

ManTech
International Corporation



Standards of
Ethics and
Business
Conduct

2012

MESSAGE FROM THE CHAIRMAN AND CEO, THE CFO & THE GROUP PRESIDENTS

Dear Colleague,

ManTech's outstanding reputation with our customers and competitors alike is largely dependent on our strict adherence to the highest standards of ethics and business conduct. A copy of ManTech's 2012 Standards of Ethics and Business Conduct is attached. This updated version of our Standards was approved by the Audit Committee of the Board of Directors and enjoys the support of the full Board of Directors. Our Standards summarize the principles that guide our actions in the marketplace when dealing with customers, suppliers, teammates, competitors and each other in the workplace.

All employees, officers and directors are expected to comply with the guidance and policies set forth in our Standards. Please read our Standards carefully and make sure that you understand them and the importance of the Standards to the success of our corporation. The guidance in our Standards provides a foundation for ethical decision-making and will help you uphold our core values and principles. It should be CLEAR by our actions that we demonstrate uncompromising integrity in everything we do. If you have questions, please speak to your supervisor or any of the other resources identified in these Standards.

We recognize the important role that each employee has in shaping ManTech's future and defining our corporate character. Because our daily efforts involve critical national security technology programs, often at the highest security levels, we strive to uphold standards of conduct that exceed the rest of our nation's corporations. Thank you for your persistence and diligence in maintaining our ethics standards. We are proud of the outstanding job you do every day and how your work helps to define ManTech as a committed and innovative industry leader and trustworthy business partner. Keep it up!



Kevin M. Phillips

Louis M. Addeo

Terry M. Ryan

L. William Varner



George J. Pedersen

Chairman of the Board and CEO

Kevin M. Phillips

Executive Vice President and CFO

Louis M. Addeo

President and COO

ManTech Technical Services
Group

Terry M. Ryan

President and COO

ManTech Systems Engineering
& Advanced Technology Group

L. William Varner

President and COO

ManTech Mission, Cyber
& Technology Solutions Group

The Foundation of our Standards

Core Values

ManTech's three Core Values are the basis of our corporate culture and operating principles, and are the catalyst for our Professional Ethics and our Commitments. With uncompromising integrity and ethics, we value:

- Our position of trust with our customers – its foundation in partnership, respect, fairness and commitment is fundamental to success in all our business engagements. We are committed to our customers' missions; our courage and dedicated execution makes a difference.
- Our people – their passion for the mission, intellectual capital, creativity and ability to lead make our reputation and ensure the success of our company. Our collaboration, teamwork and diversity make a difference.
- Our quality – in all that we do, by our quest for excellence, value creation and innovation, we seek to deliver the best value for our customers and always improve all elements of our business. We understand the mission; our focus on ideas and solutions makes a difference.

Professional Ethics

ManTech's ethics are CLEAR. Business conducted on behalf of ManTech should always demonstrate uncompromising integrity and be guided by these essential Professional Ethics:

- **C**ompliance – with laws, regulations, security requirements and company policies
- **L**oyalty – to ManTech and our business interests
- **E**steem – for ManTech's values and our tradition of mission before self
- **A**ccountability – for all our actions and commitments
- **R**espect – for ourselves and for others

Commitments

ManTech's Commitments to customers, employees, teammates/suppliers, shareholders, and our national security are the foundation of our business:

- For customers, we will provide solutions composed of quality services and/or products delivered on time and within budget. We promise to make their mission our own.
- For employees, we will treat our co-workers with professionalism, fairness and respect. We value the diversity of people; their perspective, personal and professional experience, talents and ideas. We are committed to employee development and advancement.
- For teammates and suppliers, we will practice fair competition and we will conduct ourselves professionally and ethically. We are committed to the mission and success of the small/small disadvantaged business community.
- For shareholders, we will pursue growth and earnings objectives in an ethical and compliant manner to provide a fair value return on our shareholders' investments.
- For national security, we will honor all regulations and laws relating to the protection of classified information.

Table of Contents

STANDARDS	1
Commitment to our Customers	1
Time and Expense Reporting (FA 701 & FA 703)	1
Procurement Integrity and Antitrust (CO 501 & CO 502)	1
Truth in Negotiations (CO 202)	1
Organizational Conflicts of Interest (CO 701)	1
Offering Gifts and Entertainment	1
Antibribery, Kickbacks and Gifts in Foreign Countries or to Foreign Nationals (CG 310)	2
Hiring Current and Former Government Employees (HR 102)	2
Commitment to our Employees	3
Equal Employment Opportunity, Non-Discrimination and Non-Harassment (HR 304 & 306).....	3
Drug-Free Workplace and Workplace Violence (HR 307 & HR 404).....	3
Employee Data Privacy and Equipment Usage (HR 401 & IT 100)	4
Retaliation (HR 304, HR 306 & CG 403)	4
Commitment to our Teammates and Suppliers	4
Procurement Policies (CO 502)	4
Receipt of Gifts and Entertainment.....	5
Use of Copyrighted Material (IT 100)	5
Commitment to our Shareholders	5
Insider Trading (CG 301)	5
Personal Conflicts of Interest (CG 306)	6
Proprietary Information, Technology and Trade Secrets (CO 702)	6
Financial Records and Compliance with Internal Controls (FA 101)	6
Retention of Books and Records (CG 501 & CG 503)	7
Political Contributions and Lobbying	7
Commitment to our National Security	7
Protection of Classified and Non-Classified Government Information (SC 204)	7
Export Control and Compliance (CO 801)	7
Implementation of the Standards	7
Reporting of Suspected Wrongdoing (CG 305 & CG 403)	7
ManTech's Response to Your Concerns	8
Waivers of the Standards	8
No Rights Created	9
ADDENDA	10
Sources of Help with Resolving your Concerns	10
Financial Code of Ethics	11
ACKNOWLEDGEMENT FORM	12

Please note that policies referenced throughout the Standards in parentheses () can be located by policy number on the ManTech intranet.



STANDARDS

COMMITMENT TO OUR CUSTOMERS

ManTech’s professional services are focused on the federal Government marketplace. As such, we must ensure that we meet or exceed all federal regulatory requirements, with special emphasis on the following areas:



Time and Expense Reporting (FA 701 & FA 703)

ManTech’s employees are our greatest asset and our principal product. ManTech’s expense reports and timesheets are the primary basis for invoicing our customers. Intentional falsification or negligent reporting of time and expenses can have serious legal implications for our company and our employees. All employees and supervisors are expected to understand ManTech’s timesheet accounting and expense reporting policies and procedures in order to accurately prepare, certify, submit and approve these important business documents.

Q: As a supervisor, I am responsible for approving time cards for several employees. What should I be doing to ensure time charges are accurate?

A: Follow the guidance in available training coursework and read ManTech’s Timekeeping Policy on the intranet. Carefully review all eWAF changes for your staff to ensure that charge codes are appropriate and accurately stated. Monitor your staff’s activities and absences to ensure that each employee records their work hours and leave hours accurately. Check with your time administrator or supervisor if you have further questions about proper time charging.

Please be attentive to these requirements. You are a critical resource for ensuring that time keeping is accurate and timely!

Procurement Integrity and Antitrust (CO 501 & CO 502)

ManTech must compete fairly and ethically in all of its business opportunities. Potential or actual possession or use of a competitor’s rates or proposal materials or Government source selection information can violate criminal law and compromise the integrity of the procurement process and must be carefully avoided. Antitrust laws promote open and fair competition by prohibiting agreements or understandings between competitors to fix or control prices; to allocate products, customers, markets or territories; to boycott certain customers or suppliers; to exchange information with competitors about prices; or to refrain from or limit the provision of any product or service. ManTech is responsible for ensuring that: (i) our products and services meet customer requirements; (ii) we review our own performance of services to ensure contractual compliance; and (iii) we provide all necessary documentation for the products and services we deliver.

Truth in Negotiations (CO 202)

The Truth in Negotiations Act requires the submission of accurate, complete and current cost or pricing data to the Government. Employees supporting the development of new business and proposals must understand and ensure ManTech’s compliance with this Act.

Organizational Conflict of Interest (CO 701)

The Government is concerned about a contractor with interests or involvement in other contracts that could either impair the contractor’s objectivity in providing advice or give the contractor an unfair competitive advantage, which could bar the contractor from competing for, receiving or performing a contract award or task order under a contract. Therefore, early identification of potential and actual conflicts gives ManTech the opportunity to properly assess its ability to mitigate a conflict and therefore its eligibility to participate in the procurement or performance of a Government contract.

Offering Gifts and Entertainment

If we offer a gift, entertainment or other accommodation to a non-ManTech employee in connection with ManTech business, it must be professional in nature and not excessive in cost. Due to the regulations that govern offers of gifts to Government officials and



employees we must be sensitive to the impropriety a gift offer may pose to our customers. The Federal Executive Branch, which represents the bulk of ManTech's customers, has gratuity regulations that prohibit contractors from giving anything of value to Government employees, except as follows:

- ManTech advertising or promotional items of little intrinsic value (generally items that are valued at less than \$20, but totaling no more than \$50 annually per federal employee);
- Modest refreshments such as coffee, soft drinks and donuts on an occasional basis; or
- Business-related meals and local transportation having an aggregate value of \$20 or less per occasion, but totaling no more than \$50 annually per federal employee.

Use of these exceptions, as well as gifts to federal employees and state or local Government employees, must be pre-cleared with the Corporate Compliance Department. Employees are strictly prohibited from extending business courtesies to federal Legislative Branch employees, which includes members of Congress and their staff without approval from the Corporate Compliance Department. This prohibition includes gifts of nominal value, such as refreshments, meals or transportation.

Antibribery, Kickbacks and Gifts in Foreign Countries or to Foreign Nationals (CG 310)

It is unlawful to offer or accept anything of value to or from a U.S. Government customer/employee in return for favorable treatment on a contract or subcontract. This is also true in a foreign country, even if the customary business practice is to exchange gifts. The U.S. Foreign Corrupt Practices Act (FCPA) prohibits giving anything of value, directly or indirectly, to foreign officials, political candidates or foreign governments to influence business. Furthermore, the laws of some foreign countries prohibit all gifting to government officials or government entities. Therefore, gifting to foreign persons or entities must be pre-cleared by the Corporate Compliance Department. In cases where such gifting is necessary and permissible, only ManTech may provide the gift and any gifts received by ManTech employees will become ManTech property. In addition, any gifts must be accurately accounted for in ManTech's books and records. Facilitating payments or "grease" payments are not considered gifts and are prohibited by ManTech policy.

Hiring Current and Former Government Employees (HR 102)

There are specific rules and regulations that may limit our ability to hire or use the services of current or former U.S. Government employees. Even casual employment conversations can violate the relevant laws in this area. Therefore, it is critical that you obtain permission from the Human Resources department and consult applicable policies and procedures before discussing any employment opportunities with current or former employees of the U.S. Government. Employment candidates who are or have been employed by the Government should seek an ethics advisory opinion from the ethics official of their current or former Government agency to help them (and in turn, ManTech) understand their post-Government employment restrictions.

Q: My job places me in a Government facility where I work closely with Government employees. Occasionally, some Government employees suggest that they might be interested in post-retirement employment with a contractor. Is it appropriate for me to mention the possibility of employment with ManTech?

A: Government employees and contractors are bound by certain employment rules and restrictions that govern employment discussions and employment opportunities. Therefore, you should always seek advice from your Human Resources representative before engaging in any employment conversation with a current or former Government employee.





COMMITMENT TO OUR EMPLOYEES

Our treatment of each other and our work environment affects the way we do our jobs. We are all responsible for contributing to the creation and maintenance of a respectful workplace environment that is free from discrimination and harassment. Supervisors and managers have a heightened responsibility to foster a workplace that supports honesty, integrity, respect and trust.

Equal Employment Opportunity, Non-Discrimination and Non-Harassment (HR 304 & 306)

ManTech promotes equal employment opportunity for all qualified individuals without distinction or discrimination on the basis of race, color, sex, religion, age, sexual orientation, gender identity and expression, national origin, marital status, physical or mental disability, status as a covered veteran or any other characteristic protected by law (protected class). ManTech strictly prohibits any form of harassment in the workplace, including harassment on the basis of a person's membership in or affiliation with a protected class. ManTech will take prompt action to prevent and, where necessary, discipline employees for behavior that violates this policy. We encourage you to report harassment to your management or Human Resources representative, regardless of who the offender may be (whether employee, consultant, vendor, or customer). Harassment is defined as verbal, physical or visual conduct that degrades or shows hostility or hatred towards another person based on that person's membership in a protected class. Harassing conduct includes but is not limited to:

- a. Verbal conduct, such as making unwelcome comments, jokes, slurs, epithets or negative stereotyping, about or toward another person based on that other person's membership in a protected class.
- b. Physical conduct, such as making unnecessary or offensive gesturing, touching, impeding or other intimidating, threatening or hostile acts about or toward another person based on that other person's membership in a protected class.
- c. Visual conduct, such as the use or display of derogatory or offensive images or gestures, and the use or display of written material or graphics that ridicule or show dislike or hostility about or toward another person based on that other person's membership in a protected class.

ManTech is committed to providing a work environment that is free from sexual harassment. Sexual harassment violates federal, state and local laws and is inconsistent with ManTech's philosophy of mutual respect among all employees. Sexual harassment is a form of sex discrimination characterized by unwelcome sexual advances, requests for sexual favors and other verbal, non-verbal or physical conduct of a sexual nature. Unwelcome and inappropriate actions of a sexual nature that result in or contribute to a hostile work environment may also constitute sexual harassment.

Drug-Free Workplace and Workplace Violence (HR 307 & HR 404)

ManTech promotes a workplace free of alcohol and controlled substances and requires adherence to appropriate safety practices in the workplace. The unlawful manufacture, distribution, possession or use of alcohol or controlled substances by employees in the workplace is strictly prohibited.

Employee Assistance Program

Confidential and free employee assistance with substance abuse and other personal problems is available to employees and their families through a ManTech-provided counseling and referral service. The nationwide network of Employee Assistance Programs can be reached by the following means:

Toll Free: 1-888-267-8126

www.lifeworks.com -- login:
mantech -- password: eap

Any question.  Any time.



ManTech promotes a safe environment for its employees and is steadfastly committed to maintaining a workplace free from violence, threats of violence, harassment, intimidation and other disruptive or inappropriate behavior. The unauthorized possession of weapons in the workplace is strictly prohibited.

Employee Data Privacy and Equipment Usage (HR 401 & IT 100)

ManTech respects the privacy and dignity of its employees. Because ManTech is entrusted with personal information about its employees, special care is taken to limit access to this information to employees with a need to know. Employees who are provided access to such information have a duty to protect such information in accordance with the law and ManTech policy.

Employees should not expect privacy for personal information they have placed on or in ManTech's telephone systems, computer or electronic mail systems, office systems, offices, workspaces, desks, credenzas and file cabinets. This equipment is for business use, and ManTech reserves all rights to retrieve and inspect this information or property.

It is the responsibility of all employees to ensure that IT equipment, services and data provided by ManTech are used in a professional manner and in accordance with company policy. Employees must remember that social media sites are public forums and postings can create a permanent record that can be broadly disseminated. You should follow ManTech's social networking guidance, as such communications could have widespread implications for both you and the company.

Retaliation (HR 304, HR 306 & CG 403)

All ManTech employees are required not only to abide by our Standards of Ethics but also to report potential violations of these Standards. As part of our Standards and in accordance with our policies, ManTech pledges to protect any employee making a good faith report from any type of retaliatory action. To further assure employees they can report their concerns without fear of reprisal, the identities of reporting employees are protected to the extent practicable during the investigation of reported concerns. We also provide a third-party helpline to allow employees an opportunity to provide their testimony anonymously. Supervisors and Managers have a pivotal role in monitoring workplace activity to help ensure that violations of this standard do not occur.

COMMITMENT TO OUR TEAMMATES AND SUPPLIERS

We are committed to fair and open dealings with our teammates and suppliers and protection of the confidential information we share.

Procurement Policies (CO 502)

Materials, supplies, equipment and services purchased by ManTech should be procured at the lowest reasonable cost from qualified suppliers who are able to meet delivery schedules. We strive to foster and maintain competition among potential suppliers.



Social Networking Guidelines

We recognize the importance of staying connected and the utility of social networking sites. However, employees should limit their use of these sites during working hours and ensure that they only record hours on their timesheet that are spent in performance of assigned duties. We recommend the following guidelines when accessing social networking sites:

- Be responsible and professional in your use of ManTech property and systems; ManTech monitors internet usage and e-mail traffic on its systems
- Follow company policies governing the use of ManTech-provided equipment
- Don't engage in activities on the Internet that can reflect negatively on ManTech, your colleagues or ManTech's customers
- Protect ManTech's brand, trademarks and proprietary data
- Disclose who you are when using internet and social networking sites; be transparent
- Don't open any attachments or click any links in unsolicited social network messages using ManTech equipment

Please read ManTech IT policy for additional guidance.



Q: If I haven't purchased any ManTech stock I don't need to know about insider trading, do I? Aren't the insider trading rules just for investors?

A: As a ManTech employee, you can come across material non-public information in your daily work. You must be careful not to disclose this type of information to others (even if you don't personally use the information). Outsiders can use material non-public information for personal gains that violate the law. Internal information about financial results, contract performance, recent contract awards, and personnel changes could be material non-public information, if it has not already been publicly disclosed. There are severe consequences for an individual who inappropriately uses or shares this kind of information. These consequences may include termination of employment, as well as, steep fines and/or imprisonment. Therefore, unless you are sure the information is public, it is best not to discuss important ManTech information with anyone outside of ManTech.



Applicable Government regulations and contractual requirements governing ManTech's purchasing practices, including those pertaining to small and small disadvantaged businesses, should be followed. The Corporate Procurement Manual is posted on the ManTech intranet as a resource for your reference.

Receipt of Gifts and Entertainment

Your business decisions for ManTech should be based on your unbiased judgment. Interactions with suppliers, customers, competitors, contractors and consultants should always be in accordance with ManTech's best interests. Therefore, it is not appropriate to ask for gifts and you should not accept gifts or other benefits if doing so could affect your objective business judgment. The receipt of an unsolicited gift or business courtesy, including meals and entertainment, is permissible if the item or offering is: (i) customary and a commonly accepted business courtesy; (ii) not excessively valuable; (iii) given and accepted without an express or implied understanding that you are in any way obligated by your acceptance of the gift; and (iv) not a reward for any particular business decision already made or forthcoming. Gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) of any value must be returned promptly to the donor. Please check with the Corporate Compliance Department if you have a concern regarding the receipt of a gift.

Use of Copyrighted Material (IT 100)

You should not make or use any unauthorized copies of copyrighted software or other copyrighted material. ManTech's policy is to comply with all license and copyright restrictions pertaining to all third-party software or copyrighted material purchased by ManTech or used in ManTech's business.

COMMITMENT TO OUR SHAREHOLDERS

We commit to our shareholders that our business conduct will adhere to the highest professional ethics, as well as timely, accurate, and transparent disclosure of both financial and non-financial information about our company.

Insider Trading (CG 301)

Personal use of non-public information of ManTech or another business, or the disclosure of such information to persons who do not have a legitimate business need for such information, is strictly prohibited. The trading of securities of ManTech or any other publicly traded company based on material, non-public information relating to any company is unethical and illegal. Liability can even extend to an employee who discloses material, non-public information to another person who uses such information in a securities transaction.

Please do not discuss sensitive information in any place where such information may be overheard by others. Disclosure of material, non-public information to another party, whether intentional or accidental, is a serious breach of corporate confidentiality and can also result in insider trading. Any disclosure of material, non-public information should be promptly reported to the Corporate Legal Department.

Personal Conflict of Interest (CG 306)

Your work for ManTech must be performed in accordance with the best interests of ManTech and its customers. A conflict of interest (COI) exists when your own interests interfere with the objective execution of your duties to your customer and/or ManTech. COIs are generally prohibited and requests for exceptions must be reviewed and approved in writing by the Chief Compliance Officer. Employees should raise potential COIs with their supervisor or the Corporate Compliance Department to determine if the transaction is prohibited by ManTech's COI Policy.

While employed at ManTech and during the twelve-month period following termination, employees/former employees may not solicit any current employee of ManTech to engage in employment discussions with a competitor. During this same period, employees shall not participate in any bid process for a program or prospective program that is competitive with a bid by ManTech, and current employees must not engage in any outside business activity that is competitive with ManTech's business.

Proprietary Information, Technology and Trade Secrets (CO 702)

We must safeguard and ensure that ManTech's proprietary information, technology and trade secrets are only used for ManTech's business. Likewise, proprietary information, technology and trade secrets entrusted to ManTech by third parties, including governmental entities, must be protected from disclosure and misuse. You must not, during your employment with ManTech, disclose or use confidential information, technology or trade secrets belonging to a former employer or to any other non-ManTech person or entity unless you are specifically authorized to do so in writing by such former employer, person or entity.

Financial Records and Compliance with Internal Controls (FA 101)

It is essential that financial transactions be recorded in accordance with: (i) generally accepted accounting principles (GAAP) in the U.S.; (ii) government regulations; (iii) cost accounting standards; (iv) tax laws and; (v) established practices as documented in ManTech's policies and manuals. Our financial records should accurately reflect the true nature and current condition of the transactions represented. We are committed to accurately recording all costs, including labor, travel and material costs, and ensuring they are charged in accordance with policy, contract terms and regulations. Employees with financial reporting responsibilities are also bound by the Financial Code of Ethics, located in the Addenda to the Standards.

As a publicly traded company, ManTech is subject to securities laws and regulations, including the statutory and regulatory requirements of the Sarbanes-Oxley Act. We need to ensure compliance with ManTech's internal control policies and procedures and help ManTech ensure the full, fair, accurate, timely and understandable disclosure of financial and non-financial developments that could have a material effect on the operations or financial condition of ManTech. If you become aware of information that could have a material effect on the operations or financial condition of ManTech, please ensure that the information is promptly passed up through your chain of command to the controller, CFO, group president or, when appropriate, directly to the CEO.



Q: Some coworkers told me that my second job may violate Company policy. Why does ManTech care if I am moonlighting, after hours, on my own time?

A: Certain types of outside employment can impair your objectivity in the performance of your job duties for ManTech. Second jobs do not need to directly compete with ManTech to create a conflict of interest. Conflicts can harm ManTech and even ManTech's customers. Therefore, it is important to review your outside employment opportunities and other engagements with a representative of the Corporate Compliance Department to determine if there is any conflict. To date, the vast majority of outside activities reviewed by the Corporate Compliance Department have been determined not to create a conflict or have been approved subject to the use of a mitigation strategy. Please don't bet your job by self-assessing and possibly getting it wrong – instead, get your situation checked out today by the Corporate Compliance Department!



Each of us could encounter a situation where the ethical course of action is unclear. While there is no GPS to help you arrive at the best ethical decision, there are often 'road signs' that can alert you to an approaching ethical dilemma. If you hear or say any of the following, beware and consider the ethics of the action:

- "It's okay – everyone does it."
- "What they don't know won't hurt us."
- "Let's make sure this doesn't get around."
- "Well, it's not exactly in line with ManTech values but it doesn't break any laws."
- "We can't tell our supervisor/co-workers about this."
- "Personally, I'm not comfortable doing this but Bob's been here for years so I guess I will just have to follow his lead."

Reach out to your local management, human resources or corporate resources like the Corporate Compliance Department for guidance. If you question the propriety of plans or actions, stop now and ask for directions – it is never too late to get things back on track.

Retention of Books and Records (CG 501 & CG 503)

By law, ManTech is required to retain certain business records for certain periods of time. Therefore, all destruction of records must be conducted in compliance with ManTech's corporate record retention policy. In the case of a current subpoena, legal proceeding, audit or investigation, ManTech is required to retain relevant records unless and until permitted to destroy such documentation as a result of a final settlement or closure of such matter.

Political Contributions and Lobbying

Due to the complex regulations governing political contributions and lobbying, you should not commit ManTech's company assets, funds, facilities or personnel on behalf of any candidate, campaign, political party or committee and you should not attempt to influence legislation without the prior approval of the Corporate Legal and Compliance Departments. However, ManTech maintains a Political Action Committee (PAC) that can accept your voluntary campaign contributions and you can make conventional personal contributions directly to candidates of your choice. Please remember that you cannot make political contributions for the purpose of obtaining business, retaining business or getting any other improper advantage for ManTech.

COMMITMENT TO OUR NATIONAL SECURITY

Our commitment to the security and interest of our great nation is absolute. No matter what job title you hold or which contracts you support, it is important for you to recognize that your work supports a higher mission.

Protection of Classified and Non-Classified Government Information (SC 204)

ManTech and its employees are required by law to protect U.S. Government classified information, as well as many forms of technical and sensitive Government data. Uncompromising security is critical to the success of our customers and our nation. You should contact your facility security officer or the Corporate Security Department with any questions or to report a potential or actual violation of the security regulations and/or laws relating to the handling of classified or non-classified Government information.

Export Control and Compliance (CO 801)

ManTech is committed to compliance with export control laws and regulations. Export of certain items, including technical data, defense services and goods, may be governed by export control laws and regulations. Generally, we must not: (i) export goods to or from countries with respect to which the U.S. has a trade embargo in effect; (ii) export goods to or from individuals or organizations identified on lists of prohibited trade parties published by the U.S. Government agencies; (iii) export goods for an end-use prohibited by U.S. Government agencies; (iv) export goods that are controlled by U.S. regulations without a license exemption or obtaining any required license; (v) share controlled technical data with foreign nationals (even if done within the U.S. and even if the foreign national is employed by ManTech), without obtaining appropriate Government approvals, or (vi) perform services that are controlled by U.S. regulations for the benefit of certain foreign nationals (even if within the U.S. and employed by ManTech), without obtaining appropriate Government approvals. Guidance on export control compliance is available from the Executive Director, Corporate Export Control.

IMPLEMENTATION OF THE STANDARDS

Reporting of Suspected Wrongdoing (CG 305 and CG 403)

Every ManTech employee has an affirmative duty to report any actual or suspected violation of the Standards. Therefore, if you have a reasonable basis for suspecting that a ManTech employee has violated or is violating the Standards, you should promptly report your concerns to your supervisor or any ManTech manager. If appropriate, you can make your report to the Corporate Compliance Department or the Ethics Helpline directly. Pursuant to the Federal Acquisition Regulation, the Government can impose severe penalties for failure to report certain regulatory and criminal acts to appropriate Government officials. Therefore, any supervisor or manager who witnesses, discovers or receives information about a suspected or actual violation, such as timesheet fraud, false claims or other fraud matters, personal conflict of interest, bribes, gratuities or other questionable activity that could impact a Government contract, must promptly notify their management and report the matter to the Corporate Compliance Department or the Ethics Helpline.

Employees with concerns about accounting, internal controls or auditing matters may also choose to contact the Audit Committee of the Board of Directors through the Ethics Helpline. Alternatively, employees may ask members of management to communicate their concerns to the Chairman of the Audit Committee.

All information that you provide will be treated confidentially and ManTech will protect your identity to the maximum extent practicable. ManTech prohibits retaliation against any employee who makes a good faith report of a potential violation of the Standards or the Financial Code of Ethics.

A concise list of resources available for reporting suspected wrongdoing or obtaining clarification of the Standards, including important contacts and helpline information, can be found in the section “Sources of Help with Resolving Your Concerns”.

ManTech’s Response to Your Concerns

All concerns that you report in good faith and with sufficient detail will be evaluated and, if necessary, investigated to determine whether a violation of the Standards has occurred. If a violation of the Standards has occurred, a report will be made to appropriate members of management. Responsive corrective and disciplinary action will be taken, up to and including termination of employment and the potential loss of security clearance. It is imperative that reporting persons not conduct their own preliminary investigations. Independent action can compromise the integrity of evidence and any subsequent investigation.

Waivers of the Standards

ManTech may waive application of the policies set forth in the Standards when special circumstances warrant a waiver. Waivers of the Standards for directors and executive officers may only be made by the Board of Directors or the Audit Committee of the Board (with notice to the Board) and must be promptly disclosed under law or regulation.

Q: I think my manager chose a particular vendor for ManTech’s printing needs based on his personal relationship with the owner. I’ve heard that the company is owned by his girlfriend and that quotes from other vendors were lower in price. Someone should speak up, but I don’t want him to know it came from me. Could I be fired if I say something?

A: ManTech strictly prohibits retaliation based on good faith reporting of suspected problems by employees. If you believe that a violation of policy, ethics or law has occurred, you should report the matter to ManTech so actual violations can be corrected and future violations can be averted. If you are concerned about making your report through local resources, you may file your report anonymously through the Ethics Helpline. Remember, no matter how you report an incident or who you report it to, you are protected from any retaliation for making a good faith report.





No Rights Created

The Standards of Ethics and Business Conduct are a statement of the fundamental principles and key policies and procedures that govern business conduct. They are not intended to and do not create obligations to or rights in any employee, director, client, supplier, competitor, shareholder or any other person or entity.

Our Standards cover a wide range of business practices and procedures and are not designed to cover every issue that may arise, but are intended to provide an overview and guidance on how to resolve questions about the appropriateness of your conduct and/or the conduct of your coworkers. Policies cited in the Standards can be found on the ManTech intranet, and additional policies and procedures govern many of the topics in these Standards. If you become aware of an issue that cannot be resolved through application of this guidance, you should seek advice from one of the referenced sources.

Your electronic acceptance or return of the acknowledgement form for the Standards represents your receipt, understanding and commitment to comply with them.

If it doesn't **SEEM** right, it probably **ISN'T**.

If you know it's wrong, **DON'T DO IT!**

If you're not sure, **ASK** and keep asking until you get an **ANSWER**.

RELY ON AVAILABLE RESOURCES – THEY ARE THERE TO HELP YOU!

ADDENDA

SOURCES OF HELP WITH RESOLVING YOUR CONCERNS

Local and Group Management Contacts

Your local management and Human Resources representatives are often an excellent first resource in resolving issues and concerns. In addition, your group presidents are committed to these Standards and are available to assist you, as well as provide additional resources to address your concerns. At the group level, you may also contact the following group compliance officers:

- ManTech Technical Services Group (TSG)
James Maguire – (703) 488-2043
- ManTech Mission, Cyber and Technology Solutions Group (MCTS)
Darla Hill – (703) 326-3494
- ManTech Systems Engineering and Advanced Technology Group (SEAT)
Kent Bridges – (703) 351-7290

Contacts for Corporate Resources

The following corporate resources are available to assist in your understanding of the Standards and reporting of issues and concerns:

Corporate Compliance Department (703) 218-6489

Terry Myers, Senior Vice President and Chief Compliance Officer (703) 218-6405

Corporate Contracts Department (703) 218-6423

Melissa Amdahl, Executive Director of Corporate Contracts (703) 218-8261

Corporate Finance and Accounting Department (703) 218-6017

John Fitzgerald, Senior Vice President and Controller (703) 218-6420

Corporate Human Resources Department (703) 218-6365

Margo Mentus, Senior Vice President of Human Resources (703) 814-4305

Corporate Information Systems Department (703) 218-6371

Dan Doody, Senior Vice President and Chief Information Officer (703) 218-8267

Corporate Legal Department (703) 218-6099

Jeffrey Brown, Executive Vice President, General Counsel and Corporate Secretary (703) 218-6098

Gaert Sime, Executive Director of Corporate Export Control (703) 218-6393

Corporate Security Department (703) 218-6368

Michael Tillison, Vice President of Corporate Security (703) 218-6494

Ethics Helpline

ManTech has a 24-hours-a-day/365-days-a-year ethics helpline, that you can use to report violations of the Standards or to seek guidance on the Standards. At your election, your report or question may be kept anonymous. However, providing your name may expedite ManTech's investigation of your report. To ensure the integrity of ManTech's review process, please treat the information in your report or question as confidential. The ethics helpline is available by phone or internet:

By phone

In the United States or Canada:
dial toll free (866) 294-9442.

Outside the United States or Canada

Dial an international operator and request a collect call (reverse charges) be placed to (503) 352-7174. All calls will be accepted.

Online

Visit www.ethicspoint.com, select "File a Report" and enter **ManTech** as the organization name, or click the "Ethics Point" link in the ethics section on the ManTech portal.



FINANCIAL CODE OF ETHICS

This code is applicable to the Chief Executive Officer, the Group Presidents, the Chief Financial and Chief Accounting Officers and other employees with financial reporting responsibilities.

As a publicly traded company, ManTech's filings with the Securities and Exchange Commission must be accurate and timely. The Chief Executive Officer, the Group Presidents, the Chief Financial Officer, the Chief Accounting Officer, senior business operations personnel and any other employees involved in the financial reporting process bear a special responsibility for promoting integrity throughout ManTech and fostering a culture that ensures the fair and timely reporting of ManTech's financial results and operating condition to the public. Accordingly, if you are one of the aforementioned employees, you are bound by the following Financial Code of Ethics, which may include and repeat concepts incorporated elsewhere in the Standards, and you agree that you will at all times:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in your personal and professional relationships.
- Provide and/or prepare information in a manner and of a quality to ensure the full, fair, accurate, timely and understandable disclosure of information in ManTech's public communications, including the reports and documents that ManTech files with, or submits to, the Securities and Exchange Commission.
- Comply with financial reporting rules and regulations of federal, state, provincial and local governments and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence in the preparation of all financial information, without misrepresenting material facts or allowing your independent judgment to be compromised.
- Respect the confidentiality of information acquired in the course of your work, except when authorized or otherwise legally obligated to disclose such information. Confidential information acquired in the course of your work must not be used for personal advantage.
- Ensure the responsible use of and control over all assets and resources under your purview.

Violation of this Financial Code of Ethics, including failure to report potential violations by others, will be viewed as a severe matter requiring significant disciplinary action, up to and including termination of employment with ManTech. If you believe a violation of this Financial Code of Ethics has occurred, you should contact the Corporate Compliance Department, the Corporate Legal Department or the Ethics Helpline. Alternatively, you may contact the Chairman of the Audit Committee of the Board of Directors through the Ethics Helpline.

ACKNOWLEDGEMENT FORM

My signature below represents my acknowledgement and representation to ManTech that:

- I have read and I understand the Standards of Ethics and Business Conduct for ManTech International Corporation and its operating subsidiaries.
- I agree to comply with the policies set forth in the Standards.
- I have reported all actual or suspected violations of the Standards now known to me.
- I understand that I have an affirmative obligation to report all actual or suspected violations of the Standards.

Your name (please print)

Employee ID number

Name of your group

Name of your primary work site / location

Your signature

Date of your signature

*Please e-mail a scanned copy of this signed form to Corporate.Compliance@ManTech.com or fax to (703) 218-8221.



ManTech

International Corporation •

12015 Lee Jackson Highway, Fairfax, Virginia 22033-3300
Phone: 703-218-6000 • www.mantech.com

ManTech is an equal opportunity affirmative action employer. We encourage M/F/V/D applicants to apply.