

MANTECH INTERNATIONAL CORPORATION

Amended & Restated Charter of the Nominating and Corporate Governance Committee of the Board of Directors

Pursuant to the Delaware General Corporation Law and the Bylaws of ManTech International Corporation, the Board of Directors (the “**Board**”) has established a Nominating and Corporate Governance Committee (the “**Committee**”), for the purpose of (a) identifying individuals qualified to become members of the Board, consistent with criteria approved by the Board, and recommending persons for the Board to select as nominees for election as directors of the Company; and (b) overseeing the Company’s corporate governance policies and procedures, including the Board’s Corporate Governance Guidelines.

Membership, Appointment and Authority

The Committee shall consist of three or more directors, as determined from time to time by the Board. Each member of the Committee shall be an “independent director” as such term is defined in the rules and regulations of the Securities and Exchange Commission and the NASDAQ Stock Market, Inc. (“**Nasdaq**”), as well as any additional independence rules applicable to nominating and corporate governance committees that are established by governing law or regulation, and any additional requirements that the Board deems appropriate.

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. Unless a chairperson is appointed by the Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership.

Meetings and Procedures

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The 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 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 member of the Committee. The chairperson of the Committee will report its activities or proceedings to the Board, as necessary to keep the Board fully informed of the Committee’s significant activities.

Committee Duties and Responsibilities

A. Board Candidates and Nominees

- (1) *Identify New Director Candidates.* The Committee shall identify individuals qualified to become members of the Board and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, but shall generally be consistent with criteria approved by the Board, applicable Committee policies, and the Company's *Corporate Governance Guidelines*.
- (2) *Stockholder Recommendations.* The Committee maintains a formal policy regarding the Board's consideration of candidates who are recommended by stockholders. This policy is communicated with the Company's stockholders pursuant to applicable law or regulation.
- (3) *Evaluate Incumbent Directors.* On an annual basis, the Committee shall evaluate whether each incumbent director should be nominated for re-election to the Board and shall report to the Board the Committee's recommendations.

B. Board and Committee Composition and Procedures

- (1) *Recommendations as to Board and Committee Composition.* As necessary, the Committee shall periodically review and evaluate the Board's structure and the processes and practices by which the Board operates. Among other matters, these may include (a) the composition, size or performance of the Board and its primary standing committees, and (b) desired attributes for Board or committee membership.
- (2) *Assist New Directors.* The Committee shall oversee the orientation of new directors to familiarize them with the Company.
- (3) *Oversee Evaluations of the Board and Committees.* The Committee shall oversee the annual self-evaluation process used by the Board and its primary standing committees (Audit Committee, Compensation Committee and Nominating & Corporate Governance Committee).
- (4) *Assist in Succession Planning.* The Committee shall assist the Board in succession planning for the position of the Company's Chief Executive Officer (as well as other senior executive officers, as the Board deems necessary). The Committee may, from time to time, and as the Board directs, discuss and review with the Chief Executive Officer matters related to succession planning of the Company's senior executive officers.

C. Corporate Governance

- (1) *Corporate Governance Guidelines.* The Committee shall periodically review (and as necessary amend) the Company's *Corporate Governance Guidelines* to assure that they are appropriate for the Company, consistent with the Company's current practices, and comply with applicable regulatory requirements. The Corporate Governance Guidelines shall be consistent with the Company's organizational documents, charters of the Board committees, and any applicable laws, regulations and listing standards.
- (2) *Other Corporate Governance Issues.* The Committee shall consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

D. Other Matters

- (1) *Annual Review.* The Committee shall review and assess, on an annual basis, the adequacy of this Charter, and recommend any desired changes or amendments to the Board for approval. The Committee shall also review its own performance on an annual basis.
- (2) *Other Delegated Duties or Responsibilities.* The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Investigations and Studies; Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary, to include search firms to identify director candidates.

* * *

While the members of the 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 Committee, except to the extent otherwise provided under applicable federal or state law.

Last modified by the Board of Directors on March 8, 2016