

**CHARTER OF THE  
COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS  
OF BOOZ ALLEN HAMILTON HOLDING CORPORATION**

As Adopted by the Board of Directors on October 25, 2018.

Pursuant to the duly adopted Third Amended and Restated Bylaws of Booz Allen Hamilton Holding Corporation (the “Company”), the Board of Directors of the Company (the “Board”) has determined that the Compensation Committee of the Board 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 Compensation Committee (the “Committee”).

**Purpose**

The purpose of the Committee is (i) to review and approve all forms of compensation to be provided to the executive officers and directors of the Company and its subsidiaries (including the Chief Executive Officer) and all employment agreements with respect thereto; (ii) to establish the general compensation philosophy of the Company and its subsidiaries and (iii) to review, approve and oversee the administration of the major employee benefits plans of the Company and its subsidiaries, including without limitation any stock option or stock purchase plan now in effect or hereafter adopted or assumed, as applicable, by the Company or its subsidiaries, and to make recommendations for shareholder approval on such plans. As it may deem appropriate, the Committee shall evaluate the Company’s compensation policies to ensure that the incentives provided are appropriate (including assessing, as and when appropriate, whether such policies provide an incentive for participants to take undue risks), in each case taking into account, to the extent necessary or appropriate, the Company’s business plans and objectives and risk management policies. The Committee shall review and approve the disclosure and discussion of executive compensation in the Company’s proxy statement, in accordance with applicable rules and regulations. The Committee shall also prepare, review and approve the “Report of the Compensation Committee” required by Item 407(e)(5) of Regulation S-K (or any successor provision thereof).

**Statement of Philosophy**

The policy of the Committee is to create a competitive compensation structure that will help attract and retain key management talent, assure the integrity of the Company’s compensation and benefit practices, tie compensation to performance and safeguard the interests of all stockholders.

## Membership

The Committee shall consist of no fewer than three members of the Board, unless otherwise determined by the Board. Each member of the Committee shall satisfy the director independence standards of the New York Stock Exchange (the “NYSE”). Additionally, at least two members of the Committee shall qualify as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder (the “Code”), and as “Non-employee Directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Rule 16b-3”).

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board, shall serve for such term or terms on the Committee as the Board may determine or until earlier resignation, removal or death, and may be removed from the Committee by the Board in accordance with the Third Amended and Restated Bylaws of the Company. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate; provided that the subcommittees are composed entirely of directors satisfying the foregoing independence standards. If any member of the Committee shall not satisfy the requirements of a “Non-employee Director” for purposes of Rule 16b-3, the Committee shall delegate to the Board or to a subcommittee of the Committee or the Board consisting of at least two members, each of whom satisfies the requirements of a “Non-employee Director” for purposes of Rule 16b-3, all approvals, certifications and administrative and other determinations with respect to equity-based compensation intended to satisfy the exception provided under Rule 16b-3, and the Board or such subcommittee shall have the full authority of the Committee with respect to such matters. As to any Company compensation plan that is intended to be administered in a manner consistent with Section 162(m) of the Code and the regulations promulgated thereunder (together, “Section 162(m)”), if any member of the Committee does not satisfy the “outside director” requirements for purposes of Section 162(m), the Committee shall delegate all approvals, certifications and administrative and other determinations with respect to compensation intended to satisfy the requirements for the “qualified performance-based compensation” exception under Section 162(m) (the “162(m) Approvals”) to (x) a subcommittee of the Committee consisting of at least two members, each of whom satisfies the requirements of an “outside director” for purposes of Section 162(m), or (y) a separate compensation committee of the Board consisting of at least two members, each of whom satisfies the requirements of an “outside director” for purposes of Section 162(m) and has the authority to make the 162(m) Approvals (either such subcommittee or separate committee, the “162(m) Committee”), and such 162(m) Committee shall have the full authority of the Committee with respect to such matters.

## Meetings and Procedures

The meetings and other actions of the Committee shall be governed by the provisions of Article III of the Company's Third Amended and Restated Bylaws applicable to meetings and actions of the committees of the Board. Meetings of the Committee may be called by any member of the Committee. The Committee shall meet at least three (3) times annually, or more frequently as circumstances dictate in order to carry out its responsibilities. The Chair of the Committee or his/her designee, shall periodically report to the Board the results of the Committee's activities. The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions.

The Committee may in its sole discretion retain or obtain the advice of any independent legal counsel, compensation consultants, experts or other advisors (collectively, "compensation advisors") that the Committee believes to be necessary or appropriate; provided, further, that the Committee shall have the sole authority and responsibility, without further approval by the Board, (a) to select, retain and terminate a compensation advisor to assist in the evaluation of director, Chief Executive Officer or senior executive compensation or any other compensation related matter; (b) to oversee the work of any such compensation advisor; and (c) to approve any compensation payable by the Company to such compensation advisor, including the fees, terms and other conditions for the performance of such services. In selecting a compensation advisor, the Committee shall have the sole authority to select any compensation advisor it shall deem appropriate; provided, however, that, prior to such selection, the Committee shall assess the independence of such compensation advisor, taking into consideration such factors as the Committee determines to be appropriate or as required by applicable law or stock exchange rules, including but not limited to (i) the provision of other services to the Company by the person that employs the compensation advisor (the "advisor's employer"); (ii) the amount of fees received from the Company by the advisor's employer as a percentage of the total revenue of the advisor's employer; (iii) the policies and procedures of the advisor's employer that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation advisor with a member of the Committee; (v) any stock of the Company owned by the compensation advisor; and (vi) any business or personal relationship of the compensation advisor or the advisor's employer with an executive officer of the Company. The Committee may also utilize the services of or receive advice from the Company's regular legal counsel or other advisors to the Company. The Committee shall conduct the independence assessment outlined above with respect to any compensation consultant, legal counsel or other advisor that provides advice to the Committee other than (i) in-house counsel for the Company or (ii) when an advisor is (x) consulting on a broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and is available generally to all salaried employees or (y) providing

information that is not customized for the Company or that is customized based on parameters that are not developed by the compensation advisor and about which the compensation advisor does not provide advice. The Committee shall evaluate whether any compensation advisor retained or to be retained by it or others has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K (or any successor provision thereof). The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any compensation advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have no obligation to implement or act consistently with the advice or recommendations of any compensation advisor.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

### **Powers and Responsibilities**

1. Establish and periodically review the Company's general compensation philosophy, and oversee the development and implementation of compensation programs.
2. Review and approve annually, or more frequently if necessary, the corporate goals and objectives relevant to the compensation of the officers of the Company or its subsidiaries (including the Chief Executive Officer).
3. Review and approve the compensation plans for directors and officers of the Company or its subsidiaries (including the Chief Executive Officer), in each case consistent with the corporate goals and objectives.
4. Review and evaluate the performance of the officers of the Company or its subsidiaries (including the Chief Executive Officer) against the established goals and objectives and, based on such review and evaluation, approve the awards to the officers of the Company or its subsidiaries (including the Chief Executive Officer).
5. Review and approve employment agreements, severance arrangements (other than those in the ordinary course of the Company's business) and change-in-control agreements/provisions, and any amendments thereof, of executive officers of the Company or its subsidiaries.
6. Review, approve and administer incentive compensation, stock option and equity incentive plans of the Company or its subsidiaries, including determining and granting awards thereunder and discharging any responsibilities imposed on the Committee or the administrator by any of these plans.

7. Determine stock ownership guidelines, if any, for the Chief Executive Officer, other executive officers and Board members, and monitor compliance with any such guidelines.
8. Authorize the repurchase of shares of the Company's capital stock and/or stock options from terminated or current employees, subject to applicable law.
9. Review and approve, and oversee the administration of, any loan to any employee outside the ordinary course of business.
10. Review and approve any material changes in, and oversee the administration of, any annual bonus plan now in effect or hereafter adopted or the award of any transactional or other special bonus to the officers of the Company or its subsidiaries, including without limitation the establishment of specific performance targets, if any, in connection therewith.
11. Review and approve, and oversee the administration of, any other major employee benefit plans (retirement and welfare plans, other than bonus, retention, severance and equity plans) that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company and its subsidiaries.
12. Oversee the Company's regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, certifying that performance goals have been obtained for purposes of Section 162(m) or submitting any compensation that is intended to be performance-based compensation for purposes of Section 162(m) to the 162(m) Committee for the 162(m) Approvals and making recommendations to the 162(m) Committee in connection therewith.
13. Review and assess whether the compensation of the Company's employees (including executive officers) encourages employees to engage in excessive risk, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.
14. Develop and implement such policies or practices with respect to the recovery or "clawback" of compensation (including equity awards) paid to officers of the Company or its subsidiaries (including the Chief Executive Officer) as may be required by applicable law or NYSE rules or as determined by the Committee to be reasonable and appropriate.

15. Review, assess, develop and implement, as the Committee determines to be appropriate or as may be required by applicable law or NYSE rules, policies or practices with respect to hedging of (and/or offsetting any decrease in the market value of) equity securities granted as compensation to employees, officers and directors or otherwise held, directly or indirectly, by employees, officers and directors.
16. Review and assess the Company's compensation policies and practices, the structure of compensation programs and other compensation matters in light of disclosure and reporting requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules promulgated thereunder by the Securities and Exchange Commission.
17. Review and approve the Company's annual Compensation, Discussion and Analysis of executive compensation, prepare, review and approve the "Report of the Compensation Committee" and approve their inclusion in any other document, including in the annual report to shareholders and in the annual proxy statement, if any.
18. Review and assess stockholder say-on-pay and say-on-pay frequency voting required by Section 14A of the Securities Exchange Act of 1934, as amended, and consider how compensation policies and decisions should take into account the results of the most recent stockholder vote.
19. Conduct an annual self-evaluation of the Committee's performance, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the Chair of the Committee or any person designated by the Committee to make this report.
20. Report to the Board periodically on all matters for which the Committee has responsibility.
21. Periodically (but no less than once per year) review and assess the adequacy of this Charter and recommend to the Board for approval any changes that the Committee believes are appropriate.
22. Perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing and as may from time to time be delegated to the Committee by the Board.

With respect to these responsibilities, and to minimize administrative burdens, the Committee will work with management to define adequate thresholds below which approval for some of these activities and associated transactions can be delegated to management without direct Committee involvement; provided, however, that no member of management shall be delegated authority over his or her own compensation (other than with respect to benefit plans in which such member of management participates on the same basis as other employees generally).

### **Miscellaneous**

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. Except as otherwise required by the rules of the NYSE applicable to the Committee, or applicable law, the purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee may adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.