

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

As adopted by the Board of Directors on October 28, 2015

Pursuant to the duly adopted Second Amended and Restated By-Laws of Booz Allen Hamilton Holding Corporation (the “Company”), the Board of Directors of the Company (the “Board”) has determined that the Executive Committee of the Board shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board has adopted this Charter to establish the governing principles of the Executive Committee (the “Committee”).

**Purpose**

The purpose of the Committee is to assist the Board in fulfilling its responsibilities. The Committee shall have the authority to undertake the specific duties and responsibilities described below and the authority to undertake such other duties as are assigned by law, the Company’s Second Amended and Restated Certificate of Incorporation or Second Amended and Restated By-Laws or by the Board.

**Membership**

The Committee shall be composed of at least three (3) members of the Board, one of whom shall be the Chairman of the Board and who shall serve as the Chair of the Committee. Each member shall serve as a member of the Committee until his successor is appointed and has been qualified, or until his earlier resignation or removal from office.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board and may be removed from the Committee by the Board.

**Meetings and Procedures**

The meetings and other actions of the Committee shall be governed by the provisions of Article III of the Company’s Second Amended and Restated By-Laws applicable to meetings and actions of the committees of the Board, except as provided below. The Committee shall meet as deemed necessary by the Committee. The Committee may elect a Secretary, who may but need not be a member of the Committee, and who shall serve during the pleasure of the Committee. Two (2) members of the Committee shall constitute a quorum, and the vote of two (2) members of the Committee shall be required for the Committee to take any action. At the Board’s request, the Chair of the Committee shall report to the Board on actions taken by the Committee.

The Committee may, at its discretion, include in its meetings members of the Company’s management or any other persons whose presence the Committee believes to be necessary or appropriate.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **Powers and Responsibilities**

The Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the corporation, including acting upon recommendations of other committees of the Board, except that the Committee shall have no power or authority with respect to the following matters:

1. the approval of any action for which stockholder approval or approval of the outstanding shares also is required by the Delaware General Corporation Law;
2. the filling of vacancies on the Board or any of its committees;
3. the fixing of compensation of directors for serving on the Board or any of its committees;
4. the adoption, amendment or repeal of the Second Amended and Restated By-Laws of the Company;
5. the amendment or repeal of any resolution of the Board which is not by its express terms so amendable or repealable;
6. a distribution to stockholders, except at a rate or in a periodic amount or within a price range determined by the Board;
7. the appointment of other committees of the Board or the members thereof; or
8. any other matter which (i) is expressly prohibited to be delegated to committees by the Delaware General Corporation Law, (ii) has been expressly delegated to another committee of the Board, or (iii) requires action by the full Board under the Company's Second Amended and Restated Certificate of Incorporation, Second Amended and Restated By-Laws, Board resolution or the Amended and Restated Stockholders Agreement of the Booz Allen Hamilton Holding Corporation with certain of its stockholders, dated as of November 8, 2010, as it may be amended from time to time.

The Committee shall review and reassess the Committee's charter on a periodic basis and submit any recommended changes to the Board for its consideration. The Committee shall perform such other functions and have such other powers as may be necessary or convenient in the efficient discharge of the foregoing.

### **Notice and Approval Requirements**

In addition to the responsibilities set forth above, prior to the Company or any of its subsidiaries entering into or consummating certain transactions and events more specifically set forth in the Executive Committee Approval Matrix, the Company or any of its subsidiaries shall be required to provide notice to the Committee or the Committee shall be required to approve such transactions or events, in each case as set forth in the Executive Committee Approval Matrix.