

PARSONS CORPORATION  
BOARD OF DIRECTORS  
**EXECUTIVE COMMITTEE**  
**CHARTER**

I. POWERS AND DUTIES OF THE COMMITTEE

1. General Powers. Except for those powers specifically denied to it herein, the Executive Committee (the “Committee”), between meetings of the Board of Directors (the “Board”), shall have all the powers of the Board of Parsons Corporation (the “Corporation”) including the power to authorize the seal of the company to be affixed to all papers on which the Company desires to place a seal, such power and authority to be exercised with the same effect as the power and authority of the Board and without any requirement of specific ratification or approval by the Board; provided, however, that the Board shall at all times have the power to dissolve the Committee, or to amend, repeal or limit the power and authority of the Committee, as well as any act of the Committee, subject to the intervening rights of third parties. In addition to the General Powers listed hereinbefore, the Committee shall have the following additional responsibilities:

1.1 Meet, as needed, between regularly scheduled Board meetings to review the status of key actions to be taken by the Corporation to include major acquisitions, divestitures, mergers or changes in capital structure or ownership.

1.2 Meet on an ad hoc basis to review major investments or divestitures of other assets to include real estate and financial investments outside of the normal investment plans of the Corporation.

1.3 Meet on an ad hoc basis at the Request of the Chairman of the Board to provide advice and counsel to the Chairman regarding business issues of the Corporation.

1.4 Conduct periodic reviews of the Committee’s performance and periodically assess the adequacy of its charter, recommending changes to the Board as needed.

2. Limitations. The Committee is specifically denied the powers of the Board to act with respect to the following matters:

2.1 The declaration or payment of any dividend;

- 2.2 The adoption, amendment or repeal of the Bylaws or the Articles of Incorporation of the Corporation;
- 2.3 The issuance or reissuance of any stock of the Corporation or the granting or regranting of any options, warrant, or other right to purchase said stock;
- 2.4 The establishment or designation of any new series of class of stock or the division of any series or class of stock into smaller denominations;
- 2.5 The making or approval of any capital expenditures exceeding \$5,000,000;
- 2.6 The incurring or approval of any individual borrowing exceeding \$5,000,000;
- 2.7 Selling, assigning, pledging, mortgaging, or otherwise transferring any assets of the Corporation in excess of \$5,000,000;
- 2.8 The purchase in excess of \$100,000 in market value of any securities issued by the Corporation;
- 2.9 The adoption of a plan of merger or a plan of consolidation with another corporation or corporations;
- 2.10 The changing of stated capital or paid-in surplus of the Corporation;
- 2.11 The winding up and dissolution of the Corporation;
- 2.12 The recommendation of any action to the shareholders;
- 2.13 The fixing of compensation for serving as a member of the Board or any Committee of the Board;
- 2.14 The entering into or approving any transaction in which any member of the committee or any “associate” of said member (as said term is defined in Regulation 14a-1 of the Securities and Exchange Commission, as amended, issued pursuant to the Securities and Exchange Act of 1934, as amended) has a material financial interest;
- 2.15 The filling of vacancies on the Board or any Committee of the Board;
- 2.16 The appointment or removal of a Director (“Director”) of the Corporation or a member of any Committee of the Board;
- 2.17 The creation of a Committee of the Board;
- 2.18 Changing the authorized number of Directors of the Corporation;
- 2.19 Engaging or discharging the independent auditors of the Corporation;
- 2.20 The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

3. Recommendations to the Board. Notwithstanding anything herein, the Committee shall have the power and authority to make any recommendations to the Board.

4. Reports to the Board. It shall be the duty and obligation of the Committee to report promptly to all Directors regarding any materially adverse change in the affairs of the

Corporation of which the Committee becomes aware. Said duty of reporting shall include but not be limited to information concerning any contract or other obligation of the Corporation with respect to which it reasonably appears that (a) the Corporation will be unable to meet its obligations, or (b) the Corporation will likely sustain a material loss.

Said reports to the Board shall be made in writing to the Chairman of the Board who shall be responsible for causing such reports to be transmitted to all the Directors and to be filed with the corporate records.

## II. COMMITTEE ORGANIZATION

1. Number of Members. Unless and until changed by a resolution of the Board amending this Charter (the “Charter”), the authorized members of the Committee (the “Members”) shall be comprised of the Chairman of the Board, the Chairs of each of the other Board Committees, the Lead Independent Director and the Corporation’s Chief Executive Officer, said Chief Executive Officer being a member of the Committee only during those times in which said person is also a director of the Corporation. A director may hold more than one position comprising the Executive Committee membership, in which case said director shall be counted only once for purposes of determining the number of Members of the Committee, the presence of a quorum and voting.

2. Election and Term of Office. The Members shall be elected annually at each organizational meeting of the Board; but, if any such organizational meeting is not held or the Members are not elected thereat, the Members may be elected at any other meeting of the Board. All Members shall hold office until their respective successors are elected and the Board shall at all times have the power to remove any or all Members without prior notice and without cause.

3. Vacancies. Vacancies in the membership of the Committee shall only be filled by a resolution of the Board and each Member so elected shall hold office until his death, resignation or removal, or until his successor is elected at any meeting of the Board.

A vacancy or vacancies in the membership of the Committee shall be deemed to exist in case of the death, resignation or removal of any Member, or if the authorized number of Members be increased by the Board, or if the Board fails at any organizational or any other meeting at which Members are elected to elect the full authorized number of Members to be voted for at that meeting.

If the Board accepts the resignation of a Member tendered to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation is to become effective.

4. Chairman of the Committee. The Chairman shall be appointed annually by the Board and shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

The Chairman may be removed by the Board at any time without prior notice and without cause.

The Chairman may resign at any time by giving written notice to the Chairman of the Board or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Chairman of the Committee shall, if present, preside at all meetings of the Committee, and shall exercise and perform such other powers and duties as may be from time to time assigned to him by the Committee or prescribed by this Charter.

5. Vice Chair of the Committee. The Corporation's Lead Independent Director shall be the Vice Chair of the Committee (the "Vice Chair"), shall exercise and perform the powers of the Chair in the Chair's absence and shall further exercise and perform such powers and duties as may from time to time be assigned to the Vice Chair by the Board of Directors.

### III. MEETINGS OF THE COMMITTEE

1. Regular Meetings. Regular meetings of the Committee for any purpose or purposes within the powers of the Committee shall be called at any time by the Chairman of the Committee or by any two Members.

Notice of the time and place of meetings shall be given to each Member at least 24 hours prior to the time of the holding of the meeting by telephone or by electronic communication.

2. Special Meetings. Special meetings of the Committee for any purpose or purposes within the powers of the Committee shall be called at any time by the Chairman.

3. Place of Meetings. Regular meetings of the Committee shall be held at any place within or without the States of Delaware or California which has been designated from time to time by resolution of the Committee or by consent of all Members. In the absence of such designation, regular meetings shall be held at the executive offices of the Corporation in California. Special meetings of the Committee may be held either at any place so designated or at the executive offices of the Corporation in California.

4. Waiver of Notice. The transactions of any meeting of the Committee, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if all Members of the Committee are in attendance or if a quorum be present, and if, either before or after the meeting, each of the Members not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All

such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

5. Quorum. A majority of Members shall be necessary to constitute a quorum for the transaction of business, provided, that in the absence of a quorum, a majority of Members present at any meeting may adjourn the same from time to time until a quorum shall be present. Every act or decision done or made by the Committee at a meeting duly held at which a quorum is present shall be regarded as the act of the Committee.

6. Adjournment; Notice. A quorum of the Members may adjourn any Committee meeting to meet again at a stated day and hour. In such event, notice of the time and place of holding the adjourned meeting need not be given to absent Members if the time and place be fixed at the meeting adjourned.

7. Action Without Meeting. Any action required or permitted to be taken by the Committee may be taken without a meeting, if all Members shall individually or collectively consent in writing to such action. Such written consent or consents may be signed in counterparts and shall be filed with the minutes of the proceedings of the Committee. Such action by written consent shall have the same force and effect as a unanimous vote of such Members.

8. Other Attendees. All outside Directors not members of the Committee shall be given notice and are privileged to attend regular and special meetings of the Committee.

9. No Outside Fees or Payments. No member of the Committee shall be paid or receive a fee from the Corporation, other than the Director and Board Committee fees approved by the Board and paid to a Director in connection with his or her service on the Board and its committees.

#### IV. TRANSMITTAL OF MINUTES TO THE DIRECTORS

1. Transmittal of Minutes to the Directors. In the event the Chairman deems it useful or necessary, or if any Committee member so requests, minutes of the meeting shall be prepared. Such minutes of a meeting shall be transmitted to all Directors by deposit in the mail within six (6) business days after said meeting, charges prepaid, addressed in the manner provided for in the Bylaws of the Corporation for notices of special meetings of the Board, or by any faster method of delivery.

2. Comments by Directors. Upon receipt of said minutes, each Director shall have the obligation to review the action taken by the Committee as reflected by the minutes, and the opportunity to comment thereon. Formal notice of any such comment shall be made in writing to the Chairman of the Board of the Corporation and a copy shall be sent concurrently to the Chairman of the Executive Committee. The Chairman of the Board of the Corporation shall

cause such comments to be transmitted to the other Directors and to be filed with the corporate records. Nothing herein shall derogate from the right of any Director to comment upon, or otherwise act with regard to, the Committee at any meeting of the Board or otherwise.

#### V. AMENDMENT OF THE CHARTER

Amendment of the Charter. This Charter may only be amended or repealed by action of the Board and not by action of the Committee.

PARSONS