

AECOM TECHNOLOGY CORP
Form DEF 14A
January 24, 2013

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

AECOM TECHNOLOGY CORPORATION

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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AECOM TECHNOLOGY CORPORATION

555 SOUTH FLOWER STREET, SUITE 3700

LOS ANGELES, CALIFORNIA 90071

Dear AECOM Stockholder:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders (the "2013 Annual Meeting") of AECOM Technology Corporation, which will be held on Thursday, March 7, 2013, at 9:00 a.m. local time at The Millennium Biltmore Hotel, 506 South Grand Avenue, Los Angeles, California 90071.

Details of the business to be conducted at the 2013 Annual Meeting are given in the attached Notice of Annual Meeting of Stockholders and the attached Proxy Statement.

Whether or not you plan to attend the 2013 Annual Meeting in person, it is important that your shares be represented. The attached Proxy Statement contains details about how you may vote your shares.

Thank you for your cooperation.

Sincerely,

John M. Dionisio
Chairman and Chief Executive Officer

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AECOM TECHNOLOGY CORPORATION

**555 SOUTH FLOWER STREET, SUITE 3700
LOS ANGELES, CALIFORNIA 90071**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MARCH 7, 2013**

The 2013 Annual Meeting of Stockholders (the "2013 Annual Meeting") of AECOM Technology Corporation (the "Company") will be held on Thursday, March 7, 2013, at 9:00 a.m. local time at The Millennium Biltmore Hotel, 506 South Grand Avenue, Los Angeles, California 90071. At the 2013 Annual Meeting, you will be asked to:

1. Elect the four Class II Directors named in the Proxy Statement accompanying this notice to the Company's Board of Directors to serve until the Company's 2016 Annual Meeting of Stockholders and until the election and qualification of their respective successors.

The Board of Directors recommends that you vote FOR each of the director nominees.
2. Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2013.

The Board of Directors recommends that you vote FOR the ratification of the selection of Ernst & Young LLP.
3. Vote on an advisory resolution on the Company's executive compensation.

The Board of Directors recommends that you vote FOR the advisory resolution.

We will also attend to any other business properly presented at the 2013 Annual Meeting and any adjournment or postponement thereof. The foregoing items of business are more fully described in the Proxy Statement that is attached to, and a part of, this notice.

Only stockholders of record at the close of business on January 7, 2013, can vote at the 2013 Annual Meeting or any adjournment or postponement thereof.

By order of the Board of Directors,

Christina Ching
Vice President, Corporate Secretary

Los Angeles, California
January 24, 2013

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YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the 2013 Annual Meeting in person, we request that you vote (a) by Internet, (b) by telephone, or (c) by requesting a printed copy of the proxy materials and using the proxy card or voting instruction card enclosed therein as promptly as possible in order to ensure your representation at the 2013 Annual Meeting.

You may revoke your proxy at any time before it is exercised by giving our Corporate Secretary written notice of revocation or submitting a later dated proxy by Internet, telephone or mail, or by attending the 2013 Annual Meeting and voting in person.

Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the 2013 Annual Meeting, you must obtain from the record holder a proxy issued in your name.

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AECOM TECHNOLOGY CORPORATION

555 SOUTH FLOWER STREET, SUITE 3700

LOS ANGELES, CALIFORNIA 90071

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD

MARCH 7, 2013

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation on behalf of the Board of Directors of AECOM Technology Corporation, a Delaware corporation ("we," "our," the "Company" or "AECOM"), of proxies for use at our 2013 Annual Meeting of Stockholders ("2013 Annual Meeting") to be held on March 7, 2013, at 9:00 a.m. local time, or at any adjournment or postponement thereof. At the 2013 Annual Meeting, you will be asked to consider and vote on the matters described in this Proxy Statement and in the accompanying notice. The 2013 Annual Meeting will be held at The Millennium Biltmore Hotel, 506 South Grand Avenue, Los Angeles, California 90071. Only stockholders of record at the close of business on January 7, 2013, which is the record date for the 2013 Annual Meeting, are permitted to vote at the 2013 Annual Meeting and any adjournment or postponement thereof.

The Board of Directors is soliciting your vote to

Elect the four Class II Directors named in this Proxy Statement to the Company's Board of Directors to serve until the Company's 2016 Annual Meeting of Stockholders and until the election and qualification of their respective successors;

Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending September 30, 2013; and

Approve an advisory resolution on the Company's executive compensation.

We are pleased to again take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their stockholders over the Internet. We believe that this e-proxy process expedites stockholders' receipt of proxy materials, while also lowering the costs and reducing the environmental impact of our annual meeting. On January 24, 2013, we began mailing a Notice of Internet Availability of Proxy Materials (the "Notice") to all stockholders of record as of January 7, 2013, and posted our proxy materials on the Web site referenced in the Notice. As more fully described in the Notice, all stockholders may choose to access our proxy materials on the Web site referred to in the Notice or may request to receive a printed set of our proxy materials. In addition, the Notice and Web site provide information regarding how you may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis.

The Proxy Statement and Annual Report on Form 10-K are available at *investors.aecom.com*.

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INFORMATION REGARDING VOTING AT THE 2013 ANNUAL MEETING

Proxies

You may vote your shares in person at the 2013 Annual Meeting or by proxy. There are three ways to vote by proxy: (1) by Internet by following the instructions on the Notice or proxy card, (2) by telephone by calling 1-800-652-8683 and following the instructions on the Notice or proxy card, or (3) by requesting a printed copy of the proxy materials and signing, dating and mailing the enclosed proxy card to our Corporate Secretary at the address below. If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. Internet and telephone voting also will be offered to stockholders owning shares through certain banks and brokers.

You may revoke your proxy at any time before it is exercised by (1) giving our Corporate Secretary written notice of revocation, (2) delivering to us a signed proxy card with a later date, (3) granting a subsequent proxy through the Internet or telephone, or (4) by attending the 2013 Annual Meeting and voting in person. Written notices of revocation and other communications with respect to the revocation of proxies should be addressed to AECOM Technology Corporation, 555 South Flower Street, Suite 3700, Los Angeles, CA 90071, Attention: Corporate Secretary.

All shares represented by valid proxies received and not revoked before they are exercised will be voted in the manner specified in the proxy. Other than with respect to certain trustees who hold our shares in trust, if you submit proxy voting instructions but do not direct how to vote on each item, the persons named as proxies will vote in favor of each of the proposals. Our Board of Directors is unaware of any other matters that may be presented for action at our 2013 Annual Meeting. If other matters do properly come before our 2013 Annual Meeting, however, it is intended that shares represented by proxies will be voted in the discretion of the proxy holders.

If you are a beneficial owner and hold your shares in the name of a bank, broker or other holder of record and do not return the voting instruction card, the broker or other nominee will vote your shares on each matter at the 2013 Annual Meeting for which he or she has the requisite discretionary authority. Under applicable rules, brokers have the discretion to vote on routine matters, which include the ratification of the selection of the independent registered public accounting firm. Brokers will not have the discretion to vote on any of the other proposals presented at the 2013 Annual Meeting.

Solicitation of Proxies

We will pay the entire cost of soliciting proxies. In addition to soliciting proxies by mail, we will request banks, brokers and other record holders to send proxies and proxy materials to the beneficial owners of our common stock and to secure their voting instructions, if necessary. We will reimburse record holders for their reasonable expenses in performing these tasks. In addition, we have retained Georgeson, Inc. to act as a proxy solicitor in conjunction with the 2013 Annual Meeting. We have agreed to pay Georgeson a fee of \$8,000, plus reasonable expenses, costs and disbursements for proxy solicitation services. If necessary, we may use our regular employees, who will not be specially compensated, to solicit proxies from stockholders, whether personally or by telephone, letter or other means.

Record Date and Voting Rights

Our Board of Directors has fixed January 7, 2013, as the record date for determining the stockholders who are entitled to notice of, and to vote at, our 2013 Annual Meeting. Only stockholders of record at the close of business on the record date will receive notice of, and be able to vote

at, our 2013 Annual Meeting. As of the

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record date, there were 104,609,368 shares of our common stock outstanding held by 2,106 record holders, in addition to approximately 21,325 holders who do not hold shares in their own names. A majority of the stock issued and outstanding and entitled to vote must be present at our 2013 Annual Meeting, either in person or by proxy, in order for there to be a quorum at the meeting. Each share of our outstanding common stock entitles its holder to one vote. Shares of our common stock with respect to which the holders are present in person at our 2013 Annual Meeting but not voting, and shares for which we have received proxies but with respect to which holders of the shares have abstained, will be counted as present at our 2013 Annual Meeting for the purpose of determining whether or not a quorum exists. Broker non-votes will also be counted as present for the purpose of determining whether a quorum exists. "Broker non-votes" are shares of common stock held by brokers or nominees over which the broker or nominee lacks discretionary power to vote and for which the broker or nominee has not received specific voting instructions from the beneficial owner.

Directors are elected by a plurality. Therefore, the four nominees who receive the most votes will be elected. Abstentions and broker non-votes will not be counted as participating in the voting for the election of directors, and will therefore have no effect for purposes of such proposal. Both the ratification of our independent registered public accounting firm and the advisory resolution on the Company's executive compensation require the affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote at the 2013 Annual Meeting in order to be approved by our stockholders. In each case, abstentions will be counted as present and will have the effect of a vote against the proposal, while broker non-votes will not be counted as participating in the voting, and will therefore have no effect on the outcome of the vote on either of these proposals. Votes will be tabulated by the inspector of election appointed for the 2013 Annual Meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes. Due to its advisory nature, the results of the advisory vote on the Company's executive compensation will not be binding on our Board of Directors but will be carefully considered by our Board. Our Board of Directors urges you to vote promptly by either electronically submitting a proxy or voting instruction card over the Internet, by telephone or by delivering to us or your broker, as applicable, a signed and dated proxy card.

A representative of Computershare Trust Company, N.A., our transfer agent, will tabulate the votes and act as the inspector of election.

Year-End Reporting Convention

We report our results of operations based on 52- or 53-week periods ending on the Friday nearest September 30. For clarity of presentation, all periods are presented as if the fiscal year ended on September 30. Fiscal years 2012, 2011 and 2010 contained 52 weeks each and ended on September 28, September 30 and October 1, respectively.

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PROPOSAL 1

ELECTION OF CLASS II DIRECTORS

The Company's Certificate of Incorporation provides for a classified Board of Directors, consisting of three classes, with each class serving a three-year term. The Board of Directors is currently composed of 12 members, of whom four each are Class I Directors, Class II Directors and Class III Directors. In accordance therewith, four Class II Directors will be elected at the 2013 Annual Meeting to serve until the 2016 Annual Meeting of Stockholders, and until their successors are duly elected and qualified. If a quorum is present at our 2013 Annual Meeting, the four nominees receiving the greatest number of votes will be elected.

Shares represented by proxies will be voted, if authority to do so is not withheld, for the election of the four nominees named below. Each of the nominees has consented to serve as a director, if elected, and management has no reason to believe that any nominee will be unable or unwilling to serve if elected as a director. In the event that any nominee is unavailable for re-election as a result of an unexpected occurrence, shares will be voted for the election of such substitute nominee as our Board of Directors may propose. Pursuant to the vote and immediately following the 2013 Annual Meeting, our Board of Directors will be composed of four Class I Directors, four Class II Directors and four Class III Directors.

Director Qualifications

The Board of Directors believes that the Board, as a whole, should possess a combination of skills, professional experience and diversity of backgrounds necessary to oversee the Company's business. The Nominating, Governance and Risk Committee is responsible for developing and recommending Board membership criteria to the full Board for approval. The criteria, which are set forth in the Company's Corporate Governance Guidelines, include the highest professional and personal ethics and values, commitment to enhancing stockholder value with sufficient time to carry out his or her duties, and business acumen. In considering director candidates, the Nominating, Governance and Risk Committee looks for business experience and skills, judgment, independence, integrity, an understanding of such areas as finance, marketing, regulation, public policy and the absence of potential conflicts with the Company's interests. While the Nominating, Governance and Risk Committee does not have a formal policy with respect to diversity, the Nominating, Governance and Risk Committee believes that it is essential that Board members represent diverse viewpoints and backgrounds.

The Nominating, Governance and Risk Committee periodically reviews the appropriate skills and characteristics required of Board members in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Nominating, Governance and Risk Committee considers diversity, age, skills, and such other factors as it deems appropriate to maintain a balance of knowledge, experience and capability. This periodic assessment enables the Board to update the skills and experience it seeks in the Board as a whole, and in individual directors, as the Company's needs evolve and change over time and to assess effectiveness of efforts at pursuing diversity. In identifying director candidates from time to time, the Nominating, Governance and Risk Committee may establish specific skills and experience that it believes the Company should seek in order to constitute a balanced and effective board.

The following list sets forth our four director nominees, as well as each of our eight continuing directors.

Nominees for Class II Directors Whose Terms Expire 2016

John M. Dionisio
Robert J. Lowe
William P. Rutledge
Daniel R. Tishman

Class III Directors Whose Terms Expire 2014

Francis S. Y. Bong
S. Malcolm Gillis
David W. Joos
Robert J. Routs

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Class I Directors Whose Terms Expire 2015

James H. Fordyce
Linda Griego
Richard G. Newman
William G. Ouchi

The following section sets forth certain background information of the nominees for election as directors and the current members of our Board of Directors who will continue serving following the 2013 Annual Meeting, as well as each individual's specific experience, qualifications and skills that led our Board of Directors to conclude that each such nominee/director should serve on our Board of Directors.

John M. Dionisio, 64, was appointed Chairman of the Board in October 2011 and has served as Chief Executive Officer since October 2005. Mr. Dionisio previously served as President from October 2005 to September 2011, and was elected to our Board of Directors in December 2005. From October 2003 to October 2005, Mr. Dionisio served as our Executive Vice President and Chief Operating Officer. From October 2000 to October 2003, Mr. Dionisio served as President and Chief Executive Officer of our legacy subsidiary DMJM+Harris operation. Mr. Dionisio joined Frederic R. Harris, Inc., predecessor company to DMJM+Harris, in 1971, where he served in a number of capacities, including Chief Executive Officer from October 1999 to October 2003, President from July 1996 to October 1999, Executive Vice President in charge of U.S. operations from 1993 to 1996 and Manager of the New York Operations and Northern Region Manager from 1992 to 1993. Mr. Dionisio is also a director of Corinthian Colleges, Inc.

Mr. Dionisio brings a deep understanding of the Company's business, industry, operations and strategic planning to our Board of Directors from his nearly 40 years of experience with the Company and from his role as President and Chief Executive Officer. Having Mr. Dionisio serve on our Board of Directors also provides an open channel of communication between our Board of Directors and senior management.

Robert J. Lowe, 73, was named to our Board of Directors in February 1993. Mr. Lowe is Chairman and Chief Executive Officer of Lowe Enterprises, Inc., a real estate company active in property investment, management and development, and its affiliated companies. He was the principal founding shareholder in 1972 of the corporation that became Lowe Enterprises, Inc. Mr. Lowe also serves on the Board of Claremont McKenna College and on the boards of various charitable organizations and government commissions and committees.

Mr. Lowe's executive and investment career brings in-depth knowledge of business operations, strategy and technology to our Board of Directors with particular expertise in development and construction for the facilities market, one of the Company's principal end markets.

William P. Rutledge, 71, was named to our Board of Directors in November 1998. Mr. Rutledge currently serves as Chief Executive Officer of Aquanano, LLC, a company specializing in the commercialization of water purification technology. Mr. Rutledge was Chairman of CPI International, Inc., formerly Communications and Power Industries, a communications company, from 1999 to 2004. Previously, he was President and Chief Executive Officer of Allegheny Teledyne, Inc., a diversified manufacturing company, from August 1996 until his retirement in 1997. Mr. Rutledge also serves on the Board of Directors of Sempra Energy Corporation and the board of trustees of St. John's Health Center Foundation, John Wayne Cancer Institute and the National World War II Museum.

Mr. Rutledge brings strong leadership, knowledge and experience of strategic and financial matters to our Board of Directors from his tenure at Allegheny Teledyne, Inc., and his service as Chief Executive Officer of Aquanano, LLC. He also brings to our Board of Directors important knowledge of public company governance through his service on multiple public company boards.

Daniel R. Tishman, 57, was named to our Board of Directors and as Vice Chairman of the Company in July 2010 in connection with our acquisition of Tishman Construction Corporation. He has also served as Chairman of the Board of Directors and Chief Executive Officer of Tishman Construction, a leading construction management firm, since 2000. He is also Vice Chairman and a member of the Board of Tishman Hotel & Realty LP. Mr. Tishman serves on the boards of the Real Estate Board of New York, the Natural Resources Defense Council, the Albert Einstein College of Medicine, National September 11 Memorial & Museum and UJA-Federation of NY. He also serves as an adviser to several government organizations.

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Mr. Tishman provides strong knowledge, management and operational experience in the construction management industry, and in particular large scale development projects such as the rebuilding of the World Trade Center site in New York City to our Board of Directors.

Francis S. Y. Bong, 70, was named to our Board of Directors in May 2000 after our merger with Maunsell Consultants Asia Holding Ltd. He served as Chairman for our operations in Asia from 2000 to 2009. Prior to our merger with Maunsell, Mr. Bong was Chairman and Chief Executive of Maunsell from 1997 to 2000 and served as Managing Director of the same firm from 1987 to 1996. Mr. Bong started with Maunsell in 1975. Mr. Bong also serves on the Board of Directors of Cosmopolitan International Holdings Ltd. and China Merchants Holdings (International) Company Ltd. as a non-executive director.

Mr. Bong brings to our Board of Directors significant experience in our industry and our businesses particularly throughout Hong Kong and Southeast Asia as a result of his over 20-year career at Maunsell and nine years of service as Chairman of our operations in Asia.

S. Malcolm Gillis, 72, was named to our Board of Directors in January 1998. From July 2004 to present, Dr. Gillis has been a Professor of Economics at Rice University. Dr. Gillis served as President of Rice University from July 1993 to June 2004. Before assuming the presidency of Rice, Dr. Gillis was a professor at Duke University from 1984 to 1993, where he served as Dean of the Faculty of Arts and Sciences from 1991 to 1993. He was at Harvard University from 1969 to 1984, where he did extensive teaching and consulting in the area of international economics, with particular emphasis on Latin America and Asia, working with heads of state on economic policy issues. Dr. Gillis was a director of the Federal Reserve Bank of Dallas from 1998 to 2004. Dr. Gillis is a member of the Board of Directors of Halliburton Company and Service Corporation International. Dr. Gillis also serves on the boards of various educational and charitable organizations and government commissions and committees.

Dr. Gillis brings to our Board of Directors significant economic, financial, and business knowledge and experience gained from his consulting and professorships of international economics at Rice University, Duke University and Harvard University. His knowledge and expertise in economic policy issues affecting Latin America and Asia is particularly valuable to our Board as both Latin America and Asia are targeted growth areas for the Company. Dr. Gillis also provides the Board with important insight regarding public company governance from his service on two other public company Boards.

David W. Joos, 59, was named to our Board of Directors in March 2012. Mr. Joos currently serves as Chairman of the Board of CMS Energy Corporation, a New York Stock Exchange-listed public electric and natural gas utility. Previously, he served from 2004 to 2010 as President and Chief Executive Officer of CMS Energy and as Chief Executive Officer of its principal subsidiary, Consumers Energy Company; from 2001 to 2004 as President and Chief Operating Officer of CMS Energy and Consumers Energy; from 2000 to 2001 as Executive Vice President and Chief Operating Officer electric of CMS Energy; and from 1997 to 2000 as President and Chief Executive Officer of Consumers Energy. He is a director of Steelcase, Inc., a global provider of workplace products, furnishings and services, where he chairs the Compensation Committee and serves on the Audit and Executive Committees and has been a director of CMS Energy and of Consumers Energy since 2001.

Mr. Joos brings to our Board of Directors his extensive knowledge and practical experience in engineering, operations and maintenance of power plants and utility systems. Through his management of a regulated utility, he has developed a solid foundation in governmental affairs, corporate governance, human resources and environmental expertise which benefit the Board. He has worked extensively in the nuclear power industry.

Robert J. Routs, 66, was named to our Board of Directors in December 2010. From 2004 until his retirement in 2008, Dr. Routs served as executive director, U.S. downstream operations, of Royal Dutch Shell plc, part of a global group of energy and petrochemical companies, and as Chairman, Shell Canada. Prior to that time, he served as group managing director for oil products and refining from 2003 to 2004, President and Chief Executive, Shell Oil Products U.S. from 2002 to 2003 and President and Chief Executive, Equilon Enterprises LLC, a Shell-Texaco joint venture, from 2000 to 2002. Dr. Routs began his career at Royal Dutch Shell in 1971, serving in regional manufacturing and global general manager positions throughout his tenure. He also serves on the Board of Directors of AEGON N.V., AP Moller Maersk, ATCO Ltd., Royal DSM N.V. and Royal KPN.

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Dr. Routs was appointed to our Board for his global energy sector leadership as well as his operating and board experience. These qualifications provide our Board of Directors with valuable international business experience and knowledge, which is particularly relevant in light of the global scope of the Company's operations.

James H. Fordyce, 53, was named to our Board of Directors in February 2006. Mr. Fordyce is a Managing Director of J.H. Whitney Capital Partners, LLC, a private investment firm. Mr. Fordyce has been with J.H. Whitney since July 1996. He also serves on the boards of several private companies.

Mr. Fordyce brings to our Board of Directors significant financial and investment experience as a result of his position at J.H. Whitney Capital Partners, LLC, where he has overseen significant debt and equity investments for the firm. In addition, Mr. Fordyce brings experience from his current and prior service on private and public company boards.

Linda Griego, 65, was named to our Board of Directors in May 2005. Ms. Griego has served as President and Chief Executive Officer of Griego Enterprises, Inc., a business management company, since 1985. She was the founder and Managing General Partner of Engine Co. No. 28, a restaurant in downtown Los Angeles, from 1988 until 2010. She also served as Interim President and Chief Executive Officer of the Los Angeles Community Development Bank and was Deputy Mayor of Los Angeles. She is currently a Director of CBS Corporation and American Balanced Fund, the Income Fund of America and International Growth and Income Fund, which are managed by the Capital Group. Ms. Griego is a Chair of the Martin Luther King Hospital Foundation and serves as a trustee of the David and Lucile Packard Foundation. She previously chaired the Board of Southwest Water Company and also served as a Los Angeles Branch Director of the Federal Reserve Bank of San Francisco.

Ms. Griego brings executive management experience and expertise in government relations and public policy through her government appointments and service on not-for-profit boards. Her service on the boards of a number of large companies, including as the independent Chair of Southwest Water Company, provides our Board of Directors with insight regarding corporate governance matters, which is a key area of focus in today's corporate environment.

Richard G. Newman, 78, has been a member of our Board of Directors since May 1990 and has been our Chairman, Emeritus, of the Board of Directors since October 2011. Mr. Newman served as Chairman of our Board of Directors from 2005 until September 2011. In March 2010, he transitioned from his role as an executive officer of the Company to a consultant to the Company. Mr. Newman previously was our Chairman and Chief Executive Officer from 2000 to 2005, Chairman, President and Chief Executive Officer from 1991 to 2000 and President from 1990 until 1991. He served as a director of our predecessor, Ashland Technology Corporation, from February 1989 until it became AECOM in April 1990. Mr. Newman was also President of Ashland Technology from December 1988 until May 1990. Previously, he was President and Chief Operating Officer of Daniel, Mann, Johnson & Mendenhall ("DMJM") from October 1985 to December 1988 and a Corporate Vice President and Vice President of DMJM from 1977 to 1985. Mr. Newman is a director of the Capital Private Client Services Funds. He also was a director of Southwest Water Company, Sempra Energy Company and mutual fund clusters affiliated with Capital Research and Management Company until 2010. Mr. Newman also serves on the boards of various charitable organizations.

Mr. Newman brings a deep understanding of the Company's business, industry and operations to our Board of Directors from his over 30-year career at the Company and in the engineering and construction industry. In addition, as the longest-tenured continuing member of our Board of Directors, he serves as a valuable resource of institutional knowledge. Mr. Newman's executive experience is also a valuable resource for our Board of Directors in its dealings with senior management.

William G. Ouchi, 69, joined our Board of Directors in May 2003. Dr. Ouchi is the Sanford and Betty Sigoloff Distinguished Professor in Corporate Renewal at the Anderson School of Management at the University of California, Los Angeles. He has been on the faculty of UCLA since 1979. Dr. Ouchi is a director of Sempra Energy Company and the Conrad N. Hilton Foundation. Dr. Ouchi has also been Vice Dean for Executive Education at UCLA and Chief of Staff for the Mayor of Los Angeles. Dr. Ouchi also serves on the boards of various charitable organizations.

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Dr. Ouchi brings to our Board of Directors significant experience gained as a consultant and professor at the Anderson School of Management at UCLA, including the areas of corporate governance and organizational performance. He also has extensive leadership experience and an understanding of corporate governance from his membership on other public company boards and charitable organizations and as a former chief of staff for the Mayor of Los Angeles.

Vote Required and Recommendation of the Board of Directors

The vote of a plurality of the shares present in person or represented by proxy and entitled to vote at the 2013 Annual Meeting is required to elect the nominees to the Board of Directors. This means that the four individuals nominated for election to the Board of Directors who receive the most "FOR" votes (among votes properly cast in person or by proxy) will be elected. Abstentions and broker non-votes are not counted for purposes of election of directors.

The Board of Directors recommends that you vote FOR the election of Messrs. Dionisio, Lowe, Rutledge and Tishman to the Board of Directors.

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PROPOSAL 2

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of our Board of Directors has retained Ernst & Young LLP to serve as our independent registered public accounting firm for the fiscal year ending September 30, 2013. A representative of Ernst & Young LLP is expected to be present at the 2013 Annual Meeting and will have an opportunity to make a statement if the representative so desires, and will be available to respond to appropriate questions.

Reasons for the Proposal

Selection of our independent registered public accounting firm is not required to be submitted for stockholder approval, but the Audit Committee of our Board of Directors is seeking ratification of its selection of Ernst & Young LLP from our stockholders as a matter of good corporate practice. If stockholders do not ratify this selection, the Audit Committee of our Board of Directors will reconsider its selection of Ernst & Young LLP, and will, in its sole discretion, either continue to retain this firm or appoint a new independent registered public accounting firm. Even if the selection is ratified, the Audit Committee may, in its discretion, appoint a different independent registered public accounting firm at any time during the fiscal year if it determines that such a change would be in the Company's best interests and the best interests of our stockholders.

Vote Required and Recommendation of the Board of Directors

The affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote at the 2013 Annual Meeting is required to ratify the selection of Ernst & Young LLP, as our independent registered public accounting firm for the fiscal year ending September 30, 2013. Abstentions will be counted as a vote against the proposal.

The Board of Directors recommends that you vote FOR the ratification of Ernst & Young LLP.

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PROPOSAL 3

ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which was added under the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank"), we are asking stockholders to approve an advisory resolution on the Company's executive compensation as reported in this Proxy Statement. Taking into consideration the voting results from the Company's 2011 Annual Meeting of Stockholders concerning the frequency of the stockholder advisory vote on executive compensation, the Company's Board of Directors has determined the Company shall hold an annual advisory vote on executive compensation until the next advisory vote on the frequency of such votes.

At AECOM, executive compensation is directly linked to short- and long-term financial performance metrics. It is also designed to increase value for stockholders through balanced capital allocation priorities, which support improved returns over time.

Since its initial public offering in 2007, AECOM has achieved notable success as a direct result of having talented employees, a strong leadership team and committed stockholders; as well as by delivering improved profitability and cash flow. In fiscal year 2012, the Company effectively navigated a challenging global macro-economic environment. AECOM's balanced growth strategy further expanded the Company's capabilities and diversified the business into high potential areas such as emerging and natural resources-rich markets positioning AECOM well for the future.

Through a combination of operational and financial initiatives, AECOM has a balanced approach to capital allocation with the goal of optimizing long-term returns. The Company is committed long term to achieving an improved mix of growth, profitability and liquidity. In the field, AECOM is strategically focused on strengthening key, fast-growing markets, improving project delivery, enhancing the client experience, as well as leveraging the Company's global end-to-end service platform. Financially, AECOM is committed to improved returns over time driven by profitable growth and enhanced cash conversion, which provide additional opportunities for deploying capital in value enhancing ways.

We urge stockholders to read the "Compensation Discussion and Analysis" below beginning on page 21 of this Proxy Statement, which describes in more detail how our executive compensation policies and procedures operate and are designed to achieve our compensation objectives, as well as the Summary Compensation Table and related compensation tables and narrative which provide detailed information on the compensation of our Named Executive Officers. The Compensation/Organization Committee and the Board of Directors believe that the policies, procedures and programs articulated in the "Compensation Discussion and Analysis" are effective in achieving our goals and that the compensation of our Named Executive Officers reported in this Proxy Statement has supported and contributed to the Company's success.

We are asking stockholders to approve the following advisory resolution at the 2013 Annual Meeting:

RESOLVED, that the stockholders of AECOM Technology Corporation (the "Company") approve, on an advisory basis, the compensation of the Company's Named Executive Officers set forth in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables and narrative in the Proxy Statement for the Company's 2013 Annual Meeting of Stockholders.

This advisory resolution, commonly referred to as a "say-on-pay" resolution, is non-binding on the Board of Directors. Although non-binding, the Board and the Compensation/Organization Committee will carefully review and consider the voting results when evaluating our executive compensation program.

Vote Required and Recommendation of the Board of Directors

The affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote at the 2013 Annual Meeting is required to approve the advisory resolution on the Company's executive compensation. Abstentions will be counted as a vote against the resolution, whereas broker non-votes will have no effect on the vote.

The Board of Directors recommends that you vote FOR the advisory resolution on executive compensation.

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CORPORATE GOVERNANCE

Board Meetings

During our fiscal year ended September 30, 2012, our Board of Directors met six times, the Audit Committee met five times, the Compensation/Organization Committee met four times, the Nominating, Governance and Risk Committee met two times, and the Planning, Finance and Investment Committee met four times. Each incumbent director attended at least 75% of the aggregate of (1) the total number of meetings of our Board of Directors and (2) the total number of meetings held by all committees of the Board of Directors on which he or she served during fiscal year 2012.

Director Independence

Eight of the 12 members of our Board of Directors are independent directors as defined in accordance with the listing standards of the New York Stock Exchange. These standards provide that a director is independent only if our Board of Directors affirmatively determines that the director has no direct or indirect material relationship with the Company. They also specify various relationships that preclude a determination of director independence. Material relationships may include commercial, industrial, consulting, legal, accounting, charitable, family and other business, professional and personal relationships.

Applying these standards, our Board of Directors, upon the recommendation of our Nominating, Governance and Risk Committee, annually reviews the independence of our directors. In its most recent review, our Board of Directors considered, among other things, the absence of any employment relationships between the Company and our directors and their families; the absence of any of the other specific relationships that would preclude a determination of independence under New York Stock Exchange independence rules; the absence of any affiliation of the Company's directors and their families with the Company's independent registered public accounting firm, compensation consultants, legal counsel and other consultants and advisors; the absence of any transactions with directors and members of their families that would require disclosure in this Proxy Statement under U.S. Securities and Exchange Commission rules regarding related person transactions; the insubstantial amount of goods and services that we purchase in the ordinary course of business from companies, and the modest amount of our discretionary contributions to non-profit organizations of which some of our directors or members of their families are associated.

Our Board of Directors has determined that the following members are independent as determined in reference to the standards of the New York Stock Exchange: Messrs. Fordyce, Gillis, Joos, Lowe, Ouchi, Routs and Rutledge and Ms. Griego.

Board Leadership Structure

The Board has been, and continues to be, a strong proponent of Board independence. As a result, the Company's corporate governance structures and practices provide for a strong, independent Board and include several independent oversight mechanisms, including a lead independent director, only independent directors serving as committee chairpersons and the directors' and committees' ability to engage independent consultants and advisors.

The independent directors annually appoint a lead independent director. William G. Ouchi served as the lead independent director for fiscal year 2012 and is continuing to serve in that role for fiscal year 2013.

The position and role of the lead independent director is intended to expand lines of communication between the Board and members of management. It is not intended to reduce the free and open access and

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communications that each independent board member has with other board members and members of management. The lead independent director has the following duties:

To organize, convene and preside over executive sessions of the non-employee and independent directors and promptly communicate approved messages and directives to the Chairman of the Board and Chief Executive Officer.

To preside at all meetings of the Board of Directors at which the Chairman of the Board is not available.

To collect and communicate to the Chairman of the Board and Chief Executive Officer the views and recommendations of the independent directors, relating to his or her performance.

To perform such other duties and responsibilities as may be assigned from time-to-time by the independent directors.

To complement this structure, the Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman of the Board and Chief Executive Officer in the best interests of the Company. The Board believes that the decision as to who should serve in those roles, and whether the offices should be combined or separate, should be assessed periodically by the Board, and that the Board should not be constrained by a rigid policy mandate when making these determinations. Additionally, the Board believes that it needs to retain the ability to balance the independent Board structure with the flexibility to appoint as Chairman of the Board someone with hands-on knowledge of and experience in the operations of the Company.

Currently, the positions of Chairman of the Board and Chief Executive Officer are held by one person. We believe this structure is optimal for the Company at this time because it demonstrates for our employees, customers and other stakeholders that the Company is under strong leadership, with a single person setting the tone and having primary responsibility for managing our operations. Having a single leader for both the Company and the Board eliminates the potential for confusion or duplication of efforts, and provides clear leadership for our Company.

The Board of Directors believes this governance structure and these practices enables strong and independent directors to effectively oversee the Company's management and key issues related to long-range business plans, long-range strategic issues, risks and integrity.

Executive Sessions

Executive sessions of non-employee directors are included on the agenda for every regularly scheduled Board of Directors meeting and, during fiscal year 2012, executive sessions were held at each regularly scheduled Board of Directors meeting. The executive sessions are chaired by the lead independent director, which is William G. Ouchi.

Board's Role in Risk Oversight

The Board plays an active role, both as a whole and also at the committee level, in overseeing management of the Company's risks. Management is responsible for the Company's day-to-day risk management activities. The Company relies on a comprehensive risk management process to aggregate, monitor, measure and manage risks. The risk management process is designed to enable the Board of Directors to establish a mutual understanding with management of the effectiveness of the Company's risk management practices and capabilities, to review the Company's risk exposure and to elevate certain key risks for discussion at the Board level. The Company's risk management process is overseen by its Chief Risk Officer, who is a member of the Company's senior management. The full Board receives regular updates on the Company's risk management process.

The Nominating, Governance and Risk Committee oversees the Company's overall policies regarding risk assessment and risk management. However, the Nominating, Governance and Risk Committee consults with the Audit Committee in reviewing guidelines and policies with

respect to risk assessment and risk management

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and with the Planning, Finance and Investments Committee in reviewing strategies with respect to foreign exchange risk. The Compensation/Organization Committee oversees risks relating to the Company's compensation policies and practices, as described below. The full Board monitors risk through regular reports from each of the Committee chairs and is apprised of particular risk management matters in connection with its general oversight and approval of corporate matters. We believe the division of risk management responsibilities described above provides an effective framework for evaluating and addressing the risks facing the Company, and that our Board leadership structure supports this approach because it allows our independent directors, through the independent committee chairpersons, to exercise effective oversight of the actions of management.

Risk Assessment of Compensation Policies and Practices

In fiscal year 2012, the Compensation/Organization Committee's independent consultant, Exequity, conducted a risk assessment of the Company's compensation policies and practices as they apply to all employees, including all executive officers. The consultant reviewed the design features and performance metrics of our cash and stock-based incentive programs along with the approval mechanisms associated with each to determine whether any of these policies and practices could create risks that are reasonably likely to have a material adverse effect on the Company.

As part of the review, several factors were noted that reduce the likelihood of excessive risk-taking:

Our compensation mix is balanced among fixed components such as salary and benefits, annual incentive payments and long-term incentives, including Performance Earnings Program awards and Restricted Stock Units granted under our 2006 Stock Incentive Plan, which typically vest or are earned over three years.

Performance Earnings Program awards, which make up 60% of long-term incentives for our executives, balance both growth and profitability and are earned if thresholds are met in both growth in earnings before interest, taxes and amortization ("EBITA") and return on investment over three years.

The Compensation/Organization Committee has ultimate authority to determine, and reduce if appropriate, compensation provided to our executive officers, including each of the Named Executive Officers.

The Compensation/Organization Committee, under its charter, has the authority to retain any advisor it deems necessary to fulfill its obligations and has engaged Exequity LLP as its independent consultant. Exequity performs services for the Compensation/Organization Committee as described in the Compensation Discussion and Analysis section of this Proxy Statement.

Our annual incentive programs for employees are funded in aggregate based on the results of certain financial metrics. Individual payouts are based on a combination of financial metrics as well as qualitative factors.

Our long-term incentive and stock-based awards, including Performance Earnings Program awards and Restricted Stock Units granted under our 2006 Stock Incentive Plan, are all approved by either the Compensation/Organization Committee for our executive officers and by or our CEO for non-executive officers under our delegations of authority.

Our Named Executive Officers are subject to stock ownership guidelines and our insider trading policy.

Based on this assessment, the Company concluded that its compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

Committees of the Board of Directors

The Board of Directors of the Company has four standing committees: an Audit Committee, a Compensation/Organization Committee, a Nominating, Governance and Risk Committee and a Planning, Finance and Investment Committee. In accordance with New York Stock Exchange regulations, each member of the Audit

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Committee, the Compensation/Organization Committee and the Nominating, Governance and Risk Committee of the Board of Directors has been determined by our Board of Directors to be "independent." The committees operate under written charters that are available for viewing on the "Corporate Governance" area of the "Investors" section of our Web site at www.aecom.com.

The members of each of the Company's standing committees are as follows:

Audit Committee

William P. Rutledge, *Chair*
S. Malcolm Gillis
Linda Griego
David W. Joos
Robert J. Routs

Compensation/Organization Committee

James H. Fordyce, *Chair*
S. Malcolm Gillis
Linda Griego
William G. Ouchi
William P. Rutledge

Nominating, Governance and Risk Committee

William G. Ouchi, *Chair*
S. Malcolm Gillis
Linda Griego
David W. Joos
Robert J. Lowe
Robert J. Routs

Planning, Finance and Investment Committee

Robert J. Lowe, *Chair*
Francis S.Y. Bong
James H. Fordyce
Richard G. Newman
Robert J. Routs
Daniel R. Tishman

Audit Committee. The Audit Committee, which is composed solely of independent directors as defined under Rule 10A-3(b)(1) of the rules of the Securities and Exchange Commission and the regulations of the New York Stock Exchange, makes recommendations to our Board of Directors regarding the selection of independent auditors, reviews the results and scope of the audit of our financial statements and other services provided by our independent auditors, reviews and approves audit fees and all non-audit services and reviews and evaluates our audit and control functions. Our Audit Committee held five meetings during fiscal year 2012. Our Board of Directors has determined that Mr. Rutledge, Chairperson of the Audit Committee, and Dr. Routs each qualifies as an "audit committee financial expert" as defined by the rules under the Securities Exchange Act of 1934. The "Report of the Audit Committee" is included below in this Proxy Statement.

Compensation/Organization Committee. The Compensation/Organization Committee, composed solely of independent directors, as defined under the regulations of the New York Stock Exchange, non-employee directors, as defined under Rule 16b-3 of the Exchange Act, and outside directors for purposes of Section 162(m) under the Internal Revenue Code, oversees our compensation plans. Such oversight includes decisions regarding executive management salaries, incentive compensation and long-term compensation plans as well as Company-wide equity plans for our employees. This committee also reviews the Board of Directors' compensation plan for service on the Board of Directors and its committees, utilizing independent consultants, and oversees management succession planning. For further information regarding the Compensation/Organization Committee's processes and procedures for determining executive and non-employee director compensation, see the Compensation Discussion and Analysis section of this Proxy Statement. Our

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Compensation/Organization Committee held four meetings during fiscal year 2012. The "Report of the Compensation/Organization Committee of the Board of Directors" is included below in this Proxy Statement.

Nominating, Governance and Risk Committee. The Nominating, Governance and Risk Committee is composed solely of independent directors, as defined under the regulations of the New York Stock Exchange, and is responsible for recruiting and retaining qualified persons to serve on our Board of Directors, including recommending such individuals to the Board of Directors for nomination for election as directors; for evaluating director independence; for oversight of our ethics and compliance activities; and for overseeing, in consultation with the Audit Committee, the Company's overall policies regarding risk assessment and risk management. The Nominating, Governance and Risk Committee also considers written suggestions from stockholders, including potential nominees for election, and oversees the corporation's governance programs. This committee also conducts performance evaluations for the class of directors being elected at each annual meeting of stockholders. Our Nominating, Governance and Risk Committee held two meetings during fiscal year 2012.

Planning, Finance and Investment Committee. The Planning, Finance and Investment Committee reviews our corporate finance programs, proposed investments and acquisitions, our strategic plans and other strategic initiatives. Our Planning, Finance and Investment Committee held four meetings during fiscal year 2012.

Corporate Governance Guidelines

Our Board of Directors has adopted corporate governance guidelines that set forth several important principles regarding our Board of Directors and its committees, including Board of Director membership criteria as well as other matters. Our corporate governance guidelines are available for viewing on the "Corporate Governance" area of the "Investors" section of our Web site at www.aecom.com.

Codes of Conduct and Ethics

We have adopted a Code of Conduct that describes the professional, legal, ethical, financial and social responsibilities of all of our directors, officers and employees. We require all of our directors, officers and employees to read and acknowledge the Code of Conduct, and we provide regular compliance training to all our directors, officers and employees. Our directors, officers and employees are also encouraged to report suspected violations of the Code of Conduct through various means, including a toll-free hotline, and they may do so anonymously. We also obtain year-end certifications from management personnel confirming compliance with the Code of Conduct. If we make substantive amendments to the Code of Conduct or grant any waiver, including any implicit waiver, to our principal executive, financial or accounting officer, or persons performing similar functions or any director, we will disclose the nature of such amendment or waiver in a press release, on our Web site and/or in a report on Form 8-K in accordance with applicable rules and regulations. In addition, we have a separate Code of Ethics for Senior Financial Officers that imposes specific standards of conduct on employees with financial reporting responsibilities. We also have a Global Ethical Business Conduct Policy that provides specific guidance to ensure that lawful and ethical business practices are followed while conducting international business activities. Our Code of Conduct, Code of Ethics for Senior Financial Officers and Global Ethical Business Conduct Policy are available for viewing on the "Corporate Governance" area of the "Investors" section of our Web site at www.aecom.com and in print to any stockholder that requests it. Any such request should be addressed to AECOM Technology Corporation, 555 South Flower Street, Suite 3700, Los Angeles, California 90071, Attention: Corporate Secretary.

Communications with the Board of Directors

Our stockholders or other interested parties may communicate with our Board of Directors, a committee of our Board of Directors or a director by sending a letter addressed to the Board of Directors, a committee or a director to AECOM Technology Corporation, 555 South Flower Street, Suite 3700, Los Angeles, California 90071, Attention: Corporate Secretary. All communications will be compiled by our Corporate Secretary and forwarded to the Board of Directors, the committee or the director, as appropriate.

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Director Nominations

The Nominating, Governance and Risk Committee of our Board of Directors is charged with identifying, reviewing and recommending to the Board of Directors qualified individuals to become directors and regularly assessing the size and composition of the Board of Directors and recommending any changes to the Board of Directors.

It is our belief that members of the Board of Directors should have the highest professional and personal ethics and values. The Board's Nominating, Governance and Risk Committee periodically reviews the appropriate skills and characteristics required of members of the Board of Directors in the context of the current composition of the Board of Directors, the operating requirements of the Company and the long-term interests of stockholders. We believe that, as a whole, the Board of Directors should include individuals that are committed to enhancing stockholder value with sufficient time to effectively carry out their duties. While all directors should possess business acumen, the Board of Directors endeavors to include an array of targeted skills and experience in its overall composition. Criteria that the Nominating, Governance and Risk Committee looks for in director candidates include business experience and skills, judgment, independence, integrity, an understanding of such areas as finance, marketing, regulation, end markets and public policy, and the absence of potential conflicts with the Company's interests. While the Nominating, Governance and Risk Committee does not have a formal policy with respect to diversity, the Nominating, Governance and Risk Committee believes that it is essential that Board members represent diverse viewpoints and backgrounds.

Our Nominating, Governance and Risk Committee will consider stockholder nominations for directors. The Nominating, Governance and Risk Committee evaluates any such nominees that are properly submitted using the same criteria it otherwise employs, as described above. Any recommendation submitted by a stockholder must include the same information concerning the potential candidate as is required when a stockholder wishes to nominate a candidate directly. In addition, any such recommendation must be received in the same time frame as is required by our Bylaws when a stockholder wishes to nominate a candidate directly. To be timely, the notice must be received not less than 90 nor more than 120 days prior to the date of the first anniversary of the preceding year's annual meeting of stockholders. However, in the event that the date of the annual meeting is advanced more than 30 days prior to such anniversary date or delayed more than 30 days after such anniversary date, notice by the stockholder to be timely must be received no more than 120 days prior to the date of the annual meeting and not less than the later of the close of business (a) 90 days prior to the date of the annual meeting and (b) the tenth day following the day on which the notice of stockholder meeting was mailed or public disclosure of such meeting was made by the Company. To be in proper form, the notice must, as to each person whom the stockholder proposes to nominate for election or re-election as a director, set forth all information concerning such person as would be required in a Proxy Statement soliciting proxies for the election of directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (including such person's signed written consent to being named in the Proxy Statement as a nominee and to serve as a director of the Company, if elected) and a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years between or among such stockholder and beneficial owner, if any, on whose behalf the nomination is being made, and their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand. In addition, as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is being made, the notice must also state the name and address, as they appear on the Company's books, of such stockholder and such beneficial owner, the class and number of shares of the Company that are owned of record and beneficially by such stockholder and such beneficial owner, a description of any agreement, arrangement or understanding with respect to the nomination between such stockholder or beneficial owner and any other person, including without limitation any agreements that would be required to be disclosed pursuant to Item 5 or Item 6 of Schedule 13D (regardless of whether the requirement to file a Schedule 13D is applicable to the stockholder or beneficial owner) of the Exchange Act, and a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder or beneficial owner, the effect or intent of which is to mitigate loss, manage risk or benefit from changes in the share price of any class of the Company's capital stock, or maintain, increase or decrease the voting power of the stockholder or beneficial

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owner with respect to shares of stock of the Company. Stockholders who wish to nominate candidates for director must do so pursuant to these procedures.

Director Attendance at Annual Meetings

AECOM's policy is for directors to attend our annual meetings of stockholders, unless there are extenuating circumstances. All of the members of our Board of Directors attended the 2012 Annual Meeting of Stockholders.

Director Compensation

Information regarding the compensation of our non-employee directors is discussed below in "Compensation of Executive Officers and Other Information Directors Compensation for Fiscal Year 2012."

Director Retirement Policy

Our Board of Directors has adopted a director retirement policy which provides that, unless otherwise recommended by the Nominating, Governance and Risk Committee and approved by the Board of Directors, directors are expected to retire from the Board of Directors at the end of the term of service during which they turn 72 years of age. The Nominating, Governance and Risk Committee recommended and the Board of Directors approved the inclusion of Robert J. Lowe as a director candidate for re-election at the 2013 Annual Meeting.

Related Party Transaction Policy

We have adopted a related party transaction policy, which covers transactions involving in excess of \$120,000 between us and our directors, executive officers, 5% or greater stockholders and parties related to the foregoing, such as immediate family members and entities they control. The policy requires that any such transaction be considered and approved by our Audit Committee prior to entry into such transaction. In reviewing such transactions, the policy requires the Audit Committee to consider all of the relevant facts and circumstances available to the Audit Committee, including (if applicable) but not limited to the benefits to the Company, the availability of other sources for comparable products or services, the terms of the transaction and the terms available to unrelated third parties or to employees generally.

Under the policy, if we should discover related party transactions that have not been approved, the Audit Committee will be notified and will determine the appropriate action, including ratification, rescission or amendment of the transaction.

Certain Relationships and Related Transactions
