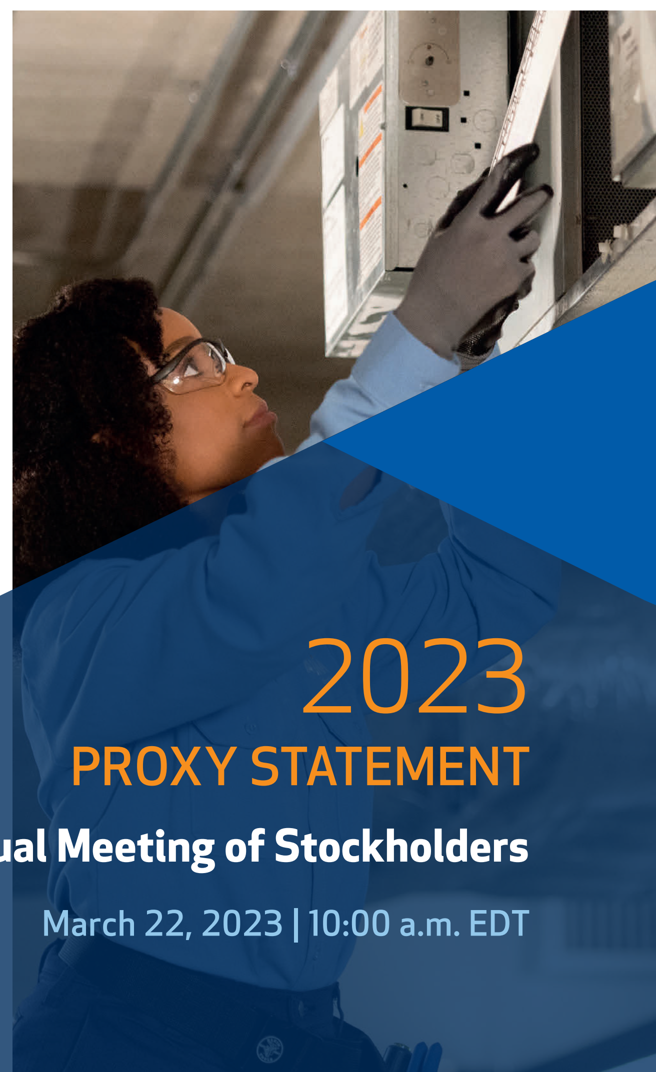
ABM
Building Value



2023 PROXY STATEMENT

Notice of Annual Meeting of Stockholders

March 22, 2023 | 10:00 a.m. EDT

February 10, 2023

Dear Stockholders:

On behalf of the ABM Industries Incorporated Board of Directors, I am happy to report that 2022 was a great year for ABM on several fronts, including strong financial results and significant progress on advancing multiple initiatives in our **ELEVATE** strategy. I also wanted to take the opportunity to thank you for your ongoing interest, ownership, and support of the Company.

The Board is pleased to use this letter as an opportunity to share our perspectives on ABM's performance and accomplishments during the past year, which were even more impressive given the very unsettled macroeconomic environment in which they were achieved.

Strategy Oversight and Board Focus

The primary focus of the Board throughout 2022 was to ensure that the Company was well-positioned and appropriately resourced to build on our strengths as the impacts of COVID subsided and our served markets began to normalize. The Board oversaw the management team's technology and growth-focused operational enhancement efforts, as well as advised on capital allocation priorities to drive long-term stockholder value. The Board's commitment to responsible corporate governance is unwavering, as are our priorities of judicious risk management, effective executive compensation practices and leadership talent retention. We are also pleased that ABM has a consistent, forward-looking focus on environmentally sustainable and socially responsible initiatives and practices, including diversity and inclusion, which we believe has never been more important.

Fiscal Year 2022 Financial Performance

During 2022, the Company grew revenue 25% to $7.8 billion, through a combination of strong organic growth and growth from acquisitions. Organic growth largely reflected a post-COVID recovery, expansion with existing customers, and also several large new customer wins across the organization. Our acquisition growth was led by Able Services, which we acquired late in fiscal 2021, as well as two acquisitions in 2022, Momentum Support and RavenVolt, Inc.

The Company also significantly grew its net income and adjusted EBITDA in fiscal 2022, which reflected higher operating earnings and excellent execution, as the ABM team was able to largely offset the impacts of a historically tight labor market and wage cost inflation.

Investing in Future Growth and ELEVATE Progress

Our acquisitions of Momentum Support, a leading provider of facility services across Ireland, and RavenVolt, Inc., a leading provider in the fast-growing domain of advanced turn-key microgrid systems, are reflective of our **ELEVATE** strategy to expand the Company's core capabilities in attractive and dynamic end-markets.

ABM also made significant inroads on other elements of **ELEVATE** during 2022. Forward-thinking systems including a team member retention predictive model and a workforce management tool were just a couple of innovations that were developed during the year. The Company also continued to move forward on its cloud-based enterprise resource management system, which is expected to begin being deployed in 2023.

Summary

2022 provided further evidence that ABM has the right positioning, strategy, and management team to deliver consistent and sustainable performance over the long-term. Our size, scale, and balance sheet strength provide a competitive advantage that is unmatched in the facilities services space. The Board is pleased with the trajectory of the Company and will stay focused on raising the standard in everything we do, as well as being a driving force of a cleaner, healthier and more sustainable world.

Thank you for your continued support.

Sincerely,

Sudhakar Kesavan
Chairman of the Board

ABM Industries Incorporated, One Liberty Plaza, 7th Floor, New York, New York 10006

NOTICE OF 2023 ANNUAL MEETING OF STOCKHOLDERS

WHEN

Wednesday, March 22, 2023
10:00 a.m. Eastern Time

WHERE

Virtual

www.virtualshareholdermeeting.com/ABM2023

PROXY VOTING – CAST YOUR VOTE RIGHT AWAY

Your vote is important. Even if you plan to attend the Annual Meeting in person, please vote as soon as possible using the Internet or by telephone, or by completing, signing, dating and returning your proxy card or voting instruction form.

Using the Internet and voting at the website listed on the proxy card or the notice;

Using the toll-free phone number listed on your proxy card or voting instruction form; or

If you received physical proxy materials with an enclosed postage paid envelope, completing, signing, dating and mailing your proxy card or voting instruction form.

ITEMS OF BUSINESS

1. Election of ten director nominees to serve one-year terms.
2. Advisory approval of our executive compensation.
3. Advisory vote on frequency of the advisory vote to approve our executive compensation.
4. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2023.
5. Transaction of such other business as may properly come before the Annual Meeting.

RECORD DATE

Stockholders of record at the close of business on January 25, 2023 are entitled to notice of, and to vote at the Annual Meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2023 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON March 22, 2023:

The Notice of Annual Meeting, Proxy Statement and the Annual Report to Stockholders are available on the Internet at www.proxyvote.com.

Whether or not you plan to attend the Annual Meeting, please vote at your earliest convenience by following the instructions in the Notice of Internet Availability of Proxy Materials or the proxy card or voting instruction card you received in the mail.

By Order of the Board of Directors,

Andrea R. Newborn

Andrea R. Newborn
Executive Vice President, General Counsel
and Corporate Secretary

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Note About Forward-Looking Statements

This Proxy Statement contains both historical and forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. 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. Factors that might cause such differences include, but are not limited to, those discussed in Part 1 of ABM’s Annual Report on Form 10-K for the fiscal year ended October 31, 2022 under Item 1A., “Risk Factors,” and 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.

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PROXY STATEMENT

We are providing the enclosed proxy materials to you in connection with the solicitation by the board of directors (the "Board") of ABM Industries Incorporated ("ABM" or the "Company") of proxies to be voted at the Annual Meeting of Stockholders to be held on Wednesday, March 22, 2023 (the "Annual Meeting"). We began making our proxy materials available to stockholders on February 10, 2023.

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all the information you should consider. You should read the entire Proxy Statement carefully before voting.

Annual Meeting of Stockholders		
Time and Date:	**Place:**	**Record Date:**
Wednesday, March 22, 2023 10:00 a.m. Eastern Time	www.virtualshareholdermeeting.com/ABM2023	January 25, 2023

Stockholders of ABM as of January 25, 2023 (the "Record Date") are entitled to vote. Each share of ABM common stock is entitled to one vote for each director nominee and one vote for each of the other proposals.

Virtual Annual Meeting

We have decided to hold the Annual Meeting virtually again this year because we believe that hosting a virtual Annual Meeting enables us to communicate with our stockholders while supporting the health and safety of our employees, stockholders and communities. We also believe the virtual Annual Meeting format facilitates stockholder access by enabling stockholders to participate fully and equally from any location around the world at no cost.

We have designed the virtual Annual Meeting to provide substantially the same opportunities to participate as you would have at an in-person meeting. Our virtual Annual Meeting will be conducted on the internet via live webcast. Stockholders will be able to attend and participate online and submit questions during the Annual Meeting by visiting www.virtualshareholdermeeting.com/ABM2023. Stockholders will be able to vote their shares electronically during the Annual Meeting.

Stockholders who would like to attend and participate in the Annual Meeting will need the 16-digit control number included on their Notice of Internet Availability of Proxy Materials (the "Notice"), proxy card, or voting instruction form. The Annual Meeting will begin promptly at 10:00 a.m. Eastern Time. We encourage you to access the Annual Meeting prior to the start time. Online access will begin 15 minutes prior to the start of the Annual Meeting, at 9:45 a.m. Eastern Time.

You may submit questions in advance on the day of the Annual Meeting by logging into www.proxyvote.com and entering your 16-digit control number. Once past the log-in screen, click on "Question for Management," type in the question, and click "Submit." Alternatively, stockholders will be able to submit questions live during the Annual Meeting by typing the question into the "Ask a Question" field, and clicking submit. We will answer questions that comply with the Annual Meeting rules of conduct during the Annual Meeting, subject to time constraints. Questions relevant to Annual Meeting matters that we do not have time to answer during the Annual Meeting will be posted to our website following the meeting along with those questions that were addressed during the Annual Meeting. Questions regarding personal matters or matters not relevant to Annual Meeting matters will not be answered.

Although the live webcast is available only to stockholders at the time of the Annual Meeting, a replay of the Annual Meeting will be made publicly available for one year at www.virtualshareholdermeeting.com/ABM2023.

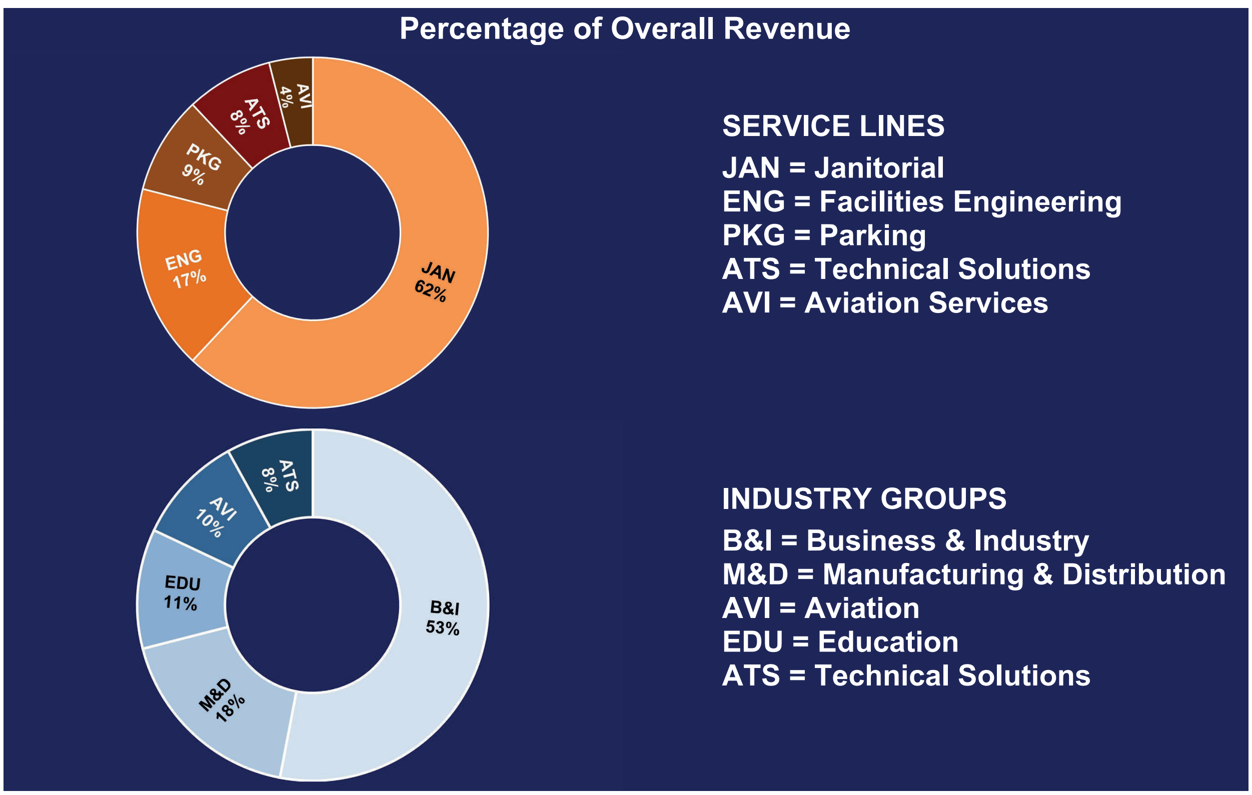
Additional information regarding the ability of stockholders to ask questions during the Annual Meeting, related rules of conduct, and other materials for the Annual Meeting, including the list of our stockholders of record, will be available during the Annual Meeting at www.virtualshareholdermeeting.com/ABM2023.

If you have difficulty accessing the meeting, please call the technical support number that will be posted on the virtual Annual Meeting login page for assistance. Technical support will be available beginning approximately 15 minutes prior to the start of the Annual Meeting through its conclusion.

Voting Matters and Board Recommendations

	Proposals	Board Vote Recommendation	Page Reference (for more detail)
01	Election of ten director nominees to serve one-year terms	FOR EACH DIRECTOR NOMINEE	2
02	Advisory approval of our executive compensation	FOR	20
03	Advisory approval of the frequency of the advisory vote to approve our executive compensation	EVERY ONE YEAR	46
04	Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2023	FOR	49

ABM AT A GLANCE



ABM's Business Highlights and Accomplishments in Fiscal Year 2022

ABM's 2022 Achievements

We grew revenue 25% to $7.8 billion, comprised of organic growth of 7% and growth from acquisitions of 18%. Organic growth largely reflected a post-COVID recovery, especially in our Aviation industry group, as well as solid demand in our Technical Solutions and Manufacturing & Distribution industry groups, and several new large customer wins. Our acquisition growth was led by Able Services, which we acquired in 2021, and the additions of Momentum Support and RavenVolt, Inc. in 2022.
We also posted net income of $230.4 million, adjusted EBITDA of $498.1 million(1) and a full-year adjusted EBITDA margin of 6.6%(1). These strong results reflect higher segment earnings and were aided by excellent execution, as the ABM team largely offset the impacts of a historically tight labor market and wage cost inflation.
We maintained our long-standing history of returning cash to our stockholders through the continuation of our cash dividend for the 56th consecutive year. Subsequent to fiscal year-end, our Board of Directors increased our quarterly dividend 12.8% to $0.22 per share. This increase reflects the Board's confidence in ABM's ability to continue to deliver solid results and cash flows over the long term.
We repurchased 2.3 million shares of common stock for a total cost of $97.5 million in fiscal 2022. Subsequent to year end, our Board of Directors approved a $150 million expansion of the Company's existing share repurchase authorization.
We made two acquisitions during the year. In April, we acquired Momentum Support. Momentum is a leading provider of facility services across the Republic of Ireland and Northern Ireland. The acquisition expands our geographic footprint and provides multiple cross-selling opportunities. In September, we acquired RavenVolt, Inc., a leading provider of advanced turn-key micro-grid systems utilized by diversified commercial and industrial customers, national retailers, utilities, and municipalities.
In fiscal 2021, we acquired Able Services in a transaction valued at $830 million. With annual revenue of $1.1 billion, we believe that Able Services is highly complementary to ABM, as it adds to our scale in engineering and janitorial services, which represent priority growth areas for us over the next five years.
We made significant progress in our **ELEVATE** initiative during 2022, including developing a team member retention predictive model. We also stared piloting a workforce management tool that provides enhanced visibility into productivity levels across our portfolio of accounts. Lastly, we continued to move forward with our cloud-based enterprise resource management system, which we expect will begin deployment mid-year 2023 as part of our **ELEVATE** technology roadmap running through 2025.
We released our 2021 Environmental, Social and Governance Sustainability Impact Report. The report highlights the Company's commitment to the Science Based Targets initiative, the launch of its ABMNext innovation program, and progress advancing corporate sustainability; diversity, equity and inclusion; philanthropy and community engagement.

(1) Adjusted EBITDA and adjusted EBITDA margin are non-GAAP financial measures. Reconciliations of these financial measures to the nearest GAAP financial measures are set forth in Appendix A to this Proxy Statement.

CORPORATE GOVERNANCE AND BOARD HIGHLIGHTS

Board Composition and Nominees

The following chart reflects the principal occupation, age, tenure and committee memberships of each member of our Board of Directors ("Board"). Ms. Chavez will retire at the 2023 Annual Meeting of Stockholders in accordance with our Director Retirement Policy. Upon the retirement of Ms. Chavez at the 2023 Annual Meeting, and effective upon the election of directors at the 2023 Annual Meeting, the size of the Board will be reduced to ten members. Our Board expresses its deep gratitude to Ms. Chavez for her 25+ years of service and valuable contributions.

Name	Age	Director Since	Occupation	Independent	Committee Assignments
Quincy L. Allen	62	2021	Former Chief Marketing Officer of IBM Cloud, IBM Corporation	Yes	Audit
LeighAnne G. Baker	64	2018	Former Senior Vice President and Chief Human Resources Officer, Cargill, Inc.	Yes	Compensation, Chair; Stakeholder and Enterprise Risk
Linda Chavez*	75	1997	Senior Fellow, Niskanen Center	Yes	Compensation; Governance
Donald F. Colleran	67	2018	Former President and Chief Executive Officer of FedEx Express	Yes	Compensation; Stakeholder and Enterprise Risk
James D. DeVries**	59	2022	President, ADT Corporation	Yes	
Art A. Garcia	61	2017	Former Executive Vice President and Chief Financial Officer, Ryder System, Inc.	Yes	Audit, Chair; Stakeholder and Enterprise Risk
Thomas M. Gartland	65	2015	Executive Chairman, SGL TransGroup	Yes	Compensation; Governance, Chair
Jill M. Golder	60	2019	Former Chief Financial Officer, Cracker Barrel Old Country Store, Inc.	Yes	Audit; Governance
Sudhakar Kesavan	68	2012	Former Executive Chairman, ICF International, Inc.	Yes	Governance
Scott Salmirs	60	2015	President and Chief Executive Officer, ABM Industries Incorporated	No	
Winifred M. Webb	64	2014	Founder; Kestrel Corporate Advisors	Yes	Audit; Stakeholder and Enterprise Risk, Chair

*Ms. Chavez will be retiring from the Board at the 2023 Annual Meeting of Stockholders in accordance with our Director Retirement Policy.

**Mr. DeVries has not been assigned to any committees of the Board. Committee assignments will be made at the March 2023 Board of Directors meeting immediately following the 2023 Annual Meeting of Stockholders.

Corporate Governance

Our Board is committed to thoughtful and independent representation of stockholder interests and corporate governance policies and practices that drive long-term stockholder value. The following points summarize certain aspects of our corporate governance:

✓	All directors and nominees other than Chief Executive Officer are independent	✓	Robust director and executive officer stock ownership guidelines
✓	Separate Chairman of Board and Chief Executive Officer	✓	Regular executive sessions of independent directors
✓	Director overboarding policy	✓	Risk oversight by Board and Committees
✓	Majority voting with resignation policy for directors in uncontested elections	✓	Declassified Board
✓	Board focused on refreshment and director succession planning	✓	Thorough annual Board and Committee self-evaluation process
✓	Diverse Board that provides a range of viewpoints	✓	Annual Board strategy meeting and review of Company's strategic plan

Director Nominee Skills and Experience Matrix

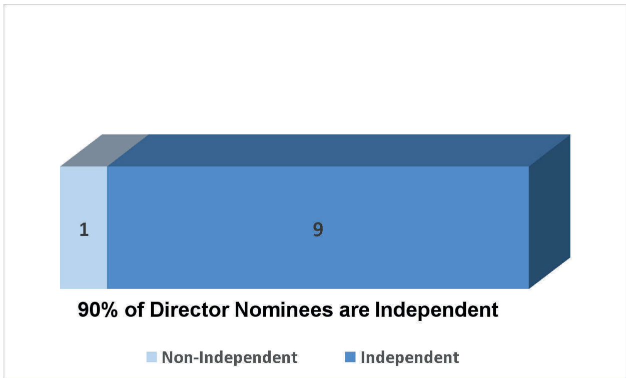
Our director nominees bring a well-rounded variety of experiences, qualifications, attributes and skills, and represent a mix of perspectives. The director nominee skills and experience matrix below summarizes some of the key attributes that our Board has identified as particularly valuable to the effective oversight of the Company and the execution of our corporate strategy. This director nominee skills and experience matrix is not intended to be an exhaustive list of each of our director nominees' skills or contributions to the Board. Further information on each director nominee, including some of their specific experience, qualifications, attributes and skills is included in their biographies beginning on page 2 of this Proxy Statement.

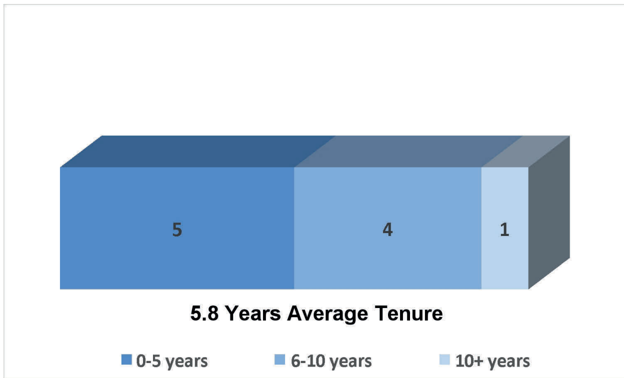
SKILL	Allen	Baker	Colleran	DeVries	Garcia	Gartland	Golder	Kesavan	Salmirs	Webb
Business Leadership / Strategy. Service in an executive management position and in formulating and implementing long-term business strategy for a large organization	•	•	•	•	•	•	•	•	•	•
Specific End Market Industries. Employment or other direct experience in industries or end markets related to ABM's industry groups		•	•		•	•		•	•	•
Financial / Capital Allocation. Financial management of a large and diversified organization and experience with debt and capital markets transactions	•			•	•	•	•	•	•	•
Sales and Marketing. Experience in leading and executing sales and marketing strategies in a business-to-business environment	•		•	•		•	•	•	•	•
Human Capital / Safety. Experience in organizational management, compensation programs, talent development, recruiting, diversity and inclusion programs, and employee health and safety	•	•	•	•		•	•	•	•	•
Risk Oversight. Experience in identifying, prioritizing, and managing a broad spectrum of risks, overseeing enterprise risk management and risk mitigation strategies	•	•	•	•	•	•	•	•	•	•
Information Technology / Cybersecurity. Expertise in information technology and infrastructure, including cybersecurity	•						•			
Other Public Company Board Experience. Board-level experience at other publicly traded companies	•	•	•	•	•	•	•	•	•	•
Mergers and Acquisitions. Experience in analyzing M&A target opportunities, executing transactions, and integrating acquired companies	•	•	•	•	•	•	•	•	•	•
Environmental. Experience in managing or overseeing environmental and climate-related programs, policies, and practices, including related reporting	•		•		•	•		•	•	

Independence and Tenure

Our Corporate Governance Principles provide that a majority of our directors must be independent. Our Board is comprised of independent directors, with the exception of Mr. Salmirs.

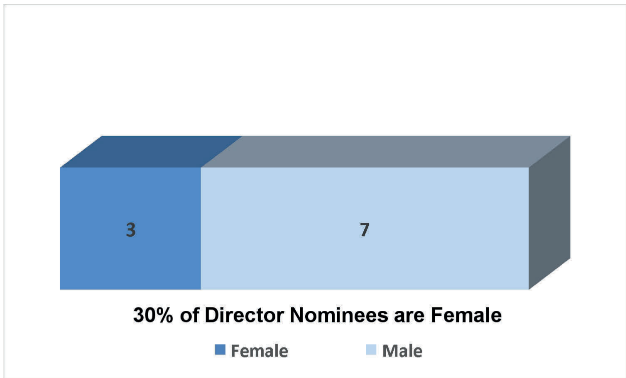
Our Board maintains an ongoing commitment to refreshment and proactive assessment of its collective skills, experience and perspectives. 50% of our Board nominees have served on the Board for five or fewer years. The Board and the Governance Committee believe that this balance of experience, continuity and refreshment helps the Board most effectively serve the Company and its stockholders.

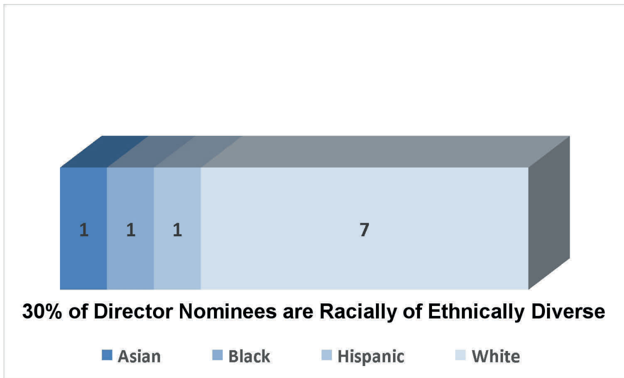




Diversity

Our Board and Governance Committee are committed to Board diversity: 30% of our Board nominees are female and 30% are ethnically or racially diverse.





Board Nominees Diversity Matrix

Total Number of Director Nominees		10		
Gender Identity	**Female**	**Male**	**Non-Binary**	**Did Not Disclose Gender**
Director Nominees	3	7	-	-
Number of Director Nominees who identify in any of the categories below:				
African American or Black	-	1	-	-
Asian	-	1	-	-
Hispanic or Latinx	-	1	-	-
White	3	4	-	-

EXECUTIVE COMPENSATION HIGHLIGHTS

Our Compensation Practices

What We Do
• Design Compensation Programs to Pay for Performance • Use Equity Awards for Long-Term Incentive and Retention • Maintain a Clawback Policy • Utilize Short-Term and Long-Term Performance-Based Incentives/Measures • Use an Independent Compensation Consultant • Require Significant Share Ownership and Retention by Executive Officers • Limit Perquisites • Use Double-Trigger Change-in-Control Arrangements • Hold Annual Say-on-Pay Vote

What We Don't Do
• No Fixed-Term Employment Agreements • No Gross-Ups for Taxes • No Repricing of Stock Options • No Mid-cycle Adjustments to Performance Metrics • No Hedging and Pledging of ABM Stock

Our Executive Compensation Programs

In fiscal year 2022, our compensation programs continued to reflect the compensation philosophy established by our Compensation Committee – one that is intended to align our executives' compensation with our strategic goals, and motivate and retain executives who are critical to our future success and long-term performance. Key features of our compensation philosophy include:

- ► **Performance-Based** – Tie significant portions of compensation to performance metrics that align to our short-term and long-term business goals;
- ► **Align with Stockholder Interests** – Align each executive's interests with stockholders' interests by requiring significant stock ownership and paying a significant portion of compensation in equity subject to performance conditions and multi-year vesting requirements; and
- ► **Market Competitiveness** – Attract and retain key executives who possess the capability to lead the business forward by providing innovative and effective service to our clients and customers.

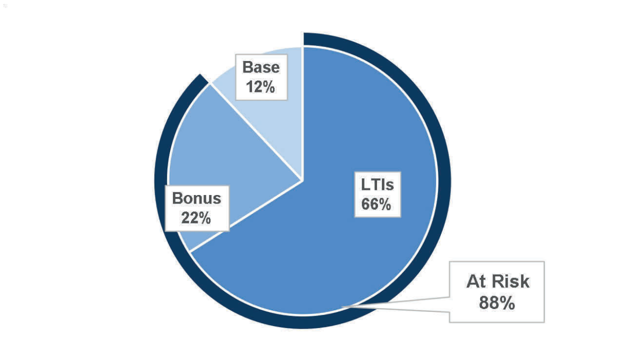
Elements of Total Direct Compensation:

- ► **Base Salary** – Fixed cash compensation with adjustments tied to individual responsibilities, performance and marketplace dynamics;
- ► **Annual Cash Incentive Program** – Focuses on near-term performance objectives reflecting Company strategy;
- ► **Performance-Based Equity Grants** – Aligns business objectives with longer-term stockholder interests; and
- ► **Time-Based Equity Grants** – Fosters retention by delivering more stable value and continuity of leadership.

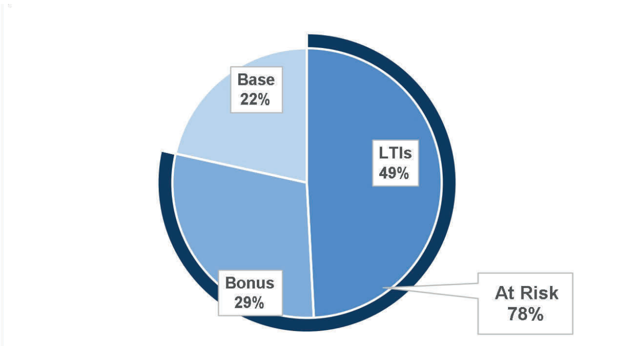
At-Risk Compensation

A significant portion of our executives' compensation is at risk. At-risk compensation includes: annual cash incentive compensation ("bonus"), which is tied to annual financial and individual performance measures; performance-based equity awards, which are paid only if performance metrics established at the beginning of the three-year performance period are met; and time-based equity awards. Approximately 88% of our CEO's compensation is at risk. An average of approximately 78% of our other named executive officers' ("NEOs") compensation is at risk.

CEO COMPENSATION



NEO COMPENSATION



CORPORATE GOVERNANCE AND BOARD MATTERS

PROPOSAL 1—ELECTION OF TEN DIRECTOR NOMINEES TO SERVE ONE-YEAR TERMS

Proposal Summary

We are asking our stockholders to elect ten director nominees to serve on the Board for a one-year term and until their successors are duly elected and qualified. Information about the Board and each director nominee is included in this section. The number of directors is currently fixed at eleven. Upon the retirement of Ms. Chavez at the 2023 Annual Meeting, and effective upon the election of directors at the 2023 Annual Meeting, the size of the Board will be reduced to ten members.

Board Recommendation

The Board unanimously recommends that you vote "FOR" each director nominee. After consideration of each nominee's qualifications, skills and experience, as well as his or her prior contributions to our Board, the Board believes that each nominee should continue to serve on the Board.

Voting

Unless contrary instructions are received, the shares represented by a properly executed proxy will be voted "FOR" each of the director nominees presented below. If, at the time of the Annual Meeting, one or more of the director nominees has become unavailable to serve, the shares represented by proxies will be voted for the remaining nominees and for any substitute director nominee or nominees designated by the Board unless the size of the Board is reduced. The Board knows of no reason why any of the director nominees will be unavailable or unable to serve.

Director nominees are elected by stockholders by a majority of the votes cast. This means that the number of shares voted "for" a director's election must exceed 50% of the number of votes cast on the issue of that director's election at a stockholder meeting as more fully described under "Questions and Answers About the Proxy Materials and the 2023 Annual Meeting" of this Proxy Statement. Any nominee standing for re-election who does not receive a majority of votes cast "for" his or her re-election will be required to tender his or her resignation promptly following the failure to receive the required vote. The Governance Committee will then make a recommendation to the Board as to whether the Board should accept the resignation, and the Board will decide whether to accept the resignation.

Board Declassification

Our Board historically was divided into three classes. As approved by the Company's stockholders at the 2020 Annual Meeting of Stockholders, the Board is in the process of being declassified over a three-year phase-out period. At the 2023 Annual Meeting of Stockholders, all director nominees elected by our stockholders will be elected to hold office for a term of one year, or until their successors are duly elected and qualified in accordance with our Bylaws, and there will cease to be Board classes at such time.

Nominees for Election to Serve as Directors for a One-Year Term Expiring in 2024

Quincy L. Allen | **Director Since 2021** | **Age 62**

Mr. Allen is former chief marketing officer of IBM Cloud at IBM Corporation (NYSE: IBM), an international technology solutions company, a position he held from 2015 until his retirement in 2018. Prior to joining IBM, Mr. Allen served as chief marketing and strategy officer at Unisys Corporation (NYSE: UIS), an international information technology services and consulting company, from 2012 to 2015. He previously served as chief executive officer of Vertis Communications, a direct marketing and advertising company, a position held from 2009 to 2010. Prior to Vertis Communications, Mr. Allen held several leadership positions with Xerox Corporation, including serving as president of the Global Services and Strategic Marketing Group and president of Production Systems Group, as well as vice president of Xerox Corporation. Mr. Allen has served on the board of The ODP Corporation (Office Depot) (NASDAQ: ODP) since 2020, the Lumen Technologies Corporation (NYSE:LUMN) since 2021, and previously served on the boards of NCR Corporation (NYSE: NCR) from 2009 to 2012 and Gateway, Inc. from 2006 to 2007.

Mr. Allen's qualifications to serve on the Board include his extensive operational and technology experience at major multinational technology services corporations, and his background in business development. Mr. Allen also brings public company experience to our Board.

LeighAnne G. Baker	Director Since 2018	Age 64

Ms. Baker is former senior corporate vice president and chief human resources officer of Cargill, Inc. ("Cargill"), a global food and agricultural company, a position she held from 2014 until her retirement in 2020. She served as a member of the executive team and was responsible for Cargill's global human resources strategy and practices. Prior to joining Cargill in 2014, she served as executive vice president and chief human resources officer of Hertz Global Holdings, Inc. (NASDAQ GS: HTZ) from 2007 to 2014. Before joining Hertz, Ms. Baker was senior vice president, global human resources of The Reynolds & Reynolds Company, a leading provider of automotive dealer management systems, from 2005 to 2007. She also served in various management and leadership roles at The Timken Company from 1981 to 2005. Ms. Baker has served on the board of Pactiv Evergreen (NASDAQ: PTVE), a manufacturer and distributor of foodservice, food merchandising products and fresh beverage cartons, since 2020, where she serves as chairwoman of the board, chair of the Compensation Committee and as a member of the Audit Committee.

Ms. Baker's qualifications to serve on our Board include many years of executive experience for large enterprises, providing extensive expertise in global human resources management, leadership development and large-scale organizational change, as well as her public company board experience.

Donald F. Colleran	Director Since 2018	Age 67

Mr. Colleran is former president and chief executive officer/executive advisor of FedEx Express, a subsidiary of FedEx Corporation, a global provider of supply chain, transportation, business and related information services, a position he held from 2019 until his retirement in 2022. From 2017 to 2019, Mr. Colleran was executive vice president and chief sales officer of FedEx Corporation. He also serves on the FedEx Corporation Strategic Management Committee, which sets the strategic direction for FedEx. Mr. Colleran joined FedEx in 1989, where he has served in a variety of leadership roles including executive vice president, global sales of FedEx Services from 2006 through 2016. He has served as a director of EastGroup Properties, Inc. (NYSE: EGP), an equity real estate investment trust, since 2017, and serves as a member of the Compensation Committee and Nominating and Corporate Governance Committee.

Mr. Colleran's qualifications to serve on our Board include his extensive experience in a variety of leadership roles at a major, multinational company, including business, sales, leadership, and global operations. Mr. Colleran also brings public company experience to our Board.

James D. DeVries	Director Since 2022	Age 59

Mr. DeVries is president and chief executive officer of ADT Corporation (NYSE: ADT), having been appointed president in September 2017 and chief executive officer in December 2018. He previously served as executive vice president and chief operating officer from 2016 to 2017. Prior to joining ADT, Mr. DeVries served as executive vice president of Brand Operations at Allstate Insurance Company, from 2014 to 2016, and as executive vice president and chief administrative officer from 2008 to 2014. Mr. DeVries has served on the board of ADT, since 2018 and on the board of Amsted industries Inc., a diversified global manufacturer of industrial components serving primarily the railroad, vehicular and construction and building markets, since 2016.

Mr. DeVries' qualifications to serve on our Board include his extensive business and management experience leading a major national company and serving on its board.

Art A. Garcia **Director Since 2017** **Age 61**

Mr. Garcia retired in 2019 as the executive vice president and chief financial officer of Ryder System, Inc. (NYSE: R), a commercial fleet and supply chain management solutions company ("Ryder"), a position he had held since 2010. Previously, Mr. Garcia served as senior vice president, controller and chief accounting officer of Ryder from 2005 to 2010. Mr. Garcia joined Ryder in 1997 as senior manager of corporate accounting. He later served as director of corporate accounting and, subsequently, as group director of accounting services. Prior to joining Ryder, Mr. Garcia spent 14 years with the Miami office of the accounting firm Coopers & Lybrand LLP as senior manager of business assurance. Mr. Garcia has served on the board of Elanco Animal Health (NYSE: ELAN), a provider of products and services to improve animal health production in more than 90 countries around the world since 2019, and serves as a member of the Audit and Finance Committee and the Oversight Committee, and on the board of American Electric Power (NASDAQ: AEP), an electric public utility company, delivering electricity and custom energy solutions since 2019, where he serves as chair of the Audit Committee and a member of the Finance and Director & Corporate Governance Committees.

Mr. Garcia's qualifications to serve on our Board include his extensive business, financial and management experience and his experience as a senior financial officer. Mr. Garcia brings valuable accounting, financial management, mergers and acquisitions, and supply chain experience to our Board, as well as public company experience.

Thomas M. Gartland **Director Since 2015** **Age 65**

Mr. Gartland has been the executive chairman of SGL TransGroup, a privately-held global freight forwarder, since 2017, where he serves as a member of the Audit Committee and Compensation Committee. Mr. Gartland retired in 2014 from his role as president, North America for Avis Budget Group, Inc., a leading global provider of vehicle rental services, a position he had held from 2011 to 2014. Previously, he was executive vice president, Sales, Marketing and Customer Care at Avis Budget Group, Inc. from 2008 to 2011, where he developed the overall strategic direction for marketing and sales. Mr. Gartland was employed by JohnsonDiversey, Inc. from 1994 to 2008, in various high-level capacities, including as president of the company's North American region from 2003 to 2008, vice president, Sales, Health and Hospitality from 2002 to 2003, vice president, Business Development from 1998 to 2002, with various positions of increasing responsibility within the company from 1994 to 1998. Prior to that, Mr. Gartland served as vice president and director of national accounts at Ecolab, Inc. from 1980 to 1994. Mr. Gartland has served on the board of directors of Xenia Hotels & Resorts, Inc. (NYSE: XHR), a self-advised and self-administered REIT that invests primarily in premium full-service, lifestyle and urban upscale hotels, since 2015 and serves as chair of the Compensation Committee.

Mr. Gartland's qualifications to serve on our Board include his extensive experience in senior executive positions at major, multinational companies, including sales, operations, financial management, leadership, and mergers and acquisitions. He also brings public company board experience to our Board.

Jill M. Golder | Director Since 2019 | Age 60

Ms. Golder is former senior vice president and chief financial officer of the restaurant and gift store chain Cracker Barrel Old Country Store, Inc. (NASDAQ: CBRL), a position she held from 2016 until her retirement in 2020. She previously served in finance leadership roles at Ruby Tuesday, Inc. from 2013 to 2016, including as executive vice president and chief financial officer from 2014 to 2016. Ms. Golder served in progressively more responsible finance positions during her 23 years at Darden Restaurants, Inc., including senior vice president finance for Olive Garden, senior vice president finance of Smokey Bones, senior vice president finance of Specialty Restaurant Group and senior vice president finance of Red Lobster. Ms. Golder has served on the board of Sysco, Inc. (NYSE: SYY), a global leader in selling, marketing and distributing food and non-food products to restaurants, healthcare and educational facilities, lodging establishments and other customers around the world since 2022, and serves as a member of the Audit and the Technology Committees, and served on the board of IZEA Worldwide, Inc. (NASDAQ: IZEA), an influencer marketing technology company, in 2021, and from 2015 to 2019.

Ms. Golder's qualifications to serve on our Board include her extensive financial experience in a variety of leadership roles at various major, multinational companies, where she managed the financial teams and oversaw business continuity planning and cybersecurity efforts. Ms. Golder also brings public company experience to our Board.

Sudhakar Kesavan | Director Since 2012 | Age 68

Mr. Kesavan is former chief executive officer and executive chairman of ICF International, Inc. (NASDAQ: ICFI), a leading provider of consulting services and technology solutions to government and commercial clients ("ICF International"). He served as chairman and chief executive officer from 1999 to 2019 and as executive chairman from 2019 until his retirement in 2020. Previously, Mr. Kesavan served as the president of ICF Consulting Group, a subsidiary of ICF Kaiser, from 1997 to 1999. Mr. Kesavan serves on the boards of Inova Health Systems, a not-for-profit healthcare system based in Northern Virginia, Cadmus Group and Dexis, serves as board member emeritus for Northern Virginia Technology Council and serves as a trustee of the Shakespeare Theater Company in Washington, DC.

Mr. Kesavan's qualifications to serve on our Board include his leadership and operational experience gained from serving as a chief executive officer and director of another public company. Mr. Kesavan brings valuable experience leading both organic growth and acquisition activities, a thorough understanding of corporate governance, compensation expertise, and operations, industry, public company board, financial, mergers and acquisitions, government and government relations, and global operations experience to our Board.

Scott Salmirs | **Director Since 2015** | **Age 60**

Mr. Salmirs is president and chief executive officer of the Company, a position he has held since 2015. Previously, he served as executive vice president of the Company from 2014 to 2015, with global responsibility for the Company's aviation division and all international activities. Mr. Salmirs served as executive vice president of ABM Janitorial Services – Northeast from 2003 to 2014. Prior to joining the Company, Mr. Salmirs held various leadership positions at Goldman, Sachs & Company (NYSE: GS), Lehman Brothers, Inc., and CBRE Group (NYSE: CBRE). Mr. Salmirs has served as a director of ICF International (NASDAQ: ICFI) since 2021, where he serves on the Governance and Nominating Committee and the Human Capital Committee. He also serves on the board of Outreach, a New York nonprofit organization dedicated to rehabilitating teens with substance abuse issues, is a founding board member of Donate Eight, a nonprofit group associated with LiveOnNY, and also serves on the Business Advisory Council for the business program at SUNY Oneonta.

Mr. Salmirs' qualifications to serve on our Board include his experience in the facility services industry, and his knowledge of and perspective on the Company as its president and chief executive officer. Mr. Salmirs brings valuable leadership skills and operations, financial management, industry, mergers and acquisitions, sales and marketing, and global operations experience to the Board.

Winifred (Wendy) M. Webb | **Director Since 2014** | **Age 64**

Ms. Webb founded Kestrel Corporate Advisors, an advisory services firm, counseling organizations on strategic business issues, in 2013. From 2010 to 2013, she was managing director for Tennenbaum Capital Partners. Ms. Webb was a member of the corporate executive team for Ticketmaster from 2008 to 2010. She served for 20 years with The Walt Disney Company, from 1988 to 2008, in various senior positions including corporate senior vice president of investor relations and shareholder services, and governance outreach. She was also executive director for The Walt Disney Company Foundation. Before Disney, she held roles in investment banking. She has served on the boards of directors of Wynn Resorts, Limited (NASDAQ: WYNN) since 2018, serving as chair of the Audit Committee, and AppFolio, Inc. (NASDAQ: APPF) since 2019, where she is chair of the Audit Committee and a member of the Nominating and Corporate Governance, and Risk and Compliance Oversight Committees. Ms. Webb also has served on the board of trustees of AMH (NYSE: AMH), since 2019, and is a member of the Human Capital and Compensation, and Nominating and Corporate Governance Committees. She previously served on the boards of TiVo Inc. (2016), Jack in the Box Inc. (2008 to 2014), and nonprofit PetSmart Charities, Inc. (2014 to 2016). She served as co-chair of nonprofit WomenCorporateDirectors, LA/OC Chapter (2017 to 2020). Ms. Webb has been recognized as an NACD *Directorship 100* honoree, a WomenInc. *Most Influential Corporate Board Director*, and a Directors & Boards *Director to Watch*.

Ms. Webb's qualifications to serve on our Board include her experience in senior management at global public companies and her experience in the global financial services industry. Ms. Webb brings valuable public company board, investor relations, communications, media and public relations, treasury, corporate governance, global operations, corporate social responsibility, strategic planning, mergers and acquisitions, investment banking and capital markets experience to our Board.

The Board of Directors

Name and Principal Occupation	Age	Director since	Independent	Committee memberships AC	CC	GC	SER
Quincy L Allen Former Chief Marketing Officer of IBM Cloud, IBM Corporation	62	2021	Yes	✓			
LeighAnne G. Baker Former Senior Vice President and Chief Human Resources Officer, Cargill, Inc.	64	2018	Yes		‡		✓
Linda Chavez** Senior Fellow, Niskanen Center	75	1997	Yes		✓	✓	
Donald F. Colleran Former President and Chief Executive Officer of FedEx Express, a subsidiary of FedEx Corporation	67	2018	Yes		✓		✓
James D. DeVries*** President and Chief Executive Officer, ADT Corporation	59	2022	Yes				
Art A. Garcia Former Executive Vice President and Chief Financial Officer, Ryder System, Inc.	61	2017	Yes	‡*			✓
Thomas M. Gartland Executive Chairman of SGL TransGroup; Former President, North America of Avis Budget Group, Inc.	65	2015	Yes		✓	‡	
Jill M. Golder Former Chief Financial Officer, Cracker Barrel Old Country Store, Inc.	60	2019	Yes	✓*		✓	
Sudhakar Kesavan† Former Executive Chairman, ICF International, Inc.	68	2012	Yes			✓	
Scott Salmirs President and Chief Executive Officer, ABM Industries Incorporated	60	2015	No				
Winifred (Wendy) M. Webb Founder, Kestrel Corporate Advisors; Former Senior Executive at Ticketmaster and The Walt Disney Company	64	2014	Yes	✓*			‡

Legend:

AC – Audit Committee: CC – Compensation Committee; GC – Governance Committee; SER – Stakeholder and Enterprise Risk Committee

† Indicates Board Chair
‡ Indicates Committee Chair
* Indicates Audit Committee Financial Expert
** Ms. Chavez will be retiring from the Board at the 2023 Annual Meeting of Stockholders in accordance with our Director Retirement Policy.
*** Mr. DeVries has not been assigned to any committees of the Board. Committee assignments will be made at the March 2023 Board of Directors meeting immediately following the 2023 Annual Meeting of Stockholders.

Corporate Governance

Our Board has adopted Corporate Governance Principles that reflect our commitment to sound corporate governance and the role of governance in building long-term stockholder value. Our Corporate Governance Principles, which include our independence standards, can be found on our website at http://investor.abm.com/corporate-governance.cfm. Other information relating to our corporate governance is also available on our website at the same address, including our Bylaws, our Code of Business Conduct, and the Charters of our Audit Committee, Compensation Committee, Governance Committee, and Stakeholder and Enterprise Risk Committee. These documents are also available in printed hard-copy format upon written request to the Corporate Secretary at the Company's corporate headquarters.

Identifying and Evaluating Nominees for Directors

Our Board is responsible for selecting nominees for election as directors. The Board delegates the screening process to the Governance Committee with the expectation that other members of the Board will participate in this process, as appropriate. The Governance Committee does not have specific minimum qualifications that must be met for a potential candidate to be nominated to serve as a director of the Company. The Governance Committee periodically reviews the skills and types of experience that it believes should be represented on the Board in light of the Company's current business needs and strategy. The Governance Committee then uses this information to consider whether all of the identified skills and experience are represented on the Board. Based upon its review, the Governance Committee may recommend to the Board that the expertise of the current members should be supplemented. The Governance Committee takes these factors into account when looking for candidates for the Board. Candidates recommended by the Governance Committee are subject to approval by the full Board. Our Governance Committee regularly assesses the appropriate size of the Board and whether any vacancies on the Board are anticipated because of retirement or otherwise. In the event that any vacancy is anticipated, or otherwise arises, the Governance Committee considers various potential candidates for director.

Our Governance Committee recommends to the Board the criteria for director candidates, and the Board establishes the criteria. The Governance Committee is also responsible for reviewing with the Board the requisite skills and characteristics of new Board candidates and current Board members in the context of the current composition of the Board.

In analyzing director nominations and director vacancies, our Governance Committee seeks to recommend candidates for director positions who will create a collective membership on the Board with varied experience, backgrounds and perspectives, including the specific qualifications of industry knowledge; accounting and finance; management; leadership; business strategy and operations; corporate governance; other public board experience; and risk management, and also seeks diversity in its directors, including but not limited to diversity in the areas of race, ethnicity, national origin, gender, and age.

With individual members of the Board, the Governance Committee seeks individuals that have leadership in other organizations and have significant experience in a specific area or endeavor, and who understand the role of a public company director and can provide insights and practical wisdom based on their experience and expertise.

The Governance Committee utilizes a variety of methods for identifying and evaluating nominees for director, such as professional search firms and the relationships of current directors. In the case of a search firm, the Governance Committee will pay a fee for such a firm to assist it in the recruitment and identification of potential candidates for the Board. The Governance Committee generally provides the search firm with guidance as to the qualifications, qualities and skills that the Governance Committee is seeking in potential candidates, and the search firm identifies candidates for the Governance Committee's consideration. When identifying new candidates for Board membership, the Governance Committee includes, and requests that any such 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 in accordance with the Corporate Governance Principles. Mr. DeVries, a nominee for election at the Annual Meeting, was elected to the Board in 2022 and initially recommended to the Governance Committee by a search firm that also presented several other candidates for consideration. After the Governance Committee evaluated Mr. DeVries' candidacy for the Board (including, without limitation, through his interviews with directors, completion of a questionnaire and related procedures), it then determined to recommend him to the Board for election.

Candidates may also come to the attention of the Governance Committee through stockholders or other persons. The Governance Committee will consider such candidates on the same basis and in the same manner as it considers all director candidates. Stockholders wishing to submit candidates for election as directors should provide the names of such candidates to the Corporate Secretary, ABM Industries Incorporated, One Liberty Plaza, New York, New York

10006. See “Questions and Answers About the Proxy Materials and the 2023 Annual Meeting” for more information on submitting stockholder director nominations to the Company.

Our directors are expected to prepare for, attend and participate in Board meetings and meetings of the Committees of the Board on which they serve. They are also expected to meet as frequently and spend as much time as necessary to properly discharge their responsibilities and duties as directors and to arrange their schedules so that other existing and planned future commitments do not materially interfere with their service as a director. Directors who are full-time employees of ABM or who serve as chief executive officers or in equivalent positions at other public companies may not serve on the boards of more than one other publicly traded company. Other directors may not serve on the boards of more than three other publicly traded companies. Service on other boards and other commitments are considered by the Governance Committee and the Board when reviewing Board candidates.

Board Leadership Structure

The Company currently has separate persons serving as its Chairman and its Chief Executive Officer, in recognition of the differences between the two roles. The Chief Executive Officer (Mr. Salmirs) has general and active management over the business and affairs of the Company, subject to the control of the Board. The Chairman of our Board (Mr. Kesavan) is charged with presiding over all meetings of the Board and our stockholders, as well as providing advice and counsel to the Chief Executive Officer, coordinating the preparation of agendas, keeping directors informed of matters impacting the Company, and maintaining contact with the Company’s General Counsel.

The Board believes that at this time, the separation of these roles is the most appropriate and effective leadership structure, because this structure best serves the Board’s ability to carry out its roles and responsibilities on behalf of ABM's stockholders, including the Board’s oversight of ABM's management and ABM's overall corporate governance. The Board also believes that the current structure allows our Chief Executive Officer to focus on most effectively managing ABM.

Mr. Kesavan’s extensive management, operations, and leadership experience provides him with unique capabilities and insight, which are brought to bear in the performance of his responsibilities as Board Chairman. In particular, with respect to risk oversight, Mr. Kesavan is well positioned as a result of his risk management background of over 20 years as chief executive officer of another multinational public company. Mr. Kesavan leverages this knowledge and experience to provide leadership for the Board on the material risks facing ABM and to help guide the Board’s independent oversight of the Company’s risk exposures through his input in the Board’s meeting agendas and his facilitation of communications between the Board and management.

Director Independence

Our Corporate Governance Principles provide that a majority of our directors must be independent; Further, the Committee Charters for our Audit Committee, Compensation Committee, Governance Committee, and Stakeholder and Enterprise Risk Committee require all members be independent. Each year, our Governance Committee reviews the independence of each of our directors under applicable New York Stock Exchange (“NYSE”) listing standards and considers any current or previous employment relationships as well as any transactions or relationships between our Company and our directors or any members of their immediate families (or any entity of which a director or an immediate family member is an executive officer, general partner or significant equity holder). The purpose of this review is to determine whether any relationships or transactions exist that preclude a director from being deemed independent under applicable NYSE listing standards or are otherwise inconsistent with a determination that the director is independent.

Our Governance Committee has affirmatively determined and recommended to our Board, and the Board has affirmatively determined, that each of our currently-serving directors and director nominees (including Messrs. Allen, Colleran, DeVries, Garcia, Gartland, and Kesavan and Mmes. Baker, Chavez, Golder, and Webb) other than Mr. Salmirs, our Chief Executive Officer, is independent under applicable NYSE and Securities and Exchange Commission (“SEC”) rules and regulations.

The Board’s Oversight of Risk Management

Company management is responsible for day-to-day risk management activities. Our management has implemented an enterprise risk management (“ERM) process designed to work across the Company to assess, govern and manage risks identified by management in the short-, intermediate- and long-term and manage the Company’s response to those risks. Management performs an annual risk assessment, which considers industry trends, benchmarks and internal surveys of key employees. Additionally, in fiscal year 2022 the Company’s management engaged an independent third-party expert to assist the Company in its enterprise risk identification and assessment processes. The third-party’s review included (i) potential future enterprise risks, (ii) feedback regarding management’s risk appetite and risk evaluation processes, and (iii) assistance in executing and evaluating the outcomes of the Company’s annual risk identification and assessment processes.

The Board, acting directly and through its committees, is responsible for the oversight of management’s ERM process and the Company’s risk management programs and processes generally, including oversight of the Company’s business to evaluate whether systemic risks are being addressed. The Board’s and its Stakeholder and Enterprise Risk Committee’s oversight of the ERM process includes providing input with respect to the risks identified in the ERM process, including significant emerging risks, and discussions with management about how such risks are being addressed and mitigated at the Company. Management regularly provides reports to the Stakeholder and Enterprise Risk Committee covering the ERM process, including summaries of the findings and recommendations of third-party experts.

Our Stakeholder and Enterprise Risk Committee assists the Board in fulfilling its oversight responsibilities relating to the Company’s identification, evaluation and mitigation of strategic and operational risks, and relating to the Company’s ERM program. The Stakeholder and Enterprise Risk Committee also (i) oversees risks related to the Company’s policies and practices regarding certain social issues, including, but not limited to, diversity, culture and inclusion, employee engagement, talent development and safety, (ii) receives and reviews presentations on selected risk topics, including emerging risks, and (iii) provides oversight to management relating to stakeholder risks, including, but not limited to, risks related to social, environmental (including climate change) and cybersecurity matters.

Our Audit Committee reviews and discusses guidelines and policies with respect to risk assessment and risk management, the Company’s major financial risk exposures (including risks relating to the Company’s accounting, reporting and financial practices, including financial controls) and the steps management has taken to monitor and control these exposures. The Audit Committee also assists the Board in its oversight of the Company’s compliance with legal and regulatory requirements.

Our Compensation Committee reviews and assesses annually risks arising from the Company’s compensation policies and practices for its employees and whether any such risks are reasonably likely to have a material adverse effect on the Company, as further discussed in “Compensation Discussion and Analysis” later in this Proxy Statement.

Our Governance Committee reviews and assesses 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.

In fulfilling their oversight responsibilities, all committees receive regular reports on their respective areas of responsibility from members of management. Each committee reports regularly to the full Board on its activities, including on matters relating to risk oversight. In addition, the Board participates in regular discussions in executive sessions led by the Chairman of the Board and with the Company’s senior management on many key subjects, including strategy, industry group performance, operations, information systems, finance, and legal.

The Board’s Role in Cybersecurity Risk Oversight

Enterprise cybersecurity risk management is an important focus of our Board. The Board reviews the Company’s cybersecurity programs and oversees the conduct of the Company’s business to evaluate whether the Company’s risks relating to cybersecurity are being addressed. ABM has a dedicated Chief Information Security Officer (”CISO”) whose team is responsible for leading our information security policies, practices and architecture, which aim to deter, prevent and respond to cybersecurity risks. The CISO provides regular reports and updates at meetings of the Stakeholder and Enterprise Risk Committee and the Board throughout the year. Such reports cover the Company’s information technology cybersecurity training and awareness program, including NIST framework alignment, maturity road-mapping, external third-party risk, summaries of internal cyber/phishing related trainings provided to employees, as well as the evolving cybersecurity threat landscape. Additionally, these reports may include summaries of mitigation plans (for example, disaster recovery, business continuity, crisis and incident response planning), as well as the testing or validation of the effectiveness of such plans both internally and via third-party subject matter experts.

Environmental, Social, and Governance (“ESG”)

Our Company’s mission is to make a difference every person, every day. As a company with more than 110 years of history and experience, we embrace our role in taking care of people, places and spaces, and we strive to do so in ways that are ethical, respectful, inclusive, and environmentally sustainable. We understand the need to embed and integrate responsible ESG business practices into and within our operations in order to support the long-term success of our business, stockholders, employees, and clients.

We have established, and in 2022 continued to execute against, three areas of focus that serve as the guiding principles for the long-term advancement of our environmental, social, and related corporate responsibility strategies:

DOING BUSINESS IN A RESPONSIBLE WAY

Ensure the compliance with ethical business practices across our entire value chain; bring sustainable services to market that positively contribute to our clients' environmental performance; and engage with the local communities where we operate.

ENSURING OUR TEAM MEMBERS' WELL-BEING

Contribute to the professional and personal development of our team members while ensuring a safe and healthy work environment.

MANAGING OUR ENVIRONMENTAL FOOTPRINT

Act consistently with our offering of sustainable services and continue to grow our environmentally friendly practices to manage the carbon footprint of our own operations.

Doing Business in a Responsible Way

Since its inception more than 100 years ago, ABM has strived to implement ethical business practices, and we have developed our Code of Business Conduct to promote ABM's principles of respect, integrity, collaboration, innovation, trust and excellence throughout our operations. Our Code of Business Conduct covers topics including conflicts of interest, duty of loyalty, gifts and gratuities, bribery and corruption and harassment and discrimination, among others. Our Code of Business Conduct provides for our core values of respect, integrity, collaboration, innovation, trust, and excellence to be applied throughout our operations. Our Code of Business Conduct serves as a critical tool to help all of us recognize and report unethical conduct, while preserving and nurturing our culture of honesty and accountability. We reinforce these practices through an annual comprehensive training and certification program on our Code of Business Conduct for our Board and all of our staff and management employees.

We also maintain a Supplier Code of Conduct, reflecting the policies of ABM concerning compliance with all applicable laws, respect for human rights, environmental conservation and the safety of products and services.

Ensuring our Team Members' Well-Being – Human Capital Strategy

Our human capital strategy is grounded and guided by our values and our employees. We prioritize our human capital development in order to conduct business in a responsible way and enable our employees to be treated in a fair and respectful manner with opportunities for continued growth. The execution of this strategy is overseen at the highest levels of our organization, including our Board, our Board's Stakeholder and Enterprise Risk Committee, as well as across our senior management team.

Delivering a safe workspace where our people feel valued and able to develop their potential is one of our main drivers to make a difference, and the cornerstone of our comprehensive risk management and safety program is safety awareness. We have established a "safety-first" culture through various programs and initiatives including, but not limited to, incorporation into our daily shift protocols, training, and alignment with our corporate incentive plans.

“Enhancing the Team Member Experience” is one of the main pillars of our **ELEVATE** strategy, and we have made strategic investments designed to attract, develop, and retain talent and to help our operators manage labor with more efficiency.

Our online training platform, ABMUniversity, provides our staff and management employees with access to a wide range of training courses, videos, reference material, and other tools. Outside of ABMUniversity, our frontline employees receive on-the-job training to enable them to execute their functions at the highest level for our clients.

In 2021, we successfully piloted a frontline leadership training program, which then launched enterprise-wide in 2022. Through this program, we are aiming to develop the management and coaching skills of frontline supervisors to improve the employee experience, create an environment for career growth, and increase retention.

Ensuring our Team Members’ Well-Being – Diversity, Equity, and Inclusion

Grounded by our mission and guided by our values, we actively seek to employ individuals from all backgrounds with the talent, experience, and compassion that enable us to best deliver for those we serve. We cultivate a culture aimed at helping our employees feel seen, heard, and valued.

Diversity, equity, and inclusion are core to this culture. Inviting different perspectives and driving inclusion enables us to connect meaningfully, adapt, innovate, and bring lasting change. In 2020, we established the Company’s Culture and Inclusion Leadership Council, supported by our executive leadership team and guided by our employees. This council is focused on how ABM successfully converts its values into measurable action. In 2022, the Culture and Inclusion Leadership Council operationalized its structure to align with business objectives and ABM’s **ELEVATE** strategy and identified three strategic priorities focused on driving meaningful change for our people, our culture and our business. Through the Culture and Inclusion Leadership Council’s leadership, ABM aims to focus on making an impact to:

- Workforce Diversity and Equity: foster a diverse workforce with equitable opportunities for all employees
- Workplace Inclusion and Belonging: cultivate a culture of inclusion so that every team member feels seen and heard
- Marketplace and Community: increase positive impact for our clients, partners and communities with service

Activities of the Culture and Inclusion Leadership Council are reported to the Board’s Stakeholder and Enterprise Risk Committee through management presentations on matters such as corporate culture, and diversity, equity, and inclusion.

We are an Equal Opportunity and Affirmative Action employer in compliance with the requirements of the Executive Order 11246 of the Rehabilitation Act of 1973 and the Vietnam Era Veterans’ Readjustment Assistance Act.

Managing our Environmental Footprint

We recognize our role in reducing our impact on the environment and we continuously improve our environmental and sustainability reporting processes. In 2022, we chose to work with the Science Based Targets initiative to assist with our development of ABM’s carbon reduction targets in line with the Paris Agreement goals.

Through our wide and growing range of environmentally-mindful product and service offerings, we seek to help our clients optimize their operations, reduce their environmental footprint, and meet their environmental goals. With our ABM GreenCare® program leading the way, we provide clients with cleaning products and methods that minimize environmental impacts, optimize waste management and recycling, and provide water conservation and energy reduction services, among other benefits.

Further, as one of the largest providers of electric vehicles (EV) charging design, installation, and maintenance in North America, ABM is a critical driver of supporting the booming demand for EV capacity while helping build a resilient, and responsible EV infrastructure. The Company’s significant role in leading the adoption of EV charging in the United States was recognized in 2022 with the SEAL Awards’ Sustainable Service Award.

Since 2011, we have voluntarily published a ESG Impact Report on an annual basis, which aligns with the Global Reporting Initiative framework, and since 2020, also with the disclosure framework of the Sustainability Accounting Standards Board.

ESG Governance & Reporting

To advance the comprehensive development and execution of our ESG strategy, we maintain an active dialogue with our diverse stakeholders, our clients, vendors, employees, and investors, and the communities in which we live and work. Through these engagements, we identify and prioritize the issues and opportunities that impact our business through a materiality assessment verified by an independent, third-party consultant, and we adhere to the principles of inclusion, materiality, responsiveness in alignment with the AA100 principles.

Our Board is responsible for overseeing the Company's activities and practices relating to ESG. Our Board receives regular reports from meetings of its Stakeholder and Enterprise Risk Committee, which is responsible for the oversight of (i) social matters, including, but not limited to, diversity, culture and inclusion, employee engagement, and talent development, (ii) safety, (iii) environmental issues, including, but not limited to, sustainability and climate change, and (iv) enterprise and strategic risks. Our Board also receives regular reports from meetings of its Governance Committee, which is responsible for oversight of our Company's corporate governance practices.

Since 2011, we have voluntarily published an ESG Impact Report on an annual basis, which aligns with the Global Reporting Initiative framework and the disclosure framework of the Sustainability Accounting Standards Board. Additional information about our ESG performance, progress, and goals can be found in the corporate sustainability section of our corporate website.

Mandatory Retirement

The Board has adopted a retirement policy for directors who attain the age of 73, subject to waiver by the Board if the Governance Committee and Board each deem a director's continued service is in the best interests of the Company.

Outside Board Limits

We limit the number of other public company boards our directors may join to ensure that our directors are able to rigorously prepare for and participate in Board and Committee meetings, to ask direct questions and require straight answers, and to spend the time needed, including by meeting as frequently as necessary, to properly discharge their responsibilities and duties as directors. Directors who are full time employees of the Company or who serve as chief executive officers or equivalent positions at other public companies may not serve on more than one other board of a publicly-traded company. Other directors may not serve on more than three other boards of public companies. Any director seeking to join the board of directors of another public company or for-profit organization must first notify the Governance Committee before accepting an invitation to serve on another board.

Board Committees

The Board has four standing committees: the Audit Committee, the Compensation Committee, the Governance Committee and the Stakeholder and Enterprise Risk Committee. Each committee is composed solely of independent directors, meets periodically throughout the year, reports its actions and recommendations to the Board, receives reports from senior management, meets regularly in executive session, annually evaluates its performance and has the authority to retain outside advisors. Annually, or more frequently, as needed, our Governance Committee reviews committee assignments and makes recommendations to the Board with respect to committee membership, taking into consideration each director's qualifications and the desire to refresh committee membership. The primary responsibilities of each committee, as well as membership of each committee, as of the date of this Proxy Statement, are summarized below. Each committee is governed by a charter, which sets forth the applicable responsibilities for each committee. For more information, see the committee charters on the corporate governance section of our website at http://investor.abm.com/corporate-governance.cfm.

Audit Committee

Art A. Garcia, Chair
Quincy L. Allen
Jill M. Golder
Winifred M. Webb

Key Oversight Responsibilities

- Appointment, compensation, retention and oversight of the work of the independent auditor, including review of audit/nonaudit services provided
- Scope and results of the independent auditor's audit
- Review of financial reporting activities, including quarterly and annual financial statements, and accounting standards/principles used
- Internal audit functions
- Disclosure controls and internal controls

The Board has determined that each member of the Audit Committee is independent and financially literate and that Mr. Garcia, Ms. Golder and Ms. Webb each qualifies as an "audit committee financial expert" under applicable SEC rules.

The Audit Committee met seven times in fiscal year 2022.

Compensation Committee

LeighAnne G. Baker, Chair
Linda Chavez
Donald F. Colleran
Thomas M. Gartland

Key Oversight Responsibilities

- Recommend CEO compensation to the full Board and conduct performance evaluation
- Approve other non-CEO executives' compensation
- Approve equity plans and awards
- Review of compensation structure
- Approve executive employment and severance agreements

The Compensation Committee met eight times in fiscal year 2022.

Governance Committee

Thomas M. Gartland, Chair
Linda Chavez
Jill M. Golder
Sudhakar Kesavan

Key Oversight Responsibilities

- Director recruitment
- Corporate governance
- Board committee structure, membership and evaluations of Board and committees
- Director compensation
- Executive and Board succession planning, to the extent not conducted by the full Board

The Governance Committee met five times in fiscal year 2022.

Stakeholder and Enterprise Risk Committee

Winifred M. Webb, Chair
LeighAnne G. Baker
Donald F. Colleran
Art A. Garcia

Key Oversight Responsibilities

- Social matters, including, but not limited to, diversity, culture and inclusion, employee engagement, talent development and safety, and risks related to such matters
- Environmental issues, including, but not limited to, sustainability and climate change
- Assist the Board in its oversight of the Company's enterprise risk management program
- Assist the Board in fulfilling its oversight responsibilities relating to the Company's identification, evaluation and mitigation of strategic and operational risks

The Stakeholder and Enterprise Risk Committee met four times in fiscal year 2022.

Board and Committee Attendance in Fiscal Year 2022

During fiscal year 2022, the Board held seven meetings. Together, the directors attended 99% of the meetings of the Board and 97% of the committees on which the directors served during fiscal year 2022. Each director attended 93% or more of the aggregate of: (i) the total number of meetings held by our Board (during the period for which he or she was a director); and (ii) the total number of meetings held by all Board committees on which he or she served (during the period for which he or she served).

Our Board meets in executive session during each regularly scheduled Board meeting, with the Chairman of the Board presiding at such executive sessions, and may meet in executive session during specially called meetings.

We do not have a policy regarding directors' attendance at our annual meetings of stockholders; however, all directors are encouraged to attend. All of our then current directors attended the 2022 Annual Meeting of Stockholders.

DIRECTOR COMPENSATION FOR FISCAL YEAR 2022

ABM compensates non-employee directors through a combination of annual cash retainers, fees relating to chairing or serving on a committee, and equity grants. ABM also reimburses its directors for out-of-pocket expenses incurred in attending Board and Committee meetings. Equity awards to non-employee directors in fiscal year 2022 were granted under our stockholder-approved 2021 Equity and Incentive Compensation Plan. The Governance Committee reviews the compensation of non-employee directors periodically and recommends changes to the Board whenever it deems appropriate. Semler Brossy Consulting Group, LLC ("Semler Brossy"), the Compensation Committee's independent consultant, periodically provides information regarding non-employee director compensation to the Governance Committee. No changes were made to non-employee director compensation in fiscal year 2022. Directors who retire pursuant to our Director Retirement Policy will receive an additional cash payment in lieu of the annual equity grant equal to the prorated value of the equity grant to the date of retirement. The following table describes the components of the non-employee director compensation program in effect during 2022.

2022 Non-Employee Director Compensation Elements

Compensation Element	2022 Compensation Program
Annual Board Cash Retainer	• $175,000 for Chairman of the Board • $85,000 for other non-employee directors
Annual Board Equity Retainer	• $180,000 for Chairman of the Board (vesting after one year from grant date) • $150,000 for other non-employee directors (vesting after one year from grant date)
Board and Committee Meeting Attendance Fees	None
Annual Chair Cash Fees	• $15,000 for Audit Chair • $10,000 for Compensation Chair • $10,000 for Governance Chair • $10,000 for Stakeholder and Enterprise Risk Chair
Annual Committee Member Retainer* *The Chairman of the Board does not receive a separate retainer for Committee memberships	• $20,000 for Audit members • $12,500 for Compensation members • $10,000 for Governance members • $10,000 for Stakeholder and Enterprise Risk members
Ad Hoc Committee Service or Investment of Significant Time Above and Beyond the Requirements of Board or Committee Service* *The Chairman of the Board is not eligible to receive such payments	• $2,000 per day* *No directors received any such payments in 2022

2022 Non-Employee Director Compensation Table

Name*	Fees Earned or Paid in Cash(1) ($)	Stock Awards(2) ($)	All Other Compensation(3) ($)	Total ($)
Quincy L. Allen	104,583	149,959	4,619	259,161
LeighAnne G. Baker	117,083	149,959	2,783	269,825
Linda Chavez	107,083	149,959	9,327	266,369
Donald F. Colleran	107,083	149,959	2,783	259,825
James D. DeVries	14,167	49,962(4)	249	64,378
Art A. Garcia	129,583	149,959	11,522	291,064
Thomas M. Gartland	116,875	149,959	10,712	277,546
Jill M. Golder	114,583	149,959	2,783	267,325
Sudhakar Kesavan(5)	175,000	179,977	3,340	358,317
Winifred M. Webb	124,375	149,959	10,336	284,670

*Mr. Salmirs is a member of the Board and President and Chief Executive Officer of ABM. His compensation for fiscal year 2022 is reported in the 2022, 2021 and 2020 Summary Compensation Table and other sections of this Proxy Statement. In fiscal year 2022, Mr. Salmirs did not receive any compensation for his service on the Board.

(1) Amount includes annual Board cash retainers, Committee chair cash fees, and Committee member cash retainers.

(2) The value of stock awards shown in the "Stock Awards" column is based on the grant date fair value computed in accordance with the Financial Accounting Standard Board's Accounting Standards Codification 718, *Compensation—Stock Compensation* ("FASB ASC Topic 718"), excluding the effect of estimated forfeitures. The grant date fair value of the equity awards shown in the "Stock Awards" column is based on the closing price per share of the Company's common stock on the date of grant of the equity award. A director who becomes a Board member following the date of the last held annual meeting of stockholders receives a prorated grant of restricted stock units ("RSUs") based on the date that he or she joined the Board. In addition, each non-employee director who was expected to continue on the Board after the 2022 annual meeting of stockholders received an annual grant on January 5, 2022. For each then-current director, with the exception of Mr. Kesavan, the grant for 2022 on January 5, 2022 was 3,507 RSUs, which was calculated by dividing $150,000 by $42.76. For Mr. Kesavan, the grant for 2022 on January 5, 2022 was 4,209 RSUs, which was calculated by dividing $180,000 by $42.76. RSUs held by each then-current director as of October 31, 2022, including RSUs that have been deferred under the Deferred Compensation Plan for Non-Employee Directors, were: Mr. Allen, 5,898; Ms. Baker, 3,553; Ms. Chavez, 11,910; Mr. Colleran, 3,553; Mr. DeVries, 1,245; Mr. Garcia, 14,712; Mr. Gartland, 13,678; Ms. Golder, 3,553; Mr. Kesavan, 4,264; and Ms. Webb, 13,197.

(3) Amounts shown include value of dividend equivalents ("DEUs") credited in fiscal year 2022 with respect to RSUs held by non-employee directors, including deferred RSUs under the ABM Deferred Compensation Plan for Non-Employee Directors. DEUs are settled in Company stock when the underlying RSUs vest.

(4) Mr. DeVries joined the Board on September 7, 2022. Mr. DeVries received a prorated grant of 1,245 RSUs, which was calculated by dividing $49,962 by $40.13

(5) Chairman of the Board.

Non-Employee Director Deferred Compensation Plan

Non-employee directors are eligible to participate in the ABM Deferred Compensation Plan for Non-Employee Directors ("Director Deferred Compensation Plan"). Plan participants may elect to defer receipt of all or any portion of their annual cash retainers and fees until they cease to be members of the Board, or to specified withdrawal dates (at least three years after their election), in accordance with the terms of the Director Deferred Compensation Plan. The amounts held in each director's account are credited with interest quarterly at a rate based on the prime interest rate published in the *Wall Street Journal* on the last business day coinciding with or next preceding the valuation date. In addition, the Director Deferred Compensation Plan permits directors to defer the settlement of Director RSUs to a date later than the vesting date.

Director Stock Ownership Policy

Our Director Stock Ownership Policy requires directors to hold common stock (including unvested or deferred RSUs) having a value equivalent to five times his or her annual cash retainer within five years of becoming a director. Under this policy, directors who are not at their targeted stock ownership level within the five-year period must hold at least 50% of any net shares realized until they reach their target. “Net shares realized” means unrestricted shares acquired by a director under the 2006 Equity Incentive Plan or the 2021 Equity and Incentive Compensation Plan or acquired pursuant to the exercise of an option, net of any shares sold to pay the exercise price. All directors are either at or above the targeted stock ownership levels or are still within the initial five-year period.

Pursuant to our anti-hedging and pledging policy, our directors are not permitted to hedge or pledge shares of ABM’s common stock.

EXECUTIVE COMPENSATION

PROPOSAL 2—ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION

Proposal Summary

As required by Section 14A of the Exchange Act, we are asking our stockholders to approve, on an advisory basis, the Company's executive compensation policies and practices as described in the Compensation Discussion and Analysis, accompanying tables and related narrative contained in this Proxy Statement. At our 2017 annual meeting of stockholders, our stockholders voted to conduct this advisory vote on an annual basis. Accordingly, the Company has determined to submit an advisory vote on our executive compensation to our stockholders at each annual meeting. Subject to this year's stockholder vote on the frequency of the advisory vote to approve our executive compensation (Proposal 3), the Company anticipates continuing to hold an advisory "Say-on-Pay" vote on an annual basis (with the next one occurring in 2024).

Board Recommendation

The Board unanimously recommends that you vote "FOR" the following resolution:

RESOLVED—that the stockholders approve, on an advisory basis, the compensation of the Company's executives named in the 2022, 2021 and 2020 Summary Compensation Table, as disclosed in the Company's 2023 Proxy Statement pursuant to the executive compensation disclosure rules of the Securities and Exchange Commission, which disclosure includes the Compensation Discussion and Analysis, the compensation tables and other executive compensation disclosures.

Voting

Unless contrary instructions are received, the shares represented by a properly executed proxy will be voted "FOR" the preceding resolution. Your vote is advisory and so it will not be binding on the Board. However, the Board will review the voting results and take them into consideration when making future decisions regarding executive compensation.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis describes our executive compensation program for our Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and other executive officers named in the 2022, 2021 and 2020 Summary Compensation Table (collectively, our "NEOs").

Our Compensation Committee (referred to as the "Committee" in this section of the Proxy Statement) oversees all aspects of our NEO compensation. Our NEOs for fiscal year 2022 are:

- **Scott Salmirs**, President and Chief Executive Officer
- **Earl R. Ellis**, Executive Vice President and Chief Financial Officer
- **Joshua H. Feinberg**, Executive Vice President and Chief Strategy and Transformation Officer
- **Rene Jacobsen**, Executive Vice President and Chief Operating Officer
- **Andrea R. Newborn**, Executive Vice President, General Counsel and Corporate Secretary

OUR COMPENSATION PHILOSOPHY AND PRACTICES

Compensation Philosophy

Our objective is to design an executive compensation program that encourages all of our leaders to produce strong financial results and create sustainable long-term value for our stockholders. To achieve this, we:

- use evaluation criteria that include both internally measured performance (represented by our performance against our financial targets) and externally measured performance (represented by relative total stockholder return);
- place significant weight on long-term equity compensation, thereby tying a substantial amount of total compensation of our executives to the achievement of sustained stockholder value creation; and
- provide a mix of short-term annual cash incentive compensation and long-term performance-based equity compensation.

Best Practices

The following are some of the best practices we employ in our compensation program.

- **At-Will Employment.** We do not have fixed-term employment agreements with our NEOs.
- **Clawback Policy.** Our recoupment policy extends to both cash incentive and equity compensation, and permits us to recover incentive compensation paid to executives in connection with a restatement of the Company's financial statements or in cases where the executive's conduct would permit the Company to terminate him or her for "cause."
- **No Single-Trigger Change-in-Control Payments.** We utilize double-trigger change-in-control provisions.
- **No Tax Gross-Ups.** We do not have tax gross-ups.
- **No Hedging or Pledging.** We prohibit hedging and pledging of Company stock.
- **Stock Ownership Guidelines and Retention Requirements.** We require significant stock ownership and retention by our executive officers.
- **Limited Perquisites.** Our executive officers receive limited perquisites.
- **No Unearned Dividends or Dividend Equivalents.** Our executive officers receive dividend equivalents on equity awards only to the extent that the awards are earned.

Fiscal 2022 Overview Impact on Executive Compensation

Fiscal year 2022 represented a return to a more normal operating environment after the peak of the pandemic. As such, the Board and management team focused on ensuring the Company was well-positioned and appropriately resourced to build on its strengths and capture growth opportunities.

2022 Company Performance	• Grew total revenue 25% to $7.8 billion, comprised of organic growth of 7% and growth from acquisitions of 18%. Organic growth largely reflected a post-COVID recovery, as well as solid demand in our Business & Industry, Technical Solutions and Manufacturing & Distribution industry groups, including several new large customer wins. • Posted net income of $230.4 million, adjusted EBITDA of $498.1.0 million(1) and a full-year adjusted EBITDA margin of 6.6%(1). These strong results reflect higher segment earnings and were aided by excellent execution, as the ABM team largely offset the impacts of a historically tight labor market and wage cost inflation. • $52 million in dividends to stockholders marking 226 consecutive quarters of dividend payments and over 50 years of annual dividend increases.
Pay Governance and Philosophy	• Provide compensation plans with a significant portion of the total pay at-risk in short- and long-term incentives and a greater emphasis on the long-term plans, and payouts based on achievements of financial and non-financial objectives. • Maintain policies that promote good governance and serve the interests of our stockholders, including policies on anti-pledging, anti-hedging, insider trading, stock ownership guidelines for executives and clawbacks. • Follow best practices such as maximum caps on our short- and long-term incentive plans, a combination of relative and absolute performance metrics in our performance share program, multi-year vesting of our time-based stock awards, and no guaranteed base salary increases. • Hold an advisory say-on-pay vote on an annual basis, with a proven track record of investor support of executive compensation plans. • Pay programs align our executives' compensation with strategic goals while motivating and retaining executives critical to our future success and long-term performance. • A significant portion of our executives' compensation is at-risk, with approximately 88% of our CEO's compensation and approximately 78% of our other NEO's compensation tied to short- and long-term incentive plans. • Pay levels are set commensurate with performance and intended to attract and retain high quality executive talent, with our total target pay approximating the peer median. • Committee engages an independent compensation consultant to advise on internal pay equity among executives, pay-for-performance alignment and external market competitiveness, including peer analyses.
NEO 2022 Pay	• Base salaries reflect each NEO's role, responsibility, experience, individual performance and market conditions, without automatic or guaranteed increases. • Corporate goals under the Company's annual cash incentive program were achieved at above target payout for adjusted net income and revenue (as adjusted for the impact of the Momentum and RavenVolt acquisitions)(2), and below target for safety, each based on performance targets aligned to the fiscal year 2022 budget goals. Payouts relating to the corporate goals reflected our significant progress in developing and launching the Company's **ELEVATE** strategy, with personal objectives for the NEOs also achieved at above target performance, ranging between 125% and 135% of target. • Long-term equity incentives were awarded in January 2022, with (i) more than a majority (75%) granted in the form of three-year performance-based shares tied to adjusted EBITDA and organic revenue, along with a relative-total stockholder return ("TSR") modifier on a

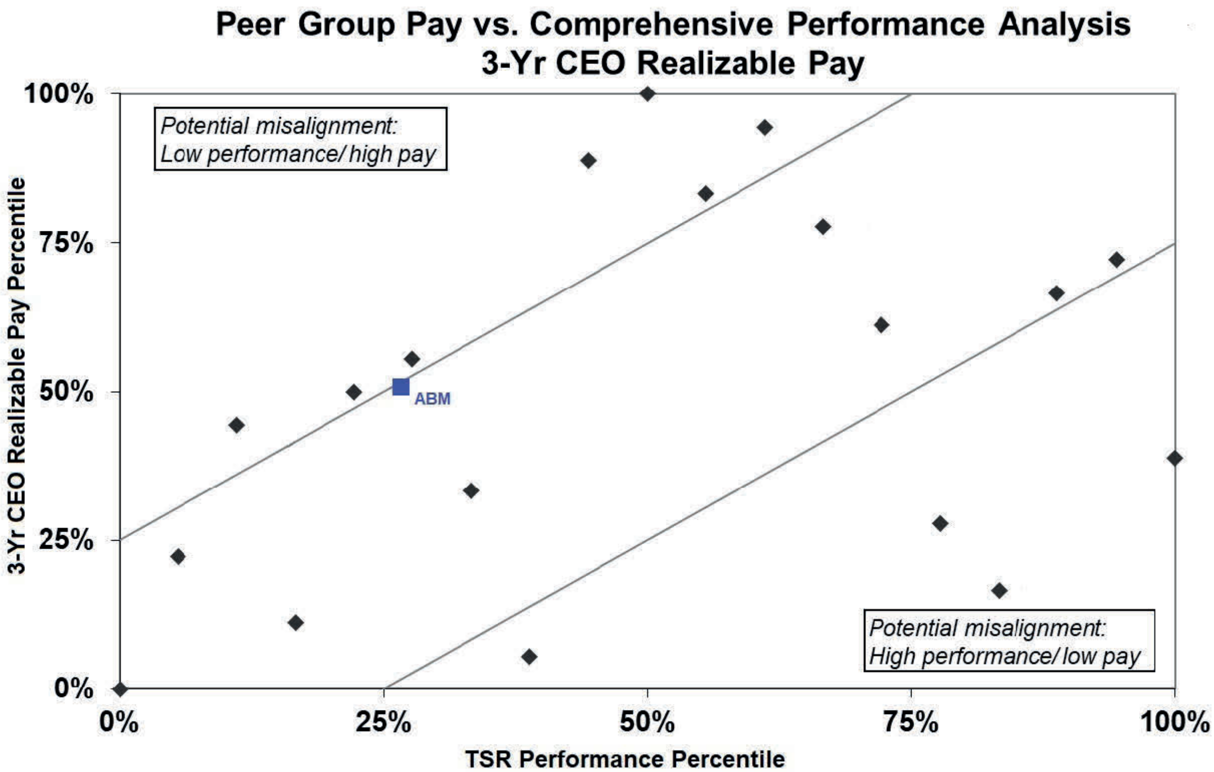
	scale of 80% to 120% of the earned award and (ii) the remainder (25%) granted in the form of time-based RSUs, with both awards earned over a three-year period. • Our 2020–2022 Performance Share Program for NEOs, which commenced with the 2020 fiscal year, used performance metrics comprised of adjusted EBITDA (as further adjusted for the impact of the Able, Momentum and RavenVolt acquisitions)[1], organic revenue growth and return on invested capital ("ROIC"), and covered a performance period from November 1, 2019, through October 31, 2022. Achievement under the 2020–2022 Performance Share Program corporate metrics resulted in an earned award at 116% of target. However, after application of the 113% TSR modifier accounting for the Company's ranking in the 67th percentile of S&P Composite 1500 Services & Supplies Index companies, final payout for the 2020-2022 Performance Share Program was at 131% of target.
Why you should support Say-on-Pay Proposal	• ABM emerged from the challenges of the pandemic and delivered strong revenue growth and solid margins in a challenging operating environment that included widespread wage cost pressures and labor shortages. Through it all, we served our clients at the highest level possible and continued to invest for the future. • The Company's 2022 incentive payouts reflected our achievement in motivating our executives and other employees to achieve operational and financial goals that support our long-term business objectives and strategic priorities, and, in the case of the 2022 annual cash incentive, were paid on the basis of the collective above target achievement of its 2022 financial targets. • We are committed to pay programs that align the strategic priorities of management with the interests of stockholders and also serve to attract, motivate and retain a high-quality management team focused on ABM's strategy execution. ABM measures its progress against strategic priorities over the long-term, based primarily on financial metrics relating to revenue growth, profitability, cash flow and capital returns.

(1) Adjusted EBITDA, adjusted EBITDA margin, and adjusted EBITDA (as further adjusted for the impact of the Able, Momentum and RavenVolt acquisitions), are non-GAAP financial measures. Reconciliations of these financial measures to the nearest GAAP financial measures are set forth in Appendix A to this Proxy Statement.

(2) Adjusted Net Income is a non-GAAP measure. A reconciliation to the nearest GAAP measure, Net Income, is set forth in Appendix A.

Pay-for-Performance Alignment

The following graph provides a historical realizable pay-for-performance analysis for ABM's CEO against the Company's 2022 peer group for 2019–2021. The Company's relative pay and performance were broadly aligned over the period, with the relative TSR performance at the 27th percentile of the group and CEO realizable pay at the 51st percentile of the group.



Fiscal Year 2021 "Say-on-Pay" Vote Results

In March 2022, our say-on-pay proposal received 98% approval by our stockholders. The Committee and management are committed to continually strengthening our pay-for-performance correlation, as well as the overall design of our executive compensation program to support driving the right behaviors for sustainable success, aligning with best practices in corporate governance and reflecting the interests of our stockholders and stakeholders. The Committee and management use the annual say-on-pay vote as a guidepost for stockholder perspective and believe that this result indicates that our programs are aligned with stockholders' interests.

Compensation Decision Process

Role of the Compensation Committee

The Committee is responsible for the design of the Company's executive compensation program, and for reviewing the overall effectiveness of our executive compensation program to ensure the design achieves our objectives. The Committee:

- approves CEO annual performance objectives and performance achievement;
- approves our compensation market analysis process, as well as the companies used for compensation and design comparison purposes;
- approves performance metrics for our annual and long-term incentive compensation programs;
- approves non-CEO executive officer compensation, based on recommendations from the CEO; and
- performs an annual evaluation of risk as it pertains to our Company-wide incentive compensation plans and programs.

Based on the Committee's assessment of the CEO's performance achievement against his performance objectives, the Committee recommends CEO compensation to the independent members of our Board. This recommendation includes base pay level, cash incentive compensation and equity awards. All elements of CEO pay are approved by the Board, with Mr. Salmirs recusing himself.

The Committee generally has the authority to delegate its authority to subcommittees or the Chair of the Committee, as well as to officers of the Company, when it deems appropriate and in the best interests of the Company. The Committee has delegated authority to the chief executive officer to determine and approve equity awards for non-executive officer employees of the Company.

Role of Compensation Consultants

The Committee continued to directly engage Semler Brossy in fiscal year 2022 to serve as its independent compensation consultant. The Committee takes into consideration the advice of Semler Brossy to inform its decision-making process and has sole authority for retaining and terminating its consultant, as well as approving the terms of engagement, including fees. Services provided by Semler Brossy to the Committee relating to executive compensation in fiscal year 2022 included: attended Committee meetings to present and offer independent recommendations, insights and perspectives on executive compensation matters; assessed our Compensation Comparator Group ("CCG") used for compensation decisions; assessed how our executive compensation program aligns with pay for performance; reviewed targeted pay levels and the mix of principal compensation components for the CEO and other NEOs; advised on annual and long-term incentive design and plan structure, performance goals, award opportunities and vesting conditions; and updated the Committee on emerging trends and best practices in the area of executive compensation. The Committee meets multiple times throughout the year with the compensation consultant in executive session without management present. Semler Brossy works for the Committee and, with the approval of the Committee, has also provided services to the Governance Committee in connection with director compensation matters. Semler Brossy does not provide any other services to the Company. The Committee has determined Semler Brossy to be independent from management and that its engagement did not present any conflicts of interest. From time to time, the Committee may engage other consultants and advisors in connection with various compensation and benefits matters.

The Company's management retains Willis Towers Watson as its primary compensation consultant to advise on program design, apprise management of evolving practices and trends, and perform other consulting services as needed.

Role of the CEO

The CEO makes recommendations to the Committee on the base salary, annual cash incentive targets, and equity awards for all executive officers other than himself. These recommendations are based on his assessment of each executive officer's performance during the year and his review of, among other things, competitive market data and analysis of each specific executive's role.

Use of Market Data and Our Compensation Comparator Group

The Committee uses compensation at our comparator group as one of its tools in connection with its assessment of our executive compensation programs and levels of compensation. Working with Semler Brossy, the Committee regularly reviews the various criteria by which it selects the Company's Compensation Comparator Group. Companies in our CCG are generally selected with reference to the following criteria:

- companies, like ABM, that provide business-to-business services, such as outsourcing, logistics management, food service, staffing, and cleaning;
- companies in other industries that have a high ratio of employees to revenue or market capitalization; and
- companies that generate annual revenue comparable to ABM.

The Committee's decisions relating to NEO pay are informed by its review of the compensation practices reported in the proxy statements filed by the companies in the CCG. The Committee believes that this proxy data provides a reasonable indicator of total compensation paid by companies that recruit executives with skill sets similar to those which we seek in our executives. Compensation for our executives is typically managed within the ranges of compensation paid by companies in the CCG. While the Committee normally references the CCG median (50th percentile) for each compensation element, the Committee uses its judgment to determine pay levels necessary to pay for performance and attract and retain executive talent. The Committee places significant weight on individual job performance, experience, compensation history, future potential, internal comparisons, affordability, retention risk, and in the case of executives other than the CEO, the CEO's recommendations.

2022 COMPENSATION COMPARATOR GROUP		
Aramark ArcBest Corporation The Brink's Company Brightview Holdings C. H. Robinson Worldwide, Inc. Cintas Corporation Comfort Systems USA, Inc.	Cushman & Wakefield plc EMCOR Group, Inc. Healthcare Services Group, Inc. Insperity, Inc. Iron Mountain Incorporated J.B. Hunt Transport Services, Inc. Kelly Services, Inc.	Republic Services, Inc. Robert Half International Inc. Stericycle, Inc. TrueBlue, Inc. United Rentals, Inc. Werner Enterprises, Inc.

In October 2021, the Committee reviewed the CCG and added Brightview Holdings for fiscal year 2022. The Committee removed SP Plus due to its revenue size given ABM's increase in revenue following the Able acquisition, and removed Terminix Global Holdings, Inc. following its separation from ServiceMaster.

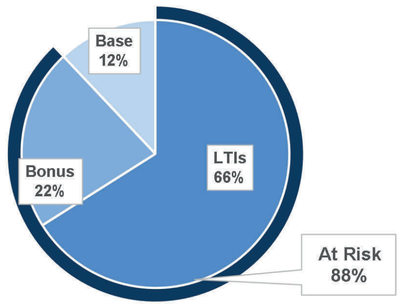
Elements of Compensation

The material components of our executive compensation program and their purposes and characteristics are summarized below.

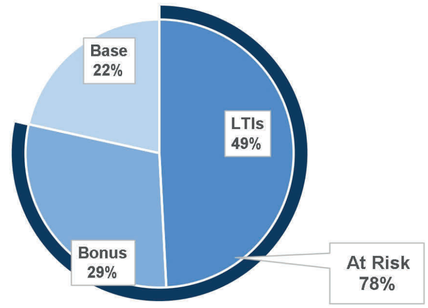
Pay Element	Description and Purpose	Link to Business and Strategy
Base salary – payable in cash	• Fixed compensation, designed to recognize individual responsibilities, performance, leadership skills and time in role; annual review and adjustment, if appropriate	• Competitive base pay intended to attract and retain strong executive talent capable of leading the Company in our dynamic and competitive environment
Annual short-term incentives – payable in cash	• Variable, at-risk compensation designed to reward annual performance related to Company key financial and operational measures as well as individual objectives	• Design of short-term incentives is evaluated annually for alignment with Company strategy; metrics are focused on financial and individual performance targets aligned with short-term company objectives
Long-term incentives – structured as equity awards, settled in Company stock	• Variable, at-risk compensation that consists of a mix of performance-based and time-based equity awards; designed to motivate and retain our NEOs to achieve the Company's long-term goals aligning them with the interests of our stockholders	• Programs are evaluated annually for alignment with achievement of Company's long-term strategic objectives; metric selection aligned with achieving business strategy and priorities in the long-term

Using the elements of compensation described above, we structure our program in a way that places a significant portion of our executives' compensation at risk. At-risk compensation includes: annual cash incentive compensation ("Bonus") that is tied to annual financial, safety and individual performance measures; performance-based equity awards that are paid only if performance metrics established at the beginning of the three-year performance period are met ("PSs"); and time-based equity awards ("RSUs" together with PSs, "LTIs"). As reflected in the charts below, approximately 88% of our CEO's compensation is at risk. Approximately 78% of our other NEOs' compensation is at risk.

CEO COMPENSATION



NEO COMPENSATION



HOW WE COMPENSATED OUR NEOS IN 2022

2022 Base Salary

The Committee reviews total compensation, including base salaries, for executives in the first quarter of each fiscal year, and as needed, in connection with recruitment, promotions or other changes in responsibilities that occur during the year. Base salary amounts affect potential annual cash performance incentive payments and equity award grant amounts, since these other compensation elements are based on a percentage of base salary. The following table shows each NEO's 2021 and 2022 base salaries as of January 1 of each fiscal year. Annual changes in base salary typically become effective on January 1.

Named Executive Officer	2021 Annual Base Salary	2022 Annual Base Salary
Scott Salmirs	$990,000	$1,000,000
Earl R. Ellis	$600,000	$630,000
Joshua H. Feinberg	$550,000	$575,000
Rene Jacobsen	$600,000	$700,000
Andrea R. Newborn	$530,000	$550,000

2022 Annual Cash Incentive Compensation

Each year, the Committee reviews the Company's strategic and financial plan and key business objectives to align the annual cash incentive program ("CIP") with the achievement of the Company's goals. The metrics in the CIP have been selected to focus on driving sustainable, long-term value for our stockholders, as demonstrated by financial, safety and strategic goal achievement.

The Committee reviews the design, metrics and performance level requirements for the CIP annually, establishes the relative weightings of Financial Objectives, Safety Objectives and Personal Objectives for the CEO and all NEOs at the beginning of the year, and evaluates performance achieved against the objectives to determine cash payouts earned under the CIP.

Each of our NEOs was eligible to earn an annual cash incentive award under the CIP in fiscal year 2022.

2022 Financial and Safety Objectives for the CIP

For 2022, the Committee set Financial Objectives to recognize top-line growth and bottom-line profitability, with potential for negative adjustment to ensure acceptable margin. The Committee also set 2022 Safety Objectives to drive continued improvement on key measures of workplace safety.

2022 Personal Objectives for the CIP

For 2022, the Committee established Personal Objectives for the CEO in consultation with our full Board that aligned with the Company's most critical strategic priorities for the year and that were set at the beginning of the fiscal year. The CEO also worked with each NEO to establish Personal Objectives for each such NEO aligned to his or her most critical priorities for the year, which reflect the unique role of each NEO, and that were set at the beginning of the fiscal year.

Bonus Targets and CIP Performance Objectives Weighting

The target and maximum bonus opportunities for each NEO, expressed as a percentage of his or her base salary on October 31, 2022, are set forth in the following table. The relative weights of the Performance Objectives for each NEO are: Financial Objectives, 75% (potential funding at 0% to 200%); Safety Objectives, 10% (potential funding at 0% to 200%); and Personal Objectives, 15% (potential funding at 0% to 150%). Payout can range from 0% to 192.5% of target.

2022 Annual Cash Incentive Program

	Cash Bonus as a Percent of Salary	
Named Executive Officer	**Target Bonus Opportunity as Percentage of Salary**	**Maximum Bonus Opportunity as Percentage of Salary**
Scott Salmirs	150%	289%
Earl R. Ellis	125%	241%
Joshua H. Feinberg	125%	241%
Rene Jacobsen	125%	241%
Andrea R. Newborn	70%	135%

Funding Levels and Payouts Under CIP for NEOs in 2022

The Company's financial and safety performance in 2022 resulted in a combined funding level for Financial Objectives and Safety Objectives above target, with Adjusted Net Income and Revenue (as adjusted for the impact of the Momentum and RavenVolt acquisitions) at above target payout and Safety below target. In combination, Financial Objectives and Safety Objectives are used to determine 85% of the annual CIP opportunity for the NEOs, and Personal Objectives are used to determine 15% of the annual CIP opportunity for the NEOs.

2022 Funding Levels for Financial and Safety Objectives

Financial & Safety Objectives (85%)	**Threshold**	**Target**	**Maximum**	**Actual**	**Actual vs. Target**	**Funding Levels**
Adjusted Net Income(1)(2) 52.5% of overall weighting (equivalent to 70% of Financial Objectives weighting)	$201.0m	$236.5m	$272.0m	$245.5m	103.80%	107.60%
Revenue(2) 22.5% of overall weighting (equivalent to 30% of Financial Objectives weighting)	$7.123b	$7.498b	$7.873b	$7.751b	103.40%	164.00%
Funding Level of Financial Objectives (75% weighting)						**124.50%**
Funding Level Safety Objectives(3) (10% weighting)		--		--	--	**80%**

(1) Adjusted Net Income is a non-GAAP measure. A reconciliation to the nearest GAAP measure, Net Income, is set forth in Appendix A.

(2) Adjusted Net Income and Revenue are adjusted for the impact of the Momentum and RavenVolt acquisitions. A reconciliation of Revenue (as adjusted for the impact of the Momentum and RavenVolt acquisitions) to GAAP Revenue is set froth in Appendix A.

(3) Comprised of numerous metrics, including but not limited to pre-determined improvement metrics with respect to workers' compensation, general, aviation and auto liability claims frequency, safe work observation program and action with regard to safety that resulted in a funding level of 80%. The funding was below target due to increased claim frequency following pandemic reductions, however claim frequency continued to be lower than pre-COVID years due to risk management and safety initiatives.

2022 Personal Objectives Achievements and CIP Award Payment for Scott Salmirs, President and CEO

For fiscal 2022, the Committee considered Mr. Salmirs' performance against his Personal Objectives in a process that involved discussions with all of the independent Board members. After considering the perspectives of the independent members of the Board, the Committee concluded that Mr. Salmirs' delivered on his Personal Objectives, including:

- **Elevate the Client Experience** – Improved go-to-market approach with record new sales; launched Hyper Targeting, an initiative focused on driving increased organic sales productivity, which increased proposal win rate; led growth with the continued Able integration and acquisitions of Momentum and RavenVolt; and drove new business models with ABM Ventures.
- **Elevate the Team Member Experience** – Promoted progress of Diversity, Equity & Inclusion ("DE&I") initiatives by centralizing the Culture and Inclusion Leadership Council, finalizing baseline representation measures for fiscal year 2023, and rolling out DE&I training modules; led significant progress on talent initiatives, including candidate care, team member retention, talent development and succession, and workforce management; and introduced improvements to our operating model in support of the **ELEVATE** strategy and transformation.
- **Elevate our use of Tech & Data** – Advanced the digital transformation by delivering on the information technology project roadmap, deploying subject matter experts on high priority projects; and drove improvements in the Company's cybersecurity and business continuity plans, including improvement in the Company's National Institute of Standards and Technology (NIST) score.

The Committee recommended, and the Board (with Mr. Salmirs recusing himself) approved payout at 135% of target for Mr. Salmirs for the 15% Personal Objectives component of his 2022 CIP award.

As described above, Financial Objectives, which comprised 75% of Mr. Salmirs' cash incentive compensation, were funded at 124.5%, and Safety Objectives, which comprised 10% of Mr. Salmirs' CIP, were funded at 80%. Accordingly, Mr. Salmirs was awarded a 2022 CIP payment of $1,824,600, which represents 121.6% of his overall target.

Objectives	Weighting	Funding Level	Weighted Funding Level	Target Bonus Opportunity	Payout
Financial Objectives	75%	124.5%	93.4%	$1,125,000	$1,400,850
Safety Objectives	10%	80.0%	8.0%	$150,000	$120,000
Personal Objectives	15%	135.0%	20.3%	$225,000	$303,750
Total	**100%**		**121.6%**	**$1,500,000**	**$1,824,600**

2022 Personal Objectives Achievements and CIP Award Payments for Our Other NEOs

For fiscal 2022, the Committee considered the performance of our other NEOs against their Personal Objectives in a process that involved discussions with Mr. Salmirs. After considering the perspectives of Mr. Salmirs, the Committee concluded that our other NEOs delivered on their Personal Objectives, including:

Named Executive Officer	2022 Personal Objectives Achievements
Earl R. Ellis ***Executive Vice President and Chief Financial Officer***	• **Elevate the Client Experience** – Drove Able synergies to on target delivery; fully integrated Able finance team and brought Able budget and forecast down to the project level; and established corporate financial planning & analysis team to review corporate spending monthly with functional leads • **Elevate the Team Member Experience** – Promoted development of key high potential Finance leaders with targeted actions; and engaged third-party expert to lead end to end process work to identify areas for improvement and key priority areas, including Source to Pay, Quote to Cash (billing), Payroll, and Record to Report; and launched new career planning and development pilot with direct reports' one level down • **Elevate our use of Tech & Data (and Other)** – Created a new governance structure for the Company's Transformation Management office; aligned Enterprise Service Center with operations to support contract set-up, billing and cash collections; increased analyst coverage to cover ABM thereby widening our reach to an expanded investor base; and hosted and participated investor events and conferences
Joshua H. Feinberg ***Executive Vice President and Chief Strategy and Transformation Officer***	• **Elevate the Client Experience** – Completed the initial build and launch of bundled eMobility and ABMVantage solutions; implemented a client-facing technology platform and ABMNext innovation platform; and developed ABMVentures to target and develop inorganic growth opportunities • **Elevate the Team Member Experience** – Supported team member retention tool implementation and action plans that reduced turnover in majority of included accounts; completed pilot of workforce productivity tool; deployed enhanced **ELEVATE** program governance • **Elevate our use of Tech & Data** – Improved National Institute of Standards and Technology (NIST) score; deployed subject matter experts in data science, data architecture, innovation, client-facing technology, workforce technology and change management to support **ELEVATE** initiatives; delivered IT projects in line with transformation plan
Rene Jacobsen ***Executive Vice President and Chief Operating Officer***	• **Elevate the Client Experience** – Led implementation of integrated facilities services and transitions management teams; deployed engineering selling team and established strong sales pipeline; and leveraged Company's investment in Recycle Track Systems to add new service for clients • **Elevate the Team Member Experience** – Implemented more efficient talent evaluation process to identify and develop high potentials; successfully integrated Able team members into operations functions; and drove more efficient operations with branch and district optimization work • **Elevate our use of Tech & Data** – Accelerated work order system deployment; supported the implementation of applicant tracking system; and began preparation for enterprise resource planning implementation beginning in fiscal year 2023
Andrea R. Newborn ***Executive Vice President, General Counsel and Secretary***	• **Elevate the Client Experience** – Successfully supported the integration of Able systems, processes, and people in legal, risk and real estate; standardized business contracts, including teaming agreement with diverse partners to meet client needs; completed centralized assessment of licensing requirements across all business lines • **Elevate the Team Member Experience** – Instituted facility modifications and policy changes to support return to office plans for staff and management employees; implemented diversity guidelines for outside counsel engagement; led continued enhancement of corporate compliance function including compliance training, and, with human resources, enhancement of human resources compliance function • **Elevate our use of Tech & Data** – Established cross-functional team to further mature ABM's internal data governance practices; implemented new real estate software to be used for space planning and reporting, and completed implementation of new risk management information system with enhanced capabilities

The following table presents the fiscal year 2022 performance under our CIP for our other NEOs' Financial Objectives, Safety Objectives and Personal Objectives, and their resulting payout (both the total award dollar amount and as a percentage of target opportunity).

Named Executive Officer	Objectives	Weighting	Funding Level	Weighted Funding Level	Target Bonus Opportunity	Payout
Earl R. Ellis	Financial Objectives	75%	124.5%	93.4%	$590,625	$735,446
	Safety Objectives	10%	80.0%	8.0%	$78,750	$63,000
	Personal Objectives	15%	125.0%	18.8%	$118,125	$147,656
	Total	**100%**		**120.1%**	**$787,500**	**$946,103**
Joshua H. Feinberg	Financial Objectives	75%	124.5%	93.4%	$539,063	$671,241
	Safety Objectives	10%	80.0%	8.0%	$71,875	$57,500
	Personal Objectives	15%	125.0%	20.3%	$107,813	$134,766
	Total	**100%**		**120.1%**	**$718,750**	**$863,506**
Rene Jacobsen	Financial Objectives	75%	124.5%	93.4%	$656,250	$817,163
	Safety Objectives	10%	80.0%	8.0%	$87,500	$70,000
	Personal Objectives	15%	135.0%	20.3%	$131,250	$177,188
	Total	**100%**		**121.6%**	**$875,000**	**$1,064,350**
Andrea R Newborn	Financial Objectives	75%	124.5%	93.4%	$288,750	$359,552
	Safety Objectives	10%	80.0%	8.0%	$28,500	$30,800
	Personal Objectives	15%	135.0%	20.3%	$57,750	$77,963
	Total	**100%**		**121.6%**	**$385,000**	**$468,314**

Equity Incentive Compensation

Annual Equity Awards

The Committee believes that a long-term incentive program motivates and rewards our executive officers for their contributions to our Company's performance and serves to align long-term compensation with the performance of Company stock. In fiscal year 2022, the Committee approved a long-term compensation program for our NEOs which included equity awards allocated among (i) time-based RSUs (25% of total equity grant at target), which generally vest ratably over a three-year period, and (ii) PSs with a TSR-modifier ("2022-2024 TSR-Modified Performance Shares") (75% of total equity grant at target), which are based on Company financial metrics, including adjusted EBITDA (as further adjusted for the impact of the Momentum and RavenVolt acquisitions) and organic revenue (the definitions for such metrics are set forth in Appendix A). Such 2022-2024 TSR-Modified Performance Shares will vest, if earned, after a three-year period, with possible funding levels of financial metrics at 0% to 200%, subject to modification via a multiplier on a scale of 80% to 120% of the earned award based on the Company's TSR performance relative to the S&P Composite 1500 Commercial Services & Supplies Index over the three-year performance period from November 1, 2021, to October 31, 2024. Possible payouts for the 2022-2024 TSR-Modified Performance Shares range from 0% to 240% of target shares based on achievement of the Company financial metric goals (as adjusted by the TSR-modifier).

Possible award funding levels for the 2022-2024 TSR-Modified Performance Shares are set forth in the following table.

Performance Level	% Achievement for Each Company Financial Metric	Award Funding %
Maximum	≥ 135	200
	≥ 125	150
	≥ 115	125
Target	≥ 95 - 105	100
	≥ 90	85
Threshold	≥ 75	50
	< 75	0

Possible TSR-Modification levels for the 2022-2024 TSR-Modified Performance Shares are set forth below. The modification percentage will be multiplied by the weighted payout results from the Company financial metrics to determine the final award payouts.

2022-2024 TSR Performance Share Table

	ABM Three-Year Percentile Ranking	Modification Percentage Applies to Shares Earned
Threshold	25th Percentile	80%
Target	50th Percentile	100%
Maximum	75th Percentile	120%

The Committee considers market data and the mix of compensation at risk when establishing the long-term incentive opportunity for each NEO. Generally, the Committee approves an equity award at a specific dollar value for each recipient based on a multiple of the recipient's base salary. The dollar value of the award is determined after taking into consideration various factors, including a market analysis prepared by Semler Brossy and the overall mix of performance-based compensation. The Committee believes that a meaningful portion of equity compensation should be performance-based.

Fiscal Year 2022 Equity Awards*

	2022-2024 TSR-Modified Performance Shares		2022 Annual RSU		
Named Executive Officer	Number Granted (at target)	Grant Date Value per Share(1) ($)	Number Granted	Grant Date Value per Share(2) ($)	Aggregate Value of Equity Awards (at target) ($)
Scott Salmirs	88,881	46.41	32,066	42.88	5,499,957
Earl R. Ellis	20,361	46.41	7,346	42.88	1,259,950
Joshua H. Feinberg	18,584	46.41	6,704	42.88	1,149,951
Rene Jacobsen	33,936	46.41	12,243	42.88	2,099,950
Andrea R. Newborn	17,776	46.41	6,413	42.88	1,099,974

* The Company does not publicly disclose its specific targets applicable to equity compensation programs until after the performance period is over, including specific target goals for financial metrics comprised of adjusted EBITDA (as further adjusted for the impact of the Momentum and RavenVolt acquisitions) and organic revenue due to potential competitive harm. The Committee has set performance goals that it believes are challenging, but attainable, with significant effort on the part of the Company. Please see Appendix A for a discussion regarding how these measures are calculated from the Company's financial statements. For additional information on our NEOs' fiscal year 2022 equity awards, please see "Grants of Plan-Based Awards During Fiscal Year 2022."

(1) The grant date fair value of the PSs was calculated in accordance with ASC Topic 718 using a Monte Carlo simulation that used various assumptions including an expected term based on the period from the grant date to October 31, 2024 the last day of the performance period, an expected volatility of 41.77% and a risk-free interest rate of 1.11%.

(2) The grant date fair value of the RSUs represents the closing price of ABM common stock on date of grant.

2020-2022 Performance Share Overview

In fiscal year 2020, we granted PSs with a TSR-modifier ("2020-2022 TSR-Modified Performance Shares"), which could be earned, if at all, based on Company financial metrics comprised of adjusted EBITDA (as further adjusted for the impact of the Able, Momentum and RavenVolt acquisitions), organic revenue and ROIC (the definitions for such metrics are set forth in Appendix A). The 2020-2022 TSR-Modified Performance Shares were calculated at the end of the three-year performance period (November 1, 2019 to October 31, 2022) based on Company financial metrics were subject to modification via a multiplier on a scale of 80% to 120% of the earned award based on the Company's TSR performance relative to the S&P Composite 1500 Commercial Services & Supplies Index over the three-year performance period. Possible payouts for the 2020-2022 TSR-Modified Performance Shares ranged from 0-240% of target shares based on achievement of the Company financial metric goals (as adjusted by the TSR-modifier, as set forth in the tables below).

Results of 2020–2022 TSR-Modified Performance Share Program

Award funding levels for the 2020-2022 TSR-Modified Performance Shares are set forth in the following table.

Performance Level	% Achievement for Each Company Financial Metric	Award Funding %
Maximum	≥ 135	200
	≥ 125	150
	≥ 115	125
Target	≥ 95 - 105	100
	≥ 90	85
Threshold	≥ 75	50
	< 75	0

The following table summarizes the 2020-2022 TSR-Modified Performance Share Program results based on Company financial metrics.

Results of 2020-2022 TSR-Modified Performance Share Program

	Weighting	Target Goal	Actual	% Achievement	% Payout	Weighted Payout
Adjusted EBITDA (as further adjusted for the impact of the Able, Momentum and RavenVolt acquisitions)(1)	60%	$365m	$412.3m	113.0%	120%	72%
Organic Revenue(1)	20%	$6.818b	6.592b	96.7%	100%	20%
ROIC(1)	20%	6.7%	7.6%	113.0%	120%	24%
Award Payout (prior to TSR Modifier)						**116%**

(1) Adjusted EBITDA (as further adjusted for the impact of the Able, Momentum and RavenVolt acquisitions), Organic Revenue and ROIC are non-GAAP financial measures. A description of how these measures are calculated from ABM's financial statements is set forth in Appendix A to this Proxy Statement.

Modification of 2020-2022 PS Awards Based on Relative TSR-Performance

TSR-Modification levels for the 2020-2022 TSR-Modified Performance Shares are set forth below. The modification percentage is multiplied by the weighted payout results from the Company financial metrics to determine the final award payouts.

2020-2022 TSR Performance Share Table

	ABM Three-Year Percentile Ranking	Modification Percentage Applies to Shares Earned
Threshold	25th Percentile	80%
Target	50th Percentile	100%
Maximum	75th Percentile	120%

For the three-year performance period, the Company's TSR performance ranked in the 67th percentile of the S&P Composite 1500 Commercial Services & Supplies Index, resulting in a modification under the 2020-2022 TSR-Modified Performance Shares of 113%. Applying this multiplier to the Company's weighted payout results based on Company financial metrics (116%) resulted in a final payout for the 2020-2022 TSR-Modified Performance Shares at 131% of target.

Named Executive Officer	2020-2022 TSR Performance Shares (Target)[1]	2020-2022 TSR Performance Shares (Earned)[1]
Scott Salmirs	84,895	111,212
Earl R. Ellis[2]	--	--
Joshua H. Feinberg	20,962	27,460
Rene Jacobsen	15,721	20,595
Andrea R. Newborn	14,578	19,097

(1) Includes dividend equivalent units accrued on earned shares as of January 9, 2023.

(2) Mr. Ellis became an employee in November 2020 and as such did not receive a grant of 2020-2022 TSR-Modified Performance Shares.

OTHER COMPENSATION AND GOVERNANCE-RELATED MATTERS

Employment and Change-in-Control Agreements

Each of our NEOs has entered into an employment agreement with the Company. The form of agreement reflects an "at-will" employment relationship, while at the same time affording some income security by specifying certain severance payments upon involuntary or constructive termination. Under the terms of these employment agreements, an executive whose employment is terminated without cause by the Company, or who resigns for "good reason" (as such terms are defined in the NEOs' respective employment agreements), will be entitled to receive a multiple (2.5 for Mr. Salmirs; 2.0 for Messrs. Ellis, Feinberg, and Jacobsen, and Ms. Newborn) of the sum of his or her base salary and target bonus, as well as a prorated portion of his or her annual bonus for the year of termination and 18 months of health insurance reimbursements. If Messrs. Salmirs, Ellis, Feinberg, or Jacobsen voluntarily leaves the Company at age 60 or older with 10 years of service their equity awards granted after the effective date of the employment agreement but at least one year prior to such retirement will continue to vest, in accordance with the terms of those awards. These employment agreements also provide that following termination of employment for any reason, the officer will refrain from competing with, or soliciting the employees or customers of, the Company for one year following the termination of employment.

In order to assure continuity of ABM's senior management in the event of a potential change-in-control of the Company, ABM provides our NEOs with "double-trigger" severance benefits should their employment with ABM be terminated following a change in control. The current change-in-control agreements provide double-trigger severance benefits if the officer is terminated without cause, or resigns for "good reason," within two years following a change-in-control. These benefits consist of a lump-sum payment equal to a multiple (3.0 for Mr. Salmirs; 2.5 for Messrs. Ellis, Feinberg, and Jacobsen, and Ms. Newborn) of the sum of his or her base salary and target bonus; a lump-sum payment equal to the present value of health and welfare benefits for 18 months; and accelerated vesting of equity awards. There are no excise tax gross-ups under the change-in-control agreements. Instead, any such payments and benefits are subject to reduction in order to avoid the application of the excise tax on "excess parachute payments" under the Internal Revenue Code, but generally only if the reduction would increase the net after-tax amount received by the officer.

For a summary of the executives' employment and change-in-control agreements in effect during fiscal year 2022, see "Potential Payments Upon Termination or Change-in-Control."

Stock Ownership Guidelines

The Company has stock ownership guidelines for certain officers, including our NEOs. Executives are expected to achieve their targets within five years of becoming subject to the stock ownership policy. Stock ownership guidelines are based on a multiple of base salary. Individuals who have not met their stock ownership level at the end of the applicable five-year period are expected to retain 50% of their after-tax net shares paid under any Company long-term incentive plan or program, such as shares paid out under the PS program and vested RSUs, until their ownership guidelines are satisfied. The Committee periodically reviews the stock ownership guidelines and may make adjustments to these guidelines to the extent it believes such adjustments are appropriate. Progress toward targeted ownership levels may be taken into consideration in future grants to executives. Unvested RSUs are taken into consideration when determining if ownership guidelines have been achieved; however, unearned PSs are not included, nor are stock options, whether vested or unvested. Current stock ownership guidelines are as follows:

Position	Requirements
CEO	Shares with a fair market value equal to six times base salary
Executive Vice Presidents	Shares with a fair market value equal to three times base salary
Senior Vice Presidents and certain subsidiary senior officers	Shares with a fair market value equal to base salary

All of our NEOs have either met or exceeded their stock ownership guidelines or are well positioned to achieve compliance within the required time period.

Anti-Hedging and Anti-Pledging Policies

Directors, executive officers and other employees are prohibited from engaging in hedging transactions with respect to our securities. "Hedging transactions" can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds or through other transactions that hedge or offset, or are designed to hedge or offset, any decrease in the market value of our securities. Because hedging transactions might permit a director, executive officer or other employee to continue to own our securities, whether obtained through our equity compensation plans or otherwise, without the full rewards and risks of ownership, such hedging transactions are prohibited. We also prohibit pledging, or using as collateral, Company stock to secure personal loans or other obligations.

Annual Compensation-Related Risk Evaluation

We annually review risks associated with our executive compensation program, as well as our other broad-based employee incentive programs, with respect to enterprise risk factors, with the assistance of management's compensation consultant, Willis Towers Watson, which prepares an annual risk analysis. The Committee and its independent compensation consultant, Semler Brossy, review this analysis. In connection with its 2022 review, the Committee noted the various ways in which risk is managed or mitigated. Practices and policies mitigating risks included the balance of corporate, business unit and individual weightings in incentive compensation programs, the mix between long-term and short-term incentives, use of stock ownership requirements, the Company's policy prohibiting hedging and pledging, and the Company's recoupment or "clawback" policy. Based on this review, the Committee agreed with the findings in the analysis that the Company's compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

Compensation Recoupment (Clawback) Policy

The Board has adopted a policy relating to the recoupment of cash and equity compensation. The policy provides that, if the Company's financial statements are the subject of a restatement due to misconduct, fraud or malfeasance, then, to the extent permitted by applicable law, the Board, or a committee consisting of independent members of the Board may, in their discretion, recover cash compensation paid to an executive officer of the Company or rescind or make other adjustments to an equity award made to an executive officer of the Company, including recovering cash proceeds relating to the sale or other disposition of an equity award, to the extent that the payment or award was predicated upon the achievement of certain financial results that were subsequently the subject of a restatement. Where applicable, the Company may seek to recover any amount determined to have been inappropriately received by the individual executive officer. In addition, it is the Board's policy that if the Board, or a committee consisting of independent members of the Board, determine that an employee who received a cash incentive payment or an equity award engaged in conduct constituting "cause" (such as serious misconduct, dishonesty, disloyalty, conviction of a felony or misdemeanor involving moral turpitude, or failure to substantially perform employment-related duties or responsibilities), the Board or such committee may take such action it deems necessary to address such conduct, including recovery of cash incentive payments, rescission of equity grants made to the employee in the 36-month period prior to the date on which the Board or such committee makes such determination and recovery of proceeds relating to the sale or other disposition of an equity award during such 36-month period.

Benefits and Perquisites

The NEOs are eligible for customary employee benefits, which include participation in ABM's 401(k) Plan, as well as group life, health and accidental death and disability insurance programs and the Company's voluntary deferred compensation plan. These and certain other perquisites are set forth in the 2022, 2021 and 2020 Summary Compensation Table.

The NEOs are eligible to participate in ABM's Employee Deferred Compensation Plan, which is an unfunded deferred compensation plan available to highly compensated employees. The Employee Deferred Compensation Plan benefits are shown in the "Nonqualified Deferred Compensation in Fiscal Year 2022" table, followed by a description of the plan. The Committee regularly reviews the benefits provided under this and other plans, and as a result of such a review, in

January 2011, the Company entered into a trust agreement that will fund amounts due under the Employee Deferred Compensation Plan in the event of a change in control of ABM.

COMPENSATION COMMITTEE REPORT

The Committee has reviewed the Compensation Discussion and Analysis and discussed the Compensation Discussion and Analysis with management. Based on its review and discussions with management, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in ABM's Annual Report on Form 10-K for the fiscal year ended October 31, 2022 and the Proxy Statement.

Compensation Committee:

LeighAnne G. Baker, Chair
Linda Chavez
Donald F. Colleran
Thomas M. Gartland

ADDITIONAL INFORMATION ABOUT EXECUTIVE COMPENSATION

The following tables and accompanying narrative provide detailed information regarding the compensation of the NEOs.

2022, 2021 and 2020 Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus[1] ($)	Stock Awards[2] ($)	Non-equity Incentive Plan Compensation[3] ($)	All Other Compensation[4] ($)	Total ($)
Scott Salmirs	2022	1,000,000		5,499,957	1,824,600	12,200	8,336,757
President and	2021	990,000		4,454,996	2,100,038	11,600	7,556,634
Chief Executive Officer	2020	940,500		7,772,033	1,237,500	16,988	9,967,021
Earl R. Ellis[5]	2022	630,000		1,259,950	946,103	16,800	2,852,853
Executive Vice President	2021	552,273		3,449,968	1,140,927	7,000	5,150,168
and Chief Financial Officer							
Joshua H. Feinberg	2022	575,000		1,149,951	863,506	0	2,588,457
Executive Vice President and Chief	2021	550,000		1,099,999	1,166,708	0	2,816,707
Strategy and Transformation Officer	2020	522,500		2,600,023	604,300	0	3,726,823
Rene Jacobsen	2022	700,000		2,099,950	1,064,350	24,288	3,888,588
Executive Vice President and	2021	600,000		1,199,989	1,272,773	59,051	3,131,813
Chief Operating Officer	2020	522,500		1,418,005	604,300	19,000	2,563,805
Andrea R. Newborn	2022	550,000		1,099,974	468,314	12,200	2,130,488
Executive Vice President, General	2021	526,667	100,000	787,494	629,598	11,600	2,055,359
Counsel and Corporate Secretary	2020	484,500		1,186,987	391,600	6,800	2,069,887

(1) On January 7, 2022, the Committee awarded Ms. Newborn a one-time cash bonus of $100,000 to compensate her for assuming the role of Interim Chief Human Resources Officer from May 2021 through August 2021.

(2) The values shown are the aggregate grant date fair values for PS and RSU awards computed in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures, based on target levels of achievement (the probable outcome at grant), in the case of PSs. A discussion of assumptions used in calculating these values may be found in Note 15, "Share-Based Compensation Plans," in the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2022. The target values for 2022-2024 TSR-Modified Performance Shares granted in fiscal year 2022 under the 2022-2024 Performance Share Program are as follows: Mr. Salmirs, $3,956,093; Mr. Ellis, $906,268; Mr. Feinberg, $827,174; Mr. Jacobsen, $1,510,491; and Ms. Newborn, $791,210. The maximum possible values for 2022-2024 TSR-Modified Performance Shares granted in fiscal year 2022 under the 2022-2024 Performance Share Program are as follows: Mr. Salmirs, $9,494,624; Mr. Ellis, $2,175,043; Mr. Feinberg, $1,985,217; Mr. Jacobsen, $3,625,179; and Ms. Newborn, $1,898,903. These values are calculated using the October 31, 2022 closing price of $44.51 per share.

(3) Amounts shown in this column represent annual performance-based cash payments under the CIP, as described in the Compensation Discussion & Analysis.

(4) The Company factors the dollar value of dividends or other earnings paid on stock awards into the aggregate grant date fair value calculations reflected in the "Stock Awards" column of this table. As such the 2021 and 2020 amounts shown have been revised to remove the value of the DEUs credited on outstanding RSUs and PSs for such years. For fiscal year 2022, this column represents:

- for Mr. Salmirs: ABM contributions to the 401(k) plan.
- for Mr. Ellis: ABM contributions to the 401(k) plan.
- for Mr. Jacobsen: ABM contributions to the 401(k) plan, car allowance, and fuel card.
- for Ms. Newborn: ABM contributions to the 401(k) plan.

All Other Compensation excludes expense reimbursements and company paid life insurance, as it is paid on the same basis as all other employees.

(5) For Mr. Ellis, only compensation for fiscal years 2022 and 2021 are shown as he became an employee on November 30, 2020.

The following table shows payout ranges for the NEOs with respect to non-equity incentive plan awards under the CIP and equity incentive plan awards granted under the 2021 Equity and Incentive Compensation Plan, as well as other information.

Grants of Plan-Based Awards During Fiscal Year 2022

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1) ($)			Estimated Future Payouts Under Equity Incentive Plan Awards(2) (#)			All Other Stock Awards: Number of Shares of Stock or Units(3) (#)	Grant Date Fair Value of Stock and Option Awards(4) ($)
		Threshold	Target	Maximum	Threshold	Target	Maximum		
Scott Salmirs	n/a	318,750	1,500,000	2,887,500					
	1/7/2022				35,552	88,881	213,314		4,124,967
	1/7/2022							32,066	1,374,990
Earl R. Ellis	n/a	167,344	787,500	1,515,938					
	1/7/2022				8,144	20,361	48,866		944,954
	1/7/2022							7,346	314,996
Joshua H. Feinberg	n/a	152,734	718,750	1,383,594					
	1/7/2022				7,434	18,584	44,602		862,483
	1/7/2022							6,704	287,468
Rene Jacobsen	n/a	185,938	875,000	1,684,375					
	1/7/2022				13,574	33,936	81,446		1,574,970
	1/7/2022							12,243	524,980
Andrea R. Newborn	n/a	81,813	385,000	741,125					
	1/7/2022				7,110	17,776	42,662		824,984
	1/7/2022							6,413	274,989

(1) Includes the annual cash incentive opportunity for fiscal year 2022 under the CIP. Actual payments made for fiscal year 2022 are reported in the "Summary Compensation Table" in the "Non-equity Incentive Plan Compensation" column. For additional information regarding these awards, see the "Compensation Discussion and Analysis" section of this Proxy Statement.

(2) Includes 2022-2024 TSR-Modified Performance Shares that were awarded in fiscal year 2022 under the 2021 Equity and Incentive Compensation Plan. For additional information regarding these awards, see the "Compensation Discussion and Analysis" section of this Proxy Statement.

(3) Includes RSUs granted under the 2021 Equity and Incentive Compensation Plan in fiscal year 2022. For additional information regarding these awards, see the "Compensation Discussion and Analysis" section of this Proxy Statement.

(4) Computed in accordance with FASB ASC Topic No. 718, excluding the effect of estimated forfeitures, based on target levels of achievement (the most probable outcome), in the case of the PSs. A discussion of assumptions used in calculating these values may be found in Note 15, "Share-Based Compensation Plans," in the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 2022.

The following table shows the outstanding equity awards held by our NEOs at October 31, 2022.

Outstanding Equity Awards at 2022 Fiscal Year-End

Name	Stock Awards				
	Stock Award Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested[(1)] ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested[(1)] ($)
Scott Salmirs	1/9/2019	15,201[(2)]	676,602		
	1/9/2020	10,113[(3)]	450,144		
	1/9/2020	110,714[(4)]	4,927,890		
	1/8/2021	29,966[(3)]	1,333,765	62,980[(5)]	2,803,232
	1/7/2022	32,335[(3)]	1,439,220	89,626[(6)]	3,989,251
Earl R. Ellis	12/21/2020	39,941[(3)]	1,777,774		
	1/8/2021	8,071[(3)]	359,233	16,964[(5)]	755,074
	1/7/2022	7,408[(3)]	329,711	20,532[(6)]	913,864
Joshua A. Feinberg	12/23/2019	20,910[(2)]	930,695		
	1/9/2020	2,497[(3)]	111,120		
	1/9/2020	27,337[(4)]	1,216,769		
	1/8/2021	7,399[(3)]	329,350	15,550[(5)]	692,136
	1/7/2022	6,760[(3)]	300,896	18,740[(6)]	834,107
Rene Jacobsen	1/9/2019	5,796[(2)]	257,984		
	1/9/2020	1,873[(3)]	83,385		
	1/9/2020	20,503[(4)]	912,577		
	1/8/2021	8,071[(3)]	359,233	16,964[(5)]	755,074
	1/7/2022	12,346[(3)]	549,503	34,220[(6)]	1,523,151
Andrea R. Newborn	1/9/2019	1,957[(2)]	87,116		
	1/9/2020	1,737[(3)]	77,312		
	1/9/2020	19,012[(4)]	846,206		
	1/8/2021	5,297[(3)]	235,767	11,133[(5)]	495,518
	1/7/2022	6,467[(3)]	287,835	17,925[(6)]	797,841

(1) Amounts shown are based on $44.51 per share, the closing price per share of ABM common stock on October 31, 2022.

(2) *RSUs.* 50% of the RSUs vested on the second anniversary of the grant date and the remainder will vest on the fourth anniversary of the grant date. When cash dividends are paid on ABM common stock, DEUs are credited and converted into additional RSUs, subject to the same terms and conditions (including vesting) as the underlying RSUs. The number of RSUs shown includes the dividend equivalents through October 31, 2022.

(3) *RSUs.* One-third of the RSUs vest on the first, second and third anniversary of the grant date. When cash dividends are paid on ABM common stock, DEUs are credited and converted into additional RSUs, subject to the same terms and conditions (including vesting) as the underlying RSUs. The number of RSUs shown includes the dividend equivalents through October 31, 2022.

(4) *2020-2022 TSR-Performance Shares (Earned).* Amounts shown include 2020-2022 TSR-Performance Shares that have been "earned" (i.e., the relevant performance period has ended) but remained unvested as of October 31, 2022. 2020-2022 TSR-Performance Shares vested, to the extent earned, on January 9, 2023, when the Committee certified achievement of the goals and payment. The number of PSs shown includes the dividend equivalents through October 31, 2022.

(5) *2021-2023 TSR-Modified Performance Shares (Unearned)* – On January 8, 2021, 2021-2023 TSR-Modified Performance Shares were granted. Such 2021-2023 TSR-Modified Performance Shares will vest, to the extent earned, on January 8, 2024. The number of PSs are shown at target and include the dividend equivalents through October 31, 2022.

(6) *2022-2024 TSR-Modified Performance Shares (Unearned)* – On January 7, 2022, 2022-2024 TSR-Modified Performance Shares were granted. Such 2022-2024 TSR-Modified Performance Shares will vest, to the extent earned, on January 7, 2025. The number of PSs are shown at target and include the dividend equivalents through October 31, 2022.

The following table shows the amounts realized upon exercise of stock options and value received upon vesting in fiscal year 2022 of stock awards previously awarded.

Option Exercises and Stock Vested in Fiscal Year 2022

	Stock Awards	
Name	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting[(2)] ($)
Scott Salmirs	98,235[(1)]	4,223,831
Earl R. Ellis	15,901	649,970
Joshua H. Feinberg	17,837	751,435
Rene Jacobsen	18,245	784,075
Andrea R. Newborn	16,623	715,910

(1) Includes 13,742 RSUs granted in 2018 that vested in fiscal year 2022 that were deferred and will be distributed in one lump sum installment of shares of common stock following Mr. Salmirs' retirement.

(2) Amount is based on the closing price per share of ABM common stock on the date of vesting, multiplied by the number of net shares acquired upon vesting.

The following table and accompanying footnotes and narrative describe benefits to the NEOs under the Employee Deferred Compensation Plan.

Nonqualified Deferred Compensation in Fiscal Year 2022

Name	Plan Name	Executive Contributions in Last Fiscal Year ($)	ABM Contributions in Last Fiscal Year ($)	Aggregate Earnings in Last Fiscal Year ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last Fiscal Year ($)
Scott Salmirs	ABM Deferred Cash Compensation Plan	0	0	102,480[(2)]	0	3,419,399[(3)]
	ABM Deferred Compensation Program for Employees (Equity Deferral)	0	0	0	0	2,525,319[(4)]
Earl R. Ellis		0	0	0	0	0
Joshua H. Feinberg		0	0	0	0	0
Rene Jacobsen	ABM Deferred Cash Compensation Plan	171,027[(1)]	0	5,329	0	238,729[(3)]
Andrea R. Newborn		0	0	0	0	0

(1) Cash deferrals under the ABM Deferred Compensation Plan are included in the "Salary" and "Non-equity Incentive Plan Compensation" columns of the Summary Compensation Table for Mr. Jacobsen.

(2) Includes interest earned on cash deferrals under the ABM Deferred Compensation Plan. The interest rate in fiscal year 2022 averaged 3.77%. These amounts were not required to be included in the Summary Compensation Table because they are not above market. Also includes DEUs credited with respect to all deferred RSUs outstanding, which are included in "All Other Compensation" in the Summary Compensation Table.

(3) Includes amounts included in the Nonqualified Deferred Compensation Table for prior years plus any interest earned in fiscal year 2022.

Name	Amount Previously Reported ($)
Scott Salmirs	3,316,919
Earl R. Ellis	0
Joshua H. Feinberg	0
Rene Jacobsen	62,372
Andrea R. Newborn	0

(4) Includes fiscal year-end value of RSUs deferred in prior years (56,736 for Mr. Salmirs); also includes dividend equivalents credited in 2022 with respect to such deferred RSUs. These values are calculated using the October 31, 2022 closing price of $44.51 per share. These deferred grants are included in the "Stock Awards" column in the fiscal year 2017 and fiscal year 2018 Summary Compensation Tables.

ABM's Deferred Compensation Plan is an unfunded deferred compensation plan available to the NEOs and other employees whose annualized base salary exceeds $155,000. A trust agreement was put into place in January 2011 to provide that, in the event of a "change-in-control" as defined in the plan, the trust will be funded in an amount necessary to cover liabilities under the plan.

The ABM Deferred Compensation Plan allows participants to make pretax contributions from 1% to 50% of their compensation, including base pay and bonuses. Elections to defer base salary must be made no later than December 31 of the year preceding the year in which deferral begins. Elections to defer performance-based bonuses must be made no later than six months prior to the end of the applicable performance period. Executives may elect to receive distributions from the ABM Deferred Compensation Plan following termination of employment or on specified in-service distribution dates. Distributions may be made in a single lump sum, four annual installments or 10 annual installments, based on earlier elections made in accordance with the plan provisions. In addition, if a participant wants to change his or her distribution, the change cannot be effective for at least 12 months, and the date of payment must be at least five years after the previously scheduled date of distribution. The ABM Deferred Compensation Plan also permits hardship distributions. Deferred amounts earn interest equal to the prime interest rate on the last day of the calendar quarter up to 6%. If the prime rate exceeds 6%, the interest rate is equal to 6% plus one-half of the excess prime rate over 6%. The interest rate is subject to a cap equal to 120% of the long-term applicable federal rate, compounded quarterly.

Certain executives may also elect to defer receipt of RSUs. Elections to defer receipt of RSUs must be made no later than December 31 of the year preceding the year in which any RSUs may be granted. The plan allows participants to defer up to 100% of their RSUs, and receive distributions in a lump sum, four annual installments or 10 annual installments, based on earlier elections made in accordance with plan provisions.

POTENTIAL POST-EMPLOYMENT PAYMENTS

During fiscal year 2022, we were party to employment agreements with each of our NEOs, which included severance benefits upon certain terminations, as further described below, and twelve-month post-employment prohibitions on competition with the Company and solicitation of certain Company employees. The potential payments upon termination described in the following tables are based on the agreements with our NEOs that were in effect on October 31, 2022.

We were also party to change-in-control agreements with each NEO during fiscal year 2022, which provided additional severance benefits in the event of a termination following a change in control, as further described below. The "double-trigger" change-in-control benefits under our 2006 Equity Incentive Plan are also described below. None of these arrangements included any excise tax gross-ups.

The following tables and accompanying narrative contain information with respect to potential payments to NEOs upon specified terminations of employment after a change-in-control, resignation or retirement, termination without cause, and death or disability, assuming the termination occurred on October 31, 2022.

Potential Payments upon Qualifying Terminations of Employment Following a Change-in-Control

The following table estimates potential payments for Messrs. Salmirs, Ellis, Feinberg, and Jacobsen, and Ms. Newborn if there had been a change-in-control on October 31, 2022, and either the executive's employment had been terminated involuntarily or the executive had terminated employment for "good reason". All amounts shown are lump-sum payments, unless otherwise noted.

Name	Unpaid Bonus for 2022[(1)] ($)	Severance Compensation[(2)] ($)	Health and ERISA Welfare Benefits[(3)] ($)	Equity Grants Vesting[(4)] ($)	Total[(5)] ($)
Scott Salmirs	1,500,000	7,500,000	30,898	16,979,319	26,010,217
Earl R. Ellis	787,500	3,543,750	40,866	4,135,656	8,507,772
Joshua H. Feinberg	718,750	3,234,375	3,443	4,127,135	8,083,703
Rene Jacobsen	875,000	3,937,500	42,599	4,224,955	9,080,054
Andrea R. Newborn	385,000	2,337,500	30,898	2,627,348	5,380,746

(1) Amount assumes target bonus at fiscal year-end 2022.

(2) Multiple (3.0 for Mr. Salmirs; 2.5 for Messrs. Ellis, Feinberg, and Jacobsen, and Ms. Newborn) of the sum of base salary and target bonus for the year in which the change-in-control occurs.

(3) The amount shown is the estimated cost for health and welfare benefits for an 18-month period.

(4) The value is based on $44.51 per share, the closing price per share of ABM common stock on October 31, 2022. For PSs, amounts shown reflect vesting at target.

(5) Amounts do not include the aggregate balance at fiscal year-end of nonqualified deferred compensation. These amounts are reflected in the above table captioned "Nonqualified Deferred Compensation in Fiscal Year 2022." Amounts also do not include potential accrued but unused vacation and any unpaid base salary for employment through termination date. Amounts shown are subject to reduction, as described below. Equity grants under our 2006 Equity Incentive Plan vest upon a change-in-control if the recipient is terminated without cause within 24 months following the change-in-control.

The change-in-control agreements with the NEOs provide that, if a change-in-control occurs, the executive will receive the following benefits upon involuntary termination of employment (other than for cause) or resignation for good reason (such as certain specified material changes in position or compensation) prior to the second anniversary of the change-in-control:

- a lump-sum payment equal to a multiple of the sum of base salary and target bonus (which multiple is 3.0 for Mr. Salmirs, 2.5 for Messrs. Feinberg, and Jacobsen, and Ms. Newborn);
- a lump-sum payment equal to the present value of health and welfare benefits for 18 months; and
- a lump-sum payment of any unpaid incentive compensation that was earned, accrued, allocated or awarded for a performance period that ended prior to the termination date, and a lump sum payment of any pro rata portion of any target amount for any unpaid incentive compensation for the performance period in which the termination takes place.
- RSUs and Performance Share awards granted under the 2006 Equity Incentive Plan and the 2021 Equity and Incentive Compensation Plan will become fully vested (in the case of performance awards, with performance equal to the greater of target performance and projected actual performance as determined by the Administrator) and all restrictions on such Awards will lapse if the Participant's employment is terminated without Cause at any time during the 12-month period following the Change in Control.

A "change-in-control" of the Company occurs in any of the following scenarios:

- (i) any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934 (the "Exchange Act")) is or becomes the beneficial owner of more than 35% of the combined voting power of the stock of the Company or succeeds in having nominees as directors elected in an election contest and (ii) within 18 months after either such event, individuals who were members of the Board immediately prior to either such event cease to constitute a majority of the members of the Board;

- a majority of the Board ceases to be composed of incumbent directors;
- a merger or similar business combination;
- a sale of substantially all of the Company's assets; or
- a liquidation of the Company.

None of our NEOs have excise tax gross-ups. Instead, payments and benefits under the change-in-control agreements (as well as under all other agreements or plans covering the NEOs, including any equity award, plan or agreement) are subject to reduction in order to avoid the application of the excise tax on "excess parachute payments," but only if the reduction would increase the net after-tax amount received by the NEO (the modified cap), with one exception. The exception is that any reduction will not be made if, on a net after-tax basis, such reduction would result in an NEO receiving less than 90% of the severance payment he or she would otherwise be entitled to under the change-in-control agreement or under any other agreement. In consideration for the protection afforded by the change-in-control agreements, the NEOs agreed to noncompetition and nonsolicitation provisions.

Potential Payments upon Retirement

The following table estimates potential payments for our NEOs if the NEO had retired or, if applicable, resigned from employment with ABM effective October 31, 2022. All amounts shown are lump-sum payments, unless otherwise noted.

Name	Health Benefit Payments ($)	Equity-Based Grants That Vest Upon Retirement(1) ($)	Total(2) ($)
Scott Salmirs	--	9,038,641	9,038,641
Earl R. Ellis	--	--	0
Joshua H. Feinberg	--	--	0
Rene Jacobsen	--	1,502,019	1,502,019
Andrea R. Newborn	--	--	0

(1) Messrs. Salmirs and Jacobsen are retirement-eligible under the terms of our 2006 Equity Incentive Plan. Intrinsic value is based on $44.51 per share, the closing price per share of ABM common stock on October 31, 2022. Amounts shown only reflect vesting upon retirement, as unvested equity does not vest upon resignation of employment. For PSs, amounts shown reflect vesting at target.

(2) Amounts do not include the aggregate balance at fiscal year-end of nonqualified deferred compensation. These amounts are reflected in the above table captioned "Nonqualified Deferred Compensation in Fiscal Year 2022." Amounts also do not include accrued but unused vacation pay and any unpaid base salary for employment through the termination date.

Under the 2006 Equity Incentive Plan, RSUs generally vest pro rata (based on number of months of service over the vesting period) in the event of retirement if retirement occurs at least one year after the grant date. An individual who retires during a performance period that has not been completed prior to retirement will generally receive a pro rata number of performance shares (based on the number of months of service over the performance period) on the vesting date for such performance shares, to the extent such performance shares are achieved under applicable performance objectives and if retirement occurs at least one year after the grant date.

Under the terms of their respective employment agreements in effect during fiscal year 2022, and in connection with a termination by reason of retirement, any equity-based awards received by Messrs. Salmirs and Jacobsen would continue to be eligible for vesting, exercise and settlement if they were granted at least one year prior to such retirement, on the originally scheduled vesting date.

Potential Payments upon Termination without Cause or Resignation for Good Reason

The following table estimates potential payments for each NEO if the NEO's employment with ABM had been terminated without cause or if the NEO resigned for good reason (outside of a change-in-control) effective October 31, 2022. All amounts are lump-sum payments, unless otherwise noted.

Name	Unpaid Bonus for 2022(1) ($)	Severance Payment(2) ($)	Company Portion of Medical Benefits(3) ($)	Equity Grants Vesting as a Result of Termination(4) ($)	Total(5) ($)
Scott Salmirs	1,500,000	6,250,000	19,023	5,083,488	12,852,511
Earl R. Ellis	787,500	2,835,000	25,563	440,460	4,088,523
Joshua H. Feinberg	718,750	2,587,500	3,443	1,255,175	4,564,868
Rene Jacobsen	875,000	3,150,000	25,975	1,079,032	5,130,007
Andrea R. Newborn	385,000	1,842,000	19,024	881,181	3,127,205

(1) Amount assumes target bonus at fiscal year-end 2022.

(2) Multiple (2.5 for Mr. Salmirs; 2.0 for Messrs. Ellis, Feinberg, and Jacobsen, and Ms. Newborn) of the sum of base salary and target bonus for the year in which the termination occurs.

(3) The amount shown is the estimated cost for health and welfare benefits for an 18-month period for Messrs. Salmirs, Ellis, Feinberg and Jacobsen, and Ms. Newborn.

(4) The value is based on $44.51 per share, the closing price per share of ABM common stock on October 31, 2022. The amount shown reflects PSs vesting at target value.

(5) Amounts do not include the aggregate balance at fiscal year-end of nonqualified deferred compensation. These amounts are reflected in the above table captioned "Nonqualified Deferred Compensation in Fiscal Year 2022." Amounts do not include accrued but unused vacation pay and any unpaid salary for employment through termination date.

Under his employment agreement in effect during fiscal year 2022, Mr. Salmirs would receive 2.5 times the sum of his base salary and target cash incentive compensation, 18 months medical benefits coverage, his prorated cash bonus for the year of termination based on the Committee's determination of actual performance following the end of the performance period, and any earned but unpaid cash bonus in respect of any completed fiscal year that has ended prior to the date of such termination if he is terminated without "cause". Under the terms of their respective employment agreements in effect during fiscal year 2022, and in connection with a termination of employment by the Company without cause, Messrs. Feinberg and Jacobsen and Ms. Newborn would each receive 2.0 times the sum of base salary plus target cash incentive compensation, 18 months medical benefits coverage, prorated cash bonus for the year of termination based on the Committee's determination of actual performance following the end of the performance period, and any earned but unpaid cash bonus in respect of any completed fiscal year that has ended prior to the date of such termination.

Performance awards granted under the 2006 Equity Incentive Plan generally vest pro rata (based on the number of months of services of the vesting period) in the event of a termination without cause at least one year after the grant date.

Potential Payments upon Death or Disability

The following table estimates potential payments for our NEOs if the NEO had been terminated due to death or disability on October 31, 2022. All amounts shown are lump-sum payments, unless otherwise noted.

Name	Unpaid Bonus for 2022(1) ($)	Health Benefit Payments ($)	Equity Grants Vesting(2) ($)	Total(3)(4) ($)
Scott Salmirs	1,500,000	--	10,395,759	11,895,759
Earl R. Ellis	787,500	--	1,626,805	2,414,305
Joshua H. Feinberg	718,750	--	2,104,341	2,823,091
Rene Jacobsen	875,000	--	2,020,182	2,895,182
Andrea R. Newborn	385,000	--	1,375,224	1,760,224

(1) Amount assumes target bonus at fiscal year-end 2022.

(2) The value is based on $44.51 per share, the closing price per share of ABM common stock on October 31, 2022. For PSs, amounts shown reflect vesting at target value. Amount reflects the partial vesting of equity grants, as a result of death or disability on October 31, 2022.

(3) In addition, ABM provides accidental death and dismemberment insurance for each of the NEOs (with coverage equal to two times base salary, up to a maximum of $750,000), as well as $150,000 business travel insurance coverage.

(4) Amounts do not include the aggregate balance at fiscal year-end of nonqualified deferred compensation. These amounts are reflected in the above tables captioned “Nonqualified Deferred Compensation in Fiscal Year 2022.”

Equity grants under the 2006 Equity Incentive Plan and the 2021 Equity and Incentive Compensation Plan generally vest pro rata (based on the number of months of service over the vesting period) in the event of death or disability.

Under the terms of their respective employment agreements in effect during fiscal year 2022, and in connection with a termination by reason of death or disability, Messrs. Salmirs, Ellis, Feinberg, and Jacobsen, and Ms. Newborn would each receive any earned but unpaid cash bonus in respect of any completed fiscal year that has ended prior to the date of death or disability, a prorated target cash bonus based on the length of performance in the performance period, immediate vesting of any equity-based awards subject to time-based restrictions, and immediate vesting of any equity-based awards subject to performance restrictions, with such performance restrictions measured at the target level.

2022 CEO PAY RATIO

In accordance with SEC rules, we are providing the following information about the relationship of the annual total compensation of our median employee and the annual total compensation of Mr. Salmirs, our CEO. The 2022 annual total compensation of Mr. Salmirs was $8,336,757; and the 2022 annual total compensation of the median compensated employee was $36,635 (in each case, with annual total compensation calculated in accordance with the SEC rules applicable to the Summary Compensation Table). The ratio of these amounts was 238:1.

We believe the pay ratio reported above is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records. Consistent with Instruction 2 to Item 402(u) of Regulation S-K, the applicable SEC rule, we may identify our median employee for purposes of providing pay ratio disclosure once every three years and calculate and disclose total compensation for that employee each year in the subsequent three-year period. The pay ratio analysis of our employee population was conducted with October 31, 2021 as the determination date to identify our median employee. We reviewed the changes in our employee population and employee compensatory arrangements and determined there has been no change in our employee population or employee compensatory arrangements that would significantly impact the 2021 CEO pay ratio disclosure and ultimately require us to identify a new median employee for 2022. Although this is the case, the median employee used in 2021 did experience a change in circumstances in 2022, resulting in compensation that we reasonably believe would not have been representative and would have resulted in a significant change in our pay ratio disclosure. Consistent with SEC rules, for 2022, we chose to use a substitute employee who was immediately adjacent to the initial median employee and had substantially similar compensation to that of the initial median employee based on the compensation measure we had used to select the initial median employee.

We identified the median employee for our 2021 pay ratio disclosure using base salary for each employee paid in that fiscal year (other than Mr. Salmirs), which we annualized for any permanent employee who did not work for the entire year (but did not annualize for temporary or seasonal employees). For purposes of identifying the median employee, we converted amounts paid in foreign currencies to U.S. dollars based on the applicable average exchange rate.

The SEC’s rules for identifying the median employee and calculating the pay ratio based on that employee’s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates, and assumptions in calculating their own pay ratios.

FREQUENCY OF SAY-ON-PAY VOTE

PROPOSAL 3–ADVISORY VOTE ON FREQUENCY OF THE ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

PROPOSAL 3–ADVISORY VOTE ON FREQUENCY OF THE ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

Proposal Summary

In addition to providing stockholders with the opportunity to cast a "Say-on-Pay" advisory vote on our executive compensation, we are also providing our stockholders with the opportunity to indicate how frequently we should seek advisory approval of our executive compensation in the future, as required by Section 14A of the Exchange Act. This non-binding advisory vote, which must be held at least once every six years, is commonly referred to as a "Say-on-Frequency" vote. Under this proposal, our stockholders may indicate whether they would prefer to have an advisory vote to approve our executive compensation every one year, every two years, or every three years.

The Company's last Say-on-Frequency vote occurred at our 2017 annual meeting. At that meeting, our stockholders voted in favor of holding advisory votes to approve our executive compensation every one year, and we have held an advisory vote on an annual basis since that time.

The Compensation Committee and the Board continue to believe that the advisory vote to approve our executive compensation should be conducted every one year because they believe this frequency will enable our stockholders to vote, on an advisory basis, on the most recent executive compensation information that is presented in our Proxy Statement, leading to more meaningful and timely communication between the Company and our stockholders on our executive compensation philosophy, policies, and programs.

Stockholders are not voting to approve or disapprove the Board's recommendation. Instead, you may cast your vote on your preferred voting frequency by choosing any of the following four options with respect to this proposal: "every one year," "every two years," "every three years," or "abstain."

Board Recommendation:

The Board unanimously recommends that you vote for "EVERY ONE YEAR" on the advisory approval of the frequency of the advisory vote to approve our executive compensation.

Voting

Unless contrary instructions are received, the shares represented by a properly executed proxy will be voted for "EVERY ONE YEAR" with respect to this proposal. Your vote is advisory and so it will not be binding on the Board. However, the Board will review the voting results and take them into consideration when making future decisions regarding the frequency of future advisory votes on our executive compensation, and expects to be guided by the voting option that receives the greatest number of votes, even if that alternative does not receive a majority vote.

AUDIT MATTERS

PROPOSAL 4–RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2023

AUDIT-RELATED MATTERS

Audit Committee Report
Principal Accounting Firm Fees and Services
Policy on Preapproval of Independent Registered Public Accounting Firm Services

PROPOSAL 4–RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2023

Proposal Summary

We are asking our stockholders to ratify the appointment of KPMG LLP ("KPMG") to serve as the Company's independent registered public accounting firm for fiscal year 2023, which ends October 31, 2023. Although the Audit Committee has the sole authority to appoint the Company's independent registered public accounting firm, the Audit Committee and the Board submit the selected firm to the Company's stockholders for ratification as a matter of good corporate governance.

Board Recommendation

The Board unanimously recommends that you vote "FOR" the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2023.

The Audit Committee has selected KPMG to serve as the Company's independent registered public accounting firm for fiscal year 2023. Although action by the stockholders on this matter is not required, the Audit Committee values stockholder views on the Company's independent registered public accounting firm and believes it is appropriate to seek stockholder ratification of this selection. If the stockholders do not ratify the appointment of KPMG, the selection of the independent registered public accounting firm may be reconsidered by the Audit Committee. Even if the selection is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time of the year if it determines that such a change would be in the best interests of the Company and its stockholders. Representatives of KPMG are expected to attend the Annual Meeting, and they will have an opportunity to make a statement if they desire to do so. It is expected that the KPMG representatives will also be available to respond to appropriate questions.

Voting

Unless contrary instructions are received, the shares represented by a properly executed proxy will be voted "FOR" this proposal, which would be your vote to ratify the selection of KPMG as our independent registered public accounting firm for the fiscal year ending October 31, 2023.

AUDIT-RELATED MATTERS

Audit Committee Report

The Audit Committee assists the Board of Directors in its oversight of ABM's financial reporting process. The Audit Committee's responsibilities are more fully described in its charter, which is available on ABM's website under "Governance" at http://investor.abm.com/corporate-governance.cfm.

Management has the primary responsibility for the financial statements and the financial reporting process, including the system of internal control over financial reporting. KPMG LLP, ABM's independent registered public accounting firm, is responsible for performing an independent audit of ABM's consolidated financial statements and expressing an opinion on the fair presentation of those financial statements in conformity with United States generally accepted accounting principles. KPMG LLP is also responsible for performing an audit of and expressing an opinion on the effectiveness of ABM's internal control over financial reporting, and for reporting the results of their audit to the Audit Committee.

As part of the oversight of the Company's financial statements, the Audit Committee has met and held discussions with management and the independent registered public accounting firm regarding the fair presentation of all annual and quarterly financial statements prior to their issuance and other financial disclosures as appropriate. The Audit Committee discussed with ABM's senior internal audit executive and independent registered public accounting firm the overall scope and plans for their respective audits, their evaluation of ABM's internal controls and the overall quality of ABM's financial reporting processes.

The Audit Committee has reviewed and discussed the audited consolidated financial statements with management. Management of ABM has affirmed to the Audit Committee that ABM's fiscal year 2022 audited consolidated financial statements were prepared in accordance with United States generally accepted accounting principles.

The Audit Committee reviewed and discussed with the independent registered public accounting firm ABM's fiscal year 2022 audited consolidated financial statements, the firm's judgment as to the quality of ABM's accounting principles, and such other matters as are required to be discussed with the independent registered public accounting firm under the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC. The Audit Committee also reviewed and discussed with the independent registered public accounting firm its audit of the effectiveness of ABM's internal control over financial reporting.

The Audit Committee also discussed with the independent registered public accounting firm its independence from the Company and its management. As part of that review, the Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the firm's communications with the Audit Committee concerning independence. The Audit Committee has reviewed the services provided by ABM's independent registered public accounting firm and has considered whether the provision of these services is compatible with maintaining independence of the independent registered public accounting firm. The Audit Committee has concluded that the independent registered public accounting firm is independent from ABM and its management.

Based on these reviews and discussions, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in ABM's Annual Report on Form 10-K for the fiscal year ended October 31, 2022, for filing with the SEC.

Audit Committee:

Art A. Garcia, Chair
Quincy L. Allen
Jill M. Golder
Winifred M. Webb

Principal Accounting Firm Fees and Services

The following table presents fees for professional services rendered by KPMG LLP for the integrated audit of ABM's consolidated financial statements and internal control over financial reporting during the fiscal years ended October 31, 2022 and 2021, and fees for other services rendered by KPMG LLP during those periods.

	2022	2021
Audit fees	$ 4,758,000 (1)	$ 4,040,000
Audit-related fees	104,700 (2)	79,900
Tax fees	64,200 (3)	70,774
All other fees	7,500 (4)	7,500
Total	$ 4,934,400	$ 4,198,174

(1) Audit fees consisted of fees for audit work performed for the independent integrated audit of ABM's consolidated financial statements and internal control over financial reporting, and the reviews of the financial statements contained in ABM's quarterly reports on Form 10-Q.

(2) Audit-related fees consisted principally of fees for the audit of the financial statements of certain employee benefit plans.

(3) Tax fees consisted of fees for tax compliance and consulting services for routine advice on federal, local and foreign tax matters.

(4) Other fees consisted of access to a learning portal.

Policy on Preapproval of Independent Registered Public Accounting Firm Services

The Audit Committee's policy requires that the Audit Committee preapprove audit and non-audit services performed by the independent registered public accounting firm. The Audit Committee may delegate its preapproval authority to the Chairman of the Audit Committee or any other member of the Audit Committee. All of KPMG's services for fiscal years 2021 and 2022 were preapproved by the Audit Committee.

GENERAL INFORMATION

CERTAIN RELATIONSHIPS AND TRANSACTIONS WITH RELATED PERSONS

As part of our Code of Business Conduct, directors, officers and employees are expected to make business decisions that are ethical and in the best interests of the Company, and not based upon personal interests or benefits. The Board recognizes that some transactions, arrangements, and relationships can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders, and has adopted a written Related Party Transaction Policy (the "Policy") governing these transactions. The Policy generally applies to "Related Party Transactions," defined as any transaction, arrangement, or relationship (including any indebtedness or guarantee of indebtedness), or any series of similar transactions, arrangements, or relationships, in which (i) the Company was, is or will be a participant and (ii) any of the following persons had, has or will have a direct or indirect interest:

- any person who is or was since the beginning of the last fiscal year of the Company an executive officer, a director or nominee for election as a director;
- a person known to be a greater than 5% beneficial owner of any class of the Company's voting securities;
- an immediate family member of any of the foregoing persons; and
- any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position, or in which such person has a greater than 10% beneficial ownership interest.

Pursuant to the Policy, the Governance Committee has the responsibility for conducting a reasonable prior review and oversight of all Related Party Transactions for potential conflicts of interest. In determining whether to approve a Related Party Transaction, the Governance Committee considers the following factors, among others: (i) the business purpose of the Related Party Transaction, (ii) whether the Related Party Transaction is entered into on an arms-length basis on terms fair to the Company, and (iii) whether such Related Party a Transaction would violate any other provision of the Policy, the Code of Business Conduct, or any other Company policy.

In the event that Company management, after consultation with the Company's General Counsel, determines that it is unreasonable or impractical to wait until a meeting of the Governance Committee to enter into a Related Party Transaction, the Chair of the Governance Committee may approve such Related Party Transaction in accordance with the Policy. Any such approval must be reported to and ratified by the Governance Committee at its next regularly scheduled meeting. Further, in the event that the Company becomes aware of a Related Party Transaction that has not been the subject of a reasonable prior review and approval under the Policy, the Related Party Transaction will be reviewed by the Governance Committee as promptly as practicable for its action, which may include ratification, revision or termination of the Related Party Transaction.

If a Related Party Transaction is ongoing, the Governance Committee is responsible for overseeing such Related Party Transaction and may establish guidelines for the Company's management team to follow in its ongoing dealings with the related party. The Governance Committee, on at least an annual basis, will review and assess ongoing relationships with the related party to confirm that they are in compliance with the Governance Committee's guidelines and that the Related Party Transaction remains appropriate.

There were no Related Party Transactions during fiscal year 2022.

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)[1]	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)[2]	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)[3]
Equity compensation plans approved by security holders	2,904,024[1]	$12.87[2]	3,564,419[3]
Equity compensation plans not approved by stockholders	0	n/a	0
TOTAL	2,904,024	$12.87	3,564,419

(1) Includes 942,387, 1,919,415 and 42,222 shares that may be issued to settle outstanding RSUs, PSs (at maximum) and options, respectively. This number excludes 6,105 shares that were issued in November 2022 after the end of the most recent Employee Stock Purchase Plan ("ESPP") purchase period, which began on October 1, 2022 and ended on October 31, 2022.

(2) Weighted average exercise price of outstanding options only. RSUs and PSs do not have an exercise price and, accordingly, are not included in this calculation.

(3) Includes (i) 3,133,563 shares available for grant under 2021 Equity and Incentive Compensation Plan and (ii) 430,856 shares available for issuance under the ESPP, which includes 6,105 shares described in footnote 1 above.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following table sets forth the number of shares and percentage of outstanding shares of ABM common stock beneficially owned as of February 1, 2023, except as noted in the footnotes below, by the persons or entities known to ABM to be beneficial owners of more than 5% of the shares of ABM common stock outstanding as of February 1, 2023. Unless otherwise noted, each person or entity has sole voting and investment power over the shares shown in the table.

Name and Address	Number of Shares Beneficially Owned	Percent of Class(1)
BlackRock, Inc.(2) 55 East 52nd Street New York, NY 10022	10,878,473	16.46%
The Vanguard Group, Inc.(3) 100 Vanguard Blvd. Malvern, PA 19355	8,511,671	12.88%
State Street Corporation(4) State Street Financial Center One Lincoln Street Boston, MA 02111	5,919,482	8.95%
Dimensional Fund Advisors LP(5) 6300 Bee Cave Road Building One Austin, TX 78746	4,093,973	6.19%

(1) Based on 66,097,165 shares of common stock outstanding on February 1, 2023.

(2) Based on Amendment No. 1 to Schedule 13G filed by BlackRock, Inc. ("BlackRock") with the SEC on January 26, 2023. BlackRock indicated sole voting power over 10,741,439 share, sole dispositive power over 10,878,473 and no shared voting power or shared dispositive power.

(3) Based on Amendment No. 13 to Schedule 13G filed by The Vanguard Group ("Vanguard") with the SEC on February 9, 2022. Vanguard indicated sole voting power over 0 shares, shared voting power over 58,563 shares, sole dispositive power over 8,399,513 shares and shared dispositive power over 112,158 shares.

(4) Based on a Schedule 13G filed by State Street Corporation ("State Street") with the SEC on February 11, 2022, on behalf of State Street and SSGA Funds Management, Inc. ("SSGA"). State Street indicated in the filing shared voting power over 5,775,535 shares, shared dispositive power over all 5,919,482 shares and no sole voting power or sole dispositive power. SSGA indicated shared voting power over 4,086,086 shares, shared dispositive power over 4,101,041 shares and no sole voting power or sole dispositive power.

(5) Based on Amendment No. 3 to Schedule 13G filed by Dimensional Fund Advisors LP ("Dimensional") with the SEC on February 8, 2022. Dimensional indicated sole voting power over 4,017,517 shares, sole dispositive power over all 4,093,973 shares and no shared voting power or shared dispositive power.

SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the number of shares and percentage of outstanding shares of ABM common stock beneficially owned as of February 1, 2023 by each named executive officer, each director and nominee and all directors and executive officers as a group. Except as noted, each person has sole voting and investment power over the shares shown in the table.

Name	Amount and Nature of Beneficial Ownership[1]	Percent of Class[2]
Quincy L. Allen	0[3]	*
LeighAnne G. Baker	9,758[4]	*
Linda Chavez	7,301[5]	*
Donald F. Colleran	10,028[6]	*
James D. DeVries	0[7]	*
Earl R. Ellis	31,169[8]	*
Joshua H. Feinberg	47,336[9]	*
Art A. Garcia	4,988[10]	*
Thomas M. Gartland	9,805[11]	*
Jill M. Golder	7,247[12]	*
Rene Jacobsen	41,381[13]	*
Sudhakar Kesavan	35,900[14]	*
Andrea R. Newborn	39,015[15]	*
Scott Salmirs	249,374[16]	*
Winifred M. Webb	20,149[17]	*
Executive officers and directors as a group (18 persons)	561,933[18]	*

* Less than 1% of the common shares outstanding.

(1) Represents shares of ABM's common stock held. Does not include RSUs that vest and/or will be settled in shares more than 60 days after February 1, 2023.

(2) Based on 66,097,165 shares of common stock outstanding as of February 1, 2023.

(3) Includes 0 shares of ABM's common stock held. Excludes 9,213 RSUs held by Mr. Allen that are not scheduled to vest within 60 days of February 1, 2023.

(4) Includes 9,758 shares of ABM's common stock held. Excludes 3,288 RSUs held by Ms. Baker that are not scheduled to vest within 60 days of February 1, 2023.

(5) Includes 2,319 shares of ABM's common stock and 4,982 vested and deferred RSUs held by Ms. Chavez that vest upon her retirement from the Board, effective March 22, 2023. Excludes 3,412 vested and deferred RSUs held by Ms. Chavez that are not scheduled to vest within 60 days of February 1, 2023.

(6) Includes 10,028 shares of ABM's common stock held. Excludes 3,288 RSUs held by Mr. Colleran that are not scheduled to vest within 60 days of February 1, 2023.

(7) Includes 0 shares of ABM's common stock held. Excludes 4,538 RSUs held by Mr. DeVries that are not scheduled to vest within 60 days of February 1, 2023.

(8) Includes 31,169 shares of ABM's common stock held. Excludes 37,598 RSUs held by Mr. Ellis that are not scheduled to vest within 60 days of February 1, 2023.

(9) Includes 47,336 shares of ABM's common stock held. Excludes 37,364 RSUs held by Mr. Feinberg that are not scheduled to vest within 60 days of February 1, 2023.

(10) Includes 4,988 shares of ABM's common stock held. Excludes 18,067 RSUs held by Mr. Garcia that are not scheduled to vest within 60 days of February 1, 2023.

(11) Includes 9,805 shares of ABM's common stock held. Excludes 17,027 RSUs held by Mr. Gartland that are not scheduled to vest within 60 days of February 1, 2023.

(12) Includes 7,247 shares of ABM's common stock held. Excludes 3,288 RSUs held by Ms. Golder that are not scheduled to vest within 60 days of February 1, 2023.

(13) Includes 41,381 shares of ABM's common stock held. Excludes 23,688 RSUs held by Mr. Jacobsen that are not scheduled to vest within 60 days of February 1, 2023.

(14) Includes 35,900 shares of ABM's common stock held. Excludes 3,945 RSUs held by Mr. Kesavan that are not scheduled to vest within 60 days of February 1, 2023.

(15) Includes 39,015 shares of ABM's common stock held. Excludes 13,214 RSUs held by Ms. Newborn that are not scheduled to vest within 60 days of February 1, 2023.

(16) Includes 249,374 shares of ABM's common stock held. Excludes 124,817 RSUs held by Mr. Salmirs that are not scheduled to vest within 60 days of February 1, 2023.

(17) Includes 20,149 shares of ABM's common stock held. Excludes 12,975 RSUs held by Ms. Webb that are not scheduled to vest within 60 days of February 1, 2023.

(18) Includes 556,951 shares of ABM's common stock held by executive officers and directors as a group. Also includes 4,982 vested and deferred RSUs held by Ms. Chavez that vest upon her retirement from the Board, effective March 22, 2023. Excludes 336,553 RSUs held by executive officers and directors as a group that are not scheduled to vest within 60 days of February 1, 2023.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Why did I receive a "Notice Regarding the Availability of Proxy Materials" instead of a full set of proxy materials?

We are furnishing proxy materials to our stockholders primarily via "Notice and Access" delivery pursuant to SEC rules. On February 10, 2023, we mailed to our stockholders (other than those who previously requested a printed set) a "Notice Regarding the Availability of Proxy Materials" containing instructions on how to access the proxy materials via the Internet. Utilizing this method of proxy delivery expedites receipt of proxy materials by our stockholders, reduces the cost of producing and mailing the full set of proxy materials and helps us contribute to sustainable practices. If you receive a Notice by mail, you will not receive a printed copy of the proxy materials in the mail. Instead, the Notice instructs you on how to access the proxy materials and vote over the Internet. If you received a Notice by mail and would like to receive paper copies of our proxy materials in the mail, you may follow the instruction in the Notice for making this request. The Notice also contains instructions on how you may request to receive an electronic copy of our proxy materials by email.

When and where will the Annual Meeting be held?

The Annual Meeting will take place virtually via live webcast on March 22, 2023, beginning at 10:00 a.m., Eastern Time, at www.virtualshareholdermeeting.com/ABM2023.

What do I need to do to attend the Annual Meeting?

All stockholders of record as of the Record Date, January 25, 2023, or their proxy holders, are welcome to attend the Annual Meeting. The Annual Meeting will be held in a virtual meeting format only, via webcast. You will not be able to attend the Annual Meeting physically in person.

If your shares are registered directly in your name with our transfer agent, Computershare, you are considered the stockholder of record with respect to those shares. You must enter the 16-digit control number found on your proxy card to attend and participate in the Annual Meeting.

If your shares are held in an account at a broker, bank or other similar organization, you are the beneficial owner of shares held in "street name." You must enter the 16-digit control number found on your voting instruction form, evidencing your ownership of ABM Industries Incorporated common stock as of the record date, in order to attend and participate in the Annual Meeting.

The virtual Annual Meeting platform is fully supported across browsers (Internet Explorer, Firefox, Chrome, and Safari) and devices (desktops, laptops, tablets, and cell phones) running the most updated version of applicable software and plugins. Participants should ensure they have a strong Internet connection wherever they intend to participate in the Annual Meeting. Participants should also allow plenty of time to log in and ensure that they can hear streaming audio prior to the start of the Annual Meeting. Recording of the event is strictly prohibited.

Additional information regarding matters addressing technical and logistical issues, including technical support during the Annual Meeting, will be available at www.virtualshareholdermeeting.com/ABM2023.

Who is entitled to vote at the Annual Meeting?

Holders of ABM common stock at the close of business on January 25, 2023 are entitled to receive the Notice and Proxy Statement and to vote their shares at the Annual Meeting. As of that date, there were 66,098,223 shares of the Company's common stock outstanding and entitled to vote. Each share of common stock is entitled to one vote on each matter properly brought before the Annual Meeting.

Will my vote be confidential?

As a matter of policy, proxies, ballots and voting tabulations that identify individual stockholders are held confidentially by the Company. Such documents are available for examination only by the inspectors of election and certain employees who assist in the tabulation of votes. The vote of any individual stockholder will not be disclosed except as may be necessary to meet applicable legal requirements.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered in your name with ABM's transfer agent, Computershare, you are the "stockholder of record" of those shares. The Notice and Proxy Statement and any accompanying materials have been provided directly to you by ABM.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the "beneficial owner" of those shares, and the Notice and Proxy Statement and any accompanying documents have been provided to you by your broker, bank or other holder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record how to vote your shares by using the voting instruction card or by following their instructions for voting by telephone or on the Internet.

How do I vote?

You may vote using any of the following methods:

- online before the Annual Meeting: www.proxyvote.com (as described in the Notice);
- by telephone using the toll-free phone number listed on your proxy card or voting instruction form; or
- if you received physical proxy materials with an enclosed postage paid envelope, completing, signing, dating and mailing your proxy card or voting instruction form.

We encourage you to vote via the Internet. To vote online during the Annual Meeting, please visit www.virtualshareholdermeeting.com/ABM2023 and use the control number on your Notice, proxy card or voting instruction form.

Your vote is important.

What can I do if I change my mind after I vote?

If you are a stockholder of record, you can revoke your proxy before it is exercised by:

- giving written notice to our Corporate Secretary;
- delivering a valid, later-dated proxy, or a later-dated vote by telephone or on the Internet, in a timely manner; or
- voting online during the Annual Meeting.

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your broker, bank or other holder of record and following their instructions for how to do so.

All shares for which proxies have been properly submitted and not revoked will be voted at the Annual Meeting.

Can I access the 2023 proxy materials and the Annual Report on Form 10-K for fiscal year ended October 31, 20221 on the Internet?

The Notice, Proxy Statement and Annual Report on Form 10-K for the fiscal year ended October 31, 2022 are available on our website at www.abm.com. Instead of receiving future proxy statements and accompanying materials by mail, most stockholders can elect to receive an e-mail that will provide electronic links to them. Opting to receive your proxy materials online will conserve natural resources and will save us the cost of producing documents and mailing them to you, and will also give you an electronic link to the proxy voting site.

Stockholders of Record: If you vote on the Internet at www.proxyvote.com, simply follow the prompts to enroll in the electronic proxy delivery service. You also may enroll in the electronic proxy delivery service at any time in the future by going directly to www.proxyvote.com and following the enrollment instructions.

Beneficial Owners: You also may be able to receive copies of these documents electronically. Please check the information provided in the proxy materials sent to you by your broker, bank or other holder of record regarding the availability of this service.

Is there a list of stockholders entitled to vote at the Annual Meeting?

For 10 days prior to the Annual Meeting and during the Annual Meeting, a list of registered stockholders eligible to vote at the Annual Meeting will be available for review by stockholders. If you would like to view the stockholder list in advance of the Annual Meeting, please contact Investor Relations at ir@abm.com. A list of registered stockholders eligible to vote at the Annual Meeting will be available electronically to stockholders at www.virtualshareholdermeeting.com/ABM2023 during the entirety of the Annual Meeting.

What is a broker non-vote?

If you are a beneficial owner whose shares are held of record by a broker, you must instruct the broker how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal on which the broker does not have discretionary authority to vote. This is called a "broker non-vote." In these cases, your shares are present at the Annual Meeting for purposes of determining the presence of a quorum, but will not be able to vote on those matters for which specific authorization is required under NYSE rules.

If you are a beneficial owner whose shares are held of record by a broker, your broker has discretionary voting authority under NYSE rules to vote your shares on the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2023, even if the broker does not receive voting instructions from you. However, your broker does not have discretionary authority to vote on the election of seven director nominees to serve one-year terms, the advisory approval of our executive compensation, or the advisory approval of the frequency of the advisory vote to approve our executive compensation without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these matters.

What is a quorum for the Annual Meeting?

The holders of a majority of the shares issued and outstanding and entitled to vote, present in person or represented by proxy, will constitute a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum.

What are the voting requirements to elect the directors and to approve each of the proposals discussed in this Proxy Statement?

Proposal		Vote Required	Broker Discretionary Voting Allowed	Effect of Broker Non-Votes	Effect of Abstentions
01	**Election of Ten Director Nominees to Serve One-Year Terms**	Majority of Votes Cast	No	No effect	No effect
02	**Advisory Approval of Our Executive Compensation**	Majority of Shares Present in Person or by Proxy and Entitled to Vote	No	No effect	Vote against
03	**Advisory Approval of the Frequency of the Advisory Vote to Approve Our Executive Compensation**	Majority of Shares Present in Person or by Proxy and Entitled to Vote (the Board expects to be guided by the voting option that receives the greatest number of votes, even if that alternative does not receive a majority vote)	No	No effect	No effect
04	**Ratification of the Appointment of KPMG LLP as Our Independent Registered Public Accounting Firm for the Fiscal Year Ending October 31, 2023**	Majority of Shares Present in Person or by Proxy and Entitled to Vote	Yes	Not applicable	Vote against

How will my shares be voted at the Annual Meeting?

At the Annual Meeting, the Proxy Committee, composed of Quincy L. Allen, Art A. Garcia and Scott Salmirs, appointed by the Board will vote your shares as you instruct. If you sign your proxy card and return it without indicating how you would like to vote your shares, your shares will be voted as the Board recommends, which is:

- **FOR** the election of each of the ten director nominees to serve one-year terms;
- **FOR** the advisory approval of our executive compensation;
- **EVERY ONE YEAR** on the advisory approval of the frequency of the advisory vote to approve our executive compensation; and
- **FOR** the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2023.

Could other matters be decided at the Annual Meeting?

The Board is not aware of any matters that are expected to come before the 2023 Annual Meeting other than those referred to in this Proxy Statement (see "Other Business" below).

If you return your signed and completed proxy card or voting instruction card, or vote by telephone or on the Internet and other matters are properly presented at the Annual Meeting for consideration, the Proxy Committee appointed by the Board will have the discretion to vote for you on such matters and intends to vote the proxies in accordance with its best judgment.

Who will pay for the cost of this proxy solicitation?

ABM will pay the cost of soliciting proxies. Proxies may be solicited on our behalf by our directors, officers or employees in person or by telephone, mail, electronic transmission and/or facsimile transmission. They will not receive any additional compensation for these activities.

Who will count the votes?

Broadridge Financial Solutions, Inc. will be the proxy tabulator, and American Election Services, LLC will act as the inspector of election. Such inspector will be present at the Annual Meeting to process the votes cast by our stockholders, make a report of inspection, count the votes cast by our stockholders and certify as to the number of votes cast on each proposal.

What is "householding" and how does it affect me?

The SEC has adopted rules that permit companies and intermediaries, such as brokers, to satisfy delivery requirements for proxy statements with respect to two or more stockholders sharing the same address and the same last name (or the company reasonably believes that they all are members of the same family) by delivering a single set of proxy materials addressed to those stockholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for stockholders and cost savings for companies. The Company and some brokers engage in householding, delivering a single set of proxy materials to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once stockholders have received notice from their broker or the Company that proxy materials will be sent in the householding manner to the stockholder's address, householding will continue until otherwise notified or until the stockholder revokes such consent. If, at any time, stockholders no longer wish to participate in householding and would prefer to receive separate proxy materials, they should notify their broker if their shares are held in a brokerage account, or the Company if they hold registered shares. The Company will deliver promptly upon written or oral request a separate copy of the Notice, Annual Report on Form 10-K for the fiscal year ended October 31, 2022 or Proxy Statement, as applicable, to a stockholder at a shared address to which a single copy of the documents was delivered. To request the start or end of householding, stockholders should notify their broker or the Company. Any such written notice directed to the Company should be addressed to the Investor Relations department of ABM Industries Incorporated, One Liberty Plaza, 7th Floor, New York, NY 10006, or oral notice may be given by calling the Company at (212) 297-0200:

- to receive a separate copy of the Notice, Annual Report on Form 10-K for the fiscal year ended October 31, 2022 or Proxy Statement for the Annual Meeting;
- to receive separate copies of proxy materials for future meetings; or
- if the stockholder shares an address and wishes to request delivery of a single copy of annual reports or proxy statements, rather than receiving multiple copies.

Where can I find the voting results from the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting and publish final results on a Form 8-K filed with the SEC within four business days after the Annual Meeting.

How do I communicate with the Board?

You (stockholders and other interested persons) may communicate with our entire Board, the Chairman or the independent directors as a group by sending an e-mail to boardofdirectors@abm.com or by writing to Board of Directors, ABM Industries Incorporated, One Liberty Plaza, 7th Floor, New York, New York 10006. Our Corporate Secretary will forward all communications relating to ABM, other than business solicitations, advertisements, job inquiries or similar communications, directly to the appropriate directors.

In addition, we maintain a Compliance Hotline that is available 24 hours a day, seven days a week, to receive calls, e-mails and letters to report a concern or complaint, anonymous or otherwise. The Compliance Hotline can be reached at 1-877-253-7804, or online at www.abmhotline.ethicspoint.com.

OTHER BUSINESS

The Board is not aware of any matters that are expected to come before the Annual Meeting other than those referred to in this Proxy Statement. If any other matter should properly come before the Annual Meeting, the Proxy Committee intends to vote the proxies in accordance with its best judgment.

The Chairman of the Annual Meeting may refuse to allow the transaction of any business, or to acknowledge the nomination of any person, not made in compliance with our Bylaws.

SUBMISSION OF STOCKHOLDER PROPOSALS FOR 2024 ANNUAL MEETING

The table below summarizes the requirements for stockholders who wish to submit proposals or director nominations for the 2024 Annual Meeting of Stockholders. Stockholders are encouraged to consult Rule 14a-8 of the Exchange Act and our Bylaws, as appropriate, to see all applicable information.

Under SEC rules and our Bylaws, if a stockholder wants us to include a proposal in our 2024 proxy materials for presentation at our 2024 Annual Meeting of Stockholders, then the proposal must be received at our principal executive offices at One Liberty Plaza, 7th Floor, New York, New York 10006, Attention: Corporate Secretary, as described below.

	Proposals for inclusion in the 2024 Proxy Statement	**Other proposals/nominees to be presented at the 2024 Annual Meeting***
Type of proposal	SEC rules permit stockholders to submit proposals for inclusion in our 2024 Proxy Statement by satisfying the requirements set forth in Rule 14a-8 of the Securities Exchange Act	Stockholders may present proposals for business to be considered or proposals for director nominations directly at the 2024 Annual Meeting (and not for inclusion in our proxy materials) by satisfying the requirements set forth in Section 2.5 or Section 3.7 of our Bylaws, as applicable.*
When proposal must be received by the Company	No later than October 14, 2023	No earlier than November 23, 2023, and no later than December 23, 2023. In addition to satisfying the requirements under our Bylaws, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than ABM's nominees must provide notice that sets forth the information required by Rule 14a-19 under the Exchange Act (including a statement that such stockholder intends to solicit the holders of shares representing at least 67% of the voting power of the Company's shares entitled to vote on the election of directors in support of director nominees other than ABM's nominees) no later than January 22, 2024.
Where to send	**Delivered to, or be mailed and received at the Company's principal executive offices:** Office of the Corporate Secretary One Liberty Plaza, 7th Floor New York, New York 10006	
What to include	The information required by Rule 14a-8 of the Exchange Act	The information required by our Bylaws including, without limitation, the following information with respect to stockholder director nominees (among other matters): (i) the proposing person's notice, (ii) the nominee's written questionnaire with respect to the background and qualifications of such nominee including all information related to the candidate that is required to be disclosed in a proxy statement or other filings in connection with the solicitation of proxies for the election of directors in a contested election pursuant to Section 14(a) of the Exchange Act and related rules and regulations, (iii) a representation from the nominee that he or she is not party to and will not become a party to any agreement about how such person will act or vote on Board matters that has not been disclosed to the Company, (iv) disclosure of any agreement or arrangement with any person, other than the Company, to any direct or indirect compensation, reimbursement or indemnification for service as a Board member, and (v) a representation from the nominee that, if elected, he or she will comply with the Company's disclosed corporate governance policies (including as set forth in Section 2.13(c) of the Bylaws and the related agreement to tender, promptly following the meeting at which he or she is elected as a director, an irrevocable conditional resignation).

* Our Bylaws are available in the corporate governance section of our website at http://investor.abm.com/corporate-governance.cfm.

APPENDIX A
RECONCILIATION OF GAAP FINANCIAL MEASURES TO NON-GAAP FINANCIAL MEASURES (UNAUDITED)

2020-2022 TSR-Modified Performance Shares Award Metric Definitions:

- **Adjusted EBITDA** (as further adjusted for the impact of the Able, Momentum and RavenVolt acquisitions) means Net Income before interest, taxes, depreciation and amortization and excluding items impacting comparability, further adjusted for the impact of the Able, Momentum and RavenVolt acquisitions.
- **Organic Revenue** means the Company's revenue for fiscal year 2022, adjusted for the impact of the Able, Momentum and RavenVolt acquisitions.
- **ROIC** is return on invested capital and equals net income excluding after-tax impact of discontinued operations, interest expense, items impacting comparability and certain tax discrete items adjusted for the net income (loss) impact of certain acquisitions, divided by invested capital.

The most directly comparable GAAP performance measures and information reconciling non-GAAP performance measures used in this Proxy Statement to our reported financial results prepared in accordance with GAAP are included in the tables below.

(in millions)	**Year Ended October 31, 2022**
Reconciliation of Net Income to Adjusted Net Income Adjusted For Impact of Acquisitions	
Net Income	$230.4
Items impacting comparability[(1)]	34.5
Income tax benefit	(17.8)
Items impacting comparability, net of taxes	16.7
Impact of Momentum and RavenVolt acquisitions	(1.6)
Adjusted Net Income	$245.5
Reconciliation of Net Income to Adjusted EBITDA and Adjusted EBITDA (as further adjusted for the impact of the Able, Momentum and RavenVolt acquisitions)	
Net Income	$230.4
Items impacting comparability[(1)]	34.5
Income tax provision	79.6
Interest expense	41.1
Depreciation and amortization	112.4
Adjusted EBITDA	498.1
Impact of Able, Momentum and RavenVolt acquisitions	(85.8)
Adjusted EBITDA (as further adjusted for the impact of the Able, Momentum and RavenVolt acquisitions)	$412.3
Reconciliation of Revenues to Organic Revenues	
Revenues	$7,806.6
Impact of Able acquisition	(1,158.9)
Impact of Momentum and RavenVolt acquisitions	(55.2)
Organic revenues	$6,592.5
Revenues Excluding Management Reimbursement	
Revenues	$7,806.6
Management reimbursement	(280.6)
Revenues excluding management reimbursement	$7,526.0
Adjusted EBITDA margin as a % of revenues excluding management reimbursement[(2)]	6.6%

(1) The Company adjusts net income to exclude the impact of certain items that are unusual, non-recurring, or otherwise do not reflect management's view of the underlying operational results and trends of the Company. Please refer to the Company's Fourth Quarter and Full Year 2022 Financial Results press release for a full list of Items Impacting Comparability.

(2) The Company has revised its calculation for adjusted EBITDA margin for all periods presented to exclude management reimbursement revenue, which the Company believes provides a clearer understanding of its operating margins. Such revenue and its associated costs, which net out to zero, are both recorded on a gross basis, and generally have no associated margin.

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Building Value

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