



COMPENSATION AND ORGANIZATION COMMITTEE CHARTER
As amended and approved on November 18, 2020

Purpose

The Compensation/Organization Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of AECOM (“AECOM” or the “Company”) to assist the Board in discharging its responsibilities relating to (1) the compensation and benefits of the executive officers of the Company as defined by Section 16 of the Securities Exchange Act of 1934 (“Section 16 Officers”), (2) compensation of members of the Board, and (3) all incentive compensation plans and other equity-based compensation plans in which the Section 16 Officers may be participants and/or requiring approval by the Company’s stockholders.

Duties & Responsibilities

Subject to the limitations set forth in this Charter, applicable laws, regulations and listing standards, and except as otherwise provided by the Board from time to time, the Committee will have the following duties and responsibilities, as delegated by the Board.

Compensation of Section 16 Officers

1. Oversee the Company’s overall compensation philosophy, policies and programs, and assess whether the Company’s compensation philosophy establishes appropriate incentives for applicable management and employees.
2. Annually review the Company’s philosophy regarding executive compensation and consult with the Company’s Chief Executive Officer (the “CEO”) and outside advisors, as appropriate, regarding different compensation approaches.
3. Annually review market data to assess the Company’s competitive position with respect to base salary, annual incentives; and long-term incentives for its Section 16 Officers by reviewing executive compensation surveys compiled by third-party consultants, and those in which the Company participates, of the Company’s peer group and others in the Company’s industry and review supplemental general industry compensation information. Also, as appropriate, periodically review and assess market data on executive perquisites, severance and other non-cash benefits.
4. Review and approve the corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO’s performance in light of these goals and objectives and the performance of the Company relative to its peers, and, either as a Committee or with the other independent directors (as directed by the Board), determine and approve the compensation level (e.g., salary, annual incentive awards, long-term incentives, perquisites and other non-cash benefits) of the CEO based on this evaluation.



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5. Oversee the evaluation of the performance of Section 16 Officers other than the CEO and approve their compensation (e.g., base salary, annual incentive awards, long-term incentives, perquisites and other non-cash benefits).
6. Approve the employment agreements and severance arrangements (including change of control provisions, plans or agreements) for the Section 16 Officers, including the terms of employment offers to prospective new hires into Section 16 Officer positions, considering the recommendations of the CEO.
7. Monitor the ongoing administration of all stockholder-approved incentive compensation and equity-based plans, policies and agreements, including those in which Section 16 Officers are eligible, and compliance with applicable provisions of the Internal Revenue Code of 1986, as amended, including certification of Company performance.
8. Annually review and approve the Company's Stock Ownership Guidelines and monitor compliance with such guidelines.
9. Oversee an annual assessment of risk relating to the Company's compensation policies, programs and practices and report to the Board on the results of this assessment.
10. Assess the results of the Company's most recent advisory vote on executive compensation.
11. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that the Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement; recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and prepare the compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.

Board Compensation

Annually review compensation for service on the Board and its committees, including Stock Ownership Guidelines, utilizing consultants, as appropriate or necessary, and submit any modifications to the Board for approval.

Organization and Operations

1. The Committee will have a minimum of three members. All members of the Committee will be "independent" directors in accordance with the listing standards of the New York Stock Exchange, as determined by the Board.



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2. All Committee members shall meet the definition of a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.
3. The members and Chair of the Committee shall be appointed annually by the independent members of the Board upon the recommendation of the Nominating/Governance Committee and shall serve until the member’s successor is duly appointed or until the member’s earlier resignation or removal. A member may be removed at any time by the Board, with or without cause. A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board.
4. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically (or by similar means where all participants can hear each other and participate), and at such times and places as the Committee determines, and shall meet periodically in executive session. A majority of the Committee members will be a quorum for the transaction of business. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee. The Committee will maintain written minutes of its meetings, which shall be filed with the minutes of the Board meetings. Further, the Committee Chair will report regularly to the Board on Committee actions and on the fulfillment of the Committee’s duties under its Charter.
5. The Committee will conduct an annual self-evaluation of its performance and share the results of the evaluation with the Board.
6. The Committee will annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
7. The Committee will review and recommend for Board approval submissions to stockholders on all stockholder proposals related to executive compensation.
8. The Committee will assess at least annually whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company’s annual report and proxy statement.
9. The Committee will have the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain or obtain the advice of consultants, outside counsel and other advisors, including any compensation consultant used to assist in the evaluation of director or executive compensation. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel



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and other advisors retained by the Committee, and the Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors. The Committee will assess the independence of consultants, outside counsel and other advisors (whether retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with the listing standards of the New York Stock Exchange.

10. The Committee may delegate certain of its responsibilities to one or more of its members or to executive officers or designated senior executives, to the extent permissible under this Charter, the Company's bylaws, or the terms of the applicable plans, laws, rules, regulations and listing standards, and subject to any limitations imposed by the Board from time to time.