

BOOZ ALLEN HAMILTON HOLDING CORPORATION

POLICY FOR THE REVIEW OF RELATED PERSON TRANSACTIONS

I. Introduction and Definitions

The Board of Directors of Booz Allen Hamilton Holding Corporation (hereinafter the “Company”) has adopted this policy to set forth the policies and procedures that shall be followed in connection with all Related Person Transactions (as defined below) involving the Company. Any Related Person Transaction shall be consummated or shall continue only if the Audit Committee (or any designated member of the Audit Committee) shall approve or ratify such transaction in accordance with the guidelines set forth in this policy.

For purposes of this policy, the following terms shall have the following meanings:

A “Related Person” means:

- a) any person who is, or since the beginning of the Company’s last fiscal year was, an executive officer or director or who is a nominee for director of the Company;
- b) any person who is known to be a shareholder owning of record or beneficially more than 5% of any class of voting securities of the Company;
- c) any immediate family member of any of the foregoing persons, which includes that person’s child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law and sister-in-law and any other person (other than a tenant or employee) sharing the household of such person; or
- d) any entity in which any person listed in (a), (b) or (c) above has a substantial ownership interest or control or is otherwise an affiliate of such person.

A “Related Person Transaction” means any transaction including, but not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships (referred to herein as a “Transaction”) which is currently proposed, or has been in effect at any time since the beginning of the Company’s most recent fiscal year, in which:

- a) the Company or any subsidiary was or is to be a participant;
- b) the amount involved exceeds \$120,000; and
- c) a Related Person has or will have a direct or indirect material interest.

Materiality is to be determined on the basis of the significance of the information to investors in light of all the circumstances. Factors to be considered in determining whether a Related Person's interest in a Transaction is material include:

- the importance of the interest to the Related Person (financial or otherwise);
- the relationship of the Related Person to the Transaction;
- the relationship of the Related Persons to each other; and
- the dollar amount involved in the Transaction.

Examples of Related Person Transactions may include:

- legal, investment banking, consulting, or management services provided to the Company by a Related Person or a business entity with which the Related Person is affiliated;
- sales, purchases and leases of real or personal property between the Company and a Related Person or a business entity with which the Related Person is affiliated;
- investments by the Company in a business entity with which a Related Person is affiliated;
- contributions by the Company to a civic or charitable organization for which a Related Person serves as an executive officer, director, trustee or similar capacity; and
- indebtedness or guarantees of indebtedness involving the Company and a Related Person or a business entity with which the Related Person is affiliated (except when the Related Person is a 5% or greater stockholder or member of such Related Person's immediate family).

The following are examples of Transactions that are not included within the meaning of Related Person Transaction:

- amounts due from a Related Person for purchases of goods and services subject to usual trade terms, for ordinary business travel and expenses and other Transactions in the ordinary course of business;
- indebtedness or guarantees of indebtedness involving the Company and a Related Person that is a 5% or greater stockholder or member of such Related Person's immediate family;
- compensation arising from any employment relationship or Transaction involving an executive officer if reported in the Company's Annual Report on Form 10-K or Annual Proxy Statement to Stockholders;
- compensation to an executive officer if (i) the executive officer is not an immediate family member of a Related Person, (ii) the compensation would have been reported in the Company's Annual Report on Form 10-K or Annual Proxy Statement to Stockholders as compensation earned for services if the officer were a named executive officer and (iii) the compensation has been approved, or recommended to the Board of Directors for approval, by the Compensation Committee;
- Transactions available to all employees generally or in which the Related Person's interest arises solely from the ownership of a class of equity securities of the Company and all holders of such class received the same benefits on a *pro rata* basis;
- Transactions in which the rates or charges involved are determined by competitive bids;
- Transactions in which the Related Person's interest arises only from (i) such person's position as a director of another entity that is a party to the transaction, or (ii) the ownership by such person and all other Related Persons, in the aggregate, of less than a 10% equity interest in another entity and, in the case of partnerships, the person is not a general partner and does not hold another position in the partnership; and
- Transactions involving services as a bank depository of funds, transfer agent, registrar, trustee, or similar services.

II. Reporting of Related Person Transactions

Each director, director nominee and executive officer shall submit to the Company's Corporate Secretary the following information upon nomination or appointment and thereafter, at least annually, and any changes thereto:

- a list of his or her immediate family members (including whether such family members are employees of the Company or any of its subsidiaries) and entities which such director, director nominee, executive officer or immediate family members controls or are their affiliates;
- for each person listed and for the director, director nominee or executive officer, any entity in which they have, in the aggregate, a 10% or greater equity interest;
- for each person listed and for the director, director nominee or executive officer, each entity in which such person is a partner or principal or in a similar position;
- for each person listed and for the director, director nominee or executive officer, each charitable or non-profit organization for which the person is actively involved in fundraising or otherwise serves as an executive officer, director, trustee or in a similar capacity.

At the time the Company becomes aware of a person's status as a beneficial owner of more than 5% of a class of the Company's voting securities, and annually thereafter for so long as such ownership is maintained, the Corporate Secretary shall request (i) if the person is an individual, the same information as requested of directors, director nominees and executive officers above, and (ii) if the person is an entity, a list of partners, principals or executive officers, as applicable.

Each director, director nominee, executive officer and employee of the Company shall promptly notify the Corporate Secretary in writing of any Transaction that constitutes or may constitute a Related Person Transaction. Any such notice shall be given, with respect to any Related Person Transaction (i) as to which such director, director nominee or executive officer is to be a participant, promptly following the time at which it is proposed that such person become a participant in such Transaction, or (ii) promptly following the time at which such director, director nominees or executive officer becomes aware that the Transaction has been proposed or consummated.

Each such notice shall state:

- the Related Person's name and relationship to the Company;
- the Transaction that constitutes or may constitute a Related Person Transaction, including the Related Person's relationship with, or ownership in, any entity that has an interest in such Transaction;
- whether the Company is a party to the Transaction and, if not, the nature of the Company's participation in the Transaction;

- the identities of the other parties to the Transaction;
- the purpose and timing of the Transaction;
- the approximate dollar value of the Transaction and the approximate dollar value of the Related Person's interest in the Transaction; and
- any other information regarding the Transaction or Related Persons that may be material.

With respect to Transactions involving indebtedness, notices must also include the largest aggregate amount of principal outstanding during the last fiscal year, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the last fiscal year and the interest rate on the indebtedness.

If the Transaction being reported involves an ongoing relationship or arrangement between a Related Person and another entity (for example, if the Related Person is a director or executive officer of an entity that provides services to or otherwise conducts business with the Company), the director, director nominee or executive officer is responsible for reporting the relationship under this policy only (i) when such person first enters into the relationship or arrangement or first becomes aware of such relationship or arrangement, and (ii) when any material change in the Related Person's interest in the relationship or arrangement is anticipated or occurs. The Audit Committee will review any previously approved or ratified ongoing Related Person Transactions annually and the Corporate Secretary may request additional information with respect to the Transaction to the relevant director, director nominee or executive officer for purposes of this review.

The Corporate Secretary shall provide to the members of the Audit Committee (or any designated member of the Audit Committee) a copy of the notice(s) regarding any proposed Related Person Transaction(s) and such other information as the Corporate Secretary believes would be useful to the Audit Committee (or such designated member) in performing its review of such Transaction.

III. Audit Committee Review and Approval

The Audit Committee shall, at each regularly scheduled meeting or any special meeting called for the purpose, review any Related Person Transactions submitted for its consideration by the Corporate Secretary in accordance with Section II of this policy and shall approve or disapprove such Transactions. At each subsequently scheduled meeting, management, in its discretion, shall update the Audit Committee as to any material change to those proposed Transactions.

The Audit Committee may delegate authority to approve Related Person Transactions to one or more members of the Audit Committee (a “designated member”). Such designated member shall have the authority to approve or ratify any Related Person Transaction submitted to them for review by the Corporate Secretary in accordance with Section II of this policy and shall advise the full Audit Committee of any Related Person Transactions so reviewed at the next regularly scheduled Audit Committee meeting.

Any member of the Audit Committee who is a Related Person with respect to a Transaction under review may not be the designated member nor in any way participate in the deliberations or vote for approval or ratification of the Transaction, *provided*, however, that such director may be counted in determining the presence of a quorum at a meeting of the Audit Committee that considers the Transaction.

The Audit Committee (or any designated member) shall approve or ratify a Related Person Transaction if it determines, in its business judgment, based on the review of the available information, that the Transaction is fair and reasonable to the Company and consistent with the best interests of the Company. Factors to be taken into account in making this determination may include:

- the business purpose of the Transaction;
- whether the Transaction is entered into on an arms-length basis on terms fair to the Company, including whether the Transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances;
- the extent of the Related Person’s interest in the Transaction;
- whether such Transaction would violate any provisions of the Company’s Corporate Governance Guidelines, Code of Business Ethics and Conduct or the Code of Ethics for Senior Financial Officers (if applicable); and
- the impact on the director’s independence (if applicable).

The employment of an immediate family member of a director, director nominee or executive officer by the Company where the compensation and other terms of employment are determined on a basis consistent with the Company’s human resource policies need not be separately approved by the Audit Committee because they take place under the Company’s standard policies and procedures.

IV. Disclosure and Posting

Related Person Transactions are to be disclosed in the Company’s applicable filings as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules.

Furthermore, all Related Person Transactions shall be disclosed to the Audit Committee of the Board of Directors and any material Related Person Transaction shall be disclosed to the full Board of Directors.

The material features of this policy shall be disclosed in the Company's Annual Report on Form 10-K or Annual Proxy Statement to Stockholders, as required by applicable laws, rules and regulations. In addition, the Company shall post this policy on its website.

V. Annual Assessment

The Audit Committee shall review and assess the adequacy of this policy annually and adopt any changes it deems necessary. The Corporate Secretary shall distribute this policy to each executive officer, director and each person known to the Company to be a 5% or greater stockholder of the Company.

VI. Application

Material amendments or modifications to Related Person Transactions previously approved or ratified by the Audit Committee (or any designated member) shall require the approval or ratification of the Audit Committee (or any designated member).

The procedures set forth in this policy are supplemental to, and are not intended to replace or supersede, any other policies or procedures of the Company that require any governing body or an officer of the Company to review and/or approve Company transactions. In addition, these procedures are supplemental to, and are not intended to replace or supersede, the Company's other policies and procedures that may be applicable to transactions with Related Persons, including the Company's Corporate Governance Guidelines, Code of Business Ethics and Conduct, Code of Ethics for Senior Financial Officers, and the requirements relating to the Company's questionnaires for directors and officers. Transactions that are subject to the procedures set forth in this policy must be reported by each director, director nominee, and executive officer as required by Section II regardless of whether such transactions are in compliance with the foregoing other policies and procedures.

Approval or ratification of a Related Person Transaction by the Audit Committee (or any designated member) in accordance with the procedures set forth in this policy shall not constitute final approval of the Company's participation in the transaction in any case where, in accordance with the standard governance practices and procedures of the Company, approval of the transaction by the Company would be required; nor, in any such case, shall the prior approval by the Audit Committee (or any designated member) relieve the Related Person from providing the Board of Directors of the Company full disclosure of the material facts regarding the nature of the transaction and the Related Person's relationship to, and interest in, the transaction.