

# CINTAS CORPORATION

## Corporate Governance Guidelines

As Revised Through March 18, 2014

The Board of Directors (the “Board”) and the Nominating and Corporate Governance Committee of Cintas Corporation (the “Company”) have established the following guidelines for the conduct and operation of meetings and deliberations of the Board. These guidelines will be reviewed periodically by the Board and the Nominating and Corporate Governance Committee and may be amended or modified from time to time. The following guidelines along with the Company’s Articles of Incorporation and By-laws and the charters of the various committees of the Board provide the foundation for the Company’s governance.

### I. **ROLE OF BOARD**

**A. General.** The role of the Board is to maximize the long-term value of the Company consistent with its fiduciary responsibilities to stockholders. The Board achieves this goal by ensuring that management is capable of performing its duties and achieving its objectives by focusing on creating value for all of its stakeholders – customers, employees, investors, communities, partners, suppliers, the environment and regulatory agencies. The Board also requires the directors, officers and employees of the Company to comply with all legal and regulatory requirements and to adhere to the highest ethical standards in the performance of their duties.

**B. Fiduciary Duty.** Directors will perform their duties while keeping in mind their primary fiduciary duty to the stockholders and the Company. Each director must exercise his or her business judgment in good faith and act in a manner that the director reasonably believes to be in the best interests of the Company and its stockholders.

**C. Board Responsibilities.** The Board’s primary functions are to:

1. Assure that management develops sound business strategies;
2. Review and, where appropriate, approve and evaluate financial and internal controls;
3. Elect the Chief Executive Officer and other senior officers and review management succession planning; and
4. Ensure that the Company’s business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations and consistent with the Company’s Code of Conduct.

## II. SELECTION AND COMPOSITION OF BOARD

**A. Board Size.** The Board shall consist of that number of directors as determined by a majority vote of the directors, consistent with the Company's By-laws. The Board believes that seven (7) to eleven (11) directors is an appropriate size. The Board will, from time to time, evaluate the Board size to determine whether it should be increased or decreased.

**B. Independence.** The Board shall at all times be comprised of no less than a majority of directors who meet the criteria for independence required by the Nasdaq National Market (or principal stock exchange upon which the Company's stock is traded) and all applicable laws and regulations. The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications and independence of each director.

**C. Board Membership Criteria.** The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates for nomination by the Board for election as directors and for filling vacancies on the Board. The Nominating and Corporate Governance Committee will perform a regular assessment of the skills and characteristics needed by the Board in the context of the current status of the Board.

**D. Selection of Board Members.** The Nominating and Corporate Governance Committee is responsible for identifying and recommending to the Board candidates for election as directors. The Board delegates the process of screening director candidates to the Nominating and Corporate Governance Committee, which may solicit advice from the Chairman of the Board, the Chief Executive Officer and other members of the Board. The Board will recommend a slate of directors for election based on its determinations using the recommendations and information supplied by the Nominating and Corporate Governance Committee. The Board may fill vacancies in existing or new director positions. Such directors elected by the Board serve only until the next election of directors unless elected by the shareholders to a further term at that time.

**E. Chairman of the Board.** The Board selects the Chairman of the Board in the manner that it determines to be in the best interests of the Company's stockholders.

**F. Changes in Current Responsibilities.**

1. If any director has any material change in responsibility in his or her principal occupation, including, without limitation, retirement, resignation or material change in duties, he or she shall immediately submit a letter of resignation to the Chairman of the Board. After receiving a director's letter of resignation, the Board of Directors shall determine whether to accept or reject the resignation.

2. With respect to situations other than those covered in the preceding paragraph, prior to any director entering into a new, substantial business association including a new board position with a commercial enterprise other than the Company, the director shall notify the Chairman of the Board.

3. The provisions contained in this Section II.F. shall not apply to any non-profit organizations which the director is involved, associated or affiliated with.

**G. Term Limits.** The Board does not believe it should establish term limits for directors. Although term limits could help ensure there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's history, policies, operations and objectives, and therefore, provide an increasing contribution to the Board as a whole. The Board believes that as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new viewpoints through the Board evaluation and director nomination processes.

**H. Retirement.** While we expect the Board, in some cases, to make exceptions (to be approved by agreement of a majority of the independent directors) to retain the valuable experience of particular Board members, our general guideline is that directors are expected to retire at the first shareholders meeting following such director's 73<sup>rd</sup> birthday. If the Board has decided not to make an exception, a director whose term is expiring shall not stand for reelection to a new term if that director will reach the age of 73 on or before the date of the shareholders meeting at which directors are to be elected.

### **III. BOARD MEETINGS**

**A. Agenda.** The Chairman of the Board, in consultation with the CEO and other Board members, will establish the agenda for each Board meeting. At the beginning of each fiscal year, the Chairman of the Board will establish a schedule of agenda items to be discussed during the ensuing year (to the extent these can be foreseen).

**B. Advance Distribution of Board Materials.** Information and data concerning the Company, its business, financial affairs and strategic plan is important to the Board's understanding and decision-making process. Accordingly, and in order to facilitate the efficient use of meeting time, all information relevant to the Board's understanding of matters to be discussed at the Board meeting will be distributed in writing or electronically to each director in advance of each meeting whenever feasible or appropriate. Management will use its best efforts to ensure this material is as concise as possible yet still provide sufficient information for the directors to make informed decisions. Certain items to be discussed at Board meetings may be highly sensitive and advance distribution of these items may not be appropriate.

**C. Attendance and Preparation.** Each director is expected to attend all Board meetings and all meetings of committees on which the director serves. A director shall notify the Company's Secretary if he or she is unable to attend any meeting. Each director is expected to spend the amount of time and effort needed, and to meet as frequently as necessary, to properly discharge his or her duties as a director.

**D. Attendance of Non-Directors at Board Meetings.** The Board welcomes the regular attendance at each Board meeting of the appropriate executive management of the Company as determined, from time to time, by the Board. If the Chief Executive Officer or any director wishes to have any additional Company manager(s) attend a meeting, it should be brought to the attention of the Chairman of the Board for consideration and approval.

**E. Executive Sessions of Independent Directors.** Executive sessions or meetings of those directors who meet the then-standards of independence shall be held at least semi-annually and more frequently as the independent directors desire. No members of the Company's management shall be present at such executive sessions. The independent directors may meet in executive session completely separate from a scheduled meeting of the full Board or during a scheduled Board meeting upon first excusing all members of the Company's management from that segment of the meeting. The chairperson at any executive session will be the chairman of the Nominating and Corporate Governance Committee will call and chair the executive sessions.

**F. Access to Employees.** Each director shall have complete and open access to the Company's employees. Directors will use their judgment to be sure that contact with management is not distracting to the operations of the Company and that such contact be coordinated, to the extent reasonably practicable, with the Chief Executive Officer or the Chairman of the Board.

#### **IV. BOARD COMPENSATION**

The Compensation Committee shall have the responsibility for recommending to the Board compensation for non-employee directors. The Board believes that the amount of director compensation should be fair and competitive in relation to director compensations at other companies with businesses similar in size and scope to the Company. The type and amount of compensation should align directors' interest with the long-term interests of stockholders. The structure of the compensation program should be simple, transparent and easy for stockholders to understand. The Compensation Committee shall review the annual retainer fee as well as other compensation for non-employee directors with the full Board every year.

#### **V. PERFORMANCE EVALUATION; SUCCESSION PLANNING**

**A. Assessing the Board's Performance.** The Nominating and Corporate Governance Committee is responsible for conducting an annual evaluation of the performance of the Board and shall report its conclusions to the Board. The purpose of

the annual evaluation is to increase the effectiveness of the Board, not to review an individual director's performance. In addition, the Board shall conduct an annual independent self-evaluation to determine whether the Board and its committees are functioning effectively. The results of these evaluations will be reviewed and discussed by the Board.

**B. Formal Evaluation of the Chief Executive Officer.** The Compensation Committee should submit to the independent directors annually at the close of each fiscal year an evaluation of the Chief Executive Officer. After review, amendment and agreement by the independent directors, the evaluation should be communicated to the Chief Executive Officer by the Chairman of the Board. The evaluation should be based on objective criteria including performance of the business, accomplishment of long term objectives, development of management, etc. The independent directors' final evaluation will be used by the Compensation Committee when considering and recommending to the Board the compensation of the Chief Executive Officer.

**C. Succession Planning.** The Board will develop and adopt a plan of succession for the Chief Executive Officer in the event of an unexpected occurrence such as death, disability, removal or resignation. The Board will review the CEO succession plan at least annually. As part of the annual officer evaluation process, the Compensation Committee will work with the Chief Executive Officer to develop and maintain a succession plan for the CEO and other officers. The Nominating and Corporate Governance Committee will ensure that the Board reviews annually the succession plan of the CEO and the other officers.

## **VI. COMMITTEES**

**A. Number and Structure of Committees.** There shall be an Executive Committee, a Nominating and Corporate Governance Committee, an Audit Committee and a Compensation Committee. The Board may add or remove committees as it deems advisable.

**B. Assignment and Rotation of Committee Members.** The Nominating and Corporate Governance Committee is responsible for recommending and nominating committee members and chairpersons. The Board, after reviewing the recommendations of the Nominating and Corporate Governance Committee, will establish the committee memberships and chairpersons. The Board, upon recommendation by the Nominating and Corporate Governance Committee, will consider on a periodic basis whether it is in the best interests of the Company to rotate committee chairs and/or members.

**C. Independence.** Each of the members of the Nominating and Corporate Governance Committee, the Audit Committee and the Compensation Committee shall meet the criteria for independence required by the Nasdaq National Market (or principal stock exchange upon which the Company's stock is traded) and shall also satisfy all applicable laws and regulations.

**D. Frequency and Agenda.** The committee chairperson, in consultation with the committee members, will determine the frequency and length of committee meetings consistent with the applicable committee's charter. The chairperson of each committee, in consultation with the appropriate members of management and staff, will develop the applicable committee's agenda. At the beginning of each fiscal year, each committee will establish a schedule of agenda subjects to be discussed at such committee during the ensuing year (to the degree these can be foreseen). The meeting schedule for each committee will be furnished to all directors.

## **VII. MISCELLANEOUS**

**A. Engagement of Advisors.** The Board and each committee has the power to engage, at the expense of the Company, independent legal, financial or other advisors as they deem necessary without consulting or obtaining the prior approval of any officer of the Company. Directors will use their best judgment in determining when such engagements are necessary and shall consider the qualifications and fees charged to such advisors when making their selection. The Board and/or committees will promptly notify the Company's Secretary of such engagements so that the Secretary can confirm the independence of such advisors and arrange for payments of fees to such advisors.

**B. Orientation and Continuing Education.** The Company shall provide directors with access to internal and external orientation programs and continuing education programs, including, but not limited to Nasdaq National Market (or such principal stock exchange on which the common stock is traded), to ensure that they have sufficient information about the Company and their duties.

**C. Board Interaction with External Constituencies.** The Board believes that management speaks for the Company. Individual directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is expected that Board members will do so only with the knowledge of management, and absent unusual circumstances, only at the request of management. Generally, directors should refer investors, market professionals and the media to the Chief Executive Officer or another individual designated by the Company.