Booz | Allen | Hamilton

EARNINGS CALL PRESENTATION

Fiscal Year 2025, First Quarter

July 26, 2024

CONSULTING | ANALYTICS | DIGITAL SOLUTIONS | ENGINEERING | CYBER

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 <u>www.sec.gov</u>. 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 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 and of Adjusted EBITDA guidance 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 FIRST QUARTER FISCAL YEAR 2025 RESULTS

	FIRST QUARTER ⁽¹⁾		
Revenue	\$2.9 billion	+10.8%	
Revenue, Excluding Billable Expenses	\$2.0 billion	+8.4%	
Net Income	\$165 million	+2.4%	
Adjusted EBITDA ⁽²⁾	\$302 million	(1.6)%	
Adjusted EBITDA Margin on Revenue ⁽²⁾	10.3%	(11.2)%	
Adjusted Net Income	\$180 million	(7.0)%	
Diluted EPS	\$1.27	+4.1%	
Adjusted Diluted EPS	\$1.38	(6.1)%	
Net Cash Provided by Operating Activities	\$52 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 12. Net income margin was 5.6% for the three months ended June 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%

 $\left(+ \right)$

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

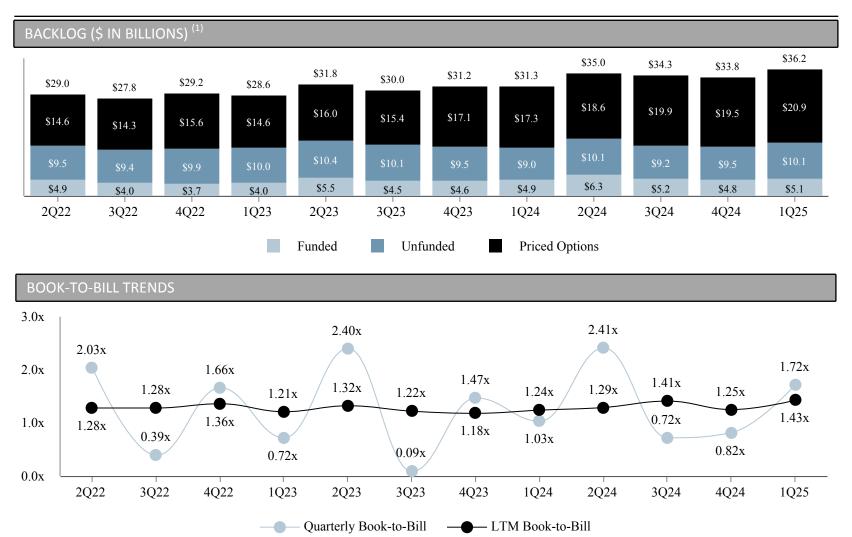
	FIRST QUARTER ⁽¹⁾			
Revenue	\$2.9 billion	+10.8%		
Revenue, Excluding Billable Expenses	\$2.0 billion	+8.4%		
Net Income	\$165 million	+2.4%		
Adjusted EBITDA ⁽²⁾	\$302 million	(1.6)%		
Adjusted EBITDA Margin on Revenue ²	10.3%	(11.2)%		
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Net Cash Provided by Operating Activities	\$52 million	NM*		

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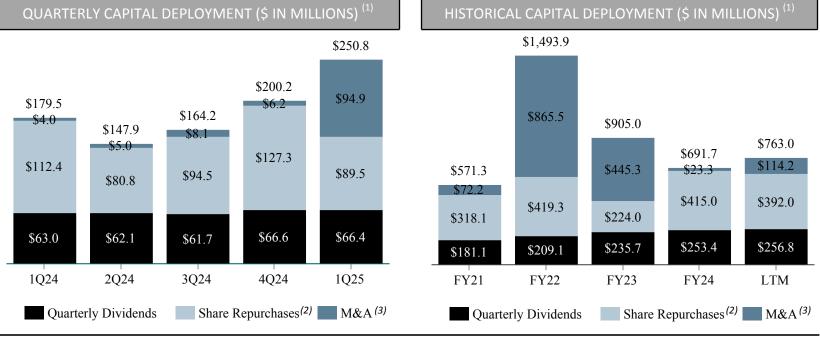
HISTORICAL BACKLOG & BOOK-TO-BILL



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 Q1 FY25, we deployed approximately \$250.8 million:
 - \$66.4 million through quarterly dividends;
 - \$89.5 million through share repurchases⁽²⁾;
 - \$92.5 million through acquisitions⁽³⁾; and \$2.3 million through strategic investments⁽³⁾
- The Board authorized a dividend of \$0.51 per share payable on August 30, 2024 to stockholders of record on August 14, 2024
- Share repurchase authorization capacity is \$929.9 million as of June 30, 2024
- Our capital allocation priorities remain: operating needs, quarterly dividend, strategic M&A, share repurchases, and debt repayment



(1) Totals may not sum due to rounding.

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	Fiscal Year 2025
Revenue Growth	8.0% - 11.0%
Adjusted EBITDA	\$1,260 – \$1,300 million
Adjusted EBITDA Margin on Revenue	~11%
Adjusted Diluted EPS	\$5.80 – \$6.05
Net Cash Provided by Operating Activities	\$825 – \$925 million
Free Cash Flow	\$725 – \$825 million
KEY ASSUMPTIONS	Fiscal Year 2025
Inorganic Revenue Contributions ⁽²⁾	\$80 – \$90 million
Adjusted Effective Tax Rate	23% – 25%
Average Diluted Shares Outstanding	128 – 130 million
Interest Expense	\$180 – \$190 million
Depreciation and Amortization	~\$160 million
Cash Taxes Related to Section 174	~\$100 million
Capital Expenditures	~\$100 million

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 acquisition and divestiture costs, significant acquisition amortization, and 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. 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 indirect costs, acquisition and divestiture costs, financing transaction costs, DC tax assessment adjustment, and 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. "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) acquisition and divestiture costs, (ii) significant acquisition amortization, (iii) 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, and (iv) amortization and 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.

NON-GAAP FINANCIAL INFORMATION (Unaudited)

		Three Months Ended June 30,						
(In thousands, except share and per share data)		2024	2023					
Revenue, Excluding Billable Expenses								
Revenue	\$	2,941,797	\$	2,654,486				
Less: Billable expenses		944,981		812,304				
Revenue, Excluding Billable Expenses	\$	1,996,816	\$	1,842,182				
Adjusted Operating Income								
Operating Income	\$	255,164	\$	234,418				
Acquisition and divestiture costs (a)		5,670		3,268				
Significant acquisition amortization (b)		12,684		13,108				
Legal matter reserve (c)		_		27,453				
Adjusted Operating Income	\$	273,518	\$	278,247				
EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue & Adjusted EB Expenses	ITDA Marg	in on Revenue, Ex	cluding	g Billable				
Net income	\$	165,233	\$	161,388				
Income tax expense		49,128		39,480				
Interest and other, net (d)		40,803		33,550				
Depreciation and amortization		41,129		41,847				
EBITDA		296,293		276,265				
Acquisition and divestiture costs (a)		5,670		3,268				
Legal matter reserve (c)		_		27,453				
Adjusted EBITDA	\$	301,963	\$	306,986				
Net income margin attributable to common stockholders		5.6 %		6.1				
Adjusted EBITDA Margin on Revenue		10.3 %	D	11.6				
Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses		15.1 %		16.7				
Adjusted Net Income								
Net income	\$	165,233	\$	161,388				
Acquisition and divestiture costs (a)		5,670		3,268				
Significant acquisition amortization (b)		12,684		13,108				
Legal matter reserve (c)		_		27,453				
Amortization or write-off of debt issuance costs and debt discount		1,076		782				
Adjustments for tax effect (e)		(5,052)		(12,942)				
Adjusted Net Income	\$	179,611	\$	193,057				
Adjusted Diluted Earnings Per Share								
Weighted-average number of diluted shares outstanding	\$	129,917,263	\$	131,530,633				
Diluted earnings per share	\$	1.27	\$	1.22				
Adjusted Net Income Per Diluted Share (f)	\$	1.38	\$	1.47				
Free Cash Flow								
Net cash provided by operating activities		52,128		(71,532)				
Less: Purchases of property, equipment and software		(32,442)		(10,488)				
Free Cash Flow	\$	19,686	\$	(82,020)				
Operating cash flow conversion	<u> </u>	32 %		(44)				
Free cash flow conversion		11 %		(42)				

(a) 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 acauisitions 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 June 30, 2024 for further information.

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

(c) Reserve associated with the U.S. Department of Justice's investigation of the Company. See Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024 for further information about this item.

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

(e) 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.

(f) Excludes adjustments of approximately \$0.8 million and \$1.2 million of net earnings for the three months ended June 30, 2024 and June 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)	Th	ree Months Ended June 30, 2024	т	hree Months Ended March 31, 2024	 ree Months Ended ecember 31, 2023	-	Three Months Ended September 30, 2023
Net income	\$	165,233	\$	127,955	\$ 145,644	\$	170,718
Income tax expense		49,128		91,323	61,740		55,071
Interest and other, net (a)		40,803		45,161	40,174		41,200
Depreciation and amortization		41,129		40,335	41,113		40,907
EBITDA	\$	296,293	\$	304,774	\$ 288,671	\$	307,896
Change in provision for claimed indirect costs (b)		-		-	—		(18,345)
Acquisition and divestiture costs (c)		5,670		2,100	1,952		260
Financing transaction costs (d)		-		-	—		820
DC tax assessment adjustment (e)		-		(20,050)	—		_
Adjusted EBITDA	\$	301,963	\$	286,824	\$ 290,623	\$	290,631
Last 12 months Adjusted EBITDA	\$	1,170,041					
Total Debt	\$	3,402,539					
Less: Cash		297,664					
Net Debt	\$	3,104,875	•				
Net Leverage Ratio (g)		2.7	•				

Three Months Ended Three Months Ended Three Months Ended **Three Months Ended** June 30, 2023 March 31, 2023 December 31, 2022 September 30, 2022 Net income (loss) attributable to common Ś 161,388 \$ (68,422) \$ 30,997 \$ 170.932 stockholders Income tax (benefit) expense 39,480 (6, 552)10,539 51.258 Interest and other, net (a) 33,550 31,992 17,412 1.882 Depreciation and amortization 41,847 44,284 42,046 39,052 \$ 276,265 \$ 1,302 \$ 100,994 \$ 263,124 EBITDA Acquisition and divestiture costs (c) 3,268 4,148 19,096 15,932 6.888 Financing transaction costs (d) Legal matter reserve (f) 27,453 Adjusted EBITDA \$ 231,450 \$ 244,090 \$ 306,986 \$ 285,944 Last 12 months Adjusted EBITDA Ś 1,068,470 Total Debt Ś 2,877,583 Less: Cash 209,640 Net Debt 2,667,943 Ś

(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 indirect costs recorded during the second quarter of fiscal 2024, which resulted in a corresponding increase to revenue, as a result of the Defense Contract Audit Agency's findings related to its audit of our claimed indirect costs for fiscal 2022. See Note 15, "Commitments and South Contingencies," to the condensed consolidated financial statements in the Company's Form 10-Q for the quarter ended June 30, 2024 for further information.

(c) 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 June 30, 2024 for further information.

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

(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 condensed consolidated financial statements in the Company's Form 10-Q for the quarter ended June 30, 2024 for further information.

(f) Reserve associated with the U.S. Department of Justice's investigation of the Company. See Note 20, "Commitments and Contingencies," in the Annual Report on Form 10-K for the fiscal year ended March 31, 2024 for further information about this item.

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

Net Leverage Ratio (g)

FINANCIAL RESULTS – KEY DRIVERS

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

- Revenue increased 10.8% to \$2.9 billion and Revenue, Excluding Billable Expenses increased 8.4% to \$2.0 billion. Revenue growth was primarily driven by strong demand for our services and solutions as well as an increase in headcount to meet that demand.
- Operating income increased to \$255.2 million from \$234.4 million, and Adjusted Operating Income decreased to \$273.5 million from \$278.2 million. The increase in operating income was primarily driven by the same drivers benefiting revenue growth but negatively impacted by higher than anticipated expenses. Fiscal 2024 operating income was negatively impacted by a \$27.5 million reserve associated with the U.S. Department of Justice's investigation of the Company recorded in the first quarter. The decrease in Adjusted Operating Income was driven by the same factors impacting operating income with the exception of the aforementioned legal matter reserve, which did not impact Adjusted Operating Income.
- Net income increased to \$165.2 million from \$161.4 million, and Adjusted Net Income decreased to \$179.6 million from \$193.1 million. These changes were primarily driven by the same factors as operating income and Adjusted Operating Income. Net income and Adjusted Net Income were also affected by higher interest expense and higher income tax expense.
- EBITDA increased to \$296.3 million from \$276.3 million and Adjusted EBITDA decreased to \$302.0 million from \$307.0 million. These changes were due to the same factors as operating income and Adjusted Operating Income, respectively.
- Diluted EPS increased to \$1.27 from \$1.22 and Adjusted Diluted EPS decreased to \$1.38 from \$1.47. 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 first quarter of fiscal 2025.
- Net cash provided by operating activities was \$52.1 million for the quarter ended June 30, 2024, as compared to \$(71.5) million of net cash used in operating activities in the prior year. Free Cash Flow was \$19.7 million for the quarter ended June 30, 2024, as compared to \$(82.0) million in the prior year. Operating cash was primarily driven by strong collections and overall revenue growth, partially offset by increased disbursements.