



Fourth Quarter 2016 Teleconference

December 14, 2016

Agenda

- 1 Mission, Vision, Purpose
- 2 ABM Business Overview
- 3 Fourth Quarter 2016 Review
- 4 Full Year 2016 Review
- 5 Capital Structure
- 6 Fiscal 2017 Outlook

Forward-Looking Statements and Non-GAAP Financial Information:

Our discussions during this conference call will include forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. Some of the factors that could cause actual results to differ are discussed in the Company's 2015 Annual Report on Form 10-K and in our 2016 reports on Form 10-Q and Form 8-K. These reports are available on our website at <http://investor.abm.com> under "SEC Filings". A description of other factors that could cause actual results to differ is also set forth at the end of this presentation.

Also, the discussion during this conference call will include certain financial measures that were not prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). Reconciliations of those non-GAAP financial measures to the most directly comparable U.S. GAAP financial measures can be found on the Investor Relations portion of our website at <http://investor.abm.com> and at the end of this presentation.

PURPOSE

To take care of the people, spaces and places that are important to you

VISION

To be the clear choice in the industries we serve through engaged people

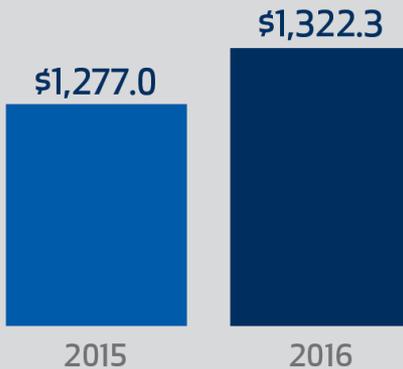
MISSION

To make a difference,
every person, every day

Fourth Quarter 2016 Review

Q4 FY16 Revenue

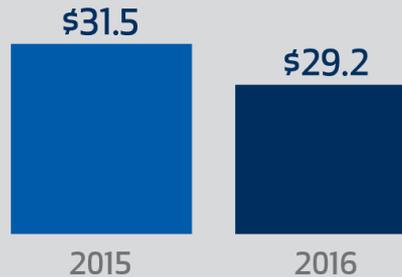
Up 3.5% y-o-y



- Increase of 3.5% y-o-y
- 2.0% organic growth

Q4 FY16 Adj. Income from Continuing Operations

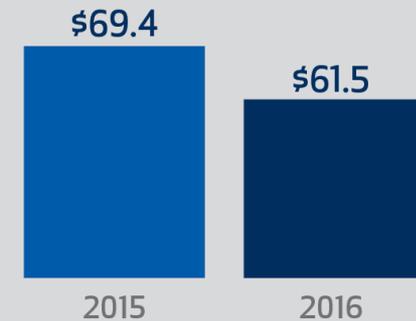
Down 7.1% y-o-y



- Decrease of 7.1% y-o-y
- Margin decrease of 25bps

Q4 FY16 Adj. EBITDA

Down 11.5% y-o-y



- Decrease of 11.5% y-o-y
- Margin decrease of 80bps

Segment Results

Janitorial Services

- Revenues of \$704.5m, increase of 2.3% y-o-y
- Operating profit of \$38.7m, Operating margin of 5.5%

Facility Services

- Revenues of \$149.6m, increase of 2.9% y-o-y
- Operating profit of \$7.3m, Operating margin of 4.9%

Parking

- Revenues of \$171.6m, increase of 6.8% y-o-y
 - Management reimbursement revenues of \$79.6m, increase of 5.6% y-o-y
- Operating profit of \$7.0m, Operating margin of 4.1%

BESG

- Revenues of \$172.5m, increase of 2.9% y-o-y
- Operating profit of (\$8.9m), Operating margin of (5.1%)
 - Reflects impact of \$22.5m impairment charge related to Government business

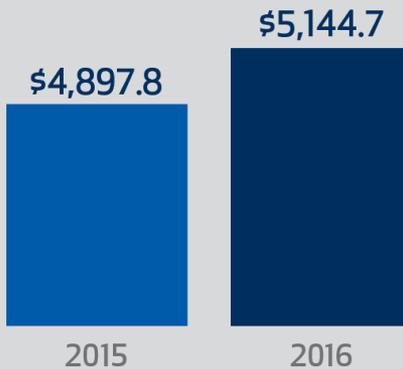
Other (Air Serv)

- Revenues of \$124.1m, increase of 8.3% y-o-y
- Operating profit of \$6.1m, Operating margin of 4.9%

Full Year 2016 Review

FY16 Revenue

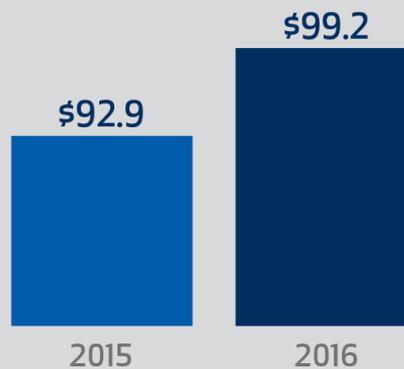
Up 5.0% y-o-y



- Increase of 5.0% y-o-y
- 3.0% organic growth

FY16 Adj. Income from Continuing Operations

Up 6.7% y-o-y



- Increase of 6.7% y-o-y
- Margin increase of 3bps

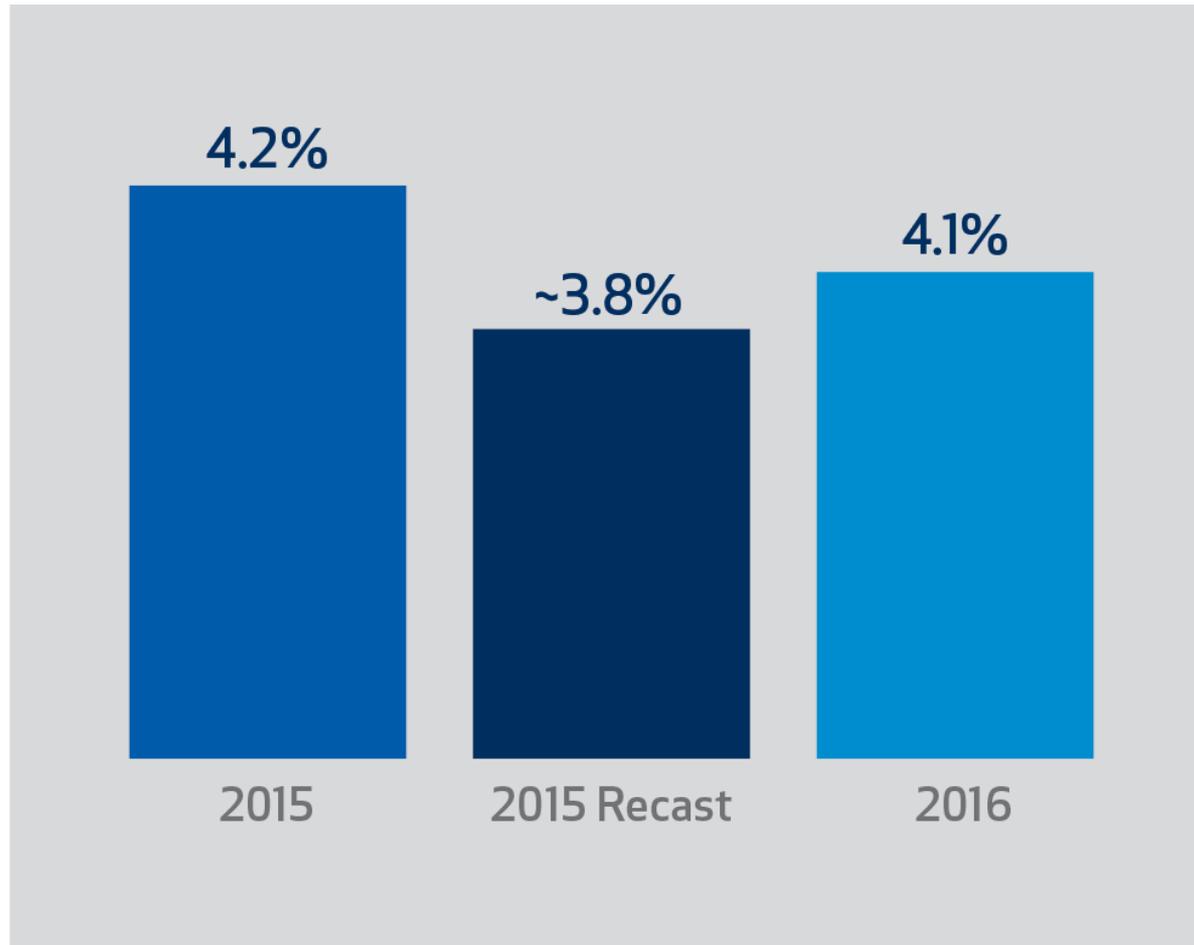
FY16 Adj. EBITDA

Up 3.0% y-o-y



- Increase of 3% y-o-y
- Margin decrease of 10bps

Adjusted EBITDA Margin Recast

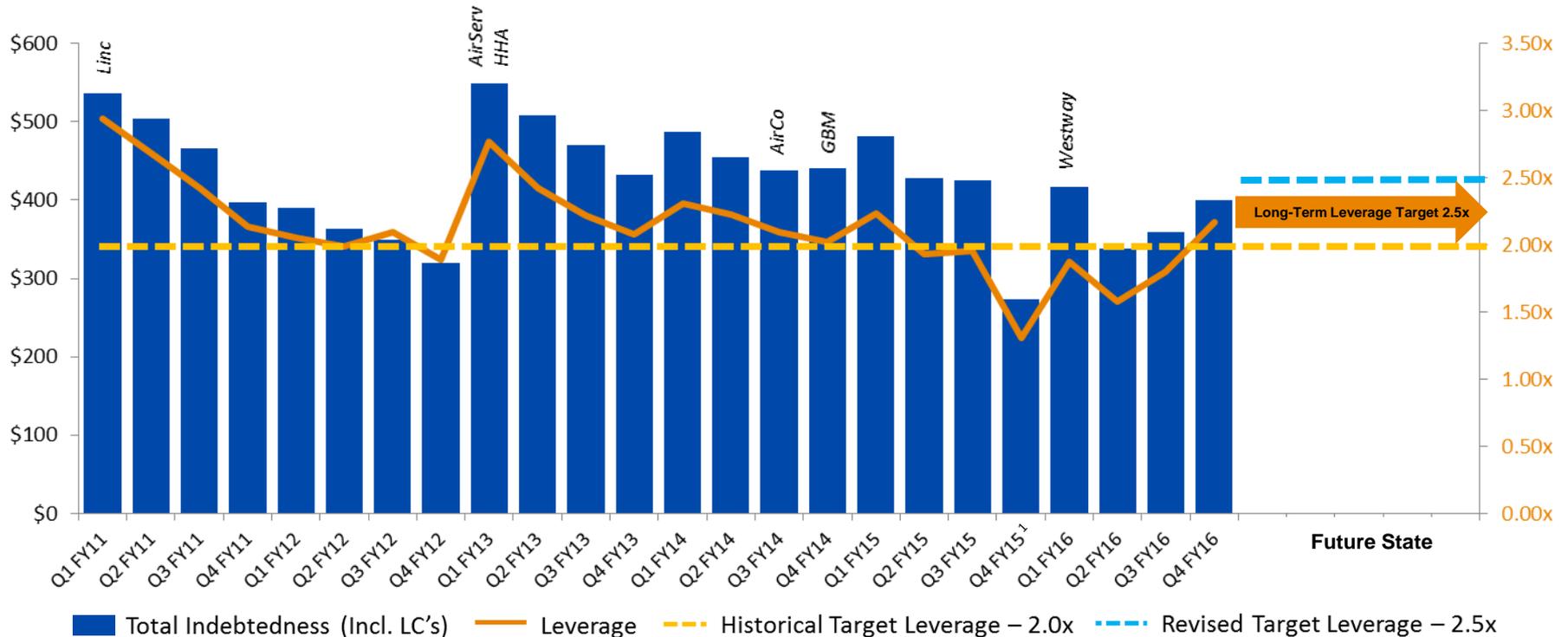




Capital Structure

Select Cash Flow & Balance Sheet Items

Leverage



Note: Acquisitions shown represent purchase above \$15m

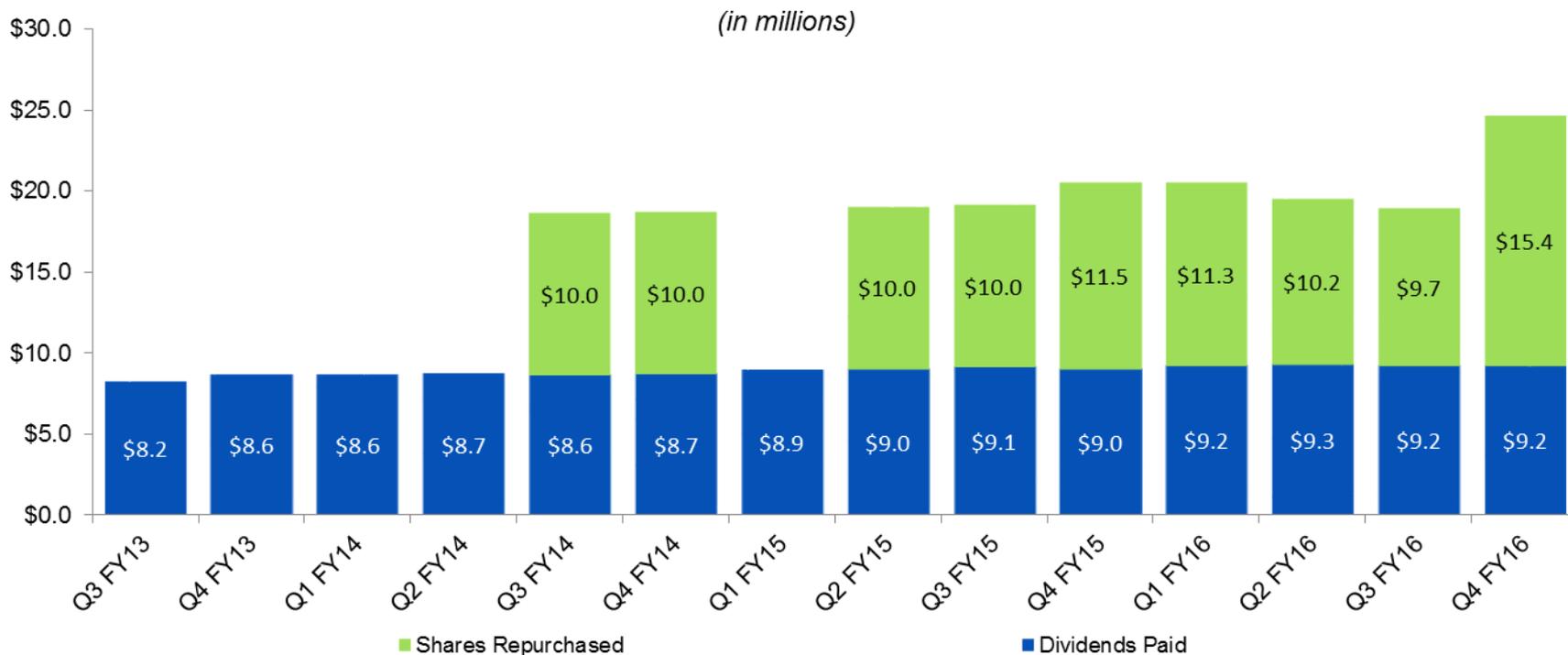
Q4 FY16 Leverage of 2.17x*

¹ Decrease in FY15 Q4 leverage due to disposition of Security

* Leverage calculated as total indebtedness / pro-forma adjusted EBITDA

Select Cash Flow & Balance Sheet Items

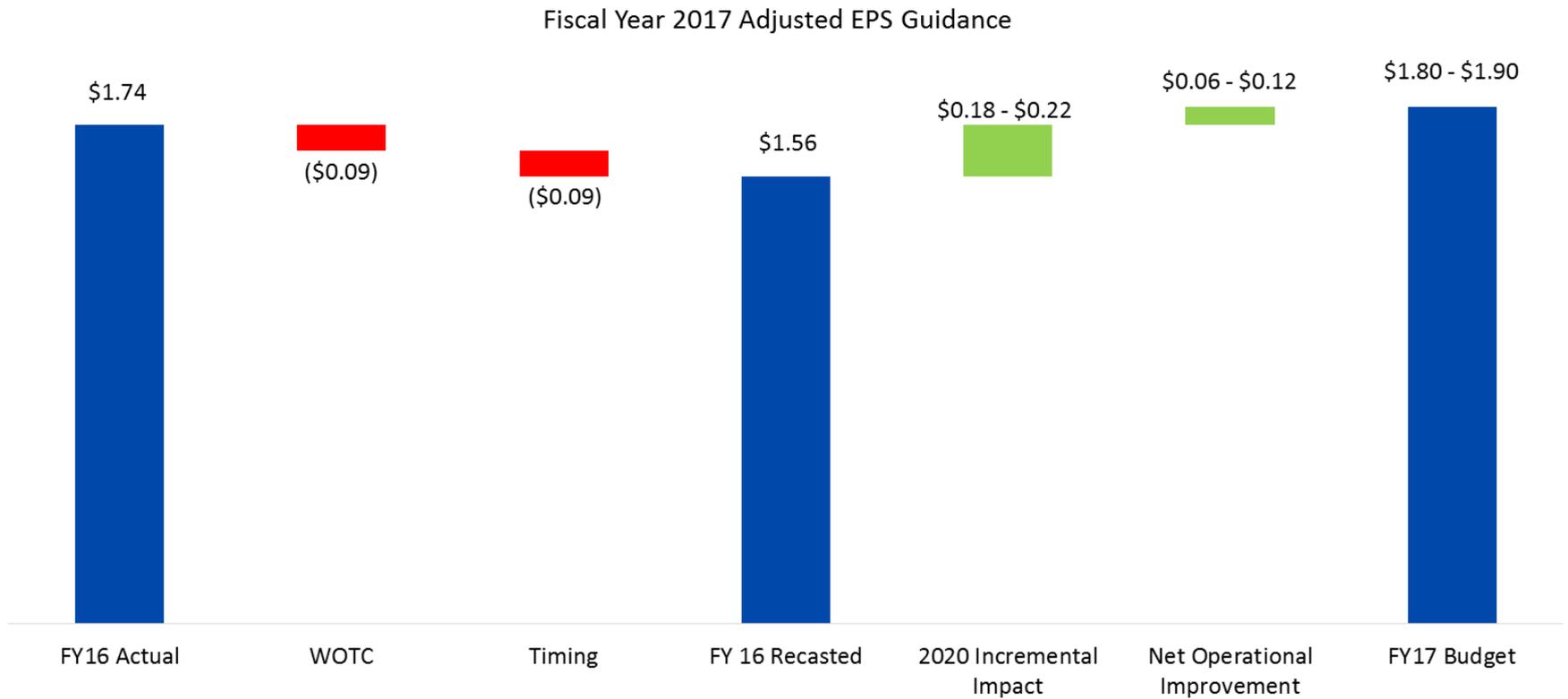
Shareholder Return



A person wearing a blue baseball cap and a blue jacket is seen from the back, looking towards a circular fountain in a park. The fountain has two water jets. The background is a lush green park with trees and a building in the distance. The entire image has a blue tint.

Fiscal 2017 Outlook

Fiscal Year 2017 EPS Bridge



Fiscal 2017 Outlook

Metric	Amount
Adjusted Income from continuing operations per diluted share	\$1.80 - \$1.90
Income from continuing operations per diluted share	\$1.40 - \$1.50
Depreciation & Amortization	\$57m - \$61m
Interest Expense	\$11m - \$13m
Capital Expenditures	\$60m - \$70m
Adjusted EBITDA Margin	4.5% to 4.6%
Tax Rate (excluding WOTC & other discrete tax items) ¹	~42%
Incremental 2017 2020 Vision impact	H1 2017: \$8m - \$10m
	H2 2017: \$10m - \$12m

2017 Working Days				
Quarter	Q1	Q2	Q3	Q4
Days	66	63	66	66
Δ y-o-y	+1	-2	+1	0

¹This tax rate excludes the \$0.11 impact of 2017 Work Opportunity Tax Credits and \$0.04 benefit from adoption of ASU 2016-09

New Segment Structure by Industry Group

Reportable Segment	Description
Business & Industry ("B&I")	B&I represents our largest reportable segment, consisting of Commercial Real Estate, and including Sports & Entertainment venues and Industrial & Manufacturing sites.
Aviation	Aviation includes Air Serv (our Other segment) and our services supporting airlines and airports. A wide array of services that support the needs of our clients are included in this segment, ranging from parking and janitorial to passenger assistance, air cabin maintenance, and transportation.
Emerging Industries Group	Our Emerging Industries Group encompasses services to Education, High-Tech, and Healthcare industries.
Government	Our held-for-sale Government Services business provides specialty solutions in support of U.S. government entities, such as: construction management; energy efficiency upgrades; healthcare support; leadership development; military base operations; and other mission support services.
Technical Solutions	Technical Solutions provides specialized mechanical and electrical services. This segment can also be leveraged for cross-selling within B&I, Aviation, and Emerging Industry Groups, both domestically and internationally (through our U.K.-based acquisition of Westway).

New Segment Structure by Industry Group

(\$ in millions)

<u>Segment</u>	<u>FY16 Revenues</u>	<u>FY17 Operating Profit Margin %</u>
Business & Industry	\$2,941.2	low to mid 5%
Aviation	\$851.9	mid to high 4%
Emerging Industries ¹	\$802.2	mid to high 6%
Technical Solutions ²	\$432.8	mid to high 7%
Government	\$116.6	less than 1%
	<u>\$5,144.7</u>	

¹ Includes Education, Healthcare, and High-Tech

² Includes Technical Solutions U.S. (formerly ABES) and Technical Solutions U.K. (formerly Westway)

Forward-Looking Statement

This presentation contains both historical and forward-looking statements. In this context, ABM Industries Incorporated (“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. For us, particular uncertainties that could cause our actual results to be materially different from those expressed in our forward-looking statements include: (1) changes to our businesses, operating structure, financial reporting structure, or personnel relating to the implementation of our 2020 Vision strategic transformation initiative may not have the desired effects on our financial condition and results of operations; (2) we may face difficulties identifying, acquiring, and integrating businesses; (3) we have high deductibles for certain insurable risks, and therefore we are subject to volatility associated with those risks, including the possibility that changes in estimates of ultimate insurance losses could result in a material charge against our earnings; (4) our risk management and safety programs may not have the intended effect of allowing us to reduce our insurance costs for casualty programs; (5) our business success depends on our ability to attract and retain qualified personnel and senior management; (6) our business success depends on our ability to preserve our long-term client relationships; (7) losses or other incidents at facilities in which we operate could cause significant damage to our reputation and financial loss; (8) our success depends on our ability to continue to gain profitable business despite competitive pressures; (9) costs that we cannot pass through to clients could affect our profitability; (10) our business may be negatively impacted by adverse weather conditions; (11) negative or unexpected tax consequences could adversely affect our results of operations; (12) we may not achieve the expected benefits from our captive insurance company; (13) changes in energy prices and government regulations could adversely impact the results of operations of our Building & Energy Solutions business; (14) significant delays or reductions in appropriations for our government contracts may negatively affect our business and could have an adverse effect on our financial position, results of operations, and cash flows; (15) our ability to do business may be affected by the failure of our joint venture partners to perform their obligations; (16) we could be subject to cyber-security risks, information technology interruptions, and business continuity risks; (17) operations in areas of military conflict expose us to additional risks; (18) general reductions in commercial office building occupancy could affect our revenues and profitability; (19) deterioration of general economic conditions could reduce the demand for facility services and, as a result, reduce our earnings and adversely affect our financial condition; (20) unfavorable developments in our class and representative actions and other lawsuits alleging various claims could cause us to incur substantial liabilities; (21) changes in immigration laws or enforcement actions or investigations under such laws could significantly adversely affect our labor force, operations, and financial results; (22) our participation in multiemployer pension plans could result in material liabilities; (23) future increases in the level of our borrowings or in interest rates could affect our results of operations; (24) impairment of goodwill and long-lived assets could have a material adverse effect on our financial condition and results of operations; (25) actions of activist investors could disrupt our business; and (26) catastrophic events, disasters, and terrorist attacks could disrupt our services. 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, 2015 and in other reports we file from time to time with the Securities and Exchange Commission (including all amendments to those reports). 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.



Appendix

Unaudited Reconciliation of non-GAAP Financial Measures

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES (UNAUDITED)

(\$ in millions)

	Three Months Ended October 31,		Years Ended October 31,	
	2016	2015	2016	2015
Reconciliation of Adjusted Income from Continuing Operations to Income from Continuing Operations				
Adjusted income from continuing operations	\$ 29.2	\$ 31.5	\$ 99.2	\$ 92.9
Items impacting comparability:				
Gain from equity investment ^(a)	0.5	—	1.4	—
CEO/CFO change ^(b)	—	—	—	(4.6)
Self-insurance adjustment	(1.1)	(0.1)	(31.6)	(38.9)
Rebranding	—	(0.6)	—	(0.7)
U.S. Foreign Corrupt Practices Act investigation ^(c)	—	—	(0.2)	(0.2)
Onsite realignment	—	0.1	—	(1.2)
Restructuring and related ^(d)	(9.7)	(10.0)	(28.6)	(11.7)
Acquisition costs	(0.8)	—	(1.8)	(0.9)
Litigation and other settlements ^(e)	(0.6)	(4.6)	(10.1)	(8.1)
Impairment loss on Government business	(22.5)	—	(22.5)	—
Total items impacting comparability	(34.2)	(15.2)	(93.5)	(66.3)
Income tax benefit ^(f)	14.1	6.3	56.6	27.5
Items impacting comparability, net of taxes	(20.2)	(8.9)	(36.8)	(38.8)
Income from continuing operations	\$ 9.0	\$ 22.6	\$ 62.3	\$ 54.1

^(a) The Company's share of a gain associated with property sales completed by one of its investments in a low income housing partnership.

^(b) Represents severance and other costs related to the departure of our former CEO and CFO.

^(c) Represents legal and other cost incurred in connection with an internal investigation into a foreign entity affiliated with a former joint venture partner.

^(d) Represents costs for 2020 Vision Transformation Initiative, net of the reversal of certain share-based compensation costs.

^(e) Full year 2016 amount includes costs related to reserve established for an outstanding client receivable that is being litigated, and based on recent unfavorable developments, a significant portion of the outstanding receivable amount is no longer deemed collectible.

^(f) Full year 2016 amount includes a tax benefit of \$18.4 million, primarily related to expiring statutes of limitations.

Unaudited Reconciliation of non-GAAP Financial Measures

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES

RECONCILIATIONS OF NON-GAAP FINANCIAL MEASURES (UNAUDITED)

(\$ in millions, except per share amounts)

	Three Months Ended October 31,		Years Ended October 31,	
	2016	2015	2016	2015
Reconciliation of Adjusted EBITDA to Net Income				
Adjusted EBITDA	\$ 61.5	\$ 69.4	\$ 212.2	\$ 206.0
Items impacting comparability	(34.2)	(15.2)	(93.5)	(66.3)
Net (loss) income from discontinued operations	(1.2)	16.2	(5.1)	22.2
Income tax (provision) benefit	(1.3)	(14.7)	10.4	(18.3)
Interest income from energy efficient government buildings ⁽⁹⁾	0.3	—	1.3	—
Interest expense	(2.7)	(2.6)	(10.4)	(10.2)
Depreciation and amortization	(14.5)	(14.3)	(57.7)	(57.1)
Net income	\$ 7.8	\$ 38.8	\$ 57.2	\$ 76.3

	Three Months Ended October 31,		Years Ended October 31,	
	2016	2015	2016	2015
Reconciliation of Adjusted Income from Continuing Operations per Diluted Share to Income from Continuing Operations per Diluted Share				
Adjusted income from continuing operations per diluted share	\$ 0.51	\$ 0.55	\$ 1.74	\$ 1.62
Items impacting comparability, net of taxes	(0.35)	(0.16)	(0.65)	(0.68)
Income from continuing operations per diluted share	\$ 0.16	\$ 0.39	\$ 1.09	\$ 0.94
Diluted shares	56.9	57.5	56.9	57.4

⁽⁹⁾ Adjusted EBITDA does not include interest income for certain long term energy contracts, in which case a gross up of both interest income and interest expense is being recorded.

2017 Guidance

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES

2017 GUIDANCE

	Year Ended October 31, 2017	
	Low Estimate	High Estimate
Reconciliation of Estimated Adjusted Income from Continuing Operations per Diluted Share to Estimated Income from Continuing Operations per Diluted Share		
Adjusted income from continuing operations per diluted share ^(a)	\$ 1.80	\$ 1.90
Adjustments ^(b)	(0.40)	(0.40)
Income from continuing operations per diluted share ^(a)	<u>\$ 1.40</u>	<u>\$ 1.50</u>

^(a) With the exception of the 2017 Work Opportunity Tax Credits, this guidance does not include any potential benefits associated with certain other discrete tax items and other unrecognized tax benefits.

^(b) Adjustments include costs associated with the strategic review and realignment, legal settlements, adjustments to self-insurance reserves pertaining to prior year's claims and other unique items impacting comparability.