UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2023

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, VA** **(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

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

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	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, based on the closing price of the shares of common stock on The New York Stock Exchange on June 30, 2023, was $5.0 billion.

The number of shares of Registrant's Common Stock outstanding as of February 5, 2024 was 105,829,579

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Parsons' 2024 Proxy Statement are incorporated by reference into Part III of this Annual Report on Form 10-K.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as “may”, “will”, “should”, “expects”, “plans”, “anticipates”, “could”, “intends”, “target”, “projects”, “contemplates”, “believes”, “estimates”, “predicts”, “potential” or “continue” or the negative of these words or other similar terms or expressions that concern our expectations, strategy, plans or intentions. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. We believe that these factors include, but are not limited to, the following:

- any issue that compromises our relationships with the U.S. federal government or its agencies or other state, local or foreign governments or agencies;
- any issues that damage our professional reputation;
- changes in governmental priorities that shift expenditures away from agencies or programs that we support;
- our dependence on long-term government contracts, which are subject to the government’s budgetary approval process;
- the size of our addressable markets and the amount of government spending on private contractors;
- failure by us or our employees to obtain and maintain necessary security clearances or certifications;
- failure to comply with numerous laws and regulations;
- changes in government procurement, contract or other practices or the adoption by governments of new laws, rules, regulations and programs in a manner adverse to us;
- the termination or nonrenewal of our government contracts, particularly our contracts with the U.S. federal government;
- our ability to compete effectively in the competitive bidding process and delays, contract terminations or cancellations caused by competitors’ 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;

- 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; and
- other risks and factors listed under “Risk Factors” and elsewhere in this report.

We have based the forward-looking statements contained in this report primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, prospects, business strategy and financial needs. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, assumptions and other factors described in the section captioned “Risk Factors” and elsewhere in this report. These risks are not exhaustive. Other sections of this report include additional factors that could adversely impact our business and financial performance. Furthermore, new risks and uncertainties emerge from time to time and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this report. We cannot assure you that the results, events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

In addition, statements that “we believe” and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this report, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

You should read this report and the documents that we reference in this report and have filed as exhibits to the registration statement of which this report forms a part with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

The forward-looking statements made in this report relate only to events as of the date on which such statements are made. We undertake no obligation to update any forward-looking statements after the date of this report or to conform such statements to actual results or revised expectations, except as required by law.

PART I

Item 1. Business.

Overview

Parsons is a leading provider of the solutions and services required to support the complex security environment, unprecedented global infrastructure demand and a world of digital transformation effecting our customers. For 80 years, we have solved our customers' most challenging problems and enabled a safer, smarter, more secure, and more connected world thanks to a culture of innovation, a focus on delivery, and a mission-focused workforce. Across those eight decades, we've established ourselves as a leading provider of integrated solutions and services that solve emerging customer challenges leveraging our depth of experience and expertise in the markets where we operate. Today, that legacy of success has never been more true or more important, with Parsons uniquely positioned to solve our customer's most critical challenges.

We have developed significant expertise and differentiated capabilities in key end markets including cybersecurity and intelligence, space and missile defense, critical infrastructure protection, transportation, environmental remediation and urban development. Whether a first-of-a-kind sustainable, industrial city that runs on 100% renewable energy, security-as-a-service platform that uses advanced analytics and artificial intelligence/machine learning to defend against utility and water cyber threats, or elimination of emerging contaminants from the environment, we deliver integrated solutions that our customers need and the world demands. Across those programs, we have developed longstanding relationships with a diverse global customer set that includes intelligence agencies, the U.S. military, state and local governments, and international clients; all of whom know Parsons as a trusted partner sought out for our commitment to their success. We've further differentiated ourselves with those customers by delivering solutions through our One Parsons approach, bringing together capabilities from across our markets to provide integrated and unique offerings that leverage our global experience and in-depth technological expertise in areas of emerging demand like cyber protection for critical infrastructure.

Organizationally, we operate in two reportable segments, Federal Solutions and Critical Infrastructure, with revenue contribution of 55% and 45%, respectively, and adjusted earnings before interest, taxes, depreciation and amortization (EBITDA) contribution of 62% and 38%, respectively, for the year ended December 31, 2023 ("fiscal 2023"). See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Segment Results" for further discussion on our segments.

Federal Solutions: Our Federal Solutions segment is an advanced technology provider to the U.S. government, delivering timely, cost-effective solutions for mission-critical projects. We provide critical technologies, including cybersecurity; missile defense; intelligence; space launch and ground systems; space and weapon system resiliency; geospatial intelligence; signals intelligence; environmental remediation; border security, critical infrastructure protection; counter unmanned air systems; biometrics and biosurveillance. The U.S. government and its agencies represent substantially all of the revenue of our Federal Solutions segment. These U.S. government agencies include the Intelligence Community, the Departments of Defense, Energy, Labor, State, Homeland Security, and Commerce, the United States Postal Service, the National Aeronautics and Space Administration, and the Federal Aviation Administration.

Critical Infrastructure: Our Critical Infrastructure segment provides program management, design and engineering services, and owners representative support for complex physical and digital infrastructure around the globe. We develop digital solutions focused on next generation aviation; rail and transit; bridges, roads and highways; leveraging sensors and data to drive smart sustainable infrastructure. Our capabilities in environmental remediation, water and wastewater treatment systems, and urban development allow us to deliver value to our customers by employing advanced technologies, improving timelines and reducing costs while reducing environmental impacts and improving the quality of life. We design and lead the delivery of complex infrastructure projects, leveraging our expertise as a leader in bridges, transportation, and urban development to support customers in programs that are

transforming the global landscape. We serve a diverse global customer base including federal, state, municipal and industry customers, and private sector infrastructure owners, such as the transportation authorities for the cities of Los Angeles, San Francisco, New York, and Paris, the state of New Jersey, AMTRAK, CSX, Metrolinx (Ontario, Canada), Southern Nevada Water Authority, Riyadh Metro, Dubai Roads and Transportation Authority (Dubai RTA), Abu Dhabi Department of Municipalities and Transport, Qatar Public Works Authority (Qatar PWA), the Saudi Arabia Public Investment Fund and international developers.

Advances in technology and a continued focus on sustainability are dramatically shifting the operating landscape across our markets, with pressing challenges ranging from confronting increasingly sophisticated cybersecurity threats to upgrading aging infrastructure to reducing environmental footprint and impact. Our customers are seeking smart technology-enabled solutions leveraging artificial intelligence to enhance and transform their systems performance and to address these challenges. Parsons' wide-ranging capabilities enable us to provide our services, products and solutions across the national security and critical infrastructure markets, and we are well positioned to benefit from the trends in these markets. We have capabilities in the following four areas that span our two segments and four business units:

Systems Integration: We provide engineering services and technology for large digital and physical systems with high technical complexity. We lead projects from concept development through research and design, implementation, testing and verification, ensuring interoperability of these complex, disparate systems.

Program Management: We provide expertise and technology to advance our customers' execution of large, complex projects within their defined sustainability, technical, quality, time and cost parameters.

Design Engineering: We provide advanced systems and infrastructure engineering design associated with utility capital projects, water/wastewater treatment, environmental remediation, ammunition plant upgrades, roads and highways, bridges, rail and transit systems and other associated infrastructure.

Product Development: We develop software and hardware across many domains and mission-specific applications. Our experienced engineers and developers design, develop, integrate, operate and sustain mission-critical software and hardware products for intelligence, defense and infrastructure customers.

Our customer relationships, which are based on a long history of successfully delivering complex technical services, are key to our success. We are often involved in the early stages of our customers' planning processes, which allows us to efficiently optimize our service delivery model. These relationships, along with our technical expertise and intellectual property, enable Parsons to successfully deliver solutions that meet our customers' demanding technical and execution requirements and fulfill our corporate purpose of developing a better world.

Our Services, Products and Solutions

Within each of our segments, we focus our solutions, products and services on the needs of customers in each of our business units. Parsons is differentiated by our people, processes and technology that work together to develop, rapidly prototype and deploy specialized hardware, software and infrastructure solutions to meet continually evolving customer missions and needs. With a culture driven by agility, innovation and collaboration, we deliver operationally proven capabilities in emerging technical areas, including advanced analytics, artificial intelligence/machine learning, cybersecurity, electronic warfare, environmental remediation and space systems. We perform systems integration, product development, program management and engineering across our segments and business units.

In fiscal 2023, we generated revenues of $5.4 billion, net income attributable to Parsons Corporation of $161.1 million and Adjusted EBITDA of $464.7 million. For a definition of Adjusted EBITDA and reconciliation to net income attributable to Parsons Corporation, see *Management's Discussion and Analysis of Financial Condition and Results of Operations*.

We achieved an overall win rate of 66% in fiscal 2023, 49% in the year ended December 31, 2022 ("fiscal 2022") and 56% in the year ended December 31, 2021 ('fiscal 2021"), which includes strong re-compete win rates of 93% in fiscal 2023 giving us long-term certainty on key contracts. As of December 31, 2023, our total backlog was $8.6 billion, an increase of 5.0% from December 31, 2022.

Federal Solutions

Our Federal Solutions business provides integrated solutions, software and hardware products and engineering services. Federal Solutions consists of two business units: Defense & Intelligence (D&I) and Engineered Systems (ES). Our strategy is to deliver information dominance across all domains.

- D&I—Our D&I business unit is organized into three related areas: defense, space and engineering services; cyber and national operations; and high consequence missions. Our customers include the U.S. Department of Defense, the U.S. Intelligence Community, the Department of Commerce, and the National Aeronautics and Space Administration. D&I is a mission partner for differentiated technical solutions, products, and services, delivering innovations in cyber, space, missile defense, multi-domain command and control, intelligence, surveillance and reconnaissance, electromagnetic spectrum dominance, and directed energy. Our solutions are used to meet national security challenges from space to the tactical edge around the globe.
  - Defense Space and Engineering Services – We provide software, hardware, and technical expertise to clients across a variety of mission areas, including but not limited to, space, missile systems, and warfighter applications. Our customers include the intelligence community (Defense Intelligence Agency (DIA), National Geospatial-Intelligence Agency (NGA), National Reconnaissance Office (NRO)); the U.S. Department of Defense (DOD) (military services, Special Operations Command (SOCOM), the Missile Defense Agency (MDA), and United States Cyber Command (CYBERCOM)); the National Oceanic and Atmospheric Administration (NOAA), and the National Aeronautics and Space Administration (NASA).
  - We focus on providing small satellite launch and integration, satellite ground systems, flight dynamics, data fusion and analytics, platform system integration, directed energy, joint all-domain operations, and command and control systems.
  - As an example, we are the prime contractor responsible for the DOD's small satellite integration efforts through our Launch Manifest Systems Integration program with the U.S. Air Force. As part of this effort, we are providing the full range of hardware and system integration services, including the design, assembly, testing, and processing required to integrate small-satellite payloads onto a launch system. Our engineering and integration team performs the full scope of designing, assembling, testing and integrating systems to meet responsive launch missile needs. Our ground support equipment is enabling efficient and effective access to space for small satellites on commercial, national security and small class launch systems.
  - Representative products include our Command-and-Control Core (C2Core®) mission planning and tasking suite that links requests, effects and operational guidance in a unified database, and ZEUS® Recovery of Airbase Denied by Ordnance (RADBO) laser neutralization system offering critical force protection in any operational theater.
  - We are the prime Technical, Engineering, Advisory and Management Support (TEAMS) Next contractor for the MDA, where we provide engineering, analysis, and management support for the development of integrated and layered missile defense systems that defend U.S. and allied forces against ballistic, hypersonic, and cruise missile threats, and

advance the agency's integrated air and missile defense, command and control, and battle management and communications missions across all-domain battlespace.

- Cyber and National Operations – We provide capabilities across the digital landscape, including full-spectrum cyber, information operations, and analytics. Our customers include the U.S. intelligence community, U.S. Cyber Command, DOD research laboratories, and military cyber services. The acquisition of SealingTech expands our cyber offerings into Defensive Cyber Operations (DCO), and, combined with our offensive solutions, we deliver full spectrum cyber operations.
  - Cyber solutions and products augment and automate full spectrum cyber operations, including our Automated Management Solutions (AMS), a software framework that integrates disparate cyber capabilities, tools and infrastructures into a common system architecture that assists military cyber operators. We develop and maintain enterprise platforms used by the DOD to perform network analysis and vulnerability assessments for defensive missions.
  - We conduct vulnerability research and resiliency solutions for existing weapon systems, critical infrastructure and space systems, while supporting the development and integration of next generation electronic warfare capabilities. We also develop analysis and anomaly detection tools for radio frequency and airborne communications.
  - We develop tools and tradecraft to conduct Information Operations across the physical and cyber domains, giving customers complete situational awareness for force protection and decision making with the Information Environment.
- High-Consequence Missions – We provide capabilities across the digital landscape, electronic warfare, multi-domain operations, mission support and national to tactical operations. Our customers include the U.S. Intelligence Community, U.S. Cyber Command, and DOD research laboratories.
  - Our tools and products are used across a wide variety of electronic warfare operations, including commercial cellular survey, automated signal identification and characterization using Artificial Intelligence/Machine Learning (AI/ML), signal modeling and simulation used for radio frequency (RF) ranges and test and evaluation centers using our TReX platform, and integrated RF and cyber solutions to deliver effects from long standoff distances.
  - We conduct vulnerability research and resiliency solutions for existing weapon systems, critical infrastructure and space systems, while supporting the development and integration of next generation electronic warfare capabilities. We also develop analysis and anomaly detection tools for radio frequency and airborne communications.
- ES—Our ES business unit focuses on advanced technology services for complex energy and chemical systems, aviation, life sciences and bio-surveillance systems, environmental remediation, security and protection systems, and associated complex infrastructure. Representative customers include the Department of State (DOS), the Department of Energy (DOE), the Defense Threat Reduction Agency (DTRA), the Department of Homeland Security (DHS), the U.S. Army Corps of Engineers (USACE), the Federal Aviation Administration (FAA), the National Aeronautics and Space Administration (NASA), the United States Postal Service (USPS), the Department of Labor (DOL) and the Jet Propulsion Laboratory (JPL). Representative offerings include weapons of mass destruction elimination, munitions destruction; remediation of unexploded ordinances and hazardous, toxic, reactive wastes; architectural and engineering design; program and project management; infectious disease control; advanced electronic security systems; border security; counter-unmanned aircraft systems; and biometrics solutions.
  - Our expertise includes designing and upgrading processing and production facilities such as Army ammunition, technology deployment in response to pandemic outbreaks, and

delivery of solutions addressing resiliency, security and sustainability, as well as delivery of highly complex infrastructure in challenging environments and geographies.

- Representative programs include the National Science Foundation's Antarctica Infrastructure Modernization for Science, the FAA Technical Services Contract, the DTRA Cooperative Threat Reduction Integrating Contract, the Department of State Overseas Security Installation Services, and the Radford Army Munition Plant Energetic Waste Incinerator.

Critical Infrastructure

Our Critical Infrastructure business provides planning, engineering, program management, owners representative and digital solutions consisting of two business units focused on two major geographies: North America (INF-NA) and Europe, Middle East, and Africa (EMEA). Our growth strategy includes leveraging our portfolio of sophisticated engineering solutions and technologies for complex physical infrastructure projects to capture the increasing demand and investment in global infrastructure programs. We are expanding our portfolio in key emerging growth areas, including intelligent transportation systems, smart mobility, environmental remediation, and water/wastewater treatment.

- INF – NA - Our INF – NA business unit provides planning, engineering and management services for complex infrastructure, including bridges and tunnels, roads and highways and water and wastewater. Within our diverse base, our customer relationships include states (e.g., Texas, Florida, California, Colorado, Washington, Illinois, New York, New Jersey and Georgia), cities, and Canadian provinces and territories (e.g., Ontario, British Columbia, Quebec, Nova Scotia and Alberta), as well as water and wastewater authorities. Our capabilities include technologies in long-span bridges, tunnels, building Information modeling, and water/wastewater treatment and conveyance.
  - Examples of our design capabilities are our role as the lead designer of the Tacoma Narrows Bridge, the largest twin tower suspension bridge in the world when it opened, lead designer for the Goethals bridge connecting Staten Island, NY and Elizabeth, NJ, and lead designer for the Federal Way rail extension for Sound Transit in Seattle.
  - For program management, we are the Owner's Engineer for the Gordie Howe International Bridge between Windsor, Ontario and Detroit, Michigan, which will have the longest main span of any cable-stayed bridge in North America. In addition, we are the program manager for the California Delta Water Conveyance Modernization Project, a multi-billion environmentally compliant water transfer project to improve water supply sustainability and reliability for human and environmental uses.
- INF- NA - Our INF-NA business unit also includes intelligent transportation systems, utilities, environmental remediation, emerging contaminants, aviation, rail and transit, and ParsonsX, our enterprise digital transformation organization. Our customers include state and local governments, Fortune 100 companies, smart city developers, and private sector infrastructure owners, such as the transportation authorities for the cities of Los Angeles and New York, states and provinces, and rail and transit entities, including AMTRAK, CSX, Metrolinx (Ontario Canada), and WMATA. Technology capabilities include AI/ML, cloud, digital twins, cyber, systems integration, intelligent transportation network software, vehicle inspection data analytics software, automated people mover, electric vehicle infrastructure, and autonomous vehicle integration.
  - Parsons provides integrated traffic solutions for arterials, smart intersections, airport landside, ports, and tolling integrators. An example is our role as provider of Advanced Traffic Management Systems, or ATMS, through our iNET™ platform. Since the first deployment in 2007, iNET® has been delivered to twenty-four state Departments of Transportation, twenty-two cities, eight county agencies, seven toll agencies, and seven different countries.

- For aviation, we play a critical role as program manager and lead designer for global airports. We are the program manager of the environmentally sensitive Diamond Head Extension Program at Honolulu International Airport, the Houston Airport System, and the Landside Access Modernization Program for Los Angeles International Airport; and the lead designer on the Newark Airport Terminal A replacement project known as Terminal 1.
- Our rail and transit capabilities include systems optimization, communications-based train control, rail system design and system assurance. We have more than six decades of experience in this market and have supported over 400 rail and transit customers. Key programs include Edmonton light rail transit (as part of the Marigold Infrastructure Partners consortium), New York MTA Systems and Facility Engineering Services, and the Bay Area Rapid Transit Communications-Based Train Control. For our bus transit customers, we provide strategic fleet transition planning, zero-emission bus infrastructure design, and benefit-cost analysis to achieve net zero goals.

- EMEA – Our EMEA business unit has a region-wide customer base in Europe, the Middle East and Africa, with a key focus on the Gulf Cooperation Council (GCC) states. Services provided include turn-key engineering solutions from project conceptualization to urban planning, engineering and program management; utilizing state-of-the-art digital solutions and embedded sustainability concepts for enhanced delivery of large-scale and highly complex infrastructure assets. Our client base includes top tier public authorities and state-owned developers across different markets from city-scale developments to major city-wide infrastructure schemes.
  - Our extensive planning and design capabilities enable us to lead key infrastructure and development projects, including Dubai's Integrated Traffic System design and operation to enable traffic optimization and efficiency, Doha City area transport infrastructure projects to increase capacity and reduce congestion, Abu Dhabi's Mid-Island Parkway connecting multiple islands for future sustainable developments, Green Riyadh landscape and infrastructure design for increased urban green space, and Denmark's Banedanmark Rail Signaling Program to enable better centralized traffic control, energy optimization, and reduced delays.
  - Parsons has a long-standing program management legacy in the Middle East for infrastructure, mega cities, and urban development. We are part of the consortium Riyadh Metro Transit Consultants responsible for program management of the Riyadh Metro – the largest metro system under development in the world. We, managed successful delivery of the newly opened Abu Dhabi International Airport tripling the size of the previous terminals, led the Dubai Strategic Sewage Network program to increase capacity and sustainability, managed Lusail City Development the largest ever city development in Qatar, and provided program management of Riyadh's King Abdullah Financial District prime business, hospitality and lifestyle destination.
  - We are members of various collaborative delivery models, including Delivery Partner on the Qiddiya destination city development on the outskirts of Riyadh, and as an Integrated Project Management team member on NEOM The Line sustainable city in Saudi Arabia.
  - Parsons is considered a go-to service provider for successful and timely delivery of world events with fixed opening dates, including UAE's World Expo 2020 for which Parsons provided site-wide infrastructure and landscape design, as well as construction supervision services; and for FIFA World Cup 2022, where services from transportation management planning to vehicle access strategies were provided to manage traffic and build resilient infrastructure for the mega sporting event.
  - The team maintains a keen focus on innovative practices. As an example, we are integrating cutting-edge construction supervision technologies across over 30 major GCC projects, enhancing efficiency and capabilities and driving much needed innovation in the construction industry.

- Our Smart Solutions Lab provides digital solutions to our clients as an important and integral aspect of our technical offerings. Within our Advisory Services group, Parsons is providing clients with relevant asset information across the full range of asset types to enable management decisions and maximize ROI. We help clients optimize their lifecycle costs with a focus on O&M, including the provision of O&M planning and inspections on various roads including Dubai's Shindagha Bridge, modeling the O&M outlook for Dubai Municipality on its major Strategic Sewage Tunnel Program, and setting O&M strategies for optimized asset operations for mega cities such as Qiddiya and NEOM.

Our Market Opportunities

Technology revolution and environmental impact is driving a swift pace of change, resulting in ongoing societal transformation, complicated geopolitical dynamics, a shifting threat landscape and the globalization of commerce. To address this evolving landscape, our customers are actively seeking technology-enabled solutions at the speed of relevancy to upgrade and transform assets and operations. The below trends are key growth drivers in both our Federal Solutions and Critical Infrastructure segments.

Defense Spending Remains a Priority of the national agenda due to the reemergence of long-term strategic peer competition, which has been cited in the National Defense Strategy as the primary concern for U.S. national prosperity and security. This reemergence has resulted in increased global disorder and a security environment, defined by rapid technological change, which may be more complex than ever before. We believe the U.S. Department of Defense and Intelligence Community will continue to invest in cyber, space, intelligence, missile defense, and critical infrastructure protection. In addition, as a result of supporting ongoing war efforts, ammunition and munitions need to be replenished and the Army ammunition plants must be modernized to support this need.

Cybersecurity is Mission Critical to U.S. National Security and cybersecurity threats are increasing in volume and sophistication as global connectivity and the rise of social media have led to an explosion in the amount of available and exploitable data. Additionally, there has been an increase in aggressive nation state cyber activity in the past year partly driven by the Russia-Ukraine war and attacks on Ukraine's critical infrastructure. Attacks by cyber-criminals seeking financial gain are also growing in volume and sophistication. We believe that the cybersecurity market will continue to grow in response to the nation state threat landscape and the vulnerabilities inherent in critical infrastructure. Our unique portfolio of Federal Solutions and Critical Infrastructure provides the technical capabilities to detect and prevent cyberattacks along with the domain knowledge to understand how infrastructure operates.

Consistent Need for Actionable Intelligence to Support U.S. Priorities is driving a shifting threat landscape that necessitates a greater need for collaboration and cooperation between intelligence agencies. There is a new demand for joint all-domain command and control systems that are optimized to function cohesively across a spectrum of domains. This in turn drives a need for sophisticated data analytics to aggregate data into useful formats in real-time. To respond, we believe the United States intelligence community and Department of Defense will need continued focus on information sharing and collaboration for improved intelligence accuracy and timeliness encompassing multiple forms of intelligence collection.

Indo-Pacific is the Department of Defense's Priority Theater. The United States has an enduring commitment to uphold a free and open Indo-Pacific region. This has become complicated due to inter-state strategic competition and increasingly complex security environment. The United States is focused on competing, deterring and winning in this environment to safeguard free and open international order. To answer this demand, the FY 2024 National Defense Authorization Act includes a $14.7 billion request for the Pacific Deterrence Initiative to fund a stronger force posture including better defenses for Hawaii and Guam, improving infrastructure and logistics/prepositioning, and deeper cooperation with allies and partners.

Global Infrastructure Needs Significant Replacements and Technology-Driven Upgrades. Aging physical infrastructure is strained by the swift pace of technological change combined with heightened new expectations for sustainability and environmental impact. Furthermore, modernized infrastructure is important to recover from unexpected disasters caused by climate change. The $1.2 trillion United States Infrastructure Investment and Jobs Act (IIJA) has increased funding for roads and highways, bridges, rail and transit, and aviation. Additionally, global infrastructure is aging and there is demand in other regions, including Canada and the Middle East. The Middle East has a planned spend that exceeds $1.5 trillion per the Middle East Economic Digest and Canada has invested $140 billion through the Investing in Canada Plan launched in 2016 for a 12-year period. In particular, the Saudi Vision 2030 focus is driving major industrial city and urban development projects. Critical infrastructure, specifically transportation infrastructure that is essential to national economic and security concerns, is also vulnerable to cyber threats. We believe that a focus on safety, security, sustainability and environmental impacts will continue to drive replacement of aging infrastructure.

Per- and Polyfluoroalkyl Substances (PFAS) Remediation. PFAS are manufactured chemicals that have been used in industry and consumer products since the 1940s. Scientific studies have shown that exposure to PFAS in the environment may be linked to harmful health effects in humans and animals. Therefore, there is a need to reduce PFAS in the environment – groundwater, soil, and surface water. The Environmental Protection Agency has taken actions, including $10 billion of funding to address emerging contaminants in the IIJA, issuing health advisories and proposing new, legally enforceable Maximum Contaminant Levels for PFAS substances found in drinking water. Parsons has unique capabilities, expertise, and experience to mitigate PFAS risks and liabilities for both our federal and infrastructure customers.

Urbanization Creates Demand for Smart Cities with Connected Populations. Cities around the globe increasingly demand connected and more sustainable capabilities, such as sensor networks and communication strategies to connect streetlights, security cameras' and emergency systems, to provide important real-time information and better serve their citizens and reduce carbon emissions. Integrated corridor management solutions, intelligent transportation systems, advanced rail systems and updated telecommunication networks will keep cities around the world functioning as smart and sustainable cities and serve as engines for economic growth.

Transformation of Legacy Service Delivery Models through Technology and Digital Transformation. Historical capital project management is changing with the introduction of cloud-connected computer-aided design, automation, big data, machine learning, and other technologies. The introduction of these new technologies allows industry participants to reimagine existing value chains, address integrated lifecycle objectives, assure human rights are observed in their supply chains, provide environmentally sensitive and sustainable solutions, boost productivity, and streamline project management. Industry participants that have the capability to embrace these new technologies to enhance their capability and service offering to higher value solutions will be well positioned to assist governments and communities in their transformation.

Change equals opportunity, and Parsons is well-positioned to serve a large array of diverse global customers. Across a broad set of industries, we provide smart and agile solutions that create the future for our national security and critical infrastructure customers as they adapt to the rapid changes of a more interconnected and technology-driven world.

Our Competitive Strengths

Proven Track Record

Our proven track record is a result of our strong performance, the dedication of our employees and our longstanding customer relationships. We focus on being a company that delivers on its promises, holds integrity at the highest level and successfully assists our clients as they execute their most complex missions. Driven by our integrated people, processes and technology approach, we have a reputation for innovation and delivering mission outcomes for our customers' most important endeavors.

Our differentiated business model has driven high win rates with strong book-to-bill, leading organic revenue growth, expanded bottom line performance, and low capital requirements. We achieved average award and incentive fees of 92% in fiscal 2023, 91% in fiscal 2022 and 93% in fiscal 2021. Incentive fees are fees earned for achievement of certain performance criteria included in our contracts, such as achievement of target completion dates or target costs, and our incentive fees average is calculated as the actual incentive fees achieved as a percentage of incentive fees expected to be earned in the applicable period. In addition, we achieved a win rate of 66% in fiscal 2023, 49% in fiscal 2022 and 56% in fiscal 2021. Our re-compete win rate was 93% in fiscal 2023, 89% in fiscal 2022 and 99% in fiscal 2021. In fiscal 2023, our Federal Solutions revenues increased 36% and our Critical Infrastructure revenues increased 22% year-over-year. As of December 31, 2023, our backlog was $8.6 billion, an increase of 5% from year end fiscal 2022.

Long-Term Customer Relationships

We maintain long-term relationships with key government and commercial customers, many of which span over 40 years. For example, in the Federal Solutions segment, we have been providing support to the Missile Defense Agency for nearly 40 years with over 1,000 personnel embedded with the customer. We have provided services to the Department of Energy (DOE) for over 50 years on a variety of projects, including work on DOE's Loan Guarantee Program that funds renewable and clean energy projects, and have provided over 20 years of support to the United States Space Force customers. In the Critical Infrastructure segment, we have supported the Washington Metropolitan Area Transit Authority for over 50 years and have served as Program Manager for Yanbu Industrial City for nearly 50 years.

These longstanding relationships give us the insight and customer intimacy to align our research and development investments based on customer needs and enable high win rates for prime contract positions on the most technically demanding assignments. We believe that our position as a recognized leader in integrity, innovation, operational efficiency, safety and security, environmental and health, and our ability to deliver exceptional quality, has resulted in a high level of re-compete wins and has driven substantial customer loyalty. Our six core markets, including cybersecurity and intelligence, space and missile defense, critical infrastructure protection, transportation, environmental remediation and urban development require leading-edge technologies and extensive technical know-how, and necessitate consistently exceptional performance, thus further entrenching us with our key customers and driving our long-term relationships.

Technology Innovation

Technology and our people are our most important assets, together they underpin our ability to consistently deliver for our customers. Investment in key technological capabilities is core to our business and helps us to stay at the forefront of the evolving trends across our end markets. To meet the challenges of tomorrow, we are focusing our technology investment in areas including artificial intelligence and machine learning; digital transformation; space, cyber and electronic warfare; assured position navigation and timing; emerging contaminant remediation; and quantum computing. The work of our diverse and collaborative, highly skilled and dedicated employees has enabled our long track record of continued innovation and execution on behalf of our customers. Our team of engineers, scientists, programmers and other specialists include PhDs and certified hackers, and a large number of our skilled workforce hold government security clearances, which provides a competitive advantage for the highly technical and demanding work we perform. Our dual technical career path and Technical Fellows program enable retention and development of our strong technical talent.

Leveraging our agile innovation framework and a cadre of seasoned domain experts, solutions architects, and technologists, we seek customer challenges and lead with innovative solutions to drive growth. Additionally, through our acquisitions, we continue to enhance our overall capability offerings in innovative ways, providing more robust solutions that meet our customers' most challenging needs.

Environmental Sustainability and Resiliency Excellence

Delivering a safer, healthier and more connected world means a focus on environmental sustainability, resilience, conservation and lifecycle impacts. For Parsons, sustainability is a core value. We provide services to plan, design and support complex sustainable projects for our customers across the markets we serve, including transportation (aviation, rail and transit, intelligent transportation systems), ports, buildings, environmental remediation, and water/wastewater treatment.

With over 233 sustainability accreditations, we deliver resilient infrastructure, green building and renewable energy programs and projects that utilize best industry practices, as well as utilize leading edge technology and tools to provide environmental remediation. We work with customers to achieve and obtain the highest possible ratings such as the LEED, Envision, Estidama, and others.

We are proud to work with customers, such as the Indiana Finance Authority, on the first bridge and tunnel project to achieve Envision recognition; and we have obtained LEED certifications of transit and aviation facilities with customers in the United States, United Arab Emirates and the Kingdom of Saudi Arabia.

Parsons is focused on the risks and opportunities associated with climate change. In 2023, Parsons elected to disclose information related to our climate-related governance, risk management and metrics utilizing the Task Force on Climate-Related Financial Disclosures (TCFD) framework. We conducted climate risk and opportunity workshops with senior leaders representing a cross-section of our geographies, markets and corporate functions. By releasing annual Environmental, Social and Governance (ESG) disclosures and increasing our transparency, we received improved ratings from ISS, MSCI, Sustainalytics and S&P Global.

The Corporate Governance and Responsibility Committee of our Board of Directors provides oversight of environmental, social and governance (ESG), including climate-related topics, and the Audit and Risk Committee provides oversight of our enterprise risk management program, including climate-related risks. Our Chief Executive Officer holds overall executive-level responsibility for ESG. Primary responsibility for ESG risk and opportunity identification and management is assigned to our vice president for ESG.

Scalable and Agile Business Offerings

Our scalable and agile offerings enable us to satisfy robust and evolving customer needs. The demanding environments where we operate are characterized by a need for high-confidence solutions, widespread application and mission critical outcomes. We pride ourselves on providing agile technologies through inventive and refined processes that provide quality outcomes to our customers on time sensitive projects. Our domain knowledge of our customers' current and emerging requirements enables us to deliver responsive, high-quality solutions on time and with operational relevance. By having the ability to respond to customers' requirements with global deployment capability, we are well positioned to be the preferred contractor for many of our customers' needs.

Our technologies and platforms are designed to be applicable across end user markets and sub-markets. This approach allows for scalable solutions that can be quickly and seamlessly integrated into multiple customer applications, regardless of geography or industry, allowing us to deploy a given service or platform across multiple markets.

World Class Talent

We believe that our resilience – and that of the communities in which we work – relies on advancing equality in the workplace through a diverse community of innovators and an empowered workforce. We also aim to be the employer of choice for top talent in every market that we serve by fostering a positive culture for employee engagement; focusing on diversity, equity, and inclusion; emphasizing health and wellbeing for all employees; and encouraging career development at all levels of the organization. Our

success is measured by our business performance, by the enthusiasm of our employees, and by our commitment to our employees' growth.

Demonstrated Ability to Identify and Execute Acquisitions to Transform our Business

Strategic acquisitions that augment our technology offerings and capabilities are a key tenet of our growth strategy. We have completed eleven strategic acquisitions since 2017. Nine of these acquisitions were within the Federal Solutions business segment with the remaining two (IPKeys Power Partners and I.S. Engineers, LLC) in the Critical Infrastructure segment. Our focus continues to be moving up the value chain with technology differentiation and in particular software. We seek companies that meet our strict financial criteria and have a similar mission-focused culture. These acquisitions include:

- I.S. Engineers, LLC: Acquired on October 31, 2023 for a purchase price of $12.2 million. IS Engineers is a full-service consulting engineering firm which specializes in transportation engineering, including roads and highways, and program management located in Texas. Texas is poised to receive nearly $30 billion in total transportation funding from the Infrastructure Investment and Jobs Act between 2022 and 2026.
- Sealing Technologies, Inc.: Acquired on August 22, 2023 for a purchase price of $179.3 million. SealingTech expands Parsons' customer base across the Department of Defense and Intelligence Communities and further enhances Parsons' capabilities in defensive cyber operations; integrated mission-solutions powered by artificial intelligence (AI) and machine learning (ML); edge computing and edge access modernization; critical infrastructure protection, and secure data management that protects national security.
- IPKeys Power Partners, Inc.: Acquired on March 13, 2023 for a total purchase price of $43 million. IPKeys enhances Parsons' critical infrastructure protection capabilities through comprehensive cloud-based cybersecurity, software solutions that operate at the intersection of information and operational technology (IT and OT), and technologies that will help accelerate the global clean energy transition. This acquisition expands Parsons' presence in two rapidly growing end markets: grid modernization and cyber resiliency for critical infrastructure.
- Xator Corporation: Acquired on June 1, 2022 at a purchase price of $387.5 million. Xator expands Parsons' presence within the U.S. Special Operations Command, the Intelligence Community, Federal Civilian customers, and global critical infrastructure markets, while providing new customer access at the Department of State. Xator also expands Parsons' customer base and brings differentiated technical capabilities in critical infrastructure protection, counter-unmanned aircraft systems (cUAS), intelligence and cyber solutions, biometrics, and global threat assessment and operations, increasing our addressable market in both the Federal Solutions and Critical Infrastructure segments.
- Echo Ridge LLC: Acquired on July 30, 2021 at a purchase price of $9 million. Echo Ridge adds position, navigation, and timing devices; modeling simulation, test and measurement tools; and deployable software defined radio products and signal processing services to Parsons' space portfolio.
- BlackHorse Solutions, Inc.: Acquired July 6, 2021 at a purchase price of $205.0 million. Black Horse expands Parsons' capabilities and products in next-generation military, intelligence, and space operations, specifically in cyber, electronic warfare, and information dominance. Black Horse's technology is shaping the future of information dominance and converged military operations by unifying cyber, electromagnetic warfare, and information operations for the Department of Defense and Intelligence Community customers. The company also provides autonomous and distributed detection, identification, exploitation and the defeat of today's most complex communications.
- Braxton Science and Technology Group, LLC: Acquired in November 2020 at a purchase price of $310.9 million ($267 million less the tax asset), Braxton operates at the forefront of satellite operations, ground automation, flight dynamics, and spacecraft antenna simulation for the U.S.

Department of Defense and Intelligence Community. These capabilities position Parsons to capitalize on the quickly evolving space missions of its national security space customers and address rapid market growth driven by proliferated low earth orbit constellations, small satellite expansion and space cyber resiliency.

- QRC® Technologies: Acquired in 2019 at a purchase price of $214.1 million, QRC® Technologies is a disruptive product company that provides design and development of open-architecture radio-frequency products.
- OGSystems: Acquired in 2019 at a purchase price of $292.4 million, OGSystems is a disruptive geo-intelligence solutions and immersive engineering provider that creates technology solutions for the United States intelligence community and the U.S. Department of Defense. OGSystems' VIPER Labs and Immersive Engineering techniques serve as the catalysts for deployment of geospatial systems and software, embedded system threat analytics and cloud engineering solutions. OGSystems' advanced hardware solutions include the PeARL family of sensors, combining industry-leading camera and optic lens technologies with our software solutions, yielding very high resolution 2D and 3D aerial imagery.
- Polaris Alpha*:* Acquired in 2018 at a purchase price of $489.1 million, Polaris Alpha is an advanced, technology-focused provider of innovative mission solutions for national security, intelligence, defense and other U.S. federal customers. With leading technologies in artificial intelligence/machine learning, cloud computing, command and control and data analytics, Polaris Alpha has long-term customer relationships and is known as a technology disruptor.
- Williams Electric*.* Acquired in 2017 for a purchase price of $26.4 million. Williams Electric provides industrial control system security, including utility monitoring systems and electronic support systems for customers, including the Army Corps of Engineers and the Smithsonian Institute.

We maintain a robust acquisition pipeline and are continually evaluating potential opportunities for disciplined growth by acquisition to further transform our business.

Our Strategy for Growth

Our growth strategy is to create the future of national security and critical infrastructure, while moving up the value chain as a solutions integrator and software provider. The future is full of possibility, and the defense, intelligence, and critical infrastructure markets are where we can collectively shape what tomorrow will look like. Our goal is to help create a safer, healthier, more sustainable, more connected and more secure world.

In a complex security environment with adversaries challenging on every domain and an economy driven by digital transformation, Parsons leverages innovative technologies to deliver integrated solutions at the speed of relevance. Our global integrated solutions span all domains (sea, land, air, space and cyberspace), ensuring information dominance and smart, sustainable infrastructure.

To create the future, we focus on people-first, "get-to-yes" and having top positions in high-growth, sustainable markets. This focus includes hiring, retaining, and developing our employees, continually enhancing and optimizing our core business processes, resourcing and capitalizing on our high-growth markets and acquiring and integrating companies that possess transformative and disruptive technologies.

People First

Driven by our people-first and high-purpose culture, we recognize that our people are key to our success in developing and delivering the technology and solutions to support our customers' critical missions. Our most important asset is our diverse team of talented employees, over 18,500 as of December 31, 2023, who are committed and passionate experts critical to delivering leading capabilities

and whose expertise is sought by our clients for their most sophisticated applications and challenges. Our employees choose Parsons and stay with us for the opportunity to collaborate with our customers, deploy our expansive technical resources, rapidly bring bold ideas to market and work on leading solutions to enable a better world. Our management team has extensive experience executing strategies for delivering profitable growth and is recognized for operational excellence and leadership integrity. They have diverse leadership capabilities in the markets we serve and the solutions and technology we deliver. Most importantly, we strive to give our employees and managers the best possible employee experience throughout their careers with Parsons.

We are committed to attracting, retaining, and developing a diverse and inclusive workforce by having a:

- Culture of employee engagement at all organizational levels
- Work environment that promotes training, mentoring, and career development planning
- Differentiated benefits program, including flexible work hours, remote work options, and an employee stock ownership plan
- Dual technical career path that leads to positions as Chief Technology Officer and/or Technical Fellow
- Diversity, Equity and Inclusion (DEI) program
- “Parsons Gives Back” program to support our communities and promote volunteering
- Global hiring strategy outside of high-employment zones
- Robust university relations and intern program to help shape the next generation of leaders and promote diversity
- Internal mobility program that supports employee growth, career development and retention

“Get to Yes”

By “getting to yes”, we enable the delivery of agile, innovative, and transformative solutions to our customers. We seek to enhance and optimize our core business and improve our financial performance, including revenue growth, margin expansion and positive cash flow, using the following strategies:

- Developing a company-wide agile framework to enable responsive solutions delivery
- Promoting collaboration and cross-company sharing to drive informed, timely decision making
- Aligning goals through shared one-company objectives and a focus on timely feedback to ensure opportunities for improvement are realized and executed
- Using digital transformation to improve our internal processes and deliver an improved customer experience
- Cross-selling new solutions to our existing customers and existing solutions to new customers.
- Promoting a culture that enables employees to drive technology and business model innovation
- Streamlining operations and processes to optimize performance delivery and reduce overhead expenditures
- Rigorously managing our working capital to maximize cash flow
- Committing to being a responsible corporation for both Parsons and our customers

Top Positions in High-Growth, Sustainable Markets

We have a balanced portfolio between national security and critical infrastructure and diverse range of end markets. We recognize the importance of driving business focus and will resource/invest in areas where we believe Parsons can have a top position in markets that are high-growth, profitable, and enduring. These include cybersecurity and intelligence, space and missile defense, transportation, environmental remediation, and urban development. We utilize the following strategies, among others, towards achieving this goal:

- We continuously evaluate and shape our portfolio to divest, exit and de-emphasize lower-performing businesses and markets.
- We invest in critical, differentiated technology areas, including artificial intelligence, assured position navigation and timing, PFAS remediation, space cyber/electronic warfare, quantum research and product development in areas including defensive cyber, space command and control, intelligent transportation systems, spectrum operations and biometrics.
- We seek continuous expansion in our focused high-growth markets:
    - Cybersecurity and Intelligence – Continue our growth momentum by offering end-to-end full spectrum cyber operations including solutions, tools, operations and platforms for our U.S. Department of Defense and Intelligence Community customers.
    - Space and Mission Defense – Extend our space situational awareness, small satellite integration and payload, command and control and enterprise ground systems and assured position, navigation and timing solutions to our current space customers and to new space and geospatial customers in the government and commercial space markets. Support our customer's integrated air and missile defense strategy and deployment. Provide thought leadership in evolving areas, including hypersonic defense.
    - Critical Infrastructure Protection – Provide critical infrastructure protection in sectors where we have installed base, including facilities, health care, transportation, water and energy. Deliver holistic solutions including electronic security systems, cybersecurity, counter unmanned air systems and biometrics.
    - Transportation – Capitalize on the increased IIJA funding and increased global transportation and infrastructure spending to further our roads and highways, bridges, rail and transit, and aviation business. Capitalize on broadband and environmental spend in areas where Parsons is differentiated. Leverage technology to drive smart, sustainable infrastructure.
    - Environmental remediation – Leverage our specialized skill and experience with respect to remediating mines and oil wells and eliminating emerging contaminants. Apply our design capabilities and innovative technologies to modernize, upgrade and create new water/wastewater treatment systems. Lead elimination of emerging contaminants (PFOS) from our soil, groundwater and surface water.
    - Urban development – Leverage our program management, urban planning and urban design competencies to develop new industrial cities and mixed-use developments.

Mergers and Acquisitions

We continue to pursue the acquisition and integration of high growth, technology driven companies which meet the following criteria:

- Financial performance goals: >10% top line growth, >10% Adjusted EBITDA margin, and strong cash flow
- Align to our six focused markets

- Technology differentiation: fill technology gaps, drive end-to-end solutions, move up the value chain, scale within and across our businesses and add valuable intellectual property rights

Our objective is to continue to transform our business into an integrated, full life-cycle solutions integrator that delivers scalable solutions and drives revenue growth, expanded margins, and strong cash flows.

Backlog

We view growth in total backlog as a key measure of our business growth. We define backlog to include the following two components:

- Funded—Funded backlog represents the revenue value of orders for services under existing contracts for which funding is appropriated or otherwise authorized less revenue previously recognized on these contracts.
- Unfunded—Unfunded backlog represents the revenue value of orders for services under existing contracts for which funding has not been appropriated or otherwise authorized less revenue previously recognized on these contracts. Unfunded backlog does not include potential task orders expected to be awarded under multiple awards IDIQ contract vehicles, where task orders are competitively awarded and separately priced.

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.

Our backlog includes orders under contracts that can 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.

As of December 31, 2023, our total backlog was approximately $8.6 billion, consisting of $5.0 billion of funded backlog and $3.6 billion of unfunded backlog. We expect to recognize $3.8 billion of our funded backlog as of December 31, 2023 as revenues in the following twelve months. However, our 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.

Competition

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 governmental and commercial customers. We compete on the basis of our technical expertise, technological innovation, our ability to deliver cost-effective multi-faceted solutions and services in a timely manner, our reputation and relationships with our customers, qualified and/or security-clearance personnel, and pricing. Our peer group competitors in Federal Solutions are U.S. federal systems integrators and service providers such as Booz Allen Hamilton, CACI International Inc, Leidos Holdings, Inc., and Science Applications International Corporation. Our main competitors in Critical Infrastructure include AECOM, Jacobs Solutions Inc., Stantec, Tetra Tech, Inc., and WSP.

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. 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.

Human Capital Management

We are committed to enhancing our position as a leading employer in our industry and aim to do this through providing a positive employee experience. Our culture and reputation as a leading provider of technology-driven solutions in the defense, intelligence and critical infrastructure markets enables us to recruit and retain some of the best available talent across the globe.

Our professionals are highly educated, with a wide range of technical acumen and in-depth domain knowledge and expertise. Our culture and values enable us to continue attracting qualified talent, particularly those with security clearances and requisite skills in multiple areas, including Project Management, Engineering, Software Development, Cyber, Data Analytics, Environmental and Architecture. Our employees hold more than 15,000 degrees and professional credentials as of December 31, 2023. Our diverse teams understand our clients and are comprised of technology subject matter experts and professionals with deep knowledge and experience.

Diversity, Equity and Inclusion

Embracing diversity, equity and inclusion (DEI) in all aspects of our business is fundamental to our corporate culture and vital to our continued growth and success. Our DEI Council is composed of a diverse cross section of employees in the organization, representing different markets, regions, disciplines, and levels. As a destination employer, we are invested in attracting and developing top talent. To that end, we believe that to make continued progress we must implement effective initiatives built into the employee life cycle. Our DEI initiatives embody the unique qualities of our employees and encourage a workforce comprised of people with diverse backgrounds, beliefs, and experiences. We are proud of our evolving culture to promote diversity, equity and inclusion to foster a sense of belonging.

We believe in doing right by the communities we serve, and we have policies prohibiting discrimination (age, race or ethnicity, gender/gender identity, religion, sexual orientation, or disability), child labor and human trafficking. We believe that Parsons is the place for our diverse employees to make a difference. In 2023, we kept our diversity goal to our short-term incentive plan design to drive desired outcomes and higher overall representation for global female representation and US ethnicity representation. In both areas, we have seen an overall increase (3.6% increase in the number of females and 4.2% in US leadership ethnicity) since 2022. This improvement was largely attributed to strong hiring in 2023 globally and lower overall attrition.

Engagement

We pulse our workforce annually through an employee engagement survey and the data these surveys provide help us identify areas where our culture is evolving and key strategic areas where we need to continue to focus our energies to improve employee engagement and the employee experience. This data is critical in guiding our cultural journey to become a more dynamic, entrepreneurial, and creative place to work.

This year, we saw some of our highest participation rates among our business groups and functions, with an overall response of 54 percent, which is higher than last year’s overall rate of 48 percent. We are also pleased that our employee engagement score was 78 against a benchmark of 75.

At the highest level, our results describe an organization with a strong performance-driven and team-based culture.

Employee Recognition

As a people first organization, we are dedicated to recognizing employee performance and promoting a culture of recognition. We are immensely proud to maintain a formal employee recognition program that is 100% developed and maintained in-house – a rare accomplishment in our industry. We approach company culture this way: recognition is a mindset.

The Distinguished Recognition and Incentive Program, affectionately known as the DRIVE Program, recognizes, rewards, and encourages high-caliber work. The DRIVE program is comprised of nine distinct award levels, each with its own criteria, workflow, and rewards – some monetary and some non-monetary. The program is open to all part- and full-time employees around the globe, and awards can be distributed from supervisor to team or team member, individual contributor to supervisor, and from peer to peer. That flexibility is what we are most proud of—all employees can recognize someone else or be recognized themself. In 2023, we are pleased that over 3,200 DRIVE awards were conveyed to our employees with monetary awards totaling over $5.8 million.

Mentoring

Parsons has a robust mentoring program that facilitates several types of pairings, including senior leaders and employees, peer-to-peer, veterans-to-veterans, and early career professionals with more experienced employees. Employees choose their own mentor and work closely with them to design a mentoring relationship that is tailored to meet their unique goals. Resources are provided to both mentors and mentees to ensure a successful and enriching experience for both. Most Parsons' Vice Presidents and above are available and engaged in mentoring relationships thus actively fostering a culture of employee growth and development.

Career Development

- Parsons Learning Series – This program is open to all employees and consists of live, virtual one-hour courses across a wide range of topics appealing to both employees and managers. One or two topics are delivered each month. The live sessions are held at three separate times on the same day to accommodate our global workforce, and sessions are recorded and made available following live session dates.
- Engaged Leadership Program (ELP) – This 4-month, cohort-based program helps people and project managers develop their management and leadership skills through learning about and then applying new skills on the job. The extended nature of this program fosters a collaborative environment and builds cross-organizational relationships among participants.
- Intentional Leadership Program (ILP) – This is a program for senior leaders, Director level and above. Participants will complete a facilitated 2-day curriculum designed to strengthen senior leadership skills and help participants intentionally define their own leadership approach while fostering cross-organizational communication and relationship-building.
- Fellows Program - recognizes our top technical experts and promotes innovation in solving our customers' most difficult technical challenges. It is a collaborative network of over fifty selected motivated and passionate subject matter experts working to solve technical challenges through either strategic research and development or through the development of long-term technical policies and best practices. The program defines its success through engagement, mentorship, and retention. Every benefit that collaboration among the Fellows offers is expressed by the idea that the individual is brilliant, but a group of brilliant individuals acting as one can be more powerful and enable Parsons to accomplish even more in our quest to deliver a better world.

- Technical Career Path - demonstrates two distinct career progressions for technical employees across our organization: one that follows a management path, the other that can be followed as an individual contributor. The Technical Career Path coupled with an integrated competency model and Workday tools such as the Opportunity Graph are resources designed to improve the quality of manager-employee career discussions and, ultimately, career movement.

Employee Stock Ownership Plan

At December 31, 2023, approximately 6,551 of our employees participated in our Employee Stock Ownership Plan (ESOP) which held 59,879,857 shares at December 31, 2023. Our employees own approximately 40% of the total outstanding shares in the ESOP. In December 2020, the board of directors approved an amendment to the ESOP to provide greater diversification rights to participants. The amendment provides that, with respect to all diversifications elected or processed after January 1, 2021, the definition of a qualified participant shall mean a participant who has attained the age of 50 and who has completed at least three years of participation in the ESOP and other criteria. Each qualified participant shall generally be permitted to direct the ESOP as to the diversification of 50% of the value of the eligible vested portion of the participant's ESOP account. Further, in January 2021, the board of directors approved an amendment to the ESOP whereby distributions to participants in the Plan were modified as follows: (1) the threshold amount of an ESOP participant's balance to be eligible for a single lump sum distribution was increased from $20,000 or less to $500,000 or less; (2) the threshold balance for a participant to be eligible to receive payment in two annual installments was increased from $40,000 or less to $750,000 or less; and (3) the threshold balance for a participant to be eligible to receive payment in three annual installments was increased to greater than $750,000. This change was made to facilitate greater flexibility for certain eligible participants to receive their balances in fewer installments and to accelerate the increase in publicly traded float for the Company's common stock. In April 2022, the board of directors approved an amendment providing for lump sum distributions to participants and removing the annual installments. Annual diversification elections and five-year vested termination distributions are not impacted by this amendment and will still occur annually and over installments as outlined in the Plan.

Employee Stock Purchase Plan

At the 2020 Annual Meeting of Parsons' Shareholders, the shareholders approved the implementation of the Employee Stock Purchase Plan (ESPP). The ESPP provides an opportunity for eligible employees (as defined in the ESPP) to purchase Parsons' stock. By participating in the ESPP, an eligible employee may purchase Parsons' shares at a 5% discount from the New York Stock Exchange closing price at the end date for each offering period (June 30th and December 31st of each year). In 2021, the Compensation and Management Development Committee of the Parsons' Board of Directors approved a special three-month offering period for eligible employees of BlackHorse Solutions and its eligible subsidiary companies. During 2023 and 2022, our employees purchased approximately 116,650 and 131,000 shares, respectively, of Parsons' stock.

Stock Repurchase Plan

On August 9, 2021, the board of directors authorized Parsons Corporation to acquire a number of shares of common stock having an aggregate market value of not greater than $100,000,000 from time to time, commencing on August 12, 2021. In August 2022, the Board amended the stock repurchase program and authorized executive management to determine an acceptable price for repurchasing such shares. The Board authorized management to execute any agreements providing for the repurchase of the Company's stock, subject to such conditions, on behalf of the company in such lots, blocks or other amounts, from such persons or entities, from such sources, on the open market, in privately negotiated transactions, or otherwise, on such terms and conditions, from time to time, in accordance with applicable federal and state regulations. As of December 31, 2023, the company had repurchased 1,426,476 shares of common stock at an average price per share of $38.35 (including commissions calculated at the average price per share) for a total amount of $54.7 million.

Intellectual Property

Our intellectual property portfolio consists of issued and pending patents as well as trademarks for many of our technologies. In addition, we maintain a number of trade secrets that we endeavor to protect to ensure their continuing availability to us. Our technical expertise is vital to our growth strategy, and we believe they are a core competitive advantage. We have 33 registered patents and 14 pending patents in the United States and 6 pending patents internationally. We have 77 trademarks and 4 pending trademark applications in the United States, and 105 trademarks and 16 pending trademark applications internationally. We also currently offer 37 products for sale to our global customers.

We rely upon a combination of nondisclosure agreements and other contractual arrangements, as well as copyright, trademark, patent, and trade secret laws to protect our proprietary information. We also enter into proprietary information and intellectual property agreements with employees, which require them to disclose any inventions created during employment, to convey such rights to inventions to us and to restrict any disclosure of proprietary information. While protecting trade secrets and proprietary information is important, we are not materially dependent on maintenance of any specific trade secret or group of trade secrets.

During the normal course of business, we perform research and development and technology consulting services and related products in support of our customers. Typically, these services do not depend on patent protection. In accordance with applicable law, our government contracts often provide government agencies certain data rights to our intellectual property. Government agencies may in turn provide to other contractors (including our competitors) the right to utilize our intellectual property. In addition, in the case of our work as a subcontractor, our prime contractor may also have certain rights to data, information and products we develop under the subcontract. At the same time, our government contracts often provide to us the right to utilize intellectual property owned by third parties.

Regulation

Our business is impacted by government procurement, anti-bribery, international trade, environmental, health and safety and other regulations and requirements. Below is a summary of some of the significant regulations that impact our business.

Government Procurement. The services we provide to the U.S. Government are subject to Federal Acquisition Regulation, or FAR, Defense Federal Acquisition Regulation, or DFARS, the Truthful Cost and Pricing Data Act, Cost Accounting Standards, or CAS, the Services Contract Act, the False Claims Act, export controls rules and U.S. Department of Defense security regulations, as well as government agency policies and many other laws and regulations. These laws and regulations affect how we transact business with our clients and, in some instances, impose additional costs on our business operations. A violation of specific laws and regulations could lead to fines, contract termination or suspension of future contracts. Generally, our government clients can also terminate, renegotiate, or modify any of their contracts with us at their convenience, and many of our government contracts are subject to renewal or extension annually.

In 2019, the U.S. Department of Defense announced the development of Cybersecurity Maturity Model Certification (“CMMC”) as a framework to assess and enhance the cybersecurity posture of the Defense Industrial Base (“DIB”), particularly as it relates to controlled unclassified information within the supply chain. CMMC is designed to ensure that contractors providing services to the U.S. Department of Defense have implemented cybersecurity controls and processes to adequately protect information that resides on DIB systems and networks. The U.S. Department of Defense issued an interim rule on September 29, 2020 to amend the Defense Federal Acquisition Regulation Supplement (DFARS) to include one new provision and two new contract clauses. The Department of Defense (DoD) published changes to the CMMC program (version2.0) in December 2023. The CMMC program will go into effect (and into contracts) in Q1 2025. As part of the Defense Contract Management Agency (DCMA) Joint Surveillance Voluntary Assessment Program, Parsons identified an authorized certified third-party assessment organization (C3PAO), that along with Defense Industrial Base Cybersecurity Assessment

Center (DIBCAC) conducted a High Confidence (CMMC level 2) Assessment for Parsons FedNet® Secure environment in July 2023. Parsons is currently DFARS/NIST 800-171 compliant with an associated Supplier Performance Risk System (SPRS) score reported. All 110 control requirements and 320 control objectives with NIST 800-171 were deemed 100% satisfied per DIBCAC's official report and posting to DoD's SPRS. Parsons anticipates expanding the CMMC Level 2 certification to additional networks in 2024.

Anti-Bribery and other regulations. We are subject to the U.S. Foreign Corrupt Practices Act and similar anti-bribery laws, which generally prohibit companies and their intermediaries from making improper payments to foreign government officials for the purpose of obtaining or retaining business. The U.K. Bribery Act of 2010 prohibits both domestic and international bribery, as well as bribery across both private and public sectors. In addition, an organization that "fails to prevent bribery" committed by anyone associated with the organization can be charged under the U.K. Bribery Act unless the organization can establish the defense of having implemented "adequate procedures" to prevent bribery.

International Trade. We are subject to U.S. export control laws and regulations, including the International Traffic in Arms Regulations, or ITAR, and the Export Administration Regulations, or EAR, as well as U.S. economic and trade sanctions, including those administered and enforced by the U.S. Department of Treasury's Office of Foreign Assets Control, or OFAC. To the extent we export items and provide services outside of the United States (or to certain parties in the United States), we must do so in compliance with these laws and regulations. These laws and regulations impose export licensing requirements, and we may not be successful in obtaining necessary licenses and other authorizations. Further, these laws and regulations restrict our ability to export items or provide services to certain countries and certain persons, including those that are the target of OFAC sanctions. Noncompliance with these or similar laws could lead to government investigations, penalties, reputational harm, and other negative consequences, and thereby could adversely affect our business and financial condition. Further, any change in these laws and regulations, or any shift in the approach to their enforcement or scope, or change to the countries, persons, or items targeted by such regulations, could potentially result in our decreased ability to export or sell items or services to existing or potential customers.

Environmental, Health and Safety. We are subject to federal, state and local laws and regulations relating to environmental, health and safety matters, including, among other things, the handling, transport and disposal of regulated substances and wastes, including hazardous and radioactive materials; contamination by regulated substances and wastes; the types, quantities and concentration of materials that can be released into the environment; the acquisition of a permit or other approval before conducting regulated activities; the maintenance of information about hazardous materials used or produced in operations and provision of such information to employees, state and local government authorities and the public; and employee health and safety. Our previous ownership and current and previous operation of real property may subject us to liability pursuant to these laws or regulations. Under the Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, and related state laws, certain persons may be liable at sites where or from a release or threatened release of hazardous substances has occurred or is threatened. These persons can include the current owner or operator of property where a release or threatened release occurred, any persons who owned or operated the property when the release occurred, and any persons who disposed of, or arranged for the transportation or disposal of, hazardous substances at a contaminated property. Liability under CERCLA is strict, retroactive and, under certain circumstances, joint and several, so that any responsible party may be held liable for the entire cost of investigating and remediating the release of hazardous substances. The Resource Conservation and Recovery Act, or RCRA, regulates the generation, treatment, storage, handling, transportation and disposal of solid waste and requires states to develop programs to ensure the safe disposal of solid waste. Under RCRA, persons may be liable at sites where the past or present storage, handling, treatment, transportation, or disposal of any solid or hazardous waste may present an imminent and substantial endangerment to health or the environment. These persons can include the current owner or operator of property where disposal occurred, any persons who owned or operated the property when the disposal occurred, and any persons who disposed of, or arranged for the transportation or disposal of, hazardous substances at a contaminated property. Liability under RCRA is strict and, under certain circumstances, joint and several, so that any responsible party may be held liable

for the entire cost of investigating and remediating the release of hazardous substances. Violations and liabilities with respect to environmental, health and safety laws and regulations could result in significant administrative, civil, or criminal penalties, remedial clean-ups, natural resource damages, permit modifications or revocations, operational interruptions or shutdowns and other liabilities. Additionally, Congress, state legislatures, local governing bodies and federal and state agencies frequently revise environmental laws and regulations, and any changes could result in more stringent or costly requirements for our operations. Our costs related to complying with environmental, health and safety laws and regulations have not been material in the past and are not currently material to our total operating costs or cash flows. However, if we have any violations of, or incur liabilities pursuant to these laws or regulations in the future, our financial condition and operating results could be adversely affected. In addition, in the unlikely event that we are required to fund remediation of a contaminated site, the statutory framework might allow us to pursue rights of contribution from other potentially responsible parties.

We maintain a compliance program designed to ensure compliance with the various regulations and requirements applicable to us. The compliance program, managed by our Chief Ethics and Compliance Counsel and overseen by our Chief Compliance Officer, includes an annual audit of performance with respect to our codes of ethics and business conduct and the adequacy of our compliance program, among other initiatives.

Executive Officers

Carey A. Smith, age 60, was appointed Chair of the Board of Directors on January 18, 2022, effective April 14, 2022. She became the President and Chief Executive Officer on July 1, 2021 and was appointed to the board of directors in December 2020. She was initially appointed as President and Chief Operating Officer in November 2019, Chief Operating Officer in November 2018 and led Parsons' Federal Solutions business from November 2016. Before joining Parsons, Ms. Smith served in progressive leadership roles at Honeywell International Inc. ("Honeywell") from 2011 to 2016, including President of the Defense and Space business unit. In total, Ms. Smith has 38 years of industry experience spanning the defense, intelligence and infrastructure markets. Ms. Smith serves on the Edison International board of directors, including on the Compensation and Executive Personnel and Safety and Operations Committees. She serves on one non-profit company board, the Professional Services Council, and she is a National Association of Corporate Directors (NACD) Directorship (NCADD.DC) and Cyber Certified. Ms. Smith received an honorary doctorate degree from Ohio Northern University, a Master of Science degree in electrical engineering from Syracuse University and a bachelor-of-science in electrical engineering from Ohio Northern University. She received the GovCon Executive of the Year award in 2023. Ms. Smith was selected to serve on our board of directors because of the perspective and experience that she brings as our CEO and due to her significant industry and operations experience.

Matthew Ofilos, age 44, was appointed Chief Financial Officer of Parsons Corporation effective July 25, 2022. Mr. Ofilos previously served as the Parsons' executive vice president of finance and brings more than twenty years of finance experience and a proven track record of delivering profitable growth and building high-performance finance teams to the role. As executive vice-president, Mr. Ofilos led the company's financial operations, including project controls, financial planning, accounting, treasury, and financial systems. Prior to joining Parsons in 2021, he led multi-billion-dollar finance organizations, including those for Amazon Web Services (AWS) Worldwide Public Sector and Strategic Industry businesses. Prior to AWS, he held roles of increasing responsibility at Raytheon, concluding his tenure as CFO for the Space and Command & Control businesses for the Intelligence, Information and Services segment. Mr. Ofilos holds a Master of Business Administration from Boston University and a Bachelor of Science from Babson College.

Michael R. Kolloway, age 63, was appointed General Counsel and Corporate Secretary of Parsons Corporation in October 2017 and later became our Chief Legal Officer in January 2019. Before assuming the role of General Counsel and Corporate Secretary, Mr. Kolloway served as Deputy General Counsel – Americas from March 2016 through October 2017. Before joining Parsons, Mr. Kolloway served as Senior Vice President and Assistant General Counsel for Operations and Risk Management at AECOM

Technology Corporation, a publicly traded company. Prior to his tenure at AECOM, Mr. Kolloway was a partner in the Chicago law firm of Rock, Fusco & Garvey, Ltd and a member of the Federal Trial Bar for the Northern District of Illinois. Mr. Kolloway received his Bachelor of Arts degree from St. Norbert College, his Juris Doctor from the University of Illinois College of Law and completed the General Counsel Program at the Harvard University School of Law. Mr. Kolloway served on the Board of Directors for MUSE/IQUE based in Pasadena, California. He is a member of the Association of Corporate Counsel and the In-House Mentorship Committee for the Charlotte Chapter.

Susan Balaguer, age 54, was appointed as Chief Human Resources Officer of Parsons Corporation effective July 16, 2021. Ms. Balaguer is responsible for all aspects of the human resources function, including benefits, recruitment, retention, and the employee lifecycle and employee experience for the company. Ms. Balaguer has over thirty years of extensive experience in global human resources for public and private companies, and over twelve years of experience with public and private mergers and acquisitions, private equity, and large-scale business integrations. Before joining Parsons in 2021, she served as the Chief Human Resources Officer at Serco North America and Engility. She also previously served as the senior vice president of HR operations at CACI and, for over twenty years, she held progressive HR leadership positions at Raytheon. Ms. Balaguer is an executive sponsor for the Diversity, Equity and Inclusion Council and sits on the Mid Atlantic Organizational Development Executive Roundtable.

Available Information

We file annual, quarterly, and current reports and other information with the Securities and Exchange Commission (SEC). The SEC maintains a website (www.sec.gov) that contains reports, proxy and information statements, and other information regarding registrants that file electronically with the SEC, including us. You may also access, free of charge, our reports filed with the SEC (for example, our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, and our Current Reports on Form 8-K and any amendments to those forms) through the “Investors” portion of our website (www.parsons.com). Reports filed with or furnished to the SEC will be available as soon as reasonably practicable after they are filed with or furnished to the SEC. Our website is included in this Annual Report as an inactive textual reference only. The information found on our website is not part of this or any other report filed with or furnished to the SEC.

Item 1A. Risk Factors.

You should carefully consider the risks described below and the other information contained in this Annual Report, including our consolidated financial statements and the related notes, before making an investment decision. Our business, financial condition and results of operations could be materially and adversely affected by any of these risks or uncertainties. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

Risk Factors Summary

The following is a summary of the principal risks that could adversely affect our business, operations and financial results.

Risk Relating to Our Business

- Government spending and priorities could change in a manner that adversely affects our future revenue and limits our growth prospects.
- The U.S. federal government and its agencies collectively are our largest single customer and, if our reputation or relationships with the U.S. federal government were harmed, our future revenues and cash flows would be adversely affected.
- Our failure to comply with a variety of complex procurement rules and regulations could result in our being liable for penalties, including termination of our government contracts, disqualification from bidding on future government contracts and suspension or debarment from government contracting.
- A substantial portion of our business is subject to reviews, audits and cost adjustments by government agencies, which, if resolved unfavorably to us, could adversely affect our profitability, cash flows or growth prospects.
- Our government contracts may be terminated by the government counterparty at any time and may contain other provisions permitting the government to discontinue contract performance, and if lost contracts are not replaced, our operating results may differ materially and adversely from those anticipated.
- Our revenue and growth prospects may be harmed if we or our employees are unable to obtain government granted eligibility or other qualifications, we and they need to perform services for our customers.
- We may make acquisitions, investments, joint ventures and divestitures in the future that involve numerous risks, which if realized, may adversely affect our business and our future results.
- Our acquisitions may not achieve their full intended benefits or may disrupt our plans and operations.
- We conduct a portion of our work through joint venture entities, some of which we do not have management control over, and with which we typically have joint and several liability with our joint venture partners.
- Our earnings and profitability may vary based on the mix of our contracts and may be adversely affected by our failure to accurately estimate and manage costs, time and resources.
- We use estimates in recognizing revenues and, if we make changes to estimates used in recognizing revenues, our profitability may be adversely affected.
- Systems that we develop, integrate, maintain, or otherwise support could experience security breaches which may damage our reputation with our clients and hinder future contract win rates.
- Services we provide and technologies we develop are designed to detect and monitor threats to our clients, the failure of which may lead to reputational harm or liability against us by our clients or third parties and may subject our staff to potential threats, risk of loss or harm.
- Internal system or service failures affecting us or our vendors, including as a result of cyber or other security threats, could disrupt our business and impair our ability to effectively provide our services to our clients, which could damage our reputation and have a material adverse effect on our business, financial condition and results of operations.
- Our business is subject to numerous legal and regulatory requirements and any violation of these requirements or any misconduct by our employees, subcontractors, agents or business partners could harm our business and reputation.

- Our business is subject the impact of supply chain disruption and inflation risk upon the cost of providing materials and services to customers and upon the profitability for certain contracts.
- Goodwill and intangible assets represent a significant amount of our total assets, and any impairment of these assets would negatively impact our results of operations.
- We depend on our teaming arrangements and relationships with other contractors and subcontractors. If we are not able to maintain these relationships, or if these parties fail to satisfy their obligations to us or the customer, our revenues, profitability and growth prospects could be adversely affected.
- Many of our contracts require innovative design capabilities, are technologically complex or are dependent upon factors not wholly within our control. Failure to meet these obligations could adversely affect our business, financial condition or results of operations.
- Assertions by third parties of infringement, misappropriation or other violations by us of their intellectual property rights could result in significant costs and substantially harm our business, financial condition and operation results.
- We have operations in the Middle East, neighboring regions, and other regions across the globe, and these regions may experience turmoil, political upheaval and similar crises that may impact our current projects, future business and financial stability.
- We may not realize the full value of our backlog, which may result in lower-than-expected revenue.
- Many of our field project sites and facilities are inherently dangerous workplaces. Failure to manage our field project sites and facilities safely could result in environmental disasters, employee deaths or injuries, reduced profitability, the loss of projects or clients and possible exposure to litigation.
- The impact of extreme weather events, including floods, hurricanes, droughts, and wildfires, including as a result of climate change or supply shortages, could have an adverse impact on our business and operations.
- Our business, results of operations, financial condition, cash flows and stock price can be adversely affected by pandemics, epidemics, or other public health emergencies, such as the global COVID-19 pandemic and variants thereof. The pandemic resulted in governments around the world implementing increasingly stringent measures to help control the spread of the virus, including quarantines, “shelter in place” and “stay at home” orders, travel restrictions, business curtailments, school closures, and other measures. While many of these restrictions have been removed or reduced, the spread of new variants or viruses may result in the imposition of additional restrictions. In addition, governments and central banks in several parts of the world have enacted, or may enact in the future, fiscal and monetary stimulus measures to counteract the impacts of any such emergency. The extent to which any emergency may impact our business will depend on future developments, which are highly uncertain and unpredictable, and the resultant financial impact cannot be estimated reasonably at this time but may materially adversely affect our ability to collect accounts receivables and our business, results of operations, financial condition and cash flows. Further, the economic impact of such events may cause extreme volatility in financial and other capital markets which may continue to adversely impact our stock price and our ability to access capital markets. Health emergencies may also have the effect of heightening many of the other risks described in this Annual Report on Form 10-K for the year ended December 31, 2023, such as those relating to government spending and priorities.

Risk Related to Our Common Stock

- Your ability to influence corporate matters may be limited because the ESOP beneficially owns a majority of our stock and therefore our employees, voting the shares allocated to them under

the ESOP, or the ESOP Trustee, who will have the right to vote shares for which no voting instructions are provided by employees, could have substantial control over us.

- We are a “controlled company” within the meaning of the New York Stock Exchange listing standards and, as a result, qualify for exemptions from certain corporate governance requirements. You may not have the same protections afforded to stockholders of companies that are subject to such requirements.

Risks Related to Government Contracts

Government spending and priorities could change in a manner that adversely affects our future revenue and limits our growth prospects.

We derive, and expect to continue to derive, a significant portion of our revenue from contracts with government entities. As a result, our business depends upon continued government expenditures on defense, intelligence, civil and engineering programs for which we provide support, both among foreign governments and at federal, state and local levels domestically. These expenditures have not remained constant over time. Our business, prospects, financial condition or operating results could be materially harmed, among other causes, by the following:

- budgetary constraints, including mandated automatic spending cuts, affecting across-the-board government spending, or specific agencies in particular, and changes in available funding;
- a shift in expenditures away from agencies or programs that we support;
- reduced government outsourcing of functions that we are currently contracted to provide, including as a result of increased insourcing by various U.S. government agencies due to changes in the definition of “inherently governmental” work, including proposals to limit contractor access to sensitive or classified information and work assignments;
- efforts to improve efficiency and reduce costs affecting government programs;
- changes or delays in government programs that we support or the programs’ requirements;
- U.S. government shutdowns due to, among other reasons, a failure by elected officials to fund the government, such as the shutdowns which occurred during government fiscal years 2019 and 2014 and, to a lesser extent, government fiscal year 2018, and other potential delays in the appropriations process;
- continuing resolutions (CRs) which are temporary spending bills that allow federal government operations to continue when final appropriations have not been enacted. CRs generally continue the level of funding from the prior year’s appropriations or the previously approved CR from the current year;
- U.S. government agencies awarding contracts on a technically acceptable/lowest cost basis in order to reduce expenditures;
- delays in the payment of our invoices by government payment offices;
- results of elections, including politicians who may have priorities that would reduce spending in areas in which we operate;
- an inability by the U.S. government to fund its operations as a result of a failure to increase the federal government’s debt ceiling, a credit downgrade of U.S. government obligations or for any other reason; and
- changes in the political climate and general economic conditions, including a slowdown of the economy or unstable economic conditions and responses to conditions, such as emergency spending, that reduce funds available for other government priorities.

Any disruption in the functioning of government agencies, including as a result of government closures and shutdowns, terrorism, war, natural disasters, destruction of government facilities, and other potential calamities 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 client locations or facilities as a result of such disruptions.

In particular, with regard to our largest single customer, the U.S. federal government, budget deficits, the national debt and the prevailing economic condition, and actions taken to address them, could continue to negatively affect the U.S. government expenditures on defense, intelligence and civil programs for which we provide support. There remains uncertainty as to the final fiscal year 2024 budget and if the Fiscal Responsibility Act reduction will impact it. However, a reduction in the amount of or delays or cancellations of funding for, services that we are contracted to provide to the U.S. Department of Defense as a result of any of these initiatives, legislation or otherwise could have a material adverse effect on our business, financial condition and results of operations.

Most government contracts are subject to the government's budgetary approval process. Legislatures typically appropriate funds for a given program on a year-by-year basis, even though contract performance may take more than one year. In addition, public-supported financing such as state and local municipal bonds may be only partially raised to support existing infrastructure projects. As a result, at the beginning of a program, the related contract is only partially funded, and additional funding is normally committed only as appropriations are made in each fiscal year. These appropriations, and the timing of payment of appropriated amounts, may be influenced by, among other things, the state of the economy, competing priorities for appropriation, changes in administration or control of legislatures and the timing and amount of tax receipts and the overall level of government expenditures. Similarly, the impact of an economic downturn on state and local governments may make it more difficult for them to fund infrastructure projects. If appropriations are not made in subsequent years on our government contracts, then we will not realize all of our potential revenue and profit from that contract, and we may incur substantial labor costs without reimbursement.

Government funding with respect to our Critical Infrastructure services fluctuates over time and new or changing government policies may affect our Critical Infrastructure business and operations. Government spending for our Critical Infrastructure services may also depend on factors related to government demand, such as the condition of the existing infrastructure and buildings and the need for new or expanded infrastructure and buildings. Our government clients may face budget cuts or deficits that prohibit them from funding proposed and existing Critical Infrastructure projects.

These or other factors could cause our defense, intelligence, infrastructure or civil clients to decrease the number of new government contracts awarded generally and fail to award us new government contracts, reduce their purchases under our existing government contracts, exercise their right to terminate our government contracts or not exercise options to renew our government contracts, any of which could materially and adversely affect our business, financial condition and results of operations.

The U.S. federal government and its agencies collectively are our largest single customer and, if our reputation or relationships with the U.S. federal government were harmed, our future revenues and cash flows would be adversely affected.

The U.S. federal government and its agencies, including the military and intelligence community, collectively are our largest customer. In particular, it represents substantially all of the revenue of our Federal Solutions segment. Approximately 18% and 17% of accounts receivable as of December 31, 2023 and December 31, 2022, respectively were derived from contracts with the U.S. federal government and its agencies. Our reputation and relationships with various U.S. government entities and agencies, and in particular with the U.S. Department of Defense, the Federal Aviation Administration, the United States intelligence community and the U.S. Department of Energy are key factors in maintaining and growing these revenues and winning new bids for new business. Negative press reports or publicity, regardless of accuracy, could harm our reputation. If our reputation or relationships with government

agencies were to be negatively affected, or if we are suspended or debarred from contracting with government agencies for any reason, the amount of business with government and other customers would decrease and our financial condition and results of operations could be adversely affected.

Our failure to comply with a variety of complex procurement rules and regulations could result in our being liable for penalties, including termination of our government contracts, disqualification from bidding on future government contracts and suspension or debarment from government contracting.

We must comply with various laws and regulations relating to the formation, administration and performance of government contracts, which affect how we do business with our customers and may impose added costs on our business.

Many of our U.S. government contracts contain organizational conflict of interest, or OCI, clauses that may limit our ability to compete for or perform contracts or other types of services for particular customers. OCI arises when we engage in activities that may make us unable to render impartial assistance or advice to the U.S. government, impair our objectivity in performing contract work or provide us with an unfair competitive advantage. Existing OCI, and any OCI that may develop, could preclude our competition for or performance on a significant project or contract, which could limit our opportunities.

Some U.S. federal and state statutes and regulations provide for automatic debarment based on our actions, such as violations of the U.S. False Claims Act or the U.S. Foreign Corrupt Practices Act, or FCPA. The suspension or debarment in any particular case may be limited to the facility, contract or subsidiary involved in the violation or could be applied to our entire enterprise in severe circumstances. Even a narrow scope suspension or debarment could result in negative publicity that could adversely affect our ability to renew contracts and to secure new contracts, both with governments and private customers, which could materially and adversely affect our business, financial condition and results of operations.

Governments may adopt new contract rules and regulations or revise their procurement practices in a manner adverse to us at any time.

The government-related industries within which we do business continue to experience significant changes to business practices as a result of an increased focus on affordability, efficiencies and recovery of costs, among other items. Our existing and potential clients are similarly focused on increasing the productivity of their contractual arrangements. Moreover, government agencies may face restrictions or pressure regarding the type and amount of services that they may obtain from private contractors. Legislation, regulations and initiatives dealing with procurement reform, mitigation of potential OCIs, deterrence of fraud, and environmental responsibility or sustainability could have an adverse effect on us. Moreover, shifts in the buying practices of government agencies, such as increased usage of fixed price contracts, multiple award contracts and small business set-aside contracts, could have adverse effects on government contractors, including us. Any of these changes could impair our ability to obtain new contracts or contract renewals. Any new contracting requirements or procurement methods could be costly or administratively difficult for us to implement and could adversely affect our business, financial condition and results of operations.

A substantial portion of our business is subject to reviews, audits and cost adjustments by government agencies, which, if resolved unfavorably to us, could adversely affect our profitability, cash flows or growth prospects.

Government agencies routinely audit and review a contractor’s performance on government contracts, indirect cost rates and pricing practices, and compliance with applicable contracting and procurement laws, regulations and standards. They also review the adequacy of the contractor’s compliance with government standards for its business systems, which are defined as the contractor’s accounting, earned value management, estimating, materials management, property management and purchasing systems. A finding of significant control deficiencies in a contractor’s business systems or a

finding of noncompliance with U.S. government Cost Accounting Standards, or CAS, can result in decremented billing rates to U.S. government customers until the control deficiencies are corrected and their remediation is accepted by the Defense Contract Management Agency. The agencies conducting these audits and reviews have come under increased scrutiny. As a result, audits and reviews have become more rigorous and the standards to which we are held are being more strictly interpreted which has increased the likelihood of an audit or review resulting in an adverse outcome.

If a review or investigation by a government agency identifies improper or illegal activities, we may be subject to civil or criminal penalties or administrative sanctions which could include the termination of contracts, forfeiture of profits, the triggering of price reduction clauses, suspension of payments, fines, and suspension or debarment from doing business with governmental agencies. We may suffer harm to our reputation if allegations of impropriety are made against us, which would impair our ability to win new contract awards or receive contract renewals. Penalties and sanctions are not uncommon in our industries. If we incur a material penalty or administrative sanction or otherwise suffer harm to our reputation, our profitability, cash position and future prospects could be adversely affected.

Government audits and reviews may conclude that our practices are not consistent with applicable laws and regulations and result in adjustments to contract costs and mandatory customer refunds. Such adjustments can be applied retroactively, which could result in significant customer refunds, and those refunds would negatively impact our revenue. Receipt of adverse audit findings or the failure to obtain an “approved” determination on our various business systems could significantly and adversely affect our business by, among other things, restricting our ability to bid on new contracts and, for those proposals under evaluation, diminishing our competitive position. A determination of noncompliance could also result in penalties and sanctions against us, including withholding of payments, suspension of payments and increased government scrutiny. Increased scrutiny could adversely impact our ability to perform on contracts, affect our ability to invoice for work performed, delay the receipt of timely payment on contracts, and weaken our ability to compete for new contracts with the government.

Our government contracts may be terminated by the government counterparty at any time and may contain other provisions permitting the government to discontinue contract performance, and if lost contracts are not replaced, our operating results may differ materially and adversely from those anticipated.

Government contracts often contain provisions and are subject to laws and regulations that provide government clients with rights and remedies not typically found in commercial contracts. These rights and remedies allow government clients, among other things, to:

- terminate existing contracts, with short notice, for convenience as well as for default;
- reduce orders under or otherwise modify contracts;
- for contracts subject to the Truthful Cost and Pricing statute, reduce the contract price or cost where it was increased because a contractor or subcontractor furnished cost or pricing data during negotiations that was not complete, accurate and current;
- for some contracts, (1) demand a refund, make a forward price adjustment or terminate a contract for default if a contractor provided inaccurate or incomplete data during the contract negotiation process and (2) reduce the contract price under triggering circumstances, including the revision of price lists or other documents upon which the contract award was predicated;
- terminate our facility security clearances and thereby prevent us from receiving classified contracts and complete work on existing contracts;
- cancel multi-year contracts and related task orders if funds for contract performance for any subsequent year become unavailable;
- decline to exercise an option to renew a multi-year contract or issue task orders in connection with indefinite delivery/indefinite quantity contracts, or IDIQ contracts;

- claim rights in solutions, systems and technology produced by us, appropriate such work-product for their continued use without continuing to contract for our services and disclose such work-product to third parties, including other government agencies and our competitors, which could harm our competitive position;
- prohibit future procurement awards with a particular agency due to a finding of organizational conflicts of interest based upon prior related work performed for the agency that would give a contractor an unfair advantage over competing contractors, or the existence of conflicting roles that might bias a contractor's judgment;
- subject the award of contracts to protest by competitors, which may require the contracting federal agency or department to suspend our performance pending the outcome of the protest and may also result in a requirement to resubmit offers for the contract or in the termination, reduction or modification of the awarded contract;
- suspend or debar us from doing business with the applicable government; and
- control or prohibit the export of our services.

Recent and potential future budget cuts, the impact of sequestration and recent efforts by the Office of Management and Budget to decrease federal awards for management support services, may cause agencies with which we currently have contracts to terminate, reduce the number of task orders under or fail to renew such contracts. If a government client were to unexpectedly terminate, cancel, or decline to exercise an option to renew with respect to one or more of our significant contracts, or suspend or debar us from doing business with such government, our revenue and operating results would be materially harmed.

Our revenue and growth prospects may be harmed if we or our employees are unable to obtain government granted eligibility or other qualifications, we and they need to perform services for our customers.

A number of government programs require contractors to have certain kinds of government granted eligibility, such as security clearance credentials. Depending on the project, eligibility can be difficult and time-consuming to obtain. If we or our employees are unable to obtain or retain the necessary eligibility, including local ownership requirements, we may not be able to win new business, and our existing customers could terminate their contracts with us or decide not to renew them. To the extent we cannot obtain or maintain the required security clearances for our employees working on a particular contract, we may not derive the revenue or profit anticipated from such contract.

Risks Related to Our Operations and Markets

Our profitability could suffer if we are not able to timely and effectively utilize our employees or manage our cost structure.

The cost of providing our services, including the degree to which our employees are utilized, affects our profitability. The degree to which we are able to utilize our employees in a timely manner or at all is affected by a number of factors, including:

- our ability to transition employees from completed projects to new assignments and to hire, assimilate and deploy new employees;
- our ability to forecast demand for our services and to maintain and deploy headcount that is aligned with demand, including employees with the right mix of skills and experience to support our projects;
- our employees' ability to obtain or retain necessary security clearances or required certifications;

- changes to or delays or cancellations of projects, as a result of governmental budgetary processes or otherwise;
- our ability to manage attrition;
- the impact of inflation upon the cost of services and materials provided to customers; and
- our need to devote time and resources to training, business development, and other non-chargeable activities.

If our employees are under-utilized, our profit margin and profitability could suffer. Additionally, if our employees are over-utilized, it could have a material adverse effect on employee morale and attrition, which would in turn have a material adverse impact on our business, financial condition or results of operations.

Our profitability is also affected by the extent to which we are able to effectively manage our overall cost structure for operating expenses, such as wages and benefits, real estate expenses, overhead and capital and other investment-related expenditures. If we are unable to effectively manage our costs and expenses and achieve efficiencies, our competitiveness and profitability may be adversely affected.

Our focus on new growth areas for our business entails risks, including those associated with new relationships, clients, talent needs, capabilities, service offerings and maintaining our collaborative culture and core values.

We are focused on growing our presence in our addressable markets by enhancing and optimizing our core operations, extending into opportunity-rich adjacent markets and acquiring and integrating transformative, disruptive technologies. These efforts entail inherent risks associated with innovation and competition from other participants in those areas, potential failure to help our clients respond to the challenges they face, our ability to comply with uncertain evolving legal standards applicable to some of our service offerings, including those in the cybersecurity area, and, with respect to potential international growth, risks associated with operating in foreign jurisdictions, such as compliance with applicable foreign and U.S. laws and regulations that may impose different and, occasionally, conflicting or contradictory requirements, and the economic, legal, and political conditions in the foreign jurisdictions in which we operate, as described in additional detail below. As we attempt to develop new relationships, clients, capabilities, and service offerings, these efforts could harm our results of operations due to, among other things, a diversion of our focus and resources and actual costs, opportunity costs of pursuing these opportunities in lieu of others and a failure to reach a profitable return on our investments in new technologies, capabilities, and businesses, including expenses on research and development investments, and these efforts could ultimately be unsuccessful. Additionally, the possibility exists that our competitors might develop new capabilities or service offerings that might cause our existing capabilities and service offerings to become obsolete. If we fail in our new capabilities development efforts or our capabilities or services fail to achieve market acceptance more rapidly than our competitors, our ability to procure new contracts could be negatively impacted, which would negatively impact our results of operations and our financial condition.

In addition, our ability to grow our business by leveraging our operating model to deploy our people efficiently and effectively across our client base is largely dependent on our ability to maintain our collaborative culture. To the extent that we are unable to maintain our culture for any reason, including our effort to focus on new growth areas or acquire new businesses with different corporate cultures, we may be unable to grow our business. Any such failure could have a material adverse effect on our business, financial condition and results of operations.

With the growth of our U.S. and international operations, we are now providing client services and undertaking business development efforts in numerous and disparate geographic locations both domestically and internationally. Our ability to effectively serve our clients is dependent upon our ability to successfully leverage our operating model across all of these and any future locations, maintain effective management controls over all of our locations to ensure, among other things, compliance with applicable

laws, rules and regulations, and instill our core values in all of our personnel at each of these and any future locations. Any inability to ensure any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

We have submitted claims and change orders to clients for work we performed beyond the initial scope of some of our contracts. If these clients do not approve these claims and change orders, our results of operations could be adversely impacted.

We typically have pending claims and change orders submitted under some of our contracts for payment of work performed beyond the initial contractual requirements for which we have already recorded revenue. Our client may dispute these change orders and claims, and we cannot guarantee that such claims will be approved in whole, in part, or at all. Often, these claims and disputes can be the subject of lengthy arbitration or litigation proceedings, and it is difficult to accurately predict when these claims and disputes will be fully resolved. We may also renegotiate contracts to address these additional costs. When these types of events occur, we have used working capital in projects to cover cost overruns. If our claims are not approved or resolved, our revenue may be reduced in future periods.

Many of our contracts require innovative design capabilities, are technologically complex or are dependent upon factors not wholly within our control. Failure to meet these obligations could adversely affect our business, financial condition or results of operations.

We design and develop technologically advanced and innovative products and services applied by our customers in a variety of environments. Problems and delays in development or delivery as a result of issues with respect to design, technology, licensing and patent rights, labor, learning curve assumptions or materials and components could prevent us from achieving contractual requirements. Our offerings cannot be tested and proven in all situations and are otherwise subject to unforeseen problems that could negatively affect revenue and profitability such as problems with governmental inaction, quality and workmanship, delivery of subcontractor components or services, unplanned degradation of product performance, unavailability of vendor materials and changes in the project scope requested by our clients. Among the factors that may adversely affect our business, financial condition or results of operations could be unforeseen costs and expenses not covered by insurance or indemnification from the customer, diversion of management focus in responding to unforeseen problems, loss of follow-on work, damage to our reputation and repayment to the customer of contract cost and fee payments we previously received.

We face aggressive competition that can impact our ability to obtain contracts and may affect our future revenues, profitability and growth prospects.

We expect that a majority of the business that we seek in the foreseeable future will be awarded through a competitive bidding process. For example, the U.S. government increasingly relies on IDIQ, GSA Schedule and other multi-award contracts, which has resulted in greater competition and increased pricing pressure. The competitive bidding process involves substantial costs and a number of risks, including significant cost and managerial time to prepare bids and proposals for contracts that may not be awarded to us, or that may be awarded but for which we do not receive meaningful task orders. For contracts awarded to us, we also face the risk of inaccurately estimating the resources and costs that will be required to fulfill any contract we win. Following contract award, we may encounter significant expense, delay, contract modifications or even contract loss as a result of our competitors protesting the award of contracts to us in competitive bidding. Any resulting loss or delay of startup and funding of work under protested contract awards may adversely affect our revenues and/or profitability. In addition, multi-award contracts require that we make sustained post-award efforts to obtain task orders under the contract. As a result, we may not be able to obtain these task orders or recognize revenues under these multi award contracts. Our failure to compete effectively in this procurement environment would adversely affect our business, financial condition and results of operations.

Projects may be awarded based solely upon price, but often take into account other factors, such as technical qualifications, proposed project team, schedule and past performance on similar projects. We

compete with larger companies that have greater name recognition, financial resources and larger technical staffs and with smaller, more specialized companies that are able to concentrate their resources on particular areas. Additionally, we may compete with a government's own capabilities. Technology-focused companies may also develop products and services that could disrupt our business or compete with our services. To remain competitive, we must consistently provide superior service, technology and performance on a cost-effective basis to our customers and there is no assurance that we will do so.

Changing global tax laws could have a material impact on our effective income tax rate.

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Many tax jurisdictions, including the U.S., have called for comprehensive changes to fiscal and tax policies that could significantly impact how we are taxed on our domestic and foreign earnings. Such changes, if enacted into law, could increase our effective tax rate and have a material adverse impact on our financial condition and results of operations. For example, beginning in 2022, the Tax Cuts and Jobs Act of 2017 eliminated the option to currently deduct research and development expenditures in the year incurred and requires taxpayers to amortize such expenditures over five years for tax purposes. While the most significant impact of this provision is to cash tax liability for 2022, the tax year in which the provision took effect, the impact will decline annually over the five-year amortization period to an immaterial amount beginning in year six.

Risks Related to Acquisitions and Joint Ventures

We may make acquisitions, investments, joint ventures and divestitures in the future that involve numerous risks, which if realized, may adversely affect our business and our future results.

We may make strategic acquisitions, engage in joint ventures or divest existing businesses, which could cause us to incur unforeseen expenses and have disruptive effects on our business and may not yield the benefits we expect. Our Credit Agreement imposes limitations on our ability to make other acquisitions. Subject to those limitations, we may selectively pursue additional strategic acquisitions, investments and joint ventures in the future. Any future acquisitions, investments and joint ventures may pose many risks that could adversely affect our reputation, operations or financial results, including:

- we may not retain key employees (including those with needed security clearances), customers and business partners of an acquired business in the future;
- we may fail to successfully integrate acquired businesses, such as failing to successfully integrate information technology and other control systems relating to the operations of any acquired business;
- acquisitions normally require a significant investment of time and resources, which may disrupt our business and distract our management from other important responsibilities;
- we may not be able to accurately estimate the financial effect of any acquisitions and investments on our business and we may not realize anticipated revenue opportunities, cost savings, or other synergies or benefits, or acquisitions may not result in improved operating performance; and
- we may assume known as well as unknown material liabilities, legal or regulatory risks that were not identified as part of our due diligence or for which we are unable to receive a purchase price adjustment or reimbursement through indemnification.

If any acquisitions, investments or joint ventures fail, perform poorly or their value is otherwise impaired for any reason, including contractions in credit markets and global economic conditions, our business, financial condition and results of operations could be adversely affected.

In addition, we may periodically divest or plan to divest businesses, including businesses that are no longer a part of our ongoing strategic plan. These divestitures similarly require significant investment of time and resources and may disrupt our business, distract management from other responsibilities and

may result in losses on disposal or continued financial involvement in the divested business, including through indemnification, guarantee or other financial arrangements, for a period of time following the transaction, which could adversely affect our business, financial condition or results of operations. When we determine that we would like to divest a business, we may not be able to divest that business on attractive terms or at all.

We conduct a portion of our work through joint venture entities, some of which we do not have management control over, and with which we typically have joint and several liability with our joint venture partners.

13% of our revenue during fiscal 2023, 12% of our revenue during fiscal 2022 and 11% of our revenue during fiscal 2021 was derived from our operations through consolidated joint ventures. In addition, 3.9% of our revenue during fiscal 2023, 5.1% of our revenue during fiscal 2022 and 5.6% of our revenues in fiscal 2021 related to services we provided to our unconsolidated joint ventures, where control resides with unaffiliated third parties, and 16.6% of our operating income during fiscal 2023, 8.8% of our operating income during fiscal 2022 and 27.8% of our operating income during fiscal 2021 was derived from equity in our unconsolidated joint ventures. As with most joint venture arrangements, differences in views among the joint venture participants may result in delayed decisions or disputes. We also cannot control the actions of our joint venture partners and we typically have joint and several liability with our joint venture partners under the applicable contracts for joint venture projects. These factors could potentially adversely impact the business and operations of a joint venture and, in turn, our business and operations.

Operating through joint ventures in which we are a minority holder results in us having limited control over many decisions made with respect to projects and internal controls relating to projects. We generally do not have control of these unconsolidated joint ventures. These joint ventures may not be subject to the same requirements regarding internal controls and internal control over financial reporting that we follow. As a result, internal control problems may arise with respect to these joint ventures, which could have a material adverse effect on our business, financial condition and results of operations and could also affect our reputation in the industries we serve.

We participate in joint ventures where we provide guarantees and may be adversely impacted by the failure of such joint venture or its participants to fulfill their obligations.

We have investments in and commitments to joint ventures with unrelated parties. These joint ventures from time to time may borrow money to help finance their activities and, in some circumstances, we may be required to provide guarantees of the obligations of our affiliated entities. As of December 31, 2023, we had $147.7 million of letters of credit and guarantees that relate to joint ventures. If these entities are not able to honor their obligations under the guarantees, we may be required to expend additional resources or suffer losses, which could be significant.

Our acquisitions may not achieve their full intended benefits or may disrupt our plans and operations.

We cannot assure you that we will be able to successfully integrate acquired companies with our business or otherwise realize the expected benefits of our acquisitions. For example, in the last several years we have made four large acquisitions. The combination of multiple independent businesses will be a complex, costly, and time-consuming process. Our business may be negatively impacted following acquisitions if we are unable to effectively manage our expanded operations. The integration process will require significant time and focus from our management team and may divert attention from the day-to-day operations of the combined business. Additionally, consummation of acquisitions could disrupt our current plans and operations, which could delay the achievement of our strategic objectives.

The expected synergies and operating efficiencies of the acquisitions may not be fully realized, which could result in increased costs and have a material adverse effect on our business, financial condition and results of operations. In addition, the overall integration of the businesses may result in

material unanticipated problems, expenses, liabilities, competitive responses, loss of customer relationships and diversion of management's attention, among other potential adverse consequences. The risks of combining our operations of the businesses include, among others:

- we may have underestimated the costs to integrate the information systems of acquired companies with ours;
- we may face difficulties in integrating employees, integrating different corporate cultures and in attracting and retaining key personnel; and
- we may face challenges in keeping existing contracts and customers.

Many of these risks will be outside of our control and any one of them could result in increased costs, decreases in the amount of expected revenue, and diversion of our management's time and energy, which could have a material adverse effect on our business, financial condition and results of operations. In addition, even if our operations are integrated successfully, we may not realize the full benefits of the acquisitions, including the synergies, operating efficiencies, or sales or growth opportunities that are expected. These benefits may not be achieved within the anticipated time frame or at all.

We depend on our teaming arrangements and relationships with other contractors and subcontractors. If we are not able to maintain these relationships, of if these parties fail to satisfy their obligations to us or the customer, our revenues, profitability and growth prospects could be adversely affected.

We rely on teaming relationships with other prime contractors and subcontractors in order to submit bids for large procurements or other opportunities where we believe the combination of services, products, and solutions provided by us and our teammates will help us to win and perform the contract. Our future revenues and growth prospects could be adversely affected if the other contractors eliminate or reduce their contract relationships with us, of if our government clients terminate or reduce these other contractors' programs, do not award them new contracts or refuse to pay under a contract. Companies that do not have access to government contracts or experience with our customers may perform services as our subcontractor that we cannot otherwise provide ourselves, and that exposure could enhance such companies' prospects of securing a future position as a prime government contractor which could increase competition for future contracts and impair our ability to win these contracts.

Whenever our subcontractors fail to timely meet their contractual obligations, have regulatory compliance or other problems, our ability to fulfill our obligations as a prime contractor or higher tier subcontractor may be jeopardized. Subcontractor performance deficiencies under subcontracts with us as the prime contractor could lead to significant losses in future periods and could result in our termination for default as the prime contractor even though it was the subcontractor that failed to perform and not our personnel.

Risks Related to Estimates and Accounting

Our earnings and profitability may vary based on the mix of our contracts and may be adversely affected by our failure to accurately estimate and manage costs, time and resources.

We generate revenue under various types of contracts, which include time-and-materials, cost-plus and fixed-price contracts. Our earnings and profitability may vary materially depending on changes in the proportionate amount of revenues derived from each type of contract, the nature of services or solutions provided, as well as the achievement of performance objectives and the stage of performance at which the right to receive fees, particularly under incentive fee contracts, is finally determined. Cost-plus and time-and-materials contracts generally have lower profitability than fixed-price contracts. To varying degrees, each of our contract types involves some risk that we could underestimate the costs and resources necessary to fulfill the contract. Our profitability is adversely affected when we incur costs on cost-plus and time-and-materials contracts that we cannot bill to our customers. While fixed-price

contracts allow us to benefit from cost savings, these contracts also increase our exposure to the risk of cost overruns.

Revenue derived from fixed-price contracts represented 33% of our total revenue during fiscal 2023, 27% of our total revenue during fiscal 2022, and 26% of our total revenue during fiscal 2021. When making proposals on fixed-price contracts, we rely heavily on our estimates of costs, scope and timing for completing the associated projects, as well as assumptions regarding technical issues. In particular, contracts in our Critical Infrastructure segment are often won in a hard-bid process, in which clients primarily select the lowest price from a qualified bidder with the understanding that they will not pay above the bid amount, even if we perform work beyond the initial scope of our contract. In each case, our failure to accurately estimate costs, scope or the resources and technology needed to perform our contracts or to effectively manage and control our costs during the performance of work could result, and in some instances has resulted, in reduced profits or in losses. More generally, any increased or unexpected costs or unanticipated delays in connection with the performance of our contracts, including costs and delays caused by contractual disputes or other factors outside of our control, such as performance failures of our subcontractors, natural disasters or other force majeure events, could make our contracts less profitable than expected or unprofitable.

We use estimates in recognizing revenues and, if we make changes to estimates used in recognizing revenues, our profitability may be adversely affected.

A significant portion of our contract revenues are recognized using the cost-to-cost measure of progress method. This method requires estimates of total costs at completion or measurement of progress towards completion. Particularly due to the technical nature of the services being performed and the length of the contracts, this estimation process is complex and involves significant judgment. Adjustments to original estimates are often required as work progresses, experience is gained and additional information becomes known, even though the scope of the work required under the contract may not change. Any adjustment as a result of a change in estimate is recognized immediately. Changes in the underlying assumptions, circumstances or estimates could result in adjustments that may adversely affect our financial results of operations.

Goodwill and intangible assets represent a significant amount of our total assets and any impairment of these assets would negatively impact our results of operations.

As of December 31, 2023, we had goodwill and intangible assets of $2.1 billion. Goodwill is tested for impairment annually, or more often if indicators of potential impairment exist, and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Examples of events or changes in circumstances indicating that the carrying value of goodwill may not be recoverable could include a significant adverse change in legal factors or in the business climate, an adverse action or assessment by a regulator, unanticipated competition, loss of key contracts, customer relationships, or personnel that affect current and future operating cash flows of the reporting unit. Any future impairment of goodwill or other intangible assets would have a negative impact on our profitability and financial results.

Risks Related to Technology Systems

Systems that we develop, integrate, maintain, or otherwise support could experience security breaches which may damage our reputation with our clients and hinder future contract win rates.

We develop, integrate, maintain, or otherwise support systems and provide services that include managing and protecting information involved in intelligence, national security and other sensitive or classified government functions. Our systems also store and process sensitive information for commercial clients. The cyber and security threats that our clients face have grown more frequent and sophisticated. A security breach in one of these systems could cause serious harm to our business, damage our reputation, and prevent us from being eligible for further work on sensitive systems for government or commercial clients. Work for non-government and commercial clients involving the protection of

information systems or that store clients' information could also be harmed due to associated security breaches. Damage to our reputation or limitations on our eligibility for additional work or any liability resulting from a security breach in one of the systems we develop, install, maintain, or otherwise support could have a material adverse effect on our business, financial condition and results of operations.

Services we provide and technologies we develop are designed to detect and monitor threats to our clients, the failure of which may lead to reputational harm or liability against us by our clients or third parties and may subject our staff to potential threats, risk of loss or harm.

We help our clients detect, monitor and mitigate threats to their people, information and facilities. These threats may originate from nation states, terrorist or criminal actors, activist hackers or others who seek to harm our clients. There are many factors, some of which are beyond our control, which could result in the failure of our products to detect, monitor or mitigate these threats. Successful attacks on our clients may cause physical or reputational harm to us and our clients, as well as lead to liability claims against us by our clients or third parties, particularly if such attacks are a result of a failure or perceived failure of our services or technologies. In addition, as a result of our involvement with some clients or projects, our staff, information and facilities may be targeted by these or other threat actors and may be at risk for loss, or physical or reputational harm.

Internal system or service failures affecting us or our vendors, including as a result of cyber or other security threats, could disrupt our business and impair our ability to effectively provide our services to our clients, which could damage our reputation and have a material adverse effect on our business, financial condition and results of operations.

We create, implement, and maintain information technology and engineering systems and also use vendors to provide services that are often critical to our clients' operations, some of which involve sensitive information and may be conducted in war zones or other hazardous environments, or include information whose confidentiality is protected by law. As a result, we may be subject to systems or service failures, not only resulting from our own failures or the failures of third-party service providers, natural disasters, power shortages, or terrorist attacks, but also from continuous exposure to cyber and other security threats, including computer viruses and malware, attacks by computer hackers or physical break-ins. There has been an increase in the frequency and sophistication of the cyber and security threats we face, with attacks ranging from those common to businesses generally to those that are more advanced and persistent, which may target us because, as a cybersecurity services contractor, we hold classified, controlled unclassified and other sensitive information. As a result, we and our vendors face a heightened risk of a security breach or disruption resulting from an attack by computer hackers, foreign governments, and cyber terrorists. While we put in place policies, controls and technologies to help detect and protect against such attacks, we cannot guarantee that future incidents will not occur, and if an incident does occur, we may not be able to successfully mitigate the impact. We have been the target of these types of attacks in the past and future attacks are likely to occur. If successful, these types of attacks on our network or other systems or service failures could have a material adverse effect on our business, financial condition and results of operations, due to, among other things, the loss of client or proprietary data, interruptions or delays in our clients' businesses and damage to our reputation. In addition, the failure or disruption of our systems, communications, vendors, or utilities could cause us to interrupt or suspend our operations, which could have a material adverse effect on our business, financial condition and results of operations. In addition, if our employees inadvertently do not adhere to appropriate information security protocols, our protocols are inadequate, or our employees intentionally avoid these protocols, our or our clients' sensitive information may be released thereby causing significant negative impacts to our reputation and exposing us or our clients to liability.

If our or our vendors' systems, services or other applications have significant defects or errors, are successfully attacked by cyber and other security threats, suffer delivery delays or otherwise fail to meet our clients' expectations, we may:

- lose revenue due to adverse client reaction;

- be required to provide additional services to a client at no charge;
- incur additional costs related to remediation, monitoring and increasing our cybersecurity;
- lose revenue due to the deployment of internal staff for remediation efforts instead of client assignments;
- receive negative publicity, which could damage our reputation and adversely affect our ability to attract or retain clients;
- be unable to successfully market services that are reliant on the creation and maintaining of secure information technology systems to government and commercial clients;
- suffer claims by clients or impacted third parties for substantial damages, particularly as a result of any successful network or systems breach and exfiltration of client and/or third-party information; or
- incur significant costs, including fines from government regulators related to complying with applicable federal or state law, including laws pertaining to the security and protection of personal information.

In addition to any costs resulting from contract performance or required corrective action, these failures may result in increased costs or loss of revenue if they result in clients postponing subsequently scheduled work or canceling or failing to renew contracts.

The costs related to cyber or other security threats or disruptions may not be fully insured or indemnified by other means. Additionally, some cyber technologies and techniques that we utilize or develop may raise potential liabilities related to legal compliance, intellectual property and civil liberties, including privacy concerns, which may not be fully insured or indemnified. We may not be able to obtain and maintain insurance coverage on reasonable terms or in sufficient amounts to cover one or more large claims, or the insurer may disclaim coverage as to some types of future claims. The successful assertion of any large claim against us could seriously harm our business. Even if not successful, these claims could result in significant legal and other costs, may be a distraction to our management, and may harm our client relationships. In some new business areas, we may not be able to obtain sufficient insurance and may decide not to accept or solicit business in these areas.

As a contractor supporting defense and national security clients, we are also subject to regulatory compliance requirements under the Federal Acquisition Regulations, the Defense Federal Acquisition Regulation Supplement and other federal regulations requiring that our networks and information technology systems comply with the security and privacy controls in National Institute of Standards and Technology Special Publications and similar documents. To the extent that we do not comply with the applicable security and control requirements, whether imposed by regulation or contract, unauthorized access or disclosure of sensitive information could potentially result in a contract termination that has a material adverse effect on our business, financial condition and results of operations and reputational harm.

Risk Related to Legal Matters and Insurance

Unavailability or cancellation of third-party insurance coverage would increase our overall risk exposure as well as disrupt the management of our business operations.

We maintain insurance coverage from third-party insurers as part of our overall risk management strategy and because some of our contracts require us to maintain specific insurance coverage limits. If any of our third-party insurers fail, suddenly cancel our coverage or otherwise are unable to provide us with adequate insurance coverage, then our overall risk exposure and our operational expenses would increase, and the management of our business operations would be disrupted. In addition, there can be no assurance that any of our existing insurance coverage will be renewable upon the expiration of the coverage period or that future coverage will be affordable at the required limits.

Adverse judgments or settlements in legal disputes could result in materially adverse monetary damages or injunctive relief and damage our reputation.

We are subject to, and may become a party to, a variety of litigation or other claims and suits that arise from time to time in the ordinary course of our business. For example, our performance under U.S. government contracts and compliance with the terms of those contracts and applicable laws and regulations are subject to continuous audit, review, and investigation by the U.S. government which may include such investigative techniques as subpoenas or civil investigative demands.

The results of litigation and other legal proceedings, including the claims described under “Business—Legal Proceedings”, are inherently uncertain and adverse judgments or settlements in some or all of these legal disputes may result in materially adverse monetary damages or injunctive relief against us. Additionally, our insurance policies may not protect us against potential liability due to various exclusions in the policies and self-insured retention amounts. Partially or completely uninsured claims, if successful and of significant magnitude, could have a material adverse effect on our business, financial condition and results of operations. Furthermore, any claims or litigation, even if fully indemnified or insured, could damage our reputation and make it more difficult to compete effectively or obtain adequate insurance in the future.

Our business is subject to numerous legal and regulatory requirements and any violation of these requirements or any misconduct by our employees, subcontractors, agents or business partners could harm our business and reputation.

In addition to government contract procurement laws and regulations, we are subject to numerous other federal, state and foreign legal requirements on matters as diverse as data privacy and protection, employment and labor relations, immigration, taxation, anti-corruption, import/export controls, trade restrictions, internal and disclosure control obligations, securities regulation and anti-competition. Compliance with diverse and changing legal requirements is costly, time-consuming and requires significant resources. Violations of one or more of these requirements in the conduct of our business could result in significant fines and other damages, criminal sanctions against us or our officers, prohibitions on doing business and damage to our reputation. Violations of these regulations or contractual obligations related to regulatory compliance in connection with the performance of customer contracts could also result in liability for significant monetary damages, fines and/or criminal prosecution, unfavorable publicity and other reputational damage, restrictions on our ability to compete for work and allegations by our customers that we have not performed our contractual obligations.

Misconduct by our employees, subcontractors, agents or business partners could subject us to fines and penalties, restitution or other damages, loss of security clearance, loss of current and future customer contracts and suspension or debarment from contracting with federal, state or local government agencies, any of which could adversely affect our business, financial condition and results of operations. Such misconduct could include fraud or other improper activities such as falsifying time or other records, failure to comply with our policies and procedures or violations of applicable laws and regulations.

Our services and operations sometimes involve handling or disposing of hazardous substances or dangerous materials, and we are subject to environmental requirements and risks which could result in significant costs, liabilities and obligations.

Our operations are subject to stringent and complex federal, state and local laws and regulations governing the discharge of materials into the environment, the health and safety aspects of our operations, or otherwise relating to environmental protection. Some of our services and operations involve the handling or disposal of hazardous substances or dangerous materials, including explosive, chemical, biological, radiological or nuclear materials. These activities generally subject us to extensive foreign, federal, state and local environmental protection and health and safety laws and regulations, which, among other things, require us to incur costs to comply with these regulations and could impose liability on us for handling or disposing of hazardous substances or dangerous materials. Numerous governmental authorities, such as the U.S. Environmental Protection Agency, or the EPA, and analogous

state agencies, have the power to enforce compliance with these laws and regulations and the permits issued under them. Such enforcement actions often involve difficult and costly compliance measures or corrective actions. Furthermore, failure to comply with these environmental protection and health and safety laws and regulations could result in civil, criminal, regulatory, administrative or contractual sanctions, including fines, penalties or suspension or debarment from contracting with the U.S. government, and could also result in investigations, the imposition of corrective action or remedial obligations, and the issuance of orders limiting or prohibiting some or all of our operations. In certain instances, citizen groups also have the ability to bring legal proceedings against us if we are not in compliance with environmental laws. In addition, claims for damages to persons or property, including natural resources, may result from the environmental, health and safety impacts of our operations. We, like other businesses, can never completely eliminate the risk of contamination or injury from certain materials that we use in our business. If we have any violations of, or incur liabilities pursuant to, these laws or regulations, it may result in a material adverse effect on our business, financial condition or results of operations.

Certain environmental laws impose strict liability (i.e., no showing of “fault” is required) as well as joint and several liability for costs required to remediate and restore sites where hazardous substances, hydrocarbons or solid wastes have been stored or released. We may be required to remediate contaminated properties currently or formerly owned or operated by us or facilities of third parties that received waste generated by our operations, regardless of whether such contamination resulted from the conduct of others or from the consequences of our own actions that were in compliance with all applicable laws at the time those actions were taken.

We have limited, and potentially insufficient, insurance coverage for expenses and losses that may arise in connection with environmental contamination. Finally, in connection with certain acquisitions, we could acquire, or be required to provide indemnification against, environmental liabilities that could expose us to material losses.

Our failure to meet contractual schedule requirements, meet a required performance standard, meet our internal contractual performance projections or otherwise perform adequately on a project could adversely affect our business, financial condition or results of operations.

Under some of our contracts, we can incur liquidated or other damages if we do not achieve project completion by a scheduled date. In addition, our costs generally increase from schedule delays and/or could exceed our projections for a particular project. Project performance can be affected by a number of factors beyond our control, including unavoidable delays from governmental inaction, public opposition, inability to obtain financing, weather conditions, unavailability of vendor materials, changes in the project scope of services requested by our clients, industrial accidents, environmental hazards, labor disruptions and other factors. Any defects or errors, or failures to meet our clients’ expectations, in our projects or services could result in claims for damages against us and could adversely affect our reputation. Material performance problems for existing and future contracts could cause actual results of operations to differ from those anticipated by us and also could cause us to suffer damage to our reputation within our industries and client base.

Failure to adequately protect, maintain, or enforce our rights in our intellectual property may adversely limit our competitive position.

We rely upon a combination of nondisclosure agreements and other contractual arrangements, as well as copyright, trademark, patent and trade secret laws to protect our proprietary information. We also enter into proprietary information and intellectual property agreements with employees, which require them to disclose any inventions created during employment, to convey such rights to inventions to us, and to restrict any disclosure of proprietary information. Trade secrets are generally difficult to protect. Although our employees are subject to confidentiality obligations, this protection may be inadequate to deter or prevent misappropriation of our confidential information and/or the infringement of our patents and copyrights. Further, we may be unable to detect unauthorized use of our intellectual property or

otherwise take appropriate steps to enforce our rights. Failure to adequately protect, maintain, or enforce our intellectual property rights may adversely limit our competitive position.

Assertions by third parties of infringement, misappropriation or other violations by us of their intellectual property rights could result in significant costs and substantially harm our business, financial condition and operation results.

In recent years, there has been significant litigation involving intellectual property rights in technology industries. We may face from time to time, allegations that we or a supplier or customer have violated the rights of third parties, including patent, trademark, and other intellectual property rights. If, with respect to any claim against us for violation of third-party intellectual property rights, we are unable to prevail in the litigation or retain or obtain sufficient rights or develop non-infringing intellectual property or otherwise alter our business practices on a timely or cost-efficient basis, our business, financial condition or results of operations may be adversely affected.

Any infringement, misappropriation or related claims, whether or not meritorious, are time consuming, divert technical and management personnel, and are costly to resolve. As a result of any such dispute, we may have to develop non-infringing technology, pay damages, enter into royalty or licensing agreements, cease utilizing products or services, or take other actions to resolve the claims. These actions, if required, may be costly or unavailable on terms acceptable to us.

Risks Related to International Operations

Our operations outside the United States expose us to legal, political and economic risks in different countries as well as currency exchange rate fluctuations that could harm our business and financial results.

Revenue attributable to our services provided outside of the United States as a percentage of our total revenue was 24.4% in 2023, 24.9% in 2022 and 25.0% in 2021. There are risks inherent in doing business internationally, including:

- imposition of governmental controls and changes in laws, regulations or policies;
- political and economic instability and turmoil internationally, including countries in the Middle East;
- civil unrest, acts of terrorism, force majeure, war, or other armed conflict, including the ongoing war and unrest in Israel, which has the potential to impact other countries in the Middle East;
- greater physical security risks;
- changes in U.S. and other national government trade policies affecting the markets for our services;
- changes in regulatory practices, tariffs and taxes;
- potential non-compliance with a wide variety of laws and regulations, including anti-corruption, U.S. export controls and economic and trade sanctions, and anti-boycott laws and similar non-U.S. laws and regulations;
- changes in labor conditions;
- logistical and communication challenges;
- currency exchange rate fluctuations, devaluations and other conversion restrictions; and
- health and safety concerns, including those related to the COVID-19 pandemic, variants and other potential epidemics.

Any of these factors could have a material adverse effect on our business, financial condition or results of operations.

We have operations in the Middle East, neighboring regions, and other regions across the globe, and these regions may experience turmoil, political upheaval or similar crises that may impact our current projects, future business and financial stability.

We currently have operations in the Middle East, including in Oman, Qatar, Saudi Arabia and the United Arab Emirates. This part of the world often has conflicts, such as the current Israel-Hamas situation. Further, we may undertake work in other countries that may experience turmoil, political upheaval, or other similar crises. This uncertainty may affect our ability to continue our projects in these regions due to lack of resources, local support, and safety for our workers. If we are unable to finish these projects, it is likely that our finances will be impacted. Furthermore, we may experience liability regarding our employees and their safety and security in these locations. We also may incur material costs to maintain the safety of our personnel. Despite these precautions, the safety of our personnel in these locations may continue to be at risk. Acts of terrorism and threats of armed conflicts in or around various areas in which we operate could limit or disrupt markets and our operations, including disruptions resulting from the evacuation of personnel, cancellation of contracts, or the loss of key employees, contractors or assets.

We operate in many different jurisdictions, and we could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-corruption laws.

The FCPA and similar worldwide anti-corruption laws, including the U.K. Bribery Act of 2010, generally prohibit companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. Our internal policies mandate compliance with these anti-corruption laws, including the requirements to maintain accurate information and internal controls which may fall within the purview of the FCPA, its books and records provisions or its anti-bribery provisions. We operate in many parts of the world that have experienced governmental corruption to some degree; and, in some circumstances, strict compliance with anticorruption laws may conflict with local customs and practices. Despite our training and compliance programs, we cannot be certain that our internal control policies and procedures always will protect us from reckless or criminal acts committed by our employees or agents. In addition, from time to time, government investigations of corruption in industries we operate in may affect us and our peers. Violations of these laws, or allegations of such violations, could disrupt our business and result in a material adverse effect on our business, financial condition or results of operations.

Risks Related to Debt and Backlog

We may not realize the full value of our backlog, which may result in lower-than-expected revenue.

As of December 31, 2023, our total backlog was $8.6 billion, of which $5.0 billion was funded. Our backlog includes orders under contracts that can extend for several years. We historically have not realized all of the revenue included in our total backlog, and we may not realize all of the revenue included in our total backlog in the future. There is a somewhat higher degree of risk in this regard with respect to unfunded backlog and backlog related to unexercised options years and IDIQ contracts for which task orders have not yet been issued. In addition, there can be no assurance that our backlog will result in actual revenue in any particular period. This is because the actual receipt, timing and amount of revenue under contracts included in backlog are subject to various contingencies, including congressional appropriations, many of which are beyond our control. In particular, delays in the completion of the U.S. government's budgeting process and the use of continuing resolutions could adversely affect our ability to timely recognize revenue under our contracts included in backlog. Furthermore, the actual receipt of revenue from contracts included in backlog may never occur or may be delayed because: a program schedule could change or the program could be canceled; a contract's funding or scope could be reduced, modified, delayed or terminated early, including as a result of a lack of appropriated funds or as a result of cost cutting initiatives and other efforts to reduce government spending; in the case of funded backlog, the period of performance for the contract has expired; in the case of unfunded backlog, funding may not be available; in the case of backlog related to unexercised option years, the contract option is not yet exercised or may ever be exercised; and, in the case of backlog related to IDIQ contracts where task orders have not been issued, no further task orders may be issued. In addition, headcount growth is the

primary means by which we are able to achieve revenue growth. Any inability to hire additional appropriately qualified personnel or failure to timely and effectively deploy such additional personnel against funded backlog could negatively affect our ability to grow our revenue. We may also not recognize revenue on funded backlog due to, among other reasons, the tardy submissions of invoices by our subcontractors and the expiration of the relevant appropriated funding in accordance with a predetermined expiration date such as the end of the U.S. government's fiscal year. The amount of our funded backlog is also subject to change, due to, among other factors: changes in appropriations that reflect changes in government policies or priorities resulting from various military, political, economic or international developments; changes in the use of government contracting vehicles, and the provisions therein used to procure our services; and adjustments to the scope of services under, or cancellation of contracts, by the applicable government at any time. Furthermore, even if our backlog results in revenue, the contracts may not be profitable.

If we cannot collect our receivables or if payment is delayed, our business may be adversely affected by our inability to generate cash flow, provide working capital or continue our business operations.

As of December 31, 2023, our accounts receivable, net was $915.6 million. We depend on the timely collection of our receivables to generate cash flow, provide working capital and continue our business operations. If our customers fail to pay or delay the payment of invoices for any reason, our business and financial condition may be materially and adversely affected. Our customers have in the past and may in the future delay or fail to pay invoices for a number of reasons, including lack of appropriated funds, lack of an approved budget or as a result of audit findings by government regulatory agencies. We also experience longer payment cycles in the Middle East. We cannot assure you that we will collect all our accounts receivable in excess of our allowance for doubtful accounts in a timely manner, which would impact our cash flows.

The agreements governing our debt contain a number of restrictive covenants which may limit our ability to finance future operations, acquisitions or capital needs or engage in other business activities that may be in our interest.

As of December 31, 2023, our total indebtedness was approximately $746 million. Our Credit Agreement and the agreements governing our Delayed Draw Term Loan and Convertible Notes contain a number of covenants that impose operating and other restrictions on us and our subsidiaries. Such restrictions affect or will affect, and in many respects limit or prohibit our ability and the ability of our subsidiaries to, among other things:

- incur additional indebtedness;
- create liens;
- pay dividends and make other distributions in respect of our equity securities;
- redeem our equity securities;
- make loans, advances, investments or other restricted payments;
- sell assets or receivables;
- engage in certain business activities;
- amend our ESOP's plan documents;
- enter into transactions with affiliates; and
- effect mergers or consolidations.

In addition, our Credit Agreement also requires us to comply with certain financial ratio covenants, including a debt leverage ratio and a interest charge coverage ratio. Our ability to comply with these ratios may be affected by events beyond our control.

These restrictions could limit our ability to plan for or react to market or economic conditions or meet capital needs or otherwise restrict our activities or business plans and could adversely affect our ability to finance our operations, acquisitions, investments or strategic alliances or other capital needs or to engage in other business activities that would be in our interest.

A breach of any of these covenants or our inability to comply with the required financial ratios could result in a default under our debt instruments. If an event of default occurs, our creditors could elect to:

- declare all borrowings outstanding, together with accrued and unpaid interest, to be immediately due and payable;
- require us to apply all of our available cash to repay the borrowings; or
- prevent us from making debt service payments on some of our borrowings.

If we were unable to repay or otherwise refinance these borrowings when due, the lenders under our Credit Agreement could demand payment from subsidiary guarantors, as provided under our Credit Agreement. These guarantors constitute substantially all of our domestic, wholly owned subsidiaries' assets.

Prior to our initial public offering, we were 100% owned by the ESOP, which is a retirement plan that is intended to be qualified under the Internal Revenue Code. If the ESOP failed to meet the requirements of a tax qualified retirement plan, we could be subject to substantial penalties.

The ESOP is a defined contribution retirement plan subject to the requirements of the Internal Revenue Code (Code) and the Employment Retirement Income Security Act (ERISA). The ESOP received a determination letter, dated January 31, 2012, from the Internal Revenue Service (IRS) that it meets the requirements of a tax qualified retirement plan in form, and we endeavor to maintain and administer the ESOP in compliance with all requirements of the Code and ERISA. However, the rules regarding tax qualified plans, and especially ESOPs, are complex and change frequently. Accordingly, it is possible that the ESOP may not have been administered in full compliance with all applicable rules under the Code or ERISA at all times.

If the ESOP were determined not to be in material compliance with the Code or ERISA, then the ESOP could lose its tax qualified status and we could be subject to substantial penalties under the Code and ERISA which could have a material adverse effect on our business, financial condition or results of operations. Additionally, loss of the ESOP's tax-qualified status would adversely impact our prior treatment as an S Corporation.

Risks Related to our Employees

A failure to attract, train and retain skilled employees and our senior management team would adversely affect our ability to execute our strategy and may disrupt our operations.

Our business relies heavily upon the expertise and services of our employees. Our continued success depends on our ability to recruit and retain highly trained and skilled engineering, technical and professional personnel. Competition for skilled personnel is intense and competitors aggressively recruit key employees. In addition, many U.S. government programs require contractors to have security clearances. Depending on the level of required clearance, security clearances can be difficult and time-consuming to obtain and personnel with security clearances are in great demand. Particularly in highly specialized areas, it has become more difficult to retain employees and meet all of our needs for employees in a timely manner, which may affect our growth in the current and future fiscal years. Although we intend to continue to devote significant resources to recruiting, training and retaining qualified employees, we may not be able to attract, effectively train and retain these employees. Any failure to do so could impair our ability to efficiently perform our contractual obligations, timely meet our customers' needs and ultimately win new business, all of which could adversely affect our business, financial condition and results of operations.

We believe that our success also depends on the continued employment of a highly qualified and experienced senior management team and that team's ability to retain existing business and generate new business. The loss of key personnel in critical functions could lead to lack of business continuity or disruptions in our business until we are able to hire and train replacement personnel.

We may lose one or more members of our senior management team or fail to develop new leaders, which could cause a disruption in the management of our business.

We believe that the future success of our business and our ability to operate profitably depends on the continued contributions of the members of our senior management and the continued development of new members of senior management. We rely on our senior management to generate business and execute programs successfully. In addition, the relationships and reputation that many members of our senior management team have established and maintain with our clients are important to our business and our ability to identify new business opportunities. We do not have any employment agreements providing for a specific term of employment with any members of our senior management. The loss of any member of our senior management or our failure to continue to develop new members could impair our ability to identify and secure new contracts, to maintain good client relations, and to otherwise manage our business, and could have a material adverse effect on our business, financial condition and results of operations.

Negotiations with labor unions and possible work actions could divert management attention and disrupt operations. In addition, new collective bargaining agreements or amendments to existing agreements could increase our labor costs and operating expenses.

We are signatory to twenty-four union collective bargaining agreements as of December 31, 2023; however, currently Parsons only employs union personnel on three of the twenty-four agreements Consisting of approximately 300 employees. For the other twenty-one, we have negotiated and/or signed agreements on behalf of our customers in a program management role, are part of a joint-venture partnership where the construction contractor employs the union personnel, or the project does not currently have a need for the type of work covered by the applicable union agreement. The outcome of any future negotiations relating to union representation or collective bargaining agreements for these or other employees in the future may not be favorable to us. We may reach agreements in collective bargaining that increase our operating expenses and lower our net income as a result of higher wages or benefit expenses. In addition, negotiations with unions could divert management attention and disrupt operations, which may adversely affect our results of operations. If we are unable to negotiate acceptable collective bargaining agreements, we may have to address the threat of union-initiated work actions, including strikes. Depending on the nature of the threat or the type and duration of any work action, these actions could disrupt our operations and adversely affect our operating results.

Many of our field project sites and facilities are inherently dangerous workplaces. Failure to manage our field project sites and facilities safely could result in environmental disasters, employee deaths or injuries, reduced profitability, the loss of projects or clients and possible exposure to litigation.

Our field project sites and facilities, particularly in our Critical Infrastructure business, often put our employees and others in close proximity with mechanized equipment, moving vehicles, chemical and manufacturing processes, and highly regulated materials. On some field project sites and in some of our facilities, we may be responsible for safety and, accordingly, we have an obligation to implement effective safety procedures. If these procedures are not appropriately implemented or are ineffective, our employees could be injured or killed, and we could be exposed to possible litigation. As a result, our failure to maintain adequate safety standards and equipment could result in reduced profitability or the loss of projects or clients and could have a material adverse impact on our business, financial condition, and results of operations.

Risk Related to Our Common Stock

If we are unable to maintain effective internal control over financial reporting in the future, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our common stock may be negatively affected.

As a public company, we are required to maintain internal control over financial reporting and to report any material weaknesses in such internal control. The process of designing, implementing and testing the internal control over financial reporting required to comply with this obligation is time-consuming, costly and complicated. If we identify material weaknesses in our internal control over financial reporting, or if we are unable to comply in a timely manner with the management certification requirements of Section 404 of the Sarbanes-Oxley Act as to the effectiveness of our internal control over financial reporting or to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports, the market price of our common stock could be negatively affected, and we could become subject to investigations by our stock exchange, the SEC or other regulatory authorities, which could require additional financial and management resources.

If our stock price fluctuates, you could lose a significant part of your investment.

The market price of our stock may be influenced by many factors, some of which are beyond our control, including the following:

- the opinions and estimates of any securities analysts who publish research about us;
- announcements by us or our competitors of significant contracts, acquisitions or capital commitments;
- variations in quarterly operating results;
- changes in general economic or market conditions or trends in our industry or the economy as a whole;
- future sales of our common stock; and
- investor perception of us and the industries we operate in.

As a result of these factors, investors in our common stock may not be able to resell their shares at or above the initial purchase price. These broad market and industry factors may materially reduce the market price of our common stock, regardless of our operating performance.

In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were involved in securities litigation, we could incur substantial costs and our resources, and the attention of management could be diverted from our business.

Our operating results and share price may be volatile, and the market price of our common stock may drop.

Quarterly operating results may fluctuate. In addition, securities markets worldwide have experienced, and are likely to continue to experience, significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could subject the market price of our shares to wide price fluctuations regardless of our operating performance. Our operating results and the trading price of our shares may fluctuate in response to various factors, including:

- market conditions in the broader stock market;

- actual or anticipated fluctuations in our quarterly financial and operating results;
- introduction of new products or services by us or our competitors;
- changes in our awards, backlog and book-to-bill ratios in a given period;
- issuance of new or changed securities analysts' reports or recommendations;
- results of operations that vary from expectations of securities analysis and investors;
- guidance, if any, that we provide to the public, any changes in this guidance or our failure to meet this guidance;
- strategic actions by us or our competitors;
- announcement by us, our competitors or our acquisition targets;
- sales, or anticipated sales, of large blocks of our stock;
- additions or departures of key personnel;
- regulatory, legal or political developments;
- public response to press releases or other public announcements by us or third parties, including our filings with the SEC;
- litigation and governmental investigations;
- seasonality associated with U.S. federal, state, regional and local government funding and spending;
- changing economic conditions;
- changes in accounting principles;
- default under agreements governing our indebtedness;
- exchange rate fluctuations; and
- other events or factors, including those from natural disasters, war, actors of terrorism or responses to these events and pandemics, such as the COVID-19 pandemic.

These and other factors, many of which are beyond our control, may cause our operating results and the market price and demand for our shares to fluctuate substantially. While we believe that operating results for any particular quarter are not necessarily a meaningful indication of future results, fluctuations in our quarterly operating results could limit or prevent investors from readily selling their shares and may otherwise negatively affect the market price and liquidity of our shares. In addition, in the past, when the market price of a stock has been volatile, holders of that stock have sometimes instituted securities class action litigation against the company that issued the stock. If any of our stockholders brought a lawsuit against us, we could incur substantial costs defending the lawsuit. Such a lawsuit could also divert the time and attention of our management from our business, which could significantly harm our profitability and reputation.

Sales of outstanding shares of our common stock into the market in the future by the ESOP could cause the market price of our common stock to drop significantly.

At December 31, 2023, we had 146,341,363 shares of our common stock issued and 105,839,978 outstanding. Of these shares, 59,879,857 shares are owned by the ESOP, 45,960,122 shares are publicly owned, and 40,501,385 shares are Treasury stock. We are party to a registration rights agreement with the ESOP Trustee, providing the ESOP with certain demand registration rights related to shares held by the ESOP in the event the ESOP Trustee determines in good faith, in exercising its fiduciary duties under ERISA, that the ESOP is required to sell its shares, which we believe is only likely

to occur if our business, financial condition or results of operations have materially and adversely deteriorated.

Qualifying ESOP participants have the right to receive distributions of shares of our common stock from the ESOP and can sell such shares in the market.

As of December 31, 2023, there were 59,879,857 shares of common stock held in the ESOP. Shares held in the ESOP are eligible for sale in the public market, subject to applicable Rule 144 limitations, vesting restrictions and any applicable market standoff agreements and lock-up agreements. Participants are generally entitled to distributions from the ESOP only following termination of employment or upon death and in order to diversify their accounts upon attaining a specified age and completing a specified number of years of service. As previously noted in the section of Part 1, Item 1 entitled “Employee Stock Ownership Plan”, in December 2020, the board of directors approved an amendment to the Employee Stock Ownership Plan to provide more flexible diversification rights for participants, and in January 2021, the board of directors approved the modification of the thresholds for distributions to participants in the ESOP effective March 1, 2021. In April 2022, the board of directors approved an amendment providing for lump sum distributions to participants and removing the annual installments. Annual diversification elections and five-year vested termination distributions are not impacted by this amendment and will still occur annually and over installments as outlined in the Plan.

ESOP distributions are made in the form of shares of our common stock (other than distributions in respect of fractional shares, which will be made in cash). Upon receiving a distribution of our common stock from the ESOP, a participant will be able to sell such shares in the market. As a result, we cannot predict the effect, if any, that these distributions and the corresponding sales of shares by the participants may have on the market price of our common stock. Distribution of substantial amounts of our common stock to participants may cause the market price of our common stock to decline.

The issuance of additional stock, not reserved for issuance under our equity incentive plans or otherwise, will dilute all other stockholdings.

We have an aggregate of 853,658,637 shares of common stock authorized but not outstanding and not reserved for issuance under our 2021 Plan, under our existing Incentive Plans or otherwise. We may issue all of these shares without any action or approval by our stockholders. The issuance of additional shares could be dilutive to existing holders. We historically have made annual contributions of our common stock to the ESOP. We made contributions of 915,113 shares in fiscal 2023, 1,188,129 shares in fiscal 2022, and 1,631,477 shares in fiscal 2021 of our common stock to the ESOP and intend to continue to make annual contributions in shares of our common stock to the ESOP. In fiscal 2023, 2022 and 2021, we made annual contributions to the ESOP in shares of our common stock in the amount of 8% of the participants’ cash compensation for the applicable year (net of shares forfeited by participants in the applicable year). For future fiscal years, the annual contribution to the ESOP shall be in amounts as determined by the board of directors.

Your ability to influence corporate matters may be limited because the ESOP beneficially owns a majority of our stock and therefore our ESOP participants, voting the shares allocated to them under the ESOP, or the ESOP Trustee, who will have the right to vote shares for which no voting instructions are provided by employees, could have substantial control over us.

Our common stock has one vote per share. The ESOP beneficially owns approximately 57% of our outstanding common stock, 40% of which is owned by current employees of Parsons Corporation. Under the terms of the ESOP, each participant has the ability to direct the ESOP Trustee on the voting of the shares allocated to his or her account under the ESOP. However, the ESOP Trustee will vote any shares that a participant does not direct the voting, or any shares that are held by the ESOP which are not allocated to participants’ accounts. As such, the ESOP Trustee may be able to exercise a greater influence than otherwise over matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions.

The purpose of the ESOP is to provide retirement income to employees and their beneficiaries. Accordingly, the interests of the ESOP and the ESOP participants may be contrary to yours as an outside investor.

ERISA sets forth certain fiduciary requirements that require an ERISA fiduciary, like the ESOP Trustee, to act solely in the interests of plan participants and their beneficiaries for the purpose of providing retirement benefits. The Department of Labor, which is the agency with the authority to interpret and enforce the fiduciary sections of ERISA, has indicated in its interpretative guidance that voting is an ERISA fiduciary act. The ESOP Trustee's fiduciary duties under ERISA to the ESOP and its participants may cause the ESOP Trustee to override participants' voting directions to the extent that following such directions would violate ERISA. In such case, the ESOP Trustee will be able to exercise voting control over all of the ESOP's shares. Further, the interests of the minority stockholders may not be aligned with those of the ESOP as the majority stockholder, because the ESOP Trustee is required under ERISA to act in the best interest of the ESOP participants and beneficiaries, this may present a conflict.

As a result, the concentration of ownership in our company by the ESOP could delay or prevent a change in control of our company or otherwise discourage a potential acquirer from attempting to obtain control of our company, which in turn could reduce the price of our common stock.

We are a "controlled company" within the meaning of the New York Stock Exchange listing standards and, as a result, qualify for exemptions from certain corporate governance requirements. You may not have the same protections afforded to stockholders of companies that are subject to such requirements.

The ESOP holds common stock representing approximately 57% of the voting power of our common stock as of December 31, 2023. As a result, we are considered a "controlled company" for the purposes of New York Stock Exchange ("NYSE") rules and corporate governance standards. As a controlled company, we are exempt from certain NYSE corporate governance requirements, including those that would otherwise require our board of directors to have a majority of independent directors and require that we either establish compensation and nominating and corporate governance board committees, each comprised entirely of independent directors, or otherwise ensure that the compensation of our executive officers and nominees for directors are determined or recommended to the board of directors by the independent members of the board of directors. While we intend to have a majority of independent directors, and our compensation and nominating and corporate governance committees to consist entirely of independent directors, we may decide at a later time to rely on one of the "controlled company" exemptions. Accordingly, our common stock may not have the same protections afforded to stockholders of companies that are subject to all of the NYSE corporate governance requirements.

Our ability to raise capital in the future may be limited, which could limit our business plan or adversely affect your investment.

Our business and strategic plans may consume resources faster than we anticipate. In the future, we may need to raise additional funds through the issuance of new equity securities, debt or a combination of both. However, any decline in the market price of our common stock could impair our ability to raise capital. Separately, additional financing may not be available on favorable terms, or at all. If adequate funds are not available on acceptable terms, we may be unable to fund our operations or new investments. If we issue new debt securities, the debt holders would have rights senior to common stockholders to make claims on our assets, and the terms of any debt could restrict our operations, including our ability to pay dividends on our common stock. If we issue additional equity securities, existing stockholders will experience dilution, and the new equity securities could have rights senior to those of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our stockholders bear the risk of our future securities offerings reducing the market price of our common stock and diluting their interest.

Anti-takeover provisions in our organizational documents could delay a change in management and limit our share price.

Provisions of our certificate of incorporation and bylaws could make it more difficult for a third party to acquire control of us even if such a change in control would increase the value of our common stock and prevent attempts by our stockholders to replace or remove our current board of directors or management.

We have a number of anti-takeover devices that could hinder takeover attempts and could reduce the market value of our common stock or prevent sale at a premium. Our anti-takeover provisions:

- permit the board of directors to establish the number of directors and fill any vacancies and newly created directorships;
- provide that our board of directors is classified into three classes with staggered, three-year terms and that directors may only be removed for cause;
- include blank-check preferred stock, the preference, rights and other terms of which may be set by the board of directors and could delay or prevent a transaction or a change in control that might involve a premium price for our common stock or otherwise benefit our stockholders;
- eliminate the ability of our stockholders to call special meetings of stockholders;
- specify that special meetings of our stockholders can be called only by our board of directors, or a board committee authorized with the power to call such meetings;
- prohibit stockholder action by written consent, which has the effect of requiring all stockholder actions to be taken at a meeting of our stockholders;
- provide that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum;
- prohibit cumulative voting in the election of directors; and
- establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at annual stockholders' meetings.

In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law (DGCL). These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a period of time.

Our certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for the following civil actions:

- any derivative action or proceeding brought on our behalf;
- any action asserting a claim of breach of a fiduciary duty by any of our directors, officers, employees or agents or our stockholders;
- any action asserting a claim arising pursuant to any provision of the DGCL or our certificate of incorporation or bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware; or
- any action asserting a claim governed by the internal affairs doctrine.

This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that the stockholder finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and other employees. Alternatively, if a court were to find the choice of forum provision contained in our certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could have a material adverse effect on our business, financial condition or results of operations.

We have no current plans to declare dividends.

We do not currently pay a dividend and have no current plans to declare any cash dividends to holders of our common stock. Any determination to pay dividends in the future will be at the discretion of our board of directors and will depend upon results of operations, financial condition, any contractual restrictions, our indebtedness, restrictions imposed by applicable law and other factors our board of directors deems relevant. Consequently, investors may need to sell all or part of their holdings of our common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking cash dividends should not purchase our common stock.

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.

The trading market for our common stock depends, in part, on the research and reports that securities or industry analysts publish about us or our business. If an analyst who covers us downgrades our common stock or publishes inaccurate or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, demand for our common stock could decrease, which could cause our stock price and trading volume to decline.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity.

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information. Our cybersecurity risk management program includes a cybersecurity incident response plan.

We use NIST Cybersecurity Framework and CIS Critical Security Controls as a guide to help us identify, assess, and manage cybersecurity relevant to our business. This does not imply that we meet any particular technical standards, specifications, or requirements.

Our cybersecurity risk management program is integrated with our overall enterprise risk management program, and shares common methodologies, reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas. Our cybersecurity risk management program includes the following key elements:

- risk assessments designed to help identify material cybersecurity risks to our critical systems, information, services, and our broader enterprise IT environment;
- a team comprised of IT security, IT infrastructure, and IT compliance personnel principally responsible for directing (1) our cybersecurity risk assessment processes; (2) our security processes; and (3) our response to cybersecurity incidents;
- the use of external cybersecurity service providers, where appropriate, to assess, test or otherwise assist with aspects of our security processes;

- cybersecurity awareness training of employees with access to our IT systems;
- a cybersecurity incident response plan and Security Operations Center to respond to cybersecurity incidents;
- a third-party risk management process for service providers.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations, or financial condition. We face certain ongoing risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial conditions, as we have described in the Risk Factors section of this Form 10-K.

Cybersecurity Governance

Our Board considers cybersecurity risk as critical to the enterprise and delegates the cybersecurity risk oversight function to the Audit and Risk Committee. The Audit and Risk Committee oversees management's design, implementation, and enforcement of our cybersecurity risk management program.

Our Chief Security Officer reports to the Chief Technology Officer and works closely with the Chief Legal Officer to ensure that all disclosure or reporting requirements are satisfied if an incident were to occur. The Chief Security Officer leads Parsons' overall cybersecurity function and provides quarterly reports to the Audit and Risk Committee on our cybersecurity risks, including briefings on our cybersecurity risk management program and cybersecurity incidents. The Audit and Risk Committee also receives periodic presentations on relevant cybersecurity topics as part of the Committee and the Board's continuing education on topics that impact public companies.

Our Chief Security Officer supervises efforts to prevent, detect, mitigation and remediate cybersecurity risks and incidents through various means, which include briefings from internal security personnel; threat intelligence and other information obtained from governmental, public or private sources, including external cybersecurity service providers; and alerts and reports produced by security tools deployed in the IT environment. Our Chief Security Officer is responsible for assessing and managing our material risks from cybersecurity threats and has primary responsibility for leading our overall cybersecurity risks management program and supervises both our internal cybersecurity personnel and our external cybersecurity service providers. Our Chief Security Officer has significant global experience in managing and leading IT and cybersecurity teams and holds cybersecurity certifications from leading cybersecurity training and research institutes.

Item 2. Properties.

Our headquarters are located in Chantilly, Virginia. As of December 31, 2023, we leased 272 commercial facilities (including our headquarters) with an aggregate of approximately 2.6 million square feet of space across 36 U.S. states and 16 countries used in connection with the various services rendered to our customers. Additionally, we operate at several customer-accredited Sensitive Compartmented Information Facilities, which are highly specialized, secure facilities used to perform classified work for the United States intelligence community. We also have employees working at customer sites throughout the U.S. and in other countries. We believe our facilities are adequate for our current and presently foreseeable needs.

Item 3. Legal Proceedings.

Our performance under our contracts and our compliance with the terms of those contracts and applicable laws and regulations are subject to continuous audit, review and investigation by our customers, including the U.S. federal government. In addition, we are from time to time involved in legal proceedings and investigations arising in the ordinary course of business, including those relating to employment matters, relationships with clients and contractors, intellectual property disputes, environmental matters and other business matters. Although the outcome of any such matter is inherently

uncertain and may be materially adverse, based on current information, except as noted below, we believe there are no pending lawsuits or claims that may have a material adverse effect on our business, financial condition or results of operations.

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. We are awaiting the court’s rulings upon such motions, which will determine whether a trial will be necessary for this matter in 2024.

On November 28, 2023, a Proposed Statement of Decision was filed with the clerk of the Superior Court of the State of California In and For the County of San Mateo proposing 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") (including approximately $62.5 million relating to claims assigned to Parsons pursuant to a prior settlement with the Peninsula Corridor Joint Powers Board and approximately $40 million attributable to Parsons’ contractual and indemnification claims). 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. Alstom filed objections to the Proposed Statement of Decision, and Parsons has filed its responses to the objections. It is anticipated that the court will enter a final decision in the first quarter of 2024.

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

Item 4. Mine Safety Disclosures.

Not Applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our common stock is listed on the NYSE under the ticker symbol "PSN".

Dividend Policy

During the years ended December 31, 2023, 2022 and 2021, the Company did not declare any dividends. We currently do not intend to declare or pay any cash dividends in the foreseeable future. Any determination to pay dividends on our capital stock will be at the discretion of our board of directors, subject to applicable laws, and will depend on our financial condition, results of operations, capital requirements, restrictions under our Convertible Senior Notes, or the Delayed Draw Term Loan and Credit Agreement, and other factors that our board of directors considers relevant.

Shareholders

According to the records of our transfer agent, there were three shareholders of record as of February 5, 2024.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2023 regarding compensation plans under which our equity securities are authorized for issuance.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (a)		Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)	
Equity compensation plans approved by security holders (1)	-			1,463,790	(2)
Equity compensation plans not approved by security holders	2,093,336	(3)		8,238,003	(4)
Total	2,093,336			9,701,793	

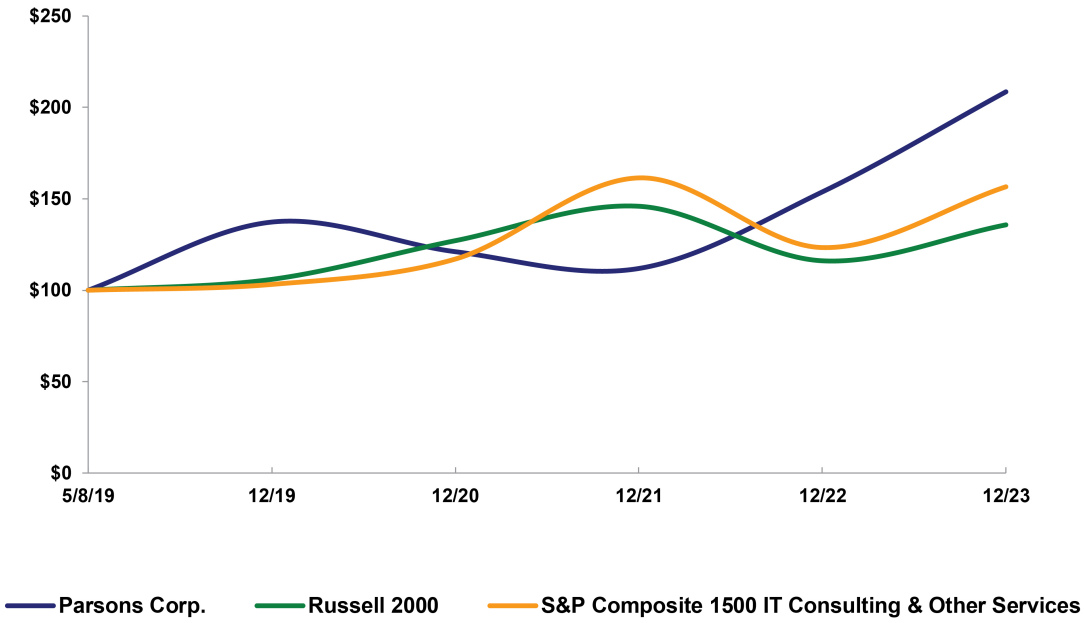
(1) Consists of the 2020 Employee Stock Purchase Plan.
(2) Amount represents 1,463,790 shares remaining available for future issuance under the 2020 Employee Stock Purchase Plan (of which 52,364 shares were purchased pursuant to the offering period that ended on December 31, 2023).
(3) Amount represents the sum of 2,093,336 shares of common stock subject to outstanding RSU and PSU awards under the 2019 Incentive Plan (with PSU awards reflected at "target" levels),
(4) Amount represents 8,238,003 shares remaining available for future issuance under the 2019 Incentive Plan.

Performance Graph

The following graph compares the cumulative total return, from the date of the Company's initial public offering ("IPO") through December 31, 2023, to shareholders of Parsons Corporation common stock relative to the cumulative total returns of the Russell 2000 Index and the Standard and Poor's IT Consulting & Other Services Index. The graph assumes that the value of the initial investment in our common stock and each of the two indexes was $100 on May 8, 2019, the date of the Company's IPO, and tracks it through December 31, 2023 (including reinvestment of dividends). The stock performance included in this graph is not necessarily indicative of future stock price performance.

COMPARISON OF 56 MONTH CUMULATIVE TOTAL RETURN*

Among Parsons Corp., the Russell 2000 Index
and the S&P Composite 1500 IT Consulting & Other Services Index



*$100 invested on 5/8/19 in stock or 4/30/19 in index, including reinvestment of dividends.
Fiscal year ending December 31.

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	5/8/19	12/19	12/20	12/21	12/22	12/23
Parsons Corp.	100.00	137.28	121.08	111.91	153.81	208.55
Russell 2000	100.00	105.95	127.10	145.93	116.11	135.76
S&P Composite 1500 IT Consulting & Other Services	100.00	103.18	117.05	161.45	123.35	156.59

Securities Authorized for Issuance Under Equity Compensation Plans

The information required by this item with respect to our equity compensation plans is incorporated by reference to our 2024 Proxy Statement.

Recent Sales of Unregistered Securities

None.

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 $100,000,000 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. 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.

As of December 31, 2023, the Company has spent $54.7 million (which includes commissions paid of $29 thousand) repurchasing 1,426,476 shares of Common Stock at an average price of $38.35 per share.

The following table presents the Company's purchase of equity securities for the three months ended December 31, 2023.

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
October 1 to 31, 2023	-	$ -	-	$ 48,299,563
November 1 to 30, 2023	-	$ -	-	48,299,563
December 1 to 31, 2023	47,535	$ 63.11	47,535	45,299,670
Total	47,535	$ 63.11	47,535	$ 45,299,670

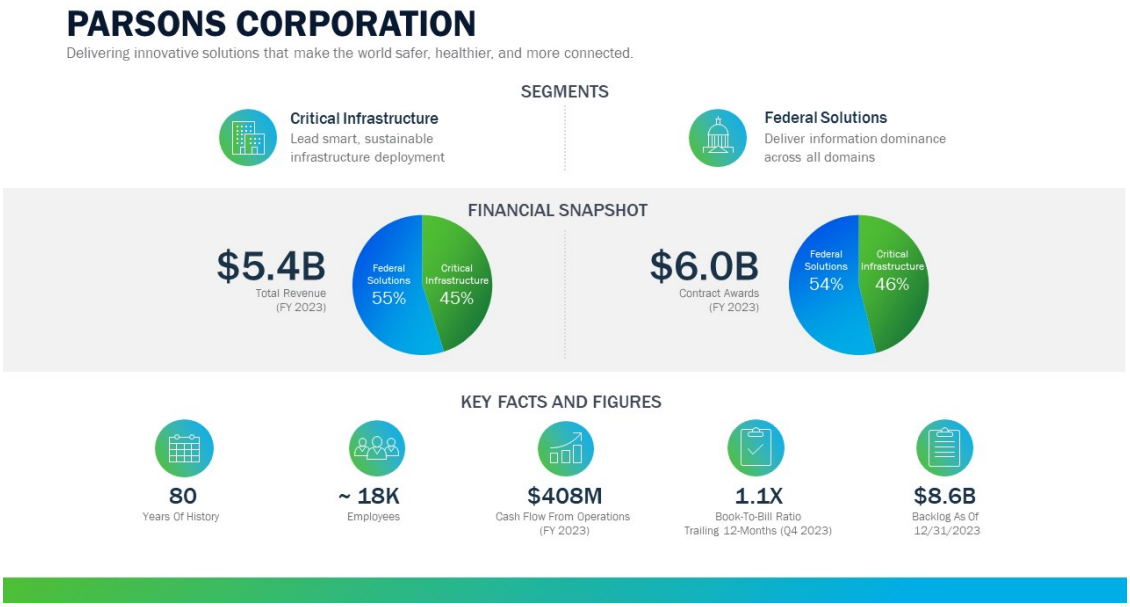
(1) Includes commissions and calculated at the average price per share

Item 6. Reserved

Item 7. 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 Annual Report on Form 10-K. 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." Actual results may differ materially from those contained in any forward-looking statements.



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 and intelligence, space and missile defense, critical infrastructure protection, transportation, environmental remediation and urban development. 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 is an advanced technology provider to the U.S. government. Our Critical Infrastructure business provides integrated design and engineering services for complex physical and digital infrastructure around the globe.

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):

	Period Ended		
	December 31, 2023	December 31, 2022	December 31, 2021
Awards	$ 5,996,780	$ 4,274,721	$ 4,565,792
Backlog (1)	$ 8,592,271	$ 8,179,245	$ 8,346,937
Book-to-Bill	1.1	1.0	1.2

(1) Difference between our backlog of $8.6 billion and our remaining unsatisfied performance obligations, or RUPO, of $6.4 billion, each as of December 31, 2023, 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 total value of new awards for the periods presented below (in thousands):

	Fiscal Year Ended		
	December 31, 2023	December 31, 2022	December 31, 2021
Federal Solutions	$ 3,259,052	$ 1,921,123	$ 2,458,528
Critical Infrastructure	2,737,728	2,353,598	2,107,264
Total Awards	$ 5,996,780	$ 4,274,721	$ 4,565,792

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 change in new awards in both our Federal Solutions and Critical Infrastructure segments for the year ended December 31, 2023 when compared to the corresponding period last year was primarily driven by an overall increase in the number of large contract awards.

Backlog

We define backlog to include the following two components:

- Funded—Funded backlog represents the revenue value of orders for services under existing contracts for which funding is appropriated or otherwise authorized less revenue previously recognized on these contracts.
- Unfunded—Unfunded backlog represents the revenue value of orders for services under existing contracts for which funding has not been appropriated or otherwise authorized less revenue previously recognized on these contracts. Unfunded backlog does not include potential task orders expected to be awarded under multiple awards IDIQ contract vehicles, where task orders are competitively awarded and separately priced.

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 (in thousands):

	As of		
	December 31, 2023	December 31, 2022	December 31, 2021
Federal Solutions:			
Funded	$ 1,454,581	$ 1,257,537	$ 1,414,985
Unfunded	3,490,781	3,586,791	3,906,678
Total Federal Solutions	4,945,362	4,844,328	5,321,663
Critical Infrastructure:			
Funded	3,578,902	3,280,701	2,957,968
Unfunded	68,007	54,216	67,306
Total Critical Infrastructure	3,646,909	3,334,917	3,025,274
Total Backlog (1)	$ 8,592,271	$ 8,179,245	$ 8,346,937

(1) Difference between our backlog of $8.6 billion and our RUPO of $6.4 billion, each as of December 31, 2023, 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 $3.8 billion of our funded backlog at December 31, 2023 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—Risks Relating to Our Business—We may not realize the full value of our backlog, which may result in lower than expected revenue.”

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. Our backlog will fluctuate in any given period based on the volume of awards issued and the rate of revenue generated from our existing contracts.

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:

	Fiscal Year Ended		
	December 31, 2023	December 31, 2022	December 31, 2021
Federal Solutions	1.1	0.9	1.3
Critical Infrastructure	1.1	1.2	1.2
Overall	1.1	1.0	1.2

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 well 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

I.S. Engineers, LLC

On October 31, 2023, the Company entered into a Membership Interest Purchase Agreement to acquire a 100% ownership interest in I.S. Engineers, LLC, a privately-owned company, for $12.2 million, subject to certain adjustments. Headquartered in Texas, I.S. Engineers, LLC provides full-service consulting specializing in transportation engineering, including roads and highways, and program management. The financial results of I.S. Engineers have been included in our consolidated results of operations from October 31, 2023 onward.

Sealing Technologies, Inc.

On August 23, 2023, the Company acquired a 100% ownership interest in Sealing Technologies, Inc (“SealingTech”), a privately-owned company, for $179.3 million and up to an additional $25 million in the event an earn out revenue target is exceeded. Headquartered in Maryland, SealingTech expands Parsons’ customer base across the Department of Defense and Intelligence Community, and further enhances the company’s capabilities in defensive cyber operations; integrated mission-solutions powered by artificial intelligence (AI) and machine learning (ML); edge computing and edge access modernization; critical infrastructure protection; and secure data management. The financial results of SealingTech have been included in our consolidated results of operations from August 23, 2023 onward.

IPKeys Power Partners

On April 13, 2023, the Company entered into a merger agreement to acquire a 100% ownership interest in IPKeys Power Partners (“IPKeys”), a privately-owned company, for $43.0 million. The merger brings IPKeys' established customer base, expanding Parsons' presence in two rapidly growing end markets: grid modernization and cyber resiliency for critical infrastructure. Headquartered in Tinton Falls, New Jersey, IPKeys is a trusted provider of enterprise software platform solutions that is actively delivering cyber and operational security to hundreds of electric, water, and gas utilities across North America. The financial results of IPKeys have been included in our consolidated results of operations from April 13, 2023 onward.

Xator Corporation

On May 31, 2022, the Company acquired Xator Corporation for $387.5 million. This strategic acquisition expands Parsons' presence within the U.S. Special Operations Command, the Intelligence Community, Federal Civilian customers, and global critical infrastructure markets, while providing new customer access at the Department of State. Xator also expands Parsons' customer base and brings differentiated technical capabilities in critical infrastructure protection, counter-unmanned aircraft systems (cUAS), intelligence and cyber solutions, biometrics, and global threat assessment and operations, increasing our addressable market in both the Federal Solutions and Critical Infrastructure segments. The financial results of Xator have been included in our consolidated results of operations from May 31, 2022 onward.

BlackHorse Solutions, Inc.

On July 6, 2021, the Company acquired BlackHorse for $205.0 million. BlackHorse expands Parsons' capabilities and products in next-generation military, intelligence, and space operations, specifically in cyber electronic warfare and information dominance. The acquisition was entirely funded by cash on-hand. The financial results of BlackHorse have been included in our consolidated results of operations from July 6, 2021 onward.

Echo Ridge LLC

On July 30, 2021, the Company acquired Echo Ridge for $9.0 million. Echo Ridge adds position, navigation, and timing devices; modeling, simulation, test, and measurement tools; and deployable software defined radio products and signal processing services to Parsons' space portfolio. The acquisition was entirely funded by cash on-hand. The financial results of Echo Ridge have been included in our consolidated results of operations from July 30, 2021 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 Polices*” in the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for a description of our policies on revenue recognition applicable to each type of contract.

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

	Fiscal Year Ended		
	December 31, 2023	December 31, 2022	December 31, 2021
Fixed-price	33%	27%	26%
Time-and-materials	25%	28%	28%
Cost-plus	42%	45%	46%

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 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.

The Company is involved in a significant volume of contracts with the United States federal government and state and local governments. Approximately 55%, 53%, and 52% of consolidated revenues for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, respectively were derived from contracts with the United States federal government. No other customers represented 10% or more of consolidated revenues or accounts receivable in any of the periods presented.

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 earnings (losses) of unconsolidated joint

ventures. Our revenues included $213.8 million in 2023, $217.4 million in 2022, and $204.7 million in 2021 related to services we provided to our unconsolidated joint ventures.

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. In 2023, 2022 and 2021, we made annual contributions to the ESOP in the amount of 8% of the participants' cash compensation for the applicable year. Total ESOP contribution expense was $58.2 million for 2023, $54.7 million for 2022, and $54.9 million for fiscal 2021, and is recorded in "Direct cost of contracts" and "Selling, general and administrative expenses." We expect operating expenses to increase due to our anticipated growth. However, on a forward-looking basis, we generally expect these costs to decline as a percentage of our total revenue as we realize the benefits of scale.

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 Convertible Senior Notes, Credit Agreement and Delayed Draw Term Loan.

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

Year ended December 31, 2023 compared to year ended December 31, 2022

The following table sets forth our results of operations for fiscal 2023 and fiscal 2022 as a percentage of revenue.

	Fiscal Year Ended	
	December 31, 2023	December 31, 2022
Revenues	100.0 %	100.0 %
Direct costs of contracts	77.8 %	77.4 %
Equity in (losses) earnings of unconsolidated joint ventures	(0.9)%	0.4 %
Selling, general and administrative expenses	16.0 %	18.5 %
Operating income	5.3 %	4.4 %
Interest income	0.0 %	0.0 %
Interest expense	(0.6)%	(0.6)%
Other income, net	0.1 %	0.1 %
Total other income benefit (expense)	(0.4)%	(0.5)%
Income before income tax expense	4.9 %	4.0 %
Income tax expense	(1.0)%	(0.9)%
Net income including noncontrolling interests	3.8 %	3.0 %
Net income attributable to noncontrolling interests	(0.9)%	(0.7)%
Net income attributable to Parsons Corporation	3.0 %	2.3 %

Revenue

	Fiscal Year Ended		Variance	
(U.S. dollars in thousands)	December 31, 2023	December 31, 2022	Dollar	Percent
Revenue	$ 5,442,749	$ 4,195,272	$ 1,247,477	29.7 %

Revenue for the year ended December 31, 2023 compared to the prior year increased $1.2 billion. Revenue increased in both the Federal Solutions and Critical Infrastructure segments by $807.7 million and $439.8 million, respectively. See “—Segment Results” below for further discussion.

Direct costs of contracts

	Fiscal Year Ended		Variance	
(U.S. dollars in thousands)	December 31, 2023	December 31, 2022	Dollar	Percent
Direct cost of contracts	$ 4,236,735	$ 3,248,550	$ 988,185	30.4 %

Direct cost of contracts for the year ended December 31, 2023 compared to the prior year increased $988.2 million. Direct cost of contracts increased in both the Federal Solutions and Critical Infrastructure segments by $672.1 million and $316.1 million, respectively. The increases were primarily due to an increase in business volume and from business acquisitions offset by a decrease of $37.9 million in the Critical Infrastructure segment related to a legal matter on a previously completed contract.

Equity in (losses) earnings of unconsolidated joint ventures

	Fiscal Year Ended		Variance	
(U.S. dollars in thousands)	December 31, 2023	December 31, 2022	Dollar	Percent
Equity in (losses) earnings of unconsolidated joint ventures	$ (47,751)	$ 16,347	$ (64,098)	(392.1)%

Equity in (losses) earnings of unconsolidated joint ventures for the year ended December 31, 2023 decreased by $64.1 million compared to the prior year. The decrease was primarily related to write-downs on joint ventures of $83.4 million.

$57.9 million of the joint venture write-downs related to Parsons' participation in a design build joint venture. The write-down relates to supply chain challenges identified during the procurement of materials which impacted the estimate to complete the project.

Selling, general and administrative expenses

	Fiscal Year Ended		Variance	
(U.S. dollars in thousands)	December 31, 2023	December 31, 2022	Dollar	Percent
Selling, general and administrative expenses	$ 869,905	$ 777,403	$ 92,502	11.9 %

SG&A expenses for the year ended December 31, 2023 increased by $92.5 million compared to the prior year. The increase in SG&A was primarily due to an increase of $35.9 million related to employee incentive programs, a $23.7 million increase from business acquisitions, a $17.0 million increase primarily related to business development and sales activities, and a $7.3 million increase in general liability insurance costs. As a percent of revenue, our SG&A declined from 18.5% in 2022 to 16.0% in 2023.

Total other income (expense)

	Fiscal Year Ended		Variance	
(U.S. dollars in thousands)	December 31, 2023	December 31, 2022	Dollar	Percent
Interest income	$ 2,191	$ 966	$ 1,225	126.8 %
Interest expense	(31,497)	(23,185)	(8,312)	(35.9)%
Other income (expense), net	5,001	2,775	2,226	80.2 %
Total other income (expense)	$ (24,305)	$ (19,444)	$ (4,861)	(25.0)%

Interest income increased for the year ended December 31, 2023 compared to the corresponding period last year primarily due to an increase in interest rates compared to the prior year on investments in government money funds.

Interest expense increased for the year ended December 31, 2023 compared to the corresponding period last year primarily due to higher interest rates on borrowings.

The amounts in other income (expense), net, are primarily related to transaction gains and losses on foreign currency transactions, sublease income, and contingent consideration.

Income tax expense

	Fiscal Year Ended		Variance	
(U.S. dollars in thousands)	December 31, 2023	December 31, 2022	Dollar	Percent
Income tax expense	$ 56,138	$ 39,657	$ 16,481	41.6 %

Income tax expense increased in fiscal 2023 primarily due to an increase in overall earnings and an increase in foreign withholding taxes partially offset by increases in the foreign-derived intangible income (FDII) deduction and earnings in lower tax jurisdictions.

Our effective tax rate was 21.3% and 23.9% for the years ended December 31, 2023 and 2022, respectively. The difference between the statutory U.S. federal income tax rate of 21% and the effective tax rate for the year ended December 31, 2023 primarily relates to state income taxes, valuation allowance on foreign tax credit carryovers originating from foreign withholding taxes offset in part by benefits related to income attributable to noncontrolling interests, earnings in lower tax jurisdictions, the FDII deduction, and federal business tax credits.

Effective for tax year 2022, the Tax Cuts and Jobs Act of 2017 eliminated the option to currently deduct research and development expenditures in the year incurred and requires taxpayers to amortize such expenditures over five years for tax purposes (15 years for foreign research and development expenditures). This provision resulted in additional cash tax liability for the 2023 tax year of approximately $12 million. On January 31, 2024, the House of Representatives passed a tax relief package (the Tax Relief for American Families and Workers Act of 2024). The key tax proposal that would impact our tax position is a deferral of the mandatory capitalization of research expenditures for domestic expenditures, retroactive to expenses paid or incurred after December 31, 2021 and before January 1, 2026. If this tax proposal is enacted, we would expect a $15 million and a $12 million decrease to our cash tax liabilities for tax years 2022 and 2023, respectively. We would recognize any changes in our financial results in the period of enactment.

Year ended December 31, 2022 compared to year ended December 31, 2021

The following table sets forth our results of operations for fiscal 2022 and fiscal 2021 as a percentage of revenue.

	Fiscal Year Ended	
	December 31, 2022	December 31, 2021
Revenues	100.0 %	100.0 %
Direct costs of contracts	77.4 %	76.7 %
Equity in earnings of unconsolidated joint ventures	0.4 %	1.0 %
Selling, general and administrative expenses	18.5 %	20.7 %
Operating income	4.4 %	3.6 %
Interest income	0.0 %	0.0 %
Interest expense	(0.6)%	(0.5)%
Other income, net	0.1 %	(0.1)%
Total other income benefit (expense)	(0.5)%	(0.5)%
Income before income tax expense	4.0 %	3.1 %
Income tax expense	(0.9)%	(0.6)%
Net income including noncontrolling interests	3.0 %	2.4 %
Net income attributable to noncontrolling interests	(0.7)%	(0.7)%
Net income attributable to Parsons Corporation	2.3 %	1.8 %

Revenue

	Fiscal Year Ended		Variance	
(U.S. dollars in thousands)	December 31, 2022	December 31, 2021	Dollar	Percent
Revenue	$ 4,195,272	$ 3,660,771	$ 534,501	14.6 %

Revenue for the year ended December 31, 2022 compared to the prior year increased $534.5 million. This increase was primarily due to an increase in revenue in our Federal Solutions segment of $324.9 million and an increase in our Critical Infrastructure segment of $209.6 million. See “—Segment Results” below for further discussion.

Direct costs of contracts

(U.S. dollars in thousands)	Fiscal Year Ended December 31, 2022	Fiscal Year Ended December 31, 2021	Variance Dollar	Variance Percent
Direct cost of contracts	$ 3,248,550	$ 2,807,950	$ 440,600	15.7 %

Direct cost of contracts for the year ended December 31, 2022 compared to the prior year increased $440.6 million. This increase was primarily due to an increase in direct cost of contracts in our Federal Solutions segment of $272.6 million and an increase in our Critical Infrastructure segment of $168.0 million. The increases were primarily due to an increase in business volume from recent contract awards and business acquisitions.

Equity in earnings of unconsolidated joint ventures

(U.S. dollars in thousands)	Fiscal Year Ended December 31, 2022	Fiscal Year Ended December 31, 2021	Variance Dollar	Variance Percent
Equity in earnings of unconsolidated joint ventures	$ 16,347	$ 36,862	$ (20,515)	(55.7)%

Equity in earnings of unconsolidated joint ventures for the year ended December 31, 2022 decreased by $20.5 million compared to the prior year. The decrease was primarily related to change orders which delayed joint venture profits to future periods and a reduction in activity.

Selling, general and administrative expenses

(U.S. dollars in thousands)	Fiscal Year Ended December 31, 2022	Fiscal Year Ended December 31, 2021	Variance Dollar	Variance Percent
Selling, general and administrative expenses	$ 777,403	$ 757,237	$ 20,166	2.7 %

SG&A expenses for the year ended December 31, 2022 increased by $20.2 million compared to the prior year. The increase in SG&A was primarily due to a $17.2 million increase from business acquisitions, a $12.6 million increase related to investments in future growth and general increases in operating costs, a $9.0 million increase in incentives, a $6.2 million increase in transaction related costs primarily related to business acquisition activity, and a $4.8 million increase in compensation costs related to equity-based awards. These increases were partially offset by a $25.0 million decrease in intangible asset amortization primarily related to the drop-off in intangible asset amortization from the Company's older acquisitions offset by intangible amortization from the Company's more recent acquisitions and a reduction in the Company's liability insurance costs of $4.6 million.

Total other (expense) income

(U.S. dollars in thousands)	Fiscal Year Ended December 31, 2022	Fiscal Year Ended December 31, 2021	Variance Dollar	Variance Percent
Interest income	$ 966	$ 396	$ 570	143.9 %
Interest expense	(23,185)	(17,697)	(5,488)	31.0 %
Other income (expense), net	2,775	(2,557)	5,332	(208.5)%
Total other income (expense)	$ (19,444)	$ (19,858)	$ 414	(2.1)%

Interest expense increased for the year ended December 31, 2022 compared to the corresponding period last year primarily due to interest expense from borrowings under the Credit Agreement and

Delayed Draw Term Loan, neither of which had outstanding balances during the year ended December 31, 2021. Interest expense for the year ended December 31, 2022 included $2.1 million associated with a make-whole payment and remaining unamortized debt issuance costs resulting from the repayment of all outstanding Senior Notes under the Company's Private Placement. The amounts in other income (expense), net, are primarily related to transaction gains and losses on foreign currency transactions and sublease income.

Income tax expense

	Fiscal Year Ended		Variance	
(U.S. dollars in thousands)	December 31, 2022	December 31, 2021	Dollar	Percent
Income tax expense	$ 39,657	$ 23,636	$ 16,021	67.8 %

Income tax expense increased in fiscal 2022 primarily due to an increase in earnings and a decrease in foreign tax credits, partially offset by a change in jurisdictional mix of earnings and nonrecurring write down of a foreign tax receivable included in 2021.

Our effective tax rate was 23.9% and 21.0% for the years ended December 31, 2022 and 2021, respectively. The difference between the statutory U.S. federal income tax rate of 21% and the effective tax rate for the year ended December 31, 2022 primarily relates to state income taxes and a recorded valuation allowance on foreign tax credit carryovers, offset in part by benefits related to income attributable to noncontrolling interest, earnings in lower tax jurisdictions and federal research tax credits. For the year ended December 31, 2021, the difference primarily relates to state income taxes and a recorded valuation allowance on foreign tax credit carryovers, a write down of a foreign tax receivable and an increase in executive compensation subject to IRC Section 162(m) limitations, offset by benefits related to income attributable to noncontrolling interest, release of uncertain tax positions, and federal research tax credits.

Effective for tax year 2022, the Tax Cuts and Jobs Act of 2017 eliminated the option to currently deduct research and development expenditures in the year incurred and requires taxpayers to amortize such expenditures over five years for tax purposes (15 years for foreign research and development expenditures). This provision resulted in additional cash tax liability and additional net deferred tax assets for the 2022 tax year of approximately $16 million. This 2022 additional cash tax liability was offset by other carryforward tax attributes. While the largest impact of this provision was to our 2022 cash tax liability, the impact will decline over the five-year amortization period and is expected to have an immaterial impact beginning in year six. Congress is considering legislation that would defer the amortization requirement to later years, possibly with retroactive effect.

Non-GAAP Financial Measures:

(U.S. dollars in thousands)	December 31, 2023	December 31, 2022	December 31, 2021
Other Information:			
Adjusted EBITDA (1)	$ 464,673	$ 352,782	$ 309,720
Net Income Margin (2)	3.8 %	3.0 %	2.4 %
Adjusted EBITDA Margin (3)	8.5 %	8.4 %	8.5 %

(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.

	December 31, 2023	December 31, 2022	December 31, 2021
Net income attributable to Parsons Corporation	$ 161,149	$ 96,664	$ 64,072
Interest expense, net	29,306	22,219	17,301
Income tax expense (benefit)	56,138	39,657	23,636
Depreciation and amortization	119,973	120,501	144,209
Net income attributable to noncontrolling interests	46,766	29,901	24,880
Equity-based compensation	36,151	24,354	19,601
Transaction-related costs (a)	12,013	16,270	11,965
Restructuring (b)	1,244	213	736
Other (c)	1,933	3,003	3,320
Adjusted EBITDA	$ 464,673	$ 352,782	$ 309,720

(a) Reflects costs incurred in connection with acquisitions, and other non-recurring transaction costs, primarily fees paid for professional services and employee retention.
(b) Reflects costs associated with and related to our corporate restructuring initiatives.
(c) 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 included in this Annual Report on Form 10-K because it is 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 to 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 U.S. 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 U.S. GAAP. We define Adjusted EBITDA as net income attributable to Parsons Corporation, adjusted to include net income 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, equity-based compensation, 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 U.S. 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.

See "Segment Results" below and "Note 20—*Segments Information*" in the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for further discussion regarding our segment Adjusted EBITDA attributable to Parsons Corporation

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.

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

	Fiscal Year Ended		
(U.S. dollars in thousands)	December 31, 2023	December 31, 2022	December 31, 2021
Federal Solutions Adjusted EBITDA attributable to Parsons Corporation	$ 289,250	$ 199,004	$ 162,733
Critical Infrastructure Adjusted EBITDA attributable to Parsons Corporation	127,785	123,385	121,700
Adjusted EBITDA attributable to noncontrolling interests	47,638	30,393	25,287
Total Adjusted EBITDA	$ 464,673	$ 352,782	$ 309,720

Year ended December 31, 2023 compared to year ended December 31, 2022

Federal Solutions

	The Year Ended		Variance	
(U.S. dollars in thousands)	December 31, 2023	December 31, 2022	Dollar	Percent
Revenue	$ 3,020,701	$ 2,212,987	$ 807,714	36.5 %
Adjusted EBITDA attributable to Parsons Corporation	$ 289,250	$ 199,004	$ 90,246	45.3 %

The increase in Federal Solutions revenue for the year ended December 31, 2023 compared to the corresponding period last year was primarily due to organic growth of 25% and increases from business acquisitions of $264.1 million.

The increase in Federal Solutions Adjusted EBITDA attributable to Parsons Corporation for the year ended December 31, 2023 compared to the prior year was primarily due to the factors impacting revenue discussed above and non-recurring incentive fees of approximately $20 million. These increases were offset by higher selling general and administrative costs from business acquisitions, business development and sales activities, and incentive compensation costs as a result of the company's strong operating performance and growing employee base.

Critical Infrastructure

	The Year Ended		Variance	
(U.S. dollars in thousands)	December 31, 2023	December 31, 2022	Dollar	Percent
Revenue	$ 2,422,048	$ 1,982,285	$ 439,763	22.2 %
Adjusted EBITDA attributable to Parsons Corporation	$ 127,785	$ 123,385	$ 4,400	3.6 %

The increase in Critical Infrastructure revenue for the year ended December 31, 2023 compared to the corresponding period last year was substantially due to organic growth.

The increase in Critical Infrastructure Adjusted EBITDA attributable to Parsons for the year ended December 31, 2023 compared to the corresponding period last year was primarily due to increases in business volume and a decrease in direct cost of contracts of $38 million related to a legal matter on a previously completed contract, offset by write-downs on joint ventures discussed above and higher selling general and administrative costs from business development and sales activities and higher incentive compensation costs as a result of the company's strong operating performance and growing employee base.

Year ended December 31, 2022 compared to year ended December 31, 2021

Federal Solutions

(U.S. dollars in thousands)	The Year Ended December 31, 2022	The Year Ended December 31, 2021	Variance Dollar	Variance Percent
Revenue	$ 2,212,987	$ 1,888,050	$ 324,937	17.2 %
Adjusted EBITDA attributable to Parsons Corporation	$ 199,004	$ 162,733	$ 36,271	22.3 %

The increase in Federal Solutions revenue for the year ended December 31, 2022 compared to the corresponding period last year was primarily due to increases from business acquisitions of $205 million, and increases in business volume from recent contract awards and increased activity on existing contracts.

The increase in Federal Solutions Adjusted EBITDA attributable to Parsons Corporation for the year ended December 31, 2022 compared to the prior year was primarily due to increases in business volume, increases related to acquisitions, and a write down on a project in the corresponding period last year.

Critical Infrastructure

(U.S. dollars in thousands)	The Year Ended December 31, 2022	The Year Ended December 31, 2021	Variance Dollar	Variance Percent
Revenue	$ 1,982,285	$ 1,772,721	$ 209,564	11.8 %
Adjusted EBITDA attributable to Parsons Corporation	$ 123,385	$ 121,700	$ 1,685	1.4 %

The increase in revenue for the year ended December 31, 2022 compared to the corresponding period last year was primarily due to an increase in business volume from recent contract awards, increased activity on existing contracts, increased hiring activity, and write downs on projects in the corresponding period last year.

The increase in Critical Infrastructure Adjusted EBITDA attributable to Parsons for the year ended December 31, 2022 compared to the corresponding period last year was primarily due to increases in business volume, partially offset by reduced equity in earnings of $21.9 million and increased 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 and Delayed Draw Term Loan.

As of December 31, 2023, we believe we have adequate liquidity and capital resources to fund our operations, support our debt service and support 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.

During October 2022, we prepaid private placement debt of $200.0 million with borrowings under the revolving credit facility and subsequently borrowed $350.0 million on the 2022 Delayed Draw Term Loan. Proceeds from the Delayed Draw Term Loan were used to pay down the borrowings under the revolving credit facility. See “Note 11 – Debt and Credit Facilities” in the notes to the consolidated financial statements in this Form 10-K for further information.

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 is generally driven by revenue growth. Accounts receivable 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 (net of project accruals, billings in excess of revenue and 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 improve working capital. Net DSO was 59 days at December 31, 2023, down from 69 days at December 31, 2022. and 68 days at December 31, 2021. Our working capital (current assets less current liabilities) was $726.6 million at December 31, 2023, $611.7 million at December 31, 2022 and $601.6 million at December 31, 2021.

Our cash and cash equivalents increased by $10.4 million to $272.9 million at December 31, 2023 from $262.5 million at December 31, 2022. This compares to a decrease in cash and cash equivalents of $81.3 million to $262.5 million at December 31, 2022 from $343.9 million at December 31, 2021.

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

	Fiscal Year Ended		
	December 31, 2023	December 31, 2022	December 31, 2021
Net cash provided by operating activities	$ 407,699	$ 237,526	$ 205,574
Net cash used in investing activities	(375,970)	(417,468)	(240,907)
Net cash (used in) provided by financing activities	(21,871)	100,368	(106,503)
Effect of exchange rate changes	546	(1,770)	(1,496)
Net increase (decrease) in cash and cash equivalents	$ 10,404	$ (81,344)	$ (143,332)

Operating Activities

Net cash provided by 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, provisions for doubtful accounts, amortization of deferred gains, and impairment charges. 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 provided by operating activities increased $170.2 million to $407.7 million during 2023 compared to $237.5 million during 2022. The increase in net cash provided by operating activities is primarily due to a $170.1 million change in net income after adjusting for non-cash items and the 10-day improvement in DSO. This increase was offset, in part, from changes in our working capital accounts of $6.3 million. The changes in the Company's various working capital accounts were driven primarily by the significant increase in business volume during the year ended December 31, 2023 compared to the corresponding period last year.

Net cash provided by operating activities increased $32.0 million to $237.5 million during 2022 compared to $205.6 million during 2021. The increase in net cash provided by operating activities is primarily due to a $40.4 million change in net income after adjusting for non-cash items and a change in the use of cash related to other long-term liabilities of $50.1 million. The long-term liabilities change was primarily driven by CARES Act deferrals from 2020 being reclassed from long-term to short-term at the end of 2021 and long-term portion of insurance reserve reduction during 2021. These increases were offset primarily from changes in our working capital accounts of $58.5 million (primarily from accounts receivable and contract assets, offset by accrued expenses, contract liabilities, accounts payable and prepaid expenses). Net DSO increased one day to 69 days as of December 31, 2022, compared to 68 as of December 31, 2021.

Investing Activities

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

Net cash used in investing activities decreased $41.5 million to $376.0 million during 2023 compared to $417.5 million during 2022. The change was primarily driven by a $157.5 million reduction in payments for acquisitions offset in part by a $102.0 million increase in investments in unconsolidated joint ventures, a $9.8 million increase in capital expenditures (primarily from computer systems and equipment) and a change from return of investments in unconsolidated joint ventures of $4.4 million.

Net cash used in investing activities increased $176.6 million to $417.5 million during 2022 compared to $240.9 million during 2021, primarily due to the use of $379.5 million, net of cash acquired

during 2022 for the acquisition of Xator compared to the use of cash of $189.6 million, net of cash acquired, for the acquisition of BlackHorse and the use of $8.7 million, net of cash acquired, for the acquisition of Echo Ridge, both in 2021. Also impacting the increase in cash used in investing activities was a decrease in proceeds from sale of investments in unconsolidated joint ventures to zero during 2022 compared to $14.8 million during 2021. These increases in cash used in investment activities were offset in part by a $20.8 million decrease in investments in unconsolidated joint ventures.

Financing Activities

Net cash provided by (used in) financing activities is primarily associated with proceeds from debt, the repayment thereof, transactions related to the Company's common stock, and contributions by and distributions to noncontrolling interests.

Net cash (used in) provided by financing activities changed by $122.2 million to $(21.9) million in 2023 compared to $100.4 million in 2022. This change was primarily due to a decrease of $150.0 million from net borrowing related activities and a $7.4 million change in contributions by noncontrolling interests offset by a decrease in distributions to noncontrolling interests of $11.6 billion, a decrease in cash used to repurchase common stock of $11.0 million and from $11.2 million of payments in warrants for the year ended December 31, 2022 that did not reoccur in 2023.

Net cash provided by (used in) financing activities increased $206.9 million to $100.4 million in 2022 compared to $(106.5) million in 2021. Cash provided by financing activities in 2022 included $916.0 million in proceeds from borrowings under our credit agreement and $350 million in proceeds from the Delayed Draw Term Loan. These increases in cash provided by financing activities were offset in part by a change in repayments borrowings under our credit agreement of $866.0 million and a $200 million repayment under our private placement debt.

Letters of Credit

We also 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 $320.7 million as of December 31, 2023. Letters of credit outstanding under the Credit Agreement total $43.8 million.

Critical Accounting Policies and Estimates

Our significant accounting policies are described in "Note 2—*Summary of Significant Accounting Policies*" in the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. Management makes estimates and judgments in preparing our consolidated financial statements. These estimates and judgments affect the reported amounts of certain assets and liabilities and the revenues and expenses reported for the periods presented in the consolidated financial statements. Although such estimates and assumptions are based on information available through the date of the issuance of our consolidated financial statements, actual results could differ significantly from those estimates and assumptions. Our estimates, judgments and assumptions are evaluated periodically and adjusted accordingly.

We believe that the following items are the most critical accounting policies and estimates that involved significant judgment as we prepared our financial statements. We consider an accounting policy or estimate to be critical if the policy or estimate requires assumptions to be made that were uncertain at the time they were made and if changes in these assumptions could have a material impact on our financial condition or results of operations.

Revenue Recognition and Cost Estimation

In our industry, recognition of revenue and profit on long-term contracts requires the use of assumptions and estimates related to total contract revenue, total cost at completion, and the

measurement of progress towards completion. Estimates are continually evaluated as work progresses and are revised when necessary. When a change in estimate is determined to have an impact on contract revenue or profit, we record a positive or negative adjustment to the consolidated statements of income.

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer. The transaction price of a contract is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. To the extent a contract is deemed to have multiple performance obligations, we allocate the transaction price of the contract to each performance obligation using our best estimate of the standalone selling price of each distinct good or service in the contract. We determine the relative standalone selling price utilizing observable prices for the sale of the underlying goods or services. Contracts are considered to have a single performance obligation if the promise to transfer the individual goods or services is not separately identifiable from other promises in the contracts or is not distinct in the context of the contract, which is mainly because we provide a significant service of integrating a complex set of tasks and components into a single project or capability. Engineering and construction contracts are generally accounted for as a single performance obligation, while our engineering and construction supervision contracts are accounted for as two separate performance obligations. When providing construction supervision services, we are not liable for the construction of the asset, but have an overall responsibility to oversee, coordinate, measure, and evaluate the quality of construction work and the performance of the construction contractor on behalf of the customer. Customers are generally billed as we satisfy our performance obligations and payment terms typically range from 30 to 120 days from the invoice date. Billings under certain fixed-price contracts may be based upon the achievement of specified milestones, while some arrangements may require advance customer payment. Our contracts generally do not include a significant financing component.

The transaction price for our contracts may include variable consideration, which includes award and incentive fees, increases to the transaction price for approved and unpriced change orders, claims, and reductions to transaction price for liquidated damages. We recognize adjustments in estimated profit on contracts under the cumulative catch-up method. Under this method, the impact of the adjustment on profit recorded to-date is recognized in the period the adjustment is identified. If at any time the estimate of contract profitability indicates an anticipated loss on the contract, we recognize the total loss in the quarter it is identified.

Claims revenue is related to amounts in excess of agreed contract price that we seek to collect from clients or others for customer-caused delays, errors in specifications and designs, contract terminations, change orders that are either in dispute or are unapproved as to both price and scope, or other causes of unanticipated additional contract costs, including factors outside of our control, where we therefore believe we are entitled to additional compensation. Claims revenue, when recorded, is only recorded to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur. We include certain unapproved claims in the transaction price when the claims are legally enforceable, we consider collection to be probable and believe we can reliably estimate the ultimate value. We continue to engage in negotiations with our customers on our outstanding claims. However, these claims may be resolved at amounts that differ from our current estimates, which could result in increases or decreases in future estimated contract profits or losses. Costs related to claims are recognized when they are incurred.

Change orders, which are a normal and recurring part of our business, are generally not distinct and are accounted for as part of the existing contract. The effect of a change order that is not distinct on the transaction price and our measure of progress for the performance obligation to which it relates is recognized on a cumulative catch-up basis. To the extent change orders included in the transaction price are not resolved in our favor, there could be reductions in, or reversals of previously reported amounts of, revenues and profits, and charges against current earnings. Costs relating to change orders are recognized when they are incurred.

We recognize revenue for most of our contracts over time as performance obligations are satisfied, as we are continuously transferring control to the customer. Typically, revenue is recognized over time

using an input measure (i.e., costs incurred to date relative to total estimated costs at completion) to measure progress.

We often enter into contracts in which the amount billed to the customer corresponds directly with the amount of work performed. These contract types qualify for the “right to invoice” practical expedient method of measuring progress, in which the right to consideration corresponds directly with the value to the customer of our performance to date. For these contracts, revenue is recognized in the amount that we have the right to invoice.

Provisions for anticipated losses on contracts, including those arising from disputes and other contingencies, are recorded in the period such loss becomes known; provisions not ultimately required are released as disputes or contingencies are resolved.

Contract costs include labor and materials, amounts payable to subcontractors, direct overhead costs and equipment expense (primarily depreciation, fuel, maintenance and repairs). All contract costs are recorded as incurred. Changes to estimated contract costs, either due to unexpected events or revisions to management’s initial estimates, for a given project are recognized in the period in which they are determined.

Leases

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (ROU) assets and current and long-term operating lease liabilities in the consolidated balance sheets. Finance leases are included in other noncurrent assets, accrued expenses and other current liabilities and other long-term liabilities in the consolidated balance sheets.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit interest rate, incremental borrowing rates are used based on the information available at commencement date in determining the present value of lease payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term.

We have lease agreements with lease and non-lease components, which are generally accounted for separately. For certain equipment leases, such as vehicles, we account for the lease and non-lease components as a single lease component. Additionally, for certain equipment leases, we apply a portfolio approach to effectively account for the operating lease ROU assets and liabilities.

We have 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 up to the third year.

Business Combinations

The cost of an acquired company is assigned to the tangible and intangible assets purchased and the liabilities assumed on the basis of their fair values at the date of acquisition. The determination of fair values of assets acquired and liabilities assumed requires us to make estimates and use valuation techniques when a market value is not readily available. Any excess of purchase price over the fair value of tangible and intangible assets acquired and obligations assumed is allocated to goodwill. Goodwill typically represents the value paid for the assembled workforce and enhancement of our service offerings. Transaction costs associated with business combinations are expensed as incurred. The

determination of fair values of assets acquired and liabilities assumed requires the Company to make estimates and use valuation techniques when a market value is not readily available. The Company adjusts the preliminary purchase prices allocation, as necessary, during the measurement period of up to one year after the acquisition closing date as the Company obtains more information as to facts and circumstances existing at the acquisition date.

Certain business acquisitions include contingent earn-out arrangements, which are generally based on meeting a revenue target. The fair value of this contingent consideration is included as part of the purchase price of the acquired company on the acquisition date and recorded in at its fair value within other liabilities or other long-term liabilities, as appropriate on the consolidated balance sheets.

We measure our contingent consideration at fair value on a recurring basis using significant unobservable inputs classified within Level 3 of the fair value hierarchy.The fair value of contingent consideration is determined using the option pricing method prescribed in the earnout valuation guide published by The Appraisal Foundation. We consider three major risks associated with earnout, i.e. risk in the underlying metric, risk in the earnout structure, and counterparty credit risk. Our valuation model is based on the Black Scholes option pricing formula and major assumptions including projected revenue, the revenue discount rate, the revenue volatility, and the Company's credit adjusted discount rate. Subsequent adjustments to these assumptions can cause changes to the measure of contingent consideration.

The Company reassess the estimated fair value of contingent consideration on a quarterly basis with any change in the fair value recorded to selling, general and administrative expense in the current quarter. The updated fair value could differ materially from the acquisition date fair value. The amount of contingent consideration ultimately paid that is less than or equal to the liability on the acquisition date is reflected as cash used in financing activities in our consolidated statements of cash flows. Any amounts paid in excess of the liability on the acquisition date is reflected as cash used in operating activities in our consolidated statements of cash flows.

Goodwill and Intangible Assets

Goodwill is not amortized but is subject to an annual impairment test. Interim testing for impairment is performed if indicators of potential impairment exist. For purposes of impairment testing, goodwill is allocated to the applicable reporting units based on the current reporting structure. When evaluating goodwill for impairment, we may decide to first perform a qualitative assessment, or “step zero” impairment test, to determine whether it is more likely than not that impairment has occurred. If we do not perform a qualitative assessment, or if we determine that it is not more likely than not that the fair value of our reporting units exceeds their carrying amounts, we perform a quantitative assessment and calculate the estimated fair value of the respective reporting unit. If the carrying amount of a reporting unit’s goodwill exceeds the fair value of that goodwill, an impairment loss is recognized.

Our decision to perform a qualitative impairment assessment in a given year is influenced by a number of factors, including the significance of the excess of our estimated fair value over carrying value at the last quantitative assessment date, the amount of time in between quantitative fair value assessments, and the date of the applicable acquisitions, if any.

We perform a goodwill impairment test annually, on October 1st of each year, for each reporting unit that requires certain assumptions and estimates be made regarding industry economic factors and future profitability. For the years ended December 31, 2023, December 31, 2022 and December 31, 2021, we performed a quantitative analysis for all of our reporting units. It was determined that the fair value of each of our reporting units substantially exceeded their carrying values. As a result, no goodwill impairments were identified for those periods.

The goodwill impairment test involves determination of the fair value of our reporting units. This process requires significant judgments and estimates, including assumptions about our strategic plans for operations as well as the interpretation of current economic indicators. Development of the present value of future cash flow projections includes assumptions and estimates derived from a review of our expected

revenue growth rates, profit margins, business plans, cost of capital and tax rates. We also make certain assumptions about future market conditions, market prices, interest rates and changes in business strategies. Changes in assumptions or estimates could materially affect the determination of the fair value of a reporting unit. This could eliminate the excess of fair value over carrying value of a reporting unit entirely and, in some cases, result in impairment. Such changes in assumptions could be caused by a loss of one or more significant contracts, reductions in government or commercial client spending, or a decline in the demand for our services due to changing economic conditions. In the event that we determine that our goodwill is impaired, we would be required to record a non-cash charge that could result in a material adverse effect on our results of operations or financial position.

We use the Income Approach and Market Approach (Guideline Transaction and Guideline Company Method) to determine the fair value of reporting units. The Income Approach utilizes the discounted cash flow method, which focuses on the expected cash flow of the reporting unit. In applying this approach, the cash flow is calculated for a finite period of years. Beyond the finite period, a terminal value is developed using a sustainable long-term annual growth rate estimate. Then the finite period cash flows and the terminal value are discounted to present value to arrive at an indication of fair value. We utilized internal financial projections through fiscal 2028. The Market Approach utilizes market comparable transactions and comparable companies to calculate the estimated fair value. The guideline company approach focuses on comparing the reporting unit to select reasonably similar (or ”guideline”) publicly traded companies. Under this method, valuation multiples are derived from the median of the operating data of selected guideline companies and applied to the operating data of the reporting unit to arrive at an indicative value. In the similar transactions approach, consideration is given to prices paid in recent transactions that have occurred in the reporting unit's industry or in related industries. For the Federal Solutions reporting unit, only the Guideline Company Method is used as the Federal Solutions reporting unit has gone through multiple acquisitions during the past two years, thus making Guideline Transaction Method difficult to apply. For the Critical Infrastructure reporting unit, both the Guideline Transaction Method and Guideline Company Method are utilized to calculate the estimated fair value. Equal weighing is given to each of the methods used to estimate the fair value of reporting units. Our last review at October 1, 2023 (i.e., the first day of our fourth quarter in fiscal 2023), indicated that we had no impairment of goodwill, and all of our reporting units had estimated fair values that were in excess of their carrying values, including goodwill.

Intangible assets with finite lives arise from business acquisitions and are amortized based on the period over which the contractual or economic benefit of the intangible assets are expected to be realized or on a straight-line basis over the useful lives of the underlying assets, ranging from one to ten years. These primarily consist of customer relationships, backlog, and covenants not to compete. We assess the recoverability of the unamortized balance of our intangible assets when indicators of impairment are present based on expected future profitability and undiscounted expected cash flows and their contribution to overall operations. Should the review indicate that the carrying value is not fully recoverable, the excess of the carrying value over the fair value of the intangible assets would be recognized as an impairment loss.

Consolidation of Joint Ventures and Variable Interest Entities

We participate in joint ventures, which include partnerships and partially owned limited liability corporations, to bid, negotiate and complete specific projects. We are required to consolidate these joint ventures if we hold the majority voting interest or if we meet the criteria under the consolidation model as described below.

A variable interest entity, or “VIE”, is an entity with one or more of the following characteristics: (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional financial support; (b) as a group, the holders of the equity investment at risk lack the ability to make certain decisions, the obligation to absorb expected losses or the right to receive expected residual returns; or (c) an equity investor has voting rights that are disproportionate to its economic interest and substantially all of the entity’s activities are on behalf of the investor with disproportionately low voting rights. Our VIEs may be funded through contributions, loans and/or advances from the joint venture

partners or by advances and/or letters of credit provided by clients. Certain VIEs are directly governed, managed, operated and administered by the joint venture partners. Others have no employees and, although these entities own and hold the contracts with the clients, the services required by the contracts are typically performed by the joint venture partners or by other subcontractors.

We are required to perform an analysis to determine whether we are the primary beneficiary of our VIEs. We are deemed to be the primary beneficiary of a VIE if we have (i) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance; and (ii) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

Many of the joint ventures we enter into are deemed to be VIEs because they lack sufficient equity to finance the activities of the joint venture. We use a qualitative approach to determine if we are the primary beneficiary of the VIE, which considers factors that indicate a party has the power to direct the activities that most significantly impact the joint venture's economic performance. In determining whether we are the primary beneficiary of the VIE, significant assumptions and judgments include the following: (1) identifying the significant activities and the parties that have the power to direct them; (2) reviewing the governing board composition and participation ratio; (3) determining the equity, profit and loss ratio; (4) determining the management-sharing ratio; (5) reviewing employment terms, including which joint venture partner provides the project manager; and (6) reviewing the funding and operating agreements. We analyze each joint venture initially to determine if it should be consolidated or unconsolidated into our financial statements:

- A joint venture is consolidated into our financial statements if we are the primary beneficiary of a VIE or hold the majority of voting interests of a non-VIE (and no significant participative rights are available to the other partners).
- A joint venture is not consolidated into our financial statements if we are not the primary beneficiary of a VIE, or do not hold the majority of voting interest of a non-VIE.

We account for our unconsolidated joint ventures using the equity method of accounting. Under this method, we recognize our proportionate share of the net earnings of these joint ventures as "Equity in earnings (loss) of unconsolidated joint ventures". Our maximum exposure to loss as a result of our investments in unconsolidated variable interest entities is typically limited to the aggregate of the carrying value of the investment and future funding commitments in these entities.

ESOP

Throughout the year, as employee services are rendered, we record compensation expense based on salaries of eligible employees. Contributions of our common stock to the ESOP are made annually in amounts determined by our 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, whichever occurs first.

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 our common stock based on quoted prices of a share of our 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.

Equity-Based Compensation

We measure the value of services received from employees and directors in exchange for an equity-based award based on the grant date fair value. We issue equity-based awards that settle in shares of our common stock. Awards containing performance measures are adjusted at each reporting period for the number of shares expected to be earned. Compensation cost for performance awards are trued-up at each reporting period for changes in expected shares pro-rated for the portion of the requisite service period rendered. We recognize compensation costs for these awards on either a straight-line or accelerated basis over the vesting period of the award in “Selling, general and administrative expenses” in the consolidated statements of income. For awards that include market conditions, the grant date fair value is determined using a Monte Carlo simulation.

Self-Insurance

We are self-insured for a portion of our losses and liabilities primarily associated with workers’ compensation, general, professional, automobile, employee matters, certain medical plans, and project specific liability claims. Losses are accrued based upon our estimates of the aggregate liability for claims incurred using historical experience and certain actuarial assumptions, as provided by an independent actuary. The estimate of self-insurance liability includes an estimate of incurred but not reported claims, based on data compiled from historical experience. Actual losses and related expenses may deviate, perhaps substantially, from the self-insurance liability estimates reflected in our financial statements.

Recent Accounting Pronouncements

See the information set forth in “Note 2—*Summary of Significant Accounting Policies*—Recently Adopted Accounting Pronouncements” in the notes to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Off-Balance Sheet Arrangements

As of December 31, 2023, 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.

Commitments and Contingencies

We are subject to certain claims and assessments that arise in the ordinary course of business. Additionally, Parsons has been named as a defendant in lawsuits alleging personal injuries as a result of contact with asbestos products at various project sites. We believe that any significant costs relating to these claims will be reimbursed by applicable insurance and do not expect any of these claims to have a material adverse effect on our financial condition or results of operations. We record a liability when we believe that it is both probable that a loss has been incurred and the amount can be reasonably estimated. 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 our consolidated results of operations or our financial position.

Item 7A. Qualitative and Quantitative Disclosure 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 December 31, 2023 and December 31, 2022, there were no amounts outstanding under the Revolving Credit Facility. Borrowings under the Revolving Credit Facility effective June 2021 bear interest

at either an adjusted 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.

As of December 31, 2023, there was $350.0 million outstanding under the 2022 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 December 31, 2023 and December 31, 2022 was 6.6% 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 8. Financial Statements and Supplementary Data.

The information required by this item 8 is submitted as a separate section beginning on page F-1 of this Annual Report on Form 10-K and is incorporated by reference.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management carried out, as of December 31, 2023, 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 December 31, 2023, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports we file or submit 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.

Management’s Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining for the Company adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Management, with the participation of its Chair and Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), has assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2023 based on the framework established in “Internal Control—Integrated Framework,” issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this assessment, management has concluded that the Company’s internal control over financial reporting was effective as of December 31, 2023.

The Company’s independent registered public accounting firm, PricewaterhouseCoopers LLP, which audited the Company’s consolidated financial statements included in this Annual Report on Form 10-K, also audited the effectiveness of our internal control over financial reporting as of December 31, 2023, as stated in their audit report included in this Annual Report on Form 10-K.

Consistent with the guidance issued by the Securities and Exchange Commission Staff, management has excluded IPKeys, which we acquired on April 13, 2023, SealingTech which we acquired on August 23, 2023, and I.S. Engineers, which we acquired on October 31, 2023 from its assessment of internal controls over financial reporting as of December 31, 2023. The total assets and revenue related to SealingTech and I.S. Engineers, both wholly owned subsidiaries, are both less than 1% of the related consolidated financial statement amounts as of and for the year ended December 31, 2023. The total assets and revenue related to IPKeys, a wholly owned subsidiary, are both 1.1% of the related consolidated financial statement amounts as of and for the year ended December 31, 2023.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, that occurred during the quarter ended December 31, 2023 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. 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.

During the fiscal quarter ended December 31, 2023, no director or named executive officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" (in each case, as defined in Item 408 of Regulation S-K).

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information related to our directors will be set forth under the caption “Proposal 1: Election of Directors” of our Proxy Statement for our Annual Meeting of Stockholders in 2024 (the “2024 Proxy Statement”). Such information is incorporated herein by reference.

Information relating to our Executive Officers is included in Part I of this Annual Report under the caption “Executive Officers.”

Information relating to compliance with Section 16(a) of the Exchange Act will be set forth under the caption “Section 16(a) Beneficial Ownership Reporting Compliance” of our 2024 Proxy Statement. Such information is incorporated herein by reference.

Information related to our code of ethics will be set forth under the caption “Corporate Governance and General Information Concerning the Board of Directors and its Committees” of our 2024 Proxy Statement. Such information is incorporated herein by reference.

Information relating to the Audit Committee and Board of Directors determinations concerning whether a member of the Audit Committee is a “financial expert” as that term is defined under Item 407(d)(5) of Regulation S-K will be set forth under the caption “Corporate Governance and General Information Concerning the Board of Directors and its Committees” of our 2024 Proxy Statement. Such information is incorporated herein by reference.

Item 11. Executive Compensation.

Information relating to this item will be set forth under the captions “Compensation Discussion and Analysis,” “Director Compensation,” “Compensation Committee Interlocks and Insider Participation” and “Compensation Committee Report on Executive Compensation” of our 2024 Proxy Statement. Such information is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information relating to the security ownership of certain beneficial owners and management will be included in our 2024 Proxy Statement under the caption “Security Ownership of Certain Beneficial Owners and Management” and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information relating to this item will be set forth under the captions “Certain Relationships and Related Party Transactions” and “Corporate Governance and General Information Concerning the Board of Directors and its Committees” of our 2024 Proxy Statement. Such information is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

Information relating to this item will be set forth under the caption “Independent Registered Public Accounting Firm Fees” of our 2024 Proxy Statement. Such information is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) List the following documents filed as a part of the report:

(1) The Company's Consolidated Financial Statements at December 31, 2023 and December 31, 2022 and for each of the three years in the period ended December 31, 2023, and the notes thereto, together with the report of the independent auditors on those Consolidated Financial Statements, are hereby filed as part of this report, beginning on page F-1.

(2) Valuation & Qualifying Accounts for each of the three years in the period ended December 31, 2023 are hereby filed as part of this report on page F-54.

(3) See Exhibit Index below.

Item 16. Form 10-K Summary

None.

Exhibit Index

Exhibit Number	Description
3.1#	Amended and Restated Certificate of Incorporation of Parsons Corporation.
3.2#	Amended and Restated Bylaws of Parsons Corporation.
3.3#	Second Amended and Restated Bylaws of Parsons Corporation.
4.1#	Description of Capital Stock of Parsons Corporation.
4.2#	Indenture, dated as of August 20, 2020, between Parsons Corporation and U.S. Bank National Association.
10.1#	2012 Amendment and Restatement of Parsons Employee Stock Ownership Plan (including all amendments to date), currently in effect.
10.2#	2019 Amendment and Restatement of Parsons Employee Stock Ownership Plan.
10.3#	First Amendment to the 2019 Amendment and Restatement of Parsons Employee Stock Ownership Plan, effective January 1, 2020
10.4#	Second Amendment to the 2019 Amendment and Restatement of Parsons Employee Stock Ownership Plan, effective May 8, 2019.
10.5#	Parsons Corporation Employee Stock Ownership Trust Agreement, effective as of December 31, 2005.
10.6#+	Parsons Corporation Restricted Award Plan.
10.7#+	Form of Restricted Award Units agreement under the Parsons Corporation Restricted Award Plan.
10.8#+	Parsons Corporation Annual Incentive Plan dated January 1, 2020.
10.9#+	Parsons Corporation Annual Incentive Plan Amended as of October 19, 2020.
10.10#+	Parsons Corporation Annual Incentive Plan Amendment dated January 1, 2021.
10.11#+	Parsons Corporation Shareholder Value Plan.
10.12#+	Parsons Corporation Long Term Growth Plan.
10.13#+	Parsons Corporation Share Value Retirement Plan.
10.14#+	Parsons Corporation Incentive Award Plan.
10.15#+	Form of Restricted Stock Unit Agreement under the Parsons Corporation Incentive Award Plan.
10.16#+	Third Amendment to the 2019 Amendment and Restatement of Parsons Employee Stock Ownership Plan, effective January 1, 2021.
10.17#+	Form of Restricted Stock Unit Agreement under the Parsons Corporation Incentive Award Plan (for Non-Employee Director Awards commencing in 2020).
10.18#+	Form of Restricted Stock Unit Agreement under the Parsons Corporation Incentive Award Plan (for Non-Employee Director Fee Deferral Awards commencing in 2020).
10.19#+	Form of Restricted Stock Unit Agreement under the Parsons Corporation Incentive Award Plan (for Non-Employee Director Awards in 2019).
10.20#+	Parsons Corporation Non-Employee Director Compensation Policy (as amended effective April 21, 2020).
10.21#+	Fee Deferral Plan for Outside Directors of the Parsons Corporation.
10.22#+	Parsons Corporation Employee Stock Purchase Plan.
10.23#+	Parsons Corporation Prospectus to Employee Stock Purchase Plan dated November 1, 2021.
10.26#+	Supplemental Executive Retirement Plan dated January 1, 1997.
10.27#+	First Amendment to the SERP effective January 1, 2020.

10.28#+	Change in Control Severance Agreement, dated August 6, 2021, by and between Parsons Corporation and Carey Smith.
10.29#+	Change in Control Severance Agreement, dated August 9, 2021, by and between Parsons Corporation and Charles L. Harrington.
10.30#+	Change in Control Severance Agreement, dated August 6, 2021, by and between Parsons Corporation and George Ball.
10.31#+	Change in Control Severance Agreement, dated August 6, 2021, by and between Parsons Corporation and Michael Kolloway.
10.32#+	Change in Control Severance Agreement, dated August 6, 2021, by and between Parsons Corporation and David Spille.
10.33#+	Change in Control Severance Agreement, dated October 6, 2021, by and between Parsons Corporation and Matthew Ofilos.
10.34#+	Form of Equity Award Amendment Letter Agreement, dated August 10, 2020, by and between Parsons Corporation and George L. Ball.
10.35#+	Form of Equity Award Amendment Letter Agreement, dated August 10, 2020, by and between Parsons Corporation and Charles L. Harrington.
10.36#+	Form of Equity Award Amendment Letter Agreement, dated August 10, 2020, by and between Parsons Corporation and Carey A. Smith.
10.37#+	Form of Equity Award Amendment Letter Agreement, dated August 10, 2020, by and between Parsons Corporation and Michael R. Kolloway.
10.38#+	Form of Equity Award Amendment Letter Agreement, dated August 10, 2020, by and between Parsons Corporation and Debra Fiori.
10.39#+	Form of Performance Stock Unit Award Amendment, dated July 19, 2021, by and between Parsons Corporation and Carey A. Smith.
10.40#+	Form of Restricted Stock Unit Award Amendment, dated July 19, 2021, by and between Parsons Corporation and Carey A. Smith.
10.41#+	Form of Performance Stock Unit Award Amendment, dated July 19, 2021, by and between Parsons Corporation and Charles L. Harrington.
10.42#+	Form of Restricted Stock Unit Award Amendment, dated July 19, 2021, by and between Parsons Corporation and Charles L. Harrington.
10.43#+	Form of Performance Stock Unit Award Amendment, dated July 19, 2021, by and between Parsons Corporation and George Ball.
10.44#+	Form of Restricted Stock Unit Award Amendment, dated July 19, 2021, by and between Parsons Corporation and George Ball.
10.45#+	Form of Performance Stock Unit Award Amendment, dated July 19, 2021, by and between Parsons Corporation and Michael R. Kolloway.
10.46#+	Form of Restricted Stock Unit Award Amendment, dated July 19, 2021, by and between Parsons Corporation and Michael R. Kolloway.
10.47#+	Form of Performance Stock Unit Award Amendment, dated July 19, 2021, by and between Parsons Corporation and David Spille.
10.48#+	Form of Restricted Stock Unit Award Amendment, dated July 19, 2021, by and between Parsons Corporation and David Spille.
10.52#	Fifth Amended and Restated Credit Agreement, dated as of November 15, 2017, by and among Parsons Corporation, the lenders from time to time party thereto, The Bank of Tokyo-Mitsubishi UFJ, Ltd., as administrative agent, swing line bank and co-lead arranger, Wells Fargo Bank, National Association, as syndication agent, The Bank of Nova Scotia, JPMorgan Chase Bank, N.A., Sumitomo Mitsui Banking Corporation and U.S. Bank National Association, as documentation agents, and Wells Fargo Securities, LLC, as co-lead arranger.
10.53#	First Amendment to the Fifth Amended and Restated Credit Agreement, dated as of January 4, 2019, by and among Parsons Corporation, the Banks party thereto and MUFG Bank Ltd, as administrative agent.

10.54#	Credit Agreement dated June 25, 2021, among Parsons Corporation, the Guarantors, the Lenders, and Bank of America, N.A., as Administrative Agent, Swingline Lender, and an L/C Issuer.
10.55#	Term Loan Agreement, dated as of January 4, 2019, among Parsons Corporation, MUFG Union Bank, N.A., as administrative agent, The Bank of Nova Scotia, as syndication agent, the other financial institutions party thereto and MUFG Union Bank, N.A. and The Bank of Nova Scotia, as co-lead arrangers.
10.56#	Form of Employee Stockownership Trust Agreement, dated as of June 8, 2020, by and between Parsons Corporation and Newport Trust Company.
10.57#	Form of Registration Rights Agreement by and between Parsons Corporation and Newport Trust Company.
10.58#	Form of Fifth Amendment to the Parsons Corporation Retirement Savings Plan.
10.59#+	Form of Fourth Amendment to the 2019 Amendment and Restatement of Parsons Employee Stock Ownership Plan, effective March 1, 2021.
10.60#+	Fourth Amendment to the Parsons Employee Stock Ownership Plan 2019 Amendment and Restatement, effective March 1, 2021.
10.61#+	Form of Indemnification Agreement between Parsons Corporation and certain of its directors and officers.
10.62#+	Form of Transition Agreement, dated February 2022, by and between Parsons Corporation and Charles L. Harrington.
10.63#	Delayed Draw Term Loan Agreement and Form of First Amendment to Credit Agreement.
10.65#+	Seventh Amendment to The Parsons Corporation Retirement Savings Plan (2017 Amendment and Restatement).
10.66#+	Fifth Amendment to The Parsons Employee Stock Ownership Plan 2019 Amendment and Restatement.
10.67#+	Sixth Amendment to The Parsons Employee Stock Ownership Plan 2019 Amendment and Restatement.
19.3*	Parsons Corporation Insider Trading Compliance Policy
21.1*	List of Subsidiaries of the Registrant
23.1*	Consent of PricewaterhouseCoopers LLP.
31.1*	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.
31.2*	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.
32.1*	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.
32.2*	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.
97.1#	Parsons Corporation Executive Compensation Clawback Policy
97.2#	Parsons Corporation Dodd-Frank Compliant Compensation Clawback Policy
101*	The following financial statements from the Company's Annual Report on Form 10-K for the year ended December 31, 2023, formatted in Inline XBRL Taxonomy Extension Schema With Embedded Linkbases Document: (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.
\# Previously filed.
\+ Indicates a management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Parsons Corporation

Date: February 14, 2024

By: /s/ Carey A. Smith
Carey A. Smith
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Name	Title	Date
/s/ Carey A. Smith Carey A. Smith	Chief Executive Officer and Director (Principal Executive Officer)	February 14, 2024
/s/ Matthew M. Ofilos Matthew M. Ofilos	Chief Financial Officer (Principal Financial and Accounting Officer)	February 14, 2024
/s/ George L. Ball George L. Ball	Director	February 14, 2024
/s/ Mark K. Holdsworth Mark K. Holdsworth	Director	February 14, 2024
/s/ Steven F. Leer Steven F. Leer	Director	February 14, 2024
/s/ Ellen M. Lord Ellen M. Lord	Director	February 14, 2024
/s/ Letitia A. Long Letitia A. Long	Director	February 14, 2024
/s/ Darren W. McDew Darren W. McDew	Director	February 14, 2024
/s/ Harry T. McMahon Harry T. McMahon	Director	February 14, 2024
/s/ M. Christian Mitchell M. Christian Mitchell	Director	February 14, 2024
/s/ Suzanne M. Vautrinot Suzanne M. Vautrinot	Director	February 14, 2024
/s/ David C. Wajsgras David C. Wajsgras	Director	February 14, 2024

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Parsons Corporation

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Parsons Corporation and its subsidiaries (the “Company”) as of December 31, 2023 and 2022, and the related consolidated statements of income, of comprehensive income, of changes in shareholders’ equity (deficit) and of cash flows for each of the three years in the period ended December 31, 2023, including the related notes and schedule of valuation and qualifying accounts for each of the three years in the period ended December 31, 2023 appearing under Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022**,** and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Changes in Accounting Principles

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for convertible instruments and contracts in an entity’s own equity in 2021.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included

performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As described in Management's Annual Report on Internal Control over Financial Reporting, management has excluded IPKeys Power Partner ("IPKeys"), Sealing Technologies, Inc. ("Sealing Tech"), and I.S. Engineers, LLC ("I.S. Engineers") from its assessment of internal control over financial reporting as of December 31, 2023, because they were acquired by the Company in purchase business combinations during 2023. We have also excluded IPKeys, Sealing Tech, and I.S. Engineers from our audit of internal control over financial reporting. Sealing Tech and I.S. Engineers are both wholly-owned subsidiaries whose total assets and total revenues excluded from management's assessment and our audit of internal control over financial reporting are both less than 1% of the related consolidated financial statement amounts as of and for the year ended December 31, 2023. IPKeys is a wholly-owned subsidiary whose total assets and total revenues excluded from management's assessment and our audit of internal control over financial reporting are both 1.1% of the related consolidated financial statement amounts as of and for the year ended December 31, 2023.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue Recognition – Determination of Estimated Contract Cost and Variable Consideration Related to Estimated Claims Revenue for Fixed-Price Contracts Recognized Over Time

As described in Notes 2 and 4 to the consolidated financial statements, revenue is derived from long-term contracts with customers whereby the Company provides planning, design, engineering, technical, and construction and program management services. The Company enters into cost-plus, time-and-materials, and fixed-price contracts with its customers. Fixed-price contract revenue recognized was $1.8 billion for the year ended December 31, 2023, which accounts for approximately 33% of the Company's

consolidated revenue. Fixed-price contract revenue is recognized over time using an input measure (i.e., costs incurred to date relative to total estimated costs at completion) to measure progress. Under the cost-to-cost measure of progress method, the extent of progress towards completion is measured based on the ratio of total costs incurred-to-date to the total estimated costs at completion of the performance obligation. Revenues, including estimated fees or profits, are recorded proportionally as costs are incurred. Management includes variable consideration, such as claims revenue, in the estimated transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur or when the uncertainty associated with the variable consideration is resolved. Contract costs consist of direct costs on contracts, including labor and materials, amounts payable to subcontractors, direct overhead costs and equipment expense (primarily depreciation, fuel, maintenance and repairs). Changes to estimated contract costs, either due to unexpected events or revisions to management's initial estimates, for a given project are recognized in the period in which they are determined. Recognition of profit on long-term contracts requires the use of assumptions and estimates related to total contract revenue and in particular estimated claims revenue, total estimated cost at completion, and the measurement of progress towards completion. Management's estimates are continually evaluated as work progresses and are revised when necessary.

The principal considerations for our determination that performing procedures relating to revenue recognition, specifically the determination of estimated contract cost and variable consideration related to estimated claims revenue for fixed-price contracts recognized over time is a critical audit matter are (i) the significant judgment by management in determining the estimated contract cost and variable consideration related to estimated claims revenue for fixed-price contracts recognized over time; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating audit evidence for the estimated contract cost and variable consideration related to estimated claims revenue for fixed-price contracts recognized over time.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including controls over the determination of estimated contract cost and variable consideration related to estimated claims revenue for fixed-price contracts recognized over time. These procedures also included, among others, for a selection of fixed-price contracts (i) evaluating and testing management's process for determining the estimated contract cost and variable consideration related to estimated claims revenue, which included reading contracts and other documents related to the estimates, and testing of underlying incurred and estimated contract costs; (ii) assessing management's ability to reasonably estimate total contract costs by performing a comparison of the actual estimated contract cost as compared with prior period estimates, including evaluating the timely identification of circumstances that may warrant a modification to the estimated contract cost; and (iii) evaluating estimated claims revenue by inquiry with external legal counsel regarding the underlying claim and agreeing estimated claims revenue to documents related to those estimates.

Acquisition of Sealing Technologies, Inc. - Valuation of the Customer Relationships

As described in Notes 2 and 3 to the consolidated financial statements, on August 23, 2023, the Company acquired a 100% ownership interest in Sealing Technologies, Inc. (Sealing Tech) for $179.3 million. Of the acquired intangible assets, $40.0 million of customer relationships was recorded. Management accounts for business combinations using the acquisition method, under which the purchase price of an acquired company is allocated to the tangible and intangible assets acquired and the liabilities assumed on the basis of their fair values at the date of acquisition. The determination of fair values of assets acquired and liabilities assumed requires management to make estimates and use valuation techniques when a market value is not readily available. In determining the fair value of acquired intangible assets, management uses the multi-period excess earnings method to value

customer relationships. Management's determination of the fair value of the intangible assets acquired involved the use of significant estimates and assumptions related to discount rates, revenue growth rates, projected margins, and customer revenue attrition rates.

The principal considerations for our determination that performing procedures relating to the valuation of the customer relationships acquired in the acquisition of Sealing Tech is a critical audit matter are (i) the significant judgment by management when developing the fair value estimate of the customer relationships acquired; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to the revenue growth rates and projected margins; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to acquisition accounting, including controls over the significant assumptions used in management's valuation of the customer relationships acquired. These procedures also included, among others (i) reading the purchase agreement; (ii) testing management's process for developing the fair value estimate of the customer relationships acquired; (iii) evaluating the appropriateness of the multi-period excess earnings method used by management; (iv) testing the completeness and accuracy of the underlying data used in the multi-period excess earnings method; and (v) evaluating the reasonableness of significant assumptions used by management related to the revenue growth rates and projected margins. Evaluating the reasonableness of management's assumptions related to the revenue growth rates and projected margins involved considering (i) the current and past performance of the acquired business; (ii) the consistency with external market and industry data; and (iii) whether these assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in the evaluation of the appropriateness of the multi-period excess earnings methods.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
February 14, 2024

We have served as the Company's auditor since at least 1969. We have not been able to determine the specific year we began serving as the auditor of the Company.

PARSONS CORPORATION AND SUBSIDIARIES
Consolidated Balance Sheets
(in thousands, except shares and par value)

	December 31, 2023	December 31, 2022
Assets		
Current assets:		
Cash and cash equivalents (including $128,761 and $53,193 Cash of consolidated joint ventures)	$ 272,943	$ 262,539
Accounts receivable, net (including $274,846 and $217,419 Accounts receivable of consolidated joint ventures, net)	915,638	717,345
Contract assets (including $11,096 and $11,313 Contract assets of consolidated joint ventures)	757,515	634,033
Prepaid expenses and other current assets (including $11,929 and $7,913 Prepaid expenses and other current assets of consolidated joint ventures)	191,430	105,866
Total current assets	2,137,526	1,719,783
Property and equipment, net (including $3,274 and $2,543 Property and equipment of consolidated joint ventures, net)	98,957	96,050
Right of use assets, operating leases (including $9,885 and $6,315 Right of use assets, operating leases of consolidated joint ventures)	159,211	155,090
Goodwill	1,792,665	1,661,850
Investments in and advances to unconsolidated joint ventures	128,204	107,425
Intangible assets, net	275,566	254,127
Deferred tax assets	140,162	137,709
Other noncurrent assets	71,770	66,108
Total assets	$ 4,804,061	$ 4,198,142
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable (including $49,234 and $49,078 Accounts payable of consolidated joint ventures)	$ 242,821	$ 201,428
Accrued expenses and other current liabilities (including $145,040 and $102,417 Accrued expenses and other current liabilities of consolidated joint ventures)	801,423	630,193
Contract liabilities (including $61,234 and $40,654 Contract liabilities of consolidated joint ventures)	301,107	213,064
Short-term lease liabilities, operating leases (including $4,753 and $2,552 Short-term lease liabilities, operating leases of consolidated joint ventures)	58,556	59,144
Income taxes payable	6,977	4,290
Total current liabilities	1,410,884	1,108,119
Long-term employee incentives	22,924	17,375
Long-term debt	745,963	743,605
Long-term lease liabilities, operating leases (including $5,132 and $3,763 Long-term lease liabilities, operating leases of consolidated joint ventures)	117,505	111,417
Deferred tax liabilities	9,775	12,471
Other long-term liabilities	120,295	109,220
Total liabilities	2,427,346	2,102,207
Contingencies (Note 14)		
Shareholders' equity:		
Common stock, $1 par value; authorized 1,000,000,000 shares; 146,341,363 and 146,132,016 shares issued; 45,960,122 and 40,960,845 public shares outstanding; 59,879,857 and 63,742,151 ESOP shares outstanding	146,341	146,132
Treasury stock, 40,501,385 shares at cost	(827,311)	(844,936)
Additional paid-in capital	2,779,365	2,717,134
Retained earnings	203,724	43,089
Accumulated other comprehensive loss	(14,908)	(17,849)
Total Parsons Corporation shareholders' equity	2,287,211	2,043,570
Noncontrolling interests	89,504	52,365
Total shareholders' equity	2,376,715	2,095,935
Total liabilities and shareholders' equity	4,804,061	4,198,142

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

PARSONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Income
Years Ended December 31, 2023, December 31, 2022 and December 31, 2021
(in thousands, except for per share data)

	2023	2022	2021
Revenue	$ 5,442,749	$ 4,195,272	$ 3,660,771
Direct cost of contracts	4,236,735	3,248,550	2,807,950
Equity in (losses) earnings of unconsolidated joint ventures	(47,751)	16,347	36,862
Selling, general and administrative expenses	869,905	777,403	757,237
Operating income	288,358	185,666	132,446
Interest income	2,191	966	396
Interest expense	(31,497)	(23,185)	(17,697)
Other income (expense), net	5,001	2,775	(2,557)
Total other (expense) income	(24,305)	(19,444)	(19,858)
Income before income tax expense	264,053	166,222	112,588
Income tax expense	(56,138)	(39,657)	(23,636)
Net income including noncontrolling interests	207,915	126,565	88,952
Net income attributable to noncontrolling interests	(46,766)	(29,901)	(24,880)
Net income attributable to Parsons Corporation	$ 161,149	$ 96,664	$ 64,072
Earnings per share:			
Basic earnings per share	$ 1.53	$ 0.93	$ 0.62
Diluted earnings per share	$ 1.42	$ 0.87	$ 0.59

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

PARSONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
Years Ended December 31, 2023, December 31, 2022 and December 31, 2021
(in thousands)

	2023	2022	2021
Net income including noncontrolling interests	$ 207,915	$ 126,565	$ 88,952
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustment, net of tax	2,375	(7,752)	3,834
Pension adjustments, net of tax	568	(547)	460
Comprehensive income including noncontrolling interests, net of tax	210,858	118,266	93,246
Comprehensive income attributable to noncontrolling interests, net of tax	(46,768)	(29,883)	(24,877)
Comprehensive income attributable to Parsons Corporation, net of tax	$ 164,090	$ 88,383	$ 68,369

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

PARSONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Changes in Shareholders' Equity (Deficit)
Years Ended December 31, 2023, December 31, 2022 and December 31, 2021

(in thousands)	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive (Loss) Income	Total Parsons Equity	Noncontrolling Interests	Total
Balances at December 31, 2020	$ 146,609	$ (899,328)	$ 2,700,925	$ (120,569)	$ (13,865)	$ 1,813,772	$ 47,645	$ 1,861,417
Comprehensive income								
Net income	—	—	—	64,072	—	64,072	24,880	88,952
Foreign currency translation gain	—	—	—	—	3,837	3,837	(3)	3,834
Pension adjustments, net	—	—	—	—	460	460	—	460
Contributions of treasury stock to ESOP	—	31,937	22,064	—	—	54,001	—	54,001
Adoption of ASU 2020-06	—	-	(40,002)	2,782	—	(37,220)	—	(37,220)
Contributions	—	—	—	—	—	—	1,754	1,754
Distributions	—	—	—	—	—	—	(37,932)	(37,932)
Issuance of equity securities, net of retirements	287	—	2,887	186	—	3,360	—	3,360
Repurchases of common stock	(619)	—	(21,082)	—	—	(21,701)	—	(21,701)
Stock-based compensation	—	—	20,187	—	—	20,187	—	20,187
Balances at December 31, 2021	$ 146,277	$ (867,391)	$ 2,684,979	$ (53,529)	$ (9,568)	$ 1,900,768	$ 36,344	$ 1,937,112
Comprehensive income								
Net income	—	—	—	96,664	—	96,664	29,901	126,565
Foreign currency translation loss, net	—	—	—	—	(7,734)	(7,734)	(18)	(7,752)
Pension adjustments, net	—	—	—	—	(547)	(547)	—	(547)
Contributions of treasury stock to ESOP	—	22,455	31,346	—	—	53,801	—	53,801
Contributions	—	—	—	—	—	—	10,266	10,266
Distributions	—	—	—	—	—	—	(24,128)	(24,128)
Issuance of equity securities, net of retirement	429	—	(773)	(46)	—	(390)	—	(390)
Repurchase of common stock	(574)	—	(21,426)	—	—	(22,000)	—	(22,000)
Stock-based compensation	—	—	23,008	—	—	23,008	—	23,008
Balances at December 31, 2022	$ 146,132	$ (844,936)	$ 2,717,134	$ 43,089	$ (17,849)	$ 2,043,570	$ 52,365	$ 2,095,935
Comprehensive income								
Net income	—	—	—	161,149	—	161,149	46,766	207,915
Foreign currency translation gain, net	—	—	—	—	2,373	2,373	2	2,375
Pension adjustments, net	—	—	—	—	568	568	—	568
Contributions of treasury stock to ESOP	—	17,625	39,804	—	—	57,429	—	57,429
Contributions	—	—	—	—	—	—	2,867	2,867
Distributions	—	—	—	—	—	—	(12,496)	(12,496)
Issuance of equity securities, net of retirement	442	—	(1,171)	(514)	—	(1,243)	—	(1,243)
Repurchases of common stock	(233)	—	(10,767)	—	—	(11,000)	—	(11,000)
Stock-based compensation	—	—	34,365	—	—	34,365	—	34,365
Balances at December 31, 2023	$ 146,341	$ (827,311)	$ 2,779,365	$ 203,724	$ (14,908)	$ 2,287,211	$ 89,504	$ 2,376,715

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

PARSONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
Years Ended December 31, 2023, December 31, 2022 and December 31, 2021

(in thousands)	2023	2022	2021
Cash flows from operating activities			
Net income including noncontrolling interests	$ 207,915	$ 126,565	$ 88,952
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	119,973	120,501	144,209
Amortization of debt issue costs	2,842	3,029	2,817
Loss (gain) on disposal of property and equipment	206	(164)	338
Provision for doubtful accounts	32	57	8
Deferred taxes	(8,914)	(844)	(3,468)
Foreign currency transaction gains and losses	(330)	1,973	4,916
Equity in losses (earnings) of unconsolidated joint ventures	47,751	(16,347)	(36,862)
Return on investments in unconsolidated joint ventures	48,970	28,417	24,494
Stock-based compensation	34,365	23,008	20,187
Contributions of treasury stock	58,172	54,659	54,905
Changes in assets and liabilities, net of acquisitions and newly consolidated joint ventures			
Accounts receivable	(176,181)	(117,318)	99,894
Contract assets	(119,898)	(32,032)	1,494
Prepaid expenses and other assets	(95,415)	(1,405)	(18,798)
Accounts payable	24,497	(717)	(31,766)
Accrued expenses and other current liabilities	163,440	3,879	(74,683)
Contract liabilities	84,439	41,306	(30,407)
Income taxes	2,886	(3,649)	2,878
Other long-term liabilities	12,949	6,608	(43,534)
Net cash provided by operating activities	407,699	237,526	205,574
Cash flows from investing activities			
Capital expenditures	(40,396)	(30,593)	(21,105)
Proceeds from sale of property and equipment	546	771	1,329
Payments for acquisitions, net of cash acquired	(221,937)	(379,467)	(198,256)
Investments in unconsolidated joint ventures	(119,582)	(17,622)	(38,459)
Return of investments in unconsolidated joint ventures	5,018	9,443	772
Proceeds from sales of investments in unconsolidated joint ventures	381	—	14,812
Net cash used in investing activities	(375,970)	(417,468)	(240,907)
Cash flows from financing activities			
Proceeds from borrowings	620,900	969,700	—
Proceeds from delayed draw term loan	—	350,000	—
Repayments of borrowings	(620,900)	(969,700)	(50,000)
Repayment of private placement debt	—	(200,000)	—
Payments for debt costs and credit agreement	—	(862)	(1,937)
Payments for acquired warrants	—	(11,243)	—
Contributions by noncontrolling interests	2,867	10,266	1,754
Distributions to noncontrolling interests	(12,496)	(24,128)	(37,932)
Repurchases of common stock	(11,000)	(22,000)	(21,701)
Taxes paid on vested stock	(7,301)	(7,042)	(2,242)
Proceeds from issuance of common stock	6,059	5,377	5,555
Net cash (used in) provided by financing activities	(21,871)	100,368	(106,503)
Effect of exchange rate changes	546	(1,770)	(1,496)
Net increase (decrease) in cash, cash equivalents and restricted cash	10,404	(81,344)	(143,332)
Cash, cash equivalents and restricted cash			
Beginning of year	262,539	343,883	487,215
End of year	$ 272,943	$ 262,539	$ 343,883
Cash paid during the year for			
Interest	$ 30,273	$ 20,819	$ 14,993
Income taxes (net of refunds)	$ 74,133	$ 32,175	$ 22,461

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

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. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and include 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 significant influence, the Company applies the equity method of accounting. Intercompany accounts and transactions are eliminated in consolidation. Certain amounts may not foot due to rounding.

Use of Estimates

The preparation of the consolidated financial statements in accordance with U.S. 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.

ESOP

The Company maintains a non-leveraged ESOP for eligible employees, for which the Company contributes shares of its own stock to the ESOP trust each year. Throughout the year, as employee services are rendered, the Company records compensation expense based on salaries of eligible employees. At each reporting period, the shares held within the ESOP or committed to be contributed to the ESOP are adjusted to their redemption value through an offsetting charge or credit to retained earnings/accumulated deficit.

Treasury Stock

The Company records treasury stock purchases under the cost method whereby the entire cost of the acquired stock is recorded as treasury stock. The Company records the reissuance of treasury stock using the first-in, first-out method of accounting. Contributions of 915,113 shares, 1,188,129 shares, and 1,631,477 shares of common stock were made to the ESOP in 2023, 2022 and 2021, respectively.

Share Repurchases

During the third quarter of 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 $100,000,000 from time to time. 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.

Earnings per Share

Basic earnings per common share ("EPS") is calculated by dividing Net income by the weighted average number of common shares outstanding during the year. Diluted earnings per common share is calculated using the if-converted method by dividing adjusted net income by adjusted weighted average outstanding shares, assuming conversion of all potentially dilutive securities. Upon contribution to the ESOP, the shares become outstanding and are included within the earnings per share computations.

Revenue Recognition

In accordance with ASC 606, the Company follows the five-step process in ASC 606 to recognize revenue:

1. Identify the contract
2. Identify performance obligations
3. Determine the transaction price
4. Allocate the transaction price
5. Recognize revenue

Contracts—Revenue is derived from long-term contracts with customers whereby the Company provides planning, design, engineering, technical, and construction and program management services. The Company has contracts with the United States federal government that contain provisions requiring compliance with the United States Federal Acquisition Regulation ("FAR") and the United States Cost Accounting Standards ("CAS"). These regulations are generally applicable to all of the Company's federal government contracts and are partially or fully incorporated in some local and state agency contracts. Most of the Company's federal government contracts are subject to termination at the convenience of the client. These contracts typically provide for reimbursement of costs incurred and payment of fees earned through the date of such termination.

The Company enters into the following types of contracts with its customers:

Cost-Plus—Under cost-plus contracts, the Company is 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.

Time-and-Materials—Under time-and-materials contracts, hourly billing rates are negotiated and charged to clients based on the actual time spent on a project. In certain cases, these contracts may be subject to maximum contract values. In addition, clients reimburse actual out-of-pocket costs for materials and other direct incidental expenditures that are incurred in connection with the performance under the contract.

Fixed-Price—The Company enters into two types of fixed-price contracts: firm fixed-price ("FFP") and fixed-price per unit ("FPPU"). Under FFP contracts, clients pay an agreed fixed-amount negotiated in advance for a specified scope of work.

Contract Costs—Contract costs consist of direct costs on contracts, including labor and materials, amounts payable to subcontractors, direct overhead costs and equipment expense (primarily depreciation, fuel, maintenance and repairs). All contract costs are recorded as incurred. Changes to estimated contract costs, either due to unexpected events or revisions to management's initial estimates, for a given project are recognized in the period in which they are determined. Pre-contract costs are expensed as incurred unless they are expected to be recovered from the client, generate or enhance resources that will be used in satisfying performance obligations in the future and directly relate to an existing or anticipated contract. Costs to mobilize equipment and labor to a job site, prior to substantive work beginning ("mobilization costs") are capitalized as incurred and amortized over the expected duration of the contract. Additionally, the Company may incur incremental costs to obtain certain contracts, such as selling and market costs, bid and proposal costs, sales commissions, and legal fees, certain of which can be capitalized if they are recoverable under the contract. Capitalized contract costs are included in other current assets on the consolidated balance sheets and were not material as of December 31, 2023 and December 31, 2022.

Performance Obligations—A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account in ASC 606. The transaction price of a contract is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. To the extent a contract is deemed to have multiple performance obligations, the Company allocates the transaction price of the contract to each performance obligation using our best estimate of the standalone selling price of each distinct good or service in the contract. The Company determines the relative standalone selling price utilizing observable prices for the sale of the underlying goods or services. Contracts are considered to have a single performance obligation if the promise to transfer the individual goods or services is not separately identifiable from other promises in the contracts or is not distinct in the context of the contract, which is mainly because the Company provides a significant service of integrating a complex set of tasks and components into a single project or capability. Engineering and construction contracts are generally accounted for as a single performance obligation while our engineering and construction supervision contracts are accounted for as two separate performance obligations. When providing construction supervision services, the Company is not liable for the construction of the asset, but has an overall responsibility to oversee, coordinate, measure, and evaluate the quality of construction work and the performance of the construction contractor on behalf of the customer. Customers are generally billed as the Company satisfies its performance obligations and payment terms typically range from 30 to 120 days from the invoice date. Billings under certain fixed-price contracts may be based upon the achievement of specified milestones, while some arrangements may require advance customer payment. The Company's contracts generally do not include a significant financing component.

Variable Consideration—The transaction price for the Company's contracts may include variable consideration, which includes increases to transaction price for approved and unpriced change orders, claims and incentives, and reductions to transaction price for liquidated damages. Change orders, claims and incentives are generally not distinct from the existing contract due to the significant integration service provided in the context of the contract and are accounted for as a modification of the existing contract and performance obligation. The Company estimates variable consideration for a performance obligation utilizing one of the two prescribed methods, depending on which method better predicts the amount of consideration to which the Company will be entitled (or the amount the Company expects to incur in the case of liquidated damages). Such methods are: (a) the expected value method, whereby the amount of variable consideration to be recognized represents the sum of probability weighted amounts in a range of possible consideration amounts, and (b) the most likely amount method, whereby the amount of variable consideration to be recognized represents the single most likely amount in a range of possible consideration amounts. When applying these methods, the Company considers all information that is reasonably available, including historical, current and estimates of future performance. The expected

value method is utilized in situations where a contract contains a large number of possible outcomes, while the most likely amount method is utilized in situations where a contract has only two possible outcomes.

The Company includes variable consideration in the estimated transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur or when the uncertainty associated with the variable consideration is resolved. The Company's estimates of variable consideration and determination of whether to include estimated amounts in transaction price are based largely on an assessment of anticipated performance and all information (historical, current and forecasted) that is reasonably available. The effect of variable consideration on the transaction price of a performance obligation is recognized as an adjustment to revenue on a cumulative catch-up basis.

Change Orders—Change orders, which are a normal and recurring part of business, may include changes in specifications or design, manner of performance, facilities, equipment, materials, sites and period of completion of the work. The Company or customer may initiate change orders. Most change orders are not distinct from the existing contract and are accounted for as part of that existing contract. The effect of a change order on the transaction price and measure of progress for the performance obligation to which it relates is recognized as an adjustment to revenues (either as an increase in or a reduction of revenues) on a cumulative catch-up basis. Revenues from unpriced change orders are recognized to the extent of the amounts the Company expects to recover, consistent with the variable consideration policy discussed above. If it is probable that a reversal of revenues will occur, the costs attributable to change orders are treated as contract costs without incremental revenues. To the extent change orders included in the price are not resolved in the Company's favor, there could be reductions in, or reversals of previously reported amounts of, revenues and profits, and charges against current earnings, which could be material.

Claims Revenue—Claims revenue are amounts in excess of agreed contract prices that the Company seeks to collect from clients or others for customer-caused delays, errors in specifications and designs, contract terminations, change orders that are in dispute, or other causes of unanticipated additional contract costs, including factors outside of our control, and therefore the Company believes it is entitled to additional compensation. Claims revenue, when recorded, is only recorded to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur. The Company includes certain claims in the transaction price when the claims are legally enforceable, the Company considers collection to be probable and believes it can reliably estimate the ultimate value. The Company continues to engage in negotiations with its customers on outstanding claims. However, these claims may be resolved at amounts that differ from current estimates, which could result in increases or decreases in future estimated contract profits or losses.

Warranties—In most cases, contracts include assurance-type warranties that the Company's performance is free from material defect and consistent with the specifications of the Company's contracts, which do not give rise to a separate performance obligation. To the extent the warranty terms provide the customer with an additional service, such as extended maintenance services, such warranty is accounted for as a separate performance obligation.

Revenue recognized over time—The Company's performance obligations are generally satisfied over time as work progresses because of continuous transfer of control to the customer and the Company has the right to bill the customer as costs are incurred. Typically, revenue is recognized over time using an input measure (i.e. costs incurred to date relative to total estimated costs at completion) to measure progress. The Company generally uses the cost-to-cost measure of progress method because it best depicts the transfer of control to the customer which occurs as the Company incurs costs on its contracts. Under the cost-to-cost measure of progress method, the extent of progress towards completion is measured based on the ratio of total costs incurred to-date to the total estimated costs at completion of the performance obligation. Revenues, including estimated fees or profits, are recorded proportionally as costs are incurred. Any expected losses on construction-type contracts in progress are charged to earnings, in total, in the period the losses are identified. The Company recognizes adjustments in

estimated profit on contracts under the cumulative catch-up method. Under this method, the impact of the adjustment on profit recorded to date is recognized in the period the adjustment is identified. Revenue and profit in future periods of contract performance is recognized using the adjusted estimate. If at any time the estimate of contract profitability indicates an anticipated loss on the contract, the Company recognizes the total loss in the period it is identified.

Right to invoice practical expedient—For performance obligations satisfied over time where the Company has a right to consideration from a customer in an amount that corresponds directly with the value of the Company's performance to-date, the Company recognizes revenue in the amount to which it has a right to invoice. For the Company's reimbursable services contracts, revenue is recognized using the right to invoice practical expedient, or on a cost-to-cost measure of progress method. The Company will select the method that best represents progress on a project.

Revenue recognized at a point in time—For performance obligations satisfied at a point in time, revenue is recognized when the services are performed, control is transferred, and the performance obligation is complete. The Company recognizes revenue at a point in time for vehicle inspection services. Revenue related to the inspection service is recognized for each vehicle inspection at the point the Company has completed the inspection.

In the Company's industry, recognition of profit on long-term contracts requires the use of assumptions and estimates related to total contract revenue and in particular estimated claims revenue, total estimated cost at completion, and the measurement of progress towards completion. Estimates 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 statements of income.

Cash Equivalents

The Company considers all highly liquid investments with original maturities of less than three months to be cash equivalents. Cash equivalent investments are carried at cost, which approximates fair value, and consist primarily of United States Treasuries, time deposits, and other forms of short-term fixed income investments.

Restricted Cash and Investments

Restricted cash and investments held in trust accounts represent collateral for certain incentive programs.

Accounts Receivable, Net

Accounts receivable includes billed and unbilled amounts and are recognized in the period when the Company's rights to receive consideration are unconditional.

The Company establishes an allowance for doubtful accounts 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. Past due receivable balances are written off when internal collection efforts have been unsuccessful in collecting the amounts due.

Contract Assets and Contract Liabilities

Projects with performance obligations recognized over time that have revenue recognized to-date in excess of cumulative billings and unbilled accounts receivable are reported on our consolidated balance sheets as "Contract assets". Contract retentions, included in contract assets, represent amounts withheld by clients, in accordance with underlying contract terms, until certain conditions are met or the project is

completed. The operating cycle for certain long-term contracts may extend beyond one year, and, accordingly, collection of retainage on those contracts may extend beyond one year. Contract assets are reclassified to accounts receivable when the right to consideration becomes unconditional.

Contract liabilities on uncompleted contracts represent the excess of cash collected from clients and billings to clients on contracts in advance of work performed over the amount of revenue recognized and provisions for losses. The majority of these amounts are expected to be earned within 12 months and are classified as current liabilities.

Concentration of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivables. The Company's cash is primarily held with major banks and financial institutions throughout the world. At times, cash balances may be in excess of the amount insured.

The Company is involved in a significant volume of contracts with the United States federal government and state and local governments. Approximately 55%, 53%, and 52% of consolidated revenues for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, respectively, and approximately 18% and 17% of accounts receivable as of December 31, 2023 and December 31, 2022,respectively were derived from contracts with the United States federal government. No other customers represented 10% or more of consolidated revenues or accounts receivable in any of the periods presented.

In order to mitigate the credit risk associated with customers, the Company performs periodic credit evaluations of its customers' financial condition.

Property and Equipment

Property and equipment are stated at cost and are shown net of accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Depreciation of leasehold improvements is computed using the straight-line method over the shorter of their estimated useful lives or the remaining term of the lease.

The cost of assets retired or otherwise disposed of and the related accumulated depreciation are eliminated from the accounts, and any gain or loss thereon is included in net income. Expenditures for maintenance and repairs are expensed as incurred. Property and equipment are reviewed for impairment when events or circumstances change that indicate they may not be recoverable. Impairment losses are recognized when estimated future cash flows expected to result from the use of the assets and their eventual disposition are less than their carrying amount, in which case the asset is written down to its fair value.

Leases

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease ROU assets and current and long-term operating lease liabilities in the consolidated balance sheets. Finance leases are included in other noncurrent assets, accrued expenses and other current liabilities and other long-term liabilities in the consolidated balance sheets.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As most of the Company's leases do not provide an implicit rate, incremental borrowing rates are used based on the information available at commencement date in

determining the present value of lease payments. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for operating lease payments is recognized on a straight-line basis over the lease term.

We have lease agreements with lease and non-lease components where the lease consideration is allocated between the components based on relative standalone prices. For real property leases, allocations of lease consideration between lease and non-lease components are immaterial. For certain equipment leases, such as vehicles, we account for the lease and non-lease components as a single lease component. Additionally, for certain equipment leases, we apply a portfolio approach to effectively account for the operating lease ROU assets and liabilities.

Equity-Based Compensation

The Company measures the value of services received from employees and directors in exchange for an equity-based award based on the grant date fair value. The Company issues equity-based awards that settle in shares of the Company's common stock. Awards containing performance measures are adjusted at each reporting period for the number of shares expected to be earned. Compensation cost for performance awards are trued-up at each reporting period for the number of shares expected to be earned pro-rated for the portion of the requisite service period rendered. The Company recognizes compensation costs for these awards on either a straight-line or accelerated basis over the vesting period of the award in selling, general and administrative expense in the consolidated statements of income. For awards that include market conditions, the grant date fair value is determined using a Monte Carlo simulation.

Business Combinations

The Company accounts for business combinations using the acquisition method, under which the purchase price of an acquired company is allocated to the tangible and intangible assets acquired and the liabilities assumed on the basis of their fair values at the date of acquisition. Any excess of purchase price over the fair value of tangible and intangible assets acquired and liabilities assumed is allocated to goodwill. The determination of fair values of assets acquired and liabilities assumed requires the Company to make estimates and use valuation techniques when a market value is not readily available.

In determining the fair value of acquired intangible assets from our business acquisitions, the Company uses the multi-period excess earnings method to value customer relationships and backlog and values developed technologies using the relief-from royalty method. The Company's determination of the fair value of the intangible assets acquired involves the use of significant estimates and assumptions related to discount rates, revenue growth rates, projected margins, and customer revenue attrition rates.

Certain business acquisitions include contingent consideration. Contingent consideration is recorded at its fair value, using a Black-Scholes model, within other liabilities or other long-term liabilities, as appropriate. The fair value of contingent consideration involves the use of significant estimates and assumptions related to risks associated with earnout, i.e. risk in the underlying metric, risk in the earnout structure, counterparty credit risk, projected revenue, the revenue discount rate, the revenue volatility, and the Company's credit adjusted discount rate. Subsequent adjustments to these assumptions can cause changes to the measure of contingent consideration.

The Company adjusts the preliminary purchase price allocation, as necessary, during the measurement period of up to one year after the acquisition closing date as the Company obtains more information as to facts and circumstances existing at the acquisition date. Acquisition-related costs are recognized separate from the acquisition and are expensed as incurred.

Consolidation of Joint Ventures and Variable Interest Entities

The Company participates in joint ventures, which include partnerships and partially owned limited liability corporations, 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 joint venture is determined to be a variable interest entity ("VIE") for which the Company is the primary beneficiary, as described below.

A VIE is an entity with one or more of the following characteristics: (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional financial support; (b) as a group, the holders of the equity investment at risk lack the ability to make certain decisions, the obligation to absorb expected losses or the right to receive expected residual returns; or (c) an equity investor has voting rights that are disproportionate to its economic interest and substantially all of the entity's activities are on behalf of the investor with disproportionately low voting rights. The Company's VIEs may be funded through contributions, loans and/or advances from the joint venture partners or by advances and/or letters of credit provided by clients. Certain VIEs are directly governed, managed, operated and administered by the joint venture partners. Others have no employees and, although these entities own and hold the contracts with the clients, the services required by the contracts are typically performed by the joint venture partners or by other subcontractors.

The Company is considered the primary beneficiary and required to consolidate a VIE if it has the power to direct the activities that most significantly impact that VIE's economic performance, and the obligation to absorb losses or the right to receive benefits of that VIE that could potentially be significant to the VIE. In determining whether the Company is the primary beneficiary, significant assumptions and judgments include the following: (1) identifying the significant activities and the parties that have the power to direct them; (2) reviewing the governing board composition and participation ratio; (3) determining the equity, profit and loss ratio; (4) determining the management-sharing ratio; (5) reviewing employment terms; and (6) reviewing the funding and operating agreements. Examples of significant activities currently being performed by the Company's significant consolidated and unconsolidated joint ventures include engineering and design services; management consulting services; procurement and construction services; program management; construction management; and operations and maintenance services. If the Company determines that the power to direct the significant activities is shared by two or more joint venture parties, then there is no primary beneficiary and no party consolidates the VIE. In making the shared-power determination, the Company analyzes the key contractual terms, governance, related party and de facto agency as they are defined in the accounting standard, and other arrangements.

Goodwill

The Company performs a goodwill impairment test annually, on October 1st of each year and additionally, performs a quarterly qualitative assessment to address whether a triggering event has occurred that would require an impairment test in the interim period.

For purposes of impairment testing, goodwill is allocated to the applicable reporting units based on the current reporting structure. Reporting units are operating segments or components of operating segments where discrete financial information is available and segment management regularly reviews the operating results. When evaluating goodwill for impairment, the Company may decide to first perform a qualitative assessment, or "step zero" impairment test, to determine whether it is more likely than not that impairment has occurred. If the Company does not perform a qualitative assessment, or if the Company determines that it is not more likely than not that the fair value of its reporting units exceeds their carrying amounts, the Company performs a quantitative assessment and calculates the estimated fair value of the respective reporting unit. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized in the amount the carrying value exceeds its fair value, not to exceed the carrying amount of goodwill.

The Company's decision to perform a qualitative impairment assessment in a given year is influenced by a number of factors, including the significance of the excess of the Company's estimated fair value over carrying value at the last quantitative assessment date, the amount of time in between quantitative fair value assessments, and the date of its acquisitions, if any.

Intangible Assets

Intangible assets with finite lives arise from business acquisitions and are amortized based on the period over which the contractual or economic benefit of the intangible assets are expected to be realized or on a straight-line basis over the useful lives of the underlying assets, ranging from one to sixteen years. These primarily consist of customer relationships, developed technology, backlog, and covenants not to compete. When indicators of a potential impairment exist, the Company assesses the recoverability of the unamortized balance of its intangible assets by first comparing undiscounted expected cash flows associated with the asset, or the asset group they are part of, to its carrying value. Should the review indicate that the carrying value is not fully recoverable, the excess of the carrying value over the fair value of the intangible assets would be recognized as an impairment loss.

Income Taxes

Income taxes are accounted for under the asset and liability method. This approach requires the recognition of deferred tax liabilities and assets to reflect the tax effects of temporary differences between the financial statement carrying amounts and tax basis of the Company's assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to be in effect when the asset or liability is recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. Deferred tax assets are evaluated for future realization and valuation allowances are established when, in our opinion, it is more likely than not that all or some portion of the asset will not be realized.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements on a particular tax position are measured based on the largest benefit that is greater than 50 percent likely of being realized. The amount of unrecognized tax benefits ("UTB") is adjusted as appropriate for changes in facts and circumstances, such as significant amendments to existing tax law, new regulations or interpretations by the taxing authorities, new information obtained during a tax examination, or resolution of an examination. The Company recognizes both accrued interest and penalties, where appropriate, related to UTBs in income tax expense.

Foreign Currency Translation

The Company's reporting currency is the U.S. Dollar. The functional currency of the Company's foreign entities is typically the currency of the primary environment in which they operate. For foreign entities whose functional currency is not the U.S. dollar, the assets and liabilities are translated based on exchange rates in effect at the balance sheet date, while the income and expense accounts are translated using the average exchange rates during the period. Translation gains or losses, net of income tax effects, are reflected in accumulated other comprehensive income on the consolidated balance sheets. Transaction gains and losses due to movements in exchange rates between the functional currency and the currency in which a foreign currency transaction is denominated are recognized as "Other income (expense), net" in the Company's consolidated statements of income.

Self-Insurance

The Company typically utilizes third-party insurance subject to varying retention levels or self-insurance. The Company is self-insured for a portion of the losses and liabilities primarily associated with

workers' compensation, general, professional, automobile, employee matters, certain medical plans, and project-specific liability claims. Losses are accrued based upon the Company's estimates of the aggregate liability for claims incurred using historical experience and certain actuarial assumptions, as provided by an independent actuary. The estimate of self-insurance liability includes an estimate of incurred but not reported claims, based on data compiled from historical experience.

New Accounting Pronouncements

In the fourth quarter of 2023, The Financial Accounting Standards Board ("FASB") Issued Accounting Standards Update ("ASU") 2023-09, "Income Taxes (Topic 740)" ("ASU 2023-09"). ASU 2023-09 enhances the transparency and decision usefulness of income tax disclosures. The amendments in ASU 2023-09 addresses investor requests for more transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. ASU 2023-09 also includes certain other amendments to improve the effectiveness of income tax disclosures. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The adoption of this ASU will not have a material impact on the Company's consolidated financial statements.

In the fourth quarter of 2023, The FASB Issued ASU 2023-07, "Segment Reporting (Topic 280)". ASU 2023-07 introduces enhanced disclosures about significant segment expenses along with other enhanced segment disclosures. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The adoption of this ASU will not have a material impact on the Company's consolidated financial statements.

During July 2023, the FASB Issued ASU 2023-03. ASU 2023-03 incorporates, into certain accounting standards, amendments to SEC paragraphs pursuant to SEC Staff Accounting Bulletin No. 120, SEC Staff Announcement at the March 24, 2022 EITF meeting, and Staff Accounting Bulletin Topic 6.B, Accounting Series Release 280—General Revisions of Regulation S-X: Income or Loss Applicable to Common Stock. These rules are effective immediately. The adoption of this ASU will not have a material impact on the Company's consolidated financial statements.

In the first quarter of 2022, the Company early adopted ASU 2021-08, "Business Combinations (Topic 805) ("ASU 2021-08"): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers". The new guidance requires that the approach of ASC 606, Revenue from Contracts with Customers, should be used to measure an acquired revenue contract in a business combination. This guidance is to be applied (1) retrospectively to all business combinations for which the acquisition date occurs on or after the beginning of the fiscal year that includes the interim period of early application and (2) prospectively to all business combinations that occur on or after the date of initial application. The early adoption of ASU 2021-08 did not have a material impact on the Company's consolidated financial statements.

In the first quarter of 2021, the Company early adopted ASU 2020-06, "Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40)" ("ASU 2020-06"). The update simplified the accounting for convertible debt instruments and convertible preferred stock by reducing the number of accounting models and limiting the number of embedded conversion features separately recognized from the primary contract. The guidance also included targeted improvements to the disclosures for convertible instruments and earnings per share. ASU 2020-06 was effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. Early adoption was permitted, but no earlier than fiscal years beginning after December 15, 2020. The Company adopted ASU 2020-06 in the first quarter of 2021 using the modified retrospective method which resulted in a reduction in non-cash interest expense and reclassification of the equity portion of the Convertible Senior Notes to "Long-term debt" on the Company's consolidated balance sheet.

3. Acquisitions

I.S. Engineers, LLC

On October 31, 2023, the Company entered into a Membership Interest Purchase Agreement to acquired a 100% ownership interest in I.S. Engineers, LLC ("I.S. Engineers"), a privately-owned company, for $12.2 million in cash. Headquartered in Texas, I.S. Engineers provides full service consulting specializing in transportation engineering, including roads and highways, and program management. The acquisition was entirely funded by cash on-hand. In connection with this acquisition, the Company recognized $0.3 million of acquisition related "Selling, general and administrative expense" in the consolidated statements of income for the year ended December 31, 2023, including legal fees, consulting fees, and other miscellaneous direct expenses associated with the acquisition. The Company allocated the purchase price to the appropriate classes of tangible assets and liabilities and assigned the excess of $11.9 million entirely to goodwill. The entire value of goodwill was assigned to the Critical Infrastructure reporting unit and represents synergies expected to be realized from this business combination. No goodwill is deductible for income tax purposes. The amount of revenue generated by I.S. Engineers and included within consolidated revenues for 2023 is $1.0 million.

Sealing Technologies, Inc.

On August 23, 2023, the Company acquired a 100% ownership interest in Sealing Technologies, Inc ("SealingTech"), a privately-owned company, for $179.3 million in cash and up to an additional $25 million in the event an earn out revenue target is exceeded. The Company borrowed $175 million under the Credit Agreement, as described in "Note 11 – *Debt and Credit Facilities*", to fund the acquisition. Headquartered in Maryland, SealingTech expands Parsons' customer base across the Department of Defense and Intelligence Community, and further enhances the company's capabilities in defensive cyber operations; integrated mission-solutions powered by artificial intelligence (AI) and machine learning (ML); edge computing and edge access modernization; critical infrastructure protection; and secure data management. In connection with this acquisition, the Company recognized $3.3 million of acquisition-related expenses in "Selling, general and administrative expense" in the consolidated statements of income for the year ended December 31, 2023, including legal fees, consulting fees, and other miscellaneous direct expenses associated with the acquisition.

The Company has agreed to pay the selling shareholders up to an additional $25 million in the event an earn out revenue target of $110 million is exceeded during the fiscal year ended December 31, 2024. The earn out payment due and payable by the Company to the selling shareholders shall be equal to (i) five-tenths (0.5), multiplied by (ii) the difference of (A) the actual earn out revenue minus (B) the earn out revenue target; provided, however, that in no event shall the earn out payment exceed $25 million. In the event that the earn out revenue is less than or equal to the earn out revenue target, the earn out payment shall be zero. The earn out payment, if any, shall be paid by the Company to the selling shareholders within 15 days following the date the earn out statement becomes final and binding on both parties. The fair value of the earn out (contingent consideration in the table below) was calculated using a Black-Scholes model. See "Note 2—*Summary of Significant Accounting Policies"* for further information on how the fair value of contingent consideration is determined.

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

	Amount
Cash paid at closing	$ 179,259
Fair value of contingent consideration to be achieved	3,231
Total purchase price	$ 182,490

The estimated fair value of the SealingTech contingent consideration as of December 31, 2023 is $2.3 million, a $0.9 million decrease from the quarter ended September 30, 2023. The change in the

estimated fair value was recorded to "other income (expense), net" in the consolidated financial statements.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed based on the preliminary purchase price allocation as of the date of acquisition (in thousands):

	Amount
Cash and cash equivalents	$ 8,133
Accounts receivable	17,889
Contract assets	2,946
Prepaid expenses and other current assets	1,379
Property and equipment	2,025
Right of use assets, operating leases	1,836
Deferred tax assets	357
Goodwill	90,593
Intangible assets	75,000
Accounts payable	(15,987)
Accrued expenses and other current liabilities	(2,408)
Contract liabilities	(668)
Short-term lease liabilities, operating leases	(418)
Long-term lease liabilities, operating leases	(1,418)
Net assets acquired	$ 179,259

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)
Customer relationships	$ 40,000	14
Backlog	26,000	3
Developed technologies	8,000	3
Other	$ 1,000	1

Amortization expense of $7.0 million related to these intangible assets was recorded for the year ended December 31, 2023. The entire value of goodwill was assigned to the Federal Solutions 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 SealingTech and included within consolidated revenue is $34.1 million for the year ended December 31, 2023. 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 net assets acquired.

Supplemental Pro Forma Information (Unaudited)

Supplemental information of unaudited pro forma operating results assuming the SealingTech acquisition had been consummated as of the beginning of fiscal year 2022 (in thousands) is as follows:

	2023	2022
	(unaudited)	(unaudited)
Pro forma Revenue	$ 5,525,099	$ 4,262,525
Pro forma Net Income including noncontrolling interests	216,157	107,937

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.

IPKeys Power Partners

On April 13, 2023, the Company entered into a merger agreement to acquire a 100% ownership interest in IPKeys Power Partners ("IPKeys"), a privately-owned company, for $43.0 million in cash. The merger brings IPKeys' established customer base, expanding Parsons' presence in two rapidly growing end markets: grid modernization and cyber resiliency for critical infrastructure. Headquartered in Tinton Falls, New Jersey, IPKeys is a trusted provider of enterprise software platform solutions that is actively delivering cyber and operational security to hundreds of electric, water, and gas utilities across North America. The acquisition was entirely funded by cash on-hand. In connection with this acquisition, the Company recognized $0.6 million of acquisition-related expenses in "Selling, general and administrative expense" in the consolidated statements of income for the year ended December 31, 2023, respectively, including legal fees, consulting fees, and other miscellaneous direct expenses associated with the acquisition.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed based on the preliminary purchase price allocation as of the date of acquisition (in thousands):

	Amount
Cash and cash equivalents	$ 126
Accounts receivable	3,937
Contract assets	834
Prepaid expenses and other current assets	455
Property and equipment	86
Right of use assets, operating leases	1,105
Other noncurrent assets	152
Goodwill	22,407
Intangible assets	23,000
Accounts payable	(541)
Accrued expenses and other current liabilities	(1,768)
Contract liabilities	(1,936)
Short-term lease liabilities, operating leases	(343)
Deferred tax liabilities	(3,713)
Long-term lease liabilities, operating leases	(762)
Net assets acquired	$ 43,039

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 (1)	$ 15,900	16
Developed technologies	7,000	11
Other	$ 100	1

(1) The acquired business is a SaaS commercial business. Backlog for this type of business is included as customer relationships.

Amortization expense of $1.4 million related to these intangible assets was recorded for the year ended December 31, 2023. The entire value of goodwill was assigned to the Critical Infrastructure reporting unit and represents synergies expected to be realized from this business combination. $0.9 million of goodwill is deductible for tax purposes.

The amount of revenue generated by IPKeys and included within consolidated revenue is $9.3 million for the year ended December 31, 2023. 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 IPKeys acquisition had been consummated as of the beginning of fiscal year 2022 (in thousands) is as follows:

	2023	2022
	(unaudited)	(unaudited)
Pro forma Revenue	$ 5,445,604	$ 4,207,967
Pro forma Net Income including noncontrolling interests	209,773	123,257

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.

Xator Corporation

On May 31, 2022, the Company acquired a 100% ownership interest in Xator Corporation (“Xator”), a privately-owned company, for $387.5 million in cash. The Company borrowed $300 million under the Credit Agreement, as described in “Note 11 – *Debt and Credit Facilities*”, to partially fund the acquisition. Xator expands Parsons’ customer base and brings differentiated technical capabilities in critical infrastructure protection, counter-unmanned aircraft systems (cUAS), intelligence and cyber solutions, biometrics, and global threat assessment and operations. In connection with this acquisition, the Company recognized $7.7 million of acquisition-related expenses in “Selling, general and administrative expense” in the consolidated statements of income for the year ended December 31, 2022, including legal fees, consulting fees, and other miscellaneous direct expenses associated with the acquisition.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed based on the preliminary purchase price allocation as of the date of acquisition (in thousands):

	Amount
Cash and cash equivalents	$ 8,935
Accounts receivable	7,393
Contract assets	24,332
Prepaid expenses and other current assets	3,615
Property and equipment	1,699
Right of use assets, operating leases	7,517
Goodwill	257,934
Investments in and advances to unconsolidated joint ventures	698
Intangible assets	123,500
Other noncurrent assets	9,156
Accounts payable	(6,626)
Accrued expenses and other current liabilities	(31,309)
Contract liabilities	(2,631)
Short-term lease liabilities, operating leases	(2,371)
Long-term lease liabilities, operating leases	(5,146)
Other long-term liabilities	(9,156)
Net assets acquired	$ 387,540

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	$ 37,000	15
Backlog	81,000	6
Trade name	4,000	1
Developed technologies	1,000	3
Non-compete agreements	$ 500	3

Amortization expense of $18.1 million and $11.9 million related to these intangible assets was recorded for the year ended December 31, 2023 and December 31, 2022, respectively. The entire value of goodwill was assigned to the Federal Solutions reporting unit and represents synergies expected to be realized from this business combination. Goodwill in its entirety is deductible for tax purposes.

The amount of revenue generated by Xator and included within consolidated revenue is $157.8 million for the year ended December 31, 2022. 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 Xator acquisition had been consummated as of the beginning of fiscal year 2021 (in thousands) is as follows:

	2022	2021
	(unaudited)	(unaudited)
Pro forma Revenue	$ 4,302,448	$ 3,949,562
Pro forma Net Income including noncontrolling interests	139,901	91,770

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. From the year ended December 31, 2022 the results of the acquisition have been included in full year results.

BlackHorse Solutions, Inc.

On July 6, 2021, the Company acquired a 100% ownership interest in BlackHorse Solutions, Inc ("BlackHorse"), a privately-owned company, for $205.0 million paid in cash. BlackHorse expands Parsons' capabilities and products in next-generation military, intelligence, and space operations, specifically in cyber electronic warfare and information dominance. The acquisition was entirely funded by cash on-hand. In connection with this acquisition, the Company recognized $3.1 million of acquisition-related expenses in "Selling, general and administrative expense" in the consolidated statements of income for the year ended December 31, 2021, including legal fees, consulting fees, and other miscellaneous direct expenses associated with the acquisition.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed as of the date of acquisition (in thousands):

	Amount
Cash and cash equivalents	$ 15,428
Accounts receivable	3,351
Contract assets	5,979
Prepaid expenses and other current assets	937
Property and equipment	2,239
Right of use assets, operating leases	6,157
Goodwill	143,086
Intangible assets	65,000
Accounts payable	(2,326)
Accrued expenses and other current liabilities	(17,190)
Contract liabilities	(320)
Short-term lease liabilities, operating leases	(1,011)
Long-term lease liabilities, operating leases	(5,146)
Deferred tax liabilities	(10,916)
Other long-term liabilities	(235)
Net assets acquired	$ 205,033

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	$ 39,000	16
Backlog	23,000	3
Trade name	1,000	2
Developed technologies	1,000	3
Non-compete agreements	$ 1,000	3

Amortization expense of $14.0 million and $5.4 million related to these intangible assets was recorded for the year ended December 31, 2022 and December 31, 2021, respectively. The entire value of goodwill of $143.1 million was assigned to the Federal Solutions reporting unit and represents synergies expected to be realized from this business combination. Goodwill of $10.6 million is deductible for tax purposes.

The amount of revenue generated by BlackHorse and included within consolidated revenues was $35.3 million for the year ended December 31, 2021. 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 on an unaudited pro forma basis, as if the acquisition closed as of the beginning of the fiscal year ended December 31, 2020 as follows (in thousands):

	2021	2020
	(unaudited)	(unaudited)
Pro forma Revenue	$ 3,699,227	$ 3,966,809
Pro forma Net Income including noncontrolling interests	93,592	108,008

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. From the year ended December 31, 2021 the results of the acquisition have been included in full year results.

Echo Ridge LLC

On July 30, 2021, the Company acquired a 100% ownership interest in Echo Ridge LLC (“Echo Ridge”), a privately-owned company, for $9.0 million in cash. Echo Ridge adds position, navigation, and timing devices; modeling, simulation, test, and measurement tools; and deployable software defined radio products and signal processing services to Parsons’ space portfolio. The acquisition was entirely funded by cash on-hand. In connection with this acquisition, the Company recognized $0.3 million of acquisition related “Selling, general and administrative expense” in the consolidated statements of income for the year ended December 31, 2021, including legal fees, consulting fees, and other miscellaneous direct expenses associated with the acquisition. The Company allocated the purchase price to the appropriate classes of tangible assets and liabilities and assigned the excess of $7.2 million entirely to goodwill. The entire value of goodwill was assigned to the Federal Solutions reporting unit and represents synergies expected to be realized from this business combination. Goodwill in its entirety is deductible for tax purposes. The amount of revenue generated by Echo Ridge and included within consolidated revenues for 2021 was $2.9 million.

4. 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):

	December 31, 2023	December 31, 2022	December 31, 2021
Fixed-price	$ 1,810,499	$ 1,138,482	$ 964,927
Time-and-Materials	1,352,871	1,166,548	1,021,568
Cost-plus	2,279,379	1,890,242	1,674,276
Total	$ 5,442,749	$ 4,195,272	$ 3,660,771

Refer to "Note 20—*Segments Information*" for the Company's revenues by business lines.

Contract Assets and Contract Liabilities

Contract assets and contract liabilities balances at December 31, 2023 and December 31, 2022 were as follows (in thousands):

	December 31, 2023	December 31, 2022	$ change	% change
Contract assets	$ 757,515	$ 634,033	$ 123,482	19.5 %
Contract liabilities	301,107	213,064	88,043	41.3 %
Net contract assets (liabilities) (1)	$ 456,408	$ 420,969	$ 35,439	8.4 %

(1) Total contract retentions included in net contract assets (liabilities) were $73.8 million as of December 31, 2023, of which $32.1 million are not expected to be paid in 2024. Total contract retentions included in net contract assets (liabilities) were $73.5 million as of December 31, 2022. Contract assets at December 31, 2023 and December 31, 2022 include approximately $109.5 million and $127.9 million, respectively, related to net claim recovery estimates. For the years ended December 31, 2023 and December 31, 2022, there were no material losses recognized related to the collectability of claims, unapproved change orders, and requests for equitable adjustment.

During the years ended December 31, 2023 and December 31, 2022, the Company recognized revenue of approximately $126.0 million and $94.1 million, respectively, that was included in the corresponding contract liability balance at December 31, 2022 and December 31, 2021, respectively. Certain changes in contract assets and contract liabilities consisted of the following:

	December 31, 2023	December 31, 2022
Acquired contract assets	$ 2,715	$ 25,397
Acquired contract liabilities	3,155	2,080

There was no significant impairment of contract assets recognized during the years ended December 31, 2023 and December 31, 2022.

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 resulted in the following changes in revenue.

	2023	2022	2021
Revenue impact, net	$ 5,428	$ -	$ (30,828)

Certain financial statement impacts from revisions in estimates were as follows (in thousands):

	December 31, 2023	December 31, 2022	December 31, 2021
Operating income (loss)	$ 35,297	$ —	$ (30,828)
Net income (loss)	26,261	—	(22,936)
Diluted earnings (loss) per share	$ 0.23	$ —	$ (0.20)

The amounts for 2023, in the table above, include the impact from contracts in the Critical Infrastructure segment related to a change in estimate increasing direct costs of contracts by $8.0 million related to net write-downs and a decrease in direct costs of contracts of $37.9 million related to a legal matter. These impacts do not include the operating income impacts disclosed below in "Note 16—Investments in and Advances to Joint Ventures."

Accounts Receivable, Net

Accounts receivable, net consisted of the following as of December 31, 2023 and December 31, 2022 (in thousands):

	2023	2022
Billed	$ 646,375	$ 502,411
Unbilled	273,215	218,945
Total accounts receivable, gross	919,590	721,356
Allowance for doubtful accounts	(3,952)	(4,011)
Total accounts receivable, net	$ 915,638	$ 717,345

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 18% and 17% as of December 31, 2023 and December 31, 2022, 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 December 31, 2023 represent a measure of the total dollar value of work to be performed on contracts awarded and in progress. The Company had $6.4 billion in RUPO as of December 31, 2023.

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 task 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 December 31, 2023 over the following periods (in thousands):

Period RUPO Will Be Satisfied	Within One Year	Within One to Two Years	Thereafter
Federal Solutions	$ 1,762,399	$ 377,117	$ 215,435
Critical Infrastructure	2,053,887	1,131,669	837,677
Total	$ 3,816,286	$ 1,508,786	$ 1,053,112

5. 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 years ended December 31, 2023 and December 31, 2022 are as follows (in thousands):

	2023	2022
Operating lease cost	$ 67,181	$ 67,033
Short-term lease cost	13,782	14,008
Amortization of right-of-use assets	2,699	2,322
Interest on lease liabilities	273	98
Sublease income	(4,718)	(5,045)
Total lease cost	$ 79,217	$ 78,416

Supplemental cash flow information related to leases for the years ended December 31, 2023 and December 31, 2022 is as follows (in thousands):

	2023	2022
Operating cash flows for operating leases	$ 71,432	$ 73,169
Operating cash flows for finance leases	273	98
Financing cash flows for finance leases	2,618	2,175
Right-of-use assets obtained in exchange for new operating lease liabilities	62,856	26,607
Right-of-use assets obtained in exchange for new finance lease liabilities	$ 6,456	$ 1,813

Supplemental balance sheet and other information related to leases as of December 31, 2023 and December 31, 2022 is as follows (in thousands):

	2023	2022
Operating Leases:		
Right-of-use assets	$ 159,211	$ 155,090
Lease liabilities:		
Current	$ 58,556	$ 59,144
Long-term	117,505	111,417
Total operating lease liabilities	$ 176,061	$ 170,561
Finance Leases:		
Other noncurrent assets	$ 7,779	$ 3,965
Accrued expenses and other current liabilities	$ 2,682	$ 1,746
Other long-term liabilities	$ 5,129	$ 2,246
Weighted Average Remaining Lease Term:		
Operating leases	3.9 Years	3.6 years
Finance leases	3.1 years	2.6 years
Weighted Average Discount Rate:		
Operating leases	4.2 %	3.4 %
Finance leases	4.6 %	2.8 %

As of December 31, 2023, the Company has no additional 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 December 31, 2023 is as follows (in thousands):

	Operating Leases	Finance Leases
2024	$ 64,525	$ 2,989
2025	48,633	2,526
2026	32,203	1,881
2027	18,809	708
2028	14,047	310
Thereafter	12,806	-
Total lease payments	191,023	8,414
Less: imputed interest	(14,962)	(603)
Total present value of lease liabilities	$ 176,061	$ 7,811

Rental expense for the years ended December 31, 2023, December 31, 2022 and December 31, 2021 was $81.0 million, $81.0 million and $73.1 million, respectively, and is recorded in "Selling, general and administrative expenses" in the consolidated statements of income.

6. Employee Stock Purchase and Equity-Based Compensation Plans

Equity Compensation Plan Information

The following table provides information as of December 31, 2023 regarding compensation plans under which our equity securities are authorized for issuance.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (a)		Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)	
Equity compensation plans approved by security holders (1)	-			1,463,790	(2)
Equity compensation plans not approved by security holders	2,093,336	(3)		8,238,003	(4)
Total	2,093,336			9,701,793	

(1) Consists of the 2020 Employee Stock Purchase Plan.
(2) Amount represents 1,463,790 shares remaining available for future issuance under the 2020 Employee Stock Purchase Plan (of which 52,364 shares were purchased pursuant to the offering period that ended on December 31, 2023).
(3) Amount represents the sum of 2,093,336 shares of common stock subject to outstanding RSU and PSU awards under the 2019 Incentive Plan (with PSU awards reflected at “target” levels),
(4) Amount represents 8,238,003 shares remaining available for future issuance under the 2019 Incentive Plan.

Employee Stock Purchase Plan

The Parsons Corporation Employee Stock Purchase Plan (“ESPP”) was adopted effective March 1, 2020. Under the ESPP, eligible employees who elect to participate are granted the right to purchase shares of Parsons common stock at a discount of 5% of the market value on the last trading day of the offering period.

The following table presents stock issuance activity for the years ended December 31, 2023 and December 31, 2022 (in thousands):

	2023	2022
Purchase price paid for shares sold	$ 6,059	$ 5,377
Number of shares sold	117	131

The average purchase price for the year ended December 31, 2023 and December 31, 2022 was $51.94 and $40.95 per share, respectively.

Equity-Based Compensation Plans

The Company issues stock-based awards through the Incentive Award Plan. The compensation expense for these awards is recorded in “Selling, general and administrative expenses” in the Company’s consolidated financial statements.

Stock-based compensation expense was $27.5 million, $20.0 million, and $16.8 million for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, respectively, net of recognized tax benefits of $8.6 million, $4.4 million, and $2.8 million for 2023, 2022 and 2021, respectively. The tax benefit realized related to awards vested during 2023, 2022, and 2021 was $4.3 million, $2.7 million, and $6.3 million, respectively. We recognize forfeitures as they occur.

At December 31, 2023, the amount of compensation cost relating to non-vested awards not yet recognized in the consolidated financial statements is $43.4 million. The majority of these unrecognized compensation costs will be recognized by the fourth quarter of fiscal 2025.

Prior to the adoption of the Incentive Award Plan on April 15, 2019, the Company issued awards under the Shareholder Value Plan, Long-Term Growth Plan and Restricted Award Plan. With the adoption of the Incentive Award Plan, the Company discontinued issuing awards under the Shareholder Value Plan, Long-Term Growth Plan and Restricted Award Plan. Awards granted out of the discontinued plans settled in cash.

The following table presents the final amount paid for cash settled awards through the discontinued Shareholder Value Plan, Long-Term Growth Plan and Restricted Award Plan, by award type, for the year ended December 31, 2021 (there were no awards outstanding as of the year ended December 31, 2021):

in thousands	December 31, 2021
Stock Appreciation Rights	$ 15,798
Long-Term Growth	3,778
Restricted Award Units	7,067
Total	$ 26,643

Restricted Stock Units

Restricted Stock Units awards are issued under the Incentive Award Plan and are settled by the issuance of the Company's common stock. Outstanding awards have been granted based on either service or service and performance conditions. Awards vest over three-year periods, either annually or cliff. Expense is recognized on an accelerated basis for awards with service conditions only and on a straight-line basis for awards that include performance conditions. Expense recognition of awards with performance criteria are subject to the probability of meeting the performance conditions and adjusted for the number of shares expected to be earned. Compensation cost for awards with performance conditions are trued-up at each reporting period for changes in the expected shares pro-rated for the portion of the requisite service period rendered.

The following table presents the number of shares of restricted stock units granted (at target shares for awards with performance conditions) for the years ended December 31, 2023, December 31, 2022 and December 31, 2021:

	December 31, 2023	December 31, 2022	December 31, 2021
Restricted Stock Units (service condition)	616,337	666,184	450,675
Restricted Stock Units (service and performance condition)	452,179	402,436	374,535

The number of units granted for awards with performance conditions in the above table is based on performance at the target amount. The number of shares ultimately issued, which could be greater or less than target, will be based on achieving specific performance conditions related to the awards. During the year ended December 31, 2023, certain restricted stock unit grants with performance conditions vested with performance different from the target share amounts. As a result, 97,551 additional shares were granted and vested.

The following table presents the number and weighted average grant-date fair value of restricted stock units (at target shares for awards with performance conditions) for the years ended December 31, 2023, December 31, 2022 and December 31, 2021:

	Number of Units	Weighted Average Grant-Date Fair Value
Outstanding at December 31, 2020	931,785	$ 36.32
Granted	825,210	37.09
Vested	(222,228)	36.49
Forfeited	(175,524)	36.39
Outstanding at December 31, 2021	1,359,243	$ 36.75
Granted	1,068,620	37.42
Vested	(497,200)	35.86
Forfeited	(309,508)	36.28
Outstanding at December 31, 2022	1,621,155	$ 37.49
Granted	1,068,516	48.96
Vested	(372,962)	37.56
Forfeited	(223,373)	39.90
Outstanding at December 31, 2023	2,093,336	$ 43.11

For the year ended December 31, 2023, 484,988 shares of restricted stock units were issued, and 159,281 shares of common stock related to employee statutory income tax withholding were retired. For the year ended December 31, 2022, 458,952 shares of restricted stock units were issued, and 160,212 shares of common stock related to employee statutory income tax withholding were retired. For the year ended December 31, 2021, 188,408 shares of restricted stock units were issued, and 63,482 shares of common stock related to employee statutory income tax withholding were retired.

The following table presents the number of shares of restricted stock outstanding (at target shares for awards with performance conditions) at December 31, 2023, December 31, 2022 and December 31, 2021:

	December 31, 2023	December 31, 2022	December 31, 2021
Restricted Stock Units (service condition)	1,085,203	817,278	526,349
Restricted Stock Units (service and performance condition)	1,008,133	803,877	832,894

7. Goodwill

The following table summarizes the changes in the carrying value of goodwill by reporting segment for the years ended December 31, 2023 and December 31, 2022 (in thousands):

	December 31, 2022	Acquisitions	Foreign Exchange	December 31, 2023
Federal Solutions	$ 1,591,563	$ 95,338	$ -	$ 1,686,901
Critical Infrastructure	70,287	34,261	1,216	105,764
Total	$ 1,661,850	$ 129,599	$ 1,216	$ 1,792,665

	December 31, 2021	Acquisitions	Foreign Exchange	December 31, 2022
Federal Solutions	$ 1,339,117	$ 252,446	$ -	$ 1,591,563
Critical Infrastructure	73,573	-	(3,286)	70,287
Total	$ 1,412,690	$ 252,446	$ (3,286)	$ 1,661,850

For the years ended December 31, 2023 and December 31, 2022, the Company performed a quantitative impairment analysis for all reporting units. It was determined that the fair value of all reporting units exceeded their carrying values. No goodwill impairments were identified for the three years ended December 31, 2023, December 31, 2022 and December 31, 2021.

8. Intangible Assets

The gross amount and accumulated amortization of acquired identifiable intangible assets included in “Intangible assets, net” on the consolidated balance sheets were as follows (in thousands except for years):

	December 31, 2023			December 31, 2022			Weighted Average Amortization Period *(in years)*
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	
Backlog	$ 130,000	$ (45,964)	$ 84,036	$ 142,200	$ (45,903)	$ 96,297	4.0
Customer relationships	297,120	(124,194)	172,926	293,730	(146,032)	147,698	9.5
Leases	120	(106)	14	120	(87)	33	1.0
Developed technology	31,600	(15,823)	15,777	16,600	(11,560)	5,040	4.6
Trade name	1,000	(417)	583	5,000	(3,083)	1,917	1.1
Non-compete agreements	1,500	(1,097)	403	3,350	(2,074)	1,276	3.3
In process research and development	1,800	-	1,800	1,800	-	1,800	n/a
Other intangibles	375	(348)	27	275	(209)	66	9.9
Total intangible assets	$ 463,515	$ (187,949)	$ 275,566	$ 463,075	$ (208,948)	$ 254,127	

The aggregate amortization expense of intangible assets was $76.6 million, $78.2 million, and $103.2 million for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, respectively.

Estimated amortization expense in each of the next five years and beyond is as follows (in thousands):

	December 31, 2023
2024	$ 49,870
2025	43,429
2026	37,003
2027	32,522
2028	24,324
Thereafter	86,619
Total	$ 273,766

9. Property and Equipment, Net

Property and equipment consisted of the following at December 31, 2023 and December 31, 2022 (in thousands):

	December 31, 2023	December 31, 2022	Useful life (years)
Buildings and leasehold improvements	$ 102,372	$ 103,071	1-15
Furniture and equipment	84,244	85,088	3-10
Computer systems and equipment	168,926	152,511	3-10
Construction equipment	6,173	5,271	5-7
Construction in progress	21,030	21,952	
	382,745	367,893	
Accumulated depreciation	(283,788)	(271,843)	
Property and equipment, net	$ 98,957	$ 96,050	

Depreciation expense of $39.1 million, $39.0 million, and $38.6 million was recorded for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, respectively.

10. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following at December 31, 2023 and December 31, 2022 (in thousands):

	2023	2022
Salaries and wages	$ 102,779	$ 85,328
Employee benefits	342,707	298,914
Self-insurance liability	24,193	25,351
Project cost accruals	254,070	147,378
Other accrued expenses	77,674	73,222
Total accrued expenses and other current liabilities	$ 801,423	$ 630,193

11. Debt and Credit Facilities

Debt consisted of the following at December 31, 2023 and December 31, 2022 (in thousands):

	December 31, 2023	December 31, 2022
Long-Term Debt:		
Delayed draw term loan	$ 350,000	$ 350,000
Convertible senior notes	400,000	400,000
Revolving credit facility	-	-
Debt issuance costs	(4,037)	(6,395)
Total	$ 745,963	$ 743,605

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 a eurocurrency 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 December 31, 2023 and December 31, 2022 were 6.7% 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 approximately $43.8 million and $44.5 million at December 31, 2023 and December 31, 2022, respectively, which reduced borrowing limits available to the Company. Interest expense related to the Credit Agreement was $3.9 million, $4.3 million and $0.7 million, for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, respectively. There were no loan amounts outstanding under the Credit Agreement at December 31, 2023 and December 31, 2022.

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 December 31, 2023 and December 31, 2022.

Convertible Senior Notes

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, 2020, 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.

Under existing GAAP at the time of issuance during 2020, convertible debt instruments that may be settled in cash on conversion were required to be separated into liability and equity components in a manner that reflects the issuer's non-convertible debt borrowing rate. The carrying amount of the liability component was based on the fair value of a similar instrument that does not contain an equity conversion option. The carrying amount allocated to the equity component, which was recognized as a debt discount, represents the difference between the proceeds from the issuance of the notes and the fair value of the liability component of the notes. Based on this debt-to-equity ratio, debt issuance costs are then allocated to the liability and equity components in a similar manner. Accordingly, at issuance the Company allocated $336.1 million to the debt liability and $53.6 million to additional paid-in capital. The difference between the principal amount of the Convertible Senior Notes and the liability component, inclusive of issuance costs, represents the debt discount, which the Company amortized to interest expense over the term of the Convertible Senior Notes using an effective interest rate of 3.25%. The Company recognized interest expense of $3.1 million and $3.0 million for the years ended December 31, 2023 and December 31, 2022, respectively. As of December 31, 2023 and December 31, 2022 the carrying value of the Notes was $400.0 million, respectively.

In the first quarter of 2021, the Company early adopted ASU 2020-06. The Company used the modified retrospective method which resulted in a reduction in non-cash interest expense and reclassification of the equity component of the convertible senior notes of $55.0 million and equity component of the debt issuance costs of $1.4 million to liabilities on the consolidated balance sheet. The Company also adjusted the carrying amount of the convertible senior notes to what it would have been if the Company had applied ASU 2020-06 from the inception of the Notes and recorded the offset of the carrying amount adjustment of $3.7 million in retained earnings on January 1, 2021.

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"). The 2022 Delayed Draw Term Loan may be borrowed in a single draw during the period from and including the Closing Date to the earlier to occur of (a) the date of termination of the 2022 Delayed Draw Term Loan by the Company pursuant to the terms of the 2022 Delayed Draw Term Loan Agreement and (b) six (6) months following the Closing Date. 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 drew $350.0 million from the 2022 Delayed Draw Term Loan in November 2022. The Company incurred $0.9 million of debt issuance costs in connection with the delayed draw term loan as of December 31, 2022. These costs are presented as a direct deduction from the debt on the face of the balance sheet. Interest expense related to the Delayed Draw Term Loan was $22.4 million and $3.3 million for the years ended December 31, 2023 and December 31, 2022, respectively. The amortization of debt issuance costs and interest expense is recorded in "Interest expense" on the consolidated statements of income. As of December 31, 2023 and December 31, 2022, 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 December 31, 2023 and December 31, 2022 were 6.6% and 5.6%, respectively.

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 $320.7 million and $222.5 million at December 31, 2023 and December 31, 2022, respectively.

Convertible Note Hedge and Warrant

Transactions

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 ASU2020-06, 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.

12. Other Long-term Liabilities

Other long-term liabilities consisted of the following at December 31, 2023 and December 31, 2022 (in thousands):

	2023	2022
Self-insurance liability	$ 81,795	$ 77,307
Reserve for uncertain tax positions	22,815	21,508
Finance lease obligations	5,129	2,246
Other long-term liabilities	10,556	8,159
Total other long-term liabilities	$ 120,295	$ 109,220

Refer to "Note 13—*Income Taxes*" for further discussion of the Company's reconciliation of the beginning and ending balances of uncertain tax positions.

13. Income Taxes

The following table presents the components of our income from continuing operations before income taxes (in thousands):

	2023	2022	2021
United States earnings	$ 179,522	$ 77,110	$ 24,687
Foreign earnings	84,531	89,112	87,901
	$ 264,053	$ 166,222	$ 112,588

The income tax expense (benefit) attributable to income from continuing operations for the years ended December 31, 2023, December 31, 2022, and December 31, 2021 consists of the following (in thousands):

	2023	2022	2021
Current			
Federal	$ 37,699	$ 21,323	$ 653
State	13,340	9,946	6,830
Foreign	14,013	9,232	19,621
Total current income tax expense	65,052	40,501	27,104
Deferred			
Federal	(5,974)	(2,902)	1,624
State	(590)	(623)	(1,263)
Foreign	(2,350)	2,681	(3,829)
Total deferred tax benefit	(8,914)	(844)	(3,468)
Total income tax expense	$ 56,138	$ 39,657	$ 23,636

Income tax expense (benefit) was different from the amount computed by applying the United States federal statutory rate to pre-tax income from continuing operations as a result of the following (in thousands):

	2023		2022		2021	
Income before income tax expense	$ 264,053		$ 166,222		$ 112,588	
Tax at federal statutory tax rate	55,451	21.0 %	34,907	21.0 %	23,644	21.0 %
State taxes, net of federal tax benefit	9,807	3.7 %	7,530	4.5 %	4,192	3.7 %
Change in valuation allowance	5,773	2.2 %	1,363	0.8 %	3,865	3.4 %
Change in uncertain tax positions	3,530	1.3 %	1,688	1.0 %	(80)	-0.1 %
Foreign tax rate differential	(6,258)	-2.4 %	(1,787)	-1.1 %	(388)	-0.3 %
Tax cost of foreign operations, net of credits	3,085	1.2 %	777	0.5 %	(5,151)	-4.6 %
Foreign-Derived Intangible Income	(4,736)	-1.8 %	(76)	0.0 %	—	0.0 %
Noncontrolling interests	(9,821)	-3.7 %	(6,279)	-3.8 %	(5,225)	-4.6 %
Federal business credits	(2,731)	-1.0 %	(1,926)	-1.2 %	(2,538)	-2.3 %
Executive compensation	1,636	0.6 %	1,921	1.2 %	2,352	2.1 %
Other, net	402	0.2 %	1,539	0.9 %	2,965	2.6 %
Total income tax expense	$ 56,138	21.3 %	$ 39,657	23.9 %	$ 23,636	21.0 %

The effective tax rate in 2023 decreased to 21.3% from 23.9% in 2022. The change in the effective tax rate was due primarily to tax benefits related to increases in the foreign-derived intangible income (FDII) deduction and a change in jurisdictional mix of earnings, partially offset by an increase in valuation allowance on foreign tax credits originating from foreign withholding taxes.

The effective tax rate in 2022 increased to 23.9% from 21.0% in 2021. The change in the effective tax rate was due primarily to a net increase of uncertain tax positions during 2022, an income tax benefit recognized in 2021 for foreign tax credits which did not reoccur in 2022, partially offset by a decrease in valuation allowance on foreign tax credit carryovers originating from foreign withholding taxes, a benefit from a change in jurisdictional mix of earnings, and a tax expense recognized in 2021 related to a nonrecurring write down of a foreign tax receivable.

The effective tax rate for the year ended December 31, 2023 differs from the federal statutory tax rate primarily due to state income taxes, valuation allowance on foreign tax credit carryovers originating from foreign withholding taxes partially offset by benefits related to untaxed income attributable to

noncontrolling interests, earnings in lower tax jurisdictions, the FDII deduction, and federal business tax credits.

The effective tax rate for the year ended December 31, 2022 differs from the federal statutory tax rate primarily due to state income taxes and a recorded valuation allowance on foreign tax credit carryovers, partially offset by benefits related to income attributable to noncontrolling interests, earnings in lower tax jurisdictions and federal business tax credits.

The components of deferred tax assets and liabilities consists of the following at December 31, 2023 and December 31, 2022 (in thousands):

	2023	2022
Deferred tax assets		
Project and non-project reserves	$ 23,555	$ 20,862
Employee compensation and benefits	69,726	55,103
Revenue and cost recognition	37,616	43,629
Insurance accruals	14,081	14,067
Net operating losses	8,663	8,928
Lease liabilities	44,626	44,285
Tax credit carryforwards	31,727	22,333
Other	3,285	3,847
Total deferred tax assets	233,279	213,054
Valuation allowance	(34,779)	(28,705)
Total deferred tax assets	198,500	184,349
Deferred tax liabilities		
Intangible assets	(18,783)	(12,131)
Right-of-use assets	(40,131)	(40,111)
Profit remittance tax	(5,822)	(5,498)
Other	(3,378)	(1,370)
Total deferred tax liabilities	(68,114)	(59,110)
Net deferred tax asset	$ 130,386	$ 125,239

The Company assesses the realizability of its deferred tax assets each reporting period through an analysis of potential sources of taxable income, including prior year taxable income available to absorb carryback of tax losses, reversals of existing taxable temporary differences, tax planning strategies, and forecasts of taxable income. The Company considers all negative and positive evidence, including the weight of the evidence, to determine if a valuation allowance against deferred tax assets is required. A valuation allowance is recorded against deferred tax assets to reflect the amount of deferred tax assets that is determined to be more-likely-than-not to be realized.

The Company is not asserting that any of the earnings of the foreign subsidiaries will be permanently reinvested. Therefore, the Company has recorded a deferred tax liability for the undistributed earnings net of applicable foreign tax credits.

As of December 31, 2023, and December 31, 2022, the Company's valuation allowance against deferred tax assets was $34.8 million and $28.7 million, respectively. The Company has recorded a valuation allowance against certain tax attributes that the Company has determined are not more-likely-than-not to be realized, including certain foreign net operating loss carryforwards, foreign tax credit carryforwards, and capital loss carryforwards. From December 31, 2022 to December 31, 2023, the Company's valuation allowance increased by $6.1 million. This increase relates to deferred tax assets recorded for foreign tax credit carryforwards, offset in part by a decrease related to net operating loss carryforwards. The valuation allowance is recorded because the Company does not expect to have

sufficient taxable income and foreign source income to support the net operating loss carryforwards and the foreign tax credit carryforwards before they expire.

As of December 31, 2023, the Company has NOLs of $1.6 million, $30.5 million, and $30.8 million for U.S. Federal, U.S. states and foreign jurisdictions, respectively. The utilization of the U.S. federal and U.S. state NOLs are subject to certain annual limitations. Of these NOL amounts, $1.6 million, $16.7 million and $14.5 million in U.S. Federal, U.S. states and foreign jurisdictions, respectively, do not expire. The remaining amounts of NOLs in U.S. states and in foreign jurisdictions will expire if not used between 2024 and 2044.

As of December 31, 2023, the Company has foreign tax credit carryforwards of $29.8 million. The Company has provided a valuation allowance of $29.8 million as the Company considers it is not more likely than not that these credits will be realized. These foreign tax credits start expiring in the year 2030.

A reconciliation of the beginning and ending balances of unrecognized tax benefits is as follows (in thousands):

	2023	2022	2021
Beginning of year	$ 22,798	$ 21,181	$ 16,395
Increases—current year tax positions	3,220	4,666	6,203
Increases—prior year tax positions	2,458	2,254	1,512
Decreases—prior year tax positions	(1,589)	(3,537)	(2,929)
Settlements	(1,026)	(1,447)	—
Lapse of statute of limitations	(364)	(319)	—
End of year	$ 25,497	$ 22,798	$ 21,181

At December 31, 2023, and December 31, 2022, there are $25.1 million and $21.8 million of unrecognized tax benefits that if recognized would affect the Company's effective tax rate.

The Company recognizes interest and penalties related to unrecognized tax benefits as part of its income tax expense. During the years ended December 31, 2023, December 31, 2022, and December 31, 2021, the Company recognized approximately $0.5 million, $0.7 million, and $(0.9) million in interest and penalties, respectively, in the consolidated statements of income. The total amount of interest and penalties accrued in the consolidated balance sheets was $4.6 million, $4.1 million, and $3.5 million at December 31, 2023, December 31, 2022, and December 31, 2021, respectively.

The Company conducts business globally and, as a result, the Company or one or more of its subsidiaries file income tax returns in the U.S. federal jurisdiction, various U.S. states, and foreign jurisdictions. The Company is subject to examination by tax authorities in several jurisdictions, including jurisdictions where the Company has significant activities, such as Canada, Qatar, Saudi Arabia and the United States. As of December 31, 2023, the Company's U.S. federal income tax returns for tax years 2020 and forward remain subject to examination. U.S. states and foreign income tax returns remain subject to examination based on varying local statutes of limitations.

The Company estimates that, within 12 months, it may decrease its uncertain tax positions by approximately $5.5 million as a result of concluding various tax audits and closing tax years.

Although the Company believes its reserves for its tax positions are reasonable, the final outcome of tax audits could be significantly different, both favorably and unfavorably. It is reasonably possible that these 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. However, it is not currently possible to estimate the amount, if any, of such change.

14. 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. We are awaiting the court's rulings upon such motions, which will determine whether a trial will be necessary for this matter in 2024.

On November 28, 2023, a Proposed Statement of Decision was filed with the clerk of the Superior Court of the State of California In and For the County of San Mateo proposing 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") (including approximately $62.5 million relating to claims assigned to Parsons pursuant to a prior settlement with the Peninsula Corridor Joint Powers Board and approximately $40 million attributable to Parsons' contractual and indemnification claims). 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. Alstom filed objections to the Proposed Statement of Decision, and Parsons has filed its responses to the objections. It is anticipated that the court will enter a final decision in the first quarter of 2024.

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 Cost Accounting Standards ("CAS"). If the DCAA determines we have not accounted for such costs in accordance with the CAS, 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 2018 have been closed, and years thereafter remain open.

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.

15. Retirement and Other Benefit Plans

The Company's principal retirement benefit plan is the ESOP, a stock bonus plan, established in 1975 to cover eligible employees of the Company and certain affiliated companies. Contributions of treasury stock to 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 December 31, 2023, the total shares of the Company's common stock outstanding were 105,839,978, of which 59,879,857 were held by the ESOP. As of December 31, 2022, the total shares of the Company's common stock outstanding were 104,702,996, of which 63,742,151 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 approximately $58.2 million, $54.7 million and $54.9 million for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, respectively, and is recorded in "Direct costs of contracts" and "Selling, general and administrative expense" in the consolidated statements of income.

The Company also maintains a defined contribution plan (the "401(k) Plan"). Substantially all domestic employees are entitled to participate in the 401(k) Plan, subject to certain minimum requirements. The Company's contributions to the 401(k) Plan for the years ended December 31, 2023, December 31, 2022 and December 31, 2021 amounted to $35.4 million, $30.2 million, and $25.5 million, respectively.

As part of an acquisition in 2014, the Company acquired a defined contribution pension plan, a defined benefit pension plan, and supplemental retirement plan. For the defined contribution pension plan, the Company contributes a base amount plus an additional amount based upon a predetermined formula. At December 31, 2023 and December 31, 2022, the defined benefit pension plan was in a net asset position of $1.4 million and $1.8 million, respectively, which is recorded in "Other noncurrent assets" on the consolidated balance sheets.

16. 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 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 11—*Debt and Credit Facilities*" that relate to project ventures are approximately $147.7 million and $106.8 million at December 31, 2023 and December 31, 2022, respectively.

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 as of and for the years ended December 31, 2023, December 31, 2022 and December 31, 2021 (in thousands):

	2023	2022
Current assets	$ 426,633	$ 289,837
Noncurrent assets	14,295	9,961
Total assets	440,928	299,798
Current liabilities	260,286	198,464
Noncurrent liabilities	5,132	-
Total liabilities	265,418	198,464
Total joint venture equity	$ 175,510	$ 101,334

	2023	2022	2021
Revenue	$ 708,391	$ 483,888	$ 402,078
Costs	613,186	422,559	351,670
Net income	$ 95,205	$ 61,329	$ 50,408
Net income attributable to noncontrolling interests	$ 46,766	$ 29,901	$ 24,880

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 earnings (loss) 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 VIEs

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 as of and for the years ended December 31, 2023, December 31, 2022 and December 31, 2021 (in thousands):

	2023	2022
Current assets	$ 1,607,953	$ 1,610,246
Noncurrent assets	483,693	491,658
Total assets	2,091,646	2,101,904
Current liabilities	1,057,113	1,255,297
Noncurrent liabilities	518,647	468,056
Total liabilities	1,575,760	1,723,353
Total joint venture equity	$ 515,886	$ 378,551
Investments in and advances to unconsolidated joint ventures	$ 128,204	$ 107,425

	2023	2022	2021
Revenue	$ 2,313,420	$ 2,406,407	$ 2,709,305
Costs	2,310,114	2,325,472	2,536,403
Net income	$ 3,306	$ 80,935	$ 172,902
Equity in (losses) earnings of unconsolidated joint ventures	$ (47,751)	$ 16,347	$ 36,862

The Company had net contributions to its unconsolidated joint ventures of $65.2 million and $13.2 million for the years ended December 31, 2023 and December 31, 2021, respectively and received net distributions from its unconsolidated joint ventures of $20.2 million for the year ended December 31, 2022.

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

	December 31, 2023	December 31, 2022	December 31, 2021
Operating loss	$ (83,398)	$ (13,817)	$ (15,593)
Net loss	(61,842)	(10,335)	(11,626)
Diluted loss per share	$ (0.54)	$ (0.09)	$ (0.10)

17. Related Party Transactions

The Company often provides services to unconsolidated joint ventures and revenues include amounts related to recovering overhead costs for these services. For the years ended December 31, 2023, December 31, 2022 and December 31, 2021, revenues included $213.8 million, $217.4 million, and $204.7 million, respectively, related to services the Company provided to unconsolidated joint ventures. For the years ended December 31, 2023, December 31, 2022 and December 31, 2021, the Company incurred approximately $153.7 million, $157.6 million and $155.5 million, respectively, of reimbursable

costs. Amounts included in the consolidated balance sheets related to services the Company provided to unconsolidated joint ventures are as follows (in thousands):

	2023	2022
Accounts receivable	$ 38,898	$ 40,795
Contract assets	38,009	30,578
Contract liabilities	15,287	14,318

Amounts presented above for comparable periods have been updated to reflect all unconsolidated joint ventures.

18. Fair Value

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 December 31, 2023 and December 31, 2022 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 derivative 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.

Financial assets and liabilities measured at fair value on a recurring basis are as follows:

Fair value as of December 31, 2023 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets related to defined contribution plan				
Mutual funds	$ 1,840	$ —	$ —	$ 1,840
Fixed income	—	6,568	—	6,568
Cash and cash equivalents	355	—	—	355
Total assets at fair value	$ 2,195	$ 6,568	$ —	$ 8,763
Contingent consideration				
Earnout liability	$ -	$ -	$ 2,300	$ 2,300
Total liabilities at fair value	$ -	$ -	$ 2,300	$ 2,300

Fair value as of December 31, 2022 (in thousands):

	Level 1	Level 2	Level 3	Total
Assets related to defined contribution plan				
Mutual funds	$ 1,924	$ —	$ —	1,924
Fixed income	—	7,662	—	7,662
Cash and cash equivalents	449	—	—	449
Total assets at fair value	$ 2,373	$ 7,662	—	$ 10,035

As described in “Note 15—*Retirement and Other Benefits Plans*”, the Company acquired a defined contribution pension plan, a defined benefit pension plan, and supplemental retirement plans. At December 31, 2023 and December 31, 2022, the Company measured the mutual funds held within the defined benefit pension plan at fair value using unadjusted quoted prices in active markets that are accessible for identical assets. The Company measured the fixed income securities using market bid and ask prices. The inputs that are significant to the valuation of fixed income securities are generally observable, and therefore have been classified as Level 2.

In determining the fair value of acquired intangible assets from our business acquisitions, the Company uses the multi-period excess earnings method to value customer relationships and backlog and values developed technologies using the relief-from royalty method. These valuation methods use significant unobservable inputs classified within Level 3 of the fair value hierarchy. See "Note 2—*Summary of Significant Accounting Policies."*

We measure contingent consideration at fair value on a recurring basis using significant unobservable inputs classified within Level 3 of the fair value hierarchy. See "Note 2—*Summary of Significant Accounting Policies"* and "Note 3—*Acquisitions"* for further information.

With respect to equity-based compensation, for restricted stock units containing service conditions or service and performance conditions, the grant date fair value is based on the closing stock price of a share of the Company’s common stock on the NYSE on the grant date. For awards that include market conditions, the grant date fair value is determined using a Monte Carlo simulation.

19. Earnings Per Share

The tables below reconcile the denominator and numerator used to compute basic earnings per share (“EPS”) to the denominator and numerator used to compute diluted EPS for the years ended December 31, 2023, December 31, 2022 and December 31, 2021. Basic EPS is computed using the weighted average number of shares outstanding during the period and income available to shareholders.

Diluted EPS is computed similar to basic EPS, except the income available to shareholders is adjusted to add back interest expense, after tax, related to the Convertible Senior Note, and the weighted average number of shares outstanding is adjusted to reflect the dilutive effects of stock-based awards and shares underlying the Convertible Senior Note.

Convertible Senior Note dilution impact is calculated using the if-converted method. In connection with the offerings of our note, the Company entered into a convertible note hedge and warrants (see Note 11 - *Debt and Credit Facilities*); however, the convertible note hedge is not considered when calculating dilutive shares given its impact is anti-dilutive. The impact of the bond hedge would offset the dilutive impact of the shares underlying the Convertible Senior Note. The warrants have a strike price above our average share price during the period and are out of the money and not included in the tables below.

Dilutive potential common shares include, when circumstances require, shares the Company could be obligated to issue from its Convertible Senior Notes and warrants (see Note 11 - *Debt and Credit Facilities* for further discussion) and stock-based awards. Shares to be provided to the Company from its bond hedge purchased concurrently with the issuance of Convertible Senior Notes are anti-dilutive and are not included in its diluted shares. Anti-dilutive stock-based awards excluded from the calculation of earnings per share for the years ended December 31, 2023, December 31, 2022, and December 31, 2021 were 5,423, 15,113, and 11,986, respectively.

The following table reconciles the numerator and denominator used to compute basic EPS and the numerator and denominator used to computed diluted EPS (in thousands):

	2023	2022	2021
Numerator for Basic and Diluted EPS:			
Net income attributable to Parsons Corporation - basic	$ 161,149	$ 96,664	$ 64,072
Convertible senior notes if-converted method interest adjustment	2,291	2,176	2,130
Net income attributable to Parsons Corporation - diluted	$ 163,440	$ 98,840	$ 66,202
Denominator for Basic and Diluted EPS:			
Basic weighted average number of shares outstanding	104,992	103,758	102,544
Dilutive effect of stock-based awards	1,173	808	666
Dilutive effect of convertible senior notes	8,917	8,917	8,917
Diluted weighted average number of shares outstanding	115,082	113,483	112,127
Earnings per share:			
Basic	$ 1.53	$ 0.93	$ 0.62
Diluted	$ 1.42	$ 0.87	$ 0.59

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 $100,000,000 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. 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.

	2023	2022
Total shares repurchased	233,010	574,933
Total shares retired	233,010	574,933
Average price paid per share	$ 47.21	$ 38.27

As of December 31, 2023, the Company has $45.3 million remaining under the stock repurchase program.

20. Segments 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 cybersecurity, 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 and segment Adjusted EBITDA attributable to Parsons Corporation.

The following tables summarize business segment information for the periods presented (in thousands):

	2023	2022	2021
Revenues:			
Federal Solutions	$ 3,020,701	$ 2,212,987	$ 1,888,050
Critical Infrastructure	2,422,048	1,982,285	1,772,721
Total revenues	$ 5,442,749	$ 4,195,272	$ 3,660,771

	2023	2022	2021
Equity in (losses) earnings of unconsolidated joint ventures:			
Federal Solutions	$ 4,190	$ 3,677	$ 2,303
Critical Infrastructure	(51,941)	12,670	34,559
Total equity in (losses) earnings of unconsolidated joint ventures	$ (47,751)	$ 16,347	$ 36,862

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. The following table summarizes business segment Adjusted EBITDA and a reconciliation to net income attributable to Parsons Corporation for the periods presented (in thousands):

	2023	2022	2021
Adjusted EBITDA attributable to Parsons Corporation			
Federal Solutions	$ 289,250	$ 199,004	$ 162,733
Critical Infrastructure	127,785	123,385	121,700
Adjusted EBITDA attributable to Parsons Corporation	417,035	322,389	284,433
Adjusted EBITDA attributable to noncontrolling interests	47,638	30,393	25,287
Depreciation and amortization	(119,973)	(120,501)	(144,209)
Interest expense, net	(29,306)	(22,219)	(17,301)
Income tax expense	(56,138)	(39,657)	(23,636)
Equity-based compensation expense	(36,151)	(24,354)	(19,601)
Transaction-related costs (a)	(12,013)	(16,270)	(11,965)
Restructuring expense (b)	(1,244)	(213)	(736)
Other (c)	(1,933)	(3,003)	(3,320)
Net income including noncontrolling interests	$ 207,915	$ 126,565	$ 88,952
Net income attributable to noncontrolling interests	(46,766)	(29,901)	(24,880)
Net income attributable to Parsons Corporation	$ 161,149	$ 96,664	$ 64,072

(a) Reflects costs incurred in connection with acquisitions, and other non-recurring transaction costs, primarily fees paid for professional services and employee retention.
(b) Reflects costs associated with and related to our corporate restructuring initiatives.
(c) 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 table presents revenues and property and equipment, net by geographic area (in thousands):

	2023	2022	2021
Revenues:			
North America	$ 4,481,492	$ 3,463,128	$ 3,028,760
Middle East	943,175	710,830	610,655
Rest of World	18,082	21,314	21,356
Total revenues	$ 5,442,749	$ 4,195,272	$ 3,660,771
Property and equipment, net			
North America	$ 91,766	$ 91,217	$ 100,674
Middle East	7,191	4,833	3,522
Total property and equipment, net	$ 98,957	$ 96,050	$ 104,196

North America revenue includes $4.1 billion, $3.2 billion and $2.7 billion of United States revenue for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, respectively. North America property and equipment, net includes $83.9 million, $84.4 million and $95.0 million of property and equipment, net in the United States at December 31, 2023, December 31, 2022 and December 31, 2021, respectively.

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

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

	2023	2022	2021
Revenue:			
Defense & Intelligence	$ 1,539,968	$ 1,368,779	$ 1,269,030
Engineered Systems	1,480,733	844,208	619,020
Federal Solutions revenues	3,020,701	2,212,987	1,888,050
Infrastructure – North America	1,472,768	1,265,376	1,155,511
Infrastructure – Europe, Middle East and Africa	$ 949,280	716,909	617,210
Critical Infrastructure revenues	2,422,048	1,982,285	1,772,721
Total revenues	$ 5,442,749	$ 4,195,272	$ 3,660,771

Effective June 1, 2022, the Company made changes to its Federal Solutions business units by transferring a portion of legacy Defense and Intelligence business unit to the Engineered Systems business unit. Effective October 1, 2023, the Company reorganized its Critical Infrastructure business units from Mobility Solutions and Connected Communities to Infrastructure – North America and Infrastructure – Europe, Middle East and Africa. The prior year information in the table above has been reclassified to conform to the business unit changes.

21. Subsequent Events

None

PARSONS CORPORATION AND SUBSIDIARIES
Schedule II—Valuation and Qualifying Accounts

(in thousands)	Balance at beginning of period	Additions	Deductions	Other and foreign exchange impact	Balance at end of period
2023					
Allowance for doubtful accounts	$ 4,011	$ -	$ (59)	$ -	$ 3,952
Valuation allowance on deferred tax assets	28,705	8,209	(2,437)	302	34,779
2022					
Allowance for doubtful accounts	3,955	59	(3)	-	4,011
Valuation allowance on deferred tax assets	27,348	3,656	(2,180)	(119)	28,705
2021					
Allowance for doubtful accounts	4,001	8	(54)	-	3,955
Valuation allowance on deferred tax assets	$ 23,878	$ 4,873	$ (878)	$ (525)	$ 27,348

Exhibit 19.3

PARSONS CORPORATION
INSIDER TRADING COMPLIANCE POLICY

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PARSONS CORPORATION
INSIDER TRADING COMPLIANCE POLICY

I. SUMMARY

Preventing insider trading is necessary to comply with securities laws and to preserve the reputation and integrity of Parsons Corporation (the "Company") as well as that of all persons affiliated with the Company. "Insider trading" occurs when any person purchases or sells a security while in possession of inside information relating to the security. As explained in Section III below, "inside information" is information that is both "material" and "non-public." Insider trading is a crime. The penalties for violating insider trading laws include imprisonment, disgorgement of profits, civil fines, and criminal fines of up to $5 million for individuals and $25 million for corporations. Insider trading is also prohibited by this Insider Trading Compliance Policy (this "Policy"), and violation of this Policy may result in Company-imposed sanctions, including removal or dismissal for cause.

This Policy applies to all officers, directors and employees of the Company. Individuals subject to this Policy are responsible for ensuring that members of their households also comply with this Policy. This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual's own account. This Policy extends to all activities within and outside an individual's Company duties. Every officer, director and employee must review this Policy. Questions regarding the Policy should be directed to the Company's Chief Legal Officer.

II. STATEMENT OF POLICIES PROHIBITING INSIDER TRADING

No officer, director or employee shall purchase or sell any type of security while in possession of material, non-public information relating to the security, whether the issuer of such security is the Company or any other company.

Additionally, no officer, director or employee shall purchase or sell any security of the Company during the period beginning on the 14th calendar day before the end of any fiscal quarter of the Company and ending upon completion of the second full trading day after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company. For purposes of this Policy, the term "security" of the Company includes both (i) the security traded on the NYSE as "PSN" and (ii) the .25% Convertible Senior Notes due in 2025.

These prohibitions do not apply to:

purchases of the Company's securities from the Company or sales of the Company's securities to the Company;

exercises of stock options or other equity awards or the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards, that in each case do not involve a market sale of the Company's securities (the "cashless exercise" of a Company

stock option through a broker does involve a market sale of the Company's securities, and therefore would not qualify under this exception);

bona fide gifts of the Company's securities; or

purchases or sales of the Company's securities made pursuant to any binding contract, specific instruction or written plan entered into while the purchaser or seller, as applicable, was unaware of any material, non-public information and which contract, instruction or plan (i) meets all requirements of the affirmative defense provided by Rule 10b5-1 ("Rule 10b5-1") promulgated under the Securities Exchange Act of 1934, as amended (the "1934 Act"), (ii) was pre-cleared in advance pursuant to this Policy and (iii) has not been amended or modified in any respect after such initial pre-clearance without such amendment or modification being pre-cleared in advance pursuant to this Policy. For more information about Rule 10b5-1 trading plans, see Section VI below.

No officer, director or employee shall directly or indirectly communicate (or "tip") material, non-public information to anyone outside the Company (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company other than on a need-to-know basis.

III. EXPLANATION OF INSIDER TRADING

"Insider trading" refers to the purchase or sale of a security while in possession of "material," "non-public" information relating to the security.

"Securities" includes stocks, bonds, notes, debentures, options, warrants and other convertible securities, as well as derivative instruments.

"Purchase" and *"sale"* are defined broadly under the federal securities law. *"Purchase"* includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. *"Sale"* includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security. These definitions extend to a broad range of transactions, including conventional cash-for-stock transactions, conversions, the exercise of stock options, and acquisitions and exercises of warrants or puts, calls or other derivative securities.

It is generally understood that insider trading includes the following:

Trading by insiders while in possession of material, non-public information;

Trading by persons other than insiders while in possession of material, non-public information, if the information either was given in breach of an insider's fiduciary duty to keep it confidential or was misappropriated; and

Communicating or tipping material, non-public information to others, including recommending the purchase or sale of a security while in possession of such information.

A. What Facts are Material?

The materiality of a fact depends upon the circumstances. A fact is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security, or if the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company's business or to any type of security, debt or equity.

Examples of material information include (but are not limited to) information about dividends; corporate earnings or earnings forecasts; possible mergers, acquisitions, tender offers or dispositions; major new products or product developments; important business developments such as major contract awards or cancellations, trial results, developments regarding strategic collaborators or the status of regulatory submissions; management or control changes; significant borrowing or financing developments including pending public sales or offerings of debt or equity securities; defaults on borrowings; bankruptcies; and significant litigation or regulatory actions. Moreover, material information does not have to be related to a company's business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material.

A good general rule of thumb: **When in doubt, do not trade.**

B. What is Non-public?

Information is "non-public" if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors through such media as Dow Jones, Business Wire, Reuters, The Wall Street Journal, Associated Press, or United Press International, a broadcast on widely available radio or television programs, publication in a widely available newspaper, magazine or news web site, a Regulation FD-compliant conference call, or public disclosure documents filed with the SEC that are available on the SEC's web site.

The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination. In addition, even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information. Generally, one should allow two full trading days following publication as a reasonable waiting period before such information is deemed to be public.

C. Who is an Insider?

"Insiders" include officers, directors and employees of a company and anyone else who has material inside information about a company. Insiders have independent fiduciary duties to their company and its stockholders not to trade on material, non-public information relating to the company's securities. All officers, directors and employees of the Company should consider themselves insiders with respect to material, non-public information about the Company's business, activities and securities. Officers, directors and employees may not trade in the Company's securities while in possession of material, non-public information relating to the Company, nor may they tip such information to anyone outside the Company (except in accordance with the Company's policies regarding the protection or authorized external

disclosure of Company information) or to anyone within the Company other than on a need-to-know basis.

Individuals subject to this Policy are responsible for ensuring that members of their households also comply with this Policy. This Policy also applies to any entities controlled by individuals subject to the Policy, including any corporations, partnerships or trusts, and transactions by these entities should be treated for the purposes of this Policy and applicable securities laws as if they were for the individual's own account.

D. Trading by Persons Other than Insiders

Insiders may be liable for communicating or tipping material, non-public information to a third party ("tippee"), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information that has been misappropriated.

Tippees inherit an insider's duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business, or other gatherings.

E. Penalties for Engaging in Insider Trading

Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers. The Securities and Exchange Commission ("SEC") and Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the federal securities laws include:

SEC administrative sanctions;

Securities industry self-regulatory organization sanctions;

Civil injunctions;

Damage awards to private plaintiffs;

Disgorgement of all profits;

Civil fines for the violator of up to three times the amount of profit gained or loss avoided;

Civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) of up to the greater of $1,425,000 or three times the amount of profit gained or loss avoided by the violator;

Criminal fines for individual violators of up to $5,000,000 ($25,000,000 for an entity); and

Jail sentences of up to 20 years.

In addition, insider trading could result in serious sanctions by the Company, including dismissal. Insider trading violations are not limited to violations of the federal securities laws. Other federal and state civil or criminal laws, such as the laws prohibiting mail and wire fraud and the Racketeer Influenced and Corrupt Organizations Act (RICO), also may be violated in connection with insider trading.

F. Size of Transaction and Reason for Transaction Do Not Matter

The size of the transaction or the amount of profit received does not have to be significant to result in prosecution. The SEC has the ability to monitor even the smallest trades, and the SEC performs routine market surveillance. Brokers or dealers are required by law to inform the SEC of any possible violations by people who may have material, non-public information. The SEC aggressively investigates even small insider trading violations.

G. Examples of Insider Trading

Examples of insider trading cases include actions brought against corporate officers, directors, and employees who traded in a company's securities after learning of significant confidential corporate developments; friends, business associates, family members and other tippees of such officers, directors, and employees who traded in the securities after receiving such information; government employees who learned of such information in the course of their employment; and other persons who misappropriated, and took advantage of, confidential information from their employers.

The following are illustrations of insider trading violations. These illustrations are hypothetical and, consequently, not intended to reflect on the actual activities or business of the Company or any other entity.

Trading by Insider

An officer of X Corporation learns that earnings to be reported by X Corporation will increase dramatically. Prior to the public announcement of such earnings, the officer purchases X Corporation's stock. The officer, an insider, is liable for all profits as well as penalties of up to three times the amount of all profits. The officer also is subject to, among other things, criminal prosecution, including up to $5,000,000 in additional fines and 20 years in jail. Depending upon the circumstances, X Corporation and the individual to whom the officer reports also could be liable as controlling persons.

Trading by Tippee

An officer of X Corporation tells a friend that X Corporation is about to publicly announce that it has concluded an agreement for a major acquisition. This tip causes the friend to purchase X Corporation's stock in advance of the announcement. The officer is jointly liable with his friend for all of the friend's profits, and each is liable for all civil penalties of up to three times the amount of the friend's profits. The officer and his

friend are also subject to criminal prosecution and other remedies and sanctions, as described above.

H. Prohibition of Records Falsification and False Statements

Section 13(b)(2) of the 1934 Act requires companies subject to the Act to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The SEC has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) officers or directors from making any materially false, misleading, or incomplete statement to any accountant in connection with any audit or filing with the SEC. These provisions reflect the SEC's intent to discourage officers, directors and other persons with access to the Company's books and records from taking action that might result in the communication of materially misleading financial information to the investing public.

IV. STATEMENT OF PROCEDURES PREVENTING INSIDER TRADING

The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every officer, director and employee is required to follow these procedures.

A. Pre-Clearance of All Trades by All Officers, Directors and Employees

To provide assistance in preventing inadvertent violations of applicable securities laws and to avoid the appearance of impropriety in connection with the purchase and sale of the Company's securities, **all transactions in the Company's securities involving the acquisition of Company stock and the exercise of stock options by officers, directors and employees referenced in Attachment C hereto (each, a "Pre-Clearance Person") must be pre-cleared** by the Company's Chief Legal Officer. Pre-clearance does not relieve anyone of his or her responsibility under SEC rules. The Chief Legal Officer shall consider any stock repurchase activity by the Company prior to granting approval of a trade request by a Pre-Clearance Person and may withhold approval of any such request to ensure compliance with regulatory restrictions and requirements.

A request for pre-clearance may be oral or in writing (including by e-mail), should be made at least two business days in advance of the proposed transaction and should include the identity of the Pre-Clearance Person, the type of proposed transaction (for example, an open market purchase, a privately negotiated sale, an option exercise, etc.), the proposed date of the transaction and the number of shares or other securities to be involved. In addition, the Pre-Clearance Person must execute a certification (in the form approved by the Chief Legal Officer) that he or she is not aware of material nonpublic information about the Company. The Chief Legal Officer shall have sole discretion to decide whether to clear any contemplated transaction. The Chief Legal Officer shall have sole discretion to decide whether to clear transactions by all persons or entities subject to this policy, including members of the executive leadership team (ELT), as a result of their relationship with the Chief Legal Officer. All trades that are pre-cleared must be affected within five business days of receipt of the pre-clearance unless a specific exception has been granted by the Chief Legal Officer. A pre-cleared trade (or any

portion of a pre-cleared trade) that has not been affected during the five-business day period must be pre-cleared again prior to execution. Notwithstanding receipt of pre-clearance, if the Pre-Clearance Person becomes aware of material non-public information or becomes subject to a black-out period before the transaction is affected, the transaction may not be completed.

To provide further assistance in preventing inadvertent violations of applicable securities laws and to avoid the appearance of impropriety in connection with the purchase and sale of the Company's securities, **all transactions in the Company's securities involving any sale or disposition of Company stock by a director or certain Pre-Clearance Persons, as referenced in Attachment D hereto, may only be made pursuant to a Trading Plan in accordance with the provisions set forth in Article VI, Section A herein.**

None of the Company, the Chief Legal Officer or the Company's other employees will have any liability for any delay in reviewing, or refusal of, a request for pre-clearance submitted pursuant to this Section IV.A. Notwithstanding any pre-clearance of a transaction pursuant to this Section IV.A, none of the Company, the Chief Legal Officer or the Company's other employees assumes any liability for the legality or consequences of such transaction to the person engaging in such transaction.

B. Black-Out Periods

Additionally, except for a sale or disposition of stock in accordance with an approved trading plan, no officer, director or employee shall purchase or sell any security of the Company during the period beginning on the 14th calendar day before the end of any fiscal quarter of the Company and ending upon completion of the second full trading day after the public release of earnings data for such fiscal quarter or during any other trading suspension period declared by the Company, except for:

purchases of the Company's securities from the Company or sales of the Company's securities to the Company;

exercises of stock options or other equity awards the surrender of shares to the Company in payment of the exercise price or in satisfaction of any tax withholding obligations in a manner permitted by the applicable equity award agreement, or vesting of equity-based awards that do not involve a market sale of the Company's securities (the "cashless exercise" of a Company stock option through a broker does involve a market sale of the Company's securities, and therefore would not qualify under this exception);

bona fide gifts of the Company's securities; and

purchases or sales of the Company's securities made pursuant to any binding contract, specific instruction or written plan entered into while the purchaser or seller, as applicable, was unaware of any material, non-public information and which contract, instruction or plan (i) meets all requirements of the affirmative defense provided by Rule 10b5-1, (ii) was pre-cleared in advance pursuant to this Policy and (iii) has not been amended or modified in any respect after such initial

pre-clearance without such amendment or modification being pre-cleared in advance pursuant to this Policy.

Exceptions to the black-out period policy may be approved only by the Company's Chief Legal Officer, or, in the case of exceptions for directors, the Board of Directors or Audit Committee of the Board of Directors.

From time to time, the Company, through the Board of Directors or the Chief Legal Officer may recommend that officers, directors, employees or others suspend trading in the Company's securities because of developments that have not yet been disclosed to the public. Subject to the exceptions noted above, all those affected should not trade in our securities while the suspension is in effect and should not disclose to others that we have suspended trading.

C. Post-Termination Transactions

With the exception of the pre-clearance requirement, this Policy continues to apply to transactions in the Company's securities even after termination of service to the Company. If an individual is in possession of material, non-public information when his or her service terminates, that individual may not trade in the Company's securities until that information has become public or is no longer material.

D. Information Relating to the Company

1. Access to Information

Access to material, non-public information about the Company, including the Company's business, earnings or prospects, should be limited to officers, directors and employees of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances (except in accordance with the Company's policies regarding the protection or authorized external disclosure of Company information) or to anyone within the Company on anything other than need-to-know basis.

In communicating material, non-public information to employees of the Company, all officers, directors and employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

2. Inquiries from Third Parties

Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Chief Legal Officer at (626) 440-3809.

E. Limitations on Access to Company Information

The following procedures are designed to maintain confidentiality with respect to the Company's business operations and activities.

All officers, directors and employees should take all steps and precautions necessary to restrict access to, and secure, material, non-public information by, among other things:

Maintaining the confidentiality of Company-related transactions;

Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in public places should be conducted so as to prevent access by unauthorized persons;

Restricting access to documents and files (including computer files) containing material, non-public information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);

Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;

Disposing of all confidential documents and other papers, after there is no longer any business or other legally required need, through shredders when appropriate;

Restricting access to areas likely to contain confidential documents or material, non-public information;

Safeguarding laptop computers, tablets, memory sticks, CDs and other items that contain confidential information; and

Avoiding the discussion of material, non-public information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.

Personnel involved with material, non-public information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

V. ADDITIONAL PROHIBITED TRANSACTIONS

The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if the persons subject to this Policy engage in certain types of transactions. Therefore, officers, directors and employees shall comply with the following policies with respect to certain transactions in the Company securities:

A. Short Sales

Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of the Company's securities are prohibited by this Policy. In addition, as noted below, Section 16(c) of the 1934 Act absolutely prohibits Section 16 reporting persons from making short sales of the Company's equity securities, *i.e.*, sales of shares that the insider does not own at the time of sale, or sales of shares against which the insider does not deliver the shares within 20 days after the sale.

B. Publicly Traded Options

A transaction in options is, in effect, a bet on the short-term movement of the Company's stock and therefore creates the appearance that an officer, director or employee is trading based on inside information. Transactions in options also may focus an officer's, director's or employee's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls or other derivative securities involving the Company's equity securities, on an exchange or in any other organized market, are prohibited by this Policy.

C. Hedging Transactions

Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow an officer, director or employee to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the officer, director or employee to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the officer, director or employee may no longer have the same objectives as the Company's other stockholders. Therefore, such transactions involving the Company's equity securities are prohibited by this Policy.

D. Purchases of the Company's Securities on Margin; Pledging the Company's Securities to Secure Margin or Other Loans

Purchasing on margin means borrowing from a brokerage firm, bank or other entity in order to purchase the Company's securities (other than in connection with a cashless exercise of stock options under the Company's equity plans). Margin purchases of the Company's securities are prohibited by this Policy. Pledging the Company's securities as collateral to secure loans is also prohibited. This prohibition means, among other things, that you cannot hold the Company's securities in a "margin account" (which would allow you to borrow against your holdings to buy securities).

E. Director and Executive Officer Cashless Exercises

The Company will not arrange with brokers to administer cashless exercises on behalf of directors and executive officers of the Company. Directors and executive officers of the Company may use the cashless exercise feature of their equity awards only if (i) the director or officer retains a broker independently of the Company, (ii) the Company's involvement is limited to confirming that it will deliver the stock promptly upon payment of the exercise price and (iii) the director or officer uses a "T+2" cashless exercise arrangement, in which the Company agrees to deliver stock against the payment of the purchase price on the same day the sale of the stock underlying the equity award settles. Under a T+2 cashless exercise, a broker, the issuer, and the issuer's transfer agent work together to make all transactions settle simultaneously. This approach is to avoid any inference that the Company has "extended credit" in the form of a personal loan to the director or executive officer. Questions about cashless exercises should be directed to the Chief Legal Officer.

VI. RULE 10b5-1 TRADING PLANS, SECTION 16 AND RULE 144

A. Rule 10b5-1 Trading Plans

1. Overview

Rule 10b5-1 will protect directors, officers and employees from insider trading liability under Rule 10b5-1 for transactions under a previously established contract, plan or instruction to trade in the Company's stock (a "Trading Plan") entered into in good faith and in accordance with the terms of Rule 10b5-1 and all applicable state laws and will be exempt from the trading restrictions set forth in this Policy. **All members of the Board of Directors and Pre-Clearance Persons identified in Attachment D hereto must have a Rule 10b5-1 Trading Plan (the "Trading Plan") that has been approved by the Company's Chief Legal Officer before they are permitted to sell or dispose of the Company's stock. Each Trading Plan shall comply with all applicable rules and regulations imposed by the SEC and should include the following provisions:**

The Trading Plan must be prepared and approved during an open trading window for the Company;

A cooling off period after the Trading Plan is approved by the Chief Legal Officer which provides that the first trade may not be made until the later of (i) ninety days after the adoption or modification of the trading plan, or (ii) two business days following the filing of the Form 10-Q or 10-K for the fiscal quarter in which the plan was adopted or modified, not to exceed 120 days following the adoption or modification of the plan ;

A written representation certifying that the person is not aware of any material, non-public information about Parsons and its securities, and is adopting or modifying the plan in good faith and not as part of a plan or scheme to evade the prohibition of Exchange Rule 10b5-1; and

The Trading Plan must have a minimum length of at least one year before the Plan may amended or terminated.

Any person who adopts or modifies a Rule 10b5-1 Trading Plan shall have an ongoing obligation of good faith with respect to his or her actions. For example, no person may use his or her influence to affect the timing of a disclosure related to Parsons' securities so that a trade under his or her Rule 10b5-1 Trading Plan becomes more profitable.

Any person who adopts or modifies a Rule 10b5-1 Trading Plan may not have more than one Rule 10b5-1 Trading Plan for open market purchases or sales of Parsons' securities, except for plans or modifications solely to authorize an agent to sell only enough securities as are necessary to satisfy applicable tax withholding obligations arising exclusively from the vesting of a compensatory award, and the person does not otherwise exercise control over the timing of such sales; provided, however, that a person may have a series of separate contracts with different broker-dealers to execute trades pursuant to a single Rule 10b5-1 Trading Plan, and a

person may maintain two separate Rule 10b5-1 Trading Plans for open market purchases or sales, if trading under the later plan is not authorized to begin until after all trades under the earlier commencing plan are completed or expire without execution. Further, during any twelve-month period, a person is limited to one "single-trade plan" which is designed to affect an open market purchase or sale of the total amount of securities subject to the Trading Plan in a single transaction; provided, however, that a Trading Plan will not be treated as a "single-trade plan" if it grants discretion to a persons' agent over whether to execute the plan through a single transaction.

The initiation of, and any amendment or modification to, any such Trading Plan will be deemed to be a transaction in the Company's securities, and such initiation or modification is subject to all limitations and prohibitions relating to transactions in the Company's securities. Each such Trading Plan, and any modification thereof, must be submitted to and pre-approved by the Company's Chief Legal Officer, or such other person as the Board of Directors may designate from time to time (the "Authorizing Officer"), who may impose such conditions on the implementation and operation of the Trading Plan as the Authorizing Officer deems necessary or advisable. The Chief Legal Officer or another Authorizing Officer shall have the authority to amend, waive or interpret this Policy as it relates to any Trading Plan or the Company's policies with respect to such plans. However, compliance of the Trading Plan to the terms of Rule 10b5-1 and the execution of transactions pursuant to the Trading Plan are the sole responsibility of the person initiating the Trading Plan, not the Company or the Authorizing Officer.

Trading Plans do not exempt individuals from complying with Section 16 short-swing profit rules or liability.

Rule 10b5-1 presents an opportunity for insiders to establish arrangements to sell (or purchase) Company stock without the restrictions of trading windows and black-out periods, even when there is undisclosed material information. A Trading Plan may also help reduce negative publicity that may result when key executives sell the Company's stock. Rule 10b5-1 only provides an "affirmative defense" in the event there is an insider trading lawsuit. It does not prevent someone from bringing a lawsuit.

A director, officer or employee may enter into a Trading Plan only when he or she is not in possession of material, non-public information, and only during a trading window period outside of the trading black-out period. Although transactions effected under a Trading Plan will not require further pre-clearance at the time of the trade, any transaction (including the quantity and price) made pursuant to a Trading Plan of a Section 16 reporting person must be reported to the Company promptly on the day of each trade to permit the Company's filing coordinator to assist in the preparation and filing of a required Form 4.

The Company reserves the right from time to time to suspend, discontinue or otherwise prohibit any transaction in the Company's securities, even pursuant to a previously approved Trading Plan, if the Authorizing Officer or the Board of Directors, in its discretion, determines that such suspension, discontinuation or other prohibition is in the best interests of the Company. Any Trading Plan submitted for approval hereunder should explicitly acknowledge the Company's right to prohibit transactions in the Company's securities. Failure to discontinue purchases and sales as directed shall constitute a violation of the terms of this Section VI and result in a loss of the exemption set forth herein.

Officers, directors and employees may adopt Trading Plans with brokers that outline a pre-set plan for trading of the Company's stock, including the exercise of options. Trades pursuant to a Trading Plan generally may occur at any time. However, the Company requires a cooling-off period of 30 days between the establishment of a Trading Plan and commencement of any transactions under such plan. An individual may adopt more than one Trading Plan. Please review the following description of how a Trading Plan works.

Pursuant to Rule 10b5-1, an individual's purchase or sale of securities will not be "on the basis of" material, non-public information if:

First, before becoming aware of the information, the individual enters into a binding contract to purchase or sell the securities, provides instructions to another person to sell the securities or adopts a written plan for trading the securities (i.e., the Trading Plan).

Second, the Trading Plan must either:

specify the amount of securities to be purchased or sold, the price at which the securities are to be purchased or sold and the date on which the securities are to be purchased or sold;

include a written formula or computer program for determining the amount, price and date of the transactions; or

prohibit the individual from exercising any subsequent influence over the purchase or sale of the Company's stock under the Trading Plan in question.

Third, the purchase or sale must occur pursuant to the Trading Plan and the individual must not enter into a corresponding hedging transaction or alter or deviate from the Trading Plan.

2. Revocation of and Amendments to Trading Plans

Revocation of Trading Plans should occur only in unusual circumstances. Effectiveness of any revocation, amendment or modification of a Trading Plan will be subject to the prior review and approval of the Authorizing Officer, and, in the case of any amendment or modification, must comply with all requirements set forth in Section A of this Article VI. A revocation, amendment or modification of a Trading Plan may only be made during an open trading window for the Company. Once an amendment or modification to a Trading Plan is approved, as provided herein, the participant must observe a cooling off period, as described herein, before any sale or disposition of Company stock may occur. The cooling off period shall expire on the opening of the Company's trading window for the subsequent quarter following approval of the amendment or modification of the Trading Plan.

Once a Trading Plan has been revoked, the participant must wait until the opening of the Company's trading window for the subsequent quarter following such revocation and 180 days before establishing a new Trading Plan and such Trading Plan must adhere to the further requirements noted in Section of this Article VI. You should note that revocation of a Trading Plan can result in the loss of an affirmative defense for past or future transactions under a

Trading Plan. You should consult with your own legal counsel before deciding to revoke a Trading Plan. In any event, you should not assume that compliance with the 180-day bar will protect you from possible adverse legal consequences of a Trading Plan revocation.

A person acting in good faith may amend a prior Trading Plan so long as such amendments are made outside of a quarterly trading black-out period and at a time when the Trading Plan participant does not possess material, non-public information. Plan amendments must satisfy all requirements set forth herein.

Under certain circumstances, a Trading Plan *must* be revoked. This may include circumstances such as the announcement of a merger or the occurrence of an event that would cause the transaction either to violate the law or to have an adverse effect on the Company. Further, the Company's Board of Directors has the discretion to require the revocation of Trading Plans for participants, in its discretion. The Authorizing Officer or administrator of the Company's stock plans is authorized to notify the broker in such circumstances, thereby insulating the insider in the event of revocation.

3. Discretionary Plans

Although non-discretionary Trading Plans are preferred, discretionary Trading Plans, where the discretion or control over trading is transferred to a broker, are permitted if pre-approved by the Authorizing Officer.

The Authorizing Officer must pre-approve any Trading Plan, arrangement or trading instructions, etc., involving potential sales or purchases of the Company's stock or option exercises, including but not limited to, blind trusts, discretionary accounts with banks or brokers, or limit orders. The actual transactions effected pursuant to a pre-approved Trading Plan will not be subject to further pre-clearance for transactions in the Company's stock once the Trading Plan or other arrangement has been pre-approved.

4. Reporting (if Required)

If required, an SEC Form 144 will be filled out and filed by the individual/brokerage firm in accordance with the existing rules regarding Form 144 filings. A footnote at the bottom of the Form 144 should indicate that the trades "are in accordance with a Trading Plan that complies with Rule 10b5-1 and expires ____." For Section 16 reporting persons, Form 4s should be filed before the end of the second business day following the date that the broker, dealer or plan administrator informs the individual that a transaction was executed, provided that the date of such notification is not later than the third business day following the trade date. A similar footnote should be placed at the bottom of the Form 4 as outlined above.

5. Options

Exercises of options for cash may be executed at any time. "Cashless exercise" option exercises are subject to trading windows. However, the Company will permit same day sales under approved Trading Plans that satisfy the requirements set forth herein. If a broker is required to execute a cashless exercise in accordance with a Trading Plan, then the Company must have exercise forms attached to the Trading Plan that are signed, undated and with the number of shares to be exercised left blank. Once a broker determines that the time is right to exercise the option and dispose of the shares in accordance with the Trading Plan, the broker will

notify the Company in writing and the administrator of the Company's stock plans will fill in the number of shares and the date of exercise on the previously signed exercise form. The insider should not be involved with this part of the exercise.

6. Trades Outside of a Trading Plan

During an open trading window, trades differing from Trading Plan instructions that are already in place are allowed as long as the Trading Plan continues to be followed.

7. Public Announcements

The Company may make a public announcement that Trading Plans are being implemented in accordance with Rule 10b5-1. It will consider in each case whether a public announcement of a particular Trading Plan should be made. It may also make public announcements or respond to inquiries from the media as transactions are made under a Trading Plan.

8. Prohibited Transactions

The transactions prohibited under Section V of this Policy, including among others short sales and hedging transactions, may not be carried out through a Trading Plan or other arrangement or trading instruction involving potential sales or purchases of the Company's securities.

9. No Section 16 Protection

The use of Trading Plans does not exempt participants from complying with the Section 16 reporting rules or liability for short-swing trades.

10. Limitation on Liability

None of the Company, the Authorizing Officer or the Company's other employees will have any liability for any delay in reviewing, or refusal of, a Trading Plan submitted pursuant to this Section VI.A. Notwithstanding any review of a Trading Plan pursuant to this Section VI.A, none of the Company, the Authorizing Officer or the Company's other employees assumes any liability for the legality or consequences relating to such Trading Plan to the person adopting such Trading Plan.

B. Section 16: Insider Reporting Requirements, Short-Swing Profits and Short Sales (Applicable to Officers, Directors and 10% Stockholders)

1. Reporting Obligations Under Section 16(a): SEC Forms 3, 4 and 5

Section 16(a) of the 1934 Act generally requires all officers, directors and 10% stockholders ("insiders"), within 10 days after the insider becomes an officer, director, or 10% stockholder, to file with the SEC an "Initial Statement of Beneficial Ownership of Securities" on SEC Form 3 listing the amount of the Company's stock, options and warrants which the insider beneficially owns. Following the initial filing on SEC Form 3, changes in beneficial ownership of the Company's stock, options and warrants must be reported on SEC Form 4, generally within two days after the date on which such change occurs, or in certain cases on Form 5, within 45 days after fiscal year end. The two-day Form 4 deadline begins to run from the trade date rather than the settlement date. A Form 4 must be filed even if, as a result of balancing transactions,

there has been no net change in holdings. In certain situations, purchases or sales of Company stock made within six months *prior* to the filing of a Form 3 must be reported on Form 4. Similarly, certain purchases or sales of Company stock made within six months *after* an officer or director ceases to be an insider must be reported on Form 4.

2. Recovery of Profits Under Section 16(b)

For the purpose of preventing the unfair use of information which may have been obtained by an insider, any profits realized by any officer, director or 10% stockholder from any "purchase" and "sale" of Company stock during a six-month period, so called "short-swing profits," may be recovered by the Company. When such a purchase and sale occurs, good faith is no defense. The insider is liable even if compelled to sell for personal reasons, and even if the sale takes place after full disclosure and without the use of any inside information.

The liability of an insider under Section 16(b) of the 1934 Act is only to the Company itself. The Company, however, cannot waive its right to short swing profits, and any Company stockholder can bring suit in the name of the Company. Reports of ownership filed with the SEC on Form 3, Form 4 or Form 5 pursuant to Section 16(a) (discussed above) are readily available to the public, and certain attorneys carefully monitor these reports for potential Section 16(b) violations. In addition, liabilities under Section 16(b) may require separate disclosure in the Company's annual report to the SEC on Form 10-K or its proxy statement for its annual meeting of stockholders. No suit may be brought more than two years after the date the profit was realized. However, if the insider fails to file a report of the transaction under Section 16(a), as required, the two-year limitation period does not begin to run until after the transactions giving rise to the profit have been disclosed. Failure to report transactions and late filing of reports require separate disclosure in the Company's proxy statement.

Officers and directors should consult the attached "Short-Swing Profit Rule Section 16(b) Checklist" attached hereto as "Attachment A" in addition to consulting the Chief Legal Officer prior to engaging in any transactions involving the Company's securities, including without limitation, the Company's stock, options or warrants.

3. Short Sales Prohibited Under Section 16(c)

Section 16(c) of the 1934 Act prohibits insiders absolutely from making short sales of the Company's equity securities. Short sales include sales of stock which the insider does not own at the time of sale, or sales of stock against which the insider does not deliver the shares within 20 days after the sale. Under certain circumstances, the purchase or sale of put or call options, or the writing of such options, can result in a violation of Section 16(c). Insiders violating Section 16(c) face criminal liability.

The Chief Legal Officer should be consulted if you have any questions regarding reporting obligations, short-swing profits or short sales under Section 16.

C. Rule 144 (Applicable to Officers, Directors and 10% Stockholders)

Rule 144 provides a safe harbor exemption to the registration requirements of the Securities Act of 1933, as amended, for certain resales of "restricted securities" and "control securities." "Restricted securities" are securities acquired from an issuer, or an affiliate of an issuer, in a transaction or chain of transactions not involving a public offering. "Control

securities" are *any* securities owned by directors, executive officers or other "affiliates" of the issuer, including stock purchased in the open market and stock received upon exercise of stock options. Sales of Company securities by affiliates (generally, directors, officers and 10% stockholders of the Company) must comply with the requirements of Rule 144, which are summarized below:

Current Public Information. The Company must have filed all SEC-required reports during the last 12 months.

Volume Limitations. Total sales of Company common stock by a covered individual for any three-month period may not exceed the *greater* of: (i) 1% of the total number of outstanding shares of Company common stock, as reflected in the most recent report or statement published by the Company, or (ii) the average weekly reported volume of such shares traded during the four calendar weeks preceding the filing of the requisite Form 144.

Method of Sale. The shares must be sold either in a "broker's transaction" or in a transaction directly with a "market maker." A "broker's transaction" is one in which the broker does no more than execute the sale order and receive the usual and customary commission. Neither the broker nor the selling person can solicit or arrange for the sale order. In addition, the selling person or Board member must not pay any fee or commission other than to the broker. A "market maker" includes a specialist permitted to act as a dealer, a dealer acting in the position of a block positioner, and a dealer who holds himself out as being willing to buy and sell Company common stock for his own account on a regular and continuous basis.

Notice of Proposed Sale. A notice of the sale (a Form 144) must be filed with the SEC at the time of the sale. Brokers generally have internal procedures for executing sales under Rule 144 and will assist you in completing the Form 144 and in complying with the other requirements of Rule 144.

If you are subject to Rule 144, you must instruct your broker who handles trades in Company securities to follow the brokerage firm's Rule 144 compliance procedures in connection with all trades.

VII. EXECUTION AND RETURN OF CERTIFICATION OF COMPLIANCE

After reading this Policy, all officers, directors and employees should execute and return to the Company's Chief Legal Officer the Certification of Compliance form attached hereto as "Attachment B."

ATTACHMENT A

SHORT-SWING PROFIT RULE SECTION 16(B) CHECKLIST

Note: ANY combination of PURCHASE AND SALE or SALE AND PURCHASE within six months of each other by an officer, director or 10% stockholder (or any family member living in the same household or certain affiliated entities) results in a violation of Section 16(b), and the "profit" must be recovered by Parsons Corporation (the "Company"). It makes no difference how long the shares being sold have been held or, for officers and directors, that you were an insider for only one of the two matching transactions. The highest priced sale will be matched with the lowest priced purchase within the six-month period.

Sales

If a sale is to be made by an officer, director or 10% stockholder (or any family member living in the same household or certain affiliated entities):

1. Have there been any purchases by the insider (or family members living in the same household or certain affiliated entities) within the past six months?
2. Have there been any option grants or exercises not exempt under Rule 16b-3 within the past six months?
3. Are any purchases (or non-exempt option exercises) anticipated or required within the next six months?
4. Has a Form 4 been prepared?

Note: If a sale is to be made by an affiliate of the Company, has a Form 144 been prepared and has the broker been reminded to sell pursuant to Rule 144?

Purchases And Option Exercises

If a purchase or option exercise for Company stock is to be made:

1. Have there been any sales by the insider (or family members living in the same household or certain affiliated entities) within the past six months?
2. Are any sales anticipated or required within the next six months (such as tax-related or year-end transactions)?
3. Has a Form 4 been prepared?

Before proceeding with a purchase or sale, consider whether you are aware of material inside information which could affect the price of the Company stock. All transactions in the Company's securities by officers and directors must be pre-cleared by contacting the Company's Chief Legal Officer or Chief Financial Officer.

ATTACHMENT B

CERTIFICATION OF COMPLIANCE

RETURN BY [_____] *[insert return deadline]*

TO: _____, Chief Legal Officer

FROM: _____

RE: INSIDER TRADING COMPLIANCE POLICY OF PARSONS CORPORATION

I have received, reviewed and understand the above-referenced Insider Trading Compliance Policy and undertake, as a condition to my present and continued employment (or, if I am not an employee, affiliation with) Parsons Corporation, to comply fully with the policies and procedures contained therein.

I hereby certify, to the best of my knowledge, that during the calendar year ending December 31, 20[__], I have complied fully with all policies and procedures set forth in the above-referenced Insider Trading Compliance Policy.

_____ _____

SIGNATURE DATE

_____

TITLE

Exhibit 21.1

LIST OF SUBSIDIARIES OF THE REGISTRANT

Subsidiary	Registered Jurisdiction
3D/International, Inc.	Texas
Amplus Corporation	Virginia
Blackhorse, A Parsons Company	Delaware
Bonifica S.P.A.	Italy
Braxton Science & Technology Group, LLC	Colorado
Braxton Technologies, LLC	Colorado
Bright Star For Engineering Services LLC	Iraq, Republic of
Checkmark Vehicle Safety Services, Inc.	Delaware
CMX Technologies LLC	Delaware
Command Engineering International Limited	Ontario
De Leuw, Cather International Limited	Delaware
Delcan Corporation	Illinois
Delcan Technologies, Inc.	Georgia
DZSP 21 LLC	Delaware
Echo Ridge, LLC	Virginia
Emerett, LLC	Colorado
First Defense Services Pte. Ltd.	Singapore
Fourth Dimension Engineering LLC	Delaware
Holding S.r.L.	Italy
Ingenicomm, LLC	Virginia
IPKeys Power Partners, Inc.	Delaware
Marigold Infrastructure Partners Inc.	Alberta
NDP, LLC	Colorado
OGS Holdings, Inc.	Delaware
OGSystems, LLC	Virginia
PARCAN, Inc.	Delaware
Parmetek, S.A. De C.V.	Mexico
Parsons 401Hot GP Inc.	Ontario
Parsons 401Hot Limited Partnership	Ontario
Parsons Architectural Services Inc.	Alberta

Exhibit 21.1

Parsons Architectural Services of Illinois Inc.	Illinois
Parsons Architecture of Florida Inc.	Florida
Parsons Architecture of New Jersey P.C.	New Jersey
Parsons Canada Holdings, LLC	Delaware
Parsons Construction Craft Services Inc.	Texas
Parsons Construction Group Inc.	Delaware
Parsons Constructors & Fabricators Inc.	Delaware
Parsons Constructors Inc.	Delaware
Parsons Corporation	Delaware
Parsons Delcan Inc.	Delaware
Parsons do Brasil Construcoes Ltda.	Brazil
Parsons Engineering Inc. of Michigan	Michigan
Parsons Engineering Limited	Cork
Parsons Engineering of New York, Inc.	New York
Parsons Engineering Science International, Inc.	Delaware
Parsons Engineering Science, Inc.	California
Parsons Engineering Services L.L.C.	Dubai
Parsons Enterprises, Inc.	Delaware
Parsons Environment & Infrastructure Group Inc.	Delaware
Parsons Europe Holdings B.V.	Netherlands
Parsons Evergreene, LLC	Delaware
Parsons Federal Construction Inc.	California
Parsons Global Services, Ltd.	Cayman Islands (B.W.I.)
Parsons Government Services Inc.	Nevada
Parsons Government Services International Inc.	Delaware
Parsons Government Support Services Inc.	Texas
Parsons Group International Limited	United Kingdom
Parsons Group-France SAS	France

Exhibit 21.1

Parsons Hanford Fabricators Inc.	Washington
Parsons Inc.	Federally Chartered
Parsons Infrastructure & Technology Group Inc. of Ohio	Ohio
Parsons Infrastructure & Technology Group of Illinois P.C.	Illinois
Parsons Infrastructure & Technology Group of Michigan Inc.	Nevada
Parsons Infrastructure & Technology Group of New York Inc.	New York
Parsons Inspection & Maintenance Corporation	Delaware
Parsons International & Company LLC	Sultanate of Oman
Parsons International Limited	Nevada
Parsons International Limited	Delaware
Parsons International Limited (L.L.C.), a Limited Liability Company	Egypt, Arab Republic of
Parsons Main of New York, Inc.	New York
Parsons Main, Inc.	Massachusetts
Parsons Middle East Corporation	Nevada
Parsons Middle East Ltd.	Delaware
Parsons MIP Inc.	Alberta
Parsons of North Carolina Inc.	North Carolina
Parsons of Puerto Rico Professional Engineers, P.S.C.	Puerto Rico
Parsons Overseas Company	Nevada
Parsons Overseas Limited Inc.	Delaware
Parsons PATCO Inc.	Delaware
Parsons Professional Corporation	District of Columbia
Parsons Professional Services Inc.	Ontario
Parsons Project Services, Inc.	California
Parsons RCI Inc.	Washington
Parsons Savannah Construction Company	South Carolina

Exhibit 21.1

Parsons Savannah Services Company	Delaware
Parsons Secure Solutions Inc.	Virginia
Parsons Services Company	Texas
Parsons SGTP GP Holdings Inc.	Federally Chartered
Parsons Technical Services Inc.	Delaware
Parsons Technical Services International Inc.	Texas
Parsons Technologies, LLC	Delaware
Parsons Transportation Architectural Services LLC	Delaware
Parsons Transportation Group Inc.	Illinois
Parsons Transportation Group Inc. of Michigan	Michigan
Parsons Transportation Group Inc. of Virginia	Virginia
Parsons Transportation Group of New York, Inc.	New York
Parsons Transportation Group, Professional Corporation	District of Columbia
Parsons Water & Infrastructure Inc.	Delaware
Parsons-Versar LLC	Delaware
Partnership for Temporary Housing LLC	Delaware
Polaris Alpha Advanced Systems, Inc.	Virginia
Polaris Alpha Cyber and Sigint, LLC	Delaware
Polaris Alpha Cyber Technologies, LLC	Delaware
Polaris Alpha Equity Holdings, LLC	Delaware
Polaris Alpha Holdings Parent, LLC	Delaware
Polaris Alpha, LLC	Delaware
PTSI Managed Services Inc.	California
QRC, LLC	Virginia
RMP Infrastructure Holdings Inc.	Federally Chartered
S&P Geology Services P.C.	New York
Sage Management Enterprise, LLC	Maryland

Exhibit 21.1

Saudi Arabian Parsons Limited	Saudi Arabia
Sealing Technologies, LLC	Maryland
SGTP Highway Bypass GP Inc.	Saskatchewan
SGTP Highway Bypass Limited Partnership	Saskatchewan
Solidyn Solutions, LLC	Delaware
Space Ground System Solutions, Inc.	Florida
SPW 2020 LLC	Virginia
Steinman Boynton Gronquist & Birdsall	New York
Steinman Inc.	New York
T.J. Cross Engineers, Inc.	California
Tailored Engineering Deployments, LLC	Maryland
TCG International Group Ltd.	Virginia
The Ralph M. Parsons Company	Nevada
TSM LLC	Tennessee
Vaxcom Services LLC	Delaware
West Corridor Developers General Partnership	Alberta
Williams Electric Co., Inc.	Florida
Xator AFG LLC	Delaware
Xator LLC	Florida

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-234626 and 333-231387) of Parsons Corporation of our report dated February 14, 2024 relating to the financial statements and financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
February 14, 2024

Exhibit 31.1

CERTIFICATION PURSUANT TO
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Carey A. Smith, certify that:

1. I have reviewed this Annual Report on Form 10-K 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: February 14, 2024

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

Exhibit 31.2

CERTIFICATION PURSUANT TO
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Matthew M. Ofilos, certify that:

1. I have reviewed this Annual Report on Form 10-K 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: February 14, 2024

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

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Parsons Corporation (the "Company") on Form 10-K for the period ending December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Carey A. Smith, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(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.

Date: February 14, 2024

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

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Parsons Corporation (the "Company") on Form 10-K for the period ending December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Matthew M. Ofilos, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(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.

Date: February 14, 2024

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