



CORPORATE GOVERNANCE GUIDELINES

Adopted March 1, 2007

Last Amended by the Board of Directors on March 5, 2014

Role of the Board of Directors

The Board of Directors (the “Board”) oversees the business and affairs of AECOM (the “Corporation”) in accordance with applicable law. It monitors overall corporate performance and establishes the strategic direction of the Corporation. This includes the Board’s approval of strategic plans presented by management. Management is responsible for implementing the Corporation’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 Corporation’s integrity and ethics, and compliance with laws;
- reviewing the Corporation’s capital structure and uses of capital;
- monitoring the Corporation’s operating results and financial condition and overseeing the Corporation’s financial reporting; and
- nominating directors and shaping effective corporate governance.

Expectations of Directors

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

- exercise diligent and constructive oversight over the Corporation’s business and affairs;
- observe the highest standards of integrity and ethics, including adhering to the Corporation’s Code of Conduct, in carrying out the duties of the Board; and 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, 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.

Board Membership Criteria

Members of the Board should have the highest professional and personal ethics and values. The Board’s Nominating and Governance Committee annually reviews the appropriate skills and characteristics required of Board members in the context of the current composition of the

Board, the operating requirements of the Corporation and the long-term interests of stockholders. In conducting this assessment, the Committee considers diversity, age, skills, and such other factors as it deems appropriate to maintain a balance of knowledge, experience and capability.

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 and an understanding of such areas as finance, marketing, regulation, public policy and the absence of potential conflicts with the Corporation's interests.

Director Independence

A majority of the Board consists of independent Directors as defined in accordance with the listing standards of the New York Stock Exchange. To be considered "independent," a Director must be determined by the Board, after recommendation by the Nominating and Governance and Risk Committee, to have no material relationship with the Corporation 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 New York Stock Exchange listing standards.

Other Board Memberships

The Corporation 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 Corporation'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 Chairperson 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.

Lead Independent Director

The independent Directors will annually select a Lead Independent Director from among the independent Directors serving on the Corporation's Board. The Lead Director will chair the executive sessions of non-employee Directors as well as executive sessions of solely independent Directors and will consult with the CEO and Chairman on agendas for Board meetings and other matters pertinent to the Corporation and the Board.

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 Corporation's annual proxy statement.

Board 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.

Director Retirement Policy

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 72 years of age.

Number and Composition of Board 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 New York Stock Exchange 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 regularly to the full Board with respect to their activities.

Board Agenda and Meetings

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 the meetings of the Board, taking into account input and suggestions from other members of the Board and management. In addition to regularly scheduled meetings, unscheduled Board meetings may be called, upon

proper notice, at any time to address specific needs of the Corporation. The Annual Stockholder Meeting will be scheduled in conjunction with a regularly scheduled Board meeting.

Executive Sessions

Non-employee Directors meet in executive session at each regularly scheduled Board meeting. After each such session, independent Directors (and only independent Directors) meet in executive session. Each of these non-employee Director and independent Director sessions is chaired by the Lead Independent Director. Any non-employee Director can request that additional executive sessions of non-employee Directors be scheduled. Any independent Director can request that additional executive sessions of independent Directors be scheduled.

Board 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.

Board Access to Senior Management and Independent Advisors

Directors are encouraged and provided opportunities to speak directly 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.

Director Orientation and Education

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

Evaluation of Board Performance

The Board and each Board committee conduct a self-evaluation annually. The Nominating and Governance Committee oversees this self-evaluation process and assesses the full Board's performance. The Committee recommends changes to improve the Board, the Board committees and individual Director effectiveness.

Chief Executive Officer Performance Review

The Compensation/Organization Committee annually reviews the CEO performance. Evaluations will be held in executive session outside of the presence of the CEO, after which the Committee shall present the results of the review to the CEO.

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.

Stock Ownership Guidelines – Directors and Senior Officers

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

Periodic Review of 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.