

November 14, 2013

## Booz Allen Hamilton Announces Pricing of Sale of Common Stock by Affiliate of The Carlyle Group

MCLEAN, Va.--(BUSINESS WIRE)-- Booz Allen Hamilton Holding Corporation ("Booz Allen")(NYSE: BAH), the parent company of management consulting, technology, and engineering services firm Booz Allen Hamilton Inc., today announced that it has priced and upsized its previously announced secondary public offering from 10,000,000 to 11,000,000 shares of Class A common stock ("common stock") by an affiliate of The Carlyle Group ("Carlyle"), at a price to the public of \$17.00 per share. In addition, the underwriters will have a 30-day option to purchase an aggregate of up to 1,650,000 additional shares of common stock from Carlyle.

Upon completion of the offering, Carlyle will beneficially own approximately 59.5% of the outstanding Class A common stock of Booz Allen, or approximately 58.3% if the underwriters fully exercise their option to purchase additional shares. The offering is expected to close and settle on November 20, 2013. Booz Allen is not selling any shares of common stock in the offering and will not receive any of the proceeds.

Barclays, Credit Suisse, Morgan Stanley, BofA Merrill Lynch, Citigroup and J.P. Morgan are acting as bookrunners for the offering. Raymond James, Stifel, BB&T Capital Markets, Drexel Hamilton, and SMBC Nikko are acting as co-managers for the offering.

A shelf registration statement (including a prospectus) relating to the offering of the common stock has previously been filed with the U.S. Securities and Exchange Commission and has become effective. Before investing, interested parties should read the prospectus and other documents filed with the Securities and Exchange Commission for information about Booz Allen and this offering. A copy of the prospectus may be obtained from: Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, (888) 603-5847, email: [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com); Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, One Madison Avenue, New York, New York 10010, (800) 221-1037, email: [newyork.prospectus@credit-suisse.com](mailto:newyork.prospectus@credit-suisse.com); and Morgan Stanley & Co. LLC, Attention: Prospectus department, 180 Varick Street, 2nd Floor, New York, NY 10014, or by calling (866) 718-1649, email: [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com).

This press release shall not constitute an offer to sell or the solicitation of any offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such jurisdiction.

### **About Booz Allen Hamilton**

Booz Allen Hamilton is a leading provider of management consulting, technology, and engineering services to the U.S. government in defense, intelligence, and civil markets, and to major corporations, institutions, and not-for-profit organizations. Booz Allen is headquartered in McLean, Virginia, employs more than 23,000 people, and had revenue of \$5.76 billion for the 12 months ended March 31, 2013.

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### **Forward Looking Statements**

This press release contains, or may be deemed to contain, "forward-looking statements" (as defined in the U.S. Private Securities Litigation Reform Act of 1995). In some cases, you can identify forward-looking statements by terminology such as "guidance," "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. These statements give Booz Allen's current expectation of future events or its future performance and do not relate directly to historical or current events. A number of factors could cause Booz Allen's future actions and related results to vary from any expectations or goals expressed in, or implied by, the forward-looking statements included in this press release, possibly to a material degree. In particular, there can be no assurances that the offering by Carlyle will be consummated. Some of these factors include, but are not limited to, the risk factors set forth in Booz Allen's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on May 23, 2013, as supplemented by the Company's Quarterly Reports on Form 10-Q filed on July 31, 2013 and October 30, 2013. All forward-looking statements included in this press release speak only as of the date made, and, except as required by law, Booz Allen undertakes no obligation to update or revise publicly any such forward-looking statements, whether as a result of new information, future events, or otherwise.

Booz Allen Hamilton  
Media Relations  
James Fisher, 703-377-7595  
Marie Lerch, 703-902-5559  
or  
Investor Relations  
Curt Riggle, 703-377-5332

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