

PARSONS CORPORATION

BOARD OF DIRECTORS

DRAFT CODE OF BUSINESS CONDUCT

The Board of Directors of Parsons Corporation has adopted the following Code of Business Conduct for directors. No Code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for directors. Directors are encouraged to bring questions about particular circumstances that may involve one or more of the provisions of this Code to the attention of the Chairman of the Nominating and Governance Committee and/or the Chairman of the Board.

References in this Code to the “Company” include Parsons Corporation and its subsidiaries and affiliates.

1. Director Responsibilities.

The Board represents the interests of the ESOP in optimizing the Company’s long-term value by providing oversight of management performance in the operation of the Company. The Board’s responsibilities in performing this oversight function include a duty of care and a duty of loyalty.

A director’s duty of care refers to the responsibility to exercise appropriate diligence in overseeing the management of the Company, making decisions and taking other actions. In meeting the duty of care, directors are expected to:

- *Attend and participate in Board and Committee meetings.* Personal participation is required.
- *Remain properly informed about the Company’s business and affairs.* Directors should review and devote appropriate time to studying Board materials.
- *Rely on others.* Absent knowledge that makes reliance unwarranted, directors may reasonably rely on Board committees, management employees and professional advisors.
- *Make inquiries.* Directors should make inquiries about potential problems that come to their attention and follow up until they are reasonably satisfied that management is addressing them appropriately.

A director’s duty of loyalty refers to the responsibility to act in good faith and in the Company’s best interests, not the interests of the director, a family member or another organization with which the director is affiliated. Directors should not use their positions for personal gain.

2. Conflict of Interest.

Directors should avoid conflicts between their personal interests and those of the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company should be disclosed promptly to the Chairman of the Nominating and Governance Committee and the Chairman of the Board, who will review the question and determine an appropriate course of action, including whether consideration or action by the full Board is necessary.

A “conflict of interest” can occur when a director’s personal interest is, or may appear to be, adverse to the interests of the Company as a whole. Personal interests may include, but are not limited to, outside activities, financial or other business interests, personal or charitable relationships or political interests or offices. Conflicts of interest also arise when a director, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position as a director of the Company. Such improper personal benefits could include personal loans to, or the guarantee of personal obligations for, a director or family member, or providing travel or entertainment expenses to a director or family member which are not associated with a Company business purpose or which the Company would not otherwise make available from time to time to officers or employees of the Company. A director’s immediate family includes the director’s spouse, parents, stepparents, children, stepchildren, siblings, mother- and father-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than a domestic employee or tenant) who shares the director’s home.

This Code does not attempt to describe all possible conflicts of interest which could develop. Some of the more common conflicts from which directors should refrain, however, are set out below:

- *Relationship with third-parties.* Directors may not engage in any conduct or activities that are inconsistent with the Company’s best interests or that disrupt or impair the Company’s relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- *Compensation from non-Company sources.* Directors may not accept compensation (in any form) for services performed for the Company from any source other than the Company.
- *Gifts.* Directors and members of their immediate family may not accept gifts from persons or entities who deal with the Company in those instances in which: (i) the gift has more than a nominal value (i.e., greater than \$250); (ii) the gift, considered in light of the totality of the circumstances, could reasonably be expected to influence the director’s actions as a member of the Board; (iii) acceptance of the gift could create the appearance of a conflict of interest.
- *Personal use of Company assets.* Directors may not use Company assets, labor or information for personal use unless approved by the Chairman of the Nominating and Governance Committee or as part of a compensation or expense reimbursement program available to all directors. Incidental personal

use of assets such as computers, telephones and supplies is permitted.

Investments by a director, or by an entity controlled by a director or in which a director has the ability to make investment decisions on behalf of the entity, in 5% or less of the outstanding securities of a publicly traded company, which company is a customer, vendor or competitor of the Company, will not be considered a conflict of interest, so long as such investment does not represent a material portion of the director's net worth or the value of the entity.

For additional guidance, please see the Parsons Conflicts of Interest Corporate Policy, applicable to employees, officers and directors of the Company.

Any director with an interest, relationship or responsibility which conflicts with the interest of the Company shall recuse himself or herself from any reporting, discussions or vote on the issue that gave rise to the conflict and, if necessary, from the Board meeting, or applicable part thereof. In cases of potential conflict, the Board, with the abstention of the interested director, may decide whether such director may participate in any reporting, discussion or vote on the issue that gave rise to the potential conflict. In circumstances where a director has a significant, ongoing and irreconcilable conflict, and where such personal or outside interest, relationship or responsibility significantly impedes the director's ability to carry out his or her fiduciary responsibility to the Company, resignation from the Board or the conflicting interest may be required of the director by the Board.

Each Board member shall complete an annual disclosure form, identifying any relationships, positions or circumstances in which he or she is involved that could rise to the level of a conflict of interest.

3. Business Relationships with Directors.

Any arrangement in which the Company or a member of the Company's senior management is a participant and in which a director or a member of a director's immediate family has a direct or indirect material interest must be approved by the Board. Such approval, however, shall not be required where:

- The collective beneficial ownership by the director and his or her family member(s) is less than a 10% equity interest in the entity with which the Company has concluded such arrangement;
- The value of the payments made to or by the Company constitute less than \$_____, or ____% of the annual gross revenues of the entity involved in the arrangement, whichever is greater; and
- Neither the director nor a member of his or her immediate family personally (i) is involved in the negotiation or execution of the arrangement; (ii) is involved in the provision of goods or performance of services pursuant to the arrangement; or (iii) receives any direct monetary benefit as a result of the arrangement.

4. Corporate Opportunities.

Directors owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Directors may not compete with the Company or use opportunities that are discovered through the use of Company information or their position with the Company for their own personal benefit or for the benefit of persons or entities outside the Company, unless the Company has already been given the opportunity and has determined that it will not pursue that opportunity, and then only after notifying the Chief Executive Officer of the Company of his or her intended actions in order to avoid an appearance of a conflict of interest.

In general, investments in customers, suppliers or competitors of the Company, when made through mutual funds and portfolio investments (such as limited partnership interests in venture capital funds and similar investment vehicles through which the director does not influence decisions as to which securities are held) are permissible.

5. Confidentiality

Directors should maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company or a third party that comes to them, from whatever source, in their capacity as a director, except when disclosure is authorized or legally mandated. For the purposes of this Code, "confidential information" includes all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the Company, including:

- Non-public information about the Company's financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock repurchases and divestitures;
- Non-public information concerning possible transactions with other companies or information about the Company's customers, suppliers or joint venture partners that the Company is under an obligation to maintain as confidential; and
- Non-public information about discussions and deliberations relating to business issues and decisions between and among employees, officers and directors.

6. Compliance with Laws, Rules and Regulations.

The Company requires strict compliance by all directors with applicable laws, rules and regulations.

7. Fair Dealing.

Directors must deal fairly with the Company's employees, customers, suppliers and competitors. No director may take unfair advantage of the Company employees, customers, suppliers or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

8. Waiver.

Waivers of a provision of this Code shall only be made in exceptional circumstances, and then only by a unanimous vote of the disinterested members of the Board.

PARSONS