

# Code of Conduct

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# A message from Troy Rudd



Team:

One of AECOM's greatest strengths is our ability to deliver exceptional results while upholding the highest standards of integrity and ethical business practices.

Our clients, employees and stakeholders know us to be the best at what we do – and how we do it.

In a constantly changing operating environment, we hold ourselves accountable through a commitment to ethical principles that guide us to make the right business decisions, every day. Ethical conduct fosters a workplace culture defined by trust, respect, safety,

accountability and overall business success, and ethical business practices also reduce financial and legal risks. This commitment is core to our company's Safeguard value and is a critical enabler of our *Think and Act Globally* strategy.

The trusted reputation we've built is the foundation for our continued success. As such, it is imperative that every AECOM employee adheres to the guidelines outlined in our Code of Conduct, which are regularly updated to reflect the dynamic nature of our global business.

Our Code of Conduct provides a framework of ethical and legal principles to help us act appropriately when making business decisions. It includes useful resources for you to report and resolve any issues related to ethics and compliance, but it is not an exhaustive list of prohibited activities or a comprehensive manual.

If you ever find yourself in a situation that makes you question whether a violation of applicable law or our Code of Conduct has occurred, support and guidance is available. Rest assured AECOM will assist you and 'have your back' in doing what's right. We have zero tolerance for retaliation against employees who speak up and raise concerns in good faith.

Your honest and sincere judgment — aligned with our Code of Conduct — is the first line of defense against any potential harm to our company and our reputation. As we work together toward this common goal, please remember that **Good Ethics is Good Business**.

We all play a part in AECOM's success by acting ethically and with integrity in all we do. Thank you for upholding our culture of integrity and ethical behavior and helping us maintain AECOM's distinction as one of the world's most ethical companies.

A stylized, handwritten signature in black ink, appearing to read 'Troy Rudd'.

**Troy Rudd**

Chief Executive Officer

# Our Vision and Core Values

**Our core values define who we are, how we act and what we aspire to be.**

**Our vision: A world where infrastructure creates opportunity for everyone — uplifting communities, improving access and sustaining our planet. Our work has the power to create opportunities for people and transform spaces and environments. We continue to work toward our vision for the future.**

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## **Safeguard**

We operate ethically and with integrity, while prioritizing safety and security in all that we do.

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## **Deliver**

We grow our business through relentless client focus, operational excellence and exceptional project execution.

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## **Innovate**

We think without limits and embrace new ideas, shaping digital solutions to help clients address current and future challenges.

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## **Sustain**

We take action to make a positive impact on the planet, enrich the communities we touch and build legacies for future generations.

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## **Collaborate**

We connect unrivaled expertise from around the world to anticipate and solve our clients' most pressing challenges.

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## **Thrive**

We build diverse teams, create an inclusive workplace and provide opportunities where each one of our people can reach their full potential.



# Introduction

## Integrity in everything we do

At AECOM, we are committed to doing the right thing, every time. We believe this commitment to integrity has made our company an industry leader and will continue to serve our growth in the years ahead. AECOM's Code of Conduct ("Code") addresses our company's professional, ethical, financial and social values. It sets forth what is expected of all AECOM employees, wherever we conduct business. Our Code also represents our commitment to our clients, shareholders, partners and the communities in which we live and work.

## **Our Vision and Core Values are the foundation for this Code.**

**The following principles set forth the guidelines of behavior that we must follow:**

- Ethical behavior is the basis for everything we do.
- AECOM is committed to treating its employees fairly and providing each of us with opportunity for advancement and growth.
- Teamwork, mutual respect and trust, and open communication are the foundation of AECOM's culture.
- AECOM strives to be a responsible corporate citizen in the communities in which we operate.
- Meeting clients' needs is of utmost importance.
- We are committed to compliance with the laws, rules and regulations applicable everywhere we conduct business.

Our Code is meant to provide guidance regarding these principles. However, one document cannot possibly address every law, rule, policy or scenario we may encounter in our daily work. Nor is our Code a substitute for exercising common sense and good judgment or seeking guidance when we need it.

**To help you determine whether a particular action is appropriate, ask yourself the following questions:**

- Would my action comply with the spirit and purpose of AECOM's policies?
- Would I feel comfortable doing this, or would it violate my personal standard of conduct?
- Is this action honest in all respects?
- How might this action affect others?
- Would this action embarrass me or AECOM if it became known to my clients, coworkers, professional colleagues, family or friends?

If you have any questions about this Code or any doubts about a particular course of action, you should consult with a member of AECOM's Ethics & Compliance team, Management, Human Resources or In-House Counsel. You may also visit the [Ethics & Compliance](#) webpage on the AECOM intranet, where you can find links to [AECOM's policies and procedures](#) as well as processes and guidelines.



# One AECOM, one code

We all have an obligation to read, understand and follow this Code of Conduct. It applies to all AECOM employees, officers and directors, including those of our subsidiaries and joint ventures where AECOM has the majority interest. Further, we expect that our suppliers, agents, business partners, consultants and licensees will follow similar principles. Using our Code to guide our actions allows us to preserve our reputation for doing business the right way.

## To this end, each of us must:

- Personally abide by the Code.
- Not assist others in violating the Code.
- Report any perceived violation, or request that might constitute a violation, by following the procedures outlined in the “How Do I Raise Concerns?” section of this Code.
- Take action as requested to remediate any violations or potential violations of the Code.
- Complete training on the Code and other assigned learning in a timely manner.

You are responsible for reading and understanding the Code and expected to abide by it. How you embody AECOM's ethical values expressed in the Code is an element of the employee performance evaluation process. Violations of the Code will result in disciplinary measures, including termination of employment.

AECOM also expects its consultants, subcontractors and other third parties to be aware of and adhere to the ethical standards described in this Code. If you become aware of any activity involving the conduct of these individuals that violates the principles of this Code, you must disclose it to a member of AECOM's Ethics & Compliance team, Management, Human Resources or In-House Counsel.

# What laws should I know and follow?



AECOM is a global company, and laws differ among the various locations where we conduct business. Wherever we are located, we must know and follow the laws and regulations that apply to our business and the countries where we operate. Many of our clients also have their own Codes of Conduct and may ask us to comply with them as part of our work. Additionally, working for government clients often presents obligations to protect their sensitive information and failing to do so can present security risks for those clients. If you are ever unsure about whether a law, regulation or other obligation applies — or if there is a conflict between local law or another company's code and this Code — contact a member of AECOM's Ethics & Compliance team, Management or In-House Counsel for guidance.

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**In addition, you must abide by AECOM's internal policies, particularly the Approval Matrix, as it is the basis for our authority to act on behalf of the company. The Approval Matrix is available on AECOM's intranet.**



# It's up to you to ask question and report concerns

## Why is reporting important?

It is important to raise questions and come forward with our honest and sincere concerns, even when it involves our colleagues and/or managers. Doing so reinforces our commitment to act ethically in every business decision we make. Early detection also allows AECOM to address concerns before they become widespread problems, and to take corrective action if necessary. Above all, AECOM is committed to maintaining a culture where each of us feels comfortable asking questions, speaking up and working toward solutions.

## How do I raise concerns?

All AECOM employees should raise honest and sincere concerns. One method for reporting is through the [AECOM Ethics Hotline](#), which is staffed by a third-party company operating 24 hours a day, 7 days a week with worldwide language capability. You do not have to give your name. An interview specialist will document your concerns and relay them to AECOM.

You can contact the AECOM Ethics Hotline by visiting [aecom.ethicspoint.com](https://aecom.ethicspoint.com), calling 1-888-299-9602 (within the U.S. and Canada) or scanning the QR Code on this page with a mobile device to visit the hotline mobile site, [aecom.navexone.com](https://aecom.navexone.com). Please refer to the Ethics Hotline poster in your office for the telephone number in your country or go to the [AECOM Ethics Hotline](#) page on the AECOM intranet.

In addition to the AECOM Ethics Hotline, you may raise honest and sincere concerns or make a report by reaching out to any of the following resources via email, online, phone, letter or in person:

- Your supervisor or someone in Management.
- The Human Resources department.
- An AECOM In-House Counsel.
- AECOM's Chief Ethics & Compliance Officer.
- A member of the Ethics & Compliance team.

AECOM treats all reports confidentially to the extent our company is able to. We do so consistent with the law, company policy and the requirements for conducting a thorough investigation. Suspected violations may even be reported anonymously, where allowed by local law.



## What happens next?

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**AECOM promises to investigate all actionable complaints promptly, thoroughly and consistent with applicable law. Investigations will be kept confidential to the extent possible. If necessary, AECOM may report certain investigations to the appropriate authorities. Our company will take appropriate corrective or disciplinary action for Code violations whenever necessary.**



# Our commitment to non-retaliation

**AECOM does not tolerate acts of retaliation against anyone who makes an honest and sincere report of a possible violation of law or of AECOM's Code of Conduct or policies, or who participates in an investigation of possible wrongdoing. Simply stated, it does not matter whether your report actually uncovers unethical behavior, as long as you are honest and sincere in making it. Many countries have enacted legislation to protect those who report misconduct. AECOM enforces any applicable protections afforded by such laws.**

## Q

Paulo, an AECOM technician, witnesses his supervisor, Suzanne, being particularly harsh to a few of his colleagues. Performance has been suffering lately, and Paulo assumes Suzanne is simply frustrated with recent mistakes his team has made. However, her behavior has become more aggressive, and morale on the team is low. She has recently begun berating team members to charge less time to overhead and more time to projects, even though their billable work has slowed down. Paulo feels that he should tell another member of Management about the environment Suzanne has created, but he is worried that he will be the next person she punishes. What is his best course of action?

## A

Paulo is right to be concerned about the instructions and hostile atmosphere his supervisor's actions have created. While Suzanne's actions may or may not be a direct violation of our Code, the result of her behavior is a problem. Paulo should take the matter to Suzanne's manager or another resource with whom he feels comfortable so that AECOM can investigate and resolve the issue. Paulo — and all other AECOM colleagues who make an honest and sincere report of potential misconduct — will be protected from retaliation after making his report.

# We rely on our colleagues' respect

## Fostering a welcoming and respectful work environment

AECOM is committed to fostering a workplace where we are all treated with dignity and respect. Our different backgrounds, experiences and perspectives give our company the strength we need to lead in our marketplace and reflect our commitments in the workplace. AECOM will not tolerate unlawful discrimination or harassment in the workplace.

We all have the responsibility to treat our colleagues — as well as applicants for employment — with respect and in a fair, non-discriminatory manner.

AECOM offers equal employment opportunities for all applicants. This gives each of us equal consideration for employment, regardless of background. AECOM makes all decisions regarding recruitment, hiring, training, promotions, transfers and layoffs based on merit, and not on any trait protected by applicable law. Such traits include, but are not limited to, age, ancestry, color, sex (including pregnancy, childbirth or breastfeeding), marital or familial status, medical condition, national origin, physical or mental disability, race, religion, sexual orientation, gender identity, gender expression and veteran and citizenship status.

Maintaining a respectful workplace also means that we never engage in or tolerate any form of harassment. To be clear, "harassment" is any action that creates or seeks to create a hostile, intimidating or offensive work environment. Harassing behavior can be sexual or nonsexual in nature. In either case, it has no place at AECOM. Harassing conduct can include, but is not limited to:

- Verbal remarks (comments, suggestions, jokes or requests for sexual favors)
- Pictures (drawings, photographs or videos)
- Physical behavior (suggestive looks, leering or unwelcomed touching)
- Bullying

**In any form, harassment is a violation of our Code and company policy. If you feel you or someone else is being harassed or discriminated against, report your concerns to a member of AECOM's Ethics & Compliance team, Management, Human Resources or In-House Counsel right away.**

# We embrace the diversity of every employee through an inclusive and accountable culture.

## Q

Shanique is an engineer at AECOM and has recently relocated to the Middle East to work on a large project. Most of her new colleagues have been welcoming and helpful, making it easy for Shanique to settle in. However, another AECOM colleague, Bruce, has expressed exasperation with the time it is taking Shanique to adapt to her new work environment. Bruce often rolls his eyes and sighs when Shanique asks him a question. Lately, Bruce has begun asking Shanique, “Don’t they teach you anything in your country?” and implies that Shanique is ignorant and incompetent. When Bruce invites his colleagues to go to lunch, he does not include her. Shanique now feels so uncomfortable around Bruce that she avoids asking questions altogether, causing her work product to suffer. What can Shanique do?

## A

Learning to work in a new environment can be challenging — even more so when faced with impatience or hostility. Shanique, like all AECOM colleagues, deserves to work in an environment where she can be both comfortable and successful, consistent with our commitment to diversity and inclusion. Bruce’s behavior is depriving Shanique of that right. If Shanique feels comfortable speaking to Bruce directly, she should explain that his comments to her are hurtful, offensive and need to end. If Shanique doesn’t wish to approach Bruce directly, or Bruce’s behavior doesn’t end, Shanique should reach out to her supervisor or Human Resources representative for assistance.

# Keeping our workplace safe



## **Our Safeguard Value demonstrates our commitment to operating ethically and with integrity in all that we do, while prioritizing the safety and security of our people, our physical assets and the environment.**

In all aspects of our work, each of us is responsible for complying with all applicable laws and regulations, as well as AECOM's internal Safety, Health and Environment (SH&E) and Security requirements.

To assist our employees with managing these responsibilities, we maintain robust management systems and programs specific to each of our businesses. In addition, we publish a global [SH&E Policy](#) and global [Security and Resilience Policy](#) that apply to all operations. If you have any indication that we are operating outside of our established business-level programs or the requirements of our global policies, report your concern to Management, SH&E or In-House Counsel immediately.

A safe and secure work environment is one that is also free from violence. Threatening behavior — even if meant in jest — is never permissible at AECOM. If you witness or receive a threat or act of violence, report it to a member of AECOM's Ethics & Compliance team, Management, Human Resources or In-House Counsel immediately. If you ever face an immediate threat to your safety or that of your colleagues, contact local law enforcement immediately, and then report the incident internally.

Further, our employees are responsible to report to work each day fit for duty, so as not to pose a health and safety hazard to themselves or others. This extends to use of alcohol or drugs (including improper use of prescription

medication), excessive fatigue or other personal circumstances that could diminish, or even raise questions concerning, our ability to perform at our best.



# Meeting global employment standards

As part of our commitment to our global community, we uphold individual human rights and follow employment laws in all the locations where we conduct business.

In support of this commitment, we provide reasonable working hours and conditions. Further, AECOM's [Anti-Human Trafficking/Modern Slavery Policy](#) establishes our zero tolerance policy regarding the use of forced labor, human trafficking or other forms of modern slavery. We will never knowingly conduct business with subcontractors, business partners, suppliers or third parties who violate these laws. If you have reason to believe AECOM is

conducting business with an entity engaging in forced labor or human trafficking practices, report your concerns to a member of AECOM's Ethics & Compliance team, Management, Human Resources or In-House Counsel immediately.

Keep in mind that our company operates in countries where we do not have a permanent presence. Because of this, supervisors should seek guidance from In-House Counsel regarding the employment law standards governing these operations.



# Leading with integrity

Our leaders serve as resources and role models for proper business conduct. For that reason, supervisors have additional responsibilities when it comes to upholding our Code. They are expected to promote a positive working environment where people are treated with dignity and respect and feel comfortable raising concerns. Supervisors must also make an effort to create a culture of compliance. This can be done, in part, by:

1. Acting as role models for Code compliance.
2. Fostering an environment that encourages open discussion about legal and ethical concerns.
3. Recognizing employees who exhibit exemplary ethical behaviors.
4. Vigilantly preventing and detecting violations of our Code, company policy or the law.
5. Appropriately responding to inquiries about our Code.
6. Immediately notifying In-House Counsel of any matter reported to them.
7. Ensuring training is completed in a timely manner by all employees.
8. Considering an employee's commitment to ethical conduct during the performance evaluation process.

## Q

Li is a manager heading one of AECOM's key business initiatives. His team is preparing a bid to a new client, a government-owned company in a country where AECOM has not done major business before. At a meeting to discuss bid strategy, an employee of another company teamed with AECOM asks detailed questions about how AECOM will handle compliance with anti-corruption laws and sanctions for the bid. Li shuts off discussion, saying it's okay to take a few risks now and deal with "the red tape" later once we win. Is this the right response?

## A

No. Li should listen to the individual's concerns and ensure that his team is not pursuing a bid in a manner that could cause AECOM to jeopardize its reputation and ethics. When we are working on new projects in new areas, it is critical that we educate ourselves on the national and international restrictions that will apply. Anti-bribery laws can affect our selection of local consultants, while export regulations and sanctions may restrict dealing with or transferring technology to certain entities and individuals. The [Approval Matrix](#) sets out requirements for management review that identify and mitigate these risks. Properly complying with these rules requires planning and oversight, but breaking them can create catastrophic risk for AECOM.

# AECOM relies on our honesty

## Avoiding conflicts of interest

We each have a personal stake in acting in the best interest of AECOM. To ensure our continued success, it is crucial that we avoid conflicts of interest, whether actual, potential or perceived. A “conflict of interest” occurs when we use our position at AECOM, or information we have acquired during our employment, in a way that may create a conflict between our personal interests and those of our company or its customers.

In other words, if a situation arises that makes it difficult to act in an unbiased, objective manner on AECOM's behalf, then a conflict of interest may be present. If a conflict of interest — or the potential for one — arises, you must disclose it to a member of AECOM's Ethics & Compliance team, Management, Human Resources or In-House Counsel at once for review.

Of course, not all scenarios that would give rise to a conflict of interest can be listed here. However, the following examples are some of the more common conflict situations you are likely to encounter in your daily work.

### Business with family and friends

Our decisions about selecting suppliers, customers and other persons doing or seeking to do business with AECOM must be impartial. The sole criterion of any business decision must be whether AECOM's best interests are being advanced. If a family member or close friend has an interest in a company with which we seek to conduct business, you must remove yourself from the selection process and disclose the conflict immediately to In-House Counsel.

### Outside employment

Being employed by or consulting with another organization could also create a conflict of interest. In general, we may not accept another job that interferes with our ability to do our work for AECOM. This means we may never conduct outside business during designated work hours or use AECOM's property, equipment or information for another business. Further, we cannot accept employment from a supplier, client or competitor of AECOM without an express written waiver from In-House Counsel. In any case, prior written approval from In-House Counsel is required before performing any outside work.

### Corporate opportunities

At times, we may learn of business opportunities through our employment at AECOM. We may not take personal advantage of those opportunities or refer them to a third party unless AECOM has had a chance to evaluate the prospect and has decided not to pursue it.

### Investments

AECOM does not seek to control personal financial decisions. However, some outside financial interests may improperly influence — or could be perceived by others to influence — the decisions we make for AECOM. As a result, AECOM limits investments by its employees (and members of their households) in publicly traded companies that are AECOM's competitors, customers, suppliers or other business partners; such investments are only allowed if they do not exceed 1% of the company's outstanding shares. Before you, or a member of your household, own or seek to own a financial interest in a publicly-traded competitor, customer, supplier or other business partner of AECOM that is above the foregoing threshold or in any privately-owned competitor, customer, supplier or other business partner of AECOM, you must obtain prior written approval from the Chief Ethics & Compliance Officer.

# Avoiding conflicts of interest

## Personal Relationships

Supervising anyone with whom you have a family or romantic relationship could give rise to the appearance of favoritism. Therefore, we should never be in a position where a personal relationship is also a reporting relationship. These personal relationships include relationships with your immediate family members (such as your spouse, children, stepchildren, parents, step-parents, siblings, in-laws and any other members of your household) and your romantic or intimate relationships (such as with a partner, fiancé or fiancée, or domestic partner). If you find yourself in a position where you would supervise or otherwise make employment decisions regarding a family member or partner, disclose the situation immediately.

## Serving on a Board of Directors

At times, we may seek to sit on a board of directors outside of AECOM. Serving on a board of directors for a non-profit organization does not require advanced approval, unless it would interfere with your ability to do your job. With regards to serving on the board of directors for an outside for-profit company, public commission, or taking a public service appointed position, you must seek advance approval from Ethics & Compliance.

**Remember that prompt and full disclosure is required for all circumstances that you believe might constitute, or appear to constitute, a conflict of interest. If you are unsure, seek guidance. Never engage in any conduct involving a possible or apparent conflict of interest unless you receive prior written approval from Ethics & Compliance or In-House Counsel.**

Q

Abdul is an accomplished civil engineer who has put in many years of design work for AECOM. As he nears retirement, Abdul is considering taking on part-time work as a design consultant. A current business partner of AECOM hears about this and immediately expresses interest in making use of Abdul's services if they will cost less than AECOM's rates. Does Abdul need to discuss this with anyone?

A

Yes. While Abdul is still employed at AECOM, he must not accept work from a business partner, supplier or competitor of our company. Doing so could create a serious conflict of interest. Additionally, depending on the type of work Abdul is performing, he must be careful not to disclose any confidential AECOM information — an obligation that applies even after his employment with AECOM ends. Before pursuing any opportunities with this business partner, Abdul must first check with Management or In-House Counsel to ensure he is not entering into a conflict of interest situation.



# Avoiding organizational conflicts of interest

**When we work with government clients, we must avoid organizational conflicts of interest, as the guidelines and restrictions for government procurement are very strict. Just as we must avoid situations that could make us biased, we must also avoid working with others who could be unable to provide a client with impartial assistance or advice.**

In short, we must never hire contractors whose objectivity may be impaired, or who may have an unfair competitive advantage. We should exercise common sense, good judgment and sound discretion to assess whether an actual or apparent organizational conflict of interest exists and work with In-House Counsel to develop an appropriate way to resolve any such conflict. We should be aware that our contracts and local laws may impose additional rules when evaluating a possible Organizational Conflict of Interest.

**Organizational conflicts of interest primarily arise as a result of one of the following three situations concerning AECOM's work:**

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## 1

### **Biased ground rules**

Situations in which a firm, as part of fulfilling a contract, has set the ground rules for another contract, for example, by writing the statement of work or the specifications. In these "biased ground rules" cases, the primary concern is that the firm could skew the competition, whether intentionally or not, in its own favor. These situations may also involve a concern that the firm, by virtue of its special knowledge of the customer's future requirements, would have an unfair advantage in competing based on those requirements.

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## 2

### **Impaired objectivity**

Situations in which a firm's work under one contract could entail evaluating itself, either by performing an assessment of work completed under another contract or by evaluating proposals. In these "impaired objectivity" cases, the concern is that the firm's ability to render impartial advice to the customer could appear to be undermined by its relationship with the entity whose work product is being evaluated.

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## 3

### **Unequal access to information**

Situations in which a firm has access to non-public information as part of its performance of a contract and where that information may provide the firm a competitive advantage in a later competition for a second contract. In these "unequal access to information" cases, the concern is limited to the risk of the firm gaining a competitive advantage; there is no issue of bias.

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**We should be aware that our contracts and local laws may impose additional rules when evaluating a possible Organizational Conflict of Interest.**

# Business gifts and entertainment



**Accepting or giving occasional gifts or entertainment with business partners is allowed under some circumstances. However, we must act in a manner consistent with our core values, the various laws that govern our actions and our contract requirements. Any gift that could create an obligation or influence the business relationship should never be offered, provided or accepted.**

AECOM employees should never request a gift from another party. Our customers, suppliers and the public at large should know that our employees' judgment is not for sale. For these reasons, we may only offer, provide or accept gifts or entertainment in accordance with applicable law and our enterprise, group and regional gift and entertainment policies and procedures.

## **We must never offer, provide or accept these courtesies if:**

- It is illegal under any applicable laws or regulations.
- It is part of an agreement to do or accept anything in return.
- It could influence the recipient or the recipient's organization in any business dealings.
- It is cash or cash equivalent, such as gift cards or certificates, loans, stock, stock options, etc.
- It is entertainment that is sexually oriented, offensive, in poor taste or otherwise violates AECOM's commitment to mutual respect.
- It would violate any law, regulation, rule or the standards of the recipient's organization.
- It could be construed as a bribe or a kickback.
- It might reasonably be interpreted as a reward for preferential treatment, actual or perceived, or as creating an obligation on the other party.
- It is lavish or extravagant.
- It happens frequently.

# Business gifts and entertainment

**Additional restrictions apply when interacting with a public official, whether local, regional or national. We may never provide gifts, meals or entertainment to public officials or employees associated with an active procurement.**

## Q

One of AECOM's vendors in the U.K. sponsors an annual golf outing for its major customers each year with all expenses paid at an exclusive resort in Scotland. Because I use this vendor's products on some of my projects at AECOM, the vendor has invited me to go. Can I accept?

## A

No. This creates a conflict of interest, and you should decline the invitation. Accepting the golf outing may put you in a position of obligation to the vendor. In addition, you may be viewed as accepting the gift or unusual favor because of your position at AECOM.

## Q

Deepak is working closely with a government employee, Elba, on a contract. Next week, he'll be traveling to Elba's offices so that she can update him on the project and discuss next steps. Deepak also knows that AECOM has submitted a bid for another project, and Elba is one of the officials evaluating the bid. Deepak would like to take Elba to lunch while he is visiting as a business courtesy. Is it okay to take her out to lunch?

## A

The rules governing the types of gifts and entertainment we can offer government employees are much stricter than those governing our interactions with commercial contacts. Since Elba is involved in evaluating a bid from AECOM, taking her to lunch could raise questions under multiple anti-corruption laws, including the U.S. FCPA and U.K. Bribery Act, and may violate local laws. Deepak must check with In-House Counsel to evaluate whether this is permissible or wise.

# Protecting company property and data privacy

**We have worked hard to acquire our valuable assets, both physical and intangible. AECOM's physical property includes its buildings, facilities, vehicles, equipment, computer systems, resources and records. We are responsible for protecting such property from loss, damage, misuse, theft and waste. We can do this by using company resources wisely and only for business purposes.**

It is also important to protect our intangible assets — things like our reputation and goodwill in the communities in which we operate. Such assets also include our confidential information, like business plans, intellectual property, proposals, technical innovations, designs, inventions, patents, financial information, client lists and other information we produce as part of our work for AECOM. We may never reveal our company's confidential information to any outside parties unless we are properly authorized or legally required to do so.

In addition, we may not disclose such information to our colleagues who do not have a legitimate business need to know it. When you do have a business need to disclose such information to a colleague or third party, you must ensure that the appropriate confidentiality agreement is in place. Remember, the obligation to protect confidential company information continues even after your employment with AECOM ends.

If you discover or suspect the unauthorized use or disclosure of confidential information, you should notify Management or In-House Counsel of the situation immediately.

In addition to protecting the confidential information of AECOM, we must afford this same respect to the confidential information of our employees, clients, partners and other third parties.

AECOM takes seriously the privacy and protection of the personal data of our employees, our clients and our shareholders in accordance with applicable laws. The personal data files of any person — such as payroll, group insurance, benefits and working files — should be kept and transmitted securely and should not be accessed without proper authority.




# Protecting company property and data privacy

Q

May I provide the addresses of our employees to an outside organization that wants to offer them merchandise at a discount?

A

No, as this would violate our privacy policy. Employee records are confidential, and there is no valid business reason to provide this information.



# Using company computer systems

Just as we have a duty to protect our company's assets, we share an obligation to use AECOM's computer resources, networks and internet and email systems responsibly and securely. These resources are provided for business purposes and are intended to be used for such.

While AECOM allows incidental, occasional personal use of its internet/email system, it must be kept to a minimum and not detract from our work. You must also take care to avoid improper use, such as:

- Communicating inappropriate, sexually explicit or offensive statements that are not in line with our Core Values.
- Viewing or sharing sexually explicit or offensive materials.
- Spreading profanity, derogatory remarks, discriminating or harassing comments, or threatening or abusive language.
- Downloading unlicensed or illegal material.

We should never use AECOM's networks or internet/email system to send, receive or store any messages we intend to keep private. All information, data and files belong to our company, and — to the extent permitted by applicable law — AECOM reserves the right to monitor or disclose any messages, documents or any other files on company or client computers without notice. We are expected to be familiar with our company's information resource policies. These include, but are not limited to, policies concerning the appropriate distribution of emails and compliance with copyright laws.

AECOM understands the unique opportunity we have to engage with our stakeholders through social media. These include blogs, micro blogs, social networking sites (such as Twitter®, Facebook®, LinkedIn®), wikis, photo/video sharing sites and chat rooms. However, when utilizing these resources, we must keep in mind that electronic messages are permanent, transferable records of our communications. They can be altered without our consent and can affect AECOM's reputation if released to the public. Therefore, we are expected to follow all AECOM policies and procedures when using social media and to exercise good judgment and common sense. Never speak or act on our company's behalf unless authorized to do so.

If you are aware of or suspect inappropriate use of AECOM technologies or electronic communications, notify Management, a member of AECOM's Ethics & Compliance team, Human Resources or In-House Counsel immediately. If you have any questions about who may communicate on a given issue, or whether a communication is appropriate, please see our [Social Media Policy](#).

# Using company computer systems

## Q

Rafaella is working on a major bid and traveled abroad with the rest of the AECOM team, preparing for a live presentation to the client at their headquarters. Everyone on the team is going to dinner at the hotel at which they are staying. Rafaella is in her hotel room working on the pricing details for the presentation to the client. She saves her work, leaves the laptop in her room and locks the door before she goes to dinner. Has Rafaella done all she can to protect AECOM property and information?

## A

No. While Rafaella has the right idea — keeping information locked up and out of plain view — even secure locations aren't perfectly safe. If someone enters her room and steals her laptop or downloads her data, they could have access to many of AECOM's bid details, proprietary design materials, business plans and other private information. The best, safest option is for Rafaella to carry her laptop and all of its confidential contents into the restaurant with her. What may be a mild inconvenience to Rafaella now could save her and AECOM from trouble later on.



# The Global Marketplace relies on our integrity

## Honesty in everything we do

Our customer-centric ethic and mission orientation must never get in the way of complete honesty and accuracy in everything we say, do or write.

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### Obtaining business with integrity

In order to serve our business partners to the best of our abilities, we must always be truthful about what AECOM can and cannot achieve. Any time we discuss our capabilities, credentials, qualifications or corporate history, either verbally or in writing, we must make sure to be honest and accurate.

Similarly, we will not make false statements about our competitors or their services, nor will we use unfair practices against our competitors, such as obtaining their confidential information.

It is also important to keep in mind that many of our clients have strict rules about how to prepare and submit proposals to obtain their business, as well as rules for what types of information relating to a proposal we may receive from the client's personnel. Each AECOM office is responsible for obtaining and maintaining copies of relevant rules, and we must make sure that we know and follow the rules that apply to our work.



# Obtaining business with integrity

## Q

A long-standing and important client of AECOM has asked me to certify that improvements have been made to their health and safety system as part of obtaining a government certification. The improvements are in the process of being made but would not be completed by the time of the certification. Can I do this?

## A

No. If the improvements have not been made fully and completely at the time of the certification, you cannot certify that they have been made. Government and other entities rely upon certifications and representations we make as part of permitting and other approvals. False certifications or representations directly violate AECOM's commitment to integrity.

# Competing fairly



**Because AECOM competes based on the quality of our products and services, we are committed to promoting fair competition at all times. We must never engage in or support unfair or predatory business practices or any activities that would improperly restrain trade.**

Similarly, it is critical that we abstain from any activity that may violate or give the appearance of violating competition laws. While competition laws vary between the different countries in which we conduct business, these types of conduct are generally prohibited:

**Agreeing on the prices, terms or conditions of sale for competing services or products.**

**Dividing or allocating customers, bids, markets or territories for competing services or products.**

**Agreeing to refuse to do business with particular third parties.**

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These rules apply to informal understandings as well as formal agreements. In order to make sure that we are competing fairly, we should refrain from discussing any of these activities with our competitors — or from discussing any other matters that could be seen as an attempt to limit competition. Behavior that violates these rules should be reported.

# Competing fairly

## Q

I am submitting a proposal, and a friend at the client organization has offered to share information about the client's selection criteria. May I receive it?

## A

No, unless doing so is consistent with the client's rules. Typically, such rules would require the individual to obtain appropriate authorization to provide this information, and the information is being made available to all who are submitting proposals on the job. In some cases, accepting or reviewing such information can invalidate our bid. You should consult with your In-House Counsel before accepting any such selection criteria or similar information.

# Handling competitive information

A photograph of a man in a white t-shirt and a backpack looking down at his smartphone at night. In the background, there are blurred lights of a city and several riot police officers wearing helmets and face paint, suggesting a protest or a tense public gathering.

**We strive to outperform our competition fairly and competitively. Advantages over our competitors are obtained through superior performance of our products and services, not through unethical or illegal business practices.**

At times, we may need information about our competitors. We may use publicly available information, but we must always make sure that we only acquire information about our competitors in a legal, ethical and responsible manner. For example, we must never pressure anyone to breach a confidentiality agreement, such as by asking a colleague to reveal confidential information about a previous employer. We should also never attempt to gather information about our competitors through deceptive or misleading actions.

**If confidential information about a competitor is deliberately or inadvertently disclosed to you, discuss the issue with In-House Counsel, and do not use it without express permission from In-House Counsel.**



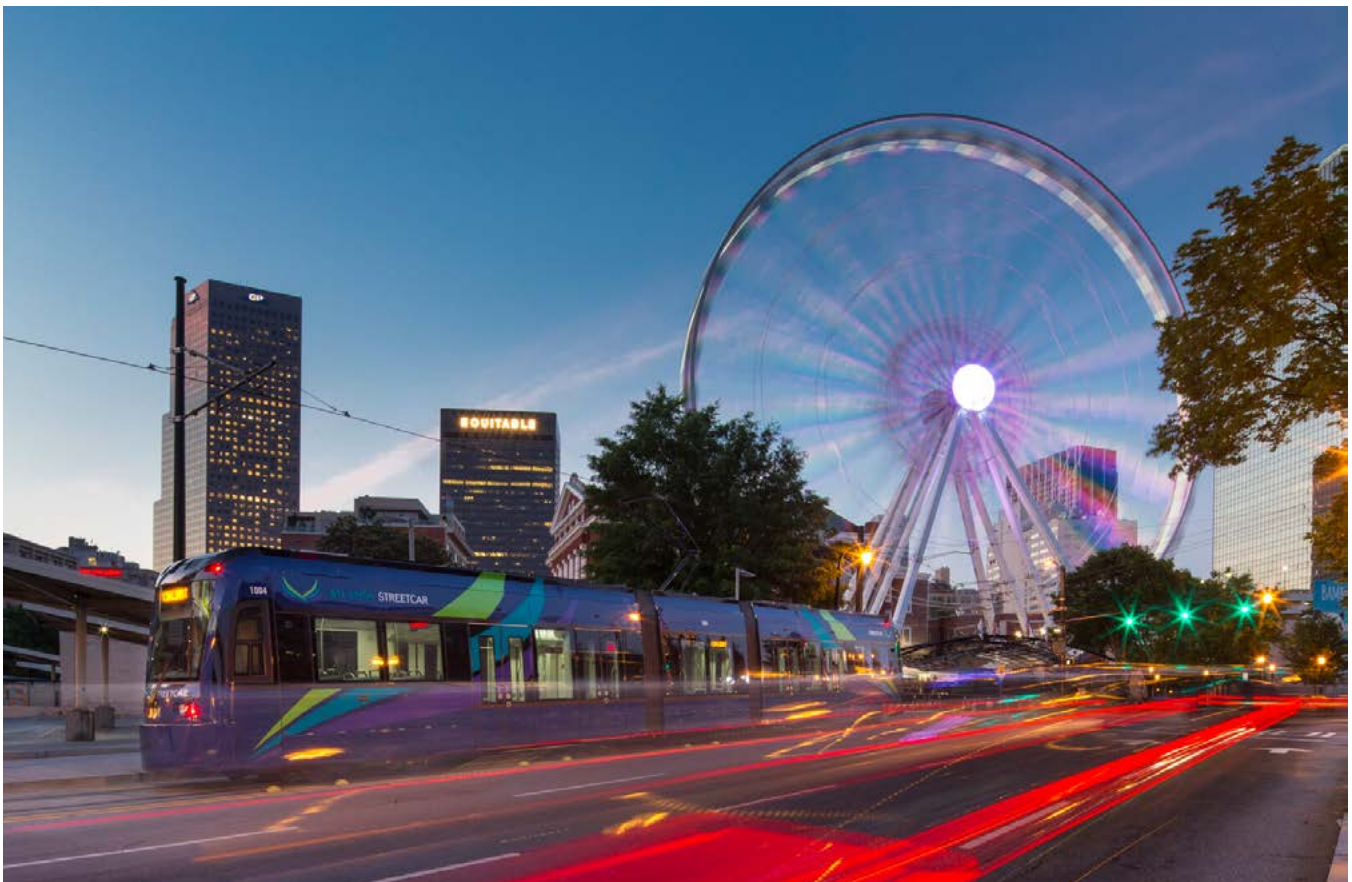
# Avoiding corrupt practices

AECOM is proud of the work we do throughout the world. We believe that our ability to continue to foster good working relationships with companies, communities and governments around the world depends on us acting ethically in all our business dealings. As described in our [Anticorruption Policy](#), this means we never give, offer or accept improper payments in any form.

Numerous countries, including the U.S., the U.K., Canada, Australia, China and other countries in which we conduct business, have enacted laws that strictly prohibit the giving, receiving, offering or soliciting of bribes, kickbacks or other improper payments to government officials. A “bribe” is anything of value given in an attempt to influence an official’s actions or decisions, obtain or retain business, or acquire any sort of improper advantage (such as obtaining information that is normally unavailable or being allowed to submit a late bid or proposal). To be clear, “government officials” include federal, state, provincial or local government employees, political candidates and even

employees of businesses that are owned by a government. At AECOM, we also prohibit acts of “commercial bribery,” or offering or accepting a bribe to or from our customers, suppliers or anyone working on their behalf with the intent of obtaining or retaining business.

Similarly, we must never offer or accept a “kickback,” which is the return of a sum already paid (or due to be paid) as a reward for making or fostering business arrangements. We may not retain a third party or enter into a joint venture or other business association to engage in any activity that we are prohibited from participating in ourselves.



# Conducting international business

With operations throughout the world, AECOM is truly a global company. For this reason, it is critical that all of our activities fully comply with the export control laws and regulations of the U.S., the U.K. and other jurisdictions in which we do business. Laws governing trade are complex, but if we do not follow them, we risk losing our ability to conduct business internationally.

An “export” occurs when a product, service, technology or piece of information is shipped to a person in another country. In the U.S., an export can also occur when technology, technical information or software is provided in any way (including verbally, in the case of information) to a non-U.S. citizen, regardless of where that person is located. In this regard, an “export” of technical data can occur during meetings, telephone conversations and facilities inspections and by memoranda, letters, faxes, email and other written materials.

Other examples of items controlled by host country laws that may require an export license or a re-importation license include:

- Computer software containing certain encryption or performance standards.
- Military products, technology or know-how.
- Any materials considered classified for purposes of national security by the U.S. or other government.

If your job involves any of the following responsibilities, you have an obligation to ensure that you are aware of and comply with the laws that pertain to our international trading activity:

- Accepting or processing client contracts and orders.
- Authorizing or processing the international movement of goods or technology.
- The performance of defense services.
- Any other activity that affects AECOM’s compliance with export control laws.

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**If you have any questions regarding export controls, you should send an email to [export.compliance@aecom.com](mailto:export.compliance@aecom.com) or contact Ethics & Compliance.**

# Conducting international business

## Q

Julio, an AECOM employee in Latin America, is told that he can hire a consultant to acquire all the necessary permits AECOM needs from a foreign government to start a new project. However, the consultant requests a U.S. \$25,000 retainer and says that he would use the money to “speed up the process.” Since Julio doesn’t know where the money is going, and isn’t the one using it, does he need to say anything?

## A

Yes. Julio must know where that money is going, for what purpose it is being used and the qualifications and reputation of the consultant. Moreover, he is required to take steps to ensure that this money is not used as a bribe. Julio must seek the advice of Management and In-House Counsel and comply with the [Approval Matrix](#) before proceeding with this consultant.





# International sanctions

**Many countries in which we conduct business sometimes impose sanctions, or adhere to sanctions imposed by multi-national organizations such as the United Nations or the European Union, that restrict or prohibit dealings with certain countries or individuals. Because AECOM is a U.S. corporation, we must all adhere to the economic sanctions administered by the U.S. Office of Foreign Assets Control, which include, but are not limited to, restrictions on financial transactions, travel, and imports and exports.**

We also adhere to those imposed by other countries and multi-lateral institutions, such as the European Union or World Bank, if they do not conflict with U.S. or international law. Make sure you understand the most up-to-date regulations if you handle international business.

International sanctions may also apply to activities such as providing services and exporting sensitive technology. Because each sanctions program is based on different foreign policy and national security objectives, the prohibitions vary between programs. Please check with In-House Counsel or a member of the Ethics & Compliance team regarding such requirements. You can also refer to our [Export, Sanctions and Anti-Boycott Procedure](#).

## Boycott requests

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Due to our global operations, we must also be alert for illegal boycott requests. U.S. law prohibits us from cooperating with unsanctioned boycotts, regardless of where we are located. This applies to boycotted companies as well as boycotted countries and their nationals. We must take care that nothing we do or say could be seen as participating in an illegal boycott. For example, we may not certify that an entity is not blacklisted nor may we provide information on a company's activities with a boycotted entity. Our company must report any boycott requests to the U.S. government. Therefore, if you believe you have received a boycott request or have any questions about boycott activities, it is crucial that you notify In-House Counsel and refer to the [Export, Sanctions and Anti-Boycott Procedure](#).



# Our shareholders, business partners and customers rely on our excellence

## Providing quality products and services

**The foundation of AECOM's reputation is the high quality of the products and services we provide. In order to keep our standards high, we must each comply with all quality control procedures and follow contract specifications at all times. Make sure to familiarize yourself with the standards and specifications that apply to the projects you work on. We must each be aware of and follow these company policies and procedures designed to protect the quality and safety of our products.**

Raise any quality or safety issues you spot with your supervisor immediately. We further guarantee quality services to our customers through proper supply chain due diligence, monitoring and enforcement. AECOM takes great care in choosing our suppliers, contractors, agents, consultants and other business partners. We aim to do business only with companies that match our high standards of ethical business conduct. Ultimately, our goal is for all of our business partners to comply with our Code and to operate in an ethical and lawful manner.

For these reasons, we conduct due diligence when selecting our suppliers and other business partners. We firmly hold our suppliers accountable for assuring the quality of the goods and services they provide us. If you have reason to believe that a supplier has failed to provide quality products and/or services, contact a member of AECOM's Ethics & Compliance team, Management, Human Resources or In-House Counsel immediately.

## Licensing

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We are responsible for maintaining appropriate licenses. Our Company is committed to providing professional services only in jurisdictions where we are licensed to do so, unless otherwise exempted by applicable law.

We must inform In-House Counsel in a timely manner if there is any change to the status of our individual licensing, including circumstances in which we are qualifiers on our corporate licenses. Furthermore, we must represent our credentials in a forthright way.

# Charging time

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Each of us has a responsibility to ensure that our weekly time reports accurately reflect the hours worked on a specific work order or project. Time worked on a project must be charged to that project and no other. Government regulations and many clients' contracts also mandate complete and accurate records.

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All employees are required to complete time sheets in accordance with the requirements established by AECOM policies. Supervisors are responsible for ensuring that the timesheets they approve are accurate and reflect the hours worked by the employees who report to them.

Mischarging time is a serious offense that can subject AECOM and the responsible individual to criminal and civil liability. If anyone directs or suggests that time be charged in a manner other than in accordance with this Code, it is the responsibility of the employee to inform In-House Counsel immediately.

# Licensing and charging time

Q

We have been asked to submit a proposal for a project in a jurisdiction where AECOM has never worked before. How do I know if we are licensed in a particular jurisdiction?

A

Check with In-House Counsel or the Corporate Secretary. They maintain the licenses and registrations.

Q

Right now I don't have any client work to do, but I am concerned that my job may be at risk if I charge too much time to overhead. Is it okay to put time down on a fixed price contract since it won't hurt the customer?

A

No. In all situations, time must be charged accurately. You should discuss your work availability with your supervisor.

# Accurate books and records

We must each do our part to make certain that the financial documents our company discloses to the public are accurate and honest. Even if maintaining financial data is not your primary job duty, each of us contributes to record keeping in some form, such as by completing timecards, submitting travel and expense reports or keeping safety records. The information we record provides an accurate view of our operations and

allows our company to make well-informed business decisions. Therefore, every piece of information that we submit in company records of any kind must be absolutely honest, accurate and complete. Each of us is responsible for knowing and following AECOM's internal controls and any applicable accounting requirements when recording this data. We must also submit appropriate contract documentation at all times.

Our commitment to ethical business conduct requires our business transactions to be authorized and legitimate. To be clear, we may not engage in any of the following activities:

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## 1

Making false representations on behalf of our company, either verbally or in writing.

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## 2

Hiding company funds.

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## 3

Circumventing internal controls.

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## 4

Mischaracterizing company transactions.

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## 5

Creating undisclosed or unrecorded fund accounts.

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## 6

Knowingly allowing similar illegal activities to occur.

**If you notice any accounting or auditing irregularities, or incidents of fraud by individuals responsible for our company's accounting or financial reporting, you should report your observation to a member of the Ethics & Compliance team, Management or In-House Counsel. Please keep in mind that it is against company policy to retaliate against anyone who makes an honest and sincere report of fraud or any other accounting or auditing irregularity.**





# Record retention

Keeping our records in order helps us to build trust with our clients, regulators and shareholders. This commitment applies to both paper and electronic documents, including files such as emails, images and text messages, regardless of the device or platform on which they are stored. In short, we must take care with all the records we create, receive or maintain in order to do our jobs. Effectively managing these records allows us to ensure they are available when needed. In addition, it helps us comply with all applicable laws and regulations and preserve any documents that may become relevant in audits, investigations or litigation.

Make sure you know and follow the records management policies and retention schedules that apply to your work and your location. These documents will tell you how long you should maintain business records as well as procedures for compliance with legal holds. (A legal hold applies to records connected to actual or anticipated litigation.) Remember that business related text messages on mobile communication devices are also records that must be preserved according to [AECOM Mobile Messaging Policy](#).

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**If you believe that anyone has improperly concealed, altered or destroyed a record, you should report it to In-House Counsel. For more information, please refer to our [Records Management Policy](#).**

# Audits and investigations

**During your employment, you may be asked to take part in a company or government audit or investigation of AECOM or certain employees. All employees must cooperate with such a request, and, as with all our activities, we must be forthright when we deal with audits or investigations. Regardless of the device or platform on which they are stored, at no time may we withhold, alter or destroy any requested business records or communications. In addition, we must never attempt to exert improper influence on the results of an investigation or audit. If you are ever approached by an external party, including a government official, about conducting an audit or investigation, please contact In-House Counsel immediately.**

## Q

Alberto is a financial controller who learns that his AECOM business unit is going to be reviewed by Audit Services for the first time since it was acquired a year ago. He becomes upset and defensive when the audit team reviews expense report reimbursements and petty cash processes and asks him questions about some of the payments. He tells his supervisor that the auditors are not treating him with respect and do not understand the local culture by questioning his work. How should his supervisor respond?

## A

Alberto's supervisor should explain that he needs to appreciate that audits are one of the key means by which AECOM meets its responsibilities to its shareholders, management and employees as a public company. The company relies on accurate and complete records as the basis of our financial system and in order to access capital markets. All of us have a duty to cooperate fully and completely with audits and investigations and integrate any lessons learned as a result into our work.

# Protecting inside information



**In our work for AECOM, we sometimes have access to information about our company and our business partners that is not available to the general public. In order to avoid unfair and illegal transactions, we must never buy or sell the stock of any company (including AECOM) about which we possess inside information.**

For information to be considered “inside,” it must be both material (meaning that it would affect the decisions of a reasonable investor) and non-public (meaning that it has not been released to the public). Information becomes public only after two full trading days have passed since the public release of the information.

Inside information can be either positive or negative, and commonly includes the following examples:

- Projections of future earnings or losses.
- News of a pending or proposed merger.
- News of a significant sale of assets.
- Declaration of a stock split or offering of additional securities.
- Changes in executive management.
- Significant new products or discoveries.

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**If you have any questions as to whether the information you possess qualifies as inside information, please consult our [Insider Trading Policy](#) or contact In-House Counsel.**



# Preventing money laundering

AECOM is committed to helping in the global fight against money laundering.

“Money laundering” is the process by which a person or group tries to conceal illegal funds or attempts to make the sources of their illicit funds look legitimate.

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In order to keep AECOM from becoming inadvertently involved in this type of misconduct, we should always perform due diligence on customers, suppliers, intermediaries and other business partners who wish to conduct business with our company. Look out for red flags that may signal money laundering activities.

For example, make sure that the party with whom you are conducting business maintains a physical presence, is engaged in legitimate business and has proper compliance processes in place. If you need more information about how to identify money laundering, you should consult In-House Counsel.



# Additional expectations



Certain company officers and the directors of AECOM have a special responsibility to promote integrity within our company. Their role requires them to ensure that our company's public disclosures are accurate and complete. In order to do so, these individuals are required to know and understand the financial disclosure laws that apply to their work. Violations of financial disclosure laws will be viewed as a severe offense that may result in disciplinary action, up to and including termination. This includes failing to report potential violations by others.

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**If you have an honest and sincere belief that a violation has occurred, contact a member of the Ethics & Compliance team, Management or In-House Counsel. If you prefer to report on an anonymous basis, where allowed by law, you may submit a report by contacting the AECOM Ethics Hotline. Keep in mind that it is against company policy to retaliate against anyone who makes an honest and sincere report of a violation.**

# Our communities rely on our integrity and innovation

## Environmental, social and governance approach – Delivering sustainable legacies

**AECOM is committed to embedding Environmental, Social and Governance (ESG) principles into everything we do in support of our Sustain Core Value. This defines how we can deliver Sustainable Legacies by positively impacting our company, our communities, and our planet. This means complying with and, where possible, looking to perform better than all human rights and environmental laws, rules and regulations in effect wherever we conduct business.**

We also look to embed sustainable development and resilience across our project work by working with our clients, partners and supply chain providers to tackle and adapt to climate change, enhance biodiversity and improve social value. Improving social value also includes considering how we can make positive impacts in the communities we touch and internally fostering an open and fair working environment. Internally, we should strive to reduce carbon

emissions from our energy use, travel and purchasing decisions to achieve our net zero targets. We look to improve governance performance by considering ESG risk in line with the risk triggers identified by the [Approval Matrix](#), as well as reporting progress against set ESG goals for employees and across the business. You are encouraged to submit your suggestions and ideas on bringing our practices closer to these goals to Management or [Corporate Sustainability](#).

# Political and charitable contributions

Although AECOM encourages us to participate in political and charitable activities, this must always be on our own time and at our own expense. We must never attribute our personal activities (such as campaign work, fundraising or speech-making) to AECOM. Similarly, we may never use AECOM resources (such as funds, facilities, equipment or supplies) in connection with our personal political or charitable activities, and we should never expect AECOM to reimburse us for any political and charitable contributions or other political and charitable expenses.



We should be prepared to report any personal political contributions if required to do so in accordance with applicable law and, in limited circumstances, may be prohibited from making personal contributions due to local law.



Since many government clients attribute personal political contributions and fundraising activities to AECOM, certain personal political contributions may require approval under the [U.S. Personal Political Contributions Policy](#).



If you need information or have any questions, consult with a member of the Ethics & Compliance team or In-House Counsel.



# Responding to media inquiries

Providing our communities with an accurate picture of our operations, transactions and intentions helps us to preserve AECOM's integrity. In order to do this, we need to make sure that our company speaks with one consistent voice. Therefore, only those who have been approved to serve as an AECOM spokesperson by Corporate Communications should make public statements about our company.

For example, if a member of the media contacts you for any reason, you should refer the request to Corporate Communications.

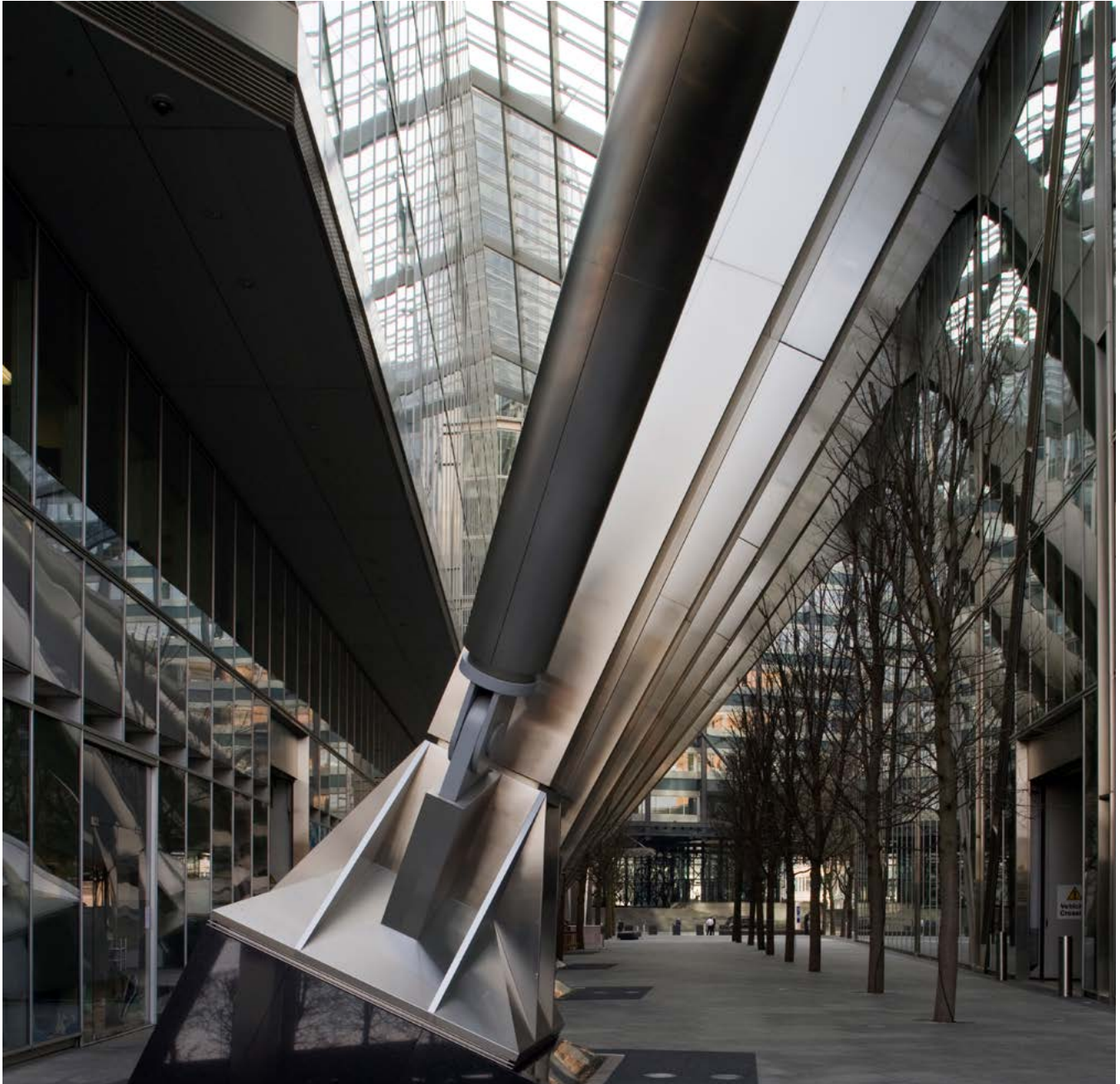
Similarly, requests for financial and legal information must always be directed to the appropriate channel. If an investor, security analyst or other key public contact contacts you to request information, even if the request is informal, please refer them to Corporate Communications. Inquiries from government officials or attorneys should be referred to In-House Counsel. For more information, please see our [External Communications Policy](#).





# Waivers

In some cases, our company may waive compliance with this Code. Such waivers will only be granted on a limited basis and will be considered case by case. Only the Board of Directors may issue a waiver of this Code for a member of our Board or an executive officer. Any waiver of this Code for a member of our Board or an executive officer will be promptly disclosed, as required by applicable law, Securities and Exchange Commission rules and regulations, and the New York Stock Exchange (NYSE) listing standards.



# It's up to you

**AECOM's reputation and success as a good corporate citizen of the world depend upon each of us meeting our obligations under this code.**

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**If you have any questions or do not understand what is expected of you, it is your duty to raise your concern with a member of the Ethics & Compliance team, your manager, Human Resources or In-House Counsel.**

