

Our future starts with you  
AECOM Code of Conduct

AECOM



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Across our operation, AECOM offers a balance of global reach, local knowledge, innovation, and technical excellence. We are united by our shared Purpose and Core Values.

Our Purpose:

AECOM professionals around the world are united by a common purpose – to enhance and sustain the world’s built, natural and social environments.

Our Core Values:

We are honest and ethical in everything we do

We keep our commitments and treat others with mutual respect and trust

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## Integrity

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## Employees

Our employees are our most valuable and valued resource; they make our success possible

We respect and encourage our employees’ ideas, diversity and cultures

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## Clients

Our success is measured by the success of our clients

We are committed to our clients and to setting industry standards for client service and solutions

We are passionate about solving our clients’ problems and exploring new opportunities with them

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## Excellence

We strive to achieve excellence in all areas of our business – technical, operational, and administrative

We pride ourselves on bringing outstanding results to everything we do

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## Innovation

We look for creative, new or better ways to provide our expertise in all dimensions of our business

Creativity, exploration and imagination are key to our approach to our work

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## Agility

We embrace change, flexibility and adaptation in a rapidly evolving world

We strive to anticipate changes in market drivers and to work with our clients and employees to adapt to those changes

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## Safety

We are committed to creating a safe workplace for our employees by preventing injuries to people and damage to facilities, property, equipment, and the environment

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## Profitable Growth

Living and executing these Core Values every day will result in profitable growth, which drives our business and enables us to invest in and create opportunities for our employees

# AECOM Our Code of Conduct

Fellow Employees,

Since its founding in 1990, AECOM's success has been built on a principle of mutual respect and trust. The foundation of this principle is integrity, one of our Core Values. Our integrity must be manifested daily in everything we do by our employees worldwide. AECOM is a people-driven business, one in which integrity and honesty are critical to our continuing success.

In the time since our last version of the Code, AECOM has recorded several significant achievements. These include a record number of wins and bookings; strategic acquisitions that expanded our geographic reach; the end markets we service and the technical services we provide; and our initial public offering. These accomplishments were supported and realized by AECOM's strong commitment to our Core Values, which are based on integrity and focus on employees, clients, excellence, agility, safety, profitable growth and innovation. This updated Code of Conduct addresses some of the changes that have taken place during this period.

The Code of Conduct sets forth the basic ethical and legal principles that have consistently guided AECOM. It is important that each of us embrace the Code of Conduct, in everything we do.

We remain committed to promoting mutual respect and trust in every decision and action that we take. Ensuring that we continue to conduct our business in an ethical manner will help ensure long-term success for AECOM, our employees, clients and shareholders.

Thank you for joining me in making a personal commitment to sustaining a workplace culture defined by ethics and integrity.

Sincerely,

A handwritten signature in black ink, reading "John M. Dionisio". The signature is fluid and cursive, with the first name "John" being the most prominent.

John M. Dionisio  
President and CEO

AECOM  
Table of contents

<b>1 Code overview</b>	<b>01</b>
Introduction to the Code of Conduct	01
Waivers	02
Responsibilities	03
<b>2 The standards of our profession</b>	<b>04</b>
Professionalism	04
Licensing	04
Compliance with applicable laws	05
<b>3 Fairness and safety in the workplace</b>	<b>06</b>
Equal employment opportunity	06
Harassment-free workplace	06
Global employment law standards	08
Safe and drug-free workplace	08
Privacy	09
<b>4 The need for honesty and care</b>	<b>10</b>
Integrity in the way we obtain business	10
Client rules	10
Competition laws	11
Accurate representations	11
Government business	12
Corrupt practices	13
Bribes and kickbacks prohibited	13
Corrupt practices abroad prohibited	13
Conflicts of interest	14
Standards of conduct	14
Application of policy to friends and family	15

Disclosure of conflicts	15
Gifts and entertainment	16
Considerations applicable to providing gifts and entertainment	16
Considerations applicable to receiving gifts and entertainment	17
Considerations applicable to both providing and receiving gifts and entertainment	18
Political contributions and activities	18
Hiring government employees	19
Charging time	19
Employee responsibility	19
Creating and maintaining accurate and complete records	21
Considerations regarding financial records	21
The importance of accuracy with all records	21
Internal controls	22
Confidential information and other corporate assets	23
Our information	23
Our other property	23
Competitors' information	24
Computers, Internet and e-mail	24
Electronic communications and content belong to AECOM	24
International business	25
Boycotts and trade restrictions	25
Export controls	25
Legal proceedings and requests for information	27
Actions of third parties	28
<b>5 Reporting, violations and other matters</b>	<b>29</b>
Raising questions and reporting concerns	29
Violations	30
Business standards	30

### Introduction to the Code of Conduct

AECOM's Code of Conduct (the Code) addresses the professional, ethical, financial, and social values of AECOM and represents the commitment of AECOM and its employees to our clients, shareholders, partners, and the communities in which we live and work. AECOM requires every employee, officer and director to read and understand the Code and its application to the performance of his or her business responsibilities. References in the Code to employees are intended to cover all employees, officers and, as applicable, directors. The Code guides our daily conduct, as our reputation is our greatest asset. The principles guiding the Code are:

Ethical behavior is the basis for everything we do

We are committed to treating our employees fairly and providing them with opportunity for advancement and growth

Teamwork, mutual respect and trust, and open communication are the foundations of AECOM's corporate culture

We strive 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 do business

The Code has been created to provide guidance regarding these principles. It does not, however, address every law, rule or policy. It also is not a substitute for each employee's responsibility to exercise intelligence, common sense, and good judgment, and to obtain guidance when needed.

If you have any questions about this Code or any doubt as to the propriety of a course of action, you should consult with your supervisor, Human Resources Director, or in-house Counsel.

To guide you in determining whether a particular action is appropriate, ask yourself the following questions:

Would my action comply with the spirit and purpose of AECOM policies?

Would I feel comfortable about doing this, or would it violate my personal standard of conduct?

Is this action honest in all respects?

How might the action affect others?

Would this action embarrass me if it became known to my clients, co-workers, professional colleagues, family or friends?

Have I fully explored all aspects of the issue? What additional advice or information might be useful?

Does this feel like the right thing to do?

### Waivers

Any waiver of this Code for AECOM directors and executive officers (including the principal executive officer, principal financial officer and principal accounting officer) may be authorized only by AECOM's Board of Directors or a committee of the Board, and will be promptly disclosed to shareholders as required by applicable laws, rules and regulations.

### Responsibilities

All employees must:

- Personally abide by the Code;
- Not assist others in violating the Code; and
- Report any perceived violation and/or request that might constitute a violation, utilizing the procedures outlined in the “Raising questions and reporting concerns” section found on page 29.
- Complete training on the Code and other subjects as notified in a timely manner.

Supervisors have the additional responsibilities of:

- Serving as role models for compliance with the Code;
- Maintaining an environment that encourages open discussion about legal and ethical concerns and that otherwise promotes our compliance with the Code;
- Being vigilant to prevent and detect violations of law, rule or policy;
- Appropriately responding to all employee inquiries about the Code;
- Immediately notifying in-house Counsel of any matter reported to them.
- Ensure training is completed in a timely manner for all employees.

AECOM expects its consultants and subcontractors to adhere to similar ethical standards as described in the Code. If you become aware of any activity involving the conduct of our consultants or subcontractors that violates the principles of the Code, you must disclose such activity as set forth in the “Raising questions and reporting concerns” section found on page 29 for further investigation.

### Professionalism

All AECOM employees must be aware of and adhere to applicable professional standards of conduct. Among these standards are the obligations to:

- Comply with all applicable health and safety standards;
- Perform services only in areas of our competence;
- Issue public statements, on behalf of AECOM or representing the views of AECOM, only in an objective and truthful manner and when authorized to do so by senior management of AECOM;
- Act in a professional manner with colleagues and clients; and
- Avoid improper solicitation of professional assignments.

### Licensing

AECOM and its employees will maintain appropriate licenses, and perform professional services only in jurisdictions where licensed to do so, unless otherwise exempted by applicable law. Employees must inform AECOM in a timely way of any changes to the status of their individual licensing. We will represent our credentials in a forthright way.

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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.

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### Compliance with applicable laws

It is AECOM's policy to fully comply with all laws, rules and regulations applicable in the locations in which we operate. The discussion of specific laws in the Code is not exhaustive. In addition to policies discussed in the Code, employees are expected to comply with all applicable laws, including but not limited to, laws pertaining to the environment, workplace safety, data privacy (including employee data), money laundering and fair competition. Any violation of any law, regulation or policy by AECOM personnel or others must be reported immediately as set forth in the "Raising questions and reporting concerns" section found on page 29.

### Equal employment opportunity

AECOM is committed to treating all employees with dignity and respect and to providing equal employment opportunities for all individuals. Employment practices shall adhere to all applicable laws in the places we do business. Such laws, depending on locale, prohibit discrimination based on age, ancestry, color, gender, HIV status, marital status, medical condition, national origin, physical or mental disability, race, religion, sexual orientation, veteran status, family leave status, citizenship status, or any other protected group status as defined by applicable law. Our officers, management and supervisors at all levels are responsible for ensuring that the spirit and intent of this policy is, in fact, consistently practiced. Moreover, each employee has the responsibility to treat every colleague or applicant for employment with respect and in a fair, non-discriminatory manner.

### Harassment-free workplace

It is AECOM's policy to provide and maintain a productive atmosphere that is characterized by mutual respect. AECOM is committed to maintaining a work environment in which every employee is treated with respect and which is free from any type of harassment, including but not limited to that of a sexual nature, or otherwise intimidating behavior, threat or assault. AECOM prohibits any actions which are severe enough to be unlawful, but it also does not condone conduct and comments which, although not severe enough to violate local laws, are still inappropriate in the workplace.

Q:

My supervisor recently asked me out on a date. I declined, politely, and assumed the issue was closed. Now, he is ignoring me at work. What should I do?

A:

You should speak with your Human Resources Director or in-house Counsel. The incident can also be reported to the AECOM Hotline, through which a third-party company will document your concern and relay it to AECOM. AECOM is committed to preventing harassment, and will investigate each possible occurrence and take disciplinary and other action, if necessary.

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Q:

I am a manager. An employee who does not report to me told me that another manager had made unwelcome sexual advances towards him/her. I told the employee to report the matter to the Human Resources Department or in-house Counsel. I don't know if this was done. Since this person does not report to me, I have done all that I am supposed to do, right?

A:

No, you should follow through and make sure the situation has been reported either to your Human Resources Director or the in-house Counsel. Since the employee confided in you, as a manager, you are responsible for making sure that the incident has been reported unless you are certain this person has already reported the matter.

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### Global employment law standards

AECOM follows the employment law standards of all locations in which we do business. When operating in a country where we do not have a permanent presence, managers should seek any necessary guidance from in-house Counsel regarding the employment law standards governing such operations.

### Safe and drug-free workplace

Each of us must make every effort to comply with applicable laws, regulations and AECOM policies, programs or procedures involving health and safety. A safe and secure work environment also means a workplace free from violence. Among other things, employees must promptly report to management any job-related injury or illness or any threatening behavior. Employees must also be mindful of and comply with AECOM policies regarding emergency preparedness and the security of our facilities and worksites.

AECOM policy prohibits employees from being under the influence of alcohol or drugs or improperly using medication in any way that could diminish, or even raise questions concerning, an employee's ability to perform at his or her best.

### Privacy

We follow the applicable data privacy laws of all countries in which we operate, and even in the absence of such laws seek to respect employee privacy to the extent consistent with the sound operation of our business. Employees with access to personal information about other employees must act diligently to safeguard the confidentiality of such information and to provide that information to others only when based upon a business need to do so.

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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.

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### Integrity in the way we obtain business

#### Client rules

Many of our clients have strict rules governing the preparation and submission of proposals to obtain business as well as what type of information a company may receive from client personnel (directly or indirectly) in connection with the submission of a proposal. Each office is responsible for obtaining and maintaining copies of relevant rules. All employees must abide by such applicable rules.

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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 you assure yourself that 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 that the information is being made available to all who are submitting proposals on the job. You should consult with your in-house Counsel before accepting any such selection criteria or similar information.

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**Competition laws**

AECOM will not engage in or support activities that improperly restrain trade or that constitute unfair business practices or predatory economic conduct and will abstain from any activity that may violate or give the appearance of violating competition laws. While there are differences between the competition laws in many countries, generally similar types of conduct are prohibited, including:

- Fixing prices or terms or conditions of sale for competing services or products;
- Dividing or allocating customers, bids, markets or territories for competing services or products;
- Refusing to sell to particular buyers or to buy from particular suppliers.

Improper agreements may involve not only express commitments, but also informal understandings. Consequently, no employee should ever discuss with competitors the activities described above or other matters that might be construed as seeking to improperly restrict or limit competition. If this happens, report such activities as set forth in the “Raising questions and reporting concerns” section found on page 29.

**Accurate representations**

We will be truthful when representing our capabilities, credentials or qualifications and corporate history in all written and oral communications. We will not make false statements about our competitors or their services or use unfair practices against competitors, such as obtaining their confidential information.

### Government business

Various provisions of this Code address certain requirements applicable to doing business with government clients. It is imperative that employees involved in this area of AECOM's business ensure that they are aware of and comply with all applicable government contracting standards.

While there are many detailed rules with respect to work involving the government, the following standards are applicable to any business involving a governmental organization:

Never misstate, mischaracterize or omit any material information in connection with any communication, written or oral, direct or indirect, with the government.

Take great care in preparing and maintaining records for and allocating costs to government contracts.

Be particularly mindful of laws, regulations and client rules governing gifts and entertainment given or offered to government employees as further detailed in the "Gifts and entertainment" section of the Code on page 16.

Check with in-house Counsel for supplemental guidance on dealing with government clients in your location.

### Corrupt practices

#### Bribes and kickbacks prohibited

The giving or receiving of bribes in any form or by any manner is strictly prohibited. The U.S. and other countries in which AECOM does business have enacted laws which strictly prohibit the giving, receiving, offering or soliciting of any kickback by an employee or family members. A “kickback” means any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind, which is provided to or received from any client, prime contractor, subcontractor, or any of their employees, for the purpose of improperly obtaining or rewarding favorable treatment in connection with any prime contract or subcontract. Additionally, offers of kickbacks and solicitations of kickbacks must be reported as set forth in the “Raising questions and reporting concerns” section found on page 29.

Examples of “Favorable Treatment” include:

- Receiving improper advance notice of a request for bids
- Obtaining normally unavailable information
- Being allowed to submit a late bid or proposal
- Obtaining acceptance for substandard goods or services
- Obtaining placement on a bidder’s list without meeting the requisite qualifications

#### Corrupt practices abroad prohibited

The United States (by enactment of the Foreign Corrupt Practices Act), and most countries in which AECOM does business, have enacted laws which prohibit giving, offering or promising anything of value, directly or through the use of an intermediary, to foreign officials or foreign political parties, officials or candidates, for the purpose of influencing them to misuse their official capacity to obtain, keep, or direct business or to gain any improper advantage. The Foreign Corrupt Practices Act also prohibits knowingly falsifying a company’s books and records or knowingly circumventing or failing to implement accounting controls. AECOM requires its employees involved in non–U.S. operations and in accounting and audit functions to be familiar with and abide by the Foreign Corrupt Practices Act as well as similar laws that govern our operations in other countries in which we do business.

### Conflicts of interest

#### Standards of conduct

All employees are expected to avoid any personal relationships, activities, or financial affairs that may influence any business decisions or recommendations they might make that affect, or might appear to affect, AECOM. A conflict of interest exists in any situation in which an employee's contacts or position in AECOM are used to advance interests other than AECOM's, whether or not at the expense of AECOM, such as his or her private business or financial affairs or those of a third person. When faced with circumstances that suggest the possibility of a conflict of interest, the best guideline is to avoid such a relationship.

Examples of conflicts of interest:

All possible conflicts of interest, of course, cannot be listed. The following examples of common conflicts issues in the business world are intended to be illustrative only.

Dealing with suppliers.

Avoiding conflicts of interest means that employees should approach suppliers, customers, and other persons doing or seeking to do business with AECOM in a completely impartial manner; the sole criterion of any business decision must be whether AECOM's best interests are advanced. Financial interests—direct or indirect—in any organization doing or seeking to do business with AECOM must be disclosed in a timely and accurate manner.

Corporate opportunities.

The diversion of business opportunities from AECOM to oneself or third parties also constitutes a conflict of interest.

Other employment and business activities.

Being employed by or consulting with another organization could also raise conflict of interest issues, and therefore prior, written approval must be obtained from in-house Counsel before performing any such work.

#### Application of policy to friends and family

This policy may extend beyond the personal realm to embrace family members and close friends, as well as employees, and entities in which such persons have an ownership interest. Moreover, circumstances giving rise to the appearance of a conflict, as well as actual conflicts, are subject to this policy.

#### Disclosure of conflicts

Prompt and full disclosure as set forth in the “Raising questions and reporting concerns” section found on page 29 is required for all circumstances which the employee believes might constitute, or appear to constitute, a conflict of interest, or if the employee is unsure and needs guidance. Employees may not engage in any conduct involving a possible or apparent conflict of interest unless they receive prior written permission from in-house Counsel.

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Q:

My sister is part owner of a business and has offered a very good price in sales to AECOM. Can AECOM purchase from this business?

A:

Possibly, but you must disclose the relationship to in-house Counsel. You must also not try to influence the bidding process nor AECOM's negotiation with your sister's business. Nor may you do anything to create the appearance of a conflict.

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Q:

An AECOM employee plans to buy a computer for her home from a company that is also an AECOM vendor. The employee manages this vendor's account with AECOM. The vendor has offered the employee a substantial discount on her home computer. Should this employee accept the discount?

A:

No. This definitely creates a conflict of interest. The discount should be declined. Accepting the discount may put the employee in a position of obligation to the vendor. Also, the employee may be viewed as accepting a gift or unusual favor because of her position at AECOM.

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#### Gifts and entertainment

It is our goal that all procurement and other business decisions are made objectively, solely on the basis of quality service, price and other competitive factors. We understand and respect that our clients have a similar goal in the operation of their businesses.

#### Considerations applicable to providing gifts and entertainment

Many government departments and agencies in which AECOM does business are governed by strict laws, regulations and internal guidelines regarding acceptance by their employees of entertainment, meals, gifts, gratuities, and other things of value from firms and persons with whom those organizations do business or over whom they have regulatory authority. All AECOM employees must be aware of and comply with those standards, as they must with the applicable standards of non-governmental customers.

Additionally, the U.S. federal government has particularly restrictive rules and regulations governing the acceptance of meals, entertainment, gifts and other business courtesies by their employees. State and local governments and agencies have similar prohibitions.

AECOM's policy is that all U.S. employees or any other employee performing services for U.S. public sector (whether federal, state or local) clients, may NOT (a) offer or exchange gifts, gratuities or favors with, (b) pay for any meals, entertainment, travel or other expenses, or (c) render any other items or services of value (outside what is required under the contract with the client), for any public sector employees (collectively, "gifts and gratuities"). The only exception to this policy is if in-house Counsel has advised you in writing (which may be via e-mail) that the proposed gift and gratuity is permitted under applicable local laws, rules or regulations.

With respect to the employees of private sector clients, AECOM employees must be aware of and comply with the applicable standards of its non-governmental customers. For non-U.S. operations, local implementation policies may be adopted to comply with local rules and regulations applicable to your place of business. Please contact in-house Counsel for guidance in your region.

#### Considerations applicable to receiving gifts and entertainment

In order to maintain AECOM's integrity and to avoid even the appearance of a conflict of interest, employees are generally required to decline all gift offers made in connection with their employment. Customary and inexpensive gifts of a promotional or seasonal nature or occasional courtesies such as a business meal or attendance at a corporate hospitality event may be accepted as long as they do not violate any other sections of this Code and do not violate any particular restrictions imposed by the employee's in-house Counsel.

### Considerations applicable to both providing and receiving gifts and entertainment

In all circumstances, employees must not:

- Give or receive anything offered as a “quid pro quo,” (as part of an agreement to do anything in return for the gift);

- Give or receive any gift of cash or cash equivalent (such as gift certificates, loans, stock, stock options);

- Participate with an individual in any way related to AECOM business in any entertainment that is sexually oriented, or otherwise violates AECOM's commitment to mutual respect;

- Participate in any activity that would cause the person giving or receiving the gift or entertainment to violate any law, regulation, rule or his or her own employer's standards;

- Give or receive anything which could be construed to be a bribe or a kickback.

### Political contributions and activities

No political contributions or expenditures of any kind, direct or indirect, shall be made in violation of any applicable law or regulation or the Delegations of Authority.

Nothing in our policies shall prohibit employees from engaging in political activities in their own individual capacities, on their own time, and at their own expense, or from making political contributions or expenditures of their own personal funds except where such activities are attributed to AECOM as a matter of law. Personal political activity (e.g., campaign work, speech making, fund raising, etc.) must not be attributable to AECOM. For example, the use of AECOM stationery for personal political activity is prohibited. In addition, the contributions or expenses in connection with personal political activity may not be charged to or reimbursed by AECOM.

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Q:

I am working on a political campaign and need to attend a fundraiser that is happening during work hours. Can I go if I get my supervisor's permission?

A:

Yes. However, the time off cannot be charged to AECOM. You'll have to take PTO/annual leave to attend this event.

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#### Hiring government employees

Strict rules may govern the hiring, attempting to hire, or discussions involving the hiring, of certain employees of many governmental agencies. With regard to certain U.S. federal government employees, we must affirmatively reject resumes received from these employees, unless you plan to engage in employment discussions. AECOM employees may not engage in any discussions involving hiring of public sector employees in the U.S. unless approved in advance and in writing by in-house Counsel.

#### Charging time

##### Employee responsibility

Each employee has a responsibility to ensure that his or her weekly time report accurately sets forth the actual 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. All employees are required to complete time sheets in accordance with the requirements established by AECOM. Each supervisor has a responsibility to ensure that the timesheets he/she is approving are accurate and reflect actual hours worked by the individual employee.

Mischarging time is a serious offense which 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 policy, it is the responsibility of the employee to inform in-house Counsel immediately.

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Q:

Right now I don't have any client work to do, but 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, regardless of anything else, time must be charged accurately.

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### Creating and maintaining accurate and complete records

Our reputation depends on the confidence others have in us, which is partly based on the accuracy of our written records and verbal statements.

#### Considerations regarding financial records

All payments and other transactions must be properly authorized by management and be accurately and completely recorded in the books and records of AECOM consistent with generally accepted accounting principles and established AECOM policies and procedures. All transactions must be supported by appropriate documentation. AECOM records must not be misleading in any respect. No undisclosed or unrecorded funds may be established for any purpose, nor may AECOM funds be placed in any personal or non-corporate account.

All employees with financial or accounting responsibilities have additional responsibilities arising from their positions. They must maintain awareness of and perform their duties consistent with financial and accounting related laws, regulations, and professional standards and request appropriate professional advice as required. Senior financial management must also ensure that financial and accounting staffs have the appropriate level of functional expertise and resources to accomplish operational objectives and maintain professional standards, and prevent any pressure on accounting personnel for the purpose of inflating or otherwise misstating reported financial results.

#### The importance of accuracy with all records

Every employee must help ensure that reporting of business information, computerized, paper or otherwise, is accurate, honest, and timely. This policy includes not only financial records but all records of AECOM including, but not limited to, timesheets, inspection reports, plans and specifications, expense reports, vouchers, client billings, other bills, payroll and benefits records, regulatory data, performance evaluations and other essential AECOM information or information provided to clients or other third parties.

#### Internal controls

AECOM has a system of internal controls sufficient to provide reasonable assurance that transactions are executed and recorded in accordance with management authorization, in compliance with the Delegations of Authority, and AECOM policy, to permit preparation of reliable financial statements and to maintain financial control overall. Employees must never mislead AECOM's internal or external auditors through false, incomplete or non-responsive information.

All employees must:

- Follow all laws, external accounting requirements and AECOM procedures and standards for recording and reporting information;
- Comply with the AECOM Delegations of Authority and other corporate policies and procedures including the Insider Trading Policy;
- Never make a false or misleading entry in a report or record;
- Never destroy AECOM records unless pursuant to AECOM's Document Retention Policy or appropriate authorization;
- Never destroy AECOM records that relate to open legal issues or claims without first consulting with in-house Counsel;
- Never sell, transfer or dispose of AECOM assets without proper documentation and authorization;
- Use care in creating all correspondence, voice mail, e-mail, and written documents on behalf of AECOM to avoid inaccuracy, exaggeration, or offensive language.

### Confidential information and other corporate assets

#### Our information

Our business plans, proposals, technical innovations, designs, inventions, patents, intellectual property, financial information, client lists and other information we produce are important assets to AECOM. This information must not be used other than in connection with your duties as an employee of AECOM and must be kept confidential. Employees must also exercise care to ensure that AECOM information is not misused by others. In addition to protecting the confidential information of AECOM, we will also afford this same respect to the confidential information of our clients, partners and other third parties. Employees are required to preserve the confidentiality of confidential information after they leave AECOM's employ.

#### Our other property

In addition to confidential information, we must protect all assets of AECOM against theft, loss, waste or misuse. This includes, but is not limited to, our offices and other facilities, computers and other office equipment, AECOM vehicles, business records, and intellectual property, such as AECOM trademarks. All AECOM resources must be used for the benefit of AECOM and in a prudent manner.

Most clients require prior written permission before their names may be used in AECOM promotional efforts. Some of our contracts contain language prohibiting such activities. Always review your contracts and check with appropriate AECOM personnel before making such use of client names.

### Competitors' information

While obtaining information about competitors and other companies is often common, there are limits to the ways such information can be acquired and used. Under no circumstances should an employee undertake improper means to obtain competitive information. It is strictly against AECOM policy for any AECOM employee to seek, receive, or possess information about a competitor through misrepresentation, bribery or trespass (including unauthorized access to a computer network). Further, AECOM will not hire competitors' employees to obtain confidential information. If an employee possesses another's proprietary information (whether or not it is a trade secret) when they join AECOM, he or she must not disclose or make use of the information.

### Computers, Internet and e-mail

AECOM's computer resources, including but not limited to the AECOM networks and Internet/e-mail system, are to be used for business purposes and only in accordance with all applicable laws and AECOM policies. AECOM allows incidental, occasional personal use of its Internet/e-mail system, provided that it is truly kept to a minimum.

Employees must avoid electronic "snooping" into the affairs of others, and must not "hack" into others' computers to harm any other person or to gain any business advantage. There are many other rules governing the use of computer information systems, and all employees who use AECOM computers are responsible for being familiar with the AECOM information resources policy, including but not limited to policies concerning the appropriate distribution of e-mail and compliance with copyright laws.

### Electronic communications and content belong to AECOM

Employees cannot and should not attempt to use the AECOM networks and Internet/e-mail system to send, receive or store any messages they wish to keep private. All information, data and files are the property of AECOM. AECOM reserves the right, to the extent permitted by applicable law, to monitor or disclose any messages, documents, or any other files, or the use of the Internet or e-mail systems on AECOM or client computers without notice.

### International business

#### Boycotts and trade restrictions

Many countries where AECOM conducts business have adopted laws addressing boycotts and restrictive trade practices. The United States has adopted laws and regulations which (a) prohibit activity which supports restrictive trade practices or boycotts imposed by foreign countries against countries friendly to the United States or against any United States person; and (b) restrict trade with prescribed countries (on a list maintained by the U.S. government that changes periodically) or involving certain products. AECOM's policy is to comply fully with these laws and regulations. Employees should be alert to the possibility of boycott-related requests appearing in documents such as contracts or other "standard" documentation, and must contact their in-house Counsel immediately upon receiving any such request.

#### Export controls

AECOM policy is that all of its activities comply fully with applicable export control laws and regulations of the United States and other applicable jurisdictions. U.S. export laws and regulations include the Arms Export Control Act, the International Traffic in Arms Regulations, the Export Administration Act and related regulations, and the Foreign Assets Control Regulations (Treasury Department embargoes).

AECOM may at times provide equipment or technology in support of our global projects that are subject to such laws in the originating or receiving country. For example, we may provide personal protection equipment such as helmets, vests or Kevlar-type materials to employees working in risky areas. As another example, any communication of technical data likely to end up in the hands of a non-U.S. national constitutes an export of technical data and requires a license. In this regard, an "export" of technical data can occur during meetings, telephone conversations and facilities inspections and through the use of memoranda, letters, faxes, e-mail and other written materials.

Every AECOM employee with responsibility for accepting or processing client contracts and orders, authorizing or processing the international movement of goods or technology, the performance of defense services, or other activity that affects AECOM's compliance with export control laws has an obligation to ensure that he or she is aware of the legal requirements that pertain to such responsibilities and that he or she complies with such legal requirements.

Other examples of controlled items that may require an export license or a re-importation license include but are not limited to:

- Computer software containing certain encryption or performance standards;

- Any materials considered classified by the United States government;

- Certain technical data or software transferred by AECOM to a non-U.S. person, whether or not employed by AECOM.

Any export control questions or issues should be raised with in-house Counsel.

### Legal proceedings and requests for information

In-house Counsel must be immediately notified of any investigation or other legal proceedings in which AECOM becomes or might become involved. This policy also covers situations where an employee becomes involved as a third party (for example, as a witness) if the matter concerns the employee's duties for AECOM. *While it is AECOM policy and practice to cooperate fully with all government investigations, no information, whether oral or written, or records or files of any nature, should be furnished to any outside party in connection with a lawsuit or government investigation, except upon prior approval of in-house Counsel or attorney designated by in-house Counsel. Also, outside counsel may not be hired to represent AECOM without prior permission by in-house Counsel.* In-house Counsel must also be notified upon receipt of any requests for AECOM information related to potential claims, investigations or other legal matters from any third party, such as a reporter or anyone connected with the news media. If contacted by any member of the news media, adhere to AECOM's External Communications Policy located on the corporate intranet.

Employees must never, under any circumstances:

- Destroy or alter any documents in anticipation of a request for those documents from any government agency or a court;
- Lie or make any misleading statements to any government investigator (this includes routine, as well as non-routine, investigations);
- Attempt to cause any other AECOM employee, or any other person, to fail to provide information to any government investigator or to provide any false or misleading information.

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Q:

One of our subconsultants is under investigation and, as a result, I was contacted by government agents for information. In addition, my files and other documentation relating to the job have been subpoenaed. What do I do?

A:

Respond to any such request from government agents by stating that, while it is AECOM's policy to cooperate fully with government investigations, the agents must first contact in-house Counsel. Then immediately call in-house Counsel who will advise you on the next step.

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#### **Actions of third parties**

It is a violation of our Code to assist others (whether employed by AECOM or by other organizations) in violating law, rules, regulations or the Code. In addition, we will not use third parties who act on behalf of AECOM to engage in business activities that violate the Code or applicable laws, rules and regulations.

### Raising questions and reporting concerns

Employees must immediately report any suspected violation of law, regulation, rule or AECOM policy or any request that might constitute such a violation in the manner described below. This includes any violation or perceived violation by an AECOM employee, anyone acting on AECOM's behalf or anyone acting in connection with any matter involving AECOM.

[Failure to report a suspected violation is itself a violation of this Code.](#)

You must raise questions or report concerns to one of the following:

1. To your supervisor.
2. To your Human Resources Director.
3. To your in-house Counsel.
4. To the AECOM Chief Ethics and Compliance Officer.
5. Using the AECOM Hotline by calling (within the U.S. and Canada) 1-888-299-9602. Outside of the U.S. and Canada, please refer to the Hotline poster in your office for the number in your region or go to the AECOM Ethics and Compliance Web page on the AECOM intranet for a comprehensive listing. The toll-free number is staffed by a third-party company operating 24 hours a day, 7 days a week. You do not have to give your name. An Interview Specialist documents your concern, assigns you a personal reference number, and relays your concerns to AECOM.

For a complete list of Human Resources Directors and in-house Counsel, please go to the AECOM Ethics and Compliance Web page on the AECOM intranet and click on "Contacts."

AECOM will conduct a review and investigate any suspected violation reported by employees, which will be kept confidential, to the extent possible, regardless of the outcome of AECOM's investigation. AECOM will not permit retaliation against any employee who makes a good faith report pursuant to this policy. [Retaliation against an employee who complies with this policy is a serious violation of AECOM policy and is grounds for disciplinary action, which, consistent with applicable laws and company policies, may include termination of employment.](#)

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Q:

I was requested by the employee of another company to engage in conduct that might violate the Code and I turned the request down. Is there anything more I need to do regarding this matter?

A:

Yes. It is imperative that any requests that might constitute a violation of the Code – as well as any actual violations – be reported using appropriate procedures.

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#### Violations

Any violation of our business practice standards, including the Code of Conduct, is harmful to the interests of AECOM and may result in appropriate disciplinary action. (In certain instances, and consistent with applicable law and company policies, such disciplinary action may include termination of employment.) Supervisors who, due to a lack of reasonable vigilance, fail to prevent, detect or report violations of applicable law, regulation, rule or policy may, as appropriate, also be subject to the same types of discipline.

#### Business standards

The Code is supplemented, and may be supplemented in the future, by other policy documents (collectively “our business practices standards” or “the standards”). The standards may from time to time be changed by AECOM. Any changes will be promptly disseminated to you. If you perceive a conflict between the policies contained in this Code and any other AECOM policies, seek guidance from in-house Counsel. AECOM has the sole right to administer and interpret the standards and to determine to what extent they are applied in a particular case. The Code and our policies do not constitute a contract of employment between you and AECOM.

AECOM (NYSE: ACM) is a global provider of professional technical and management support services to a broad range of markets, including transportation, facilities, environmental and energy. AECOM provides a blend of global reach, local knowledge, innovation and technical excellence in delivering solutions that enhance and sustain the world's built, natural and social environments.

The AECOM logo consists of the word "AECOM" in a bold, blue, sans-serif font. To the left of the text is a vertical blue line of the same color and height as the letters.

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