

A man in a blue shirt is seen from the back, looking out a large window of a modern building. The interior of the building is visible through the glass, showing a bright, open space with a grid-like ceiling and several pillars. The overall color scheme is blue and white, giving it a professional and clean appearance.

Unaudited Reconciliation of non-GAAP Financial Measures

Unaudited Reconciliation of non-GAAP Financial Measures

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

(in millions)

	Three Months Ended January 31,	
	2015	2014
Reconciliation of Adjusted Net Income to Net Income		
Adjusted net income	\$ 21.5	\$ 14.1
Items impacting comparability:		
CEO Change (a)	(3.2)	-
Litigation and other settlements	(2.3)	-
Restructuring (b)	(0.7)	(0.6)
Acquisition costs	(0.2)	(0.2)
Rebranding (c)	(0.1)	(0.4)
U.S. Foreign Corrupt Practices Act investigation (d)	(0.1)	(0.5)
Total items impacting comparability	(6.6)	(1.7)
Benefit from income taxes	2.8	0.7
Items impacting comparability, net of taxes	(3.8)	(1.0)
Net income	\$ 17.7	\$ 13.1

(a) Represents severance and other costs related to the upcoming departure of our CEO.

(b) Restructuring costs associated with realignment of our operational structure.

(c) Represents costs related to the Company's branding initiative.

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

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 January 31,	
	2015	2014
Reconciliation of Adjusted Operating Profit to Operating Profit		
Adjusted operating profit	\$ 25.8	\$ 25.6
Total items impacting comparability	(6.6)	(1.7)
Operating profit	\$ 19.2	\$ 23.9
Reconciliation of Adjusted EBITDA to Net Income		
Adjusted EBITDA	\$ 41.3	\$ 41.5
Items impacting comparability	(6.6)	(1.7)
Provision for income taxes	(0.3)	(9.6)
Interest expense	(2.7)	(2.7)
Depreciation and amortization	(14.0)	(14.4)
Net income	\$ 17.7	\$ 13.1

	Three Months Ended January 31,	
	2015	2014
Reconciliation of Adjusted Net Income per Diluted Share to Net Income per Diluted Share		
Adjusted net income per diluted share	\$ 0.38	\$ 0.25
Items impacting comparability, net of taxes	(0.07)	(0.02)
Net income per diluted share	\$ 0.31	\$ 0.23
Diluted shares	57.2	57.1

Unaudited Reconciliation of non-GAAP Financial Measures

ABM INDUSTRIES INCORPORATED AND SUBSIDIARIES
RECONCILIATION OF ESTIMATED ADJUSTED NET INCOME PER DILUTED SHARE TO
ESTIMATED NET INCOME PER DILUTED SHARE FOR THE YEAR ENDING OCTOBER 31, 2015

Estimated net income per diluted share (a)	<u>Year Ending October 31, 2015</u>	
	<u>Low Estimate</u>	<u>High Estimate</u>
	(per diluted share)	
Adjusted net income per diluted share	\$ 1.75	\$ 1.85
Adjustments (b)	\$ (0.20)	\$ (0.20)
Net income per diluted share	<u>\$ 1.55</u>	<u>\$ 1.65</u>

(a) This guidance excludes potential benefit associated with the Work Opportunity Tax Credit for calendar 2015. If Congress were to extend the WOTC for calendar 2015 prior to October 31, 2015, the Company could have a further benefit of \$0.08 per diluted share.

(b) Adjustments include certain rebranding costs and legal settlements, adjustments to self-insurance reserves pertaining to prior year's claims and other unique items impacting comparability.