

**CINTAS CORPORATION
COMPENSATION COMMITTEE CHARTER**

I. PURPOSE

The purpose of the Compensation Committee of the Board of Directors (the “Compensation Committee”) is to review and approve the compensation of the Company’s Chief Executive Officer and other senior executive officers, to oversee the compensation policies and programs of the Company, including stock and benefit plans, to oversee management succession planning and to produce an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations.

II. MEMBERSHIP

The Compensation Committee shall consist of a minimum of three (3) directors, each of whom must qualify as an independent director under the rules of the Nasdaq National Market (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. Each member of the Compensation Committee 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. 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.
 - 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” management list 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 those compensation plans.
 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. Prepare the annual Compensation Committee report describing the performance factors on which the Compensation Committee relied in determining the compensation of the CEO, as well as a discussion of the Compensation Committee’s general policies with respect to executive compensation, as required by the proxy rules of the Securities and Exchange Commission.
 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.

IV. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS

- A. The Compensation Committee may conduct or authorize investigations into or studies of matters within the scope of the Compensation Committee’s duties and responsibilities, and may retain, at the Company’s expense, such independent counsel or other advisors as it deems necessary.
- B. The Compensation Committee shall have the sole authority to retain or terminate a compensation consultant to assist the Compensation

Committee in carrying out its responsibilities, including sole authority to approve reasonable fees and other retention terms, such fees to be borne by the Company.