



# Code of Conduct and Business Ethics

It's not just what we do, but how we do it.

# letter from the CEO

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To: Cintas Directors, Officers and Partners

One of Cintas' biggest strengths has always been our insistence on honesty and integrity from every partner in the company. No inflated numbers to make ourselves look good. No lies to cover a bad decision. No rationalization to protect our egos.

We do not cheat our fellow partners, our customers, our shareholders or anybody else. We give honest answers, honor our commitments, and keep our promises. If we make a mistake, we admit it; we do not pass it off or cover it up. We focus on what is the right thing to do to accomplish our objectives. We make tough decisions and we do not sweep things under the rug. We live by the rules. Many of the issues addressed in this Code are also covered in specific, detailed policies located on our company intranet.

I count on each of you to uphold the moral and ethical standards through your daily actions. Each day we are faced with business challenges. Part of these challenges includes complying with all applicable laws and regulations and reporting incidents when something needs to be corrected.

Our reputation belongs to all of us and I ask for your help in maintaining it and making it stronger. In doing so, I ask that you speak up if you know of a situation or issue that is in violation of the law, company policy or our core principles. To report questions or concerns, speak with your supervisor, Human Resource Manager, the Compliance Department, or you may anonymously call our confidential Direct Line at 800-292-9480.

We strive to maintain our reputation as a company of high principles and values. We will continue to be a company that tolerates nothing less than complete honesty, integrity and fairness in everything we do. Each of us is responsible for our actions and can be a leader in sustaining our commitment to good business.

Thank you for joining me in this effort to live by and maintain our ethical principles.

A handwritten signature in black ink, appearing to read "S. Farmer".

Scott Farmer  
President and Chief Executive Officer

# introduction

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Cintas Corporation and its directors, officers and partners have committed to conduct Cintas' business in accordance with the highest ethical standards. We know it's not enough to just do the right things; we have to do them in the right way. The way that we accomplish our work is as important as the work itself. It is essential that we conduct ourselves at all times with integrity and in full compliance with the laws and regulations that govern our business activities.

This Code applies to Cintas Corporation, its subsidiaries or affiliates in which Cintas directly or indirectly owns more than 50 percent of the voting control ("Controlled Affiliates"), and to all directors, officers, and partners of each. All references to "Cintas" or the "Company" include Cintas Corporation and all Controlled Affiliates unless otherwise specified. All references to directors, officers and partners include directors, officers, and partners of Cintas Corporation and its subsidiaries and Controlled Affiliates.

Failure to read and/or acknowledge this Code does not exempt a director, officer or partner from his or her responsibility to comply with this Code, applicable laws, regulations and all Cintas policies and guidelines that are related to his or her job and/or duties.

This Code is an important part of Cintas' values and reflects our commitment to ethical business practices and regulatory compliance. It summarizes the principles and policies that guide our business activities. This Code is not meant to replace our detailed policies; it enhances our current policies and is a statement of our principles in a number of important areas.

Each Cintas director, officer and partner is responsible for fully understanding and complying with the standards of conduct outlined in this Code, applicable government laws, rules and regulations, and Cintas' policies. This Code is not intended to cover every applicable law or provide answers to all questions that might arise. Rather, it provides you with some guidelines for meeting ethical and legal obligations and where to go for additional information and partnership.

This Code is not intended to and does not create an employment contract, and does not create any contractual rights between Cintas and its partners or create any express or implied promise for specific treatment in specific situations. This Code does not limit the obligation of any partner under existing non-compete, non-disclosure or other employment related agreements to which the partner is bound or the Company's policies which cover the partner.

# resolution process

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In most situations, our values and integrity will guide us to the right decision. However, we must always keep in mind how our actions affect the credibility of our organization as a whole, and for this reason, our business ethics must reflect the values and standards of conduct outlined in this Code.

Ethics are not always black and white issues. Sometimes they are obvious. For example, stealing and cheating are obvious violations. But other issues are not so obvious and require additional judgment. Whenever you are confronted with an issue or business decision that is not as clear cut, ask yourself these questions for guidance:

- Will this action endanger anyone's life, health or safety?
- Is it legal?
- Will I be violating either a law or a company policy?
- Is it honest in every respect?
- How will my actions make me feel about myself? Will it make me proud or ashamed?
- How will I feel if my actions were disclosed to the media?
- How will I feel if my family knows about it?

If you are still not sure how to proceed after considering these questions or wish to report questionable behavior and/or a possible violation, you should promptly:

- Try to resolve the concern through the standard management channels or your human resource representative.
- If you are a partner covered by a labor agreement and a local grievance process covers the issue you are concerned about, you should follow that process.
- If resolution through standard management channels is not appropriate or you have already taken these steps and the issue was not adequately resolved, you may use the Cintas Hot Line by completing the written Hot Line Communication form or calling the confidential Cintas Direct Line at 1-800-292-9480. The Cintas Hot Line is a process whereby a partner can communicate directly with the appropriate officer. Hot Line forms are personally read and acted upon by the appropriate officer and are kept in strict confidence. The Cintas Direct Line is a dedicated, toll-free phone line that is available to you 24 hours a day, 7 days a week, 365 days a year. It is operated by an external third-party vendor that has trained multi-lingual professionals to take your calls, in confidence, and report your concerns to the appropriate Cintas manager for appropriate action. Your phone calls to the Direct Line may be made anonymously. You can also contact the Direct Line with your concerns via email at [hotlineservices@wackenhut.com](mailto:hotlineservices@wackenhut.com) or via the web at <http://www.yourconcerns.net/cintas.htm>.

(For more information refer to policy C-21 – Partner Complaint Policy.)

## no retaliation

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Cintas will handle all inquiries discreetly and make every effort to maintain, within the limits allowed by the law, the confidentiality of anyone requesting guidance or reporting questionable behavior and/or a possible violation. It is Company policy to ensure that no retaliation occurs as a result of any partner raising a business conduct or ethical issue or reporting a perceived violation of Company policy or the law.

## standards of business conduct

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We are committed to interacting with our customers, working employee-partners, competitors, co-workers, shareholders, vendors, government and regulatory agencies, and the communities in which we operate in a respectful, ethical manner and in full compliance with all regulatory requirements.

**Compliance with Laws, Rules and Regulations.** We strictly obey the laws and regulations that govern our businesses. We are responsible for understanding these laws and regulations as they apply to our jobs and for preventing, detecting, and reporting instances of non-compliance. Every partner must conduct themselves at the Company and all of its functions or when acting on its behalf in a manner which is in full compliance with all applicable laws, rules and regulations as well as with all of Cintas' policies.

**Antitrust Laws.** The antitrust laws of the United States and the competition laws of other countries are designed to preserve and protect competition in goods and services. Every partner must comply with the antitrust and competition laws. Any business activities involving any of our competitors should be conducted cautiously and in a manner that does not violate the law. Agreements between competitors relating to prices or allocations of territories or customers are unlawful. If you are involved in, have questions about or observe an activity that could raise an antitrust or competition law issue, immediately contact your supervisor or call the Legal Department for advice. (For more information, refer to the Corporate Compliance Policy #C-200, Antitrust Compliance)

**Foreign Corrupt Practices Act (FCPA).** The United States FCPA prohibits making a payment or offering anything of value to a foreign government official or government agency to impact a decision to obtain, retain or influence business. Other countries in which Cintas conducts business have similar anticorruption laws. Improper activities are not limited to cash payments and can include suspicious business arrangements and excessive or unnecessary travel, gifts, entertainment and meals. Cintas abides by applicable anticorruption requirements and expects all directors, officers, partners, and third-party representatives regardless of what country they work in, to run their business in adherence with these regulations. (For more information, refer to Corporate Compliance Policy #C-208, Anticorruption Policy).

**Employment Practices and Expectations.** Cintas treats all of its partners with dignity and respect. We provide pay and benefits competitive within our industry and the labor markets in which we operate and consistent with individual performance. A diverse workforce is essential to our business success. All partners are expected to respect and value the contributions that people of different characteristics, experiences and backgrounds offer. Cintas promotes a cooperative and productive work environment by supporting the diversity of its workforce and is committed to providing equal employment opportunity to all qualified partners and applicants. (For more information, refer to Corporate Compliance Policy #C-205, Labor and Employment).

We do not unlawfully discriminate on any basis, including, but not limited to, race, color, sex, sexual orientation, religion, national origin, marital status, age, disability or veteran status, in any personnel practice, including recruitment, hiring, training, promotion, and discipline. Employment decisions are made based on the following criteria: (a) qualifications of candidates with respect to job requirements; (b) development needs of individuals and the Company's succession planning requirements; (c) equal opportunity and achieving workforce diversity; and (d) legal and contractual requirements, including union contracts. (For more information, refer to policy #C-127, Hiring, Transferring and Payroll Records).

Cintas does not tolerate harassment in any form, including, but not limited to, sexual harassment, verbal abuse, intimidating behavior, threats or assault. We take allegations of harassment and unlawful discrimination seriously and address all such concerns that are raised regarding this policy. (For more information, refer to policy #C-138, Workplace Harassment Prevention).

**Safety, Health and Environment.** A safe and clean work environment is important to the well-being of all Cintas partners. Cintas endeavors to comply with applicable safety and health regulations and appropriate practices. Cintas endeavors to comply with all environmental laws, regulations and policies in order to be a responsible steward of natural resources. Partners who are responsible for, or are engaged in, activities or operations that might affect the environment should be familiar with the laws, regulations and policies that relate to these activities and comply with them. (For more information, refer to Corporate policy #C-147 Safety, Loss Prevention and Training Corporate Compliance Policy #C-206, Safety. The Cintas Safety Manual or your division specific safety policy.)

**Workplace Violence.** Caring about the safety of our partners includes offering a workplace free from violence. Cintas does not tolerate threats, intimidation, aggressive behavior, physical harm, or other violence of any kind. If you believe that your safety, or that of any other partner, is in jeopardy contact your supervisor, manager or HR representative immediately. You may not have weapons, licensed with a government permit or not, of any kind on company property unless otherwise noted by state law. (For more information, refer to Corporate Policy #C-149, Workplace Violence Prevention).

*Drugs and Alcohol.* Cintas maintains a work environment free of drugs and alcohol. The use of drugs and alcohol on the job can endanger your life as well as the life of others. The use, transfer, sale or possession of illegal drugs, alcohol or other controlled substances is prohibited. Violation of this policy will result in disciplinary action up to, and including, termination. (For more information, refer to Corporate Policy #C-115, Drugs and Alcohol).

*Nasdaq Stock Market Rules.* Our common stock is listed on the Nasdaq Stock Market and we therefore are bound by and comply with their rules, including, but not limited to, rules requiring approval by the Audit Committee of the Board of Directors of any transaction involving directors or executive officers or affiliates that would be of the magnitude that would require disclosure in our annual proxy statement. (For more information, refer to Corporate Policy #C-15, Corporate Disclosure).

*Investor Relations and Media* If you are contacted by a financial analyst or the media, you should not provide a response unless you have received prior approval. Financial and Investor Relation calls should be directed to the VP and Treasurer. Media calls should be directed to the Corporate Communications department.

*Online Social Media / Web 2.0* Any postings or content usage by partners on online social media or Web 2.0 sites that reference Cintas must be done in accordance with Cintas corporate policies, Code of Conduct and Business Ethics, SEC regulations and other applicable laws. (For more information, refer to Corporate Policy #C-4, Internet Access).

## conflicts of interest

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Cintas' directors, officers and partners have an obligation to promote the best interests of the Company at all times. You should avoid any action which may involve a conflict of interest with the Company. Conflicts of interest can exist due to personal relationships, relationships with family, vendors, customers or friends, competing with or having interest in a company that competes with Cintas, gifts and entertainment or any situation that can be perceived as or create the appearance of a conflict of interest. Directors, officers and partners should not have any undisclosed, unapproved financial or other business relationships with suppliers, customers or competitors of a magnitude or nature that could impair the independence of any judgment they may need to make on behalf of the Company. Conflicts of interest would also arise if a director, officer, partner, or a member of his or her family, receives improper payments or other personal benefits as a result of his or her position in the Company.

Directors, officers and partners must also avoid the appearance of conflicts of interest, which occur where a reasonable observer might assume there is a conflict of interest and, therefore, a loss of objectivity in their dealings on behalf of the Company. Where conflicts of interest

arise, directors, officers and partners must provide full disclosure of the circumstances and stand back from any related decision making process. Directors and officers shall provide full disclosure to the Chairman of the Company's Audit Committee and the Chief Compliance Officer, and all other partners shall provide full disclosure to their immediate supervisor.

## gifts and entertainment

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We do not accept gifts or business favors. Normal business lunches are permitted. Dinners, entertainment and trips may only be accepted when they have a definite business purpose and must first be approved by your officer. We do not want to do anything that would place us in a compromising position or cause us to lose our objectivity. We encourage professional relationships with our suppliers and expect our suppliers to understand, respect and cooperate with this policy. (For more information, refer to Corporate Policy #C-118, Interrelation of Business and Personal Affairs).

## corporate opportunities

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Directors, officers and partners shall not take for themselves any business opportunities that are discovered through the use of Company property, information or position, use the Company property, information or position for personal gain, or compete with the Company. All directors, officers and partners owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises.

## confidentiality

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We are entrusted with confidential information concerning the company, its business plans, personnel matters, new business efforts, customers, accounting, and financial matters. Directors, officers and partners shall maintain the confidentiality of all information entrusted to them by the Company, except when disclosure is authorized or legally mandated. You should recognize that such information is the property of the Company and only the Company may authorize its publication or use by others. Confidential information includes, but is not limited to, all non-public information that might be used by the Company's competitors or harmful to the Company or its customers, if disclosed. Some examples of confidential information that should be protected include, but are not limited to: sales and profit figures, marketing/strategy plans, new product/service information, research and development ideas, and potential acquisitions or investments. (For more information, refer to Corporate Policy #C-42, Proper Use of Email & Email Distribution Lists, Corporate Policy #C-43, Information Security and Corporate Policy #C-204, Information Systems).

## fair dealing

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Cintas bases its relationships with customers, suppliers, competitors and partners on fair practices. Accordingly, all directors, officers and partners of the Company should endeavor to deal fairly with all customers, suppliers, competitors and partners of Cintas. No director, officer or partner shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

## doing business with the government

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Often times, the rules for selling services to the government are stricter than the rules that apply to our commercial transactions. We abide by the requirements set forth for government contracting and strive to protect the trust in the relationship we've built.

## social responsibility

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Cintas is committed to high standards of ethics on issues of social responsibility. Cintas and its subsidiaries seek to conduct business in an ethical and moral manner in all countries in which we have the privilege to work. To achieve this purpose, we expect our vendors to subscribe to certain moral and ethical principles in conducting business. While Cintas recognizes that there are different legal and cultural environments throughout the world, our Vendor Code of Conduct sets forth the basic requirements all vendors must meet in order to do business with us. We conduct periodic audit inspections of suppliers, their facilities and business practices to verify compliance with our standards and Vendor Code. (For more information, refer to Corporate Policy #C-15, Corporate Disclosure and Corporate Policy #C-38, Corporate Accounting).

## protection and proper use of the company's assets

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All directors, officers and partners must safeguard the Company's property, whether it is a piece of equipment, an electronic file or confidential information. All directors, officers and partners should ensure that all Company property is used in an efficient manner and for legitimate business purposes. Theft, carelessness and waste impact the Company's profitability and should be promptly reported. (For more information, refer to Corporate Policy #C-43, Information Security and Corporate Policy #C-204, Information Systems).

## full and fair disclosure

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Cintas fully and fairly discloses the financial condition of the Company in compliance with applicable accounting principles, governmental laws, rules and regulations and the rules of the Nasdaq Stock Market. All books and records of the Company shall be kept in such a way as to fully and fairly reflect all Company transactions. All financial officers shall communicate to our executive management and to the accountants engaged to conduct an audit of our financial statements all relevant information, professional judgments or opinions that relate to our financial statements.

Furthermore, senior financial officers of the Company, including the principal financial officer or persons performing similar functions, shall prepare full, fair, accurate, timely and understandable disclosure reports and documents that Cintas files with or submits to the Securities and Exchange Commission and in Cintas' other public communications. (For more information, refer to Corporate Policy #C-15, Corporate Disclosure and Corporate Policy #C-38, Corporate Accounting).

## insider information

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In the course of doing business for Cintas or in discussions with one of its customers, vendors, or partners, you may become aware of material non-public information about the Company or that organization. Information is considered "material" if it might be used by an investor to make a decision to trade in the public securities of the Company. Individuals who have access to this type of information are called "insiders." You may only discuss this information on a limited, strict "need to know" basis internally, and you may not share it with anyone outside the Company. No partner may buy or sell the public securities of a company, including Cintas, if he or she has such information, and no partner shall share ("tip") this information with others. Because of the extremely sensitive nature of and severe penalties associated with "insider trading" and "tipping," contact Cintas' Chief Financial Officer before you buy or sell public securities in situations that could be of this nature. (For more information, refer to Corporate Policy #C-25, Insider Trading of Common Stock).

## corporate compliance

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We maintain a compliance program to support the Company's efforts to comply with applicable legal requirements and to appropriately manage risk. We seek to prevent compliance issues from arising by conducting ongoing risk assessments. This process leads to the creation and maintenance of compliance policies and procedures that clearly outline our expectations for how our business should be conducted. Our communication of these policies, as with all our policies, helps raise awareness among our partners of critical areas of business risk and the right ways to handle and manage these risks. We also provide training to support our partners in performing their jobs in a compliant manner.

In addition to the policies referenced throughout this Code, information can be found by reading our Compliance Policies. These policies include, but are not limited to:

- Antitrust
- Anticorruption
- Code of Conduct and Business Ethics
- Crisis Management
- Environmental
- Financial and Disclosure Controls
- Information Systems and Data Security
- Labor and Employment
- Records Retention
- Safety

You can access the Compliance Policies on the Intranet at Cintas Intranet/Corp Policies/Corporate Policies 200-299 Compliance.

## accountability and adherence to the code

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All directors, officers and partners are responsible for abiding by this Code. Directors, officers and partners who violate the Code are subject to disciplinary action, up to and including termination.



Tear along perforation, sign acknowledgement and return to your supervisor or manager. Supervisor/manager to keep form in personnel file.

## acknowledgement form

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From time to time, each of us faces obstacles in our business careers that challenge our business ethics. It is impossible to put together a "rule book" to cover every issue we might encounter. The purpose of this booklet is to provide guidance for your conduct as it relates to our principles and philosophies; governmental laws and regulations; and any other ethical dilemma you might face.

I have read, and understand, the Cintas Code of Conduct and Business Ethics. I agree to conduct my business in accordance with this Code as well as with our other company policies and applicable laws.

Name: \_\_\_\_\_

Date: \_\_\_\_\_