

# MANTECH INTERNATIONAL CORPORATION

## Charter of the Nominations Committee of the Board of Directors

Pursuant to the Delaware General Corporation Law and the Company's bylaws, the Board of Directors has established a Nominations Committee for the purpose of (a) identifying individuals qualified to become members of the Board of Directors, consistent with criteria approved by the Board of Directors, and (b) recommending persons for the Board of Directors to select as nominees for election as directors of the Company. The Board of Directors has authorized this charter setting forth the responsibilities and functions of the Nominations Committee.

### **Membership, Appointment and Authority**

The Nominations Committee shall be comprised of at least three members of the Board of Directors, each of whom 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., as well as any additional independence rules applicable to nominations committees that are established by governing law or regulation.

The members of the Nominations Committee shall be appointed annually by, and serve at the pleasure and discretion of, the Board of Directors. A Nominations Committee member may be removed at any time, with or without cause, by the Board of Directors. Unless a chairperson is appointed by the Board of Directors, the members of the Nominations Committee may designate a chairperson by majority vote of the full Nominations Committee membership. The Nominations Committee may delegate any part of its responsibilities to subcommittees of the Nominations Committee, so long as the Nominations Committee determines that such delegation is in the best interest of the Company and is otherwise allowable by law or regulation.

### **Nominations Committee Responsibilities**

The Nominations Committee shall have the following duties and responsibilities:

- (1) *Identify New Director Candidates.* The Nominations Committee shall identify individuals qualified to become members of the Board of Directors and recommend candidates to the Board of Directors to fill new or vacant positions. In recommending candidates, the Nominations Committee shall consider such factors as it deems appropriate, consistent with criteria approved by the Board of Directors. Among the other factors that it may consider, the Nominations Committee shall consider the candidate's integrity, character, judgment, and skill, as well as the interplay of the candidate's experience and skills with those of other members of the Board of Directors.
- (2) *Stockholder Recommendations.* The Nominations Committee shall adopt a formal policy regarding the consideration of director nominations submitted by stockholders. The Nominations Committee shall communicate to the Company's stockholders any method it adopts for stockholders to recommend director nominees for the Nominations Committee's consideration, pursuant to applicable law or regulation. The Nominations Committee shall also review and evaluate any director nominations submitted by stockholders, including reviewing the qualifications of, and making recommendations to the Board of Directors regarding, director nominations submitted by stockholders.

- (3) *Evaluate Incumbent Directors.* The Nominations Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board of Directors.
- (4) *Annual Review.* The Nominations Committee shall review and assess, on an annual basis, the adequacy of this charter, and recommend any desired changes to the Board of Directors for approval.
- (5) *Other Delegated Duties or Responsibilities.* The Nominations Committee shall perform any other duties or responsibilities delegated to the Nominations Committee by the Board of Directors from time to time.

### **Meetings and Reports; Resources**

The Nominations Committee shall meet at least annually, or more frequently as the chairperson of the Nominations Committee or Chairman of the Board may direct, and as is necessary or desirable to carry out its responsibilities under this charter. The Nominations Committee may request any director, officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting.

The Nominations 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 Nominations 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 Nominations Committee may designate a secretary to take the minutes, and the secretary need not be a member of the Nominations Committee. The chairperson of the Nominations Committee will report its activities or proceedings at the meeting of the Board of Directors next following each meeting of the Nominations Committee, so that the Board of Directors is kept fully informed of the Nominations Committee's activities on a current basis.

The Nominations Committee shall have appropriate resources and authority to discharge its responsibilities, including the authority and funding to retain (and terminate) any search firm to assist in the identification of director candidates. The Nominations Committee may also retain other advisors or consultants to assist it in carrying out its responsibilities.

***Reviewed and adopted by the Board of Directors on June 23, 2004.***