

Code of Business Conduct and Ethics for Members of the Board of Directors

The Board of Directors (the "Board") of Fluor Corporation (the "Company") has adopted the following Code of Business Conduct and Ethics (the "Code ") for directors of the Company. This Code is intended to focus the Board and each director on areas of ethical risk, provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chair of the Governance Committee, who may consult with inside or outside legal counsel as appropriate.

Directors who also serve as officers of the Company should read this Code in conjunction with the Company's Code of Business Conduct & Ethics for its employees.

1. Director Responsibilities.

The Board represents the interests of shareholders, as owners of a corporation, in optimizing long-term value by overseeing management performance on the shareholders' behalf. The Board's responsibilities in performing this oversight function include a duty of care and a duty of loyalty.

A director's duty of care refers to the responsibility to exercise appropriate diligence in overseeing the management of the Company, making decisions and taking other actions. In meeting the duty of care, directors are expected to:

- *Attend and participate in Board and committee meetings.* Personal participation is required.
- *Remain properly informed about the Company's business and affairs.* Directors should review and devote appropriate time to studying Board materials.
- *Rely on others.* Absent knowledge that makes reliance unwarranted, directors may rely on Board committees, management, employees, and professional advisors.
- *Make inquiries.* Directors should make inquiries about potential problems that come to their attention and follow up until they are reasonably satisfied that management is addressing them appropriately.

A director's duty of loyalty refers to the responsibility to act in good faith and in the Company's best interests, not the interests of the director, a family member or an organization with which the director is affiliated. Directors should not use their positions for personal gain. The duty of loyalty may be relevant in cases of conflict of interest (section 2 below) and corporate opportunities (section 3 below).

2. Conflict of Interest.

Directors should avoid conflicts between their own interests and those of the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chair of the Governance Committee.

A "conflict of interest" can occur when a director's personal interest is adverse to - or may appear to be adverse to - the interests of the Company as a whole. Conflicts of interest also arise when a director, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position as a director of the Company. A director's immediate family includes the director's spouse, parents, stepparents, children, stepchildren, siblings, mother- and father-in-law, sons- and daughters-in-law, brothers and sisters-in-law, and anyone (other than a domestic employee or tenant) who shares the director's home.

This Code does not attempt to describe all possible conflicts of interest which could develop. Some of the more common conflicts from which directors should refrain, however, are set out below.

- *Relationship of Company with third-parties.* Directors may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- *Compensation from non-Company sources.* Directors may not accept compensation (in any form) for services performed for the Company from any source other than the Company.
- *Gifts.* Directors and members of their immediate family may not accept gifts from persons or entities who deal with the Company in those cases where a gift has more than a nominal value, where a gift is being made in order to influence a director's actions as a member of the Board or where acceptance of a gift could create the appearance of a conflict of interest.
- *Personal use of Company assets.* Directors may not use Company assets, labor or information for personal use unless approved by the Chair of the Governance Committee or as part of a compensation or expense reimbursement program available to all directors. Incidental personal use of assets such as computers, telephones and supplies is permitted.

3. Corporate Opportunities.

Directors are prohibited from: (a) taking for themselves personally opportunities related to the Company's business; (b) using the Company's property, information, or position for personal gain; or (c) competing with the Company for business opportunities; provided, however, if the Company's disinterested directors determine that the Company will not pursue an opportunity that relates to the Company's business, a director may do so.

4. Confidentiality.

Directors must protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director of the Company, absent express or implied permission to disclose particular information. Accordingly, directors may not: (a) use confidential information for their own personal benefit or to benefit persons or entities outside the Company; or (b) disclose confidential information outside the Company, either during or after their service as directors, except with authorization of the Board or as may be otherwise required by law.

"Confidential information" includes all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the Company, whether the information relates to the Company or a third party. Confidential information includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed, such as:

- non-public information about: (a) the Company's financial condition, prospects or plans; (b) the Company's marketing and sales programs; (c) research and development information; and (d) information about mergers and acquisitions, stock splits and divestitures;
- non-public information about possible transactions with other companies, or about the Company's customers, suppliers or joint venture partners, that the Company is under an obligation to keep confidential; and
- proceedings and deliberations of the Board and its committees, including any discussions and deliberations relating to business issues and decisions that take place between and among employees, officers and directors.

5. Compliance with Laws, Rules and Regulations; Fair Dealing.

Directors must comply, and will oversee compliance by employees, officers and other directors, with laws, rules and regulations applicable to the Company, including insider trading laws. Transactions in Company securities are governed by the Company's policy entitled Prohibitions on Insider Trading as well as other insider trading memoranda distributed to members of the Board from time to time.

Directors will oversee fair dealing by employees and officers with the Company's customers, suppliers, competitors and employees.

6. Encouraging the Reporting of Any Illegal or Unethical Behavior.

Directors should promote ethical behavior and take steps to see that the Company: (a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules, regulations or the Company's Code of Business Conduct and Ethics for its employees to appropriate personnel; and (c) informs employees that the Company will not allow retaliation for reports made in good faith.

7. Compliance Procedures.

Directors should communicate any suspected violations of this Code promptly to the Chair of the Governance Committee. Violations will be investigated by the Board or by a person or persons designated by the Board and appropriate action will be taken in the event of any violations of the Code.

8. Waivers of the Code.

Waivers of this Code will be granted only in exceptional circumstances. Any waiver of the Code may only be made by the Board or Governance Committee and will be promptly disclosed as required by law or New York Stock Exchange regulations.