

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended April 30, 2024
or

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 1-8929

ABM INDUSTRIES INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)



94-1369354
(I.R.S. Employer
Identification No.)

**One Liberty Plaza, 7th Floor
New York, New York 10006**

(Address of principal executive offices)

(212) 297-0200

(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value	ABM	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Number of shares of the registrant's common stock outstanding as of June 5, 2024: 62,763,623

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES

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FORWARD-LOOKING STATEMENTS

This Form 10-Q contains both historical and forward-looking statements regarding ABM and its subsidiaries (collectively referred to as “ABM,” “we,” “us,” “our,” or the “Company”). We make forward-looking statements related to future expectations, estimates, and projections that are uncertain and often contain words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “intend,” “likely,” “may,” “outlook,” “plan,” “predict,” “should,” “target,” or other similar words or phrases. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and assumptions that are difficult to predict. Particular risks and uncertainties that could cause our actual results to be materially different from those expressed in our forward-looking statements include those listed below:

- Our success depends on our ability to gain profitable business despite competitive market pressures.
- Our results of operations can be adversely affected by labor shortages, turnover, and labor cost increases.
- We may not be able to attract and retain qualified personnel and senior management we need to support our business.
- Investments in and changes to our businesses, operating structure, or personnel relating to our **ELEVATE** strategy, including the implementation of strategic transformations, enhanced business processes, and technology initiatives, may not have the desired effects on our financial condition and results of operations.
- Our ability to preserve long-term client relationships is essential to our continued success.
- Our use of subcontractors or joint venture partners to perform work under customer contracts exposes us to liability and financial risk.
- Our international business involves risks different from those we face in the United States that could negatively impact our results of operations and financial condition.
- Decreases in commercial office space utilization due to hybrid work models could adversely affect our financial condition.
- Negative changes in general economic conditions, such as recessionary pressures, high interest rates, durable and non-durable goods pricing, changes in energy prices, or changes in consumer goods pricing could reduce the demand for our services and, as a result, reduce our revenue and earnings and adversely affect our financial condition.
- Acquisitions, divestitures, and other strategic transactions could fail to achieve financial or strategic objectives, disrupt our ongoing business, and adversely impact our results of operations.
- We may experience breaches of, or disruptions to, our information technology systems or those of our third-party providers or clients, or other compromises of our data that could adversely affect our business.
- Our ongoing implementation of new enterprise resource planning (“ERP”) and related boundary systems could adversely impact our ability to operate our business and report our financial results.
- We manage our insurable risks through a combination of third-party purchased policies and self-insurance, and we retain a substantial portion of the risk associated with expected losses under these programs, which exposes us to volatility associated with those risks, including the possibility that changes in estimates to our ultimate insurance loss reserves could result in material charges against our earnings.
- Our risk management and safety programs may not have the intended effect of reducing our liability for personal injury or property loss.
- Unfavorable developments in our class and representative actions and other lawsuits alleging various claims could cause us to incur substantial liabilities.
- We are subject to extensive legal and regulatory requirements, which could limit our profitability by increasing the costs of legal and regulatory compliance.
- A significant number of our employees are covered by collective bargaining agreements that could expose us to potential liabilities in relation to our participation in multiemployer pension plans, requirements to make contributions to other benefit plans, and the potential for strikes, work slowdowns or similar activities, and union organizing drives.
- Our business may be materially affected by changes to fiscal and tax policies. Negative or unexpected tax consequences could adversely affect our results of operations.
- Future increases in the level of our borrowings or in interest rates could affect our results of operations.
- Impairment of goodwill and long-lived assets could have a material adverse effect on our financial condition and results of operations.

- If we fail to maintain proper and effective internal control over financial reporting in the future, our ability to produce accurate and timely financial statements could be negatively impacted, which could harm our operating results and investor perceptions of our Company and as a result may have a material adverse effect on the value of our common stock.
- Our business may be negatively impacted by adverse weather conditions.
- Catastrophic events, disasters, pandemics, and terrorist attacks could disrupt our services.
- Actions of activist investors could disrupt our business.

The list of factors above is illustrative and by no means exhaustive. Additional information regarding these and other risks and uncertainties we face is contained in our Annual Report on Form 10-K for the year ended October 31, 2023, and in other reports (including all amendments to those reports) we file from time to time with the Securities and Exchange Commission (“SEC”).

We urge readers to consider these risks and uncertainties in evaluating our forward-looking statements. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS.

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(in millions, except share and per share amounts)

	April 30, 2024	October 31, 2023
ASSETS		
Current assets		
Cash and cash equivalents	\$ 60.7	\$ 69.5
Trade accounts receivable, net of allowances of \$25.4 and \$25.0 at April 30, 2024 and October 31, 2023, respectively	1,313.4	1,365.0
Costs incurred in excess of amounts billed	152.2	139.2
Prepaid expenses	90.7	78.5
Other current assets	80.9	58.6
Total current assets	1,697.9	1,710.7
Other investments		
Property, plant and equipment, net of accumulated depreciation of \$347.4 and \$326.5 at April 30, 2024 and October 31, 2023, respectively	145.1	131.5
Right-of-use assets	108.4	113.4
Other intangible assets, net of accumulated amortization of \$466.8 and \$438.3 at April 30, 2024 and October 31, 2023, respectively	274.8	302.9
Goodwill	2,493.3	2,491.3
Other noncurrent assets	180.1	155.0
Total assets	\$ 4,929.5	\$ 4,933.7
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Current portion of debt, net	\$ 31.6	\$ 31.5
Trade accounts payable	253.6	299.1
Accrued compensation	223.6	249.7
Accrued taxes — other than income	64.9	58.9
Deferred revenue	101.2	90.1
Insurance claims	196.3	177.0
Income taxes payable	12.3	17.9
Current portion of lease liabilities	28.2	32.5
Other accrued liabilities	267.3	261.2
Total current liabilities	1,179.1	1,217.9
Long-term debt, net	1,239.0	1,279.8
Long-term lease liabilities	97.0	98.8
Deferred income tax liability, net	80.9	85.0
Noncurrent insurance claims	418.0	387.5
Other noncurrent liabilities	68.1	61.1
Noncurrent income taxes payable	3.8	3.7
Total liabilities	3,085.9	3,133.8
Commitments and contingencies		
Stockholders' Equity		
Preferred stock, \$0.01 par value; 500,000 shares authorized; none issued	—	—
Common stock, \$0.01 par value; 100,000,000 shares authorized; 62,756,634 and 62,847,387 shares issued and outstanding at April 30, 2024 and October 31, 2023, respectively	0.6	0.6
Additional paid-in capital	544.0	558.9
Accumulated other comprehensive loss, net of taxes	(9.8)	(9.2)
Retained earnings	1,308.8	1,249.6
Total stockholders' equity	1,843.6	1,799.9
Total liabilities and stockholders' equity	\$ 4,929.5	\$ 4,933.7

See accompanying notes to unaudited consolidated financial statements.

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)

<i>(in millions, except per share amounts)</i>	Three Months Ended April 30,		Six Months Ended April 30,	
	2024	2023	2024	2023
Revenues	\$ 2,018.2	\$ 1,984.0	\$ 4,087.8	\$ 3,975.3
Operating expenses	1,763.5	1,715.2	3,589.8	3,465.0
Selling, general and administrative expenses	159.9	156.6	314.5	307.2
Amortization of intangible assets	13.6	19.5	28.2	39.0
Operating profit	<u>81.3</u>	<u>92.7</u>	<u>155.4</u>	<u>164.1</u>
Income from unconsolidated affiliates	1.7	0.6	3.0	1.7
Interest expense	(20.6)	(21.1)	(41.9)	(40.9)
Income before income taxes	62.4	72.3	116.4	125.0
Income tax provision	(18.7)	(20.4)	(28.0)	(34.5)
Net income	<u>43.8</u>	<u>51.9</u>	<u>88.4</u>	<u>90.4</u>
Other comprehensive income				
Interest rate swaps	10.3	(2.5)	(5.7)	(15.6)
Foreign currency translation and other	(1.7)	2.3	3.7	12.8
Income tax (provision) benefit	(2.7)	0.7	1.5	4.3
Comprehensive income	<u>\$ 49.7</u>	<u>\$ 52.4</u>	<u>\$ 87.9</u>	<u>\$ 92.0</u>
Net income per common share				
Basic	\$ 0.69	\$ 0.78	\$ 1.40	\$ 1.36
Diluted	\$ 0.69	\$ 0.78	\$ 1.39	\$ 1.35
Weighted-average common and common equivalent shares outstanding				
Basic	63.3	66.4	63.4	66.4
Diluted	63.5	66.7	63.7	66.7

See accompanying notes to unaudited consolidated financial statements.

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(UNAUDITED)

<i>(in millions, except per share amounts)</i>	Three Months Ended April 30,				Six Months Ended April 30,			
	2024		2023		2024		2023	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
Common Stock								
Balance, beginning of period	63.3	\$ 0.6	66.1	\$ 0.7	62.8	\$ 0.6	65.6	\$ 0.7
Stock issued under employee stock purchase and share-based compensation plans	—	—	—	—	0.5	—	0.6	—
Repurchase of common stock, including excise taxes	(0.6)	—	—	—	(0.6)	—	—	—
Balance, end of period	62.8	0.6	66.1	0.7	62.8	0.6	66.1	0.7
Additional Paid-in Capital								
Balance, beginning of period		558.5		670.7		558.9		675.5
Stock issued (taxes withheld) under employee stock purchase and share-based compensation plans, net		1.0		0.8		(7.8)		(10.9)
Share-based compensation expense		8.4		7.7		16.6		14.6
Repurchase of common stock, including excise taxes		(23.8)		—		(23.8)		—
Balance, end of period		544.0		679.2		544.0		679.2
Accumulated Other Comprehensive Loss, Net of Taxes								
Balance, beginning of period		(15.7)		(15.1)		(9.2)		(16.2)
Other comprehensive income (loss)		5.9		0.5		(0.5)		1.6
Balance, end of period		(9.8)		(14.6)		(9.8)		(14.6)
Retained Earnings								
Balance, beginning of period		1,279.3		1,080.3		1,249.6		1,057.2
Net income		43.8		51.9		88.4		90.4
Dividends								
Common stock ⁽¹⁾		(14.1)		(14.5)		(28.3)		(29.0)
Stock issued under share-based compensation plans		(0.2)		(0.2)		(1.0)		(1.1)
Balance, end of period		1,308.8		1,117.5		1,308.8		1,117.5
Total Stockholders' Equity		\$ 1,843.6		\$ 1,782.8		\$ 1,843.6		\$ 1,782.8

⁽¹⁾ Cash dividends declared per common share were \$0.225 and \$0.220 for the three months ended April 30, 2024 and 2023, respectively, and \$0.450 and \$0.440 for the six months ended April 30, 2024 and 2023, respectively.

See accompanying notes to unaudited consolidated financial statements.

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

<i>(in millions)</i>	Six Months Ended April 30,	
	2024	2023
Cash flows from operating activities		
Net income	\$ 88.4	\$ 90.4
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	52.9	61.1
Deferred income taxes	(2.6)	3.3
Share-based compensation expense	16.6	14.6
Provision for bad debt	2.2	—
Discount accretion on insurance claims	0.3	0.2
(Gain)/Loss on sale of assets	(0.2)	0.2
Change in fair value of contingent consideration	—	(8.4)
Income from unconsolidated affiliates	(3.0)	(1.7)
Distributions from unconsolidated affiliates	1.8	1.8
Changes in operating assets and liabilities		
Trade accounts receivable and costs incurred in excess of amounts billed	36.4	(93.5)
Prepaid expenses and other current assets	(34.4)	(35.9)
Right-of-use assets	5.0	3.5
Other noncurrent assets	(30.1)	22.9
Trade accounts payable and other accrued liabilities	(57.8)	(118.1)
Long-term lease liabilities	(1.8)	(6.5)
Insurance claims	49.5	25.4
Income taxes payable, net	(5.4)	(4.0)
Other noncurrent liabilities	(0.9)	(0.3)
Total adjustments	28.4	(135.4)
Net cash provided by (used in) operating activities	116.9	(45.0)
Cash flows from investing activities		
Additions to property, plant and equipment	(29.1)	(23.8)
Proceeds from sale of assets	0.6	1.6
Net cash used in investing activities	(28.6)	(22.2)
Cash flows from financing activities		
Taxes withheld from issuance of share-based compensation awards, net	(8.7)	(12.0)
Repurchases of common stock, including excise taxes	(23.8)	—
Dividends paid	(28.3)	(29.0)
Borrowings from debt	556.0	575.5
Repayment of borrowings from debt	(597.3)	(459.8)
Changes in book cash overdrafts	6.0	(11.0)
Financing of energy savings performance contracts	—	0.5
Repayment of finance lease obligations	(2.0)	(1.5)
Net cash (used in) provided by financing activities	(98.0)	62.8
Effect of exchange rate changes on cash and cash equivalents	0.8	2.6
Net decrease in cash and cash equivalents	(8.8)	(1.8)
Cash and cash equivalents at beginning of year	69.5	73.0
Cash and cash equivalents at end of period	\$ 60.7	\$ 71.2

See accompanying notes to unaudited consolidated financial statements.

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. THE COMPANY AND NATURE OF OPERATIONS

ABM is a leading provider of integrated facility services with a mission to make a difference, every person, every day. We are organized into four industry groups and one Technical Solutions segment:



Aviation



Business &
Industry



Education



Manufacturing
& Distribution



Technical
Solutions

Through these groups, we offer janitorial, facilities engineering, parking, and specialized mechanical and electrical technical solutions, on a standalone basis or in combination with other services.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with (i) United States generally accepted accounting principles (“U.S. GAAP”) for interim financial information and (ii) the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of our management, our unaudited consolidated financial statements and accompanying notes (the “Financial Statements”) include all normal recurring adjustments that are necessary for the fair statement of the interim periods presented. Interim results of operations are not necessarily indicative of results for the full year. The Financial Statements should be read in conjunction with our audited consolidated financial statements (and notes thereto) in our Annual Report on Form 10-K for the year ended October 31, 2023. Unless otherwise indicated, all references to years are to our fiscal years, which end on October 31.

Rounding

We round amounts in the Financial Statements to millions and calculate all percentages and per-share data from the underlying whole-dollar amounts. Thus, certain amounts may not foot, crossfoot, or recalculate based on reported numbers due to rounding.

Management Reimbursement Revenue by Segment

We operate certain parking facilities under management reimbursement arrangements. Under these arrangements, we manage the parking facilities for management fees and pass through the revenues and expenses associated with the facilities to the owners. These revenues and expenses are reported in equal amounts as costs reimbursed from our managed locations. Management reimbursement revenue for the three and six months ended April 30, 2024, was \$76.9 million and \$157.0 million, respectively. Management reimbursement revenue for the three and six months ended April 30, 2023, was \$73.5 million and \$146.0 million, respectively.

Recently Adopted Accounting Standards

In September 2022, the FASB issued ASU 2022-04, *Liabilities — Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations*, designed to enhance transparency around supplier finance programs by requiring new disclosures that would allow a user of the financial statements to understand the program’s nature, activity during the period, changes from period to period, and potential magnitude. This ASU is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years, except for the amendment on rollforward information, which is effective for fiscal years beginning after December

15, 2023, with early adoption permitted. We adopted this standard, effective November 1, 2023, on a prospective basis, except for the rollforward requirement, which becomes effective in fiscal year 2025. We do not participate in any material supplier finance programs and, as such, the adoption of this guidance did not have an impact on our disclosures.

3. ACQUISITIONS

Acquisition of RavenVolt

On September 1, 2022, we completed the acquisition of all of the equity interests of RavenVolt, Inc. (“RavenVolt”), a nationwide provider of advanced turn-key microgrid systems utilized by diversified commercial and industrial customers, national retailers, utilities, and municipalities. RavenVolt’s operations are included within our Technical Solutions segment.

The purchase price for the acquisition was approximately \$170.0 million in cash at closing (subject to customary working capital and net debt adjustments) plus the potential of post-closing contingent consideration of up to \$280.0 million. The post-closing contingent consideration would be payable in cash in calendar years 2024, 2025, and 2026 if RavenVolt’s earnings before interest, taxes, depreciation, and amortization (“EBITDA”), as defined in the RavenVolt merger agreement, meets or exceeds certain defined targets. In 2024, defined EBITDA targets were not achieved, and as a result, no contingent consideration payment was made in 2024 for calendar year 2023. The maximum remaining contingent consideration that is payable in calendar years 2025 and 2026 is \$75.0 million and \$130.0 million, respectively. If the EBITDA achieved for calendar years 2023–2025 cumulatively meets the defined EBITDA targets, the entire \$280.0 million would be paid in calendar year 2026, minus any earn-out payments made in 2024 and 2025. The estimate of the fair value of the contingent consideration on the date of acquisition was \$59.0 million.

At October 31, 2023, the estimate of the fair value of the contingent consideration was \$13.4 million. There was no material change in the fair value of the contingent consideration during the three and six months ended April 30, 2024.

4. REVENUES

Disaggregation of Revenues

We generate revenues under several types of contracts, which are further explained below. Generally, the type of contract is determined by the nature of the services provided by each of our major service lines throughout our reportable segments; therefore, we disaggregate revenues from contracts with customers into major service lines. We have determined that disaggregating revenues into these categories best depicts how the nature, amount, timing, and uncertainty of revenues and cash flows are affected by economic factors. Our reportable segments are B&I, M&D, Education, Aviation, and Technical Solutions, as described in Note 12, "Segment Information."

<i>(in millions)</i>	Three Months Ended April 30, 2024						Six Months Ended April 30, 2024					
	B&I	M&D	Education	Aviation	Technical Solutions	Total	B&I	M&D	Education	Aviation	Technical Solutions	Total
Major Service Line												
Janitorial ⁽¹⁾	\$ 681.5	\$ 338.2	\$ 199.7	\$ 41.9	\$ —	\$ 1,261.3	\$ 1,374.7	\$ 687.1	\$ 397.7	\$ 78.4	\$ —	\$ 2,537.9
Parking ⁽²⁾	102.5	12.1	0.1	80.1	—	194.8	205.7	25.1	0.2	162.8	—	393.9
Facility Services ⁽³⁾	205.7	38.3	25.8	11.1	—	280.8	442.3	77.3	47.8	24.1	—	591.4
Building & Energy Solutions ⁽⁴⁾	—	—	—	—	176.2	176.2	—	—	—	—	342.1	342.1
Airline Services ⁽⁵⁾	—	—	—	105.1	—	105.1	—	—	—	222.5	—	222.5
Total	\$ 989.6	\$ 388.6	\$ 225.6	\$ 238.2	\$ 176.2	\$ 2,018.2	\$ 2,022.8	\$ 789.5	\$ 445.7	\$ 487.8	\$ 342.1	\$ 4,087.8

<i>(in millions)</i>	Three Months Ended April 30, 2023						Six Months Ended April 30, 2023					
	B&I	M&D	Education	Aviation	Technical Solutions	Total	B&I	M&D	Education	Aviation	Technical Solutions	Total
Major Service Line												
Janitorial ⁽¹⁾	\$ 673.5	\$ 325.3	\$ 188.2	\$ 36.2	\$ —	\$ 1,223.2	\$ 1,360.6	\$ 653.8	\$ 375.9	\$ 72.1	\$ —	\$ 2,462.4
Parking ⁽²⁾	100.3	9.9	0.3	91.7	—	202.1	197.1	21.3	0.5	166.5	—	385.5
Facility Services ⁽³⁾	224.7	38.0	28.2	8.0	—	298.9	477.3	78.5	55.2	16.8	—	627.8
Building & Energy Solutions ⁽⁴⁾	—	—	—	—	168.4	168.4	—	—	—	—	315.5	315.5
Airline Services ⁽⁵⁾	—	—	—	91.3	—	91.3	—	—	—	184.1	—	184.1
Total	\$ 998.5	\$ 373.2	\$ 216.7	\$ 227.2	\$ 168.4	\$ 1,984.0	\$ 2,035.0	\$ 753.7	\$ 431.6	\$ 439.5	\$ 315.5	\$ 3,975.3

⁽¹⁾ Janitorial arrangements provide a wide range of essential cleaning services for commercial office buildings, airports and other transportation centers, educational institutions, government buildings, health facilities, industrial buildings, retail stores, and stadiums and arenas. These arrangements are often structured as monthly fixed-price, square-foot, cost-plus, and work order contracts.

⁽²⁾ Parking arrangements provide parking and transportation services for clients at various locations, including airports and other transportation centers, commercial office buildings, educational institutions, health facilities, hotels, and stadiums and arenas. These arrangements are structured as management reimbursement, leased location, and allowance contracts. Certain of these arrangements are considered service concession agreements and are accounted for under the guidance of Topic 853; accordingly, service concession expense related to these arrangements is recorded as a reduction of the related parking service revenues.

⁽³⁾ Facility Services arrangements provide onsite mechanical engineering and technical services and solutions relating to a broad range of facilities and infrastructure systems that are designed to extend the useful life of facility fixed assets, improve equipment operating efficiencies, reduce energy consumption, lower overall operational costs for clients, and enhance the sustainability of client locations. These arrangements are generally structured as monthly fixed-price, cost-plus, and work order contracts.

⁽⁴⁾ Building & Energy Solutions arrangements provide custom energy solutions, including microgrid systems installation, electrical, HVAC, lighting, electric vehicle charging station installation, and other general maintenance and repair services for clients in

the public and private sectors and are generally structured as Energy Savings, Fixed-Price Repair, and Refurbishment contracts. We also franchise certain operations under franchise agreements relating to our Linc Network and TEGG brands pursuant to franchise contracts.

⁽⁵⁾ Airline Services arrangements support airlines and airports with services such as passenger assistance, catering logistics, and airplane cabin maintenance. These arrangements are often structured as monthly fixed-price, cost-plus, transaction price, and hourly contracts.

Contract Types

We have arrangements under various contract types, as described in Note 2, "Basis of Presentation and Significant Accounting Policies," in our Annual Report on Form 10-K for the year ended October 31, 2023.

Certain arrangements involve variable consideration (primarily per transaction fees, reimbursable expenses, and sales-based royalties). We do not estimate the variable consideration for these arrangements; rather, we recognize these variable fees as they are earned. Some of our contracts, often related to Airline Services, may also include performance incentives based on variable performance measures that are ascertained exclusively by future performance and therefore cannot be estimated at contract inception and are recognized as revenue once known and mutually agreed upon. We include estimated amounts in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of our anticipated performance and all information (historical, current, and forecasted) that is reasonably available to us.

The majority of our contracts include performance obligations that are primarily satisfied over time as we provide the related services. These contract types include: monthly fixed-price; square-foot; cost-plus; work orders; transaction-price; hourly; management reimbursement; leased location; allowance; energy savings contracts; and fixed-price repair and refurbishment contracts, as well as our franchise and royalty fee arrangements. We recognize revenue as the services are performed using a measure of progress that is determined by the contract type. Generally, most of our contracts are cancelable by either party without a substantive penalty, and the majority have a notification period of 30 to 90 days.

We primarily account for our performance obligations under the series guidance, using the as-invoiced practical expedient when applicable. We apply the as-invoiced practical expedient to record revenue as the services are provided, given the nature of the services provided and the frequency of billing under the customer contracts. Under this practical expedient, we recognize revenue in an amount that corresponds directly with the value to the customer of our performance completed to date and for which we have the right to invoice the customer.

Remaining Performance Obligations

At April 30, 2024, performance obligations that were unsatisfied for which we expect to recognize revenue totaled \$283.0 million. We expect to recognize revenue on approximately 71% of the remaining performance obligations over the next 12 months, with the remainder recognized thereafter, based on our estimates of project timing.

These amounts exclude variable consideration primarily related to: (i) contracts where we have determined that the contract consists of a series of distinct service periods, and revenues are based on future performance that cannot be estimated at contract inception; (ii) parking contracts where we and the customer share the gross revenues or operating profit for the location; and (iii) contracts where transaction prices include performance incentives that are based on future performance and therefore cannot be estimated at contract inception. For these contract types, we apply the practical expedient that permits exclusion of information about the remaining performance obligations with original expected durations of one year or less.

Contract Balances

The timing of revenue recognition, billings, and cash collections results in contract assets and contract liabilities, as further explained below. The timing of revenue recognition may differ from the timing of invoicing to customers.

Contract assets primarily consist of billed trade receivables, unbilled trade receivables, and costs incurred in excess of amounts billed. Billed and unbilled trade receivables represent amounts from work completed in which we have an unconditional right to bill our customer. Costs incurred in excess of amounts billed typically arise when the

revenue recognized on projects exceeds the amount billed to the customer. These amounts are transferred to billed trade receivables when the rights become unconditional. Contract assets also include the capitalization of incremental costs of obtaining a contract with a customer, primarily commissions. Commissions expense is recognized on a straight-line basis over a weighted average expected customer relationship period.

Contract liabilities consist of deferred revenue and advance payments and billings in excess of revenue recognized. We generally classify contract liabilities as current since the related contracts are generally for a period of one year or less. Contract liabilities decrease as we recognize revenue from the satisfaction of the related performance obligation.

The following tables present the balances in our contract assets and contract liabilities:

<i>(in millions)</i>	April 30, 2024	October 31, 2023
Contract assets		
Billed trade receivables ⁽¹⁾	\$ 1,167.6	\$ 1,219.6
Unbilled trade receivables ⁽¹⁾	171.2	170.4
Costs incurred in excess of amounts billed ⁽²⁾	152.2	139.2
Capitalized commissions ⁽³⁾	30.2	30.2

⁽¹⁾ Included in "Trade accounts receivable, net," on the unaudited Consolidated Balance Sheets. The fluctuations correlate directly to the execution of new customer contracts and to invoicing and collections from customers in the normal course of business.

⁽²⁾ Fluctuation is primarily due to the timing of payments on our contracts measured using the cost-to-cost method of revenue recognition.

⁽³⁾ Included in "Other current assets" and "Other noncurrent assets" on the unaudited Consolidated Balance Sheets. During the six months ended April 30, 2024, we capitalized \$7.4 million of new costs and amortized \$7.4 million of previously capitalized costs. There was no impairment loss recorded on the costs capitalized.

<i>(in millions)</i>	Six Months Ended April 30, 2024	
Contract liabilities⁽¹⁾		
Balance at beginning of period	\$	141.2
Additional contract liabilities		121.6
Recognition of deferred revenue		(107.9)
Balance at end of period	\$	154.9

⁽¹⁾ Included in "Other accrued liabilities" on the unaudited Consolidated Balance Sheets.

5. NET INCOME PER COMMON SHARE

Basic and Diluted Net Income Per Common Share Calculations

<i>(in millions, except per share amounts)</i>	Three Months Ended April 30,		Six Months Ended April 30,	
	2024	2023	2024	2023
Net income	\$ 43.8	\$ 51.9	\$ 88.4	\$ 90.4
Weighted-average common and common equivalent shares outstanding — Basic	63.3	66.4	63.4	66.4
Effect of dilutive securities				
Restricted stock units	0.1	0.1	0.1	0.2
Performance shares	0.1	0.1	0.1	0.2
Weighted-average common and common equivalent shares outstanding — Diluted	<u>63.5</u>	<u>66.7</u>	<u>63.7</u>	<u>66.7</u>
Net income per common share				
Basic	\$ 0.69	\$ 0.78	\$ 1.40	\$ 1.36
Diluted	\$ 0.69	\$ 0.78	\$ 1.39	\$ 1.35

Anti-Dilutive Outstanding Stock Awards Issued Under Share-Based Compensation Plans

<i>(in millions)</i>	Three Months Ended April 30,		Six Months Ended April 30,	
	2024	2023	2024	2023
Anti-dilutive	0.2	0.3	0.3	0.2

6. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair Value Hierarchy of Our Financial Instruments

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

<i>(in millions)</i>	Fair Value Hierarchy	April 30, 2024	October 31, 2023
Cash and cash equivalents ⁽¹⁾	1	\$ 60.7	\$ 69.5
Insurance deposits ⁽²⁾	1	2.3	3.1
Assets held in funded deferred compensation plan ⁽³⁾	1	4.2	4.0
Credit facility ⁽⁴⁾	2	1,272.5	1,313.8
Interest rate swap assets ⁽⁵⁾	2	30.7	36.4
Preferred equity investment ⁽⁶⁾	3	15.4	15.4
Contingent consideration ⁽⁷⁾	3	13.4	13.4

⁽¹⁾ Cash and cash equivalents are stated at nominal value, which equals fair value.

⁽²⁾ Represents restricted deposits that are used to collateralize our insurance obligations and are stated at nominal value, which equals fair value. These insurance deposits are included in "Other noncurrent assets" on the accompanying unaudited Consolidated Balance Sheets. See Note 7, "Insurance," for further information.

⁽³⁾ Represents investments held in a Rabbi trust associated with one of our deferred compensation plans, which we include in "Other noncurrent assets" on the accompanying unaudited Consolidated Balance Sheets. The fair value of the assets held in the funded deferred compensation plan is based on quoted market prices.

⁽⁴⁾ Represents gross outstanding borrowings under our Amended Credit Facility. Due to variable interest rates, the carrying value of outstanding borrowings under this facility approximates the fair value. See Note 8, "Credit Facility," for further information.

⁽⁵⁾ Represents interest rate swap derivatives designated as cash flow hedges. The fair values of the interest rate swaps are estimated based on the present value of the difference between expected cash flows calculated at the contracted interest rates and the expected cash flows at current market interest rates using observable benchmarks for the Secured Overnight Financing Rate ("SOFR") forward rates at the end of the period. Our interest rate swap assets and liabilities are included in "Other noncurrent assets" and "Other noncurrent liabilities," respectively, on the accompanying unaudited Consolidated Balance Sheets. See Note 8, "Credit Facility," for further information.

⁽⁶⁾ Our investments do not have a readily determinable fair value; therefore, we account for the investments using the measurement alternative under Topic 321 and measure the investments at initial cost plus or minus fair value adjustments if there are observable prices minus impairment, if any.

⁽⁷⁾ Our contingent consideration payable related to the RavenVolt Acquisition is remeasured at each reporting date, based on significant inputs not observable in the market, which represents a Level 3 measurement within the fair value hierarchy. After the acquisition date and until the contingency is resolved, the fair value of contingent consideration payable is adjusted each reporting period based primarily on the expected probability of achievement of the contingency targets, which are subject to our estimate. These changes in fair value are recognized within the "Selling, general and administrative expenses" of the unaudited Consolidated Statements of Comprehensive Income. There was no material change in the fair value of the contingent consideration during the three and six months ended April 30, 2024.

Non-Financial Assets Measured at Fair Value on a Non-Recurring Basis

In addition to assets and liabilities that are measured at fair value on a recurring basis, we are also required to measure certain items at fair value on a non-recurring basis. These assets can include: goodwill; intangible assets; property, plant and equipment; lease-related ROU assets; and long-lived assets that have been reduced to fair value when they are held for sale. If certain triggering events occur, or if an annual impairment test is required, then we would evaluate these non-financial assets for impairment. If an impairment were to occur, then the asset would be recorded at the estimated fair value, using primarily unobservable Level 3 inputs.

7. INSURANCE

We use a combination of insured and self-insurance programs to cover workers' compensation, general liability, automobile liability, property damage, and other insurable risks. For the majority of these insurance programs, we retain the initial \$1.0 million to \$5.0 million of exposure on a per-occurrence basis, either through deductibles or self-insured retentions. Beyond the retained exposures, we have varying primary policy limits ranging between \$1.0 million and \$5.0 million per occurrence. To cover general liability and automobile liability losses above these primary limits, we maintain commercial umbrella insurance policies that provide aggregate limits of \$200.0 million. Our insurance policies generally cover workers' compensation losses to the full extent of statutory requirements. Additionally, to cover property damage risks above our retained limits, we maintain policies that provide per occurrence limits of \$75.0 million. We are also self-insured for certain employee medical and dental plans. We maintain stop-loss insurance for our self-insured medical plan under which we retain up to \$0.5 million of exposure on a per-participant, per-year basis with respect to claims.

We maintain our reserves for workers' compensation, general liability, automobile liability, and property damage insurance claims based upon known trends and events and the actuarial estimates of required reserves considering the most recently completed actuarial reports. We use all available information to develop our best estimate of insurance claims reserves as information is obtained. The results of actuarial reviews are used to estimate our insurance rates and insurance reserves for future periods and to adjust reserves, if appropriate, for prior years.

Actuarial Review and Interim Update Performed During 2024

We review our self-insurance liabilities on a regular basis and adjust our accruals accordingly. Actual claims activity or development may vary from our assumptions and estimates, which may result in material losses or gains. As we obtain additional information that affects the assumptions and estimates used in our reserve liability calculations, we adjust our self-insurance rates and reserves for future periods and, if appropriate, adjust our reserves for claims incurred in prior accounting periods.

During the first quarter of 2024, we performed a comprehensive actuarial review of the majority of our casualty insurance programs to evaluate changes made to claims reserves and claims payment activity for the period of May 1, 2023, through October 31, 2023 (the "Actuarial Review"). The Actuarial Review was comprehensive in nature and was based on loss development patterns, trend assumptions, and underlying expected loss costs during the period analyzed.

During the second quarter of 2024, we performed an interim actuarial update of the majority of our casualty insurance programs that considered changes in claims development and claims payment activity for the period of November 1, 2023, through January 31, 2024 (the "Interim Update"). This Interim Update was abbreviated in nature based on actual versus expected developments during the periods analyzed and relied on the key assumptions in the Actuarial Review (most notably loss development patterns, trend assumptions, and underlying expected loss costs).

Based on the results of the Actuarial Review and Interim Update at April 30, 2024, we increased our total reserves related to prior years for known claims as well as our estimate of the loss amounts associated with incurred but not reported claims ("IBNR claims") by \$9.7 million during the six months ended April 30, 2024. During the six months ended April 30, 2023, it was determined that there was no adjustment required for our total reserves related to prior years. We will continue to assess ongoing developments, which may result in further adjustments to reserves.

Insurance-Related Balances and Activity

<i>(in millions)</i>	April 30, 2024	October 31, 2023
Insurance claim reserves, excluding medical and dental	\$ 602.9	\$ 555.0
Medical and dental claim reserves	11.4	9.5
Insurance recoverables	106.6	67.1

At April 30, 2024, and October 31, 2023, insurance recoverables are included in both "Other current assets" and "Other noncurrent assets" on the accompanying unaudited Consolidated Balance Sheets.

Instruments Used to Collateralize Our Insurance Obligations

<i>(in millions)</i>	April 30, 2024	October 31, 2023
Standby letters of credit	\$ 53.1	\$ 53.5
Surety bonds and surety-backed letters of credit	176.6	178.0
Restricted insurance deposits	2.3	3.1
Total	\$ 232.0	\$ 234.7

8. Credit Facility

Credit Facility Information

<i>(in millions)</i>	April 30, 2024	October 31, 2023
Current portion of long-term debt ⁽¹⁾⁽²⁾		
Gross term loan	\$ 32.5	\$ 32.5
Unamortized deferred financing costs	(0.9)	(1.0)
Current portion of term loan	\$ 31.6	\$ 31.5
Long-term debt ⁽¹⁾⁽²⁾		
Gross term loan	\$ 520.0	\$ 536.3
Unamortized deferred financing costs	(1.0)	(1.5)
Total noncurrent portion of term loan	519.0	534.8
Revolving line of credit ⁽³⁾	720.0	745.0
Long-term debt	\$ 1,239.0	\$ 1,279.8

⁽¹⁾At both April 30, 2024, and October 31, 2023, the weighted average interest rate on all outstanding borrowings, not including letters of credit and swaps, was 7.17%.

⁽²⁾At April 30, 2024, we had borrowing capacity of \$501.1 million.

⁽³⁾ Standby letters of credit amounted to \$57.9 million at April 30, 2024.

On September 1, 2017, we refinanced and replaced our then-existing \$800.0 million credit facility with a new senior, secured five-year syndicated credit facility (the "Credit Facility"), consisting of a \$900.0 million revolving line of credit (the "Revolver") and an \$800.0 million amortizing term loan, both of which matured on September 1, 2022. In accordance with terms of the Credit Facility, the revolver was reduced to \$800.0 million on September 1, 2018.

On June 28, 2021, the Company amended and restated the Credit Facility (the "Amended Credit Facility"), extending the maturity date to June 28, 2026, and increasing the capacity of the revolving credit facility from \$800.0 million to \$1.3 billion and the then-remaining term loan outstanding from \$620.0 million to \$650.0 million. The Amended Credit Facility provides for the issuance of up to \$350.0 million for standby letters of credit and the issuance of up to \$75.0 million in swingline advances. The obligations under the Amended Credit Facility are secured on a first-priority basis by a lien on substantially all of our assets and properties, subject to certain exceptions. Additionally, we may repay amounts borrowed under the Amended Credit Facility at any time without penalty.

At November 1, 2022, we amended our Amended Credit Facility pursuant to the LIBOR (London Interbank Offered Rate) Transition Amendment and the Fifth Amendment to replace the benchmark rate at which U.S.dollar-denominated borrowings bear interest from LIBOR to the forward-looking Secured Overnight Financing Rate ("SOFR") term rate administered by CME Group Benchmark Administration Limited. As a result of these amendments, we can borrow at Term SOFR plus a credit spread adjustment of 0.10% subject to a floor of zero.

The Amended Credit Facility contains certain covenants, including a maximum total net leverage ratio of 5.00 to 1.00, a maximum secured net leverage ratio of 4.00 to 1.00, and a minimum interest coverage ratio of 1.50 to 1.00, as well as other financial and non-financial covenants. In the event of a material acquisition, as defined in

the Amended Credit Facility, we may elect to increase the maximum total net leverage ratio to 5.50 to 1.00 for a total of four fiscal quarters and increase the maximum secured net leverage ratio to 4.50 to 1.00 for a total of four fiscal quarters. Our borrowing capacity is subject to, and limited by, compliance with the covenants described above. At April 30, 2024, we were in compliance with these covenants.

The Amended Credit Facility also includes customary events of default, including: failure to pay principal, interest, or fees when due; failure to comply with covenants; the occurrence of certain material judgments; and a change in control of the Company. If certain events of default occur, including certain cross-defaults, insolvency, change in control, or violation of specific covenants, then the lenders can terminate or suspend our access to the Amended Credit Facility, declare all amounts outstanding (including all accrued interest and unpaid fees) to be immediately due and payable, and require that we cash collateralize the outstanding standby letters of credit.

We incurred deferred financing costs of \$6.4 million in conjunction with the execution of the Amended Credit Facility and carried over \$6.2 million of unamortized deferred financing from initial execution and previous amendments of the Credit Facility. Total deferred financing costs of \$12.6 million, consisting of \$4.9 million related to the term loan and \$7.7 million related to the revolver, are being amortized to interest expense over the term of the Amended Credit Facility.

Long-Term Debt Maturities

During the three and six months ended April 30, 2024, we made principal payments under the term loan of \$8.1 million and \$16.3 million, respectively. As of April 30, 2024, the following principal payments are required under the Amended Credit Facility:

<i>(in millions)</i>	2024	2025	2026	2027	2028
Debt maturities	\$ 16.3	\$ 32.5	\$ 1,223.8	\$ —	\$ —

Interest Rate Swaps

We utilize interest rate swap agreements to fix the variable interest rates on portions of our debt. The purpose of using these derivatives is to reduce our exposure to the interest rate risk associated with variable borrowings. Under these agreements, we typically pay a fixed interest rate in exchange for a SOFR-based variable interest rate on a given notional amount. All of our interest rate swaps are designated and accounted for as cash flow hedges. Changes in the fair value of these derivatives are reported as a component of other comprehensive income and are reclassified into earnings in the period or periods in which the hedged transaction affects earnings. For information regarding the valuation of our interest rate swaps, see Note 6, "Fair Value of Financial Instruments."

Notional Amount	Fixed Interest Rate	Effective Date	Maturity Date
\$100.0 million	1.72%	February 9, 2022	June 28, 2026
\$150.0 million	1.85%	February 25, 2022	June 28, 2026
\$100.0 million	2.88%	May 4, 2022	June 28, 2026
\$202.5 million ⁽¹⁾	2.83%	July 7, 2022	June 28, 2026
\$47.5 million ⁽¹⁾	2.79%	July 18, 2022	June 28, 2026
\$170.0 million	3.81%	November 1, 2022	June 28, 2026

⁽¹⁾ In July 2022, we entered into interest rate swap agreements with notional values totaling \$300.0 million at inception. The notional amount reduces to \$175.0 million in October 2024 and \$100.0 million in October 2025 before maturing on June 28, 2026.

At April 30, 2024, and October 31, 2023, amounts recorded in accumulated other comprehensive loss ("AOCL") for interest rate swaps were a gain of \$21.7 million, net of taxes of \$9.0 million, and a gain of \$26.0 million, net of taxes of \$10.5 million, respectively. At April 30, 2024, the total amount expected to be reclassified from AOCL to earnings during the next 12 months is a gain of \$10.4 million, net of taxes of \$3.7 million.

9. COMMON STOCK

Effective December 13, 2023, our Board of Directors expanded our existing share repurchase program by an additional \$150.0 million. Share repurchases may take place on the open market or otherwise, and all or part of the repurchases may be made pursuant to Rule 10b5-1 plans or in privately negotiated transactions. The timing of repurchases is at our discretion and will depend upon several factors, including market and business conditions, future cash flows, share price, share availability, and other factors. Repurchased shares are retired and returned to an authorized but unissued status. The repurchase program may be suspended or discontinued at any time without prior notice.

Repurchase Activity

We repurchased shares under the share repurchase program during the second quarter of fiscal year 2024, as summarized below. At April 30, 2024, authorization for \$186.5 million of repurchases remained under the Share Repurchase Program. We did not repurchase any shares during the six months ended April 30, 2023.

<i>(in millions, except per share amounts)</i>	Three Months Ended April 30, 2024		Six Months Ended April 30, 2024	
Total number of shares purchased		0.56		0.56
Average price paid per share ⁽¹⁾	\$	42.84	\$	42.84
Total cash paid for share repurchases ⁽¹⁾	\$	23.80	\$	23.80

⁽¹⁾ Average price paid per share and total cash paid for share repurchases does not include any excise tax for stock repurchases as part of the Inflation Reduction Act of 2022.

10. COMMITMENTS AND CONTINGENCIES

Letters of Credit and Surety Bonds

We use letters of credit and surety bonds to secure certain commitments related to insurance programs and for other purposes. As of April 30, 2024, these letters of credit totaled \$57.9 million and surety bonds and surety-backed letters of credit totaled \$814.2 million.

Guarantees

In some instances, we offer clients guaranteed energy savings under certain energy savings contracts. At April 30, 2024, total guarantees were \$233.9 million and extend through 2043. We include the estimated costs of guarantees in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of our anticipated performance and all information (historical, current, and forecasted) that is reasonably available to us. Historically, we have not incurred any material losses in connection with these guarantees.

Sales Taxes

We collect sales tax from clients and remit those collections to the applicable states. In some cases when clients fail to pay their invoices, including the amount of any sales tax that we paid on their behalf, we may be entitled to seek a refund of that amount of sales tax from the applicable state.

Sales tax laws and regulations enacted by the various states are subject to interpretation, and our compliance with such laws is routinely subject to audit and review by such states. Audit risk is concentrated in several states that are conducting ongoing audits. The outcomes of ongoing and any future audits and changes in the states' interpretation of the sales tax laws and regulations could materially adversely impact our results of operations.

Legal Matters

We are a party to a number of lawsuits, claims, and proceedings incident to the operation of our business, including those pertaining to labor and employment, contracts, personal injury, and other matters, some of which allege substantial monetary damages. Some of these actions may be brought as class actions on behalf of a class or purported class of employees.

At April 30, 2024, the total amount accrued for probable litigation losses where a reasonable estimate of the loss could be made was \$14.0 million. We do not accrue for contingent losses that, in our judgment, are considered to be reasonably possible but not probable. The estimation of reasonably possible losses also requires the analysis of multiple possible outcomes that often depend on judgments about potential actions by third parties. Our management currently estimates the range of loss for all reasonably possible losses for which a reasonable estimate of the loss can be made is between zero and \$5.1 million. Factors underlying this estimated range of loss may change from time to time, and actual results may vary significantly from this estimate.

Litigation outcomes are difficult to predict, and the estimation of probable losses requires the analysis of multiple possible outcomes that often depend on judgments about potential actions by third parties. If one or more matters are resolved in a particular period in an amount in excess of or in a manner different than what we anticipated, this could have a material adverse effect on our financial position, results of operations, or cash flows.

In some cases, although a loss is probable or reasonably possible, we cannot reasonably estimate the maximum potential losses for probable matters or the range of losses for reasonably possible matters. Therefore, our accrual for probable losses and our estimated range of loss for reasonably possible losses do not represent our maximum possible exposure.

In determining whether to include any particular lawsuit or other proceeding in our disclosure, we consider both quantitative and qualitative factors. These factors include, but are not limited to: the amount of damages and the nature of any other relief sought in the proceeding; if such damages and other relief are specified, our view of the merits of the claims; whether the action is or purports to be a class action, and our view of the likelihood that a class will be certified by the court; the jurisdiction in which the proceeding is pending; and the potential impact of the proceeding on our reputation.

We are currently not a party to any material legal proceedings, and we are not aware of filings of any pending or contemplated litigation, claims, or assessments. There can be no assurance that future legal proceedings arising in the ordinary course of business or otherwise will not have a material adverse effect on our financial position, results of operations, or cash flows.

11. INCOME TAXES

Our quarterly tax provision is calculated using an estimated annual effective tax rate that is adjusted for discrete items occurring during the period to arrive at our effective tax rate. During the three and six months ended April 30, 2024, we had effective tax rates of 29.9% and 24.0%, respectively, resulting in provisions for taxes of \$18.7 million and \$28.0 million, respectively. During the three and six months ended April 30, 2023, we had effective tax rates of 28.2% and 27.6%, respectively, resulting in provisions for taxes of \$20.4 million and \$34.5 million respectively. The difference between the estimated annual effective tax rate before discrete items and statutory rate is primarily related to state income taxes, non-deductible compensation, and tax credits.

Our effective tax rates for the three months ended April 30, 2024, and April 30, 2023, were not impacted by any significant discrete items.

Our effective tax rate for the six months ended April 30, 2024, benefited from discrete items, primarily from \$2.4 million for uncertain tax positions, \$2.2 million for share-based compensation, and \$2.2 million for return to provision adjustments related to our non-U.S. operations. Our effective tax rate for the six months ended April 30, 2023, benefited from discrete items, primarily from \$1.4 million for share-based compensation.

We plan to reinvest our foreign earnings to fund future non-U.S. growth and expansion, and we do not anticipate remitting such earnings to the United States. While U.S. federal tax expense has been recognized as a result of the Tax Cuts and Jobs Act of 2017, no deferred tax liabilities with respect to federal and state income taxes or foreign withholding taxes have been recognized.

12. SEGMENT INFORMATION

Our current reportable segments consist of B&I, M&D, Education, Aviation, and Technical Solutions, as further described below.

REPORTABLE SEGMENTS AND DESCRIPTIONS	
B&I	B&I, our largest reportable segment, encompasses janitorial, facilities engineering, and parking services for commercial real estate properties (including corporate offices for high-tech clients), sports and entertainment venues, and traditional hospitals and non-acute healthcare facilities. B&I also provides vehicle maintenance and other services to rental car providers.
M&D	M&D provides integrated facility services, engineering, janitorial, and other specialized services in different types of manufacturing, distribution, and data center facilities. Manufacturing facilities include traditional motor vehicles, electric vehicles, batteries, pharmaceuticals, steel, semiconductors, chemicals, and many others. Distribution facilities include e-commerce, cold storage, logistics, general warehousing, and others.
Education	Education delivers janitorial, custodial, landscaping and grounds, facilities engineering, and parking services for public school districts, private schools, colleges, and universities.
Aviation	Aviation supports airlines and airports with services ranging from parking and janitorial to passenger assistance, catering logistics, air cabin maintenance, and transportation.
Technical Solutions	Technical Solutions specializes in facility infrastructure, mechanical, and electrical services, including power design, installation, and maintenance, as well as microgrid systems installations. These services can also be leveraged for cross-selling across all of our industry groups, both domestically and internationally.

Financial Information by Reportable Segment

<i>(in millions)</i>	Three Months Ended April 30,		Six Months Ended April 30,	
	2024	2023	2024	2023
Revenues				
Business & Industry	\$ 989.6	\$ 998.5	\$ 2,022.8	\$ 2,035.0
Manufacturing & Distribution	388.6	373.2	789.5	753.7
Education	225.6	216.7	445.7	431.6
Aviation	238.2	227.2	487.8	439.5
Technical Solutions	176.2	168.4	342.1	315.5
Total Revenues	<u>\$ 2,018.2</u>	<u>\$ 1,984.0</u>	<u>\$ 4,087.8</u>	<u>\$ 3,975.3</u>
Operating profit				
Business & Industry	\$ 77.6	\$ 76.2	\$ 157.2	\$ 152.2
Manufacturing & Distribution	43.6	40.8	85.0	81.7
Education	11.5	11.8	24.3	23.6
Aviation	13.1	23.6	22.8	31.9
Technical Solutions	17.0	10.2	23.5	17.4
Corporate	(79.7)	(69.2)	(154.4)	(140.8)
Adjustment for income from unconsolidated affiliates, included in Aviation and Technical Solutions	(1.7)	(0.6)	(3.0)	(1.7)
Adjustment for tax deductions for energy efficient government buildings, included in Technical Solutions	—	—	—	(0.1)
Total operating profit	<u>\$ 81.3</u>	<u>\$ 92.7</u>	<u>\$ 155.4</u>	<u>\$ 164.1</u>
Income from unconsolidated affiliates	1.7	0.6	3.0	1.7
Interest expense	(20.6)	(21.1)	(41.9)	(40.9)
Income before income taxes	<u>\$ 62.4</u>	<u>\$ 72.3</u>	<u>\$ 116.4</u>	<u>\$ 125.0</u>

The accounting policies for our segments are the same as those disclosed within our significant accounting policies in Note 2, "Basis of Presentation and Significant Accounting Policies." Our management evaluates the performance of each reportable segment based on its respective operating profit results, which include the allocation of certain centrally incurred corporate costs. Certain corporate costs not allocated to segments include information technology, human resources, executive and finance expenses, and legal costs and settlements. Additionally, share-based compensation, actuarial adjustments to self-insurance reserves related to prior years, acquisition and integration costs, and changes in fair values of contingent consideration are not allocated to segments. Management does not review asset information by segment, therefore we do not present assets in this note.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to facilitate an understanding of the results of operations and financial condition of ABM. This MD&A is provided as a supplement to, and should be read in conjunction with, our Financial Statements and our Annual Report on Form 10-K for the year ended October 31, 2023, which has been filed with the SEC. This MD&A contains forward-looking statements about our business, operations, and industry that involve risks and uncertainties, such as statements regarding our plans, objectives, expectations, and intentions. Our future results and financial condition may be materially different from those we currently anticipate. See "Forward-Looking Statements" for more information.

Throughout the MD&A, amounts and percentages may not recalculate due to rounding. Unless otherwise indicated, all information in the MD&A and references to years are based on our fiscal years, which end on October 31.

Business Overview

ABM is a leading provider of integrated facility solutions, customized by industry, with a mission to **make a difference, every person, every day.**

ELEVATE Strategy

In December 2021, we announced our multiyear strategic plan called **ELEVATE**. The **ELEVATE** strategy is designed to strengthen our industry leadership position through end-market repositioning and build on our core services, which we expect will drive significant long-term value for our stakeholders.

We will continue to make significant investments over the life of the program, which are expected to total \$200 - \$215 million, and we will continue to implement various measures with the aim to **ELEVATE**:

- the client experience, by serving as a trusted advisor who can provide innovative multiservice solutions and consistent service delivery;
- the team member experience, by investing in workforce management, training, developing the next generation of ABM leaders, and building on our inclusive culture; and
- our use of technology and data to power client and employee experiences with cutting-edge data and analytics, processes, and tools that will fundamentally change how we operate our business.

Macro-Economic Environment in Commercial Real Estate and Other

We actively monitor the economic environment and its potential impact on demand for our services and our financial condition. Largely driven by the lingering effects of the Pandemic, especially the normalization of hybrid work, the commercial real estate industry, particularly multi-tenant and owner-occupied commercial office buildings, is experiencing an increase in vacancy rates. Given that Class A and high-quality commercial office buildings are a key end market for the Company, we expect a decline in demand for janitorial services and work orders in these markets near-term. As a result, we expect our B&I industry to experience muted growth in the near-term. Longer term, we expect the vacancy rates of Class A and high-quality buildings to gradually decrease and our volume of work to stabilize.

A large M&D client has completed rebidding and is now rebalancing a portion of its work needs as part of its normal procurement process. We expect M&D's financial results to be adversely impacted in the near-term.

Insurance

We review our self-insurance liabilities on a regular basis and adjust our accruals accordingly. Actual claims activity or development may vary from our assumptions and estimates, which may result in material losses or gains. As we obtain additional information that affects the assumptions and estimates used in our reserve liability






calculations, we adjust our self-insurance rates and reserves for future periods and, if appropriate, adjust our reserves for claims incurred in prior accounting periods.

During the second quarter of 2024, we performed an interim actuarial update of the majority of our casualty insurance programs that considered changes in claims development and claims payment activity for the period of November 1, 2023, through January 31, 2024 (the "Interim Update"). This Interim Update was abbreviated in nature based on actual versus expected developments during the periods analyzed and relied on the key assumptions in the Actuarial Review (most notably loss development patterns, trend assumptions, and underlying expected loss costs).

Based on the results of the Actuarial Review and Interim Update at April 30, 2024, we increased our total reserves related to prior years for known claims as well as our estimate of the loss amounts associated with IBNR claims by \$9.7 million during the six months ended April 30, 2024. During the six months ended April 30, 2023, it was determined that there was no adjustment required for our total reserves related to prior year. We will continue to assess ongoing developments, which may result in further adjustments to reserves.

Segment Reporting

Our current reportable segments consist of B&I, M&D, Education, Aviation, and Technical Solutions, as further described below.

REPORTABLE SEGMENTS AND DESCRIPTIONS	
 Business & Industry	B&I, our largest reportable segment, encompasses janitorial, facilities engineering, and parking services for commercial real estate properties (including corporate offices for high tech clients), sports and entertainment venues, and traditional hospitals and non-acute healthcare facilities. B&I also provides vehicle maintenance and other services to rental car providers. We typically provide these services pursuant to monthly fixed-price, square-foot, cost-plus, and parking arrangements (i.e., management reimbursement, leased location, or allowance) that are obtained through a competitive bid process as well as pursuant to work orders.
 Manufacturing & Distribution	M&D provides integrated facility services, engineering, janitorial, and other specialized services to a variety of manufacturing, distribution, and data center facilities. We typically provide these services pursuant to monthly fixed-price, square-foot, and cost-plus, that are obtained through a competitive bid process as well as pursuant to work orders.
 Education	Education delivers janitorial, custodial, landscaping and grounds, facilities engineering, and parking services for public school districts, private schools, colleges, and universities. These services are typically provided pursuant to monthly fixed-price, square-foot, and cost-plus arrangements that are obtained through either a competitive bid process or re-bid upon renewal as well as pursuant to work orders.
 Aviation	Aviation supports airlines and airports with services ranging from parking and janitorial to passenger assistance, catering logistics, air cabin maintenance, and transportation. We typically provide services to clients in this segment under master services agreements. These agreements are typically re-bid upon renewal and are generally structured as monthly fixed-price, square-foot, cost-plus, parking, transaction-price, and hourly arrangements.
 Technical Solutions	Technical Solutions specializes in facility infrastructure, mechanical and electrical services, including EV power design, installation and maintenance, as well as microgrid systems design and installation. These services can also be leveraged for cross-selling across all of our industry groups, both domestically and internationally. Contracts for this segment are generally structured as electrical contracting services for energy related products such as the installation of solar solutions, battery storage, distributed generation, and other specialized electric trade.

Key Financial Highlights

- Revenues increased by \$34.2 million, or 1.7%, to \$2,018.2 million during the three months ended April 30, 2024, as compared to the prior year period. The increase was due to the net new business and expansion of business with existing customers within Aviation, M&D, and Education and timing of completions of certain energy solutions projects, including microgrid systems and generator installations within Technical Solutions. The increase in revenues was partially offset by soft commercial office market conditions within B&I.
- We had a decrease in operating profit of \$11.4 million, to \$81.3 million during the three months ended April 30, 2024, as compared to the prior year period. The decrease was primarily attributed to:
 - the \$12.6 million in revenue recognized for the Aviation parking project during the three months ended April 30, 2023, whereby all the direct labor and related costs were recognized prior to January 31, 2023;
 - an absence of a fair value adjustment to decrease the contingent consideration related to the RavenVolt Acquisition; and
 - an unfavorable self-insurance reserve adjustment related to prior year claims from actuarial evaluations completed in the three months ended April 30, 2024.

The decrease was partially offset by:

- labor efficiencies across most of our industry groups, as well as contract mix within M&D and Technical Solutions; and
- a decrease in amortization of intangibles related to the RavenVolt Acquisition.
- Net cash provided by operating activities was \$116.9 million during the six months ended April 30, 2024. Our total net cash provided by operating cash flows was higher compared to the prior year period, primarily due to the timing of working capital requirements, including customer payments and absence of a \$66.0 million payment of previously deferred payroll taxes made during the three months ended January 31, 2023.
- Dividends of \$28.3 million were paid to shareholders, and dividends totaling \$0.45 per common share were declared during the six months ended April 30, 2024.
- At April 30, 2024, total outstanding borrowings under our Amended Credit Facility were \$1.3 billion. At April 30, 2024, we had up to \$501.1 million of borrowing capacity.

Results of Operations

Three Months Ended April 30, 2024, Compared with the Three Months Ended April 30, 2023

Consolidated

<i>(in millions, except per share amounts)</i>	Three Months Ended April 30,		Increase / (Decrease)	
	2024	2023		
Revenues	\$ 2,018.2	\$ 1,984.0	\$ 34.2	1.7%
Operating expenses	1,763.5	1,715.2	48.3	2.8%
<i>Gross margin</i>	12.6 %	13.6 %	(93) bps	
Selling, general and administrative expenses	159.9	156.6	3.3	2.1%
Amortization of intangible assets	13.6	19.5	(5.9)	(30.5)%
Operating profit	81.3	92.7	(11.4)	(12.3)%
Income from unconsolidated affiliates	1.7	0.6	1.1	NM*
Interest expense	(20.6)	(21.1)	0.5	2.2%
Income before income taxes	62.4	72.3	(9.9)	(13.7)%
Income tax provision	(18.7)	(20.4)	1.7	8.3%
Net income	43.8	51.9	(8.1)	(15.7)%
Other comprehensive income				
Interest rate swaps	10.3	(2.5)	12.8	NM*
Foreign currency translation and other	(1.7)	2.3	(4.0)	NM*
Income tax (provision) benefit	(2.7)	0.7	(3.4)	NM*
Comprehensive income	\$ 49.7	\$ 52.4	\$ (2.7)	(5.2)%

*Not meaningful

Revenues

Revenues increased by \$34.2 million, or 1.7%, to \$2,018.2 million during the three months ended April 30, 2024, as compared to the prior year period. The increase was due to the net new business and expansion of business with existing customers within Aviation, M&D, and Education and timing of completions of certain energy solutions projects, including microgrid systems and generator installations within Technical Solutions. The increase in revenues was partially offset by soft commercial office market conditions within B&I.

Operating Expenses

Operating expenses increased by \$48.3 million, or 2.8%, to \$1,763.5 million during the three months ended April 30, 2024, as compared to the prior year period. Gross margin decreased by 93 bps to 12.6% in the three months ended April 30, 2024, from 13.6% in the prior year period. The decrease in gross margin was primarily driven by \$12.6 million in revenue recognized for the Aviation parking project during the three months ended April 30, 2023, whereby all the direct labor and related costs were recognized prior to January 31, 2023, and a \$4.3 million unfavorable self-insurance reserve adjustment related to prior year claims from actuarial evaluations completed in the three months ended April 30, 2024, partially offset by labor efficiencies across most of our industry groups and the contract mix within M&D and Technical Solutions.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased by \$3.3 million to \$159.9 million during the three months ended April 30, 2024, as compared to the prior year period. The increase in selling, general and administrative expenses was primarily attributable to:

- an absence of an \$8.4 million fair value adjustment to decrease the contingent consideration related to the RavenVolt Acquisition; and
- a \$5.8 million increase in costs associated with the systems' go-live.

This increase was partially offset by:

- a \$3.7 million decrease in certain discrete transformational costs under our **ELEVATE** strategy for developing the new ERP system, client-facing technology, workforce management tools, and data analytics;
- an absence of a \$3.5 million unfavorable medical and dental self-insurance adjustment related to prior year claims as the result of actuarial evaluations completed in the three months ended April 30, 2023; and
- a \$2.8 million decrease in compensation and related expenses primarily due to headcount reduction at the end of October 2023, partially offset by an increase in compensation under certain incentive plans.

Amortization of Intangible Assets

Amortization of intangible assets decreased by \$5.9 million, or 30.5%, to \$13.6 million during the three months ended April 30, 2024, as compared to the prior year period. The decrease was primarily due to the lower amortization of intangibles, primarily intangibles acquired as part of the RavenVolt Acquisition.

Interest Expense

Interest expense decreased by \$0.5 million to \$20.6 million during the three months ended April 30, 2024, as compared to the prior year period, and was driven by lower borrowings from our Amended Credit Facility.

Income Taxes from Operations

Our effective tax rates from income on operations for the three months ended April 30, 2024, and April 30, 2023, were 29.9% and 28.2%, respectively, resulting in provisions for taxes of \$18.7 million and \$20.4 million, respectively.

Our effective tax rates for the three months ended April 30, 2024, and April 30, 2023, were not impacted by any significant discrete items.

Interest Rate Swaps

We had a gain of \$10.3 million on interest rate swaps during the three months ended April 30, 2024, as compared to a loss of \$2.5 million during the three months ended April 30, 2023, primarily due to underlying changes in the fair value of our interest rate swaps.

Foreign Currency Translation

We had a foreign currency translation loss of \$1.7 million during the three months ended April 30, 2024, as compared to a foreign currency translation gain of \$2.3 million during the three months ended April 30, 2023. This change was due to fluctuations in the exchange rate between the U.S. dollar ("USD") and the British pound sterling ("GBP"). Future gains and losses on foreign currency translation will be dependent upon changes in the relative value of foreign currencies to the USD and the extent of our foreign assets and liabilities.

Segment Information

Financial Information for Each Reportable Segment

<i>(in millions)</i>	Three Months Ended April 30,		Increase / (Decrease)	
	2024	2023		
Revenues				
Business & Industry	\$ 989.6	\$ 998.5	\$ (8.9)	(0.9)%
Manufacturing & Distribution	388.6	373.2	15.4	4.1%
Education	225.6	216.7	8.9	4.1%
Aviation	238.2	227.2	11.0	4.8%
Technical Solutions	176.2	168.4	7.8	4.6%
	<u>\$ 2,018.2</u>	<u>\$ 1,984.0</u>	<u>\$ 34.2</u>	<u>1.7%</u>
Operating profit				
Business & Industry	\$ 77.6	\$ 76.2	\$ 1.4	1.8%
<i>Operating profit margin</i>	7.8 %	7.6 %	21 bps	
Manufacturing & Distribution	43.6	40.8	2.8	6.9%
<i>Operating profit margin</i>	11.2 %	10.9 %	29 bps	
Education	11.5	11.8	(0.3)	(1.8)%
<i>Operating profit margin</i>	5.1 %	5.4 %	(31) bps	
Aviation	13.1	23.6	(10.5)	(44.8)%
<i>Operating profit margin</i>	5.5 %	10.4 %	(492) bps	
Technical Solutions	17.0	10.2	6.8	66.6%
<i>Operating profit margin</i>	9.6 %	6.0 %	358 bps	
Corporate	(79.7)	(69.2)	(10.5)	(15.2)%
Adjustment for income from unconsolidated affiliates, included in Aviation and Technical Solutions	(1.7)	(0.6)	(1.1)	NM*
	<u>\$ 81.3</u>	<u>\$ 92.7</u>	<u>\$ (11.4)</u>	<u>(12.3)%</u>

*Not meaningful

Business & Industry

<i>(\$ in millions)</i>	Three Months Ended April 30,		(Decrease) / Increase	
	2024	2023		
Revenues	\$ 989.6	\$ 998.5	\$ (8.9)	(0.9)%
Operating profit	77.6	76.2	1.4	1.8%
<i>Operating profit margin</i>	7.8 %	7.6 %	21 bps	

B&I revenues decreased by \$8.9 million, or 0.9%, to \$989.6 million during the three months ended April 30, 2024, as compared to the prior year period. The revenue decrease was primarily driven by the soft commercial office market conditions and attrition of certain engineering clients, partially offset by client expansions and increases in revenue in the sports sector and parking. Management reimbursement revenues for this segment totaled \$68.6 million and \$65.7 million for the three months ended April 30, 2024 and 2023, respectively.

Operating profit increased by \$1.4 million, or 1.8%, to \$77.6 million during the three months ended April 30, 2024, as compared to the prior year period. Operating profit margin increased by 21 bps to 7.8% in the three months ended April 30, 2024, from 7.6% in the prior year period. The increase in operating profit margin was primarily driven by contract and service mix and labor efficiencies.

Manufacturing & Distribution

(\$ in millions)	Three Months Ended April 30,		Increase	
	2024	2023		
Revenues	\$ 388.6	\$ 373.2	\$ 15.4	4.1%
Operating profit	43.6	40.8	2.8	6.9%
Operating profit margin	11.2 %	10.9 %	29 bps	

M&D revenues increased by \$15.4 million, or 4.1%, to \$388.6 million during the three months ended April 30, 2024, as compared to the prior year period. The increase was primarily attributable to the expansion of business with existing customers.

Operating profit increased by 6.9% to \$43.6 million during the three months ended April 30, 2024, as compared to the prior year period. Operating profit margin increased by 29 bps to 11.2% in the three months ended April 30, 2024, from 10.9% in the prior year period. The increase in operating profit margin was primarily attributable to the contract mix.

Education

(\$ in millions)	Three Months Ended April 30,		Increase / (Decrease)	
	2024	2023		
Revenues	\$ 225.6	\$ 216.7	\$ 8.9	4.1%
Operating profit	11.5	11.8	(0.3)	(1.8)%
Operating profit margin	5.1 %	5.4 %	(31) bps	

Education revenues increased by \$8.9 million, or 4.1%, to \$225.6 million during the three months ended April 30, 2024, as compared to the prior year period. The increase was primarily attributable to net new business and expansion of business with existing customers.

Operating profit decreased by \$0.3 million, or 1.8%, to \$11.5 million for the three months ended April 30, 2024, as compared to the prior year period. Operating profit margin decreased by 31 bps to 5.1% in the three months ended April 30, 2024, from 5.4% in the prior year period. The decrease in operating profit margin was primarily attributable to base wage increases, partially offset by labor efficiencies.

Aviation

(\$ in millions)	Three Months Ended April 30,		Increase / (Decrease)	
	2024	2023		
Revenues	\$ 238.2	\$ 227.2	\$ 11.0	4.8%
Operating profit	13.1	23.6	(10.5)	(44.8)%
Operating profit margin	5.5 %	10.4 %	(492) bps	

Aviation revenues increased by \$11.0 million, or 4.8%, to \$238.2 million during the three months ended April 30, 2024, as compared to the prior year period. The increase was primarily attributable to new business and scope expansions with the existing clients as well as continuing recovery in travel volume. In addition, during the three months ended April 30, 2023, we recognized \$12.6 million in revenue from an Aviation parking project, whereby all the direct labor and related costs were recognized prior to January 31, 2023. Management reimbursement revenues for this segment totaled \$8.2 million and \$7.7 million for the three months ended April 30, 2024 and 2023, respectively.

Operating profit decreased by \$10.5 million, or 44.8%, to \$13.1 million for the three months ended April 30, 2024, as compared to the prior year period. Operating profit margin decreased by 492 bps to 5.5% in the three months ended April 30, 2024. The operating profit margin decreased primarily due to the revenue recognized for the Aviation parking project during the three months ended April 30, 2023, whereby all the direct labor and related costs were recognized prior to January 31, 2023. This decrease was partially offset by labor efficiencies, primarily due to an increase in travel volume.

Technical Solutions

(\$ in millions)	Three Months Ended April 30,		Increase	
	2024	2023		
Revenues	\$ 176.2	\$ 168.4	\$ 7.8	4.6%
Operating profit	17.0	10.2	6.8	66.6%
Operating profit margin	9.6 %	6.0 %	358 bps	

Technical Solutions revenues increased by \$7.8 million, or 4.6%, to \$176.2 million during the three months ended April 30, 2024, as compared to the prior year period. The increase was primarily driven by higher project revenues due to the timing of certain energy solutions projects, including microgrid systems and generators installation, partially offset by a decrease in electric vehicle charging station installation sales.

Operating profit increased by \$6.8 million, or 66.6%, to \$17.0 million during the three months ended April 30, 2024, as compared to the prior year period. Operating profit margin increased by 358 bps to 9.6% in the three months ended April 30, 2024, from 6.0% in the prior year period. The increase in operating profit margin was primarily attributable to the contract mix and lower amortization of intangible assets.

Corporate

(\$ in millions)	Three Months Ended April 30,		Increase	
	2024	2023		
Corporate expenses	\$ (79.7)	\$ (69.2)	\$ (10.5)	(15.2)%

Corporate expenses increased by \$10.5 million, or 15.2%, to \$79.7 million during the three months ended April 30, 2024, as compared to the prior year period. The increase in corporate expenses was primarily attributable to:

- an absence of an \$8.4 million fair value adjustment to decrease the contingent consideration related to the RavenVolt Acquisition;
- a \$5.6 million increase in costs associated with the systems' go-live; and
- a \$4.3 million unfavorable self-insurance reserve adjustment related to prior year claims from actuarial evaluations completed in the three months ended April 30, 2024.

The increase was partially offset by:

- a \$3.7 million decrease in certain discrete transformational costs under our **ELEVATE** strategy for developing the new ERP system, client-facing technology, workforce management tools, and data analytics; and
- an absence of a \$3.5 million unfavorable medical and dental self-insurance adjustment related to prior year claims as the result of actuarial evaluations completed in the three months ended April 30, 2023.

Results of Operations

Six Months Ended April 30, 2024, Compared with the Six Months Ended April 30, 2023

Consolidated

<i>(in millions)</i>	Six Months Ended April 30,		Increase / (Decrease)	
	2024	2023		
Revenues	\$ 4,087.8	\$ 3,975.3	\$ 112.5	2.8%
Operating expenses	3,589.8	3,465.0	124.8	3.6%
<i>Gross margin</i>	12.2 %	12.8 %	(65) bps	
Selling, general and administrative expenses	314.5	307.2	7.3	2.4%
Amortization of intangible assets	28.2	39.0	(10.8)	(27.6)%
Operating profit	155.4	164.1	(8.7)	(5.3)%
Income from unconsolidated affiliates	3.0	1.7	1.3	71.4%
Interest expense	(41.9)	(40.9)	(1.0)	(2.6)%
Income before income taxes	116.4	125.0	(8.6)	(6.9)%
Income tax provision	(28.0)	(34.5)	6.5	19.0%
Net income	88.4	90.4	(2.0)	(2.2)%
Other comprehensive income (loss)				
Interest rate swaps	(5.7)	(15.6)	9.9	(63.3)%
Foreign currency translation and other	3.7	12.8	(9.1)	(71.1)%
Income tax benefit (provision)	1.5	4.3	(2.8)	(65.8)%
Comprehensive income	\$ 87.9	\$ 92.0	\$ (4.1)	(4.4)%

*Not meaningful

Revenues

Revenues increased by \$112.5 million, or 2.8%, to \$4,087.8 million during the six months ended April 30, 2024, as compared to the prior year period. Revenue growth was primarily driven by the net new business and expansion of business with existing customers within Aviation, M&D, and Education and timing of completions of certain energy solutions projects, including microgrid systems and generators installation within Technical Solutions. The increase in revenues was partially offset by soft commercial office market conditions within B&I.

Operating Expenses

Operating expenses increased by \$124.8 million, or 3.6%, to \$3,589.8 million during the six months ended April 30, 2024, as compared to the prior year period. Gross margin decreased by 65 bps to 12.2% in the six months ended April 30, 2024, from 12.8% in the six months ended April 30, 2023. The decrease in gross margin was primarily driven by the \$11.4 million in revenue recognized for the Aviation parking project during the six months ended April 30, 2023, whereby all the direct labor and related costs were recognized prior to October 31, 2022, and unfavorable self-insurance reserve adjustment related to prior year claims from actuarial evaluations completed in the six months ended April 30, 2024, partially offset by labor efficiencies across most of our industry groups and the contract mix within M&D and Technical Solutions.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased by \$7.3 million, or 2.4%, to \$314.5 million during the six months ended April 30, 2024, as compared to the six months ended April 30, 2023. The increase in selling, general and administrative expenses was primarily attributable to:

- an \$11.8 million increase in costs associated with the systems' go-live;
- an absence of an \$8.4 million fair value adjustment to decrease the contingent consideration related to the RavenVolt Acquisition; and

- a \$2.2 million increase in bad debt.

This increase was partially offset by:

- a \$13.8 million decrease in certain discrete transformational costs under our **ELEVATE** strategy for developing the new ERP system, client-facing technology, workforce management tools, and data analytics; and
- a \$2.0 million decrease in compensation and related expenses primarily due to headcount reduction at the end of October 2023, partially offset by increase in compensation under certain incentive plans.

Amortization of Intangible Assets

Amortization of intangible assets decreased by \$10.8 million, or 27.6%, to \$28.2 million during the six months ended April 30, 2024, as compared to the six months ended April 30, 2023. This decrease was primarily due to lower amortization of intangibles, primarily intangibles acquired as part of the RavenVolt Acquisition.

Interest Expense

Interest expense increased by \$1.0 million, to \$41.9 million during the six months ended April 30, 2024, as compared to the six months ended April 30, 2023. The increase was driven by higher interest rates on our Amended Credit Facility.

Income Taxes from Operations

Our effective tax rates on income from operations for the six months ended April 30, 2024, and April 30, 2023, were 24.0% and 27.6%, respectively, resulting in provisions for taxes of \$28.0 million and \$34.5 million, respectively.

Our effective tax rate for the six months ended April 30, 2024, benefited from discrete items, primarily from \$2.4 million for uncertain tax positions, \$2.2 million for share-based compensation, and \$2.2 million for return to provision adjustments related to our non-U.S. operations. Our effective tax rate for the six months ended April 30, 2023, benefited from discrete items, primarily from \$1.4 million for share-based compensation.

Interest Rate Swaps

We had a loss of \$5.7 million during the six months ended April 30, 2024, as compared to a loss of \$15.6 million during the six months ended April 30, 2023, primarily due to underlying changes in the fair value of our interest rate swaps.

Foreign Currency Translation

We had a foreign currency translation gain of \$3.7 million during the six months ended April 30, 2024, as compared to a foreign currency translation gain of \$12.8 million during the six months ended April 30, 2023. This change was due to fluctuations in the exchange rate between the USD and the GBP. Future gains and losses on foreign currency translation will be dependent upon changes in the relative value of foreign currencies to the USD and the extent of our foreign assets and liabilities.

Segment Information

Financial Information for Each Reportable Segment

<i>(in millions)</i>	Six Months Ended April 30,		Increase / (Decrease)	
	2024	2023		
Revenues				
Business & Industry	\$ 2,022.8	\$ 2,035.0	\$ (12.2)	(0.6)%
Manufacturing & Distribution	789.5	753.7	35.8	4.7%
Education	445.7	431.6	14.1	3.3%
Aviation	487.8	439.5	48.3	11.0%
Technical Solutions	342.1	315.5	26.6	8.5%
	<u>\$ 4,087.8</u>	<u>\$ 3,975.3</u>	<u>\$ 112.5</u>	<u>2.8%</u>
Operating profit				
Business & Industry	\$ 157.2	\$ 152.2	\$ 5.0	3.3%
<i>Operating profit margin</i>	7.8 %	7.5 %	29 bps	
Manufacturing & Distribution	85.0	81.7	3.3	4.0%
<i>Operating profit margin</i>	10.8 %	10.8 %	(8) bps	
Education	24.3	23.6	0.7	2.9%
<i>Operating profit margin</i>	5.4 %	5.5 %	(2) bps	
Aviation	22.8	31.9	(9.1)	(28.6)%
<i>Operating profit margin</i>	4.7 %	7.3 %	(259) bps	
Technical Solutions	23.5	17.4	6.1	35.3%
<i>Operating profit margin</i>	6.9 %	5.5 %	137 bps	
Corporate	(154.4)	(140.8)	(13.6)	(9.7)%
Adjustment for income from unconsolidated affiliates, included in Aviation and Technical Solutions	(3.0)	(1.7)	(1.2)	(71.4)%
Adjustment for tax deductions for energy efficient government buildings, included in Technical Solutions	—	(0.1)	0.1	NM*
	<u>\$ 155.4</u>	<u>\$ 164.1</u>	<u>\$ (8.7)</u>	<u>(5.3)%</u>

*Not meaningful

Business & Industry

<i>(\$ in millions)</i>	Six Months Ended April 30,		(Decrease) / Increase	
	2024	2023		
Revenues	\$ 2,022.8	\$ 2,035.0	\$ (12.2)	(0.6)%
Operating profit	157.2	152.2	5.0	3.3%
<i>Operating profit margin</i>	7.8 %	7.5 %	29 bps	

B&I revenues decreased by \$12.2 million, or 0.6%, to \$2,022.8 million during the six months ended April 30, 2024, as compared to the prior year period. The revenue decrease was primarily driven by the soft commercial office market conditions, and attrition of certain engineering clients, partially offset by client expansions and increases in revenue in the sports sector and parking. Management reimbursement revenues for this segment totaled \$139.1 million and \$130.1 million for the six months ended April 30, 2024 and 2023, respectively.

Operating profit increased by \$5.0 million, or 3.3%, to \$157.2 million during the six months ended April 30, 2024, as compared to the prior year period. Operating profit margin increased by 29 bps to 7.8% in the six months ended April 30, 2024, from 7.5% in the six months ended April 30, 2023. The increase in operating profit margin was primarily driven by the contract and service mix and labor efficiencies.

Manufacturing & Distribution

(\$ in millions)	Six Months Ended April 30,		Increase / (Decrease)	
	2024	2023		
Revenues	\$ 789.5	\$ 753.7	\$ 35.8	4.7%
Operating profit	85.0	81.7	3.3	4.0%
Operating profit margin	10.8 %	10.8 %	(8) bps	

M&D revenues increased by \$35.8 million, or 4.7%, to \$789.5 million during the six months ended April 30, 2024, as compared to the prior year period. The increase was primarily attributable to the expansion of business with existing customers.

Operating profit increased by \$3.3 million, or 4.0%, to \$85.0 million during the six months ended April 30, 2024, as compared to the prior year period. Operating profit margin decreased by 8 bps to 10.8% in the six months ended April 30, 2024, from 10.8% in the six months ended April 30, 2023. The decrease in operating profit margin was primarily attributable to the change in the contract mix.

Education

(\$ in millions)	Six Months Ended April 30,		Increase / (Decrease)	
	2024	2023		
Revenues	\$ 445.7	\$ 431.6	\$ 14.1	3.3%
Operating profit	24.3	23.6	0.7	2.9%
Operating profit margin	5.4 %	5.5 %	(2) bps	

Education revenues increased by \$14.1 million, or 3.3%, to \$445.7 million during the six months ended April 30, 2024, as compared to the prior year period. The increase was primarily attributable to net new business, partially offset by a decrease in work orders.

Operating profit increased by \$0.7 million, or 2.9%, during the six months ended April 30, 2024, as compared to the prior year period. Operating profit margin decreased by 2 bps to 5.4% in the six months ended April 30, 2024, from 5.5% in the six months ended April 30, 2023. The decrease in operating profit margin was primarily attributable to the decrease in disinfection-related work orders, which have higher margins. Operating profit margin was positively impacted by labor efficiencies and lower start-up supplies expenses.

Aviation

(\$ in millions)	Six Months Ended April 30,		Increase / (Decrease)	
	2024	2023		
Revenues	\$ 487.8	\$ 439.5	\$ 48.3	11.0%
Operating profit	22.8	31.9	(9.1)	(28.6)%
Operating profit margin	4.7 %	7.3 %	(259) bps	

Aviation revenues increased by \$48.3 million, or 11.0%, to \$487.8 million during the six months ended April 30, 2024, as compared to the prior year period. The increase was primarily attributable to new business and scope expansions with the existing clients as well as continuing recovery in travel volume. In addition, during the six months ended April 30, 2023, we recognized \$11.4 million in revenue from an Aviation parking project, whereby all the direct labor and related costs were recognized prior to October 31, 2022. Management reimbursement revenues for this segment totaled \$17.7 million and \$15.6 million for the six months ended April 30, 2024 and 2023, respectively.

Operating profit decreased by \$9.1 million, or 28.6%, to \$22.8 million during the six months ended April 30, 2024, as compared to the prior year period. Operating profit margin decreased by 259 bps to 4.7% in the six months ended April 30, 2024, from 7.3% in the six months ended April 30, 2023. The decrease was primarily attributable to \$11.4 million in revenue from an Aviation parking project recognized during the six months ended April 30, 2023, whereby all the direct labor and related costs were recognized prior to October 31, 2022. In addition, operating profit

margin was negatively impacted by certain costs related to reconciliations of funds due under long-term contracts, partially offset by labor efficiencies primarily due to an increase in travel volume.

Technical Solutions

(\$ in millions)	Six Months Ended April 30,		Increase	
	2024	2023		
Revenues	\$ 342.1	\$ 315.5	\$ 26.6	8.5%
Operating profit	23.5	17.4	6.1	35.3%
Operating profit margin	6.9 %	5.5 %	137 bps	

Technical Solutions revenues increased by \$26.6 million, or 8.5%, to \$342.1 million during the six months ended April 30, 2024, as compared to the prior year period. The increase was primarily driven by higher project revenues due to the timing of completions of certain energy solutions projects, including microgrid systems and generators installation, partially offset by a decrease in electric vehicle charging station installation sales.

Operating profit increased by \$6.1 million, or 35.3%, to \$23.5 million during the six months ended April 30, 2024, as compared to the prior year period. Operating profit margin increased by 137 bps to 6.9% in the six months ended April 30, 2024, from 5.5% in the six months ended April 30, 2023. The increase in operating profit margin was primarily attributable to the contract mix and lower amortization of intangible assets.

Corporate

(\$ in millions)	Six Months Ended April 30,		Increase	
	2024	2023		
Corporate expenses	\$ (154.4)	\$ (140.8)	\$ (13.6)	(9.7)%

Corporate expenses increased by \$13.6 million, or 9.7%, to \$154.4 million during the six months ended April 30, 2024, as compared to the prior year period. The increase in corporate expenses was primarily attributable to:

- an \$11.5 million increase in costs associated with the systems' go-live;
- a \$9.7 million unfavorable self-insurance reserve adjustment related to prior year claims from actuarial evaluations completed in the six months ended April 30, 2024; and
- an absence of an \$8.4 million fair value adjustment to decrease the contingent consideration related to the RavenVolt Acquisition.

This increase was partially offset by:

- a \$13.8 million decrease in certain discrete transformational costs under our **ELEVATE** strategy for developing the new ERP system, client-facing technology, workforce management tools, and data analytics.

Liquidity and Capital Resources

Our primary sources of liquidity are operating cash flows and borrowing capacity under our Amended Credit Facility. We assess our liquidity in terms of our ability to generate cash to fund our short- and long-term cash requirements. As such, we project our anticipated cash requirements as well as cash flows generated from operating activities to meet those needs.

In addition to normal working capital requirements, we anticipate that our short- and long-term cash requirements will include funding legal settlements, insurance claims, dividend payments, capital expenditures, share repurchases, mandatory loan repayments, and systems and technology transformation initiatives under our **ELEVATE** strategy. We anticipate long-term cash uses may also include strategic acquisitions. On a long-term basis, we will continue to rely on our Amended Credit Facility for any long-term funding not provided by operating cash flows.

We believe that our operating cash flows and borrowing capacity under our Amended Credit Facility are sufficient to fund our cash requirements for the next 12 months. In the event that our plans change or our cash requirements are greater than we anticipate, we may need to access the capital markets to finance future cash requirements. However, there can be no assurance that such financing will be available to us should we need it or, if available, that the terms will be satisfactory to us and not dilutive to existing shareholders.

Credit Facility

On September 1, 2017, we refinanced and replaced our then-existing \$800.0 million credit facility with a new senior, secured five-year syndicated credit facility, consisting of a \$900.0 million revolver and an \$800.0 million amortizing term loan. In accordance with terms of the Credit Facility, the revolver was reduced to \$800.0 million on September 1, 2018.

On June 28, 2021, the Company amended and restated the Credit Facility, extending the maturity date to June 28, 2026, and increasing the capacity of the revolving credit facility from \$800.0 million to \$1.3 billion and the then-remaining term loan outstanding from \$620.0 million to \$650.0 million. The Amended Credit Facility provides for the issuance of up to \$350.0 million for standby letters of credit and the issuance of up to \$75.0 million in swingline advances. The obligations under the Amended Credit Facility are secured on a first-priority basis by a lien on substantially all of our assets and properties, subject to certain exceptions. Additionally, we may repay amounts borrowed under the Amended Credit Facility at any time without penalty.

At November 1, 2022, we amended our Amended Credit Facility pursuant to the LIBOR Transition Amendment and the Fifth Amendment to replace the benchmark rate at which U.S.-dollar-denominated borrowings bear interest from LIBOR to the forward-looking SOFR term rate administered by CME Group Benchmark Administration Limited. As a result of these amendments, we can borrow at Term SOFR plus a credit spread adjustment of 0.10% subject to a floor of zero.

The Amended Credit Facility contains certain covenants, including a maximum total net leverage ratio of 5.00 to 1.00, a maximum secured net leverage ratio of 4.00 to 1.00, and a minimum interest coverage ratio of 1.50 to 1.00, as well as other financial and non-financial covenants. In the event of a material acquisition, as defined in the Amended Credit Facility, we may elect to increase the maximum total net leverage ratio to 5.50 to 1.00 for a total of four fiscal quarters and increase the maximum secured net leverage ratio to 4.50 to 1.00 for a total of four fiscal quarters. Our borrowing capacity is subject to, and limited by, compliance with the covenants described above. At April 30, 2024, we were in compliance with these covenants.

During the six months ended April 30, 2024, we made principal payments of \$16.3 million under the term loan. At April 30, 2024, the total outstanding borrowings under our Amended Credit Facility in the form of cash borrowings and standby letters of credit were \$1.3 billion and \$57.9 million, respectively, and our weighted average interest rate on all outstanding borrowings, excluding letters of credit, was 7.17%. At April 30, 2024, we had up to \$501.1 million of borrowing capacity.

Reinvestment of Foreign Earnings

We plan to reinvest our foreign earnings to fund future non-U.S. growth and expansion, and we do not anticipate remitting such earnings to the United States. While U.S. federal tax expense has been recognized as a result of the Tax Cuts and Jobs Act of 2017, no deferred tax liabilities with respect to federal and state income taxes or foreign withholding taxes have been recognized.

IFM Insurance Company

IFM Assurance Company ("IFM") is a wholly owned captive insurance company that we formed in 2015. IFM is part of our enterprise-wide, multiyear insurance strategy that is intended to better position our risk and safety programs and provide us with increased flexibility in the end-to-end management of our insurance programs. IFM began providing coverage to us as of January 1, 2015.

Share Repurchases

We repurchased shares under the share repurchase program during the three and six months ended April 30, 2024, as summarized below. Share repurchases may take place on the open market or otherwise, and all or part of the repurchases may be made pursuant to Rule 10b5-1 plans or in privately negotiated transactions. The timing of repurchases is at our discretion and will depend upon several factors, including market and business

conditions, future cash flows, share price, share availability, and other factors. Repurchased shares are retired and returned to an authorized but unissued status. The share repurchase program may be suspended or discontinued at any time without prior notice. At April 30, 2024, authorization for \$186.5 million of repurchases remained under our share repurchase program.

<i>(in millions, except per share amounts)</i>	<u>Three Months Ended April 30, 2024</u>	<u>Six Months Ended April 30, 2024</u>
Total number of shares purchased	0.56	0.56
Average price paid per share ⁽¹⁾	\$ 42.84	\$ 42.84
Total cash paid for share repurchases ⁽¹⁾	\$ 23.80	\$ 23.80

⁽¹⁾ Average price paid per share and total cash paid for share repurchases does not include any excise tax for stock repurchases as part of the Inflation Reduction Act of 2022.

Cash Flows

In addition to revenues and operating profit, our management views operating cash flows as a good indicator of financial performance, because strong operating cash flows provide opportunities for growth both organically and through acquisitions. Operating cash flows primarily depend on: revenue levels; the quality and timing of collections of accounts receivable; the timing of payments to suppliers and other vendors; the timing and amount of income tax payments; and the timing and amount of payments on insurance claims and legal settlements.

<i>(in millions)</i>	<u>Six Months Ended April 30,</u>	
	<u>2024</u>	<u>2023</u>
Net cash provided by (used in) operating activities	\$ 116.9	\$ (45.0)
Net cash used in investing activities	(28.6)	(22.2)
Net cash (used in) provided by financing activities	(98.0)	62.8

Operating Activities

Net cash provided by operating activities was \$116.9 million during the six months ended April 30, 2024, as compared to net cash used by operating activities of \$45.0 million during the prior year period. The change was primarily driven by the timing of working capital requirements, including customer payments and an absence of a \$66.0 million payment for the deferred payroll taxes made during the three months ended January 31, 2023.

Investing Activities

Net cash used in investing activities increased by \$6.4 million during the six months ended April 30, 2024, as compared to the prior year period. This quarter's activity was primarily related to purchases of property, plant and equipment.

Financing Activities

Net cash used in financing activities was \$98.0 million during the six months ended April 30, 2024, as compared to net cash provided by financing activities of \$62.8 million during the prior year period. The change was primarily related to a decrease in net borrowings from our Amended Credit Facility due to the \$116.9 million cash provided by operating activities.

Contingencies

For disclosures on contingencies, see Note 10, "Commitments and Contingencies," of the Notes to unaudited Consolidated Financial Statements included in Part I, Item 1 of this Form 10-Q.

Critical Accounting Policies and Estimates

Our Financial Statements are prepared in accordance with U.S. GAAP, which require us to make certain estimates in the application of our accounting policies based on the best assumptions, judgments, and opinions of our management. There have been no significant changes to our critical accounting policies and estimates. For a description of our critical accounting policies, see Item 7., "Management's Discussion and Analysis of Financial Condition and Results of Operations," in our Annual Report on Form 10-K for the year ended October 31, 2023.

Recently Issued Accounting Pronouncements

Accounting Standard Update(s)	Topic	Summary	Effective Date/ Method of Adoption
2023-07	Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures	This ASU, issued in November 2023, improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. This ASU requires disclosure, on an annual and interim basis, of significant segment expenses that are regularly provided to the chief operating decision maker, and an amount for other segment items by reportable segment, with a description of its composition. We are currently evaluating the impact of implementing this guidance on our financial statements.	This ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted.
2023-09	Income Taxes (Topic 740): Improvements to Income Tax Disclosures	This ASU, issued in December 2023, is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in this ASU address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. We are currently evaluating the impact of implementing this guidance on our financial statements.	This ASU is effective for fiscal years beginning after December 15, 2024, with early adoption permitted.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

There are no material changes related to market risk from the disclosures in our Annual Report on Form 10-K for the year ended October 31, 2023.

ITEM 4. CONTROLS AND PROCEDURES.

a. Disclosure Controls and Procedures.

As of the end of the period covered by this report, our Principal Executive Officer and Principal Financial Officer evaluated our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and (2) accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosure.

b. Changes in Internal Control Over Financial Reporting.

To support the growth of our financial shared service capabilities and standardize our financial systems, we continue to update several key platforms, including our HR information systems, enterprise resource planning ("ERP") system, and labor management system. The implementation of several key platforms involves changes in the systems that include internal controls. During the year ended October 31, 2023, we had a change in our internal control over financial reporting as a result of our implementation of a new ERP for the Education industry group that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. The new ERP system for the Education industry group replaced our legacy system in which a significant portion of our business transactions originate, are processed, and recorded. The rest of our industry groups will transition to our new ERP system over the next several years. Our new ERP system is intended to provide us with enhanced transactional processing and management tools, as compared with our legacy system and is intended to enhance internal controls over financial reporting. We believe our new ERP system will facilitate better transactional reporting and oversight, enhance our internal control over financial reporting, and function as an important component of our disclosure controls and procedures. Although some of the transitions have proceeded to date without material adverse effects, the possibility exists that they could adversely affect our internal controls over financial reporting and procedures.

There were no other changes in our internal control over financial reporting during the second quarter of 2024 identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

A discussion of material developments in our litigation matters occurring in the period covered by this report is found in Note 10, "Commitments and Contingencies," to the unaudited Consolidated Financial Statements in this Form 10-Q.

ITEM 1A. RISK FACTORS.

There have been no material changes to the risk factors identified in our Annual Report on Form 10-K for the year ended October 31, 2023, in response to Item 1A., "Risk Factors," of Part I of the Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Common Stock Repurchases

Effective December 13, 2023, our Board of Directors expanded our existing share repurchase program by an additional \$150.0 million. Share repurchases may take place on the open market or otherwise, and all or part of the repurchases may be made pursuant to Rule 10b5-1 plans or in privately negotiated transactions. The timing of repurchases is at our discretion and will depend upon several factors, including market and business conditions,

future cash flows, share price, share availability, and other factors. Repurchased shares are retired and returned to an authorized but unissued status. The repurchase program may be suspended or discontinued at any time without prior notice.

The following table sets forth, for the months indicated, our purchases of common stock in the second quarter of fiscal year 2024:

<i>(in millions, except per share amounts)</i>	Total Number of Shares Purchased	Average Price Paid per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Plan	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan
Period				
2/01/2024-2/29/2024	—	\$ —	—	\$ 210.3
3/01/2024-3/31/2024	0.6	\$ 42.84	0.6	\$ 186.5
4/01/2024-4/30/2024	—	\$ —	—	\$ 186.5
Total	0.6	\$ 42.84	0.6	

⁽¹⁾ Average price paid per share does not include any excise tax for stock repurchases as part of the Inflation Reduction Act of 2022.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

Trading Arrangements

During the three months ended April 30, 2024, certain of our “officers,” as defined in Rule 16a-1(f) of the Exchange Act, and directors adopted, modified, or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408 of Regulation S-K, as follows:

Trading Arrangements							
Name and Title	Action	Date of Action	Rule 10b5-1 Trading Arrangement ¹	Non-Rule 10b5-1 Trading Arrangement	Aggregate Number of Securities to Be Sold	Aggregate Number of Securities to Be Purchased	Duration
Scott Salmirs, President and Chief Executive Officer	Adoption	April 9, 2024	X	-	50,000 shares of common stock	-	From July 10, 2024, until the earlier of (i) the date when all the shares under the plan are sold and (ii) January 15, 2025
Rene Jacobsen, Executive Vice President and Chief Operating Officer	Adoption	April 15, 2024	X	-	50,000 shares of common stock	-	From July 15, 2024, until the earlier of (i) the date when all shares under the plan are sold and (ii) July 15, 2025

⁽¹⁾ Intended to satisfy the affirmative defense conditions of Rule 10b5-1(c).

ITEM 6. EXHIBITS.

(a) Exhibits

Exhibit No.	Exhibit Description
3.1	ABM Industries Incorporated Amended and Restated Bylaws effective March 27, 2024 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on March 27, 2024)
31.1†	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2†	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32‡	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS†	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH†	Inline XBRL Taxonomy Extension Schema Document
101.CAL†	Inline XBRL Taxonomy Calculation Linkbase Document
101.DEF†	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	Inline XBRL Taxonomy Label Linkbase Document
101.PRE†	Inline XBRL Presentation Linkbase Document
104†	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Indicates management contract or compensatory plan, contract, or arrangement.

† Indicates filed herewith.

‡ Indicates furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ABM Industries Incorporated

June 6, 2024

/s/ Earl R. Ellis

Earl R. Ellis
Executive Vice President and Chief Financial Officer
(Duly Authorized Officer)

June 6, 2024

/s/ Dean A. Chin

Dean A. Chin
Senior Vice President, Chief Accounting Officer, Corporate
Controller and Treasurer
(Principal Accounting Officer)

EXHIBIT 31.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECURITIES EXCHANGE ACT OF 1934
RULE 13a-14(a) OR 15d-14(a)**

I, Scott Salmirs, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of ABM Industries Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 6, 2024

Scott Salmirs
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECURITIES EXCHANGE ACT OF 1934
RULE 13a-14(a) OR 15d-14(a)**

I, Earl R. Ellis, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of ABM Industries Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

June 6, 2024

Earl R. Ellis
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32

**CERTIFICATIONS PURSUANT TO SECURITIES EXCHANGE ACT OF 1934
RULE 13a-14(b) OR 15d-14(b) AND
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of ABM Industries Incorporated (the "Company") for the quarter ended January 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Scott Salmirs, Chief Executive Officer of the Company, and Earl R. Ellis, Chief Financial Officer of the Company, each certifies for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

June 6, 2024

Scott Salmirs
Chief Executive Officer
(Principal Executive Officer)

June 6, 2024

Earl R. Ellis
Chief Financial Officer
(Principal Financial Officer)