

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2025

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 001-07782



Parsons Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

95-3232481

(I.R.S. Employer
Identification No.)

14291 Park Meadow Drive, Suite 100

Chantilly, Virginia

(Address of principal executive offices)

20151

(Zip Code)

Registrant's telephone number, including area code: (703) 988-8500

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1 par value	PSN	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒
Non-accelerated filer ☐
Emerging growth company ☐

Accelerated filer ☐
Smaller reporting company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of April 16, 2025, the registrant had 106,874,985 shares of common stock, \$1.00 par value per share, outstanding.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

PARSONS CORPORATION AND SUBSIDIARIES Consolidated Balance Sheets (in thousands, except share information)

	March 31, 2025 (Unaudited)	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents (including \$78,952 and \$202,121 Cash of consolidated joint ventures)	\$ 269,745	\$ 453,548
Accounts receivable, net (including \$394,220 and \$294,700 Accounts receivable of consolidated joint ventures)	1,124,951	1,100,396
Contract assets (including \$8,485 and \$7,906 Contract assets of consolidated joint ventures)	822,781	741,504
Prepaid expenses and other current assets (including \$15,697 and \$14,723 Prepaid expenses and other current assets of consolidated joint ventures)	183,694	166,952
Total current assets	2,401,171	2,462,400
Property and Equipment, net (including \$2,489 and \$2,971 Property and equipment of consolidated joint ventures)	121,753	111,575
Right of use assets, operating leases (including \$5,050 and \$5,726 Right of use assets, operating leases of consolidated joint ventures)	148,715	153,048
Goodwill	2,107,072	2,082,680
Investments in and advances to unconsolidated joint ventures	142,248	138,759
Intangible assets, net	339,655	349,937
Deferred tax assets	131,963	133,450
Other noncurrent assets	56,567	56,113
Total assets	\$ 5,449,144	\$ 5,487,962
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable (including \$52,267 and \$28,214 Accounts payable of consolidated joint ventures)	\$ 288,519	\$ 207,589
Accrued expenses and other current liabilities (including \$196,814 and \$198,797 Accrued expenses and other current liabilities of consolidated joint ventures)	783,686	894,425
Contract liabilities (including \$68,462 and \$66,144 Contract liabilities of consolidated joint ventures)	297,511	289,799
Short-term lease liabilities, operating leases (including \$3,104 and \$3,522 Short-term lease liabilities, operating leases of consolidated joint ventures)	53,137	52,725
Income taxes payable	7,692	7,701
Short Term Debt	434,925	463,405
Total current liabilities	1,865,470	1,915,644
Long-term employee incentives	26,479	31,818
Long-term debt	785,198	784,096
Long-term lease liabilities, operating leases (including \$1,944 and \$2,203 Long-term lease liabilities, operating leases of consolidated joint ventures)	108,336	114,386
Deferred tax liabilities	11,229	11,043
Other long-term liabilities	106,700	96,486
Total liabilities	\$ 2,903,412	\$ 2,953,473
Contingencies (Note 12)		
Shareholders' equity:		
Common stock, \$1 par value; authorized 1,000,000,000 shares; 146,704,037 and 146,656,225 shares issued; 53,922,339 and 52,657,447 public shares outstanding; 52,900,764 and 54,117,904 ESOP shares outstanding	\$ 146,704	\$ 146,655
Treasury stock, 39,880,875 shares at cost	(815,282)	(815,282)
Additional paid-in capital	2,660,487	2,684,829
Retained earnings	487,625	426,781
Accumulated other comprehensive loss	(25,740)	(26,594)
Total Parsons Corporation shareholders' equity	2,453,794	2,416,389
Noncontrolling interests	91,938	118,100
Total shareholders' equity	2,545,732	2,534,489
Total liabilities and shareholders' equity	\$ 5,449,144	\$ 5,487,962

The accompanying notes are an integral part of these consolidated financial statements.

PARSONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Income
(In thousands, except per share information)
(Unaudited)

	Three Months Ended	
	March 31, 2025	March 31, 2024
Revenue	\$ 1,554,360	\$ 1,535,676
Direct cost of contracts	1,200,377	1,210,827
Equity in losses of unconsolidated joint ventures	(687)	(2,060)
Selling, general and administrative expenses	244,063	220,945
Operating income	109,233	101,844
Interest income	2,142	1,152
Interest expense	(12,246)	(12,998)
Convertible debt repurchase loss	-	(18,355)
Other income (expense), net	1,635	(3,326)
Total other income (expense)	(8,469)	(33,527)
Income before income tax expense	100,764	68,317
Income tax expense	(18,977)	(13,324)
Net income including noncontrolling interests	81,787	54,993
Net income attributable to noncontrolling interests	(15,584)	(15,243)
Net income attributable to Parsons Corporation	66,203	39,750
Earnings per share:		
Basic	\$ 0.62	\$ 0.37
Diluted	\$ 0.60	\$ 0.37

The accompanying notes are an integral part of these consolidated financial statements.

PARSONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
(In thousands)
(Unaudited)

	Three Months Ended	
	March 31, 2025	March 31, 2024
Net income including noncontrolling interests	\$ 81,787	\$ 54,993
Other comprehensive income, net of tax		
Foreign currency translation adjustment, net of tax	847	(1,927)
Pension adjustments, net of tax	7	(31)
Comprehensive income including noncontrolling interests, net of tax	82,641	53,035
Comprehensive income attributable to noncontrolling interests, net of tax	(15,584)	(15,243)
Comprehensive income attributable to Parsons Corporation, net of tax	<u>\$ 67,057</u>	<u>\$ 37,792</u>

The accompanying notes are an integral part of these consolidated financial statements.

PARSONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	For the Three Months Ended	
	March 31, 2025	March 31, 2024
Cash flows from operating activities:		
Net income including noncontrolling interests	81,787	\$ 54,993
Adjustments to reconcile net (loss) income to net cash used in operating activities		
Depreciation and amortization	27,403	24,531
Amortization of debt issue costs	1,223	4,099
Loss (gain) on disposal of property and equipment	15	198
Convertible debt repurchase loss	-	18,355
Deferred taxes	1,555	4,796
Foreign currency transaction gains and losses	(786)	2,311
Equity in losses of unconsolidated joint ventures	687	2,060
Return on investments in unconsolidated joint ventures	12,963	16,106
Stock-based compensation	10,979	10,523
Contributions of treasury stock	17,764	15,030
Changes in assets and liabilities, net of acquisitions and consolidated joint ventures:		
Accounts receivable	(21,015)	(110,066)
Contract assets	(78,015)	(11,715)
Prepaid expenses and other assets	(17,171)	(21,602)
Accounts payable	79,659	31,685
Accrued expenses and other current liabilities	(132,892)	(77,591)
Contract liabilities	3,153	(17,090)
Income taxes	(2)	(5,521)
Other long-term liabilities	906	(4,521)
Net cash used in operating activities	(11,787)	(63,420)
Cash flows from investing activities:		
Capital expenditures	(13,473)	(9,436)
Proceeds from sale of property and equipment	-	2
Payments for acquisitions, net of cash acquired	(31,612)	-
Investments in unconsolidated joint ventures	(16,585)	(36,076)
Net cash used in investing activities	(61,670)	(45,510)
Cash flows from financing activities:		
Proceeds from borrowings under credit agreement	145,900	153,200
Repayments of borrowings under credit agreement	(145,900)	(153,200)
Proceeds from issuance of convertible notes due 2029	-	800,000
Repurchases of convertible notes due 2025	(28,480)	(495,575)
Payments for debt issuance costs	-	(18,941)
Contributions by noncontrolling interests	260	-
Distributions to noncontrolling interests	(42,009)	(11,258)
Repurchases of common stock	(24,995)	-
Taxes paid on vested stock	(15,640)	(16,914)
Capped call transactions	-	(88,400)
Bond hedge termination	-	195,549
Redemption of warrants	-	(104,952)
Net cash (used in) provided by financing activities	(110,864)	259,509
Effect of exchange rate changes	518	(402)
Net increase (decrease) in cash, cash equivalents, and restricted cash	(183,803)	150,177
Cash, cash equivalents and restricted cash:		
Beginning of year	453,548	272,943
End of period	269,745	\$ 423,120

The accompanying notes are an integral part of these consolidated financial statements.

PARSONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Shareholders' Equity
For the Three Months Ended March 31, 2025 and March 31, 2024
(In thousands)
(Unaudited)

	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Parsons Equity	Noncontrolling Interests	Total
Balance at December 31, 2024	<u>\$ 146,655</u>	<u>\$ (815,282)</u>	<u>\$ 2,684,829</u>	<u>\$ 426,781</u>	<u>\$ (26,594)</u>	<u>\$ 2,416,389</u>	<u>\$ 118,100</u>	<u>\$ 2,534,489</u>
Net income	-	-	-	66,203	-	66,203	15,584	81,787
Foreign currency translation gain, net	-	-	-	-	847	847	3	850
Pension adjustments, net	-	-	-	-	7	7	-	7
Contributions	-	-	-	-	-	-	260	260
Distributions	-	-	-	-	-	-	(42,009)	(42,009)
Issuance of equity securities, net of retirement	473	-	(10,750)	(5,359)	-	(15,636)	-	(15,636)
Repurchases of common stock	(424)	-	(24,571)	-	-	(24,995)	-	(24,995)
Stock based compensation	-	-	10,979	-	-	10,979	-	10,979
Balance at March 31, 2025	<u>\$ 146,704</u>	<u>\$ (815,282)</u>	<u>\$ 2,660,487</u>	<u>\$ 487,625</u>	<u>\$ (25,740)</u>	<u>\$ 2,453,794</u>	<u>\$ 91,938</u>	<u>\$ 2,545,732</u>
Balance at December 31, 2023	<u>\$ 146,341</u>	<u>\$ (827,311)</u>	<u>\$ 2,779,365</u>	<u>\$ 203,724</u>	<u>\$ (14,908)</u>	<u>\$ 2,287,211</u>	<u>\$ 89,504</u>	<u>\$ 2,376,715</u>
Net income	-	-	-	39,750	-	39,750	15,243	54,993
Foreign currency translation loss, net	-	-	-	-	(1,927)	(1,927)	-	(1,927)
Pension adjustments, net	-	-	-	-	(31)	(31)	-	(31)
Distributions	-	-	-	-	-	-	(11,258)	(11,258)
Capped call transactions	-	-	(66,121)	-	-	(66,121)	-	(66,121)
Repurchase of warrants	-	-	(104,952)	-	-	(104,952)	-	(104,952)
Bond hedge termination	-	-	149,308	-	-	149,308	-	149,308
Convertible debt inducement	-	-	(147,105)	-	-	(147,105)	-	(147,105)
Issuance of equity securities, net of retirements	376	-	(8,256)	(9,108)	-	(16,988)	-	(16,988)
Stock based compensation	-	-	10,523	-	-	10,523	-	10,523
Balance at March 31, 2024	<u>\$ 146,717</u>	<u>\$ (827,311)</u>	<u>\$ 2,612,762</u>	<u>\$ 234,366</u>	<u>\$ (16,866)</u>	<u>\$ 2,149,668</u>	<u>\$ 93,489</u>	<u>\$ 2,243,157</u>

The accompanying notes are an integral part of these consolidated financial statements.

Parsons Corporation and Subsidiaries
Notes to Consolidated Financial Statements (unaudited)

1. Description of Operations

Organization

Parsons Corporation, a Delaware corporation, and its subsidiaries (collectively, the "Company") provide sophisticated design, engineering and technical services, and smart and agile software to the United States federal government and Critical Infrastructure customers worldwide. The Company performs work in various foreign countries through local subsidiaries, joint ventures and foreign offices maintained to carry out specific projects.

2. Basis of Presentation and Principles of Consolidation

The accompanying unaudited consolidated financial statements and related notes of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") and pursuant to the interim period reporting requirements of Form 10-Q. They do not include all of the information and footnotes required by GAAP for complete financial statements and, therefore, should be read in conjunction with our consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2024.

In the opinion of management, the consolidated financial statements reflect all normal recurring adjustments necessary for a fair statement of the financial position, results of operations and cash flows for the interim periods presented. The results of operations and cash flows for any interim period are not necessarily indicative of results for the full year or for future years.

This Quarterly Report on Form 10-Q includes the accounts of Parsons Corporation and its subsidiaries and affiliates which it controls. Interests in joint ventures that are controlled by the Company, or for which the Company is otherwise deemed to be the primary beneficiary, are consolidated. For joint ventures in which the Company does not have a controlling interest, but exerts a significant influence, the Company applies the equity method of accounting (see "Note 14 – Investments in and Advances to Joint Ventures" for further discussion). Intercompany accounts and transactions are eliminated in consolidation. Certain amounts may not foot due to rounding.

Adoption of Accounting Standards Update 2024-04

As discussed in the Company's Form 10-K for the year ended December 31, 2024, in the fourth quarter of fiscal 2024, the Company adopted Accounting Standards Update ("ASU") 2024-04, "Debt—Debt with Conversion and Other Options (Subtopic 470-20)" ("ASU 2024-04"). The Company elected to early adopt ASU 2024-04 as of January 1, 2024 on a prospective basis.

In the first quarter of 2024, the Company took an extinguishment charge related to the partial repurchase of Convertible Senior Notes due 2025. This repurchase was recorded in the Company's financial statements as a loss on debt extinguishment according to the applicable guidance prior to ASU 2024-04. With the early adoption of ASU 2024-04, the Company reassessed the accounting conclusion of the first quarter 2024 partial repurchase of Convertible Senior Notes due 2025 and concluded the partial repurchase is subject to inducement accounting under ASU 2024-04.

Under inducement accounting, the difference in the fair value of the securities issuable pursuant to conversion privileges compared to the fair value of the consideration paid on the date of the acceptance of the inducement offer is recorded to inducement expense. The difference in the consideration paid to note holders, less inducement expenses, less the fair value of the notes repurchased is charged to equity.

For the three months ended March 31, 2024, the Company reversed the loss on extinguishment of debt for the partial repurchase of the Convertible Senior Notes due 2025 and recorded the repurchase transaction as an induced conversion. This change from extinguishment to inducement accounting resulted in the Company (i.) reversing the \$211.0 million loss and the related \$49.9 million tax benefit on extinguishment of debt, recorded in Q1 2024, (ii.) recording a \$18.4 million convertible debt repurchase loss, (iii.) the difference between the extinguishment loss and inducement expense of \$192.6 million recorded to equity, and (iv.) the related tax benefit of \$45.6 million recorded to equity. See "Note 10— Debt and Credit Facilities" for a further discussion of the first quarter 2024 extinguishment accounting and

subsequent change to inducement accounting. Also see "Note 20—Quarterly Information" for the quarterly financial statement impacts related to this accounting change.

Use of Estimates

The preparation of the consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from those estimates. The Company's most significant estimates and judgments involve revenue recognition with respect to the determination of the costs to complete contracts and transaction price; determination of self-insurance reserves; useful lives of property and equipment and intangible assets; valuation of deferred income tax assets and uncertain tax positions, among others. See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates" and "Note 2—Summary of Significant Accounting Policies" in the notes to our consolidated financial statements included in the Company's Form 10-K for the year ended December 31, 2024, for a discussion of the significant estimates and assumptions affecting our consolidated financial statements. Estimates of costs to complete contracts are continually evaluated as work progresses and are revised when necessary. When a change in estimate is determined to have an impact on contract profit, the Company records a positive or negative adjustment to the consolidated statement of income.

3. New Accounting Pronouncements

In the fourth quarter of 2024, The Financial Accounting Standards Board ("FASB") Issued Accounting Standards Update ("ASU") 2024-04, "Debt—Debt with Conversion and Other Options (Subtopic 470-20)" ("ASU 2024-04"). ASU 2024-04 improves the relevance and consistency in application of the induced conversion guidance in Subtopic 470-20, Debt—Debt with Conversion and Other Options. The amendments in ASU 2024-04 clarify the requirements for determining whether certain settlements of convertible debt instruments should be accounted for as an induced conversion. Under the amendments, to account for a settlement of a convertible debt instrument as an induced conversion, an inducement offer is required to provide the debt holder with, at a minimum, the consideration (in form and amount) issuable under the conversion privileges provided in the terms of the instrument. The amendments in this Update are effective for all entities for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. Early adoption is permitted for all entities that have adopted the amendments in ASU 2020-06. The Company adopted ASU 2020-06 in the first quarter of 2021. The Company early adopted ASU 2024-04 as of January 1, 2024 on a prospective basis. The adoption of this ASU had a material impact on the Company's consolidated financial statements. See the Company's Form 10-K for the year ended December 31, 2024 for further details regarding the adoption of ASU 2024-04.

In the fourth quarter of 2024, The FASB Issued ASU 2024-03 "Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)" (ASU 2024-03). ASU 2024-03 requires disclosure, in the notes to financial statements, of specified information about certain costs and expenses. ASU 2024-03 is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The adoption of this ASU will not have a material impact on the Company's consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"), to improve the transparency of income tax disclosures. ASU 2023-09 requires a public business entity ("PBE") to disclose, on an annual basis, specific categories in its income tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. ASU 2023-09 also requires all entities to disclose its income taxes paid, net of refunds received, disaggregated by federal, state and foreign taxes, with further disaggregation required for significant individual jurisdictions. For public business entities, the new standard is effective for annual periods beginning after December 15, 2024. The Company will adopt ASU 2023-09 in its fourth quarter of 2025 for the period ending December 31, 2025, and the adoption will impact only our disclosures with no material impact on the Company's consolidated financial statements.

4. Acquisitions

TRS Group, Inc.

On January 31, 2025, the Company acquired a 100% ownership interest in TRS Group, Inc. ("TRS") a privately owned company, for \$36.6 million from cash on hand (of which \$3.8 million will be paid in July 2026). TRS is an environmental solutions firm that specializes in remediation technology.

The following table summarizes the acquisition date fair value of the purchase consideration transferred (in thousands):

	Amount
Cash and cash equivalents	\$ 2,054
Accounts receivable	3,390
Contract assets	2,277
Income taxes receivable	354
Prepaid expenses and other current assets	2,414
Property and Equipment	5,832
Goodwill	22,972
Intangible assets	6,100
Accounts payable	(1,095)
Accrued expenses and other current liabilities	(3,270)
Contract liabilities	(4,222)
Short-term lease liabilities, operating leases	(116)
Long-term lease liabilities, operating leases	(124)
Net assets acquired	<u>\$ 36,566</u>

Of the total purchase price, the following values were preliminarily assigned to intangible assets (in thousands, except for years):

	Gross Carrying Amount	Amortization Period (in years)
Backlog	1,900	3
Developed technologies	3,900	15
Trade name	300	1

Amortization expense of \$0.2 million related to these intangible assets was recorded for the three months ended March 31, 2025. The entire value of goodwill was assigned to the Critical Infrastructure reporting unit and represents synergies expected to be realized from this business combination. The entire value of goodwill is deductible for tax purposes.

The amount of revenue generated by TRS and included within consolidated revenue is \$4.1 million for the three months ended March 31, 2025. The Company has determined that the presentation of net income from the date of acquisition is impracticable due to the integration of general corporate functions upon acquisition.

The Company is still in the process of finalizing its valuation of the assets and liabilities acquired.

Supplemental Pro Forma Information (Unaudited)

Supplemental information of unaudited pro forma operating results assuming the TRS acquisition had been consummated as of the beginning of fiscal year 2024 (in thousands) is as follows:

	Three Months Ended	
	March 31, 2025	March 31, 2024
Pro forma Revenue	\$ 1,556,383	\$ 1,542,514
Pro forma Net Income including noncontrolling interests	82,047	54,610

The unaudited pro forma supplemental information is based on estimates and assumptions which the Company believes are reasonable and reflects the pro forma impact of additional amortization related to the fair value of acquired intangible assets, and the pro forma impact of reflecting acquisition costs, which consisted of legal, advisory and due diligence fees and expenses. This supplemental pro forma information has been prepared for comparative purposes and does not purport to be indicative of what would have occurred had the acquisition been consummated during the periods for which pro forma information is presented.

BCC Engineering, LLC

On November 1, 2024, the Company acquired a 100% ownership interest in BCC Engineering, LLC ("BCC") a privately owned company, for \$233.5 million from cash on hand. BCC is a full-service engineering firm that provides planning, design, and management services for transportation, civil and structural engineering projects in Florida, Georgia, Texas, South Carolina, and Puerto Rico. This acquisition strengthens Parsons' position as an infrastructure leader while expanding the company's reach in the southeastern United States. In connection with this acquisition, the Company recognized \$4.2 million of acquisition-related expenses in "Selling, general and administrative expense" in the consolidated statements of income for the year ended December 31, 2024, including legal fees, consulting fees, and other miscellaneous direct expenses associated with the acquisition.

The following table summarizes the acquisition date fair value of the purchase consideration transferred (in thousands):

	Amount
Cash and cash equivalents	\$ 2,839
Accounts receivable	24,142
Contract assets	16,649
Prepaid expenses and other current assets	2,483
Right of use assets, operating leases	9,438
Property and Equipment	1,586
Other noncurrent assets	1,744
Goodwill	175,680
Intangible assets	32,400
Accounts payable	(8,668)
Accrued expenses and other current liabilities	(7,296)
Contract liabilities	(4,446)
Short-term lease liabilities, operating leases	(2,090)
Deferred income taxes	(2,299)
Long-term lease liabilities, operating leases	(7,462)
Other long-term liabilities	(1,183)
Net assets acquired	\$ 233,517

Of the total purchase price, the following values were assigned to intangible assets (in thousands, except for years):

	Gross Carrying Amount	Amortization Period (in years)
Customer relationships	\$ 6,500	4
Backlog	23,400	4
Non-compete agreements	1,700	3
Other	\$ 800	1

Amortization expense of \$2.2 million related to these intangible assets was recorded for the three months ended March 31, 2025. The entire value of goodwill was assigned to the Critical Infrastructure reporting unit and represents synergies expected to be realized from this business combination. \$45.8 million of goodwill is deductible for tax purposes.

The amount of revenue generated by BCC and included within consolidated revenue is \$27.6 million for the three months ended March 31, 2025. The Company has determined that the presentation of net income from the date of acquisition is impracticable due to the integration of general corporate functions upon acquisition.

Supplemental Pro Forma Information (Unaudited)

Supplemental information of unaudited pro forma operating results assuming the BCC acquisition had been consummated as of the beginning of fiscal year 2023 (in thousands) is as follows:

	Three Months Ended	
	March 31, 2025	March 31, 2024
Pro forma Revenue	\$ 1,554,360	\$ 1,559,327
Pro forma Net Income including noncontrolling interests	82,768	51,378

The unaudited pro forma supplemental information is based on estimates and assumptions which the Company believes are reasonable and reflects the pro forma impact of additional amortization related to the fair value of acquired intangible assets, and the pro forma impact of reflecting acquisition costs, which consisted of legal, advisory and due diligence fees and expenses. This supplemental pro forma information has been prepared for comparative purposes and does not purport to be indicative of what would have occurred had the acquisition been consummated during the periods for which pro forma information is presented.

BlackSignal Technologies, LLC.

On August 16, 2024, the Company acquired a 100% ownership interest in BlackSignal Technologies, LLC, ("BlackSignal") a privately-owned company, for \$203.7 million from cash on hand. Headquartered in Chantilly, Virginia, BlackSignal is a next-generation digital signal processing, electronic warfare, and cyber security provider built to counter near peer threats. Parsons believes that the acquisition will expand Parsons' customer base across the Department of Defense and Intelligence Community and significantly strengthen Parsons' positioning within cyber warfare, while adding new capabilities in the counterspace radio frequency domain. In connection with this acquisition, the Company recognized \$2.5 million of acquisition-related expenses in "Selling, general and administrative expense" in the consolidated

statements of income for the year ended December 31, 2024, including legal fees, consulting fees, and other miscellaneous direct expenses associated with the acquisition.

The following table summarizes the acquisition date fair value of the purchase consideration transferred (in thousands):

	Amount
Cash and cash equivalents	\$ 4,917
Accounts receivable	5,171
Contract assets	3,209
Prepaid expenses and other current assets	447
Right of use assets, operating leases	5,370
Property and Equipment	997
Goodwill	119,663
Intangible assets	97,600
Other assets	145
Accounts payable	(951)
Accrued expenses and other current liabilities	(4,999)
Short-term lease liabilities, operating leases	(800)
Deferred income taxes	(22,461)
Long-term lease liabilities, operating leases	(4,570)
Net assets acquired	\$ 203,738

Of the total purchase price, the following values were assigned to intangible assets (in thousands, except for years):

	Gross Carrying Amount	Amortization Period (in years)
Customer relationships	\$ 73,900	14
Backlog	11,700	3
Developed technologies	5,200	5
Non-compete agreements	6,100	3
Other	\$ 700	1

Amortization expense of \$3.2 million related to these intangible assets was recorded for the three months ended March 31, 2025. The entire value of goodwill was assigned to the Federal Solutions reporting unit and represents synergies expected to be realized from this business combination. \$15.7 million of goodwill is deductible for tax purposes.

The amount of revenue generated by BlackSignal and included within consolidated revenue is \$13.1 million for the three months March 31, 2025. The Company has determined that the presentation of net income from the date of acquisition is impracticable due to the integration of general corporate functions upon acquisition.

Supplemental Pro Forma Information (Unaudited)

Supplemental information of unaudited pro forma operating results assuming the BlackSignal acquisition had been consummated as of the beginning of fiscal year 2023 (in thousands) is as follows:

	Three Months Ended	
	March 31, 2025	March 31, 2024
Pro forma Revenue	\$ 1,554,360	\$ 1,547,742
Pro forma Net Income including noncontrolling interests	82,742	51,382

The unaudited pro forma supplemental information is based on estimates and assumptions which the Company believes are reasonable and reflects the pro forma impact of additional amortization related to the fair value of acquired

intangible assets, and the pro forma impact of reflecting acquisition costs, which consisted of legal, advisory and due diligence fees and expenses. This supplemental pro forma information has been prepared for comparative purposes and does not purport to be indicative of what would have occurred had the acquisition been consummated during the periods for which pro forma information is presented.

5. Contracts with Customers

Disaggregation of Revenue

The Company's contracts contain both fixed-price and cost reimbursable components. Contract types are based on the component that represents the majority of the contract. The following table presents revenue disaggregated by contract type (in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Fixed-Price	\$ 574,573	\$ 631,219
Time-and-Materials	347,090	350,651
Cost-Plus	632,697	553,806
Total	\$ 1,554,360	\$ 1,535,676

See "Note 18 – Segments Information" for the Company's revenues by business lines.

Contract Assets and Contract Liabilities

Contract assets and contract liabilities balances at March 31, 2025 and December 31, 2024 were as follows (in thousands):

	March 31, 2025	December 31, 2024
Contract assets	\$ 822,781	\$ 741,504
Contract liabilities	297,511	289,799
Net contract assets (liabilities) (1)	\$ 525,270	\$ 451,705

- (1) Total contract retentions included in net contract assets (liabilities) were \$95.3 million as of March 31, 2025, of which \$40.0 million are not expected to be paid in the next 12 months. Total contract retentions included in net contract assets (liabilities) were \$89.8 million as of December 31, 2024. Contract assets at March 31, 2025 and December 31, 2024 include \$70.0 million and \$70.7 million, respectively, related to net claim recoveries. For the three months ended March 31, 2025 and March 31, 2024, there were no material losses recognized related to the collectability of claims, unapproved change orders, and requests for equitable adjustment.

During the three months ended March 31, 2025 and March 31, 2024, the Company recognized revenue of \$117.3 million and \$138.3 million, respectively, that was included in the corresponding contract liability balances at December 31, 2024 and December 31, 2023, respectively.

There was no significant impairment of contract assets recognized during the three months ended March 31, 2025 and March 31, 2024.

There have been no revisions in estimates, such as changes in estimated claims or incentives, related to performance obligations partially satisfied in previous periods that individually had an impact of \$5 million or more on revenue during the three months ended March 31, 2025 and March 31, 2024.

Accounts Receivable, net

Accounts receivable, net consisted of the following as of March 31, 2025 and December 31, 2024 (in thousands):

	2025	2024
Billed	\$ 714,688	\$ 712,046
Unbilled	414,149	392,236
Total accounts receivable, gross	1,128,837	1,104,282
Allowance for doubtful accounts	(3,886)	(3,886)
Total accounts receivable, net	\$ 1,124,951	\$ 1,100,396

Billed accounts receivable represents amounts billed to clients that have not been collected. Unbilled accounts receivable represents amounts where the Company has a present contractual right to bill but an invoice has not been issued to the customer at the period-end date. Receivables from contracts with the U.S. federal government and its agencies were 14% and 23% as of March 31, 2025 and December 31, 2024, respectively.

The allowance for doubtful accounts was determined based on consideration of trends in actual and forecasted credit quality of clients, including delinquency and payment history, type of client, such as a government agency or commercial sector client, and general economic conditions and particular industry conditions that may affect a client's ability to pay.

Transaction Price Allocated to the Remaining Unsatisfied Performance Obligations

The Company's remaining unsatisfied performance obligations ("RUPO") as of March 31, 2025 represent a measure of the total dollar value of work to be performed on contracts awarded and in-progress. The Company had \$6.8 billion in RUPO as of March 31, 2025.

RUPO will increase with awards of new contracts and decrease as the Company performs work and recognizes revenue on existing contracts. Projects are included within RUPO at such time the project is awarded and agreement on contract terms has been reached. The difference between RUPO and backlog relates to unexercised option years that are included within backlog and the value of Indefinite Delivery/Indefinite Quantity ("IDIQ") contracts included in backlog for which delivery orders have not been issued.

RUPO is comprised of: (a) original transaction price, (b) change orders for which written confirmations from our customers have been received, (c) pending change orders for which the Company expects to receive confirmations in the ordinary course of business, and (d) claim amounts that the Company has made against customers for which it has determined that it has a legal basis under existing contractual arrangements and a significant reversal of revenue is not probable, less revenue recognized to-date.

The Company expects to satisfy its RUPO as of March 31, 2025 over the following periods (in thousands):

Period RUPO Will Be Satisfied	Within One Year	Within One to Two Years	Thereafter
Federal Solutions	\$ 1,842,826	\$ 284,453	\$ 45,480
Critical Infrastructure	2,491,757	1,214,470	932,299
Total	\$ 4,334,583	\$ 1,498,923	\$ 977,779

6. Leases

The Company has operating and finance leases for corporate and project office spaces, vehicles, heavy machinery and office equipment. Our leases have remaining lease terms of one year to eight years, some of which may include options to extend the leases for up to five years, and some of which may include options to terminate the leases after the third year.

The components of lease costs for the three months ended March 31, 2025 and March 31, 2024 are as follows (in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Operating lease cost	\$ 16,555	\$ 16,677
Short-term lease cost	3,378	3,652
Amortization of right-of-use assets	1,108	777
Interest on lease liabilities	128	94
Sublease income	(924)	(1,119)
Total lease cost	\$ 20,245	\$ 20,081

Supplemental cash flow information related to leases for the three months ended March 31, 2025 and March 31, 2024 is as follows (in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Operating cash flows for operating leases	\$ 17,088	\$ 17,525
Operating cash flows for finance leases	128	94
Financing cash flows from finance leases	1,073	740
Right-of-use assets obtained in exchange for new operating lease liabilities	4,694	1,994
Right-of-use assets obtained in exchange for new finance lease liabilities	\$ 548	\$ 1,380

Supplemental balance sheet and other information related to leases as of March 31, 2025 and December 31, 2024 are as follows (in thousands):

	March 31, 2025	December 31, 2024
Operating Leases:		
Right-of-use assets	\$ 148,715	\$ 153,048
Lease liabilities:		
Current	53,137	52,725
Long-term	108,336	114,386
Total operating lease liabilities	\$ 161,473	\$ 167,111
Finance Leases:		
Other noncurrent assets	\$ 10,157	\$ 9,864
Accrued expenses and other current liabilities	\$ 3,967	\$ 3,645
Other long-term liabilities	\$ 6,475	\$ 6,441
Weighted Average Remaining Lease Term:		
Operating leases	3.8 Years	3.9 Years
Finance leases	2.8 Years	2.8 Years
Weighted Average Discount Rate:		
Operating leases	4.5%	4.5%
Finance leases	5.0%	5.0%

As of March 31, 2025, the Company has no operating leases that have not yet commenced.

A maturity analysis of the future undiscounted cash flows associated with the Company's operating and finance lease liabilities as of March 31, 2025 is as follows (in thousands):

	Operating Leases	Finance Leases
2025 (remaining)	\$ 46,423	\$ 3,349
2026	44,723	3,838
2027	31,584	2,581
2028	26,182	1,237
2029	19,348	117
Thereafter	8,058	-
Total lease payments	176,318	11,122
Less: imputed interest	(14,845)	(680)
Total present value of lease liabilities	<u>\$ 161,473</u>	<u>\$ 10,442</u>

7. Goodwill

The following table summarizes the changes in the carrying value of goodwill by reporting segment from December 31, 2024 to March 31, 2025 (in thousands):

	December 31, 2024	Acquisitions	Foreign Exchange	March 31, 2025
Federal Solutions	\$ 1,806,564	\$ -	\$ -	\$ 1,806,564
Critical Infrastructure	276,116	24,118	274	300,508
Total	<u>\$ 2,082,680</u>	<u>\$ 24,118</u>	<u>\$ 274</u>	<u>\$ 2,107,072</u>

The Company performed a qualitative triggering analysis and determined there was no triggering event indicating a potential impairment to the carrying value of its goodwill at March 31, 2025 and concluded there has not been an impairment.

8. Intangible Assets

The gross amount and accumulated amortization of intangible assets with finite useful lives included in "Intangible assets, net" on the consolidated balance sheets are as follows (in thousands except for years):

	March 31, 2025			December 31, 2024			Weighted Average Amortization Period (in years)
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	
Backlog	144,000	(58,890)	85,110	142,100	(51,322)	90,778	4.4
Customer relationships	372,930	(146,063)	226,867	372,930	(139,568)	233,362	11.6
Developed technology	27,100	(8,710)	18,390	23,200	(7,458)	15,742	5.1
Trade name	1,800	(742)	1,058	1,500	(367)	1,133	1.0
Non-compete agreements	8,300	(1,895)	6,405	8,300	(1,203)	7,097	3.0
In process research and development	1,800	-	1,800	1,800	-	1,800	n/a
Other intangibles	25	-	25	25	-	25	n/a
Total intangible assets	<u>\$ 555,955</u>	<u>\$ (216,300)</u>	<u>\$ 339,655</u>	<u>\$ 549,855</u>	<u>\$ (199,918)</u>	<u>\$ 349,937</u>	

The aggregate amortization expense of intangible assets for the three months ended March 31, 2025 and March 31, 2024 was \$16.4 million and \$13.7 million, respectively.

Estimated amortization expense for the remainder of the current fiscal year and in each of the next four years and beyond is as follows (in thousands):

	March 31, 2025
2025	\$ 49,582
2026	58,231
2027	51,652
2028	37,184
2029	22,918
Thereafter	118,288
Total	<u>\$ 337,855</u>

9. Property and Equipment, Net

Property and equipment consisted of the following at March 31, 2025 and December 31, 2024 (in thousands):

	March 31, 2025	December 31, 2024	Useful life (years)
Buildings and leasehold improvements	\$ 108,460	\$ 103,945	1-15
Furniture and equipment	86,722	84,720	3-10
Computer systems and equipment	175,743	172,437	3-10
Construction equipment	12,093	6,463	5-7
Construction in progress	32,208	30,342	
	<u>415,226</u>	<u>397,907</u>	
Accumulated depreciation	(293,473)	(286,332)	
Property and equipment, net	<u>\$ 121,753</u>	<u>\$ 111,575</u>	

Depreciation expense for the three months ended March 31, 2025 and March 31, 2024 was \$9.1 million and \$9.4 million, respectively.

10. Debt and Credit Facilities

Debt consisted of the following (in thousands):

	March 31, 2025	December 31, 2024
Short-Term Debt:		
Delayed draw term loan	\$ 350,000	\$ 350,000
Convertible senior notes due 2025	84,925	113,405
Total Short-Term Debt	<u>434,925</u>	<u>463,405</u>
Long-Term Debt:		
Convertible senior notes due 2029	800,000	800,000
Revolving credit facility	-	-
Debt issuance costs	(14,802)	(15,904)
Total Long-Term Debt	<u>785,198</u>	<u>784,096</u>
Total Debt	<u>\$ 1,220,123</u>	<u>\$ 1,247,501</u>

Delayed Draw Term Loan

In September 2022, the Company entered into a \$350 million unsecured Delayed Draw Term Loan with an increase option of up to \$150 million (the "2022 Delayed Draw Term Loan"). Proceeds of the 2022 Delayed Draw Term Loan Agreement may be used (a) to pay off in full, or partially payoff, the Company's existing Senior Notes, (b) to prepay revolving loans outstanding under the Revolving Credit Agreement (as defined below), or (c) for working capital, capital expenditures and other lawful corporate purposes. The Company incurred \$0.9 million of debt issuance costs in connection with the delayed draw term loan. These costs are presented as a direct deduction from long-term debt on the face of the balance sheet. Interest expense related to the Delayed Draw Term Loan for the three months ended March 31, 2025 and March 31, 2024 were \$4.9 million and \$6.0 million, respectively. The amortization of debt issuance costs and interest expense is recorded in "Interest expense" on the consolidated statements of income. As of March 31, 2025 and December 31, 2024, there was \$350.0 million outstanding under the Delayed Draw Term Loan.

The 2022 Delayed Draw Term Loan has a three-year maturity and permits the Company to borrow in U.S. dollars. The 2022 Delayed Draw Term Loan does not require any amortization payments by the Company. Depending on the Company's consolidated leverage ratio (or debt rating after such time as the Company has such rating), borrowings under the 2022 Delayed Draw Term Loan Agreement will bear interest at either an adjusted Term SOFR benchmark rate plus a margin between 0.875% and 1.500% or a base rate plus a margin of between 0% and 0.500% and will initially bear interest at the middle of this range. The Company will pay a ticking fee on unused term loan commitments at a rate of 0.175% commencing with the date that is ninety (90) days after the Closing Date. Amounts outstanding under the 2022 Delayed Draw Term Loan Agreement may be prepaid at the option of the Company without premium or penalty, subject to customary breakage fees in connection with the prepayment of benchmark rate loans. The interest rates on March 31, 2025 and December 31, 2024 were 5.5% and 5.6%, respectively.

Convertible Senior Notes due 2025

In August 2020, the Company issued an aggregate \$400.0 million of 0.25% Convertible Senior Notes due 2025, including the exercise of a \$50.0 million initial purchasers' option. The Company received proceeds from the issuance and sale of the Convertible Senior Notes of \$389.7 million, net of \$10.3 million of transaction fees and other third-party offering expenses. The Convertible Senior Notes accrue interest at a rate of 0.25% per annum, payable semi-annually on February 15 and August 15 of each year beginning on February 15, 2021, and will mature on August 15, 2025, unless earlier repurchased, redeemed or converted.

The Convertible Senior Notes are the Company's senior unsecured obligations and will rank senior in right of payment to any of the Company's indebtedness that is expressly subordinated in right of payment to the Notes; equal in right of payment to any of the Company's unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of the Company's secured indebtedness, to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of the Company's subsidiaries

Each \$1,000 of principal of the Notes will initially be convertible into 22.2913 shares of our common stock, which is equivalent to an initial conversion price of \$44.86 per share, subject to adjustment upon the occurrence of specified events. On or after March 15, 2025 until the close of business on the second scheduled trading day immediately preceding the maturity date of the Convertible Senior Notes, holders may convert all or a portion of their Convertible Senior Notes, regardless of the conditions below.

Prior to the close of business on the business day immediately preceding March 15, 2025, the Notes will be convertible at the option of the holders thereof only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on December 31, 2021, if the last reported sale price of the Company's common stock for at least 20 trading days, whether or not consecutive, during a period of 30 consecutive trading days ending on, and including the last trading day of the immediately preceding calendar quarter, is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day period after any five consecutive trading day period in which, for each trading day of that period, the trading price per \$1,000 principal amount of Convertible Senior Notes for such trading day was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate on each such trading day;
- if the Company calls such Convertible Senior Notes for redemption; or
- upon the occurrence of specified corporate events described in the Indenture.

The Company may redeem all or any portion of the Convertible Senior Notes for cash, at its option, on or after August 21, 2023 and before the 51st scheduled trading day immediately before the maturity date at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, but only if the last reported sale price per share of the Company's common stock exceeds 130% of the conversion price for a specified period of time. In addition, calling any Convertible Senior Note for redemption will constitute a Make-Whole Fundamental Change with respect to that Convertible Senior Note, in which case the conversion rate applicable to the conversion of that Convertible Senior Note will be increased in certain circumstances if it is converted after it is called for redemption.

Upon the occurrence of a fundamental change prior to the maturity date of the Convertible Senior Notes, holders of the Convertible Senior Notes may require the Company to repurchase all or a portion of the Convertible Senior Notes for cash at a price equal to 100% of the principal amount of the Convertible Senior Notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

Upon conversion, the Company may settle the Convertible Senior Notes for cash, shares of the Company's common stock, or a combination thereof, at the Company's option. If the Company satisfies its conversion obligation solely in cash or through payment and delivery of a combination of cash and shares of the Company's common stock, the amount of cash and shares of common stock due upon conversion will be based on a daily conversion value calculated on a proportionate basis for each trading day in a 50-trading day observation period.

The Company recognized interest expense of \$0.07 million and \$3.7 million for the three months ended March 31, 2025 and March 31, 2024, respectively. The net, carrying value of the Convertible Senior Notes were \$84.9 million and \$113.4 million as of March 31, 2025 and December 31, 2024, respectively.

See the discussion of the partial repurchase of Convertible Senior Notes due 2025 and the unwind of the related note hedge and warrants below.

Note Hedge and Warrant - Convertible Senior Notes due 2025

In connection with the sale of the Convertible Senior Notes, the Company purchased a bond hedge designed to mitigate the potential dilution from the conversion of the Convertible Senior Notes. Under the five-year term of the bond hedge, upon a conversion of the bonds, the Company will receive the number of shares of common stock equal to the remaining common stock deliverable upon conversion of the Convertible Senior Notes if the conversion value exceeds the principal amount of the Notes. The aggregate number of shares that the Company could be obligated to issue upon conversion of the Convertible Senior Notes is approximately 8.9 million shares. The cost of the convertible note hedge transactions was \$55.0 million.

The cost of the convertible note hedge was partially offset by the Company's sale of warrants to acquire approximately 8.9 million shares of the Company's common stock. The warrants were initially exercisable at a price of at least \$66.46 per share and are subject to customary adjustments upon the occurrence of certain events, such as the payment of dividends. The Company received \$13.8 million in cash proceeds from the sales of these warrants.

The bond hedge and warrant transactions effectively increased the conversion price associated with the Convertible Senior Notes during the term of these transactions from 35%, or \$44.86, to 100%, or \$66.46, at their issuance, thereby reducing the dilutive economic effect to shareholders upon actual conversion.

The bond hedges and warrants are indexed to, and potentially settled in, shares of the Company's common stock. The net cost of \$41.2 million for the purchase of the bond hedges and sale of the warrants was recorded as a reduction to additional paid-in capital in the consolidated balance sheets.

At issuance, the Company recorded a deferred tax liability of \$16.2 million related to the Convertible Senior Notes debt discount and the capitalized debt issuance costs. The Company also recorded a deferred tax asset of \$16.5 million related to the convertible note hedge transactions and the tax basis of the capitalized debt issuance costs through additional paid-in capital. The deferred tax liability and deferred tax asset were included net in "Deferred tax assets" on the consolidated balance sheets. Upon adoption of ASU 2020-06, the Company reversed the deferred tax liability of \$13.9 million that the Company had recorded at issuance related to the Convertible Senior Note debt discount and recorded an additional deferred tax liability of \$0.4 million related to the capitalized debt issuance costs. In addition, the Company recorded a \$0.9 million adjustment to the deferred tax asset through retained earnings related to the tax effect of book accretion recorded in 2020 and reversed upon adoption.

Convertible Senior Notes due 2029

In February 2024, the Company issued an aggregate \$800.0 million of 2.625% Convertible Senior Notes due 2029 (the “2029 Convertible Notes”), including the exercise of a \$100.0 million initial purchasers’ option in full. The Company received proceeds from the issuance and sale of the 2029 Convertible Notes of \$781.1 million, net of \$18.9 million of transaction fees and other third-party offering expenses. The 2029 Convertible Notes accrue interest at a rate of 2.625% per annum, payable semi-annually on March 1 and September 1 of each year beginning on September 1, 2024, and will mature on March 1, 2029, unless earlier repurchased, redeemed or converted.

The 2029 Convertible Notes are the Company’s senior unsecured obligations and will rank senior in right of payment to any of the Company’s indebtedness that is expressly subordinated in right of payment to the 2029 Convertible Notes; equal in right of payment to any of the Company’s unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of the Company’s secured indebtedness, including borrowings under the Company’s revolving credit facility and delayed draw term loan credit facility, to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of the Company’s subsidiaries.

Each \$1,000 of principal of the 2029 Convertible Notes will initially be convertible into 10.6256 shares of our common stock, which is equivalent to an initial conversion price of approximately \$94.11 per share, subject to adjustment upon the occurrence of specified events. On or after October 1, 2028 until the close of business on the second scheduled trading day immediately preceding the maturity date of the 2029 Convertible Notes, holders may convert all or a portion of their 2029 Convertible Notes, regardless of the conditions below.

Prior to the close of business on the business day immediately preceding October 1, 2028, the 2029 Convertible Notes will be convertible at the option of the holders thereof only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on June 30, 2024, if the last reported sale price of the Company’s common stock for at least 20 trading days, whether or not consecutive, during a period of 30 consecutive trading days ending on, and including the last trading day of the immediately preceding calendar quarter, is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day period after any ten consecutive trading day period in which, for each trading day of that period, the trading price per \$1,000 principal amount of 2029 Convertible Notes for such trading day was less than 98% of the product of the last reported sale price of the Company’s common stock and the conversion rate on each such trading day;
- if the Company calls such 2029 Convertible Notes for redemption; or
- upon the occurrence of specified corporate events described in the Indenture.

The Company may redeem all or any portion of the 2029 Convertible Notes for cash, at its option, on or after March 8, 2027 and before the 51st scheduled trading day immediately before the maturity date at a redemption price equal to 100% of the principal amount of the 2029 Convertible Notes to be redeemed, plus accrued and unpaid interest, but only if the last reported sale price per share of the Company’s common stock exceeds 130% of the conversion price for a specified period of time. In addition, calling any 2029 Convertible Notes for redemption will constitute a Make-Whole Fundamental Change with respect to that 2029 Convertible Note, in which case the conversion rate applicable to the conversion of that 2029 Convertible Notes will be increased in certain circumstances if it is converted after it is called for redemption.

Upon the occurrence of a fundamental change prior to the maturity date of the 2029 Convertible Notes, holders of the 2029 Convertible Notes may require the Company to repurchase all or a portion of the 2029 Convertible Notes for cash at a price equal to 100% of the principal amount of the 2029 Convertible Notes to be repurchased, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

Upon conversion, the Company will settle the principal amount of the 2029 Convertible Notes converted in cash and will settle the remainder of the consideration owed upon conversion in cash, shares of the Company’s common stock, or a combination thereof, at the Company’s option, with such amount of cash and, if applicable, shares of common stock

due upon conversion based on a daily conversion value calculated on a proportionate basis for each trading day in a 50-trading day observation period.

The Company recognized interest expense with respect to the Convertible Senior Notes Due 2029 of \$6.3 million and \$2.4 million for the three months ended March 31, 2025 and March 31, 2024, respectively. As of March 31, 2025 and December 31, 2024, the net, carrying value of the Convertible Senior Notes Due 2029 were \$785.4 million and \$784.3 million, respectively.

Capped Call Transactions - Convertible Senior Notes due 2029

In February 2024, in connection with the offering of the 2029 Convertible Notes, the Company entered into capped call transactions (the "Capped Call Transactions") with certain financial institutions. The Capped Call Transactions are expected generally to reduce the potential dilution to the Company's common stock upon any conversion of the Convertible Senior Notes due 2029 and/or offset any cash payments the Company is required to make in excess of the principal amount of any converted Convertible Senior Notes due 2029, as the case may be. If, however, the market price per share of the Company's common stock, as measured under the terms of the Capped Call Transactions, exceeds the cap price of the Capped Call Transactions, there would nevertheless be dilution and/or there would not be an offset of such cash payments, in each case, to the extent that such market price exceeds the cap price of the Capped Call Transactions.

The cap price of the Capped Call Transactions is initially \$131.7575 per share, which represents a premium of 75% over the last reported sale price of the Company's common stock of \$75.29 per share on the New York Stock Exchange on February 21, 2024, and is subject to certain adjustments under the terms of the Capped Call Transactions. The cost of \$88.4 million for the Capped Call Transactions was recorded as a reduction to additional paid-in capital in the consolidated balance sheets.

At issuance, the Company recorded a deferred tax asset of \$22.3 million related to the Capped Call Transactions costs through additional paid-in capital. The deferred tax asset was included in Deferred tax assets in the consolidated balance sheets.

Convertible Senior Notes due 2025 Partial Repurchase and Note Hedge and Warrants Partial Unwind

In connection with the issuance of the Convertible Senior Notes due 2029, we used \$391.8 million of the net proceeds to purchase approximately \$228.1 million aggregate principal amount of our Convertible Senior Notes due 2025 concurrently with the offering in separate and individually negotiated transactions. In addition, we used \$103.8 million to settle the repurchase of approximately \$56.5 million aggregate principal amount of our Convertible Senior Notes due 2025 in a separately negotiated transaction that settled in March 2024. We also received approximately \$90.6 million in cash from the note hedge counterparties for the partial termination of the existing bond hedge relating to the Convertible Senior Notes due 2025 repurchased, net of our obligations to the counterparties in connection with the partial termination of the related warrant transactions. The tax effect of \$46.2 million from the partial unwind of the existing bond hedge was recognized as a reduction in additional paid-in capital in the consolidated balance sheets. The income tax payable was included in Income taxes payable in the consolidated balance sheets.

The partial repurchase, during the three months ended March 31, 2024, resulted in a \$18.4 million repurchase loss¹ and a \$3.2 million charge to interest expense for the acceleration of the amortization of debt issuance costs associated with the 0.25% Convertible Senior Notes due 2025. The tax effect of the repurchase loss, excluding the interest expense, was recognized as a discrete event during the quarter ended March 31, 2024 with a tax benefit of \$4.3 million recognized in the income statement.

¹During the first quarter of 2024, prior to the early adoption of ASU 2024-04, the Company recorded a \$211.0 million loss on debt extinguishment associated with the 0.25% Convertible Senior Notes due 2025. The tax effect of the debt extinguishment, excluding the interest expense, was recognized as a discrete event to the quarter giving rise to an increase in the effective tax rate and tax benefit of \$49.9 million recognized in the income statement. Please see "Note 2—Basis of Presentation and Principles of Consolidation—Adoption of Accounting Standards Update 2024-04" for a discussion of the Company's adoption of ASU 2024-04. The extinguishment charge and related income tax impacts were reversed from the Company's consolidated financial statements and recorded as a convertible debt repurchase loss as described above.

Revolving Credit Facility

In June 2021, the Company entered into a \$650 million unsecured revolving credit facility (the "Credit Agreement"). The Company incurred \$1.9 million of costs in connection with this Credit Agreement. The 2021 Credit Agreement

replaced an existing Fifth Amended and Restated Credit Agreement dated as of November 15, 2017. Under the new agreement, the Company's revolving credit facility was increased from \$550 million to \$650 million. The credit facility has a five-year maturity, which may be extended up to two times for periods determined by the Company and the applicable extending lenders, and permits the Company to borrow in U.S. dollars, certain specified foreign currencies, and each other currency that may be approved in accordance with the 2021 Facility. The borrowings under the Credit Agreement bear interest at either the Term SOFR rate plus a margin between 1.0% and 1.625% or a base rate (as defined in the Credit Agreement) plus a margin of between 0% and 0.625%. The rates on March 31, 2025 and December 31, 2024 were 5.7% and 5.7%, respectively. Borrowings under this Credit Agreement are guaranteed by certain Company operating subsidiaries. Letters of credit commitments outstanding under this agreement aggregated to \$43.0 million at both March 31, 2025 and December 31, 2024, respectively, which reduced borrowing limits available to the Company. Interest expense related to the Credit Agreement was \$0.3 million and \$0.3 million for the three months ended March 31, 2025 and March 31, 2024, respectively. There were no loan amounts outstanding under the Credit Agreement at March 31, 2025.

The Credit Agreement includes various covenants, including restrictions on indebtedness, liens, acquisitions, investments or dispositions, payment of dividends and maintenance of certain financial ratios and conditions. The Company was in compliance with these covenants at March 31, 2025 and December 31, 2024.

Letters of Credit

The Company also has in place several secondary bank credit lines for issuing letters of credit, principally for foreign contracts, to support performance and completion guarantees. Letters of credit commitments outstanding under these bank lines aggregated approximately \$335.6 million and \$328.4 million at March 31, 2025 and December 31, 2024, respectively.

11. Income Taxes

The Company's effective tax rate was 18.8% and 19.5% for the three months ended March 31, 2025 and March 31, 2024, respectively. The decrease in the effective tax rate was due primarily to a change in the jurisdictional mix of earnings and an increase in untaxed income attributed to noncontrolling interests, partially offset by decreases in the foreign-derived intangible income (FDII) deduction and the equity-based compensation deduction. The difference between the effective tax rate and the statutory U.S. Federal income tax rate of 21% for the three months ended March 31, 2025 primarily relates to a discrete windfall tax benefit from equity-based compensation, and the tax benefit related to untaxed income attributed to noncontrolling interests, partially offset by state income taxes and foreign withholding taxes.

As of March 31, 2025, the Company's deferred tax assets were subject to a valuation allowance of \$45.8 million primarily related to foreign net operating loss carryforwards, foreign tax credit carryforwards, and capital losses that the Company has determined are not more-likely-than-not to be realized. The factors used to assess the likelihood of realization include: the past performance of the entities, forecasts of future taxable income, future reversals of existing taxable temporary differences, and available tax planning strategies that could be implemented to realize the deferred tax assets. The ability or failure to achieve the forecasted taxable income in these entities could affect the ultimate realization of deferred tax assets.

As of March 31, 2025 and December 31, 2024, the liability for income taxes associated with uncertain tax positions was \$29.5 million and \$29.5 million, respectively.

Although the Company believes its reserves for its tax positions are reasonable, the final outcome of tax audits could be materially different, both favorably and unfavorably. It is reasonably possible that certain audits may conclude in the next 12 months and that the unrecognized tax benefits the Company has recorded in relation to these tax years may change compared to the liabilities recorded for these periods.

In 2021 the Organization for Economic Co-operation and Development (OECD) announced an Inclusive Framework on Base Erosion and Profit Shifting (BEPS) including Pillar Two Model Rules defining the global minimum tax, also known as Global Anti-Base Erosion (GloBE), which aims to ensure that multinational enterprises (MNEs) pay a 15% minimum level of tax regardless of where the MNE operates. Subsequently, multiple sets of administrative guidance have been issued. Many non-US tax jurisdictions have either recently enacted legislation to adopt components of the Pillar Two Model Rules beginning in 2024 and/or have announced their plans to enact legislation in future years. The Company has evaluated the impact of the enacted legislation to date and has determined there is no material impact to the Company's

income tax provision. We are continuing to evaluate the potential impact on future periods of the Pillar Two Framework, pending enactment of legislation by individual countries.

12. Contingencies

The Company is subject to certain lawsuits, claims and assessments that arise in the ordinary course of business. Additionally, the Company has been named as a defendant in lawsuits alleging personal injuries as a result of contact with asbestos products at various project sites. Management believes that any significant costs relating to these claims will be reimbursed by applicable insurance and, although there can be no assurance that these matters will be resolved favorably, management believes that the ultimate resolution of any of these claims will not have a material adverse effect on our consolidated financial position, results of operations, or cash flows. A liability is recorded when it is both probable that a loss has been incurred and the amount of loss or range of loss can be reasonably estimated. When using a range of loss estimate, the Company records the liability using the low end of the range unless some amount within the range of loss appears at that time to be a better estimate than any other amount in the range. The Company records a corresponding receivable for costs covered under its insurance policies. Management judgment is required to determine the outcome and the estimated amount of a loss related to such matters. Management believes that there are no claims or assessments outstanding which would materially affect the consolidated results of operations or the Company's financial position.

In September 2015, a former Parsons employee filed an action in the United States District Court for the Northern District of Alabama against us as a qui tam relator on behalf of the United States (the "Relator") alleging violation of the False Claims Act. The plaintiff alleges that, as a result of these actions, the United States paid in excess of \$1 million per month between February and September 2006 that it should have paid to another contractor, plus \$2.9 million to acquire vehicles for the contractor defendant to perform its security services. The lawsuit sought (i) that we cease and desist from violating the False Claims Act, (ii) monetary damages equal to three times the amount of damages that the United States has sustained because of our alleged violations, plus a civil penalty of not less than \$5,500 and not more than \$11,000 for each alleged violation of the False Claims Act, (iii) monetary damages equal to the maximum amount allowed pursuant to §3730(d) of the False Claims Act, and (iv) Relator's costs for this action, including recovery of attorneys' fees and costs incurred in the lawsuit. The United States government did not intervene in this matter as it is allowed to do so under the statute. The court heard dispositive motions in 2023, including Parsons' motion for summary judgment. On March 19, 2025, the court granted Parsons' motion for summary judgment. The Relator filed a notice of appeal on April 9, 2025.

On July 1, 2024, a final judgment was filed with the clerk of the Superior Court of the State of California In and For the County of San Mateo with an award of damages in the total amount of approximately \$102.5 million in favor of Parsons Transportation Group, Inc. and against Alstom Signaling Operations LLC (Alstom"). This proposed award relates back to a lawsuit Parsons initially filed against the Peninsula Corridor Joint Powers Board for breach of contract and wrongful termination in February 2017 (which was settled between Parsons and the Joint Powers Board in 2021) and a cross-complaint filed against Alstom Signaling Operations LLC in November 2017, as subsequently amended, for breach of contract, negligence and intentional misrepresentation. On September 23, 2024, the Court awarded prejudgment interest in the amount of \$34.0 million and amended the judgment accordingly to include such interest. Alstom filed a Notice of Appeal and has posted a bond as required under California law. Alstom's appellate brief was filed on April 18, 2025 and is being reviewed.

At this time, the Company is unable to determine the probability of the outcome of the litigation.

Federal government contracts are subject to audits, which are performed for the most part by the Defense Contract Audit Agency ("DCAA"). Audits by the DCAA and other agencies consist of reviews of our overhead rates, operating systems and cost proposals to ensure that we account for such costs in accordance with the Federal Acquisition Regulations ("FAR"). If the DCAA determines we have not accounted for such costs in accordance with the FAR, the DCAA may disallow these costs. The disallowance of such costs may result in a reduction of revenue and additional liability for the Company. Historically, the Company has not experienced any material disallowed costs as a result of government audits. However, the Company can provide no assurance that the DCAA or other government audits will not result in material disallowances for incurred costs in the future. All audits of costs incurred on work performed through

2014 have been closed, and years thereafter remain open. All of Parsons operating systems have been deemed adequate by the U.S. federal government.

Although there can be no assurance that these matters will be resolved favorably, management believes that their ultimate resolution will not have a material adverse impact on the Company's consolidated financial position, results of operations, or cash flows.

13. Retirement Benefit Plan

The Company's principal retirement benefit plan is the Parsons Employee Stock Ownership Plan ("ESOP"), a stock bonus plan, established in 1975 to cover eligible employees of the Company and certain affiliated companies. Contributions of treasury stock to the ESOP are made annually in amounts determined by the Company's board of directors and are held in trust for the sole benefit of the participants. Shares allocated to a participant's account are fully vested after three years of credited service, or in the event(s) of reaching age 65, death or disability while an active employee of the Company. As of March 31, 2025 and December 31, 2024, total shares of the Company's common stock outstanding were 106,823,162 and 106,775,350, respectively, of which 52,900,764 and 54,117,903, respectively, were held by the ESOP.

A participant's interest in their ESOP account is redeemable upon certain events, including retirement, death, termination due to permanent disability, a severe financial hardship following termination of employment, certain conflicts of interest following termination of employment, or the exercise of diversification rights. Distributions from the ESOP of participants' interests are made in the Company's common stock based on quoted prices of a share of the Company's common stock on the NYSE. A participant will be able to sell such shares of common stock in the market, subject to any requirements of the federal securities laws.

Total ESOP contribution expense was \$17.8 million and \$15.0 million for the three months ended March 31, 2025 and March 31, 2024, respectively. The expense is recorded in "Direct costs of contracts" and "Selling, general and administrative expense" in the consolidated statements of income. The fiscal 2024 ESOP contribution has not yet been made. The amount is currently included in accrued liabilities.

14. Investments in and Advances to Joint Ventures

The Company participates in joint ventures to bid, negotiate and complete specific projects. The Company is required to consolidate these joint ventures if it holds the majority voting interest or if the Company meets the criteria under the consolidation model, as described below.

The Company performs an analysis to determine whether its variable interests give the Company a controlling financial interest in a Variable Interest Entity ("VIE") for which the Company is the primary beneficiary and should, therefore, be consolidated. Such analysis requires the Company to assess whether it has the power to direct the activities of the VIE and the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

The Company analyzed all of its joint ventures and classified them into two groups: (1) joint ventures that must be consolidated because they are either not VIEs and the Company holds the majority voting interest, or because they are VIEs and the Company is the primary beneficiary; and (2) joint ventures that do not need to be consolidated because they are either not VIEs and the Company holds a minority voting interest, or because they are VIEs and the Company is not the primary beneficiary.

Many of the Company's joint venture agreements provide for capital calls to fund operations, as necessary; however, such funding is infrequent and is not anticipated to be material.

Letters of credit outstanding described in "Note 10 – Debt and Credit Facilities" that relate to project ventures are \$180.4 million and \$176.7 million at March 31, 2025 and December 31, 2024.

In the table below, aggregated financial information relating to the Company's joint ventures is provided because their nature, risk and reward characteristics are similar. None of the Company's current joint ventures that meet the characteristics of a VIE are individually significant to the consolidated financial statements.

Consolidated Joint Ventures

The following represents financial information for consolidated joint ventures included in the consolidated financial statements (in thousands):

	March 31, 2025	December 31, 2024
Current assets	\$ 497,357	\$ 519,450
Noncurrent assets	8,494	9,841
Total assets	505,851	529,291
Current liabilities	320,772	296,774
Noncurrent liabilities	1,944	2,203
Total liabilities	322,716	298,977
Total joint venture equity	\$ 183,135	\$ 230,314

	Three Months Ended	
	March 31, 2025	March 31, 2024
Revenue	\$ 196,358	\$ 202,017
Costs	164,954	171,148
Net income	\$ 31,404	\$ 30,869
Net income attributable to noncontrolling interests	\$ 15,584	\$ 15,243

The assets of the consolidated joint ventures are restricted for use only by the particular joint venture and are not available for the Company's general operations.

Unconsolidated Joint Ventures

The Company accounts for its unconsolidated joint ventures using the equity method of accounting. Under this method, the Company recognizes its proportionate share of the net earnings of these joint ventures as "Equity in (losses) earnings of unconsolidated joint ventures" in the consolidated statements of income. The Company's maximum exposure to loss as a result of its investments in unconsolidated joint ventures is typically limited to the aggregate of the carrying value of the investment and future funding commitments.

The following represents the financial information of the Company's unconsolidated joint ventures as presented in their unaudited financial statements (in thousands):

	March 31, 2025	December 31, 2024
Current assets	\$ 1,445,838	\$ 1,477,950
Noncurrent assets	429,081	431,476
Total assets	1,874,919	1,909,426
Current liabilities	950,485	947,072
Noncurrent liabilities	457,622	469,808
Total liabilities	1,408,107	1,416,880
Total joint venture equity	\$ 466,812	\$ 492,546
Investments in and advances to unconsolidated joint ventures	\$ 142,248	\$ 138,759

	Three Months Ended	
	March 31, 2025	March 31, 2024
Revenue	\$ 524,556	\$ 473,532
Costs	520,876	476,750
Net income	\$ 3,680	\$ (3,218)
Equity in earnings of unconsolidated joint ventures	\$ (687)	\$ (2,060)

The Company had net contributions to its unconsolidated joint ventures for the three months ended March 31, 2025 and March 31, 2024 of \$3.6 million and of \$20.0 million, respectively.

The following table presents certain financial statement impacts from changes in estimates on unconsolidated joint ventures in the Critical Infrastructure segment.

	March 31, 2025	March 31, 2024
Operating loss	\$ -	\$ (8,361)
Net loss	-	(6,258)
Diluted loss per share	\$ —	\$ (0.06)

15. Related Party Transactions

The Company often provides services to unconsolidated joint ventures and revenues include amounts related to recovering costs for these services. Revenues related to services the Company provided to unconsolidated joint ventures for the three months ended March 31, 2025 and March 31, 2024 were \$45.5 million and \$46.8 million, respectively. For the three months ended March 31, 2025 and March 31, 2024, the Company incurred \$33.8 million and \$35.4 million, respectively, of reimbursable costs. The revenue and reimbursable cost prior period amounts have been updated to reflect all joint ventures for the comparable period. Amounts included in the consolidated balance sheets related to services the Company provided to unconsolidated joint ventures are as follows (in thousands):

	March 31, 2025	December 31, 2024
Accounts receivable	\$ 41,143	\$ 38,443
Contract assets	14,183	11,540
Contract liabilities	10,329	10,776

16. Fair Value of Financial Instruments

The authoritative guidance on fair value measurement defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (referred to as an “exit price”). At March 31, 2025 and December 31, 2024, the Company’s financial instruments include cash, cash equivalents, accounts receivable, accounts payable, and other liabilities. The fair values of these financial instruments approximate their carrying values due to their short-term maturities.

Investments measured at fair value are based on one or more of the following three valuation techniques:

- *Market approach*—Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities;
- *Cost approach*—Amount that would be required to replace the service capacity of an asset (i.e., replacement cost); and
- *Income approach*—Techniques to convert future amounts to a single present amount based on market expectations (including present value techniques, option-pricing models and lattice models).

In addition, the guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets and liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets and liabilities;
- Level 2 Pricing inputs that include quoted prices for similar assets and liabilities in active markets and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the instrument; and
- Level 3 Prices or valuations that require inputs that are both significant to the fair value measurements and unobservable.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate

and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Refer to Notes to Consolidated Financial Statements included in the Company's Form 10-K for the year ended December 31, 2024 for a more complete discussion of the various items within the consolidated financial statements measured at fair value and the methods used to determine fair value.

The carrying values and estimated fair values of our financial instruments that are not required to be recorded at fair value in our consolidated balance sheets, on the basis of Level 2 inputs, were as follows (in thousands):

	March 31, 2025		December 31, 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Liabilities:				
Convertible senior notes due 2025	\$ 84,925	\$ 112,424	\$ 113,405	\$ 233,206
Convertible senior notes due 2029	800,000	798,000	800,000	939,280
Delayed draw term loan	350,000	350,000	350,000	350,000
Total	\$ 1,234,925	\$ 1,260,424	\$ 1,263,405	\$ 1,522,486

17. Earnings Per Share

Basic earnings per share ("EPS") is computed using the weighted average number of shares outstanding during the period and income available to shareholders. Diluted EPS includes additional common shares that would have been outstanding if potential common shares with a dilutive effect had been issued using the if-converted method for Convertible Debt and the treasury stock method for all other instruments.

Under the treasury stock method, the weighted average number of shares outstanding is adjusted to reflect the dilutive effects of stock-based awards.

Under the if-converted method:

1. Convertible Senior Notes due 2025:
 - a. Income available to shareholders is adjusted to add back interest expense, after tax (unless antidilutive).
 - b. Weighted average number of shares outstanding is adjusted to include the shares underlying the convertible debt (unless antidilutive).
 - c. Shares underlying the bond hedge (unless antidilutive).
 - d. Shares underlying the warrants (unless antidilutive).
2. Convertible Senior Notes due 2029:
 - a. Interest has been excluded from the numerator and no shares have been included in the denominator of diluted EPS, as the principal amount of convertible debt will be settled in cash with any excess conversion value settled in cash or shares of common stock.
 - b. Excludes shares underlying the capped call as the shares are antidilutive.

The following tables reconcile the denominator and numerator used to compute basic EPS to the denominator and numerator used to compute diluted EPS for the three months ended March 31, 2025 and March 31, 2024 (in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Numerator for Basic and Diluted EPS:		
Net income attributable to Parsons Corporation - basic	\$ 66,203	\$ 39,750
Convertible senior notes if-converted method interest adjustment	54	2,766
Net income attributable to Parsons Corporation - diluted	\$ 66,257	\$ 42,516
Denominator for Basic and Diluted EPS:		
Basic weighted average number of shares outstanding	106,831	106,037
Dilutive effect of stock-based awards	1,637	1,502
Dilutive effect of warrants	440	21
Dilutive effect of convertible senior notes due 2025	2,118	6,802
Diluted weighted average number of shares outstanding	111,026	114,362
Earnings per share:		
Basic	\$ 0.62	\$ 0.37
Diluted	\$ 0.60	\$ 0.37

Anti-dilutive stock-based awards excluded from the calculation of earnings per share for the three months ended March 31, 2025 and March 31, 2024 were 12,733 and 26,820, respectively.

Share Repurchases

On August 9, 2021, the Company's Board of Directors authorized the Company to acquire a number of shares of Common Stock having an aggregate market value of not greater than \$100 million from time to time, commencing on August 12, 2021. The Board further amended this authorization in August 2022 to remove the prior expiration date and grant executive leadership the discretion to determine the price for such share repurchases. The Board further amended this authorization in February 2024 to restore the repurchase capacity to \$100 million and removed the \$25 million quarterly cap on such repurchases. The Board further amended this authorization in March 2025 to increase and reset the repurchase capacity to \$250 million. Any purchases made by the Company during Q1 of 2025 would be deducted from the reset capacity.

Under prior authorizations, the Company had repurchased shares with an aggregate market value of \$79.7 million. The aggregate market value of shares of Common Stock the Company is authorized to acquire from prior authorizations and the March 2025 authorization is not greater than \$329.7 million.

As of March 31, 2025, the Company has spent \$104.7 million repurchasing 2,137,461 shares of Common Stock at an average price of \$48.98 per share.

Repurchased shares of common stock are retired and included in "Repurchases of common stock" in cash flows from financing activities in the Consolidated Statements of Cash Flows. The primary purpose of the Company's share repurchase program is to reduce the dilutive effect of shares issued under the Company's ESOP and other stock benefit plans. The timing, amount and manner of share repurchases may depend upon market conditions and economic circumstances, availability of investment opportunities, the availability and costs of financing, the market price of the Company's common stock, other uses of capital and other factors.

The following table summarizes the repurchase activity under the stock repurchase program:

	Three Months Ended	
	March 31, 2025	March 31, 2024
Total shares repurchased	423,980	-
Total shares retired	423,980	-
Average price paid per share (1)	\$ 58.95	\$ -

¹ Includes commissions in the calculation of average price per share

18. Segment Information

The Company operates in two reportable segments: Federal Solutions and Critical Infrastructure.

The Federal Solutions segment provides advanced technical solutions to the U.S. government, delivering timely, cost-effective hardware, software and services for mission-critical projects. The segment provides advanced technologies, supporting national security missions in cyber operations, missile defense, and military facility modernization, logistics support, hazardous material remediation and engineering services.

The Critical Infrastructure segment provides integrated engineering and management services for complex physical and digital infrastructure around the globe. The Critical Infrastructure segment is a technology innovator focused on next generation digital systems and complex structures. Industry leading capabilities in engineering and project management allow the Company to deliver significant value to customers by employing cutting-edge technologies, improving timelines and reducing costs.

The Company defines its reportable segments based on the way the chief operating decision maker ("CODM"), its Chief Executive Officer, evaluates the performance of each segment and manages the operations of the Company for purposes of allocating resources among the segments. The CODM evaluates segment operating performance using segment Revenue, segment direct cost of contracts, segment Selling, General and Administrative expense and segment Adjusted EBITDA attributable to Parsons Corporation.

The Company defines Adjusted EBITDA attributable to Parsons Corporation as Adjusted EBITDA excluding Adjusted EBITDA attributable to noncontrolling interests. The Company defines Adjusted EBITDA as net income (loss) attributable to Parsons Corporation, adjusted to include net income (loss) attributable to noncontrolling interests and to exclude interest expense (net of interest income), provision for income taxes, depreciation and amortization and certain other items that are not considered in the evaluation of ongoing operating performance. These other items include net income (loss) attributable to noncontrolling interests, asset impairment charges, income and expense recognized on litigation matters, expenses incurred in connection with acquisitions and other non-recurring transaction costs and expenses related to our prior restructuring.

Adjusted EBITDA is the measure of our operating performance used by the CODM to assess our segments' financial performance. The CODM uses Adjusted EBITDA for business planning purposes, including to manage our segments against internal projected results of operations and measure the performance of our segments generally.

The following tables present segment information provided to the CODM, as of each period presented, along with a reconciliation of segment adjusted EBITDA attributable to Parsons Corporation to net income attributable to Parsons Corporation for the periods presented (in thousands):

		Three Months Ended March 31, 2025	
	Federal Solutions	Critical Infrastructure	Total
Revenue	\$ 842,557	\$ 711,803	\$ 1,554,360
Direct cost of contracts	(661,912)	(538,465)	(1,200,377)
Selling, general and administrative expenses (a)	(45,409)	(46,127)	(91,536)
Equity in earnings (losses) of unconsolidated joint ventures	(992)	305	(687)
Other segment items (b)	(58,712)	(69,329)	(128,041)
Adjusted EBITDA attributable to Parsons Corporation	\$ 75,532	\$ 58,187	133,719
Reconciliation: Segment Adjusted EBITDA to Net Income Attributable to Parsons Corporation			
Adjusted EBITDA attributable to non-controlling interests			15,057
Depreciation and amortization			(27,403)
Interest expense, net			(10,104)
Income tax expense			(18,977)
Equity-based compensation expense			(7,103)
Transaction related costs (c)			(3,701)
Other (d)			299
Net income including noncontrolling interests			81,787
Net income attributable to noncontrolling interests			(15,584)
Net income attributable to Parsons Corporation			\$ 66,203

		Three Months Ended March 31, 2024	
	Federal Solutions	Critical Infrastructure	Total
Revenue	\$ 909,608	\$ 626,068	\$ 1,535,676
Direct cost of contracts	(723,885)	(486,942)	(1,210,827)
Selling, general and administrative expenses (a)	(35,145)	(34,580)	(69,725)
Equity in losses of unconsolidated joint ventures	(469)	(1,591)	(2,060)
Other segment items (b)	(57,568)	(69,992)	(127,560)
Adjusted EBITDA attributable to Parsons Corporation	\$ 92,541	\$ 32,963	125,504
Reconciliation: Segment Adjusted EBITDA to Net Income Attributable to Parsons Corporation			
Adjusted EBITDA attributable to non-controlling interests			15,589
Depreciation and amortization			(24,531)
Interest expense, net			(11,846)
Income tax expense			(13,324)
Equity-based compensation expense			(12,656)
Convertible debt repurchase loss			(18,355)
Transaction related costs (c)			(2,886)
Other (d)			(2,502)
Net income including noncontrolling interests			54,993
Net income attributable to noncontrolling interests			(15,243)
Net income attributable to Parsons Corporation			\$ 39,750

- (a) The amount of selling, general and administrative expenses ("SG&A") is total SG&A excluding allocations.
- (b) The amount of other segment items is the difference between segment revenue less direct cost of contracts, segment SG&A expenses, equity in earnings (losses) of unconsolidated joint ventures, and Adjusted EBITDA attributable to Parsons Corporation. Other segment items primarily include
- Corporate and shared segment SG&A (excluding Adjusted EBITDA items)
 - Noncontrolling interests attributable to operating income and other income/expense
 - Bad debt expense
 - Sublease income
 - Foreign currency gain/loss, and
 - Certain other income/expense items
- (c) Reflects costs incurred in connection with acquisitions, and other non-recurring transaction costs, primarily fees paid for professional services and employee retention.
- (d) Includes a combination of gain/loss related to sale of fixed assets, software implementation costs, and other individually insignificant items that are non-recurring in nature.

Asset information by segment is not a key measure of performance used by the CODM.

The following tables present revenues and property and equipment, net by geographic area (in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Revenue		
North America	\$ 1,284,232	\$ 1,272,250
Middle East	265,083	258,921
Rest of World	5,045	4,505
Total Revenue	\$ 1,554,360	\$ 1,535,676

The geographic location of revenue is determined by the location of the customer.

	March 31, 2025	December 31, 2024
Property and Equipment, Net		
North America	\$ 110,972	\$ 101,044
Middle East	10,781	10,531
Total Property and Equipment, Net	<u>\$ 121,753</u>	<u>\$ 111,575</u>

North America includes revenue in the United States for the three months ended March 31, 2025 and March 31, 2024 of \$1.2 billion and \$1.2 billion, respectively. North America property and equipment, net includes \$103.9 million and \$94.0 million of property and equipment, net in the United States at March 31, 2025 and December 31, 2024, respectively.

The following table presents revenues by business units (in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Revenue		
Defense and Intelligence	\$ 443,323	\$ 408,388
Engineered Systems	399,234	501,220
Federal Solutions revenues	<u>842,557</u>	<u>909,608</u>
Infrastructure – North America	444,908	365,282
Infrastructure – Europe, Middle East and Africa	<u>266,895</u>	<u>260,786</u>
Critical Infrastructure revenues	711,803	626,068
Total Revenue	<u>\$ 1,554,360</u>	<u>\$ 1,535,676</u>

19. Subsequent Events

None

20. Quarterly Information - Unaudited

The following table presents selected quarterly financial information (in thousands except per share data):

	Before Adoption of ASU 2024-04	After Adoption of ASU 2024-04
	March 31, 2024	March 31, 2024
Federal Solutions revenue	\$ 909,608	\$ 909,608
Critical Infrastructure revenue	626,068	626,068
Total revenue	<u>1,535,676</u>	<u>1,535,676</u>
Operating income	101,844	101,844
Convertible debt repurchase loss (1)	(211,018)	(18,355)
Income tax benefit (expense) (1)	32,234	(13,324)
Net (loss) income attributable to Parsons Corporation (1)	<u>(92,112)</u>	<u>39,750</u>
(Loss) earnings per share:		
Basic	\$ (1.01)	\$ 0.37
Diluted (2)	\$ (1.01)	\$ 0.37

¹ Presents the revised quarterly financial data resulting from the adoption of Accounting Standards Update ("ASU") 2024-04 as of January 1, 2024 on a prospective basis. As a result of the adoption of ASU 2024-04, the Company reversed a loss on extinguishment of debt for the partial repurchase of the Convertible Senior Notes due 2025 and recorded the repurchase transaction as an induced conversion. This change from extinguishment to inducement accounting resulted in the Company (i.) reversing the \$211.0 million loss and the related \$49.9 million tax benefit on extinguishment of debt, recorded in Q1 2024, (ii.) recording a \$18.4 million convertible debt repurchase loss, (iii.) the difference between the extinguishment loss and inducement expense of \$192.6 million recorded to equity, and (iv.) the related tax benefit of \$45.6 million recorded to equity. See "Note 2—Basis of Presentation and Principles of Consolidation" for a further discussion of the first quarter 2024 extinguishment accounting and subsequent change to inducement accounting.

² Diluted earnings per share prior to the adoption of ASU 2024-04 did not include certain adjustments as their inclusion would have been antidilutive. Subsequent to the adoption of ASU 2024-04 these adjustments are no longer antidilutive. Dilutive adjustments include if converted interest of \$2.8 million, 1.5 million shares related to stock based awards and 6.8 million shares related to convertible senior notes. Inclusion of these dilution adjustments resulted in dilutive net income attributable to Parsons Corporation of \$42.5 million and total diluted shares of 114.4 million for the quarter ended March 31, 2024.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis is intended to help investors understand our business, financial condition, results of operations, liquidity and capital resources. You should read this discussion together with our consolidated financial statements and related notes thereto included elsewhere in this Form 10-Q and in conjunction with the Company’s Form 10-K for the year ended December 31, 2024. Certain amounts may not foot due to rounding.

The statements in this discussion regarding industry outlook, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements in this discussion are forward-looking statements. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to, the risks and uncertainties described in “Risk Factors” and “Special Note Regarding Forward-Looking Statements” in the Company’s Form 10-K for the year ended December 31, 2024. We undertake no obligation to revise publicly any forward-looking statements. Actual results may differ materially from those contained in any forward-looking statements.

PARSONS CORPORATION

Delivering innovative solutions that make the world safer, healthier, and more connected.

SEGMENTS



Critical Infrastructure
Lead smart, sustainable infrastructure deployment

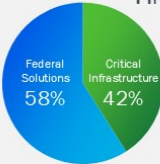


Federal Solutions
Deliver information dominance across all domains

FINANCIAL SNAPSHOT

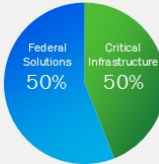
\$6.8B

Total Revenue
(Trailing 12-Months)



\$6.7B

Contract Awards
(Trailing 12-Months)



KEY FACTS AND FIGURES



80

Years Of History



~ 20K

Employees



\$575M

Cash Flow From Operations
(Trailing 12-Months)



1.0X

Book-To-Bill Ratio
(Trailing 12-Months)



\$9.1B

Backlog As Of
3/31/2025

Overview

We are a leading provider of the integrated solutions and services required in today’s complex security environment and a world of digital transformation. We deliver innovative technology-driven solutions to customers worldwide. We have developed significant expertise and differentiated capabilities in key areas of cybersecurity, intelligence, missile defense, C5ISR, space, transportation, water/wastewater and environmental remediation. By combining our talented team of professionals and advanced technology, we solve complex technical challenges to enable a safer, smarter, more secure and more connected world.

We operate in two reporting segments, Federal Solutions and Critical Infrastructure. Our Federal Solutions business provides advanced technical solutions to the U.S. government. Our Critical Infrastructure business provides integrated engineering and management services for complex physical and digital infrastructure to state and local governments and large companies.

Our employees provide services pursuant to contracts that we are awarded by the customer and specific task orders relating to such contracts. These contracts are often multi-year, which provides us backlog and visibility on our revenues for future periods. Many of our contracts and task orders are subject to renewal and rebidding at the end of their term, and some are subject to the exercise of contract options and issuance of task orders by the applicable government

entity. In addition to focusing on increasing our revenues through increased contract awards and backlog, we focus our financial performance on margin expansion and cash flow.

Key Metrics

We manage and assess the performance of our business by evaluating a variety of metrics. The following table sets forth selected key metrics (in thousands, except Book-to-Bill):

	March 31, 2025	March 31, 2024
Awards (year to date)	\$ 1,766,506	\$ 2,082,309
Backlog (1)	\$ 9,071,226	\$ 9,028,843
Book-to-Bill (year to date)	1.1	1.4

- (1) Difference between our backlog of \$9.1 billion and our remaining unsatisfied performance obligations, or RUPO, of \$6.8 billion, each as of March 31, 2025, is due to (i) unissued task orders and unexercised option years, to the extent their issuance or exercise is probable, as well as (ii) contract awards, to the extent we believe contract execution and funding is probable.

Awards

Awards generally represent the amount of revenue expected to be earned in the future from funded and unfunded contract awards received during the period. Contract awards include both new and re-compete contracts and task orders. Given that new contract awards generate growth, we closely track our new awards each year.

The following table summarizes the year to-date value of new awards for the periods presented below (in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Federal Solutions	\$ 744,709	\$ 1,282,640
Critical Infrastructure	1,021,797	799,669
Total Awards	\$ 1,766,506	\$ 2,082,309

The change in new awards from year to year is primarily due to ordinary course fluctuations in our business. The volume of contract awards can fluctuate in any given period due to win rate and the timing and size of the awards issued by our customers. The increase in awards for the three months ended March 31, 2025 in our Critical Infrastructure segment when compared to the corresponding period last year was primarily driven by an overall increase in awards in the current period. The decrease in awards for the three months ended March 31, 2025 in our Federal Solutions segment when compared to the corresponding period last year was primarily driven by a delay in the timing of awards of a number of contracts being pursued. The comparable period included significant option period awards from a customer in the Federal Solutions segment.

Backlog

We define backlog to include the following two components:

- **Funded**—Funded backlog represents future revenue anticipated from orders for services under existing contracts for which funding is appropriated or otherwise authorized.
- **Unfunded**—Unfunded backlog represents future revenue anticipated from orders for services under existing contracts for which funding has not been appropriated or otherwise authorized.

Backlog includes (i) unissued task orders and unexercised option years, to the extent their issuance or exercise is probable, as well as (ii) contract awards, to the extent we believe contract execution and funding is probable.

The following table summarizes the value of our backlog at the respective dates presented below (in thousands):

	March 31, 2025	March 31, 2024
Federal Solutions:		
Funded	\$ 1,770,655	\$ 1,804,251
Unfunded	2,799,723	3,450,328
Total Federal Solutions	4,570,378	5,254,579
Critical Infrastructure:		
Funded	4,451,234	3,706,435
Unfunded	49,614	67,829
Total Critical Infrastructure	4,500,848	3,774,264
Total Backlog (1)	\$ 9,071,226	\$ 9,028,843

- (1) Difference between our backlog of \$9.1 billion and our RUPO of \$6.8 billion, each as of March 31, 2025, is due to (i) unissued task orders and unexercised option years, to the extent their issuance or exercise is probable, as well as (ii) contract awards, to the extent we believe contract execution and funding is probable.

Our backlog includes orders under contracts that in some cases extend for several years. For example, the U.S. Congress generally appropriates funds for our U.S. federal government customers on a yearly basis, even though their contracts with us may call for performance that is expected to take a number of years to complete. As a result, our federal contracts typically are only partially funded at any point during their term. All or some of the work to be performed under the contracts may remain unfunded unless and until the U.S. Congress makes subsequent appropriations and the procuring agency allocates funding to the contract.

We expect to recognize \$4.3 billion of our funded backlog at March 31, 2025 as revenues in the following twelve months. However, our U.S. federal government customers may cancel their contracts with us at any time through a termination for convenience or may elect to not exercise option periods under such contracts. In the case of a termination for convenience, we would not receive anticipated future revenues, but would generally be permitted to recover all or a portion of our incurred costs and fees for work performed. See “Risk Factors—Risk Relating to Our Business—We may not realize the full value of our backlog, which may result in lower than expected revenue” in the Company’s Form 10-K for the year ended December 31, 2024.

The changes in backlog in both the Federal Solutions and Critical Infrastructure segments were primarily from ordinary course fluctuations in our business and the impacts related to the Company’s awards discussed above.

Book-to-Bill

Book-to-bill is the ratio of total awards to total revenue recorded in the same period. Our management believes our book-to-bill ratio is a useful indicator of our potential future revenue growth in that it measures the rate at which we are generating new awards compared to the Company’s current revenue. To drive future revenue growth, our goal is for the level of awards in a given period to exceed the revenue booked. A book-to-bill ratio greater than 1.0 indicates that awards generated in a given period exceeded the revenue recognized in the same period, while a book-to-bill ratio of less than 1.0 indicates that awards generated in such period were less than the revenue recognized in such period. The following table sets forth the book-to-bill ratio for the periods presented below:

	Three Months Ended	
	March 31, 2025	March 31, 2024
Federal Solutions	0.9	1.4
Critical Infrastructure	1.4	1.3
Overall	1.1	1.4

Factors and Trends Affecting Our Results of Operations

We believe that the financial performance of our business and our future success are dependent upon many factors, including those highlighted in this section. Our operating performance will depend upon many variables, including the success of our growth strategies and the timing and size of investments and expenditures that we choose to undertake, as well as market growth and other factors that are not within our control.

Government Spending

Changes in the relative mix of government spending and areas of spending growth, with shifts in priorities on homeland security, intelligence, defense-related programs, infrastructure and urbanization, and continued increased spending on technology and innovation, including cybersecurity, artificial intelligence, connected communities and physical infrastructure, could impact our business and results of operations. Cost-cutting and efficiency initiatives, current and future budget restrictions, spending cuts and other efforts to reduce government spending could cause our government customers to reduce or delay funding or invest appropriated funds on a less consistent basis or not at all, and demand for our solutions or services could diminish. Furthermore, any disruption in the functioning of government agencies, including as a result of government closures and shutdowns, could have a negative impact on our operations and cause us to lose revenue or incur additional costs due to, among other things, our inability to deploy our staff to customer locations or facilities as a result of such disruptions.

Federal Budget Uncertainty

There is uncertainty around the timing, extent, nature and effect of Congressional and other U.S. government actions to address budgetary constraints, caps on the discretionary budget for defense and non-defense departments and agencies, and the ability of Congress to determine how to allocate the available budget authority and pass appropriations bills to fund both U.S. government departments and agencies that are, and those that are not, subject to the caps. Additionally, budget deficits and the growing U.S. national debt increase pressure on the U.S. government to reduce federal spending across all federal agencies, with uncertainty about the size and timing of those reductions. Furthermore, delays in the completion of future U.S. government budgets could in the future delay procurement of the federal government services we provide. A reduction in the amount of, or delays, or cancellations of funding for, services that we are contracted to provide to the U.S. government as a result of any of these impacts or related initiatives, legislation or otherwise could have a material adverse effect on our business and results of operations.

Regulations

Increased audit, review, investigation and general scrutiny by government agencies of performance under government contracts and compliance with the terms of those contracts and applicable laws could affect our operating results. Negative publicity and increased scrutiny of government contractors in general, including us, relating to government expenditures for contractor services and incidents involving the mishandling of sensitive or classified information, as well as the increasingly complex requirements of the U.S. Department of Defense and the U.S. Intelligence Community, including those related to cybersecurity, could impact our ability to perform in the markets we serve.

Competitive Markets

The industries we operate in consist of a large number of enterprises ranging from small, niche-oriented companies to multi-billion-dollar corporations that serve many government and commercial customers. We compete on the basis of our technical expertise, technological innovation, our ability to deliver cost-effective multi-faceted services in a timely manner, our reputation and relationships with our customers, qualified and/or security-clearance personnel, and pricing. We believe that we are uniquely positioned to take advantage of the markets in which we operate because of our proven track record, long-term customer relationships, technology innovation, scalable and agile business offerings and world class talent. Our ability to effectively deliver on project engagements and successfully assist our customers affects our ability to win new contracts and drives our financial performance.

Acquired Operations

TRS Group, Inc.

On January 31, 2025, the Company acquired a 100% ownership interest in TRS Group, Inc. ("TRS") a privately owned company, for \$36.6 million. TRS is an environmental solutions firm that specializes in remediation technology. The acquisition of TRS significantly enhances Parsons' environmental remediation capabilities. The financial results of TRS have been included in our consolidated results of operations from January 31, 2025 onward.

BCC Engineering, LLC

On November 1, 2024, the Company acquired a 100% ownership interest in BCC Engineering, LLC ("BCC") a privately owned company, for \$233.5 million. BCC is a full-service engineering firm that provides planning, design, and

management services for transportation, civil and structural engineering projects in Florida, Georgia, Texas, South Carolina, and Puerto Rico. This acquisition strengthens Parsons' position as an infrastructure leader while expanding the company's reach in the southeastern United States. The financial results of BCC have been included in our consolidated results of operations from October 18, 2024 onward.

BlackSignal Technologies, LLC

On August 16, 2024, the Company acquired a 100% ownership interest in BlackSignal Technologies, LLC, ("BlackSignal") a privately-owned company, for \$203.7 million. Headquartered in Chantilly, Virginia, BlackSignal is a next-generation digital signal processing, electronic warfare, and cyber security provider built to counter near peer threats. Parsons believes that the acquisition will expand Parsons' customer base across the Department of Defense and Intelligence Community and significantly strengthen Parsons' positioning within cyber warfare, while adding new capabilities in the counterspace radio frequency domain. The financial results of BlackSignal have been included in our consolidated results of operations from August 16, 2024 onward.

Seasonality

Our results may be affected by variances as a result of weather conditions and contract award seasonality impacts that we experience across our businesses. The latter issue is typically driven by the U.S. federal government fiscal year-end, September 30. While not certain, it is not uncommon for U.S. government agencies to award task orders or complete other contract actions in the weeks before the end of the U.S. federal government fiscal year in order to avoid the loss of unexpended U.S. federal government fiscal year funds. In addition, we have also historically experienced higher bid and proposal costs in the months leading up to the U.S. federal government fiscal year-end as we pursue new contract opportunities expected to be awarded early in the following U.S. federal government fiscal year as a result of funding appropriated for that U.S. federal government fiscal year. Furthermore, many U.S. state governments with fiscal years ending on June 30 tend to accelerate spending during their first quarter, when new funding becomes available. We may continue to experience this seasonality in future periods, and our results of operations may be affected by it.

Results of Operations

Revenue

Our revenue consists of both services provided by our employees and pass-through fees from subcontractors and other direct costs. Our Federal Solutions segment derives revenue primarily from the U.S. federal government and our Critical Infrastructure segment derives revenue primarily from government and commercial customers.

We enter into the following types of contracts with our customers:

- Under cost-plus contracts, we are reimbursed for allowable or otherwise defined costs incurred, plus a fee. The contracts may also include incentives for various performance criteria, including quality, timeliness, safety and cost-effectiveness. In addition, costs are generally subject to review by clients and regulatory audit agencies, and such reviews could result in costs being disputed as non-reimbursable under the terms of the contract.
- Under time-and-materials contracts, hourly billing rates are negotiated and charged to clients based on the actual time spent on a project. In addition, clients reimburse actual out-of-pocket costs for other direct costs and expenses that are incurred in connection with the performance under the contract.
- Under fixed-price contracts, clients pay an agreed fixed-amount negotiated in advance for a specified scope of work.

Refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates" and "Note 2—Summary of Significant Accounting Policies" in the notes to our consolidated financial statements included in the Company's Form 10-K for the year ended December 31, 2024 for a description of our policies on revenue recognition.

The table below presents the percentage of total revenue for each type of contract.

	Three Months Ended	
	March 31, 2025	March 31, 2024
Fixed-price	37.0%	41.1%
Time-and-materials	22.3%	22.8%
Cost-plus	40.7%	36.1%

The amount of risk and potential reward varies under each type of contract. Under cost-plus contracts, there is limited financial risk, because we are reimbursed for all allowable costs up to a ceiling. However, profit margins on this type of contract tend to be lower than on time-and-materials and fixed-price contracts. Under time-and-materials contracts, we are reimbursed for the hours worked using the predetermined hourly rates for each labor category. In addition, we are typically reimbursed for other direct contract costs and expenses at cost. We assume financial risk on time-and-materials contracts because our labor costs may exceed the negotiated billing rates. Profit margins on well-managed time-and-materials contracts tend to be higher than profit margins on cost-plus contracts as long as we are able to staff those contracts with people who have an appropriate skill set. Under fixed-price contracts, we are required to deliver the objectives under the contract for a pre-determined price. Compared to time-and-materials and cost-plus contracts, fixed-price contracts generally offer higher profit margin opportunities because we receive the full benefit of any cost savings, but they also generally involve greater financial risk because we bear the risk of any cost overruns. In the aggregate, the contract type mix in our revenue for any given period will affect that period's profitability. Over time, we have generally experienced a relatively stable contract mix.

Our recognition of profit on long-term contracts requires the use of assumptions related to transaction price and total cost of completion. Estimates are continually evaluated as work progresses and are revised when necessary. When a change in estimated cost or transaction price is determined to have an impact on contract profit, we record a positive or negative adjustment to revenue.

Joint Ventures

We conduct a portion of our business through joint ventures or similar partnership arrangements. For the joint ventures we control, we consolidate all the revenues and expenses in our consolidated statements of income (including revenues and expenses attributable to noncontrolling interests). For the joint ventures we do not control, we recognize equity in (losses) earnings of unconsolidated joint ventures. Our revenues included amounts related to services we provided to our unconsolidated joint ventures for the three months ended March 31, 2025 and March 31, 2024 of \$45.5 million and \$46.8 million, respectively.

Operating costs and expenses

Operating costs and expenses primarily include direct costs of contracts and selling, general and administrative expenses. Costs associated with compensation-related expenses for our people and facilities, which includes ESOP contribution expenses, are the most significant component of our operating expenses. Total ESOP contribution expense for the three months ended March 31, 2025 and March 31, 2024 was \$17.8 million and \$15.0 million, respectively, and is recorded in "Direct cost of contracts" and "Selling, general and administrative expenses."

Direct costs of contracts consist of direct labor and associated fringe benefits, indirect overhead, subcontractor and materials ("pass-through costs"), travel expenses and other expenses incurred to perform on contracts.

Selling, general and administrative expenses ("SG&A") include salaries and wages and fringe benefits of our employees not performing work directly for customers, facility costs and other costs related to these indirect functions.

Other income and expenses

Other income and expenses primarily consist of interest income, interest expense and other income, net.

Interest income primarily consists of interest earned on U.S. government money market funds.

Interest expense consists of interest expense incurred under our Senior Notes, Convertible Senior Notes, and Credit Agreement.

Other income, net primarily consists of gain or loss on sale of assets, sublease income and transaction gain or loss related to movements in foreign currency exchange rates.

Adjusted EBITDA

The following table sets forth Adjusted EBITDA, Net Income Margin, and Adjusted EBITDA Margin for the three months ended March 31, 2025 and March 31, 2024.

(U.S. dollars in thousands)	Three Months Ended	
	March 31, 2025	March 31, 2024
Adjusted EBITDA (1)	\$ 148,776	\$ 141,093
Net Income Margin (2)	5.3%	3.6%
Adjusted EBITDA Margin (3)	9.6%	9.2%

- (1) A reconciliation of net income attributable to Parsons Corporation to Adjusted EBITDA is set forth below (in thousands).
(2) Net Income Margin is calculated as net income including noncontrolling interest divided by revenue in the applicable period.
(3) Adjusted EBITDA Margin is calculated as Adjusted EBITDA divided by revenue in the applicable period.

	Three Months Ended	
	March 31, 2025	March 31, 2024
Net income attributable to Parsons Corporation	\$ 66,203	\$ 39,750
Interest expense, net	10,104	11,846
Income tax expense	18,977	13,324
Depreciation and amortization	27,403	24,531
Net income attributable to noncontrolling interests	15,584	15,243
Equity-based compensation	7,103	12,656
Convertible debt repurchase loss	-	18,355
Transaction-related costs (a)	3,701	2,886
Other (b)	(299)	2,502
Adjusted EBITDA	\$ 148,776	\$ 141,093

- (a) Reflects costs incurred in connection with acquisitions and other non-recurring transaction costs, primarily fees paid for professional services and employee retention.
(b) Includes a combination of gain/loss related to sale of fixed assets, software implementation costs, and other individually insignificant items that are non-recurring in nature.

Adjusted EBITDA is a supplemental measure of our operating performance used by management and our board of directors to assess our financial performance both on a segment and on a consolidated basis. We discuss Adjusted EBITDA because our management uses this measure for business planning purposes, including to manage the business against internal projected results of operations and measure the performance of the business generally. Adjusted EBITDA is frequently used by analysts, investors and other interested parties to evaluate companies in our industry.

Adjusted EBITDA is not a GAAP measure of our financial performance or liquidity and should not be considered as an alternative to net income as a measure of financial performance or cash flows from operations as measures of liquidity, or any other performance measure derived in accordance with GAAP. We define Adjusted EBITDA as net income (loss) attributable to Parsons Corporation, adjusted to include net income (loss) attributable to noncontrolling interests and to exclude interest expense (net of interest income), provision for income taxes, depreciation and amortization and certain other items that we do not consider in our evaluation of ongoing operating performance. These other items include, among other things, impairment of goodwill, intangible and other assets, interest and other expenses recognized on litigation matters, expenses incurred in connection with acquisitions and other non-recurring transaction costs and expenses related to our corporate restructuring initiatives. Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Additionally, Adjusted EBITDA is not intended to be a measure of free cash flow for management's discretionary use, as it does not reflect tax payments, debt service requirements, capital expenditures and certain other cash costs that may recur in the future, including, among other things, cash requirements for working capital needs and cash costs to replace assets being depreciated and amortized. Management compensates for these limitations by relying on our GAAP results in addition to using Adjusted EBITDA supplementally. Our measure of Adjusted EBITDA is not necessarily comparable to similarly titled captions of other companies due to different methods of calculation.

The following table shows Adjusted EBITDA attributable to Parsons Corporation for each of our reportable segments and Adjusted EBITDA attributable to noncontrolling interests (in thousands):

	Three Months Ended		Variance	
	March 31, 2025	March 31, 2024	Dollar	Percent
Federal Solutions Adjusted EBITDA attributable to Parsons Corporation	\$ 75,532	\$ 92,541	\$ (17,009)	-18.4%
Critical Infrastructure Adjusted EBITDA attributable to Parsons Corporation	58,187	32,963	25,224	76.5%
Adjusted EBITDA attributable to noncontrolling interests	15,057	15,589	(532)	-3.4%
Total Adjusted EBITDA	<u>\$ 148,776</u>	<u>\$ 141,093</u>	<u>\$ 7,683</u>	<u>5.4%</u>

The following table sets forth our results of operations for the three months ended March 31, 2025 and March 31, 2024 as a percentage of revenue.

	Three Months Ended	
	March 31, 2025	March 31, 2024
Revenues	100%	100%
Direct costs of contracts	77.2%	78.8%
Equity in (losses) earnings of unconsolidated joint ventures	0.0%	-0.1%
Selling, general and administrative expenses	15.7%	14.4%
Operating income	7.0%	6.6%
Interest income	0.1%	0.1%
Interest expense	-0.8%	-0.8%
Convertible debt repurchase loss	0.0%	-1.2%
Other income, net	0.1%	-0.2%
Total other income (expense)	-0.5%	-2.2%
Income before income tax expense	6.5%	4.4%
Income tax expense	-1.2%	-0.9%
Net income including noncontrolling interests	5.3%	3.6%
Net income attributable to noncontrolling interests	-1.0%	-1.0%
Net income attributable to Parsons Corporation	<u>4.3%</u>	<u>2.6%</u>

Revenue

(U.S. dollars in thousands)	Three Months Ended		Variance	
	March 31, 2025	March 31, 2024	Dollar	Percent
Revenue	\$ 1,554,360	\$ 1,535,676	\$ 18,684	1.2%

Revenue increased \$18.7 million for the three months ended March 31, 2025 when compared to the corresponding period last year, due to an increase in revenue in our Critical Infrastructure segment of \$85.7 million, offset by a decrease in revenue in our Federal Solutions Segment of \$67.1 million. See "Segment Results" below for a further discussion of the changes in the Company's revenue.

Direct costs of contracts

(U.S. dollars in thousands)	Three Months Ended		Variance	
	March 31, 2025	March 31, 2024	Dollar	Percent
Direct costs of contracts	\$ 1,200,377	\$ 1,210,827	\$ (10,450)	-0.9%

Direct cost of contracts decreased \$10.5 million for the three months ended March 31, 2025 when compared to the corresponding period last year, primarily due to a decrease of \$62.0 million in our Federal Solutions segment offset by an increase of \$51.5 million in our Critical Infrastructure segment. The decrease in direct costs of contracts in the Federal Solutions segment is primarily related to reduced volume from our confidential contract. See "Segment Results" below for a further discussion. The increase in direct costs of contracts in the Critical Infrastructure segment is primarily related to increased volume from new and existing contracts.

Equity in losses of unconsolidated joint ventures

(U.S. dollars in thousands)	Three Months Ended		Variance	
	March 31, 2025	March 31, 2024	Dollar	Percent
Equity in losses of unconsolidated joint ventures	\$ (687)	\$ (2,060)	\$ 1,373	-66.7%

Equity in losses of unconsolidated joint ventures improved by \$1.4 million for the three months ended March 31, 2025 compared to the corresponding period last year. The improvement in equity in losses of unconsolidated joint ventures was primarily driven by the Company winding down its participation in construction joint ventures.

Selling, general and administrative expenses

(U.S. dollars in thousands)	Three Months Ended		Variance	
	March 31, 2025	March 31, 2024	Dollar	Percent
Selling, general and administrative expenses	\$ 244,063	\$ 220,945	\$ 23,118	10.5%

As a percentage of revenue, our SG&A increased by 1.3% to 15.7% for the three months ended March 31, 2025 compared to 14.4% for the corresponding period last year. The increase in SG&A was primarily due to an increase in segment level SG&A, in particular from business acquisitions. Partially driving the increase in SG&A as a percent of revenue, was the decrease in business volume in the Federal Solutions segment discussed below. Partially offsetting these increases in SG&A was a decrease in incentive compensation cost.

Total other income (expense)

(U.S. dollars in thousands)	Three Months Ended		Variance	
	March 31, 2025	March 31, 2024	Dollar	Percent
Interest income	\$ 2,142	\$ 1,152	\$ 990	85.9%
Interest expense	(12,246)	(12,998)	752	-5.8%
Convertible debt repurchase loss	-	(18,355)	18,355	n/a
Other income (expense), net	1,635	(3,326)	4,961	-149.2%
Total other income (expense)	\$ (8,469)	\$ (33,527)	\$ 25,058	-74.7%

Interest income is related to interest earned on investments in government money funds.

Interest expense is primarily due to debt related to our Delayed Draw Term Loan and Convertible Senior Notes. Interest expense for the three months ended March 31, 2024 includes a \$3.2 million charge for the acceleration of the amortization of debt issuance costs associated with the partial repurchase of the 0.25% Convertible Senior Notes due 2025 discussed below. The increase in interest expense during the three months ended March 31, 2025 compared to the corresponding period last year (excluding the \$3.2 million charge discussed above) is primarily related to an increase in debt balances.

During the three months ended March 31, 2024, we paid \$495.6 million in cash to repurchase \$284.6 million aggregate principal amount of our Convertible Senior Notes due 2025 (the "Repurchase Transaction") concurrently with the offering of 2.625% Convertible Senior Notes due 2029. As a result of the Repurchase Transaction, we incurred a \$18.4 million loss¹ on debt extinguishment. The Repurchase Transaction is a partial repurchase of our Convertible Senior Notes due 2025. See "Note 10 – Debt and Credit Facilities," for a further discussion of this transaction.

¹During the first quarter of 2024, prior to the early adoption of ASU 2024-04, the Company recorded a \$211.0 million loss on debt extinguishment associated with the 0.25% Convertible Senior Notes due 2025. Please see "Note 2—Basis of Presentation and Principles of Consolidation" for a discussion of the Company's adoption of ASU 2024-04. As a result of the early adoption, the extinguishment charge was reversed from the Company's consolidated financial statements and a convertible debt repurchase loss was recorded as described above.

The amounts in other income (expense), net are primarily related to transaction gains and losses on foreign currency transactions and sublease income. The comparable period included a \$1.8 million change in the estimated fair value of contingent consideration which was settled in the prior fiscal year.

Income tax (benefit) expense

(U.S. dollars in thousands)	Three Months Ended		Variance	
	March 31, 2025	March 31, 2024	Dollar	Percent
Income tax expense	\$ 18,977	\$ 13,324	\$ 5,653	42.4%

The Company's effective tax rate was 18.8% and 19.5% and income tax expense was \$19.0 million and \$13.3 million for the three months ended March 31, 2025 and March 31, 2024, respectively. The increase in tax expense for the three months ended March 31, 2025 compared to the three months ended March 31, 2024 was due primarily to the tax impact of an increase in pre-tax income, decreases in the foreign-derived intangible income (FDII) deduction and equity-based compensation deductions, partially offset by a change in jurisdictional mix of earnings and an increase in untaxed income attributed to noncontrolling interests.

Segment Results

We evaluate segment operating performance using segment revenue and segment Adjusted EBITDA attributable to Parsons Corporation. Adjusted EBITDA attributable to Parsons Corporation is Adjusted EBITDA excluding Adjusted EBITDA attributable to noncontrolling interests. Presented above, in this Management's Discussion and Analysis of Financial Condition and Results of Operations, is a discussion of our definition of Adjusted EBITDA, how we use this metric, why we present this metric and the material limitations on the usefulness of this metric. See "Note 18—Segments Information" in the notes to the consolidated financial statements in this Form 10-Q for further discussion regarding our segment Adjusted EBITDA attributable to Parsons Corporation.

The following table shows Adjusted EBITDA attributable to Parsons Corporation for each of our reportable segments and Adjusted EBITDA attributable to noncontrolling interests:

(U.S. dollars in thousands)	Three Months Ended	
	March 31, 2025	March 31, 2024
Federal Solutions Adjusted EBITDA attributable to Parsons Corporation	\$ 75,532	\$ 92,541
Critical Infrastructure Adjusted EBITDA attributable to Parsons Corporation	58,187	32,963
Adjusted EBITDA attributable to noncontrolling interests	15,057	15,589
Total Adjusted EBITDA	\$ 148,776	\$ 141,093

Federal Solutions

(U.S. dollars in thousands)	Three Months Ended		Variance	
	March 31, 2025	March 31, 2024	Dollar	Percent
Revenue	\$ 842,557	\$ 909,608	\$ (67,051)	-7.4%
Adjusted EBITDA attributable to Parsons Corporation	\$ 75,532	\$ 92,541	\$ (17,009)	-18.4%

The decrease in Federal Solutions revenue for the three months ended March 31, 2025 compared to the corresponding period last year was primarily driven by our confidential contract operating at a reduced volume due to a Presidential Executive Order that paused a related contract held by another company. This decrease was partially offset by growth on existing contracts and the ramp-up of new task orders.

The decrease in Federal Solutions Adjusted EBITDA attributable to Parsons Corporation for the three months ended March 31, 2025 compared to the corresponding period last year was primarily due the factors impacting revenue discussed above and an increase in SG&A.

Critical Infrastructure

(U.S. dollars in thousands)	Three Months Ended		Variance	
	March 31, 2025	March 31, 2024	Dollar	Percent
Revenue	\$ 711,803	\$ 626,068	\$ 85,735	13.7%
Adjusted EBITDA attributable to Parsons Corporation	\$ 58,187	\$ 32,963	\$ 25,224	76.5%

The increase in Critical Infrastructure revenue for the three months ended March 31, 2025 compared to the corresponding periods last year was primarily related to organic growth of 8% and \$31.8 million from business acquisitions. Organic growth was primarily due to an increase in business volume from existing contracts and ramping up of recent awards.

The increase in Critical Infrastructure Adjusted EBITDA attributable to Parsons Corporation for the three months ended March 31, 2025 compared to the corresponding period last year was primarily due to the revenue impacts discussed above, recent business acquisitions, and improvement in equity in losses from unconsolidated joint ventures. These increases in Adjusted EBITDA, were partially offset by an increase in SG&A.

Liquidity and Capital Resources

We currently finance our operations and capital expenditures through a combination of internally generated cash from operations, our Convertible Senior Notes, Delayed Draw Term Loan and periodic borrowings under our Revolving Credit Facility.

Generally, cash provided by operating activities has been adequate to fund our operations. Due to fluctuations in our cash flows and growth in our operations, it may be necessary from time to time in the future to borrow under our Credit Agreement to meet cash demands. Our management regularly monitors certain liquidity measures to monitor performance. We calculate our available liquidity as a sum of cash and cash equivalents from our consolidated balance sheet plus the amount available and unutilized on our Credit Agreement.

As of March 31, 2025, we believe we have adequate liquidity and capital resources to fund our operations, support our debt service and our ongoing acquisition strategy for at least the next twelve months based on the liquidity from cash provided by our operating activities, cash and cash equivalents on-hand and our borrowing capacity under our Revolving Credit Facility. Management continually monitors debt maturities to strategically execute optimal terms and ensure appropriate levels of working capital liquidity are maintained for the company.

Cash Flows

Cash received from customers, either from the payment of invoices for work performed or for advances in excess of revenue recognized, is our primary source of cash. We generally do not begin work on contracts until funding is appropriated by the customers. Billing timetables and payment terms on our contracts vary based on a number of factors, including whether the contract type is cost-plus, time-and-materials, or fixed-price. We generally bill and collect cash more frequently under cost-plus and time-and-materials contracts, as we are authorized to bill as the costs are incurred or work is performed. In contrast, we may be limited to bill certain fixed-price contracts only when specified milestones, including deliveries, are achieved. A number of our contracts may provide for performance-based payments, which allow us to bill and collect cash prior to completing the work.

Billed accounts receivable represents amounts billed to clients that have not been collected. Unbilled accounts receivable represents amounts where the Company has a present contractual right to bill but an invoice has not been issued to the customer at the period-end date.

Accounts receivable is the principal component of our working capital and includes billed and unbilled amounts. The total amount of our accounts receivable can vary significantly over time but is generally sensitive to revenue levels. We experience delays in collections from time to time from Middle East customers. Net days sales outstanding, which we refer to as Net DSO, is calculated by dividing (i) (accounts receivable plus contract assets) less (contract liabilities plus accounts payable) by (ii) average revenue per day (calculated by dividing trailing twelve months revenue by the number of days in that period). We focus on collecting outstanding receivables to reduce Net DSO and working capital. Net DSO

was 58 days at March 31, 2025 down from 63 days at March 31, 2024. Our working capital (current assets less current liabilities) was \$535.7 million at March 31, 2025 and \$546.8 million at December 31, 2024.

Our cash and cash equivalents decreased by \$183.8 million to \$269.7 million at March 31, 2025 from \$453.5 million at December 31, 2024.

The following table summarizes our sources and uses of cash over the periods presented (in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Net cash used in operating activities	\$ (11,787)	\$ (63,420)
Net cash used in investing activities	(61,670)	(45,510)
Net cash (used in) provided by financing activities	(110,864)	259,509
Effect of exchange rate changes	518	(402)
Net (decrease) increases in cash and cash equivalents	<u>\$ (183,803)</u>	<u>\$ 150,177</u>

Operating Activities

Net cash used in operating activities consists primarily of net income adjusted for noncash items, such as: equity in losses (earnings) of unconsolidated joint ventures, contributions of treasury stock, depreciation and amortization of property and equipment and intangible assets, and provisions for doubtful accounts. The timing between the conversion of our billed and unbilled receivables into cash from our customers and disbursements to our employees and vendors is the primary driver of changes in our working capital. Our operating cash flows are primarily affected by our ability to invoice and collect from our clients in a timely manner, our ability to manage our vendor payments and the overall profitability of our contracts.

Net cash used in operating activities decreased \$51.6 million for the three months ended March 31, 2025 compared to the three months ended March 31, 2024. The primary driver of the decrease in cash flows used in operating activities was a \$45.6 million decrease in cash outflows from our working capital accounts (primarily from accounts receivable, accounts payable, and contract liabilities offset by contract assets and accrued expenses and other current liabilities).

Investing Activities

Net cash used in investing activities consists primarily of cash flows associated with capital expenditures, joint ventures and business acquisitions.

Net cash used in investing activities increased \$16.1 million for the three months ended March 31, 2025, when compared to the three months ended March 31, 2024. This change was primarily driven by a \$31.6 million increase in payments for acquisitions, net of cash acquired offset by a \$19.5 million decrease in investments in unconsolidated joint ventures.

Financing Activities

Net cash (used in) provided by financing activities is primarily associated with proceeds from debt, the repayment thereof, and distributions to noncontrolling interests.

Net cash used in financing activities increased \$370.4 million for the three months ended March 31, 2025 compared to the three months ended March 31, 2024. The change in cash flows (used in) provided by financing activities is primarily driven by net cash inflows from our convertible bond transactions for the three months ended March 31, 2024 of \$316.2 million. See "Note 10 – Debt and Credit Facilities," for a further discussion of these transactions. Also impacting net cash (used in) provided by financing activities were \$25.0 million of repurchase of common stock and a \$30.8 million change in distributions to noncontrolling interests.

Letters of Credit

We have in place several secondary bank credit lines for issuing letters of credit, principally for foreign contracts, to support performance and completion guarantees. Letters of credit commitments outstanding under these bank lines aggregated to \$335.6 million as of March 31, 2025. Letters of credit outstanding under the Credit Agreement total \$43.0 million as of March 31, 2025.

Recent Accounting Pronouncements

See the information set forth in “Note 3—New Accounting Pronouncements” in the notes to our consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Off-Balance Sheet Arrangements

As of March 31, 2025, we have no off-balance sheet arrangements that have or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Interest Rate Risk

We are exposed to interest rate risks related to the Company's Revolving Credit Facility and Delayed Draw Term Loan.

As of March 31, 2025, there were no amounts outstanding under the Revolving Credit Facility. Borrowings under the new Credit Facility effective June 2021 bear interest at either the Term SOFR rate plus a margin between 1.0% and 1.625%, or a base rate (as defined in the Credit Agreement) plus a margin of between 0% and 0.625%, both based on the leverage ratio of the Company at the end of each quarter. The rates on March 31, 2025 and December 31, 2024 were 5.7% and 5.7%, respectively.

As of March 31, 2025, there was \$350.0 million outstanding under the Delayed Draw Term Loan. Borrowings under the 2022 Delayed Draw Term Loan Agreement will bear interest at either an adjusted Term SOFR benchmark rate plus a margin between 0.875% and 1.500% or a base rate plus a margin of between 0% and 0.500% and will initially bear interest at the middle of this range. The Company will pay a ticking fee on unused term loan commitments at a rate of 0.175% commencing with the date that is ninety (90) days after the Closing Date. The interest rate at March 31, 2025 and December 31, 2024 were 5.5% and 5.6%, respectively.

Foreign Currency Exchange Risk

We are exposed to foreign currency exchange rate risk resulting from our operations outside of the U.S. We limit exposure to foreign currency fluctuations in most of our contracts through provisions that require client payments in currencies corresponding to the currency in which costs are incurred. As a result of this natural hedge, we generally do not need to hedge foreign currency cash flows for contract work performed.

Item 4. Controls and Procedures.

Evaluation of Disclosure Control and Procedures

Our management carried out, as of March 31, 2025, with the participation of our Chief Executive Officer and our Chief Financial Officer, an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2025, our disclosure controls and procedures were effective to provide reasonable assurance that material information required to be disclosed by us in reports we file under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

During the first quarter of 2025, there were no changes to our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

The information required by this Item 1 is included in “Note 12 – Contingencies” included in the Notes to Consolidated Financial Statements appearing under Part I, Item 1 of this Form 10-Q which is incorporated herein by reference.

Item 1A. Risk Factors.

There have been no material changes to our Risk Factors disclosed in the Company’s Form 10-K for the year ended December 31, 2024.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Issuer Purchases of Equity Securities

On August 9, 2021, the Company’s Board of Directors authorized the Company to acquire a number of shares of Common Stock having an aggregate market value of not greater than \$100 million from time to time, commencing on August 12, 2021. The Board further amended this authorization in August 2022 to remove the prior expiration date and grant executive leadership the discretion to determine the price for such share repurchases. The Board further amended this authorization in March 2025 to increase and reset the repurchase capacity to \$250 million. Any purchases made by the Company during Q1 of 2025 would be deducted from the reset capacity.

Under prior authorizations, the Company had repurchased shares with an aggregate market value of \$79.7 million. The aggregate market value of shares of Common Stock the Company is authorized to acquire from prior authorizations and the March 2025 authorization is not greater than \$329.7 million.

As of March 31, 2025, the Company has spent \$104.7 million repurchasing 2,137,461 shares of Common Stock at an average price of \$48.98 per share.

Repurchased shares of common stock are retired and included in “Repurchases of common stock” in cash flows from financing activities in the Consolidated Statements of Cash Flows. The primary purpose of the Company’s share repurchase program is to reduce the dilutive effect of shares issued under the Company’s ESOP and other stock benefit plans. The timing, amount and manner of share repurchases may depend upon market conditions and economic circumstances, availability of investment opportunities, the availability and costs of financing, the market price of the Company’s common stock, other uses of capital and other factors.

The following table presents the Company’s repurchases of equity securities for the three months ended March 31, 2025.

Period	(a) Total number of shares (or units purchased)	(b) Average price paid per share (or unit) (1)	(c) Total number of shares (or units) purchased as part of publicly announced plans or programs	(d) Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans programs
January 1 to 31, 2025	-	\$ -	-	\$ 250,000,000
February 1 to 28, 2025	251,650	\$ 59.61	251,650	235,000,049
March 1 to 31, 2025	172,330	\$ 58.00	172,330	225,005,478
Total	423,980	\$ 58.95	423,980	\$ 225,005,478

¹ Includes commissions in the calculation of average price per share

Item 3. Defaults Upon Senior Securities.

None

Item 4. Mine Safety Disclosures.

Not Applicable

Item 5. Other Information.**Insider Trading Relationships and Policies**

In conformance with updated SEC regulations, the Company has adopted amended insider trading policies and procedures governing the purchase, sale and/or other dispositions of the Company's securities by directors, officers and employees, or the Company itself, that are reasonably designed to promote compliance with insider trading laws, rules and regulations, and New York Stock Exchange standards.

Item 6. Exhibits.

Exhibit Number	Description
31.1*	<u>Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2*	<u>Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1*	<u>Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2*	<u>Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101	The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, formatted in Inline XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Earnings, (iii) Consolidated Statements of Comprehensive Income (Loss), (iv) Consolidated Statements of Stockholders' Equity, (v) Consolidated Statements of Cash Flows and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Parsons Corporation

Date: April 30, 2025

By: _____
/s/ Matthew M. Ofilos
Matthew M. Ofilos
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Carey A. Smith, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Parsons Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 30, 2025

By: /s/ Carey A. Smith

Carey A. Smith
Chief Executive Officer

1. I have reviewed this Quarterly Report on Form 10-Q of Parsons Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Matthew M. Ofilos
Matthew M. Ofilos
Chief Financial Officer

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By: /s/ Carey A. Smith
Carey A. Smith
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

