

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 25, 2024

Booz Allen Hamilton Holding Corporation

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34972
(Commission
File Number)

26-2634160
(IRS Employer
Identification No.)

8283 Greensboro Drive, McLean, Virginia
(Address of principal executive offices)

22102
(Zip Code)

Registrant's telephone number, including area code: (703) 902-5000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Class A Common Stock

Trading Symbol
BAH

Name of Each Exchange on Which Registered
New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On October 25, 2024, Booz Allen Hamilton Holding Corporation (the “Company”) issued a press release announcing its results of operations for the fiscal year ended September 30, 2024. A copy of the press release is attached hereto as Exhibit 99.1.

On October 25, 2024, the Company posted to the “Investor Relations” section of its website the presentation that accompanies the earnings conference call. A copy of the presentation is attached hereto as Exhibit 99.2.

The information in this Item 2.02 and Exhibits 99.1 and 99.2 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in that filing.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 25, 2024
99.2	Earnings Conference Call Presentation
104	The cover page of this Current Report on Form 8-K, formatted as inline XBRL.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Booz Allen Hamilton Holding Corporation

BY: /s/ Matthew A. Calderone

Matthew A. Calderone

Executive Vice President and Chief Financial Officer

Date: October 25, 2024

BOOZ ALLEN HAMILTON ANNOUNCES SECOND QUARTER FISCAL 2025 RESULTS

- + Excellent Second Quarter Driven by Double-Digit Revenue Growth, Double-Digit Organic Revenue Growth¹, and Strong Margin Performance
- + Company Raises and Narrows Full-Year Guidance at the Top and Bottom Lines
- + Quarterly Revenue Increase of 18.0 percent over the Prior Year Period to \$3.1 billion, 17.1 percent Organic Revenue Growth¹, and Revenue, Excluding Billable Expenses² Growth of 18.3 percent
- + Quarterly Diluted Earnings Per Share of \$3.01 and Adjusted Diluted Earnings Per Share² of \$1.81
- + 8.1 percent Year-Over-Year Client Staff Headcount Growth
- + 17.7 percent Increase in Quarterly Backlog to \$41.3 billion; Quarterly Book-to-Bill Ratio of 2.61x
- + Quarterly Dividend of \$0.51 per Share

“Our operational momentum drove excellent performance in the second quarter and we are on track to exceed our multi-year goals. VoLT continues to fuel our growth as we accelerate innovation at scale across missions of national importance.”

— HORACIO ROZANSKI
Chairman, Chief Executive Officer and President

McLean, Virginia; October 25, 2024 - Booz Allen Hamilton Holding Corporation (NYSE: BAH), the parent company of management and technology consulting and engineering services firm Booz Allen Hamilton Inc., today announced results for the second quarter of fiscal year 2025.

In the second quarter, the Company delivered outstanding performance at the top and bottom line, with double-digit organic revenue growth¹ including double-digit organic revenue growth in both the federal defense and civil markets, exceptional Adjusted EBITDA growth², and strong client staff headcount growth. Powered by its VoLT (Velocity, Leadership, Technology) growth strategy, the Company is well positioned operationally and strategically to exceed the top end of its multiyear Investment Thesis concluding at the end of Fiscal Year 2025.

The Company reported the following second quarter fiscal year 2025 results as compared to second quarter fiscal year 2024: quarterly revenue growth of 18.0 percent, a 17.1 percent quarterly increase in organic revenue, and an 18.3 percent quarterly increase in Revenue, Excluding Billable Expenses; Net Income increased by 128.5 percent to \$390.1 million and Adjusted Net Income increased by 37.8 percent to \$233.0 million. Operating income increased by 105.5 percent to \$548.6 million; Adjusted EBITDA increased by 25.2 percent to \$364.0 million; Adjusted EBITDA Margin on Revenue increased by 6.4 percent to 11.6 percent; and Diluted EPS was \$3.01, up \$1.72 or 133.3 percent, while Adjusted Diluted EPS was \$1.81, up \$0.52 or 40.3 percent.² Total backlog increased by 17.7 percent to \$41.3 billion and the quarterly book-to-bill ratio was 2.61x.

¹ Organic revenue as of September 30, 2024 is calculated as consolidated revenue adjusted for revenue attributable to acquisitions. Calculation excludes approximately \$24.0 million of revenue from PGSC.

² Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted Net Income, Adjusted EBITDA, Adjusted Diluted EPS, Adjusted EBITDA Margin on Revenue, Free Cash Flow and organic revenue are non-GAAP financial measures. See “Non-GAAP Financial Information” below for additional detail.

FINANCIAL SUMMARY

Second quarter ended September 30, 2024 - A summary of Booz Allen's results for the second quarter of fiscal year 2025 is below. All comparisons are to the prior year period. A description of key drivers can be found in the Company's Earnings Call Presentation for the second quarter posted on investors.boozallen.com.

SECOND QUARTER FY25²

(Changes are compared to prior year period)

REVENUE:

\$3.15B +18.0 %

REVENUE EX. BILLABLE EXPENSES:

\$2.18B +18.3 %

OPERATING INCOME:

\$548.6M +105.5 %

ADJ. OPERATING INCOME:

\$335.2M +27.3 %

NET INCOME:

\$390.1M +128.5 %

ADJUSTED NET INCOME:

\$233.0M +37.8 %

EBITDA:

\$590.7M +91.8 %

ADJUSTED EBITDA:

\$364.0M +25.2 %

DILUTED EPS:

\$3.01 up from \$1.29

ADJUSTED DILUTED EPS:

\$1.81 up from \$1.29

As of September 30, 2024, client staff headcount was approximately 2,500 higher than at the end of the prior year period, an increase of 8.1 percent, and approximately 700 higher than at the end of the prior quarter. Total headcount was approximately 2,700 higher than at the end of the prior year period, an increase of 8.2 percent, and approximately 700 higher than at the end of the prior quarter.

For the first half of fiscal 2025, net cash provided by operating activities was \$639.2 million, as compared to \$118.9 million of net cash used in operating activities in the prior year. Free cash flow for the first half of fiscal 2025 was \$583.0 million, as compared to \$(146.4) million in the prior year.

The Company declared a regular quarterly dividend of \$0.51 per share, which is payable on December 4, 2024 to stockholders of record on November 15, 2024.

FINANCIAL OUTLOOK³

The company is updating its fiscal year 2025 guidance as noted in the table below:

OPERATING PERFORMANCE	UPDATED FISCAL 2025 GUIDANCE	ORIGINAL FISCAL 2025 GUIDANCE
Revenue Growth ⁴	11.0% – 13.0%	8.0% – 11.0%
Adjusted EBITDA	\$1,300 – \$1,330 million	\$1,260 – \$1,300 million
Adjusted EBITDA Margin on Revenue	~11%	~11%
Adjusted Diluted EPS ⁵	\$6.10 – \$6.30	\$5.80 – \$6.05
Net Cash Provided by Operating Activities ⁶	\$925 – \$1,025 million	\$825 – \$925 million
Free Cash Flow ⁶	\$825 – \$925 million	\$725 – \$825 million

CONFERENCE CALL INFORMATION

Booz Allen Hamilton will host a conference call at 8 a.m. EDT on Friday, October 25, 2024 to discuss the financial results for its second quarter fiscal year 2025. Analysts and institutional investors may participate on the call by registering online at investors.boozallen.com. Participants are requested to register a minimum 15 minutes before the start of the call.

The conference call will be webcast simultaneously to the public through a link at investors.boozallen.com. A replay of the conference call will also be available on the site beginning at 11 a.m. EDT on Friday, October 25, 2024 and continuing for 12 months.

³ Reconciliations omitted in reliance on Item 10(e)(1)(i)(B) of Regulation S-K. See "Non-GAAP Financial Information."

⁴ Fiscal 2025 Guidance includes an approximately \$80-90 million inorganic revenue contribution from PGSC.

⁵ Fiscal 2025 Guidance assumes an adjusted effective tax rate of 23-25%; average diluted shares outstanding of 128-129 million, interest expense of \$175-185 million, and depreciation and amortization of \$160 million.

⁶ Fiscal 2025 Guidance assumes cash taxes in connection with Section 174 of approximately \$100 million and capital expenditures of approximately \$100 million.

ABOUT BOOZ ALLEN HAMILTON

Trusted to transform missions with the power of tomorrow's technologies, Booz Allen Hamilton advances the nation's most critical civil, defense, and national security priorities. We lead, invest, and invent where it's needed most—at the forefront of complex missions, using innovation to define the future. We combine our in-depth expertise in AI and cybersecurity with leading-edge technology and engineering practices to deliver impactful solutions. Combining 110 years of strategic consulting expertise with the perspectives of diverse talent, we ensure results by integrating technology with an enduring focus on our clients. We're first to the future—moving missions forward to realize our purpose: Empower People to Change the World®.

With global headquarters in McLean, Virginia, our firm employs approximately 35,800 people globally as of September 30, 2024, and had revenue of \$10.7 billion for the 12 months ended March 31, 2024. To learn more, visit www.boozallen.com. (NYSE: BAH)

FIRST HALF FY25

(Changes are compared to prior year period)

REVENUE:

\$6.09B +14.4 %

REVENUE EX. BILLABLE EXPENSES:

\$4.18B +13.3 %

OPERATING INCOME:

\$803.8M +60.3 %

ADJ. OPERATING INCOME:

\$608.7M +12.4 %

NET INCOME:

\$555.3M +67.2 %

ADJUSTED NET INCOME:

\$412.6M +13.9 %

EBITDA:

\$887.0M +51.8 %

ADJUSTED EBITDA:

\$665.9M +11.4 %

DILUTED EPS:

\$4.27 up from \$2.51

ADJUSTED DILUTED EPS:

\$3.19 up from \$2.76

NON-GAAP FINANCIAL INFORMATION

"Revenue, Excluding Billable Expenses" represents revenue less billable expenses. Booz Allen uses Revenue, Excluding Billable Expenses because it provides management useful information about the Company's operating performance by excluding the impact of costs that are not indicative of the level of productivity of its client staff headcount and its overall direct labor, which management believes provides useful information to its investors about its core operations.

"Adjusted Operating Income" represents operating income before change in provision for claimed costs for historical rate years, acquisition and divestiture costs, financing transaction costs, significant acquisition amortization, the reserve associated with the U.S. Department of Justice investigation disclosed in Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024, and insurance recoveries related to the Company's fiscal 2024 settlement disclosed in Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024. Booz Allen prepares Adjusted Operating Income to eliminate the impact of items it does not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary or non-recurring nature or because they result from an event of a similar nature.

"Adjusted EBITDA" represents net income (loss) attributable to common stockholders before income taxes, net interest and other expense and depreciation and amortization and before certain other items, including the change in provision for claimed costs for historical rate years, acquisition and divestiture costs, financing transaction costs, DC tax assessment adjustment, the reserve associated with the U.S. Department of Justice investigation disclosed in Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024, insurance recoveries related to the Company's fiscal 2024 settlement disclosed in Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024, and DC tax assessment adjustment. "Adjusted EBITDA Margin on Revenue" is calculated as Adjusted EBITDA divided by revenue. "Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses" is calculated as Adjusted EBITDA divided by Revenue, Excluding Billable Expenses. Booz Allen prepares Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, and Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses to eliminate the impact of items it does not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary or non-recurring nature or because they result from an event of a similar nature.

"Adjusted Net Income" represents net income (loss) attributable to common stockholders before: (i) change in provision for claimed costs for historical rate years, (ii) acquisition and divestiture costs, (iii) financing transaction costs, (iv) significant acquisition amortization, (v) the reserve associated with the U.S. Department of Justice investigation disclosed in Note 20 to the Consolidated Financial Statements in the Company's Form 10-K for the fiscal year ended March 31, 2024, (vi) insurance recoveries related to the Company's fiscal 2024 settlement disclosed in Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024, and (vii) amortization or write-off of debt issuance costs and debt discount, in each case net of the tax effect where appropriate calculated using an assumed effective tax rate. Booz Allen prepares Adjusted Net Income to eliminate the impact of items, net of tax, it does not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary or non-recurring nature or because they result from an event of a similar nature. Booz Allen views Adjusted Net Income as an important indicator of performance consistent with the manner in which management measures and forecasts the Company's performance and the way in which management is incentivized to perform.

"Adjusted Diluted EPS" represents diluted EPS calculated using Adjusted Net Income as opposed to net income. Additionally, Adjusted Diluted EPS does not contemplate any adjustments to net income as required under the two-class method as disclosed in the footnotes to the consolidated financial statements of the Company's Form 10-K for the fiscal year ended March 31, 2024.

"Free Cash Flow" represents the net cash generated from operating activities less the impact of purchases of property, equipment and software. "Free Cash Flow Conversion" is calculated as Free Cash Flow divided by Adjusted Net Income.

"Adjusted Effective Tax Rate" represents income tax expense (benefit) excluding the income tax effects of adjustments to net income, divided by adjusted earnings before income tax expense.

"Net Leverage Ratio" is calculated as net debt (total debt less cash) divided by Adjusted EBITDA over the prior twelve months.

"Organic Revenue" and "Organic Revenue Growth" represents growth in consolidated revenue adjusted for revenue from acquisitions and divestitures.

Booz Allen utilizes and discusses in this release Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, Adjusted Diluted EPS, and organic revenue because management uses these measures for business planning purposes, including managing its business against internal projected results of operations and measuring its performance. Management views Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, Adjusted Diluted EPS, and organic revenue as measures of the core operating business, which exclude the impact of the items detailed in the supplemental exhibits, as these items are generally not operational in nature.

These non-GAAP measures also provide another basis for comparing period to period results by excluding potential differences caused by non-operational and unusual or non-recurring items.

Management also utilizes Revenue, Excluding Billable Expenses because it provides management useful information about the Company's operating performance by excluding the impact of costs that are not indicative of the level of productivity of its client staff headcount and its overall direct labor, which management believes provides useful information to its investors about its core operations. Booz Allen also utilizes and discusses Free Cash Flow in this release because management uses this measure for business planning purposes, measuring the cash generating ability of the operating business and measuring liquidity generally. Booz Allen presents these supplemental measures because it believes that these measures provide investors and securities analysts with important supplemental information with which to evaluate Booz Allen's performance, long-term earnings potential, or liquidity, as applicable, and to enable them to assess Booz Allen's performance on the same basis as management. These non-GAAP measurements may vary from and may not be comparable to similarly titled measures by other companies in Booz Allen's industry.

Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, Adjusted Diluted EPS, Free Cash Flow, Free Cash Flow Conversion, Net Leverage Ratio, and organic revenue are not recognized measurements under accounting principles generally accepted in the United States, or GAAP, and when analyzing Booz Allen's performance or liquidity, as applicable, investors should (i) evaluate each adjustment in our reconciliation of revenue to Revenue, Excluding Billable Expenses, operating income to Adjusted Operating Income, net income attributable to common stockholders to Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, and Adjusted Diluted Earnings Per Share, net cash provided by operating activities to Free Cash Flow and Free Cash Flow Conversion, and net debt to Net Leverage Ratio, (ii) use Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, and Adjusted Diluted EPS as measures of operating results, each as defined under GAAP, (iii) use Free Cash Flow, Free Cash Flow Conversion, and Net Leverage Ratio, in addition to, and not as an alternative to, revenue, operating income, net income or diluted EPS as measures of operating results, each as defined under GAAP, (iv) use Net Leverage Ratio in addition to, and not as an alternative to, net cash provided by operating activities as a measure of liquidity, each as defined under GAAP, and (v) use Net Leverage Ratio in addition to, and not as an alternative to, net debt as a measure of Booz Allen's debt leverage.

Exhibit 4 includes a reconciliation of Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, Adjusted Diluted EPS, Free Cash Flow, Free Cash Flow Conversion, and Net Leverage Ratio to the most directly comparable financial measure calculated and presented in accordance with GAAP.

With respect to our expectations under "Financial Outlook" above, a reconciliation of Adjusted Diluted EPS guidance to the closest corresponding GAAP measure is not available without unreasonable efforts on a forward-looking basis due to our inability to predict our stock price, equity grants, and dividend declarations during the course of fiscal 2025. Projecting future stock price, equity grants, and the dividends to be declared would be necessary to accurately calculate the difference between Adjusted Diluted EPS and GAAP EPS as a result of the effects of the two-class method and related possible dilution used in the calculation of EPS. Consequently, any attempt to disclose such reconciliation would imply a degree of precision that could be confusing or misleading to investors. We expect the variability of the above charges to have an unpredictable, and potentially significant, impact on our future GAAP financial results. Accordingly, Booz Allen is relying on the exception provided by Item 10(e)(1)(i)(B) of Regulation S-K to exclude the reconciliation.

In addition, our expectations for Adjusted EBITDA and Adjusted EBITDA Margin on Revenue for fiscal 2025 are presented under "Financial Outlook" above and management may discuss its expectation for Adjusted EBITDA and Adjusted EBITDA Margin on Revenue for fiscal 2025 from time to time. A reconciliation of Adjusted EBITDA and Adjusted EBITDA Margin on Revenue guidance to the closest corresponding GAAP measure is not available without unreasonable efforts on a forward-looking basis due to our inability to predict specific quantification of the amounts that would be required to reconcile such measures. Consequently, any attempt to disclose such reconciliation would imply a degree of precision that could be confusing or misleading to investors. Accordingly, Booz Allen is relying on the exception provided by Item 10(e)(1)(i)(B) of Regulation S-K to exclude the reconciliation.

FORWARD LOOKING STATEMENTS

Certain statements contained in this press release and in related comments by our management include "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include information concerning Booz Allen's preliminary financial results, financial outlook and guidance, including forecasted revenue, Diluted EPS, and Adjusted Diluted EPS, future quarterly dividends, and future improvements in operating margins, as well as any other statement that does not directly relate to any historical or current fact. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "could," "should," "forecasts," "expects," "intends," "plans," "anticipates," "projects," "outlook," "believes," "estimates," "predicts," "potential," "continue," "preliminary," or the negative of these terms or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we can give you no assurance these expectations will prove to have been correct. These forward-looking statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. These risks and other factors include:

- any issue that compromises our relationships with the U.S. government or damages our professional reputation, including negative publicity concerning government contractors in general or us in particular;
- changes in U.S. government spending, including a continuation of efforts by the U.S. government to decrease spending for management support service contracts, and mission priorities that shift expenditures away from agencies or programs that we support or as a result of the U.S. administration transition;
- efforts by Congress and other U.S. government bodies to reduce U.S. government spending and address budgetary constraints, and the U.S. deficit, as well as associated uncertainty around the timing, extent, nature, and effect of such efforts;
- delayed long-term funding of our contracts, including uncertainty relating to funding the U.S. government and increasing the debt ceiling;
- U.S. government shutdowns as a result of the failure by elected officials to fund the government;
- failure to comply with numerous laws and regulations, including, but not limited to, the Federal Acquisition Regulation (FAR), the False Claims Act, the Defense Federal Acquisition Regulation Supplement and FAR Cost Accounting Standards and Cost Principles;
- the effects of disease outbreaks, pandemics, or widespread health epidemics, including disruptions to our workforce and the impact on government spending and demand for our solutions;
- our ability to compete effectively in the competitive bidding process and delays or losses of contract awards caused by competitors' protests of major contract awards received by us;
- variable purchasing patterns under U.S. government General Services Administration Multiple Award schedule contracts, or GSA, schedules, blanket purchase agreements and indefinite delivery/indefinite quantity, or IDIQ, contracts;
- the loss of GSA schedules, or our position as prime contractor on government-wide acquisition contract vehicles, or GWACs;
- changes in the mix of our contracts and our ability to accurately estimate or otherwise recover expenses, time, and resources for our contracts;
- changes in estimates used in recognizing revenue;
- our ability to realize the full value of and replenish our backlog, generate revenue under certain of our contracts and the timing of our receipt of revenue under contracts included in backlog;
- internal system or service failures and security breaches, including, but not limited to, those resulting from external or internal threats, including cyber attacks, on our network and internal systems;
- risks related to the operation of financial management systems;
- an inability to attract, train, or retain employees with the requisite skills and experience;
- an inability to timely hire, assimilate and effectively utilize our employees, ensure that employees obtain and maintain necessary security clearances, and/or effectively manage our cost structure;
- risks related to inflation that could impact the cost of doing business and/or reduce customer buying power;
- the loss of members of senior management or failure to develop new leaders;
- misconduct or other improper activities from our employees, subcontractors or suppliers, including the improper access, use or release of our or our clients' sensitive or classified information;
- increased competition from other companies in our industry;
- failure to maintain strong relationships with other contractors or the failure of contractors with which we have entered into a sub- or prime- contractor relationship to meet their obligations to us or our clients;
- inherent uncertainties and potential adverse developments in legal or regulatory proceedings, including litigation, audits, reviews, and investigations, which may result in materially adverse judgments, settlements, withheld payments, penalties, or other unfavorable outcomes including debarment, as well as disputes over the availability of insurance or indemnification;

- failure to comply with special U.S. government laws and regulations relating to our international operations;
- risks associated with increased competition, new relationships, clients, capabilities, and service offerings in our U.S. and international businesses;
- risks related to changes to our operating structure, capabilities, or strategy intended to address client needs, grow our business, or respond to market developments;
- the adoption by the U.S. government of new laws, rules, and regulations, such as those relating to organizational conflicts of interest issues or limits;
- risks related to a possible recession and volatility or instability of the global financial system, including the failures of financial institutions and the resulting impact on counterparties and business conditions generally;
- risks related to a deterioration of economic conditions or weakening in credit or capital markets;
- risks related to pending, completed, and future acquisitions and dispositions, including the ability to satisfy specified closing conditions for pending transactions, such as those related to receipt of regulatory approval or lack of regulatory intervention, and to realize the expected benefits from completed acquisitions and dispositions;
- the incurrence of additional tax liabilities, including as a result of changes in tax laws or management judgments involving complex tax matters;
- risks inherent in the government contracting environment;
- continued efforts to change how the U.S. government reimburses compensation-related costs and other expenses or otherwise limits such reimbursements and an increased risk of compensation being deemed unreasonable and unallowable or payments being withheld as a result of U.S. government audit, review, or investigation;
- increased insourcing by various U.S. government agencies due to changes in the definition of "inherently governmental" work, including proposals to limit contractor access to sensitive or classified information and work assignments;
- the size of our addressable markets and the amount of U.S. government spending on private contractors;
- risks related to our indebtedness and credit facilities which contain financial and operating covenants;
- the impact of changes in accounting rules, and regulations, or interpretations thereof, that may affect the way we recognize and report our financial results, including changes in accounting rules governing recognition of revenue; and
- the impact of ESG-related risks and climate change generally on our and our clients' businesses and operations.

Additional information concerning these and other factors can be found in our filings with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K filed with the SEC on May 24, 2024. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements.

All such statements speak only as of the date made and, except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Exhibit 1

Booz Allen Hamilton Holding Corporation Condensed Consolidated Statements of Operations

	Three Months Ended September 30,		Six Months Ended September 30,	
	(unaudited)		(unaudited)	
	2024	2023	2024	2023
(Amounts in thousands, except per share data)				
Revenue	\$ 3,146,386	\$ 2,666,282	\$ 6,088,183	\$ 5,320,768
Operating costs and expenses:				
Cost of revenue	1,362,282	1,232,712	2,733,516	2,484,628
Billable expenses	968,022	824,788	1,913,003	1,637,092
General and administrative expenses	225,417	300,886	554,706	614,887
Depreciation and amortization	42,056	40,907	83,185	82,754
Total operating costs and expenses	2,597,777	2,399,293	5,284,410	4,819,361
Operating income	548,609	266,989	803,773	501,407
Interest expense	(47,045)	(44,756)	(92,976)	(80,230)
Other income, net	11,788	3,556	16,916	5,480
Income before income taxes	513,352	225,789	727,713	426,657
Income tax expense	123,240	55,071	172,368	94,551
Net income	\$ 390,112	\$ 170,718	\$ 555,345	\$ 332,106
Earnings per common share:				
Basic	\$ 3.02	\$ 1.29	\$ 4.29	\$ 2.52
Diluted	\$ 3.01	\$ 1.29	\$ 4.27	\$ 2.51

Exhibit 2

Booz Allen Hamilton Holding Corporation Condensed Consolidated Balance Sheets

(Amounts in thousands, except share and per share data)	September 30, 2024	March 31, 2024
Assets	(unaudited)	
Current assets:		
Cash and cash equivalents	\$ 558,724	\$ 554,257
Accounts receivable, net	2,225,358	2,047,342
Prepaid expenses and other current assets	132,941	137,310
Total current assets	2,917,023	2,738,909
Property and equipment, net of accumulated depreciation	181,142	188,279
Operating lease right-of-use assets	171,076	174,345
Intangible assets, net of accumulated amortization	598,486	601,043
Goodwill	2,404,937	2,343,789
Deferred tax assets	293,273	227,171
Other long-term assets	312,437	290,152
Total assets	<u>\$ 6,878,374</u>	<u>\$ 6,563,688</u>
Liabilities and stockholders' equity		
Current liabilities:		
Current portion of long-term debt	\$ 82,500	\$ 61,875
Accounts payable and other accrued expenses	1,025,043	1,050,670
Accrued compensation and benefits	680,497	506,130
Operating lease liabilities	46,725	43,187
Other current liabilities	40,090	30,328
Total current liabilities	1,874,855	1,692,190
Long-term debt, net of current portion	3,310,775	3,349,941
Operating lease liabilities, net of current portion	169,701	182,134
Income tax reserves	132,847	120,237
Other long-term liabilities	189,427	172,624
Total liabilities	5,677,605	5,517,126
Stockholders' equity:		
Common stock, Class A — \$0.01 par value — authorized, 600,000,000 shares; issued, 167,841,004 shares at September 30, 2024 and 167,402,268 shares at March 31, 2024; outstanding, 127,901,888 shares at September 30, 2024 and 129,643,123 shares at March 31, 2024	1,678	1,674
Treasury stock, at cost — 39,939,116 shares at September 30, 2024 and 37,759,145 shares at March 31, 2024	(2,601,927)	(2,277,546)
Additional paid-in capital	975,216	908,837
Retained earnings	2,826,078	2,404,065
Accumulated other comprehensive (loss) income	(276)	9,532
Total stockholders' equity	1,200,769	1,046,562
Total liabilities and stockholders' equity	<u>\$ 6,878,374</u>	<u>\$ 6,563,688</u>

Exhibit 3

Booz Allen Hamilton Holding Corporation
Condensed Consolidated Statements of Cash Flows
(UNAUDITED)

(Amounts in thousands)	Six Months Ended September 30,	
	2024	2023
Cash flows from operating activities		
Net income	\$ 555,345	\$ 332,106
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	83,185	82,754
Noncash lease expense	26,036	28,059
Stock-based compensation expense	45,712	37,510
Amortization of debt issuance costs	2,721	2,245
Loss on debt extinguishment	—	965
Net (gains) losses on investments, dispositions, and other	(10,729)	1,408
Changes in operating assets and liabilities:		
Accounts receivable, net	(160,631)	(235,244)
Deferred income taxes and income taxes receivable / payable	(29,993)	(67,978)
Prepaid expenses and other current and long-term assets	(29,409)	(22,149)
Accrued compensation and benefits	195,332	5,553
Accounts payable and other accrued expenses	(23,563)	(260,873)
Other current and long-term liabilities	(14,787)	(23,273)
Net cash provided by (used in) operating activities	639,219	(118,917)
Cash flows from investing activities		
Purchases of property, equipment, and software	(56,247)	(27,436)
Payments for business acquisitions and dispositions, net of cash acquired	(92,541)	(406)
Payments for cost method investments	(4,484)	(9,160)
Net cash used in investing activities	(153,272)	(37,002)
Cash flows from financing activities		
Proceeds from issuance of common stock	16,037	13,947
Stock option exercises	4,634	13,133
Repurchases of common stock	(348,572)	(209,187)
Cash dividends paid	(132,954)	(125,122)
Proceeds from revolving credit facility	—	500,000
Repayments on revolving credit facility, term loans, and Senior Notes	(20,625)	(520,625)
Net proceeds from debt issuance	—	636,207
Net cash (used in) provided by financing activities	(481,480)	308,353
Net increase in cash and cash equivalents	4,467	152,434
Cash and cash equivalents—beginning of period	554,257	404,862
Cash and cash equivalents—end of period	<u>\$ 558,724</u>	<u>\$ 557,296</u>
Supplemental disclosures of cash flow information		
Net cash paid during the period for:		
Interest	\$ 97,138	\$ 78,098
Income taxes	\$ 189,746	\$ 144,720
Supplemental disclosures of non-cash investing activities:		
Unpaid property, equipment, and software purchases	\$ 3,603	\$ —

Exhibit 4 - Booz Allen Hamilton Holding Corporation
Non-GAAP Financial Information
(UNAUDITED)

	Three Months Ended September 30,		Six Months Ended September 30,	
	2024	2023	2024	2023
<i>(In thousands, except share and per share data)</i>				
Revenue, Excluding Billable Expenses				
Revenue	\$ 3,146,386	\$ 2,666,282	\$ 6,088,183	\$ 5,320,768
Less: Billable expenses	968,022	824,788	1,913,003	1,637,092
Revenue, Excluding Billable Expenses*	<u>\$ 2,178,364</u>	<u>\$ 1,841,494</u>	<u>\$ 4,175,180</u>	<u>\$ 3,683,676</u>
Adjusted Operating Income				
Operating Income	\$ 548,609	\$ 266,989	\$ 803,773	\$ 501,407
Change in provision for claimed costs (a)	(113,112)	(18,345)	(113,112)	(18,345)
Acquisition and divestiture costs (b)	1,717	260	7,387	3,528
Financing transaction costs (c)	—	820	—	820
Significant acquisition amortization (d)	13,326	13,596	26,010	26,704
Legal matter reserve (e)	—	—	—	27,453
Insurance recoveries (f)	(115,320)	—	(115,320)	—
Adjusted Operating Income	<u>\$ 335,220</u>	<u>\$ 263,320</u>	<u>\$ 608,738</u>	<u>\$ 541,567</u>
EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue & Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses				
Net income	\$ 390,112	\$ 170,718	\$ 555,345	\$ 332,106
Income tax expense	123,240	55,071	172,368	94,551
Interest and other, net (g)	35,257	41,200	76,060	74,750
Depreciation and amortization	42,056	40,907	83,185	82,754
EBITDA	<u>\$ 590,665</u>	<u>\$ 307,896</u>	<u>\$ 886,958</u>	<u>\$ 584,161</u>
Change in provision for claimed costs (a)	(113,112)	(18,345)	(113,112)	(18,345)
Acquisition and divestiture costs (b)	1,717	260	7,387	3,528
Financing transaction costs (c)	—	820	—	820
Legal matter reserve (e)	—	—	—	27,453
Insurance recoveries (f)	(115,320)	—	(115,320)	—
Adjusted EBITDA	<u>\$ 363,950</u>	<u>\$ 290,631</u>	<u>\$ 665,913</u>	<u>\$ 597,617</u>
Net income margin	12.4 %	6.4 %	9.1 %	6.2 %
Adjusted EBITDA Margin on Revenue	11.6 %	10.9 %	10.9 %	11.2 %
Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses	16.7 %	15.8 %	15.9 %	16.2 %
Adjusted Net Income				
Net income	\$ 390,112	\$ 170,718	\$ 555,345	\$ 332,106
Change in provision for claimed costs (a)	(113,112)	(18,345)	(113,112)	(18,345)
Acquisition and divestiture costs (b)	1,717	260	7,387	3,528
Financing transaction costs (c)	—	820	—	820
Significant acquisition amortization (d)	13,326	13,596	26,010	26,704
Legal matter reserve (e)	—	—	—	27,453
Insurance recoveries (f)	(115,320)	—	(115,320)	—
Amortization or write-off of debt issuance costs and debt discount	1,089	1,106	2,165	1,888
Adjustments for tax effect (h)	55,198	988	50,146	(11,954)
Adjusted Net Income	<u>\$ 233,010</u>	<u>\$ 169,143</u>	<u>\$ 412,621</u>	<u>\$ 362,200</u>
Adjusted Diluted Earnings Per Share				
Weighted-average number of diluted shares outstanding	128,848,077	131,133,145	129,387,722	131,337,913
Diluted earnings per share	\$ 3.01	\$ 1.29	\$ 4.27	\$ 2.51
Adjusted Net Income Per Diluted Share (i)	\$ 1.81	\$ 1.29	\$ 3.19	\$ 2.76
Free Cash Flow				
Net cash provided by (used in) operating activities	\$ 587,091	\$ (47,385)	\$ 639,219	\$ (118,917)
Less: Purchases of property, equipment and software	(23,805)	(16,948)	(56,247)	(27,436)
Free Cash Flow	<u>\$ 563,286</u>	<u>\$ (64,333)</u>	<u>\$ 582,972</u>	<u>\$ (146,353)</u>
Operating cash flow conversion	150 %	(28)%	115%	(36)%
Free cash flow conversion	242 %	(38)%	141%	(40)%

* Revenue, Excluding Billable Expenses includes \$113.1 million and \$18.3 million of revenue for the three and six months ending September 30, 2024 and 2023 respectively, resulting from the reduction to our provision for claimed costs as noted below.

Exhibit 4 - Booz Allen Hamilton Holding Corporation
Non-GAAP Financial Information (Continued)
(UNAUDITED)

- (a) Represents the reduction to our provision for claimed costs for years prior to fiscal 2025 recorded during the second quarters of fiscal 2025 and 2024, which resulted in a corresponding increase to revenue, as a result of the Defense Contract Audit Agency's findings related to its audits of our claimed costs for multiple fiscal years. See Note 15, "Commitments and Contingencies," to the condensed consolidated financial statements in the Company's Form 10-Q for the fiscal quarter ended September 30, 2024 for further information.
- (b) Represents costs associated with the acquisition efforts of the Company related to transactions for which the Company has entered into a letter of intent to acquire a controlling financial interest in the target entity. Transactions primarily include the acquisitions of EverWatch Corp. ("EverWatch") in fiscal 2023 and PAR Government Systems Corporation ("PGSC") in fiscal 2025. See Note 5, "Acquisition, Goodwill, and Intangible Assets," to the condensed consolidated financial statements for further information.
- (c) Reflects expenses associated with debt financing activities incurred during the second quarter of fiscal 2024.
- (d) Amortization expense associated with acquired intangibles from significant acquisitions.
- (e) Reserve associated with the U.S. Department of Justice's investigation of the Company. See Note 20, "Commitments and Contingencies," to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024 for further information.
- (f) Reflects insurance recoveries from claims related to the Company's fiscal 2024 settlement as described in Note 20, "Commitments and Contingencies," to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024.
- (g) Reflects the combination of Interest expense and Other income, net from the condensed consolidated statement of operations.
- (h) Reflects the tax effect of adjustments at an assumed effective tax rate of 26%, which approximates the blended federal and state tax rates, and consistently excludes the impact of other tax credits and incentive benefits realized. The tax effect of certain discrete items is calculated specifically and may vary from the general 26% rate.
- (i) Excludes adjustments of approximately \$2.3 million and \$3.0 million of net earnings for the three and six months ended September 30, 2024, respectively, and approximately \$1.4 million and \$2.7 million of net earnings for the three and six months ended September 30, 2023 respectively, associated with the application of the two-class method for computing diluted earnings per share.

Exhibit 4 - Booz Allen Hamilton Holding Corporation
Non-GAAP Financial Information (Continued)
(UNAUDITED)

	Three Months Ended September 30, 2024	Three Months Ended June 30, 2024	Three Months Ended March 31, 2024	Three Months Ended December 31, 2023
(In thousands, except share and per share data)				
Net income	\$ 390,112	\$ 165,233	\$ 127,955	\$ 145,644
Income tax expense	123,240	49,128	91,323	61,740
Interest and other, net (a)	35,257	40,803	45,161	40,174
Depreciation and amortization	42,056	41,129	40,335	41,113
EBITDA	\$ 590,665	\$ 296,293	\$ 304,774	\$ 288,671
Change in provision for claimed costs (b)	(113,112)	—	—	—
Insurance recoveries (c)	(115,320)	—	—	—
Acquisition and divestiture costs (d)	1,717	5,670	2,100	1,952
DC tax assessment adjustment (e)	—	—	(20,050)	—
Adjusted EBITDA	\$ 363,950	\$ 301,963	\$ 286,824	\$ 290,623
Last 12 months Adjusted EBITDA	\$ 1,243,360			
Total Debt	\$ 3,393,275			
Less: Cash	558,724			
Net Debt	\$ 2,834,551			
Net Leverage Ratio (h)	2.3			

	Three Months Ended September 30, 2023	Three Months Ended June 30, 2023	Three Months Ended March 31, 2023	Three Months Ended December 31, 2022
(In thousands, except share and per share data)				
Net income (loss) attributable to common stockholders	\$ 170,718	\$ 161,388	\$ (68,422)	\$ 30,997
Income tax (benefit) expense	55,071	39,480	(6,552)	10,539
Interest and other, net (a)	41,200	33,550	31,992	17,412
Depreciation and amortization	40,907	41,847	44,284	42,046
EBITDA	\$ 307,896	\$ 276,265	\$ 1,302	\$ 100,994
Change in provision for claimed costs (b)	(18,345)	—	—	—
Acquisition and divestiture costs (d)	260	3,268	4,148	19,096
Financing transaction costs (f)	820	—	—	—
Legal matter reserve (g)	—	27,453	226,000	124,000
Adjusted EBITDA	\$ 290,631	\$ 306,986	\$ 231,450	\$ 244,090
Last 12 months Adjusted EBITDA	\$ 1,073,157			
Total Debt	\$ 3,430,402			
Less: Cash	557,296			
Net Debt	\$ 2,873,106			
Net Leverage Ratio (h)	2.7			

- (a) Reflects the combination of Interest expense and Other income, net from the condensed consolidated statement of operations.
- (b) Represents the reduction to our provision for claimed costs for years prior to fiscal 2025 recorded during the second quarters of fiscal 2025 and 2024, which resulted in a corresponding increase to revenue, as a result of the Defense Contract Audit Agency's findings related to its audits of our claimed costs for multiple fiscal years. See Note 15, "Commitments and Contingencies," to the consolidated financial statements in the Company's Form 10-Q for the quarter ended September 30, 2024 for further information.
- (c) Reflects insurance recoveries from claims related to the Company's fiscal 2024 settlement as described in Note 20, "Commitments and Contingencies," to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024.
- (d) Represents costs associated with the acquisition efforts of the Company related to transactions for which the Company has entered into a letter of intent to acquire a controlling financial interest in the target entity. Transactions primarily include the acquisitions of EverWatch Corp. ("EverWatch") in fiscal 2023 and PAR Government Systems Corporation ("PGSC") in fiscal 2025. See Note 5, "Acquisition, Goodwill, and Intangible Assets," to the consolidated financial statements in the Company's Form 10-Q for the quarter ended September 30, 2024 for further information.
- (e) Reflects the impact (specifically the revenue from recoverable expenses) of the Company's unfavorable ruling from the District of Columbia Court of Appeals related to contested tax assessments from the District of Columbia Office of Tax and Revenue ("DC OTR"). See Note 13, "Income Taxes," to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024 for further information.
- (f) Reflects expenses associated with debt financing activities incurred during the second quarter of fiscal 2024.
- (g) Reserve associated with the U.S. Department of Justice's investigation of the Company. See Note 20, "Commitments and Contingencies," to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024 for further information.
- (h) "Net Leverage Ratio" is calculated as net debt (total debt less cash) divided by Adjusted EBITDA over the prior twelve months.

Exhibit 5

Booz Allen Hamilton Holding Corporation Operating Data (UNAUDITED)

(Amounts in millions)	As of September 30,	
	2024	2023
Backlog (1):		
Funded	\$ 6,612	\$ 6,282
Unfunded	10,317	10,128
Priced options	24,325	18,630
Total backlog	\$ 41,254	\$ 35,040

(1) Backlog presented includes backlog acquired from the Company's acquisition of PGSC during the six months ended September 30, 2024. Total backlog acquired from PGSC was approximately \$230.5 million at the date of acquisition.

	Three Months Ended September 30,		Six Months Ended September 30,	
	2024	2023	2024	2023
Book-to-Bill *	2.61	2.41	2.18	1.72

* Book-to-bill is calculated as net bookings, which represents the change in total backlog during the relevant fiscal period plus the relevant fiscal period revenue, divided by the relevant fiscal period revenue.

(Amounts are rounded)	As of September 30,	
	2024	2023
Headcount		
Total Headcount	35,800	33,100
Client Staff Headcount	32,700	30,200

	Three Months Ended September 30,		Six Months Ended September 30,	
	2024	2023	2024	2023
Percentage of Total Revenue by Contract Type				
Cost-Reimbursable	57%	55%	56%	55%
Time-and-Materials	23%	24%	23%	24%
Fixed-Price	20%	21%	21%	21%

EARNINGS CALL PRESENTATION

Fiscal Year 2025, Second Quarter

October 25, 2024



CALL PARTICIPANTS

HORACIO ROZANSKI

Chairman, Chief Executive Officer & President

MATT CALDERONE

Chief Financial Officer

LINDSAY JOYCE

Vice President, Financial Planning & Analysis and Investor Relations

DISCLAIMER

Forward Looking Safe Harbor Statement

Certain statements contained in this presentation and in related comments by our management include "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include information concerning Booz Allen's preliminary financial results, financial outlook and guidance, including forecasted revenue, Adjusted EBITDA, Diluted EPS, Adjusted Diluted EPS, future quarterly dividends, and future improvements in operating margins, as well as any other statement that does not directly relate to any historical or current fact. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "could," "should," "forecasts," "expects," "intends," "plans," "anticipates," "projects," "outlook," "believes," "estimates," "predicts," "potential," "continue," "preliminary," or the negative of these terms or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we can give you no assurance these expectations will prove to have been correct.

These forward-looking statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. A number of important factors could cause actual results to differ materially from those contained in or implied by these forward-looking statements, including those factors discussed in our filings with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for the fiscal year ended March 31, 2024, which can be found at the SEC's website at www.sec.gov. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made and, except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Note Regarding Non-GAAP Financial Data Information

Booz Allen discloses Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, Adjusted Diluted EPS, Free Cash Flow, Free Cash Flow Conversion, Net Leverage Ratio and organic revenue, which are not recognized measurements under accounting principles generally accepted in the United States, or GAAP, and when analyzing Booz Allen's performance or liquidity, as applicable, investors should (i) evaluate each adjustment in our reconciliation of revenue to Revenue, Excluding Billable Expenses, operating income to Adjusted Operating Income, net income attributable to common stockholders to Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income and Adjusted Diluted EPS, and net cash provided by operating activities to Free Cash Flow and Free Cash Flow Conversion, and net debt to Net Leverage Ratio and the explanatory footnotes regarding those adjustments, each as defined under GAAP, (ii) use Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, and Adjusted Diluted EPS in addition to, and not as an alternative to, revenue, operating income, net income attributable to common stockholders or diluted EPS, as measures of operating results, each as defined under GAAP, (iii) use Free Cash Flow, Free Cash Flow Conversion, and Net Leverage Ratio, in addition to, and not as an alternative to, net cash provided by operating activities as a measure of liquidity, each as defined under GAAP, and (iv) use Net Leverage Ratio in addition to, and not as an alternative to, net debt as a measure of Booz Allen's debt leverage. The Appendix includes a reconciliation of Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses, Adjusted Net Income, Adjusted Diluted EPS, Free Cash Flow, Free Cash Flow Conversion, and Net Leverage Ratio to the most directly comparable financial measure calculated and presented in accordance with GAAP. Booz Allen presents these supplemental performance measures because it believes that these measures provide investors and securities analysts with important supplemental information with which to evaluate Booz Allen's performance, long term earnings potential, or liquidity, as applicable, and to enable them to assess Booz Allen's performance on the same basis as management. These supplemental performance and liquidity measurements may vary from and may not be comparable to similarly titled measures by other companies in Booz Allen's industry. With respect to our expectations under "Financial Outlook", reconciliation of Adjusted Diluted EPS guidance, Adjusted EBITDA, and Adjusted EBITDA Margin on Revenue to the closest corresponding GAAP measure is not available without unreasonable efforts on a forward-looking basis due to our inability to predict our stock price, equity grants and dividend declarations with respect to Adjusted Diluted EPS, and our net income, net interest and other expenses with respect to Adjusted EBITDA and Adjusted EBITDA Margin on Revenue, during the course of fiscal 2025. With respect to Adjusted Diluted EPS guidance, projecting future stock price, equity grants and dividends to be declared would be necessary to accurately calculate the difference between Adjusted Diluted EPS and GAAP EPS as a result of the effects of the two-class method and related possible dilution used in the calculation of EPS. Consequently, any attempt to disclose such reconciliation would imply a degree of precision that could be confusing or misleading to investors. We expect the variability of the above charges to have an unpredictable, and potentially significant, impact on our future GAAP financial results. For the same reason, a reconciliation of Adjusted EBITDA and Adjusted EBITDA Margin on Revenue guidance for fiscal 2025, of Adjusted EBITDA guidance through fiscal 2025, and of inorganic revenue contributions through fiscal 2025 to the closest corresponding GAAP measures are not available without unreasonable efforts on a forward-looking basis due to our inability to predict specific quantifications of the amounts that would be required to reconcile such measures. Accordingly, Booz Allen is relying on the exception provided by Item 10(e)(1)(i)(B) of Regulation S-K to exclude these reconciliations.

KEY FINANCIAL RESULTS

SECOND QUARTER FISCAL YEAR 2025 RESULTS

	SECOND QUARTER ⁽¹⁾		FIRST HALF ⁽¹⁾	
Revenue	\$3.1 billion	+18.0%	\$6.1 billion	+14.4%
Revenue, Excluding Billable Expenses	\$2.2 billion	+18.3%	\$4.2 billion	+13.3%
Net Income	\$390 million	+128.5%	\$555 million	+67.2%
Adjusted EBITDA ⁽²⁾	\$364 million	+25.2%	\$666 million	+11.4%
Adjusted EBITDA Margin on Revenue ⁽²⁾	11.6%	+6.4%	10.9%	(2.7)%
Adjusted Net Income	\$233 million	+37.8%	\$413 million	+13.9%
Diluted EPS	\$3.01	+133.3%	\$4.27	+70.1%
Adjusted Diluted EPS	\$1.81	+40.3%	\$3.19	+15.6%
Net Cash Provided by Operating Activities	\$587 million	NM*	\$639 million	NM*

*NM = not meaningful.

⁽¹⁾ Comparisons are to prior fiscal year period.

⁽²⁾ Reconciliations of Adjusted EBITDA and Adjusted EBITDA Margin on Revenue can be found on Slide 13. Net income margin was 12.4% and 9.1% and for the three and six months ended September 30, 2024.

INVESTMENT THESIS

EXCEPTIONAL SHAREHOLDER VALUE CREATION

FY2023–FY2025 GOALS

**Competitive
Edge at the
Mission-
Innovation
Intersection**

ADJUSTED EBITDA GROWTH TO \$1.2–1.3B

Organic
Revenue
5–8%

+

Strategic
Acquisitions &
Investments

+

Strong Mid 10%
Adjusted
EBITDA Margin

Disciplined
Capital
Deployment
\$2.0–3.5B

KEY FINANCIAL RESULTS

FIRST QUARTER FISCAL YEAR 2025 RESULTS

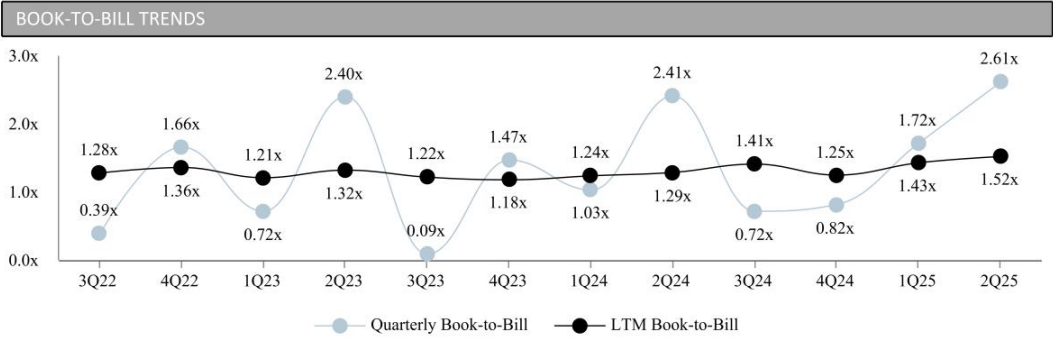
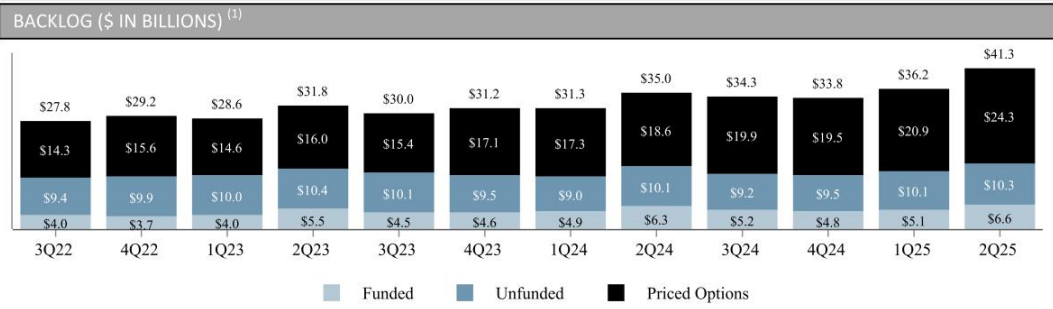
	SECOND QUARTER ⁽¹⁾		FIRST HALF ⁽¹⁾	
Revenue	\$3.1 billion	+18.0%	\$6.1 billion	+14.4%
Revenue, Excluding Billable Expenses	\$2.2 billion	+18.3%	\$4.2 billion	+13.3%
Net Income	\$390 million	+128.5%	\$555 million	+67.2%
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Adjusted EBITDA Margin on Revenue ²	11.6%	+6.4%	10.9%	(2.7)%
Adjusted Net Income	\$233 million	+37.8%	\$413 million	+13.9%
Diluted EPS	\$3.01	+133.3%	\$4.27	+70.1%
Adjusted Diluted EPS	\$1.81	+40.3%	\$3.19	+15.6%
Net Cash Provided by Operating Activities	\$587 million	NM*	\$639 million	NM*

*NM = not meaningful.

⁽¹⁾ Comparisons are to prior fiscal year period.

⁽²⁾ Reconciliations of Adjusted EBITDA and Adjusted EBITDA Margin on Revenue can be found on Slide 13. Net income margin was 12.4% and 9.1% and for the three and six months ended September 30, 2024.

HISTORICAL BACKLOG & BOOK-TO-BILL



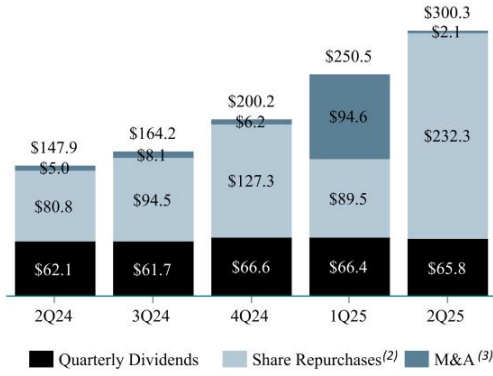
⁽¹⁾ For information on the components of backlog, and the differences between backlog and remaining performance obligations, please see the Company's Form 10-Q for the fiscal quarter ended September 30, 2024. Totals may not sum due to rounding.

CAPITAL ALLOCATION

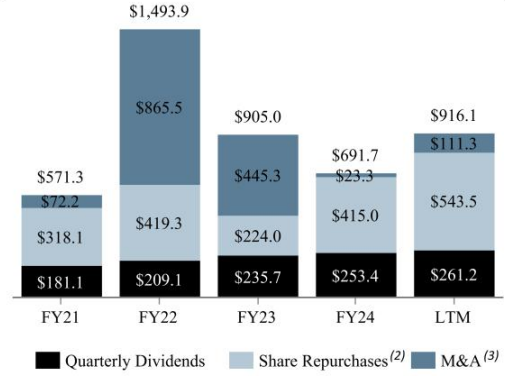
DELIVERING STRONG CAPITAL RETURNS THROUGH EFFICIENT CAPITAL DEPLOYMENT STRATEGY

- Our multi-year capital deployment plan follows a disciplined and opportunistic approach, subject to market conditions
- In Q2 FY2025, we deployed approximately \$300.3 million:
 - \$65.8 million through quarterly dividends;
 - \$232.3 million through share repurchases⁽²⁾; and
 - \$2.1 million through strategic investments⁽³⁾
- The Board authorized a dividend of \$0.51 per share payable on December 4, 2024 to stockholders of record on November 15, 2024
- Share repurchase authorization capacity is \$699.7 million as of September 30, 2024
- Our capital allocation priorities remain: operating needs, quarterly dividend, strategic M&A, share repurchases, and debt repayment

QUARTERLY CAPITAL DEPLOYMENT (\$ IN MILLIONS) ⁽¹⁾



HISTORICAL CAPITAL DEPLOYMENT (\$ IN MILLIONS) ⁽¹⁾



⁽¹⁾ Totals may not sum due to rounding.
⁽²⁾ Includes share repurchases transacted but not settled and paid.
⁽³⁾ Represents payments for acquisitions, net of cash acquired, and strategic investments.

FINANCIAL OUTLOOK

FULL YEAR FISCAL 2025 GUIDANCE ⁽¹⁾

OPERATING PERFORMANCE	Updated FY25 Guidance	Original FY25 Guidance
Revenue Growth	11.0% – 13.0%	8.0% – 11.0%
Adjusted EBITDA	\$1,300 – \$1,330 million	\$1,260 – \$1,300 million
Adjusted EBITDA Margin on Revenue	~11%	~11%
Adjusted Diluted EPS	\$6.10 – \$6.30	\$5.80 – \$6.05
Net Cash Provided by Operating Activities	\$925 – \$1,025 million	\$825 – \$925 million
Free Cash Flow	\$825 – \$925 million	\$725 – \$825 million
KEY ASSUMPTIONS	Updated FY25 Assumptions	Original FY25 Assumptions
Inorganic Revenue Contributions ⁽²⁾	\$80 – \$90 million	\$80 – \$90 million
Adjusted Effective Tax Rate	23% – 25%	23% – 25%
Average Diluted Shares Outstanding	128 – 129 million	128 – 130 million
Interest Expense	\$175 – \$185 million	\$180 – \$190 million
Depreciation and Amortization	~\$160 million	~\$160 million
Cash Taxes Related to Section 174	~\$100 million	~\$100 million
Capital Expenditures	~\$100 million	~\$100 million

(1) Reconciliations omitted in reliance on Item 10(e)(1)(i)(B) of Regulation S-K. See "Disclaimer".
(2) Inorganic revenue contributions are from PAR Government Systems Corporation, which was acquired in June 2024.

GUIDANCE RANGE CROSSWALK

REVISED FY25 GUIDANCE RANGES AND IMPACTS OF DISCRETE ITEMS

Three Discrete Items	FY25 Guidance Bridges	
<p>Three discrete items in Q2 FY25 to provide financial benefits:</p> <ol style="list-style-type: none"> 1 \$115 million insurance recovery related to the DoJ settlement in FY24 2 ~\$200 million cash flow tailwind related to payroll modernization 3 Change in estimate of our provision for claimed costs based on results from historical rate year Incurred Cost Submission (ICS) audits 	Revenue	
	Initial guidance	8% - 11%
	3 Provision for claimed costs	+~1%
	PGSC acquisition	+~1%
	Organic outperformance	+~1%
	Updated revenue guidance	11% - 13%
	Adjusted EBITDA	
	Adjusted EBITDA (\$M)	
	Initial guidance	\$1,260 - \$1,300
	3 Provision for claimed costs	+~\$30
	PGSC acquisition	+~\$5
	Updated Adjusted EBITDA guidance	\$1,300 - \$1,330
	Adjusted EBITDA Margin %	
	Initial guidance	~11%
	3 One-time impact from change in historical provision for claimed costs	-10bps
3 Ongoing impact from change in provision for claimed cost	+20bps	
Mix shift / BE growth	-10bps	
Updated Adjusted EBITDA guidance	~11%	
ADEPS		
Initial guidance	\$5.80 - \$6.05	
3 Provision for claimed cost	+\$0.17	
PGSC acquisition	+\$0.03	
CVC investment fair value adjustment	+\$0.06	
Lower share count and interest	+\$0.05	
Updated ADEPS guidance	\$6.10 - \$6.30	
Cash Flow (\$M)		
Operational FCF	\$690 - \$790 <small>(% of ANI 90% - 100%)</small>	
Other discrete items in initial guidance:		
Payroll transformation	+~\$200	
\$174 and unbilled tax impact	-~\$150	
Delayed CAPEX from FY 2024	-~\$15	
FCF initial guidance	\$725 - \$825 <small>(% of ANI 95% - 105%)</small>	
1 Insurance settlement (net of tax)	+~\$85	
Performance, working cap improvements	+~\$15	
Updated FCF guidance	\$825 - \$925 <small>(% of ANI 105% - 115%)</small>	

APPENDIX

NON-GAAP FINANCIAL INFORMATION

- "Revenue, Excluding Billable Expenses" represents revenue less billable expenses. Booz Allen uses Revenue, Excluding Billable Expenses because it provides management useful information about the Company's operating performance by excluding the impact of costs that are not indicative of the level of productivity of its client staff headcount and its overall direct labor, which management believes provides useful information to its investors about its core operations.
 - "Adjusted Operating Income" represents operating income before change in provision for claimed costs for historical rate years, acquisition and divestiture costs, financing transaction costs, significant acquisition amortization, the reserve associated with the U.S. Department of Justice investigation disclosed in Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024, and insurance recoveries related to the Company's fiscal 2024 settlement disclosed in Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024. Booz Allen prepares Adjusted Operating Income to eliminate the impact of items it does not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary or non-recurring nature or because they result from an event of a similar nature.
 - "Adjusted EBITDA" represents net income (loss) attributable to common stockholders before income taxes, net interest and other expense and depreciation and amortization and before certain other items, including the change in provision for claimed costs for historical rate years, acquisition and divestiture costs, financing transaction costs, DC tax assessment adjustment, the reserve associated with the U.S. Department of Justice investigation disclosed in Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024, insurance recoveries related to the Company's fiscal 2024 settlement disclosed in Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024, and DC tax assessment adjustment. "Adjusted EBITDA Margin on Revenue" is calculated as Adjusted EBITDA divided by revenue. "Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses" is calculated as Adjusted EBITDA divided by Revenue, Excluding Billable Expenses. Booz Allen prepares Adjusted EBITDA, Adjusted EBITDA Margin on Revenue, and Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses to eliminate the impact of items it does not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary or non-recurring nature or because they result from an event of a similar nature.
 - "Adjusted Net Income" represents net income (loss) attributable to common stockholders before: (i) change in provision for claimed costs for historical rate years, (ii) acquisition and divestiture costs, (iii) financing transaction costs, (iv) significant acquisition amortization, (v) the reserve associated with the U.S. Department of Justice investigation disclosed in Note 20 to the Consolidated Financial Statements in the Company's Form 10-K for the fiscal year ended March 31, 2024, (vi) insurance recoveries related to the Company's fiscal 2024 settlement disclosed in Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024, and (vii) amortization or write-off of debt issuance costs and debt discount, in each case net of the tax effect where appropriate calculated using an assumed effective tax rate. Booz Allen prepares Adjusted Net Income to eliminate the impact of items, net of tax, it does not consider indicative of ongoing operating performance due to their inherent unusual, extraordinary or non-recurring nature or because they result from an event of a similar nature. Booz Allen views Adjusted Net Income as an important indicator of performance consistent with the manner in which management measures and forecasts the Company's performance and the way in which management is incentivized to perform.
 - "Adjusted Diluted EPS" represents diluted EPS calculated using Adjusted Net Income as opposed to net income. Additionally, Adjusted Diluted EPS does not contemplate any adjustments to net income as required under the two-class method as disclosed in the footnotes to the consolidated financial statements of the Company's Form 10-K for the fiscal year ended March 31, 2024.
 - "Free Cash Flow" represents the net cash generated from operating activities less the impact of purchases of property, equipment and software. "Free Cash Flow Conversion" is calculated as Free Cash Flow divided by Adjusted Net Income.
 - "Adjusted Effective Tax Rate" represents income tax expense (benefit) excluding the income tax effects of adjustments to net income, divided by adjusted earnings before income tax expense.
 - "Net Leverage Ratio" is calculated as net debt (total debt less cash) divided by Adjusted EBITDA over the prior twelve months.
 - "Organic Revenue" and "Organic Revenue Growth" represents growth in consolidated revenue adjusted for revenue from acquisitions and divestitures.
 - Market Revenue Growth excluding the impact of the change in provision for claimed costs is calculated as market revenue in the second quarter ended September 30, 2024, less the applicable market's proportionate impact of the change in provision for claimed costs.
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NON-GAAP FINANCIAL INFORMATION (Unaudited)

(In thousands, except share and per share data)	Three Months Ended September 30,		Six Months Ended September 30,	
	2024	2023	2024	2023
Revenue, Excluding Billable Expenses				
Revenue	\$ 3,146,386	\$ 2,666,282	\$ 6,088,183	\$ 5,320,768
Less: Billable expenses	968,022	824,788	1,913,003	1,637,092
Revenue, Excluding Billable Expenses*	\$ 2,178,364	\$ 1,841,494	\$ 4,175,180	\$ 3,683,676
Adjusted Operating Income				
Operating Income	\$ 548,609	\$ 266,989	\$ 803,773	\$ 501,407
Change in provision for claimed costs (a)	(113,112)	(18,345)	(113,112)	(18,345)
Acquisition and divestiture costs (b)	1,717	260	7,387	3,528
Financing transaction costs (c)	—	820	—	820
Significant acquisition amortization (d)	13,326	13,596	26,010	26,704
Legal matter reserve (e)	—	—	—	27,453
Insurance recoveries (f)	(115,320)	—	(115,320)	—
Adjusted Operating Income	\$ 335,220	\$ 263,320	\$ 608,738	\$ 541,567
EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue & Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses				
Net income	\$ 390,112	\$ 170,718	\$ 555,345	\$ 332,106
Income tax expense	123,240	55,071	172,368	94,551
Interest and other, net (g)	35,257	41,200	76,060	74,750
Depreciation and amortization	42,056	40,907	83,185	82,754
EBITDA	590,665	307,896	886,958	584,161
Change in provision for claimed costs (a)	(113,112)	(18,345)	(113,112)	(18,345)
Acquisition and divestiture costs (b)	1,717	260	7,387	3,528
Financing transaction costs (c)	—	820	—	820
Legal matter reserve (e)	—	—	—	27,453
Insurance recoveries (f)	(115,320)	—	(115,320)	—
Adjusted EBITDA	\$ 363,950	\$ 290,631	\$ 665,913	\$ 597,617
Net income margin	12.4 %	6.4 %	9.1 %	6.2 %
Adjusted EBITDA Margin on Revenue	11.6 %	10.9 %	10.9 %	11.2 %
Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses	16.7 %	15.8 %	15.9 %	16.2 %

* Revenue, Excluding Billable Expenses includes \$113.1 million and \$18.3 million of revenue for the three and six months ending September 30, 2024 and 2023 respectively, resulting from the reduction to our provision for claimed costs as noted below.

NON-GAAP FINANCIAL INFORMATION (Unaudited)

(In thousands, except share and per share data)	Three Months Ended September 30,		Six Months Ended September 30,	
	2024	2023	2024	2023
Adjusted Net Income				
Net income	\$ 390,112	\$ 170,718	\$ 555,345	\$ 332,106
Change in provision for claimed costs (a)	(113,112)	(18,345)	(113,112)	(18,345)
Acquisition and divestiture costs (b)	1,717	260	7,387	3,528
Financing transaction costs (c)	—	820	—	820
Significant acquisition amortization (d)	13,326	13,596	26,010	26,704
Legal matter reserve (e)	—	—	—	27,453
Insurance recoveries (f)	(115,320)	—	(115,320)	—
Amortization or write-off of debt issuance costs and debt discount	1,089	1,106	2,165	1,888
Adjustments for tax effect (h)	55,198	988	50,146	(11,954)
Adjusted Net Income	<u>\$ 233,010</u>	<u>\$ 169,143</u>	<u>\$ 412,621</u>	<u>\$ 362,200</u>
Adjusted Diluted Earnings Per Share				
Weighted-average number of diluted shares outstanding	128,848,077	131,133,145	129,387,722	131,337,913
Diluted earnings per share	\$ 3.01	\$ 1.29	\$ 4.27	\$ 2.51
Adjusted Net Income Per Diluted Share (i)	<u>\$ 1.81</u>	<u>\$ 1.29</u>	<u>\$ 3.19</u>	<u>\$ 2.76</u>
Free Cash Flow				
Net cash provided by (used in) operating activities	587,091	(47,385)	639,219	(118,917)
Less: Purchases of property, equipment and software	(23,805)	(16,948)	(56,247)	(27,436)
Free Cash Flow	<u>\$ 563,286</u>	<u>\$ (64,333)</u>	<u>\$ 582,972</u>	<u>\$ (146,353)</u>
Operating cash flow conversion	150 %	(28)%	115 %	(36)%
Free cash flow conversion	242 %	(38)%	141 %	(40)%

NON-GAAP FINANCIAL INFORMATION (Unaudited)

(a) Represents the reduction to our provision for claimed costs for years prior to fiscal 2025 recorded during the second quarters of fiscal 2025 and 2024, which resulted in a corresponding increase to revenue, as a result of the Defense Contract Audit Agency's findings related to its audits of our claimed costs for multiple fiscal years. See Note 15, "Commitments and Contingencies," to the condensed consolidated financial statements in the Company's Form 10-Q for the quarter ended September 30, 2024 for further information.

(b) Represents costs associated with the acquisition efforts of the Company related to transactions for which the Company has entered into a letter of intent to acquire a controlling financial interest in the target entity. Transactions primarily include the acquisitions of EverWatch Corp. ("EverWatch") in fiscal 2023 and PAR Government Systems Corporation ("PGSC") in fiscal 2025. See Note 5, "Acquisition, Goodwill, and Intangible Assets," to the condensed consolidated financial statements in the Company's Form 10-Q for the quarter ended September 30, 2024 for further information.

(c) Reflects expenses associated with debt financing activities incurred during the second quarter of fiscal 2024.

(d) Amortization expense associated with acquired intangibles from significant acquisitions.

(e) Reserve associated with the U.S. Department of Justice's investigation of the Company. See Note 20, "Commitments and Contingencies," to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024 for further information.

(f) Reflects insurance recoveries from claims related to the Company's fiscal 2024 settlement as described in Note 20, "Commitments and Contingencies," to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024.

(g) Reflects the combination of Interest expense and Other income, net from the condensed consolidated statement of operations.

(h) Reflects the tax effect of adjustments at an assumed effective tax rate of 26%, which approximates the blended federal and state tax rates, and consistently excludes the impact of other tax credits and incentive benefits realized. The tax effect of certain discrete items is calculated specifically and may vary from the general 26% rate.

(i) Excludes adjustments of approximately \$2.3 million and \$3.0 million of net earnings for the three and six months ended September 30, 2024, respectively, and approximately \$1.4 million and \$2.7 million of net earnings for the three and six months ended September 30, 2023 respectively, associated with the application of the two-class method for computing diluted earnings per share.

NON-GAAP FINANCIAL INFORMATION (Unaudited)

(In thousands, except share and per share data)	Three Months Ended September 30, 2024	Three Months Ended June 30, 2024	Three Months Ended March 31, 2024	Three Months Ended December 31, 2023
Net income	\$ 390,112	\$ 165,233	\$ 127,955	\$ 145,644
Income tax expense	123,240	49,128	91,323	61,740
Interest and other, net (a)	35,257	40,803	45,161	40,174
Depreciation and amortization	42,056	41,129	40,335	41,113
EBITDA	\$ 590,665	\$ 296,293	\$ 304,774	\$ 288,671
Change in provision for claimed costs (b)	(113,112)	—	—	—
Insurance recoveries (c)	(115,320)	—	—	—
Acquisition and divestiture costs (d)	1,717	5,670	2,100	1,952
DC tax assessment adjustment (e)	—	—	(20,050)	—
Adjusted EBITDA	\$ 363,950	\$ 301,963	\$ 286,824	\$ 290,623
Last 12 months Adjusted EBITDA	\$ 1,243,360			
Total Debt	\$ 3,393,275			
Less: Cash	558,724			
Net Debt	\$ 2,834,551			
Net Leverage Ratio (h)	2.3			
	Three Months Ended September 30, 2023	Three Months Ended June 30, 2023	Three Months Ended March 31, 2023	Three Months Ended December 31, 2022
Net income (loss) attributable to common stockholders	\$ 170,718	\$ 161,388	\$ (68,422)	\$ 30,997
Income tax (benefit) expense	55,071	39,480	(6,552)	10,539
Interest and other, net (a)	41,200	33,550	31,992	17,412
Depreciation and amortization	40,907	41,847	44,284	42,046
EBITDA	\$ 307,896	\$ 276,265	\$ 1,302	\$ 100,994
Change in provision for claimed costs (b)	(18,345)	—	—	—
Acquisition and divestiture costs (d)	260	3,268	4,148	19,096
Financing transaction costs (f)	820	—	—	—
Legal matter reserve (g)	—	27,453	226,000	124,000
Adjusted EBITDA	\$ 290,631	\$ 306,986	\$ 231,450	\$ 244,090
Last 12 months Adjusted EBITDA	\$ 1,073,157			
Total Debt	\$ 3,430,402			
Less: Cash	557,296			
Net Debt	\$ 2,873,106			
Net Leverage Ratio (h)	2.7			

(a) Reflects the combination of Interest expense and Other income, net from the condensed consolidated statement of operations.

(b) Represents the reduction to our provision for claimed costs for years prior to fiscal 2025 recorded during the second quarters of fiscal 2025 and 2024, which resulted in a corresponding increase to revenue, as a result of the Defense Contract Audit Agency's findings related to its audits of our claimed costs for multiple fiscal years. See Note 15, "Commitments and Contingencies," to the condensed consolidated financial statements in the Company's Form 10-Q for the quarter ended September 30, 2024 for further information.

(c) Reflects insurance recoveries from claims related to the Company's fiscal 2024 settlement as described in Note 20, "Commitments and Contingencies," to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024.

(d) Represents costs associated with the acquisition efforts of the Company related to transactions for which the Company has entered into a letter of intent to acquire a controlling financial interest in the target entity. Transactions primarily include the acquisitions of EverWatch Corp. ("EverWatch") in fiscal 2023 and PAR Government Systems Corporation ("PGSC") in fiscal 2025. See Note 5, "Acquisition, Goodwill, and Intangible Assets," to the condensed consolidated financial statements in the Company's Form 10-Q for the quarter ended September 30, 2024 for further information.

(e) Reflects the impact (specifically the revenue from recoverable expenses) of the Company's unfavorable ruling from the District of Columbia Court of Appeals related to contested tax assessments from the District of Columbia Office of Tax and Revenue ("DC OTR"). See Note 13, "Income Taxes," to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024 for further information.

(f) Reflects expenses associated with debt financing activities incurred during the second quarter of fiscal 2024.

(g) Reserve associated with the U.S. Department of Justice's investigation of the Company. See Note 20, "Commitments and Contingencies," to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024 for further information.

(h) "Net Leverage Ratio" is calculated as net debt (total debt less cash) divided by Adjusted EBITDA over the prior twelve months.

FINANCIAL RESULTS – KEY DRIVERS

Second Quarter Fiscal 2025 – Below is a summary of the key factors driving results for the fiscal 2025 second quarter ended September 30, 2024 as compared to the prior year period:

- Revenue increased 18.0% to \$3.1 billion and Revenue, Excluding Billable Expenses increased 18.3% to \$2.2 billion. Revenue growth was primarily driven by strong demand for our services and solutions as well as continued headcount growth and higher billable expenses. In addition, revenue was positively impacted by \$121.7 million representing the change in our provision for claimed costs recorded during the second quarter of fiscal 2025. See Note 15, “Commitments and Contingencies,” to the condensed consolidated financial statements for further information.
- Operating income increased to \$548.6 million from \$267.0 million, and Adjusted Operating Income increased to \$335.2 million from \$263.3 million. The increase in operating income was primarily driven by the same drivers benefiting revenue growth as well as a decrease in general and administrative expenses resulting from \$115.3 million in insurance recoveries from claims related to the Company’s fiscal 2024 settlement as described in Note 20, “Commitments and Contingencies,” to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024. The increase in Adjusted Operating Income was driven by the same factors impacting operating income with the exception of the aforementioned insurance recovery, which did not impact Adjusted Operating Income.
- Net income increased to \$390.1 million from \$170.7 million, and Adjusted Net Income increased to \$233.0 million from \$169.1 million. These changes were primarily driven by the same factors as operating income and Adjusted Operating Income, as well as an \$11.0 million fair value adjustment increase to strategic investments through our corporate venture capital program. Net income and Adjusted Net Income were also affected by higher interest expense and higher income tax expense.
- EBITDA increased to \$590.7 million from \$307.9 million and Adjusted EBITDA increased to \$364.0 million from \$290.6 million. These changes were due to the same factors as operating income and Adjusted Operating Income, respectively.
- Diluted EPS increased to \$3.01 from \$1.29 and Adjusted Diluted EPS increased to \$1.81 from \$1.29. The changes were primarily driven by the same factors as net income and Adjusted Net Income, respectively, as well as a lower share count in the second quarter of fiscal 2025.
- Net cash provided by operating activities was \$587.1 million for the quarter ended September 30, 2024, as compared to \$47.4 million of net cash used in operating activities in the prior year. Free Cash Flow was \$563.3 million for the quarter ended September 30, 2024, as compared to \$(64.3) million in the prior year. Operating cash was primarily driven by strong collections and overall revenue growth. In addition, fiscal 2025 reflects \$115.3 million in insurance recoveries from claims related to the Company’s fiscal 2024 settlement as described in Note 20, “Commitments and Contingencies,” to the consolidated financial statements contained within the Annual Report on Form 10-K for the fiscal year ended March 31, 2024. The Company also changed its payroll cadence during the second quarter of fiscal 2025, resulting in a positive operating cash flow impact at period end.

