

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

SCHEDULE 14A
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

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 Pursuant to Section 240.14a-12

Navient 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!

NAVIENT CORPORATION

2024 Annual Meeting
Vote by May 22, 2024
11:59 PM ET

NAVIENT.

NAVIENT CORPORATION
ATTN: CORPORATE SECRETARY
13865 SUNRISE VALLEY DRIVE
HERNDON, VA 20171



V39240-P08092

You invested in NAVIENT 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 shareholder meeting to be held on May 23, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 9, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to 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

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 23, 2024
8:00 AM

Virtually at:
www.virtualshareholdermeeting.com/NAVI2024

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

THIS IS NOT A VOTABLE BALLOT

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

Voting Items	Board Recommendations
1. Elect the 8 nominees named in the proxy statement to serve as directors for one-year terms or until their successors have been duly elected and qualified. Nominees:	
1a. Frederick Arnold	✔ For
1b. Edward J. Bramson	✔ For
1c. Anna Escobedo Cabral	✔ For
1d. Larry A. Klane	✔ For
1e. Michael A. Lawson	✔ For
1f. Linda A. Mills	✔ For
1g. Jane J. Thompson	✔ For
1h. David L. Yowan	✔ For
2. Ratify the appointment of KPMG LLP as Navient’s independent registered public accounting firm for 2024.	✔ For
3. Approve, in a non-binding advisory vote, the compensation paid to Navient-named executive officers.	✔ For
4. Approve the Navient Corporation 2024 Omnibus Incentive Plan to replace the expiring 2014 Omnibus Incentive Plan.	✔ For
NOTE: The shares represented by this proxy when properly executed will be voted in the manner directed herein. If any other matters properly come before the meeting, the persons named in this proxy will vote in their discretion.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click “Delivery Settings”.