

Code of Ethics for Senior Financial Officers

Introduction

AECOM (the “Company” or “AECOM”) has adopted this Code of Ethics for Senior Financial Officers to promote honest and ethical conduct, to ensure accurate financial reporting and to deter illegal, unprofessional or unethical behavior or other wrongdoing. This Code applies to the Chief Executive Officer, Chief Financial Officer, Treasurer, Corporate Controller and other senior financial officers identified by the CEO (the “Subject Officers”).

Interpretation

The obligations of this Code supplement, but do not replace, the AECOM Operating Policies and Procedures, the AECOM Accounting Manual, the AECOM Code of Conduct and any other code of conduct or ethics policy applicable to employees of AECOM generally. Where there exists a conflict between a provision of this Code of Ethics and that of another policy, the more restrictive provision shall govern.

Code of Ethics

All Subject Officers shall:

1. Act honestly and ethically, and in compliance with all applicable Company policies and procedures and applicable law, in discharging their duties.
2. Avoid actual and apparent conflicts of interest between personal and professional relationships. “Conflict of interest” occurs when the personal interest of (a) Subject Officer, (b) a member of his immediate family or (c) a corporation, partnership, trust, limited liability company or other entity in which such Subject Officer has a controlling interest potentially diverges from that of AECOM’s interests by: (i) having an interest that is adverse or potentially adverse to that of AECOM, (ii) taking an opportunity that AECOM could use in its business; (iii) using AECOM property or resources for personal gain; (iv) competing with AECOM for business opportunities; or (v) receiving inappropriate benefits due to the Subject Officer’s position or responsibilities at AECOM. “Immediate family” includes spouse, parents, children, siblings, in-laws (father, mother, son, daughter, brother or sister), first cousins and anyone (other than domestic employees) who shares the Subject Officer’s home. Examples of “conflict of interest” include:
 - Providing or leasing premises, services, goods or products as a vendor to the Company;
 - Having an economic interest (e.g., as a shareholder, lender, employee or consultant) in any competitor of the Company

(except for owning shares of a publicly traded competitor that is less than 1% of the shares outstanding); or

- Any other material transaction or relationship with similar effect.

Potential conflicts of interest must be cleared by AECOM's Chief Financial Officer ("CFO"), or if the CFO is affected by the potential conflict, AECOM's General Counsel ("GC") or, if the GC is similarly affected, AECOM's Chief Ethics and Compliance Officer ("CECO").

3. Provide full, fair, accurate, timely and understandable disclosure in reports and documents that AECOM files with, or submits to, the U.S. Securities and Exchange Commission (the "SEC"), the New York Stock Exchange ("NYSE") or other exchange or trading system in which AECOM's capital stock is listed or traded and in other public communications or filings by AECOM. Act to ensure the integrity of AECOM's financial records and reporting is always maintained.
4. Comply with all applicable laws, rules and regulations of Federal, state, provincial, local and non-U.S. governments and other private and public regulatory agencies.
5. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing the Subject Officer's independent judgment to be subordinated. This duty includes not attempting to hinder or otherwise improperly influence AECOM's outside independent auditors from performing in any way their engagement.
6. Report and engage in open discussion with AECOM senior management about any material disagreements, where a Subject Officer's independent judgment on issues of financial reporting or disclosure does not align with that of his/her superiors or the Company's outside independent auditors.
7. Maintain in strictest confidence all information acquired in the course of performing one's work, except when (a) authorized or permitted by the Company; (b) publicly disclosed by AECOM; or (c) required by applicable law or legal process to be disclosed.
8. Promptly bring to the attention of the GC or CECO any information of which the Subject Officer becomes aware concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect AECOM's ability to record, process, summarize and report financial data, (b) any fraud or other impropriety that involves a Subject Officer, or (c) violations of this Code.
9. Create and maintain an atmosphere in the workplace, including in particular with regard to those persons who report to the Subject Officer, of integrity,

ethics and loyalty to the Company and compliance with the principles contained in this Code of Ethics.

Waivers and Reporting

Any person who has information concerning any potential violation of this Code by any Subject Officer shall promptly bring such information to the attention of the GC or CECO. If the GC or CECO determines that a violation exists, he or she shall refer the matter to the Audit Committee of the Board of Directors for resolution.

A key precept of this Code of Ethics is accountability. Violations of this Code may subject the violating Subject Officer to appropriate actions, such as censure, demotion, suspension or termination, as well as related compensation consequences. The Audit Committee shall consider any request for a waiver of this Code and any amendments to this Code, although it is unlikely that any waivers will be granted. All waivers or amendments shall be disclosed promptly as required by law, including to the SEC.