

**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF BOOZ ALLEN HAMILTON HOLDING CORPORATION**

As adopted by the Board of Directors on October 27, 2016.

Pursuant to the duly adopted Second Amended and Restated Bylaws of Booz Allen Hamilton Holding Corporation (the “Company”), the Board of Directors of the Company (the “Board”) has determined that the Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee (the “Committee”).

**Purpose**

The purpose of the Committee is to:

- (a) identify individuals qualified and suitable to become Board members consistent with criteria approved by the Board (including individuals proposed by stockholders) and recommend to the Board the director nominees for each annual meeting of stockholders, or, if applicable, at any special meeting of stockholders;
- (b) develop and recommend to the Board the Company’s corporate governance guidelines;
- (c) review the composition of the Board and its committees to determine whether it may be appropriate to add or remove individuals;
- (d) review and evaluate current directors for re-nomination to the Board or re-appointment to any Board committee; and
- (e) oversee the self-evaluation of the Board and the self-evaluation of each Board committee.

**Membership**

The Committee shall consist of no fewer than three members of the Board, unless otherwise determined by the Board. The members of the Committee shall be appointed by the Board on the recommendation of the Committee, which shall recommend for Committee membership such directors as it believes are qualified, and such members shall serve for such term or terms on the Committee as the Board may determine or until earlier resignation, removal or death, and may be removed from the Committee by the Board in accordance with the Second Amended and Restated Bylaws of the Company. When evaluating the qualifications of a director for the Committee, the Board shall consider, among other things, the director’s experience and credentials to identify new Board nominees and to evaluate principles of

corporate governance. The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

Each member of the Committee shall satisfy the director independence requirements of the New York Stock Exchange (the “NYSE”), with such determination to be made 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 Bylaws applicable to meetings and actions of the committees of the Board. The Board shall designate one member of the Committee as its Chair. The Committee shall have a regularly scheduled meeting at least twice a year, at such times and places as shall be determined by the Committee Chair, and may have such additional meetings as the Committee Chair or a majority of the Committee’s members deem necessary or desirable. The Committee may invite such individuals to its meetings as it may deem desirable or appropriate.

### **Powers and Responsibilities**

Subject to the Amended and Restated Stockholders Agreement among the Company and certain of its stockholders, dated as of January 30, 2015, the Committee’s duties and responsibilities shall include each of the items enumerated in this section and such other matters as may from time to time be delegated to the Committee by the Board.

#### *Board/Committee Nominees*

1. The Committee shall recommend to the Board appropriate criteria for the selection of new directors and shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.
2. The Committee shall identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board consistent with criteria for selection of new directors adopted from time to time by the Board; and recommend to the Board the nominees to stand for election as directors at each annual meeting of stockholders or, if applicable, at any special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of the Company’s directors. The Committee shall also evaluate directors for re-nomination to the Board and in doing so, assess the performance of such directors.
3. The Committee shall identify Board members qualified to fill vacancies on any committee of the Board (including the Committee), and recommend that the

Board appoint the identified member or members to the respective committee. In recommending a member for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the Company's corporate governance guidelines, the consistency of the member's experience with the goals of the committee and the interplay of the member's experience with the experience of the other committee members. The Committee shall also evaluate current directors for re-appointment to committees of the Board and in doing so, assess the performance of such directors.

4. The Committee shall oversee the director orientation program for new members of the Board, which will include presentations by senior management to familiarize the directors with the Company's business and operations, its financial condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of its directors.
5. The Committee shall make recommendations to the Board from time to time as to changes in the size of the Board that the Committee believes to be desirable. The Committee shall periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board and consider rotation of committee members and committee chairs.

#### *Corporate Governance Matters*

6. The Committee shall oversee the system of corporate governance of the Company, including:
  - (a) developing and recommending to the Board a set of corporate governance guidelines for the Company;
  - (b) reviewing and reassessing the adequacy of the corporate governance guidelines periodically; and
  - (c) recommending to the Board for approval any such changes to the corporate governance guidelines as the Committee believes are appropriate.

The Committee shall oversee compliance with the Company's corporate governance guidelines and report on any noncompliances to the Board and review and make recommendations to the Board with respect to any requests for waivers of such guidelines.

7. The Committee shall oversee the evaluation of the Board and management and may establish procedures for the Committee to exercise such oversight. At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its

committees are functioning effectively and review the evaluations to consider any recommendations for proposed changes to the Board.

8. The Committee shall report periodically to the Board on all matters for which the Committee has been delegated responsibility.
9. The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The Committee shall conduct such performance evaluation and report the results of the same in such manner as the Committee deems appropriate.
10. The Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board for approval such changes as the Committee believes are appropriate.
11. The Committee shall exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

### **Authority and Resources**

The Committee shall have the sole authority, without further approval by the Board, to select, retain and terminate a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Company to such consultant or search firm, including the fees, terms and other conditions for the performance of such services. In addition, the Committee may, without further approval by the Board, obtain such advice and assistance from in-house counsel or outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any legal or other advisor engaged or retained by the Committee may, but need not, be otherwise engaged by the Company for any other purpose.

The Company shall pay to any consultant or search firm or outside legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.