

PARSONS CORPORATION

COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE CHARTER

ARTICLE 1.

PURPOSE

The purpose of the Compensation and Management Development Committee (the “Committee”) is to oversee and discharge the responsibilities of the Board of Directors (the “Board”) of Parsons Corporation (the “Corporation”) relating to the compensation of the Chief Executive Officer (the “CEO”), the Corporation’s other executive officers (collectively the “Executive Officers”) and the Corporation’s non-employee directors (the “Outside Directors”). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Corporation as they affect the CEO and Executive Officers. The Board has also delegated certain responsibilities to the Committee relating to talent management programs and policies.

ARTICLE 2.

DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall have the following responsibilities:

- (a) Approve an overall compensation philosophy and strategy for the Corporation and its Executive Officers.
- (b) Annually review and approve (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board) corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s compensation based on this evaluation. The CEO may not be present during voting or deliberations on his or her compensation.
- (c) Annually review and approve corporate goals and objectives relevant to Executive Officer compensation and review and approve the compensation of the Executive Officers.
- (d) Review, approve, and amend incentive compensation awards and equity-based plans and arrangements (periodically and when appropriate);
- (e) Review and approve (periodically and when appropriate) the following as they affect the CEO or an Executive Officer (a) any employment agreements and severance arrangements for the CEO or the Executive Officers; (b) any change in control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits; and (c) any special or supplemental compensation and benefits for individuals who formerly served as the CEO or as an Executive Officer, including supplemental retirement benefits and the perquisites provided to them during and after employment.
- (f) Review and approve peer companies used for competitive analysis of compensation levels, designs, and trends.

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- (g) Review and approve clawback provisions under the Corporation's clawback policy.
- (h) Review and approve stock ownership guidelines for the Corporation's Executive Officers and Outside Directors, including policies with respect to the hedging and pledging of the Corporation's equity securities, and oversee compliance with such policies.
- (i) Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
- (j) Review the compensation for Outside Directors and recommend changes to the Board as appropriate.
- (k) Review the Committee's performance under this Charter annually.
- (l) Assess the adequacy of this Charter periodically, recommending changes to the Board as needed.
- (m) Review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Corporation's annual report on Form 10-K or the proxy statement with management and, based on such review and discussion, determine whether it will recommend to the Board that the CD&A be included in the appropriate filing.
- (n) Produce the annual Compensation Committee Report for inclusion in the Corporation's proxy statement.
- (o) Recommend Say on Pay and related frequency proposals to the Board for approval, each as may be required by the Securities and Exchange Commission to be included in the Corporation's annual proxy statement for the annual meeting of shareholders.
- (p) Evaluate whether any compensation consultant retained, or to be retained, by the Committee has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
- (q) Review the Company's talent development programs including leadership development, performance management and talent acquisition.
- (r) Discuss and provide input to management of the Company on matters relating to the Company's human capital resources, which may include strategies and policies regarding the Company's total rewards programs; belonging and diversity; hiring and retention; and employee development, engagement and well-being.
- (s) Make regular reports to the Board on the above items.

ARTICLE 3.
COMMITTEE ORGANIZATION

Section 3.1 Members. The Committee shall consist of no fewer than three (3) members (“Members”). The Members shall meet the independent requirements of the New York Stock Exchange “NYSE”, except as otherwise permitted by applicable NYSE rules. At least two Members shall also qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Section 3.2 Appointment and Removal. The members of the Committee shall be appointed and may be removed, with or without cause, by the Board. One member of the Committee shall be appointed as a Chair.

Section 3.3 Delegation of Duties. In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee also has the authority to authorize an officer of the Corporation to exercise its duties under this Charter to grant equity incentives to employees other than the CEO and the Executive Officers, as permitted by applicable laws.

The Board shall at all times have the power to dissolve the Committee, or to amend, repeal, or limit the responsibilities of the Committee or this Charter, as well as, any act of the Committee.

ARTICLE 4.
MEETINGS, PROCEDURES AND AUTHORITY

Section 4.1 Meetings. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Corporation’s bylaws that are applicable to the Committee. Meetings of the Committee will be held at least four times each year or more frequently, as determined to be appropriate by the Committee. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at the meeting at which a quorum is present shall constitute the action of the Committee.

Section 4.2 Authority to Engage Advisors. The Committee may, in its sole discretion, retain, terminate or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), but only after taking into consideration all factors relevant to the adviser’s independence from management, including any applicable factors under NYSE rules, relevant to the adviser’s independence from management. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains, and shall have the sole authority to approve the adviser’s fees and other terms and conditions of the adviser’s retention. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

Section 4.3 Other Powers. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Corporation’s bylaws and applicable NYSE rules.

Section 4.4 Investigations. The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Corporation to meet with the Committee or any advisers engaged by the Committee.

ARTICLE 5.
AMENDMENT OF THE CHARTER

The Nominating and Corporate Governance Committee reviews amendments to the Committee Charter, and submits recommendations to the Board. The Charter may be amended or repealed only by action of the Board and not by action of any Committee.