments that may be viewed as critical; (b) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; (c) significant changes in the Company's accounting and auditing policies; (d) any accounting and financial reporting proposals that may have a significant impact on the Company's financial reports; and (e) matters relating to the quality of the Company's internal control over financial reporting and any special audit steps adopted in light of significant risks, significant control deficiencies or material weaknesses, or other circumstances.
2. Review and discuss with management and the independent auditor the Company's annual audited financial statements, and recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K. The Audit Committee shall also review the adequacy of disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Form 10-K.
3. Review and discuss with management and the independent auditor the Company's quarterly financial statements, including the results of the independent auditor's reviews of the quarterly financial statements, and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of its Form 10-Q.
4. Review and discuss with management and the independent auditor: (a) any material financial or non-financial arrangements of the Company that do not appear on the financial statements of the Company; and (b) any transactions or courses of dealing with parties related to the Company that are significant in size or involve terms that differ from those that would likely be negotiated with independent parties.
5. Review and discuss with management earnings press releases, including the type and presentation of information, as well as financial information and earnings guidance given to analysts and ratings agencies.
6. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives.
7. Review with the independent auditor and management the nature and effect of any off-balance sheet financings, special purpose financing and trading vehicles, derivatives and other transactions that involve significant estimates.

8. Meet periodically as necessary with the Chief Executive Officer, Chief Financial Officer, Office of the General Counsel, Chief Compliance Officer and/or a representative of the internal audit function, and the Company's independent auditors, each in separate executive sessions.

Risk Management, Legal Compliance and Ethical Compliance

9. Review and approve related party transactions (transactions required to be disclosed under Item 404 of Regulation S-K). Oversee, administer and interpret the Company's *Policy and Procedures with Respect to Related Party Transactions*. Establish guidelines and standing approvals for ongoing related party transactions.
10. Review and discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies, provided that (i) the Compensation Committee of the Board shall be responsible for the oversight of risks associated with the Company's compensation policies or practices, and (ii) the Special Programs Oversight Committee of the Board shall be responsible for the oversight of risks associated with certain of the Company's business activities involving programs which have been designated as classified by the United States government or which present a potential significant risk to the Company.
11. Review with the Company's General Counsel and/or Chief Compliance Officer, as appropriate, (a) legal matters that may have a material impact on the financial statements, (b) any significant reports to, or inquiries received from, regulators or governmental agencies, (c) significant legal compliance policies, and (d) "whistleblower" complaints, significant employee grievances and other complaints relating to the integrity of the Company's financial statements.
12. Oversee the establishment and periodic review and update of the Company's Standards of Ethics and Business Conduct. Oversee management's monitoring of the Company's Standards of Ethics and Business Conduct, and obtain reports from management, the Chief Compliance Officer, or the General Counsel, as appropriate, regarding compliance with the Company's Standards of Ethics and Business Conduct or other significant policies of the Company.
13. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements, accounting and/or internal control policies.
14. Establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Oversight of the Company's Relationship with the Independent Auditor

15. Obtain from the independent auditor and review a written statement delineating all relationships between the auditor and the Company, consistent with Public Company Accounting Oversight Board (PCAOB) Ethics and Independence Rule 3526, and such other reports and information as the Audit Committee deems appropriate, to assess the independence of the independent auditor, including that of the independent auditor's lead partner. Based on a review of such reports and information, discuss with the independent auditor any disclosed relationships or services that might impact the objectivity and independence of the auditor, and recommend to the Board that it take appropriate action in response to the report to satisfy the independence requirements.

Assure the regular rotation of the lead, concurring, and other audit partners as required by law and SEC regulations, and consider whether there should be regular rotation of the independent auditing firm itself, in order to assure continuing independence of the independent auditor.

16. Establish policies and pre-approval procedures for the engagement of the independent auditor to provide both audit and non-audit services. The authority to grant pre-approvals may be delegated to the Chairman of the Audit Committee, whose decisions will then be presented to the full Audit Committee at its next regularly scheduled meeting.
17. Consider whether the independent auditor's performance of permissible non-audit services is compatible with the auditor's independence. Discuss with the independent auditor the matters required to be discussed under PCAOB Auditing Standard No. 16, as amended, related to the audit, including material communications between management and the independent auditor.
18. Evaluate the qualifications and experience of the senior members of the independent auditor team, including that of the independent auditor's lead partner.
19. Establish hiring policies for employees or former employees of the independent auditors, consistent with governing laws and regulations.
20. Review the independent auditor's report on the Company's internal control over financial reporting.
21. Hold timely discussions with the independent auditor regarding (a) critical accounting policies and practices, (b) alternative treatments of financial information within GAAP that have been discussed with management and the ramifications of the use of such alternative treatments, and (c) other written communications between the independent auditor and management.

Financial Reporting Process and Internal Control Structure

22. Establish regular and separate systems of reporting to the Audit Committee by the Company's management, the independent auditor and the internal audit function regarding any significant judgments made in management's preparation of the financial statements, and the view of each as to the appropriateness of such judgments.
23. Review and discuss with the independent auditor, audit planning and procedures, including the scope, fees, staffing and timing of the audit. Review and discuss the results of the audit exam, and any reports of the independent auditor with respect to any interim period.
24. Review with the Company's internal audit function and the independent auditor the coordination of their audit efforts to assure completeness of coverage, reduction of redundant efforts and effective use of audit resources.
25. Review separately with the Company's management, the independent auditor and the internal audit function, following completion of the Company's annual audit, any significant difficulties encountered during the course of the audit, including: (a) difficulties with management's response; (b) any restrictions on the scope of work or access to required information; and (c) the nature and extent of any significant changes in accounting principles or the application therein.
26. Review any significant disagreement among the Company's management and its independent auditor or the internal auditing department in connection with the preparation of the Company's financial statements.
27. Review with the independent auditor any audit problems or difficulties and management's response. Such review shall include any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise). Review any "management" or "internal control" letters issued, or proposed to be issued, by the audit firm to the Company.
28. Review with the Company's independent auditor, the internal audit function and management the extent to which changes or improvements in financial or accounting practices and standards, as approved by the Audit Committee, have been implemented, with such review to be conducted at an appropriate amount of time subsequent to implementation of any changes or improvements thereto, as decided by the Audit Committee in its discretion.
29. In consultation with the independent auditor and internal audit function, review the adequacy and integrity of the Company's financial reporting process and internal control structure, including disclosure controls and internal control over financial reporting.

30. Review and discuss with management and the independent auditor (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and timely report financial information; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls. Oversight of the Company's Internal Audit Function
31. Review and approve the appointment, compensation, replacement, reassignment or dismissal of persons serving the internal audit function.
32. Review the regular internal reports to management prepared by the internal audit function, as well as any responses from management.
33. Discuss with the independent auditor the internal audit function's responsibilities, budget and staffing, and any recommended changes in the planned scope of the internal audit function's activities.

Other Matters

34. Review and approve the report of the Audit Committee required by the SEC to be included in the Company's annual proxy statement.
35. Be available to the independent auditor during the year, as may be requested by the independent auditor.
36. Perform any other activities consistent with this Charter, the Certificate of Incorporation, the Bylaws of the Company and governing law, as the Audit Committee or the Board deems necessary or appropriate.

V. MEETINGS

The Audit Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but shall meet at least quarterly. The chair of the Audit Committee shall report, as necessary or desirable, the Committee's activities to the Board.

The Audit Committee shall also meet on a regular basis in executive session without the presence of management.

The Audit Committee shall maintain minutes of its meetings and records relating to those meetings.

VI. LIMITATION OF AUDIT COMMITTEE'S ROLE

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits, to certify the Company's financial statements or to guarantee the auditor's report. These are the responsibilities of management and the independent auditor.

In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not full-time employees of the Company, it is not the duty or responsibility of the Audit Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information and (ii) the accuracy of the financial and other information provided to the Audit Committee absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Audit Committee, except to the extent otherwise provided under applicable federal or state law.

VII. CONSISTENCY WITH CERTIFICATE

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Certificate of Incorporation, the Bylaws of the Company or any applicable law or regulation, the Certificate of Incorporation or the Bylaws or the law or regulation, as appropriate, shall fully control.

Last reviewed and adopted by the Board of Directors on March 8, 2016