

Audit Committee Charter

As Amended December 8, 2014

Purpose and Scope

The Audit 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 purpose of the Committee is to assist in Board oversight of the integrity of the Company’s financial statements, the Company’s compliance with legal and regulatory requirements, the independent auditor’s qualifications and independence, and the performance of the Company’s internal audit function and the independent auditor. The Committee shall perform such other duties and responsibilities enumerated in and consistent with this Charter. In fulfilling this role, the Committee will ensure that there is effective communication among the Board, management and independent auditors. In this way, this Charter will help the Board fulfill its oversight responsibility to the shareholders and the investment community relating to the Company’s financial statements and financial reporting process.

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. In addition, the Board shall make an individual determination that such director is independent within the meaning of Section 10A of the Securities Exchange Act of 1934 (the “Exchange Act”) and any other applicable law.

Each member of the Committee also must be “financially literate” as interpreted by the Board, in its business judgment, or must become “financially literate” within a reasonable period of time after his or her appointment to the Committee. In addition, at least one member of the Committee must have accounting or related financial management expertise as interpreted by the Board in its business judgment.

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 as a group will meet individually with the Company’s independent auditors, Chief Executive Officer and Chief Financial Officer upon completion of the annual audit, and at such other times as it deems appropriate, to review the independent auditors’ examination and management report. The Committee may also meet with the Company’s internal auditors to the extent the Committee deems necessary or advisable.

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

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.

Auditor Oversight Responsibilities

The Committee shall:

- Be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor, including resolutions of disagreements between management and the auditor regarding financial reporting. The independent auditor will report directly to the Committee and the Company shall provide appropriate funding to compensate the independent auditor;
- Preapprove all auditing services and all non-audit services that the independent auditor is permitted to and engaged to perform (other than de minimus non-audit services approved in accordance with Section 10A of the Exchange Act);
- Review and discuss with the independent auditors the plans for, and the scope of, the annual audit and other examinations, and approve the plans for the annual audit;
- Approve the fees for audit and non-audit services at least annually;
- Ensure the receipt of, and review, a formal written statement from the Company's independent auditors delineating all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard No. 1;
- Review and actively discuss with the Company's independent auditors, the auditor's independence, including any disclosed relationship or service that may impact the objectivity and independence of the independent auditor;
- At least annually, obtain and review a report by the independent auditor describing: the firm's internal quality control procedures; any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company; and
- Review and evaluate the auditor's qualifications, performance and independence, including a review and evaluation of the lead partner of the independent auditor. In making its evaluation, the Committee should take into account the opinions of management and internal auditors (or other personnel responsible for the internal audit function).

Financial Review and Reporting Responsibilities

The Committee shall:

- Review and discuss the quarterly and annual financial statements, and review and discuss the audited annual financial statements with both the Company's independent auditors and the Company's management, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of

Operations,” prior to any public filing of those reports; and recommend to the Board whether the audited financial statements should be included in the Company’s Form 10-K;

- Review any disclosures made to the Committee by the Chief Executive Officer or Chief Financial Officer in connection with their certifications of the Company’s periodic reports about any significant deficiencies in the design or operation of internal controls or material weaknesses in internal controls or any fraud involving management or other employees who have a significant role in internal controls;
- Discuss with the Company’s independent auditors the quality of accounting principles applied in the Company’s financial statements and the other matters required by PCAOB Auditing Standard No. 16 and amendments or supplements thereto, such as management judgments and accounting estimates that affect financial statements, significant new accounting policies and disagreements with management, and review with the independent auditor the conduct of the audit and any audit problems or difficulties the auditor encountered in the course of its audit work (including any restrictions on the scope of the auditor’s activities, or on access to information) and management’s response;
- Oversee the Company’s compliance with SEC requirements for disclosure of auditor’s services;
- Review the Company’s system of internal accounting controls and discuss the Company’s compliance procedures with respect to the disclosures regarding internal controls and matters required to be reported to the Committee by Sections 302 and 404 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC, with the independent auditors, senior financial executives and the General Counsel;
- Obtain assurance from the independent auditors that in the course of conducting the audit, there have been no acts detected or that have otherwise come to the attention of the audit firm that require disclosure to the Committee under Section 10A(b) of the Exchange Act;
- Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any complaints or concerns expressed by regulators or governmental agencies in such correspondence regarding the Company’s financial statements or accounting policies; and
- Assure that the Company has adequate resources (including without limitation an adequate financial organization) to fully comply with financial reporting requirements.

Other Responsibilities

The Committee shall:

- Review and discuss the Company’s press releases related to the Company’s financial results, as well as financial information and earnings guidance.
- Review and discuss guidelines and policies with respect to risk assessment and risk management, the Company’s major financial risk exposures and the steps management has taken to monitor and control these exposures;

- Periodically obtain reports from management, the Company's senior internal auditing executive and the independent auditors regarding the Company's compliance with applicable legal requirements and the Company's Code of Business Conduct, including matters with a significant impact on the Company's financial statements;
- Periodically advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct;
- Meet separately, periodically, with management (including the legal department personnel), with internal auditors (or other personnel responsible for the internal audit function) and with independent auditors;
- Set clear hiring policies for employees or former employees of the independent auditors and take any other appropriate actions to ensure the independence of the independent auditors;
- Establish procedures for the receipt, retention, and treatment of complaints on accounting, internal accounting controls, or auditing matters, as well as for confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters, as required by Exchange Act Rule 10A-3(b)(3);
- Oversee the internal audit function, including having the internal audit function report directly to the Committee except for managerial purposes and approving the internal audit plan; and
- Prepare annually the Audit Committee report required under Exchange Act rules to be included in the Company's proxy statement.

Finally, the Committee will ensure that the independent auditors understand both: (i) their ultimate accountability to the Board and to the Committee, as representatives of the Company's shareholders, and (ii) the Committee's ultimate authority and responsibility to select, evaluate and, where appropriate in the exercise of its business judgment, replace the Company's independent auditors.

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 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 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.