



CORPORATE GOVERNANCE GUIDELINES

As Amended by the Board of Directors on November 14, 2018

A. Role of the Board of Directors and Expectations of Directors

The primary responsibility of the Board of Directors (the “Board”) of AECOM (the “Company”) is to oversee the affairs of the Company for the benefit of stockholders. It monitors overall corporate performance and establishes the strategic direction of the Company. This includes the Board’s approval of strategic plans presented by management. Management is responsible for implementing the Company’s strategic direction. The Board’s core governance functions include:

- advising and counseling management regarding risk management, significant issues, and transactions;
- assessing the performance of the Chief Executive Officer (“CEO”) and other Section 16 Officers as defined by Section 16 of the Securities Exchange Act of 1934 and setting compensation accordingly;
- overseeing management succession planning;
- overseeing the Company’s integrity and ethics, and compliance with laws;
- reviewing the Company’s capital structure and uses of capital;
- monitoring the Company’s operating results and financial condition and overseeing the Company’s financial reporting; and
- nominating directors and shaping effective corporate governance.

In performing the duties of the Board, each director (a “Director”) is expected to:

- exercise diligent and constructive oversight over the Company’s business and affairs; and
- observe the highest standards of integrity and ethics, including adhering to the Company’s Code of Conduct and Global Ethical Business Conduct Policy, in carrying out the duties of the Board; attend all Board meetings, all meetings of committees to which he or she is a member and the Annual Stockholder Meeting, unless there are extenuating circumstances; and be willing to serve on any committee, actively participate in meetings, review relevant materials, prepare for meetings and for discussions with management and take advantage of orientation and continuing education opportunities provided for Directors.

B. Composition of the Board of Directors

1. Qualifications / Succession Planning

Members of the Board should have the highest professional and personal ethics and values. The Board's Nominating and Governance Committee periodically reviews the appropriate skills and characteristics required of Board members in the context of the current composition of the Board, the existing and anticipated operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Nominating and Governance Committee considers diversity, age, skills, and such other factors as it deems appropriate to maintain a balance of knowledge, experience and capability. The Board's Nominating and Corporate Governance Committee also engages in succession planning for the Board and key leadership roles on the Board and its committees.

As a whole, the Board of Directors should include individuals that are committed to enhancing stockholder value with sufficient time to effectively carry out their duties. While all directors should possess business acumen, the Board endeavors to include an array of targeted skills and experience in its overall composition. Criteria that the Nominating and Governance Committee looks for in director candidates include business experience and skills, judgment, independence, integrity, an understanding of such areas as finance, marketing, regulation, public policy and the absence of potential conflicts with the Company's interests.

2. Independence

A majority of the Board consists of independent Directors as defined in accordance with the listing standards of the New York Stock Exchange ("NYSE"). To be considered "independent," a Director must be determined by the Board, after recommendation by the Nominating and Governance Committee, to have no material relationship with the Company other than as a Director. In making its determination concerning the absence of a material relationship, the Board adheres to all of the specific tests for independence included in the NYSE listing standards.

The Nominating and Governance Committee annually considers and assesses the independence of Directors within the meaning prescribed by these Guidelines, the NYSE and the Securities and Exchange Commission.

3. Size

The Bylaws provide that the number of Directors is determined by the Board. The Board's size is assessed periodically by the Nominating and Governance Committee and changes are recommended to the Board when appropriate.

4. Chairman and Lead Independent Director

The Board has discretion concerning the appointment of the Chairman of the Board (the "Chairman") and the Lead Independent Director of the Board (the "Lead Independent

Director”), the respective duties of the Chairman and Lead Independent Director, and who may hold such offices. It is the Board’s policy to determine whether or not the role of Chairman and CEO should be combined or separated based on the Company’s circumstances and needs at any given time and in accordance with the Company’s Bylaws.

The independent Directors will annually select a Lead Independent Director from among the independent Directors serving on the Corporation’s Board. The Lead Independent Director will chair the executive sessions of independent Directors and will consult with the Chairman and CEO on agendas for Board meetings and other matters pertinent to the Company and the Board.

5. Outside Directorships

The Company values the experience and perspective that Directors bring from their service on other boards, but also recognizes that other board memberships and activities may also limit a Director’s time and availability and may present conflicts of interest or legal issues, including independence issues. As a general rule, Directors should limit their service as directors on publicly-held company and investment company boards to no more than five (including the Company’s Board). Service on the boards of subsidiary companies with no publicly traded stock is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation. Directors should advise the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another board. Extraordinary or transitional situations involving the number of directorships of any particular Director or potential Director shall be subject to review by the Nominating and Governance Committee.

6. Retirement Age

Unless otherwise recommended by the Nominating and Governance Committee and approved by the Board, directors are expected to retire from the Board at the end of the term of service during which they turn 75 years of age.

7. Selection of New Directors

The Nominating and Governance Committee identifies, reviews the qualifications of and recommends prospective directors to the Board. The Nominating and Governance Committee also considers any recommendations for Director candidates that are properly submitted by stockholders in accordance with the procedures described in the Company’s annual proxy statement.

8. Annual Election of Directors

Each Director stands for election by the Company’s stockholders annually to serve a one-year term.

9. Majority Voting; Director Resignation Policy

Currently, Directors are elected by a plurality of the votes of the shares of capital stock present in person or represented by proxy at a meeting of stockholders. Commencing with the Company's 2020 Annual Meeting of Stockholders, the Company has adopted majority voting in the uncontested election of Directors and plurality voting in contested elections. In uncontested elections, directors will be elected by a majority of the votes cast, which means that the number of shares voted "for" a Director must exceed the number of shares voted "against" that Director. Commencing with the Company's 2020 Annual Meeting of Stockholders, any Director who is not elected by a majority of the votes is expected to tender his or her resignation to the Nominating and Governance Committee. The Nominating and Governance Committee will recommend to the Board whether to accept or reject the resignation offer, or whether other action should be taken. In determining whether to recommend that the Board accept any resignation offer, the Nominating and Governance Committee may consider all factors that the Nominating and Governance Committee's members believe are relevant.

The Board will act on the Nominating and Governance Committee's recommendation within 90 days following certification of the election results. In deciding whether to accept the resignation offer, the Board will consider the factors considered by the Nominating and Governance Committee and any additional information and factors that the Board believes to be relevant. If the Board accepts a Director's resignation offer pursuant to this process, the Nominating and Governance Committee will recommend to the Board and the Board will thereafter determine whether to fill the vacancy or reduce the size of the Board. Any Director who tenders his or her resignation pursuant to this provision will not participate in the proceedings of either the Nominating and Governance Committee or the Board with respect to his or her own resignation offer.

10. Director Orientation and Education

The Company will maintain an orientation program that contains written material, oral presentations and site visits. All Directors are encouraged to periodically attend, at Company expense, certain director continuing education programs offered by various organizations recommended by the Company. The Company also provides ongoing Director education through presentations at Board and Committee meetings and Board briefings.

11. Director Compensation

Non-employee Directors receive compensation at a level that allows the Board to secure and retain the highest-quality members. Employee Directors are not paid additional compensation for their services as Directors. The Board periodically reviews and recommends changes to Board compensation to ensure that the total compensation remains competitive and appropriate.

C. Board and Committee Functions

1. Corporate Governance Guidelines

The Nominating and Governance Committee and the Board will review these Corporate Governance Guidelines and related corporate governance documents at least annually and revise as appropriate.

2. Frequency of Meetings

The Board meets regularly on previously determined dates and conducts special meetings, upon proper notice, on the call of the Chairman, the Lead Independent Director, or the CEO to address specific needs of the Company. The Chairman of each Committee, in consultation with the CEO, determines the frequency of meetings of that Committee. The Annual Stockholder Meeting will be scheduled in conjunction with a regularly scheduled Board meeting.

3. Attendance at Meetings

Directors are expected to attend all Board meetings, all meetings of committees to which he or she is a member and the Annual Stockholder Meeting.

4. Establishing Agendas

The Chairman in coordination with the CEO and Lead Independent Director set the schedule and agenda for Board meetings and determines the timing and length of these meetings, taking into account input and suggestions from other members of the Board. Any Director may suggest that particular items be placed on the agenda for any Board or Committee meeting.

5. Briefing Materials

The agenda for each Board and Committee meeting is typically provided to Directors in advance of the meeting, together with written materials (when possible) on matters to be presented for consideration. Members of the Board or any Committee should review any such materials provided to them in advance of the applicable meeting.

6. Executive Sessions and Meetings of Independent Directors

The Board meets in executive session, which shall be chaired by the Chairman, to consider matters of a confidential nature which may not be appropriate to discuss in the presence of non-Directors. The Chairman determines which, if any, non-Directors should attend such executive sessions.

Following the executive session of the entire Board, the independent Directors shall meet in executive session without the presence of the CEO or any non-independent Directors. Such meeting shall be chaired by the Lead Independent Director or, if there is no Lead Independent Director, then by the Chairman of either the Audit, Nominating and

Governance or Compensation/Organization Committee, as designated by the independent Directors. The Lead Independent Director shall discuss with the Chairman and CEO the results of the executive session of the independent Directors, unless the independent Directors feel it is inappropriate to do so. Any independent Director can request that additional executive sessions of independent Directors be scheduled.

7. Access to Senior Management and Independent Advisors

Directors are encouraged and provided opportunities to speak to any member of management regarding any questions or concerns the Director may have. The Board and each Board committee have the right at any time to retain independent outside financial, legal or other advisors.

8. Committees

The Board has four standing committees: Audit, Compensation/Organization, Nominating and Governance and Strategy, Risk and Safety. The Audit, Compensation/Organization and Nominating and Governance Committees are comprised solely of independent Directors. In addition, the Audit and Compensation/Organization Committees are comprised solely of directors who meet the additional heightened independence criteria applicable to directors serving on those committees under the NYSE Listing Standards and such other qualifications or requirements, as applicable, established from time to time under applicable rules, regulations and standards, including Rule 162(m) of the Internal Revenue Code. The Strategy, Risk and Safety Committee may include one or more employee Directors.

Each committee operates under a written charter that sets forth the purposes and responsibilities of the committee as well as qualifications for committee membership. Each committee is chaired by a Director who, in accordance with the committee charter, applicable law and the input of other committee members, determines the agenda, the frequency and length of the meetings and who has unlimited access to management, information and independent advisors, as necessary and appropriate. All committees report to the Board with respect to their material activities. Any other reports from the Committees to the Board are made on an as needed basis, within the discretion of the Committee Chairs.

9. Committee Membership

The composition of each Committee is determined by the Board. The Nominating and Governance Committee, after consultation with the Chairman, the Lead Independent Director and the CEO, and considering the wishes of the individual Directors, shall recommend to the entire Board annually the chairmanship and membership of each Committee. Consideration is given to rotating Committee members and Chairmen periodically, but the Board does not mandate such rotation as a policy.

10. Conflicts of Interest

The business or family relationships of a Director may on occasion give rise to that Director having a material personal interest in a particular matter raised before the Board or a Committee. The Chairman or respective Committee Chair, after consulting with counsel, determines on a case-by-case basis whether any such conflict or potential conflict of interest exists. The Board and each Committee take appropriate steps in accordance with the Company's Code of Conduct, Global Ethical Business Conduct Policy and Related Party Transaction Policy, these guidelines and the charter of the relevant Committee to identify any such potential conflicts and to assure that all Directors voting on a matter are disinterested with respect to that matter.

D. Board and Chief Executive Officer Evaluations

1. Evaluation of Board Performance

The Nominating and Governance Committee facilitates an annual assessment of the performance of the Board, including Board Committees, and coordinates reports of results to the full Board for discussion. The Nominating and Governance Committee also recommends changes to improve the Board and its committees.

2. Appointment and Evaluation of the Chief Executive Officer

The Compensation/Organization Committee annually reviews and evaluates the performance of the CEO. The evaluation is based on objective criteria, including the performance of the Company's business and the accomplishment of objectives previously established in consultation with the CEO. The review is held in executive session outside of the presence of the CEO. The results of the review are communicated to the CEO by the Chairman of the Compensation/Organization Committee, and are used by that Committee when considering the compensation of the CEO.

E. Succession Planning

The independent Directors plan for succession to the position of CEO as well as certain other senior management positions. To assist the independent Directors, the CEO annually provides an assessment of senior officers and of their potential to succeed him. He also provides the independent Directors with an assessment of persons considered potential successors to other senior management positions.

F. Stock Ownership Guidelines

The Board has adopted stock ownership guidelines for its Directors and certain senior officers. At least annually these guidelines are reviewed by the Compensation/Organization Committee.

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