

MANTECH INTERNATIONAL CORPORATION

Charter of the Executive Committee of the Board of Directors

Pursuant to the Delaware General Corporation Law and the Company's bylaws, the Board of Directors (the "**Board**") has established an Executive Committee (the "**Committee**") for the purpose of assisting the Board in fulfilling its oversight responsibilities. The Committee shall exercise the powers of the Board in managing the business and affairs of the Company during the intervals between Board meetings, when action by the Board is necessary or desirable but convening a special Board meeting is not warranted or practical. The Board has authorized this charter setting forth the powers, responsibilities and functions of the Committee.

Membership, Appointment and Authority

The Executive Committee shall be comprised of at least three members of the Board of Directors, at least two of whom shall be non-management directors. The Committee shall include and be comprised of a majority of non-management directors. One of the members of the Committee shall be the Chairman of the Board. The Chairman of the Board shall also act as the Chairman of the Committee.

The members of the Committee 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. The Committee may delegate any part of its responsibilities to subcommittees of the Committee, so long as the Committee determines that such delegation is in the best interest of the Company and is otherwise allowable by law or regulation.

Executive Committee Powers and Responsibilities

The Executive Committee shall have and may exercise all the powers and authorities of the Board in the management and affairs of the Company, except that the Committee shall not have the power to:

- (1) Amend the bylaws or Certificate of Incorporation of the Company;
- (2) Fill a vacancy on the Board of Directors or any committee of the Board, other than a vacancy on the Executive Committee;
- (3) Approve or adopt, or recommend to stockholders, any action or matter expressly required under the Delaware General Corporation Law to be submitted to stockholders for approval;
- (4) Take any action that may not be lawfully delegated by the Board of Directors under Section 141(c) of the Delaware General Corporation Law, or any other applicable law;
- (5) Take any action required under law or the rules and regulations of the Securities and Exchange Commission or of The Nasdaq Stock Market, Inc. to be taken by a committee comprised solely of independent directors, or comprised of a majority of independent directors, in each case as defined under such law or rules.
- (6) Unless specifically authorized to do so by a prior resolution of the Board of Directors, take any action the responsibility for which is specifically reserved to another committee of the Board of Directors, as memorialized in the official charter for such other Board committee.

Meetings and Reports; Resources

The Executive Committee shall meet as often as deemed necessary by the Chairman of the Committee in order to carry out its responsibilities under this charter. The Executive Committee may request any director, officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting.

The Executive 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, quorum, voting and action without a meeting).

The Executive Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. The Committee may designate a secretary to take the minutes, and the secretary need not be a member of the Committee. Upon request, minutes of each Committee meeting will be submitted to the Board of Directors. In addition, the Committee Chairman will report on any significant activities and proceedings of the Committee at the next ensuing Board meeting, so that the Board is kept fully informed of the Committee's activities on a current basis.

Reviewed and adopted by the Board of Directors on October 27, 2008.