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

SCHEDULE 14A
(Rule 14a-101)
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 Material under § 240.14a-12

BOWMAN CONSULTING GROUP LTD.
(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 all boxes that apply):

☒ 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.

The following FAQ was sent to employees of Bowman Consulting Group Ltd. on August 10, 2026:

Bowman

Bowman Transaction FAQ (Last updated 8/10/26)

Transaction Overview

Why is Bowman pursuing this transaction?

- Beyond the compelling value of the transaction, Bernhard offers Bowman a platform where we can focus on building and executing over the long-term.
- We know and respect Bernhard from its many years investing in our sector, and this transaction represents an exciting next step for us to continue growing the business and pursuing the mission we have embraced for more than three decades.
- We believe Bernhard's deep infrastructure expertise will ensure continued investment in our people, capabilities and clients.

Who is Bernhard Capital Partners?

- Bernhard is an infrastructure-focused private investment firm based in Baton Rouge, Louisiana with more than $6 billion in assets under management.
- Bernhard has deep sector-specific experience owning and operating infrastructure-related professional services firms like ours.
- Importantly, Bernhard also respects the culture and values that have made Bowman successful. They are investing with great belief in our team, platform, and strategy.
- You can visit their website (https://www.bernhardcapital.com/) for more information.

We discussed the benefits of being public at length. Why are we going private again?

- Becoming a public company was an important chapter in Bowman's growth. Since our IPO in 2021, we have tripled in size, significantly expanded our capabilities and national footprint, built a deeper leadership bench, and successfully integrated more than 35 acquisitions.
- This transaction is the culmination of our many great achievements as a public company, and going private does not change or diminish that progress.
- Beyond the compelling value of the transaction, Bernhard understands our business and the long-term nature of our work. Private ownership can also provide greater flexibility to make decisions and invest with a long-term view.
- The firm has invested in many businesses not dissimilar to ours, and we think this partnership will bring great insights as well as support continued investment in our people, capabilities and clients.

Employees, Operations & Clients

What does this announcement mean for me and my day-to-day responsibilities?

- Day-to-day work remains the same. Your role, responsibilities and reporting structure are not changing as a result of today's announcement.
- Our client commitments all continue as usual.
- And importantly, until the transaction closes, Bowman and Bernhard remain separate entities.
- We will continue executing against our Strategic Plan and running the business with discipline and focus: serving our clients, delivering on our commitments, and supporting one another.

Will there be cost-cutting, layoffs or office closures?

- Bernhard is investing in Bowman because of the strength of the company we have built, including our more than 2,500 team members, technical capabilities, client relationships and national platform.
- The business is in a strong position as we continue to execute against our Strategic Plan, and our people and culture are the heart of everything that makes Bowman successful. That will not change moving forward, and Bernhard has great respect for our team, platform, and strategy.

Contact transaction@bowman.com with questions.

Bowman

Bowman Transaction FAQ (Last updated 8/10/26)

Employees, Operations & Clients *(continued)*

- If there are any future business decisions that affect employees, these decisions will be communicated clearly and directly. To reiterate, until the transaction closes, Bowman and Bernhard will continue to operate as separate entities, and it is business as usual.

Will there be changes to Bowman's offices, name or brand following the transaction?

- There are no changes to Bowman's offices, name or brand to announce at this time.
- Our more than 100 U.S. offices and the teams within them are central to the national platform we have built and our ability to serve clients.
- Bowman's identity, reputation and culture are important parts of what Bernhard is investing in.

Does this change our relationships with clients, business partners, or subcontractors?

- No. Client points of contact, project teams, scopes, pricing and commitments continue without change.
- Our commitments to our clients and to our standards remain as strong as ever.

Compensation, Benefits & Equity

How does this impact my compensation and benefits?

- There are no changes to compensation, payroll or benefits as a result of today's announcement.
- The merger agreement provides that base salaries and target annual bonus opportunities, excluding equity, will be no less than current base salaries and target annual bonus opportunities.

What happens to our benefits plan?

- There are no changes to current benefits as a result of today's announcement.
- Bowman is currently finalizing the 2027 benefits plan in the ordinary course, and this plan will be in place for the full 2027 year. We expect to communicate additional information by the end of September.
- Open Enrollment remains scheduled for October 26 through November 6.
- Under the merger agreement, employee benefits will generally remain substantially comparable to the benefits offered by the company prior to the transaction closing.

Can I sell Bowman stock I already own between now and closing?

- Bowman common stock will continue trading on Nasdaq until the transaction closes.
- Employees who hold Bowman shares, including shares received from vested equity awards, may sell those shares **only during an applicable open trading window**.
- Employees must continue to comply with Bowman's insider trading policy, applicable trading windows, and all other legal requirements.
- The company's existing insider trading policies and restrictions remain in effect including open and closed window periods.
- We will provide additional guidance regarding the applicable trading window during the go-shop period.

What happens to our 401(k)?

- Under the merger agreement, no changes to the 401(k) plan are expected outside the ordinary course.
- Bowman will continue matching employee contributions in accordance with the Company's existing 401(k) policy.

Bowman

Bowman Transaction FAQ (Last updated 8/10/26)

Compensation, Benefits & Equity *(continued)*

How does this affect my participation in the ESPP?

- Employees currently participating in the ESPP for the third quarter will continue through the end of the current offering period.
- That said, no new participants may enroll, and current participants may not increase payroll deductions or elections.
- There will not be a new offering for the fourth quarter of 2026. The ESPP will terminate subject to the transaction closing.
- Shares purchased through the final offering period will be treated like other Bowman shares at closing, and any remaining cash contributions will be returned to participants.
- Additional information regarding the final purchase period and any required employee actions will be communicated directly.

What happens to the Bowman stock and equity awards I own?

- This is an all-cash transaction. Upon closing, each share of Bowman common stock will be converted into the right to receive $43.00 in cash.
- The treatment of restricted stock and other employee equity will be managed in accordance with the merger agreement and the respective Equity Grant Agreement, which we will clearly explain for our teams as those items become relevant.
- We recognize that our teams will have additional questions, and we encourage you to submit them to the dedicated inbox we have set up at transaction@bowman.com.
- We won't be providing individual responses, nor will we be able to answer every question in these early stages, but we will review all of the submitted questions and use them as the basis for making regular updates to this FAQ.

What happens to equity awards that have not yet vested?

- Outstanding equity awards granted **on or before July 4, 2026** will have their vesting accelerated at closing and will be converted into cash based on the $43.00-per-share transaction price.
- Awards granted **after July 4, 2026** will be converted into cash based on the $43.00-per-share transaction price and paid annually over three years, subject to the applicable service requirements, vesting schedules and other terms of the grant agreement.
- Additional information will be provided directly to employees who hold equity awards.

Leadership

Who will lead Bowman after Gary's planned retirement? What happens to the CEO search?

- As previously announced, Gary will continue serving as CEO through the end of 2026.
- Further, our CFO Bruce Labovitz, COO Dan Swayze, and the broader leadership team also remain in place to ensure continuity through the duration of this process.
- In light of the transaction, the search for Bowman's next CEO will be a collaborative process involving several parties, including our new partners.
- Decisions and updates about post-closing leadership will become clear as this process unfolds, and those will be communicated promptly and with transparency.

Bowman Transaction FAQ (Last updated 8/10/26)

Transaction Timeline & Process

What is the go-shop period? Could Bowman be acquired by another company?

- The merger agreement includes a go-shop provision, which allows the Board, Bowman and its advisors to actively solicit, consider and negotiate alternative acquisition proposals from third parties until 5:00 p.m. ET on September 13, 2026. There can be no assurance that another proposal will emerge.
- During this period, all go-shop activity will be conducted by the *Board and our executive management team only*. Employees should not be engaging in any discussions or speculation regarding alternative proposals, potential parties, or outcomes.
- We believe firmly that Bernhard is a partner that values and understands what makes Bowman unique. At the same time, the go-shop allows the Board to fully evaluate opportunities to ensure we maximize value for shareholders.

What are the next steps?

- The transaction is expected to close during the fourth quarter of calendar year 2026 or the first quarter of calendar year 2027, subject to approval by Bowman shareholders, receipt of required regulatory approvals and the satisfaction or waiver of other customary closing conditions.
- In the meantime, it is critical that we maintain our operating rhythm and keep projects, integration work, and growth initiatives on track.
- We will continue to have an open dialogue as this process unfolds. We will also share updates through Company communications, Town Halls, and managers.
- During this process, our team's support, flexibility, and continued dedication will be greatly appreciated.

- **When do you expect to be able to share more details?**

- Today's announcement is only the first step in a process that includes a 35-day go-shop period, shareholder and regulatory approvals and other customary closing conditions.
- Certain details are still being finalized, while others are confidential or subject to legal restrictions.
- We will share additional information as decisions are made and when we are able to do so. In the meantime, employees should rely on official Company communications and avoid speculation.

Communications Guidance

Who should I contact with questions?

- We have set up an email inbox where you can submit questions. Given we are in the early stages of this process, there will naturally be questions that we are not able to answer right away.
- That said, we will review all of the questions received and work to make updates to this FAQ based on those questions, to the extent we can provide answers. You can submit those questions to transaction@bowman.com.
- For any inquiries you may receive from clients or suppliers, please route those to your Divisional Manager or Executive Leader.

What should I do if I am contacted by an outside party?

- Please do not comment on or speculate about the transaction.
- For any media, investor, and non-project related- external inquiries, please don't respond and instead direct those to our external communications representatives at Collected Strategies (BWMN-CS@collectedstrategies.com).
- Please refrain from discussing the transaction on social media and continue to follow Bowman's existing communications policies.

Important Information and Where to Find It

The merger transaction described in this communication (the "Merger") will be submitted to the Company's stockholders for their consideration and approval at a special meeting. In connection with the Merger, Bowman Consulting Group Ltd. (the "Company") intends to file with the Securities and Exchange Commission (the "SEC") a preliminary proxy statement on Schedule 14A. Once the SEC completes its review of the preliminary proxy statement, a definitive proxy statement and a form of proxy card will be filed with the SEC and mailed or otherwise furnished to the Company's stockholders. BEFORE MAKING ANY VOTING DECISION, THE COMPANY'S STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT IN ITS ENTIRETY, WHEN IT BECOMES AVAILABLE, AND ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE MERGER OR INCORPORATED BY REFERENCE IN THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS), IF ANY, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE MERGER AND THE PARTIES TO THE MERGER. This communication is not a substitute for the proxy statement or any other document that may be filed by the Company with the SEC or sent to its stockholders in connection with the Merger.

The Company's investors and stockholders may obtain a free copy of the proxy statement (when available) and other documents filed by the Company with the SEC at the SEC's website at www.sec.gov. In addition, the Company's investors and stockholders may obtain a free copy of the documents filed with the SEC by the Company from the Company's website at investors.bowman.com or by directing a request to the Company by e-mail to ir@bowman.com, or by telephone to (703) 464-1000.

Participants in the Solicitation

The Company and certain of its directors, executive officers and other members of management and employees may, under the rules of the SEC, be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the Merger and other matters to be voted on at the special meeting of the stockholders. Information regarding the Company's directors and executive officers, including a description of their direct or indirect interests, by security holdings or otherwise, is contained in the Company's proxy statement on Schedule 14A for the Company's 2026 Annual Meeting of Stockholders, which was filed with the SEC on April 28, 2026 (the "2026 Annual Meeting Proxy Statement"), including under the headings "Executive and Director Compensation," "Security Ownership of Certain Beneficial Owners and Management" and "Certain Relationships and Related Transactions." To the extent holdings of the Company's securities by such directors or executive officers (or the identity of such directors or executive officers) change from the amounts set forth in the 2026 Annual Meeting Proxy Statement, such information has been or will be reflected on the Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of the Company's directors and executive officers in the Merger will be included in the proxy statement relating to the Merger when it is filed with the SEC. You may obtain free copies of these documents using the sources indicated above.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements contained in this communication that do not relate to matters of historical fact should be considered forward-looking statements, including, without limitation, statements regarding the Merger, including the expected timing of the closing of the Merger, the ability of the parties to complete the Merger considering the various closing conditions, the expected synergies, impacts and benefits of the Merger, the plans, strategies and prospects, both business and financial, of the Company, and any assumptions underlying any of the foregoing.

In some cases, you can identify forward-looking statements by terminology such as "aim," "anticipate," "assume," "believe," "contemplate," "continue," "could," "due," "estimate," "expect," "goal," "intend," "may," "objective," "plan," "predict," "potential," "positioned," "seek," "should," "target," "will," "would" and other similar expressions that are predictions of or indicate future events and future trends, or the negative of these

Important Information and Where to Find It

terms or other comparable terminology, although not all forward-looking statements contain these words. Forward-looking statements are based on the Company's current expectations and are not guarantees of future performance. These forward-looking statements are subject to known and unknown risks and uncertainties that may cause actual results to differ materially from the Company's current expectations.

These risks and uncertainties include risks and developments related to, among other things, (i) the completion of the proposed Merger on the anticipated terms and timing, or at all, including the parties' ability to obtain required stockholder approval, regulatory approvals and satisfy the other conditions to the completion of the Merger, or the failure to satisfy such conditions, (ii) the effect of the announcement or pendency of the Merger on the Company's business, operating results, financial performance, ability to retain and hire key personnel, and relationships with customers, suppliers, competitors and others, (iii) the effect of the restrictions imposed by the definitive merger agreement (the "Merger Agreement") during the pendency of the Merger, which may (x) disrupt the Company's current plans and business operations, (y) impact the Company's ability to pursue certain business opportunities or strategic transactions or (z) divert management's attention from ongoing business operations, (iv) the ability of Bernhard to procure the financing required to complete the Merger, (v) the possibility that competing offers may be made, and the effect of such competing offers on the Merger and the parties' respective rights under the Merger Agreement, (vi) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement, (vii) the fact that the Company may be required to pay a termination fee to Bernhard if the Merger Agreement is terminated in certain circumstances, (viii) litigation being instituted against the Company, Bernhard or other parties, including their respective directors, managers or officers, in connection with the Merger, which may have an unfavorable outcome, (ix) the uncertainty of the outcome of any such litigation and its effects on the parties to the Merger Agreement, (x) changes in laws, regulations, or policies, (xi) general economic conditions, nationally and globally, and their effect on the market for the Company's services, (xii) competitive pressures and trends in the Company's industry and its ability to successfully compete with its competitors, (xiii) the effect on the Company's stock price if the Merger is not completed, which may decline significantly following a termination of the Merger Agreement, (xiv) potential business uncertainty during the pendency of the Merger, including changes to existing business relationships; (xv) the significant costs, fees and expenses the Company may incur in connection with the Merger, and (xvi) the effects of unknown liabilities related to the Merger on the Company.

For additional information about other factors that could cause actual results to differ materially from those described in the forward-looking statements, please refer to the Company's periodic reports and other filings with the SEC, including risks described under the caption "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC, and other filings with the SEC, which are accessible on the SEC's website at www.sec.gov and the Company's Investor Relations page at investors.bowman.com. The forward-looking statements included in this communication are made only as of the date hereof, and the Company disclaims any obligation to update the forward-looking statements in the future, except as required by applicable law. Forward-looking statements should be considered in light of these risks and uncertainties. Investors and others are cautioned not to place undue reliance on forward-looking statements.

No Offer or Solicitation

This communication is for informational purposes only and is not intended to, and does not, constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any issuance or sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.