

# Corporate Governance Guidelines of ManTech International Corporation

*January 2011*

The following Corporate Governance Guidelines (“**Guidelines**”) were initially adopted by the Board of Directors (the “**Board**”) of ManTech International Corporation (“**ManTech**” or the “**Company**”), and have been subsequently amended by the Nominating and Corporate Governance Committee of the Board of Directors, to assist the Board in the exercise of its responsibilities. These Guidelines are not intended to change or interpret any Federal or state law or regulation, including the General Corporation Law of Delaware, or the Company’s charter or bylaws. These Guidelines are subject to modification from time to time by the Board or the Nominating and Corporate Governance Committee.

## **I. The Board of Directors**

### *1. Role of the Board*

The business and affairs of the Company are managed by, or under the direction of, the Board of Directors. The Board represents the interests of ManTech’s stockholders. To that end, the Board monitors the performance of the Company and its management to ensure the perpetuation of a successful business. The Board’s primary obligation is to represent the stockholders’ interest in optimizing long-term financial returns. However, in addition to its obligation for increased stockholder value, the Board has responsibilities to the Company’s customers, employees and other individuals and organizations that depend on the Company. The Board is also responsible for exercising oversight of the Company’s management of risk. The Board has allocated the principal portion of its risk oversight responsibilities to the Audit Committee and the Special Program Oversight Committee.

Board members are expected to spend the time and effort necessary to properly discharge their responsibilities. Directors are expected to regularly attend meetings of the Board and any committees on which they serve. Additionally, directors are expected to respond to frequent requests for advice and counsel between formal meetings.

### *2. Selection of the Chairman of the Board*

The Board does not require the separation of the offices of the Chairman of the Board and the Chief Executive Officer. The Board’s policy as to whether the role of the Chief Executive Officer and Chairman of the Board should be separate or combined is to adopt the practice that best serves the Company, at any given point in time. The Board shall be free to choose its Chairman of the Board in any way that it deems best for the Company at any given point in time.

### *3. Presiding Director*

If the Chairman of the Board is not an Independent Director (as defined in Section 8), the Company’s Independent Directors will designate one of the Independent Directors on the Board to serve as a presiding Independent Director (the “**Presiding Director**”). The Independent Directors will make this designation at the beginning of each annual term of the Board. If the Chairman of the Board is an Independent Director, the Chairman shall serve as the Presiding Director.

The Presiding Director's duties include coordinating the activities of the Independent Directors (or non-management directors, as the case may be), calling for meetings or sessions of the Independent Directors (or non-management directors, as the case may be), coordinating the agenda for sessions of the Independent Directors (or non-management directors, as the case may be), serving as the chair for such meetings, and facilitating communications between the other members of the Board.

#### 4. *Size of the Board*

The Board currently has nine (9) members. The Board believes that a Board ranging in size from eight (8) to twelve (12) persons is appropriate, based on the Company's present circumstances. The Board shall periodically review its size to ensure that the current number of members most effectively supports the Company, and permits diversity of experience without hindering effective discussion or diminishing individual accountability.

#### 5. *Selection of New Directors*

The Board is responsible for selecting persons to recommend for election to the Board by the Company's stockholders. Between each annual meeting of the stockholders (the "**Annual Meeting**"), the Board may elect directors to serve until the next Annual Meeting.

The Nominating and Corporate Governance Committee is responsible for identifying, evaluating and recommending candidates to the full Board of Directors. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall also consider advice and recommendations from others, as it deems appropriate, including the Chairman of the Board and Chief Executive Officer.

The Nominating and Corporate Governance Committee will consider candidates recommended by stockholders under certain circumstances. In considering candidates recommended by stockholders, the Nominating and Corporate Governance Committee will generally employ the same evaluation process used to evaluate candidates recommended by members of the Board or senior management. The Nominating and Corporate Governance Committee has established specific procedures regarding stockholder recommendation of candidates (available on the Corporate Governance page of the Company's website).

#### 6. *Board Membership Criteria*

The Nominating and Corporate Governance Committee is responsible for assessing the appropriate balance of criteria required of potential director nominees.

The Nominating and Corporate Governance Committee evaluates all potential director nominees against an established set of qualifications and requirements, as well as other desired criteria that may be approved by the Board. At a minimum, the Committee considers (a) whether each such nominee has demonstrated, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company; (b) the nominee's reputation for integrity, character, judgment and ethical conduct in his or her personal and professional activities; and (c) whether the nominee provides the Board with a diversity of viewpoints, backgrounds, experiences, and other demographics. Additional factors that the Committee may consider include a candidate's specific experiences and skills; relevant industry background and knowledge; familiarity with financial and accounting practices;

understanding of the legal and fiduciary responsibilities of directors of public companies; potential conflicts of interest and independence from management; understanding of the budgetary and other federal government processes; and ability and willingness, in light of other commitments, to devote adequate time to Board and committee activities.

#### *7. Other Public Company Directorships*

The Company does not have a policy limiting the number of other public company boards of directors on which a director may sit. Although the Company does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to Board membership, and the number of other public company boards on which a prospective nominee sits is one factor that the Nominating and Corporate Governance Committee will consider when evaluating the candidacy of a prospective nominee. The Company expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at, meetings.

In addition, in recognition of the enhanced time commitments associated with membership on a public company's audit committee, the Board has adopted a policy that no member of the Audit Committee may serve simultaneously on the audit committees of more than three (3) other public companies, without prior approval of the Board.

#### *8. Independence of the Board*

The Board shall be comprised of a majority of directors who, in the business judgment of the Board, qualify as independent directors ("**Independent Directors**") under the listing standards of the NASDAQ Stock Market ("**Nasdaq**"), as well as these Guidelines.

The Board will review, on an annual basis, each director's relationships with the Company (including both direct and indirect relationships). Only those directors who (i) the Board affirmatively determines have no material relationship with the Company, (ii) in the opinion of the Board, have no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and (iii) otherwise meet the requirements of the applicable listing standards will be considered Independent Directors.

The Board will also assure that all of the members of the Audit Committee and the Compensation Committee meet the heightened independence and qualification standards required by Nasdaq, the Securities and Exchange Commission ("**SEC**"), and any other applicable law, rule or regulation.

#### *9. Retirement Age, Term Limits, Tenure*

The Board does not believe that a fixed, mandatory retirement age for directors is appropriate.

The Board does not believe it should establish term limits. While term limits could help foster fresh ideas and viewpoints, they hold the disadvantage of losing the contribution of directors who have, over time, developed exceptional insight into the Company and its operations.

However, in connection with its director nomination recommendations, the Nominating and Corporate Governance Committee will consider the issue of continuing director tenure and take

steps as may be appropriate to ensure that the Board is open to new ideas and is willing to critically re-examine the status quo.

#### *10. Board Compensation*

Only non-management directors receive payment for serving on the Board or its committees.

The Company believes that compensation for non-management directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock, or similar compensation. The Compensation Committee is responsible for reviewing the amount and form of the Company's director compensation to ensure such compensation is reasonable and appropriate. Changes to director compensation are determined by the Compensation Committee.

Audit Committee members do not, directly or indirectly, receive any consideration from the Company other than compensation for their service on the Board and its committees.

#### *11. Self-Evaluation by the Board and Board Committees*

The Board and its primary standing committees will perform a self-evaluation on an annual basis. The Nominating and Corporate Governance Committee will oversee the annual self-assessment process employed by the Board and its primary standing committees. The purpose of these assessments is to determine whether the Board and its committees are functioning effectively. Additionally, the Nominating and Corporate Governance Committee will utilize the results of the evaluation process in making recommendations to the Board with respect to assignments of Board members to various committees.

#### *12. Ethics and Conflicts of Interest*

The Board expects the Company's directors (as well as its officers and employees) to act ethically at all times and to adhere to the Company's *Standards of Ethics and Business Conduct* (available on the Corporate Governance page of the Company's website). If an actual or potential conflict of interest arises, the affected director shall promptly inform the Chairman of the Board and the Presiding Director. All directors must recuse themselves from any debate or decision affecting their business or personal interests.

#### *13. Board Access to Management and Outside Advisors*

Board members have complete access to management. It is assumed that Board members will use their judgment to assure that this access is not distracting to the business operation of the Company. The Board, as well as each committee, can also retain the services of one or more independent outside advisors (legal, financial, compensation, or otherwise) as it deems appropriate, at the Company's expense.

#### *14. Board Orientation and Continuing Education*

The Company will provide new directors with necessary information to familiarize such directors, with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts of interest policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. The Company encourages its directors to participate in internal

and external continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director.

*15. Director Attendance at Annual Meeting of Stockholders*

Directors are invited and strongly encouraged to attend the Company's Annual Meeting.

**II. Board Meetings**

*16. Frequency of Meetings*

There shall be at least five (5) regularly scheduled meetings of the Board each year. At least one regularly scheduled meeting of the Board shall be held each quarter and one meeting shall be held immediately following the Company's Annual Meeting.

*17. Selection of Agenda Items for Board Meeting; Meeting Materials*

In preparation for Board meetings, the Chairman of the Board, with support from the Company's senior management and in consultation with the Presiding Director, shall prepare and disseminate to the directors in a timely manner an agenda for the meeting, along with briefing materials regarding matters included on the meeting agenda. Each Board member shall be free to suggest inclusion of items on the agenda. Generally, directors may raise, at any Board meeting, subjects that are not specifically on the agenda for that meeting.

In order to conduct efficient and effective meetings, the Company expects that the directors shall have, prior to Board meetings, reviewed materials that are distributed by senior management in advance of such meetings.

*18. Separate Sessions of Independent Directors*

The Independent Directors of the Company shall meet in executive session without management on a regularly scheduled basis, but no less than two (2) times per year. In general, these separate sessions are held either immediately before or after regularly scheduled Board meetings. The Presiding Director shall preside at such executive sessions, or in such director's absence, another Independent Director designated by the Presiding Director shall lead such executive sessions.

*19. Attendance of Management at Board Meetings*

The Board encourages the regular attendance of select management personnel at Board meetings to provide insight into matters being discussed by the Board and to make presentations to the Board, where appropriate.

**III. Committee Matters**

*20. Number and Names of Board Committees*

The Company currently has six (6) standing committees: the Audit, Compensation, Nominating and Corporate Governance, Retirement Plan, Special Programs Oversight, and Executive Committees. The purpose and responsibilities for each of these committees are outlined in committee charters adopted by the Board (available on the Corporate Governance page of the

Company's website). Except with regard to the Executive Committee, each of these committees meets on a regular basis. From time to time, the Board may provide for such other standing or special committees as may be necessary to carry out its responsibilities.

*21. Independence of Board Committees*

Each of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee shall be composed solely of Independent Directors. The Retirement Plan Committee is composed solely of non-management directors. The Special Programs Oversight Committee and the Executive Committee include both management and non-management directors.

*22. Assignment of Committee Members*

The Nominating and Corporate Governance Committee shall be responsible, after consultation with the Chairman of the Board, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the Chairman of the Board and members to the committees on an annual basis (generally, at the first meeting following the Annual Meeting).

#### **IV. Leadership Development**

*23. Selection of the Chief Executive Officer*

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying and evaluating potential candidates, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise and integrity.

*24. Evaluation of Chief Executive Officer*

The Compensation Committee conducts an annual evaluation of the Chief Executive Officer's performance, in connection with its determination of the annual salary and bonus to be paid to all of the Company's executive officers. The Chairman of the Compensation Committee shall consult with the Chairman of the Nominating and Corporate Governance Committee and the Presiding Director to synthesize information relating to the evaluation of the Chief Executive Officer, including the performance of the business, accomplishment of long-term strategic objectives, and the development of management. The Chairman of the Compensation Committee, the Chairman of the Nominating and Corporate Governance Committee, and the Presiding Director will meet with the Chief Executive Officer to discuss the evaluation.

25. *Succession Planning and Management Development*

The Board through the Nominating and Corporate Governance Committee shall plan for the succession to the positions of Chief Executive Officer, Chief Financial Officer, and other senior executive officers of the Company, as deemed necessary. The Nominating and Corporate Governance Committee shall review with the Chief Executive Officer (and as deemed appropriate other members of executive management) on a periodic basis, matters relating to succession planning for such senior executive officers of the Company. The Board shall also discuss, and on a continuing basis the Chief Executive Officer shall make available his recommendations concerning, short-term succession plans for senior management in the event of an unexpected disability to one or more members of senior management.

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*Last reviewed and approved by the Nominating and Corporate Governance Committee  
of the Board of Directors on January 20, 2011.*