

PARSONS

Code of Conduct





A Letter from the Chairman and Chief Executive Officer

I am pleased to introduce our latest Code of Conduct. Represented by our Core Value of Integrity, the ethical manner in which we conduct business and the professional conduct of our employees are cornerstones of Parsons' corporate culture. Today, as our strategic plan leads us to expand our business, ethics and integrity are more important than ever to our success.

We operate in a very different environment than we did even a few years ago. Shareholders and the public in general are holding corporations to a higher standard of social responsibility. Governments around the world are taking more active roles in fighting corruption and misconduct in both the public and private sectors. Meanwhile, geopolitical and economic forces are creating viable markets in locations that were previously considered too risky. In this environment, the best clients will insist on stable partners with impeccable reputations and proven experience. Parsons is well positioned to be their firm of choice, and we need each and every employee's support to make it happen.

The Standards of Business Conduct, which are contained in the Code, summarize how employees are expected to act when conducting business. These Standards are universally applicable throughout the Company. In addition to providing a clear set of Standards, the Code also provides helpful direction on how to handle some of the most common ethical challenges faced by our employees. I urge you to periodically review the Code and ask questions if you are unsure of meaning or applicability.

In addition to the Code, our ethics program incorporates a variety of tools to assist your efforts. We have a corporate ethics committee, ethics officers based in all major business units and global regions, an Ethics Home Page on ParShare, and a third-party administered Ethics Helpline. Each of these resources is available to provide you with advice and assistance if you have any doubts, concerns, or questions about the appropriateness of a particular activity. Do not hesitate to use them.

Parsons has invested nearly 70 years establishing our reputation as a professional organization that provides quality service to our customers while upholding the highest levels of ethics and integrity. Throughout the world, our employees have a reputation for conducting themselves with integrity and objectivity. On behalf of our entire Board of Directors, I want to thank each of you for upholding this reputation and urge you to continue building it.

— Charles L. Harrington
Chairman & Chief Executive Officer
Parsons Corporation

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Parsons' Standards of Business Conduct

In everything that we do as a company and as individual Employees of Parsons, we will be:

- Dedicated and loyal to the Company
- Diligent in discharging job responsibilities
- Economical in using Company and client resources
- Honest and trustworthy
- Law abiding
- Objective and unbiased in all business dealings
- Respectful of others
- Responsible and reliable
- Truthful and accurate

Our Code of Conduct: The Basics

Purpose of the Code

Parsons' reputation is an important corporate asset. This Code of Conduct establishes standards of ethical business conduct for all of our **employees, officers, and directors**. It reflects our commitment to integrity and to protect our reputation.

The Code provides practical information to help you act in accordance with Company standards and to respond properly to questions of business ethics and conduct that may occasionally arise while performing your duties with the Company.

This Code discusses many of the ethics issues that you might face as an Employee, but it cannot address every situation. As questions or challenges appear, you must always act in accordance with Parsons' Standards of Conduct, but you are not alone. Resources are available to help; see *Where to Go for Help*, page 35.

Applicability of the Code

Our Code applies to all Parsons Employees. You also have an obligation to extend applicable elements of the Code to third-party business partners such as our agents, representatives, joint venture partners, consultants, and subcontractors, as described in Parsons' Guide to Ethical Conduct for Business Partners.

Responsibilities under the Code

All Employees must comply with the Code and must avoid the appearance of impropriety. You also must report suspected violations and cooperate fully in Company investigations of possible or alleged violations of the Code.

Managers have the additional obligation to ensure that their departments are operating in accordance with the Code and to foster an open, ethical environment in which Employees are encouraged to discuss any ethical issues they perceive and to seek guidance when they are in doubt.

Members of Parsons' Board of Directors must adhere to our Standards of Business Conduct and are subject to an additional code of conduct; this additional code can be found on parsons.com.

Ethical Decision Making Guide

Making the right decision is not always easy. The decision-making guide below will help you. Before you act, ask yourself these questions:

- Is this legal?
- Is it allowed by our policies or procedures?
- Is this consistent with our Core Values and Standards of Business Conduct?
- Am I sure this would not harm our clients, Employees, or shareholders?
- Am I sure this would not seriously damage our reputation with clients or our community?
- Would it be good for the Company if every Employee did this?

If the answer to any of these questions is "no," you should not act. If the answers are all "yes", then give the issue the "newspaper test." Ask yourself how it would look to friends, family, or your clients if your actions were published in the newspaper. If you would be proud of your actions, you probably should take them.



If You Have a Concern

We all benefit from an atmosphere of good ethical conduct. It is never within the scope of employment or activities on behalf of the Company for an Employee to violate the law or the Code. If you suspect misconduct or violations of the standards of the Code, report the issue to an Ethics Officer or manager who is not involved in the potential violation or directly to the Ethics Helpline. See *Where to Go for Help*, page 35. Any manager receiving a report of an ethics concern must immediately forward that information to an Ethics Officer.

Violation and Enforcement

Violations are grounds for corrective action, up to and including termination, possible legal action or criminal prosecution, or other appropriate action.

Ethics Committee and Ethics Officers

The Board of Directors has ultimate oversight over Ethics compliance. To administer the Code of Conduct, the CEO established the Ethics Committee, which is composed of executives from Legal, Operations, and Talent Management. The Ethics Committee is also charged with educating and training Employees on ethics. The Ethics Committee regularly reports ethics issues to the Board of Directors. The Committee selects Ethics Officers from among the corporation's legal entities and regions. Ethics Officers assist in the investigation and resolution of ethical issues and are a resource for all Employees in matters of ethical conduct and Code interpretation. Employees may contact any Ethics Officer regarding ethics questions or issues. See *Where to Go for Help*, page 35.

Strict Policy against Retaliation

It is important that every one of us feels comfortable to report potential ethics concerns. Retaliation against any Employee for making a good faith report or raising an issue regarding a suspected violation of the Code is strictly prohibited and is itself a serious violation of the Code. The Company will take appropriate disciplinary action against a supervisor or Employee who initiates, condones, or participates in any act of retaliation.

Q. What is the relationship of policy statements to the Code, and where can I find the details of these policies?

A. Corporate policy statements generally include additional requirements and provide more in-depth descriptions of policy positions and corporate ethical and legal guidelines on a particular subject. Not all items in the Code are covered by separate policy statements, but many are. We have provided references to many policies so that you can find additional information. Policies are available on PWeb; if you are unable to view them on line, contact Talent Management for a hard copy. If you believe that a policy contradicts the Code, contact an Ethics Officer.

Q. What does the Code mean when it says to avoid “the appearance of impropriety”?

A. The perception of unethical behavior can be as damaging as unethical behavior itself. Although some people unreasonably infer misconduct from almost any situation, you have to consider how reasonable people might view your activities, based on the information available to them. You must avoid conduct that would appear to reasonable observers to be in violation of the Code.



The reputation of a
thousand years may
be determined by the
conduct of one hour.

— Japanese Proverb

Financial Controls

Accurate Recordkeeping

Important business decisions are regularly made by management and others who rely on the accuracy of our financial recordkeeping. Employees are required to honestly and accurately report and record information, including time worked, expenses incurred, revenues, and other business-related items. Financial records must be maintained in accordance with generally accepted accounting principles. All accounts must be disclosed and must be properly recorded in the Company financial system, and written authorization must be received before any bank account is opened for business purposes.

Transparency is needed to avoid the appearance of impropriety. Reporting, organizing, omitting, altering, or destroying information in an attempt to mislead or misinform is a violation of the Code. Whether in corporate accounting systems or management reports, always present information complete and accurate that does not intentionally hide or disguise the true situation. Never fabricate data regarding Company business or services.

Inside Information

Using **inside information** to purchase any amount of stock or ownership in another business is unethical, usually illegal, and is not allowed. This includes providing inside information to third parties, including family members. Examples of inside information include the following:

- Award or termination of a substantial contract
- Imminent filing of a bankruptcy petition
- Imminent filing or settlement of a major lawsuit or claim
- Information regarding a company's financial results
- Potential or pending merger or acquisition

Applicable Policies and Reference Material

- [Bank Accounts](#)
- [Financial Account Reconciliation and Analysis](#)
- [Records Management](#)
- [Records Retention Standards](#)
- [Relationships with Financial Institutions](#)

Q. My supervisor asked me to charge my time to an incorrect charge number. What should I do?

A. Make sure that your supervisor knows what you are really working on. If that does not resolve the problem, advise a higher level manager or take any of the steps available to you in *Where to Go for Help*, page 35.

Q. Is it okay to enter a vague description of a transaction into our financial system?

A. Being too vague could create a problem; consult with your GBU controller. If the purpose of the vague description is to mask the true description, it is definitely a problem.

Q. When can I trade on inside information?

A. You can only trade on inside information after it is made public. You might even have to wait for a period after the information becomes public before you can trade.

Q. Is it unethical to delay booking GPP because we will need it to make targets next year?

A. Yes. Manipulating revenue recognition in any direction is unethical and against policy. Revenue must be recognized based solely on the contract terms and actual/forecast project performance.

The time is always right to
do what is right.

— Martin Luther King, Jr.

Conflicts of Interest

Conflicts of interest are problematic because they pressure us to act in ways that are contrary to the standard of being dedicated and loyal to the company. Parsons Employees must make decisions and take actions that are in the best interests of the Company. Parsons recognizes that an Employee's activities or relationships outside the Company could interfere with job performance, limit employee availability, or adversely affect decision-making, thereby creating a conflict between the Employee's personal interests and the Company's best interests.

Employees must disclose to an Ethics Officer any activity or relationship that presents a potential conflict or creates the appearance of a conflict so that the Ethics Committee can determine if the situation is acceptable, can be adequately mitigated, or must be avoided. The Ethics Committee will work with you and management to identify mitigating measures that can be made wherever possible. Most potential conflicts can be adequately mitigated through specific controls, but some must be avoided or eliminated.

Conflicts of interest can be subtle and complicated. They might involve you, your close family members, or your close friends. Even situations that merely create the appearance of a conflict of interest must be disclosed, because they might be damaging to Parsons' reputation. If you have any doubt, disclose the situation to avoid possible problems in the future.

Red Flag Examples

A few extreme conflicts, such as accepting kickbacks, trading on inside information, and competing against Parsons, are strictly prohibited. More typically, situations present potential or apparent conflicts that must be disclosed to determine if they can be resolved. The following are examples of these situations:

- Benefitting personally or allowing a close relative or close personal friend to benefit from opportunities that you discover through Parsons, but not through confidential information.
- Buying anything from or selling anything to Parsons, except through regular programs offered to all Employees.
- Hiring a vendor to perform work for you on a personal basis.
- Hiring or supervising a close relative or close personal friend.
- Holding a financial interest (other than mutual funds or similar investment pools) in a client, competitor, or vendor.
- Maintaining a romantic or other personal relationship with a competitor, client, teaming partner, or vendor.
- Receiving gifts or gratuities from vendor.
- Working or consulting directly for a client, competitor, or vendor.

Q. Can I take a second job to supplement my income? Will this cause a conflict of interest problem for me?

A. Although you are not barred from taking a second job, it must be disclosed to determine if it conflicts with your present job. You should not take a second job that limits your availability to perform your duties for Parsons or that uses Parsons' resources. Discuss the situation with an Ethics Officer, so we can provide you with specific guidance.

Applicable Policies and Reference Material

- [Conflicts of Interest](#)
- [Employment Standards](#)

Every job is a self-portrait
of the person who does it.
Autograph your work with
excellence.

— Anonymous

Gifts

Gifts that are nominal in value are a customary part of business in many cultures and do not present an ethical problem if they are handled correctly. However, gifts are sometimes used in unethical or illegal attempts to curry favor; therefore, care must be taken when any gift is offered or exchanged. Parsons will not attempt to gain any business advantage by giving gifts.

Entertainment, Gifts, or Gratuities

Apart from additional restrictions that apply for U.S. government work (see page 33), you may only give or receive lawful, customary gifts such as modest holiday or promotional items (e.g., pens, coffee cups). Business meals, drinks, or entertainment must be reasonable and must be directly connected with business discussions. Gifts of lodging, travel, entertainment or reimbursement for lodging, travel, or entertainment are generally not allowed and must be approved in advance by your manager.

Gift-related transactions must be accurately coded and properly approved; supporting documentation should include the recipient's name/title and the purpose of the gift. Such courtesies must also be given only occasionally and must be allowable under the rules of the other party's employer. Gifts should not be solicited; if someone ever asks you for a gift, or if you hear such a request, report the situation to an Ethics Officer. If you have any questions about gifts, consult your manager or an Ethics Officer.

If you perform business development activities, work in procurement or subcontracting, or oversee work performed by a third party, you must be particularly careful when it comes to gifts. Gifts should not be given or received if it might reasonably appear to influence a business decision such as vendor selection or terms of a settlement.

Q. If my spouse accompanies me on a business trip and receives a gift from the company I'm visiting, is he/she permitted to keep the gift?

A. Your spouse is under the same ethical obligations in this regard as you are for the receipt of gifts or gratuities. However, if refusal or return of the gift would offend the gift giver, disclose the gift to your manager and an Ethics Officer to determine its proper disposition.



Political Contributions

Parsons works to improve the communities in which we live and serve, and we encourage all Employees to do the same.

Our Government Relations department works with the General Counsel to determine how Parsons is able to participate in political processes. Most countries in which Parsons does business impose significant restrictions and limitations on a corporation's ability to participate in the political process.

All proposals or requests to use corporate funds or corporate **assets** in support of political candidates and parties, ballot measures and initiatives, or political causes and campaigns, must be submitted in writing to Parsons' Government Relations department and to the General Counsel for review and approval.

You may donate your personal time and resources for political purposes, but be careful not to use your time at work, company property, facilities, resources, or assets for political activities and purposes. Also be careful of time demands. Political volunteers often find the time demands overwhelming, and you must ensure that you have adequate time to perform your work at Parsons.

Although we encourage you to be lawfully involved in the political process, be mindful and respectful of the rights and views of others. Employees should not be subject to solicitations or be pressured to make political contributions or to support a political party or the candidacy of any individual.

Applicable Policies and Reference Material

- [Political-Contacts with Elected and Senior Officials](#)
- [Political Contacts and Contributions](#)
- [Political Contributions](#)





There is no such thing
as a minor lapse
in integrity.

— Tom Peters

Corruption

Corruption is a significant barrier to infrastructure development and the improvement of lives around the world. Involvement in corruption can lead to legal penalties and damage to Parsons' reputation. In addition to avoiding corrupt activities, we must always conduct ourselves with full transparency to avoid the appearance of corruption.

Bribery and Kickbacks

Parsons does not condone bribery of any kind, whether by our Employees or by our business partners. We will decline any project that requires a bribe to win and will cut ties with any partner, subcontractor, or agent that pays bribes or that suggests that Parsons pay a bribe. Even the mere suggestion or solicitation of a bribe or kickback is harmful to the Company and must be avoided. Report any suggestions of bribes or kickbacks.

Bribery includes giving **anything of value** to a **third-party** with the intent to induce or influence the party or the client to act in a specific way. Kickbacks are similar to bribes, except that kickbacks are usually paid after receiving favorable treatment whereas bribes are usually paid in order to secure favorable treatment. Giving or receiving bribes/kickbacks can severely damage our reputation and is not allowed. Bribery of **government officials** is also a criminal offense.

If you receive a solicitation of a bribe under imminent threat to your health or safety, you may pay it, but you must report the situation to the Legal department immediately after you are out of harm's way.

Money Laundering

Money laundering is the process by which illegally obtained money is given the appearance of having originated from a legitimate source. More than 100 countries, including the United States, have enacted anti-money laundering laws, and Parsons is fully committed to complying with all such applicable legislation.

You should be aware of the following "red flags" that may indicate money laundering or other corruption:

- A customer, agent, or proposed joint venture partner that is reluctant to provide complete information or is anxious to avoid reporting or record-keeping requirements
- Payments using monetary instruments that are not consistent with the business activities of the client, appear to have no identifiable link to the customer, or have been identified as money laundering mechanisms
- Unusually complex deal structures, payment patterns that reflect no real business purpose, or unusually favorable payment terms
- Unusual fund transfers to or from countries or parties unrelated to the transaction, particularly locations known for a lack of financial transparency



Applicable Policies and Reference Material

- [Anti-Bribery Compliance Manual](#)

Doing Business Globally

Parsons is a global company with major offices in many countries throughout the world. Regardless of project location, few major projects are performed with purely domestic resources. In addition to local and national laws in the countries in which we do business, countries such as the United States and the United Kingdom have extraterritorial laws that may apply globally.

There are many important considerations when conducting business ethically around the world. This section of the Code highlights a few of them. Consult with the Legal department for questions about regarding local laws, particularly when entering a new territory. Contact an Ethics Officer if you believe that a local law conflicts with the Code or vice-versa.

Unsanctioned Boycotts

If you learn about a boycott request or receive boycott-related information, report it immediately to the Legal department. Parsons is prohibited from complying with or supporting any boycott unless the U.S. Government sanctions such a boycott. Boycott requests may take the form of a bid invitation, contract, letter of credit, or oral request in connection with a transaction.

Export Controls

Employees are expected to protect export controlled information and technology in accordance with all applicable export control laws and Parsons' policies. Parsons may have government export controlled information when working on contracts (including unclassified contracts). Export control laws restrict the shipment, transmission, or transfer of certain information, items, software, technology or services from one country to another. Restrictions also generally exist on "deemed exports," which are releases of controlled technology and software source code to foreign nationals located in the country. If your work might involve the transfer of export controlled information, consult the Legal department for guidance.

Bribes

Special vigilance is required with respect to international corruption and bribes; report any suspicious circumstances. Under the anti-bribery laws of the United Kingdom, United States, and many other nations, a company can be held liable for participating in corruption anywhere in the world even under the following conditions:

- A potential bribe is discussed or offered but is never paid.
- The offer does not include cash or is even limited to an intangible benefit.
- Small bribes of low-level employees/officials are common in the local area/ country.
- The offer/payment is not made by an employee, but rather by a third-party acting on behalf of the company.
- The company did not have actual knowledge that an improper offer/ payment was being made.

Q. Does Parsons allow for facilitating payments?

- A.** Parsons prohibits facilitating payments except in the case of imminent threat to an Employee's health or safety.

Applicable Policies and Reference Material

- [Anti-Bribery Compliance Manual](#)



Whenever you do a thing,
act as if all the world
were watching.

— Thomas Jefferson

Protecting Corporate Assets

Physical Property

We are all responsible to protect property belonging to the Company. Ensure that all assets are properly recorded and inventoried. Secure tools, supplies, and other items to guard against theft or personal use.

Company Information

Employees must preserve and protect all tangible and intangible assets, including trade secrets belonging to Parsons, clients, partners, agents, suppliers, subcontractors, consultants, or similar parties. Trade secrets include any information that is not generally known and that derives value from not being generally known.

If you have to disclose or release trade secrets, be sure that you first receive written authorization from the Legal department. Properly store and protect confidential and proprietary information that you receive while working at Parsons.

You may not use trade secrets obtained as a consequence of your employment for your **personal profit**, nor can anyone else as a result of association with you. Upon termination of employment for any reason, you may not copy or retain any documents or data stored in any form containing Parsons' trade secrets or confidential or proprietary information. Even after termination, you may not disclose trade secrets or confidential and proprietary information.

Personal Information

Personal information includes any Employee or third-party information that is private (e.g., health records) or **personally identifiable**. Personal information is subject to a variety of privacy legislation and should be treated with care similar to that given to confidential and proprietary information.

Copyright

You may only copy or distribute reproductions of copyrighted materials that you receive through Parsons, including copyrighted materials from clients or from the Internet, within the scope of Parsons' subscription or with express permission from the copyright owner. A copyright gives the owner of original **works** the right to copy, display, and distribute that work, prepare derivative works, and prevent others from doing so without permission. Works produced on the job or based on information you received at Parsons are the property of Parsons and require Parsons' approval to be reproduced, distributed, displayed, or published.

Software Use

We must respect the rights of software developers and owners. Parsons provides software to Employees and clients under licensing agreements that restrict its usage. Parsons sometimes creates its own software, and restrictions also apply to Parsons-created software.

To ensure that we have an appropriate license, work through the Information Technology department when you are copying or distributing software. Copying or giving away Company software for personal use or for work use on a noncompany computer without the written permission of the owner could violate this Code and may be illegal.

If you have any doubt about the requirements of a licensing agreement, contact your supervisor, your GBU's IT representative, or the GBU attorney to learn about limitations on the use of software.

Q. I have access to renderings relating to a project on which I worked and would like to keep copies of them for my personal portfolio or for future reference on other jobs. May I download them to my personal external hard drive?

A. No. Documents that were created or obtained during the course of your employment are the property of Parsons and/or the client. Such documents may also contain confidential information and may further be protected by contractual nondisclosure agreements.

Applicable Policies and Reference Material

- [Electronic Communication](#)
- [Information Security Governance](#)
- [Personal Information and References \(U.S.\)](#)
- [Software Use and Licensing](#)

See Also:

- Employee Agreement & Acknowledgement of Obligation

Electronic Communication

Privacy in Electronic Communication

Parsons maintains **electronic communication systems and equipment** for the operation of its business. These systems and equipment are Parsons' property. Parsons has the right to access and monitor such systems and equipment and to retrieve, review, print, disclose, or store any communication or information passing through, stored on, or created on them. You should not expect privacy when using Parsons' electronic communication systems and equipment.

Standards for Electronic Communication

In all forms of communication, it is essential that we be law abiding, truthful and accurate, and respectful of others. Electronic communication requires particular care because of the speed with which it is reproduced and transmitted, and because there is no way to completely delete electronic information once it has been created.

You may not use Parsons' systems and equipment for purposes such as:

- To send, receive, or store defamatory information.
- To participate directly or indirectly in any gambling or games of chance.
- To access another person's or entity's confidential information, messages, files, or passwords without authorization.
- To access nonbusiness related websites to an extent that interferes with Parsons' business activities or Employee productivity.
- To access a website that has been prohibited by the Information Systems group or that contains patently offensive content inconsistent with our Code.

Electronic communications may become important evidence in investigations or legal matters concerning the company. To protect the company, be sure that you:

- Comply with any legal or litigation hold notice requiring the preservation of electronically stored information.
- Take care in composing and sending electronic communications to ensure that they are accurate, professional, achieve a legitimate business purpose, and are distributed only to those persons with a legitimate need to know.

Applicable Policies and Reference Material

- [Social Media and Blogging](#)
- [Copyright](#)
- [Corporate Network Access](#)
- [Electronic Communication](#)
- [Information Security Governance](#)



Integrity is the essence of
everything successful.

— R. Buckminster Fuller

Workplace Standards

Employment Practices

“People are our most valuable asset” is an overused cliché, but as a premier provider of project management and technical solutions, it is not a cliché for Parsons; it is part of our business model. Clients want our services because we have a diverse and highly qualified workforce. To ensure that we maintain this competitive advantage, Parsons is committed to providing equal employment opportunity and a safe and respectful workplace for all Employees.

Equal Employment Opportunity

At Parsons, we recruit, promote, compensate, and retain Employees based on solely on merit. All employment decisions are based on a person's job **qualifications** and performance, without regard to race, color, religion, national origin, age, sex, sexual orientation, gender identity or expression, employable physical or mental disability, veteran status, marital status or pregnancy, genetic information, or other basis protected by applicable law or regulation.

Harassment

Everyone should work in an environment that is free from all forms of **harassment**. Harassment creates a demeaning and offensive work environment that negatively impacts everyone and is not allowed. If you witness any form of harassment at Parsons, report it immediately. See *Where to Go for Help*, page 35. This applies to Employees working at any Parsons facility, other assigned locations, on business travel, or socializing for business or corporate sponsored events, and to persons who interact with Parsons Employees in a business relationship with the Corporation.

Workplace Health and Safety

As an industry-leading engineering, construction, and technical services firm, Parsons is firmly committed to maintaining a safe and healthy working environment at our offices and project facilities. To meet our health and safety objectives, promptly report or correct any workplace condition or behavior that is known to be unsafe, and report all safety incidents, including near misses, timely and accurately.

Controlled Substances and Intoxicants

For the safety of all Employees, the use, possession, manufacture, sale, or distribution of any controlled substance, **alcohol**, or other intoxicant is prohibited on **Company property**. Employees are also prohibited from reporting to work under the influence of controlled substances or intoxicants.

Weapons

You may not carry or use any **weapon** at any time while on **Company property** or **anywhere Company business is conducted**, regardless of whether you hold a concealed weapons permit or are allowed by law to possess a weapon.

Very limited exceptions to this policy exist. In certain cases, corporate Legal and Talent Management might approve project-specific procedures that allow Employees to carry certain weapons to defend themselves. In addition, in a few jurisdictions, the Company must allow residents to park a locked, personal vehicle containing weapons hidden from view, in designated parking places provided by their employer. Employees in those locations should seek guidance from management.

Workplace Violence

Parsons is committed to providing a violence-free work environment for our Employees. We prohibit any Employee from threatening, **bullying**, or committing any act of violence while in the workplace, on duty, on company-related business, or while operating any vehicle or equipment owned or operated by the Company.

Q. A coworker asked me out on a date. I said no and he has not asked again. Is this sexual harassment?

A. Simply asking a coworker out on a date is not sexual harassment. However, if the coworker repeatedly asks you out or makes unwanted sexual advances, his conduct could be considered sexual harassment.

Q. Several of my coworkers and I went out for drinks after work and one of the women made sexually suggestive comments to one of the men, but all of us heard it. Is this sexual harassment?

A. Sexual harassment can take place outside the workplace when coworkers meet to socialize. Sexual harassment can be perpetrated by women as well as men. Any Employee who was present and was offended by her conduct should make a complaint.

Q. I work from home. Do company workplace standards apply to my home office?

A. Most Parsons' standards regarding personal conduct apply while you are working, regardless of the work location.

Applicable Policies and Reference Material

- [Core Value – Safety and Health](#)
- [Employment Standards](#)
- [Safety Awareness](#)
- [Safety, Health & Environment](#)
- [Workplace Health and Safety](#)

The content of your
character is your choice.
Day by day, what you
do is who you become.
Integrity is your
destiny—it is the light that
guides your way.

— Heraclitus

Competing Fairly

At Parsons, we compete in the marketplace based on the superior quality and competitive pricing of our professional services and products. We never compromise our high ethical standards by attempting to fix prices or by using confidential or proprietary information belonging to our competitors.

Antitrust

Parsons requires that Employees avoid activities that create even the appearance of anticompetitive behavior. Our global activities are subject to the antitrust laws of the United States and many other countries. These laws generally prohibit agreements or actions that restrain trade or competition. Examples include agreements among competitors to fix or control prices, boycotts of targeted suppliers or clients, allocation of territories or markets between competitors, or agreements to not bid certain projects in order to limit competition.

Trade Secrets

Parsons competes fairly by gathering competitive data only from publicly available sources or reputable firms that gather and compile industry data legally. A trade secret can be any useful information that is not generally known and that derives value from not being generally known. Trade secrets include formulas, designs, engineering or technical information, pricing information, product or marketing plans, and customer lists. Information or know-how that is generally known to professionals in the field or that is otherwise publicly available is not a trade secret. For example, information available to the public in annual reports, financial statements, websites, newspapers, magazines, professional journals, or at trade shows is not a trade secret. You may not use or distribute any trade secret without approval from the owner of the information.

Guidelines for Competing Fairly

- Avoid any discussion with competitors about pricing, contract terms, bids, or proposals.
- Never directly or indirectly solicit any trade secret or confidential or proprietary information from an employee or a former employee of another company.
- Never use trade secrets or confidential or proprietary information from a former employer or another company.
- Never make disparaging statements or spread false information about competitors.
- Contact the Legal department immediately if you learn of information that raises questions or concerns about the antitrust or trade secrets laws.

Q. I kept a copy of my business contacts from my prior employer on my personal computer. Can I now use those contacts from my personal computer to help gain business for Parsons?

A. No. You cannot use this information unless you have written permission from your prior employer.

Q. I spent the first five years of my career as an engineer with a competitor of Parsons. Can I use the know-how that I gained from my prior employer to do my job at Parsons?

A. Yes. General knowledge gained in one position can be used over the course of your career. However, proprietary systems, information, or processes cannot be used. The lines are not always clear; if you have any questions, contact an Ethics Officer or the Legal department for guidance.

The measure of a man's
real character is
what he would do if he
knew he never
would be found out.

— Thomas Macaulay

Investigations and Audits

At Parsons, we conduct business legally, ethically, and with integrity. We must be truthful, accurate, honest, and trustworthy in all that we do. To help provide transparency and accountability, you must fully cooperate with any authorized audit or **investigation**.

Government Investigations

We cooperate with governmental authorities conducting investigations or gathering information relating to potential violations of law. If you receive a request for information, subpoena, or other legal document regarding Company business from any governmental agency, notify the General Counsel immediately and preserve any related documents, electronically stored information, or other evidence. The General Counsel will help you review information and respond to governmental authorities.

Company Investigations

You must fully cooperate with any internal investigator, including third-parties retained by the Company, by providing truthful and complete responses, preserving and providing relevant information or evidence, and not discussing the investigation with anyone unless you are instructed to do so. If you have any concerns about the legitimacy of an investigator, contact an Ethics Officer.

Audits

Audits are performed by management, clients, government agencies, Internal Audit, and external financial auditors. You must cooperate with auditors and provide information that is truthful and accurate. The corporation's Internal Audit department is authorized by the Audit Committee of the Board of Directors to have access to all company records and Employees. If you have any question about an audit or auditor, contact your supervisor.

Legal Matters

All legal matters relating to Parsons' business should be referred to the Legal department. Any engagement of counsel must be initiated and approved by the Legal department. If you receive documents that appear to have legal significance to Parsons, send them to the Legal department. If you have a question, contact the Legal department.

Searches

You must cooperate in the Company's reasonable security efforts and report any suspected harmful conduct to security personnel. As permitted by law and as necessary to determine whether any person has engaged in conduct that is harmful to Parsons or violates this Code, the Company may monitor or search Company computers, systems, telephones, facilities, and vehicles on Company premises.

Q. Internal Audit has asked to speak to me about a matter that they are investigating. I don't know very much about it. Should I ask others in my department so I am more informed?

A. Internal Audit is interested in learning what you know from your personal experience and will speak to other Employees to obtain additional information as needed. Do not discuss the investigation with others.

Q. As part of an internal investigation, I was asked about a specific event. I have relevant information about a related issue, should I disclose it to the investigator?

A. Yes. If you have information that you believe might be relevant to the investigation, you must provide it, even if the question was not specifically asked.

Integrity is the only
investment
that never fails

— Henry David Thoreau

Media Relations

Media Contacts

Media relations are the responsibility of the Corporate Relations department, and all contacts with the media, including statements or responses to the media, are handled through that department. If you are contacted by a member of the media or are asked for a statement regarding Parsons, or regarding any project or litigation with which Parsons is involved, you must direct the inquiring party to the Corporate Relations department at (626) 440-4590.

Given the wide access to the Internet and the accompanying proliferation of social media, blogs, chat rooms, and message boards, as well as the widespread use of cellular phones with video capability, the traditional definition of “the media” has broadened. Any inquiry from a blogger, writer, or reporter, irrespective of the medium, should be referred to the Corporate Relations department as would an inquiry from a newspaper or television reporter.

Social Media

When using social media, be professional, kind, discreet, and truthful. Remember: you cannot control it once you hit “update” or “send.” Represent us well:

- Maintain the confidentiality of trade secrets and confidential information that belong to the Company and its customers and partners.
- Do not post information or rumors that you know to be false about Parsons, fellow Employees, customers, suppliers, or people working on behalf of the Company’s competitors.
- Clearly state that the views expressed are your personal views and not the view of the Company.
- Make it clear that you are not speaking on behalf of the Company or in any type of expert capacity.



Q. I attended a public meeting of a state transportation agency for which Parsons is performing a significant amount of work. After the meeting, I was approached by a reporter for a local newspaper who asked, “This is a very expensive project for the State. How can Parsons justify charging so much on this job?” I was involved in the preparation of Parsons’ bid and am very capable of explaining how the fee was determined and how it delivers value for the cost, but I wasn’t sure whether I should talk with her. Should I have talked with her?

A. No, you should not engage the reporter in such a discussion. Refer the reporter to the Corporate Relations department, even if the discussion is said to be “off the record.”

Q. Is it okay to make “off the record” or anonymous comments to the media?

A. No, even if the discussion is said to be “off the record” or the reporter promises to not name you or Parsons, you should never provide work-related information directly to the media.

Applicable Policies and Reference Material

- [Social Media and Blogging](#)
- [Media Communications](#)

Integrity is what we do,
what we say,
and what we say we do.

— Don Galer

U.S. Government Contracts

Parsons' customers include a host of federal, state, and local governments around the world. Although we must comply with all applicable statutes, regulations, rules, and ordinances, a special discussion of U.S. Government Contracts is warranted because of the amount of work Parsons does for the U.S. Government and because the U.S. Government has unique reporting requirements.

Accuracy and Compliance

If you are involved in negotiating or executing government prime contracts or subcontracts, you must ensure that all statements, communications, and representations to the customer representatives are accurate and truthful. The federal government has special rules on accounting for costs, proposal and bidding procedures, pricing, and time charging, and these rules must be followed. All information regarding specifications, quality control, and testing for government projects must also be reported accurately. These rules may apply whether the Company is performing as a prime contractor or as a subcontractor.

Bribes, Gifts, Gratuities, and Kickbacks

You must avoid the appearance of improper gift giving or attempting to influence any government official. Bribery of government officials, kickbacks, and illegal gratuities are a violation of the Code and are prohibited by law. It is also a violation of federal law for Parsons to pay any commission or fee to any person, other than a Parsons Employee or commercial agent, to solicit or obtain a government contract. In addition, we are required by law to promptly report any violation of the kickback laws to the U.S. Government if we have reasonable grounds to believe that a kickback has taken place.

If you have questions about providing a gift or anything of value to a government employee, contact the Legal department. Also, before entering into any arrangement with any person to solicit or obtain a government contract, contact the General Counsel.

National Security and Classified Information

In the course of our work, it is sometimes necessary for Employees to access, generate, or store information classified for national security purposes. Only Employees with the proper security clearance are permitted to have access to such data. Employees are required to take appropriate steps to safeguard classified information and to ensure that it is not improperly released. Any suspected breach of national security regulations must be reported immediately to the responsible manager administering government security functions.

Procurement Integrity: Procurement-Sensitive and Confidential Data

Do not accept, or attempt to obtain, either directly or indirectly, government information or documents that are procurement sensitive, a competitor's proprietary or confidential data, or information regarding a competitor's bid or proposal if you have any reason to believe that the release of such information is unauthorized.

Employing Current or Former Government Employees

Special restrictions apply to recruiting current or former government personnel and retaining them as employees or consultants. Before you enter into such discussions with any individual employed by the government as either an employee or a consultant within the last 3 years, obtain the approval of the responsible Director of Talent Management.

Applicable Policies and Reference Material

- [Joint Bidding on U.S. Federal Government Contracts](#)

See Also:

- Primer on U.S. Government Ethical Standards: Gifts and Gratuities

Corrective Actions and Sanctions

This Code reflects our commitment to integrity and establishes a standard of business ethics and conduct for all Employees, but we need your help. Allowing unethical behavior to go unreported can be just as harmful as participating in the behavior. Report violations of the Code to a supervisor, an Ethics Officer, or the Ethics Helpline.

Parsons recognizes the courage required to speak up, and we will not tolerate any form of retaliation against an Employee who reports a suspected violation of the Code or cooperates in an investigation of a reported violation. If you or any other Employee experiences retaliation, contact an Ethics Officer or the third-party Ethics Helpline immediately. Appropriate disciplinary action, up to and including termination, will be taken against anyone who retaliates.

When notified of a violation, the Ethics Committee or the Legal department will initiate an investigation. Employees are required to cooperate with investigators by providing complete and accurate information, preserving and providing relevant information or evidence, and not discussing the investigation with anyone unless instructed to do so. The Company will also keep the matter confidential to the extent possible and will limit disclosure of information regarding an investigation to those who have a legitimate need to know.

If the Ethics Committee determines that the Code has been violated, discipline, up to and including termination, can be imposed. In some cases, the Company may report violations to governmental or law enforcement agencies.

Q. I reported a suspected violation of the Code to my supervisor, but nothing has happened. What should I do?

A. Report the situation to an Ethics Officer.

Q. I reported a suspected violation of the Code to my supervisor, and now I think my supervisor is retaliating against me. Where can I go for help?

A. Escalate your complaint of retaliation to a higher level of management or to any Ethics Officer. You should contact the person with whom you feel most comfortable.



Where To Go For Help

You may resolve legal and ethical questions and report legal and ethical violations you experience on the job in a variety of ways. If you have any questions about an ethical or legal issue or if you want to know how to proceed if you observe a violation, the following channels are available:

1. Contact the next level of supervision in your department or location.
2. Contact the General Counsel or a member of the Legal department.
3. Contact any Ethics Officer or contact the Ethics Committee. Contact may be made under your own name or anonymously in any of the following ways:
 - Call the Ethics Officer by telephone or email.
 - Use the Ethics Helpline website, administered by EthicsPoint: www.parsons.ethicspoint.com
 - Call the Ethics Helpline at the following numbers (see Helpline website for dialing instructions from other countries):
 - Brazil: 0800-8911667
 - Canada: 1-888-418-0985
 - United States: 1-888-887-9151
 - Call collect from any location 1-503-726-2411
 - Write to the Ethics Committee at:

100 West Walnut Street, Pasadena, CA 91124

For matters **involving the Department of Defense**, report suspected violations directly to appropriate government officials using the Department of Defense Hotline: 1-800-424-9098.

Present your inquiry clearly and state the time by which you need a response. Also, give the facts of a suspected violation with as many details as possible.

If your situation requires that your identity be kept secret, Parsons will protect your anonymity unless required by law to disclose it. In some circumstances, however, violations may only be successfully investigated and ethical or legal standards enforced if all parties cooperate in the investigation. Therefore, for the successful completion of an investigation, you may have to agree to release your identity to the parties involved.

The Company also provides Questions and Answers on the Code at the Ethics Homepage on ParShare.



