

Governance Committee Charter

As Amended January 13, 2015

Purpose and Scope

The Governance 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 purposes of the Committee are to identify individuals qualified to become board members, consistent with criteria approved by the Board, and to recommend that the Board select director nominees for the next annual meeting of shareholders. The Committee shall also develop and recommend to the Board a set of corporate governance principles applicable to the Company and oversee the evaluation of the Board and management, including reviewing and recommending executive officer succession. 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. 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 two 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.

Board Selection and Composition

The Committee shall:

- Recommend to the Board the criteria for director candidates;
- Identify, evaluate and recommend director candidates;
- Establish policies for consideration of director candidates recommended by shareholders and procedures for submitting any such recommendations to shareholders;

- Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms;
- Provide direction to the Board as to the optimal number of directors on the Board; and
- Review, and recommend to the Board criteria for the renomination of incumbent directors.

Committee Selection and Composition

The Committee shall:

- Recommend members of the Board to serve on the committees of the Board, and, where appropriate, make recommendations regarding the removal of any member of any committee; and
- Recommend members of the Board to serve as Chair of the committees of the Board.

Corporate Governance

The Committee shall:

- Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, if applicable, that it propose amendments to the restated certificate of incorporation and by-laws for consideration by the shareholders;
- Review and recommend to the Board the Company's Corporate Governance Principles and Code of Business Conduct;
- Review and recommend to the Board policies relating to meetings of the Board, including the frequency and structure of Board meetings;
- Establish policies for the review and consideration of shareholder proposals; and
- Review and make recommendations with respect to corporate governance matters.

Board Compensation

The Committee shall:

- Review and recommend to the Board the cash compensation of non-employee directors;
- Make equity grants to non-employee directors in accordance with provisions of the 2006 Equity Incentive Plan, as amended, which was approved by shareholders.

Continuity and Succession Planning Process

The Committee shall:

- Oversee the management continuity planning process; and
- Review and evaluate succession plans relating to the CEO and other executive officer succession and make recommendations to the Board with respect to the selection of individuals to occupy those positions.

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 has the power to retain director search firms, consultants, outside counsel or other experts as the Committee may deem appropriate in its sole discretion, and shall receive funding from the Company to engage such advisors, and have sole authority to approve related fees and retention terms.

The Committee may delegate authority to a subcommittee or a member 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. 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 web site to be available to all shareholders.