

## **Compensation Committee Charter**

As Amended March 3, 2015

### **Purpose and Scope**

The Compensation Committee (the “Committee”) is created by the Board of Directors (the “Board”) of the ABM Industries Incorporated (the “Company”) to discharge the responsibilities set forth in this Charter. The purposes of the Committee are to assist the Board in connection with the determination of the terms of employment and compensation of the Company’s Chief Executive Officer (the “CEO”) and to discharge the responsibilities of the Board relating to the terms of employment, compensation and benefits of other executive officers. The Committee shall also assist the Board in establishing appropriate equity-based compensation plans, in the administration of such plans, and in Board oversight of compensation and benefit plans established by the Company. The Committee shall perform such other duties and responsibilities enumerated in and consistent with this Charter.

### **Membership**

The Committee shall consist of no fewer than three directors, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of The New York Stock Exchange for compensation committee members. In addition, members must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and satisfy the requirements of “outside directors” pursuant to Section 162(m) of the Internal Revenue Code. The members will be appointed by and serve at the pleasure of the Board. Committee members shall serve until they are replaced, they resign, or their successors are duly elected and qualified.

### **Meetings**

The Committee shall meet as often as may be deemed necessary or appropriate, but no fewer than four times annually. The Committee may ask members of management or others to attend meetings or to provide relevant information. The Committee shall periodically meet in executive session without management.

### **Duties and Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall be responsible for the following matters.

#### *Executive Compensation*

The Committee shall:

- Provide direction to the Company in the area of executive compensation;
- Annually review and approve corporate goals and objectives relevant to the CEO’s compensation, and evaluate the CEO’s performance in light of those goals and objectives;

- Recommend the CEO’s compensation level to the directors on the Board who are independent and who also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and who satisfy the requirements of “outside directors” pursuant to Section 162(m) of the Internal Revenue Code (the “CEO Committee”);
- Review the Company’s compensation structure and establish and approve compensation, including annual base salaries and annual incentive opportunities, of all employees of the Company who are executive officers of the Company, other than the CEO, and establish and approve the compensation of such other officers as may be determined by the Committee;
- Review equity awards for the CEO and recommend to the CEO Committee equity awards for the CEO under the Company’s equity-based compensation plans; and
- Review and make equity awards under the Company’s equity-based compensation plans, other than awards to the CEO.

*Compensation Policies, Plans and Employment Agreements*

The Committee shall:

- Conduct a review of all executive incentive plans at least once every three years to ensure that they support the Company’s overall compensation strategy and objectives;
- Make recommendations to the Board with respect to incentive compensation plans and equity-based compensation plans for the Company and its subsidiaries;
- Review the Company’s employment agreement with the CEO and make recommendations to the CEO Committee with respect to the approval of such agreement;
- Review and approve the Company’s employment agreements with executive officers, other than the CEO, and such other officers as may be determined by the Committee, and approve the forms, terms and conditions of such agreements;
- Determine the employees or groups of employees to whom such forms of agreements shall be extended. The Committee may delegate to the CEO authority to make this determination with respect to employees other than executive officers;
- Review and recommend to the Board severance and other terms in any change-in-control agreements and policies; and
- Receive periodic reports on the Company’s compensation programs relating to all employees.

### *Disclosure*

The Committee shall:

- Review and discuss with management the Company's proposed disclosures in respect of the Compensation Discussion and Analysis ("CD&A") required to be included in the Company's Annual Report on Form 10-K and Proxy Statement by the rules and regulations of the Securities Exchange Commission ("SEC") and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included; and
- Produce annually the Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.

### *Risk Assessment*

The Committee shall review and assess annually risks arising from the Company's compensation policies and practices for its employees and whether any such risks are reasonably likely to have a material adverse effect on the Company.

### **Self-Evaluation and Charter Review**

The Committee annually will conduct a self-evaluation to review the Committee's performance, including its effectiveness and compliance with this Charter. In addition, periodically, the Committee will review and reassess the adequacy of this Charter and recommend to the Board any appropriate changes.

### **Reports**

The Chair of the Committee will report orally to the Board at its regularly scheduled meetings on the matters considered by the Committee. The Committee will, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form.

### **Committee Authority and Delegations**

The Committee shall undertake any other action or exercise such other powers, authority and responsibilities as necessary or appropriate to the discharge of the responsibilities and duties set forth in this Charter or the Company's Bylaws, or otherwise required by the Listing Standards of the New York Stock Exchange or other applicable laws, rules or regulations, or as shall otherwise be determined by the Board.

In discharging its responsibilities and duties, the Committee is empowered to investigate any matter brought to its attention that it determines to be within the scope of its authority with full access to all books, records, facilities and personnel of the Company.

The Committee shall have the sole power to retain or obtain the advice of compensation consultants, outside legal counsel or other advisors as the Committee may deem appropriate in its sole discretion, shall receive funding from the Company for compensation of such advisors, and shall have sole authority to approve all such advisers'

fees and retention terms. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, outside legal counsel or other advisor retained by the Committee. Effective July 1, 2013, the Committee may retain or obtain the advice of a compensation consultant, outside legal counsel or other advisor to the Committee only after taking into consideration all factors relevant to that person's independence from management including those independence factors enumerated by the rules of the New York Stock Exchange, except as otherwise provided by such rules.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company unless otherwise prohibited by law, regulation or New York Stock Exchange listing standard. The Committee may delegate authority to a member of the Committee to approve compensation for employees other than executive officers and to finalize compensation plans or other documents subject to the Compensation Committee's authority. The Committee may also delegate such powers and authority as it may determine to be appropriate within the confines established by the various incentive plans. However, in delegating authority it shall not absolve itself from the responsibilities it bears under the terms of this Charter.

### **Posting**

This Charter will be posted on the Company's website to be available to all shareholders.