

Newport Trust Company

April 12, 2019

Dear Participant in the Parsons Employee Stock Ownership Plan:

Newport Trust Company serves as the independent trustee (the “Trustee”) of the Parsons Employee Stock Ownership Plan (the “ESOP”). The Trustee will oversee the process by which participants in the ESOP may direct the Trustee with respect to voting the shares of common stock of Parsons Corporation (“Parsons”) that are allocated to ESOP participants’ accounts under the ESOP (the “ESOP Shares”) with respect to (i) the election of three directors to the Board of Directors of Parsons and (ii) the approval of the Amended and Restated Certificate of Incorporation of Parsons (the “Amended and Restated Certificate”) as described in the Parsons Corporation Information Statement, dated April 12, 2019 (the “Information Statement”).

Stockholder approval of the adoption of the Amended and Restated Certificate is in connection with the proposed initial public offering of the common stock of Parsons (the “IPO”). Parsons has solicited approval of the Amended and Restated Certificate by the Trustee on behalf of the ESOP Trust, as sole stockholder of Parsons. As more fully explained in the enclosed Information Statement, with respect to the election of directors and the Amended and Restated Certificate, ESOP participants have the right to direct the vote through the pass-through voting procedures. Any shares for which no direction is given by ESOP participants will be voted by the Trustee.

Your direction on the vote is important. Please review the Information Statement for details about the two matters up for approval, as well as the direction materials.

These direction materials shall not constitute an offer to sell or the solicitation of an offer to buy any securities of Parsons.

DIRECTION MATERIALS

This letter encloses the following direction materials:

- (i) the Information Statement;
- (ii) the Direction Card to Newport Trust Company, independent trustee of the Parsons Employee Stock Ownership Plan to direct the Trustee by mail with respect to voting of the shares of common stock of Parsons allocated to your account under the ESOP (the “Direction Card”); and
- (iii) additional information for your consideration (the “Additional Information”).

THE TRUSTEE ENCOURAGES YOU TO REVIEW THE DIRECTION MATERIALS CAREFULLY BEFORE DECIDING HOW TO DIRECT THE TRUSTEE TO VOTE THE ESOP SHARES.

ESOP PARTICIPANT DIRECTION INSTRUCTIONS

The ESOP provides that you are entitled to direct the Trustee as to voting the ESOP Shares allocated to your account under the ESOP. A Direction Card has been included as part of the materials for this purpose.

IF YOU WISH TO INSTRUCT THE TRUSTEE WITH RESPECT TO VOTING THE ESOP SHARES ALLOCATED TO YOUR ACCOUNT IN THE ESOP YOUR VOTING INSTRUCTIONS MUST BE RECEIVED BY THE TRUSTEE NO LATER THAN 6:00 A.M. EASTERN TIME ON APRIL 26, 2019 BY ONE OF THE FOLLOWING METHODS:

By Telephone:

Have your Direction Card available when you call the toll-free number **1-888-693-8683**. Provide your control number and follow the instructions presented 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.

By Internet:

Have your Direction Card available when you access the website of Corporate Election Services at **www.cesvote.com**. Provide your control number and follow the instructions presented to record your vote.

By Mail:

Please mark, sign and date your Direction Card and return it in the **postage-paid envelope** provided or return it to:

**Corporate Election Services
PO Box 1150
Pittsburgh, PA 15230**

IF YOU DO NOT TIMELY VOTE VIA TELEPHONE, THE INTERNET OR BY RETURNING YOUR COMPLETED DIRECTION CARD TO CORPORATE ELECTION SERVICES, THE TRUSTEE WILL DETERMINE HOW TO VOTE YOUR ESOP SHARES. PROCEDURES HAVE BEEN ESTABLISHED TO MAINTAIN THE CONFIDENTIALITY OF YOUR DECISION. HOW YOU DIRECT THE TRUSTEE TO VOTE OR WHETHER YOU DIRECT THE TRUSTEE TO VOTE WILL NOT BE DISCLOSED TO PARSONS OR ANY OF ITS EMPLOYEES. THE TRUSTEE WILL HAVE THE INSTRUCTIONS TABULATED AND, BASED UPON THE TABULATION, WILL VOTE THE ESOP SHARES AS DIRECTED (SUBJECT TO CERTAIN FIDUCIARY LIMITATIONS DESCRIBED BELOW).

The actions of the Trustee with respect to voting the ESOP Shares are governed by the fiduciary duties and requirements of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Based on ERISA's standards, and on the advice of its legal counsel, the Trustee will follow the instructions of the ESOP participants unless the Trustee concludes that the instructions are not proper or are contrary to ERISA's mandates.

In determining whether ESOP participant instructions are proper, the Trustee will consider whether ESOP participants have received necessary and accurate information in order to allow them to make an informed decision and whether the ESOP participants were subject to undue influence in making their decisions. If the Trustee determines that it cannot follow the ESOP participant instructions, ERISA requires the Trustee to exercise its own fiduciary judgment in determining how to vote the ESOP Shares. In addition, 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 sole discretion.

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 the ESOP Shares, please contact Newport Trust Company at ParsonsESOPinfo@newportgroup.com.

Your direction is important. We encourage you to carefully review the direction materials and to provide your voting instructions in a timely manner.

**YOUR DIRECTION CARD AND OTHER COMMUNICATIONS
WILL BE KEPT CONFIDENTIAL.**

Your Direction Card will be held in confidence by the Trustee and will not be released or divulged to anyone, except as required by law.

If you have any questions regarding these matters, please contact the undersigned at ParsonsESOPinfo@newportgroup.com.

Sincerely,

Newport Trust Company, Trustee