

**CHARTER OF THE  
EXECUTIVE COMMITTEES OF THE  
BOARDS OF DIRECTORS OF  
BOOZ ALLEN HAMILTON HOLDING CORPORATION,  
BOOZ ALLEN HAMILTON INVESTOR CORPORATION, AND  
BOOZ ALLEN HAMILTON INC.**

As adopted by the Board of Directors on January 26, 2022.

Pursuant to the duly adopted Fifth Amended and Restated Bylaws of Booz Allen Hamilton Holding Corporation (the “Company”), the Boards of Directors (the “Board”) of the Company, Booz Allen Hamilton Investor Corporation, and Booz Allen Hamilton Inc. have determined that the Executive Committees of the Board (the “Committee”) shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board has adopted this Charter to establish the governing principles of the Committee.

**Purpose**

The purpose of the Committee is to assist the Board in fulfilling its responsibilities. The Committee shall have the authority to undertake the specific duties and responsibilities described below and the authority to undertake such other duties as are assigned by law, the Company’s Fifth Amended and Restated Certificate of Incorporation or Fifth Amended and Restated Bylaws or by the Board.

**Membership**

The Committee shall be composed of at least three (3) members of the Board, one of whom shall be the Chairman of the Board and who shall serve as the Chair of the Committee. Each member shall serve as a member of the Committee until his successor is appointed and has been qualified, or until his earlier resignation or removal from office.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board and may be removed from the Committee by the Board.

**Meetings and Procedures**

The meetings and other actions of the Committee shall be governed by the provisions of Article III of the Company’s Fifth Amended and Restated Bylaws applicable to meetings and actions of the committees of the Board, except as provided below. The Committee shall meet as deemed necessary by the Committee. The Committee may elect a Secretary, who may but need not be a member of the Committee, and who shall serve at the pleasure of the Committee. A majority of the Committee shall constitute a quorum, and the vote of a majority of the members of the Committee present at the meeting shall be required for the Committee to take any action. At the Board’s request, the Chair of the Committee shall report to the Board on actions taken by the Committee.

The Committee may, at its discretion, include in its meetings members of the Company's management or any other persons whose presence the Committee believes to be necessary or appropriate.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **Powers and Responsibilities**

The Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the corporation, including acting upon recommendations of other committees of the Board, except that the Committee shall have no power or authority with respect to the following matters:

1. the approval of any action for which stockholder approval or approval of the outstanding shares also is required by the Delaware General Corporation Law;
2. the filling of vacancies on the Board or any of its committees;
3. the fixing of compensation of directors for serving on the Board or any of its committees;
4. the adoption, amendment or repeal of the Fifth Amended and Restated Bylaws of the Company;
5. the amendment or repeal of any resolution of the Board which is not by its express terms so amendable or repealable;
6. a distribution to stockholders, except at a rate or in a periodic amount or within a price range determined by the Board;
7. the appointment of other committees of the Board or the members thereof; or
8. any other matter which (i) is expressly prohibited to be delegated to committees by the Delaware General Corporation Law, (ii) has been expressly delegated to another committee of the Board, or (iii) requires action by the full Board under the Company's Fifth Amended and Restated Certificate of Incorporation, Fifth Amended and Restated Bylaws or Board resolution.

The Committee shall review and reassess the Committee's charter on a periodic basis and submit any recommended changes to the Board for its consideration. The Committee shall perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.