



**CODE OF CONDUCT**  
**for the Board of Directors of**  
**G&K Services, Inc.**

(Adopted June 2005)

Members of the Board of Directors of G&K Services, Inc. acknowledge and accept the scope and extent of our duties as directors. We have a responsibility to carry out these duties in an honest and businesslike manner, and within the scope of our authority as set forth under law and governance documents of G&K. We are entrusted with and responsible for oversight of assets and business affairs of G&K in an honest, fair, diligent, and ethical manner. As Directors we must act within the bounds of authority conferred upon us, recognizing the duty to make informed decisions and policies in the best interests of G&K. The Board of Directors adopts this Code of Conduct expecting each Director to adhere to appropriate standards of loyalty, good faith, and the avoidance of conflict of interest.

**Fiduciary Duty**

- Members will at all times act in the best interests of, and fulfill their fiduciary obligations to, G&K and its shareholders, and shall always act honestly, fairly, ethically and with high integrity.
- Members will act in good faith, responsibly, and with due care, competence and diligence, without allowing their independent judgment to be subordinated.

**Professionalism**

- Members will conduct themselves in a professional, courteous and respectful manner, such as to enhance and maintain the good reputation of G&K.

**Compliance**

- Members will comply with all applicable laws, rules and regulations, and will actively promote and maintain an ethical and legal compliance program at G&K.

**Conflict of Interest**

- Members will disclose potential conflicts of interest they may have regarding any matters coming before the Board, and shall abstain from discussion and voting on a matter in which the Director has or may have a conflict of interest.

**Good Governance**

- Members will make available to and share with fellow Directors information as may be appropriate to assist with the proper conduct and sound operation of G&K and its Board of Directors.
- Members will respect the confidentiality of information relating to the affairs of G&K acquired in the course of their service as Directors, except when authorized or legally required to disclose such information.
- Members will not use confidential information acquired as Directors for their personal advantage.
- Members will bring an open and independent mind to meetings of the Board, listen to the debate on each issue raised, consider the arguments for and against each matter and reach a decision that he or she believes, in good faith and on reasonable grounds, to be in the best interests of G&K as a whole.

**Reliance**

- Members are entitled to rely on information and advice received from G&K's officers and employees, but only if the director does so in good faith and on reasonable grounds, after inquiry, such that he or she believes the officer or employee is reliable and competent in relation to the matters concerned.

A Director who has concerns regarding compliance with this Code of Conduct should raise those concerns with the Board Chair and the Chair of the Corporate Governance Committee, who will determine what action should be taken.

Directors will annually sign a confirmation that they have read and are complying with this Code.