

MANTECH INTERNATIONAL CORPORATION

Policy and Procedures With Respect To Related Party Transactions

It is the policy of the Board of Directors of ManTech International Corporation (the “**Company**”) that all Related Party Transactions (as such term is defined below) shall be subject to approval or ratification in accordance with the procedures set forth below.

Procedures

The Board of Directors has determined that the Audit Committee is best suited to review and approve all Related Party Transactions. The Audit Committee shall approve in advance all proposed Related Party Transactions. However, if advance Audit Committee approval of a Related Party Transaction is not feasible, then the proposed Related Party Transaction shall be considered by senior management (with the advice of legal counsel or the Chief Compliance Officer, where appropriate), with prior notice to, and the concurrence of, the Chairman of the Audit Committee. In such cases, the Related Party Transaction will be reviewed by the full Audit Committee at its next regularly scheduled meeting, and if the Audit Committee determines it to be appropriate, ratified. If the Audit Committee elects not to ratify the Related Party Transaction, senior management shall make all reasonable efforts to cancel or annul the Related Party Transaction.

When seeking Audit Committee approval of a Related Party Transaction, senior management shall provide the Audit Committee with the facts and circumstances of the proposed Related Party Transaction, including where applicable: (i) the Related Party’s relationship to the Company and interest in the transaction; (ii) the material facts of the proposed Related Party Transaction, including the proposed aggregate value of such transaction; (iii) the benefits to the Company of the proposed Related Party Transaction; (iv) the availability of other sources of comparable products or services; and (v) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms generally available to an unaffiliated third party under the same or similar circumstances, or to employees generally.

In determining whether to approve or ratify a Related Party Transaction, the Audit Committee will take into account, among other factors it deems appropriate, (i) the facts and circumstances provided by senior management as described above, (ii) upon consultation with the Chairman of the Nominating and Corporate Governance Committee or legal counsel, the impact of the proposed Related Party Transaction on a director’s independence (in the event the Related Party is a director, an immediately family member of a director or an entity in which a director is a partner, shareholder or executive officer), and (iii) whether the Related Party Transaction requires public disclosure, as described under “Disclosure” below, and the anticipated public perception of any required disclosure.

No director shall participate in any discussion or approval of a proposed Related Party Transaction for which he or she is a Related Party, except that the director, at the request of the Audit Committee, may participate in discussions for the express purpose of providing information concerning the Related Party Transaction to the Audit Committee. Where deemed necessary because of the potential conflict issues presented, the Audit Committee may recommend the creation of a special committee to review and approve the proposed Related Party Transaction.

If a Related Party Transaction will be ongoing, the Audit Committee may establish guidelines for senior management to follow in its ongoing dealings with the Related Party. Thereafter, the Audit Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to confirm that they comply with the Audit Committee's guidelines and that they remain appropriate.

In addition to guidelines for ongoing Related Party Transactions, the Audit Committee may, as it deems appropriate and reasonable, establish from time to time guidelines regarding the approval of Related Party Transactions that (i) involve *de minimus* amounts, (ii) do not require public disclosure, or (iii) involve transactions that have primarily a charitable purpose.

Definitions

A “**Related Party Transaction**” is any financial transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (i) the Company or any of its subsidiaries is a participant and (ii) any Related Party has or will have a direct or indirect interest (other than solely as a result of being a director or a less than 10 percent beneficial owner of another entity). Notwithstanding the foregoing, executive compensation arrangements (to include employment agreements, change-in-control agreements, and similar types of arrangements) that are approved by the Company's Compensation Committee, as well as board compensation arrangements that are similarly approved, shall not constitute Related Party Transactions. Additionally, any transaction where the Related Party's interest arises solely from the ownership of the Company's common stock, and all holders of the Company's common stock received the same benefit on a *pro rata* basis, shall not constitute a Related Party Transaction.

A “**Related Party**” is any (a) person who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and proxy statement, even if such person does not presently serve in that role) an executive officer, director or nominee for election as a director, (b) greater than 5 percent beneficial owner of the Company's common stock, or (c) immediate family member of any of the foregoing. Immediate family member includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee).

Disclosure

All Related Party Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations.

Last Reviewed and Approved by the Audit Committee on October 27, 2014