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PARSONS CORPORATION
INFORMATION STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
April 12, 2019

INTRODUCTION

This Information Statement, dated April 12, 2019 (the “Information Statement”) has been prepared by Parsons Corporation (“Parsons”) for use by Newport Trust Company (the “Trustee”), as the independent trustee for the Parsons Employee Stock Ownership Plan (the “ESOP”), and participants in the ESOP in connection with the Annual Meeting of Shareholders of Parsons Corporation to be held on April 26, 2019 (the “Annual Meeting”), or any adjournment thereof.

The following matters will be taken up at the Annual Meeting:

- (1) the election of three directors to the Board of Directors of Parsons (the “Board of Directors”) for a three-year term of office and until their successors are elected and qualified;
- (2) the amendment and restatement of the Certificate of Incorporation of Parsons; and
- (3) the transaction of such other business as may properly be brought before the Annual Meeting or any adjournment thereof.

The Trustee is sending this Information Statement to participants in the ESOP in connection with the solicitation of directions regarding a vote of the stockholder of Parsons on matters to be taken up at the Annual Meeting. The Trustee seeks your direction as a participant in the ESOP on the election of the directors to the Board of Directors and the approval of the Amended and Restated Certificate of Incorporation of Parsons, in the form attached as Exhibit A

(the “Amended and Restated Certificate”). The approval of the Amended and Restated Certificate is in connection with a contemplated initial public offering of the common stock of Parsons (the “IPO”), where Parsons has filed a registration statement on Form S-1 with the Securities and Exchange Commission (the “SEC”), which has not yet become effective. The approval of the election of proposed directors is determined by the plurality vote of the holders voting in such election, whereby the persons receiving the greatest number of votes at the Annual Meeting, up to the number of directors then to be elected, shall be the persons then elected. The approval of the Amended and Restated Certificate requires the affirmative vote of holders representing not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of Parsons.

The Trustee will oversee the process by which ESOP participants may direct the Trustee as to the voting of the shares of Parsons common stock that are allocated to the ESOP participants’ accounts under the ESOP (the “ESOP Shares”). The Trustee intends to cast the actual vote with respect to the election of directors to the Board of Directors and the approval of the Amended and Restated Certificate on the date of the Annual Meeting on April 26, 2019.

All statements in this Information Statement describing the Amended and Restated Certificate are qualified by the more complete information contained in, and attached as Exhibit A, the “Amended and Restated Certificate of Incorporation of Parsons Corporation,” Exhibit B, the “Current Certificate of Incorporation,” and Exhibit C, the “Redline – Current Certificate vs Amended and Restated Certificate.” If there is a conflict between the statements made in this Information Statement or Exhibits A, B or C, or if any point is not covered or only partially covered in this Information Statement, the information in Exhibits A, B and C will govern. You should consult your own attorney and/or advisors with respect to the interpretation of the amendments to the Current Certificate of Incorporation of Parsons pursuant to the adoption of the Amended and Restated Certificate.

The Board of Directors has determined that the approval of the Amended and Restated Certificate is in the best interests of Parsons and its stockholder, and the Board of Directors recommends that the stockholder vote in favor of approval of the Amended and Restated Certificate. The Board of Directors recommends a vote for all the director nominees.

The Trustee makes no recommendation to the ESOP participants on whether or how to direct the Trustee to vote.

THIS INFORMATION STATEMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OF PARSONS.

THE ESOP

Under the Parsons Employee Stock Ownership Plan 2012 Amendment and Restatement, as amended from time to time (the “Plan Document”), ESOP participants each have a beneficial interest in the ESOP Shares allocated to their respective ESOP accounts. The Parsons Corporation Employee Stock Ownership Trust (the “ESOP Trust”) is the legal title owner of the

ESOP Shares, and the Trustee holds the ESOP Shares in the name of the ESOP Trust. Only the Trustee has the right to vote the ESOP Shares. While ESOP participants do not have the right to vote directly the ESOP Shares, each ESOP participant may direct the Trustee as to how to vote the ESOP Shares (including fractional shares or fractional interests in shares) allocated to his or her ESOP account. This is referred to as a “pass-through” vote, which means that except for the reasons described below, in voting the ESOP Shares, the Trustee will “pass-through” the directions it receives from participants with respect to the ESOP Shares allocated to their respective ESOP accounts. The Trustee may, to the extent practicable, aggregate voting directions received from individual ESOP participants with respect to fractional shares or fractional interests in shares of the common stock of Parsons allocated to his or her respective account under the ESOP and treat them as a single combined voting instruction reflecting such aggregate voting directions. The actions of the Trustee with respect to voting the ESOP Shares are governed by the fiduciary duties mandated by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

The Trustee, however, reserves the right to reject or limit directions to the extent necessary to comply with the terms of the Plan Document, the Trustee’s fiduciary duties and ERISA. Based on the standards established by ERISA, and on the advice of its legal counsel, the Trustee will follow the directions of the ESOP participants unless the Trustee concludes that the directions are not proper or are contrary to the terms of the Plan Document, the Trustee’s fiduciary duties or ERISA.

Any shares for which the Trustee does not receive direction will be voted by the Trustee in accordance with the terms of the Plan Document, the Trustee’s fiduciary duties and ERISA.

DIRECTION PROCEDURES FOR ESOP PARTICIPANTS

In order to exercise your right as an ESOP participant to direct the Trustee how to vote the shares of common stock of Parsons allocated to your account under the ESOP, you must indicate your instructions to the Trustee via telephone, the internet or by mail by following the instructions on the enclosed Confidential Voting Instructions to Newport Trust Company, Independent Trustee of the Parsons Employee Stock Ownership Plan (the “Confidential Voting Instructions”) and the Direction Card to Newport Trust Company, Independent Trustee of the Parsons Employee Stock Ownership Plan (the “Direction Card”).

- **To vote via telephone**, have your unique control number, which is printed on the Direction Card or email you received, and call toll-free **1-888-693-8683**. Follow the provided instructions to record your vote. This line is open 24 hours a day, 7 days a week until 6:00 A.M. Eastern Time on Friday, April 26, 2019.
- **To vote via the internet**, have your unique control number, which is printed on the Direction Card or email you received, and log on to the website of Corporate Election Services at **www.cesvote.com**. Follow the instructions on the website to view the proxy information or record your vote.
- **To vote by mail**, fill out, sign and date the Direction Card and enclose it in the

postage-paid business reply envelope provided or return it to the tabulator:
Corporate Election Services, PO Box 1150, Pittsburgh, PA 15230. The Trustee must receive your Direction Card no later than **6:00 A.M. Eastern Time on April 26, 2019.**

IMPORTANT: If the Trustee does not receive your fully and properly completed and signed Direction Card on or before **6:00 A.M. Eastern Time on April 26, 2019**, or you do not otherwise provide your voting directions via telephone or the internet on or before this time, your directions may be rejected. Your failure to timely direct the Trustee will result in the Trustee determining how to vote your ESOP Shares. **Parsons encourages you to review this Information Statement and the other enclosed materials carefully before deciding how to direct the Trustee.**

Tabulation of Directions

The Trustee will collect the directions of the individual ESOP participants and, subject to the limitations described in this paragraph, will vote the ESOP Shares as directed. However, you should understand that the actions of the Trustee with respect to voting the ESOP Shares are governed by the fiduciary duties mandated by ERISA. The Trustee therefore reserves the right to reject or limit directions to the extent necessary to comply with the terms of the Plan Document, the Trustee's fiduciary duties and ERISA. Based on the standards established by ERISA, and on the advice of its legal counsel, the Trustee will follow the directions of the ESOP participants unless the Trustee concludes that the directions are not proper or are contrary to the terms of the Plan Document, the Trustee's fiduciary duties or ERISA. Additionally, if you do not timely provide your voting instructions via telephone or the internet or, if you are providing your instructions by mail, if you do not properly complete, sign and timely return the Direction Card, the Trustee will determine how to vote the shares allocated to your account in the ESOP in its discretion.

Undue Influence

In determining whether directions are proper, the Trustee will consider whether ESOP participants have been subject to undue influence in making their decisions. In the unusual circumstance where the Trustee determines that it cannot follow ESOP participants' directions, ERISA requires the Trustee to exercise its own fiduciary judgment in deciding how to vote the ESOP Shares.

IF YOU HAVE ANY CONCERN THAT YOU ARE BEING SUBJECTED TO UNDUE INFLUENCE TO ACT IN A PARTICULAR MANNER WITH RESPECT TO HOW TO DIRECT THE TRUSTEE TO VOTE, PLEASE CONTACT NEWPORT TRUST COMPANY AT ParsonsESOPinfo@newportgroup.com.

Confidentiality

The Trustee has established procedures to maintain the confidentiality of your directions.

How you direct the Trustee or whether you direct the Trustee will not be disclosed to Parsons or any of its employees. Such information will not be released or divulged to anyone, except as required by law.

YOUR DIRECTION IS IMPORTANT. PARSONS ENCOURAGES YOU TO REVIEW THIS INFORMATION STATEMENT CAREFULLY AND TO RETURN YOUR DIRECTION CARD OR PROVIDE YOUR INSTRUCTIONS VIA TELEPHONE OR THE INTERNET IN A TIMELY MANNER.

ACCESS TO INFORMATION

For additional information regarding the pass-through voting process, please contact Newport Trust Company at ParsonsESOPinfo@newportgroup.com. For information regarding the ESOP, the director elections, the IPO or the Amended and Restated Certificate, contact Parsons at 1-855-539-8695 or at ParsonsESOPcommunications@findley.com. Representatives are available Monday-Friday between 7:00 A.M. – 7:00 P.M. Central Time.

QUESTIONS AND ANSWERS

The following are answers to some frequently asked questions. You should, however, read this entire Information Statement for more information before making a decision as to how to direct the Trustee to vote.

Q-1. What factors should I consider when deciding how to direct the Trustee to vote?

A-1. Some of the matters you should examine are set forth in this Information Statement. You should carefully read the entire Information Statement and all exhibits or attachments, and consider the effects of the director elections and the Amended and Restated Certificate on both Parsons and the IPO. There can be no assurance that the IPO will be consummated or, if consummated, the timing and terms thereof.

Q-2. What is the deadline for returning my Direction Card?

A-2. If you chose to vote by mail, the Trustee must receive your Direction Card no later than **6:00 A.M. Eastern Time on April 26, 2019** in order for your direction to be counted. Please return your signed and dated Direction Card to Corporate Election Services, a firm engaged by the Trustee to tabulate ESOP participant directions, using the enclosed, pre-addressed envelope by **6:00 A.M. Eastern Time on April 26, 2019**.

Q-3. What will happen if I do not provide voting instructions?

A-3. If you do not timely provide voting instructions via telephone, the internet or by mail, the Trustee will determine how to vote your ESOP Shares.

Q-4. May I change my direction?

A-4. Yes. You may change or revoke any direction by telephone, the internet, or by delivering a letter of revocation or a later-executed Direction Card to the Trustee, care of Corporate Election Services, the tabulator, no later than **6:00 A.M. Eastern Time on April 26, 2019**. This later-executed Direction Card will serve to revoke any previously delivered voting instruction forms.

Q-5. Is the Trustee required to vote the ESOP Shares in the manner in which it is directed?

A-5. In general, the Trustee will vote the ESOP Shares as directed. However, the Trustee is bound by its ERISA fiduciary duties to consider whether such directions are proper and were made without undue influence before voting the ESOP Shares. In the rare instance in which the Trustee determines that it cannot follow ESOP participant directions, it will exercise its own fiduciary judgment in deciding how to vote the ESOP Shares.

Q-6. Will Parsons know whether I have directed the Trustee to vote in favor of or against the approval of the election of directors or Amended and Restated Certificate?

A-6. No. ERISA requires that the Trustee and its representatives hold your Direction Card in confidence. How you direct the Trustee to vote and whether you direct the Trustee will not be disclosed to anyone, except as required by law.

Q-7. How will the approval of the Amended and Restated Certificate affect the ESOP and ESOP participants?

A-7. In addition to facilitating the IPO, the approval of the Amended and Restated Certificate will impose certain changes on the ESOP, as a holder of common stock of Parsons, as well as on ESOP participants, as holders of beneficial interests in the common stock, which are described in this Information Statement. The details of the changes to the Amended and Restated Certificate are also discussed in greater detail in this Information Statement.

Q-8. If the Amended and Restated Certificate is approved, when will the changes become effective?

A-8. If approved, the Amended and Restated Certificate would become effective as of the date that it is filed by Parsons with the Secretary of State of the State of Delaware, which would occur on the date of the consummation of the proposed IPO. If the proposed IPO is not consummated, the Amended and Restated Certificate will not go into effect.

Q-9. Where can I get additional information?

A-9. On April 12, 2019, Parsons filed with the SEC a registration statement on Form S-1 under the Securities Act of 1933, as amended, with respect to the shares of Parsons' common

stock offered in connection with the IPO, which has not yet become effective. The filed registration statement is available at the SEC's website at www.sec.gov.

There is also additional information regarding changes to the ESOP and how the IPO may affect the ESOP and ESOP participants available on www.retirementfocus.com and PWeb (PWeb>Employee Services>Benefits Home>Retirement Benefits> ESOP), as well as in hard-copy included with this mailing (the "Additional Information"). The Additional Information included with this mailing or that can be accessed through the above referenced website is not a part of this Information Statement.

You may also contact Parsons representatives at 1-855-539-8695 or at ParsonsESOPcommunications@findley.com to receive a copy of the Form S-1 available on the website www.sec.gov and/or the Additional Information by mail or email. Representatives are available Monday-Friday between 7:00 A.M. -7:00 P.M. Central Time.

Updates will also be posted on CEO Corner and you may contact Parsons through Parsons Concierge at Concierge.parsons.com.

Q-10. Can the Board of Directors make further changes to the ESOP in the future?

A-10. Yes. Under the terms of the Plan Document, the Board of Directors has the discretion to make additional amendments to the Plan Document in the future as it deems appropriate and allowable under applicable laws and regulations.

Q-11. Do I get to vote on the terms of the IPO?

A-11. No, but you are entitled to vote on the approval of the Amended and Restated Certificate, which is required for the IPO. The IPO cannot be completed without approval of the Amended and Restated Certificate. Your vote on the approval or disapproval of the Amended and Restated Certificate may affect whether or not the IPO is completed.

Q-12. Who can help answer any other questions I might have about this Information Statement?

A-12. To better understand the changes to Parsons' current Certificate of Incorporation as proposed by the Amended and Restated Certificate and the director elections, Parsons urges you to read this entire document carefully and consult with your financial and other advisors. The Trustee cannot provide a recommendation as to how you should direct your vote. Parsons representatives will be available at 1-855-539-8695 or at ParsonsESOPcommunications@findley.com to answer any additional questions you may have regarding matters set forth in this Information Statement.

MATTER #1 – ELECTION OF DIRECTORS

At the Annual Meeting, three directors (out of the current total of nine) are to be elected for three-year terms expiring at the Annual Meeting in 2022 and until their successors are elected and qualified. The nominees for three-year terms are Charles L. Harrington, Kenneth C. Dahlberg and Suzanne M. Vautrinot. All currently serve on the Board of Directors.

Parsons' Bylaws authorize a Board of Directors within a range of not less than eight nor more than thirteen members. The Delaware General Corporation Law (the "DGCL") and the Parsons Bylaws give the Board of Directors the right to increase or decrease the number of directors within the authorized range, and to appoint a director or directors to fill any vacancies resulting from any such increase. The current authorized number of directors is nine.

The names of the director nominees and continuing directors, their respective principal occupations, positions, offices, or employments, other directorships, ages and periods of service as directors of Parsons are set forth below. Unless otherwise indicated, such individual has held all occupations, positions, offices, or employments listed opposite an individual's name during the past five years.

The Trustee makes no recommendation to the ESOP participants on whether or how to direct the Trustee to vote with respect to the election of directors.

**Principal Occupation, Position, Office, Employment,
Other Directorships**

**Nominees for Election to the Board of Directors
Term Expiring in 2022**

Charles L. Harrington (Age 60) was appointed our Chief Executive Officer in May 2008, Chairman of the Board of Directors in November 2008 and President of Parsons in 2009. Before his appointment in 2006 as Executive Vice President, Chief Financial Officer and Treasurer of Parsons, Mr. Harrington was the founding President of one of our business units. Mr. Harrington also serves on the board of directors of AES Corporation and J.G. Boswell Company. Further, he serves on several non-profit boards of directors, including the California Science Center Foundation Board of Trustees and the California Polytechnic State University San Luis Obispo Foundation board of directors. Mr. Harrington received a bachelor-of-science degree in engineering from California Polytechnic State University and a Master of Business Administration from the University of California, Los Angeles (UCLA) Anderson School of Management. Mr. Harrington was selected to serve on our Board of Directors because of the perspective and experience he brings as our Chief Executive Officer and President, as well as his operations and finance industry experience.

Kenneth C. Dahlberg (Age 74) joined our Board of Directors in 2011. Until 2009, Mr. Dahlberg was Chairman, Chief Executive Officer and President of Science Applications International Corporation (“SAIC”) from 2004 to 2009. Before joining SAIC, he was Executive Vice President of General Dynamics from 2001 to 2003. Prior to General Dynamics, Mr. Dahlberg worked at the Raytheon Company from 1997 to 2001, serving as President and Chief Operating Officer of Raytheon Systems Company from 1997 to 2000, and subsequently, as President of Raytheon International to 2001. Prior to his service at Raytheon, Mr. Dahlberg was Senior Vice President of Hughes Aircraft and Corporate Vice President of Hughes Electronics. Mr. Dahlberg is also a director on the board of directors of Teledyne Technologies, Inc. and previously was a director at Motorola Solutions. Mr. Dahlberg received a bachelor’s degree in electrical engineering from Drexel University and a master’s degree in electrical engineering from the University of Southern California.

Major General Suzanne M. “Zan” Vautrinot, USAF (ret) (Age 59) joined our Board of Directors in 2014. Maj. Gen. Vautrinot is President of Kilovolt Consulting, Inc., a cybersecurity strategy and technology consulting firm, and has served as President since October 2013. She serves as a director on the boards of directors for Symantec Corporation, Ecolab Inc., the Battelle Memorial Institute, and Wells Fargo & Company. Before retiring in October 2013 after 31 years of service, she was a Major General in the United States Air Force and served as Commander, 24th Air Force, Air Forces Cyber and Air Force Network Operations. Ms. Vautrinot earned a bachelor-of-science degree from the United States Air Force Academy and a Master of Science degree from the University of Southern California. She also completed Air University Air Command and Staff College, Air War College, and was a Harvard JFK School of Government National Security Fellow. We believe Ms. Vautrinot is qualified to serve on our board of directors due to her leadership experience in numerous executive and director roles in the security, technology and finance industries, as well as her extensive military and government experience.

**Principal Occupation, Position, Office, Employment and
Other Directorships**

**Members of the Board of Directors
Continuing in Office Term Expiring in 2021**

Mark K. Holdsworth (Age 53) joined our Board of Directors in 2006. From 1999-2018, Mr. Holdsworth was a Co-Founder, Managing Partner and an Operating Partner of Tennenbaum Capital Partners, LLC (“TCP”), a Los Angeles-based private multi-strategy investment firm that was acquired by BlackRock, Inc. in August 2018. Additionally, Mr. Holdsworth is the Founder of Holdsworth & Co., LLC, a private family office. Prior to joining TCP, Mr. Holdsworth was an investment banker and a Principal of Tennenbaum & Co., LLC, the predecessor to TCP. Mr. Holdsworth has almost 20 years of board experience and specializes in active management oversight, strategy, M&A activity and complex financings. He has also served as a board director or board chairperson of many public and private companies in a variety of industries. Mr. Holdsworth earned a bachelor-of-arts degree from Pomona College, a Bachelor of Science degree from the California Institute of Technology and a Master of Business Administration degree from Harvard Business School. We believe Mr. Holdsworth is qualified to serve on our board of directors due to his substantial business and corporate finance experience from key leadership positions in numerous public and private companies.

Steven F. Leer (Age 66) joined our Board of Directors in 2013. Mr. Leer is the former Chairman of the board of directors of Arch Coal, Inc., a position he held from 2005 to April 2015. He previously served as Chief Executive Officer and President of Arch Coal from 1992 to 2012 and from 1992 to 2006, respectively. Prior to Arch Coal’s formation, Mr. Leer served as President and Chief Executive Officer of Arch Mineral Corporation, one of Arch Coal’s predecessor companies, from 1992 to 2012. In addition, he serves on the boards of directors of Norfolk Southern Corporation, USG Corporation and Cenovus Energy Inc. and is a former regent of the University of the Pacific and a former trustee of Washington University in St. Louis. Mr. Leer earned a bachelor-of-science degree from the University of the Pacific and a Master of Business Administration degree from Washington University’s Olin School of Business. We believe Mr. Leer is qualified to serve on our board of directors due to his management experience as an executive and director of various companies in the manufacturing, energy and transportation industries.

M. Christian Mitchell (Age 64) joined our Board of Directors in 2012. Mr. Mitchell was National Managing Partner of Deloitte & Touche LLP’s mortgage banking and finance practice from 2001 to 2003. Before his position as National Managing Partner, his roles within Deloitte included Regional Managing Partner for various practices. Mr. Mitchell currently serves as a director for Pacific Premier Bancorp, Inc., Stearns Holdings, LLC and Western Asset Mortgage Capital Corporation. In addition, since 2008 Mr. Mitchell has served as Vice Chairman of the board of directors of Marshall & Stevens. Mr. Mitchell also serves as Chairman Emeritus of the Pacific Southwest Chapter of the National Association of Corporate Directors (“NACD”) and has served on the national board of directors of NACD since 2017. He is recognized by NACD as a Board Leadership Fellow and was named to the “100 Most Influential People in Corporate Governance” list by Directorship magazine in 2011 and 2012. Mr. Mitchell earned a bachelor-of-science degree in accounting, summa cum laude, from the University of Alabama. We believe Mr. Mitchell is qualified to serve on our board of directors due to his substantial business, finance and accounting experience from his leadership positions in numerous public and private companies.

Principal Occupation, Position, Office, Employment,

Other Directorships

Members of the Board of Directors
Continuing in Office Term Expiring in 2020

Tamara L. Lundgren (Age 61) joined our Board of Directors in 2011. Ms. Lundgren is the President and Chief Executive Officer of Schnitzer Steel Industries, Inc. (“SSI”), having held both positions since 2008. Previously, Ms. Lundgren served as Executive Vice President and Chief Operating Officer of SSI from 2006 to 2008 and Vice President and Chief Strategy Officer from 2005 to 2006. Before joining SSI, Ms. Lundgren was a Managing Director at both JPMorgan Chase and Deutsche Bank, and a partner in the law firm Hogan & Hartson, LLP. Ms. Lundgren is a member of the board of directors of Ryder System, Inc. and the Federal Reserve Bank of San Francisco. She is also on the Executive Committee of the board of directors of the U.S. Chamber of Commerce and previously served as the chairman of the Chamber of Commerce’s board of directors from 2014 to 2015. In 2016, Ms. Lundgren was appointed by President Obama to the President’s Advisory Committee for Trade Policy and Negotiations and was re-appointed by President Trump. Ms. Lundgren is a member of the Business Roundtable, the Committee of 200 and the President’s Advisory Council of Wellesley College. Ms. Lundgren earned a bachelor-of-arts degree from Wellesley College and a juris doctorate degree from the Northwestern University School of Law. We believe Ms. Lundgren is qualified to serve on our board of directors due to her extensive leadership experience as an executive and director at Schnitzer Steel Industries, Inc., as well as her legal and finance experience.

James F. McGovern (Age 72) joined our Board of Directors in 2005. Mr. McGovern also serves as Senior Managing Director of McGovern & Associates, and as the Chief Executive Officer and President of Dunhill Technologies, LLC. Previously, Mr. McGovern served as the President and Chief Operating Officer of Calpoint, LLC and President of Teledyne Brown Engineering, Inc. From 1986 to 1989, Mr. McGovern served as Under Secretary and Acting Secretary of the United States Air Force, and Mr. McGovern has also served as Chief of Staff of the Senate Committee on Armed Services. Mr. McGovern’s civilian career began as an attorney with the law firm of Dickstein, Shapiro, Morin & Oshinsky, LLP where he specialized in corporate finance, mergers and acquisitions. Mr. McGovern, in addition to serving on our board of directors, also has been an Independent Director of Ingram Micro Inc. since 2016. Mr. McGovern received a bachelor-of-science degree from the United States Naval Academy and a juris doctorate degree from Georgetown University School of Law. We believe Mr. McGovern is qualified to serve on our board of directors due to his substantial business, management and legal experience, as well as his leadership experience in the government sector.

Harry T. McMahon (Age 65) joined our Board of Directors in 2018. Mr. McMahon previously served as Executive Vice Chairman of Bank of America Merrill Lynch from 2009 to 2015, co-head of Global Corporate Finance from 1998 to 2003 and Vice Chairman from 2003 to 2009. He currently serves as an independent director at California Resources Corporation, where he also chairs its Compensation Committee. Mr. McMahon also serves on the board of directors at Cottage Health, a non-profit hospital system, and is a Trustee of Claremont McKenna College, where he was previously Board Chair for eight years. He earned a bachelor-of-arts degree and honorary doctorate from Claremont McKenna College and a Master of Business Administration from the

University of Chicago Booth School. We believe that Mr. McMahon is qualified to serve on our board of directors due to his substantial experience in the finance and banking sectors as well as his leadership and advisory experience.

ADDITIONAL INFORMATION CONCERNING THE BOARD OF DIRECTORS

The Board of Directors held five meetings in 2018 and has held three meetings to date in 2019.

Executive Committee. The Board of Directors has an Executive Committee consisting of Messrs. Harrington, (Chair), McGovern, Holdsworth, Mitchell and Ms. Lundgren. The Executive Committee meets when necessary to consider matters delegated to it by the Board of Directors and makes recommendations to the full Board of Directors. The Executive Committee held three meetings in 2018 and has held two meetings to date in 2019.

Audit Committee. The Board of Directors has an Audit Committee consisting of Messrs. Mitchell (Chair), Leer, Dahlberg, McMahon, and Ms. Vautrinot. The Audit Committee selects and approves the engagement of an independent accounting firm as Parsons' external auditor and determines whether to continue this relationship. The Audit Committee reviews and approves the extent of the auditor's review, the terms of its engagement and the independence of the auditor, and any services for which Parsons proposes to engage the external auditor.

The Audit Committee reviews with the external auditor and Parsons' management the general policies and procedures utilized by Parsons with respect to internal audit, accounting and financial controls.

The Audit Committee meets with the external auditors at various times during the year and at the completion of the year-end audit to review Parsons' financial statements, including the procedures used in developing such statements, management comments and any significant disputes between management and the external auditor that arose in connection with the preparation of the financial statements. The Audit Committee also reviews with the external auditor the results of each external audit, including any reports or opinions proposed to be delivered in connection therewith, any management responses to the external auditor's recommendations, the external auditor's perceptions of Parsons' financial and accounting personnel, the cooperation which the external auditors received, any significant transactions which were not a normal part of Parsons' business, any changes in accounting practices and any significant reports to the Audit Committee from internal auditors or accountants.

The Audit Committee discusses with the external auditor any recommendations with respect to improving internal financial controls, accounting and auditing principles and practices, management reporting systems and any written responses of management to any reports from the external auditor. It also reviews letters and reports from the internal audit department and any replies thereto.

From time to time, the Audit Committee reviews the Code of Conduct adopted by the Board of Directors. The Audit Committee, acting through its oversight authority and powers of delegation, may cause appropriate policies and procedures to be implemented to support the Code of Conduct, including implementing reasonable procedures for monitoring and enforcing compliance with the Code of Conduct.

The Audit Committee meets with the Parsons' management and internal audit department routinely to discuss the scope of internal accounting, auditing and financial controls, any special problems and the implementation of recommendations by the internal staff or the external auditors.

The Audit Committee ensures that external auditors, and the internal audit department, always have direct access to the Audit Committee, as well as the Audit Committee to them. The Audit Committee also meets privately with internal and external auditors, as well as with management, for the purpose of obtaining or receiving information and discussing any matter the Audit Committee deems reasonable or necessary.

The Audit Committee reviews at least annually with the external and internal auditors Parsons' reporting systems and practices and internal financial controls to cause Parsons' financial statements to be presented fairly in conformity with generally accepted accounting principles and to cause such procedures to meet the requirements of government regulatory bodies and the provisions of the Foreign Corrupt Practices Act and other applicable laws.

The Audit Committee has the power to direct and supervise investigations into any matter brought to its attention within the scope of its duties and to inquire into any financial matter.

The Audit Committee is not responsible for certifying the Parsons' financial statements or guaranteeing the external auditor's report. The Audit Committee is not responsible for guaranteeing Parsons' compliance with laws, regulations or its compliance policies or programs.

The Audit Committee held five meetings in 2018 and has held four meetings to date in 2019.

Compensation Committee. The Board of Directors has a Compensation Committee consisting of Ms. Lundgren (Chair), and Messrs. Dahlberg, Leer and McMahon. The function of the Compensation Committee is to review compensation practices of Parsons and to devise plans and compensation programs, including retirement and other benefit plans. The Compensation Committee held six meetings in 2018 and two meetings to date in 2019.

Nominating and Governance Committee. The Board of Directors has a Nominating and Governance Committee consisting of Messrs. Holdsworth, (Chair), McGovern, Mitchell and Ms. Vautrinot. The Nominating and Governance Committee is responsible for reviewing with the Board of Directors, on an annual basis, the appropriate skills and characteristics required of Board of Directors members in the context of the then current make-up of the Board of Directors. The Board of Directors is responsible for selecting its own members and recommending nominees to the Trustee for election by the ESOP Participants. The Board of Directors delegates the search and screening process for nominees who have not served on the Board to the Nominating and Governance Committee with direct input from the Chairman of the Board of Directors and Chief Executive Officer of Parsons. The Nominating and Governance Committee is expressly directed to ensure that a majority of the members of the full Board of Directors are independent outside directors. Currently Mr. Harrington is the only director who is an employee of Parsons and is the only director who does not meet the definition of an independent director. The Nominating and Governance Committee held three meetings in 2018 and has held one meeting to date in 2019.

The Board of Directors may, in its discretion, also appoint other committees to review matters and provide reports and recommendations to the Board, as appropriate.

MATTER #2 – AMENDMENT AND RESTATEMENT OF CERTIFICATE OF INCORPORATION

Background

In connection with the potential IPO of common stock of Parsons, the Board of Directors has, subject to the approval of Parsons' stockholder, adopted, approved and deemed it advisable to amend and restate the Certificate of Incorporation of Parsons, in the form attached as Exhibit A (the "Amended and Restated Certificate"), to be effective upon filing with the Delaware Secretary of State, which would be on the date of consummation of the proposed IPO. If the proposed IPO is not consummated, the Amended and Restated Certificate will not go into effect. Parsons cannot assure you when or if the IPO will be completed.

The Board of Directors hereby submits and recommends to the Trustee and the ESOP participants to approve the adoption of the Amended and Restated Certificate, effective as of the date of the consummation of the IPO.

The Trustee makes no recommendation to the ESOP participants on whether or how to direct the Trustee to vote with respect to the approval of the Amended and Restated Certificate.

Amendments to the Certificate of Incorporation

If the closing of the IPO occurs, and subject to the approval of Parsons' stockholder, Parsons' Certificate of Incorporation will be in the form attached as Exhibit A.

The amendment and restatement of the Certificate of Incorporation will include a number of changes to Parsons' existing Certificate of Incorporation. For your reference, attached as Exhibit B is the current Certificate of Incorporation, as amended to date (the "Current Certificate"), and attached as Exhibit C is a redline showing the changes to be made to the Current Certificate in connection with its amendment and restatement.

The amendment and restatement of the Certificate of Incorporation will include, among others, the following changes:

Authorized Shares – Current Certificate provides that Parsons has the authority to issue a total of 52,000,000 shares, with 50,000,000 shares of "Common Stock" and 2,000,000 shares of "Preferred Stock" (see Current Certificate – Article Fourth). As of December 31, 2018, Parsons had 26,057,598 shares of Common Stock outstanding (roundest to the nearest share) and no shares of Preferred Stock outstanding.

- Amended and Restated Certificate would provide that Parsons has the authority to issue up to a total of 1,100,000,000 shares, with up to 1,000,000,000 shares of "Common Stock" and up to 100,000,000 shares of "Preferred Stock" (see Amended and Restated Certificate – Article Fourth).

Ownership of employer securities – Current Certificate requires that 100% of the common stock of Parsons qualifying as "employer securities" (as defined in Section 409 Internal Revenue Code of 1954, as amended) be owned by the ESOP, current or former employees of Parsons or certain other employee-related entities specified in the first and second sentences of the final paragraph of Article Fourth of the Current Certificate (see Current Certificate – Article Fourth).

- Amended and Restated Certificate would no longer include a provision for such ownership requirements.

Amendments to Bylaws – Current Certificate requires that 66-2/3% of total voting power of all outstanding shares of voting stock is required to amend, repeal or alter Parsons’ Bylaws (see Current Certificate – Article Sixth).

- Amended and Restated Certificate would continue to allow stockholders to make amendments to the Bylaws, but would no longer require such 66-2/3% approval for Bylaw amendments by the stockholders. Under the DGCL, a majority of shares entitled to vote that are present at a meeting on the subject matter would be required to amend, repeal or alter Parsons’ Bylaws.

Cumulative Voting – Current Certificate provides for cumulative voting of directors. Cumulative voting allows each stockholder to aggregate the votes to which the stockholder is entitled to cast for directors on the Board of Directors (equal to the number of voting shares held by the stockholder multiplied by the number of directors to be elected), and then cast all of such votes for a single director nominee or distribute its votes among the directors to be voted for in whatever number the stockholder chooses (see Current Certificate – Article Twelfth).

- Amended and Restated Certificate would no longer provide for cumulative voting. The number of votes a stockholder would be entitled to cast for a single director nominee would be limited to the number of shares held by such stockholder.

66-2/3% vote for Certain Mergers/Consolidations/Sales or Exchanges of Assets or Issuances of Stock – Current Certificate requires approval by at least a 66-2/3% of the total voting power of outstanding shares with respect to certain mergers, consolidations, sales or exchanges of assets or issuances of stock with a Related Corporation, which are more fully described in Article Fourteenth of the Current Certificate. A “Related Corporation” is a corporation that beneficially owns (directly or indirectly, including through its affiliates) more than 10% of the total voting power of all outstanding shares of Parsons (see Current Certificate – Article Fourteenth).

- Amended and Restated Certificate would no longer require such 66-2/3% approval for such mergers, consolidations, sales or exchanges of assets or issuances of stock. To the extent stockholder approval is required for any such transaction, under the DGCL, generally a majority in total voting power of all outstanding shares of voting stock of Parsons would be required to approve such transaction.

Appraisal Rights – Current Certificate provides that stockholders will be entitled to statutory appraisal rights provided under the DGCL with respect to any business combination involving Parsons and any Related Corporation that requires a 66-2/3% vote under Article Fourteenth of the Current Certificate (see Current Certificate – Article Fifteenth).

- Amended and Restated Certificate would no longer include a provision regarding such statutory appraisal rights for such business combinations. Stockholders would continue to be entitled to the statutory appraisal rights provided under the DGCL. Generally, under the DGCL, dissenting stockholders in mergers or consolidation are allowed to request an appraisal by the Delaware Court of Chancery of the fair value of their shares (subject to compliance with Section 262 of the DGCL).

Amendments to Certain Provisions of Certificate of Incorporation – Current Certificate requires approval by at least a 66-2/3% of the total voting power of outstanding shares to amend or repeal certain provisions in the Current Certificate, including provisions related to alteration of the Bylaws

(Article Sixth), classified boards (Article Eighth), prohibition against stockholder action without meetings (Article Eleventh), cumulative voting (Article Twelfth), 66-2/3% stockholder vote requirement for certain mergers (Article Fourteenth) and certain appraisal rights (Article Fifteenth) (see Current Certificate – Article Sixteenth).

- Amended and Restated Certificate would no longer require such 66-2/3% approval to amend or repeal such provisions. Under the DGCL, generally approval by a majority in total voting power of all outstanding shares of voting stock of Parsons would be required to amend, alter, change or repeal Parsons' Certificate of Incorporation.

Director and Officer Indemnification – Current Certificate does not provide for the indemnification or advancement of expenses to any person who was or is a director or officer of Parsons or its subsidiaries.

- Amended and Restated Certificate would provide that Parsons will, to the fullest extent permitted by the DGCL, indemnify, advance expenses and hold harmless any person who was or is a director or officer of Parsons or its subsidiaries (see Amended and Restated Certificate – Article Twelfth).

Exclusive Forum – Current Certificate does not include a provision with respect to designating an exclusive forum for disputes between Parsons and its stockholders.

- Amended and Restated Certificate would provide that the Court of Chancery of the State of Delaware will be the exclusive forum for substantially all disputes between Parsons and its stockholders (see Amended and Restated Certificate – Article Thirteenth).

The foregoing summary of the Amended and Restated Certificate, and the changes being made to the Current Certificate, is qualified in its entirety by the actual text in Exhibits A, B and C, which are incorporated by reference herein. You are strongly encouraged to review these documents closely.

Parsons reserves the right to not proceed with the adoption of or otherwise not implement the Amended and Restated Certificate at any time and for any reason, even if it has received the requisite stockholder approval.

**MATTER #3 – OTHER MATTERS THAT MAY COME BEFORE THE ANNUAL
MEETING**

Management and the Board of Directors know of no other business that will be presented to the meeting other than as set forth in this Information Statement. However, if any other matters properly come before the meeting or any adjournments thereof, the Trustee will have authority to direct the voting of said shares at its discretion on such matters. In the event that one or more of the nominees for election as directors becomes unavailable for election for any reason, it is intended that the Trustee shall have authority to vote according to its discretion for other persons proposed by the Nominating and Governance Committee.

By Order of the Board of Directors of Parsons Corporation

Pasadena, California
April

12,

2019

Exhibit A

Amended and Restated Certificate of Incorporation

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PARSONS CORPORATION**

FIRST: The name of the Corporation is Parsons Corporation (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware, 19801, and the name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL"), as it now exists or may hereafter be amended and supplemented.

FOURTH: The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock which the Corporation shall have authority to issue is 1,100,000,000. The total number of shares of Common Stock that the Corporation is authorized to issue is 1,000,000,000, having a par value of \$1.00 per share, and the total number of shares of Preferred Stock that the corporation is authorized to issue is 100,000,000, having a par value of \$1.00 per share.

FIFTH: The designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

A. COMMON STOCK.

1. General. The voting, dividend, liquidation, conversion and stock split rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors of the Corporation (the "Board of Directors") upon any issuance of the Preferred Stock of any series.

2. Voting. Each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held by such holder. Each holder of Common Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation (as in effect at the time in question) (the "Bylaws") and applicable law on all matters put to a vote of the stockholders of the Corporation.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders

of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

3. Dividends. Subject to the rights of any holders of any shares of Preferred Stock which may from time to time come into existence and be outstanding, the holders of Common Stock shall be entitled to the payment of dividends when and as declared by the Board of Directors in accordance with applicable law and to receive other distributions from the Corporation. Any dividends declared by the Board of Directors to the holders of the then outstanding Common Stock shall be paid to the holders thereof pro rata in accordance with the number of shares of Common Stock held by each such holder as of the record date of such dividend.

4. Liquidation. Subject to the rights of any holders of any shares of Preferred Stock which may from time to time come into existence and be outstanding, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the funds and assets of the Corporation that may be legally distributed to the Corporation's stockholders shall be distributed among the holders of the then outstanding Common Stock pro rata in accordance with the number of shares of Common Stock held by each such holder.

B. PREFERRED STOCK

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by adopting a resolution or resolutions providing for the issuance of the shares thereof and by filing a certificate of designations relating thereto in accordance with the DGCL, to determine and fix the number of shares of such series and such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the fullest extent now or hereafter permitted by the DGCL. Without limiting the generality of the foregoing, the resolution or resolutions providing for the issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to any other series of Preferred Stock to the extent permitted by law.

The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

SIXTH: Subject to the rights of the holders of any series of Preferred Stock then outstanding, for as long as this Amended and Restated Certificate of Incorporation provides for a classified Board of Directors, any director, or the entire Board of Directors, may be removed only for

cause, at a meeting called for that purpose.

SEVENTH: The Board of Directors shall be and is divided into three classes, Class I, Class II and Class III. The number of directors in each class shall be the whole number contained in the quotient arrived at by dividing the authorized number of directors by three, and if a fraction is also contained in such quotient, then if such fraction is one-third, the extra director shall be a member of Class I, and if such fraction is two-thirds, one of the extra Directors shall be a member of Class I and the other shall be a member of Class II. Each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such director was elected; provided, however, that the directors first elected to Class I shall serve for a term ending on the date of the annual meeting next following the end of the calendar year 2019, the directors first elected to Class II shall serve for a term ending on the date of the second annual meeting next following the end of the calendar year 2019, and the directors first elected to Class III shall serve for a term ending on the date of the third annual meeting next following the end of the calendar year 2019. Notwithstanding the foregoing formula provisions, in the event that, as a result of any change in the authorized number of directors, the number of directors in any class would differ from the number allocated to that class under the formula provided in this Article Seventh immediately prior to such change, the following rules shall govern:

(a) each director then serving as such shall nevertheless continue as a director of the class of which he or she is a member until the expiration of his or her current term, or his or her prior death, resignation or removal; and

(b) in the event of any increase or decrease in the authorized number of directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors to such class or classes as shall, so far as possible, cause the classes to be equal in number; provided, that if after any change in the number of directors there results in a number of directors not divisible evenly by three, thus requiring classes with different numbers of directors, the designations of directorships shall be affected so that (i) in the case only one class is required to have one less director, the class whose term of office is due to expire next following such designation shall contain one less director than the other classes and (ii) in the case two classes are required to have one less director, the classes whose terms of office are due to expire next following such designation shall each contain one less director than the other class.

Notwithstanding any of the foregoing provisions of this Article Seventh, each director shall serve until his or her successor is elected and qualified or until his or her death, resignation or removal.

EIGHTH: Elections of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

NINTH: No action shall be taken by the stockholders except at an annual or special meeting of stockholders.

TENTH: Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by the Board of Directors or by a committee of the Board of Directors which has been duly designated by the Board of Directors and whose powers and authority, as provided in a resolution of the Board of Directors or in the Bylaws of the Corporation, include the power to call such meetings, but such special meetings may not be called by any other person or

persons.

ELEVENTH: The personal liability of the directors of the Corporation, to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as director, is hereby eliminated to the fullest extent permitted by the DGCL, as the same may be amended and supplemented. Any amendment, repeal or modification of this Article Eleventh, or the adoption of any provision of the Amended and Restated Certificate of Incorporation inconsistent with this Article Eleventh, shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such amendment, repeal or modification. If the DGCL is amended after approval by the stockholders of this Article Eleventh to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

TWELFTH: The Corporation shall, through the Bylaws or otherwise, to the fullest extent permitted by the DGCL, as the same exists or may hereafter be amended and supplemented, indemnify, advance expenses and hold harmless any person who was or is a director or officer of the Corporation or its subsidiaries. The Corporation may, by action of the Board of Directors, provide rights to indemnification and to advancement of expenses to such other employees or agents of the Corporation or its subsidiaries to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by the DGCL. Any amendment, repeal or modification of this Article Twelfth shall not adversely affect any rights or protection existing hereunder immediately prior to such repeal or modification.

THIRTEENTH: The Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation arising pursuant to any provision of the DGCL or this Amended and Restated Certificate of Incorporation or the Bylaws, or (iv) any action asserting a claim against the Corporation governed by the internal affairs doctrine, in each such case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein, unless the Corporation provides written consent to the selection of an alternative forum. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article Thirteenth.

FOURTEENTH: From time to time any of the provisions of this Amended and Restated Certificate of Incorporation may be amended, altered, changed or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Amended and Restated Certificate of Incorporation are granted subject to the provisions of this Article Fourteenth.

FIFTEENTH: In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the DGCL or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws, without any action on the part of the stockholders, but the stockholders may make additional Bylaws and may alter, amend or repeal any Bylaw whether adopted by them or otherwise. The Corporation

may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

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Exhibit B

Current Certificate of Incorporation

**CERTIFICATE OF INCORPORATION
OF
PARSONS CORPORATION**

FIRST: The name of the Corporation is:

PARSONS CORPORATION

SECOND: The address of the registered office of the Corporation in the State of Delaware is 100 West Tenth Street, City of Wilmington, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares which the Corporation shall have authority to issue is 52,000,000; the total number of shares of Preferred Stock shall be 2,000,000 and each such share shall have a par value of \$1.00; the total number of shares of Common Stock shall be 50,000,000 with a par value of \$1.00.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix the voting powers and the designations, preferences and relative, participating, optional or other special rights, if any, qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding).

Shareholders of the Corporation shall not have pre-emptive rights to acquire unissued shares, treasury shares, or securities convertible into such shares.

100% of the outstanding shares of common stock of the Corporation qualifying as employer securities shall at all times be owned by (i) Parsons Corporation Employee Stock Ownership Trust established pursuant to Parsons Corporation Employee Stock Ownership Plan, and/or (ii) one or more other trusts described in Section 401(a) of the Internal Revenue Code of 1954, as amended (the "Code"), and maintained by the Corporation or any other corporation which is a member of the same controlled group of corporations, and/or (iii) employees of the Corporation, and/or (iv) former employees of the Corporation, and/or (v) employees of any other corporation which is a member of the same controlled group of corporations as the Corporation,

and/or (vi) former employees of any other corporation which is a member of the same controlled group of corporations as the Corporation. Shares of common stock of the Corporation qualifying as employer securities may also be owned by one or more other trusts or custodial accounts described in Section 408(a) of the Code, maintained for the exclusive benefit of an individual or individual(s) described in the first sentence of this final paragraph of this Article FOURTH and/or their beneficiaries, provided that any shares transferred to such accounts are subject to an immediate repurchase right by the Corporation. The terms "common stock," "employer securities" and "controlled group of corporations," as used in this final paragraph of this Article FOURTH, shall be construed in accordance with Section 409 of the Code, and regulations prescribed by the Secretary of the Treasury thereunder, notwithstanding, in the case of the term "common stock," any other definition contained in this Certificate of Incorporation. No transfer of common stock qualifying as employer securities shall be permitted where such transfer would result in ownership of common stock qualifying as employer securities by any person or entity other than as specified in the first and second sentences of this final paragraph of this Article FOURTH. In connection with the issuance of shares of common stock qualifying as employer securities, a legend setting forth the restrictions on ownership and transfer set forth in this final paragraph of this Article FOURTH shall be placed upon all certificates representing shares of common stock qualifying as employer securities.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the Corporation.

SIXTH: Bylaws shall not be made, repealed, altered, amended or rescinded by the stockholders of the Corporation except by the vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation.

SEVENTH: The number of Directors of the Corporation shall be fixed from time to time by a Bylaw or amendment thereof duly adopted by the Board of Directors.

EIGHTH: The Board of Directors shall be and is divided into three classes, Class I, Class II and Class III. The number of Directors in each class shall be the whole number contained in the quotient arrived at by dividing the authorized number of Directors by three, and if a fraction is also contained in such quotient, then if such fraction is one-third, the extra Director shall be a member of Class I, and if such fraction is two-thirds, one of the extra Directors shall be a member of Class I and the other shall be a member of Class II. Each Director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such Director was elected; provided, however, that the Directors first elected to Class I shall serve for a term ending on the date of the annual meeting next following the end of the calendar year 1978, the Directors first elected to Class II shall serve for a term ending on the date of the second annual meeting next following the end of the calendar year 1978, and the Directors first elected to Class III shall serve for a term ending on the date of the third annual meeting next following the end of the calendar year 1978. Notwithstanding the Foregoing formula provisions, in the event that, as a result of any change in the authorized number of Directors, the number of Directors in any class would differ from the number allocated to that class under the formula provided in this Article immediately prior to such change, the following rules shall govern:

(a) each Director then serving as such shall nevertheless continue as a Director of the class of which he is a member until the expiration of his current term, or his prior death, resignation or removal;

(b) in the event of any increase or decrease in the authorized number of Directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors to such class or classes as shall, so far as possible, cause the classes to be equal in number; provided, that if after any change in the number of Directors there results a number of Directors not divisible evenly by three, thus requiring classes with different numbers of Directors, the designations of Directorships shall be affected so that (i) in the case only one class is required to have one less Director, the class whose term of office is due to expire next following such designation shall contain one less Director than the other classes and (ii) in the case two classes are required to have one less Director, the classes whose terms of office are due to expire next following such designation shall each contain one less Director than the other class.

Notwithstanding any of the foregoing provisions of this Article, each Director shall serve until his successor is elected and qualified or until his death, resignation or removal. If the holders of any Preferred Stock or any one or more series thereof, voting as a class, shall be entitled to elect a specified number of Directors, by reason of dividend arrearages or other provisions giving them the right to do so, then the division of the Board of Directors into three classes as provided in this Article shall continue as to those Directors elected by holders of the Common Stock, but shall be suspended as to those Directors elected by the holders of Preferred Stock, during the period in which the holders of the Preferred Stock or any series thereof are entitled to elect a specified number of Directors by reason of dividend arrearages or otherwise.

NINTH: During any period when the holders of any Preferred Stock or any one or more series thereof, voting as a class, shall be entitled to elect a specified number of Directors, by reason of dividend arrearages or other provisions giving them the right to do so, then and during such time as such right continues (1) the holders of such Preferred Stock or such series thereof, voting as a class, shall be entitled to elect such specified number of Directors, pursuant to the provisions of such Preferred Stock or series thereof; (2) each such Director shall serve for such term, and have such voting powers, as shall be stated in the provisions pertaining to such Preferred Stock or series thereof; and (3) whenever the holders of any such Preferred Stock or series thereof are divested of such rights to elect a specified number of Directors, voting as a class, pursuant to the provisions of such Preferred Stock or series thereof, the terms of office of all persons who are then Directors of the Corporation and who were elected by the holders of Preferred Stock shall terminate upon the election of their successors by the holders of the shares entitled to vote thereon. The provisions of Article EIGHTH (dealing with the classified Board) shall be applicable to the election of successors.

TENTH: Elections of Directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ELEVENTH: No action shall be taken by the stockholders except at an annual or special meeting of stockholders .

TWELFTH: At all elections of Directors of the Corporation, then subject to any provision which may be made with respect to voting by holders of any class or series of Preferred Stock during any period when such holders are entitled to elect a specified number of Directors, by reason of dividend arrearages or other provisions giving them the right to do so, a holder of any class or series of stock then entitled to vote in such election shall be entitled to as many votes as shall equal the number of votes which (except for this Article as to cumulative voting) he would be entitled to cast for election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected in the election in which his class or series of stock is entitled to vote, and each stockholder may cast all of such votes for a single nominee for Director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

THIRTEENTH: Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by the Board of Directors or by a committee of the Board of Directors which has been duly designated by the Board of Directors and whose powers and authority, as provided in a resolution of the Board of Directors or in the Bylaws of the Corporation, include the power to call such meetings, but such special meetings may not be called by any other person or persons; provided, however, that if and to the extent that any special meeting of stockholders may be called by any other person or persons specified in any provisions of the Certificate of Incorporation or any amendment thereto or any certificate filed under Section 151(g) of the Delaware General Corporation Law (or its successor statute as in effect from time to time hereafter), then such special meeting may also be called by the person or persons, in the manner, at the time and for the purposes, in the manner, at the times and for the purposes so specified.

FOURTEENTH: The affirmative vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation shall be required for the approval of any proposal that (1) the Corporation merge or consolidate with any other corporation or any affiliate of such other corporation if such other corporation and its affiliates singly or in the aggregate are directly or indirectly the beneficial owners of more than 10% of the total voting power of all outstanding shares of voting stock of the Corporation (such other corporation and any affiliate thereof being herein referred to as a "Related Corporation"), or that (2) the Corporation sell or exchange all or substantially all of its assets or business to or with such Related Corporation, or that (3) the Corporation issue or deliver any stock or other securities of its issue in exchange or payment for any properties or assets of such Related Corporation or securities issued by such Related Corporation, or in a merger of any affiliate of the Corporation with or into such Related Corporation or any of its affiliates, if the approval of stockholders of the Corporation is required by law or by any agreement between the Corporation and any national securities exchange for such issuance or delivery; provided, however, that the foregoing shall not apply to any such merger, consolidation, sale or exchange, or issuance or delivery of stock or other securities which was approved by resolution of two-thirds of the authorized number of Directors or by the Board of Directors of the Corporation prior to the acquisition of the beneficial ownership of more than 10% of the total voting power of all outstanding shares of voting stock of the Corporation by such Related Corporation and its affiliates. For the purposes hereof, (1) an "affiliate" is any person (including a corporation, partnership, trust, estate or individual) who directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person

specified; (2) “control” means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person whether through the ownership of voting securities, by contract, or otherwise; and (3) in computing the percentage of outstanding Common Stock beneficially owned by any person, the shares outstanding and the shares owned shall be determined as of the record date fixed to determine the stockholders entitled to vote or express consent with respect to such proposal. The stockholder vote, if any, required for mergers, consolidations, sales or exchanges of assets or issuances of stock or other securities not expressly provided for in this Article, shall be such as may be required by applicable law.

FIFTEENTH: To the maximum extent permissible under Section 262 of the Delaware General Corporation Law, the stockholders of the Corporation shall be entitled to the statutory appraisal rights provided therein, notwithstanding any exception otherwise provided therein, with respect to any business combination involving the Corporation and any Related Corporation which requires the affirmative vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation pursuant to the provisions of Article FOURTEENTH.

SIXTEENTH: The provisions set forth in this Article SIXTEENTH and in Articles SIXTH (dealing with the alteration of Bylaws by stockholders), EIGHTH (dealing with the classified board), ELEVENTH (dealing with the prohibition against stockholder action without meetings), TWELFTH (dealing with cumulative voting), FOURTEENTH (dealing with the 66-2/3% vote of stockholders required for certain mergers) and FIFTEENTH (dealing with appraisal rights of stockholders) may not be repealed or amended in any respect unless such repeal or amendment is approved by the affirmative vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation.

SEVENTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles SIXTH, EIGHTH, ELEVENTH, TWELFTH, FOURTEENTH, FIFTEENTH and SIXTEENTH may not be repealed or amended in any respect unless such repeal or amendment is approved as specified in Article SIXTEENTH.

EIGHTEENTH: The name and mailing address of the incorporator of the Corporation is:

*James E. Pollock
100 West Walnut Street
Pasadena, California 91124*

NINETEENTH: A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for paying a dividend or approving a stock repurchase in violation of Section 174 of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware

General Corporation Law is amended after approval by the shareholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

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Exhibit C

Redline – Current Certificate vs Amended and Restated Certificate

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
PARSONS CORPORATION**

FIRST: The name of the Corporation is: Parsons Corporation (the “Corporation”).

PARSONS CORPORATION

SECOND: The address of the Corporation’s registered office ~~of the Corporation~~ in the State of Delaware is ~~100 West Tenth~~ 1209 Orange Street, ~~City of~~ Wilmington, County of New Castle, Delaware, 19801, and the name of its registered agent at ~~that~~such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the “DGCL”), as it now exists or may hereafter be amended and supplemented.

FOURTH: The Corporation ~~shall be~~is authorized to issue two classes of ~~shares of~~ stock to be designated, respectively, ~~“Preferred Stock” and “Common Stock”; the and “Preferred Stock.”~~ The total number of shares of capital stock which the Corporation shall have authority to issue is ~~52,000,000; 1,100,000,000.~~ The total number of shares of Common Stock that the Corporation is authorized to issue is 1,000,000,000, having a par value of \$1.00 per share, and the total number of shares of Preferred Stock shall be 2,000,000 and each such share shall have that the corporation is authorized to issue is 100,000,000, having a par value of \$1.00; the total number of shares of Common Stock shall be 50,000,000 with a par value of \$1.00 per share.

FIFTH: The designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

C. COMMON STOCK.

5. General. The voting, dividend, liquidation, conversion and stock split rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors of the Corporation (the “Board of Directors”) upon any issuance of the Preferred Stock of any series.

6. Voting. Each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held by such holder. Each holder of Common Stock shall be entitled to notice of any stockholders’ meeting in accordance with the Bylaws of the Corporation

(as in effect at the time in question) (the “Bylaws”) and applicable law on all matters put to a vote of the stockholders of the Corporation.

~~Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix the voting powers and the designations, preferences and relative, participating, optional or other special rights, if any, qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase or decrease the number of shares of any such series.~~The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

~~Shareholders of the Corporation shall not have pre-emptive rights to acquire unissued shares, treasury shares, or securities convertible into such shares.~~

~~100% of the outstanding shares of common stock of the Corporation qualifying as employer securities shall at all times be owned by (i) Parsons Corporation Employee Stock Ownership Trust established pursuant to Parsons Corporation Employee Stock Ownership Plan, and/or (ii) one or more other trusts described in Section 401(a) of the Internal Revenue Code of 1954, as amended (the “Code”), and maintained by the Corporation or any other corporation which is a member of the same controlled group of corporations, and/or (iii) employees of the Corporation, and/or (iv) former employees of the Corporation, and/or (v) employees of any other corporation which is a member of the same controlled group of corporations as the Corporation, and/or (vi) former employees of any other corporation which is a member of the same controlled group of corporations as the Corporation. Shares of common stock of the Corporation qualifying as employer securities may also be owned by one or more other trusts or custodial accounts described in Section 408(a) of the Code, maintained for the exclusive benefit of an individual or individual(s) described in the first sentence of this final paragraph of this Article FOURTH and/or their beneficiaries, provided that any shares transferred to such accounts are subject to an immediate repurchase right by the Corporation. The terms “common stock,” “employer securities” and “controlled group of corporations,” as used in this final paragraph of this Article FOURTH, shall be construed in accordance with Section 409 of the Code, and regulations prescribed by the Secretary of the Treasury thereunder, notwithstanding, in the case of the term “common stock,” any other definition contained in this Certificate of Incorporation. No transfer of common stock qualifying as employer securities shall be permitted where such transfer would result in ownership of common stock qualifying as employer securities by any person or entity other than as specified in the first and second sentences of this final paragraph of this Article FOURTH. In connection with the issuance of shares of common stock qualifying as employer securities, a legend setting forth the restrictions on ownership and transfer set forth in this final paragraph of this Article FOURTH shall be placed upon all certificates representing shares of common stock qualifying as employer securities.~~

~~FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the Corporation.~~

~~SIXTH: Bylaws shall not be made, repealed, altered, amended or~~

~~rescinded by the stockholders of the Corporation except by the vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation.~~

~~SEVENTH: The number of Directors of the Corporation shall be fixed from time to time by a Bylaw or amendment thereof duly adopted by the Board of Directors.~~

7. Dividends. Subject to the rights of any holders of any shares of Preferred Stock which may from time to time come into existence and be outstanding, the holders of Common Stock shall be entitled to the payment of dividends when and as declared by the Board of Directors in accordance with applicable law and to receive other distributions from the Corporation. Any dividends declared by the Board of Directors to the holders of the then outstanding Common Stock shall be paid to the holders thereof pro rata in accordance with the number of shares of Common Stock held by each such holder as of the record date of such dividend.

8. Liquidation. Subject to the rights of any holders of any shares of Preferred Stock which may from time to time come into existence and be outstanding, in the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the funds and assets of the Corporation that may be legally distributed to the Corporation's stockholders shall be distributed among the holders of the then outstanding Common Stock pro rata in accordance with the number of shares of Common Stock held by each such holder.

D. PREFERRED STOCK

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by adopting a resolution or resolutions providing for the issuance of the shares thereof and by filing a certificate of designations relating thereto in accordance with the DGCL, to determine and fix the number of shares of such series and such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the fullest extent now or hereafter permitted by the DGCL. Without limiting the generality of the foregoing, the resolution or resolutions providing for the issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to any other series of Preferred Stock to the extent permitted by law.

The number of authorized shares of Preferred Stock may be increased or

decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL,

SIXTH: Subject to the rights of the holders of any series of Preferred Stock then outstanding, for as long as this Amended and Restated Certificate of Incorporation provides for a classified Board of Directors, any director, or the entire Board of Directors, may be removed only for cause, at a meeting called for that purpose.

~~EIGHTH~~SEVENTH: The Board of Directors shall be and is divided into three classes, Class I, Class II and Class III. The number of ~~Directors~~directors in each class shall be the whole number contained in the quotient arrived at by dividing the authorized number of ~~Directors~~directors by three, and if a fraction is also contained in such quotient, then if such fraction is one-third, the extra ~~Director~~director shall be a member of Class I, and if such fraction is two-thirds, one of the extra Directors shall be a member of Class I and the other shall be a member of Class II. Each ~~Director~~director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such ~~Director~~director was elected; provided, however, that the ~~Directors~~directors first elected to Class I shall serve for a term ending on the date of the annual meeting next following the end of the calendar year ~~1978~~2019, the ~~Directors~~directors first elected to Class II shall serve for a term ending on the date of the second annual meeting next following the end of the calendar year ~~1978~~2019, and the ~~Directors~~directors first elected to Class III shall serve for a term ending on the date of the third annual meeting next following the end of the calendar year ~~1978~~2019. Notwithstanding the ~~Foregoing~~foregoing formula provisions, in the event that, as a result of any change in the authorized number of ~~Directors~~directors, the number of ~~Directors~~directors in any class would differ from the number allocated to that class under the formula provided in this Article Seventh immediately prior to such change, the following rules shall govern:

(a) each ~~Director~~director then serving as such shall nevertheless continue as a ~~Director~~director of the class of which he or she is a member until the expiration of his or her current term, or his or her prior death, resignation or removal; and

(b) in the event of any increase or decrease in the authorized number of ~~Directors~~directors, the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors to such class or classes as shall, so far as possible, cause the classes to be equal in number; provided, that if after any change in the number of ~~Directors~~directors there results in a number of ~~Directors~~directors not divisible evenly by three, thus requiring classes with different numbers of ~~Directors~~directors, the designations of ~~Directorships~~directorships shall be affected so that (i) in the case only one class is required to have one less ~~Director~~director, the class whose term of office is due to expire next following such designation shall contain one less ~~Director~~director than the other classes and (ii) in the case two classes are required to have one less ~~Director~~director, the classes whose terms of office are due to expire next following such designation shall each contain one less ~~Director~~director than the other class.

Notwithstanding any of the foregoing provisions of this Article Seventh, each ~~Director~~director shall serve until his or her successor is elected and qualified or until his or her death, resignation or removal. ~~If the holders of any Preferred Stock or any one or more series thereof, voting as a class, shall be entitled to elect a specified number of Directors, by reason of dividend arrearages or other provisions giving them the right to do so, then the division of the~~

~~Board of Directors into three classes as provided in this Article shall continue as to those Directors elected by holders of the Common Stock, but shall be suspended as to those Directors elected by the holders of Preferred Stock, during the period in which the holders of the Preferred Stock or any series thereof are entitled to elect a specified number of Directors by reason of dividend arrearages or otherwise.~~

~~**NINTH:** During any period when the holders of any Preferred Stock or any one or more series thereof, voting as a class, shall be entitled to elect a specified number of Directors, by reason of dividend arrearages or other provisions giving them the right to do so, then and during such time as such right continues (1) the holders of such Preferred Stock or such series thereof, voting as a class, shall be entitled to elect such specified number of Directors, pursuant to the provisions of such Preferred Stock or series thereof; (2) each such Director shall serve for such term, and have such voting powers, as shall be stated in the provisions pertaining to such Preferred Stock or series thereof; and (3) whenever the holders of any such Preferred Stock or series thereof are divested of such rights to elect a specified number of Directors, voting as a class, pursuant to the provisions of such Preferred Stock or series thereof, the terms of office of all persons who are then Directors of the Corporation and who were elected by the holders of Preferred Stock shall terminate upon the election of their successors by the holders of the shares entitled to vote thereon. The provisions of Article EIGHTH (dealing with the classified Board) shall be applicable to the election of successors.~~

~~**TENTH:**~~ **EIGHTH:** Elections of ~~Directors~~directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

~~**ELEVENTH**~~**NINTH:** No action shall be taken by the stockholders except at an annual or special meeting of stockholders.

~~**TWELFTH:** At all elections of Directors of the Corporation, then subject to any provision which may be made with respect to voting by holders of any class or series of Preferred Stock during any period when such holders are entitled to elect a specified number of Directors, by reason of dividend arrearages or other provisions giving them the right to do so, a holder of any class or series of stock then entitled to vote in such election shall be entitled to as many votes as shall equal the number of votes which (except for this Article as to cumulative voting) he would be entitled to cast for election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected in the election in which his class or series of stock is entitled to vote, and each stockholder may cast all of such votes for a single nominee for Director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.~~

~~**THIRTEENTH:**~~ **TENTH:** Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by the Board of Directors or by a committee of the Board of Directors which has been duly designated by the Board of Directors and whose powers and authority, as provided in a resolution of the Board of Directors or in the Bylaws of the Corporation, include the power to call such meetings, but such special meetings may not be called by any other person or persons; ~~provided, however, that if and to the extent that any special meeting of stockholders may be called by any other person or persons specified in any provisions of the Certificate of Incorporation or any amendment thereto or any certificate filed under Section 151(g) of the Delaware General Corporation Law (or its successor statute as in~~

~~effect from time to time hereafter), then such special meeting may also be called by the person or persons, in the manner, at the time and for the purposes, in the manner, at the times and for the purposes so specified.~~

~~FOURTEENTH: The affirmative vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation shall be required for the approval of any proposal that (1) the Corporation merge or consolidate with any other corporation or any affiliate of such other corporation if such other corporation and its affiliates singly or in the aggregate are directly or indirectly the beneficial owners of more than 10% of the total voting power of all outstanding shares of voting stock of the Corporation (such other corporation and any affiliate thereof being herein referred to as a "Related Corporation"), or that (2) the Corporation sell or exchange all or substantially all of its assets or business to or with such Related Corporation, or that (3) the Corporation issue or deliver any stock or other securities of its issue in exchange or payment for any properties or assets of such Related Corporation or securities issued by such Related Corporation, or in a merger of any affiliate of the Corporation with or into such Related Corporation or any of its affiliates, if the approval of stockholders of the Corporation is required by law or by any agreement between the Corporation and any national securities exchange for such issuance or delivery; provided, however, that the foregoing shall not apply to any such merger, consolidation, sale or exchange, or issuance or delivery of stock or other securities which was approved by resolution of two-thirds of the authorized number of Directors or by the Board of Directors of the Corporation prior to the acquisition of the beneficial ownership of more than 10% of the total voting power of all outstanding shares of voting stock of the Corporation by such Related Corporation and its affiliates. For the purposes hereof, (1) an "affiliate" is any person (including a corporation, partnership, trust, estate or individual) who directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified; (2) "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person whether through the ownership of voting securities, by contract, or otherwise; and (3) in computing the percentage of outstanding Common Stock beneficially owned by any person, the shares outstanding and the shares owned shall be determined as of the record date fixed to determine the stockholders entitled to vote or express consent with respect to such proposal. The stockholder vote, if any, required for mergers, consolidations, sales or exchanges of assets or issuances of stock or other securities not expressly provided for in this Article, shall be such as may be required by applicable law.~~

~~FIFTEENTH: To the maximum extent permissible under Section 262 of the Delaware General Corporation Law, the stockholders of the Corporation shall be entitled to the statutory appraisal rights provided therein, notwithstanding any exception otherwise provided therein, with respect to any business combination involving the Corporation and any Related Corporation which requires the affirmative vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation pursuant to the provisions of Article FOURTEENTH.~~

~~SIXTEENTH: The provisions set forth in this Article SIXTEENTH and in Articles SIXTH (dealing with the alteration of Bylaws by stockholders), EIGHTH (dealing with the classified board), ELEVENTH (dealing with the prohibition against stockholder action without meetings), TWELFTH (dealing with cumulative voting), FOURTEENTH (dealing with the 66-2/3% vote of stockholders required for certain mergers) and FIFTEENTH (dealing with~~

~~appraisal rights of stockholders) may not be repealed or amended in any respect unless such repeal or amendment is approved by the affirmative vote of the holders of not less than 66-2/3% of the total voting power of all outstanding shares of voting stock of the Corporation.~~

~~SEVENTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles SIXTH, EIGHTH, ELEVENTH, TWELFTH, FOURTEENTH, FIFTEENTH and SIXTEENTH may not be repealed or amended in any respect unless such repeal or amendment is approved as specified in Article SIXTEENTH.~~

~~EIGHTEENTH: The name and mailing address of the incorporator of the Corporation is:~~

~~James E. Pollock
100 West Walnut Street
Pasadena, California 91124~~

~~NINETEENTH: A director of~~ ELEVENTH: The personal liability of the directors of the Corporation ~~shall not be personally liable,~~ to the Corporation or its ~~shareholders~~stockholders for monetary damages for breach of his or her fiduciary duty as a director, ~~except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for paying a dividend or approving a stock repurchase in violation of Section 174 of the Delaware General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law~~ director, is hereby eliminated to the fullest extent permitted by the DGCL, as the same may be amended and supplemented. Any amendment, repeal or modification of this Article Eleventh, or the adoption of any provision of the Amended and Restated Certificate of Incorporation inconsistent with this Article Eleventh, shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such amendment, repeal or modification. If the DGCL is amended after approval by the ~~shareholders~~stockholders of this ~~article~~Article Eleventh to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the ~~Delaware General Corporation Law,~~DGCL as so amended.

~~TWELFTH: The Corporation shall, through the Bylaws or otherwise, to the fullest extent permitted by the DGCL, as the same exists or may hereafter be amended and supplemented, indemnify, advance expenses and hold harmless any person who was or is a director or officer of the Corporation or its subsidiaries. The Corporation may, by action of the Board of Directors, provide rights to indemnification and to advancement of expenses to such other employees or agents of the Corporation or its subsidiaries to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by the DGCL. Any amendment, repeal or modification of this Article Twelfth shall not adversely affect any rights or protection existing hereunder immediately prior to such repeal or modification.~~

THIRTEENTH: The Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation arising pursuant to any provision of the DGCL or this Amended and Restated Certificate of Incorporation or the Bylaws, or (iv) any action asserting a claim against the Corporation governed by the internal affairs doctrine, in each such case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein, unless the Corporation provides written consent to the selection of an alternative forum. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article Thirteenth.

FOURTEENTH: From time to time any of the provisions of this Amended and Restated Certificate of Incorporation may be amended, altered, changed or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Amended and Restated Certificate of Incorporation are granted subject to the provisions of this Article Fourteenth.

FIFTEENTH: In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the DGCL or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws, without any action on the part of the stockholders, but the stockholders may make additional Bylaws and may alter, amend or repeal any Bylaw whether adopted by them or otherwise. The Corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

[Signature Page to Follow.]

