

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

**SCHEDULE 14-A**

(RULE 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Materials Pursuant to §240.14a-12

**BOOZ ALLEN HAMILTON HOLDING CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee paid previously with preliminary materials.

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

# Your **Vote** Counts!

**BOOZ ALLEN HAMILTON HOLDING CORPORATION**

2023 Annual Meeting  
Vote by July 25, 2023  
11:59 P.M. EDT



V16295-P88758

**You invested in BOOZ ALLEN HAMILTON HOLDING CORPORATION and it's time to vote!**  
You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholders' meeting to be held on July 26, 2023.**

## Get informed before you vote

View the Notice of Annual Meeting and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to July 12, 2023. If you would like to request a copy of the material(s) for this and/or future stockholders' meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote Virtually at the Meeting\*

July 26, 2023  
8:00 A.M., Eastern Daylight Time

Virtually at:  
[www.virtualshareholdermeeting.com/BAH2023](http://www.virtualshareholdermeeting.com/BAH2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

V1.1

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholders' meeting. Please follow the instructions on the reverse side to vote these important matters.

### BOOZ ALLEN HAMILTON HOLDING CORPORATION

2023 Annual Meeting  
Vote by July 25, 2023  
11:59 P.M. EDT

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. Ralph W. Shrader	✔ For
1b. Horacio D. Rozanski	✔ For
1c. Joan Lordi C. Amble	✔ For
1d. Melody C. Barnes	✔ For
1e. Michèle A. Flournoy	✔ For
1f. Mark Gaumond	✔ For
1g. Ellen Jewett	✔ For
1h. Arthur E. Johnson	✔ For
1i. Gretchen W. McClain	✔ For
1j. Rory P. Read	✔ For
1k. Charles O. Rossotti	✔ For
2. Ratification of the appointment of Ernst & Young LLP as the Company's registered independent public accountants for fiscal year 2024.	✔ For
3. Advisory vote to approve the compensation of the Company's named executive officers.	✔ For
4. Advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers.	1 Year
5. Approval of the adoption of the Seventh Amended and Restated Certificate of Incorporation to, among other things, limit the liability of certain officers of the Company as permitted by recent amendments to Delaware law.	✔ For
6. Approval of the 2023 Equity Incentive Plan.	✔ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.