

MANTECH INTERNATIONAL CORPORATION

Seventh Amended and Restated Charter of the Compensation Committee of the Board of Directors

The Board of Directors of ManTech International Corporation (the “**Company**”) has established a Compensation Committee for the purpose of reviewing, determining and approving, on behalf of the Board of Directors (the “**Board**”), all forms of compensation to be provided to the Company’s executive officers and non-employee directors, and stock compensation to be provided to all employees; to review and discuss with management the compensation discussion and analysis (the “**CD&A**”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the SEC; to prepare the Compensation Committee Report, as required by the rules of the SEC; and to oversee other compensation related matters, as determined by the Board. The Board has approved this Seventh Amended and Restated Charter of the Compensation Committee of the Board of Directors (“**Charter**”) setting forth the responsibilities and functions of the Compensation Committee.

Composition

The Compensation Committee shall consist of two or more members of the Board, all of whom shall be “independent directors,” as such term is defined in the rules and regulations of The Nasdaq Stock Market LLC (“**Nasdaq**”), as well as any additional independence or qualification requirements applicable to compensation committee members that are established pursuant to any applicable law, rule or regulation. Compensation Committee members shall also qualify as “outside directors” under Section 162(m) of the Internal Revenue Code and “non-employee directors” under Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

The members of the Compensation Committee shall be appointed annually by, and serve at the pleasure and discretion of, the Board. A Compensation Committee member may be removed at any time, with or without cause, by the Board. Unless a Chairperson is appointed by the Board, the members of the Compensation Committee may designate a Chairperson by majority vote of the full Compensation Committee membership. The Compensation Committee shall have the authority to delegate certain responsibilities to subcommittees of the Compensation Committee, if the Compensation Committee determines that such delegation is advisable and is otherwise allowable by law or regulation.

Compensation Committee Responsibilities

The Compensation Committee shall be responsible for overseeing the determination, implementation and administration of the remuneration (including compensation, benefits, bonuses, perquisites and equity compensation) of all executive officers of the Company. The Compensation Committee shall also be responsible for overseeing the remuneration of the non-employee directors of the Company. The Compensation Committee shall be responsible for the remuneration of other Company employees only with respect to (i) reviewing and approving or ratifying all equity compensation to be paid, (ii) administering the Company’s stock-based compensation plans, and

(iii) overseeing other compensation related matters as may be specifically set forth herein. Such responsibilities shall include the following:

- (1) To determine the compensation of the Chief Executive Officer of the Company. In connection with this responsibility, the Compensation Committee may, as it deems appropriate, (a) review and approve goals and objectives relevant to the Chief Executive Officer's compensation package, (b) establish a procedure for evaluating the Chief Executive Officer's performance, (c) evaluate such performance in light of the goals and objectives, and (d) review and set the base salary and other annual and long-term compensation of the Chief Executive Officer. In no event will the Chief Executive Officer be present during voting or deliberations in connection with clause (d) of this paragraph.
- (2) To determine the compensation of the Company's other executive officers. In connection with this responsibility, the Compensation Committee may, as it deems appropriate, (a) review and approve goals and objectives relevant to an executive officer's compensation package, (b) establish a procedure for evaluating an executive officer's performance, (c) evaluate such performance in light of the goals and objectives, and (d) review and set the base salary and other annual and long-term compensation of the executive officer.
- (3) To evaluate the total compensation paid to executive officers, including base salary, annual incentives, long-term incentives, retirement plans, perquisites and all other compensation payable in the ordinary course and under any applicable special circumstances.
- (4) To administer and otherwise perform such duties and responsibilities as may be assigned to the Compensation Committee under the terms of the stock-based compensation, incentive and benefit plans of the Company that have been, or may in the future be, adopted by the Company and that require (by their terms or by law or regulation) the administration by the Compensation Committee.
- (5) To make grants under, interpret, oversee and otherwise administer the Company's Management Incentive Plan (the "MIP"). If allowed by applicable laws, rules and regulations, the Compensation Committee may permit designated executive officers to determine long-term incentive awards in the form of stock options or restricted stock for the Company's non-executive officers pursuant to the MIP.
- (6) To evaluate the appropriate level of compensation to be paid to non-employee directors for service on the Board and its committees.
- (7) To review and assess, on an annual basis, the adequacy of the compensation philosophy for the Company's executive compensation program.
- (8) To review all equity compensation plans to be submitted for stockholder approval pursuant to the Nasdaq listing standards, and to review and, in the Compensation

Committee's sole discretion, approve all equity compensation plans that are exempt from such stockholder approval requirement.

- (9) To review and approve any executive officers' employment agreement, severance or termination arrangements, and all other compensatory contracts or arrangements to be made with any executive officer.
- (10) To review periodically the operation of the Company's executive compensation programs to ensure the achievement of its intended purposes.
- (11) To establish such policies from time to time as it deems appropriate regarding the delegation of authority to executive officers.
- (12) To review and discuss with management the Company's CD&A, and based on that review and discussion recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.
- (13) To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
- (14) To review other compensation related disclosure included in the Company's annual proxy statement, including (a) the description of the Compensation Committee's processes and procedures for the consideration and determination of executive officer and non-employee director compensation, (b) disclosure concerning any external compensation adviser retained by the Compensation Committee (or from whom the Compensation Committee otherwise obtains advice), (c) any description of the Company's compensation policies and practices as they relate to the Company's risk profile, and (d) any disclosure concerning stockholder advisory votes regarding executive compensation.
- (15) In connection with any stockholder advisory vote on the frequency with which the Company shall hold a stockholder advisory vote on the compensation of the Company's named executive officers (a "**Say on Frequency Vote**") pursuant to Section 14A of the Exchange Act and the rules and regulations promulgated thereunder, as amended ("**Section 14A**"), review and approve any recommendation related to such Say on Frequency Vote to be provided to the Company's stockholders.
- (16) To review and approve the frequency with which the Company should submit to the stockholders an advisory vote on the compensation of the Company's named executive officers pursuant to Section 14A. In making any such recommendation, the Compensation Committee shall take into account any prior Say on Frequency Vote.

- (17) To review the results of any stockholder advisory votes on the compensation of the Company's named executive officers and consider whether to make any adjustments to the Company's executive compensation policies and practices.
- (18) To oversee management's assessment of risks associated with the Company's compensation policies and programs. If the Company identifies compensation practices that are reasonably likely to have a material adverse effect on the Company, the Compensation Committee shall make such adjustments as it deems appropriate to ensure that the Company's executive compensation policies or practices are consistent with the Company's risk management objectives.

The Compensation 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 Compensation Committee shall also review its own performance on an annual basis.

In fulfilling these responsibilities, the Compensation Committee may obtain the advice and assistance of Company management or in-house counsel. The Compensation Committee will also have full access to the Company's records, officers, employees and outside advisers as necessary to perform its duties.

Investigations and Studies; Outside Advisers

The Compensation Committee may conduct or authorize investigations into or studies of matters within the Compensation Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain advice from any external compensation consultant, legal counsel or other adviser (any of which is a "**Compensation Adviser**"), including compensation consultants to advise the Compensation Committee with respect to amounts or forms of executive officer and non-employee director compensation. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such Compensation Adviser. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any Compensation Adviser.

The Compensation Committee may select, or receive advice from, a Compensation Adviser only after taking into consideration the factors related to Compensation Adviser independence that are required by applicable Nasdaq listing standards or SEC rules and regulations, and any other factor that the Compensation Committee determines to be relevant (together, an "**Independence Assessment**"). An Independence Assessment is not required with respect to any Compensation Adviser acting in a role limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company, and that is available generally to all salaried employees, or (ii) providing information that is not customized for the Company or that is customized based on parameters that are not developed by the Compensation Adviser, and about which the Compensation Adviser does not provide advice.

In order to assist the Compensation Committee with its obligation to assess the independence of Compensation Advisers, any Compensation Adviser that the Compensation Committee has

previously retained (or obtained advice from) may not provide additional services to the Company in excess of \$120,000 in a fiscal year without the authorization of the Compensation Committee.

Meetings and Reports

The Compensation Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. Other directors, management or other persons may attend Compensation Committee meetings only at the invitation of the Chairperson of the Compensation Committee; provided, however, that at each Compensation Committee meeting, the Compensation Committee shall have the opportunity to meet in executive session, without any other directors, members of management or other persons present.

The Compensation Committee will be governed by the same rules that are applicable to the Board (including rules related to telephonic meetings, notice, waiver of notice, quorum, voting and action without a meeting).

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Compensation Committee may designate a secretary to take the minutes, and the secretary need not be a member of the Compensation Committee. The Chairperson of the Compensation Committee shall report, as necessary or desirable, the Committee's activities or proceedings to the Board.

While the members of the Compensation Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Compensation Committee, except to the extent otherwise provided under applicable federal or state law.

As most recently adopted by the Board of Directors in February 2014