

PARSONS CORPORATION
BOARD OF DIRECTORS
**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

I. PURPOSE OF THE COMMITTEE

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Parsons Corporation (the "Corporation") shall take a leadership and oversight role in shaping the Corporation's governance policies and shall assist the Board to (a) identify individuals qualified to become Board members and recommend to the Board the Director nominees for election at the next annual meeting of shareholders; (b) identify and recommend candidates to fill Board vacancies occurring between annual shareholder meetings; (c) review, develop, recommend and oversee the Corporate Governance Guidelines which are intended to set the tone for all Directors, officers and employees of the Corporation; and (d) initiate and monitor the process by which the Board conducts an annual review of its performance and effectiveness.

II. RESPONSIBILITIES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the following responsibilities and authority:

1. Assess the adequacy of the Corporation's policies and practices regarding corporate governance, including the Corporate Governance Guidelines of the Corporation, and recommend any proposed changes to the Board for approval.
2. Review the appropriateness of the size of the Board relative to its various responsibilities. Review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as the Committee deems appropriate.
3. Develop and recommend to the Board appropriate criteria for determining Director independence.
4. Recommend to the Board the number, identity and responsibilities of Board committees and the chair and members of each committee.
5. Recommend criteria for identifying and selecting individuals who may be nominated for election to the Board, taking into account applicable laws, rules and regulations, including a potential candidate's experience, areas of expertise and other factors relative to the overall composition of the Board.

6. Recommend to the Board the slate of nominees for election to the Board at the Corporation's annual meeting of shareholders.
7. Actively seek individuals qualified to become Board members as the need arises to fill vacancies, and recommend them to the Board.
8. Consider questions of possible conflicts of interest of Board members.
9. Determine the effect of the change in a Director's primary job position from that which said Director occupied at their most recent election on said Director's ability to fulfill their obligations to the Board, and recommend to the full Board whether to accept said Director's resignation.
10. Review board memberships at other organizations offered to Board members.
11. Identify and recommend candidates for election as Lead Independent Director by the independent directors.
12. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees.
13. Assess the adequacy of the Corporation's orientation and continuing education programs for Directors.
14. Conduct periodic reviews of the Committee's performance and periodically assess the adequacy of its charter, recommending changes to the Board as needed.
15. Review on a periodic basis director retirement policies recommending changes to the Board as needed.
16. Review with the Chair of the Board and the Corporation's Chief Executive Officer on a periodic basis long-range succession plans for the positions of Chairman, CEO and President.
17. Report regularly to the Board on the Committee's activities.
18. Obtain advice and assistance, as needed, from internal or external legal, accounting, search firms or other advisors, including the retention, termination and negotiation of terms and conditions of the assignment.
19. The Committee shall exercise such power and authority as necessary and appropriate to discharge the duties and responsibilities set out in this Charter.

20. The Committee is empowered to investigate any matter brought to its attention that is within the scope of its authority with full access to all books, records, facilities and personnel of the Corporation.

21. The Committee has the authority to hire outside counsel and other consultants or experts to advise the Committee when appropriate and necessary.

22. The Committee may utilize and rely upon the management of the Corporation to provide information, data, reports, analysis and personnel as may be needed to perform its duties.

23. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

III. COMMITTEE ORGANIZATION

1. Number of Members. The authorized number of members of the Committee (the “Members”) shall be three (3) or more until changed by a resolution of the Board amending this Charter (the Charter). A majority of the Members shall be independent, non-management directors of the Corporation.

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. Chair of the Committee. The Chair of the Committee (the “Chair”) shall be appointed by the Board and preside at all meetings of the Committee and shall exercise and

perform such powers and duties as may from time to time be assigned to the Chair by this Charter.

5. Vice Chair of the Committee. The Vice Chair of the Committee (the “Vice Chair”) shall be appointed by the Board, 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.

IV. MEETINGS OF THE COMMITTEE

1. Place of Meeting. 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.

2. Other Regular Meetings. Regular meetings of the Committee shall be held without call at such time as the Committee may from time to time designate. Should any meeting fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the Committee is hereby dispensed with.

3. 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 Chair, acting upon request of the Chair of the Board.

4. Quorum. A majority of the independent, non-management 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.

5. 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.

6. 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.

7. 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.

8. 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.

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