

Strategy and Enterprise Risk Committee

Adopted June 7, 2017

Purpose and Scope

The Strategy and Enterprise Risk Committee (the “Committee”) is created by the Board of Directors (the “Board”) of ABM Industries Incorporated (the “Company”) to discharge the responsibilities set forth in this Charter. The Committee shall assist the Board in fulfilling its oversight responsibilities relating to the strategic planning process and implementation of Board-approved long-term strategy for the Company and in regard to the identification, evaluation and mitigation of strategic and operational risks. While the Committee has the responsibilities set forth in this Charter, the Board is responsible for approving Company strategy. It is not the duty of the Committee to design or implement the Company’s corporate strategy, which remains the sole responsibility of Management, nor is it the duty of the Committee to design the enterprise risk management system or process.

Membership

The Committee shall consist of no fewer than three directors, comprised solely of non-management directors of the Company. 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 three times annually. The Committee may ask members of management or others to attend meetings or to provide relevant information. The Committee periodically shall meet in executive session without management.

Duties and Responsibilities

The Committee shall coordinate with the Audit Committee, Compensation Committee and the Governance Committee in instances where there is overlap with respect to the activities of those committees and this Committee in the area of risk management oversight. The Committee shall not have responsibility for matters subject to the jurisdiction of another Committee. The Committee shall:

- Review and provide input to management with respect to the development, approval and modification of the Company's strategy and strategic plan;
- Review with management the key issues, options and external developments impacting the Company's strategy and make recommendations to the Board with respect thereto;
- Monitor the Company's performance with respect to implementation of the Board-approved strategy against strategic goals and ensure the Board is regularly apprised of the Company's progress;
- Assess and provide oversight to management relating to the identification and evaluation of major enterprise and strategic risks inherent in the business of the Company;

- Review and assess prospects for corporate development and growth initiatives, including strategic acquisitions, joint ventures and other business alliances;
- Oversee the enterprise risk management activities of the Company; and
- Receive and review reports on selected risk topics as the Committee may direct from time to time.

Self-Evaluation and Charter Review

The Committee will annually conduct a self-evaluation of this Committee 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 when appropriate 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 its responsibilities and duties set forth in this Charter or the Company's Bylaws, 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 has the power to retain outside counsel or other consultants or experts as the Committee may deem appropriate in its sole discretion, have sole authority to approve related fees and retention terms, and shall receive funding from the Company for such advisors and for the ordinary administrative expenses of the Committee.

The Committee may delegate authority to a subcommittee or Committee member 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. 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.