

DEFENCE COMPANIES INDEX (DCI) ON ANTI-CORRUPTION AND CORPORATE TRANSPARENCY 2020

FINAL ASSESSMENT

MANTECH INTERNATIONAL CORPORATION

The following pages contain the detailed scoring for this company based on publicly available information.

The table below shows a summary of the company's scores per section:

Section	Number of Questions*	Score Based on Publicly Available Information
1. Leadership and Organisational Culture	4	5/8
2. Internal Controls	6	2/12
3. Support to Employees	7	3/14
4. Conflict of Interest	4	3/8
5. Customer Engagement	7	2/14
6. Supply Chain Management	5	2/10
7. Agents, Intermediaries and Joint Ventures	10	0/20
8. Offsets	4	0/8
9. High Risk Markets	4	3/8
10. State-Owned Enterprises	0	N/A
TOTAL		20/102
BAND		E

*This column represents the number of questions on which the company was eligible to receive a score; i.e. where the company did not receive a score of N/A.

1. Leadership and Organisational Culture

Question
1.1. Does the company have a publicly stated anti-bribery and corruption commitment, which is authorised by its leadership?
Score
1
Comments
<p>There is evidence that the company publishes a Standards of Ethics and Business Conduct which outlines its stance against bribery and corruption. It is clear that this document was authorised and endorsed by the company's leadership, though an introductory message from the company's President and CEO and executive team.</p> <p>However, the company receives a score of '1' because the statement from the company's leadership does not directly address or mention the organisation's stance against bribery and corruption.</p>
Evidence
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2 [Second Cover] Our Standards of Ethics and Business Conduct are issued under the authority and approval of:</p> <p>MANTECH'S BOARD OF DIRECTORS</p> <ul style="list-style-type: none"> • George J. Pedersen – Executive Chairman and Chairman of the Board, ManTech International Corporation • Richard L. Armitage – President, Armitage International; Former Deputy Secretary of State; Ambassador; and Former Assistant Secretary of Defense • Mary K. Bush – President, Bush International; Former Managing Director, Federal Housing Finance Board • Barry G. Campbell – Former Chairman and Chief Executive Officer, Allied Aerospace Industries, Inc. • Richard J. Kerr – Former Deputy Director and Officer, Central Intelligence Agency • Peter B. LaMontagne – President and Chief Executive Officer, Quantum Spatial • Lieutenant General Kenneth A. Minihan – USAF (Ret.) – Managing Director of the Homeland Security Fund for Paladin Capital Group; Former Director, National Security Agency; Former Director, Defense Intelligence Agency • Kevin M. Phillips – President and Chief Executive Officer, ManTech International Corporation <p>[p.i] Message From The President And CEO And The Executive Team</p> <p>Dear Colleague,</p> <p>ManTech has provided innovative technology and mission-focused solutions to our customers for more than five decades. Our success is a direct result of the dedication and values that we hold both individually and as a company, and we will remain steadfastly committed to these principles in the years to come. The outstanding reputation ManTech enjoys today with customers, teammates and competitors rests on a strong foundation: our determined commitment to doing business the right way—every day. The principles we live and work by at ManTech are set forth in our Standards of Ethics and Business Conduct. They provide the framework of a culture based on uncompromising integrity and ethical behavior—vital differentiators in today's intensely competitive marketplace.</p> <p>Please read our Standards of Ethics and Business Conduct carefully to make sure that you understand the culture behind ManTech's continued success. Apply what you learn from the pages of our Standards to ensure ethical decision-making that upholds ManTech's core values and principles of business.</p> <p>As a ManTech employee, you play a vital role in defining our company as a trustworthy business partner and an innovative industry leader. We are proud of the outstanding job you do every day and how your work serves our customers, shareholders and this great nation. Thank you for your commitment to doing what's right by conducting yourself with uncompromising integrity and ethics.</p>

If you have questions, please speak to your supervisor or any of the company resources identified in our Standards, including the ManTech Helpline.

Kevin M. Phillips
President and Chief Executive Officer

George J. Pedersen
Executive Chairman and Chairman of the Board

Judith L. Bjornaas
Executive Vice President and CFO

Richard Wagner
President
Mission, Cyber and Intelligence Solutions

Matthew Tait
President
Mission Solutions and Services

[p.3] Antibribery, Kickbacks and Gifting in Foreign Countries or to Foreign Nationals (CG 310)

It is unlawful to offer or accept anything of value to/from a U.S. Government customer/ employee in return for favorable treatment on a contract or subcontract. Similarly, the U.S. Foreign Corrupt Practices Act (FCPA) prohibits giving anything of value, directly

[p.4] or indirectly, to foreign officials, political candidates or foreign governments to influence business. Most foreign countries also prohibit gifting to government officials or government entities; even when the customary business practice in such countries is to exchange gifts. Plans for gifting to foreign persons or entities must be pre-cleared by the Corporate Compliance Department. When gifting is necessary and permissible, only ManTech (the company) may provide the gift and any gifts received by ManTech employees must be accepted on behalf of ManTech and shall become ManTech property. Gifts must be accurately accounted for in ManTech's books and records.

[3] Corporate Governance Guidelines (Document)

Accessed 02/09/2019

<https://investor.mantech.com/static-files/456db7f9-7eab-4963-b6cf-3fa16897531e>

[p.4] 12. Ethics and Conflicts of Interest

The Board expects the Company's directors (as well as its officers and employees) to act ethically at all times and to adhere to the Company's *Standards of Ethics and Business Conduct* (available on the Corporate Governance page of the Company's website). If an actual or potential conflict of interest arises, the affected director shall promptly inform the Chairman of the Board and the Presiding Director. All directors must recuse themselves from any debate or decision affecting their business or personal interests.

Question
<p>1.2. Does the company have a comprehensive anti-bribery and corruption policy that explicitly applies to both of the following categories:</p> <p>a) All employees, including staff and leadership of subsidiaries and other controlled entities; b) All board members, including non-executive directors.</p>
Score
1
Comments
<p>There is evidence that the company publishes an anti-bribery and corruption policy which specifically prohibits bribery, payments to public officials and commercial bribery. There is evidence that this policy applies to all employees and board members of the company as listed in (a) and (b) in the question.</p> <p>However, the company receives a score of '1' because there is no publicly available evidence it prohibits facilitation payments.</p>
Evidence
<p>[1] ManTech 2019 Standards of Ethics (Document) Accessed 02/09/2019 https://www.mantech.com/sites/default/files/2018-08/mantech_standards_of_ethics.pdf [p.3] Antibribery, Kickbacks and Gifting in Foreign Countries or to Foreign Nationals (CG 310)</p> <p>It is unlawful to offer or accept anything of value to/from a U.S. Government customer/ employee in return for favorable treatment on a contract or subcontract. Similarly, the U.S. Foreign Corrupt Practices Act (FCPA) prohibits giving anything of value, directly</p> <p>[p.4] or indirectly, to foreign officials, political candidates or foreign governments to influence business. Most foreign countries also prohibit gifting to government officials or government entities; even when the customary business practice in such countries is to exchange gifts. Plans for gifting to foreign persons or entities must be pre-cleared by the Corporate Compliance Department. When gifting is necessary and permissible, only ManTech (the company) may provide the gift and any gifts received by ManTech employees must be accepted on behalf of ManTech and shall become ManTech property. Gifts must be accurately accounted for in ManTech's books and records.</p> <p>[3] Corporate Governance Guidelines (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/456db7f9-7eab-4963-b6cf-3fa16897531e [p.4] 12. Ethics and Conflicts of Interest The Board expects the Company's directors (as well as its officers and employees) to act ethically at all times and to adhere to the Company's <i>Standards of Ethics and Business Conduct</i> (available on the Corporate Governance page of the Company's website). If an actual or potential conflict of interest arises, the affected director shall promptly inform the Chairman of the Board and the Presiding Director. All directors must recuse themselves from any debate or decision affecting their business or personal interests.</p> <p>[5] Proxy 2019 (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/1b9827f4-419a-4d64-b449-0fb9626a260e [p.6] Code of Ethics The policies in our <i>Standards of Ethics and Business Conduct</i> satisfy the SEC's requirements for a "code of ethics" applicable to our principal executive officer, principal financial officer, principal accounting officer, controller and persons performing similar functions, as well as Nasdaq's requirements for a code of conduct applicable to all directors, officers, and employees. Among other principles, our <i>Standards of Ethics and Business Conduct</i> includes guidelines relating to the ethical handling of actual or potential conflicts of interest, compliance with laws, accurate financial reporting, and procedures for promoting compliance with (and reporting violations of) such standards. A copy of our <i>Standards of Ethics and Business Conduct</i> is available on the Corporate Governance page of our Website. We are required to disclose any amendment to, or waiver of, a provision of our code of ethics applicable to our principal executive officer, principal financial officer, principal accounting officer, controller or persons</p>

performing similar functions. We intend to use our Website as a method of disseminating this disclosure, as permitted by applicable SEC rules.

[6] Annual Report 2018 (Document)

Accessed 31/03/2020

<https://investor.mantech.com/static-files/a2beb696-1aed-4ebe-a67c-7fe296c3e554>

[p.66] Our Standards of Ethics and Business Conduct, which sets forth the policies comprising our code of conduct, satisfies the SEC's requirements (including Item 406 of Regulation S-K) for a "code of ethics" applicable to our principal executive officer, principal financial officer, principal accounting officer, controller or persons performing similar functions, as well as Nasdaq's requirements for a code of conduct applicable to all directors, officers and employees. Among other principles, our Standards of Ethics and Business Conduct includes guidelines relating to the ethical handling of actual or potential conflicts of interest, compliance with laws, accurate financial reporting and procedures for promoting compliance with (and reporting violations of) these standards. A copy of our Standards of Ethics and Business Conduct is available on the investor relations section of our website: www.mantech.com. We are required to disclose any amendment to, or waiver from, a provision of our code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, controller and persons performing similar functions. We intend to use our website as a method of disseminating this disclosure as permitted by applicable SEC rules.

Question
1.3. Does the board or a dedicated board committee provide oversight of the company's anti-bribery and corruption programme?
Score
2
Comments
<p>There is evidence that a designated board committee – the Audit Committee – oversees the company's ethics and compliance programme. The company indicates that this includes reviewing reports from management on the programme's performance. In addition, there is evidence that Audit Committee has the authority to require that updates and changes to the programme are made when necessary.</p>
Evidence
<p>[2] Audit Committee Charter (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/2cb290f7-7ca9-4668-bbdc-3cacd19ada36</p> <p>[p.1] II. STATEMENT OF PURPOSE The Audit Committee shall oversee the integrity of the Company's financial statements, the accounting and financial reporting processes of the Company and its subsidiaries, and audits of the Company's financial statements.</p> <p>The Audit Committee shall further assist the Board in discharging its oversight responsibilities relating to:</p> <ul style="list-style-type: none"> • The Company's compliance with legal and regulatory requirements; • The independent auditor's qualifications and independence; • The performance of the independent auditor; • The performance of the internal audit function; and • The Company's system of disclosure controls and procedures, internal control over financial reporting, and compliance with ethical standards adopted by the Company. <p>[p.4] Risk Management, Legal Compliance and Ethical Compliance</p> <p>9. Review and approve related party transactions (transactions required to be disclosed under Item 404 of Regulation S-K). Oversee, administer and interpret the Company's Policy and Procedures with Respect to Related Party Transactions. Establish guidelines and standing approvals for ongoing related party transactions.</p> <p>10. Review and discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies, provided that (i) the Compensation Committee of the Board shall be responsible for the oversight of risks associated with the Company's compensation policies or practices, and (ii) the Special Programs Oversight Committee of the Board shall be responsible for the oversight of risks associated with certain of the Company's business activities involving programs which have been designated as classified by the United States government or which present a potential significant risk to the Company.</p> <p>11. Review with the Company's General Counsel and/or Chief Compliance Officer, as appropriate, (a) legal matters that may have a material impact on the financial statements, (b) any significant reports to, or inquiries received from, regulators or governmental agencies, (c) significant legal compliance policies, and (d) "whistleblower" complaints, significant employee grievances and other complaints relating to the integrity of the Company's financial statements.</p> <p>12. Oversee the establishment and periodic review and update of the Company's Standards of Ethics and Business Conduct. Oversee management's monitoring of the Company's Standards of Ethics and Business Conduct, and obtain reports from management, the Chief Compliance Officer, or the General Counsel, as appropriate, regarding compliance with the Company's Standards of Ethics and Business Conduct or other significant policies of the Company.</p> <p>13. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements, accounting and/or internal control policies.</p>

14. Establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

[p.7] V. MEETINGS

The Audit Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but shall meet at least quarterly. The chair of the Audit Committee shall report, as necessary or desirable, the Committee's activities to the Board.

The Audit Committee shall also meet on a regular basis in executive session without the presence of management.

The Audit Committee shall maintain minutes of its meetings and records relating to those meetings.

Question
1.4. Is responsibility for implementing and managing the company's anti-bribery and corruption programme ultimately assigned to a senior executive, and does he or she have a direct reporting line to the board or board committee providing oversight of the company's programme?
Score
1
Comments
<p>There is evidence that the General Counsel and Chief Compliance Officer have been assigned responsibility managing the company's ethics and compliance programme. There is evidence that these individuals have a direct reporting line to the board-level Audit Committee, which is responsible for providing oversight of the programme.</p> <p>However, the company receives a score of '1' because there is no clear evidence of reporting and feedback activities between these individuals and the board as part of its reporting structure.</p>
Evidence
<p>[2] Audit Committee Charter (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/2cb290f7-7ca9-4668-bbdc-3cacd19ada36</p> <p>[p.1] II. STATEMENT OF PURPOSE The Audit Committee shall oversee the integrity of the Company's financial statements, the accounting and financial reporting processes of the Company and its subsidiaries, and audits of the Company's financial statements.</p> <p>The Audit Committee shall further assist the Board in discharging its oversight responsibilities relating to:</p> <ul style="list-style-type: none"> • The Company's compliance with legal and regulatory requirements; • The independent auditor's qualifications and independence; • The performance of the independent auditor; • The performance of the internal audit function; and • The Company's system of disclosure controls and procedures, internal control over financial reporting, and compliance with ethical standards adopted by the Company. <p>[p.4] 8. Meet periodically as necessary with the Chief Executive Officer, Chief Financial Officer, Office of the General Counsel, Chief Compliance Officer and/or a representative of the internal audit function, and the Company's independent auditors, each in separate executive sessions.</p> <p>Risk Management, Legal Compliance and Ethical Compliance</p> <p>9. Review and approve related party transactions (transactions required to be disclosed under Item 404 of Regulation S-K). Oversee, administer and interpret the Company's Policy and Procedures with Respect to Related Party Transactions. Establish guidelines and standing approvals for ongoing related party transactions.</p> <p>10. Review and discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies, provided that (i) the Compensation Committee of the Board shall be responsible for the oversight of risks associated with the Company's compensation policies or practices, and (ii) the Special Programs Oversight Committee of the Board shall be responsible for the oversight of risks associated with certain of the Company's business activities involving programs which have been designated as classified by the United States government or which present a potential significant risk to the Company.</p> <p>11. Review with the Company's General Counsel and/or Chief Compliance Officer, as appropriate, (a) legal matters that may have a material impact on the financial statements, (b) any significant reports to, or inquiries received from, regulators or governmental agencies, (c) significant legal compliance policies, and (d) "whistleblower" complaints, significant employee grievances and other complaints relating to the integrity of the Company's financial statements.</p> <p>12. Oversee the establishment and periodic review and update of the Company's Standards of Ethics and Business Conduct. Oversee management's monitoring of the Company's Standards of Ethics and Business Conduct, and obtain reports from management, the Chief Compliance Officer, or the General Counsel, as appropriate, regarding</p>

compliance with the Company's Standards of Ethics and Business Conduct or other significant policies of the Company.

13. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements, accounting and/or internal control policies.

14. Establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

[p.7] V. MEETINGS

The Audit Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but shall meet at least quarterly. The chair of the Audit Committee shall report, as necessary or desirable, the Committee's activities to the Board.

The Audit Committee shall also meet on a regular basis in executive session without the presence of management.

The Audit Committee shall maintain minutes of its meetings and records relating to those meetings.

2. Internal Controls

Question
2.1. Is the design and implementation of the anti-bribery and corruption programme tailored to the company based on an assessment of the corruption and bribery risks it faces?
Score
0
Comments
<p>There is no publicly available evidence that the company has a formal risk assessment procedure in place, which is used to inform the company's anti-bribery and corruption programme. There is evidence that the company has a risk management programme, but there is no publicly available indication that this includes an assessment of ethics and compliance-related risks.</p>
Evidence
<p>[2] Audit Committee Charter (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/2cb290f7-7ca9-4668-bbdc-3cacd19ada36 [p.4] Risk Management, Legal Compliance and Ethical Compliance</p> <p>[...]</p> <p>10. Review and discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies, provided that (i) the Compensation Committee of the Board shall be responsible for the oversight of risks associated with the Company's compensation policies or practices, and (ii) the Special Programs Oversight Committee of the Board shall be responsible for the oversight of risks associated with certain of the Company's business activities involving programs which have been designated as classified by the United States government or which present a potential significant risk to the Company.</p> <p>[5] Proxy Statement 2019 (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/1b9827f4-419a-4d64-b449-0fb9626a260e [p.5] Board's Role in Risk Oversight</p> <p>The Board oversees the management of risks inherent in the operation of the Company's business. The Board oversees the management of risk principally through the Audit Committee. Among other activities, the Audit Committee oversees the Company's enterprise risk management program. The Board oversees certain of the Company's business activities (particularly those designated as classified by the U.S. government), as well as certain cyber security, information assurance and similar matters that have the potential for posing significant risk to the Company, through the Special Programs Oversight Committee. Management also regularly briefs the full Board regarding non-classified cyber security and information assurance activities. The Board fulfils its responsibility for overseeing the assessment of risks associated with the Company's compensation policies and programs through the Compensation Committee.</p> <p>Each of these committees regularly receives reports from, and discusses those reports with, members of management who are responsible for applicable day-to-day risk management functions of the Company. The chairpersons of these committees periodically report back to the Board regarding risk management activities within such committees' respective purview. The Board's role in risk oversight has not had any effect on the Board's leadership structure.</p>

Question
2.2. Is the company's anti-bribery and corruption programme subject to regular internal or external audit, and are policies and procedures updated according to audit recommendations?
Score
0
Comments
There is evidence that the company's Audit Committee conducts periodic reviews of the company's Standards of Ethics and Business Conduct document, which includes its policy on anti-bribery and corruption. However, there is no clear publicly available evidence that the company conducts internal or external audits of its anti-bribery and corruption programme.
Evidence
<p>[2] Audit Committee Charter (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/2cb290f7-7ca9-4668-bbdc-3cacd19ada36</p> <p>[p.1] II. STATEMENT OF PURPOSE The Audit Committee shall oversee the integrity of the Company's financial statements, the accounting and financial reporting processes of the Company and its subsidiaries, and audits of the Company's financial statements.</p> <p>The Audit Committee shall further assist the Board in discharging its oversight responsibilities relating to:</p> <ul style="list-style-type: none"> • The Company's compliance with legal and regulatory requirements; • The independent auditor's qualifications and independence; • The performance of the independent auditor; • The performance of the internal audit function; and • The Company's system of disclosure controls and procedures, internal control over financial reporting, and compliance with ethical standards adopted by the Company. <p>[p.4] 8. Meet periodically as necessary with the Chief Executive Officer, Chief Financial Officer, Office of the General Counsel, Chief Compliance Officer and/or a representative of the internal audit function, and the Company's independent auditors, each in separate executive sessions.</p> <p>Risk Management, Legal Compliance and Ethical Compliance</p> <p>[...]</p> <p>11. Review with the Company's General Counsel and/or Chief Compliance Officer, as appropriate, (a) legal matters that may have a material impact on the financial statements, (b) any significant reports to, or inquiries received from, regulators or governmental agencies, (c) significant legal compliance policies, and (d) "whistleblower" complaints, significant employee grievances and other complaints relating to the integrity of the Company's financial statements.</p> <p>12. Oversee the establishment and periodic review and update of the Company's Standards of Ethics and Business Conduct. Oversee management's monitoring of the Company's Standards of Ethics and Business Conduct, and obtain reports from management, the Chief Compliance Officer, or the General Counsel, as appropriate, regarding compliance with the Company's Standards of Ethics and Business Conduct or other significant policies of the Company.</p> <p>13. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements, accounting and/or internal control policies.</p>

Question
2.3. Does the company have a system for tracking, investigating and responding to bribery and corruption allegations or incidents, including those reported through whistleblowing channels?
Score
1
Comments
<p>There is evidence that the company commits to investigating incidents and that it has a procedure for documenting and handling whistleblower reports.</p> <p>However, the company receives a score of '1' because there is no evidence that it publishes information on the whole investigation process from receipt to final outcome. There is no clear evidence that all investigations are handled by an independent team, nor that the company commits to providing whistleblowers with updates on the outcome of investigations. In addition, although the Audit Committee reviews whistleblower complaints related to the integrity of the company's financial statements, it is not clear that it receives summary information of all investigations relating to bribery and corruption incidents.</p>
Evidence
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2 [p.8] Report Suspected Wrongdoing (CG 305, CG 403, CO 310 & HR 302)</p> <p>Every ManTech employee has an affirmative duty to report any actual or suspected violation of our Standards or ManTech's Policies & Procedures. Promptly report suspected violations our Standards or ManTech's Policies & Procedures to a supervisor, any ManTech manager, or the Human Resources Department. A report may also be made to the Corporate Compliance Department or the ManTech Helpline. Timesheet fraud, false claims or other fraud matters, conflict of interest, bribes, gratuities or other questionable activity can impact ManTech's ability to work with the Government and must be promptly reported to the Corporate Compliance Department or the ManTech Helpline. The ManTech Helpline may also be used to communicate concerns about accounting, internal controls or auditing matters to the Audit Committee of the Board of</p> <p>[p.9] Directors. Alternatively, a report may be made to the Chief Compliance Officer or members of management in order to communicate such concerns to the Audit Committee. ManTech's Directors, Officers and Business Unit General Managers (BUGMs) must report in writing to the Corporate Legal Department any knowledge of any legal or administrative proceeding brought against ManTech or a ManTech Director, Officer or BUGM within the last five (5) years, in connection with the award or performance of a federal contract that resulted in a conviction or finding of fault. A list of resources for reporting suspected wrongdoing or obtaining clarification of our Standards is available in the "Sources of Help with Resolving Your Questions or Concerns" addendum to our Standards. ManTech encourages employees to bring concerns forward and will protect from retaliation employees who make a good faith reports of potential violations of our Standards or our Policies & Procedures.</p> <p>ManTech's Response to Your Concerns</p> <p>All concerns reported in good faith and with sufficient detail will be evaluated and reviewed to determine whether a violation of our Standards or ManTech's Policies & Procedures has occurred. Reviews are kept confidential to the greatest extent possible. If a violation has occurred, ManTech will take responsive corrective and disciplinary action, which may include termination of employment and the potential loss of security clearance. Do not conduct preliminary investigations, as independent action can compromise the integrity of evidence and the validity of subsequent investigation by ManTech.</p> <p>[11] About EthicsPoint Accessed 15/04/2020 https://secure.ethicspoint.com/domain/media/en/gui/11322/faq.pdf [p.2] Where do these reports go? Who can access them?</p>

Reports are entered directly on the EthicsPoint secure server. EthicsPoint makes these reports available only to specific individuals within the company who are charged with evaluating the report, based on the type of violation and location of the incident.

[p.5] What if I remember something important about the incident after I file the report? Or what if the company has further questions for me concerning my report?

When you file a report at the EthicsPoint Web site or through the EthicsPoint Call Center, you receive a unique user name and are asked to choose a password. You can return to the EthicsPoint system again either by Internet or telephone and access the original report to add more detail or answer questions posed by a company representative and add further information that will help resolve open issues. We strongly suggest that you return to the site in the time specified to answer company questions.

[2] Audit Committee Charter (Document)

Accessed 02/09/2019

<https://investor.mantech.com/static-files/2cb290f7-7ca9-4668-bbdc-3cacd19ada36>

[p.2] The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain (and determine funding for) independent counsel, special accounting consultants, or other independent advisors to provide advice to the Audit Committee or to conduct investigations at the direction of the Audit Committee. The Audit Committee shall have the authority to conduct or authorize investigations into any matters within its scope of responsibilities, and contact and request information from any of the Company's advisors or other third parties.

[p.4] 11. Review with the Company's General Counsel and/or Chief Compliance Officer, as appropriate, (a) legal matters that may have a material impact on the financial statements, (b) any significant reports to, or inquiries received from, regulators or governmental agencies, (c) significant legal compliance policies, and (d) "whistleblower" complaints, significant employee grievances and other complaints relating to the integrity of the Company's financial statements.

12. Oversee the establishment and periodic review and update of the Company's Standards of Ethics and Business Conduct. Oversee management's monitoring of the Company's Standards of Ethics and Business Conduct, and obtain reports from management, the Chief Compliance Officer, or the General Counsel, as appropriate, regarding compliance with the Company's Standards of Ethics and Business Conduct or other significant policies of the Company.

13. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements, accounting and/or internal control policies.

14. Establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Question
2.4. Does the company have appropriate arrangements in place to ensure the quality of investigations?
Score
0
Comments
There is no publicly available evidence that the company assures itself of the quality of its internal investigations.
Evidence
No evidence found.

Question
2.5. Does the company's investigative procedure include a commitment to report material findings of bribery and corruption to the board and any criminal conduct to the relevant authorities?
Score
1
Comments
<p>There is some evidence that the company commits to report material findings of bribery and corruption from internal investigations to the board, through the Audit Committee. However, the company receives a score of '1' because there is no evidence that an appropriate senior individual is responsible for ensuring that the disclosure of criminal offences to relevant authorities is evaluated and acted upon if necessary.</p>
Evidence
<p>[2] Audit Committee Charter (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/2cb290f7-7ca9-4668-bbdc-3cacd19ada36 [p.4] 8. Meet periodically as necessary with the Chief Executive Officer, Chief Financial Officer, Office of the General Counsel, Chief Compliance Officer and/or a representative of the internal audit function, and the Company's independent auditors, each in separate executive sessions.</p> <p>[...]</p> <p>11. Review with the Company's General Counsel and/or Chief Compliance Officer, as appropriate, (a) legal matters that may have a material impact on the financial statements, (b) any significant reports to, or inquiries received from, regulators or governmental agencies, (c) significant legal compliance policies, and (d) "whistleblower" complaints, significant employee grievances and other complaints relating to the integrity of the Company's financial statements.</p> <p>12. Oversee the establishment and periodic review and update of the Company's Standards of Ethics and Business Conduct. Oversee management's monitoring of the Company's Standards of Ethics and Business Conduct, and obtain reports from management, the Chief Compliance Officer, or the General Counsel, as appropriate, regarding compliance with the Company's Standards of Ethics and Business Conduct or other significant policies of the Company.</p> <p>13. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements, accounting and/or internal control policies.</p> <p>14. Establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.</p>

Question
2.6. Does the company publish high-level results from incident investigations and disciplinary actions against its employees?
Score
0
Comments
There is no evidence that the company publishes any data on ethical or bribery and corruption incidents, investigations or disciplinary actions involving its employees.
Evidence
No evidence found.

3. Support to Employees

Question
3.1. Does the company provide training on its anti-bribery and corruption programme to all employees across all divisions and geographies, and in all appropriate languages?
Score
0
Comments
There is no publicly available evidence that the company provides anti-bribery and corruption training to its employees.
Evidence
No evidence found.

Question
3.2. Does the company provide tailored training on its anti-bribery and corruption programme for at least the following categories of employees: a) Employees in high risk positions, b) Middle management, c) Board members.
Score
0
Comments
There is no publicly available evidence that the company provides anti-bribery and corruption training to its employees, nor that it tailors its anti-bribery and corruption training to certain employees based on an assessment of their role and exposure to corruption risk.
Evidence
No evidence found.

Question
3.3. Does the company measure and review the effectiveness of its anti-bribery and corruption communications and training programme?
Score
0
Comments
There is no publicly available evidence that the company measures or reviews the effectiveness of its anti-bribery and corruption communications or training programme.
Evidence
No evidence found.

Question
3.4. Does the company ensure that its employee incentive schemes are designed in such a way that they promote ethical behaviour and discourage corrupt practices?
Score
0
Comments
There is no publicly available evidence that the company's incentive schemes for employees incorporate ethical or anti-bribery and corruption principles. The company provides some information on its executive compensation programme, but there is no evidence that it provides information on its incentive structures for employees.
Evidence
<p>[5] Proxy Statement 2019 (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/1b9827f4-419a-4d64-b449-0fb9626a260e [p.18] Executive Summary</p> <p>Our executive compensation program is based upon a foundation of providing compensation that has a strong relationship to performance, as exemplified by our compensation philosophy (as described below). We continually evaluate the individual elements of our executive compensation program in light of market conditions, operational needs and corporate governance requirements, and we make changes as needed and where appropriate for our business. We believe that our executive compensation structure continues to properly incentivize our executive officers' contribution to the Company's financial and operational performance. Specifically, we believe that the design of the non-discretionary component of our annual incentive compensation program ties the interests of our executives to the Company's financial results by providing significant incentive payments only where there is objective evidence of exemplary performance. For the non-discretionary component of our incentive compensation program in 2018, we used performance measures that relate to overall Company performance for our named executive officers who are corporate executives, and used a combination of overall Company performance measures and applicable business group performance measures for our named executive officers who are business group presidents. The discretionary component of our annual incentive compensation program provides us with flexibility to consider qualitative factors so that, where appropriate, we can capture and reward the individual performance and contributions of our named executive officers that are not captured by the non-discretionary component of our program.</p>

Question
3.5. Does the company commit to and assure itself that it will support and protect employees who refuse to act unethically, even when it might result in a loss of business?
Score
0
Comments
There is no publicly available evidence that the company commits to support or protect employees who refuse to act unethically.
Evidence
No evidence found.

Question
3.6. Does the company have a clear policy of non-retaliation against whistleblowers and employees who report bribery and corruption incidents?
Score
1
Comments
<p>There is evidence the company promotes a policy of non-retaliation against both whistleblowers and employees who report bribery and corruption incidents. The company's policy explicitly applies to all employees across the organisation. There is also evidence that the company's whistleblowing line is open to third parties, including those employed by suppliers.</p> <p>However, the company receives a score of '1' because there is no evidence that the company assures itself of its employees' confidence in this commitment through surveys, usage data, or other clearly stated means.</p>
Evidence
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2 [p.6] Prohibition Against Retaliation (HR 304, HR 306 & CG 403)</p> <p>Our Standards, ManTech's Policies & Procedures, and the law protect employees from retaliation for engaging in a protected activity or reporting what is reasonably believed to be evidence of gross mismanagement or waste, abuse of authority, substantial and specific danger to public health and safety, or violation of law related to a federal contract. ManTech protects employees from retaliation when they have engaged in protected activity in good faith. Anyone found to have participated in retaliatory actions against an employee who made a good faith report or otherwise engaged in protected activity will be subject to disciplinary action, up to and including termination. Promptly report any concerns about retaliation resulting from reporting compliance or other concerns to a ManTech Compliance Officer, the ManTech Helpline, or the Inspector General. The ManTech Helpline is available to assist with meeting this requirement. The ManTech Helpline is hosted by a third-party, which enables employees to report potential violations online or by telephone, and anonymously, if desired (see page 12 for more information about the ManTech Helpline).</p> <p>[p.8] Report Suspected Wrongdoing (CG 305, CG 403, CO 310 & HR 302)</p> <p>Every ManTech employee has an affirmative duty to report any actual or suspected violation of our Standards or ManTech's Policies & Procedures. Promptly report suspected violations our Standards or ManTech's Policies & Procedures to a supervisor, any ManTech manager, or the Human Resources Department. A report may also be made to the Corporate Compliance Department or the ManTech Helpline.</p> <p>Timesheet fraud, false claims or other fraud matters, conflict of interest, bribes, gratuities or other questionable activity can impact ManTech's ability to work with the Government and must be promptly reported to the Corporate Compliance Department or the ManTech Helpline. The ManTech Helpline may also be used to communicate concerns about accounting, internal controls or auditing matters to the Audit Committee of the Board of</p> <p>[p.9] Directors. Alternatively, a report may be made to the Chief Compliance Officer or members of management in order to communicate such concerns to the Audit Committee.</p> <p>ManTech's Directors, Officers and Business Unit General Managers (BUGMs) must report in writing to the Corporate Legal Department any knowledge of any legal or administrative proceeding brought against ManTech or a ManTech Director, Officer or BUGM within the last five (5) years, in connection with the award or performance of a federal contract that resulted in a conviction or finding of fault.</p> <p>A list of resources for reporting suspected wrongdoing or obtaining clarification of our Standards is available in the "Sources of Help with Resolving Your Questions or Concerns" addendum to our Standards. ManTech encourages employees to bring concerns forward and will protect from retaliation employees who make a good faith reports of potential violations of our Standards or our Policies & Procedures.</p>

[11] About EthicsPoint

Accessed 15/04/2020

<https://secure.ethicspoint.com/domain/media/en/gui/11322/faq.pdf>

[p.3] How do I know that I won't be retaliated against?

When you make a report in good faith, ManTech policy protects you from retaliation. Every effort is made to maintain confidentiality of the information reported and ManTech is committed to fostering a 'speak up' culture where you feel comfortable raising your concerns without fear of retaliation.

[7] Supplier Code of Conduct (Document)

Accessed 31/03/2020

https://www.mantech.com/sites/default/files/2019-05/ManTech_Supplier%20Code%20of%20Conduct_May2019_0.pdf

[p.4] Contact Us

Employees of our suppliers may raise concerns through ManTech's Helpline:

Online: At www.mantech.ethicspoint.com

By phone: In the U.S. or Canada: Dial toll free - (866) 294-9442

Outside the U.S. or Canada: Dial an international operator and request a collect call (reverse charges) be placed to (503) 352-7174.

Question
3.7. Does the company provide multiple whistleblowing and advice channels for use by all (e.g. employees and external parties), and do they allow for confidential and, wherever possible, anonymous reporting?
Score
2
Comments
<p>There is evidence that the company provides multiple channels to report instances of suspected corrupt activity and seek advice on the company's anti-bribery and corruption programme. The company indicates that these channels are sufficiently varied to allow the employee to raise concerns across the management chain and to an external party through an independently-operated channel. These channels allow for confidential and anonymous reporting and are accessible to all employees in all jurisdictions where the company operates. In addition, there is also evidence to indicate that the company's whistleblowing line is open to third parties including suppliers and available in relevant languages.</p>
Evidence
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2 [p.6] Prohibition Against Retaliation (HR 304, HR 306 & CG 403)</p> <p>The ManTech Helpline is available to assist with meeting this requirement. The ManTech Helpline is hosted by a third-party, which enables employees to report potential violations online or by telephone, and anonymously, if desired (see page 12 for more information about the ManTech Helpline).</p> <p>[p.8] Report Suspected Wrongdoing (CG 305, CG 403, CO 310 & HR 302)</p> <p>Every ManTech employee has an affirmative duty to report any actual or suspected violation of our Standards or ManTech's Policies & Procedures. Promptly report suspected violations our Standards or ManTech's Policies & Procedures to a supervisor, any ManTech manager, or the Human Resources Department. A report may also be made to the Corporate Compliance Department or the ManTech Helpline.</p> <p>Timesheet fraud, false claims or other fraud matters, conflict of interest, bribes, gratuities or other questionable activity can impact ManTech's ability to work with the Government and must be promptly reported to the Corporate Compliance Department or the ManTech Helpline. The ManTech Helpline may also be used to communicate concerns about accounting, internal controls or auditing matters to the Audit Committee of the Board of</p> <p>[p.9] Directors. Alternatively, a report may be made to the Chief Compliance Officer or members of management in order to communicate such concerns to the Audit Committee.</p> <p>ManTech's Directors, Officers and Business Unit General Managers (BUGMs) must report in writing to the Corporate Legal Department any knowledge of any legal or administrative proceeding brought against ManTech or a ManTech Director, Officer or BUGM within the last five (5) years, in connection with the award or performance of a federal contract that resulted in a conviction or finding of fault.</p> <p>A list of resources for reporting suspected wrongdoing or obtaining clarification of our Standards is available in the "Sources of Help with Resolving Your Questions or Concerns" addendum to our Standards. ManTech encourages employees to bring concerns forward and will protect from retaliation employees who make a good faith reports of potential violations of our Standards or our Policies & Procedures.</p> <p>ManTech's Response to Your Concerns All concerns reported in good faith and with sufficient detail will be evaluated and reviewed to determine whether a violation of our Standards or ManTech's Policies & Procedures has occurred. Reviews are kept confidential to the greatest extent possible. If a violation has occurred, ManTech will take responsive corrective and disciplinary action, which may include termination of employment and the potential loss of security clearance. Do not conduct preliminary investigations, as independent action can compromise the integrity of evidence and the validity of subsequent investigation by ManTech.</p>

[p.9] ManTech's Response to Your Concerns

All concerns reported in good faith and with sufficient detail will be evaluated and, as appropriate, investigated to determine whether a violation of our policies or Standards has occurred. Reviews are kept confidential to the greatest extent possible. If a violation has occurred, ManTech will take responsive corrective and disciplinary action, which may include termination of employment and the potential loss of security clearance. Do not conduct preliminary investigations, as independent action can compromise the integrity of evidence and the validity of subsequent investigation by ManTech.

[p.12] Sources Of Help With Resolving Your Questions Or Concerns

Local and Group Management Contacts

Your local management and Group Human Resources representatives are often an excellent starting point for resolving questions and concerns. In addition, your Group Presidents are available to assist you and to provide you with additional resources that address your concerns. At the Group level, you may also contact your respective Group Compliance Officers:

Mission Solutions and Services (MSS)

Bonnie Cook – (703) 814-4236

Mission, Cyber and Intelligence Solutions (MCIS)

Steve Deitz – (703) 326-1085

Contacts for Company-Wide Resources

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

Compliance Department (703) 218-6489

Sejal Patel, Vice President and Chief Compliance Officer (703) 259-3655

Mark Quirk, Vice President of Industry Compliance (703) 218-8387

Contracts and Finance Matters

Judith Bjornaas, Executive Vice President and Chief Financial Officer (703) 218-6421

Jay Romyn, Senior Vice President and Controller (703) 218-6463

Export Compliance

Maria Assusa, Director of Corporate Export Control (703) 218-6393

Human Resources Department (703) 218-6365

Jeffrey Brody, Chief Human Resources Officer (703) 674-2648

Kimberly Highsmith, Director of Employee Relations and Diversity (703) 218-8231

Information Services and Business Process (703) 218-6371

Michael Uster, Senior Vice President and Chief Information Officer (703) 218-8243

James Webster, Chief Information Security Officer (703) 218-8208, email: CSIRT@mantech.com

Legal Department (703) 218-6099

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

Security Department

Daniel Payne, Senior Vice President and Chief Security Officer (703) 218-4694

ManTech Helpline

The ManTech Helpline is open 24 hours-a-day/365-days-a-year to accept your reports of violations of our Standards or policies.

The ManTech Helpline also provides you with the opportunity to ask a question and get an answer from an appropriate resource. And while you may keep your report or question anonymous, providing your name may improve or expedite ManTech's review of your concern. The ManTech Helpline is available by phone or internet:

By phone:

In the U.S. or Canada:

Dial toll free - (866) 294-9442.

Outside the U.S. 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:

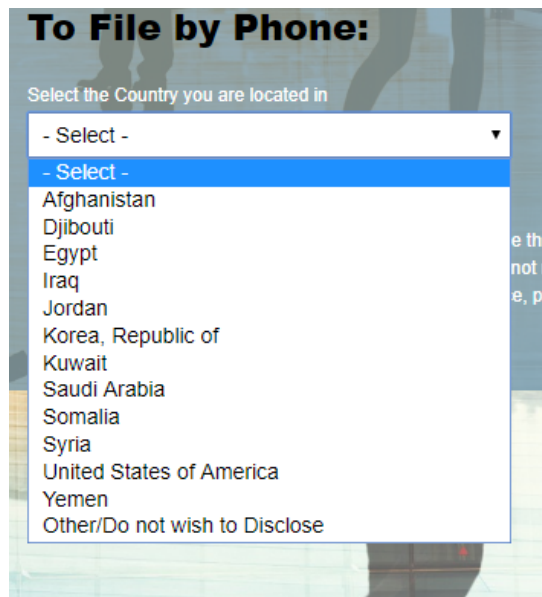
www.mantech.ethicspoint.com; or click the Compliance & Ethics tile on MyHUB to access the ManTech Helpline.

[10] Mantech Ethics and Compliance Helpline (Webpage)

Accessed 15/04/2020

<https://secure.ethicspoint.com/domain/media/en/gui/11322/phone.html>

Please Note: International privacy laws may prevent the country you work in or the country where the incident occurred from being available for selection. However, we want to address your concerns and multiple alternative reporting options are available to you. ManTech employees may contact their local Human Resources representative or their management chain, and the Chief Compliance Officer can be reached at corporate.compliance@mantech.com to make an inquiry or report a potential violation.



To File by Phone:

Select the Country you are located in

- Select -
- Select -
- Afghanistan
- Djibouti
- Egypt
- Iraq
- Jordan
- Korea, Republic of
- Kuwait
- Saudi Arabia
- Somalia
- Syria
- United States of America
- Yemen
- Other/Do not wish to Disclose

[11] About EthicsPoint

Accessed 15/04/2020

<https://secure.ethicspoint.com/domain/media/en/gui/11322/faq.pdf>

[p.1] What is EthicsPoint?

EthicsPoint is a comprehensive and confidential 3rd party reporting tool created by NAVEX Global to assist management and employees work together in addressing potential fraud, abuse, and other misconduct in the workplace, all while cultivating a positive work environment.

Why do we need a system like EthicsPoint?

- We believe that our employees are our most important asset. By creating open channels of communication, we can promote a positive work environment and maximize transparency.
- Publicly traded companies are required by law to have an anonymous reporting vehicle to provide a confidential way for employees to report fraudulent and wrongful behavior.
- An effective reporting system will augment our efforts to foster a culture of integrity and ethical decision-making.

[p.2] What type of situations should I report?

The EthicsPoint system is designed for employees to report any violation of our stated Code of Conduct (Standards of Ethics and Business Conduct), or other concerns you may have.

[p.4] Is the telephone toll-free hot line confidential and anonymous too?

Yes. You will be asked to provide the same information that you would provide in an Internet-based report and an interviewer will type your responses into the EthicsPoint Web site. These reports have the same security and confidentiality measures applied to them during delivery.

[7] Supplier Code of Conduct (Document)

Accessed 02/09/2019

https://www.mantech.com/sites/default/files/2018-09/mantech_supplier_code_of_conduct.pdf

[p.4] Contact Us

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By phone: In the U.S. or Canada: Dial toll free - (866) 294-9442

Outside the U.S. or Canada: Dial an international operator and request a collect call (reverse charges) be placed to (503) 352-7174.

4. Conflict of Interest

Question
4.1. Does the company have a policy defining conflicts of interest – actual, potential and perceived – that applies to all employees and board members?
Score
1
Comments
<p>There is evidence the company has a policy that defines conflicts of interest, including actual and potential conflicts. The company's policy clearly covers possible conflicts arising from employee and government relationships, financial interests and other employment. There is evidence this policy applies to all employees and board members.</p> <p>However, the company receives a score of '1' because there is no publicly available evidence that this policy includes perceived conflicts, nor is it clear that it applies to the company's subsidiaries and other controlled entities. It is noted that the company has an additional policy on conflicts of interest - ManTech policy CG 306 – Personal Conflict – but this does not appear to be publicly available.</p>
Evidence
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2</p> <p>[p.2] Organizational Conflict of Interest (CO 701)</p> <p>The Government can prevent a contractor from competing for, receiving, or performing a contract award or task order when interest or involvement in other contracts could impair the contractor's objectivity or give the contractor an unfair competitive advantage. Early</p> <p>[p.3] identification of potential and actual conflicts is critically important to ManTech's abilities to properly assess and mitigate a potential conflict, and to protect its eligibility to compete for Government contracts. Promptly report potential organizational conflicts of interest to management.</p> <p>[p.8] Conflict of Interest (CG 306)</p> <p>A conflict of interest exists when personal interests or relationships interfere with the objective execution of job duties for a customer or ManTech. Personal relationships with vendors, business partners, or competing businesses can impact or appear to impact decisions made on behalf of customers or ManTech. Potential conflicts of interest should be promptly disclosed to the Corporate Compliance Department. Each employee owes a duty of loyalty to ManTech and must refrain from assisting or establishing competing businesses through outside employment, provision of consulting services, or investment in such competing businesses.</p> <p>[...]</p> <p>Conflict of Interest A conflict of interest can develop if you participate in outside activities that could influence your professional objectivity as a ManTech employee. While many outside activities do not create a conflict with ManTech's interests, you should always review your plans with Corporate Compliance to make sure there is not a conflict of interest before you take action.</p> <p>Here are a few examples of outside activities that could impact your objectivity in making business decisions for ManTech (i.e. create a conflict of interest):</p> <ul style="list-style-type: none"> • Owning, operating, or performing services for another business (i.e. performing a second job) • Serving on the advisory board of a vendor, teammate, competitor, or customer • Failing to disclose a family or personal relationship involving a vendor, teammate, competitor, or customer

Conflicts are not limited to the work you do for ManTech. You may have an outside conflict with work performed in another division of ManTech. For this reason, it is important to have a potential conflict independently evaluated by Corporate Compliance. For additional information, you should consult ManTech policy CG 306 – Personal Conflict of Interest and discuss any questions with Corporate Compliance.

[...]

Timesheet fraud, false claims or other fraud matters, conflict of interest, bribes, gratuities or other questionable activity can impact ManTech's ability to work with the Government and must be promptly reported to the Corporate Compliance Department or the ManTech Helpline.

[3] Corporate Governance Guidelines (Document)

Accessed 02/09/2019

<https://investor.mantech.com/static-files/456db7f9-7eab-4963-b6cf-3fa16897531e>

[p.4] 12. Ethics and Conflicts of Interest

The Board expects the Company's directors (as well as its officers and employees) to act ethically at all times and to adhere to the Company's *Standards of Ethics and Business Conduct* (available on the Corporate Governance page of the Company's website). If an actual or potential conflict of interest arises, the affected director shall promptly inform the Chairman of the Board and the Presiding Director. All directors must recuse themselves from any debate or decision affecting their business or personal interests.

Question
4.2. Are there procedures in place to identify, declare and manage conflicts of interest, which are overseen by a body or individual ultimately accountable for the appropriate management and handling of conflict of interest cases?
Score
1
Comments
<p>There is evidence the company has procedures in place to identify, declare and manage conflicts of interest, including actual and potential conflicts.</p> <p>However, the company receives a score of '1' because there is no evidence that all employee and board member declarations are held in a dedicated central register or database that is accessible to those responsible for oversight of the process. There is also no clear evidence that disciplinary measures will apply if the company's policy on conflicts of interest is breached. It is noted that the company has an additional policy on conflicts of interest – ManTech policy CG 306 – Personal Conflict – but this does not appear to be publicly available.</p>
Evidence
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2</p> <p>[p.2] Organizational Conflict of Interest (CO 701)</p> <p>The Government can prevent a contractor from competing for, receiving, or performing a contract award or task order when interest or involvement in other contracts could impair the contractor's objectivity or give the contractor an unfair competitive advantage. Early</p> <p>[p.3] identification of potential and actual conflicts is critically important to ManTech's abilities to properly assess and mitigate a potential conflict, and to protect its eligibility to compete for Government contracts. Promptly report potential organizational conflicts of interest to management.</p> <p>[p.8] Conflict of Interest (CG 306)</p> <p>A conflict of interest exists when personal interests or relationships interfere with the objective execution of job duties for a customer or ManTech. Personal relationships with vendors, business partners, or competing businesses can impact or appear to impact decisions made on behalf of customers or ManTech. Potential conflicts of interest should be promptly disclosed to the Corporate Compliance Department. Each employee owes a duty of loyalty to ManTech and must refrain from assisting or establishing competing businesses through outside employment, provision of consulting services, or investment in such competing businesses.</p> <p>[...]</p> <p>Conflict of Interest</p> <p>A conflict of interest can develop if you participate in outside activities that could influence your professional objectivity as a ManTech employee. While many outside activities do not create a conflict with ManTech's interests, you should always review your plans with Corporate Compliance to make sure there is not a conflict of interest before you take action.</p> <p>Here are a few examples of outside activities that could impact your objectivity in making business decisions for ManTech (i.e. create a conflict of interest):</p> <ul style="list-style-type: none"> • Owning, operating, or performing services for another business (i.e. performing a second job) • Serving on the advisory board of a vendor, teammate, competitor, or customer • Failing to disclose a family or personal relationship involving a vendor, teammate, competitor, or customer <p>Conflicts are not limited to the work you do for ManTech. You may have an outside conflict with work performed in another division of ManTech. For this reason, it is important to have a potential conflict independently evaluated by</p>

Corporate Compliance. For additional information, you should consult ManTech policy CG 306 – Personal Conflict of Interest and discuss any questions with Corporate Compliance.

[...]

Timesheet fraud, false claims or other fraud matters, conflict of interest, bribes, gratuities or other questionable activity can impact ManTech's ability to work with the Government and must be promptly reported to the Corporate Compliance Department or the ManTech Helpline.

[3] Corporate Governance Guidelines (Document)

Accessed 02/09/2019

<https://investor.mantech.com/static-files/456db7f9-7eab-4963-b6cf-3fa16897531e>

[p.4] 12. Ethics and Conflicts of Interest

The Board expects the Company's directors (as well as its officers and employees) to act ethically at all times and to adhere to the Company's *Standards of Ethics and Business Conduct* (available on the Corporate Governance page of the Company's website). If an actual or potential conflict of interest arises, the affected director shall promptly inform the Chairman of the Board and the Presiding Director. All directors must recuse themselves from any debate or decision affecting their business or personal interests.

Question
4.3. Does the company have a policy and procedure regulating the appointment of directors, employees or consultants from the public sector?
Score
1
Comments
<p>There is evidence that the company has a policy that addresses the risks associated with the employment of public officials. The company's policy states that employees are required to obtain permission from the company's Human Resources Department before engaging in employment discussions with current or former government employees.</p> <p>However, the company receives a score of '1' because there is no publicly available evidence that it has a policy to implement a cooling-off period of at least 12 months before such public officials are permitted to have any form of contact or relationship with their former organisation on the company's behalf. In addition, although the company states that it will comply with legally-required employment restrictions, it is not clear that the company may impose its own restrictions to prevent conflicts of interest with former government officials.</p>
Evidence
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2 [p.4] Hiring Current and Former Government Employees (HR 102)</p> <p>Federal regulations can limit ManTech's ability to hire or use the services of current or former U.S. Government employees, as well as their family members. Even casual or preliminary conversations about potential employment with ManTech can violate these regulations. Consult with and obtain permission from the Human Resources Department before engaging in any (even preliminary) employment discussions with current or former employees of the U.S. Government. Require individuals who are now or have been employed by the Government to first obtain an Ethics Advisory Opinion letter from the designated ethics official of their current or former Government agency. Ethics Advisory Opinions help to clarify post-Government employment restrictions for prospective candidates and for ManTech.</p>

Question
4.4. Does the company report details of the contracted services of serving politicians to the company?
Score
0
Comments
There is no publicly available evidence that the company reports details of the contracted services of serving politicians.
Evidence
No evidence found.

5. Customer Engagement

5.1 Contributions, Donations and Sponsorships

Question										
5.1.1. Does the company have a clearly defined policy and/or procedure covering political contributions?										
Score										
0										
Comments										
<p>There is evidence that the company has a policy on corporate political contributions. The company’s policy indicates that it may make political contributions when approved by the company’s Corporate Legal Department and providing that such donations are not used to obtain an improper advantage. In addition, there is evidence that that the company is associated with a Political Action Committee (PAC) in the United States.</p> <p>Since the company does not prohibit political donations and is associated with a PAC, it receives a score of ‘0’ in line with the scoring criteria.</p>										
Evidence										
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2 [p.8] Political Contributions and Lobbying</p> <p>Due to the legal complexities of political contributions and lobbying, do not commit ManTech assets, funds, facilities or personnel to benefit a candidate, campaign, political party/committee or legislative initiative without the prior approval of the Corporate Legal Department. Individual participation in the political process and individual campaign contributions must be made on an individual basis and never as a representative of ManTech. Don’t make political contributions to obtain or retain business or other improper advantage for ManTech.</p> <p>[13] Open Secrets – Mantech International (Webpage) Accessed 30/12/2020 https://www.opensecrets.org/political-action-committees-pacs/mantech-international/C00208983/summary/2020</p> <p>PAC Registration Details</p> <table><tr><td>Official PAC Name:</td><td>MANTECH INTERNATIONAL CORPORATION POLITICAL ACTION COMMITTEE (A.K.A 'MANTECH PAC')</td></tr><tr><td>Location:</td><td>HERNDON , VA 20171</td></tr><tr><td>Industry:</td><td>Misc Defense; Defense-related services</td></tr><tr><td>Treasurer:</td><td>WRIGHT-SPRINGER, MATICE</td></tr><tr><td>FEC Committee ID:</td><td>C00208983</td></tr></table>	Official PAC Name:	MANTECH INTERNATIONAL CORPORATION POLITICAL ACTION COMMITTEE (A.K.A 'MANTECH PAC')	Location:	HERNDON , VA 20171	Industry:	Misc Defense; Defense-related services	Treasurer:	WRIGHT-SPRINGER, MATICE	FEC Committee ID:	C00208983
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Location:	HERNDON , VA 20171									
Industry:	Misc Defense; Defense-related services									
Treasurer:	WRIGHT-SPRINGER, MATICE									
FEC Committee ID:	C00208983									

Question
5.1.2. Does the company publish details of all political contributions made by the company and its subsidiaries, or a statement that it has made no such contribution?
Score
0
Comments
There is no publicly available evidence that the company discloses any details of its corporate political contributions or the donations made through its Political Action Committee (PAC).
Evidence
No evidence found.

Question
5.1.3. Does the company have a clearly defined policy and/or procedure covering charitable donations and sponsorships, whether made directly or indirectly, and does it publish details of all such donations made by the company and its subsidiaries?
Score
0
Comments
<p>There is no evidence that the company has a policy or procedure on charitable donations and sponsorships. The company publishes some information on the charitable organisations that it supports, but there is no evidence that it publishes a clear policy with controls to ensure donations are not used as vehicles for bribery and corruption, nor that it publishes full details of the donations made to these organisations.</p>
Evidence
<p>[4] Community Impact (Website) Accessed 02/09/2019 https://www.mantech.com/careers/why-mantech/community-impact</p> <p>ManTech takes pride in serving the community where its employees live and work. Each year, we contribute to more than 50 nonprofit organizations and employees volunteer more than 1,000 hours to support charities including: American Diabetes Association, American Red Cross, CIA Officers Memorial Foundation, CyberPatriot, Embry Rucker Community Shelter, Luke's Wings, Robert Packard Center for ALS Research at Johns Hopkins, Ronald McDonald House, Valley Veterans Ride for Heroes, Wounded Warrior Project, the U.S. Marine Corps Toys for Tots, Salvation Army, Angel Tree, The Ivymount School and Wreaths Across America.</p> <p>We strive to use our organizational and financial means to help our employees help the community through charitable efforts, action and commitment to worthy causes and volunteerism.</p> <p>In addition to company and employee support for outside causes, founder and chairman George J. Pedersen has also donated stock to a ManTech Special Assistance Fund to help employees who experience personal hardships, including fire, flood, tornadoes and property loss.</p>

5.2 Lobbying

Question
5.2.1 Does the company have a policy and/or procedure covering responsible lobbying?
Score
1
Comments
<p>There is some evidence that the company has a policy on lobbying, in line with its policy on political contributions. The company indicates that employees must obtain prior approval from the Corporate Legal Department before engaging in lobbying.</p> <p>However, the company receives a score of '1' because there is no publicly available evidence that it defines responsible lobbying, nor that its policy outlines certain standards of conduct or specific oversight mechanisms that apply to all types of lobbyists. There is also no clear publicly available evidence that the policy applies to third parties and other entities controlled by the company.</p>
Evidence
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2</p> <p>[p.8] Political Contributions and Lobbying Due to the legal complexities of political contributions and lobbying, do not commit ManTech assets, funds, facilities or personnel to benefit a candidate, campaign, political party/committee or legislative initiative without the prior approval of the Corporate Legal Department. Individual participation in the political process and individual campaign contributions must be made on an individual basis and never as a representative of ManTech. Don't make political contributions to obtain or retain business or other improper advantage for ManTech.</p> <p>[6] Annual Report 2018 (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/a2beb696-1aed-4ebe-a67c-7fe296c3e554</p> <p>[p.66] Our Standards of Ethics and Business Conduct, which sets forth the policies comprising our code of conduct, satisfies the SEC's requirements (including Item 406 of Regulation S-K) for a "code of ethics" applicable to our principal executive officer, principal financial officer, principal accounting officer, controller or persons performing similar functions, as well as Nasdaq's requirements for a code of conduct applicable to all directors, officers and employees.</p>

Question
5.2.2 Does the company publish details of the aims and topics of its public policy development and lobbying activities it carries out?
Score
0
Comments
There is no evidence that the company publishes any information on its lobbying aims, topics or activities.
Evidence
No evidence found.

Question
5.2.3 Does the company publish full details of its global lobbying expenditure?
Score
0
Comments
There is no evidence that the company publishes any details about its global lobbying expenditure.
Evidence
No evidence found.

5.3 Gifts and Hospitality

Question
5.3.1 Does the company have a policy and/or procedure on gifts and hospitality to ensure they are bona fide to prevent undue influence or other corruption?
Score
1
Comments
<p>There is evidence that the company has a procedure on the giving and receipt of gifts and hospitality, which stipulates procedures to ensure that such promotional expenses are not used for bribery. The company's policy addresses the risks associated with gifts and hospitality given to and received from domestic and foreign public officials. There is also some evidence that the company has different approval procedures for different types of promotional expenses.</p> <p>However, the company receives a score of '1' because there is no evidence that all gifts and hospitality above a certain threshold are recorded in a dedicated central register or database that is accessible to those responsible for oversight of the process. It is noted that the company has a gifts and entertainment policy but this does not appear to be publicly available.</p>
Evidence
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2 [p.3] Offering Gifts and Entertainment (CG 309)</p> <p>Every offer of a gift, meal, entertainment or other accommodation made to a non-ManTech employee in connection with ManTech business must be professional in nature, not excessive in cost, and not in the form of cash or cash equivalents (no gift certificates, no securities, no below-market loans, etc.). Do not give gifts that others may interpret as an attempt to influence a business decision, even if given after the decision. Always consult ManTech's Gifts and Entertainment policy and seek advice from the Corporate Compliance Department before offering or giving a gift.</p> <p>When working with the Federal Government, always verify and comply with the customer's gift policies. The Federal Executive Branch has gratuity regulations that generally prohibit contractors from giving anything of greater than nominal value to Government employees. The Federal Legislative Branch, which includes members of Congress and their staff, generally prohibits gifts and courtesies. Requests for exceptions must be pre-cleared by the Chief Compliance Officer. Additional guidance can be found in ManTech's Gifts and Entertainment policy (CG 309).</p> <p>Antibribery, Kickbacks and Gifting in Foreign Countries or to Foreign Nationals (CG 310)</p> <p>It is unlawful to offer or accept anything of value to/from a U.S. Government customer/ employee in return for favorable treatment on a contract or subcontract. Similarly, the U.S. Foreign Corrupt Practices Act (FCPA) prohibits giving anything of value, directly or</p> <p>[p.4] indirectly, to foreign officials, political candidates or foreign governments to influence business. Most foreign countries also prohibit gifting to government officials or government entities; even when the customary business practice in such countries is to exchange gifts. Plans for gifting to foreign persons or entities must be pre-cleared by the Chief Compliance Officer. When gifting is both necessary and permissible, only ManTech (the company) may provide the gift and any gifts received by ManTech employees must be accepted on behalf of ManTech and shall become ManTech property. Gifts must be accurately accounted for in ManTech's books and records.</p> <p>[p.7] Receipt of Gifts and Entertainment (CG 309 & CO 502)</p> <p>Business decisions must be based on sound, unbiased judgment. Ensure that interactions with suppliers, customers, competitors, contractors and consultants comply with applicable laws and ManTech's Policies & Procedures. Don't ask for gifts and don't accept gifts or other benefits if doing so could affect or even appear to affect the objectivity of business judgment. Promptly and always refuse/return any gift of cash or cash equivalents</p>

(this means no gift certificates, no securities, no below-market loans, etc.) of any value. Questions about the propriety of a gift or business courtesy, offered or received, must be promptly raised with the Corporate Compliance Department. Refer to ManTech's Gifts and Entertainment policy for specific guidance. ManTech's procurement professionals must adhere to the additional restrictions set forth in ManTech's Procurement Manual.

6. Supply Chain Management

Question
6.1. Does the company require the involvement of its procurement department in the establishment of new supplier relationships and in the oversight of its supplier base?
Score
0
Comments
There is no publicly available evidence that the company requires the involvement of its procurement department in the establishment and oversight of its supplier base. The company indicates that it has a Procurement Manual which may include more information on this subject, but this does not appear to be publicly available.
Evidence
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2 [p.3] Procurement Integrity and Antitrust (CO 100 & CO 502)</p> <p>ManTech must compete fairly and ethically for all business opportunities. Possession or use of a competitor's rates, a competitor's sensitive/proprietary information or the Government's source selection information can compromise the integrity of the procurement process and violate the law. Challenge the source of any competitive intelligence that appears suspicious or inappropriately possessed and never enter into an agreement that would unfairly limit competition.</p> <p>[p.6] Procurement (CO 502)</p> <p>ManTech will procure materials, supplies, equipment and services from qualified suppliers that can meet delivery schedules and other procurement requirements. We ensure competition among potential suppliers and we follow applicable Government regulations and contractual requirements, including those pertaining to small and small disadvantaged businesses. Suppliers are required to follow ManTech's Supplier Code of Conduct (or a sufficiently comparable code of conduct of their own). Refer to ManTech's Procurement Manual for guidance on meeting ManTech's procurement obligations.</p> <p>[p.7] Supply chain security is paramount. ManTech monitors new and emerging risks, and updates our practices and procedures accordingly. As part of our due diligence, ManTech reviews each vendor's financial viability, eligibility to participate in the conduct of government business, provision of representations and certifications, acceptance of necessary Federal Acquisition Regulations clauses, and compliance in practice. ManTech regularly screens all vendors for restricted and denied party status.</p> <p>[7] Supplier Code of Conduct (Document) Accessed 31/03/2020 https://www.mantech.com/sites/default/files/2019-05/ManTech_Supplier%20Code%20of%20Conduct_May2019_0.pdf [p.3] D. Procurement Integrity Possession or use of a competitor's business rates, proprietary information or Government source</p> <p>[p.5] information can violate law and compromise the integrity of the procurement process. We are committed to conducting business in accordance with laws such as the Procurement Integrity Act, and expect our suppliers to do so as well.</p>

Question
6.2 Does the company conduct risk-based anti-bribery and corruption due diligence when engaging or re-engaging with its suppliers?
Score
0
Comments
There is no publicly available evidence that the company conducts risk-based anti-bribery and corruption due diligence on its supply chain. The company states that it conducts due diligence on its vendors and indicates that this includes compliance; however there is no evidence that such checks are risk-based, nor that they specifically include an anti-bribery and corruption component.
Evidence
<p>[1] Mantech 2020 Standards of Ethics and Business Conduct (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2 [p.7] As part of our due diligence, ManTech reviews each vendor's financial viability, eligibility to participate in the conduct of government business, provision of representations and certifications, acceptance of necessary Federal Acquisition Regulations clauses, and compliance in practice. ManTech regularly screens all vendors for restricted and denied party status.</p>

Question
6.3 Does the company require all of its suppliers to have adequate standards of anti-bribery and corruption policies and procedures in place?
Score
1
Comments
<p>There is evidence that the company requires that its suppliers have adequate anti-bribery and corruption policies and procedures in place. The company indicates that suppliers must comply with its Supplier Code of Conduct, which requires suppliers adopt policies that prohibit bribery and facilitation payments, as well as procedures to address conflicts of interest, gifts and hospitality, and whistleblowing.</p> <p>However, the company receives a score of '1' because there is no clear evidence that it assures itself of this when onboarding new suppliers and when there is a significant change in the business relationship.</p>
Evidence
<p>[7] Supplier Code of Conduct (Document) Accessed 31/03/2020 https://www.mantech.com/sites/default/files/2019-05/ManTech_Supplier%20Code%20of%20Conduct_May2019_0.pdf [p.4] IV. Conflict of Interest</p> <p>We expect our suppliers to avoid all conflicts of interest and situations giving the appearance of a potential conflict of interest in their dealings with ManTech. We expect our suppliers to notify ManTech if an actual or potential conflict of interest arises with respect to ManTech's business interests.</p> <p>V. Gifts/Business Courtesies We expect our suppliers to compete on the merits of their products and services. The exchange of business courtesies must not be used to gain an unfair competitive advantage. In every business relationship, our suppliers must ensure that the offering or receipt of any gift or business courtesy is permitted by law and regulation, that these exchanges do not violate the rules and standards of the recipient's organization, and that they are consistent with reasonable marketplace customs and practices. Any gifts, entertainment or other accommodation must be professional in nature and not excessive in cost. A gift that could reasonably be perceived to influence business can damage both ManTech and our supplier's reputations and should not be given.</p> <p>[p.5] II. Anti-Corruption Our suppliers must comply with the anti-corruption laws, directives and/or regulations that govern operations in the countries in which they do business, such as the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act. Our suppliers, and their agents, should refrain from offering or making any improper payments of money or giving anything of value to government officials, political parties, candidates for public office, or other persons. Our suppliers should not make facilitating payments to expedite or secure performance of a routine governmental action like obtaining a visa or customs clearance, even in locations where such activity may not violate local law. Personal safety payments are permitted where there is an imminent threat to health or safety. Our suppliers must not offer any illegal payments to, or receive any illegal payments from, any customer, supplier, their agents, representatives or others. The receipt, payment, and/or promise of monies or anything of value, directly or indirectly, intended to exert undue influence or improper advantage is prohibited. This prohibition applies even in locations where such activity may not violate local law.</p> <p>[p.6] Reporting of Concerns We expect our suppliers to provide their employees with avenues for raising legal or ethical issues or concerns without fear of retaliation, and to take action to prevent, detect, and address any incidents of retaliation.</p> <p>Ethics and Compliance Our suppliers must adhere to ManTech's Supplier Code of Conduct or have their own ethics and compliance program that meets the requirements of FAR 52.203-13 and is commensurate with the size and nature of their business. Such a program should:</p> <ul style="list-style-type: none"> • Include management systems, tools and processes that ensure compliance with applicable laws and regulations; • Promote a commitment to ethical business practices;

- Provide training to employees on compliance requirements; and
- Conform to the expectations set forth in this Supplier Code of Conduct.

Contact Us

Employees of our suppliers may raise concerns through ManTech's Helpline:

Online:

At www.mantech.ethicspoint.com

By phone:

In the U.S. or Canada: Dial toll free - (866) 294-9442

Outside the U.S. or Canada: Dial an international operator and request a collect call (reverse charges) be placed to (503) 352-7174.

[1] Mantech 2020 Standards of Ethics and Business Conduct (Document)

Accessed 31/03/2020

<https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2>

[p.3] Procurement Integrity and Antitrust (CO 100 & CO 502)

ManTech must compete fairly and ethically for all business opportunities. Possession or use of a competitor's rates, a competitor's sensitive/proprietary information or the Government's source selection information can compromise the integrity of the procurement process and violate the law. Challenge the source of any competitive intelligence that appears suspicious or inappropriately possessed and never enter into an agreement that would unfairly limit competition.

[p.6] Procurement (CO 502)

ManTech will procure materials, supplies, equipment and services from qualified suppliers that can meet delivery schedules and other procurement requirements. We ensure competition among potential suppliers and we follow applicable Government regulations and contractual requirements, including those pertaining to small and small disadvantaged businesses. Suppliers are required to follow ManTech's Supplier Code of Conduct (or a sufficiently comparable code of conduct of their own). Refer to ManTech's Procurement Manual for guidance on meeting ManTech's procurement obligations.

[p.7] Supply chain security is paramount. ManTech monitors new and emerging risks, and updates our practices and procedures accordingly. As part of our due diligence, ManTech reviews each vendor's financial viability, eligibility to participate in the conduct of government business, provision of representations and certifications, acceptance of necessary Federal Acquisition Regulations clauses, and compliance in practice. ManTech regularly screens all vendors for restricted and denied party status.

Receipt of Gifts and Entertainment (CG 309 & CO 502)

Business decisions must be based on sound, unbiased judgment. Ensure that interactions with suppliers, customers, competitors, contractors and consultants comply with applicable laws and ManTech's Policies & Procedures. Don't ask for gifts and don't accept gifts or other benefits if doing so could affect or even appear to affect the objectivity of business judgment. Promptly and always refuse/return any gift of cash or cash equivalents (this means no gift certificates, no securities, no below-market loans, etc.) of any value. Questions about the propriety of a gift or business courtesy, offered or received, must be promptly raised with the Corporate Compliance Department. Refer to ManTech's Gifts and Entertainment policy for specific guidance. ManTech's procurement professionals must adhere to the additional restrictions set forth in ManTech's Procurement Manual.

Question
6.4 Does the company ensure that its suppliers require all their sub-contractors to have anti-corruption programmes in place that at a minimum adhere to the standards established by the main contractor?
Score
1
Comments
There is some evidence that the company takes steps to ensure that the substance of its anti-bribery and corruption programme and standards are required of sub-contractors throughout the supply chain. However, this evidence is in the form of a simple statement and it is unclear how the company does this in practice.
Evidence
<p>[7] Supplier Code of Conduct (Document) Accessed 31/03/2020 https://www.mantech.com/sites/default/files/2019-05/ManTech_Supplier%20Code%20of%20Conduct_May2019_0.pdf [p.6] D. Sub-tier Suppliers</p> <p>Suppliers shall assure extension of the requirements and objectives of this Code of Conduct to all sub-tier sources they engage.</p>

Question
6.5 Does the company publish high-level results from ethical incident investigations and disciplinary actions against suppliers?
Score
0
Comments
There is no evidence that the company publishes any data on ethical or anti-bribery and corruption incidents, investigations or disciplinary actions relating to its suppliers.
Evidence
No evidence found.

7. Agents, Intermediaries and Joint Ventures

7.1 Agents and Intermediaries

Question
7.1.1 Does the company have a clear policy on the use of agents?
Score
0
Comments
There is no publicly available evidence that the company has a policy on the use of agents.
Evidence
No evidence found.

Question
7.1.2 Does the company conduct risk-based anti-bribery and corruption due diligence when engaging or re-engaging its agents and intermediaries?
Score
0
Comments
There is no publicly available evidence that the company conducts anti-bribery and corruption due diligence on its agents and intermediaries.
Evidence
No evidence found.

Question
7.1.3 Does the company aim to establish the ultimate beneficial ownership of its agents and intermediaries?
Score
0
Comments
There is no evidence that the company aims to establish the beneficial ownership of its agents.
Evidence
No evidence found.

Question
7.1.4 Does the company's anti-bribery and corruption policy apply to all agents and intermediaries acting for or on behalf of the company, and does it require anti-bribery and corruption clauses in its contracts with these entities?
Score
0
Comments
There is no publicly available evidence that the company's anti-corruption policy applies to agents, nor that it includes anti-bribery and corruption clauses in its contracts with agents and intermediaries.
Evidence
No evidence found.

Question
7.1.5 Does the company ensure that its incentive schemes for agents are designed in such a way that they promote ethical behaviour and discourage corrupt practices?
Score
0
Comments
There is no evidence that the company considers incentive structures as a risk factor in agent behaviour.
Evidence
No evidence found.

Question
7.1.6 Does the company publish details of all agents currently contracted to act with and on behalf of the company?
Score
0
Comments
There is no evidence that the company publishes any details of the agents currently contracted to act for or on its behalf.
Evidence
No evidence found.

Question
7.1.7 Does the company publish high-level results from incident investigations and sanctions applied against agents?
Score
0
Comments
There is no evidence that the company publishes any data on ethical or bribery and corruption related investigations, incidents or the associated disciplinary actions involving its agents.
Evidence
No evidence found.

7.2 Joint Ventures

Question
7.2.1 Does the company conduct risk-based anti-bribery and corruption due diligence when entering into and operating as part of joint ventures?
Score
0
Comments
There is no publicly available evidence that the company conducts anti-bribery and corruption due diligence on its joint ventures.
Evidence
<p>[6] Annual Report 2018 (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/af17b427-9e4a-4c76-9225-67e2cca207c6 [p.15] We occasionally enter into joint ventures with other companies to jointly bid on and perform a particular project. The success of our joint ventures typically depends on the satisfactory performance of contractual obligations by our joint venture partners. If our partners do not meet their obligations, our joint ventures may be unable to adequately perform and deliver the contracted services. Under these circumstances, we may be required to make additional investments and provide additional services to ensure the adequate performance and delivery of the contracted services. These additional obligations could result in reduced profits or, in some cases, significant losses for us with respect to the joint venture, and could also adversely affect our reputation.</p>

Question
7.2.2 Does the company commit to incorporating anti-bribery and corruption policies and procedures in all of its joint venture partnerships, and does it require anti-bribery and corruption clauses in its contracts with joint venture partners?
Score
0
Comments
There is no publicly available evidence that the company commits to establishing or implementing anti-bribery and corruption policies or procedures in its joint ventures, nor that it requires anti-bribery and corruption clauses in its contracts with joint venture partners.
Evidence
No evidence found.

Question
7.2.3 Does the company commit to take an active role in preventing bribery and corruption in all of its joint ventures?
Score
0
Comments
There is no publicly available evidence that the company commits to taking an active role in preventing bribery and corruption in all of its joint ventures.
Evidence
No evidence found.

8. Offsets

Question
8.1 Does the company explicitly address the corruption risks associated with offset contracting, and is a dedicated body, department or team responsible for oversight of the company's offset activities?
Score
0
Comments
There is no evidence that the company addresses the corruption risks associated with offset contracting, nor is there evidence that it has a dedicated body, department or team is responsible for monitoring of the company's offset activities.
Evidence
No evidence found.

Question
8.2 Does the company conduct risk-based anti-bribery and corruption due diligence on all aspects of its offset obligations, which includes an assessment of the legitimate business rationale for the investment?
Score
0
Comments
There is no evidence that the company has formal procedures in place to conduct risk-based anti-bribery and corruption due diligence on its offset obligations.
Evidence
No evidence found.

Question
8.3 Does the company publish details of all offset agents and brokers currently contracted to act with and/or on behalf of the company?
Score
0
Comments
There is no evidence that the company publishes any details of the offset agents, brokers or consultancy firms currently contracted to act with and on behalf of its offset programme.
Evidence
No evidence found.

Question
8.4 Does the company publish details about the beneficiaries of its indirect offset projects?
Score
0
Comments
There is no evidence that the company publishes any details of its offset obligations or contracts.
Evidence
No evidence found.

9. High Risk Markets

Question
9.1 Does the company have enhanced risk management procedures in place for the supply of goods or services to markets or customers in countries identified as at a high risk of corruption?
Score
0
Comments
There is some evidence that the company acknowledges the corruption risks of operating in different markets. However, there is no evidence that risk assessment procedures are used to inform the company's operations in high risk markets, nor is it clear that the results of such assessments have an impact on business decisions.
Evidence
<p>[6] Annual Report 2018 (Document) Accessed 31/03/2020 https://investor.mantech.com/static-files/af17b427-9e4a-4c76-9225-67e2cca207c6 [p.14] We face risks associated with our international business. Our business operations are subject to a variety of risks associated with conducting business internationally, including:</p> <p>[...]</p> <ul style="list-style-type: none"> • Compliance with a variety of international and U.S. laws, including the Foreign Corrupt Practices Act and U.S. export control regulations. These regulatory, geopolitical and other risks could have an adverse effect on our business in the future, particularly if we increase the amount of work that we plan to perform internationally.

Question
9.2 Does the company disclose details of all of its fully consolidated subsidiaries and non-fully consolidated holdings (associates, joint ventures and other related entities)?
Score
0
Comments
<p>There is evidence that the company publishes a list of its significant subsidiaries as part of its annual reporting documents. However, the list does not include the percentages owned, country of incorporation and countries of operation for each entity. Since it is not clear whether this list includes both fully consolidated subsidiaries and any non-fully consolidated holdings, there is no evidence that this list represents all of the company's affiliates and therefore it receives a score of '0'.</p>
Evidence
<p>[12] Form 10-K 2019 (Document) Accessed 15/04/2020 https://investor.mantech.com/static-files/3c49b4e1-a9f1-4d0e-bab4-6aff60a2bb8b [p.71] Exhibit 21.1</p> <p>Subsidiaries of the Registrant</p> <p>The significant subsidiaries of the Registrant, as defined in Section 1-02(w) of regulation S-X, are:</p> <ul style="list-style-type: none"> ManTech Advanced Systems International, Inc. ManTech SRS Technologies, Inc. InfoZen LLC Edaptive Systems LLC Knowledge Consulting Group, Inc.

Question																														
9.3 Does the company disclose its beneficial ownership and control structure?																														
Score																														
2																														
Comments																														
There is evidence that the company is publicly listed, trading on regulated markets in the United States and European Economic Area. The company is therefore not required to disclose further information on its beneficial ownership and receives a score of '2'. The company also publishes some information regarding its beneficial ownership on its own website as part of its annual corporate reporting documents.																														
Evidence																														
[8] ManTech International Corp – Markets Data (Webpage) Accessed 31/03/2020 https://markets.ft.com/data/search?query=mantech																														
<table><tr><th>Company</th><th>Symbol</th><th>Exchange</th><th>Country</th></tr><tr><td>ManTech International Corp</td><td>MANT:NSQ</td><td>Consolidated Issue Listed on NASDAQ Global Select</td><td>United States</td></tr><tr><td>ManTech International Corp</td><td>MNMA:BER</td><td>Berlin Stock Exchange</td><td>Germany</td></tr><tr><td>ManTech International Corp</td><td>MNMA:DUS</td><td>Dusseldorf Stock Exchange</td><td>Germany</td></tr><tr><td>ManTech International Corp</td><td>MNMA:FRA</td><td>German Stock Exchange</td><td>Germany</td></tr><tr><td>ManTech International Corp</td><td>MNMA:DEU</td><td>German Composite</td><td>Germany</td></tr><tr><td>ManTech International Corp</td><td>MNMA:STU</td><td>Stuttgart Stock Exchange</td><td>Germany</td></tr></table>	Company	Symbol	Exchange	Country	ManTech International Corp	MANT:NSQ	Consolidated Issue Listed on NASDAQ Global Select	United States	ManTech International Corp	MNMA:BER	Berlin Stock Exchange	Germany	ManTech International Corp	MNMA:DUS	Dusseldorf Stock Exchange	Germany	ManTech International Corp	MNMA:FRA	German Stock Exchange	Germany	ManTech International Corp	MNMA:DEU	German Composite	Germany	ManTech International Corp	MNMA:STU	Stuttgart Stock Exchange	Germany		
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[5] Proxy 2019 (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/1b9827f4-419a-4d64-b449-0fb9626a260e [p.41] Ownership by Holders of More Than 5% of Our Class a Common Stock The following table details certain information with regard to the beneficial ownership of the owners of more than 5% of our outstanding Class A Common Stock, as of December 31, 2018.																														
<table><tr><th>Name and Address</th><th>Number of Shares Owned and Nature of Beneficial Ownership</th><th>Percent of Outstanding Class A Common Stock¹</th><th>Percent of Outstanding Class B Common Stock¹</th><th>Total Voting Power¹</th></tr><tr><td>George J. Pedersen 2251 Corporate Park Drive, Herndon, VA 20171</td><td>13,188,045</td><td></td><td>100%</td><td>83.2%</td></tr><tr><td>BlackRock, Inc 55 East 52nd Street, New York, NY 10022</td><td>3,987,949 ²</td><td>15.0%</td><td></td><td>2.5%</td></tr><tr><td>The Vanguard Group, Inc 100 Vanguard Boulevard, Malvern, PA 19355</td><td>3,285,189 ³</td><td>12.4%</td><td></td><td>2.1%</td></tr><tr><td>Dimensional Fund Advisors 6300 Bee Cave Road, Austin TX 78746</td><td>⁴ 2,200,659</td><td>8.3%</td><td></td><td>1.4%</td></tr><tr><td>EARNEST Partners, LLC 1180 Peachtree Street NE, Suite 2300, Atlanta, GA 30309</td><td>1,403,681 ⁵</td><td>5.3%</td><td></td><td>0.9%</td></tr></table>	Name and Address	Number of Shares Owned and Nature of Beneficial Ownership	Percent of Outstanding Class A Common Stock ¹	Percent of Outstanding Class B Common Stock ¹	Total Voting Power ¹	George J. Pedersen 2251 Corporate Park Drive, Herndon, VA 20171	13,188,045		100%	83.2%	BlackRock, Inc 55 East 52nd Street, New York, NY 10022	3,987,949 ²	15.0%		2.5%	The Vanguard Group, Inc 100 Vanguard Boulevard, Malvern, PA 19355	3,285,189 ³	12.4%		2.1%	Dimensional Fund Advisors 6300 Bee Cave Road, Austin TX 78746	⁴ 2,200,659	8.3%		1.4%	EARNEST Partners, LLC 1180 Peachtree Street NE, Suite 2300, Atlanta, GA 30309	1,403,681 ⁵	5.3%		0.9%
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1 Based on 26,573,400 shares of Class A Common Stock and 13,188,045 shares of Class B Common Stock outstanding on December 31, 2018. The holders of our Class A Common Stock are entitled to one (1) vote per share, and the holders of our Class B Common Stock are entitled to ten (10) votes per share. The Class B shares may be converted by their holder into Class A shares at any time.

2 As reported on a Schedule 13G/A filed by BlackRock, Inc. on January 31, 2019. According to such Schedule 13G/A, BlackRock, Inc. has sole voting power with respect to 3,900,000 shares and sole dispositive power with respect to all 3,987,949 shares. Based on information contained in the Schedule 13G/A, BlackRock is the beneficial owner as a result of being a parent company or control person of the following subsidiaries, each of which holds less than 5% of the outstanding shares of common stock: BlackRock Advisors, LLC; BlackRock (Netherlands) B.V.; BlackRock Institutional Trust Company, National Association; BlackRock Asset Management Ireland Limited; BlackRock Financial Management, Inc.; BlackRock Japan Co., Ltd.; BlackRock Asset Management Schweiz AG; BlackRock Investment Management, LLC; BlackRock Investment Management (UK) Limited; BlackRock Asset Management Canada Limited; BlackRock (Luxembourg) S.A.; and BlackRock Investment Management (Australia) Limited. BlackRock Fund Advisors, a subsidiary of BlackRock, Inc., beneficially owns 5% or greater of the outstanding shares of the security class reported on the Schedule 13G/A.

3 As reported on a Schedule 13G/A filed by The Vanguard Group, Inc. on February 11, 2019. According to such Schedule 13G/A, The Vanguard Group, Inc. has sole voting power with respect to 25,509 shares, shared voting power with respect to 1,753 shares, shared dispositive power with respect to 25,008 shares, and sole dispositive power with respect to 3,260,181 shares. Based on the information contained in the Schedule 13G/A, Vanguard Fiduciary Trust Company, a wholly owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 23,255 shares as a result of serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 4,007 shares as a result of its serving as investment manager of Australian investment offerings.

[p.42] 4 As reported on a Schedule 13G/A filed by Dimensional Fund Advisors LP on February 8, 2019. According to such Schedule 13G/A, Dimensional Fund Advisors LP has sole voting power with respect to 2,139,954 shares and sole dispositive power with respect to all 2,200,659 shares. Dimensional Fund Advisors LP, an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager or sub- adviser to certain other commingled funds, group trusts and separate accounts (such investment companies, trusts and accounts, collectively referred to as the "Funds"). In certain cases, subsidiaries of Dimensional Fund Advisors LP may act as an adviser or sub-adviser to certain Funds. In its role as investment adviser, sub-adviser and/or manager, Dimensional Fund Advisors LP or its subsidiaries (collectively, "Dimensional") may possess voting and/or investment power over the securities of the Company that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Company held by the Funds. However, all securities reported in the Schedule 13G/A by Dimensional Fund Advisors LP are owned by the Funds. Dimensional disclaims beneficial ownership of such securities.

5 As reported on a Schedule 13G/A filed by EARNEST Partners, LLC on February 14, 2019. According to such Schedule 13G/A, EARNEST Partners, LLC has the sole voting power with respect to 244,505 shares, shared voting power with respect to 89,642 shares, and sole dispositive power with respect to all 1,403,681 shares.

Question
9.4 Does the company publish a percentage breakdown of its defence sales by customer?
Score
1
Comments
<p>The company publishes information on its defence sales to indicate that the United States government accounts for 98% of its total revenue, 73% of which stems from defence sales. There is evidence that this information accounts for the most recently reported financial year.</p> <p>However, the company receives a score of '1' because it does not publish information on its customers that account for more than 80% of its defence sales.</p>
Evidence
<p>[6] Annual Report 2018 (Document) Accessed 02/09/2019 https://investor.mantech.com/static-files/af17b427-9e4a-4c76-9225-67e2cca207c6 [p.6-7] We derive the vast majority of our revenues from U.S. government customers. We have successful, long-standing relationships with these customers, having supported many of them for almost half a century. For each of the last three years we have derived 98% of our annual revenues from our U.S. government customers, with at least 73% of our revenues each such year from intelligence and defense customers.</p>

10. State-Owned Enterprises (SOEs)

Question
10.1 Does the SOE publish a breakdown of its shareholder voting rights?
Score
N/A
Comments
N/A
Evidence

Question
10.2 Are the SOE's commercial and public policy objectives publicly available?
Score
N/A
Comments
N/A
Evidence

Question
10.3 Is the SOE open and transparent about the composition of its board and its nomination and appointment process?
Score
N/A
Comments
N/A
Evidence

Question
10.4 Is the SOE's audit committee composed of a majority of independent directors?
Score
N/A
Comments
N/A
Evidence

Question
10.5 Does the SOE have a system in place to assure itself that asset transactions follow a transparent process to ensure they accord to market value?
Score
N/A
Comments
N/A
Evidence

List of Evidence & Sources

No.	Type (Webpage or Document)	Name	Download Date	Link
01	Document	Mantech 2020 Standards of Ethics and Business Conduct	31/03/2020	https://investor.mantech.com/static-files/836cc12d-1856-4aa3-b0d2-7e8b06ac49a2
02	Document	Audit Committee Charter	02/09/2019	https://investor.mantech.com/static-files/2cb290f7-7ca9-4668-bbdc-3cacd19ada36
03	Document	Corporate Governance Guidelines	02/09/2019	https://investor.mantech.com/static-files/456db7f9-7eab-4963-b6cf-3fa16897531e
04	Webpage	Community Impact	02/09/2019	https://www.mantech.com/careers/why-mantech/community-impact
05	Document	Proxy Statement 2019	02/09/2019	https://investor.mantech.com/static-files/1b9827f4-419a-4d64-b449-0fb9626a260e
06	Document	Annual Report 2018	02/09/2019	https://investor.mantech.com/static-files/af17b427-9e4a-4c76-9225-67e2cca207c6
07	Document	Supplier Code of Conduct	31/03/2020	https://www.mantech.com/sites/default/files/2018-09/mantech_supplier_code_of_conduct.pdf
08	Webpage	ManTech International Corp – Markets Data	31/03/2020	https://markets.ft.com/data/search?query=mantech
09	Webpage	Mantech Locations	31/03/2020	https://www.mantech.com/contact/locations
10	Webpage	Mantech Ethics and Compliance Helpline	15/04/2020	https://secure.ethicspoint.com/domain/media/en/gui/11322/phone.html
11	Document	About EthicsPoint	15/04/2020	https://secure.ethicspoint.com/domain/media/en/gui/11322/faq.pdf
12	Document	Form 10-K 2019	15/04/2020	https://investor.mantech.com/static-files/3c49b4e1-a9f1-4d0e-bab4-6aff60a2bb8b
13	Webpage	Open Secrets – Mantech International	30/12/2020	https://www.opensecrets.org/political-action-committees-pacs/mantech-international/C00208983/summary/2020