

MANTECH INTERNATIONAL CORPORATION

Amended and Restated Charter of the Special Programs Oversight 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 a Special Programs Oversight Committee (the "**Committee**") for the purpose of providing oversight of certain Company business activities involving programs designated as classified by the United States government and related matters. The Board has authorized this charter setting forth the powers, responsibilities and functions of the Committee.

Membership, Appointment and Authority

The Committee shall be comprised of at least three members of the Board of Directors. Given the nature of the Committee's duties and responsibilities, it may be necessary or desirable for members of the Committee to have specialized security clearances.

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.

Committee Powers and Responsibilities

Upon the request of the Board or management, the Committee shall review on a periodic basis certain programs of the Company that, for purposes of national security, have been designated as classified by the United States government. If requested by the Board or management, the Committee shall also review other significant classified or unclassified business issues. In addition, the Committee may also review any classified or unclassified program that, in its judgment, presents a potential significant risk to the Company.

Meetings and Reports; Resources

The 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 Committee may request any director, officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting. Minutes shall be maintained in accordance with the classified nature of the material.

Except as otherwise provided herein, the Committee will be governed by the same rules that are generally applicable to the Board of Directors (including rules related to waiver of notice, voting, and action without a meeting). If the Committee is comprised of three members, the Committee shall convene a meeting with a majority of the members present. If the Committee is comprised of more than three members, the Committee may convene a meeting with less than a

majority (but not with less than 1/3 of the members present; and in all cases, there shall be at least two members present). The vote of the majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee; provided, however, in all cases, a Committee action must at a minimum be taken by the affirmative vote of two Committee members.

The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee will retain, at the Company's expense, independent counsel. The Committee may also retain, at the Company's expense, other consultants or advisors selected by the Committee as it deems necessary or advisable in carrying out its duties and responsibilities as set forth in this Charter.

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. Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the committee on reports or other information provided by others.

Last reviewed and amended by the Board of Directors on October 26, 2009