



**CINTAS CORPORATION  
AUDIT COMMITTEE CHARTER**

**1. PURPOSE**

The primary functions of the Audit Committee are to: fulfill its responsibilities for reviewing the integrity of Cintas' financial statements, related management's discussion and analysis ("MD&A") and internal control over financial reporting; monitor Cintas' system of internal control; monitor Cintas' compliance with legal and regulatory requirements; select the external auditors; review the qualifications, independence and performance of the external auditors; and review the qualifications, independence and performance of Cintas' internal auditors.

**2. MEMBERSHIP AND ORGANIZATION**

(1) **Composition** – The Audit Committee shall consist of not less than three members of the Board of Directors ("Board") of Cintas, each of whom shall be "independent" in accordance with applicable law, including the rules of the NASDAQ Stock Market LLC ("NASDAQ"), as such requirements are interpreted by the Board in its business judgment, and the more rigorous independence requirements for audit committee members set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(2) **Appointment and Removal of Audit Committee Members** – The Board shall appoint, based on the recommendation of the Nominating and Corporate Governance Committee, the members of the Audit Committee. Members of the Audit Committee shall serve at the pleasure of the Board until the Board determines it is in the best interest of Cintas to rotate Committee members or until such Audit Committee member is no longer a Board member.

**Chair** – The Board shall appoint, based on the recommendation of the Nominating and Corporate Governance Committee, a Chair of the Audit Committee. The Chair shall: be a member of the Audit Committee; preside over all Audit Committee meetings; coordinate the Audit Committee's compliance with this Charter; work with management to develop the Audit Committee's annual work plan and meeting agendas; and provide reports on the work of the Audit Committee to the Board. The Chair may vote on any matter requiring a vote and shall provide a second vote in the case of a tie vote.

(3) **Financial Literacy** – Members of the Audit Committee shall be financially literate in satisfaction of the requirements prescribed by the NASDAQ and Section 10A of the Exchange Act. An individual is financially literate if he or she has the ability to read and understand fundamental financial statements, including a balance sheet, income

statement and cash flow statement, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised in Cintas' financial statements. The Board shall determine, in its business judgment, whether at least one member of the Audit Committee is a financial expert as defined under the United States Securities and Exchange Commission rules promulgated pursuant to Section 407 of the Sarbanes-Oxley Act of 2002. The designation or identification of a person as having such financial sophistication or as a financial expert shall not (i) impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Audit Committee and Board in the absence of such designation or identification or (ii) affect the duties, obligations or liability of any other member of the Audit Committee or Board.

### **3. MEETINGS**

- (1) **Meetings** – The members of the Audit Committee shall hold meetings as are required to carry out this Charter, and in any case no less than three in-person meetings annually. The external auditors are entitled to attend and be heard at each Audit Committee meeting. The Chair, any member of the Audit Committee, the external auditors, the Director of Internal Audit, the Chair of the Board or the Chief Executive Officer may call a meeting of the Audit Committee by notifying the Vice President and Secretary, General Counsel, who will notify members of the Audit Committee. The Chair shall chair all Audit Committee meetings that he or she attends, and in the absence of the Chair, the members of the Audit Committee present may appoint a Chair from their number for a meeting. At the invitation of the Audit Committee, members of Cintas' management and others may attend Audit Committee meetings, as the Audit Committee considers necessary or desirable.
- (2) **Notices of Meetings** – Notices of Audit Committee meetings may be provided by prepaid mail, personal delivery, facsimile, electronic mail or telephone, provided that the method of notification chosen shall be capable of being received by members of the Audit Committee and the external auditors at least 24 hours before an Audit Committee meeting at the member's contact information last recorded with the Vice President and Secretary, General Counsel. Any member of the Audit Committee may in any manner waive notice of an Audit Committee meeting, except where a member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly called.
- (3) **Secretary and Minutes** – The Vice President and Secretary, General Counsel, his or her designate or any other person the Audit Committee requests, shall act as secretary at Audit Committee meetings. Minutes of the Audit Committee meetings shall be recorded and maintained by the Vice President and Secretary, General Counsel and subsequently presented to the Audit Committee for approval.
- (4) **Quorum** – A majority of the members of the Audit Committee shall constitute a quorum.

- (5) **Access to Management and Outside Advisors** – The Audit Committee shall have unrestricted access to management and employees of Cintas and, from time to time, may hold unscheduled or regularly scheduled meetings or portions of regularly scheduled meetings with the Director of Internal Audit, the external auditors, the Chief Information Officer, the Director of Tax, the Corporate Controller, the Vice President and Secretary, General Counsel, the Chief Financial Officer, or the Chief Executive Officer. The Audit Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the compensation for these advisors without consulting or obtaining the approval of the Board or any officer of Cintas.
- (6) **Meetings Without Management** – The Audit Committee shall hold unscheduled or regularly scheduled meetings, or portions of regularly-scheduled meetings, at which management is not present.
- (7) **Access to Other Committees** – The Chair or any member of the Audit Committee may request the input of another Board committee on any accountability or responsibility set out in this Charter.

#### **4. ACCOUNTABILITIES AND RESPONSIBILITIES**

The Audit Committee shall have the accountabilities and responsibilities set out below as well as any other accountabilities that are specifically delegated to the Audit Committee by the Board. In addition to these functions and responsibilities, the Audit Committee shall perform the requirements of the stock exchange on which the securities of Cintas are listed and all other applicable laws.

##### **(1) Financial Reporting**

- (a) **General** – The Audit Committee is responsible for reviewing the integrity of Cintas’ financial statements and financial disclosures. Management is responsible for the preparation, presentation and integrity of Cintas’ financial statements and financial disclosures and for the appropriateness of the accounting principles and the reporting policies used by Cintas. The external auditors are responsible for auditing Cintas’ annual consolidated financial statements and for reviewing Cintas’ unaudited interim financial statements.
- (b) **Review of Annual Financial Reports** – The Audit Committee shall review the annual consolidated audited financial statements of Cintas, the related MD&A and the external auditor’s report on the consolidated financial statements. The review shall include assessing whether the financial statements present fairly, in all material respects in accordance with generally accepted accounting principles (“GAAP”), the financial condition, results of operations and cash flows of Cintas. After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval the annual financial statements and the related MD&A.
- (c) **Review of Interim Financial Reports** – The Audit Committee shall review the interim consolidated financial statements and the related MD&A. The review

shall include assessing whether the financial statements present fairly, in all material respects in accordance with GAAP, the financial condition, results of operations and cash flows of Cintas. After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval the interim financial statements and the related MD&A.

- (d) Review Considerations – In conducting its review of the annual financial statements or the interim financial statements, and the related MD&As, the Audit Committee shall:
- (i) meet with management and the external auditors to discuss the financial statements and MD&A;
  - (ii) discuss with management and approve risk factors to be included in the Company's annual SEC 10K filing;
  - (iii) review and discuss with the external auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU Section 380) as adopted by the Public Company Accounting Oversight Board in Rule 3200T (or any such superseding standards), relating to the conduct of the audit, as well as any audit problems or difficulties and management's response;
  - (iv) review the disclosures in the financial statements and the MD&A;
  - (v) review the audit report or review report prepared by the external auditors;
  - (vi) discuss with management, the external auditors and internal legal counsel, as requested, any litigation claims or other contingency that could have a material effect on the financial statements;
  - (vii) review critical accounting policies and other significant estimates and judgments underlying the financial statements and the MD&A as presented by management;
  - (viii) review any material effects of regulatory and accounting changes, significant transactions, and the impact of material subsequent events between the reporting date and the approval date on the financial statements and the MD&A as presented by management;
  - (ix) review any material changes in accounting policies and practices and their impact on the financial statements and the MD&A as presented by management or the external auditors;
  - (x) review management's and the external auditor's reports on the effectiveness of internal control over financial reporting;
  - (xi) review results of Cintas' whistleblowing program; and

- (xii) review any other matters related to the financial statements and the MD&A that are brought forward by the internal auditors, external auditors, management or which are required to be communicated to the Audit Committee under accounting policies, auditing standards or applicable law.
- (e) Approval of Other Disclosures – The Audit Committee shall review and, if advisable, approve or recommend for Board approval: (i) financial disclosure in a news release disclosing financial results and (ii) any other material financial disclosure.

(2) **External Auditors**

- (a) General – The Audit Committee shall be responsible for oversight of the work of the external auditors in auditing and reviewing Cintas’ financial statements and internal controls over financial reporting, including the resolution of disagreements between management and the external auditors regarding financial reporting.
- (b) Appointment and Compensation – The Audit Committee shall (i) review, appoint and retain the external auditors; and (ii) review and establish the compensation of the external auditors.
- (c) Annual Review Report – At least annually, the Audit Committee shall obtain and review a report by the external auditors describing: (i) their internal quality control procedures; and (ii) any material issues raised by their most recent internal quality control review, peer review or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the external auditors and any steps taken to deal with any of these issues.
- (d) Audit Plan – At least annually, the Audit Committee shall review and approve the external auditor’s annual audit plan. The Audit Committee shall consider and review with the external auditors any material changes to the scope of the plan.
- (e) Independence of External Auditors – At least annually, and before the external auditor issues their report on the annual financial statements, the Audit Committee shall: obtain from the external auditors a formal written statement describing all relationships between the external auditors and Cintas; discuss with the external auditors any disclosed relationships or services that may affect the objectivity and independence of the external auditors; and obtain written confirmation from the external auditors that they are independent based on the applicable requirements of the Public Company Accounting Oversight Board.
- (f) Evaluation and Rotation of Lead Partner – At least annually, the Audit Committee shall review the qualifications and performance of the external auditors. The Audit Committee shall obtain a report from the external auditors annually confirming that they are in compliance with all audit firm and regulatory requirements relating to partner rotation and that the engagement team

collectively possesses the experience and competence to perform an appropriate audit.

- (g) Pre-Approval of Audit and Non-Audit Services – The Audit Committee shall pre-approve any retainer or fees of the external auditors for any audit and non-audit service to Cintas or its subsidiaries in accordance with applicable law (including, but not limited to any impact such services could have on auditor independence) and Board approved policies and procedures. The Audit Committee may also establish pre-approval policies and procedures that are specific to a particular service or class of service. The decisions of any member of the Audit Committee to whom this authority has been delegated, as well as any pre-approvals of a particular service must be reviewed with the members of the Audit Committee at its next scheduled Audit Committee meeting.
- (h) Hiring Practices – The Audit Committee shall review and approve guidelines regarding the hiring of employees or former employees of the external auditor or formal external auditors.

(3) **Internal Audit Function**

- (a) Organizational Framework – At least annually, the Audit Committee shall review and approve the Internal Audit organizational framework and Charter (developed in accordance with professional standards promulgated by the Institute of Internal Auditors), having regard to its role as an independent control function.
- (b) Director of Internal Audit – The Audit Committee shall:
  - (i) review and, if advisable, approve the appointment or removal of the Director of Internal Audit; and
  - (ii) review and approve the annual performance review and compensation of the Director of Internal Audit.
- (c) Effectiveness Review – At least annually, the Audit Committee shall:
  - (i) review the Internal Audit function’s financial plan and staff resources;
  - (ii) review Internal Audit’s assessment of the independence and effectiveness of the Internal Audit function;
  - (iii) review any difficulties encountered by the Director of Internal Audit in the course of internal audits, including any restrictions on the scope of internal audit work or access to required information; and
  - (iv) review the compliance of Internal Audit with professional standards promulgated by the Institute of Internal Auditors.
- (d) Independent Third Party Review - On a periodic basis, the Audit Committee may engage an independent third party to assess the Internal Audit function in

accordance with professional standards promulgated by the Institute of Internal Auditors and the Audit Committee shall review the results of that assessment.

- (e) Audit Plan – The Audit Committee shall review, approve, and update the Board with respect to the annual audit plan presented by the Director of Internal Audit. The Director of Internal Audit, at each in-person Audit Committee meeting, will review the status of the audit plan and any changes needed, including a review of:
  - (i) the results of audit activities, including any significant issues reported to management and management’s response and/or corrective actions;
  - (ii) the status of identified control weaknesses; and
  - (iii) the adequacy and degree of compliance by Cintas with its systems of internal control.
- (f) Succession Planning – At least annually, the Audit Committee shall review succession plans for the Director of Internal Audit.

(4) **Finance Function**

- (a) Organizational Framework – At least annually, the Audit Committee shall review and approve the Finance organization framework, having regard to its role as an independent control function.
- (b) Effectiveness Review – At least annually, the Audit Committee shall review the Finance function’s financial plan and staff resources.
- (c) Succession Planning – At least annually, the Audit Committee shall review succession plans for the Chief Financial Officer.

(5) **Internal Controls**

- (a) General – The Audit Committee shall monitor the system of internal control.
- (b) Establishment, Review and Approval – The Audit Committee shall require management to implement and maintain appropriate policies and systems of internal control in accordance with applicable laws, regulations and guidance, including internal control over financial reporting and disclosure and the review, evaluation and approval of these procedures. At least annually, the Audit Committee shall consider and review with management, the external auditors, the Director of Internal Audit, and the Vice President and Secretary, General Counsel:
  - (i) the effectiveness of, or weaknesses or deficiencies in: the design or operation of Cintas’ internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, internal control over financial reporting), operational controls, and legal and regulatory controls and the impact of

any identified weaknesses in internal controls on management's conclusions;

- (ii) any significant changes in internal control over financial reporting that are disclosed, or considered for disclosure, including those in Cintas' periodic regulatory filings;
  - (iii) any material issues raised by any inquiry or investigation by Cintas' regulators;
  - (iv) Cintas' fraud prevention and detection program, including deficiencies in internal controls that may impact the integrity of financial information, or may expose Cintas to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting;
  - (v) Cintas' business continuity management and insurance programs; and
  - (vi) any related significant issues and recommendations of the external auditors and internal auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses including those relating to internal controls over financial reporting and disclosure controls.
- (6) **Regulatory Reports** – The Audit Committee shall provide or review, as applicable, all reports required of the Audit Committee under applicable law.
- (7) **Whistleblowing Procedures** – The Audit Committee shall ensure that procedures are established for the receipt, retention and treatment of complaints received by Cintas from employees or others, confidentially and anonymously, regarding accounting, internal accounting controls, or auditing matters. The Committee shall review management reports on the procedures.
- (8) **Pre-Approval of Related Party Transactions** – In accordance with NASDAQ reporting requirements, the Audit Committee shall pre-approve all related party transactions that are required to be disclosed pursuant to Item 404 of Regulation S-K.
- (9) **Swaps and Derivatives** - The Audit Committee shall review and approve the Cintas Swap and Derivative Policy.
- (10) **Officers' Expense Accounts** – On an annual basis, the Audit Committee shall review policies and procedures with respect to officers' expense accounts and perquisites.
- (11) **Adverse Investments and Transactions** – The Audit Committee shall review any investments and transactions that could adversely affect the well-being of Cintas.



- (12) **Audit Committee Disclosure** – The Audit Committee shall review and approve any Audit Committee disclosures required by security regulators in Cintas’ disclosure documents. The Audit Committee shall also review disclosures by the CEO and CFO and the certification process for Form 10-K and Form 10-Q.
- (13) **Assessment of Regulatory Compliance** – The Audit Committee shall review management’s assessment of compliance with laws and regulations as they pertain to responsibilities under this Charter, report any material findings to the Board and recommend changes it considers appropriate.
- (14) **Delegation** – The Audit Committee may designate a sub-committee to review any matter within this Charter as the Audit Committee deems appropriate.

## **5. REPORTING TO THE BOARD**

The Chair shall report to the Board, as required by applicable law or as deemed necessary by the Audit Committee or as requested by the Board, on matters arising at Audit Committee meetings and, where applicable, shall present the Audit Committee’s recommendation to the Board for its approval.

## **6. RESOURCES AND AUTHORITY**

The Audit Committee shall have the resources and authority appropriate to discharge its responsibilities as required by law, including the authority to engage independent counsel and other advisors as the Audit Committee deems necessary to carry out its duties. Cintas will provide for appropriate funding, as determined by the Audit Committee, for payment of (i) compensation to Cintas’ independent auditors engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for Cintas, (ii) compensation to independent counsel or any other advisors employed by the Audit Committee and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

## **7. COMMITTEE MEMBER DEVELOPMENT AND PERFORMANCE REVIEW**

- (1) The Chair shall coordinate orientation and continuing director development programs relating to this Charter for Audit Committee members.
- (2) At least annually, the Audit Committee shall evaluate and review the performance of the Audit Committee and the adequacy of this Charter. This review will be undertaken in consultation with the Nominating and Corporate Governance Committee of the Board.

## **8. CURRENCY OF THE AUDIT COMMITTEE CHARTER**

This Charter was re-affirmed by the Audit Committee on January 8, 2018 and by the Full Board on January 9, 2018.