

# **AECOM Employee Stock Purchase Plan (ESPP)**

**Global**

# About the ESPP

Through the AECOM Employee Stock Purchase Plan (ESPP), you can purchase shares of AECOM common stock at a 12% discount.

This brochure explains how the ESPP works and summarizes the services provided by Merrill, the ESPP recordkeeper. Please review the AECOM Amended and Restated Employee Stock Purchase Plan and prospectus for a detailed description of the ESPP terms and conditions. You can get started by visiting Merrill's Benefits OnLine® website at [benefits.ml.com](http://benefits.ml.com).

Here are the steps to participate:

**Step 1:** AECOM makes an offer to eligible employees, through a prospectus, to purchase shares through the ESPP.

**Step 2:** You can enroll anytime. There are six enrollment periods during the calendar year, each lasting two months. When you enroll, you will make your contribution rate election. The date of your enrollment will determine the offering period to which your contributions will be credited. Once enrolled, you do not need to re-enroll during future enrollment periods. Your participation will continue automatically unless you cancel it. See page 4 for more information about cancelling participation. The first time you enroll in the ESPP, you will be required to open a Merrill brokerage account to receive shares purchased through the ESPP. See page 6 for more details.

**Step 3:** Once enrolled, you contribute a percentage of your eligible compensation to the ESPP through after-tax payroll deductions during an offering period. Eligible compensation includes base salary or base wages, plus any overtime pay received from the company, but excludes any bonus compensation. Your total contributions during the offering period will be tracked by AECOM through payroll and will not be displayed on Benefits OnLine.

**Step 4:** At the end of each offering period, your accumulated contributions will be converted into U.S. dollars. Once converted, your accumulated contributions will be used to purchase shares of AECOM common stock at a 12% discount from the fair market value at that time on your behalf. This will occur automatically unless you have indicated before the end of the offering period that you do not want to purchase shares with your contributions. Fair market value is defined as the closing price on the New York Stock Exchange on the last trading day of the offering period.

## Country-specific information

For information related to specific countries, refer to the AECOM Employee Stock Purchase Plan Global Subscription Agreement and Notification, which is available on the Employee Stock Purchase Plan section of AECOM's intranet, **Ecosystem**. (Canada employees can find this information on AECOM's benefits website at [benefitsataecom.com](http://benefitsataecom.com).)

*Descriptions of the ESPP are provided solely by AECOM. Additional information about the ESPP, including the AECOM Amended and Related Employee Stock Purchase Plan and prospectus, is available in the Employee Stock Purchase Plan (ESPP) section of AECOM's intranet, **Ecosystem**. (Canada employees can find this information on AECOM's benefits website at [benefitsataecom.com](http://benefitsataecom.com).) You'll also find a schedule of enrollment and offering periods and deadlines for making changes to your elections.*

*Descriptions of online account management in this document are provided by Merrill. Contact Merrill at 877.MER.4ACM (877.637.4226) for more information.*

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<b>Are Not FDIC Insured</b>	<b>Are Not Bank Guaranteed</b>	<b>May Lose Value</b>
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# ESPP timeline

Please note the following plan features:

## Enrollment period

The enrollment period is a period of time during which you can enroll for the upcoming offering period or reduce or increase your contribution rate. You can elect a contribution rate of up to 10% of your base pay plus any overtime pay. The enrollment deadline is the 20th of the month prior to the beginning of the next offering period.

## Offering period

The offering period is a period during which your contributions are allocated to the ESPP through payroll deductions. There are six two-month offering periods, ending in even months. Your total contribution amount will be tracked on your paystub. At the end of the offering period, your total contributions will be used to purchase AECOM common stock at a 12% discount from the fair market value at that time.

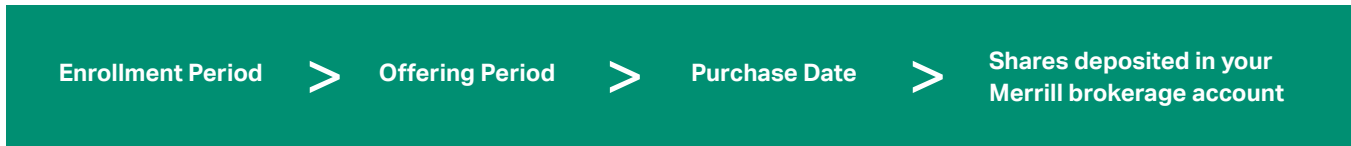
## Purchase date/price

The purchase date is the last day of the offering period. The purchase price is the closing price on the New York Stock Exchange on the last trading day of the offering period.

## Receiving your purchased AECOM shares

Shares will be deposited in your Merrill brokerage account, called a Limited Individual Investor Account, approximately 10 business days after the end of the offering period or as soon as administratively possible.

See "Managing your account through Merrill" beginning on page 5 for information about enrolling in the ESPP online.



# Plan features

This section summarizes certain features of the ESPP. These features are more fully described in the plan documents available in the Employee Stock Purchase Plan (ESPP) section of AECOM's intranet, **Ecosystem**. (Canada employees can find this information on AECOM's benefits website at **benefitsataecom.com**.)

## Eligibility

All employees of AECOM or a subsidiary of AECOM are eligible to participate in the ESPP. An individual who has been classified as an independent contractor or casual will not qualify as an employee.

## Enrollment elections

You can elect to contribute up to 10% of your eligible compensation. The date of your enrollment will determine the offering period to which your contributions will be credited. The enrollment deadline is the 20th of the month prior to the beginning of the next offering period.

## Contributions

Contributions can be made only during an offering period. You may contribute up to 10% of your eligible compensation to the ESPP, subject to plan and legal limits. Your eligible compensation includes base salary or base wages, plus any overtime pay received from the company. Bonus compensation is not eligible compensation. No interest is earned on contributions. You may purchase shares up to the annual legal limit of US\$25,000 worth of stock.

## Contribution rate changes

Your contributions will continue during each subsequent offering period unless you make an alternative election through Merrill. See "Making changes to your elections" for more information. During an offering period, you can reduce or discontinue your contribution rate, but you cannot increase it. Any increase in your contribution rate will be applied to the next offering period.

## Stock purchase

Based on the stock price on the last trading day of an offering period, AECOM will purchase shares of AECOM common stock on your behalf with your contributions, up to the plan limit of 1,300 shares per offering period, and the legal limit of US\$25,000 worth of stock per year. The annual US\$25,000 limit is determined based on the fair market value of the stock on the first day of the offering period. Your accrued contributions will be converted into U.S. dollars before the purchase is made.

Your shares will then be deposited in your Limited Individual Investor Account (LIIA) as soon as administratively possible. For more information about the LIIA, see page 6.

If your purchases would exceed the US\$25,000 annual limit or result in the acquisition of more than 1,300 shares per offering period, then your share purchase will be limited, and any residual cash will be returned to you through payroll as soon as administratively possible.

AECOM makes a certain number of shares available for purchase through the ESPP. If the total number of shares of common stock to be purchased through the plan exceeds the number of shares available for purchase, the available shares will be allocated on a pro-rata basis and any residual cash will be returned to you through payroll as soon as administratively possible.

## Making changes to your elections

At any time, you can reduce or cancel your ESPP contribution elections. Increasing your contributions is only permitted during an enrollment period. You aren't permitted to increase your contributions during the offering period in which you are making contributions.

If you cancel your ESPP election during an *enrollment period*, no further contributions will be made unless you re-enroll and make a new contribution election. If you cancel your election during an *offering period*, your contributions will end for the current offering period, but they will resume automatically for the next offering period, at the same contribution rate. If you do not want your participation to re-start at the next offering period, you need to cancel again during the current enrollment period.

During an offering period, you may cease contributions and have the contributions refunded, or you may cease contributions and use those contributions made to purchase stock on the next purchase date. These actions will occur as soon as administratively possible.

# Managing your account through Merrill

## To enroll online

You can enroll in the ESPP and easily manage your account through Benefits OnLine at **benefits.ml.com**. The first time you visit the site, you will need an internal verification number, which is provided to you by Merrill. If you have a U.S. Social Security number, you can enter that in place of the internal verification number. Depending on where you work and live, your internal verification number will be mailed to your address on record or delivered to you at your work location.

### Step 1: Log in

Visit **benefits.ml.com** and enter your User ID and Password. If this is your first time visiting the site, you can create your User ID and Password by following the prompts on the screen. When creating a User ID and Password, you will need an internal verification number or U.S. Social Security number.

Note: If you already created a User ID and Password for a different AECOM plan with Merrill, you may use those login credentials to access the site for the ESPP.

### Step 2: Select "Enroll Now"

Once you are logged in, you will come to the Home page. Select "Enroll Now" to begin the enrollment process.

### Step 3: Follow the directions to complete your enrollment

Choose a whole percentage of your eligible compensation to contribute to the ESPP. You will receive a confirmation of your election.

### Step 4: Open your Merrill brokerage account

Before you can receive AECOM shares through the ESPP in a Merrill brokerage account, you will need to establish a Limited Individual Investor Account (LIIA). Note: Enrolling in the ESPP and opening your brokerage account are two separate steps, but they can both be completed in a single online session. See page 6 for more about the LIIA.

## Employees subject to pre-clearance

If you are a control person, Section 16 Insider, or an individual subject to a pre-clearance policy (e.g., executive officer or director), contact AECOM's Legal Department at 213.593.8000 or [tradingcompliance@aecom.com](mailto:tradingcompliance@aecom.com) to open your Merrill brokerage account and conduct transactions. See page 8 for more information.

## Enrolling and managing your ESPP account on the telephone

Telephone support is available 24 hours a day, seven days a week.\*

- 877.MER.4ACM (877.637.4226)
- Outside the U.S., Canada and Puerto Rico: Use the AT&T country code plus +1 877.MER.4ACM (877.637.4226), or dial direct: +1 609.818.8894. Select "1" for the ESPP when prompted and you will be transferred to a representative.

## Select your preferred language

The Benefits OnLine website can be viewed in different languages. (However the screens for opening your brokerage account are available in English only; see page 6.) If you would like to use the site in a language other than English, follow these instructions:

1. Go to **benefits.ml.com**.
2. Select **Language Preference** at the top of the login page.
3. From the dropdown menu, select your language preference.

*This brochure provides a general description of Merrill's ESPP services. Your ESPP participation is subject to the terms of your company's plan, any agreement between you and your company covering the plan, and any prospectus provided to you by your company. Any transactions in connection with your plan in your Merrill brokerage account are subject to the terms and conditions of that account. This brochure does not constitute an offer or invitation to buy any securities. Any offer to buy securities from your company would be made only by a prospectus in accordance with the Securities Act of 1933 as amended. Refer to the accompanying materials for information provided by your company about your specific program.*

\* Subject to occasional downtime for system maintenance.

## Your Merrill brokerage account

The Limited Individual Investor Account (LIIA) is a self-directed, non-interest bearing brokerage account used to receive shares acquired through the ESPP and to hold and sell AECOM stock. The LIIA is separate from any other Merrill brokerage account you may have. *You must open your LIIA — AECOM cannot do this for you — for shares to be deposited into your account.*

Keep in mind that it can take up to 72 hours for your account to be opened once your application has been received.

Once you open your account, you can hold and sell your AECOM shares. Any shares held in your LIIA can be transferred to the broker of your choice at no cost to you through a broker-to-broker transfer at any time. Or, you may maintain these shares in your LIIA.

You will be prompted to complete a Form W-8BEN as part of the LIIA opening process. Failure to do so may result in mandatory additional U.S. backup withholding tax on your transactions.

### Tax liability

Please consult your own independent tax advisor regarding any personal tax implications as a result of participating in the ESPP.

## Important: Make address changes through Merrill

When your home address changes, you must notify Merrill directly for your ESPP account, even if you have updated your records at AECOM. To contact Merrill, call 877.MER.4ACM (877.637.4226). Outside the U.S., Canada and Puerto Rico, use the AT&T country code plus +1 877.MER.4ACM (877.637.4226), or dial direct: +1 609.818.8894.

## Already have a different Merrill brokerage account?

You'll still need to establish an LIIA for your ESPP shares, even if you have an LIIA for a different AECOM plan with Merrill. You cannot use the same account for both plans.

## Account opening screens in English only

While most of the content on Benefits OnLine is available in different languages, the screens related to opening an LIIA are in English only. For further assistance, please speak with a participant service representative, who can engage a translator as needed. From the U.S., Canada and Puerto Rico, dial 877.MER.4ACM (877.637.4226). From other countries, use the AT&T country code plus +1 877.MER.4ACM (877.637.4226), or dial direct: +1 609.818.8894. Select "1" for the ESPP when prompted and you will be transferred to a representative.

\* Subject to occasional downtime for system maintenance.

# Selling shares

Once shares have been purchased and deposited in your Limited Individual Investor Account (LIIA), you may:

- Retain some or all of the shares in your LIIA,
- Transfer them to another account of your choice, or
- Sell some or all of the shares.

You can sell your shares at any time and receive the proceeds in the form of a check or wire transfer.

However, if you previously have been notified that you are an individual subject to pre-clearance procedures under the AECOM Insider Trading Policy, you must contact AECOM's Legal Department as you normally would before selling your shares. Contact AECOM's Legal Department at 213.593.8000, or send an e-mail to [tradingcompliance@aecom.com](mailto:tradingcompliance@aecom.com), if you have any questions.

## To sell shares online

You can sell whole shares only. To do so, choose "Enter Total Quantity to Sell" or "Select Tax Lots from List Below." If you choose "Enter Total Quantity to Sell," enter that quantity (in whole shares only) where noted. If you choose "Select Tax Lots," select the tax lot(s) from the display and enter the quantity to sell from each lot. Please note, in order to sell fractional shares, you must call Merrill directly to complete the transaction at no additional charge.

Next, you will need to choose how you would like to receive proceeds — by check, wired to an account or held in your LIIA (which doesn't pay interest). You will be able to review your order before submitting it.

## Market or Limit Order

Prior to placing a sale order, you must decide if you wish to place a Market Order or a Limit Order. Merrill will execute all sale orders subject to market conditions.

- A Market Order lets you sell shares of stock at the first available sale price as soon as market conditions allow.
- A Limit Order lets you set the price at which you want to sell the shares of stock and the sale will not occur until that price is available. If the stock price reaches or exceeds the price you set while the order is in effect, your sale will be completed subject to market conditions. If the price is not met, your order will be cancelled.
  - A Day Limit Order remains in effect for the current trading day only.
  - A Good till Cancelled Limit Order remains in effect for 30 calendar days following the date of entry. If your order is entered after market hours, but prior to 9 p.m. U.S. Pacific Time, the 30-day count begins two business days after the order is entered.

## Accessing plan information

You can access important information on Benefits OnLine in the Document section. Additional up-to-date information about the ESPP is available in the Employee Stock Purchase Plan (ESPP) section of AECOM's intranet, **Ecosystem**. (Canada employees can find this information on AECOM's benefits website at [benefitsataecom.com](http://benefitsataecom.com).)

*Plan information posted in the Benefits OnLine Document section is made available to you by AECOM, not Merrill. You can access this information prior to or after enrolling in the ESPP.*

## Employees subject to pre-clearance

If you are a control person, Section 16 Insider, or an individual subject to a pre-clearance policy (e.g., executive officer or director), you must contact AECOM's Legal Department before conducting any transactions. If you are subject to AECOM's Insider Trading windows, you will have full inquiry access to Benefits OnLine, but will need to contact Merrill by telephone as described below to enroll in the ESPP or open your Limited Individual Investor Account (LIIA).

AECOM has instructed Merrill not to accept enrollment requests during closed trading windows. Please consult AECOM's Insider Trading Policy, and call AECOM's Legal Department at 213.593.8000 or send an e-mail to [tradingcompliance@aecom.com](mailto:tradingcompliance@aecom.com) if you have any questions.

Merrill's Global Corporate and Institutional Advisory Services (GCIAS) group is designated to serve the specific needs of individuals subject to pre-clearance procedures under the AECOM Insider Trading Policy. While these individuals will have full inquiry access to Benefits OnLine, they must contact GCIAS to open a Merrill brokerage account (LIIA) and conduct transactions. In addition, your GCIAS financial advisor is available to assist in the Rule 144 filing obligation, provide 10b5-1 services and facilitate sales involving large blocks (10,000 shares or more) of AECOM stock. GCIAS professionals will work with you and AECOM's Global Benefits and Legal Departments to provide the assistance you need.

GCIAS can be reached Monday through Friday, from 5 a.m. to 3 p.m. U.S. Pacific Time, on days the New York Stock Exchange is open. From the U.S., Canada and Puerto Rico, dial 877.MER.4ACM (877.637.4226). From other countries, use the AT&T country code plus +1 877.MER.4ACM (877.637.4226), or dial direct: +1 609.818.8894. If you prefer, you can send an e-mail to [ACM\\_CorpServTeam@ml.com](mailto:ACM_CorpServTeam@ml.com).

## Service fees

### Commission rates

Merrill charges AECOM ESPP participants the following commissions for shares sold in connection with the ESPP:

Service channel	Transaction cost	Postage & handling
Online (whole shares only)	No charge	No charge
Participant service representative or the Global Corporate and Institutional Advisory Services (GCIAS) group	<ul style="list-style-type: none"> <li>– Fractional share: no charge</li> <li>– 1 – 24,999 shares: US\$0.06 per share, subject to US\$29.95 minimum</li> <li>– 25,000 – 49,999 shares: US\$0.05 per share</li> <li>– 50,000 – 99,999 shares: US\$0.04 per share</li> <li>– 100,000+ shares: US\$0.03 per share</li> </ul>	No charge

*The minimums and transaction costs listed above are on a per-transaction basis.*

Participants selling large blocks of shares (e.g., 10,000 or more) may benefit by consulting a Merrill representative prior to executing the transaction. Large blocks of shares sold through Merrill's Special Equities Trading group may result in a more favorable execution price when compared to the online system. **However, there is no guarantee that a representative will be able to obtain a more favorable execution price.**



## Other fees\*

Service	Cost
Wire Transfer	US\$7.50 (if requested through the AwardChoice® system, which may be accessed through Benefits OnLine, or by contacting a participant service representative or Merrill financial advisor). Wires may not be available in all currencies. Requests made outside of these service channels are subject to retail brokerage wire transfer fees. There is no fee charged for wire transfers into Bank of America accounts.
Non-U.S. Currency Cheques	US\$15.00 (if requested through the AwardChoice system, which may be accessed through Benefits OnLine, a participant service representative or a Merrill financial advisor). Cheques may not be available in all currencies. Requests made outside of these channels are subject to retail brokerage check fees.
Stock Certificate/DRS Statement Requests	Please contact a participant service representative for fees associated with these requests. Fees vary depending on your company's participation in the Direct Registration System (DRS) at the Depository Trust Company.
SEC Transaction Fee	Fee assessed and paid to the U.S. Securities and Exchange Commission (SEC) on each stock sale. As of May 14, 2022, the fee is US\$0.0229 for each US\$1,000.00 or fraction thereof. This fee is subject to change by the SEC.
Brokerage Account Transfer	As an active participant in the AECOM ESPP, you will not be charged a fee to transfer assets to another broker via a Depository Trust Company (DTC) transfer.
Limited Individual Investor Account (LIIA)	As an active participant in the AECOM ESPP, you are not charged an account fee to maintain company stock holdings. Active participants include active employees and employees who have been terminated for less than two years after their last transaction. If you are no longer an active participant and you maintain a balance (cash or securities), you are subject to an annual account fee of US\$65 (and a low balance fee of US\$15 per quarter if the balance of the account is below US\$20,000). Speak with a participant service representative for more information.

Commissions and account fees for transactions and services unrelated to the AECOM ESPP are subject to standard Merrill rates. Please speak with a Merrill representative for further information.

\* You will be subject to the applicable fees, terms and conditions associated with the retail brokerage account established in connection with your ESPP. All brokerage account fees are subject to change upon notification to you.



### For assistance with your ESPP account

Telephone support is available 24 hours a day, seven days a week.\*\*

- 877.MER.4ACM (877.637.4226)
- Outside the U.S., Canada and Puerto Rico: Use the AT&T country code plus +1 877.MER.4ACM (877.637.4226), or dial direct: +1 609.818.8894. Select "1" for the ESPP when prompted and you will be transferred to a representative.

\*\* Subject to occasional downtime for system maintenance.

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