

FLUOR CORPORATION
COMPLIANCE AND ETHICS COMMITTEE
CHARTER

STATEMENT OF PURPOSE

The Compliance and Ethics Committee shall provide assistance to the Company's management and the Audit Committee to enable Fluor to continue to operate according to the highest ethical business standards and in accordance with applicable laws and regulations.

The Compliance and Ethics Committee shall:

- Facilitate the development, implementation and operation of an effective compliance and ethics program;
- Promote an organizational culture that encourages law abiding and ethical conduct; and
- Consider and resolve any issues of interpretation regarding any aspect of the compliance and ethics program.

RESPONSIBILITIES

The Committee may delegate its duties to those officers and employees of the Company and may hire independent counsel and other advisors as the Committee deems appropriate and necessary to fulfill its duties and obligations. To assist it in carrying out its responsibilities, the Committee may also form and delegate authority to subcommittees consisting of one or more members when appropriate. As part of its responsibilities, the Compliance and Ethics Committee shall, on an ongoing basis, ensure that Fluor officers and employees, as appropriate:

Risk Assessment

- Assess the risks of non-compliance with applicable laws or regulations and of unethical conduct by employees and third parties, including independent agents, partners, subcontractors and suppliers.

Policies and Procedures

- Develop appropriate compliance policies and procedures for the program, including codes of conduct.

Training and Communication

- Increase employee, and as appropriate, agent, customer, supplier and shareholder awareness of compliance and ethics-related policies and procedures through training, distribution of codes of conduct, notifications regarding reporting methods available for possible violations and other compliance communications.

Auditing and Monitoring

- Audit and monitor adherence to the Company compliance and ethics-related policies and procedures, including, but not limited to, reviewing the Company's Business Ethics and Conduct certification process.

Hiring and Background Checks

- Exercise diligence in hiring, promotions and other employment actions through the use, as appropriate, of background checks.

Incentive and Reward Systems

- Implement systems, as appropriate, that provide incentives for promoting the compliance program and complying with applicable laws, regulations and Company policy.

Reporting/Seeking Guidance

- Establish mechanisms for employees to report suspected misconduct or violations of Company compliance and ethics-related policies and procedures and receive guidance on compliance and ethics issues, including an anonymous reporting mechanism.
- Encourage employees and, as appropriate, agents to report possible violations of, and to seek guidance concerning, the Company compliance and ethics-related policies and procedures.
- Review the status and disposition of Ethics Hotline calls, internal management reports regarding compliance and ethical conduct violations, and any other sources from which alleged compliance or ethical conduct violations may result.
- Establish and communicate policies and procedures protecting employees and others from retaliation for reporting suspected misconduct.

Investigations

- Establish procedures to ensure that alleged compliance and ethics violations are appropriately investigated by the proper personnel in accordance with applicable laws and regulations and Company policies and procedures.

Corrective Action including Discipline for Violations

- Review results of investigations regarding alleged compliance or ethics violations and discipline taken to ensure the discipline is appropriate to the violation and to maintain consistency.
- Review results of investigations regarding alleged compliance and ethics violations, and determine and implement any new or changed controls to better detect, and prevent reoccurrence of, similar future violations.

Disclosure of Violations

- Implement a process to determine if violations of laws or regulations or Company policies or procedures should be reported to appropriate governmental officials, internal committees or the Board.

Application of Program to Third Parties

- Evaluate the extent to which aspects of the compliance and ethics program will apply to affiliated entities such as joint ventures, agents, suppliers and subcontractors.

Evaluation of Program Effectiveness

- Monitor developments in applicable legal and regulatory standards, industry practice, and general best practices relating to compliance and ethics programs.
- Review effectiveness of the compliance and ethics program under applicable legal and regulatory standards, including the effectiveness of policies and procedures, training, auditing, monitoring, reporting, investigations, discipline, disclosure, and the awareness and promotion of an ethical culture in the organization.
- Evaluate the sufficiency of the Ethics Hotline, including reviewing the performance of, and selecting, the outsourced organization used to manage the program and the communication of its availability to employees.

Authority

- Provide sufficient resources to ensure the Vice President – Corporate Compliance and other persons assigned operational responsibilities relating to the compliance and ethics program have sufficient authority, resources and support to fulfill their responsibilities.

MEMBERSHIP

The Compliance and Ethics Committee shall consist of the following members:

- Chief Executive Officer
- Chief Financial Officer
- Chief Legal Officer
- Group Presidents
- Head of Human Resources & Administration
- Head of Project Support Services
- Head of Systems and Supply Chain
- Head of Business Development & Strategy
- Head of Construction & Fabrication
- Head of Corporate Security/Industrial Relations
- Head of Corporate Compliance

The Vice President, Corporate Compliance shall serve as the chair of the Committee. The members of the Compliance and Ethics Committee shall be appointed and may be replaced or removed by the Chief Executive Officer. Timely notice of any change in membership shall be provided by the Chief Executive Officer to the Chair of the Audit Committee.

The Chief Legal Officer shall appoint counsel to the Committee as appropriate. The counsel to the Committee shall provide legal advice to the Committee concerning the effectiveness of the Company's compliance and ethics program under applicable legal and regulatory standards, as well as any other legal advice relevant to the Committee's work.

MEETINGS AND ACCOUNTABILITY

The Compliance and Ethics Committee shall meet twice a year. The Committee shall meet more frequently to the extent deemed necessary or appropriate by its members.

The Compliance and Ethics Committee shall report to the Audit Committee, at least quarterly, by describing:

- the operation, contents and effectiveness of the compliance program; and
- alleged compliance and ethics violations as set forth in the Fluor Corporation Audit Committee Policy Regarding Receiving Complaints.