

ABM Industries Incorporated

Code of Business Conduct

November 16, 2017

Our Code

ABM was founded over 100 years ago. Since then, we have worked to gain the trust of our clients, employees, shareowners, and the communities that we serve by our adherence to ethical standards and commitment to do the right thing wherever we do business. Our Code of Business Conduct describes not only our core values of Respect, Integrity, Collaboration, Innovation, Trust and Excellence but is also a key part of our vision to lead the industry in the delivery of integrated facility service solutions.

Our Code of Business Conduct was approved by our Board of Directors. It applies to all directors, officers and employees of ABM and its subsidiaries and affiliates, wherever located. In this Code, when we refer to the “Company”, we are referring generally to ABM, its subsidiaries and affiliates. Our Board, together with our Chief Executive Officer and Chief Financial Officer and all of the Company’s other leaders and employees, stand behind the Code.

While our Code requires us to comply with applicable laws and regulations wherever we do business, it is not only about compliance. The Code also provides us with an ethical framework for achieving our goals by focusing on areas of ethical risk and serves as an important tool to help our directors, officers and employees recognize and deal with these risks, report unethical conduct and preserve and nurture our culture of honesty, integrity and accountability.

Guidance and Administration

As you read this Code, bear in mind that it is not possible to capture every possible situation that could be a violation of the Code. You are expected to exercise good judgment in your decision-making and ask for help if you have questions or concerns that are not addressed in the Code. ABM’s General Counsel administers and interprets our Code. In doing so, the General Counsel works with the Board and other Company leaders to adopt procedures to promote the effectiveness of the Code and to respond to questions relating to the Code and its application. Please see *Finding Assistance and Reporting Illegal or Unethical Behavior* on page 9 for information about how to get help with understanding the Code and reporting suspected illegal or unethical behavior.

Conflicts of Interest

It is important that our business decisions are made ethically and in the best interests of the Company. A “conflict of interest” occurs when a director, officer or employee’s private interest interferes in any way, or even appears to interfere, with the interests of the Company. Any situation that creates or appears to create a conflict of interest between personal interests and the Company’s interests must be avoided, terminated, resolved or appropriately disclosed. While it is not possible to list all situations which could give rise to a conflict of interest or potential conflict of interest, some examples of potential conflicts of interest include the following:

- You or your family member receives an improper personal benefit as a result of your position with the Company. “Family member” can include your child, stepchild, parent, stepparent, spouse, domestic partner, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, aunt, uncle, niece, nephew or any person who lives in your household.
- A family member is employed by the Company in any position where either you or the family member is subject, directly or indirectly, to the management and/or control of the other.
- A personal or family relationship that overlaps with your professional life, for example, when you happen to be a manager with direct supervision over a close personal friend.
- You are employed by, or act as a consultant to, a competitor or potential competitor, regardless of the nature of the employment or consulting relationship.
- You have a second job or consulting arrangement outside of the Company with a company that is one of our suppliers, customers, competitors or subcontractors, or where the work interferes with your job at the Company.
- You own, or hold an interest in, any supplier, customer, subcontractor or other company that impairs your ability to make objective decisions on behalf of the Company.
- You purchase, or direct the purchase, of merchandise or services for the Company from, or placement of other business with, a company directly or beneficially owned or controlled by you or a family member.
- Borrowing or lending money or guaranteeing financial obligations between employees where one employee directly or indirectly has management or control of the other employee.

All situations that may involve a conflict of interest, or potential conflict of interest, should be reported immediately. Please see *Finding Assistance and Reporting Illegal or Unethical Behavior* on page 9 for information on how to report a conflict of interest or a potential conflict of interest. A conflict of interest may only be waived in accordance with the provisions set forth below under “Waivers”.

Other relevant policies:

- Nepotism and Personal Relationships Policy
- Related Party Transaction Policy

Corporate Opportunities and Duty of Loyalty

Employees have a common law duty of loyalty to the Company, which means that employees may not use their positions or the Company’s name, property, information or goodwill for personal gain or for the gain of others. An employee also may not take advantage of a personal opportunity that is discovered through the use of Company property, information or his or her position with the Company.

Directors are prohibited from taking for themselves or for their companies opportunities related to the Company's business, using the Company's property or information for personal gain, and competing with the Company for business opportunities.

Gifts and Gratuities

Gifts and entertainment are a common way we create goodwill and strengthen our business relationships but they can also make it difficult to make objective decisions about business partners. For these reasons, we should avoid their use if it will create the appearance of compromising business decisions. We do not seek to gain any advantage through the improper use of business favors or gifts. No gift, favor or entertainment may be accepted or provided if it will obligate or appear to obligate the receiver. In some cases, providing business gifts and entertainment may even be illegal, such as when the recipient is a government official. Gifts include any tangible item of value, any service of value, any purchase at a price lower than what is usually charged or any benefit or other thing of value (including cash or certificates) and any of which are given at less than usual and customary rates or fair market value.

Other relevant policies:

- Gift & Entertainment Policy
- Anti-Bribery and Anti-Corruption Compliance Policy

Bribery and Corruption

We are dedicated to winning business based on merit. This means that we will not resort to offering improper benefits to others or paying bribes. As an international company, we adhere to those laws around the world that are designed to prevent corruption and bribery, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act. We strictly prohibit the use of improper gifts, favors or entertainment and bribes, kickbacks, or payoffs of any kind by our employees or by any third party working on our behalf. You, and third parties working on our behalf, may not offer or pay, directly or indirectly, any “bribe” or “kickback” or other payment of anything of value to any person for the purpose of influencing, obtaining or rewarding any favorable action in a commercial transaction, collective bargaining agreement or governmental matter involving the Company. You also may not solicit or accept any payment or receipt of anything of value from any person for any such purpose. Practices or procedures that might conceal or facilitate bribery, illegal or improper payments or any activity which might support an inference of wrongdoing are also not permitted.

Other relevant policies:

- Gift & Entertainment Policy
- Anti-Bribery and Anti-Corruption Compliance Policy

Insider Trading and Speculation

ABM stock is publicly traded. Because of your employment relationship with ABM or one of its subsidiaries or affiliates, you may become aware of important information about our Company or another company that has not been publicly disclosed. U.S. federal and state laws refer to such information as “material, non-public information.” Material, non-public information can be information about contracts and pricing, strategic or marketing plans, major management

changes, mergers, acquisitions or divestitures and financial data. The law in this area is complex but it generally forbids a person who has material, non-public information about a company from trading in that company's stock or tipping anyone else about such information.

You are prohibited from directly or indirectly buying, selling or otherwise trading in ABM stock or the securities of another company (for example, a supplier or a customer) on the basis of material non-public information and from sharing that information with others. In addition, directors, executive officers and certain other employees because of their positions or involvement in the financial reporting process must follow additional rules governing their trading in ABM securities.

We also believe it is improper and inappropriate for directors, officers and employees to engage in speculative transactions involving ABM securities. You therefore may not sell any ABM securities you do not own (i.e., a short sale) either directly, by sale of an option or other arbitrage transaction. You also may not engage in any hedging transaction involving ABM securities or a pledge of ABM securities. You are encouraged to contact our Legal Department if you have questions about insider trading or other speculative activity.

Other relevant policies:

- Insider Trading Policy

Compliance with Laws, Regulations and Policies

Compliance with laws, rules and regulations is core to our business. We comply with both the letter and the spirit of the law and we expect our business partners and suppliers to do the same. Fraud, theft, dishonesty, embezzlement, misappropriation or falsification in connection with your duties for the Company are never tolerated. In addition, we will not tolerate human trafficking or forced labor in any part of our business activities or anywhere within our supply chain around the world.

You are expected to obey and comply with all national, state, provincial and local laws, regulations and ordinances, including but not limited to:

- Immigration related laws concerning the hiring of legally documented workers;
- Employment laws concerning payment of minimum wage, overtime requirements, child labor and general working conditions;
- Laws concerning harassment, discrimination and retaliation;
- Labor laws concerning worker organizing and bargaining activities;
- Laws and regulations concerning human trafficking and responsible labor-sourcing;
- Health and safety laws concerning the workplace;
- Laws concerning racketeering, corrupt practices and the unlawful influence of foreign officials and falsification of records;
- Laws concerning the proper maintenance of books, records and internal controls; and

- Laws, regulations, and contract provisions in connection with the Company's government contracting activities.

In addition, you are expected to be familiar with and comply with the Company's various policies and procedures. Violation of Company policies and work rules may result in disciplinary action, up to and including termination.

Other relevant policies:

- Anti-Bribery and Anti-Corruption Compliance Policy
- Gift & Entertainment Policy
- Antitrust Policy
- Compliance Policy

Fair Dealing

Fairness is one of our values and each employee is expected to deal fairly with the Company's customers, suppliers, competitors and other employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, falsification, misrepresentation of material facts or any other unfair dealing practice. Unauthorized use of covert surveillance equipment, including video, photographic or recording devices, is strictly prohibited.

Protection and Proper Use of Company Assets

Employees are expected at all times to protect and assure the proper and efficient use of the Company's assets, property and facilities for the benefit of the Company and its shareholders. This includes taking appropriate precautions to protect information when using the internet or storing information on a computer. When using Company assets, you are expected to put the interests of the Company ahead of other interests and assure that such assets are used only for conducting legitimate Company business. Theft, carelessness and waste by an employee of any Company assets are strictly prohibited.

Other relevant policies:

- ABM's Information Systems Usage Policy
- Corporate Name and Tradename Policy

Political Contributions and Activities

Many Company employees participate in the political life of their respective communities. However, employees are prohibited from making any direct or indirect contribution of cash, merchandise, services or other property on behalf of the Company to any candidate for public office, or to any political party, political advocacy group or other political organization, except as explicitly permitted by Company policy. Employees may never use Company resources and assets for personal activities in support of their choice of political party, candidate or cause. Corporate expenditures of a nonpartisan nature may be made in support of legislative issues of concern to the Company, but only with prior written approval of the General Counsel

Other relevant policies:

- Commitments Policy

Health and Safety

We are committed to providing a safe and healthy work environment for our employees. We operate in compliance with applicable health and safety regulations and laws, and we expect our employees to comply with safety, health and environmental regulations and our own standards, which may be stricter. Any workplace accident and any unsafe working conditions or practices, must be reported immediately. The health and safety of our fellow employees and others require that each employee works free from the influence of any substance that could impact or prevent a safe working environment. To that end, you are prohibited from using or possessing alcohol or illegal drugs in violation of any national, state, provincial or local law, regulation or ordinance or Company policy at your workplace or in connection with your work, in a Company vehicle or in any motor vehicle when used in connection with Company business. Subject to the provisions of applicable laws and regulations, we prohibit the possession or use of any firearms, other weapons, explosive devices and/or dangerous materials while conducting Company business, at your workplace or in a Company vehicle.

Harassment, Discrimination and Workplace Violence.

The Company is committed to providing all employees with a workplace environment consistent with ABM's core values of Respect, Integrity, Collaboration, Innovation and Excellence. Employees who are respected and valued and who are not distracted by discrimination, harassment or other forms of unprofessional or unacceptable conduct can fully contribute their skills and talents to enhance ABM's performance. Accordingly, ABM does not tolerate any form of unlawful workplace discrimination, harassment, retaliation, bullying, threatening behavior or violence.

Other relevant policies:

- Policy Against Harassment in the Workplace
- Accounting Complaints Policy
- Workplace Complaints Investigation Policy
- Social Media Policy

Wages, Hours and Working Conditions

We comply with all applicable laws governing the wages, hours and working conditions of our employees. This includes, but is not limited to, minimum wage requirements, meal and rest periods, overtime pay, recordkeeping and final pay upon separation. As an ABM employee you are expected to comply with these same laws as well as all Company policies and work rules concerning wages, hours and working conditions. If you become aware of any violations of wage and hour laws, policies or work rules, you must immediately report them to the ABM Compliance Hotline at 1-877-253-7804 or online at abmhotline.ethicspoint.com.

Retaliation

We have zero tolerance for retaliation. We want to hear your honest concerns and we not tolerate retaliation against anyone who, in good faith, reports a possible violation of any law or Company policy. Any employee or manager who attempts to retaliate against an individual who has reported a violation or possible violation of this Code will face serious disciplinary action, up to and including termination.

Sustainability

At ABM, sustainability revolves around four principles: responsible behavior in the workplace, responsible behavior in the marketplace and responsible actions with respect to the environment and the communities in which we operate and exist. We are committed to sustainable development and the protection of the environment. We seek to support our clients in achieving their sustainability goals as we in turn strive to be good stewards of the environment and responsible global citizens.

Other relevant policies:

- Sustainability Policy

Confidentiality

Any information about our Company may be valuable to a competitor. It is important to maintain the confidentiality of any non-public Company or customer information entrusted to you that might be of use to competitors, or harmful to the Company or its customers, if disclosed. You must also maintain the confidentiality of any proprietary information or trade secrets you learn while employed by the Company that are not otherwise in the public domain. Examples of proprietary information include, but are not limited to: customer or potential customer lists; cost, price, billing and profit information and methodology; customer service and supply preferences or requirements; trademarks, copyright and software development; contracts and contract negotiations.

Other relevant policies:

- Corporate Name and Tradename Policy

Antitrust/Competition

Federal antitrust laws exist to promote open and fair competition in the marketplace so that free enterprise can flourish. Certain conduct such as discussions or agreements between ABM and its competitors and/or suppliers may constitute an antitrust violation if it may have the effect of reducing or restricting competition. You may not agree with any actual or potential competitors or suppliers to fix prices on products or services to be bought or sold by the Company, divide or allocate customers or markets, or refrain from competing in a market. Antitrust is a complex area of the law and the Code cannot address every possible issue. If you have any questions about whether certain conduct may raise an antitrust issue, you should contact our Legal Department.

Other relevant policies:

- Antitrust Policy

Accounting and Recordkeeping

As a public company, we periodically release certain information about our finances to the public. Accurate and honest recording is important to appropriate public financial disclosure and also important to making responsible business decisions. We require that all records involving our businesses be complete and accurate and that all required disclosures be timely, accurate and understandable. If you have any responsibility for any aspect of the Company's recordkeeping (including, but not limited to processing of cash receipts or processing or approval of payments; creation, processing or approval of invoices and credit memos; payroll and benefits decisions; submission or approval of expense reports and any and all other transactions; or the estimation of reserves or other claims or the amount of any accrual or deferral; or the recording of any of the foregoing in the Company's ledgers) and/or the preparation of the Company's financial statements or other reports, you must see to it that complete and accurate books and records are maintained.

Internal controls are an essential part of accounting and the effective operation of a business enterprise. They are designed to ensure the integrity of our accounting data and prevent inefficiency, waste and the improper use of Company funds or other assets. We have adopted detailed policies and procedures on internal controls. These are made available to all employees who are involved with internal controls.

Our internal audit function is an essential resource, and it plays a critical role in providing management with evaluations of the effectiveness of internal controls over accounting, operational and administrative functions. If you receive inquiries from our internal auditor or our independent auditors, accountants, or the Audit Committee you must respond promptly, fully and accurately.

We do not tolerate any subversion of the Company's systems of internal accounting controls, funds or assets for any illegal or improper purposes, and the making of false or misleading statements in any Company documents, reports or records is strictly prohibited. No undisclosed or unrecorded accounts may be established using the Company's funds or other assets. Any employee who is directed to act in a manner that he or she believes is not in compliance with this Code should seek guidance and report the matter in accordance with the procedures found under "Finding Assistance and Reporting Illegal or Unethical Behavior."

Other relevant policies:

- Accounting Complaints Policy

Penalties for Violations

Violations of this Code or failure to cooperate with an internal investigation relating to an actual or apparent violation of this Code constitute grounds for corrective action, including immediate termination of employment. In addition, some Code violations may be serious enough to result in civil or criminal fines and/or imprisonment.

Waivers

The provisions of the Code are only waived in extremely limited circumstances. A request for a waiver and the reasons for the request must be submitted to the Company's General Counsel to review and you must obtain written pre-approval from both the General Counsel and the Chief Human Resources Officer. Any waiver of the Code for a director or executive officer may only be granted by the Board of Directors, which has sole and absolute discretion to approve any waiver. Any waivers granted to directors or executive officers of the Company will be promptly disclosed to Company shareholders if and as required by law or stock exchange regulation.

Amendments

We view the Code as an integral part of who we, as a Company, are and how we conduct our business. Our Board reviews the Code on an annual basis and amends the Code from time to time, as it may consider desirable and in the best interests of the Company and its shareholders. We make the Code available to our shareholders and other interested persons on our Company's website, at <http://investor.abm.com/governance.cfm>.

Finding Assistance and Reporting Illegal or Unethical Behavior

There are a number of resources available to assist employees who need information or advice concerning the topics covered in our Code of Business Conduct. You are encouraged to talk to your supervisor, manager or human resource representative if you are in doubt about the best course of action to take in a particular situation. If you know of any activity that is or may be in violation of this Code or any law or regulation applicable to our business, it is your responsibility to report it. You may make such reports to our Vice President-Internal Audit, our General Counsel, a Divisional Senior Vice President of Human Resources, or our Chief Human Resources Officer or you may report it through the following channels:

- ABM's Compliance Hotline at 1-877-253-7804: this is a toll-free, confidential, third party service set up for employees to report possible violations of the law, this Code or other ABM policies.
- Online at abmhotline.ethicspoint.com.
- By mail, addressed to the General Counsel, ABM Industries Incorporated, One Liberty Plaza, 7th Floor, New York, and NY 10006.

Remember, it is our policy that there will be no retaliation against any employee who reports what he or she believes in good faith to be a violation or assist others in making such reports. Also please remember that a failure to report a violation is itself a violation of this Code.

How to Obtain More Information

Our Code of Business Conduct provides guidelines relating to ethical issues you might face as an employee. In addition to the Code, you should consult other Company policies and procedures which contain more detailed information relating to employee responsibilities and corporate practices. These policies and other related resources can be found on the ABM Policy Portal on the Company's intranet site at <https://connectx.abm.com/policyportal/documents.aspx>

CERTIFICATION

Certification of compliance with this Code shall be provided by all employees at the time of hire and annually by all directors, executives, officers, managers, administrators, salespeople, attorneys and accountants of the Company. Failure to sign and return a copy of the Code or failure to complete an electronic certification of your compliance with the Code when requested by the Company shall be grounds for termination.