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## **MANTECH INTERNATIONAL CORPORATION**

### **PROXY FOR ANNUAL MEETING OF STOCKHOLDERS – MAY 17, 2017**

**(This Proxy is solicited by the Board of Directors of the Company)**

The undersigned stockholder of ManTech International Corporation hereby appoints George J. Pedersen and Jeffrey S. Brown, or either of them, his/her true and lawful agents and proxies, each with the full power of substitution, to represent and to vote as specified in this proxy all Common Stock of the Company that the undersigned stockholder would be entitled to vote if present in person at the Annual Meeting of Stockholders of ManTech International Corporation to be held at the Washington Dulles Marriott Suites, 13101 Worldgate Drive, Herndon, Virginia 20170, on Wednesday, May 17, 2017 at 11:00 a.m. (EDT).

WHEN THIS PROXY IS PROPERLY EXECUTED, THE SHARES TO WHICH THIS PROXY RELATES WILL BE VOTED AS SPECIFIED. **IF NO SPECIFICATION IS MADE, THE SHARES TO WHICH THIS PROXY RELATES WILL BE VOTED “FOR ALL NOMINEES” WITH RESPECT TO THE ELECTION OF DIRECTORS IN PROPOSAL 1, “FOR” THE RESOLUTION APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS IN PROPOSAL 2, “FOR” THE OPTION OF EVERY “3 YEARS” FOR THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS IN PROPOSAL 3, AND “FOR” THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP IN PROPOSAL 4, AND THIS PROXY AUTHORIZES THE ABOVE DESIGNATED PROXIES TO VOTE IN THEIR DISCRETION ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF TO THE EXTENT AUTHORIZED BY RULE 14a-4(c) PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.**

# ANNUAL MEETING OF STOCKHOLDERS OF MANTECH INTERNATIONAL CORPORATION

May 17, 2017

**GO GREEN**

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**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, proxy statement and proxy card are available at <http://investor.mantech.com/annualmeeting>

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach and mail in the envelope provided. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE**  
**"FOR ALL NOMINEES" IN PROPOSAL 1; "FOR" IN PROPOSAL 2; "3 YEARS" IN PROPOSAL 3 AND "FOR" IN PROPOSAL 4**  
**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

1. Proposal 1 - Election of Directors:

FOR ALL NOMINEES

**NOMINEES:**

- George J. Pedersen
- Richard L. Armitage
- Mary K. Bush
- Barry G. Campbell
- Walter R. Fatzinger, Jr.
- Richard J. Kerr
- Kenneth A. Minihan

WITHHOLD AUTHORITY FOR ALL NOMINEES

FOR ALL EXCEPT (See instructions below)

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

2. Proposal 2 – Advisory vote on the compensation of the Company's named executive officers FOR  AGAINST  ABSTAIN

3. Proposal 3 - Advisory vote on the frequency of holding an advisory vote on the compensation of the company's named executive officers. 1 year  2 years  3 years  ABSTAIN

4. Proposal 4 – Ratify the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017. FOR  AGAINST  ABSTAIN

5. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting or any adjournment thereof.

**The undersigned acknowledges receipt of the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement, in which Proposals 1, 2, 3 & 4 are fully explained.**

**PLEASE MARK, SIGN, DATE AND RETURN THIS CARD PROMPTLY USING THE ENCLOSED RETURN ENVELOPE.**

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder  Date:  Signature of Stockholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.