

Governance Committee Charter

As Amended December 5, 2024

Purpose and Scope

The Governance Committee (the “Committee”) is created by the Board of Directors (the “Board”) of ABM Industries Incorporated (the “Company”) to discharge the responsibilities set forth in this Charter. The primary purposes of the Committee are to identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend that the Board select director nominees for the Company’s next annual meeting of stockholders. The Committee shall also develop and recommend to the Board a set of corporate governance principles applicable to the Company and oversee the evaluation of the Board. The Committee shall perform such other duties and responsibilities enumerated in and consistent with this Charter.

Membership

The Committee shall consist of no fewer than three directors, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the New York Stock Exchange. The members will be appointed by and serve at the pleasure of the Board. Committee members shall serve until they are removed or replaced by the Board, they resign, or their successors are duly elected and qualified.

Meetings

The Committee shall meet as often as may be deemed necessary or appropriate, but no fewer than three times annually. The Committee may ask members of management or others to attend meetings or to provide relevant information. The Committee shall periodically meet in executive session without management.

Duties and Responsibilities

In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee shall be responsible for the following matters.

Board Selection and Composition

The Committee shall:

- Recommend to the Board the criteria for director candidates;
- Identify, evaluate and recommend director candidates (when identifying candidates for Board membership, the Committee shall include, and shall request that any search firm it engages include, highly qualified women and racially and ethnically diverse persons in the initial pool from which potential director candidates are chosen);

- Review and make recommendations to the Board regarding the independence of each director;
- Establish policies for consideration of director candidates recommended by stockholders and procedures for submitting any such recommendations to stockholders;
- Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms;
- Provide direction to the Board as to the optimal number of directors on the Board; and
- Review and recommend to the Board criteria for the renomination of incumbent directors.

Committee Selection and Composition

The Committee shall:

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

Corporate Governance

The Committee shall:

- Review the adequacy of the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws (the "Bylaws") of the Company and recommend to the Board, if applicable, that it propose amendments to the Amended and Restated Certificate of Incorporation and Bylaws for consideration by the stockholders;
- Review and recommend to the Board any proposed changes to the Company's Corporate Governance Principles and Code of Business Conduct;
- Review the Board oversight framework relating to environmental, social and governance matters;
- Review any director resignation made in accordance with the Corporate Governance Principles, and recommend to the Board whether the resignation should be accepted;
- Review directors' compliance with the Company's overboarding policy on an annual basis;
- Review and recommend to the Board policies relating to meetings of the Board, including the frequency and structure of Board meetings;

- Oversee the process for the Board’s self-evaluation and each Board committee’s self-evaluation on an annual basis;
- Establish policies for the review and consideration of stockholder proposals;
- Conduct a reasonable prior review and provide oversight of related party transactions for potential conflicts of interest in accordance with the Company’s Related Party Transaction Policy; and
- Review and make recommendations to the Board with respect to corporate governance matters.

Board Compensation

The Committee shall:

- Determine and approve cash compensation and equity awards to non-employee directors in accordance with the provisions of applicable Company equity plans.

Risk Assessment

The Committee shall review and assess risks associated with board structure and other corporate governance policies and practices, and whether any such risks are reasonably likely to have a material adverse effect on the Company.

Self-Evaluation and Charter Review

The Committee will annually conduct a self-evaluation to review the Committee’s performance, including its effectiveness and compliance with this Charter. In addition, the Committee will annually review and reassess the adequacy of this Charter and recommend to the Board any appropriate changes.

Reports

The Chair of the Committee will report orally to the Board at its regularly scheduled meetings on the matters considered by the Committee. The Committee will, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form.

Committee Authority and Delegations

The Committee shall undertake any other action or exercise such other powers, authority and responsibilities as necessary or appropriate to the discharge of its responsibilities and duties set forth in this Charter or the Company’s Bylaws, or otherwise required by the Listing Standards of the New York Stock Exchange or other applicable laws, rules or regulations, or as shall otherwise be determined by the Board.

In discharging its responsibilities and duties, the Committee is empowered to investigate any matter brought to its attention that it determines to be within the scope of its authority with full access to all books, records, facilities and personnel of the Company. The Committee has the power to retain director search firms, consultants, outside counsel or other experts as the Committee may deem appropriate in its sole discretion, and shall receive funding from the Company to engage such advisors, and have sole authority to approve related fees and retention terms.

The Committee may delegate its authority to a subcommittee, another member of the Committee or the Board, and the officers of the Company when it deems appropriate and in the best interests of the Company unless otherwise prohibited by law, regulation or listing standard. However, in delegating authority it shall not absolve itself from the responsibilities it bears under the terms of this Charter.

Posting

This Charter will be posted on the Company's web site to be available to all stockholders.