

## **CINTAS CORPORATION COMPENSATION COMMITTEE CHARTER**

### **I. PURPOSE**

In discharging the responsibilities of the Board of Directors (the “*Board*”) relating to compensation of the Company’s Chief Executive Officer and other senior executive officers, the purposes of the Compensation Committee are (i) to review and approve the compensation of the Company’s Chief Executive Officer and other senior executive officers, (ii) to oversee the compensation policies and programs of the Company, including stock and benefit plans, (iii) to oversee management succession planning, (iv) to review and discuss with the Company’s management the Compensation Discussion and Analysis (“*CD&A*”) to be included in the Company’s annual proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement and (v) to provide the Compensation Committee Report for inclusion in the Company’s proxy statement that complies with the rules and regulations of the Securities and Exchange Commission.

### **II. MEMBERSHIP**

The Compensation Committee shall consist of a minimum of three (3) directors. Each member of the Compensation Committee: (i) shall be an independent director under the rules of the Nasdaq Stock Market LLC (or such other exchange or system upon which the Company’s securities are listed, quoted or traded) and any standards of independence as may be prescribed for purposes of any federal securities, tax or other laws relating to the Compensation Committee’s duties and responsibilities; (ii) shall meet both the definition of “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934 and the definition of “outside director” for purposes of 162(m) of the Internal Revenue Code of 1986; and (iii) shall not accept directly or indirectly any consulting, advisor or other compensatory fee from the Company or any subsidiary thereof. Compensatory fees shall not include: (i) fees received as a member of the Compensation Committee, the Board or any other Board committee; or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service). In determining whether a director is eligible to serve on the Compensation Committee, the Board must consider whether the director is affiliated with the Company, a subsidiary of the Company or any affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Compensation Committee. The members of the Compensation Committee shall be appointed and may be removed by the Board.

### **III. RESPONSIBILITIES**

- A. The Compensation Committee shall meet at least one time each year, or more frequently as the Committee or its Chairman deem advisable. The Compensation Committee is governed by the same rules regarding meetings (including meetings by telephone conference or similar communications equipment), actions without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board.
  
- B. The Compensation Committee's specific functions are:
  - 1. Review and approve, at least annually, the corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance against those goals, and determine and approve the CEO's compensation level based on this evaluation. The CEO may not be present during voting or deliberations by the Compensation Committee on his or her compensation.
  - 2. Oversee management succession planning for all key executive positions, most notably the CEO. As a part of this responsibility, regularly review the "up and comers" with senior management.
  - 3. Review with the CEO the performance and compensation of the Company's senior officers and make recommendations to the Board with respect to such compensation.
  - 4. Adopt, administer and approve the Company's incentive compensation and stock plans and awards thereunder, including amendments to the plans or awards.
  - 5. Perform such duties and responsibilities as may be assigned to the Board or the Compensation Committee under the terms of any executive compensation plan, incentive-compensation plan or equity-based plan.
  - 6. Annually review this Charter.
  - 7. Review and recommend to the Board changes in compensation and benefit plans for non-employee directors.
  - 8. Review annually the Company's Directors and Officers Insurance Policies and make recommendations to the Board with respect to the coverage levels.
  - 9. Annually review Board fees and compensation and make recommendations to the Board.

- C. The Compensation Committee shall review and evaluate, at least annually, the performance of the Committee and shall regularly report to the Board.

#### **IV. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS; DELEGATION OF AUTHORITY**

The Compensation Committee has the following specific responsibilities and authority:

- A. The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser.
- B. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Compensation Committee.
- C. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Compensation Committee.
- D. The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation Committee, other than in-house legal counsel, only after taking into consideration the following factors:
  - 1. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
  - 2. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
  - 3. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
  - 4. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
  - 5. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

6. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

However, the Compensation Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Regulation S-K Item 407(e)(3)(iii): (1) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or Board members, and that is available generally to all salaried employees; and/or (2) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

- E. The Compensation Committee shall also have appropriate resources and authority to discharge its responsibilities under this Charter.
- F. The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as the Compensation Committee may deem appropriate in its sole discretion. In particular, the Compensation Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Compensation Committee who are (i) “non-employee directors” within the meaning under Rule 16b-3 of the Securities Exchange Act of 1934, and (ii) “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code.