

FLUOR CORPORATION
COMPLIANCE AND ETHICS COMMITTEE
CHARTER

STATEMENT OF PURPOSE

Every day we choose to live our value of integrity. The Compliance and Ethics Committee which consist of the Corporate Management Team, created the Compliance and Ethics Committee in 2005, to ensure the compliance and ethics program supports our core value of integrity. The Corporate Compliance Program has evolved since the initial implementation of the Committee; the updated charter reflects the Committee's broad responsibility to provide oversight of the compliance and ethics program.

MEMBERSHIP

The members of the Compliance and Ethics Committee (Committee) shall be appointed and may be replaced or removed by the Chief Legal Officer with the approval of the Chief Executive Officer. The Committee is comprised of the following members:

- Chief Legal Officer
- Chief Compliance & Ethics Officer
- Chief Financial Officer
- Head of Human Resources and Administration
- Head of Internal Audit
- Head of HSE, Risk, and Supply Chain
- Lead Labor & Employment Counsel
- Each business group is represented on the Committee by a senior member appointed by the business President, and approved by the Chief Legal Officer.

Ad Hoc Council Members:

- FGG Chief Compliance Officer
- NuScale Power Chief Compliance Officer
- Fluor Chief Investigator

Ad hoc members will be invited to Committee meetings periodically to present compliance topics. Members are not permitted to send substitutes on a short term or long term basis. The Chief Compliance & Ethics Officer and the Chief Legal Officer shall co-chair the Committee.

MEETINGS AND PROCEDURES

The Committee shall meet on a regular basis, but not less than quarterly. The Co-Chairs of the Committee shall develop and set the Committee's agenda in consultation with the members. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee in advance of each meeting. The Chief Compliance Officer and staff will present updates on compliance and ethics activities and recommendations during each Committee meeting. The Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Committee shall be distributed to the Committee.

RESPONSIBILITIES

- A. Foster and promote an open and accountable culture that encourages ethical conduct and a commitment to ethical decision-making and compliance with the law throughout the Company at all levels;
- B. Supports and reinforces the accountability of Business Groups for ethical business conduct and legal compliance;
- C. Oversee the Program's implementation, operation, and continuous improvement through a periodic review of:
 - a. Hotline statistics and trends
 - b. Employee ethics survey data
 - c. Education and awareness programs
 - d. Corporate and Business Group compliance and ethics activities globally
 - e. Monitoring, auditing and mitigation activities and plans to ensure compliance with Company policies, laws, regulations and legal obligations;
- D. Review the Program's effectiveness and make recommendations for continuously improving the Program;
- E. Oversee the periodic compliance risk assessment and prioritization of the Company's greatest legal and regulatory risks within its businesses;
- F. Oversee the annual monitoring and auditing of the Program's effectiveness;
- G. Review significant ethics and compliance internal controls and compliance violations and, as appropriate, assess whether the violation was the result of a program gap or weakness;
- H. Recommends changes to the Program in response to significant compliance violations, revised risk assessment or assessed weaknesses;
- I. Monitor the Company's implementation of actions in response to legislative, regulatory and legal developments affecting the business of the company.