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): July 30, 2021

Booz Allen Hamilton Holding Corporation
(Exact name of Registrant as specified in its charter)

Delaware	001-34972	26-2634160
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

8283 Greensboro Drive, McLean, Virginia	22102
(Address of principal executive offices)	(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	Trading Symbol	Name of Each Exchange on Which Registered
Class A Common Stock	BAH	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 July 30, 2021, Booz Allen Hamilton Holding Corporation (the "Company") issued a press release announcing its results of operations for the fiscal quarter ended June 30, 2021. A copy of the press release is attached hereto as Exhibit 99.1.

On July 30, 2021, 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.

Exhibit No.	Description
99.1	Press Release dated July 30, 2021
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/ Lloyd W. Howell, Jr.

Lloyd W. Howell, Jr.

Executive Vice President, Chief Financial Officer and Treasurer

Date: July 30, 2021

Booz | Allen | Hamilton®

BOOZ ALLEN HAMILTON ANNOUNCES FIRST QUARTER FISCAL 2022 RESULTS

+ **Company Enters Fiscal Year With Strong Profit Margins and Earnings Growth; Reaffirms Guidance for Full Year**
+ **Quarterly Revenue Increase of 1.7 percent over the Prior Year Period to $2.0 billion, and Revenue, Excluding Billable Expenses[1] Growth of 1.9 percent**
+ **Annual Diluted Earnings Per Share of $0.67 and Adjusted Diluted Earnings Per Share[1] of $1.07**
+ **16.5 percent Increase in Total Backlog to $26.8 billion and Strong Margin Results**
+ **Quarterly Dividend of $0.37 per Share**

"Our first quarter performance was in line with our expectations, and we made strong progress on near-term priorities, including an acceleration in hiring, completing the acquisition of Liberty IT Solutions, and continued investment in our people as we recover from the COVID-19 pandemic. Our people continue to provide excellent service to clients as we bring transformative technologies to critical missions through flexible, effective delivery models. We are pleased to reaffirm our guidance for the full year."

— HORACIO ROZANSKI
President and Chief Executive Officer

McLean, Virginia; July 30, 2021 - 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 preliminary results for the first quarter of fiscal 2022.

In the first quarter of fiscal 2022, the Company delivered solid overall performance, reaffirming full-year guidance announced in May 2021. The strategically aligned acquisition of Liberty IT Solutions, LLC ("Liberty") that closed in June 2021 has begun to generate positive impacts on the business as integration has proceeded smoothly. The Company reported continued strong Adjusted EBITDA[1] margin and bottom line performance, headcount, and backlog growth.

The Company reported the following first quarter fiscal 2022 results as compared to the first quarter fiscal 2021: quarterly revenue growth of 1.7 percent and a 1.9 percent quarterly increase in Revenue, Excluding Billable Expenses[1]; Net Income decreased by 28.8 percent to $92.1 million, and Adjusted Net Income[1] increased by 12.3 percent to $145.9 million; Adjusted EBITDA[1] increased 11.8 percent to $238.1 million; Adjusted EBITDA Margin on Revenue[1] was 12.0 percent; and Diluted EPS was $0.67, down $0.25 or 27.2 percent, while Adjusted Diluted EPS[1] was $1.07, up $0.14 or 15.1 percent.

Compared to the first quarter fiscal 2021, in the first quarter fiscal 2022 total backlog increased by 16.5 percent to $26.8 billion and the quarterly book-to-bill ratio was 1.30x, and total headcount was 1,177 higher, an increase of 4.3 percent, and 831 higher than the end of the prior quarter.

FINANCIAL SUMMARY

First Quarter ended June 30, 2021 - A summary of Booz Allen's results for the First Quarter of fiscal 2022 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 First Quarter posted on *investors.boozallen.com.*

FIRST QUARTER FY22

(changes are compared to prior fiscal year)

REVENUE:	
$1.99B	**+1.7 %**
EX. BILLABLE EXPENSES[1]:	
$1.43B	**+1.9 %**
OPERATING INCOME:	
$141.3M	**(26.4)%**
ADJ. OPERATING INCOME[1]:	
$213.1M	**+10.8 %**
NET INCOME:	
$92.1M	**(28.8)%**
ADJUSTED NET INCOME[1]:	
$145.9M	**+12.3 %**
EBITDA:	
$169.0M	**(20.5)%**
ADJUSTED EBITDA[1]:	
$238.1M	**+11.8 %**
DILUTED EPS:	
$0.67	**down from $0.92**
ADJUSTED DILUTED EPS[1]:	
$1.07	**up from $0.93**

For the first quarter of fiscal 2022, net cash used in operating activities was $10.7 million, as compared to $140.4 million net cash provided by operating activities in the prior year period. Free cash flow[1] was $(19.7) million, as compared to $120.4 million in the prior year period, and includes one-time impacts from the closing of the Liberty acquisition.

The Company declared a regular quarterly dividend of $0.37 per share, which is payable on August 31, 2021 to stockholders of record on August 16, 2021.

FINANCIAL OUTLOOK

The Company reaffirms its previously provided fiscal 2022 guidance, as noted in the table below:

OPERATING PERFORMANCE	PRIOR FISCAL 2022 GUIDANCE	NEW FISCAL 2022 GUIDANCE
Revenue Growth	7.0 – 10.0%	Unchanged
Adjusted EBITDA Margin on Revenue	Mid 10%	Unchanged
Adjusted Diluted EPS[2]	$4.10 – $4.30	Unchanged
Net Cash Provided by Operating Activities	$800 – $850 million	Unchanged

CONFERENCE CALL INFORMATION

Booz Allen Hamilton will host a conference call at 8 a.m. EDT on Friday, July 30, 2021, to discuss the financial results for its first quarter fiscal 2022. Analysts and institutional investors may participate on the call by dialing (877) 375-9141, International: (253) 237-1151; using the passcode 9367017. The conference call will be webcast simultaneously to the public through a link on the investor relations section of the Booz Allen Hamilton website at investors.boozallen.com. A replay of the conference call will be available online at investors.boozallen.com beginning at 11 a.m. EDT on July 30, 2021 and continuing for 30 days.

ABOUT BOOZ ALLEN HAMILTON

For more than 100 years, military, government, and business leaders have turned to Booz Allen Hamilton to solve their most complex problems. As a consulting firm with experts in analytics, digital solutions, engineering, and cyber, we help organizations transform. We are a key partner on some of the most innovative programs for governments worldwide and trusted by its most sensitive agencies. We work shoulder-to-shoulder with clients, using a mission-first approach to choose the right strategy and technology to help them realize their vision.

With global headquarters in McLean, Virginia, our firm employs approximately 28,600 people globally as of June 30, 2021, and had revenue of $7.9 billion for the 12 months ended March 31, 2021. To learn more, visit www.boozallen.com. (NYSE: BAH)

[1] Revenue, Excluding Billable Expenses, Adjusted Operating Income, Adjusted Net Income, Adjusted EBITDA, Adjusted Diluted EPS, Adjusted EBITDA Margin on Revenue and Free Cash Flow are non-GAAP financial measures. See "Non-GAAP Financial Information" below for additional detail.

[2] Assumes an effective tax rate of 22–24%; an average share count of 134–137 million, and interest expense of $92-95 million.

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 consulting 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: financing transaction costs, supplemental employee benefits due to COVID-19 and acquisition-related costs, including significant acquisition amortization. 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 before income taxes, net interest and other expense and depreciation and amortization and before certain other items, including financing transaction costs, supplemental employee benefits due to COVID-19, and acquisition-related costs. "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 before: (i) acquisition costs, (ii) financing transaction costs, (iii) supplemental employee benefits due to COVID-19, (iv) significant acquisition amortization, (v) release of income tax reserves, and (vi) 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 end March 31, 2021.

"Free Cash Flow" represents the net cash generated from operating activities less the impact of purchases of property, equipment and software.

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, and Adjusted Diluted EPS 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, and Adjusted Diluted EPS 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 supplemental performance 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 consulting 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 supplemental performance 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, and Free Cash Flow are not recognized measurements under 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 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, and net cash provided by operating activities to Free Cash Flow, (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 or diluted EPS as measures of operating results, each as defined under GAAP, and (iii) use Free Cash Flow, 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. 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, and Free Cash Flow 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 2022. 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.

In addition, management may discuss its expectation for EBITDA margin for fiscal 2022 from time to time. A reconciliation of EBITDA margin 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 quantifications 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.

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 funding of our contracts due to uncertainty relating to funding of the U.S. government and a possible failure of Congressional efforts to approve such funding and to craft a long-term agreement on the U.S. government's ability to incur indebtedness in excess of its current limits, or changes in the pattern or timing of government funding and spending;
- 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 COVID-19, and other 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 GSA schedules, blanket purchase agreements and indefinite delivery, indefinite quantity, or IDIQ, contracts;
- the loss of General Services Administration Multiple Award schedule contracts, or 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 cyber attacks on our network and internal systems;
- risks related to the implementation and operation of new 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;
- the loss of members of senior management or failure to develop new leaders;
- misconduct or other improper activities from our employees or subcontractors, including the improper use or release of 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 completed and future acquisitions, including our ability to realize the expected benefits from such acquisitions;
- 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 limit 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; and
- 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.

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 21, 2021. 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
(UNAUDITED)

(Amounts in thousands, except per share data)	Three Months Ended June 30, 2021	2020
Revenue	$ 1,989,066	$ 1,956,453
Operating costs and expenses:		
Cost of revenue	962,719	948,902
Billable expenses	555,545	549,077
General and administrative expenses	301,800	245,855
Depreciation and amortization	27,745	20,732
Total operating costs and expenses	1,847,809	1,764,566
Operating income	141,257	191,887
Interest expense	(21,270)	(20,235)
Other (expense) income, net	(533)	(836)
Income before income taxes	119,454	170,816
Income tax expense	27,352	41,487
Net income	$ 92,102	$ 129,329
Earnings per common share:		
Basic	$ 0.68	$ 0.93
Diluted	$ 0.67	$ 0.92

Exhibit 2

Booz Allen Hamilton Holding Corporation
Condensed Consolidated Balance Sheets

(Amounts in thousands, except share and per share data)	June 30, 2021 (Unaudited)	March 31, 2021
Assets		
Current assets:		
Cash and cash equivalents	$ 621,862	$ 990,955
Accounts receivable, net	1,672,772	1,411,894
Prepaid expenses and other current assets	182,181	233,323
Total current assets	2,476,815	2,636,172
Property and equipment, net of accumulated depreciation	195,930	204,642
Operating lease right-of-use assets	237,923	239,374
Intangible assets, net of accumulated amortization	609,762	307,128
Goodwill	1,925,151	1,581,160
Other long-term assets	539,361	531,125
Total assets	5,984,942	5,499,601
Liabilities and stockholders' equity		
Current liabilities:		
Current portion of long-term debt	$ 77,865	$ 77,865
Accounts payable and other accrued expenses	823,178	666,971
Accrued compensation and benefits	337,379	425,615
Operating lease liabilities	55,767	54,956
Other current liabilities	76,724	65,698
Total current liabilities	1,370,913	1,291,105
Long-term debt, net of current portion	2,770,791	2,278,731
Operating lease liabilities, net of current portion	259,707	263,144
Deferred tax liabilities	321,631	364,461
Other long-term liabilities	238,367	230,984
Total liabilities	4,961,409	4,428,425
Stockholders' equity:		
Common stock, Class A — $0.01 par value — authorized, 600,000,000 shares; issued, 163,464,754 shares at June 30, 2021 and 162,950,606 shares at March 31, 2021; outstanding, 135,429,357 shares at June 30, 2021 and 136,246,029 shares at March 31, 2021	1,635	1,629
Treasury stock, at cost — 28,035,397 shares at June 30, 2021 and 26,704,577 shares at March 31, 2021	(1,327,601)	(1,216,163)
Additional paid-in capital	577,228	557,957
Retained earnings	1,799,029	1,757,524
Accumulated other comprehensive loss	(26,758)	(29,771)
Total stockholders' equity	1,023,533	1,071,176
Total liabilities and stockholders' equity	$ 5,984,942	$ 5,499,601

Exhibit 3

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

(Amounts in thousands)	Three Months Ended June 30, 2021	2020
Cash flows from operating activities		
Net income	$ 92,102	$ 129,329
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	27,745	20,732
Noncash lease expense	13,581	13,242
Stock-based compensation expense	12,444	10,833
Amortization of debt issuance costs	1,129	1,070
Loss on debt extinguishment	2,515	—
(Gains) losses on dispositions, and other	(27)	3
Changes in assets and liabilities:		
Accounts receivable, net	(220,112)	(62,570)
Deferred income taxes and income taxes receivable / payable	22,323	35,027
Prepaid expenses and other current and long-term assets	(8,874)	(10,381)
Accrued compensation and benefits	(75,509)	(36,294)
Accounts payable and other accrued expenses	121,862	50,864
Other current and long-term liabilities	159	(11,437)
Net cash (used in) provided by operating activities	(10,662)	140,418
Cash flows from investing activities		
Purchases of property, equipment, and software	(9,008)	(20,058)
Cash paid for acquisitions, net of cash acquired	(665,583)	—
Cash paid for cost method investment	(2,000)	—
Net cash used in investing activities	(676,591)	(20,058)
Cash flows from financing activities		
Proceeds from issuance of common stock	5,758	4,423
Stock option exercises	1,794	3,125
Repurchases of common stock	(123,805)	(85,899)
Cash dividends paid	(51,641)	(43,832)
Repayments on revolving credit facility and term loan	(60,973)	(119,466)
Net proceeds from debt issuance	487,027	—
Proceeds from revolving credit facility	60,000	—
Net cash provided by (used in) financing activities	318,160	(241,649)
Net decrease in cash and cash equivalents	(369,093)	(121,289)
Cash and cash equivalents — beginning of period	990,955	741,901
Cash and cash equivalents — end of period	$ 621,862	$ 620,612
Supplemental disclosures of cash flow information		
Net cash paid during the period for:		
Interest	$ 6,713	$ 19,032
Income taxes	$ 1,673	$ 3,123
Supplemental disclosures of non-cash investing and financing activities		
Share repurchases transacted but not settled and paid	$ 3,041	$ 344

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

(In thousands, except share and per share data)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020
Revenue, Excluding Billable Expenses		
Revenue	$ 1,989,066	$ 1,956,453
Less: Billable expenses	555,545	549,077
Revenue, Excluding Billable Expenses	$ 1,433,521	$ 1,407,376
Adjusted Operating Income		
Operating Income	$ 141,257	$ 191,887
Acquisition costs (a)	66,789	—
Financing transaction costs (b)	2,348	—
COVID-19 supplemental employee benefits (c)	—	342
Significant acquisition amortization (d)	$ 2,658	$ —
Adjusted Operating Income	$ 213,052	$ 192,229
EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue & Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses		
Net income	$ 92,102	$ 129,329
Income tax expense	27,352	41,487
Interest and other, net (e)	21,803	21,071
Depreciation and amortization	27,745	20,732
EBITDA	$ 169,002	$ 212,619
Acquisition costs (a)	66,789	—
Financing transaction costs (b)	2,348	—
COVID-19 supplemental employee benefits (c)	—	342
Adjusted EBITDA	$ 238,139	$ 212,961
Adjusted EBITDA Margin on Revenue	12.0 %	10.9 %
Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses	16.6 %	15.1 %
Adjusted Net Income		
Net income	$ 92,102	$ 129,329
Acquisition costs (a)	66,789	—
Financing transaction costs (b)	2,348	—
COVID-19 supplemental employee benefits (c)	—	342
Significant acquisition amortization (d)	2,658	—
Release of income tax reserves (f)	—	(29)
Amortization and write-off of debt issuance costs and debt discount	887	454
Adjustments for tax effect (g)	(18,897)	(199)
Adjusted Net Income	$ 145,887	$ 129,897
Adjusted Diluted Earnings Per Share		
Weighted-average number of diluted shares outstanding	136,392,343	139,172,454
Adjusted Net Income Per Diluted Share (h)	$ 1.07	$ 0.93
Free Cash Flow		
Net cash (used in) provided by operating activities	$ (10,662)	$ 140,418
Less: Purchases of property, equipment and software	(9,008)	(20,058)
Free Cash Flow	$ (19,670)	$ 120,360

(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. Transaction costs primarily include costs associated with (i) due diligence activities, (ii) compensation expenses associated with employee retention, and (iii) legal and advisory fees associated with the completion of the acquisition of Liberty IT Solutions, LLC ("Liberty").

(b) Reflects expenses associated with debt refinancing activities incurred during the first quarter of fiscal 2022.

(c) Represents the supplemental contribution to employees' dependent care FSA accounts in response to COVID-19.

(d) Amortization expense associated with acquired intangibles from significant acquisitions. Significant acquisitions include acquisitions which the Company considers to be beyond the scope of our normal operations. Significant acquisition amortization includes amortization expense associated with the acquisition of Liberty for the first quarter of fiscal 2022.

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

(f) Release of pre-acquisition income tax reserves assumed by the Company in connection with the Carlyle acquisition.

(g) 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.

(h) Excludes adjustments of approximately $0.5 million and $0.6 million of net earnings for the three months ended June 30, 2021 and 2020, associated with the application of the two-class method for computing diluted earnings per share.

Exhibit 5

Booz Allen Hamilton Holding Corporation
Operating Data

(Amounts in millions)	As of June 30, 2021	As of June 30, 2020
Backlog*		
Funded	$ 3,493	$ 3,437
Unfunded	9,029	4,734
Priced Options	14,295	14,846
Total Backlog	$ 26,817	$ 23,017

* Backlog presented includes backlog acquired from the Company's acquisition of Liberty IT Solutions, LLC made during the three months ended June 30, 2021. Total backlog acquired from Liberty was approximately $2.2 billion as of June 30, 2021.

	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020
Book-to-Bill **	1.30	2.17

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

	As of June 30, 2021	As of June 30, 2020
Headcount		
Total Headcount	28,558	27,381
Consulting Staff Headcount	25,466	24,469

	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020
Percentage of Total Revenue by Contract Type		
Cost-Reimbursable	56%	56%
Time-and-Materials	25%	26%
Fixed-Price	19%	18%

Booz | Allen | Hamilton

EARNINGS CALL PRESENTATION

Fiscal Year 2022, First Quarter

July 30, 2021

CONSULTING | ANALYTICS | DIGITAL SOLUTIONS | ENGINEERING | CYBER

CALL PARTICIPANTS

HORACIO ROZANSKI

President and Chief Executive Officer

LLOYD HOWELL, JR.

Chief Financial Officer and Treasurer

RUBUN DEY

Director of 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, Diluted EPS, Adjusted Diluted EPS, free cash flow, 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, 2021, 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 in the following information 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 Free Cash Flow which are not recognized measurements under 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 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 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 or diluted EPS as measures of operating results, and (iii) use Free Cash Flow 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. 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, and Free Cash Flow 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 "Full Year FY22 Guidance," 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 2022. 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 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 quantifications of the amounts that would be required to reconcile such measures.

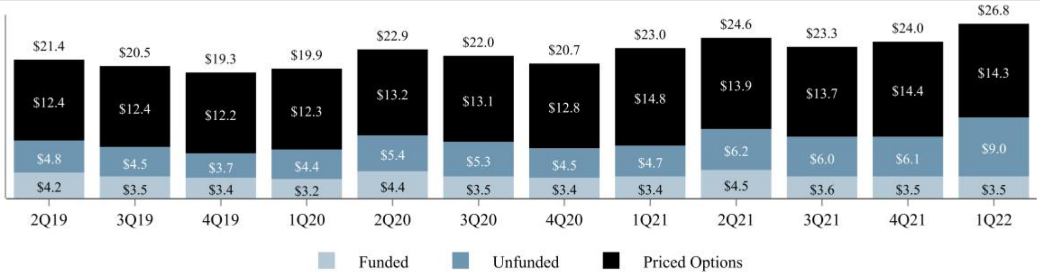
KEY FINANCIAL RESULTS
FIRST QUARTER FISCAL YEAR 2022 RESULTS

	FIRST QUARTER [1]	
Revenue	$2.0 billion	+1.7%
Revenue, Excluding Billable Expenses	$1.4 billion	+1.9%
Adjusted EBITDA	$238 million	+11.8%
Adjusted EBITDA Margin on Revenue	12.0%	+9.9%
Net Income	$92 million	(28.8)%
Adjusted Net Income	$146 million	+12.3%
Diluted EPS	$0.67	(27.2)%
Adjusted Diluted EPS	$1.07	+15.1%
Net Cash (Used In) Operating Activities	$(11) million	(107.6)%

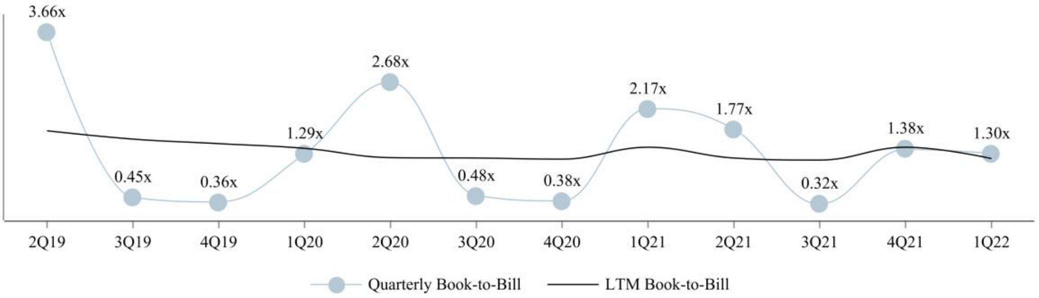
(1) Comparisons are to prior fiscal year.

HISTORICAL BACKLOG & BOOK-TO-BILL

BACKLOG ($ IN BILLIONS) (1)(2)



BOOK-TO-BILL TRENDS



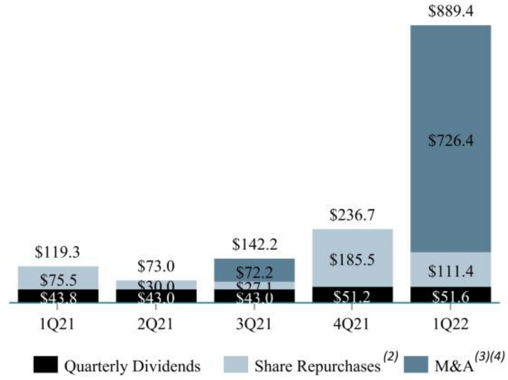
(1) For more information on the components of backlog, and the differences between backlog and remaining performance obligations, please see the Company's Form 10-K for the fiscal year ended March 31, 2021; totals may not sum due to rounding.
(2) Backlog presented includes backlog acquired from the Company's acquisition of Liberty IT Solutions, LLC made during the three months ended June 30, 2021. Total backlog acquired from Liberty was approximately $2.2 billion as of June 30, 2021.

CAPITAL ALLOCATION

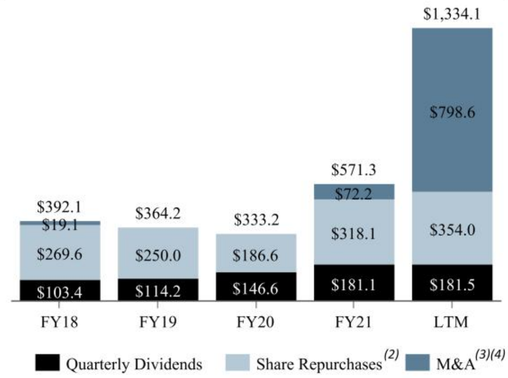
DELIVERING STRONG CAPITAL RETURNS THROUGH EFFICIENT CAPITAL DEPLOYMENT STRATEGY

- Our multi-year capital deployment plan is to follow a disciplined and opportunistic approach, subject to market conditions
- In Q1 FY22, we deployed approximately $889 million:
  - $52 million through quarterly dividends;
  - $111 million through share repurchases; and
  - $725 million through our acquisition of Liberty IT Solutions, prior to adjustments; $2 million investment in Latent AI
- The Board authorized a regular dividend of 37 cents per share payable on August 31st to stockholders of record on August 16th
- 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 business acquisitions, net of cash acquired.
(4) Total amount of capital deployed for Q3 FY21 and FY21 does not include ~$2 million in applicable fees related to our minority investment in Tracepoint.

FINANCIAL OUTLOOK

REAFFIRMING FULL YEAR FY22 GUIDANCE

OPERATING PERFORMANCE	
Revenue Growth	7.0 – 10.0%
Adjusted EBITDA Margin on Revenue	Mid 10%
Adjusted Diluted EPS[1]	$4.10 – $4.30
Net Cash Provided by Operating Activities	$800 – $850 million

(1) Assumes an effective tax rate of 22–24%; an average share count of 134–137 million, and interest expense of $92-95 million.

FY22 ADEPS WALK

REAFFIRMING FY22 ADEPS GUIDANCE	
April FY22 ADEPS Guidance	\$4.10 - \$4.30
Bond Interest	~\$(0.09)
Operational, Other Below-the-Line Items (e.g., Tax, Share Count)	\$0.09
July FY22 ADEPS Guidance[1]	\$4.10 - \$4.30

(1) Reaffirming our FY22 guidance, which now includes the added interest expense related to the issuance of $500 million of senior notes in Q1 FY22.

FY22 INCOME TAX DRIVERS

REAFFIRMING EFFECTIVE TAX RATE BRIDGE FROM FY21 TO FY22	
FY21 Effective Tax Rate on an Adjusted Diluted EPS Basis	20.1%
Puts and Takes:	
– Marginal tax rate on incremental pretax income(1)	+~0.5 – 1.0%
– State and local income tax credits(2)	+~0.5 – 1.0%
– Other discrete items(3)	+~1.0 – 2.0%
FY22 Expected Annual Effective Tax Rate(4)	22.0 – 24.0%

NOTES:

(1) As the Company's federal/state statutory tax rate is higher than its effective tax rate, a higher marginal tax rate is applied to incremental forecasted pre-tax income, which increases the overall effective tax rate year over year.

(2) The Company expects to realize lower state and local tax credits during FY22, predominantly due to the impact of COVID-19 and the ability to generate wage and other credits in various jurisdictions due to teleworking.

(3) During Q3 FY21, the Company released $10.2 million in reserves for uncertain tax positions related to an acquired subsidiary, due to the expiration of the statute of limitations.

(4) The estimated annual effective tax rate guidance does not take into account potential tax headwinds that could occur, including any impacts of corporate tax rate reform.

APPENDIX

NON-GAAP FINANCIAL INFORMATION

- "Revenue, Excluding Billable Expenses" represents revenue less billable expenses. We use 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 our consulting staff headcount and our overall direct labor, which management believes provides useful information to our investors about our core operations.
- "Adjusted Operating Income" represents operating income before financing transaction costs, supplemental employee benefits due to COVID-19, and acquisition-related costs, including significant acquisition amortization. We prepare Adjusted Operating Income to eliminate the impact of items we do 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 before income taxes, net interest and other expense and depreciation and amortization and before certain other items, including financing transaction costs, supplemental employee benefits due to COVID-19, and acquisition-related costs. “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. We prepare 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 before: (i) acquisition costs, (ii) financing transaction costs, (iii) supplemental employee benefits due to COVID-19, (iv) significant acquisition amortization, (v) release of income tax reserves, and (vi) 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. We prepare Adjusted Net Income to eliminate the impact of items, net of tax, we do 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. We view 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 our consolidated financial statements in our Form 10-K for the fiscal year ended March 31, 2021.
- "Free Cash Flow" represents the net cash generated from operating activities less the impact of purchases of property, equipment, and software.

NON-GAAP FINANCIAL INFORMATION

(In thousands, except share and per share data)	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020
	(Unaudited)	
Revenue, Excluding Billable Expenses		
Revenue	$ 1,989,066	$ 1,956,453
Less: Billable expenses	555,545	549,077
Revenue, Excluding Billable Expenses	$ 1,433,521	$ 1,407,376
Adjusted Operating Income		
Operating Income	$ 141,257	$ 191,887
Acquisition costs (a)	66,789	—
Financing transaction costs (b)	2,348	—
COVID-19 supplemental employee benefits (c)	—	342
Significant acquisition amortization (d)	2,658	—
Adjusted Operating Income	$ 213,052	$ 192,229
EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue & Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses		
Net income	$ 92,102	$ 129,329
Income tax expense	27,352	41,487
Interest and other, net (e)	21,803	21,071
Depreciation and amortization	27,745	20,732
EBITDA	169,002	212,619
Acquisition costs (a)	66,789	—
Financing transaction costs (b)	2,348	—
COVID-19 supplemental employee benefits (c)	—	342
Adjusted EBITDA	$ 238,139	$ 212,961
Adjusted EBITDA Margin on Revenue	12.0 %	10.9 %
Adjusted EBITDA Margin on Revenue, Excluding Billable Expenses	16.6 %	15.1 %
Adjusted Net Income		
Net income	$ 92,102	$ 129,329
Acquisition costs (a)	66,789	—
Financing transaction costs (b)	2,348	—
COVID-19 supplemental employee benefits (c)	—	342
Significant acquisition amortization (d)	2,658	—
Release of income tax reserves (f)	—	(29)
Amortization and write-off of debt issuance costs and debt discount	887	454
Adjustments for tax effect (g)	(18,897)	(199)
Adjusted Net Income	$ 145,887	$ 129,897
Adjusted Diluted Earnings Per Share		
Weighted-average number of diluted shares outstanding	136,392,343	139,172,454
Adjusted Net Income Per Diluted Share (h)	$ 1.07	$ 0.93
Free Cash Flow		
Net cash (used in) provided by operating activities	$ (10,662)	$ 140,418
Less: Purchases of property, equipment, and software	(9,008)	(20,058)
Free Cash Flow	$ (19,670)	$ 120,360

(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. Acquisition costs primarily include costs associated with (i) due diligence activities, (ii) compensation expenses associated with employee retention, and (iii) legal and advisory fees associated with the completion of the acquisition of Liberty IT Solutions, LLC ("Liberty")

(b) Reflects expenses associated with debt refinancing activities incurred during the first quarter of fiscal 2022.

(c) Represents the supplemental contribution to employees' dependent care FSA accounts in response to COVID-19.

(d) Amortization expense associated with acquired intangibles from significant acquisitions. Significant acquisitions include acquisitions which the Company considers to be beyond the scope of our normal operations. Significant acquisition amortization includes amortization expense associated with the acquisition of Liberty for the first quarter of fiscal 2022.

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

(f) Release of pre-acquisition income tax reserves assumed by the Company in connection with the Carlyle acquisition.

(g) 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.

(h) Excludes adjustments of approximately $0.5 million and $0.6 million of net earnings for the three months ended June 30, 2021 and 2020, associated with the application of the two-class method for computing diluted earnings per share.

NON-GAAP FINANCIAL INFORMATION

Unaudited Non-GAAP Financial Information

$ in thousands, except for shares and per share data	FY2018	FY2019	FY2020	FY2021
Revenue, Excluding Billable Expenses				
Revenue	$ 6,167,600	$ 6,704,037	$ 7,463,841	$ 7,858,938
Billable Expenses	1,861,312	2,004,664	2,298,413	2,325,888
Revenue, Excluding Billable Expenses	$ 4,306,288	$ 4,699,373	$ 5,165,428	$ 5,533,050
EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin on Revenue				
Net income	$ 301,692	$ 418,529	$ 482,603	$ 608,958
Income tax (benefit) expense	128,344	96,874	96,831	53,481
Interest and other, net [a]	89,687	86,991	89,768	91,932
Depreciation and amortization	64,756	68,575	81,081	84,315
EBITDA	584,479	670,969	750,283	838,686
Transaction expenses [b]	—	3,660	1,069	—
COVID-19 supplemental employee benefits [c]	—	—	2,722	577
Acquisition costs [d]	—	—	—	411
Adjusted EBITDA	$ 584,479	$ 674,629	$ 754,074	$ 839,674
Adjusted EBITDA Margin on Revenue	*9.5 %*	*10.1 %*	*10.1 %*	*10.7 %*
Adjusted Net Income				
Net income	$ 301,692	$ 418,529	$ 482,603	$ 608,958
Transaction expenses [b]	—	3,660	1,069	—
COVID-19 supplemental employee benefits [c]	—	—	2,722	577
Research and development tax credits [e]	—	—	(38,395)	(2,928)
Release of income tax reserves [f]	—	(462)	(68)	(29)
Remeasurement of deferred tax assets/liabilities [g]	(9,107)	(27,908)	—	(76,767)
Adjustments for tax effect [h]	(969)	(1,711)	(1,608)	(4,324)
Loss on debt extinguishment [i]	—	—	—	13,239
Acquisition cost [d]	—	—	—	411
Adjusted Net Income	$ 291,616	$ 392,108	$ 448,718	$ 541,539
Adjusted Diluted Earnings per Share				
Weighted-average number of diluted shares outstanding	147,750,022	143,156,176	141,238,135	138,703,220
Adjusted Net Income per Diluted Share [j]	$ 1.97	$ 2.74	$ 3.18	$ 3.90

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

(b) Fiscal 2019 reflects debt refinancing costs associated with the refinancing transaction consummated on July 23, 2018. Fiscal 2020 reflects debt refinancing costs incurred in connection with the refinancing transactions consummated on November 26, 2019.

(c) Represents the supplemental contribution to employees' dependent care FSA accounts in response to COVID-19.

(d) Represents certain costs incurred related to acquisition efforts of the Company, including legal and other professional fees.

(e) Reflects tax credits, net of reserves for uncertain tax positions, recognized in fiscal 2021 and 2020 related to an increase in research and development credits available for fiscal years 2016 to 2019 and fiscal years 2016 to 2020, respectively.

(f) Release of pre-acquisition income tax reserves assumed by the Company in connection with the Carlyle Acquisition.

(g) Fiscal 2021 reflects the income tax benefit associated with tax losses generated during fiscal 2021 as a result of a change in certain tax methods of accounting. The Company intends to carry these losses back to fiscal 2016 and subsequent periods under the Coronavirus Aid, Relief and Economic Security Act and has re-measured the fiscal 2021 loss accordingly. Fiscal 2019 and 2018 reflect the adjustments made to the provisional income tax benefit associated with the re-measurement of the Company's deferred tax assets and liabilities as a result of the Tax Cuts and Jobs Act.

(h) The fiscal 2018 adjustment is reflected using an assumed effective tax rate of 36.5%, and fiscal 2019, 2020, and 2021 adjustments are reflected using an assumed effective tax rate of 26%, which approximate the blended federal and state tax rates for fiscal 2018, 2019, and 2020 respectively, and consistently exclude the impact of other tax credits and incentive benefits realized.

(i) Reflects the loss on debt extinguishment resulting from the redemption of Booz Allen Hamilton Inc.'s 5.125% Senior Notes due 2025 (the "2017 Senior Notes").

(j) Excludes adjustments associated with the application of the two-class method for computing diluted earnings per share.

FINANCIAL RESULTS – KEY DRIVERS

First Quarter Fiscal 2022 – Below is a summary of the key factors driving results for the fiscal 2022 first quarter ended June 30, 2021 as compared to the prior year period:

- Revenue increased by 1.7% to $2.0 billion and Revenue, Excluding Billable Expenses increased 1.9% to $1.4 billion, primarily driven by sustained client demand and headcount to meet that demand, primarily offset by higher than normal staff utilization in the comparable prior year period driven by fewer paid time off ("PTO") days taken by our employees which resulted in increases in our direct labor and corresponding generation of revenue.
- Operating income decreased 26.4% to $141.3 million and Adjusted Operating Income increased 10.8% to $213.1 million. The decrease in operating income was primarily driven by $66.8 million of acquisition costs related to the acquisition of Liberty IT, Solutions LLC ("Liberty") in the first quarter of fiscal 2022. These decreases were partially offset by strong contract performance and cost management of unallowable spending. The increase in Adjusted Operating Income was primarily driven by the same factors driving revenue growth.
- Net income decreased 28.8% to $92.1 million and Adjusted Net Income increased 12.3% to $145.9 million. These changes were primarily driven by the same factors as operating income and Adjusted Operating Income.
- EBITDA decreased 20.5% to $169.0 million and Adjusted EBITDA increased 11.8% to $238.1 million. These increases were due to the same factors as operating income and Adjusted Operating Income.
- Diluted EPS decreased to $0.67 from $0.92 and Adjusted Diluted EPS increased to $1.07 from $0.93. 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 2022.
- As of June 30, 2021, total backlog was $26.8 billion, an increase of 16.5%. Funded backlog was $3.5 billion, an increase of 1.6%.
- Net cash used in operating activities was $10.7 million for the quarter ended June 30, 2021 as compared to net cash provided by operating activities of $140.4 million in the prior year period. The decrease in operating cash flows was primarily driven by lower collections on accounts receivable, largely attributable to timing around receivables associated with the integration of our new enterprise financial system, as well as approximately $66.8 million of acquisition costs incurred and paid during the first quarter of fiscal 2022, primarily associated with our acquisition of Liberty. These impacts were partially offset by lower disbursements in the first quarter of 2022. Free Cash Flow was $(19.7) million for the three months ended June 30, 2021 as compared to $120.4 million in the prior year period. Free Cash Flow was affected by the same factors affecting cash provided by operating activities, as well as a decrease in capital expenditures driven by lower facilities expenses reflecting the investment towards technology and tools needed to support the virtual work environment. We continue to modernize our corporate information technology infrastructure, including the implementation of our new financial management systems on April 1, 2021.