

A man in a blue shirt is walking away from the camera in a modern, brightly lit building. The ceiling is a complex, geometric structure with many recessed lights. The floor is polished and reflects the lights. In the background, there are glass railings and other people walking. The overall atmosphere is clean and professional.

Unaudited Reconciliation of non-GAAP Financial Measures

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ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES (UNAUDITED)

(in millions, except per share amounts)

	Three Months Ended April 30,		Six Months Ended April 30,	
	2015	2014	2015	2014
Reconciliation of Adjusted Net Income to Net Income				
Adjusted net income	\$ 21.3	\$ 18.8	\$ 42.8	\$ 32.9
Items impacting comparability:				
CEO/CFO Change (a)	(1.4)	-	(4.6)	-
Litigation and other settlements	-	(3.4)	(2.3)	(3.4)
Restructuring (b)	(0.1)	(1.0)	(0.8)	(1.6)
Acquisition costs	(0.5)	(0.2)	(0.7)	(0.3)
Rebranding (c)	-	(1.4)	(0.1)	(1.8)
U.S. Foreign Corrupt Practices Act investigation (d)	(0.1)	(0.3)	(0.2)	(0.9)
Insurance adjustment	(3.0)	-	(3.0)	-
Total items impacting comparability	(5.1)	(6.3)	(11.7)	(8.0)
Benefit from income taxes	2.1	2.7	4.9	3.4
Items impacting comparability, net of taxes	(3.0)	(3.6)	(6.8)	(4.6)
Net income	\$ 18.3	\$ 15.2	\$ 36.0	\$ 28.3

(a) Represents severance and other costs related to the departure of our former CEO and CFO.

(b) Restructuring costs associated with realignment of our operational structure.

(c) Represents costs related to the Company's branding initiative.

(d) Includes legal and other cost incurred in connection with an internal investigation into a foreign entity affiliated with a former joint venture partner.

Unaudited Reconciliation of non-GAAP Financial Measures

	Three Months Ended April 30,		Six Months Ended April 30,	
	2015	2014	2015	2014
Reconciliation of Adjusted Operating Profit to Operating Profit				
Adjusted operating profit	\$ 35.9	\$ 34.2	\$ 61.7	\$ 59.8
Total items impacting comparability	(5.1)	(6.3)	(11.7)	(8.0)
Operating profit	<u>\$ 30.8</u>	<u>\$ 27.9</u>	<u>\$ 50.0</u>	<u>\$ 51.8</u>

Reconciliation of Adjusted EBITDA to Net Income

Adjusted EBITDA	\$ 52.5	\$ 49.4	\$ 93.8	\$ 90.9
Items impacting comparability	(5.1)	(6.3)	(11.7)	(8.0)
Provision for income taxes	(12.2)	(11.2)	(12.5)	(20.8)
Interest expense	(2.5)	(2.7)	(5.2)	(5.4)
Depreciation and amortization	(14.4)	(14.0)	(28.4)	(28.4)
Net income	<u>\$ 18.3</u>	<u>\$ 15.2</u>	<u>\$ 36.0</u>	<u>\$ 28.3</u>

	Three Months Ended April 30,		Six Months Ended April 30,	
	2015	2014	2015	2014
Reconciliation of Adjusted Net Income per Diluted Share to Net Income per Diluted Share				
Adjusted net income per diluted share	\$ 0.37	\$ 0.33	\$ 0.75	\$ 0.58
Items impacting comparability, net of taxes	(0.05)	(0.06)	(0.12)	(0.08)
Net income per diluted share	<u>\$ 0.32</u>	<u>\$ 0.27</u>	<u>\$ 0.63</u>	<u>\$ 0.50</u>
Diluted shares	57.6	57.0	57.4	57.0

Unaudited Reconciliation of non-GAAP Financial Measures

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES
RECONCILIATION OF ESTIMATED ADJUSTED NET INCOME PER DILUTED SHARE TO
ESTIMATED NET INCOME PER DILUTED SHARE FOR THE YEAR ENDING OCTOBER 31, 2015

Estimated net income per diluted share (a)	Year Ending October 31, 2015	
	Low Estimate	High Estimate
	(per diluted share)	
Adjusted net income per diluted share	\$ 1.75	\$ 1.85
Adjustments (b)	\$ (0.20)	\$ (0.20)
Net income per diluted share	<u>\$ 1.55</u>	<u>\$ 1.65</u>

(a) This guidance excludes potential benefit associated with the Work Opportunity Tax Credit for calendar 2015. If Congress were to extend the WOTC for calendar 2015 prior to October 31, 2015, the Company could have a further benefit of \$0.08 per diluted share.

(b) Adjustments include certain rebranding costs and legal settlements, adjustments to self-insurance reserves pertaining to prior year's claims and other unique items impacting comparability.