



**ANTEON INTERNATIONAL CORPORATION
BOARD OF DIRECTORS**

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The primary objective of the Nominating & Corporate Governance Committee is to assist the Board by (a) identifying individuals qualified to become Board members, and recommending that the Board select the director nominees for the next annual meeting of shareholders; and (b) developing and recommending to the Board a set of corporate governance guidelines applicable to the Company.

II. Organization

The Nominating & Corporate Governance Committee shall consist of three or more directors and shall satisfy the applicable independence requirements of the New York Stock Exchange and any other regulatory requirements.

The members of the Nominating & Corporate Governance Committee shall be appointed by the Board.

The Nominating & Governance Committee may form and delegate authority to subcommittees when appropriate.

III. Meetings

The Nominating & Corporate Governance Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Nominating & Governance Committee shall:

1. Identify individuals qualified to become members of the Board and recommend that the Board select the director nominees for the next annual meeting of shareholders, except as otherwise provided in the Corporation's Amended and Restated Articles of Incorporation.
2. Make recommendations to the Board with respect to membership on committees of the Board, other than the Nominating & Governance Committee.
3. Make recommendations to the Board with respect to potential successors to the Chief Executive Officer.

4. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance.
5. Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Company. Review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate by the Nominating & Corporate Governance Committee.
6. Maintain an orientation program for new directors and continuing education programs for directors.
7. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Nominating & Corporate Governance Committee.
8. Review its own performance annually.
9. Report regularly to the Board.
10. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Nominating & Corporate Governance Committee or the Board deems appropriate.

V. Resources

The Nominating & Corporate Governance Committee shall have the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it with any background checks.

The Nominating & Corporate Governance Committee shall have the sole authority to determine the extent of funding necessary for payment of compensation to any search firm and the authority to determine the extent of funding necessary for payment of compensation to any other professionals retained to advise the Nominating & Corporate Governance Committee.