

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended April 30, 2023
or

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

For the transition period from _____ to _____

Commission File Number: 1-8929

ABM INDUSTRIES INCORPORATED

(Exact name of registrant as specified in its charter)



Delaware
(State or other jurisdiction of
incorporation or organization)

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

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

(Address of principal executive offices)

(212) 297-0200

(Registrant's telephone number, including area code)

None

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

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

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

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

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

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

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

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

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

Number of shares of the registrant's common stock outstanding as of June 6, 2023: 66,146,035

6ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES

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FORWARD-LOOKING STATEMENTS

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

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

operating results and investor perceptions of our Company and as a result may have a material adverse effect on the value of our common stock.

- Our business may be negatively impacted by adverse weather conditions.
- Catastrophic events, disasters, pandemics, and terrorist attacks could disrupt our services.
- Ongoing impacts of the COVID-19 pandemic may adversely affect our liquidity, capital resources, supply chain, operations, and revenue.
- Actions of activist investors could disrupt our business.

The list of factors above is illustrative and by no means exhaustive. Additional information regarding these and other risks and uncertainties we face is contained in our Annual Report on Form 10-K for the year ended October 31, 2022, and in other reports (including all amendments to those reports) we file from time to time with the Securities and Exchange Commission ("SEC").

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

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS.

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(in millions, except share and per share amounts)

	April 30, 2023	October 31, 2022
ASSETS		
Current assets		
Cash and cash equivalents	\$ 71.2	\$ 73.0
Trade accounts receivable, net of allowances of \$24.2 and \$22.6 at April 30, 2023 and October 31, 2022, respectively	1,345.1	1,278.7
Costs incurred in excess of amounts billed	102.8	75.8
Prepaid expenses	110.8	82.1
Other current assets	63.1	51.6
Total current assets	1,693.0	1,561.2
Other investments		
Property, plant and equipment, net of accumulated depreciation of \$314.3 and \$296.9 at April 30, 2023 and October 31, 2022, respectively	126.1	125.4
Right-of-use assets	111.7	115.2
Other intangible assets, net of accumulated amortization of \$499.6 and \$459.8 at April 30, 2023 and October 31, 2022, respectively	340.8	378.5
Goodwill	2,494.3	2,485.6
Other noncurrent assets	152.5	188.5
Total assets	\$ 4,932.9	\$ 4,868.9
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Current portion of debt, net	\$ 31.5	\$ 181.5
Trade accounts payable	263.6	315.5
Accrued compensation	207.7	246.6
Accrued taxes — other than income	50.6	124.7
Insurance claims	182.1	171.4
Income taxes payable	6.7	6.6
Current portion of lease liabilities	32.6	30.3
Other accrued liabilities	334.7	276.5
Total current liabilities	1,109.5	1,353.2
Long-term debt, net	1,352.5	1,086.3
Long-term lease liabilities	98.0	104.5
Deferred income tax liability, net	88.8	89.7
Noncurrent insurance claims	402.7	387.7
Other noncurrent liabilities	94.2	126.0
Noncurrent income taxes payable	4.3	4.2
Total liabilities	3,150.1	3,151.7
Commitments and contingencies		
Stockholders' Equity		
Preferred stock, \$0.01 par value; 500,000 shares authorized; none issued	—	—
Common stock, \$0.01 par value; 100,000,000 shares authorized; 66,139,271 and 65,587,894 shares issued and outstanding at April 30, 2023 and October 31, 2022, respectively	0.7	0.7
Additional paid-in capital	679.2	675.5
Accumulated other comprehensive loss, net of taxes	(14.6)	(16.2)
Retained earnings	1,117.5	1,057.2
Total stockholders' equity	1,782.8	1,717.2
Total liabilities and stockholders' equity	\$ 4,932.9	\$ 4,868.9

See accompanying notes to unaudited consolidated financial statements.

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

<i>(in millions, except per share amounts)</i>	Three Months Ended April 30,		Six Months Ended April 30,	
	2023	2022	2023	2022
Revenues	\$ 1,984.0	\$ 1,897.8	\$ 3,975.3	\$ 3,834.1
Operating expenses	1,715.2	1,648.3	3,465.0	3,307.9
Selling, general and administrative expenses	156.6	156.8	307.2	309.9
Amortization of intangible assets	19.5	17.6	39.0	35.2
Operating profit	92.7	75.0	164.1	181.0
Income from unconsolidated affiliates	0.6	0.6	1.7	1.0
Interest expense	(21.1)	(7.8)	(40.9)	(14.1)
Income before income taxes	72.3	67.8	125.0	168.0
Income tax provision	(20.4)	(19.0)	(34.5)	(43.2)
Net income	51.9	48.8	90.4	124.8
Other comprehensive income				
Interest rate swaps	(2.5)	11.3	(15.6)	11.9
Foreign currency translation and other	2.3	(8.9)	12.8	(11.4)
Income tax benefit (provision)	0.7	(3.0)	4.3	(3.2)
Comprehensive income	\$ 52.4	\$ 48.1	\$ 92.0	\$ 122.1
Net income per common share				
Basic	\$ 0.78	\$ 0.73	\$ 1.36	\$ 1.85
Diluted	\$ 0.78	\$ 0.72	\$ 1.35	\$ 1.84
Weighted-average common and common equivalent shares outstanding				
Basic	66.4	67.2	66.4	67.5
Diluted	66.7	67.5	66.7	67.9

See accompanying notes to unaudited consolidated financial statements.

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

<i>(in millions, except per share amounts)</i>	Three Months Ended April 30,				Six Months Ended April 30,			
	2023		2022		2023		2022	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
Common Stock								
Balance, beginning of period	66.1	\$ 0.7	67.4	\$ 0.7	65.6	\$ 0.7	67.3	\$ 0.7
Stock issued under employee stock purchase and share-based compensation plans	—	—	—	—	0.6	—	0.5	—
Repurchase of common stock	—	—	(0.7)	—	—	—	(1.0)	—
Balance, end of period	66.1	0.7	66.8	0.7	66.1	0.7	66.8	0.7
Additional Paid-in Capital								
Balance, beginning of period		670.7		737.0		675.5		750.9
Stock issued (taxes withheld) under employee stock purchase and share-based compensation plans, net		0.8		1.0		(10.9)		(8.1)
Share-based compensation expense		7.7		8.4		14.6		16.8
Repurchase of common stock		—		(30.0)		—		(43.3)
Balance, end of period		679.2		716.4		679.2		716.4
Accumulated Other Comprehensive Loss, Net of Taxes								
Balance, beginning of period		(15.1)		(24.6)		(16.2)		(22.5)
Other comprehensive income (loss)		0.5		(0.6)		1.6		(2.6)
Balance, end of period		(14.6)		(25.2)		(14.6)		(25.2)
Retained Earnings								
Balance, beginning of period		1,080.3		942.1		1,057.2		880.2
Net income		51.9		48.8		90.4		124.8
Dividends								
Common stock (\$0.220 and \$0.195 per share)		(14.5)		(13.0)		(29.0)		(26.2)
Stock issued under share-based compensation plans		(0.2)		(0.2)		(1.1)		(1.1)
Balance, end of period		1,117.5		977.7		1,117.5		977.7
Total Stockholders' Equity		\$ 1,782.8		\$ 1,669.6		\$ 1,782.8		\$ 1,669.6

See accompanying notes to unaudited consolidated financial statements.

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

<i>(in millions)</i>	Six Months Ended April 30,	
	2023	2022
Cash flows from operating activities		
Net income	\$ 90.4	\$ 124.8
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	61.1	55.1
Deferred income taxes	3.3	39.0
Share-based compensation expense	14.6	16.8
Recovery of bad debt	—	(2.9)
Amortization of accumulated other comprehensive gain on interest rate swaps	—	(2.9)
Discount accretion on insurance claims	0.2	—
Loss/(Gain) on sale of assets	0.2	(0.3)
Change in fair value in contingent consideration	(8.4)	—
Income from unconsolidated affiliates	(1.7)	(1.0)
Distributions from unconsolidated affiliates	1.8	—
Changes in operating assets and liabilities		
Trade accounts receivable and costs incurred in excess of amounts billed	(93.5)	(93.7)
Prepaid expenses and other current assets	(35.9)	(7.1)
Right-of-use assets	3.5	11.1
Other noncurrent assets	22.9	(7.3)
Trade accounts payable and other accrued liabilities	(118.1)	(163.3)
Long-term lease liabilities	(6.5)	(10.6)
Insurance claims	25.4	(11.5)
Income taxes payable, net	(4.0)	(17.1)
Other noncurrent liabilities	(0.3)	(66.6)
Total adjustments	(135.4)	(262.3)
Net cash used in operating activities	(45.0)	(137.5)
Cash flows from investing activities		
Additions to property, plant and equipment	(23.8)	(19.6)
Proceeds from sale of assets	1.6	3.9
Purchase of businesses, net of cash acquired	—	(56.7)
Investments in equity securities	—	(3.0)
Net cash used in investing activities	(22.2)	(75.5)
Cash flows from financing activities		
Taxes withheld from issuance of share-based compensation awards, net	(12.0)	(9.2)
Repurchases of common stock	—	(43.3)
Dividends paid	(29.0)	(26.2)
Borrowings from debt	575.5	720.6
Repayment of borrowings from debt	(459.8)	(437.3)
Changes in book cash overdrafts	(11.0)	(9.1)
Financing of energy savings performance contracts	0.5	6.6
Repayment of finance lease obligations	(1.5)	(1.0)
Net cash provided by financing activities	62.8	201.2
Effect of exchange rate changes on cash and cash equivalents	2.6	(2.2)
Net decrease in cash and cash equivalents	(1.8)	(14.0)
Cash and cash equivalents at beginning of year	73.0	62.8
Cash and cash equivalents at end of period	\$ 71.2	\$ 48.9

See accompanying notes to unaudited consolidated financial statements.

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

1. THE COMPANY AND NATURE OF OPERATIONS

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



Aviation



Business &
Industry



Education



Manufacturing
& Distribution



Technical
Solutions

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

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with (i) United States generally accepted accounting principles (“U.S. GAAP”) for interim financial information and (ii) the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of our management, our unaudited consolidated financial statements and accompanying notes (the “Financial Statements”) include all normal recurring adjustments that are necessary for the fair statement of the interim periods presented. Interim results of operations are not necessarily indicative of results for the full year. The Financial Statements should be read in conjunction with our audited consolidated financial statements (and notes thereto) in our Annual Report on Form 10-K for the year ended October 31, 2022. Unless otherwise indicated, all references to years are to our fiscal years, which end on October 31.

Rounding

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

Management Reimbursement Revenue by Segment

We operate certain parking facilities under management reimbursement arrangements. Under these arrangements, we manage the parking facilities for management fees and pass through the revenues and expenses associated with the facilities to the owners. These revenues and expenses are reported in equal amounts as costs reimbursed from our managed locations. Management reimbursement revenue for the three and six months ended April 30, 2023, was \$73.5 million and \$146.0 million, respectively. Management reimbursement revenue for the three and six months ended April 30, 2022, was \$66.4 million and \$131.3 million, respectively.

Recently Adopted Accounting Standards

In March 2020, the Financial Accounting Standards Board (“FASB”) issued ASU 2020-04, Reference Rate Reform (Topic 848), Facilitation of the Effects of Reference Rate Reform on Financial Reporting. This ASU provides optional expedients to assist with the discontinuance of LIBOR. The expedients allow companies to ease the potential accounting burden when modifying contracts and hedging relationships that use LIBOR as a reference rate, if certain criteria are met. In January 2021, FASB issued ASU 2021-01, Reference Rate Reform (Topic 848): Scope. This ASU clarifies that derivatives affected by the discounting transition are explicitly eligible for certain optional expedients and exceptions under Topic 848. Effective November 1, 2022, we applied available practical

expedients under ASC 848 to account for modifications, changes in critical terms, and updates to the designated hedged risks as qualifying changes have been made to applicable debt and derivative contracts as if they were not substantial.

3. ACQUISITIONS AND DISPOSITIONS

Acquisition of RavenVolt

On September 1, 2022, we completed the acquisition of all of the equity interests of RavenVolt, Inc. ("RavenVolt"), a nationwide provider of advanced turn-key microgrid systems utilized by diversified commercial and industrial customers, national retailers, utilities, and municipalities. RavenVolt's operations are included within our Technical Solutions segment. The transaction met the definition of a business combination. We applied the acquisition method of accounting.

The initial purchase price for the acquisition was approximately \$170.0 million in cash at closing (subject to customary working capital and net debt adjustments) plus the potential of post-closing contingent consideration of up to \$280.0 million. The post closing contingent consideration is payable in cash in calendar years 2024, 2025, and 2026 if RavenVolt's earnings before interest, taxes, depreciation, and amortization ("EBITDA"), as defined in the RavenVolt merger agreement, meets or exceeds certain defined targets. The maximum contingent consideration that is payable in calendar years 2024, 2025, and 2026 is \$75.0 million, \$75.0 million, and \$130.0 million, respectively. If the EBITDA achieved for calendar years 2023–2025 cumulatively meets the defined EBITDA targets, the entire \$280.0 million would be paid in calendar year 2026, minus any earn-out payments made in 2024 and 2025. The estimate of the fair value of the contingent consideration on the date of acquisition, was \$59.0 million.

At April 30, 2023, the estimate of the fair value of the contingent consideration was \$50.6 million. The change in fair value is recognized within "Selling, general and administrative expenses" of the unaudited Consolidated Statements of Comprehensive Income.

The assets acquired and liabilities assumed were recognized at their acquisition date fair values. The acquisition accounting is subject to change as the Company obtains additional information during the measurement period about the facts and circumstances that existed as of the acquisition date. The final acquisition accounting may include changes to intangible assets, and deferred taxes within the measurement period not to exceed one year from the acquisition date. Goodwill is not deductible for income tax purposes. As of April 30, 2023, we recorded preliminary goodwill and intangibles of \$207.4 million and \$16.7 million, respectively. The total assets acquired, excluding goodwill and intangibles, and liabilities assumed amounted to \$49.3 million and \$44.5 million, respectively.

The unaudited Consolidated Statements of Comprehensive Income for the three and six months ended April 30, 2023, include revenues attributable to RavenVolt of \$29.8 million and \$48.1 million, respectively, and operating profit of \$1.3 million and operating loss of \$0.8 million, respectively.

Acquisition of Momentum

Effective April 7, 2022, we acquired Maybin Support Services Limited, Momentum Support Limited (UK), and Momentum Property Support Services Limited (collectively "Momentum"), a leading independent provider of facility services, primarily janitorial, across the Republic of Ireland and Northern Ireland, for a purchase price of approximately \$54.8 million. As of April 30, 2023, we have completed the acquisition accounting, and recorded goodwill and intangibles of \$42.9 million and \$10.4 million, respectively. Goodwill is not deductible for income tax purposes. The total assets acquired, excluding goodwill and intangibles, and liabilities assumed amounted to \$20.4 million and \$18.9 million, respectively. The one-year measurement period in which the purchase price allocation is subject to adjustments expired on April 7, 2023. There were no material changes made to ABM's preliminary acquisition accounting.

Disposition of Assets

On January 31, 2022, the Company sold a group of customer contracts for healthcare technology management within our Technical Solutions segment for \$8.5 million and recognized a gain of \$7.7 million during the six months ended April 30, 2022, which is included in "Selling, general and administrative expenses" in the accompanying unaudited Consolidated Statements of Comprehensive Income.

4. REVENUES

Disaggregation of Revenues

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

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

(in millions)	Three Months Ended April 30, 2022						Six Months Ended April 30, 2022					
	B&I	M&D	Education	Aviation	Technical Solutions	Total	B&I	M&D	Education	Aviation	Technical Solutions	Total
Major Service Line												
Janitorial ⁽¹⁾	\$ 676.7	\$ 307.2	\$ 177.9	\$ 26.4	\$ —	\$ 1,188.2	\$ 1,354.6	\$ 611.3	\$ 356.2	\$ 56.2	\$ —	\$ 2,378.4
Parking ⁽²⁾	85.1	8.8	0.3	77.1	—	171.2	168.4	19.5	0.5	154.8	—	343.2
Facility Services ⁽³⁾	241.8	41.0	26.3	6.8	—	315.8	510.2	85.2	53.3	13.3	—	661.9
Building & Energy Solutions ⁽⁴⁾	—	—	—	—	147.0	147.0	—	—	—	—	288.8	288.8
Airline Services ⁽⁵⁾	—	—	—	75.5	—	75.5	—	—	—	161.8	—	161.8
Total	\$ 1,003.6	\$ 356.9	\$ 204.4	\$ 185.9	\$ 147.0	\$ 1,897.8	\$ 2,033.1	\$ 716.0	\$ 410.1	\$ 386.1	\$ 288.8	\$ 3,834.1

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

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

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

⁽⁴⁾ Building & Energy Solutions arrangements provide custom energy solutions, including microgrid systems installation, electrical, HVAC, lighting, electric vehicle charging station installation, and other general maintenance and repair services for clients in the public and private sectors and are generally structured as energy savings, fixed-price repair, and refurbishment contracts. We also franchise certain operations under franchise agreements relating to our Linc Network and TEGG brands pursuant to franchise contracts.

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

Contract Types

We have arrangements under various contract types, as described in Note 2, "Basis of Presentation and Significant Accounting Policies," in our Annual Report on Form 10-K for the year ended October 31, 2022.

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

The majority of our contracts include performance obligations that are primarily satisfied over time as we provide the related services. These contract types include: monthly fixed-price; square-foot; cost-plus; work orders; transaction-price; hourly; management reimbursement; leased location; allowance; energy savings contracts; and fixed-price repair and refurbishment contracts, as well as our franchise and royalty fee arrangements. We recognize revenue as the services are performed using a measure of progress that is determined by the contract type. Generally, most of our contracts are cancelable by either party without a substantive penalty, and the majority have a notification period of 30 to 60 days.

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

Remaining Performance Obligations

At April 30, 2023, performance obligations that were unsatisfied for which we expect to recognize revenue totaled \$263.3 million. We expect to recognize revenue on approximately 76% of the remaining performance obligations over the next 12 months, with the remainder recognized thereafter, based on our estimates of project timing.

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

Contract Balances

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

Contract assets primarily consist of billed trade receivables, unbilled trade receivables, and costs incurred in excess of amounts billed. Billed and unbilled trade receivables represent amounts from work completed in which we

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

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

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

<i>(in millions)</i>	April 30, 2023	October 31, 2022
Contract assets		
Billed trade receivables ⁽¹⁾	\$ 1,198.0	\$ 1,138.8
Unbilled trade receivables ⁽¹⁾	171.3	162.5
Costs incurred in excess of amounts billed ⁽²⁾	102.8	75.8
Capitalized commissions ⁽³⁾	30.6	30.9

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

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

⁽³⁾ Included in other current assets and other noncurrent assets on the unaudited Consolidated Balance Sheets. During the six months ended April 30, 2023, we capitalized \$7.5 million of new costs and amortized \$7.8 million of previously capitalized costs. There was no impairment loss recorded on the costs capitalized.

<i>(in millions)</i>	Six Months Ended April 30, 2023
Contract liabilities⁽¹⁾	
Balance at beginning of period	\$ 79.6
Additional contract liabilities	144.7
Recognition of deferred revenue	(106.1)
Balance at end of period	\$ 118.2

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

5. NET INCOME PER COMMON SHARE

Basic and Diluted Net Income Per Common Share Calculations

<i>(in millions, except per share amounts)</i>	Three Months Ended April 30,		Six Months Ended April 30,	
	2023	2022	2023	2022
Net income	\$ 51.9	\$ 48.8	\$ 90.4	\$ 124.8
Weighted-average common and common equivalent shares outstanding — Basic	66.4	67.2	66.4	67.5
Effect of dilutive securities ⁽¹⁾				
Restricted stock units	0.1	0.2	0.2	0.2
Performance shares	0.1	0.1	0.2	0.1
Weighted-average common and common equivalent shares outstanding — Diluted	<u>66.7</u>	<u>67.5</u>	<u>66.7</u>	<u>67.9</u>
Net income per common share				
Basic	\$ 0.78	\$ 0.73	\$ 1.36	\$ 1.85
Diluted	\$ 0.78	\$ 0.72	\$ 1.35	\$ 1.84

⁽¹⁾ Excludes the impact of potentially dilutive outstanding share-based securities that are excluded from the calculation of diluted loss per share in periods when we have a loss, as their inclusion would have an anti-dilutive effect. Such impact is included in the table below.

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

<i>(in millions)</i>	Three Months Ended April 30,		Six Months Ended April 30,	
	2023	2022	2023	2022
Anti-dilutive	0.3	—	0.2	—

6. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair Value Hierarchy of Our Financial Instruments

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

<i>(in millions)</i>	Fair Value Hierarchy	April 30, 2023	October 31, 2022
Cash and cash equivalents ⁽¹⁾	1	\$ 71.2	\$ 73.0
Insurance deposits ⁽²⁾	1	2.3	0.9
Assets held in funded deferred compensation plan ⁽³⁾	1	4.2	4.1
Debt facilities ⁽⁴⁾	2	1,387.0	1,271.3
Interest rate swap assets ⁽⁵⁾	2	22.6	36.9
Interest rate swap liabilities ⁽⁵⁾	2	1.3	—
Preferred equity investment ⁽⁶⁾	3	3.0	3.0
Contingent consideration ⁽⁷⁾	3	50.6	59.0

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

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

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

⁽⁴⁾ Represents gross outstanding borrowings under our Credit and Receivables Facilities. Due to variable interest rates, the carrying value of outstanding borrowings under these facilities approximates the fair value. See Note 8, "Debt," for further information.

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

⁽⁶⁾ We purchased \$3.0 million in a preferred equity investment of a privately held company during the six months ended April 30, 2022, which we include in "Other investments" on the accompanying unaudited Consolidated Balance Sheet. Our investment does not have a readily determinable fair value; therefore, we account for the investment using the measurement alternative under Topic 321 and measure the investment at initial cost less impairment, if any.

⁽⁷⁾ Our contingent consideration payable related to the RavenVolt Acquisition is remeasured at each reporting date, based on significant inputs not observable in the market, which represents a Level 3 measurement within the fair value hierarchy. After the acquisition date and until the contingency is resolved, the fair value of contingent consideration payable is adjusted each reporting period based primarily on the expected probability of achievement of the contingency targets, which are subject to our estimate. These changes in fair value are recognized within "Selling, general and administrative expenses" of the unaudited Consolidated Statements of Comprehensive Income.

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

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

7. INSURANCE

We use a combination of insured and self-insurance programs to cover workers' compensation, general liability, automobile liability, property damage, and other insurable risks. For the majority of these insurance programs, we retain the initial \$1.0 million to \$1.5 million of exposure on a per-occurrence basis, either through deductibles or self-insured retentions. Beyond the retained exposures, we have varying primary policy limits ranging between \$1.0 million and \$5.0 million per occurrence. To cover general liability and automobile liability losses above these primary limits, we maintain commercial umbrella insurance policies that provide aggregate limits of \$200.0 million. Our insurance policies generally cover workers' compensation losses to the full extent of statutory requirements. Additionally, to cover property damage risks above our retained limits, we maintain policies that provide per occurrence limits of \$75.0 million. We are also self-insured for certain employee medical and dental plans. We maintain stop-loss insurance for our self-insured medical plan under which we retain up to \$0.5 million of exposure on a per-participant, per-year basis with respect to claims.

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

Actuarial Review and Interim Update Performed During 2023

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

During the first quarter of 2023, we performed a comprehensive actuarial review of the majority of our casualty insurance programs to evaluate changes made to claims reserves and claims payment activity for the period of May 1, 2022, through October 31, 2022 (the "Actuarial Review"). The Actuarial Review was comprehensive in nature and was based on loss development patterns, trend assumptions, and underlying expected loss costs during the period analyzed.

During the second quarter of 2023, we performed an interim actuarial update of the majority of our casualty insurance programs that considered changes in claims development and claims payment activity for the period of November 1, 2022, through January 31, 2023 (the "Interim Update"). This Interim Update was abbreviated in nature based on actual versus expected developments during the periods analyzed and relied on the key assumptions in the Actuarial Review (most notably loss development patterns, trend assumptions, and underlying expected loss costs).

Based on the results of the Actuarial Review and Interim Update at April 30, 2023, it was determined that there was no adjustment required for our total reserves related to prior years during the six months ended April 30, 2023. During the six months ended April 30, 2022, we decreased our total reserves related to prior years by \$28.7 million. We will continue to assess ongoing developments, which may result in further adjustments to reserves.

Insurance-Related Balances and Activity

<i>(in millions)</i>	April 30, 2023	October 31, 2022
Insurance claim reserves, excluding medical and dental	\$ 575.5	\$ 551.1
Medical and dental claim reserves	9.3	8.1
Insurance recoverables	71.0	71.0

At April 30, 2023, and October 31, 2022, insurance recoverables are included in both "Other current assets" and "Other noncurrent assets" on the accompanying unaudited Consolidated Balance Sheets.

Instruments Used to Collateralize Our Insurance Obligations

<i>(in millions)</i>	April 30, 2023	October 31, 2022
Standby letters of credit	\$ 54.0	\$ 153.7
Surety bonds and surety-backed letters of credit	174.3	73.2
Restricted insurance deposits	2.3	0.9
Total	\$ 230.7	\$ 227.8

8. DEBT

Components of Debt

<i>(in millions)</i>	April 30, 2023	October 31, 2022
Current portion of debt		
Gross term loan	\$ 32.5	\$ 32.5
Unamortized deferred financing costs	(1.0)	(1.0)
Current portion of term loan	\$ 31.5	\$ 31.5
Receivables facility	—	150.0
Current portion of debt	<u>\$ 31.5</u>	<u>\$ 181.5</u>
Long-term debt		
Gross term loan	\$ 552.5	\$ 568.8
Unamortized deferred financing costs	(2.0)	(2.4)
Total noncurrent portion of term loan	550.5	566.3
Revolving line of credit ⁽¹⁾⁽²⁾	802.0	520.0
Long-term debt	<u>\$ 1,352.5</u>	<u>\$ 1,086.3</u>

⁽¹⁾ Standby letters of credit amounted to \$58.6 million at April 30, 2023.

⁽²⁾ At April 30, 2023, we had borrowing capacity of \$432.0 million.

At April 30, 2023, and October 31, 2022, the weighted average interest rate on all outstanding borrowings, not including letters of credit and swaps, was 6.70% and 4.97%, respectively.

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

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

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

The Amended Credit Facility contains certain covenants, including a maximum total net leverage ratio of 5.00 to 1.00, a maximum secured net leverage ratio of 4.00 to 1.00, and a minimum interest coverage ratio of 1.50 to 1.00, as well as other financial and non-financial covenants. In the event of a material acquisition, as defined in the Amended Credit Facility, we may elect to increase the maximum total net leverage ratio to 5.50 to 1.00 for a total of four fiscal quarters and increase the maximum secured net leverage ratio to 4.50 to 1.00 for a total of four fiscal quarters. Our borrowing capacity is subject to, and limited by, compliance with the covenants described above. At April 30, 2023, we were in compliance with these covenants.

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

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

On March 1, 2022, we entered into an uncommitted receivable repurchase facility (the "Receivables Facility") of up to \$150 million, which expired on March 30, 2023. The Receivables Facility allowed the Company to sell a portfolio of available and eligible outstanding U.S. trade accounts receivable to a participating institution and simultaneously agree to repurchase them generally on a monthly basis. Under this arrangement, we made floating rate interest payments equal to the forward-looking term rate based on SOFR plus 1.05%. These interest payments were payable monthly in arrears. The repurchase price of the receivables in the facility was the original face value. Outstanding receivables were repurchased on a date agreed upon by both the buyer and seller, generally on a monthly basis, and on the termination date of the repurchase facility. This facility was considered a secured borrowing and provided the buyer with customary rights of termination upon the occurrence of certain events of default. We guaranteed all of the sellers' obligations under the facility. We accounted for the sale of receivables under the Receivables Facility as short-term debt and carried the receivables on the unaudited Consolidated Balance Sheets, primarily as a result of the requirement to repurchase receivables sold.

Long-Term Debt Maturities

During the three and six months ended April 30, 2023, we made principal payments under the term loan of \$8.1 million and \$16.3 million, respectively. As of April 30, 2023, the following principal payments are required under the term loan:

<i>(in millions)</i>	2023	2024	2025	2026	2027
Debt maturities	\$ 16.3	\$ 32.5	\$ 32.5	\$ 1,305.8	\$ —

Interest Rate Swaps

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

Notional Amount	Fixed Interest Rate	Effective Date	Maturity Date
\$100.0 million	1.72%	February 9, 2022	June 28, 2026
\$150.0 million	1.85%	February 25, 2022	June 28, 2026
\$100.0 million	2.88%	May 4, 2022	June 28, 2026
\$235.0 million ⁽¹⁾	2.83%	July 7, 2022	June 28, 2026
\$65.0 million ⁽¹⁾	2.79%	July 18, 2022	June 28, 2026
\$170.0 million	3.81%	November 1, 2022	June 28, 2026

⁽¹⁾ In July 2022, we entered into interest rate swap agreements with notional values totaling \$300.0 million at inception. The notional amount reduces to \$250.0 million in April 2024, \$175.0 million in October 2024, and \$100.0 million in October 2025 before maturing on June 28, 2026.

At April 30, 2023, and October 31, 2022, amounts recorded in accumulated other comprehensive loss (“AOCL”) for interest rate swaps were a gain of \$15.1 million, net of taxes of \$6.3 million, and a gain of \$26.8 million, net of taxes of \$10.1 million, respectively. At April 30, 2023, the total amount expected to be reclassified from AOCL to earnings during the next 12 months is a gain of \$4.9 million, net of taxes of \$1.9 million.

9. COMMON STOCK

Effective December 9, 2022, our Board of Directors expanded our existing share repurchase program by an additional \$150.0 million. No shares were repurchased during the three and six months ended April 30, 2023. At April 30, 2023, authorization for \$197.4 million of repurchases remained under our share repurchase program.

10. COMMITMENTS AND CONTINGENCIES

Letters of Credit and Surety Bonds

We use letters of credit and surety bonds to secure certain commitments related to insurance programs and for other purposes. As of April 30, 2023, these letters of credit and surety bonds and surety-backed letters of credit totaled \$58.6 million and \$755.8 million, respectively.

Guarantees

In some instances, we offer clients guaranteed energy savings under certain energy savings contracts. At April 30, 2023, total guarantees were \$238.5 million and extend through 2043. We include the estimated costs of guarantees in the transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. Our estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of our anticipated performance and all information (historical, current, and forecasted) that is reasonably available to us. Historically, we have not incurred any material losses in connection with these guarantees.

Sales Taxes

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

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

Legal Matters

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

At April 30, 2023, the total amount accrued for probable litigation losses where a reasonable estimate of the loss could be made was \$29.0 million. We do not accrue for contingent losses that, in our judgment, are considered to be reasonably possible but not probable. The estimation of reasonably possible losses also requires the analysis of multiple possible outcomes that often depend on judgments about potential actions by third parties. Our management currently estimates the range of loss for all reasonably possible losses for which a reasonable estimate of the loss can be made is between zero and \$3 million. Factors underlying this estimated range of loss may change from time to time, and actual results may vary significantly from this estimate.

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

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

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

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

11. INCOME TAXES

Our quarterly tax provision is calculated using an estimated annual tax rate that is adjusted for discrete items occurring during the period to arrive at our effective tax rate. During the three and six months ended April 30, 2023, we had effective tax rates of 28.2% and 27.6%, respectively, resulting in provisions for taxes of \$20.4 million and \$34.5 million, respectively. During the three and six months ended April 30, 2022, we had effective tax rates of 28.0% and 25.7%, respectively, resulting in provisions for taxes of \$19.0 million and \$43.2 million, respectively. The difference between the effective tax rate and statutory rate is primarily related to state income taxes, non-deductible compensation, and non-taxable change in the fair value of the contingent consideration related to the RavenVolt Acquisition.

Our effective tax rates for the three months ended April 30, 2023, and April 30, 2022, were not impacted by any significant discrete items.

Our effective tax rate for the six months ended April 30, 2023, was benefited by discrete items, primarily by \$1.4 million for share-based compensation. Our effective tax rate for the six months ended April 30, 2022, was benefited by discrete items, primarily by \$3.4 million change in tax reserves.

In 2020, Congress enacted the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") that included various payroll tax provisions. Through December 2020, we deferred approximately \$132 million of payroll tax. The deferred payroll tax has been remitted in full: \$66 million was paid in December 2021 and the remaining \$66 million was paid in December 2022.

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

12. SEGMENT INFORMATION

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

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

Financial Information by Reportable Segment

<i>(in millions)</i>	Three Months Ended April 30,		Six Months Ended April 30,	
	2023	2022	2023	2022
Revenues				
Business & Industry	\$ 998.5	\$ 1,003.6	\$ 2,035.0	\$ 2,033.1
Manufacturing & Distribution	373.2	356.9	753.7	716.0
Education	216.7	204.4	431.6	410.1
Aviation	227.2	185.9	439.5	386.1
Technical Solutions	168.4	147.0	315.5	288.8
	<u>\$ 1,984.0</u>	<u>\$ 1,897.8</u>	<u>\$ 3,975.3</u>	<u>\$ 3,834.1</u>
Operating profit				
Business & Industry	\$ 76.2	\$ 76.7	\$ 152.2	\$ 160.0
Manufacturing & Distribution	40.8	41.9	81.7	82.5
Education	11.8	11.7	23.6	24.3
Aviation	23.6	9.6	31.9	18.5
Technical Solutions ⁽¹⁾	10.2	10.6	17.4	27.4
Government Services	—	(0.3)	—	(0.3)
Corporate	(69.2)	(74.5)	(140.8)	(130.3)
Adjustment for income from unconsolidated affiliates, included in Aviation and Technical Solutions	(0.6)	(0.6)	(1.7)	(1.0)
Adjustment for tax deductions for energy efficient government buildings, included in Technical Solutions	—	(0.2)	(0.1)	(0.2)
	<u>92.7</u>	<u>75.0</u>	<u>164.1</u>	<u>181.0</u>
Income from unconsolidated affiliates	0.6	0.6	1.7	1.0
Interest expense	(21.1)	(7.8)	(40.9)	(14.1)
Income before income taxes	<u>\$ 72.3</u>	<u>\$ 67.8</u>	<u>\$ 125.0</u>	<u>\$ 168.0</u>

⁽¹⁾ Reflects a \$7.7 million gain on the sale of assets during the six months ended April 30, 2022.

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

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to facilitate an understanding of the results of operations and financial condition of ABM. This MD&A is provided as a supplement to, and should be read in conjunction with, our Financial Statements and our Annual Report on Form 10-K for the year ended October 31, 2022, which has been filed with the SEC. This MD&A contains forward-looking statements about our business, operations, and industry that involve risks and uncertainties, such as statements regarding our plans, objectives, expectations, and intentions. Our future results and financial condition may be materially different from those we currently anticipate. See "Forward-Looking Statements" for more information.

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

Business Overview

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

ELEVATE Strategy

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






We will continue to make significant investments, which, as previously stated, are expected to total \$150 – \$175 million over the life of the program and we will continue to implement various measures with the aim to **ELEVATE**:

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

Segment Reporting

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

REPORTABLE SEGMENTS AND DESCRIPTIONS

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

Key Financial Highlights

- Revenues increased by \$86.2 million, or 4.5%, to \$1,984.0 million during the three months ended April 30, 2023, as compared to the prior year period. Revenue growth was comprised of organic growth of 2.3% and acquisition growth of 2.3%. Acquisition growth was driven by a \$43.5 million revenue increase from the Momentum and RavenVolt acquisitions, completed in 2022. Organic growth was primarily driven by the expansion of business with existing customers as well as new business within M&D and Education and the recovery in volume of our business in Aviation. In addition, we recognized \$12.6 million in revenue from an Aviation parking project, whereby all the direct labor and related costs were recognized in the prior periods. The related revenue was not recognized in the prior periods since the criteria for revenue recognition was not met until February 2023. The increase in revenues was partially offset by a decrease in work orders for disinfection-related demands (primarily in M&D, B&I, and Education).
- We had an increase in operating profit of \$17.7 million, to \$92.7 million during the three months ended April 30, 2023, as compared to the prior year period. The increase was primarily attributed to:
 - the revenue recognized for the Aviation parking project during the three months ended April 30, 2023; and
 - the decrease in the fair value of the contingent consideration related to the RavenVolt Acquisition.

The increase was partially offset by:

- a decrease in disinfection-related work orders, which have higher margins; and
 - amortization of intangibles related to the RavenVolt Acquisition of \$3.2 million.
- Interest expense increased by \$13.3 million, to \$21.1 million during the three months ended April 30, 2023, as compared to the prior year period, and was driven by increased indebtedness to fund the acquisitions made in 2022, and higher interest rates on our debt borrowings.
 - Our effective tax rate on income from operations was 28.2% for the three months ended April 30, 2023, as compared to 28.0% for the three months ended April 30, 2022.
 - Net cash used in operating activities was \$45.0 million during the six months ended April 30, 2023. Our total net cash used in operating cash flows was lower compared to the prior year period, primarily due to the timing of certain working capital requirements, which included a \$143.8 million payment for the *Bucio* case during the three months ended April 30, 2022.
 - Dividends of \$29.0 million were paid to shareholders, and dividends totaling \$0.220 per common share were declared during the six months ended April 30, 2023.
 - At April 30, 2023, total outstanding borrowings under our Amended Credit Facility were \$1.4 billion. At April 30, 2023, we had up to \$432.0 million of borrowing capacity.

Results of Operations

Three Months Ended April 30, 2023, Compared with the Three Months Ended April 30, 2022

Consolidated

<i>(in millions, except per share amounts)</i>	Three Months Ended April 30,		Increase / (Decrease)	
	2023	2022		
Revenues	\$ 1,984.0	\$ 1,897.8	\$ 86.2	4.5%
Operating expenses	1,715.2	1,648.3	66.9	4.1%
<i>Gross margin</i>	13.6 %	13.1 %	40 bps	
Selling, general and administrative expenses	156.6	156.8	(0.2)	(0.1)%
Amortization of intangible assets	19.5	17.6	1.9	10.7%
Operating profit	92.7	75.0	17.7	23.6%
Income from unconsolidated affiliates	0.6	0.6	—	NM*
Interest expense	(21.1)	(7.8)	(13.3)	NM*
Income before income taxes	72.3	67.8	4.5	6.7%
Income tax provision	(20.4)	(19.0)	(1.4)	(7.3)%
Net income	51.9	48.8	3.1	6.5%
Other comprehensive income				
Interest rate swaps	(2.5)	11.3	(13.8)	NM*
Foreign currency translation and other	2.3	(8.9)	11.2	NM*
Income tax benefit (provision)	0.7	(3.0)	3.7	NM*
Comprehensive income	\$ 52.4	\$ 48.1	\$ 4.3	8.8%

*Not meaningful

Revenues

Revenues increased by \$86.2 million, or 4.5%, to \$1,984.0 million during the three months ended April 30, 2023, as compared to the prior year period. Revenue growth was comprised of organic growth of 2.3% and acquisition growth of 2.3%. Acquisition growth was driven by a \$43.5 million revenue increase from the Momentum and RavenVolt acquisitions, completed in 2022. Organic growth was primarily driven by the expansion of business with existing customers as well as new business within M&D and Education and the recovery in volume of our business in Aviation. In addition, we recognized \$12.6 million in revenue from an Aviation parking project, whereby all the direct labor and related costs were recognized in the prior periods. The related revenue was not recognized in the prior periods since the criteria for revenue recognition was not met until February 2023. The increase in revenues was partially offset by a decrease in work orders for disinfection-related demands (primarily in M&D, B&I, and Education).

Operating Expenses

Operating expenses increased by \$66.9 million, or 4.1%, to \$1,715.2 million during the three months ended April 30, 2023, as compared to the prior year period. Gross margin increased by 40 bps to 13.6% in the three months ended April 30, 2023, from 13.1% in the prior year period. The increase in gross margin was primarily driven by the revenue from an Aviation parking project.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased by \$0.2 million to \$156.6 million during the three months ended April 30, 2023, as compared to the prior year period. The decrease in selling, general and administrative expenses was primarily attributable to:

- a \$8.4 million decrease in the fair value of contingent consideration related to the RavenVolt Acquisition; and

- a \$3.7 million decrease in costs relating to certain technology projects primarily attributable to discrete transformational costs under our **ELEVATE** strategy for developing the new ERP system, client-facing technology, workforce management tools, and data analytics.

This decrease was partially offset by:

- a \$3.6 million increase in acquisition and integration costs primarily related to the acquisitions completed in 2022 and 2021;
- a \$4.7 million increase in bad debt, of which \$2.6 million relates to a favorable adjustment in the prior year; and
- a \$3.5 million unfavorable self-insurance adjustment related to prior year claims as the result of actuarial evaluations completed on our medical and dental self-insurance plans.

Amortization of Intangible Assets

Amortization of intangible assets increased by \$1.9 million, or 10.7%, to \$19.5 million during the three months ended April 30, 2023, as compared to the prior year period. The increase was primarily due to the amortization of intangibles acquired as part of the RavenVolt Acquisition.

Interest Expense

Interest expense increased by \$13.3 million, to \$21.1 million during the three months ended April 30, 2023, as compared to the prior year period, and was driven by increased indebtedness to fund acquisitions made in 2022, and higher interest rates on our debt borrowings.

Income Taxes from Operations

Our effective tax rates from income on operations for the three months ended April 30, 2023, and April 30, 2022, were 28.2% and 28.0%, respectively, resulting in provisions for taxes of \$20.4 million and \$19.0 million, respectively.

Our effective tax rates for the three months ended April 30, 2023, and April 30, 2022, were not impacted by any significant discrete items.

Interest Rate Swaps

We had a loss of \$2.5 million on interest rate swaps during the three months ended April 30, 2023, as compared to a gain of \$11.3 million during the three months ended April 30, 2022, primarily due to underlying changes in the fair value of our interest rate swaps.

Foreign Currency Translation

We had a foreign currency translation gain of \$2.3 million during the three months ended April 30, 2023, as compared to a foreign currency translation loss of \$8.9 million during the three months ended April 30, 2022. This change was due to fluctuations in the exchange rate between the U.S. Dollar ("USD") and the British pound sterling ("GBP"). Future gains and losses on foreign currency translation will be dependent upon changes in the relative value of foreign currencies to the USD and the extent of our foreign assets and liabilities.

Segment Information

Financial Information for Each Reportable Segment

<i>(in millions)</i>	Three Months Ended April 30,		Increase / (Decrease)	
	2023	2022		
Revenues				
Business & Industry	\$ 998.5	\$ 1,003.6	\$ (5.1)	(0.5)%
Manufacturing & Distribution	373.2	356.9	16.3	4.5%
Education	216.7	204.4	12.3	6.0%
Aviation	227.2	185.9	41.3	22.2%
Technical Solutions	168.4	147.0	21.4	14.6%
	<u>\$ 1,984.0</u>	<u>\$ 1,897.8</u>	<u>\$ 86.2</u>	<u>4.5%</u>
Operating profit				
Business & Industry	\$ 76.2	\$ 76.7	\$ (0.5)	(0.6)%
<i>Operating profit margin</i>	7.6 %	7.6 %	(1) bps	
Manufacturing & Distribution	40.8	41.9	(1.1)	(2.7)%
<i>Operating profit margin</i>	10.9 %	11.7 %	(81) bps	
Education	11.8	11.7	0.1	0.3%
<i>Operating profit margin</i>	5.4 %	5.7 %	(31) bps	
Aviation	23.6	9.6	14.0	NM*
<i>Operating profit margin</i>	10.4 %	5.2 %	524 bps	
Technical Solutions	10.2	10.6	(0.4)	(3.8)%
<i>Operating profit margin</i>	6.0 %	7.2 %	(116) bps	
Government Services	—	(0.3)	0.3	NM*
<i>Operating margin</i>	NM*	NM*	NM*	
Corporate	(69.2)	(74.5)	5.3	7.1%
Adjustment for income from unconsolidated affiliates, included in Aviation and Technical Solutions	(0.6)	(0.6)	(0.1)	NM*
Adjustment for tax deductions for energy efficient government buildings, included in Technical Solutions	—	(0.2)	0.2	NM*
	<u>\$ 92.7</u>	<u>\$ 75.0</u>	<u>\$ 17.7</u>	<u>23.6%</u>

*Not meaningful

Business & Industry

<i>(\$ in millions)</i>	Three Months Ended April 30,		Decrease	
	2023	2022		
Revenues	\$ 998.5	\$ 1,003.6	\$ (5.1)	(0.5)%
Operating profit	76.2	76.7	(0.5)	(0.6)%
<i>Operating profit margin</i>	7.6 %	7.6 %	(1) bps	

B&I revenues decreased by \$5.1 million, or 0.5%, to \$998.5 million during the three months ended April 30, 2023, as compared to the prior year period. Revenue decrease was comprised of an organic decrease of 1.8%, which was partially offset by an acquisition growth of 1.3%. Acquisition growth was driven by a \$18.0 million revenue increase from the Momentum Acquisition, completed in the second quarter of 2022. The organic revenue decrease was primarily driven by the decline in work orders, including disinfection-related work orders, and expected attrition of certain engineering clients. Management reimbursement revenues for this segment totaled \$65.7 million and \$53.9 million for the three months ended April 30, 2023 and 2022, respectively.

Operating profit decreased by \$0.5 million, or 0.6%, to \$76.2 million during the three months ended April 30, 2023, as compared to the prior year period. Operating profit margin decreased by 1 bps to 7.6% in the three months ended April 30, 2023, from 7.6% in the prior year period. The decrease in operating profit margin was primarily driven by the decrease in work orders, which have higher margins, partially offset by contract and service mix.

Manufacturing & Distribution

(\$ in millions)	Three Months Ended April 30,		Increase / (Decrease)	
	2023	2022		
Revenues	\$ 373.2	\$ 356.9	\$ 16.3	4.5%
Operating profit	40.8	41.9	(1.1)	(2.7)%
Operating profit margin	10.9 %	11.7 %	(81) bps	

M&D revenues increased by \$16.3 million, or 4.5%, to \$373.2 million during the three months ended April 30, 2023, as compared to the prior year period. The increase was primarily attributable to the expansion of business with existing customers as well as new business led by customers in life sciences and semiconductor manufacturing industries, partially offset by a decrease in work orders for disinfection-related demands.

Operating profit decreased by \$1.1 million, or 2.7%, to \$40.8 million during the three months ended April 30, 2023, as compared to the prior year period. Operating profit margin decreased by 81 bps to 10.9% in the three months ended April 30, 2023, from 11.7% in the prior year period. The decrease in operating profit margin was primarily attributable to the decrease in disinfection-related work orders, which have higher margins, and contract mix.

Education

(\$ in millions)	Three Months Ended April 30,		Increase / (Decrease)	
	2023	2022		
Revenues	\$ 216.7	\$ 204.4	\$ 12.3	6.0%
Operating profit	11.8	11.7	0.1	0.3%
Operating profit margin	5.4 %	5.7 %	(31) bps	

Education revenues increased by \$12.3 million, or 6.0%, to \$216.7 million during the three months ended April 30, 2023, as compared to the prior year period. The increase was primarily attributable to net new business partially offset by a decrease in work orders for disinfection-related demands.

Operating profit increased by \$0.1 million, or 0.3%, to \$11.8 million for the three months ended April 30, 2023, as compared to the prior year period. Operating profit margin decreased by 31 bps to 5.4% in the three months ended April 30, 2023, from 5.7% in the prior year period. The decrease in operating profit margin was primarily attributable to an increase in start-up supplies to support new business growth and the decrease in disinfection-related work orders, which have higher margins. Operating profit margin was positively impacted by lower amortization of intangible assets.

Aviation

(\$ in millions)	Three Months Ended April 30,		Increase	
	2023	2022		
Revenues	\$ 227.2	\$ 185.9	\$ 41.3	22.2%
Operating profit	23.6	9.6	14.0	NM*
Operating profit margin	10.4 %	5.2 %	524 bps	

*Not meaningful

Aviation revenues increased by \$41.3 million, or 22.2%, to \$227.2 million during the three months ended April 30, 2023, as compared to the prior year period. The increase was primarily attributable to a recovery in consumer and business travel (both domestic and international). In addition, we recognized \$12.6 million in revenue from an Aviation parking project, whereby all the direct labor and related costs were recognized in the prior periods. The related revenue was not recognized in the prior periods since the criteria for revenue recognition was not met until February 2023. Management reimbursement revenues for this segment totaled \$7.7 million and \$12.5 million for the three months ended April 30, 2023 and 2022, respectively.

Operating profit increased by \$14.0 million, to \$23.6 million during the three months ended April 30, 2023, as compared to the prior year period. Operating profit margin increased by 524 bps to 10.4% in the three months ended April 30, 2023, from 5.2% in the three months ended April 30, 2022. The increase was primarily attributable

to revenue recognized for the Aviation parking project. The increase was partially offset by an absence of the prior year bad debt recovery.

Technical Solutions

(\$ in millions)	Three Months Ended April 30,		Increase / (Decrease)	
	2023	2022		
Revenues	\$ 168.4	\$ 147.0	\$ 21.4	14.6%
Operating profit	10.2	10.6	(0.4)	(3.8)%
Operating profit margin	6.0 %	7.2 %	(116) bps	

Technical Solutions revenues increased by \$21.4 million, or 14.6%, to \$168.4 million during the three months ended April 30, 2023, as compared to the prior year period. Revenue growth was comprised of acquisition growth of 20.3%, which was partially offset by an organic decrease of 5.7%. Acquisition growth was driven by an \$29.8 million revenue increase from the RavenVolt Acquisition, which was completed in the fourth quarter of 2022. The organic revenue decrease was primarily driven by the decline in electric vehicle charging station installation sales as well as lower project revenues due to the timing of completions of certain bundled energy solutions projects.

Operating profit decreased \$0.4 million, or 3.8%, to \$10.2 million during the three months ended April 30, 2023, as compared to the prior year period. Operating profit margin decreased by 116 bps to 6.0% in the three months ended April 30, 2023, from 7.2% in the prior year period. The decrease in operating profit margin was primarily attributable to the contract mix and a \$3.2 million amortization of intangibles related to RavenVolt.

Corporate

(\$ in millions)	Three Months Ended April 30,		Decrease	
	2023	2022		
Corporate expenses	\$ (69.2)	\$ (74.5)	\$ 5.3	7.1%

Corporate expenses decreased by \$5.3 million, or 7.1%, to \$69.2 million during the three months ended April 30, 2023, as compared to the prior year period. The decrease in corporate expenses was primarily attributable to:

- a \$8.4 million decrease in the fair value of contingent consideration related to the RavenVolt Acquisition;
- a \$3.7 million decrease in costs relating to certain technology projects primarily attributable to discrete transformational costs under our **ELEVATE** strategy for developing the new ERP system, client-facing technology, workforce management tools, and data analytics;
- a \$2.3 million decrease in outside professional costs; and
- a \$1.2 million decrease in legal costs and settlements, of which \$0.9 million was attributed to the supplemental accrual of a legal reserve for the *Bucio* case during the three months ended April 30, 2022.

This decrease was partially offset by:

- a \$3.6 million increase in acquisition and integration costs primarily related to the acquisitions completed in 2022 and 2021;
- the absence of a \$3.5 million favorable self-insurance reserve adjustments from actuarial evaluations completed on our casualty insurance program in the three months ended April 30, 2022; and
- a \$3.5 million unfavorable self-insurance adjustment related to prior year claims as the result of actuarial evaluations completed on our medical and dental self-insurance plans.

Results of Operations

Six Months Ended April 30, 2023, Compared with the Six Months Ended April 30, 2022

Consolidated

<i>(in millions)</i>	Six Months Ended April 30,		Increase / (Decrease)	
	2023	2022		
Revenues	\$ 3,975.3	\$ 3,834.1	\$ 141.2	3.7%
Operating expenses	3,465.0	3,307.9	157.1	4.7%
<i>Gross margin</i>	12.8 %	13.7 %	(89) bps	
Selling, general and administrative expenses	307.2	309.9	(2.7)	(0.9)%
Amortization of intangible assets	39.0	35.2	3.8	10.9%
Operating profit	164.1	181.0	(16.9)	(9.3)%
Income from unconsolidated affiliates	1.7	1.0	0.7	66.3%
Interest expense	(40.9)	(14.1)	(26.8)	NM*
Income before income taxes	125.0	168.0	(43.0)	(25.6)%
Income tax provision	(34.5)	(43.2)	8.7	20.1%
Net income	90.4	124.8	(34.4)	(27.5)%
Other comprehensive income (loss)				
Interest rate swaps	(15.6)	11.9	(27.5)	NM*
Foreign currency translation and other	12.8	(11.4)	24.2	NM*
Income tax benefit (provision)	4.3	(3.2)	7.5	NM*
Comprehensive income	\$ 92.0	\$ 122.1	\$ (30.1)	(24.7)%

*Not meaningful

Revenues

Revenues increased by \$141.2 million, or 3.7%, to \$3,975.3 million during the six months ended April 30, 2023, as compared to the prior year period. Revenue growth was comprised of acquisition growth of 2.1% and organic growth of 1.6%. Acquisition growth was primarily driven by an \$80.2 million revenue increase from the Momentum and RavenVolt acquisitions, which were completed in 2022. Organic growth was primarily driven by the expansion of business with existing customers, as well as new business within M&D and Education and recovery in volume of our business in Aviation. In addition, we recognized \$11.4 million in revenue from an Aviation parking project, whereby all the direct labor and related costs were recognized in the prior periods. The related revenue was not recognized in the prior periods since the criteria for revenue recognition was not met until February 2023. The increase in revenues was partially offset by a decrease in work orders for pandemic-related demands (primarily in M&D, B&I, and Education).

Operating Expenses

Operating expenses increased by \$157.1 million, or 4.7%, to \$3,465.0 million during the six months ended April 30, 2023, as compared to the prior year period. Gross margin decreased by 89 bps to 12.8% in the six months ended April 30, 2023, from 13.7% in the six months ended April 30, 2022. The decrease in gross margin was primarily driven by the the absence of favorable self-insurance adjustments related to prior year claims as the result of actuarial evaluations completed. Based on the results of the Actuarial Review and Interim Update at April 30, 2023, it was determined that there was no adjustment required for our total reserves related to prior years during the three months ended April 30, 2023. In addition, there was a decrease in cleaning services for pandemic-related demands (primarily in M&D, B&I, and Education), which have higher margins. The decrease was partially offset by the revenue recognized for the Aviation parking project.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased by \$2.7 million, or 0.9%, to \$307.2 million during the six months ended April 30, 2023, as compared to the six months ended April 30, 2022. The decrease in selling, general and administrative expenses was primarily attributable to:

- a \$8.4 million decrease in the fair value of contingent consideration related to the RavenVolt Acquisition;
- a \$4.4 million decrease in legal costs and settlements, of which \$0.9 million was attributed to the supplemental accrual of a legal reserve for the *Bucio* case during the six months ended April 30, 2022;
- a \$3.9 million decrease in outside professional costs; and
- a \$2.2 million decrease in acquisition and integration costs primarily related to the acquisitions completed in 2022 and 2021.

This decrease was partially offset by:

- the absence of a \$7.7 million gain on the sale of a group of customer contracts related to healthcare technology management services within Technical Solutions during the three months ended January 31, 2022;
- a \$3.5 million unfavorable self-insurance adjustment related to prior year claims as the result of actuarial evaluations completed on our medical and dental self-insurance plans;
- a \$2.9 million increase in bad debt, of which \$1.4 million relates to a favorable adjustment in the prior year; and
- a \$2.1 million increase in costs relating to certain technology projects primarily attributable to discrete transformational costs under our **ELEVATE** strategy for developing the new ERP system, client-facing technology, workforce management tools, and data analytics.

Amortization of Intangible Assets

Amortization of intangible assets increased by \$3.8 million, or 10.9%, to \$39.0 million during the six months ended April 30, 2023, as compared to the six months ended April 30, 2022. This increase was primarily due to the amortization of intangibles acquired as part of the RavenVolt Acquisition.

Interest Expense

Interest expense increased by \$26.8 million, to \$40.9 million during the six months ended April 30, 2023, as compared to the six months ended April 30, 2022. The increase was driven by increased indebtedness to fund acquisitions made in 2022, and higher interest rates on our debt borrowings.

Income Taxes from Operations

Our effective tax rates on income from operations for the six months ended April 30, 2023, and April 30, 2022, were 27.6% and 25.7%, respectively, resulting in provisions for taxes of \$34.5 million and \$43.2 million, respectively.

Our effective tax rate for the six months ended April 30, 2023, was benefited by discrete items, primarily by \$1.4 million for share-based compensation. Our effective tax rate for the six months ended April 30, 2022, was benefited by discrete items, primarily \$3.4 million change in tax reserves.

Interest Rate Swaps

We had a loss of \$15.6 million during the six months ended April 30, 2023, as compared to a gain of \$11.9 million during the six months ended April 30, 2022, primarily due to underlying changes in the fair value of our interest rate swaps.

Foreign Currency Translation

We had a foreign currency translation gain of \$12.8 million during the six months ended April 30, 2023, as compared to a foreign currency translation loss of \$11.4 million during the six months ended April 30, 2022. This change was due to fluctuations in the exchange rate between the USD and the GBP. Future gains and losses on foreign currency translation will be dependent upon changes in the relative value of foreign currencies to the USD and the extent of our foreign assets and liabilities.

Segment Information

Financial Information for Each Reportable Segment

<i>(in millions)</i>	Six Months Ended April 30,		Increase / (Decrease)	
	2023	2022		
Revenues				
Business & Industry	\$ 2,035.0	\$ 2,033.1	\$ 1.9	0.1%
Manufacturing & Distribution	753.7	716.0	37.7	5.3%
Education	431.6	410.1	21.5	5.2%
Aviation	439.5	386.1	53.4	13.8%
Technical Solutions	315.5	288.8	26.7	9.3%
	<u>\$ 3,975.3</u>	<u>\$ 3,834.1</u>	<u>\$ 141.2</u>	<u>3.7%</u>
Operating profit				
Business & Industry	\$ 152.2	\$ 160.0	\$ (7.8)	(4.9)%
<i>Operating profit margin</i>	7.5 %	7.9 %	(39) bps	
Manufacturing & Distribution	81.7	82.5	(0.8)	(1.0)%
<i>Operating profit margin</i>	10.8 %	11.5 %	(69) bps	
Education	23.6	24.3	(0.7)	(3.1)%
<i>Operating profit margin</i>	5.5 %	5.9 %	(47) bps	
Aviation	31.9	18.5	13.4	72.4%
<i>Operating profit margin</i>	7.3 %	4.8 %	247 bps	
Technical Solutions	17.4	27.4	(10.0)	(36.7)%
<i>Operating profit margin</i>	5.5 %	9.5 %	(399) bps	
Government Services	—	(0.3)	0.3	NM*
<i>Operating margin</i>	NM*	NM*	1 bps	
Corporate	(140.8)	(130.3)	(10.4)	(8.0)%
Adjustment for income from unconsolidated affiliates, included in Aviation and Technical Solutions	(1.7)	(1.0)	(0.7)	(66.3)%
Adjustment for tax deductions for energy efficient government buildings, included in Technical Solutions	(0.1)	(0.2)	—	16.5%
	<u>\$ 164.1</u>	<u>\$ 181.0</u>	<u>\$ (16.9)</u>	<u>(9.3)%</u>

*Not meaningful

Business & Industry

<i>(\$ in millions)</i>	Six Months Ended April 30,		Increase / (Decrease)	
	2023	2022		
Revenues	\$ 2,035.0	\$ 2,033.1	\$ 1.9	0.1%
Operating profit	152.2	160.0	(7.8)	(4.9)%
<i>Operating profit margin</i>	7.5 %	7.9 %	(39) bps	

B&I revenues increased by \$1.9 million, or 0.1%, to \$2,035.0 million during the six months ended April 30, 2023, as compared to the prior year period. Revenue growth was comprised of acquisition growth of 1.6% and organic decrease of 1.5%. Acquisition growth was primarily driven by a \$32.1 million revenue increase from the Momentum Acquisition, which was completed in the second quarter of 2022. The organic revenue decrease was primarily driven by the decline in work orders, including disinfection-related work orders. Management reimbursement revenues for this segment totaled \$130.1 million and \$106.4 million for the six months ended April 30, 2023 and 2022, respectively.

Operating profit decreased by \$7.8 million, or 4.9%, to \$152.2 million during the six months ended April 30, 2023, as compared to the prior year period. Operating profit margin decreased by 39 bps to 7.5% in the six months ended April 30, 2023, from 7.9% in the six months ended April 30, 2022. The decrease in operating profit margin was primarily driven by the decrease in work orders, which have higher margins, and contract and service mix.

Manufacturing & Distribution

(\$ in millions)	Six Months Ended April 30,			Increase / (Decrease)	
	2023	2022			
Revenues	\$ 753.7	\$ 716.0	\$	37.7	5.3%
Operating profit	81.7	82.5		(0.8)	(1.0)%
Operating profit margin	10.8 %	11.5 %		(69) bps	

M&D revenues increased by \$37.7 million, or 5.3%, to \$753.7 million during the six months ended April 30, 2023, as compared to the prior year period. The increase was primarily attributable to the expansion of business with existing customers as well as new business led by customers in life sciences and semiconductor manufacturing industries, partially offset by a decrease in work orders for disinfection-related demands.

Operating profit decreased by \$0.8 million, or 1.0%, to \$81.7 million during the six months ended April 30, 2023, as compared to the prior year period. Operating profit margin decreased by 69 bps to 10.8% in the six months ended April 30, 2023, from 11.5% in the six months ended April 30, 2022. The decrease in operating profit margin was primarily attributable to the decrease in disinfection-related work orders, which have higher margins, and contract mix.

Education

(\$ in millions)	Six Months Ended April 30,			Increase / (Decrease)	
	2023	2022			
Revenues	\$ 431.6	\$ 410.1	\$	21.5	5.2%
Operating profit	23.6	24.3		(0.7)	(3.1)%
Operating profit margin	5.5 %	5.9 %		(47) bps	

Education revenues increased by \$21.5 million, or 5.2%, to \$431.6 million during the six months ended April 30, 2023, as compared to the prior year period. The increase was primarily attributable to net new business partially offset by a decrease in work orders for disinfection-related demands.

Operating profit decreased by \$0.7 million, or 3.1%, during the six months ended April 30, 2023, as compared to the prior year period. Operating profit margin decreased by 47 bps to 5.5% in the six months ended April 30, 2023, from 5.9% in the six months ended April 30, 2022. The decrease in operating profit margin was primarily attributable to an increase in start-up supplies to support new business growth and the decrease in disinfection-related work orders, which have higher margins. Operating profit margin was positively impacted by lower amortization of intangible assets.

Aviation

(\$ in millions)	Six Months Ended April 30,			Increase	
	2023	2022			
Revenues	\$ 439.5	\$ 386.1	\$	53.4	13.8%
Operating profit	31.9	18.5		13.4	72.4%
Operating profit margin	7.3 %	4.8 %		247 bps	

Aviation revenues increased by \$53.4 million, or 13.8%, to \$439.5 million during the six months ended April 30, 2023, as compared to the prior year period. The increase was primarily attributable to a recovery in consumer and business travel (both domestic and international) and new parking-related services. In addition, we recognized \$11.4 million in revenue from an Aviation parking project, whereby all the direct labor and related costs were recognized in the prior periods. The related revenue was not recognized in the prior periods since the criteria for revenue recognition was not met until February 2023. Management reimbursement revenues for this segment totaled \$15.6 million and \$24.8 million for the six months ended April 30, 2023 and 2022, respectively.

Operating profit increased by \$13.4 million, or 72.4%, to \$31.9 million during the six months ended April 30, 2023, as compared to the prior year period. Operating profit margin increased by 247 bps to 7.3% in the six months ended April 30, 2023, from 4.8% in the six months ended April 30, 2022. The increase was primarily attributable to

revenue recognized for the Aviation parking project. Operating profit margin was negatively impacted by an increase in direct labor and related costs due to increased headcounts as travel continues to recover.

Technical Solutions

(\$ in millions)	Six Months Ended April 30,		Increase / (Decrease)	
	2023	2022		
Revenues	\$ 315.5	\$ 288.8	\$ 26.7	9.3%
Operating profit	17.4	27.4	(10.0)	(36.7)%
Operating profit margin	5.5 %	9.5 %	(399) bps	

Technical Solutions revenues increased by \$26.7 million, or 9.3%, to \$315.5 million during the six months ended April 30, 2023, as compared to the prior year period. Revenue growth was comprised of acquisition growth of 16.7%, which was partially offset by an organic decrease of 7.4%. Acquisition growth was driven by \$48.1 million revenue increase from the RavenVolt Acquisition, which was completed in the fourth quarter of 2022. The organic revenue decrease was primarily driven by the decline in electric vehicle charging station installation sales, the sale of a group of customer contracts related to healthcare technology management services in the first quarter of 2022, as well as lower project revenues due to the timing of completions of certain bundled energy solutions projects.

Operating profit decreased by \$10.0 million, or 36.7%, to \$17.4 million during the six months ended April 30, 2023, as compared to the prior year period. Operating profit margin decreased by 399 bps to 5.5% in the six months ended April 30, 2023, from 9.5% in the six months ended April 30, 2022. The decrease in operating profit margin was primarily attributable to the \$7.7 million gain recognized on the sale of a group of customer contracts in the first quarter of 2022 and a \$6.3 million amortization of intangibles related to RavenVolt.

Corporate

(\$ in millions)	Six Months Ended April 30,		Increase	
	2023	2022		
Corporate expenses	\$ (140.8)	\$ (130.3)	\$ (10.4)	(8.0)%

Corporate expenses increased by \$10.4 million, or 8.0%, to \$140.8 million during the six months ended April 30, 2023, as compared to the prior year period. The increase in corporate expenses was primarily attributable to:

- the absence of a \$28.7 million favorable self-insurance reserve adjustments from actuarial evaluations completed on our casualty insurance program in the six months ended April 30, 2022;
- a \$3.5 million unfavorable self-insurance adjustment related to prior year claims as the result of actuarial evaluations completed on our medical and dental self-insurance plans; and
- a \$2.1 million increase in costs relating to certain technology projects primarily attributable to discrete transformational costs under our **ELEVATE** strategy for developing the new ERP system, client-facing technology, workforce management tools, and data analytics.

This increase was partially offset by:

- a \$8.4 million decrease in the fair value of contingent consideration related to the RavenVolt Acquisition;
- a \$4.7 million decrease in compensation and related expenses primarily due to year-end compensation true-up for certain incentive plans and lower share-based compensation expense;
- a \$4.2 million decrease in outside professional costs;
- a \$3.2 million decrease in legal costs and outside settlements, of which \$0.9 million was attributed to the supplemental accrual of a legal reserve for the *Bucio* case during the six months ended April 30, 2022; and
- a \$2.2 million decrease in acquisition and integration costs primarily related to the acquisitions completed in 2022 and 2021.

Liquidity and Capital Resources

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

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

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

Debt

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

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

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

The Amended Credit Facility contains certain covenants, including a maximum total net leverage ratio of 5.00 to 1.00, a maximum secured net leverage ratio of 4.00 to 1.00, and a minimum interest coverage ratio of 1.50 to 1.00, as well as other financial and non-financial covenants. In the event of a material acquisition, as defined in the Amended Credit Facility, we may elect to increase the maximum total net leverage ratio to 5.50 to 1.00 for a total of four fiscal quarters and increase the maximum secured net leverage ratio to 4.50 to 1.00 for a total of four fiscal quarters. Our borrowing capacity is subject to, and limited by, compliance with the covenants described above. At April 30, 2023, we were in compliance with these covenants.

On March 1, 2022, we entered into an uncommitted receivable repurchase facility (the "Receivables Facility") of up to \$150 million, which expired on March 30, 2023. The Receivables Facility allowed the Company to sell a portfolio of available and eligible outstanding U.S. trade accounts receivable to a participating institution and simultaneously agree to repurchase them generally on a monthly basis. Under this arrangement, we made floating rate interest payments equal to the forward-looking term rate based on SOFR plus 1.05%. These interest payments were payable monthly in arrears. The repurchase price of the receivables in the facility was the original face value. Outstanding receivables were repurchased on a date agreed upon by both the buyer and seller, generally on a monthly basis, and on the termination date of the repurchase facility. This facility was considered a secured borrowing and provided the buyer with customary rights of termination upon the occurrence of certain events of default. We guaranteed all of the sellers' obligations under the facility.

During the three and six months ended April 30, 2023, we made principal payments of \$8.1 million and \$16.3 million, respectively, under the term loan. At April 30, 2023, the total outstanding borrowings under our Amended Credit Facility in the form of cash borrowings and standby letters of credit were \$1.4 billion and \$58.6 million, respectively, and our weighted average interest rate on all outstanding borrowings, excluding letters of credit, was 6.70%. At April 30, 2023, we had up to \$432.0 million of borrowing capacity.

Reinvestment of Foreign Earnings

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

IFM Insurance Company

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

Share Repurchases

We did not repurchase shares under our share repurchase program during the three and six months ended April 30, 2023. Share repurchases may take place on the open market or otherwise, and all or part of the repurchases may be made pursuant to Rule 10b5-1 plans or in privately negotiated transactions. The timing of repurchases is at our discretion and will depend upon several factors, including market and business conditions, future cash flows, share price, share availability, and other factors. Repurchased shares are retired and returned to an authorized but unissued status. The share repurchase program may be suspended or discontinued at any time without prior notice. At April 30, 2023, authorization for \$197.4 million of repurchases remained under our share repurchase program.

Cash Flows

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

<i>(in millions)</i>	Six Months Ended April 30,	
	2023	2022
Net cash used in operating activities	\$ (45.0)	\$ (137.5)
Net cash used in investing activities	(22.2)	(75.5)
Net cash provided by financing activities	62.8	201.2

Operating Activities

Net cash used in operating activities was \$45.0 million during the six months ended April 30, 2023, as compared to net cash used by operating activities of \$137.5 million during the prior year period. The change was primarily driven by the timing of working capital requirements, which included a \$143.8 million payment for the *Bucio* case during the three months ended April 30, 2022.

Investing Activities

Net cash used in investing activities decreased by \$53.3 million during the six months ended April 30, 2023, as compared to the prior year period. This decrease was primarily related to the Momentum Acquisition in prior year.

Financing Activities

Net cash provided by financing activities was \$62.8 million during the six months ended April 30, 2023, as compared to net cash provided by financing activities of \$201.2 million during the prior year period. The change was primarily related to a decrease in net borrowings from our Amended Credit Facility and Receivables Facility.

Contingencies

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

Critical Accounting Policies and Estimates

Our Financial Statements are prepared in accordance with U.S. GAAP, which require us to make certain estimates in the application of our accounting policies based on the best assumptions, judgments, and opinions of our management. There have been no significant changes to our critical accounting policies and estimates. For a description of our critical accounting policies, see Item 7., "Management's Discussion and Analysis of Financial Condition and Results of Operations," in our Annual Report on Form 10-K for the year ended October 31, 2022.

Recently Issued Accounting Pronouncements

Accounting Standard Update(s)	Topic	Summary	Effective Date/ Method of Adoption
2022-04	Liabilities - Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations	<p>This Accounting Standard Update ("ASU"), issued in September 2022, is designed to enhance transparency around supplier finance programs by requiring new disclosures that would allow a user of the financial statements to understand the program's nature, activity during the period, changes from period to period, and potential magnitude.</p> <p>While we are currently evaluating the impact of implementing this guidance on our financial statements, we do not expect adoption to have a material impact.</p>	<p>This ASU is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years, except for the amendment on rollforward information, which is effective for fiscal years beginning after December 15, 2023. Early adoption is permitted.</p>

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

There are no material changes related to market risk from the disclosures in our Annual Report on Form 10-K for the year ended October 31, 2022.

ITEM 4. CONTROLS AND PROCEDURES.

a. Disclosure Controls and Procedures.

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

b. Changes in Internal Control Over Financial Reporting.

To support the growth of our financial shared service capabilities and standardize our financial systems, we continue to update several key platforms, including our enterprise resource planning system. The implementation of several key platforms involves changes in the systems that include internal controls. Although some of the transitions have proceeded to date without material adverse effects, the possibility exists that they could adversely affect our internal controls over financial reporting and procedures.

There were no other changes in our internal control over financial reporting during the second quarter of 2023 identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

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

ITEM 1A. RISK FACTORS.

There have been no material changes to the risk factors identified in our Annual Report on Form 10-K for the year ended October 31, 2022, in response to Item 1A., "Risk Factors," of Part I of the Annual Report.

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

Effective December 9, 2022, our Board of Directors expanded our existing share repurchase program by an additional \$150.0 million. Share repurchases may take place on the open market or otherwise, and all or part of the repurchases may be made pursuant to Rule 10b5-1 plans or in privately negotiated transactions. The timing of repurchases is at our discretion and will depend upon several factors, including market and business conditions, future cash flows, share price, share availability, and other factors. Repurchased shares are retired and returned to an authorized but unissued status. The share repurchase program may be suspended or discontinued at any time without prior notice. During the three and six months ended April 30, 2023, there were no share repurchases. At April 30, 2023, authorization for \$197.4 million of repurchases remained under the share repurchase program.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

Not applicable.

ITEM 6. EXHIBITS.

(a) Exhibits

Exhibit No.	Exhibit Description
31.1†	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2†	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32‡	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS†	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH†	Inline XBRL Taxonomy Extension Schema Document
101.CAL†	Inline XBRL Taxonomy Calculation Linkbase Document
101.DEF†	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	Inline XBRL Taxonomy Label Linkbase Document
101.PRE†	Inline XBRL Presentation Linkbase Document
104†	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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

† Indicates filed herewith.

‡ Indicates furnished herewith.

SIGNATURES

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

ABM Industries Incorporated

June 7, 2023

/s/ Earl R. Ellis

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

June 7, 2023

/s/ Dean A. Chin

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

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

I, Scott Salmirs, certify that:

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

June 7, 2023

/s/ Scott Salmirs
Scott Salmirs
Chief Executive Officer
(Principal Executive Officer)

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

I, Earl R. Ellis, certify that:

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

June 7, 2023

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

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

In connection with the Quarterly Report of ABM Industries Incorporated (the "Company") for the quarter ended April 30, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Scott Salmirs, Chief Executive Officer of the Company, and Earl R. Ellis, Chief Financial Officer of the Company, each certifies for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code, that:

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

June 7, 2023 /s/ Scott Salmirs
Scott Salmirs
Chief Executive Officer
(Principal Executive Officer)

June 7, 2023 /s/ Earl R. Ellis
Earl R. Ellis
Chief Financial Officer
(Principal Financial Officer)