

## **Fluor Corporation**

### **Corporate Governance Guidelines**

The Board of Directors of Fluor Corporation (the "Company") has adopted the corporate governance guidelines set forth below as a framework for the governance of the Company.

#### **Role of the Board of Directors**

##### **1. Role and Responsibilities of the Board of Directors**

The Board of Directors, which is elected by the shareholders, is the ultimate decision-making body of the Company except with respect to those matters reserved to the shareholders. It approves the selection of the senior management team, which is charged with the conduct of the Company's business, and oversees the performance of senior management in conducting the Company's business.

The duties of the Board of Directors are largely defined by the Delaware General Corporation Law, federal securities laws and regulations (notably those of the Securities and Exchange Commission) and the New York Stock Exchange listing standards. The Board of Directors' core responsibilities include:

- advising and counseling management regarding significant issues facing the Company;
- assessing the performance of the Chief Executive Officer and senior management and setting compensation accordingly;
- succession planning and management development;
- overseeing the Company's integrity and ethics, and compliance with laws;
- evaluating and approving the Company's strategic direction and initiatives and monitoring their implementation and results;
- monitoring the Company's operating results and financial condition and overseeing the Company's financial reporting;
- understanding and assessing risks to the Company and monitoring the management of those risks; and
- nominating directors and shaping effective corporate governance.

## **Selection and Composition of the Board of Directors**

### **2. Director Elections**

The Company's bylaws provide for majority voting in the election of directors in uncontested elections. Each director nominated for election at a meeting of shareholders in an uncontested election is expected to tender his or her resignation for consideration in cases where the director is not elected by a majority of votes cast at such meeting. If the director is not elected by a majority of votes cast at such meeting, the Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Governance Committee's recommendation within 90 days following certification of the meeting results. In determining whether to accept or reject any such resignation, the Governance Committee and the Board shall take into consideration such factors as they believe relevant, including any action to address stated reasons for shareholders' "Against" votes and factors set forth in the Company's policies that are considered by the Governance Committee in evaluating potential candidates for the Board of Directors. Unless applicable to all directors, the director(s) who tender(s) his or her resignation is expected to recuse himself or herself from the Board vote. Thereafter, the Board will promptly disclose its decision regarding whether to accept the director's resignation in a Form 8-K furnished to the Securities and Exchange Commission. If the Board accepts a director's resignation pursuant to this process, the Governance Committee shall recommend to the Board whether to fill such vacancy or reduce the size of the Board. If, for any reason, the members of the Board of Directors are not elected at an annual meeting, they may be elected thereafter at a special meeting of the shareholders called for that purpose in the manner provided in the bylaws.

### **3. Board of Directors Membership Criteria**

The Governance Committee is responsible for reviewing with the Board of Directors on an annual basis the appropriate skills and characteristics required of Board of Directors members in the context of the current make-up of the Board of Directors. This assessment takes into consideration issues of diversity, experience, qualifications, attributes and skills. As a whole, the Board of Directors should include individuals with a diverse range of background and experience to give the Board of Directors depth and breadth in the mix of skills represented for the benefit of the Company's shareholders. While all directors should possess business acumen and must exercise sound judgment in their oversight of the Company's operations, the Board of Directors endeavors to include an array of targeted skills and experience in its overall composition rather than requiring every director to possess the same skills, perspective and interests. Criteria that the Board of Directors looks for in director candidates include, among other things, an individual's business experience and skills, judgment, independence, integrity, reputation and international background, the individual's understanding of such areas as finance, marketing, regulation and public policy, whether the individual has the ability to commit sufficient time and attention to the activities of the Board of Directors, and the absence of any potential conflicts with the Company's interests.

#### **4. Selection of New Director Candidates**

The Board of Directors is responsible for selecting the Company's director nominees and recommending them for election by the shareholders. The Board of Directors has delegated the search and screening process to the Governance Committee. The Governance Committee also considers any recommendations for director candidates that are properly submitted by shareholders in accordance with the procedures described in the Company's annual proxy statement.

#### **5. New Director Orientation and Continuing Education**

New directors are required to participate in the Company's director orientation process, which includes briefings on the extensive materials contained in the Company's Director Manual, meetings with key management from operations and finance and visits to Company facilities. The Company encourages its directors to participate in (and the Company reimburses reasonable costs relating to) continuing education programs to assist them in performing their Board of Directors responsibilities.

### **Board of Directors Leadership**

#### **6. Selection of Chairman**

The Company's bylaws provide that the Board of Directors shall elect one of its members to be Chairman of the Board of Directors and shall fill any vacancy in the position of Chairman of the Board of Directors at such time and in such manner as the Board of Directors shall determine. Currently, the Chief Executive Officer of the Company serves as Chairman.

#### **7. Lead Independent Director**

To provide for independent leadership, the Board of Directors has a "Lead Independent Director." The Lead Independent Director is elected by the independent directors. The Lead Independent Director's responsibilities include: (a) setting the agenda for and presiding over the executive sessions of the independent directors; (b) approving agendas and schedules for meetings of the Board of Directors and information sent to the Board; (c) chairing Board of Directors meetings in the Chairman's absence; (d) acting as a liaison between the independent directors and the Chairman; (e) being available for consultation and communication with shareholders as appropriate; (f) monitoring communications to the Board of Directors from shareholders and other interested parties; and (g) providing guidance on the orientation process for new directors. The Lead Independent Director also has the authority to call additional executive sessions as appropriate. The Lead Independent Director serves for a term of three years and may be re-elected by the independent directors.

## **Board of Directors Composition and Performance**

### **8. Size of the Board of Directors**

The Board of Directors has designated a range of 10-14 members in the Company's bylaws, and periodically reviews the appropriate size of the Board.

The Board of Directors is currently divided into three classes, with staggered terms of three years each so that the term of one class expires at each annual meeting of shareholders. However, the Board has initiated the declassification of the Board, as approved by shareholders. Beginning at the 2014 annual meeting, the declassification of the Board will be complete, with all directors subject to annual election for one-year terms.

### **9. Director Independence**

The Board of Directors has a substantial majority of directors who are independent directors under the listing standards of the New York Stock Exchange, as determined by the Board of Directors.

### **10. Board of Directors Definition of What Constitutes Independence**

The Board of Directors makes an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Governance Committee. The Board of Directors has adopted the following definition of independence:

An "independent" director is a director whom the Board of Directors has determined has no material relationship with the Company, either directly, or as a partner, shareholder or officer of an organization that has a relationship with the Company. A relationship is "material" if, in the judgment of the Board of Directors, the relationship would interfere with the director's independent judgment. In making independence determinations, the Board of Directors considers each relationship not only from the standpoint of the director, but also from the standpoint of persons and organizations with which the director has a relationship. In addition, a director is not independent if:

- The director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer, of the Company.
- The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director and committee fees, and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service); provided, however, that compensation received by a director for former service as an interim Chairman or Chief Executive Officer or other executive officer need not be considered in determining independence under this test. Additionally, compensation received by an immediate family member for service as an employee of the Company (other than an executive officer) need not be considered in determining independence.

- (A) The director is a current partner or employee of a firm that is the Company's internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and who personally works on the Company's audit; or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time.
- The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee.
- The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

In addition, a director who is an executive officer or is a member of the board of directors of, a non-profit organization, or whose spouse is an executive officer or is a member of the board of directors of, a non-profit organization, is not independent if the Company or the Fluor Foundation makes charitable contributions to such non-profit organization in a single year in excess of the greater of 2% of such charitable organization's consolidated gross revenues or \$100,000; such charitable contributions exclude any matching gifts made by the Fluor Foundation in connection with donations by Fluor employees or directors.

For purposes of the foregoing standards, the "Company" includes Fluor Corporation and its consolidated subsidiaries.

The ownership of stock in the Company by directors is expected, as set forth in our share ownership guidelines applicable to directors, and the ownership of even a significant amount of stock, by itself, is not a bar to an independence finding.

In addition, a director is not considered independent for purposes of serving on the Audit Committee, and may not serve on the Audit Committee, if the director:

- Accepts directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary of the Company, other than fees for service as a member of a board or board committee or fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service with the Company); or
- Is an "affiliated person" of the Company or its subsidiaries.

## **11. Directors Who Change their Present Job Responsibility**

Individual non-management directors who change their principal occupation or business association from the position they held when they were elected to the Board of Directors are expected to offer their resignation from the Board of Directors at the time of the change. The Governance Committee will

review the continued appropriateness of Board of Directors membership based on the circumstances and make a recommendation to the Board of Directors as to whether to accept the resignation, which will not become effective unless the Board of Directors accepts the resignation.

## **12. Service on Other Boards**

As a general rule, directors should limit their service as directors on publicly held company and investment company boards to no more than four (including the Company's Board of Directors). Service on the boards of subsidiary companies, non-profit organizations and non-public for-profit organizations is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation. Directors should advise the Chair of the Governance Committee in advance of accepting an invitation to serve on another board. Extraordinary or transitional situations involving the number of directorships of any particular director or potential director shall be subject to review by the Governance Committee.

If a member of the Audit Committee simultaneously serves on the audit committees of more than two other public companies, the Board of Directors must determine that such simultaneous service would not impair the ability of the member to effectively serve on the Audit Committee annually, and the Company must disclose this determination.

## **13. Retirement Age**

Non-management directors may not stand for re-election to the Board of Directors after the end of the calendar year in which they reach 72 years of age, unless (a) the members of the Governance Committee unanimously decide that continued service is appropriate due to special circumstances and (b) the Governance Committee's decision is ratified and approved by a majority of the independent directors on the Board of Directors. In any event, no director may stand for re-election to the Board of Directors after the end of the year in which he or she reaches 75 years of age. Current employees serving as directors must retire from the Board of Directors concurrent with their termination from employment (including upon retirement) unless the Governance Committee recommends and the Board of Directors approves continued service.

## **14. Board of Directors Compensation Review; Share Ownership Guidelines**

The Organization and Compensation Committee, with the assistance of the Company's management, annually reviews the amount and composition of compensation paid to non-management directors and makes recommendations to the Board of Directors as appropriate. In formulating its recommendations, the Organization and Compensation Committee considers what is reasonable and customary board compensation based on a comparison of similarly situated companies. It is the policy of the Board of Directors that a portion of director compensation be in the form of stock or stock options. Directors who are employees of the company receive no compensation for their service as directors.

In an effort to link more closely the financial interests of directors with those of the Company's shareholders, the Company has established share ownership guidelines for non-management directors. Non-management directors are expected to own Company stock in an amount equivalent to five times the annual retainer for Board of Directors service within five years of joining the Board of Directors.

## **15. Confidentiality**

The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain the confidentiality of information received by reason of his or her service as a director.

### **Meeting Procedures**

## **16. Frequency of Board of Directors Meetings; Strategic Planning Sessions**

The Board of Directors meets as frequently as necessary to discharge its responsibilities. Regular meetings of the Board of Directors are typically held quarterly. In addition, a Board of Directors "retreat" is held annually during which the Board of Directors reviews long-term strategic plans and the principal issues that the Company will face in the future. Special meetings are held as required.

Directors are expected to attend all meetings of the Board of Directors and committees of which they are members and to review materials in advance of meetings. Directors are also expected to attend the Company's annual meeting of shareholders.

## **17. Selection of Agenda Items for Board of Directors Meetings**

The Lead Independent Director approves agendas prepared by the Chairman for each Board of Directors meeting.

Each member of the Board of Directors is free to suggest the inclusion of items on the agenda. Each member of the Board of Directors is free to raise at any Board of Directors meeting subjects that are not on the agenda for that meeting.

## **18. Board of Directors Materials**

Information relevant to agenda items generally is distributed in writing to the Board of Directors in advance of meetings with sufficient time to review and reflect on key issues and to request supplemental information as necessary before the Board of Directors meets. The information typically comes from a variety of sources, including management, Board of Directors committees, outside experts, the external auditor and analyst and media reports. In some cases, due to timing or the sensitive nature of an issue, information is presented only at a meeting. When there is no prior distribution of information due to the sensitive nature of an issue, each member of the Board of Directors typically is advised by telephone of the issue in advance of the meeting.

## **19. Executive Sessions**

The independent directors meet in executive sessions at each regular Board of Directors meeting without any executive officers or any management directors. The Lead Independent Director presides at these sessions. The Lead Independent Director also has the authority to call additional executive sessions as appropriate.

## **20. Regular Attendance of Non-Directors at Board of Directors Meetings**

The Chairman may invite senior officers to attend Board of Directors meetings.

## **21. Board of Directors Access to Senior Management**

Members of the Board of Directors have complete access to the Company's management.

The Board of Directors encourages management to, from time to time, bring managers into Board of Directors meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) represent managers with future potential that senior management believes should be given exposure to the Board of Directors.

## **22. Board of Directors Access to Outside Advisors**

The Board of Directors and each of the Audit, Governance, and Organization and Compensation Committees may engage outside counsel and other advisors as the Board of Directors or the relevant committee deems appropriate or necessary to carry out its responsibilities.

### **Committee Matters**

## **23. Number of Committees**

The Board of Directors has the following standing committees: Audit, Governance, Organization and Compensation and Executive. The Board of Directors may also form additional committees from time to time as it deems appropriate.

## **24. Assignment of Committee Members**

The Board of Directors, acting on the recommendation of the Governance Committee, appoints the members of the committees. The members of the Audit, Governance and Organization and Compensation Committees are independent directors, and all members of the Executive Committee with the exception of the Chairman of the Board are independent directors. Membership on the Audit Committee and the Organization and Compensation Committee is limited to those directors who meet additional independence and other qualifications for audit committee and compensation committee members, respectively, as established from time to time under the New York Stock Exchange listing standards.

## **25. Frequency and Length of Committee Meetings**

Regular meetings of each of the Audit, Governance and Organization and Compensation Committees are held quarterly along with the quarterly Board meetings. The Executive Committee meets to the extent deemed necessary or appropriate by the Chair of the Executive Committee. The Chair of each committee, in consultation with its members, determines the frequency and length of any additional special meetings of the committee.

## **26. Committee Agenda**

The Chair of each committee, in consultation with the appropriate officers, develops the committee's agenda.

## **Management and Board Evaluations**

### **27. Formal Evaluation of the Chief Executive Officer**

The Organization and Compensation Committee (in consultation with other independent directors) evaluates the Chief Executive Officer annually. The Chair of the Organization and Compensation Committee communicates the result of this evaluation to the Chief Executive Officer.

The evaluation is based on established criteria including performance of the business, accomplishment of long-term strategic objectives and development of management and includes the specific performance criteria established pursuant to the terms of the Executive Performance Incentive Plan by the Organization and Compensation Committee.

The Organization and Compensation Committee uses this evaluation in the course of its deliberations when considering the compensation of the Chief Executive Officer.

### **28. Share Ownership Guidelines for Executive Officers**

In an effort to link more closely senior management's financial interests with those of the Company's shareholders, the Organization and Compensation Committee has established share ownership guidelines for executive officers. Executive officers subject to these guidelines are expected to own Company stock valued at between one-half and six times (for the Chief Executive Officer) their individual base salary amounts, depending on their position in the Company. They are expected to meet or exceed these guidelines within three to five years of becoming executive officers. They are also expected to retain 100% of the net shares acquired from the exercise of stock options or the vesting of restricted stock if and to the extent that they do not meet the applicable guidelines.

### **29. Succession Planning**

The Organization and Compensation Committee (in consultation with the other independent directors) plans for succession to the position of Chief Executive Officer as well as certain other senior management positions. To assist the independent directors, the Chief Executive Officer annually provides the Organization and Compensation Committee with an assessment of senior managers and of their potential to succeed him. He also provides the Organization and Compensation Committee with an assessment of persons considered potential successors to other senior management positions. The Organization and Compensation Committee gives a succession planning report to the Board of Directors annually. This process enables the Board to maintain a long-term and continuing program for effective senior leadership development and succession as well as emergency succession plans.

In addition, the Board of Directors plans for succession to the position of Chairman of the Board.

### **30. Management Development**

The Organization and Compensation Committee (in consultation with the other independent directors) makes an annual report to the Board of Directors regarding the Company's program for management development. This report is given to the Board of Directors at the same time as the succession planning report.

### **31. Board of Directors and Committee Evaluations**

The Board of Directors and its committees (under the oversight of the Governance Committee) annually conduct self-evaluations to assess their effectiveness. The Governance Committee discusses these assessments and reports on the assessments to the Board of Directors.

In addition, on an annual basis, each member of the Board of Directors who is one year away from reelection is evaluated by the Chairs of the committees upon which the member serves. The committee Chairs provide their feedback to the Lead Independent Director, who consults with each such member of the Board of Directors with respect to such member's performance (including as committee Chair), individually, to discuss the evaluations and provide feedback with regard to such director's individual performance.

### **32. Review of these Guidelines**

The Governance Committee reviews and assesses the adequacy of these Guidelines at least annually and recommends any proposed changes to the Board of Directors for approval.