



NOMINATING AND GOVERNANCE COMMITTEE CHARTER
As amended on November 18, 2020

Purpose

The Nominating and Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of AECOM ("AECOM" or the "Company") to assist the Board in fulfilling its responsibilities for ensuring the effective governance of the Company.

Duties and 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:

1. Develop and recommend to the Board criteria for identifying and evaluating director candidates, and periodically review such criteria.
2. Engage in succession planning for the Board and key leadership roles on the Board and its committees.
3. Seek and identify individuals qualified to become members of the Board (consistent with criteria approved by the Board), review the qualifications of, and consider management's and stockholder's recommendations for director candidates and recommend to the Board qualified director nominees for appointment, election or reelection to the Board at each annual stockholders' meeting and as necessary to fill vacancies and newly created directorships.
4. Review annually any stockholder proposals submitted for inclusion in AECOM's proxy statement and recommending to the Board any AECOM statements in response.
5. Establish a procedure for the consideration of Board candidates recommended for the Committee's consideration by the Company's stockholders.
6. Identify directors qualified to serve on the various committees of the Board and recommend to the Board qualified nominees for membership in each such committee.
7. Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
8. Evaluate, educate and retain qualified Board members.
9. Oversee annual evaluations of the Board, its committees, and Board members, including assessing the contribution and independence of incumbent directors to determine whether to recommend them for reelection to the Board.
10. Develop and recommend to the Board for adoption the Corporate Governance Guidelines and codes of conduct applicable to the Company, annually review such guidelines, codes of conduct, recommend changes to the same from time to time as appropriate and oversee and monitor compliance with such guidelines, codes and policies.



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11. Oversee AECOM's government compliance activities and code of conduct and other compliance matters.
12. Review and recommend to the Board retirement and other tenure policies for directors.
13. Monitor the independence requirements for Board and committee membership and make determinations as to independence in any given case, including adjudicating questions of possible conflicts of interest of Board members and management.
14. Review any outside directorships in other public companies held by any executive officer of the Company.
15. Review and make recommendations regarding the Company's general policy relating to the support of industry/trade associations and charitable, educational and political organizations.
16. Review the Company's lobbying and political activities.
17. Evaluate developments in corporate governance and review the Company's governing documents, disclosures and other actions related thereto.
18. Review and recommend to the Board whether to accept or reject any resignation offer pursuant to the Company's majority voting policy.
19. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of the New York Stock Exchange, federal securities laws and such other requirements applicable to the Company, as may be delegated to the Committee by the Board from time to time

Organization and Operations

1. The Committee shall consist of at least three members, consisting solely of "independent" directors, as defined by the requirements of the New York Stock Exchange.
2. Each member and chairperson of the Committee (the "Chair") shall be appointed annually by the Board upon the recommendation of the Committee and shall serve until such member's successor is duly appointed or until such member's earlier resignation or removal. A Committee 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.
3. The Committee shall meet as often as may be deemed 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 Committee members shall constitute a quorum for purposes of a meeting. The Chair of the Committee shall report



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regularly to the full Board on the Committee's actions and fulfillment of the Committee's duties under its Charter.

4. The Committee will conduct an annual self-evaluation of its performance and share the results of the evaluation with the Board.
5. The Committee will annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
6. The Committee has the authority, to the extent it deems necessary or appropriate to carry out its responsibilities, to engage, retain and terminate, independent legal counsel, search firms and other advisors and shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to any such advisors.
7. 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, 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.