

# **ABM Industries Incorporated**

## **Code of Business Conduct**

**September 2015**

### **Purpose and Scope**

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

To accomplish our vision, we treat each other with dignity and respect and we believe in diversity of thought, culture and background. We respect the concerns and needs of our clients and do our utmost to solve their challenges. We believe in just treatment for all and strive to lead the integrated facility services industry through our honest, ethical attitude and open communications with all employees and clients. We believe that self-respect begins in our workplace and we strive to uphold a sound business philosophy in all matters. We never compromise our integrity.

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

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

### **Guidance and Administration**

As you read this Code, bear in mind that it is not possible to capture all situations that could give rise to a concern. If you need help in understanding or applying the Code, ask for guidance. The Company’s General Counsel administers and interprets our Code. In doing so, she works with the Board and other company leaders to adopt procedures to promote the effectiveness of the Code and to respond to questions relating to the Code and its

application. Questions about this Code or concerns relating to the application of the Code should be referred to the Company's General Counsel at the earliest possible time at 1-877-253-7804 or online at [abmhotline.ethicspoint.com](http://abmhotline.ethicspoint.com). You can also seek help or report possible violations of the Code in the manner described under "Finding Assistance and Reporting Illegal or Unethical Behavior."

## **Conflicts of Interest**

It is important that our business decisions are made ethically and in the best interests of the Company. A "conflict of interest" occurs when a director, officer or employee's private interest interferes in any way, or even appears to interfere, with the interests of the Company as a whole. We need to address and resolve potential conflicts of interest to further the interests of the Company and our shareholders. Any situation that creates or appears to create a conflict of interest between personal interests and the Company's interests must be avoided, terminated, resolved or appropriately disclosed.

While it is not possible to list all situations which could give rise to a conflict of interest or potential conflict of interest, some examples of potential conflicts of interest include the following:

- A family member receives an improper personal benefit as a result of your position with the Company. "Family member" can include your child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, aunt, uncle, niece, nephew or any person who lives in your household.
- A family member is employed by the Company in any position where either you or the family member is subject, directly or indirectly, to the management and/or control of the other. The Company's Nepotism and Personal Relationships Policy delineates additional procedures to be followed in the employment of Family Members and our Related Party Transactions Policy provides additional procedures relating to transactions involving family members of executive officers of the Company and members of our Board of Directors.
- You are employed by, or act as a consultant to, a competitor or potential competitor, regardless of the nature of the employment or consulting relationship.
- You are employed by, or act as a consultant to, a subcontractor or vendor, regardless of the nature of the employment or consulting relationship.
- You own, or hold a substantial interest in, a business which is a competitor or supplier of the Company.
- You purchase, or direct the purchase, of merchandise or services for the Company from, or placement of other business with, a company directly or beneficially owned or controlled by you or a family member.
- You provide any service as a proprietor, general partner, officer or director of any business (except charitable organizations or family businesses that do not compete with the Company) without first obtaining written consent of the president of ABM or the employing subsidiary. (This provision does not apply to directors of ABM who are not also employees.)

- Any loans to employees, or guarantees of employee obligations, not authorized by Company policies and procedures or not permitted by applicable law.

All situations that may involve a conflict of interest, or potential conflict of interest, should be reported immediately to ABM's Vice President of Human Resources, Vice President of Internal Audit or to the Divisional Senior Vice President of Human Resources. A conflict of interest may only be waived in accordance with the provisions set forth below under "Waivers".

Transactions in which an executive officer, director, or family member of an executive officer or director may have a material interest are also subject to the Company's Related Party Transaction Policy. An executive officer means an officer of ABM who is designated by the Board as an officer for the purposes of the Securities Exchange Act of 1934.

### **Corporate Opportunities and Duty of Loyalty**

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

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

### **Gifts and Gratuities**

No gift, favor or entertainment should be accepted or provided if it will obligate, or appear to obligate, the receiver. We do not seek to gain any advantage through the improper use of business favors or gifts. Gifts include any tangible item of value, any service of value, any purchase at a price lower than what is usually charged or any benefit or other thing of value (including cash or certificates), any of which are given at less than usual and customary rates or fair market value.

We prohibit bribes, kickbacks, or payoffs of any kind. You may not offer or pay, directly or indirectly, any "bribe" or "kickback" or other payment of anything of value to any person for the purpose of influencing, obtaining or rewarding any favorable action in a commercial transaction, collective bargaining agreement or governmental matter involving the Company, nor may you solicit any payment or receipt of anything of value from any person for any such purpose. Practices or procedures that might conceal or facilitate bribery, kickbacks or any other illegal or improper payments or receipts or which might support an inference of wrongdoing or jeopardize important business relationships are also not permitted.

## **Insider Trading and Speculation**

ABM is a public company whose shares are listed on the New York Stock Exchange and are publicly traded. Insider trading is both unethical and unlawful. By virtue of working for ABM or one of its subsidiaries or affiliates, you may become aware of important information about the Company that has not been publicly disclosed. United States federal and state securities laws refer to this type of information as “material non-public information.” You are strictly prohibited from directly or indirectly buying, selling or otherwise trading in ABM securities on the basis of material nonpublic information or sharing that information with others. Examples of inside information include: potential mergers, acquisitions or divestitures; financial results or changes in dividends; gain or loss of significant contracts; major litigation or claims; major changes in business strategies and any non-public information which could affect the price of ABM securities. In addition, directors, executive officers and certain other employees because of their positions or involvement in the financial reporting process must follow additional rules governing their trading in ABM securities.

The Company also believes it is improper and inappropriate for directors, officers and employees to engage in speculative transactions involving ABM securities. You therefore may not sell any ABM securities you do not own (i.e., a short sale) either directly, by sale of an option or other arbitrage transaction. The policy against insider trading also applies to trades in the securities of ABM’s customers and other companies with which the Company does business. If you learn confidential information about these companies, you may not trade in their securities.

The law in this area is complex; you are encouraged to contact the Company’s Legal Department if you have questions about insider trading or other speculative activity.

## **Compliance with Laws, Regulations and Policies**

Compliance with laws, rules and regulations is core to our business. We conduct our activities in compliance with all laws, rules and regulations of the jurisdictions in which we do business. We comply with both the letter and the spirit of the law. Fraud, theft, dishonesty, embezzlement, misappropriation or falsification in connection with your duties for the Company are never tolerated and all such acts may result in immediate termination of employment for cause.

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

- Immigration related laws concerning the hiring of legally documented workers;
- Employment laws concerning payment of minimum wage, overtime requirements, child labor and general working conditions;
- Labor laws concerning worker organizing and bargaining activities;
- Health and safety laws concerning the workplace;
- Laws concerning harassment, discrimination and retaliation;

- Federal laws concerning racketeering and corrupt practices;
- Laws concerning unlawful influence of foreign officials and falsification of records;
- Laws concerning the proper maintenance of books, records and internal controls;
- Laws, regulations, and contract provisions in connection with the Company's government contracting activities; and
- Any other applicable federal, state or local law, regulation or ordinance.

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

We understand that you may be uncertain as to whether a transaction or course of conduct complies with applicable laws, rule and regulations. When you are uncertain, it is expected that you will seek advice in accordance with the procedures described under "Finding Assistance and Reporting Illegal or Unethical Behavior."

### **Wages, Hours and Working Conditions**

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

### **Fair Dealing**

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

### **Protection and Proper Use of Company Assets**

The Company's assets - both physical and intellectual - are very valuable. Employees are expected at all times to protect and assure the proper and efficient use of the Company's assets, property and facilities for the benefit of the Company and its shareholders. This includes taking appropriate precautions to protect information when using the internet or storing information on a computer. When using Company assets, you are expected to put the interests of the Company ahead of other interests and assure that such assets are used

only for conducting legitimate Company business. Theft, carelessness and waste by an employee of any Company asset(s) are strictly prohibited.

### **Political Contributions and Activities**

Many Company employees participate in the political life of their respective communities. However, employees are prohibited from making any direct or indirect contribution of cash, merchandise, services or other property on behalf of the Company to any candidate for public office, or to any political party, political advocacy group or other political organization, except as provided by the Commitments Policy. Employees may not use Company resources and assets for personal activities in support of their choice of political party, candidate or cause. Corporate expenditures of a nonpartisan nature may be made in support of legislative issues of concern to the Company, but only with prior written approval of the General Counsel and, in cases involving contributions in excess of \$10,000, the President & Chief Executive Officer of ABM Industries Incorporated.

### **Health and Safety**

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

### **Harassment and Workplace Violence.**

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

## **Sustainability**

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

## **Confidentiality**

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

## **Accounting and Recordkeeping**

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

Internal controls are an essential part of accounting and the effective operation of a business enterprise. They are designed to ensure the integrity of the accounting data in the Company's financial statements and reports. They also prevent inefficiency, waste and the improper use of the Company's funds or other assets. ABM has adopted certain more detailed policies and procedures on internal controls. These are made available to all employees who are involved with internal controls.

A strong audit effort helps ensure compliance with established policies, procedures and controls and helps identify potential control deficiencies so that they may be promptly corrected. The Company's internal audit function is an essential resource, and it plays a critical role in providing management with evaluations of the effectiveness of internal controls over accounting, operational and administrative functions. If you receive inquiries from the Company's internal or independent auditors, accountants, or the Audit Committee you must respond promptly, fully and accurately.

We do not tolerate any subversion of the Company's systems of internal accounting controls, funds or assets for any illegal or improper purposes nor do we tolerate the making of false or misleading statements in any Company documents, reports or records. No undisclosed or unrecorded accounts may be established using the Company's funds or other assets. Any employee who is directed to act in a manner that he or she believes is not in compliance with this Code should seek guidance and report the matter in accordance with the procedures found under "Finding Assistance and Reporting Illegal or Unethical Behavior."

### **Finding Assistance and Reporting Illegal or Unethical Behavior**

The Company provides resources for assisting employees who need information or advice concerning the topics covered in our Code of Business Conduct.

We encourage employees to talk to their supervisor, manager or human resource representative when in doubt about the best course of action to take in a particular situation. Any director or employee who believes another director, employee or any agent, consultant or contract worker is violating the Company's policies, the law, or any contract provisions in connection with the Company's government contracting activities or is engaging in any activity that could damage ABM's reputation is required to immediately call this to the attention of one or more of the following:

- The General Counsel
- The Vice President of Internal Audit
- The Senior Vice President of Human Resources
- ABM's Compliance Hotline

The Compliance Hotline is a toll-free, confidential, third party service set up for employees to report possible violations of the law, this Code or other ABM policies. The Hotline is staffed 24 hours per day and calls can be accepted in any language. Callers may make reports anonymously if they choose. The Compliance Hotline can be reached at 1-877-253-7804. Reports are also accepted online at **[abmhotline.ethicspoint.com](http://abmhotline.ethicspoint.com)**. All calls and online reports will be promptly forwarded to ABM's Corporate Headquarters for investigation and review. Employees may also report issues or problems by mail addressed to ABM Compliance, ABM Industries Incorporated, 551 Fifth Avenue, Suite 300, New York, NY 10176.

A failure to report a violation is itself a violation of this Code.



We do not tolerate retaliation against anyone who, in good faith, reports a possible violation of any law or Company policy. Any employee or manager who attempts to retaliate against an individual who has reported a violation or possible violation of this Code will face serious disciplinary action, up to and including termination.

### **Penalties for Violations**

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

### **Waivers**

It is the expectation of the Company that waivers of the provisions of this Code should be the exception and not the rule. Any waiver of the provisions of this Code for directors, ABM executive officer, ABM Vice Presidents, Regional Vice Presidents and above of ABM Onsite Services and its subsidiary companies, and Senior Vice Presidents and above of non-ABM Onsite Services companies may be made only by the Board of Directors. Any waiver of this Code for all other employees may be made only by the President and Chief Executive Officer of ABM Industries Incorporated, with all such waivers reviewed annually by the Audit Committee of the Company. Any waivers granted to directors or executive officers of the Company will be promptly disclosed to Company shareholders if and as required by law or stock exchange regulation.

### **Amendments**

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

## **How to Obtain More Information**

Our Code of Business Conduct provides guidelines relating to ethical issues you might face as an employee. In addition to the Code, you should consult other Company policies and procedures which contain more detailed information relating to employee responsibilities and corporate practices.

These include our:

- ❖ Accounting Complaints Policy
- ❖ Accounting Policies Manual
- ❖ Anti-Bribery and Anti-Corruption Compliance Policy
- ❖ Antitrust/Competition Compliance Policy
- ❖ COBC – U.S. Government Supplement Policy
- ❖ Commitments Policy
- ❖ Corporate Name and Tradename Policy
- ❖ Employee Handbook
- ❖ Employee Travel Policy
- ❖ Gift and Entertainment Policy
- ❖ Insider Trading Policy
- ❖ IT Policies
- ❖ Nepotism Policy
- ❖ Related Party Transaction Policy
- ❖ Recoupment Policy
- ❖ Regulation FD Policy
- ❖ Social Media Policy
- ❖ Sustainability Policy
- ❖ Trademark Policy
- ❖ Treasury Policies and Procedures

These policies and other related resources can be found on the ABM Policy Portal on the Company's intranet site at <https://connectx.abm.com/policyportal/documents.aspx>

## **CERTIFICATION**

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