WE’RE DIFFERENT
In pursuit of a better way.

Investor Presentation
November 2020
protests of major contract awards received by us; our ability to generate revenue under certain of our contracts; any inability to attract, train or retain employees with the requisite skills, experience and security clearances; the loss of members of senior management or failure to develop new leaders; misconduct or other improper activities from our employees or subcontractors; our ability to realize the full value of our backlog and the timing of our receipt of revenue under contracts included in backlog; changes in the mix of our contracts and our ability to accurately estimate or otherwise recover expenses, time and resources for our contracts; changes in estimates used in recognizing revenue; internal system or service failures and security breaches; and inherent uncertainties and potential adverse developments in legal proceedings, including litigation, audits, reviews and investigations, which may result in materially adverse judgments, settlements or other unfavorable outcomes. These factors are not exhaustive and additional factors could adversely affect our business and financial performance. For a discussion of additional factors that could materially adversely affect our business and financial performance, see the factors included under the caption “Risk Factors” in our Annual Report with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act for the fiscal year ended December 31, 2019 on Form 10K, filed on March 10, 2020, and our other filings with the Securities and Exchange Commission. All forward-looking statements are based on currently available information and speak only as of the date on which they are made. We assume no obligation to update any forward-looking statement made in this presentation that becomes untrue because of subsequent events, new information or otherwise, except to the extent we are required to do so in connection with our ongoing requirements under federal securities laws. The descriptions of the Company in this presentation are qualified in their entirety by reference to the documents the Company has filed with the SEC. Certain information in this presentation has been obtained from outside sources. While such information is believed to be reliable for the purposes used herein, no representations are made as to the accuracy or completeness thereof and the Company takes no responsibility for such information. Recipients of this presentation should carefully review the offering memorandum relating to the offering of the securities described herein, including the risk factors and other information included or incorporated by reference in that offering memorandum, before making any investment decision.
WHO WE ARE

OUR MISSION

Committed to solving our customer’s most vexing challenges with agile, technology-driven solutions.

A valued partner to our customers.

On a never-ending quest to answer the question, “Is there a better way?”

Drive value by disrupting the status quo.

As one of the World’s Most Ethical Companies, we’re a firm that can be trusted.
PARSONS CORPORATION
Enabling a safer, smarter, and more interconnected world.

SEGMENTS

Federal Solutions
Technology-driven solutions for defense and intelligence customers

Critical Infrastructure
Engineered solutions for complex physical and digital infrastructure challenges

FINANCIAL SNAPSHOT

Total Revenue
Trailing 12-Months (Q3 2020)

Adjusted EBITDA
Trailing 12-Months (Q3 2020)

$4B

$340M

Critical Infrastructure
51%

Federal Solutions
49%

Critical Infrastructure
51%

Federal Solutions
49%

KEY FACTS AND FIGURES

75
Years of History

~16K
Employees

4%
Revenue Growth
(TTM Q3 2020)

17%
Adjusted EBITDA Growth
(TTM Q3 2020)

1.0X
TTM Book-to-Bill

$7.8B
Backlog as of 9/30/2020

0.8X
Pro forma Net Leverage as of 9/30/2020 to Include Braxton Acquisition
“Parsons provides differentiated solutions composed of software, hardware, and services to support our customers’ missions.”
TECHNOLOGY-DRIVEN SOLUTIONS FOR DEFENSE AND INTELLIGENCE CUSTOMERS

Markets We Serve

Cyber and Intelligence
- Full Spectrum Cyber Solutions
- Actionable Intelligence
- Spatial and Signals Intelligence

Missile Defense and C5ISR
- C5ISR
- Missile Defense Systems
- Big Data & Video Analytics
- PUMA Labs Software Test Bed

Space and Geospatial Solutions
- Small Satellite Launch Integration
- Space Cyber & EW Resiliency
- Space Situational Awareness
- Geospatial Sensor Hardware and Software Applications

Agile, Innovative and Disruptive

What Our Solutions Do
- Deliver software/hardware solutions that protect our Nation at the speed of war
- Provide actionable intelligence leveraging cyber, geospatial and signals intelligence, AI and big data analytics
- Protect national space / airspace
- Eliminate weapons of mass destruction
- Deliver and protect mission critical infrastructure

Representative Solutions
- Cybersecurity solutions including high speed processing, network visualization and vulnerability research & engineering
- RF spectrum collection, situation awareness, record and playback for actionable intelligence
- Geospatial collection systems and on-demand 3D processing to provide high resolution aerial imagery
- Space situational awareness and small satellite systems integration
- Missile defense systems engineering and integration including counter-Hypersonics
- Multi-domain command and control

Proprietary
ENGINEERED SOLUTIONS FOR COMPLEX PHYSICAL AND DIGITAL INFRASTRUCTURE CUSTOMERS

Markets We Serve

Connected Communities
Intelligent Transportation Systems
Hardware, Software & Services
Protection and Resiliency

Mobility Solutions
Complex Smart Infrastructure
Integrated Delivery
Full Service Highway, Bridge, Rail, Tunnels

Engineered Systems
Program & Construction Mgt.
Chemical Warfare Munitions Solutions
Energy Conservation & Renewables

Agile, Innovative and Disruptive

What Our Solutions Do

▪ Design, develop and implement smart cities
▪ Improve management, efficiency and safety of transportation
▪ Deliver and protect mission critical infrastructure
▪ Optimize program management and capital project execution
▪ Improve our environment

Representative Solutions

▪ INTELLIGENT NETWORKS® platform to improve transportation safety and efficiency
▪ Communications based train control design
▪ Airports, bridges, tunnels, roads & highways, rail and transit engineering design
▪ Converged operational/information technology cybersecurity solutions
▪ Critical infrastructure resiliency
KEY INVESTMENT HIGHLIGHTS
FOCUSED GROWTH IN FOUNDATIONAL MARKETS

- Core strategy well-positioned against secular growth trends
- Aligned with the highest priority defense, intelligence and critical infrastructure programs
- Rapidly evolving markets driving need for customers to seek technology solutions to enhance and transform operations

TECHNOLOGY INNOVATION

- A leading provider of technology-driven solutions
- Differentiated technology capabilities across cyber, AI, machine learning, IoT and mobility solutions
- Significant owned IP drives longer term, sticky customer relationships and margin expansion over time

PROVEN TRACK RECORD

- Delivering on mission-critical projects over last 75+ years
- Resilient, stable business model with strong project execution capabilities and risk management ethos
- Long-term relationships with high quality, diverse customer base

DEMONSTRATED M&A ABILITY

- Utilize M&A to accelerate strategic vision around key technologies
- Disciplined approach focused on driving accretive returns
- Prudent funding with commitment to maintain a strong credit profile

WORLD CLASS TALENT AND OPERATIONAL EXCELLENCE

- Highly technical workforce with significant domain expertise
- Best-in-class management team delivering stable performance through multiple economic cycles
- Long-term relationships with high quality, diverse customer base

STRONG FINANCIAL PROFILE

- Scaled platform and increased pivot to federal solutions driving strong EBITDA growth
- Strong performance during COVID-19
- Minimal capex requirements supports strong free cash flow generation
- Low leverage with long-term commitment to investment-grade quality credit profile
GLOBAL REACH ENABLING FOCUSED GROWTH IN FOUNDATIONAL MARKETS

Global Markets

**Defense**
- Advanced military technologies
- Border security technology
- Chemical demilitarization
- Healthcare technology
- Missile defense
- Space operations
- Renewable energy
- Warfighter training

**Intelligence**
- Advanced data and analytics
- Advanced military technologies
- Biometrics
- Command control surveillance and reconnaissance (C5ISR)
- Full-spectrum cybersecurity
- Geospatial
- Law enforcement information technology
- Next-gen air traffic control

**Critical Infrastructure**
- Airports
- Bridges and highways
- Clean water
- Critical infrastructure protection
- Industrial systems
- Smart cities
- Trains
- Urban mobility
- Zero emissions
Since 1944, we’ve diversified and enhanced our services by acquiring firms with industry-leading expertise in the following markets and services:

**Nuclear**
- Environmental
- Bridge design
- Power plants
- Vehicle emissions

**Transportation planning**
- Power and industrial
- Water and wastewater
- Life sciences
- Integrated systems and infrastructure solutions

**Smart-city solutions**
- Systems engineering
- Cybersecurity
- Critical asset protection
- Defense and intelligence IT
- Artificial intelligence
- Machine learning
- Geospatial intelligence
- Big data analytics

85+ YEARS OF EVOLVING THROUGH INNOVATION
OUR TRANSFORMATION

We’re focused on delivering a better world through a digitally enabled, customer-focused approach to providing differentiated solutions consisting of hardware and software products, and services that support our customers’ most critical missions.
OUR PRODUCTS PORTFOLIO
# CUSTOMIZING SOLUTIONS

Differentiated Technology-Based Solutions Aimed to Deliver a Better World

<table>
<thead>
<tr>
<th>PeARL™</th>
<th>ICS</th>
<th>WBT</th>
<th>CORE</th>
<th>=</th>
<th>ACTIONABLE SITUATIONAL AWARENESS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Geospatial Software</td>
<td>Passive Data Collection</td>
<td>Mission Performance</td>
<td>Multi-Domain Command And Control</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>detectwise™</th>
<th>dash</th>
<th>=</th>
<th>INFORMED ACCESS CONTROL</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rapid-Deployment Screening</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>iNET™ powered by Parsons</th>
<th>Dfuzed</th>
<th>CORE</th>
<th>=</th>
<th>INTELLIGENT BASE MANAGEMENT SYSTEM (IBMS)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Connected Communities/Mobility</td>
<td>Intelligence Management System</td>
<td>Multi-Domain Command And Control</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
COVID CAMPAIGNS

DetectWise™:
- Software & Analytics
- Health Screening Devices
- Modular Testing Infrastructure
- Diamond electrode
- Integrated sensor solutions
- Parsons C2 solutions
- IT advisory services
- Remote operations
- Cyber solutions for utilities and healthcare

HIGHLIGHTS
- Diamond electrode development
- DetectWise™ initial wins:
  - LAZ parking pilot
  - Knollwood veterans retirement community
  - Hegg Health Center
  - Spellman industrial
  - Duravant industrial
  - Classified Client
- N95 mask decontamination
- Virtual transportation management

Thought Leadership/Marketing:
- Interviews (LA Times, Hartford CT, Government Matters)
- Webinars (Aviation, Digital Transformation, Campus Safety, Society of American Military Engineers)

Pipeline of ~ 250+ Opportunities
PROVEN TRACK RECORD AND EXPERTISE ON MISSION-CRITICAL PROJECTS

Competitive Differentiators

- Proven track record
- Long-term customer relationships
- Technology innovation
- Scalable and agile business offerings
- World-class talent
- Strategic M&A to transform business

Federal Solutions Customers

- US Dept. Of Energy: 50+ years
- US Army: 40+ years
- FAA: 50+ years
- Missile Defense Agency: 30+ years
- Intelligence Community: 20+ years

Critical Infrastructure Customers

- Washington MTA: 50+ years
- Royal Commission For Jubail And Yanbu: 40+ years
- Los Angeles County MTA: 30+ years
- Metro Agency Of Ontario: 60+ years
- Florida Dept. Of Transportation: 50+ years
ESTABLISHED HISTORY OF SUCCESSFUL M&A
Disciplined Focus on Making Selective Acquisitions with Differentiated Technology Capabilities - Dedicated Commitment to Maintaining a Robust Balance Sheet

Disciplined M&A Process and Team

Strategy
Focused on: Cyber, AI, Machine Learning, IoT and Smart Cities

Sourcing
Robust M&A Pipeline

Financial
High Growth, Profitable, Accretive Targets

Integration
Cultural Fit

Management
Management / Board Alignment

$1.6B
Aggregate Purchase Price of Acquisitions

$349M
- Embedded with Intelligence community
- Critical mission operations support
- Offensive and defensive cyber
- Cleared personnel
- Classified facilities

$489M
- Technology leader in AI/ML, cyber, cloud, space
- Strong Army and intelligence community relations
- Microelectronics
- Quick reaction capability
- Low rate initial production

$214M
- Embedded within Special Operations and Intelligence community
- Provides entrance into the bespoke security software and hardware world
- Increases presence in the high-growth markets of secure communications and signals intelligence
- Market leader in the Cellular Survey and RF Record and Playback markets
- Exceptional EBITDA margins and robust revenue growth

2010 Strategic Plan

2011

2014

2018

2019

$349M
$489M
$214M

2010
2011
2014
2018
2019

$1.6B Aggregate Purchase Price of Acquisitions

$108M
- iNet™ - most deployed traffic mgt. software tool
- Strong North America presence
- Decades-long customer relations

$127M
- Cyber, physical security and information assurance
- 98% cleared workforce
- Significant positions with long-term strategic customers

$292M
- Geospatial, threat intelligence and insider threat capabilities
- Embedded in National Geospatial Intelligence Agency
- Innovative culture
- Strong growth
- Industry-leading margins

$1.6B

Disciplined Focus on Making Selective Acquisitions with Differentiated Technology Capabilities - Dedicated Commitment to Maintaining a Robust Balance Sheet

Federal Solutions
Critical Infrastructure

Dollar values indicate the respective transaction values.
OUR HIGHLY EXPERIENCED MANAGEMENT TEAM

Experienced and established leadership team with exemplary record of delivering performance through diverse market conditions
• Average industry experience of 32 years
• Average tenure with Parsons of 17 years

Over 1,000 world-class project managers
• Extensive experience delivering technical assignments on time and on budget

Chuck Harrington
Chairman and Chief Executive Officer
George Ball
Chief Financial Officer
Carey Smith
President and Chief Operating Officer
Mike Kolloway
Chief Legal Officer
Debra Fiori
Chief People Officer
Gary Adams
Chief Risk Officer
Virginia Grebbien
Chief Corporate Affairs Officer
CORPORATE SOCIAL RESPONSIBILITY

19 SITES
World-class safety performance

3 YEARS
Nunn-Perry Award recognizing outstanding efforts in DoD Mentor-Protégé programs to support small diverse businesses

11 YEARS
Named one of the World’s Most Ethical Companies® by the Ethisphere Institute (11th consecutive year)

ISO 9001
ISO 14001
ISO 27001
Continuous improvement of work processes

TOP INNOVATOR
Inventive processes and unique solutions

MULTIPLE AWARDS
Delivering exceptional quality

TOP 50
Employer by STEM Workforce Diversity (fifth consecutive year)

TOP 50
Employer by Woman Engineer

TOP 50
Employer by Minority Engineer

SAFETY AWARD
2019 recipient of the Robert W. Campbell Award for EHS Management

Hermes Awards
Platinum winner of creative industry’s best branding collateral, advertising, marketing and communication programs
ATTRACTION FINANCIAL PROFILE

($ in millions)

Strong Revenue Growth

% of Total Revenue from Federal Solutions

47% 4% Growth 49%

Total 12-Month Total Revenue

TTM 9/30/19 $3,846 TTM 9/30/20 $3,992

Strong Cash Flow with Minimal Capex Requirements (1)

Cash Flow from Operations

FY 2019 $220 FY 2020 GUIDANCE MID-POINT $240

Strong Profitability Performance During COVID-19

Total Adjusted EBITDA

Q1 2019 $72 Q2 2019 $76 Q3 2019 $89 Q4 2019 $88 Q1 2020 $60 Q2 2020 $91 Q3 2020 $101

Company record for single quarter

Optimal Balance Sheet to Fuel Future Growth (2)

Net Debt Leverage Ratio

PRE-IPO 1.8x PF 9/30/2020 0.8x


(2) Pre-IPO Net Leverage reflects 12/31/2018 balance sheet, pro forma for OGSystems acquisition. Pro forma 9/30/2020 reflects impact of $300 million Braxton acquisition, which as announced in November 2020.
FINANCIAL HIGHLIGHTS
Q3 2020 KEY TAKEAWAYS

Strong adjusted EBITDA and cash flow results
- Strong program execution resulted in record adjusted EBITDA of $101M and margin of 10.0%, and drove strong operating cash flow of $145M
- Net income of $41M; decrease due to nonrecurring positive tax benefit in Q3 2019
- Q3 2020 book-to-bill ratio of 1.2x, driven by 1.5x in Federal Solutions

Recently announced intent to acquire Braxton for $300M
- Reinforces Parsons’ strong position in rapidly expanding space market
- Expands addressable market to include critical ground-based technology systems
- Exceeds all quantitative and qualitative M&A criteria

Robust balance sheet
- Raised $400M of additional capital to fund strategic Braxton acquisition and enabled investment in additional growth opportunities
- Pro forma net debt leverage ratio of 0.8x as of 9/30/20 post Braxton acquisition

Narrowed adjusted EBITDA guidance range; reiterated revenue and cash flow guidance ranges

Q3 2020 REVENUE
$1 Billion

NET INCOME
$41 Million

ADJUSTED EBITDA
$101 Million

CASH FLOW FROM OPERATIONS
$145 Million

FEDERAL SOLUTIONS BOOK-TO-BILL RATIO
1.5x

STRONG BALANCE SHEET
0.8x Pro Forma Net Debt Leverage Ratio
Q3 2020 FINANCIAL HIGHLIGHTS

Delivered Strong Third Quarter Adjusted EBITDA

- Total revenue of $1B decreased 2% YOY against a backdrop of challenging global macroeconomic conditions
- Total organic revenue decreased 2% YOY; FS growth offset by expected CI decrease consistent with strategy to roll-off low margin pass-through work
- Adjusted EBITDA increased 13% to $101M; adjusted EBITDA margin increased 130 basis points to 10.0%

- Net income decreased to $41M; net income margin decreased to 4.0%
- Q3 2020 cash flow from operating activities of $145M
- Q3 2020 book-to-bill ratio of 1.2x; trailing 12-month book-to-bill ratio of 1.0x
Q3 2020 BUSINESS SEGMENT HIGHLIGHTS

Federal Solutions

- Total revenue increased 2.5% YOY to $498M
- Organic revenue increased 2%
- Adjusted EBITDA margin decreased to 9.2% due a large incentive fee recognized in Q3 2019 and higher pass-through revenue

<table>
<thead>
<tr>
<th>Millions</th>
<th>Q3 2019</th>
<th>Q3 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue Growth</td>
<td>$486M</td>
<td>$498M</td>
</tr>
<tr>
<td>Adjusted EBITDA Margin</td>
<td>10.4%</td>
<td>9.2%</td>
</tr>
<tr>
<td>Percentages</td>
<td>8%</td>
<td>12%</td>
</tr>
</tbody>
</table>

Critical Infrastructure

- Total revenue decreased 6% YOY to $506M driven primarily by lower volume on contracts with significant pass-through revenue
- Adjusted EBITDA margin increased 360 basis points to 10.8% driven by higher earnings on unconsolidated JV’s and lower IG&A costs

<table>
<thead>
<tr>
<th>Millions</th>
<th>Q3 2019</th>
<th>Q3 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue Growth</td>
<td>$537M</td>
<td>$506M</td>
</tr>
<tr>
<td>Adjusted EBITDA Margin</td>
<td>7.2%</td>
<td>10.8%</td>
</tr>
<tr>
<td>Percentages</td>
<td>8%</td>
<td>12%</td>
</tr>
</tbody>
</table>
STRATEGIC HIGH-GROWTH M&A CONTINUES

Complementary Pending Acquisition Positions Parsons to:

▪ Capitalize on quickly evolving missions of national security space customers
▪ Address rapid market growth driven by proliferation of low earth orbit (LEO) constellations, small satellite expansion, and space cyber resiliency
▪ Exploit Braxton’s broad portfolio exceeding 50 proprietary COTS products and development and sustainment of key GOTS products to meet customer spacecraft ground control and spacecraft integration requirements
▪ Operate at the forefront of Air Force’s Enterprise Ground Services initiative, a next generation architecture that will unify spacecraft ground control operations across multiple major government agencies

Proactive, Disciplined Approach to M&A:

▪ Parsons has worked with Braxton in the past and shares a common cultural philosophy that is focused on innovation and technology differentiation
▪ A strong reputation in the market and can benefit from Parsons’ scale and broader set of capabilities
▪ Identified and sourced in a very limited sale process

Financially Aligned with Parsons’ M&A Criteria:

▪ Expected to generate approx. $133M of revenue and $23M of adjusted EBITDA in 2021
▪ Historical/projected revenue growth exceeds 10%; adjusted EBITDA margin exceeds 10%
▪ Expected to be accretive to adjusted EPS in 2021
▪ Valuation of 11x Braxton’s estimated 2021 adjusted EBITDA including $42M tax benefit associated with transaction

Sensitive / Confidential / Proprietary
CAPITAL ALLOCATION FRAMEWORK

We are focused on driving shareholder value and maintaining balance sheet flexibility.

**Organic Growth**
- Continue to invest in targeted technologies and high-growth, higher-margin customer markets
- Build on success of cross-selling services and solutions to grow recurring revenue with core customers
- Continuously enhance margin and return profile through operational enhancements and portfolio shaping

**M&A**
- Continue to transform business through selective high-growth, technology-focused acquisitions
- Drive accretive returns through a disciplined approach

**Balance Sheet Flexibility**
- Robust balance sheet and strong free cash flow enables dry powder for M&A
- Committed to maintaining Investment Grade profile over the long-term
APPENDIX: SUPPLEMENTAL MATERIALS
## ADJUSTED EBITDA RECONCILIATION

**PARSONS CORPORATION**

Non-GAAP Financial Information
Reconciliation of Net Income to Adjusted EBITDA
(in thousands)

<table>
<thead>
<tr>
<th></th>
<th>Three Months Ended</th>
<th>Nine Months Ended</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>September 30, 2020</td>
<td>September 30, 2019</td>
</tr>
<tr>
<td>Net income attributable to Parsons Corporation</td>
<td>$40,658</td>
<td>$56,812</td>
</tr>
<tr>
<td>Interest expense, net</td>
<td>5,387</td>
<td>4,482</td>
</tr>
<tr>
<td>Income tax provision (benefit)</td>
<td>16,017</td>
<td>(15,453)</td>
</tr>
<tr>
<td>Depreciation and amortization (a)</td>
<td>30,952</td>
<td>31,027</td>
</tr>
<tr>
<td>Net income attributable to noncontrolling interests</td>
<td>5,862</td>
<td>4,481</td>
</tr>
<tr>
<td>Equity based compensation (b)</td>
<td>(991)</td>
<td>(1,657)</td>
</tr>
<tr>
<td>Transaction-related costs (c)</td>
<td>2,411</td>
<td>9,891</td>
</tr>
<tr>
<td>Restructuring (d)</td>
<td>365</td>
<td>309</td>
</tr>
<tr>
<td>Other (e)</td>
<td>140</td>
<td>(902)</td>
</tr>
<tr>
<td>Adjusted EBITDA</td>
<td>$100,801</td>
<td>$88,990</td>
</tr>
</tbody>
</table>

(a) Depreciation and amortization for the three and nine months ended September 30, 2020 is $25.7 million and $80.1 million, respectively in the Federal Solutions Segment and $5.3 million and $15.4 million, respectively in the Critical Infrastructure Segment. Depreciation and amortization for the three and six months ended September 30, 2019 is $26.0 million and $75.1 million, respectively in the Federal Solutions Segment and $5.0 million and $17.6 million, respectively in the Critical Infrastructure Segment.

(b) Reflects equity-based compensation costs primarily related to cash-settled awards.

(c) Reflects costs incurred in connection with acquisitions, initial public offering, and other non-recurring transaction costs, primarily fees paid for professional services and employee retention.

(d) Reflects costs associated with and related to our corporate restructuring initiatives.

(e) 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 ATTRIBUTABLE TO NCI

**Parsons Corporation**

### Non-GAAP Financial Information

**Computation of Adjusted EBITDA Attributable to Noncontrolling Interests**

(in thousands)

<table>
<thead>
<tr>
<th></th>
<th>Three Months Ended</th>
<th>Nine Months Ended</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>September 30, 2020</td>
<td>September 30, 2019</td>
</tr>
<tr>
<td>Federal Solutions Adjusted EBITDA attributable to Parsons Corporation</td>
<td>$45,874</td>
<td>$50,359</td>
</tr>
<tr>
<td>Federal Solutions Adjusted EBITDA attributable to noncontrolling interests</td>
<td>62</td>
<td>86</td>
</tr>
<tr>
<td>Federal Solutions Adjusted EBITDA including noncontrolling interests</td>
<td>$45,936</td>
<td>$50,445</td>
</tr>
<tr>
<td>Critical Infrastructure Adjusted EBITDA attributable to Parsons Corporation</td>
<td>48,856</td>
<td>33,976</td>
</tr>
<tr>
<td>Critical Infrastructure Adjusted EBITDA attributable to noncontrolling interests</td>
<td>6,009</td>
<td>4,569</td>
</tr>
<tr>
<td>Critical Infrastructure Adjusted EBITDA including noncontrolling interests</td>
<td>$54,865</td>
<td>$38,545</td>
</tr>
<tr>
<td>Total Adjusted EBITDA including noncontrolling interests</td>
<td>$100,801</td>
<td>$88,990</td>
</tr>
</tbody>
</table>
## ADJUSTED NET INCOME ATTRIBUTABLE TO PARSONS

**PARSONS CORPORATION**

Non-GAAP Financial Information

Reconciliation of Net Income Attributable to Parsons Corporation to Adjusted Net Income Attributable to Parsons Corporation

(in thousands, except per share information)

<table>
<thead>
<tr>
<th></th>
<th>Three Months Ended</th>
<th>Nine Months Ended</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>September 30, 2020</td>
<td>September 30, 2019</td>
</tr>
<tr>
<td>Net income attributable to Parsons Corporation</td>
<td>$40,658</td>
<td>$56,812</td>
</tr>
<tr>
<td>Deferred tax asset recognition (a)</td>
<td>737</td>
<td>(29,309)</td>
</tr>
<tr>
<td>Acquisition related intangible asset amortization</td>
<td>20,881</td>
<td>22,143</td>
</tr>
<tr>
<td>Equity based compensation (b)</td>
<td>(991)</td>
<td>1,657</td>
</tr>
<tr>
<td>Transaction-related costs (c)</td>
<td>2,411</td>
<td>9,891</td>
</tr>
<tr>
<td>Restructuring (d)</td>
<td>365</td>
<td>309</td>
</tr>
<tr>
<td>Other (e)</td>
<td>140</td>
<td>(902)</td>
</tr>
<tr>
<td>Tax effect on adjustments</td>
<td>(6,660)</td>
<td>(5,025)</td>
</tr>
<tr>
<td>Adjusted net income attributable to Parsons Corporation</td>
<td>57,541</td>
<td>52,262</td>
</tr>
</tbody>
</table>

### Adjusted earnings per share:

<table>
<thead>
<tr>
<th></th>
<th>Three Months Ended</th>
<th>Nine Months Ended</th>
</tr>
</thead>
<tbody>
<tr>
<td>Weighted-average number of basic shares outstanding</td>
<td>100,737</td>
<td>99,435</td>
</tr>
<tr>
<td>Weighted-average number of diluted shares outstanding (f)</td>
<td>101,115</td>
<td>99,435</td>
</tr>
<tr>
<td>Adjusted net income attributable to Parsons Corporation per basic share</td>
<td>$0.57</td>
<td>$0.53</td>
</tr>
<tr>
<td>Adjusted net income attributable to Parsons Corporation per diluted share</td>
<td>$0.57</td>
<td>$0.53</td>
</tr>
</tbody>
</table>

(a) Reflects the reversal of a deferred tax asset as a result of the company converting from an S-Corporation to a C-Corporation.

(b) Reflects equity-based compensation costs primarily related to cash-settled awards.

(c) Reflects costs incurred in connection with acquisitions, initial public offering, and other non-recurring transaction costs, primarily fees paid for professional services and employee retention.

(d) Reflects costs associated with and related to our corporate restructuring initiatives.

(e) 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.

(f) Excludes dilutive effect of convertible senior notes due to bond hedge.