

ANTICORRUPTION POLICY

POLICY: Cintas is committed to the highest standard of integrity in our business practices, as set forth in the *Code of Conduct and Business Ethics*.

This Policy reinforces that commitment and Cintas's compliance with the principles and objectives of the United Nations Convention Against Corruption and the Organization for Economic Cooperation & Development's Convention on Combating Bribery of Foreign Public Officials in International Business Transactions ("the OECD Convention") and implementing legislation, including the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K Bribery Act 2010, and other, similar applicable laws, "Anticorruption Legislation". These laws, and various local laws throughout the world, prohibit or restrict the provision of payments or anything of value, directly or indirectly, to Government Officials, Customers, or political parties and require strict controls over the disposition and accounts of company assets.

This Policy applies to all directors, officers and partners of Cintas Corporation, its subsidiaries or affiliates in which Cintas Corporation directly or indirectly owns an interest (collectively, "Cintas"). For entities in which Cintas' interest is 50% or less, Cintas should use its best efforts to implement this policy and the relevant procedures. In certain circumstances, Cintas has adopted measures that are more restrictive than required by law because of its commitment to company values and its business reputation worldwide.

Detailed guidelines for complying with the Anticorruption Policy are found in the Anticorruption Procedures, attached as [Exhibit A](#), and the exhibits thereto, [Exhibit B](#), [Exhibit C](#), [Exhibit D](#), [Exhibit E](#), [Exhibit F](#), [Exhibit G](#), [Exhibit H](#), [Exhibit I](#), and [Exhibit J](#).

RESPONSIBLE OFFICE: Senior Counsel & Chief Compliance Officer

DEFINITIONS:

Anticorruption Legislation: Implementing legislation of the OECD Convention, including the FCPA, and certain local laws applicable to Cintas in the countries where it operates.

Anything of Value: Includes anything that has a monetary value or would constitute an advantage to the recipient, such as cash or cash equivalent (*e.g.*, cashier's checks, money orders, bearer bonds, gift cards), charitable donations, political contributions, travel expenses, gifts, and employment or business opportunities.

Charitable Contribution: Includes any donation of Cintas funds, facilities, or services of any kind to a charity or non-profit organization.

Customer: Includes any current or prospective Cintas customer, and anyone who is an owner, shareholder, employee, director, officer or representative of a current or prospective Cintas customer.

Facilitating Payment: A small payment made to a Government Official to secure or expedite the performance of a routine governmental action to which the payer is entitled ordinarily.

Government Official(s): Includes anyone who is a(n):

- a. Official (elected, appointed, or career) of a federal, state, local, or municipal government;
- b. Employee of a government or a governmental agency or department;
- c. Employee of a government-owned or government-controlled commercial enterprise or company;
- d. Official or employee acting in an official capacity for or on behalf of a public international organization (*e.g.*, UN, World Bank, EU, WTO, NATO);
- e. Individual acting for or on behalf of a government or any of the organizations referred to under (c) through (e) above, even though he/she may not be an employee of such government or organization;
- f. Official of a political party and/or candidate for political office;
- g. Individual who is considered a government official under applicable local law; and
- h. For purposes of this policy, any Close Family Member of any of the above, where "Close Family Member" means any spouse or any parent, child, or sibling, whether by blood or marriage.

Hospitality Expenses: Payments for, or related to, travel, accommodation, meals or entertainment.

Payment: The transfer from one person or entity to another of Anything of Value.

Representative: Includes any party who may reasonably be expected to interact on behalf of Cintas with: (i) a Government Official, political party, government, government-owned or government-controlled entity, or public international organization to help Cintas introducing Cintas to, negotiating business deals with, or obtaining approvals from such parties; or (ii) one or more Customers.

Supplier: Includes any current or prospective Cintas supplier, which includes a business or person that makes goods or services available to Cintas.

When reference is made to U.S. Dollar amounts, that shall also mean foreign currency of an equivalent amount based on the current exchange rate table in [#C-38 \(Global\), Corporate Accounting, Exhibit D](#).

PROCEDURE:

I. ACCURATE BOOKS AND RECORDS

- A. Directors, Officers, and Partners must ensure that Cintas' books and records (which include virtually all forms of business documentation) accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets, as described in the Anticorruption Procedures, [Exhibit A](#)
- B. No Director, Officer, or Partner shall participate in falsifying any accounting or other business records. All recordings must reflect the true facts and nature of the transactions reported. For example, payments to third parties must identify the nature of and reasons for such payments.
- C. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. No funds or transactions may be labeled only as "miscellaneous," and all cash transactions must be individually and accurately recorded.
- D. Directors, Officers, and Partners must be proactive in managing and responding to accounting issues by ensuring complete and accurate records and informing appropriate supervisors or departments of questions, concerns, or suspicious accounting practices. Directors, Officers, and Partners must also respond fully and truthfully to any questions from Cintas' internal or independent auditors.

II. PROHIBITED PAYMENTS

It is prohibited to pay, offer, authorize, or promise to pay Anything of Value to a Government Official or political party with the intention of inducing or influencing a Government Official or political party to do or refrain from doing any official act, in order to assist Cintas in obtaining or retaining business, directing business to any person, or securing an improper advantage in the conduct of business, as described in the Anticorruption Procedures, [Exhibit A](#).

III. HOSPITALITY EXPENSES

- A. Under certain circumstances, payments for Hospitality Expenses could be considered Prohibited Payments under this Policy and the law.
- B. In conjunction with other Cintas policies and ethical business practices, all Hospitality Expenses, regardless of recipient, must follow the Anticorruption Procedures, [Exhibit A](#).
- C. Further, Hospitality Expenses provided to Government Officials are subject to additional requirements. It is important to note that Government Official is

broadly defined in this Policy and covers not only elected and appointed government officials, but also (among others) employees of government-owned or government-controlled entities. In many cases, this can include physicians, hospital employees, and university employees. Hospitality Expenses provided to Government Officials must follow the Anticorruption Procedures, [Exhibit A](#).

IV. GIFTS AND PROMOTIONAL ITEMS

Gifts to Government Officials, political parties, Suppliers or Customers could be considered Prohibited Payments even if the gift-giving is customary in many business cultures. Therefore, gifts and promotional items offered or given to Government Officials, political parties, Suppliers or Customers are subject to the guidelines outlined in the Anticorruption Procedures, [Exhibit A](#), and will be evaluated in conjunction with other Cintas policies and ethical business practices.

V. FACILITATING PAYMENTS PROHIBITED

Although the FCPA has a narrow exception for Facilitating Payments, most other countries' laws do not recognize such an exception. Cintas prohibits Facilitating Payments in all circumstances.

VI. PAYMENTS UNDER IMMINENT THREAT TO HEALTH AND SAFETY

This Policy does not prohibit a Director, Officer, or Partner from providing a payment or other thing of value to a Government Official when doing so is necessary to protect against an imminent threat to that Director's, Officer's, or Partner's health or personal safety or the health and safety of another person. A fear of economic harm (e.g. a threat of adverse economic or business consequences) does not qualify as a threat to health and safety. In any circumstance where a payment or other thing of value is provided as a result of an imminent threat to health and safety, it must be reported promptly to the Senior Counsel & Chief Compliance Officer.

VII. POLITICAL CONTRIBUTIONS

Corporate funds, facilities, or services of any kind may not be paid or furnished to any candidate for public office, to any political party or official thereof, or to any political initiative, referendum or other form of political campaign of Government Officials without the **prior written approval** of the Senior Vice President, Secretary & General Counsel. Likewise, Partners may not make political contributions through or on behalf of Cintas to any candidate for public office, political party or official thereof, or any political initiative, referendum, or other form political campaign of Government Officials without the **prior written approval** of the Senior Vice President, Secretary & General Counsel.

These approval requirements do not apply, however, to contributions made by Cintas authorized U.S. or non-U.S. political action committee ("PAC"). PAC contributions are governed by the by-laws of the Cintas Corporation Partners PAC.

VIII. CHARITABLE CONTRIBUTIONS

Cintas must ensure that charitable contributions are given only to bona fide charities and are for proper charitable purposes and not otherwise misapplied in violation of law or this Policy. For guidelines relating to Charitable Contributions, see the Anticorruption Procedures, [Exhibit A](#)

IX. PERSONAL CONTRIBUTIONS AND PAYMENTS

Nothing in this Policy shall preclude or affect personal contributions by Directors, Officers, or Partners from their personal funds and for personal reasons, *provided that* no Director, Officer, or Partner shall use his or her personal funds to make any payments or contributions on behalf of, or for the benefit of, Cintas, in violation of this Policy.

X. REPRESENTATIVES, JOINT VENTURES, AND MERGERS/ACQUISITIONS

- A. Cintas must ensure that Representatives, joint ventures, mergers, and acquisitions comply with this Policy and the Anticorruption Legislation.
- B. Before using or retaining any Representative, Directors, Officers, or Partners shall follow the guidelines in the Anticorruption Procedures, [Exhibit A](#).
- C. Before entering into any joint venture agreement, Directors, Officers, or Partners shall follow the guidelines in the Anticorruption Procedures, [Exhibit A](#).
- D. Before entering into any merger or acquisition agreement, Directors, Officers, or Partners shall follow the guidelines in the Anticorruption Procedures, [Exhibit A](#).

XI. TRAINING

Cintas will provide mandatory training concerning this Policy and Anticorruption Legislation to all Directors and Officers, and selected Partners, on a regular basis. The Senior Counsel & Chief Compliance Officer may require that certain personnel receive additional, specialized training because of the nature of their role and responsibilities on behalf of the Company. The Senior Counsel & Chief Compliance Officer may also suggest that certain joint venture partners, Suppliers, and Representatives receive anticorruption training.

XII. AUDITING

The provisions of this Policy will be the subject of targeted reviews conducted by Cintas' Internal Audit Department. The reviews will assess the effectiveness of this Policy and propose enhancements as needed. In addition, the Internal Audit Department will consider Anticorruption Legislation risks as part of its regular audits of Cintas' books and records.

XIII. COMPLIANCE

Cintas will consider compliance with this Policy, including timely completion of training requirements, as a component of evaluation of Directors, Officers, and Partners.

Adherence to this Policy will be credited in the consideration of rewards and future opportunities within Cintas. Failure to comply with this or related policies and procedures, or failure to report violations or suspected violations, will be grounds for disciplinary action, up to and including termination. In addition, specially designated Directors, Officers, and Partners will be asked to certify annually that they have read the Policy and are in compliance with its provisions.

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All Directors, Officers, and Partners must report any violations or suspected violations of this Policy or the Anticorruption Legislation.

Any Director, Officer, or Partner with questions about this Policy or information concerning possible violations of this Policy or the Anticorruption Legislation should contact his or her supervisor, the Senior Counsel & Chief Compliance Officer, or the Legal Department. Directors, Officers, or Partners may also report issues or communicate concerns anonymously through the Cintas Direct Line.

- US/Canada – 800.461.9330
- Mexico – 800.681.6945
- Honduras – 504.2231.3114 (All Carriers) and 800.2791.9500 (Tigo (mobile)/Hondutel (Fixed Access))
- Singapore – 800.492.2690
- Switzerland – 0800.561.314
- Intranet – directline.cintas.com
- Text (North America Only) – 513.987.9436

Cintas will investigate any potential violation of this Policy or the Anticorruption Legislation as appropriate.

As stated in the Code of Conduct and Business Ethics, it is Cintas policy to ensure that no retaliation occurs as a result of any Director, Officer, or Partner, in good faith, raising a business conduct or ethical issue or reporting a perceived violation of Company policy or the law.

APPROVED BY THE CHIEF EXECUTIVE OFFICER